

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

12 December 2023

Moscow

No. 22/23

Form of the meeting: joint presence.

Time of the meeting: 10 hours 00 minutes – 11 hours 00 minutes.

Place of the meeting: Moscow, Malaya Ordynka St., 15, floor 6, room 611.

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

Participants of the meeting: M.V. Korotkova, A.N. Zharikov.

A written vote was taken into account when determining the results: A.V. Morozov.

Members who neither participated nor provided 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: 12.12.2023.

The meeting of the Audit Committee was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Committee was opened by Chairperson of the Committee, Maria Vyacheslavna Korotkova.

Rosseti Centre, PJSC was represented by:

L.A. Burlakova - Acting Deputy General Director for Corporate and Legal Activities

G.V. Bekasov - Head of the Internal Audit Department

M.V. Kuzin - Head of the Economics Department

A.D. Savostin - Deputy General Director for Sale of Services

L.A. Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department.

PJSC Rosseti was represented by:

V.V. Tsarkov - First Deputy Head of the Internal Audit Department

After the announcement of a quorum regarding the agenda items, the meeting of the Committee was called to order.

AGENDA:

1. On consideration of the interim financial statements of the Company for 9 months of 2023, prepared in accordance with RAS.
2. On consideration of the report of the internal audit unit of the Company on the implementation of the Work Plan for 9 months of 2023 and the results of internal audit activities.
3. On preliminary consideration of the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2024.
4. On preliminary consideration of the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2024.

5. On preliminary determination of the remuneration of the head of the internal audit of the Company (determination of target values of functional KPIs) for 2024.

Item 1. On consideration of the interim financial statements of the Company for 9 months of 2023, prepared in accordance with RAS.

Speaker – L.A. Sklyarova.

Questions were received from A.N. Zharikov.

Answers and explanations were provided by L.A. Sklyarova.

After the discussion the members of the Committee proceeded to vote.

Decision taken at the meeting:

To take into consideration the interim financial statements of the Company for 9 months of 2023, prepared in accordance with RAS.

Voting results under the decision draft, announced at the meeting:

Maria Vyacheslavna Korotkova - «FOR»

Alexey Nikolayevich Zharikov - «FOR»

Voting results by filling in the written vote:

Andrey Vladimirovich Morozov - «FOR»

Total:

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

Decision is taken.

Item 2. On consideration of the report of the internal audit unit of the Company on the implementation of the Work Plan for 9 months of 2023 and the results of internal audit activities.

Speaker – G.V. Bekasov.

Questions were received from A.N. Zharikov and M.V. Korotkova.

Answers and explanations were provided by G.V. Bekasov.

After the discussion the members of the Committee proceeded to vote.

Decision taken at the meeting:

To approve the report of the Internal Audit Department of the Company «On the implementation of the work plan and the results of the internal audit activities for 9 months of 2023» in accordance with Appendix # 1 to this decision of the Audit Committee of the Board of Directors of the Company, including the implementation of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC for the 3rd quarter of 2023.

Voting results under the decision draft, announced at the meeting:

Maria Vyacheslavna Korotkova - «FOR»

Alexey Nikolayevich Zharikov - «FOR»

Voting results by filling in the written vote:

Andrey Vladimirovich Morozov - «FOR»

Total:

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

Decision is taken.

Item 3. On preliminary consideration of the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2024.

Speaker – G.V. Bekasov.

Questions were received from A.N. Zharikov and M.V. Korotkova.

Answers and explanations were provided by G.V. Bekasov.

After the discussion the members of the Committee proceeded to vote.

Decision taken at the meeting:

1. To agree upon the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2024 in accordance with Appendix # 2 to this decision of the Audit Committee of the Board of Directors of the Company.

2. To recommend that General Director of Rosseti Centre, PJSC ensure that the vacant position is filled in the Internal Audit Department of the Company in order to minimize the risk of non-fulfillment of the Work Plan of the Internal Audit Department of the Company for 2024.

3. To recommend that the Board of Directors of Rosseti Centre, PJSC take the following decision:

«To approve the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2024 in accordance with the Appendix».

Voting results under the decision draft, announced at the meeting:

Maria Vyacheslavna Korotkova - «FOR»

Alexey Nikolayevich Zharikov - «FOR»

Voting results by filling in the written vote:

Andrey Vladimirovich Morozov - «FOR»

Total:

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

Decision is taken.

Item 4. On preliminary consideration of the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2024.

Speaker – G.V. Bekasov.

Questions were received from A.N. Zharikov and M.V. Korotkova.

Answers and explanations were provided by G.V. Bekasov.

After the discussion the members of the Committee proceeded to vote.

Decision taken at the meeting:

1. To agree upon the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2024 in accordance with Appendix # 3 to this decision of the Audit Committee of the Board of Directors of the Company.

2. To recommend that the Board of Directors of Rosseti Centre, PJSC take the following decision:

«To approve the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2024 in accordance with the Appendix».

Voting results under the decision draft, announced at the meeting:

Maria Vyacheslavna Korotkova - «FOR»

Alexey Nikolayevich Zharikov - «FOR»

Voting results by filling in the written vote:

Andrey Vladimirovich Morozov - «FOR»

Total:

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

Decision is taken.

Item 5. On preliminary determination of the remuneration of the head of the internal audit of the Company (determination of target values of functional KPIs) for 2024.

Speaker – G.V. Bekasov.

Questions were received from A.N. Zharikov and M.V. Korotkova.

Answers and explanations were provided by G.V. Bekasov.

After the discussion the members of the Committee proceeded to vote.

Decision taken at the meeting:

1. To agree upon the target values of functional KPIs of the head of the internal audit unit of the Company for 2024 in accordance with Appendix # 4 to this decision of the Audit Committee of the Board of Directors of the Company.

2. To recommend that the Board of Directors of Rosseti Centre, PJSC take the following decision:

«1. To determine the target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2024 in accordance with the Appendix.

2. To instruct General Director of the Company to approve in the manner established by the Company the target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2024, specified in paragraph 1 of this decision».

Voting results under the decision draft, announced at the meeting:

Maria Vyacheslavna Korotkova - «FOR»

Alexey Nikolayevich Zharikov - «FOR»

Voting results by filling in the written vote:

Andrey Vladimirovich Morozov - «FOR»

Total:

«FOR» - «3»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

The agenda of the meeting of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC on 12.12.2023 was exhausted. The meeting of the Audit Committee of the Board of Directors of the Company was closed.

Appendices:

1. The report of the Internal Audit Department of the Company «On the implementation of the work plan and the results of the internal audit activities for 9 months of 2023» (Appendix # 1).
2. The Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2024 (Appendix #2).
3. The budget of the Internal Audit Department of Rosseti Centre, PJSC for 2024 (Appendix # 3).
4. The target values of functional KPIs of the head of the internal audit unit of the Company for 2024 (Appendix # 4).

Chairperson of the Audit Committee

M.V. Korotkova

Secretary of the Audit Committee

S.V. Lapinskaya