

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

20 February 2023

Moscow

No. 03/23

Form of the meeting: joint presence.

Time of the meeting: 10 hours 00 minutes – 10 hours 50 minutes.

Place of the meeting: Moscow, Malaya Ordynka St., 15, floor 1, room 611.

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

Participants of the meeting: M.V. Korotkova, V.Y. Zarkhin, 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: 20.02.2023.

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.

The following persons from Rosseti Centre, PJSC were present:
G.V. Bekasov – Deputy Head of the Internal Audit Department
Y.V. Marakin - Deputy General Director for Security

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

ADJUSTED AGENDA:

1. On preliminary consideration of the internal audit report on the implementation of the work plan and the results of internal audit activities, including the results of self-assessment of the quality of internal audit activities for 2022, the implementation of the action plan for development and improvement of the Company's internal audit activities and the action plan for professional development of internal auditors.
2. On preliminary consideration of the report of General Director of the Company «On implementation of the Anti-Corruption Policy of the Company in 2022».

Item 1. On preliminary consideration of the internal audit report on the implementation of the work plan and the results of internal audit activities, including the results of self-assessment of the quality of internal audit activities for 2022, the implementation of the action plan for development and improvement of the Company's internal audit activities and the action plan for professional development of internal auditors.

Speaker – G.V. Bekasov.

Questions were received from A.V. Morozov 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 report on the implementation of the internal audit work plan of Rosseti Centre, PJSC for 2022, including the results of self-assessment of the quality of internal audit activities for 2022, the results of the implementation in 2022 of the action plan for the development and improvement of the Company's internal audit activities for the period from 2020 to 2024 and the action plan for the professional development of internal auditors in Rosseti Centre, PJSC for the period of 2022-2024, as well as the achievement of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC in 2022, in accordance with Appendix # 1 to this decision of the Audit Committee.

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

«To approve the report on the implementation of the internal audit work plan of Rosseti Centre, PJSC for 2022, including the results of self-assessment of the quality of internal audit activities for 2022, the results of the implementation in 2022 of the action plan for the development and improvement of the Company's internal audit activities for the period from 2020 to 2024 and the action plan for the professional development of internal auditors in Rosseti Centre, PJSC for the period of 2022-2024, as well as the achievement of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC in 2022, in accordance with the Appendix».

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

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 General Director of the Company «On implementation of the Anti-Corruption Policy of the Company in 2022».

Speaker – Y.V. Marakin.

Questions were received from A.V. Morozov.

Answers and explanations were provided by Y.V. Marakin.

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

Decision taken at the meeting:

To recommend that the Board of Directors of Rosseti Centre, PJSC take into consideration the report on compliance with the Anti-Corruption Policy and the results of Anti-Corruption Monitoring in Rosseti Centre, PJSC based on the results of 2022 as part of the report of General Director of the Company on the implementation in the 4th quarter of 2022 of the decisions taken at the meeting of the Board of Directors of the Company, in accordance with Appendix # 2 to this decision of the Audit Committee.

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

Maria Vyacheslavna Korotkova	- «FOR»
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Vitaly Yuryevich Zarkhin - «FOR»
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 20.02.2023 was exhausted. The meeting of the Audit Committee of the Board of Directors of the Company was closed.

Appendices:

1. The report on the implementation of the internal audit work plan of Rosseti Centre, PJSC for 2022, including the results of self-assessment of the quality of internal audit activities for 2022, the results of the implementation in 2022 of the action plan for the development and improvement of the Company's internal audit activities for the period from 2020 to 2024 and the action plan for the professional development of internal auditors in Rosseti Centre, PJSC for the period of 2022-2024, as well as the achievement of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC in 2022 (Appendix #1).
2. The report on compliance with the Anti-Corruption Policy and the results of Anti-Corruption Monitoring in Rosseti Centre, PJSC based on the results of 2022 (Appendix # 2).

Chairperson of the Audit Committee

M.V. Korotkova

Secretary of the Audit Committee

S.V. Lapinskaya