

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

«09» June 2023

Moscow

No. 10/23

Form of the meeting: absent voting.

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

Participants of the voting: D.V. Krainskiy, A.V. Golovtsov, M.A. Dokuchaeva.

Members who did not provide questionnaires: none.

The quorum is present.

Date of the minutes: 09.06.2023.

AGENDA:

1. On the recommendation to the Board of Directors of the Company on the issue of approving the terms of remuneration and the amount of the annual maximum possible total personal remuneration of officials of the management staff of Rosseti Centre, PJSC.

Item 1. On the recommendation to the Board of Directors of the Company on the issue of approving the terms of remuneration and the amount of the annual maximum possible total personal remuneration of officials of the management staff of Rosseti Centre, PJSC.

Decision:

To recommend that the Board of Directors of the Company take the following decision:

«1. To establish from 01.07.2023 the terms of remuneration of the General Director of Rosseti Centre, PJSC (hereinafter referred to as the Company), as well as other officials of the Company's management (Deputy General Directors, Chief Accountant - Head of the Department of Accounting and Tax Accounting and Reporting and members of the collegial executive body) in accordance with the Regulation on the terms of remuneration of managers, their deputies, chief accountants and members of collegial executive bodies of state corporations, state companies, business entities, shares in the authorized capital of which are owned by the Russian Federation, approved by Resolution of the Government of the Russian Federation dated 13 February 2023 No. 209 "On the terms of remuneration of managers, their deputies, chief accountants and members of collegial executive bodies of state corporations, state companies, business entities, shares in the authorized capital of which are owned by the Russian Federation" hereinafter referred to as the Regulation on the terms of remuneration, Resolution No. 209), taking into account the approximate form of the employment contract for managers, their deputies, chief accountants and members of collegial executive bodies of state corporations, state companies, business entities, shares in the authorized capital of which are owned by the Russian Federation, developed by the Ministry of Finance of Russia and the Ministry of Labour of Russia (hereinafter - the exemplary form of an employment contract), while:

The target amount of the annual maximum possible total personal remuneration of other officials of the Company's management should not exceed 90% of the target annual maximum possible total personal remuneration of the General Director of the Company, and consists of:

- the amount of official salary and compensation payments per year in the amount of not more than 45% of the annual maximum possible total personal remuneration of another official of the Company's management;

- the amount of the annual bonus for the achievement of key performance indicators and functional key performance indicators in the amount of 50% of the annual maximum possible total personal remuneration of another official of the Company's management (at the same time, the amount of

the annual bonus for the achievement of key performance indicators must be at least 50% of the total amount of such annual bonus);

- the amount of payments from participation in management bodies of other legal entities and other payments in cases established by labour legislation per year within the amount of the annual maximum possible total personal remuneration of another official of the Company's management.

2. The Company's management shall ensure and, if necessary, submit for consideration by the Board of Directors of the Company:

2.1. Establishment in the internal documents of the Company in relation to other officials (employees) of the Company who are not related to the management of the Company, provisions that ensure the inadmissibility of exceeding the threshold of 90% of the annual maximum possible total personal remuneration established for the General Director of the Company.

2.2. Bringing the internal documents of the Company in line with Resolution No. 209, the decision of the Board of Directors of PJSC Rosseti dated 27 April 2023 (Minutes No. 617 dated 28 April 2023).

2.3. Extension of the Regulation on the terms of remuneration regarding to the composition and structure of the annual maximum possible total personal remuneration to managers, their deputies, chief accountants and members of collegial executive bodies of subsidiaries (dependent) companies, while:

2.3.1. The amount of the annual maximum possible total personal remuneration of managers, their deputies, chief accountants and members of collegial executive bodies of subsidiaries (dependent) companies should not exceed 80% of the annual maximum possible total personal remuneration of officials of the Company's management.

3. The amount of the annual maximum possible total personal remuneration of officials of the Company's management team, if it is not less than 10,000,000 (Ten million) rubles, is subject to agreement with PJSC Rosseti for further agreement with the Ministry of Energy of Russia.

4. Employment contracts with officials of the Company's management team are subject to updating by 30 June 2023, taking into account the exemplary form of an employment contract».

Voting results:

Daniil Vladimirovich Krainskiy	- «FOR»
Alexander Viktorovich Golovtsov	- «AGAINST»
Maria Alexandrovna Dokuchaeva	- «FOR»

Total:

«FOR»	- «2»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

Decision is taken.

Appendices: The dissenting opinion from a member of the Personnel and Remuneration Committee of the Board of Directors of the Company, A.V. Golovtsov, on the agenda item (Appendix # 1).

**Chairperson of the Personnel and
Remuneration Committee**

D.V. Krainskiy

**Secretary of the Personnel and
Remuneration Committee**

S.V. Lapinskaya