

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

«22» December 2023

Moscow

No. 16/23

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: 22.12.2023.

AGENDA:

1. On the recommendation to the Board of Directors of the Company on the item «On approval of key performance indicators and functional key performance indicators of the management staff of Rosseti Centre, PJSC».

Item 1. On the recommendation to the Board of Directors of the Company on the item «On approval of key performance indicators and functional key performance indicators 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 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 the Appendix.
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 the Appendix.
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 the Appendix, 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 the Appendix.
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 city power grid” and JSC “EIS”, 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:

Maria Alexandrovna Dokuchaeva - «FOR»

Vitaly Yuryevich Zarkhin - «FOR»

Vladimir Vyacheslavovich Kharitonov - «FOR»

Total:

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

**Chairperson of the Personnel and
Remuneration Committee**

V.V. Kharitonov

**Secretary of the Personnel and
Remuneration Committee**

S.V. Lapinskaya

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).