

MINUTES
of meeting of the Board of Directors of Rosseti Centre, PJSC
(in the form of absent voting)

«11» May 2023

Moscow

No. 25/23

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **E.V. Andreeva, A.V. Golovtsov, Y.V. Goncharov, M.A. Dokuchaeva, V.Y. Zarkhin, M.V. Korotkova, E.V. Lyapunov, D.V. Krainskiy, I.V. Makovskiy, A.V. Morozov, A.A. Polinov.**

Members who did not provide questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **12.05.2023.**

AGENDA:

- 1.** On approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of Rosseti Centre, PJSC for 2023 and forecast for 2024-2027.
- 2.** On consideration of the report on implementation in the 1st quarter of 2023 of investment projects of Rosseti Centre, PJSC, included in the list of priority facilities.
- 3.** On proposals to the Annual General Meeting of Shareholders of the Company on the issue «On appointment of the audit organization of the Company».
- 4.** On determining the amount of remuneration for services of the audit organization of the Company for the audit of financial statements for 2023, prepared in accordance with RAS, and for the audit of consolidated financial statements for 2023, prepared in accordance with IFRS.
- 5.** On approval of form and text of ballots for voting at the Annual General Meeting of Shareholders of the Company, as well as wording of decisions on items of the agenda of the Annual General Meeting of Shareholders, which shall be sent electronically (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders of the Company.
- 6.** On determination of the date of sending ballots to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, addresses, to which completed ballot papers can be sent.

Item 1. On approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of Rosseti Centre, PJSC for 2023 and forecast for 2024-2027.

Decision:

To approve the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of Rosseti Centre, PJSC for 2023 and take into consideration the forecast indicators for 2024-2027 in accordance with Appendices ## 1-2 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|---|---------------|
| 1. Elena Viktorovna Andreeva | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 3. Yury Vladimirovich Goncharov | - «FOR» |
| 4. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 5. Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. Maria Vyacheslavna Korotkova | - «FOR» |

- | | | |
|-----|--------------------------------|---------|
| 7. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 8. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. | Igor Vladimirovich Makovskiy | - «FOR» |
| 10. | Andrey Vladimirovich Morozov | - «FOR» |
| 11. | Alexey Alexandrovich Polinov | - «FOR» |

Total:

| | |
|-------------|--------|
| «FOR» | - «10» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «1» |

Decision is taken.

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Morozov (Appendix # 7).

Item 2. On consideration of the report on implementation in the 1st quarter of 2023 of investment projects of Rosseti Centre, PJSC, included in the list of priority facilities.

Decision:

To take into consideration the report on implementation in the 1st quarter of 2023 of investment projects of the Company, included in the list of priority facilities, in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

- | | | |
|-----|---------------------------------|---------------|
| 1. | Elena Viktorovna Andreeva | - «FOR» |
| 2. | Alexander Viktorovich Golovtsov | - «FOR» |
| 3. | Yury Vladimirovich Goncharov | - «FOR» |
| 4. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 6. | Maria Vyacheslavna Korotkova | - «FOR» |
| 7. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 8. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. | Igor Vladimirovich Makovskiy | - «FOR» |
| 10. | Andrey Vladimirovich Morozov | - «FOR» |
| 11. | Alexey Alexandrovich Polinov | - «FOR» |

Total:

| | |
|-------------|--------|
| «FOR» | - «10» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «1» |

Decision is taken.

Item 3. On proposals to the Annual General Meeting of Shareholders of the Company on the issue «On appointment of the audit organization of the Company».

Decision:

To propose to the Annual General Meeting of Shareholders of Rosseti Centre, PJSC to appoint the association of auditors (the collective participant) consisting of TSATR - Audit Services LLC (TIN 7709383532) (the leader of the collective participant), ACC Crowe Audex LLC (TIN 1655301258) (the member of the collective participant) as the audit organization of the Company.

Voting results:

- | | | |
|----|---------------------------------|---------|
| 1. | Elena Viktorovna Andreeva | - «FOR» |
| 2. | Alexander Viktorovich Golovtsov | - «FOR» |
| 3. | Yury Vladimirovich Goncharov | - «FOR» |
| 4. | Maria Alexandrovna Dokuchaeva | - «FOR» |

- | | | |
|-----|--------------------------------|---------|
| 5. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. | Maria Vyacheslavna Korotkova | - «FOR» |
| 7. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 8. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. | Igor Vladimirovich Makovskiy | - «FOR» |
| 10. | Andrey Vladimirovich Morozov | - «FOR» |
| 11. | Alexey Alexandrovich Polinov | - «FOR» |

Total:

| | |
|-------------|--------|
| «FOR» | - «11» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

Decision is taken.

Item 4. On determining the amount of remuneration for services of the audit organization of the Company for the audit of financial statements for 2023, prepared in accordance with RAS, and for the audit of consolidated financial statements for 2023, prepared in accordance with IFRS.

Decision:

To determine the payment for the services of the Company's audit organization for the provision of services for the audit of financial statements for 2023 prepared in accordance with RAS, the audit of consolidated financial statements prepared in accordance with IFRS for the year ending 31 December 2023, in the amount of 7,988,400 (Seven million nine hundred eighty-eight thousand four hundred) rubles 00 kopecks with VAT, subject to appointment at the Annual General Meeting of Shareholders of Rosseti Centre, PJSC of the association of auditors (the collective participant) consisting of TSATR - Audit Services LLC (the leader of the collective participant) and ACC Crow Audex LLC (the member of the collective participant) as the audit organization of the Company.

Voting results:

- | | | |
|-----|---------------------------------|---------|
| 1. | Elena Viktorovna Andreeva | - «FOR» |
| 2. | Alexander Viktorovich Golovtsov | - «FOR» |
| 3. | Yury Vladimirovich Goncharov | - «FOR» |
| 4. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. | Maria Vyacheslavna Korotkova | - «FOR» |
| 7. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 8. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. | Igor Vladimirovich Makovskiy | - «FOR» |
| 10. | Andrey Vladimirovich Morozov | - «FOR» |
| 11. | Alexey Alexandrovich Polinov | - «FOR» |

Total:

| | |
|-------------|--------|
| «FOR» | - «11» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

Decision is taken.

Item 5. On approval of form and text of ballots for voting at the Annual General Meeting of Shareholders of the Company, as well as wording of decisions on items of the agenda of the Annual General Meeting of Shareholders, which shall be sent electronically (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders of the Company.

Decision:

1. To approve the form and text of ballots for voting at the Annual General Meeting of Shareholders of the Company in accordance with Appendices ## 4-6 to this decision of the Board of Directors of the Company.
2. To send in electronic form (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders, the wording of decisions specified in the voting ballots shall be used.

Voting results:

- | | | |
|-----|---------------------------------|---------|
| 1. | Elena Viktorovna Andreeva | - «FOR» |
| 2. | Alexander Viktorovich Golovtsov | - «FOR» |
| 3. | Yury Vladimirovich Goncharov | - «FOR» |
| 4. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. | Maria Vyacheslavna Korotkova | - «FOR» |
| 7. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 8. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. | Igor Vladimirovich Makovskiy | - «FOR» |
| 10. | Andrey Vladimirovich Morozov | - «FOR» |
| 11. | Alexey Alexandrovich Polinov | - «FOR» |

Total:

| | |
|-------------|--------|
| «FOR» | - «11» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

Decision is taken.**Item 6. On determination of the date of sending ballots to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, addresses, to which completed ballot papers can be sent.****Decision:**

1. To determine that the voting ballots are to be sent by nonregistered mail (handed out against receipt) to the persons, entitled to participate in the Annual General Meeting of Shareholders of the Company, not later than 19 May 2023.

Bulletins (texts of bulletins) for voting in electronic form (in the form of electronic documents) not later than 18 May 2023 are sent to the registrar JSC VTB Registrar for sending to nominal holders registered in the register of shareholders of the Company.

2. To determine that the completed voting ballots can be sent to one of the following addresses:
 - 119017, Russia, Moscow, Malaya Ordynka St., 15, Rosseti Centre, PJSC,
 - 127137, Russia, Moscow, p/o box 54, JSC VTB Registrar;
 - <http://www.vtbreg.ru> - for filling in the electronic bulletin form.

In addition, the owner of securities, the rights to which are accounted for by a nominal holder, is entitled to participate in the Meeting personally or by giving instructions to the nominal holder to vote in a specific way, if this is provided for by an agreement concluded with the nominal holder. An electronic voting document signed with an electronic signature shall be sent by the owner of the securities to the nominal holder.

3. To determine the following website address to fill in the electronic form of the bulletins - <http://www.vtbreg.ru>

4. Shareholders, whose ballots are received and (or) the electronic form of ballots is filled in before 09 June 2023, as well as shareholders who, in accordance with the rules of the legislation of the Russian Federation on securities, have given the persons, recording their rights to shares,

instructions on voting, if messages about their will are received before 09 June 2023, will be considered as having participated in the Annual General Meeting of Shareholders.

5. To instruct General Director of the Company to provide sending voting ballots to shareholders of the Company in accordance with this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------|
| 1. Elena Viktorovna Andreeva | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «FOR» |
| 3. Yury Vladimirovich Goncharov | - «FOR» |
| 4. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 5. Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. Maria Vyacheslavna Korotkova | - «FOR» |
| 7. Daniil Vladimirovich Krainskiy | - «FOR» |
| 8. Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. Igor Vladimirovich Makovskiy | - «FOR» |
| 10. Andrey Vladimirovich Morozov | - «FOR» |
| 11. Alexey Alexandrovich Polinov | - «FOR» |

Total:

| | |
|-------------|--------|
| «FOR» | - «11» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

Decision is taken.

Appendices:

1. The summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of Rosseti Centre, PJSC for 2023 and the forecast indicators for 2024-2027 (Appendices ## 1-2).
2. The report on implementation in the 1st quarter of 2023 of investment projects of the Company, included in the list of priority facilities (Appendix # 3).
3. The form and text of ballots for voting at the Annual General Meeting of Shareholders of the Company (Appendices ## 4-6).
4. The dissenting opinion of the member of the Board of Directors of the Company, A.V. Morozov, on agenda item # 1 (Appendix # 7).

**Chairperson of the Board of
Directors of Rosseti Centre, PJSC**

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya