

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

«17» April 2023

Moscow

No. 19/23

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: **18.04.2023.**

AGENDA:

1. On consideration of the report of General Director of the Company on the implementation in 2022 of the Plan for development of the production assets management system of Rosseti Centre, PJSC for 2022-2024.
2. On consideration of the report on provision of insurance coverage of the Company for 2022.
3. On consideration of the report on the organization, functioning and efficiency of the internal control system and the risk management system of the Company for 2022.
4. On consideration of the internal audit report on the assessment of efficiency of the Company's internal control system and risk management system for 2022.
5. On consideration of the results of self-assessment of the performance of the Board of Directors (including individual assessment) and Committees of the Board of Directors of Rosseti Centre, PJSC for the 2022-2023 corporate year.
6. On approval of the Regulations on depositing idle cash of Rosseti Centre, PJSC in a new edition and the list of credit institutions for placing idle cash and formulas for calculating the limits for placing idle cash for Rosseti Centre, PJSC.

Item 1. On consideration of the report of General Director of the Company on the implementation in 2022 of the Plan for development of the production assets management system of Rosseti Centre, PJSC for 2022-2024.

Decision:

To take into consideration the report of General Director of the Company on the implementation in 2022 of the Plan for development of the production assets management system of Rosseti Centre, PJSC for 2022-2024 in accordance with Appendix # 1 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 2. On consideration of the report on provision of insurance coverage of the Company for 2022.

Decision:

To take into consideration the report of General Director of Rosseti Centre, PJSC on provision of insurance coverage in 2022 in accordance with Appendix # 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 | - «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»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

A member of the Board of Directors of the Company, A.V. Golovtsov, submitted a dissenting opinion on the item (Appendix # 10).

Item 3. On consideration of the report on the organization, functioning and efficiency of the internal control system and the risk management system of the Company for 2022.

Decision:

1. To take into consideration the report on the organization, functioning and efficiency of the internal control system and the risk management system of Rosseti Centre, PJSC for 2022 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

2. To note the non-compliance with the preferred risk indicator (risk appetite) at the end of 2022 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company, and the need for management to implement measures aimed at achieving all indicators of the preferred risk (risk appetite) of the Company in future periods.

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.

Item 4. On consideration of the internal audit report on the assessment of efficiency of the Company's internal control system and risk management system for 2022.

Decision:

1. To take into consideration Auditor's Report No. 03-2023-“Rosseti Centre” dated 16 February 2023 on assessing the efficiency of the Company's internal control system and risk management system for 2022, the conclusion of the internal auditor of Rosseti Centre, PJSC based on the results of assessing the reliability and effectiveness of the internal control system and the risk management system, the efficiency of the Company's corporate governance in accordance with Appendices ## 5-6 to this decision of the Board of Directors of the Company.

2. To recommend that General Director of the Company include the conclusion of the internal auditor of Rosseti Centre, PJSC based on the results of assessing the reliability and efficiency of the internal control system and the risk management system, the efficiency of the Company's corporate governance in the list of materials provided to persons entitled to participate in the Annual General Meeting of Shareholders 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 consideration of the results of self-assessment of the performance of the Board of Directors (including individual assessment) and Committees of the Board of Directors of Rosseti Centre, PJSC for the 2022-2023 corporate year.

Decision:

1. To take into consideration the report on results of self-assessment of the performance of the Board of Directors (including individual assessment) and Committees of the Board of Directors of Rosseti Centre, PJSC for the 2022-2023 corporate year in accordance with Appendix # 7 to this decision of the Board of Directors of Rosseti Centre, PJSC.

2. To assess the work of the Board of Directors and Committees of the Board of Directors of Rosseti Centre, PJSC in the 2023-2024 corporate year with involvement of an independent external organization (consultant).

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 | - «ABSTAINED» |
| 11. Alexey Alexandrovich Polinov | - «FOR» |

Total:

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

Decision is taken.

Item 6. On approval of the Regulations on depositing idle cash of Rosseti Centre, PJSC in a new edition and the list of credit institutions for placing idle cash and formulas for calculating the limits for placing idle cash for Rosseti Centre, PJSC.

Decision:

1. To approve the Regulations on depositing idle cash of Rosseti Centre, PJSC in a new edition and the list of credit institutions for placing idle cash and formulas for calculating the limits for placing idle cash for Rosseti Centre, PJSC in accordance with Appendices ## 8-9 to this decision of the Board of Directors of the Company.

2. To recognize the Regulations on depositing idle cash of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of the Company on 05.04.2021 (Minutes # 10/21), and the list of credit institutions and the established limits for placing idle cash for Rosseti Centre, PJSC, approved by the decision of the Board of Directors of the Company on 19.12.2022 (Minutes of 22.12.2022 # 64/22), to have lost force.

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 | - «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»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Appendices:

1. The report of General Director of the Company on the implementation in 2022 of the Plan for development of the production assets management system of Rosseti Centre, PJSC for 2022-2024 (Appendix # 1).
2. The report of General Director of Rosseti Centre, PJSC on provision of insurance coverage in 2022 (Appendix # 2).
3. The report on the organization, functioning and efficiency of the internal control system and the risk management system of Rosseti Centre, PJSC for 2022 (Appendix # 3).
4. The list of indicators of the Preferred risk (risk appetite) of Rosseti Centre, PJSC not met by the Company at the end of 2022 (Appendix # 4).
5. Auditor's Report No. 03-2023-“Rosseti Centre” dated 16 February 2023 on assessing the efficiency of the Company's internal control system and risk management system for 2022, the conclusion of the internal auditor of Rosseti Centre, PJSC based on the results of assessing the reliability and effectiveness of the internal control system and the risk management system, the efficiency of the Company's corporate governance (Appendices ## 5-6).
6. The report on results of self-assessment of the performance of the Board of Directors (including individual assessment) and Committees of the Board of Directors of Rosseti Centre, PJSC for the 2022-2023 corporate year (Appendix # 7).
7. The Regulations on depositing idle cash of Rosseti Centre, PJSC in a new edition and the list of credit institutions for placing idle cash and formulas for calculating the limits for placing idle cash for Rosseti Centre, PJSC (Appendices ## 8-9).
8. The dissenting opinion from the member of the Board of Directors of the Company, A.V. Golovtsov, on agenda item # 2 (Appendix # 10).

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

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya