

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

«21» July 2023

Moscow

No. 33/23

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

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

Participants of the voting: **M.S. Agafonov, E.V. Andreeva, M.A. Dokuchaeva, A.N. Zharikov, V.Y. Zarkhin, M.V. Korotkova, Y.A. Leshchevskaya, E.V. Lyapunov, I.V. Makovskiy, A.V. Morozov, A.P. Tulba.**

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

The quorum **is present.**

Date of the minutes: **24.07.2023.**

**AGENDA:**

1. On the independence of members of the Board of Directors of the Company.
2. On the composition of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC.

**Item 1. On the independence of members of the Board of Directors of the Company.**

**Decision regarding para.1 (put to vote):**

**1.1.** In accordance with the conducted assessment of compliance of the member of the Board of Directors of the Company Vitaly Yuryevich Zarkhin with the independence criteria, established in Appendix 4 of the Rules, and the Recommendations of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC, taken on 07.04.2023 (Minutes # 06/23), to recognize V.Y. Zarkhin as an independent director despite his formal criteria of relation:

**1.1.1 with the Company (subpara. 2 of para. 4 of Appendix 4 to the Rules):**

- V.Y. Zarkhin holds the position of a member of the Board of Directors in Rosseti Centre and Volga region, PJSC and Rosseti South, PJSC - organizations, controlled by the entity that controls the Company (PJSC Rosseti).

**1.1.2. with the significant shareholder of the Company (subpara. 3 of para. 5 of Appendix 4 to the Rules):**

- V.Y. Zarkhin holds the position of a member of the Board of Directors in more than two legal entities controlled by the substantial shareholder of the Company (PJSC Rosseti), and also under the indirect control of the Russian Federation - the entity controlling the significant shareholder of the Company - Rosseti Centre, PJSC, Rosseti Centre and Volga region, PJSC and Rosseti South, PJSC.

**1.1.3. with a significant counterparty of the Company (subpara. 1 of para. 6 of Appendix 4 to the Rules):**

- V.Y. Zarkhin holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC, which is the controlling entity of the following significant counterparties of the Company:

- JSC "Motor Vehicle Plant", the amount of liabilities of which to Rosseti Centre, PJSC exceeds 2% of the book value of assets of JSC "Motor Vehicle Plant" as of 31.03.2023

and 2% of the proceeds (income) of JSC “Motor Vehicle Plant” as of 31.12.2022;  
- JSC IEC “Energoefficiency technologies”, the amount of liabilities of which to Rosseti Centre, PJSC exceeds 2% of the book value of assets of JSC IEC “Energoefficiency technologies” as of 31.03.2023 and 2% of the proceeds (income) of JSC IEC “Energoefficiency technologies” as of 31.12.2022;  
- Infrastructure investments-3 LLC, the amount of liabilities of which to Rosseti Centre, PJSC exceeds 2% of the book value of assets of Infrastructure investments-3 LLC as of 31.03.2023 and 2% of the proceeds (income) of Infrastructure investments-3 LLC as of 31.12.2022.

• V.Y. Zarkhin holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC, which is a significant counterparty of the Company, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company and Rosseti Centre and Volga region, PJSC as of 31.03.2023 and 2% of the consolidated proceeds (income) of the Company and Rosseti Centre and Volga region, PJSC as of 31.12.2022;

• V.Y. Zarkhin holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC and Rosseti South, PJSC, which are controlled entities of a significant counterparty of the Company – PJSC Rosseti, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company as of 31.03.2023, and 2% of the consolidated proceeds (income) of the Company as of 31.12.2022.

**1.2.** To note that no other relation criteria have been identified.

**1.3.** To recognize that such relation with the Company, with the significant shareholder of the Company and the significant counterparties of the Company is formal and does not affect the independence in the formation by V.Y. Zarkhin of his position on agenda items of meetings of the Board of Directors of the Company, his ability to accept objective, conscientious and independent of the influence of executive bodies of Rosseti Centre, PJSC, the significant shareholder and substantial counterparties decisions based on the following:

**1.3.1.** V.Y. Zarkhin was nominated and elected to the Board of Directors of Rosseti Centre, PJSC by a non-controlling shareholder of the Company (SOYUZ ENERGO LLC, the share of voting stocks of the Company is 2,73%). This shareholder is not the significant shareholder, an affiliated entity with, and an entity controlled by PJSC Rosseti, accordingly, V.Y. Zarkhin has no obligation to vote in accordance with the position formed by PJSC Rosseti. V.Y. Zarkhin is an active representative of minority shareholders.

**1.3.2.** V.Y. Zarkhin has no obligation to vote in accordance with directives or other position formed by the Russian Federation - the entity controlling the substantial shareholder of the Company (PJSC Rosseti), since the Russian Federation exercises only indirect control over Rosseti Centre, PJSC.

**1.3.3.** The Company’s material counterparties do not and cannot influence both the decisions made by Rosseti Centre, PJSC and the financial and economic activities of Rosseti Centre, PJSC, the impact of the Company’s material counterparties on the financial and economic activities of Rosseti Centre, PJSC is limited only by contracts based on the following:

• JSC “Motor Vehicle Plant” renders services to the Company in driving vehicles and performs maintenance and repair of vehicles. The agreement between the Company and JSC “Motor Vehicle Plant” was concluded to improve the efficiency of the use of motor vehicles, and is designed to provide a prompt response in the event of emergency situations, taking into account the territorial specifics of the Tver region (transport accessibility of power grid facilities, remoteness and scattering of consumers, a limited fleet of vehicles). Moreover, when deciding to agree to the Company’s transaction with JSC “Motor Vehicle Plant” as a related

party transaction, V.Y. Zarkhin abstained from voting.

- The Company and JSC IEC “Energoefficiency technologies” concluded agreements for provision of services to develop a technical project for creation of computer programs, implementation and maintenance of telecommunications equipment (hereinafter referred to as the Agreements). The choice of JSC IEC “Energoefficiency technologies” as a contractor under the Agreements is due, firstly, to the low cost of performing services/works (compared to the cost of similar services on the market), and secondly, to the presence of a team of highly qualified technical support specialists with competence in accordance with the composition of the systems included in the computer complex and the operational information complex, trained by the manufacturers of equipment and software included in the complex. The Agreements were concluded in order to maintain high-tech IT competencies within the Group of Companies of PJSC Rosseti, reduce the technological dependence of the parent company on the services of foreign vendors and third-party contractors and are designed to improve the security and reliability of the IT infrastructure for the main business process of managing the electric grid complex - dispatching, development and improvement of competencies in the field of maintenance and modernization of modern technological IT systems. Due to the lack of grounds, the Agreements were not subject to approval by the Board of Directors of the Company.

- The Company and Infrastructure investments-3 LLC entered into a lease agreement for movable property. The choice of Infrastructure investments-3 LLC as a contractor under the Agreement is conditioned by Resolution of the Government of the Russian Federation dated 16.06.2014 No. 1059-r, which fixes the main parameters of the project. As part of the project, it is planned to install about 122,000 meters on the territory of the Yaroslavl region in selected sections of the grid. Control over electricity consumption after the installation of the meters will create an effective tool for reducing commercial electricity losses, as well as identifying consumers who do not provide data on the amount of electricity consumption in a timely manner, which will reduce electricity losses. In addition, when deciding on the approval of an amendment the lease agreement, V.Y. Zarkhin abstained from voting.

- The Company renders services to Rosseti Centre and Volga region, PJSC in performing the functions of the sole executive body of Rosseti Centre and Volga region, PJSC in accordance with the decision of the EGM of Rosseti Centre and Volga region, PJSC (Minutes of 28.09.2020 # 16) and the consent of the FAS Russia. Commercial relations between the Company and Rosseti Centre and Volga region, PJSC are based on market conditions, including the principles of protecting competition. Moreover, when the Board of Directors of the Company makes a decision on consent to a transaction with Rosseti Centre and Volga region, PJSC as a related party transaction, V.Y. Zarkhin did not participate in voting.

- The agreement between the Company and PJSC Rosseti on the provision of a targeted interest-free loan by the latter to the Company was concluded to finance the activities of the Target Program for improving the reliability of power supply to consumers in the Tver region and other measures related to ensuring reliable and uninterrupted power supply to the Tver region, and is intended to ensure both the improvement of the quality of power supply to consumers and financial stability of the branch of Rosseti Centre, PJSC - Tverenergo, as well as obtaining savings on interest costs and improving the financial and economic condition of the Company. Respectively, Rosseti Centre and Volga region, PJSC and Rosseti South, PJSC, being controlled entities of a significant counterparty of the Company – PJSC Rosseti, do not and cannot influence either the decisions made by Rosseti Centre, PJSC, or the financial and economic activities of Rosseti Centre, PJSC.

**1.3.4.** V.Y. Zarkhin is a member of boards of directors of energy companies, including as an

independent director from 2019 to 2023 in PJSC EL5-Energo, from 2021 to 2023 in Rosseti Siberia, PJSC, since 2019 in Rosseti South, PJSC and Rosseti Centre and Volga region, PJSC. Knowledge of the specifics of the industry allows him to make qualified judgments on the essence of issues considered by the Board of Directors of the Company.

**1.3.5.** V.Y. Zarkhin as an independent director, earlier recognized by decisions of the Board of Directors of Rosseti Centre, PJSC (Minutes of 26.07.2019 # 25/19, of 30.06.2020 # 31/20, of 07.12.2020 # 59/20, of 27.07.2022 # 39/22, of 30.09.2022 # 50/22, of 17.01.2023 # 03/23), to the present day:

- is a member of the Audit Committee, the Strategy Committee, the Reliability Committee and the Grid Connection Committee of the Board of Directors of Rosseti Centre, PJSC and takes an active part in all convened meetings of the Board of Directors and the Committees under the Board of Directors of the Company (100% participation);

- in preparation for meetings of both the Board of Directors and the Committees, requests for additional information and clarifications, in some cases sends dissenting opinions on agenda items, which confirms that the specified director, in the performance of his duties, acts independently and on his own, based solely on his professional experience and knowledge, his expert judgments, makes decisions aimed not at observing the interests of certain groups of shareholders, third parties or management, but at the long-term interests of the Company itself.

**1.4.** To note that the decision to recognize the member of the Board of Directors V.Y. Zarkhin as an independent director is reasonable and motivated.

**1.5.** V.Y. Zarkhin in 2023 signed the Declaration of a member of the Board of Directors, recognized independent, in the form recommended by PJSC Moscow Exchange.

**Voting results regarding para. 1:**

1. Maxim Sergeevich Agafonov	- «FOR»
2. Elena Viktorovna Andreeva	- «FOR»
3. Maria Alexandrovna Dokuchaeva	- «FOR»
4. Alexey Nikolayevich Zharikov	- «FOR»
5. Maria Vyacheslavna Korotkova	- «FOR»
6. Yulia Alexandrovna Leshchevskaya	- «FOR»
7. Evgeny Viktorovich Lyapunov	- «FOR»
8. Igor Vladimirovich Makovskiy	- «FOR»
9. Andrey Vladimirovich Morozov	- «FOR»
10. Andrey Petrovich Tulba	- «FOR»

**Total:**

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

**Decision regarding para. 1 is taken.**

*In accordance with the methodological recommendations of PJSC Moscow Exchange, V.Y. Zarkhin abstained from voting on the question of recognizing his candidacy as an independent director.*

**Decision regarding para.2 (put to vote):**

**2.1.** In accordance with the conducted assessment of compliance of the member of the Board of Directors of the Company Maria Vyacheslavna Korotkova with the independence criteria, established in Appendix 4 of the Listing Rules of PJSC Moscow Exchange (hereinafter referred to as the Rules), and the Recommendations of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC, taken on 07.04.2023 (Minutes

# 06/23), to recognize M.V. Korotkova as an independent director despite her formal criteria of relation:

**2.1.1 with the Company (subpara. 2 of para. 4 of Appendix 4 to the Rules):**

•M.V. Korotkova holds the position of a member of the Board of Directors in Rosseti South, PJSC - an organization, controlled by the entity that controls the Company (PJSC Rosseti).

**2.1.2. with a significant counterparty of the Company (subpara. 1 of para. 6 of Appendix 4 to the Rules):**

•M.V. Korotkova holds the position of a member of the Board of Directors of Rosseti South, PJSC, which is a controlled entity of a significant counterparty of the Company – PJSC Rosseti, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company as of 31.03.2023 and 2% of the consolidated proceeds (income) of the Company as of 31.12.2022.

**2.2.** To note that no other relation criteria have been identified.

**2.3.** To recognize that such relation with the Company and the significant counterparty of the Company is formal and does not affect the independence in the formation by M.V. Korotkova of her position on agenda items of meetings of the Board of Directors of the Company, her ability to accept objective, conscientious and independent of the influence of executive bodies of Rosseti Centre, PJSC and the substantial counterparty decisions based on the following:

**2.3.1.** M.V. Korotkova has no obligation to vote in accordance with voting instructions and a position formed by the substantial shareholder of the Company - PJSC Rosseti. There is no obligation either to vote in accordance with directives of the entity controlling the substantial shareholder of the Company (Russian Federation), since the Russian Federation exercises only indirect control over Rosseti Centre, PJSC.

**2.3.2.** M.V. Korotkova participates in the work of the Boards of Directors of companies in the energy complex, including as an independent director from 2017 to 2022 in Rosseti Volga, PJSC, since 2020 in Rosseti South, PJSC. According to the Board of Directors, work experience in the fuel and energy sector allows M.V. Korotkova to effectively apply it when considering issues related to the development and improvement of indicators of the financial and economic activities of the Company, positioning the Company in the electric power market, and protect the interests of the Company.

**2.3.3.** M.V. Korotkova as an independent director, earlier recognized by decisions of the Board of Directors of Rosseti Centre, PJSC (Minutes of 30.06.2021 # 23/21, of 27.07.2022 # 39/22, of 17.01.2023 # 03/23), has been the head of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC since July 2022 to the present day and takes an active part in all convened meetings of the Board of Directors and the Audit Committee of the Board of Directors of the Company (100% participation).

**2.3.4.** The significant counterparty of the Company does not and cannot influence either the decisions made by Rosseti Centre, PJSC, or the financial and economic activities of Rosseti Centre, PJSC based on the fact that the Agreement between the Company and PJSC Rosseti on the provision of a targeted interest-free loan by the latter to the Company was concluded to finance the activities of the Target Program for improving the reliability of power supply to consumers in the Tver region and other measures related to ensuring reliable and uninterrupted power supply to the Tver region, and is intended to ensure both the improvement of the quality of power supply to consumers and financial stability of the branch of Rosseti Centre, PJSC - Tverenergo, as well as obtaining savings on interest costs and improving the financial and economic condition of the Company. Respectively, Rosseti Centre South, PJSC, being a controlled entity of the significant counterparty of the Company – PJSC Rosseti, does not and cannot influence either the decisions made by Rosseti Centre,

PJSC, or the financial and economic activities of Rosseti Centre, PJSC.

**2.5.** To note that the decision to recognize the member of the Board of Directors M.V. Korotkova as an independent director is reasonable and motivated.

**2.6.** M.V. Korotkova in 2023 signed the Declaration of a member of the Board of Directors, recognized independent, in the form recommended by PJSC Moscow Exchange.

**Voting results regarding para. 2:**

- |     |                                  |               |
|-----|----------------------------------|---------------|
| 1.  | Maxim Sergeevich Agafonov        | - «FOR»       |
| 2.  | Elena Viktorovna Andreeva        | - «FOR»       |
| 3.  | Maria Alexandrovna Dokuchaeva    | - «FOR»       |
| 4.  | Alexey Nikolayevich Zharikov     | - «FOR»       |
| 5.  | Vitaly Yuryevich Zarkhin         | - «FOR»       |
| 6.  | Yulia Alexandrovna Leshchevskaya | - «FOR»       |
| 7.  | Evgeny Viktorovich Lyapunov      | - «FOR»       |
| 8.  | Igor Vladimirovich Makovskiy     | - «FOR»       |
| 9.  | Andrey Vladimirovich Morozov     | - «ABSTAINED» |
| 10. | Andrey Petrovich Tulba           | - «FOR»       |

**Total:**

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision regarding para. 2 is taken.**

*In accordance with the methodological recommendations of PJSC Moscow Exchange, M.V. Korotkova abstained from voting on the question of recognizing her candidacy as an independent director.*

**Decision regarding para.3 (put to vote):**

**3.1.** In accordance with the conducted assessment of compliance of the member of the Board of Directors of the Company Andrey Vladimirovich Morozov with the independence criteria, established in Appendix 4 of the Listing Rules of PJSC Moscow Exchange (hereinafter referred to as the Rules), and the Recommendations of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC, taken on 07.04.2023 (Minutes # 06/23), to recognize A.V. Morozov as an independent director despite his formal criteria of relation:

**3.1.1 with the Company (subpara. 2 of para. 4 of Appendix 4 to the Rules):**

• A.V. Morozov holds the position of a member of the Board of Directors in Rosseti Centre and Volga region, PJSC - an organization, controlled by the entity that controls the Company (PJSC Rosseti).

**3.1.2. with a significant counterparty of the Company (subpara. 1 of para. 6 of Appendix 4 to the Rules):**

• A.V. Morozov holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC, which is the controlling entity of the following significant counterparties of the Company:

- JSC “Motor Vehicle Plant”, the amount of liabilities of which to Rosseti Centre, PJSC exceeds 2% of the book value of assets of JSC “Motor Vehicle Plant” as of 31.03.2023 and 2% of the proceeds (income) of JSC “Motor Vehicle Plant” as of 31.12.2022;
- JSC IEC “Energoefficiency technologies”, the amount of liabilities of which to Rosseti Centre, PJSC exceeds 2% of the book value of assets of JSC IEC “Energoefficiency technologies” as of 31.03.2023 and 2% of the proceeds (income) of JSC IEC “Energoefficiency technologies” as of 31.12.2022;
- Infrastructure investments-3 LLC, the amount of liabilities of which to Rosseti Centre,

PJSC exceeds 2% of the book value of assets of Infrastructure investments-3 LLC as of 31.03.2023 and 2% of the proceeds (income) of Infrastructure investments-3 LLC as of 31.12.2022;

- A.V. Morozov holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC, which is a significant counterparty of the Company, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company and Rosseti Centre and Volga region, PJSC as of 31.03.2023 and 2% of the consolidated proceeds (income) of the Company and Rosseti Centre and Volga region, PJSC as of 31.12.2022;

- A.V. Morozov holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC, which is a controlled entity of a significant counterparty of the Company – PJSC Rosseti, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company as of 31.03.2023, and 2% of the consolidated proceeds (income) of the Company as of 31.12.2022.

**3.2.** To note that no other relation criteria have been identified.

**3.3.** To recognize that such relation with the Company, with the significant shareholder of the Company and the significant counterparties of the Company is formal and does not affect the independence in the formation by A.V. Morozov of his position on agenda items of meetings of the Board of Directors of the Company, his ability to accept objective, conscientious and independent of the influence of executive bodies of Rosseti Centre, PJSC and the substantial counterparties of the Company decisions based on the following:

**3.3.1.** A.V. Morozov was nominated and elected to the Board of Directors of Rosseti Centre, PJSC by a non-controlling shareholder of the Company (SOYUZ ENERGO LLC, the share of voting stocks of the Company is 2,73%). This shareholder is not the significant shareholder, an affiliated entity with, and an entity controlled by PJSC Rosseti, accordingly, A.V. Morozov has no obligation to vote in accordance with the position formed by PJSC Rosseti. A.V. Morozov is an active representative of minority shareholders.

**3.3.2.** A.V. Morozov has no obligation to vote in accordance with directives or other position formed by the Russian Federation - the entity controlling the substantial shareholder of the Company (PJSC Rosseti), since the Russian Federation exercises only indirect control over Rosseti Centre, PJSC.

**3.3.3.** The Company's material counterparties do not and cannot influence both the decisions made by Rosseti Centre, PJSC and the financial and economic activities of Rosseti Centre, PJSC, the impact of the Company's material counterparties on the financial and economic activities of Rosseti Centre, PJSC is limited only by contracts based on the following:

- JSC "Motor Vehicle Plant" renders services to the Company in driving vehicles and performs maintenance and repair of vehicles. The agreement between the Company and JSC "Motor Vehicle Plant" was concluded to improve the efficiency of the use of motor vehicles, and is designed to provide a prompt response in the event of emergency situations, taking into account the territorial specifics of the Tver region (transport accessibility of power grid facilities, remoteness and scattering of consumers, a limited fleet of vehicles). Moreover, when deciding to agree to the Company's transaction with JSC "Motor Vehicle Plant" as a related party transaction, A.V. Morozov voted against.

- The Company and JSC IEC "Energoefficiency technologies" concluded agreements for provision of services to develop a technical project for creation of computer programs, implementation and maintenance of telecommunications equipment (hereinafter referred to as the Agreements). The choice of JSC IEC "Energoefficiency technologies" as a contractor under the Agreements is due, firstly, to the low cost of performing services/works (compared to the cost of similar services on the market), and secondly, to the presence of a team of highly

qualified technical support specialists with competence in accordance with the composition of the systems included in the computer complex and the operational information complex, trained by the manufacturers of equipment and software included in the complex. The Agreements were concluded in order to maintain high-tech IT competencies within the Group of Companies of PJSC Rosseti, reduce the technological dependence of the parent company on the services of foreign vendors and third-party contractors and are designed to improve the security and reliability of the IT infrastructure for the main business process of managing the electric grid complex - dispatching, development and improvement of competencies in the field of maintenance and modernization of modern technological IT systems. Due to the lack of grounds, the Agreements were not subject to approval by the Board of Directors of the Company.

- The Company and Infrastructure investments-3 LLC entered into a lease agreement for movable property. The choice of Infrastructure investments-3 LLC as a contractor under the Agreement is conditioned by Resolution of the Government of the Russian Federation dated 16.06.2014 No. 1059-r, which fixes the main parameters of the project. As part of the project, it is planned to install about 122,000 meters on the territory of the Yaroslavl region in selected sections of the grid. Control over electricity consumption after the installation of the meters will create an effective tool for reducing commercial electricity losses, as well as identifying consumers who do not provide data on the amount of electricity consumption in a timely manner, which will reduce electricity losses. In addition, when deciding on the approval of an amendment the lease agreement, A.V. Morozov abstained from voting.

- The Company renders services to Rosseti Centre and Volga region, PJSC in performing the functions of the sole executive body of Rosseti Centre and Volga region, PJSC in accordance with the decision of the EGM of Rosseti Centre and Volga region, PJSC (Minutes of 28.09.2020 # 16) and the consent of the FAS Russia. Commercial relations between the Company and Rosseti Centre and Volga region, PJSC are based on market conditions, including the principles of protecting competition. Moreover, when the Board of Directors of the Company makes a decision on consent to a transaction with Rosseti Centre and Volga region, PJSC as a related party transaction, A.V. Morozov did not participate in voting.

- The agreement between the Company and PJSC Rosseti on the provision of a targeted interest-free loan by the latter to the Company was concluded to finance the activities of the Target Program for improving the reliability of power supply to consumers in the Tver region and other measures related to ensuring reliable and uninterrupted power supply to the Tver region, and is intended to ensure both the improvement of the quality of power supply to consumers and financial stability of the branch of Rosseti Centre, PJSC - Tverenergo, as well as obtaining savings on interest costs and improving the financial and economic condition of the Company. Respectively, Rosseti Centre and Volga region, PJSC, being a controlled entity of a significant counterparty of the Company – PJSC Rosseti, does not and cannot influence either the decisions made by Rosseti Centre, PJSC, or the financial and economic activities of Rosseti Centre, PJSC.

**3.3.4.** A.V. Morozov participates in the work of the Boards of Directors of companies in the energy complex, including as an independent director since 2018 in Rosseti Centre and Volga region, PJSC, from 2019 to 2022 in Rosseti North-West, PJSC, from 2018 to 2020 in Rosseti South, PJSC and since 2023 in Rosseti Volga, PJSC. According to the Board of Directors, work experience in the fuel and energy sector allows A.V. Morozov to effectively apply it when considering issues related to the development and improvement of indicators of the financial and economic activities of the Company, positioning the Company in the electric power market, and protect the interests of the Company.



**3.3.5.** A.V. Morozov currently is a member of the Audit Committee, the Strategy Committee and the Reliability Committee of the Board of Directors of Rosseti Centre, PJSC and takes an active part in all convened meetings of the Board of Directors and the Committees under the Board of Directors of the Company (100% participation). In preparation for meetings of both the Board of Directors and the Committees, he requests for additional information and clarifications, in some cases sends dissenting opinions on agenda items, which confirms that the specified director, in the performance of his duties, acts independently and on his own, based solely on his professional experience and knowledge, his expert judgments, makes decisions aimed not at observing the interests of certain groups of shareholders, third parties or management, but at the long-term interests of the Company itself.

**3.3.6.** A.V. Morozov, holding the position of legal director in a non-profit organization Association of Institutional Investors, has the necessary professional competencies in the field of protecting the rights and legitimate interests of shareholders and investors, a generally recognized reputation that indicates his ability to independently form a position on his own, is an active representative of minority shareholders and always open for direct communication with shareholders of the Company;

**3.4.** To note that the decision to recognize the member of the Board of Directors A.V. Morozov as an independent director is reasonable and motivated.

**3.5.** A.V. Morozov in 2023 signed the Declaration of a member of the Board of Directors, recognized independent, in the form recommended by PJSC Moscow Exchange.

**Voting results regarding para. 3:**

- |                                     |               |
|-------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov        | - «ABSTAINED» |
| 2. Elena Viktorovna Andreeva        | - «ABSTAINED» |
| 3. Maria Alexandrovna Dokuchaeva    | - «ABSTAINED» |
| 4. Alexey Nikolayevich Zharikov     | - «FOR»       |
| 5. Vitaly Yuryevich Zarkhin         | - «FOR»       |
| 6. Maria Vyacheslavna Korotkova     | - «FOR»       |
| 7. Yulia Alexandrovna Leshchevskaya | - «FOR»       |
| 8. Evgeny Viktorovich Lyapunov      | - «ABSTAINED» |
| 9. Igor Vladimirovich Makovskiy     | - «ABSTAINED» |
| 10. Andrey Petrovich Tulba          | - «ABSTAINED» |

**Total:**

«FOR»	- «4»
«AGAINST»	- «0»
«ABSTAINED»	- «6»

**Decision regarding para. 3 IS NOT TAKEN.**

*In accordance with the methodological recommendations of PJSC Moscow Exchange, A.V. Morozov abstained from voting on the question of recognizing his candidacy as an independent director.*

**Item 2: On the composition of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC.**

**Decision on item 2 (put to vote):**

	M.S. Agafonov	E.V. Andreeva	M.A. Dokuchaeva	A.N. Zharikov	V.Y. Zarkhin	M.V. Korotkova	Y.A. Leshchevskaya	E.V. Lyapunov	I.V. Makovskiy	A.V. Morozov	A.P. Tulba
1. To determine the number of members of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC – 3 (three) persons.	FOR	FOR	FOR	FOR	FOR	ABST AINE D	FOR	FOR	FOR	AGAI NST	FOR

<b>Decision regarding para.1 is taken. FOR – 9; AGAINST– 1; ABSTAINED - 1</b>												
2. To elect the following personnel of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC <sup>1</sup>												
1. Maria Vyacheslavna Korotkova - Development Director of Technoinnovation LLC	FOR	FOR	FOR	AGAI NST	FOR	FOR	ABST AINE D	FOR	FOR	FOR	FOR	FOR
<b>Decision regarding para.2.1 is taken. FOR – 9; AGAINST– 1; ABSTAINED - 1</b>												
2. Alexey Nikolayevich Zharikov - Adviser, JSC “Elektrotsentraladka”	FOR	FOR	FOR	FOR	ABST AINE D	FOR	ABST AINE D	FOR	FOR	FOR	FOR	FOR
<b>Decision regarding para.2.2 is taken. FOR – 9; AGAINST– 0; ABSTAINED - 2</b>												
3. Andrey Vladimirovich Morozov - Legal Director, Association of Institutional Investors, Member of the Board of Directors of Rosseti Centre, PJSC	FOR	FOR	FOR	FOR	FOR	FOR	ABST AINE D	FOR	FOR	FOR	FOR	FOR
<b>Decision regarding para.2.3 is taken. FOR – 10; AGAINST– 0; ABSTAINED - 1</b>												
4. Vitaly Yuryevich Zarkhin	ABST AINE D	ABST AINE D	ABST AINE D	FOR	FOR	FOR	ABST AINE D	ABST AINE D	ABST AINE D	FOR	ABST AINE D	ABST AINE D
<b>Decision regarding para.2.4 IS NOTTAKEN. FOR – 4; AGAINST– 0; ABSTAINED - 7</b>												
3. To elect Maria Vyacheslavna Korotkova as Chairperson of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC	FOR	FOR	FOR	AGAI NST	FOR	FOR	ABST AINE D	FOR	FOR	FOR	FOR	FOR
<b>Decision regarding para.3 is taken. FOR – 9; AGAINST– 1; ABSTAINED - 1</b>												

### Decision (taken on item 2):

1. To determine the number of members of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC – 3 (three) persons.
2. To elect the following personnel of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC:

№№	Full Name	Position held
1.	Maria Vyacheslavna Korotkova	Development Director of Technoinnovation LLC
2.	Alexey Nikolayevich Zharikov	Adviser, JSC “Elektrotsentraladka”
3.	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors

3. To elect Maria Vyacheslavna Korotkova as Chairperson of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC.

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

**E.V. Lyapunov**

**Corporate Secretary  
of Rosseti Centre, PJSC**

**S.V. Lapinskaya**

<sup>1</sup> The 3 members of the Audit Committee who received the largest number of votes “FOR” during the voting will be considered elected.