

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

«18» November 2022

Moscow

No. 59/22

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **A.V. Golovtsov, Y.V. Goncharov, M.A. Dokuchaeva, V.Y. Zarkhin, M.V. Korotkova, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, A.V. Molsky, A.V. Morozov, A.A. Polinov.**

Members who did not provide questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **18.11.2022.**

**AGENDA:**

1. On material incentives for General Director of Rosseti Centre, PJSC.

**Item 1. On material incentives for General Director of Rosseti Centre, PJSC.**

**Decision:**

1. In accordance with para. 3.8 of the Regulation on material incentives for General Director of Rosseti Centre, PJSC, approved by the decision of the Board of Directors of the Company on 15.07.2011 (Minutes # 16/11 dated 18.07.2011), as amended by decisions of the Company's Board of Directors on 18.12.2014 (Minutes # 29/14 dated 19.12.2014), on 26.02.2015 (Minutes # 03/15 dated 27.02.2015), on 29.05.2017 (Minutes # 14/17 dated 31.05.2017), on 07.09.2017 (Minutes # 22/17 dated 08.09.2017), on 30.09.2019 (Minutes # 31/19), on 30.11.2020 (Minutes # 58/20) and 03.12.2021 (Minutes # 56/21 dated 03.12.2021) to pay an additional bonus for achieving the KPI values determined for the variable component of the remuneration of the Agreement on the transfer of the powers of the sole executive body of Rosseti Centre and Volga region, PJSC dated 07.10.2020 # 7700/00224/20, based on the results of 2021, to General Director of Rosseti Centre, PJSC Igor Vladimirovich Makovskiy in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. In accordance with para. 3.8 of the Regulation on material incentives for General Director of Rosseti Centre, PJSC, approved by the decision of the Board of Directors of the Company on 15.07.2011 (Minutes # 16/11 dated 18.07.2011), as amended by decisions of the Company's Board of Directors on 18.12.2014 (Minutes # 29/14 dated 19.12.2014), on 26.02.2015 (Minutes # 03/15 dated 27.02.2015), on 29.05.2017 (Minutes # 14/17 dated 31.05.2017), on 07.09.2017 (Minutes # 22/17 dated 08.09.2017), on 30.09.2019 (Minutes # 31/19), on 30.11.2020 (Minutes # 58/20) and 03.12.2021 (Minutes # 56/21 dated 03.12.2021) to pay an additional bonus for achieving the KPI values determined for the variable component of the remuneration of the Agreement on the transfer of the powers of the sole executive body of Rosseti Centre and Volga region, PJSC dated 07.10.2020 # 7700/00224/20, based on the results of 2021, to General Director of Rosseti Centre, PJSC Igor Vladimirovich Makovskiy if the Board of Directors of Rosseti Centre and Volga region, PJSC makes a decision on full implementation of the KPI "Efficiency of Innovative Activities" of General Director of Rosseti Centre and Volga region, PJSC for 2021 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                    |         |
|------------------------------------|---------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Yury Vladimirovich Goncharov    | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva   | - «FOR» |
| 4. Vitaly Yuryevich Zarkhin        | - «FOR» |
| 5. Maria Vyacheslavna Korotkova    | - «FOR» |
| 6. Daniil Vladimirovich Krainskiy  | - «FOR» |
| 7. Andrey Vladimirovich Mayorov    | - «FOR» |
| 8. Igor Vladimirovich Makovskiy    | - «FOR» |
| 9. Alexey Valeryevich Molsky       | - «FOR» |
| 10. Andrey Vladimirovich Morozov   | - «FOR» |
| 11. Alexey Alexandrovich Polinov   | - «FOR» |

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.****Appendices:**

1. The calculation of the additional bonus for achieving the KPI values determined for the variable component of the remuneration of the Agreement on the transfer of the powers of the sole executive body of Rosseti Centre and Volga region, PJSC to Rosseti Centre, PJSC for General Director of Rosseti Centre, PJSC Igor Vladimirovich Makovskiy for 2021 (under Agreement dated 07.10.2020 # 7700/00224/20) (Appendix # 1).
2. The calculation of the additional bonus for achieving the KPI values determined for the variable component of the remuneration of the Agreement on the transfer of the powers of the sole executive body of Rosseti Centre and Volga region, PJSC to Rosseti Centre, PJSC for General Director of Rosseti Centre, PJSC Igor Vladimirovich Makovskiy for 2021 under the KPI “Efficiency of Innovative Activities” (under Agreement dated 07.10.2020 # 7700/00224/20) (Appendix # 2).

**Chairperson of the Board of  
Directors of Rosseti Centre, PJSC**

**A.V. Mayorov**

**Corporate Secretary  
of Rosseti Centre, PJSC**

**S.V. Lapinskaya**