

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

«26» December 2023

Moscow

No. 57/23

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: **26.12.2023.**

AGENDA:

- 1.** On approval of key performance indicators and functional key performance indicators of the management staff of Rosseti Centre, PJSC.
- 2.** On approval of the Regulations on depositing idle cash of Rosseti Centre, PJSC as amended.
- 3.** On approval of the Sustainable Development Policy of PJSC Rosseti and the Climate Change Policy of PJSC Rosseti as internal documents of Rosseti Centre, PJSC.

Item 1. On approval of key performance indicators and functional key performance indicators of the management staff of Rosseti Centre, PJSC.

Decision:

1. To approve the list of key performance indicators (hereinafter referred to as the KPIs), functional key performance indicators (hereinafter referred to as the FKPIs) of Rosseti Centre, PJSC and their target values for 2023, 2024 and 2025 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. In order to ensure monitoring of the achievement of annual target values of the KPIs and the FKPIs of Rosseti Centre, PJSC in 2023, to approve the intermediate target values of the KPIs and the FKPIs of Rosseti Centre, PJSC for each quarter of 2023 on a cumulative basis from the beginning of 2023 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
3. To approve the Procedure for calculating key performance indicators and functional key performance indicators for the management staff of Rosseti Centre, PJSC in accordance with Appendix # 3 to this decision of the Board of Directors of the Company, extending its effect starting from 01.01.2023.
4. To approve the minimum and maximum values of the KPIs and the FKPIs of Rosseti Centre, PJSC for 2023, which are taken into account when considering the payment of remuneration to the management staff of Rosseti Centre, PJSC, in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
5. To appoint Deputy General Director for Organizational Issues A.V. Egorychev as the responsible official for ensuring interaction between Rosseti Centre, PJSC and PJSC Rosseti in the process of monitoring the achievement of the KPIs and the FKPIs, as well as for the

timely, complete and reliable provision of information necessary for monitoring the achievement of the KPIs and the FKPIs.

6. To pay remuneration to the management staff of Rosseti Centre, PJSC on the basis of reports on implementation of the annual KPIs and FKPIs approved by decisions of the boards of directors of Rosseti Centre, PJSC and the Managed Company - Rosseti Centre and Volga region, PJSC, taking into account the application of the KPIs and the FKPIs in 2023, starting from 01.01.2023.

7. To instruct General Director of Rosseti Centre, PJSC to recommend that the sole executive bodies of the subsidiaries of Rosseti Centre, PJSC: JSC "VGES", JSC "YarEGC", LLC "BryanskElectro", JSC "TGES", JSC "Ivgorelectroset", JSC "Kineshma citypower grid" and JSC "ELS", carrying out activities for transmission of electric energy and grid connection (hereinafter referred to as the subsidiaries), based on the Procedure for calculating key performance indicators and functional key performance indicators of the management staff of Rosseti Centre, PJSC, approved by paragraph 3 of this decision:

7.1. Develop their own Procedure for calculating key performance indicators and functional key performance indicators for the management staff of the subsidiaries (hereinafter referred to as the Procedure for the subsidiaries);

7.2. Submit the Procedure for the subsidiaries for approval by the Board of Directors of the subsidiaries;

7.3. Extend the validity of the Procedure for the subsidiaries to the relevant legal relations, starting from 01.01.2023.

8. In order to ensure the reliability of calculations of key performance indicators, as well as the validity of the amount of remuneration for the management staff of Rosseti Centre, PJSC, the management of Rosseti Centre, PJSC must annually verify the correctness of calculations of the actually achieved values of the KPIs, FKPIs and bonus deduction indicators (including the validity of application of normalization factors in the presence of objective reasons or factors beyond the control of the management of Rosseti Centre, PJSC) with the involvement of representatives of internal audit.

9. To recognize as invalid the Methodology for calculating and assessing the implementation of key performance indicators of General Director of Rosseti Centre, PJSC, approved by the decision of the Board of Directors of the Company dated 12.10.2020 (Minutes dated 13.10.2020 # 46/20), amended by the decision of the Board of Directors of the Company dated 21.12.2022 (Minutes dated 23.12.2022 # 66/22) from 01.01.2023¹.

Voting results:

- | | | |
|-----|----------------------------------|---------------|
| 1. | Maxim Sergeevich Agafonov | - «FOR» |
| 2. | Elena Viktorovna Andreeva | - «FOR» |
| 3. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. | Alexey Nikolayevich Zharikov | - «ABSTAINED» |
| 5. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. | Maria Vyacheslavna Korotkova | - «FOR» |
| 7. | Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. | Igor Vladimirovich Makovskiy | - «FOR» |
| 10. | Andrey Vladimirovich Morozov | - «FOR» |
| 11. | Andrey Petrovich Tulba | - «FOR» |

¹ Summarizing the results of the implementation of the Company's KPIs for 2022 for the purpose of paying bonuses to General Director of Rosseti Centre, PJSC is carried out in accordance with the Methodology for calculating and assessing the implementation of KPIs of General Director of the Company, approved by the decision of the Board of Directors of the Company dated 12.10.2020 (Minutes dated 13.10.2020 # 46/20), as amended by the decision of the Board of Directors of the Company dated 21.12.2022 (Minutes dated 23.12.2022 # 66/22).

Total:

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

Decision is taken.**Item 2. On approval of the Regulations on depositing idle cash of Rosseti Centre, PJSC as amended.****Decision:**

1. To approve the Regulations on depositing idle cash of Rosseti Centre, PJSC as amended in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.
2. To recognize the Regulations on depositing idle cash of Rosseti Centre, PJSC, approved by the decision of the Board of Directors of the Company on 17.04.2023 (Minutes of 18.04.2023 # 19/23), to have lost force.

Voting results:

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. Maria Vyacheslavna Korotkova - «FOR»
7. Yulia Alexandrovna Leshchevskaya - «FOR»
8. Evgeny Viktorovich Lyapunov - «FOR»
9. Igor Vladimirovich Makovskiy - «FOR»
10. Andrey Vladimirovich Morozov - «FOR»
11. Andrey Petrovich Tulba - «FOR»

Total:

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

Decision is taken.**Item 3. On approval of the Sustainable Development Policy of PJSC Rosseti and the Climate Change Policy of PJSC Rosseti as internal documents of Rosseti Centre, PJSC.****Decision:**

To approve the Sustainable Development Policy of PJSC Rosseti and the Climate Change Policy of PJSC Rosseti as internal documents of Rosseti Centre, PJSC in accordance with Appendices ## 6-7 to this decision of the Board of Directors of the Company.

Voting results:

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. Maria Vyacheslavna Korotkova - «FOR»
7. Yulia Alexandrovna Leshchevskaya - «FOR»
8. Evgeny Viktorovich Lyapunov - «FOR»
9. Igor Vladimirovich Makovskiy - «FOR»
10. Andrey Vladimirovich Morozov - «ABSTAINED»
11. Andrey Petrovich Tulba - «FOR»

Total:

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

Decision is taken.**Appendices:**

1. The list of the KPIs and the FKPIs of Rosseti Centre, PJSC and their target values for 2023, 2024 and 2025 (Appendix # 1).
2. The intermediate target values of the KPIs and the FKPIs of Rosseti Centre, PJSC for each quarter of 2023 (Appendix # 2).
3. The Procedure for calculating the KPIs and the FKPIs for the management staff of Rosseti Centre, PJSC (Appendix # 3).
4. The minimum and maximum values of the KPIs and the FKPIs of Rosseti Centre, PJSC for 2023, which are taken into account when considering the payment of remuneration to the management staff of Rosseti Centre, PJSC (Appendix # 4).
5. The Regulations on depositing idle cash of Rosseti Centre, PJSC as amended (Appendix # 5).
6. The Sustainable Development Policy of PJSC Rosseti (Appendix # 6).
7. The Climate Change Policy of PJSC Rosseti (Appendix # 7).

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

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya