

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

07 April 2023

Moscow

No. 07/23

Form of the meeting: absent voting.

Total number of members of the Audit Committee: 3 persons.

Participants of the voting: M.V. Korotkova, V.Y. Zarkhin, A.V. Morozov.

Members who did not provide questionnaires: none.

The quorum is present.

The Expert conclusion of the expert of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC was taken into account at drawing up of the minutes.

Date of the minutes: 07.04.2023.

AGENDA:

1. On the recommendation to the Board of Directors of the Company on the item «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».

2. On preliminary consideration of the report of the Company's internal auditor on the assessment of efficiency of the Company's internal control system and risk management system following the results of 2022.

Item 1. On the recommendation to the Board of Directors of the Company on the item «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:

To recommend that the Board of Directors of the Company take the following 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 the Appendix.

2. To note the non-compliance with the preferred risk indicator (risk appetite) at the end of 2022 in accordance with the Appendix 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:

Maria Vyacheslavna Korotkova - «FOR»

Vitaly Yuryevich Zarkhin - «FOR»

Andrey Vladimirovich Morozov - «FOR»

Total:

«FOR» - «3»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

Item 2. On preliminary consideration of the report of the Company's internal auditor on the assessment of efficiency of the Company's internal control system and risk management system following the results of 2022.

Decision:

To recommend that the Board of Directors of the Company take the following 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 the Appendices.

3. 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:

Maria Vyacheslavna Korotkova - «FOR»

Vitaly Yuryevich Zarkhin - «FOR»

Andrey Vladimirovich Morozov - «FOR»

Total:

«FOR» - «3»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.**Chairperson of the Audit Committee****M.V. Korotkova****Secretary of the Audit Committee****S.V. Lapinskaya**