

MINUTES
of meeting of the Strategy Committee
of the Board of Directors of Rosseti Centre, PJSC

22 December 2021

Moscow

No. 31/21

Form of the meeting: absent voting.

Total number of members of the Strategy Committee: 11 persons.

Participants of the voting: A.G. Aleshin, A.V. Golovtsov, P.V. Grebtsov, V.Y. Zarkhin, V.A. Kapitonov, A.I. Krupenina, D.D. Mikheev, E.V. Prokhorov, M.G. Tikhonova, V.A. Ukolov, A.V. Shevchuk.

Members who provided questionnaires: none.

The quorum is present.

Date of the minutes: 22.12.2021.

AGENDA:

1. On the recommendation to the Board of Directors of the Company regarding the item «On consideration of reports on the actual achievement of effects from the implementation of the transaction for the acquisition of JSC “VGES” and the transaction for the acquisition of JSC “TGES” and information on the further strategy for structuring the assets of JSC “VGES” and JSC “TGES” as part of the group of companies of Rosseti Centre, PJSC».

2. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Program for disposal of non-core assets of Rosseti Centre, PJSC in a new edition».

Item 1. On the recommendation to the Board of Directors of the Company regarding the item «On consideration of reports on the actual achievement of effects from the implementation of the transaction for the acquisition of JSC “VGES” and the transaction for the acquisition of JSC “TGES” and information on the further strategy for structuring the assets of JSC “VGES” and JSC “TGES” as part of the group of companies of Rosseti Centre, PJSC».

Decision:

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

«1. To take into consideration the report on the actual achievement of effects from the implementation of the transaction for the acquisition of JSC “VGES” (Minutes of the meeting of the Board of Directors of the Company dated 17.10.2019 # 34/19) and the report on the actual achievement of effects from the implementation of the transaction for the acquisition of JSC “TGES” (Minutes of the meeting of the Board of Directors of the Company dated 29.11.2019 # 41/19) in accordance with the Appendices.

2. To take into consideration the information on the further strategy for structuring the assets of JSC “VGES” and JSC “TGES” as part of the group of companies of Rosseti Centre, PJSC in accordance with the Appendix».

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Artem Gennadievich Aleshin | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «FOR» |
| 3. Pavel Vladimirovich Grebtsov | - «FOR» |
| 4. Vitaly Yuryevich Zarkhin | - «AGAINST» |
| 5. Vladislav Albertovich Kapitonov | - «FOR» |
| 6. Anastasiya Igorevna Krupenina | - «ABSTAINED» |
| 7. Dmitry Dmitrievich Mikheev | - «FOR» |
| 8. Egor Vyacheslavovich Prokhorov | - «FOR» |
| 9. Maria Gennadievna Tikhonova | - «FOR» |
| 10. Vladimir Anatolyevich Ukolov | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

Decision is taken.

Dissenting opinions were received on this item from members of the Strategy Committee of the Board of Directors of the Company, V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 1-2).

Item 2. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Program for disposal of non-core assets of Rosseti Centre, PJSC in a new edition».

Decision:

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

«1. To approve the Program for disposal of non-core assets of Rosseti Centre, PJSC in a new edition, in accordance with the Appendix.

2. General Director of Rosseti Centre, PJSC shall ensure that a report on the progress of the Register of non-core assets is submitted to the Board of Directors of Rosseti Centre, PJSC for consideration: quarterly, no later than 30 calendar days of the month following the reporting quarter.

3. To declare invalid:

- para. 3 of the decision of the Board of Directors of the Company, adopted on 15.10.2014 (Minutes dated 16.10.2014 #23/14), as amended on 28.12.2016 (Minutes dated 30.12.2016 #36/16);

- para. 3 of the decision of the Board of Directors of the Company adopted on 28.12.2016 (Minutes dated 30.12.2016 #36/16) on item # 2 «On the procedure for identifying and selling non-core assets of IDGC of Centre, PJSC»;

- para. 1 and para. 5 of the decision of the Board of Directors of the Company adopted on 21.02.2018 (Minutes dated 22.02.2018 #06/18) on item # 1 «On approval of an internal document of the Company – the Program for disposal of non-core assets of IDGC of Centre, PJSC in a new edition».

Voting results:

1. Artem Gennadievich Aleshin	- «FOR»
2. Alexander Viktorovich Golovtsov	- «FOR»
3. Pavel Vladimirovich Grebtsov	- «FOR»
4. Vitaly Yuryevich Zarkhin	- «ABSTAINED»
5. Vladislav Albertovich Kapitonov	- «FOR»
6. Anastasiya Igorevna Krupenina	- «ABSTAINED»
7. Dmitry Dmitrievich Mikheev	- «FOR»
8. Egor Vyacheslavovich Prokhorov	- «FOR»
9. Maria Gennadievna Tikhonova	- «FOR»
10. Vladimir Anatolyevich Ukolov	- «FOR»
11. Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

A dissenting opinion was received on this item from a member of the Strategy Committee of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 2).

Appendices: The dissenting opinions on agenda items ## 1-2 from the members of the Strategy Committee of the Board of Directors of the Company, V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 1-2).

Chairperson of the Strategy Committee

P.V. Grebtsov

Secretary of the Strategy Committee

S.V. Lapinskaya