



ITEM № 3  
ON ELECTION OF MEMBERS OF THE BOARD OF  
DIRECTORS OF THE COMPANY

20 June 2024

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

### Explanatory information on the item

In accordance with Federal Law dated 26.12.1995 № 208-FZ “On Joint-Stock Companies”, the agenda of the Annual General Meeting of Shareholders of the Company should include the issue of election of members of the Board of Directors of the Company.

In accordance with Article 53 of Federal Law dated 26.12.1995 № 208-FZ “On Joint-Stock Companies”, paragraph 13.1 of Article 13 of the Articles of Association of the Company, shareholders (a shareholder) of the Company, who collectively own at least 2 (two) percent of the Company's voting shares, within 60 (sixty) days after the end of the fiscal year, have the right to raise issues in the agenda of the Annual General Meeting of Shareholders and nominate candidates to the Board of Directors and the Audit Commission of the Company, the number of which cannot exceed the number of members of the relevant body.

In accordance with paragraph 16.1 of Article 16 of the Articles of Association of the Company, the composition of the Board of Directors of the Company is 11 (eleven) persons.

By the end of the deadline for accepting offers (29.02.2024), the Company received 2 proposals to nominate candidates to the management bodies of Rosseti Centre, PJSC from the following shareholders holding more than 2% of the Company's voting shares:

- PJSC Rosseti - 50,69 % of the authorized capital (10 candidates);
- Company «New Russian Generation Limited» - 15,98 % of the authorized capital (4 candidates).

In addition, in accordance with paragraph 7 of Art. 53 Federal Law “On Joint-Stock Companies”, the Board of Directors of the Company on 28.03.2024 (Minutes No. 16/24) included one candidate in the list of candidates for voting for elections to the Board of Directors of Rosseti Centre, PJSC at the Annual General Meeting of Shareholders of Rosseti Centre, PJSC.

It is recommended to elect to the Board of Directors of the Company individuals who have an impeccable business and personal reputation, who possess the professional knowledge, skills and experience necessary to take decisions within the competence of the Board of Directors, competent in a range of issues that cover both the main scope of the Company's business and individual industries and regions in which the Company operates.

In addition, in accordance with the Listing Rules of PJSC “Moscow Exchange”, candidates for members of the Board of Directors are required to be independent. Thus, independent directors should constitute at least 1/3 of the elected members of the Board of Directors of the Company.

The Personnel and Remuneration Committee on 17.04.2024 (Minutes No. 02/24) assessed all candidates for compliance with:

- The Corporate Governance Code of the Bank of Russia and the Listing Rules of PJSC “Moscow Exchange” - in terms of requirements for independent directors for the purpose of finding the Company's shares in the Second Quotation List;
- The Regulation on the General Meeting of Shareholders of the Company and recommendations of the Bank of Russia (Letter dated 22.04.2020 № IN-06-28/80) - in terms of the requirements for professional knowledge, skills and experience of the candidates, actual needs of the Board of Directors regarding the necessary competencies and personal qualities of candidates (“Competence Matrix”);
- The Code of Conduct of the Company - in terms of the requirements for the business reputation of the candidates.

Based on the results of the assessment of the candidates for election to the Board of Directors of the Company, the Personnel and Remuneration Committee approved the results of the preliminary assessment of the candidates for membership in the Board of Directors of Rosseti Centre, PJSC and recommended that the Board of Directors of the Company include them in the list of materials provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, according to which 6 candidates can be recognized by the Board of Directors of the Company as independent directors, taking into account the fact that their connection with the Company and/or with a significant shareholder of the Company and/or with a significant counterparty of the Company is of a formal nature and will not affect their independence when forming a position on issues on the agenda of the Board of Directors, on their ability to make objective and conscientious judgments, independent of the influence of the executive bodies of the Company, certain groups of shareholders, competitors and counterparties of the Company.

By the decision of the Board of Directors of the Company dated 05.03.2024 (Minutes No. 12/24), taking into account the addition dated 28.03.2024 (Minutes No. 16/24), the following 15 candidates were included in the list of candidates for voting for elections to the Board of Directors of Rosseti Centre, PJSC:

**Draft resolution on item № 3**

To elect the following Company’s Board of Directors\*:

№	Full name of the candidate	Position, place of work of the candidate (at the date of nomination)
1	Evgeny Viktorovich Lyapunov	Deputy Director General - Chief Engineer of PJSC Rosseti
2	Elena Viktorovna Andreeva	Deputy Director General for Sale of Services and Transport of Electric Energy of PJSC Rosseti
3	Maxim Sergeevich Agafonov	Director for Property Relations - Head of the Property Relations Department of PJSC Rosseti
4	Maria Alexandrovna Dokuchaeva	Chief Adviser of PJSC Rosseti
5	Yulia Alexandrovna Leshchevskaya	Deputy Director General for Strategy of PJSC Rosseti
6	Igor Vladimirovich Makovskiy	General Director of Rosseti Centre, PJSC
7	Alexey Alexandrovich Polinov	Chief Adviser of PJSC Rosseti
8	Andrey Petrovich Tulba	Director for Economics - Head of the Economics Department of PJSC Rosseti
9	Dmitry Vladimirovich Tokar-Mezhikovskiy	Head of the Legal Department of PJSC Rosseti
10	Maria Vyacheslavna Korotkova	Development Director of Technoinnovation LLC
11	Alexander Viktorovich Golovtsov	MC Era Investments LLC, Head of Investment Research
12	Vitaly Yuryevich Zarkhin	
13	Andrey Vladimirovich Morozov	Association of Institutional Investors, Legal Director
14	Alexander Viktorovich Shevchuk	Association of Institutional Investors, Executive Director
15	Sergey Sergeevich Pikin	Energy Development Fund, Director

\* in accordance with item 16.1. of Article 16 of the Articles of Association of Rosseti Centre, the Board of Directors of the Company consists of 11 (Eleven) persons.

**ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»**  
**Information on the candidates to the Board of Directors of Rosseti Centre, PJSC:**

<b>№</b>	<b>Full name of the Candidate</b>	<b>Nationality</b>	<b>Position, Place of Employment of the Candidate (on the date of nomination)</b>	<b>Full name/Name of the shareholder who proposed the Candidate to be included into the list for voting to be elected for the Company's Board of Directors / Quantity of the Company's voting shares, owned by the shareholder, %</b>	<b>Availability of consent to election</b>
1	Evgeny Viktorovich Lyapunov	RF	Deputy Director General - Chief Engineer of PJSC Rosseti	PJSC «Rosseti» / 50,69%	Available
2	Elena Viktorovna Andreeva	RF	Deputy Director General for Sale of Services and Transport of Electric Energy of PJSC Rosseti	PJSC «Rosseti» / 50,69%	Available
3	Maxim Sergeevich Agafonov	RF	Director for Property Relations - Head of the Property Relations Department of PJSC Rosseti	PJSC «Rosseti» / 50,69%	Available
4	Maria Alexandrovna Dokuchaeva	RF	Chief Adviser of PJSC Rosseti	PJSC «Rosseti» / 50,69%	Available
5	Yulia Alexandrovna Leshchevskaya	RF	Deputy Director General for Strategy of PJSC Rosseti	PJSC «Rosseti» / 50,69%	Available
6	Igor Vladimirovich Makovskiy	RF	General Director of Rosseti Centre, PJSC	PJSC «Rosseti» / 50,69%	Available
7	Alexey Alexandrovich Polinov	RF	Chief Adviser of PJSC Rosseti	PJSC «Rosseti» / 50,69%	Available
8	Andrey Petrovich Tulba	RF	Director for Economics - Head of the Economics Department of PJSC Rosseti	PJSC «Rosseti» / 50,69%	Available
9	Dmitry Vladimirovich Tokar-Mezhikovskiy	RF	Head of the Legal Department of PJSC Rosseti	PJSC «Rosseti» / 50,69%	Available
10	Maria Vyacheslavna Korotkova	RF	Development Director of Technoinnovation LLC	PJSC «Rosseti» / 50,69%	Available
11	Alexander Viktorovich Golovtsov	RF	MC Era Investments LLC, Head of Investment Research	New Russian Generation Limited / 15,98%	Available
12	Vitaly Yuryevich Zarkhin	RF		New Russian Generation Limited / 15,98%	Available
13	Andrey Vladimirovich Morozov	RF	Association of Institutional Investors, Legal Director	New Russian Generation Limited / 15,98%	Available
14	Alexander Viktorovich Shevchuk	RF	Association of Institutional Investors, Executive Director	New Russian Generation Limited / 15,98%	Available
15	Sergey Sergeevich Pikin	RF	Energy Development Fund, Director	Board of Directors	Available

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

### Information about positions held by a candidate for the Board of Directors of Rosseti Centre, PJSC (including in management bodies)

№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Information about the positions held by the candidate (primary employment, including in executive bodies (work experience over the last 3 years))	Participation of candidates in the Board of Directors (Supervisory Board) of organizations (over the last 3 years) / Nomination of candidates to Boards of Directors or for election (appointment) to positions in other legal entities
1	Evgeny Viktorovich Lyapunov	1981	23.12.2022	<b>2003</b> , Ivanovo State Power Engineering University <b>Specialization:</b> Electric power systems and grids <b>Qualification:</b> Electrical Engineer	03.2023 – till current – Member of the Management Board of PJSC «Rosseti» 11.2022 – till current – Deputy Director General - Chief Engineer of Public Joint Stock Company «Federal Grid Company - Rosseti» 11.2022 – 01.2023 – Chief Adviser of PJSC «Rosseti» (part-time work) 11.2021 – 10.2022 – Adviser to First Deputy Director General - Chief Engineer of PJSC «FGC UES» 06.2020 – 11.2022 – First Deputy Director General - Chief Engineer of the Branch of PJSC «FGC UES» MES Centre	02.2024 – till current – Chairman of the Board of Directors of JSC «ESETI» 12.2023 – till current – Member of the Board of Directors: JSC «Energetik» 06.2023 – till current – Chairman of the Board of Directors of JSC «Rosseti Elektroservis» 06.2023 – till current – Member of the Board of Directors of PJSC «Rosseti Northern Caucasus» 12.2022 – till current – Member of the Board of Directors of PJSC «Rosseti Lenenergo», PJSC «Rosseti Moscow Region» 12.2022 – till current – Chairman of the Board of Directors of: PJSC «Rosseti Centre», PJSC «Rosseti Centre and Volga region», JSC «Elektromagistral» 11.2022 – till current – Member of the Board of Directors of JSC «Rosseti Digital», JSC «Rosseti Tyumen» 11.2022 – till current – Chairman of the Board of Directors of JSC «Mobile GTES» Nominated for election to the Board of Directors: PJSC «Rosseti Moscow Region», PJSC «Rosseti Lenenergo», PJSC «Rosseti Centre and Volga region», PJSC «Rosseti Northern Caucasus», JSC «ESETI», JSC «Elektromagistral»
2	Elena Viktorovna Andreeva	1974	23.12.2022	<b>1997</b> , Ivanovo State Power Engineering University <b>Specialization:</b> Economics and Management at Energy Enterprises <b>Qualification:</b> Economist - manager	11.2022 – till current – Deputy Director General for Sale of Services and Transport of Electric Energy of «Rosseti» 11.2022 – 01.2023 – Chief Adviser of «Rosseti» (part-time work) 05.2008 – 09.2022 – Deputy General Director for Sales of OJSC Mosenergo	12.2023 – till current – Member of the Board of Directors: JSC «Energetik» 12.2022 – till current – Member of the Board of Directors of PJSC «Rosseti Centre», PJSC «Rosseti Ural» 06.2023 – till current – Member of the Board of Directors of PJSC «Rosseti Centre and Volga region», PJSC «Rosseti Siberia», PJSC «Rosseti Northern Caucasus», JSC «Yantarenergosbyt» 04.2021 – 12.2022 – Member of the Board of Directors of LLC Gazprom Teploenergo MO 04.2021 – 12.2022 – Member of the Board of Directors of LLC Peterburgteploenergo 12.2021 – 12.2022 – Member of the Board of Directors of LLC Gazprom Teploenergo Kazan 07.2021 – 02.2022 – Member of the Board of Directors of LLC Gazprom Teploenergo North-West Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region», PJSC «Rosseti Ural», PJSC «Rosseti Northern Caucasus», PJSC «Rosseti Siberia», JSC «Yantarenergosbyt», JSC «Energetik»

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### Information about positions held by a candidate for the Board of Directors of Rosseti Centre, PJSC (including in management bodies)

№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Information about the positions held by the candidate (primary employment, including in executive bodies (work experience over the last 3 years))	Participation of candidates in the Board of Directors (Supervisory Board) of organizations (over the last 3 years) / Nomination of candidates to Boards of Directors or for election (appointment) to positions in other legal entities
3	Maxim Sergeevich Agafonov	1980	09.06.2023	<p><b>2003</b>, Moscow State Academy of Fine Chemical Technology named after M.V. Lomonosov  <b>Specialization:</b> Management  <b>Qualification:</b> Bachelor of Management</p> <p><b>2004</b>, Moscow State Academy of Fine Chemical Technology named after M.V. Lomonosov  <b>Specialization:</b> Economics and enterprise management (chemical industry)  <b>Qualification:</b> Economist-manager</p> <p><b>2010</b>, Non-State Educational Institution of Higher Professional Education "Institute of Finance, Economics and Rights of Reserve Officers"  <b>Specialization:</b> Jurisprudence  <b>Qualification:</b> Lawyer</p>	<p>07.2021 – till current – Director for Property Relations - Head of the Property Relations Department of PJSC «Rosseti»</p> <p>07.2021 – 12.2022 – Director for Property Relations - Head of the Property Relations Department of PJSC «Rosseti» (part-time work)</p> <p>04.2018 – 07.2021 – Property Management Director - Head of Property Management Department of PJSC «Rosseti Lenenergo»</p>	<p>06.2023 – till current – Member of the Board of Directors of PJSC «Rosseti Centre», JSC «CIUS EES», PJSC «TRK», JSC «Rosseti Yantar»,</p> <p>06.2022 – till current – Member of the Board of Directors of JSC «ENIN»,</p> <p>12.2021 – till current – Member of the Board of Directors of JSC «FTC»</p> <p>10.2021 – till current – Member of the Board of Directors of JSC «Rosseti Property Management»</p> <p>Nominated for election to the Board of Directors: PJSC «TRK», JSC «Elektromagistral», JSC «CIUS EES», JSC «ENIN», JSC «Rosseti Property Management», JSC «Rosseti Yantar», JSC «FTC»</p>
4	Maria Alexandrovna Dokuchaeva	1979	17.06.2022	<p><b>2000</b>, Lomonosov Moscow State University  <b>Specialization:</b> Economics  <b>Qualification:</b> Bachelor</p> <p><b>2002</b>, Lomonosov Moscow State University  <b>Specialization:</b> Management  <b>Qualification:</b> Master's degree</p>	<p>01.2023 – till current – Chief Adviser of PJSC «Rosseti»</p> <p>04.2021 – 12.2022 – Chief Adviser of PJSC «Rosseti»</p> <p>08.2018 – 05.2021 – Press Secretary of PJSC «Novatek»</p>	<p>06.2023 – till current – Member of the Board of Directors of PJSC «Rosseti Centre», PJSC «Rosseti South»</p> <p>Nominated for election to the Board of Directors PJSC «Rosseti South»</p>
5	Yulia Alexandrovna Leshchevskaya	1977	09.06.2023	<p><b>1998</b>, Institute of International Law and Economics named after A.S. Griboedov  <b>Specialization:</b> Management  <b>Qualification:</b> Bachelor of Management</p> <p><b>2000</b>, Financial Academy under the Russian Federation Government  <b>Specialization:</b> Economics  <b>Qualification:</b> Master of Economics</p>	<p>06.2022 – till current – Deputy Director General for Strategy of PJSC «Rosseti»</p> <p>06.2022 – 12.2022 – Chief Adviser PJSC «Rosseti» (part-time work)</p> <p>08.2021 – 06.2022 – Deputy Head-Head of the Development Centre of ANO Analytical Centre under the Government of the Russian Federation</p> <p>09.2017 – 07.2021 – Deputy General Director, Executive Director of FSUE Russian Post</p>	<p>06.2023 – till current – Member of the Board of Directors of PJSC «Rosseti Centre», PJSC «TRK», PJSC «Rosseti Northern Caucasus», JSC «Rosseti Tyumen»</p> <p>Nominated for election to the Board of Directors: PJSC «Rosseti Northern Caucasus», PJSC «TRK», JSC «Rosseti Tyumen»</p>



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### Information about positions held by a candidate for the Board of Directors of Rosseti Centre, PJSC (including in management bodies)

No	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Information about the positions held by the candidate (primary employment, including in executive bodies (work experience over the last 3 years))	Participation of candidates in the Board of Directors (Supervisory Board) of organizations (over the last 3 years) / Nomination of candidates to Boards of Directors or for election (appointment) to positions in other legal entities
6	Igor Vladimirovich Makovskiy	1972	30.05.2019	<p>1993, Almaty Higher Border Command School named after F.E. Dzerzhinsky  <b>Specialization:</b> Command, tactical  <b>Qualification:</b> Border Troops Officer</p> <p>2000, Kaliningrad State University  <b>Specialization:</b> Jurisprudence  <b>Qualification:</b> Lawyer</p> <p>2004 - State Educational Institution of Higher Professional Education "North-West Academy of Public Service", retraining under the program "State and municipal management"</p> <p>2023, Ivanovo State Power Engineering University named after V.I. Lenin  <b>Specialization:</b> Electric power industry and electrical engineering  <b>Qualification:</b> Bachelor</p>	<p>09.2018 – till current – General Director of PJSC «Rosseti Centre»/PJSC «IDGC of Centre»</p> <p>09.2018 – till current – Chairman of the Management Board of PJSC «Rosseti Centre», PJSC «Rosseti Centre and Volga region»</p>	<p>08.2023 – till current – Member of the Supervisory Board of Association for Development of Electricity Storage System Technologies</p> <p>04.2022 – till current – Chairman of the Board of Directors of LLC «Infrastructure Investments-3»</p> <p>06.2019 – till current – Member of the Board of Directors of PJSC «Rosseti Centre and Volga region»</p> <p>05.2019 – till current – Member of the Board of Directors of PJSC «Rosseti Centre»,  Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region», LLC «Infrastructure Investments-3»</p>
7	Alexey Alexandrovich Polinov	1978	17.06.2022	<p>2000, Moscow State University of Civil Engineering  <b>Specialization:</b> Economics and management at the enterprise (in construction)  <b>Qualification:</b> Economist - manager  <b>Academic degree:</b> PhD in Economics</p>	<p>11.2023 – till current – Chief Adviser of PJSC «Rosseti»</p> <p>10.2022 – till current – Member of the Management Board of PJSC «Rosseti»</p> <p>02.2022 – till current – Adviser to General Director of PJSC «Rosseti Lenenergo» (part-time work)</p> <p>12.2022 – 11.2023 – Deputy Director General for Economics and Finance of PJSC «Rosseti»</p> <p>01.2021 – 12.2022 – Acting Deputy Director General for Economics and Finance, Chief Adviser of PJSC «Rosseti»</p> <p>06.2019 – till current – Member of the Management Board of PJSC «Rosseti Lenenergo»</p> <p>02.2019 – 01.2022 – Deputy General Director for Economics and Finance, Acting Deputy General Director of PJSC «Rosseti Lenenergo»</p>	<p>12.2022 – till current – Member of the Board of Directors of PJSC «Rosseti Lenenergo»</p> <p>06.2021 – till current – Member of the Board of Directors of PJSC «Rosseti Moscow Region»</p> <p>06.2021 – till current – Chairman of the Board of Directors of JSC «Yantarenergo»</p> <p>05.2021 – till current – Chairman of the Board of Directors of PJSC «Rosseti North-West», JSC «Rosseti Tyumen», LLC «Rosseti Capital»</p> <p>06.2022 – 03.2023 – Member of the Board of Directors of PJSC «FGC UES»</p> <p>06.2022 – 06.2023 – Member of the Board of Directors of PJSC «Rosseti Northern Caucasus», PJSC «Rosseti Centre»</p> <p>06.2021 - 06.2023 - Member of the Board of Directors of PJSC «IDGC of Urals», PJSC «Rosseti Siberia», PJSC «Rosseti South», PJSC «Rosseti Kuban»</p> <p>05.2021 – 06.2023 – Member of the Board of Directors of JSC «Rosseti Digital», JSC «CIUS EES»</p> <p>Nominated for election to the Board of Directors: PJSC «Rosseti Moscow Region», PJSC «Rosseti Lenenergo», PJSC «Rosseti North-West», PJSC «Rosseti Ural», LLC «Rosseti Capital», JSC «Rosseti Tyumen», JSC «Rosseti Yantar»</p>

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Information about positions held by a candidate for the Board of Directors of Rosseti Centre, PJSC (including in management bodies)

№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Information about the positions held by the candidate (primary employment, including in executive bodies (work experience over the last 3 years)	Participation of candidates in the Board of Directors (Supervisory Board) of organizations (over the last 3 years) / Nomination of candidates to Boards of Directors or for election (appointment) to positions in other legal entities
8	Andrey Petrovich Tulba	1974	09.06.2023	<p>1995, Stavropol State Technical University  <b>Specialization:</b> Management and finance/Economics and management in mechanical engineering  2003, Presidential Management Training Program (Management) at the Stavropol State Technical University - Moscow Aviation Institute (STU)  2006, State University of Management (SUM) under the program "MBA - Management of an energy company"</p>	<p>12.2022 – till current – Director for Economics - Head of the Economics Department of PJSC «Rosseti»  05.2020 – 12.2022 – Director for Economics and Finance - Head of the Department of Economic Planning and Tariff Formation of PJSC «Rosseti» (part-time)  05.2020 – 12.2022 – Director for Economics and Finance - Head of the Department of Economic Planning and Tariff Formation of PJSC «FGC UES»</p>	<p>06.2023 – till current – Member of the Board of Directors of PJSC «Rosseti Centre», JSC «Rosseti Property Management», PJSC «Rosseti Ural», JSC «Elektromagistral»  05.2022 – till current – Member of the Board of Directors of JSC UES «SakRusenergo»  06.2021 – till current – Member of the Board of Directors of JSC «Mobile GTEs», JSC «APBE»  05.2022 - 06.2023 – Chairman of the Board of Directors of LLC «TNS energo Penza», LLC «TNS energo Veliky Novgorod»  06.2022 – 05.2023 – Member of the Board of Directors of PJSC «Dagestan Energy Retail Company»  06.2022 – 06.2023 – Member of the Board of Directors of PJSC «Rosseti Volga»  07.2022 – 05.2023 – Chairman of the Board of Directors of PJSC «TNS energo Kuban», PJSC «TNS energo Rostov-on-Don», PJSC «TNS energo Tula», PJSC «TNS energo Mari El»  07.2022 – 06.2023 – Chairman of the Board of Directors of PJSC «TNS energo Karelia»  08.2022 – 06.2023 – Chairman of the Board of Directors of PJSC «TNS energo Yaroslavl», PJSC «TNS energo Voronezh», PJSC «TNS energo Nizhny Novgorod»  06.2021 – 06.2023 – Member of the Board of Directors of JSC «Elektroservis ENES»  Nominated for election to the Board of Directors: PJSC «Rosseti Ural», JSC UES «SakRusenergo», JSC «CIUS EES», JSC «Mobile GTEs», JSC «APBE», JSC «Elektromagistral», PJSC «Rosseti Volga», PJSC «Dagestan Energy Retail Company», JSC «Rosseti Elektroservis», PJSC «Rosseti South»</p>
9	Dmitry Vladimirovich Tokar-Mezhikovskiy	1979	Not elected	<p>2002, Moscow State Law University  <b>Specialization:</b> Jurisprudence  <b>Qualification:</b> Lawyer</p>	<p>03.2023 – till current – Head of the Legal Department of PJSC «Rosseti»  07.2021 – 03.2023 – Head of the Legal Department of PJSC «FGC UES»  07.2021 – till current – Head of the Legal Department of PJSC «Rosseti» (part-time work)  08.2018 – 07.2021 – Legal Support Director - Head of Legal Support Department of PJSC «Rosseti Lenenergo»</p>	<p>06.2023 – till current – Member of the Board of Directors of PJSC «Rosseti Volga», JSC «Rosseti Tyumen», JSC «Rosseti Siberia Tyvaenergo», JSC «Moscow Communication Centre of Power Industry», JSC «Mobile GTEs», JSC «ENIN», PJSC «TNS energo Nizhny Novgorod», PJSC «TNS energo Yaroslavl», JSC «TNS energo Tula», JSC «TNS energo Karelia»  05.2023 – till current – Member of the Board of Directors of PJSC «TNS energo Voronezh», PJSC «TNS energo Mari El», PJSC «TNS energo Kuban», PJSC «TNS energo Rostov-on-Don»  04.2023 – till current – Member of the Board of Directors of LLC «TNS energo Penza»  11.2022 – till current – Member of the Board of Directors of JSC «Rosseti Digital», 09.2021 – till current – Member of the Board of Directors of JSC «CTZ»  Nominated for election to the Board of Directors: PJSC «Rosseti Volga», JSC «Rosseti Siberia Tyvaenergo»</p>



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10	Maria Vyacheslavna Korotkova	1984	31.05.2021	<p>2006, Lobachevsky State University of Nizhny Novgorod (UNN)  <b>Specialization:</b> Organization Management  <b>Qualification:</b> Specialist                  2017, Lomonosov Moscow State University MBA program "Strategic Management and Entrepreneurship"                  2022, Qualification Assessment Centre Association "Institute of Internal Auditors" with assignment qualification "Chief auditor (level 7 qualification)"</p>	02.2021 – till current – Development Director of Technoinnovation LLC 01.2013 – 02.2021 – Director of MKS LLC	05.2021 – till current – Member of the Board of Directors of PJSC «Rosseti Centre» 06.2020 – till current – Member of the Board of Directors of PJSC «Rosseti South» 06.2017 – 06.2023 – Member of the Board of Directors of PJSC «Rosseti Volga» Nominated for election to the Board of Directors PJSC «Rosseti South»
11	Alexander Viktorovich Golovtsov	1973	30.05.2019	<p>1996, Baltic State Technical University named after D.F. Ustinov  <b>Specialization:</b> Electrical Engineer  <b>Qualification:</b> not applicable  <b>Faculty:</b> Automated Control Systems</p>	11.2023 – till current – Head of Investment Research of MC Era Investments LLC	06.2019 – till current – Member of the Board of Directors of PJSC «Rosseti North-West» 05.2019 – 06.2023 – Member of the Board of Directors of PJSC «Rosseti Centre» 05.2020 – 12.2021 – Member of the Board of Directors of PJSC «Rosseti Centre and Volga region» Nominated for election to the Board of Directors PJSC «Rosseti Centre and Volga region», PJSC «Rosseti North-West»
12	Vitaly Yuryevich Zarkhin	1976	30.05.2019	<p>1998, State University - Higher School of Economics  <b>Specialization:</b> 1998 – economics, 2000 - management  <b>Qualification:</b> Bachelor of Economics                  2000 - Master of Management</p>	Didn't/doesn't occupy	05.2019 – till current – Member of the Board of Directors of PJSC «Rosseti Centre», PJSC «Rosseti South» 06.2019 – till current – Member of the Board of Directors of PJSC «Rosseti Centre and Volga region» 06.2022 – 06.2023 – Member of the Board of Directors of PJSC «ELS-Energy» 06.2021 – 06.2023 – Member of the Board of Directors of PJSC «Rosseti Siberia» 06.2019 – 06.2021 – Member of the Board of Directors of PJSC «Enel Russia» Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region» and PJSC «Rosseti South»

ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Information about positions held by a candidate for the Board of Directors of Rosseti Centre, PJSC (including in management bodies)

№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Information about the positions held by the candidate (primary employment, including in executive bodies (work experience over the last 3 years))	Participation of candidates in the Board of Directors (Supervisory Board) of organizations (over the last 3 years) / Nomination of candidates to Boards of Directors or for election (appointment) to positions in other legal entities
13	Andrey Vladimirovich Morozov	1978	17.06.2022	<p>2000, Russian Law Academy of the Ministry of Justice of the Russian Federation  <b>Specialization:</b> Jurisprudence  <b>Qualification:</b> Lawyer                  2016, Harvard Law School  <b>Specialization:</b> Master of Laws (LLM), corporate governance  <b>Qualification:</b> Lawyer</p>	09.2017 – till current – Legal Director of Association of Institutional Investors	<p>06.2022 – till current – Member of the Board of Directors of PJSC «Rosseti Centre»                  12.2021 – till current – Member of the Board of Directors of PJSC «Rosseti Centre and Volga region»                  06.2020 – 06.2022 – Member of the Board of Directors of PJSC «Rosseti Volga»                  06.2019 – 06.2022 – Member of the Board of Directors of PJSC «Rosseti North-West»                  06.2018 – 06.2021 – Member of the Board of Directors of PJSC «Rosseti Centre and Volga region»                  Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region»</p>
14	Alexander Viktorovich Shevchuk	1983	17.06.2011	<p>2005, Financial Academy under the Russian Federation Government  <b>Specialization:</b> Finance and credit  <b>Qualification:</b> Economist</p>	2014 – till current – Executive Director of Association of Institutional Investors	<p>06.2022 – till current – Member of the Board of Directors of PJSC «Rosseti Volga», PJSC «Rosseti North-West»                  06.2016 – till current – Member of the Board of Directors of PJSC «Rosseti Ural»                  06.2021 – 07.2023 – Member of the Board of Directors of LLC «Binnopharm Group»                  05.2018 – 05.2023 – Member of the Board of Directors of PJSC «Detsky Mir»                  06.2015 – 06.2022 – Member of the Board of Directors of PJSC «Rosseti Centre»                  06.2014 – 06.2022 – Member of the Board of Directors of PJSC «Rosseti Centre and Volga region»                  06.2021 – 06.2022 – Member of the Board of Directors of PJSC «RusHydro»                  Nominated for election to the Board of Directors: PJSC «Rosseti North-West», PJSC «Rosseti Volga», PJSC «Rosseti Ural»</p>
15	Sergey Sergeevich Pikin	1979	Not elected	<p>2001, Lomonosov Moscow State University  <b>Specialization:</b> Economics  <b>Qualification:</b> Bachelor                  2003, Lomonosov Moscow State University  <b>Specialization:</b> Economics  <b>Qualification:</b> Master</p>	04.2019 – till current – Director of Energy Development Fund LLC	<p>06.2022 – till current – Member of the Board of Directors of PJSC «Rosseti North-West»                  04.2019 – till current – Member of the Board of Directors of PJSC «Rosseti Lenenergo»                  Nominated for election to the Board of Directors: PJSC «Rosseti Lenenergo», PJSC «Rosseti North-West»</p>



## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

### Summary assessment of candidates for the Board of Directors of Rosseti Centre, PJSC for compliance with the “Competence Matrix” :

* Scale from 0 to 3		** Scale from 0 to 1	
0	absence	0	not interested
1	basic level	1	interested
2	average level		
3	advanced level		

The candidate has experience and competence in the field	Lyapunov E.V.		Andreeva E.V.		Agafonov M.S.		Dokuchaeva M.A.		Leshchinskaya Y.A.		Makovsky I.V.		Polinov A.A.		Tulba A.P.		Tokar-Mezhkovsky D.V.		Korotkova M.V.		Golovtsov A.V.		Zarkhin V.Y.		Morozov A.V.		Sherchuk A.V.		Pikin S.S.		Summary score
	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*
1. Strategic management (development and implementation of strategy, mergers and acquisitions)	3	1	3	1	2	1	1	1	3	1	3	1	3	1	3	1	2	1	2	1	3	1	3	1	2	1	3	1	3	1	2,6
2. Industry experience (experience in a large company)	3	1	3	1	3	1	3	1	3	1	3	1	3	1	3	1	3	1	2	1	3	1	3	1	2	1	3	0	3	1	2,86
3. Interaction with state authorities (experience in the regulator, the Government, experience in working with political stakeholders)	3	1	3	1	3	1	1	1	3	1	3	1	3	1	1	1	1	1	0	1	1	1	1	0	3	1	2	1	3	1	2,06
4. Information technology / digitalization / cyber risks (experience in construction, implementation)	3	1	2	1	0	1	2	1	3	1	3	1	0	1	1	1	0	0	1	1	1	1	0	0	1	1	0	1	2	1	1,26
5. Building systems for evaluating performance and motivation	3	1	3	1	2	1	1	1	3	1	3	1	3	1	2	1	1	0	2	1	2	1	3	1	2	1	2	1	3	1	2,33
6. Risk management / compliance / internal control / internal audit	3	1	2	1	1	1	0	1	3	1	3	1	3	1	2	1	2	1	3	1	3	1	2	0	2	1	3	1	3	1	2,33
7. Audit / finance / accounting / management accounting (CFO level)	3	1	3	1	0	1	0	1	3	1	3	1	3	1	3	1	1	1	3	1	3	1	3	1	2	1	3	1	3	1	2,4
8. Corporate Governance / ESG	3	1	2	1	1	1	1	1	3	1	3	1	0	1	1	1	1	1	2	1	3	1	3	1	3	1	3	0	3	1	2,13
9. Operations and continuous improvement	3	1	3	1	2	1	3	1	3	1	3	1	3	1	3	1	1	1	2	1	1	1	3	1	1	1	2	1	3	1	2,4
10. Experience in the position of CEO (CEO, Chairman of the Management Board, President, etc.) of a company (not less than a medium-sized business) or senior management positions (CEO, Chairman of the Management Board level minus 1) in a large company	3	1	3	1	0	1	0	1	3	1	3	1	3	1	1	1	0	1	0	1	0	0	2	1	0	1	0	1	3	1	1,4

1. Information for compliance with the independence criteria group «Relation to the Company»

Here and further in the text:		«V» –meeting the criterion	«-» - not meeting the criterion																										
№	Group of criteria	Criteria of independence												Lyapunov E.V.	Andreeva E.V.	Agafonov M.S.	Dokuchaeva M.A.	Leshchevskaya Y.A.	Makovsky I.V.	Pollinov A.A.	Tulba A.P.	Tokar-Meshkovsky D.V.	Korotkova M.V.	Golovtsov A.V.	Zarkhin V.Y.	Morozov A.V.	Shevchuk A.V.	Pikin S.S.	
1	Not related to the Company, if he and (or) related persons	1. are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company	V	V	V	V	V	-	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V		
		2. are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
		3. for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company	V	V	V	V	V	-	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V
		4. do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V
		5. are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V
		6. do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services	-	V	V	V	V	V	-	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V
		7. do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V
		8. have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period, one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	-	V	V
<b>CONCLUSIONS</b>		<p>Out of 15 candidates for the Board of Directors of the Company:</p> <ul style="list-style-type: none"> <li>➤ <b>6 candidates</b> (Korotkova M.V., Golovtsov A.V., Zarkhin V.Y., Morozov A.V., Shevchuk A.V. and Pikin S.S.) do not meet the independence criteria for the group «Relation to the Company», BUT, guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, <b>MAY BE RECOGNIZED INDEPENDENT DIRECTORS</b>, if elected at the Annual General Meeting of Shareholders, since their connection with the Company is formal and will not affect their independence in forming their position on the agenda of meetings of the Board of Directors and Committees of the Board of Directors of the Company, their ability to make objective, conscientious and independent decisions from the influence of the company's executive bodies, for the following reasons: <ul style="list-style-type: none"> <li>✓ Golovtsov A.V., Zarkhin V.Y., Morozov A.V. and Shevchuk A.V. were nominated as candidates to the Board of Directors of PJSC "Rosseti Center" by a non-controlling shareholder of the Company, these persons are active representatives of minority shareholders;</li> <li>✓ Korotkova M.V. was nominated as a candidate to the Board of Directors of PJSC «Rosseti Centre» by the controlling shareholder of the Company, but did not express her intention to serve as a representative of PJSC «Rosseti», an agreement was not concluded with her to represent the interests of PJSC «Rosseti» in the Board of Directors of PJSC «Rosseti Centre», in connection with which she does not have the obligation to vote in accordance with instructions of PJSC «Rosseti»;</li> <li>✓ Pikin S.S. was included in the list of candidates for voting for elections to the Board of Directors of PJSC «Rosseti Centre» by the Board of Directors of the Company as an independent candidate, for the growth of capitalization and investment attractiveness of the Company.</li> <li>✓ Long term of work of Shevchuk A.V. on the Board of Directors of the Company allowed him to study various aspects of the Company's activities, develop the necessary professional competencies in the field of the electric power industry and gain extensive knowledge of the Company's business, detailed knowledge of the specifics of the Company's business processes. Shevchuk A.V. will be able to make conscientious judgments on the substance of issues considered by the Board of Directors and Committees of the Board of Directors of the Company;</li> <li>✓ Korotkova M.V., Golovtsov A.V., Zarkhin V.Y., Morozov A.V., Shevchuk A.V. and Pikin S.S. according to this criterion, in past periods they were recognized as independent directors in companies in the energy complex and/or PJSC «Rosseti Centre».</li> </ul> </li> </ul>																											

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

### 2. Information for compliance with the independence criteria group «Relation to the significant shareholder of the Company»

Here and further in the text:		«V» –meeting the criterion	«-» - not meeting the criterion													
№	Group of criteria	Criteria of independence														
		Lyapunov E.V.	Andreeva E.V.	Agatonov M.S.	Dokuchaeva M.A.	Leshchevskaya Y.A.	Makovsky I.V.	Pollinov A.A.	Tulba A.P.	Tokar-Mezhnikovskiy D.V.	Korotkova M.V.	Golovtsov A.V.	Zarkhin V.Y.	Morozov A.V.	Shevchuk A.V.	Pikin S.S.
2	Not related to the significant Shareholder of the Company, if he and (or) related persons	1. are not employees and (or) members of executive bodies of the significant shareholder of the Company (a legal entity of the group of companies, which includes the significant shareholder of the Company)														
			-	-	-	-	-	-	-	-	-	V	V	V	V	V
			-	-	-	-	-	-	-	-	-	V	V	V	V	V
		2. during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the significant shareholder of the Company (a legal entity of the group of companies, which includes the significant shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company														
		-	-	-	V	-	-	-	-	-	V	V	-	V	-	V
		3. are not members of the board of directors in more than two legal entities, controlled by the significant shareholder of the Company or a person who controls the significant shareholder of the Company														
<b>CONCLUSIONS</b>		<p>Out of 15 candidates for the Board of Directors of the Company:</p> <ul style="list-style-type: none"> <li>➢ <b>4 candidates</b> (Korotkova M.V., Golovtsov A.V., Morozov A.V. and Pikin S.S.) <b>FULLY COMPLY</b> with all independence criteria for the group «Relation to the significant shareholder of the Company». At the same time, 2 candidates (Golovtsov A.V. and Pikin S.S.) were nominated to the boards of directors of more than two legal entities (joint stock companies) controlled by the significant shareholder of the Company (PJSC «Rosseti»). If Golovtsov A.V. and Pikin S.S. are elected at annual general meetings of shareholders for boards of directors of these joint stock companies, these candidates will no longer meet the independence criterion in the group «Relation to the significant shareholder of the Company».</li> <li>➢ <b>2 candidates</b> (Zarkhin V.Y. and Shevchuk A.V.) do not meet the independence criteria for the group «Relation to the significant shareholder of the Company», BUT, guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, <b>MAY BE RECOGNIZED INDEPENDENT DIRECTORS</b>, if they are elected at the Annual General Meeting of Shareholders, since their connection with the significant shareholder of the Company is formal and will not affect their independence when forming their position on the agenda of meetings of the Board of Directors and Committees of the Board of Directors of the Company, on their ability to make decisions that are objective, conscientious and independent from the influence of the significant shareholder of the Company, for the following reasons: <ul style="list-style-type: none"> <li>✓ Zarkhin V.Y. and Shevchuk A.V. do not have an obligation to vote in accordance with directives or other position formed by the Russian Federation - the entity controlling the significant shareholder of the Company (PJSC «Rosseti»), since PJSC «Rosseti Centre» is not included in the list of joint stock companies in respect of which the Russian Federation uses a special right to participate (“golden share”), the Russian Federation exercises only indirect control in relation to PJSC «Rosseti Centre»;</li> <li>✓ according to this criterion, in past periods they were recognized as independent directors in companies in the energy complex and/or PJSC «Rosseti Centre».</li> </ul> </li> </ul>														

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

### 3. Information for compliance with the independence criteria group «Relation to a significant counterparty or competitor of the Company»

Here and further in the text:		«V» –meeting the criterion	«-» - not meeting the criterion																										
№	Group of criteria	Criteria of independence												Lyapunov E.V.	Andreeva E.V.	Agafonov M. S.	Dokuchaeva M.A.	Leshchinskaya Y.A.	Makovsky I.V.	Polinov A.A.	Tulba A.P.	Tokar-Mezhilovskiy D.V.	Korotkova M.V.	Golovtsov A. V.	Zarkhin V.Y.	Morozov A.V.	Shevchuk A.V.	Pikin S.S.	
3	Not related to a significant counterparty or competitor of the Company, if he and (or) related persons	<p>1. are not employees and (or) members of a management body and/or executive bodies of a significant counterparty or a competitor of the Company, as well as legal entities who control the significant counterparty or competitor of the Company, or its controlled companies</p> <p>2. are not owners of stocks (shares) or a beneficiary of stocks (shares) of a significant counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)</p>												-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>CONCLUSIONS</b>		<p>Out of 15 candidates for the Board of Directors of the Company:</p> <ul style="list-style-type: none"> <li>➤ <b>6 candidates</b> (Korotkova M.V., Golovtsov A.V., Zarkhin V.Y., Morozov A.V., Shevchuk A.V. and Pikin S.S.) do not meet the independence criteria for the group «Relation to a significant counterparty or competitor of the Company» , BUT, guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, <b>MAY BE RECOGNIZED INDEPENDENT DIRECTORS</b>, if they are elected at the Annual General Meeting of Shareholders, since their connection with each of the Company’s significant counterparties is formal and will not affect their independence when forming their position on the agenda of meetings of the Board of Directors and Committees of the Company’s Board of Directors, or their ability to make objective, conscientious and independent decisions from the influence of each of the Company’s significant counterparties for the following reasons: <ul style="list-style-type: none"> <li>✓ Korotkova M.V., Golovtsov A.V., Zarkhin V.Y., Morozov A.V., Shevchuk A.V. and Pikin S.S. when the Board of Directors of the Company makes decisions on consent to carry out party related transactions (agreements between the Company and JSC IEC Energyefficient Technologies, an agreement between the Company and JSC Motor Transport Company, an agreement between the Company and Infrastructure Investments-3 LLC, and agreement between the Company and PJSC «Rosseti Centre and Volga region», agreements between the Company and PJSC «Rosseti»), abstained from voting/did not take part in voting;</li> <li>✓ significant counterparties / controlled entities of significant counterparties do not and cannot influence decisions made by PJSC «Rosseti Centre», their influence on the financial and economic activities of PJSC «Rosseti Centre» is limited only by the scope of the agreements;</li> <li>✓ Korotkova M.V., Golovtsov A.V., Zarkhin V.Y., Morozov A.V., Shevchuk A.V. and Pikin S.S. according to this criterion, in past periods they were recognized as independent directors in companies in the energy complex and/or PJSC «Rosseti Centre».</li> </ul> </li> </ul>																											



## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

### 4. Information for compliance with the independence criteria group «Relation to the state or a municipal entity»

Here and further in the text:		«V» –meeting the criterion	«-» - not meeting the criterion																									
No	Group of criteria	Criteria of independence												Lyapunov E.V.	Andreeva E.V.	Agafonov M.S.	Dokuchaeva M.A.	Leshchevskaya Y.A.	Malovskiy I.V.	Polinov A.A.	Tulba A.P.	Tokar-Mezhnikovskiy D.V.	Korotkova M.V.	Golovtsov A.V.	Zarkhin V.Y.	Morozov A.V.	Shevchuk A.V.	Pikin S.S.
4	Not related to the state or a municipal entity, if he	1. is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	
		2. in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V
		3. has no obligation to vote for one or more matters within the competence of the Company’s Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipality	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V	V
		4. is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality	-	-	-	-	-	-	-	-	-	-	-	-	-	-	V	V	V	V	V	V	V	V	V	V	V	V
<b>CONCLUSIONS</b>		Out of 15 candidates for the Board of Directors of the Company: ➤ <b>6 candidates</b> (Korotkova M.V., Golovtsov A.V., Zarkhin V.Y., Morozov A.V. and Shevchuk A.V.) <b>FULLY COMPLY</b> all independence criteria for the group «Relation to the state or a municipal entity».																										

Summary assessment of candidates for the Board of Directors of Rosseti Centre, PJSC for compliance with the independence criteria established by the Listing Rules of PJSC Moscow Exchange

№	Full name of the candidate	Status		
		Independent	Executive	Non-executive
1	Evgeny Viktorovich Lyapunov	No	No	Yes
2	Elena Viktorovna Andreeva	No	No	Yes
3	Maxim Sergeevich Agafonov	No	No	Yes
4	Maria Alexandrovna Dokuchaeva	No	No	Yes
5	Yulia Alexandrovna Leshchevskaya	No	No	Yes
6	Igor Vladimirovich Makovskiy	No	Yes	No
7	Alexey Alexandrovich Polinov	No	No	Yes
8	Andrey Petrovich Tulba	No	No	Yes
9	Dmitry Vladimirovich Tokar-Mezhikovskiy	No	No	Yes
10	Maria Vyacheslavna Korotkova	Yes* (subject to the recognition by the Board of Directors)	No	Yes
11	Alexander Viktorovich Golovtsov	Yes* (subject to the recognition by the Board of Directors)	No	Yes
12	Vitaly Yuryevich Zarkhin	Yes* (subject to the recognition by the Board of Directors)	No	Yes
13	Andrey Vladimirovich Morozov	Yes* (subject to the recognition by the Board of Directors)	No	Yes
14	Alexander Viktorovich Shevchuk	Yes* (subject to the recognition by the Board of Directors)	No	Yes
15	Sergey Sergeevich Pikin	Yes* (subject to the recognition by the Board of Directors)	No	Yes

\* The Personnel and Remuneration Committee draws attention to the fact that upon the holding of the Annual General Meeting of Shareholders of the Company in 2024, the situation with the assessment results may change due to the discovery of new significant circumstances in relation to the identified relation criteria.

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

### Conclusion of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC on the assessment of candidates for the Board of Directors of Rosseti Centre, PJSC

**EXTRACT FROM MINUTES**  
 of meeting of the Personnel and Remuneration Committee  
 of the Board of Directors of Rosseti Centre, PJSC  
 (in the form of absent voting)

«17» April 2024                      Moscow                      No. 02/24

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

**Total number of members of the Personnel and Remuneration Committee:** 3 persons.

**Participants of the voting:** M.A. Dokuchaeva, V.Y. Zarkhin, V.V. Kharitonov.

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

**The quorum is present.**

**Date of the minutes:** 17.04.2024.

**Item 1. On preliminary assessment of nominations to the Board of Directors of Rosseti Centre, PJSC.**

**Decision:**

1. To approve and submit to the Board of Directors of the Company the Conclusion of the Personnel and Remuneration Committee on the assessment of nominations to the Board of Directors of Rosseti Centre, PJSC in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee.

2. To recommend that the Board of Directors of the Company include the Conclusion of the Personnel and Remuneration Committee on the assessment of nominations to the Board of Directors of Rosseti Centre, PJSC into the list of information (materials) to be provided to persons entitled to participate in the Annual General Meeting of Shareholders of Rosseti Centre, PJSC in 2024.

**The decision was taken unanimously.**

**Appendix:** The Conclusion of the Personnel and Remuneration Committee on the assessment of nominations to the Board of Directors of Rosseti Centre, PJSC (Appendix # 1).

**Minutes signed by:**

Chairperson of the Personnel and  
Remuneration Committee

V.V. Kharitonov

Secretary of the Personnel and  
Remuneration Committee

S.V. Lapinskaya

**Extract is correct:**

Secretary of the Personnel  
and Remuneration Committee  
of the Board of Directors  
of Rosseti Centre, PJSC  
17.04.2024

S.V. Lapinskaya

The preliminary assessment of candidate members to the Board of Directors of Rosseti Centre, PJSC shall be submitted as materials to the Annual General Meeting of Shareholders in accordance with clause 4.5. of the Regulation on the General Meeting of Shareholders of the Company (hereinafter referred to as the Regulation on the General Meeting of Shareholders), according to which along with other information materials on the agenda of the General Meeting of Shareholders of the Company information should be available on candidates to the Board of Directors of the Company for familiarization to all shareholders of the Company.

In accordance with clause 4.6 of the Regulation on the General Meeting of Shareholders “the executive bodies of the Company in the period prior to the General Meeting of Shareholders shall implement the Company’s information policy in such a way that it is directed to election to the Company’s Board of Directors of candidates meeting the requirements of regulatory bodies and trading authorities on the securities market of the Russian Federation”.

The Listing Rules of PJSC Moscow Exchange require that members of the Board of Directors meet the requirements set forth in Appendix 4.1 to the Listing Rules of PJSC Moscow Exchange.

At the same time, it is recommended to select candidates to the Board of Directors from among specialists competent in a range of issues covering both the main sphere of the Company’s activities and individual industries and regions in which the Company op.

Based on the results of an independent assessment of the effectiveness of the activities of the Board of Directors of the Company and its committees, carried out by an independent consultant - JSC VTB Registrar, a Competency Matrix of the Board of Directors of the Company was developed.

Thus, the Personnel and Remuneration Committee analyzed the professional qualifications of the candidates for the Company’s Board of Directors (compliance with the Competency Matrix) and assessed the candidates for compliance with the recommendations for independent directors under the Listing Rules of PJSC Moscow Exchange.

In accordance with clauses 1, 3, 4 of Article 53 of the Federal Law "On Joint-Stock Companies" of 26 December 1995 No. 208-FZ, clause 13.1 of Article 13 of the Company’s Articles of Association, not later than 60 (Sixty) days after the end of the fiscal year (no later than 29.02.2024), 14 candidates to the Board of Directors of the Company were nominated from the shareholders (shareholder) of the Company who collectively own at least 2 (Two) percent of the Company’s voting shares.

In addition, in accordance with clause 7 of Article 53 of the Federal Law "On Joint-Stock Companies“, the Board of Directors on 28 March 2024 (Minutes No. 16/24) included one candidate in the list of candidates for voting for elections to the Board of Directors of Rosseti Centre, PJSC at the Annual General Meeting of Shareholders of Rosseti Centre, PJSC.

Thus, by the decision of the Board of Directors of the Company dated 05.03.2024 (Minutes No. 12/24), taking into account the addition dated 28.03.2024 (Minutes No. 16/24), 15 candidates were included in the list of candidates for voting for elections to the Board of Directors of Rosseti Centre, PJSC.

The preliminary evaluation of the candidates is based on the available personal data of the current members of the Board of Directors, on the data submitted by the shareholders of the Company, who nominated these candidates for election to the Board of Directors of the Company, and on data submitted by candidates in accordance with the additional request of the Corporate Secretary of the Company dated 06.03.2024 № MP1-TSA/7/3/225.

In the opinion of the Personnel and Remuneration Committee, an analysis of the composition of candidates to the Company’s Board of Directors allows to conclude that:

1) submission by all candidates for election of the written consent evidences the openness of procedures for nominating and electing candidates to the Board of Directors, the willingness (if elected) to exercise the rights and perform the duties of a member of the Board of Directors, to act in the interests of the Company, exercise their rights and fulfill their obligations in respect to the Company honestly and reasonably, in accordance with applicable law, the Articles of Association and internal documents of the Company;

2) The strongest competencies of the Board of Directors should be recognized as competencies in the energy industry, in the field of strategic management, finance and audit. Less developed competencies are competencies in the field of information technology / digitalization. However, no imbalance of competencies was identified, which indicates that the composition of the Board of Directors is balanced in terms of the availability of relevant competencies and the absence of an urgent personnel need in any area of the work of the Board of Directors;

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

3) personal characteristics of candidates for the Board of Directors, including experience in the boards of directors or at senior positions of other joint stock companies, whose shares are included in the quotation lists of organized trading platforms (exchanges), including in international companies, will positively influence the effectiveness of the work of the Council directors, including the ability to work in a team, accessibility for communication, the ability to defend one's views, skills to reckon with opinions of others;

4) candidates for the Board of Directors are represented by different groups of shareholders of the Company, which will provide:

- balance of interests - taking into account interests and viewpoints of different groups of shareholders;
- objective and independent judgments when making decisions;
- comprehensive and thorough discussion, elaboration and adoption of effective decisions on all issues within the competence of the Board of Directors.

5) the lists of candidates for the Board of Directors include fewer than one-fourth of the candidates who are employees of the Company (namely, out of 15 - 1),

6) based on the requirements for the independence of a member of the Board of Directors as provided for by the Listing Rules of PJSC Moscow Exchange and the Corporate Governance Code of the Bank of Russia, an analysis was carried out according to which (at the time of the assessment) out of 15 candidates:

• **6 candidates** (Korotkova M.V., Golovtsov A.V., Zarkhin V.Y., Morozov A.V., Shevchuk A.V. and Pikin S.S.) **MAY BE RECOGNIZED** by the Board of Directors of the Company as independent directors if they are elected at the Annual General Meeting of Shareholders in 2024, since their connection with the Company and/or with the significant shareholder of the Company, and/or with a significant counterparty of the Company is of a formal nature and will not affect their independence when forming a position on the agenda of meetings the Board of Directors and Committees of the Board of Directors of the Company, on their ability to make objective and conscientious judgments, independent of the influence of the executive bodies of the Company, certain groups of shareholders, competitors and counterparties of the Company.

The Personnel and Remuneration Committee draws attention to the fact that upon the holding of the Annual General Meeting of Shareholders of the Company in 2024, the situation with the assessment results may change due to the discovery of new significant circumstances in relation to the identified relation criteria.

At the same time, the Personnel and Remuneration Committee notes that the Board of Directors of the Company in exceptional cases may recognize one or another member of the Board of Directors as independent despite the presence of formal criteria for his relation to the Company and/or the significant shareholder of the Company, and/or a significant counterparty and/or competitor of the Company established in the criteria for determining the independence of members of the Board of Directors, in the event that such relation will not affect the ability of the relevant member of the Board of Directors to make independent, objective and conscientious judgments.

### **The Personnel and Remuneration Committee recommends:**

- 1.** Including the results of the evaluation of the candidates to the Board of Directors of Rosseti Centre, PJSC, conducted by the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC, into the list of information (materials) provided to persons entitled to participate in the Annual General Meeting of Shareholders of Rosseti Centre, PJSC in 2024;
- 2.** Following the results of the election in 2024 of a new Board of Directors at the Annual General Meeting of Shareholders, taking into account the recommendations set out in this decision when determining the status of an independent member of the Board of Directors of Rosseti Centre, PJSC;
- 3.** In order to comply with the requirements of the Listing Rules of PJSC Moscow Exchange and the Corporate Governance Code of the Bank of Russia, voting at the Annual General Meeting of Shareholders of Rosseti Centre, PJSC in 2024 on the item of electing members of the Board of Directors of the Company in such a way as to ensure the balance of the Board of Directors in terms of experience and professional qualifications, and also electing to the Board of Directors most candidates who meet the requirements of independence, envisaged by the Listing Rules of PJSC Moscow Exchange.

**Chairperson of the Personnel and Remuneration Committee**

**Kharitonov V.V.**