

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

22 March 2022

Moscow

No. 05/22

Form of the meeting: joint presence (in video conferencing format).

Time of the meeting: 11 hours 30 minutes – 12 hours 30 minutes.

Place of the meeting: Moscow, Malaya Ordynka St., 15, floor 1, room 201.

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

Participants of the meeting: M.V. Korotkova, A.I. Krupenina, A.V. Shevchuk.

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: 22.03.2022.

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, Alexander Viktorovich Shevchuk.

A member of the Board of Directors of Rosseti Centre, PJSC, A.V. Golovtsov, was present.

The following persons from Rosseti Centre, PJSC were present:

A.G. Aleshin - Deputy General Director for Economy and Finance

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

S.V. Lopatina - Head of 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 preliminary consideration of the draft of the financial statements of the Company for 2021, prepared under RAS.

2. On consideration of the information of the Company's management for non-standard transactions and events, as well as the formation of provision for doubtful debts and estimated liabilities.

3. On consideration of the Information of the Company's management on the implementation of the Corrective Action Plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations for 2021.

4. On consideration of the report of the internal audit division of the Company on the implementation of the Work plan and the results of internal audit activities for 2021, including the results of self-assessment of the quality of internal audit activities for 2021, as well as the implementation of the action plan for the development and improvement of the Company's internal audit activities.

Item 1. On preliminary consideration of the draft of the financial statements of the Company for 2021, prepared under RAS.

Speaker – L.A. Sklyarova.

When discussing the report, questions and comments on the report came from A.V. Golovtsov and A.V. Shevchuk.

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

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

Decision taken at the meeting:

1. To take into consideration the draft of the financial statements of the Company for 2021, prepared under RAS, in accordance with Appendix # 1 to this decision of the Audit Committee.

2. To recommend that the Board of Directors of Rosseti Centre, PJSC submit for approval by the Annual General Meeting of Shareholders of the Company the annual financial statements of the Company for 2021, prepared under RAS.

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

Maria Vyacheslavna Korotkova - «FOR»

Anastasiya Igorevna Krupenina - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 2. On consideration of the information of the Company's management for non-standard transactions and events, as well as the formation of provision for doubtful debts and estimated liabilities.

Speaker – L.A. Sklyarova.

When discussing the report, questions and comments on the report came from A.V. Golovtsov and A.V. Shevchuk.

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

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

Decision taken at the meeting:

To take into consideration Rosseti Centre's management's information for non-standard transactions and events, as well as the formation of provision for doubtful debts and estimated liabilities for 2021 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»

Anastasiya Igorevna Krupenina - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 3. On consideration of the Information of the Company's management on the implementation of the Corrective Action Plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations

for 2021.

Speaker – S.V. Lopatina.

When discussing the report, questions and comments on the report came from A.V. Golovtsov, M.V. Korotkova and A.V. Shevchuk.

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

Answers and explanations were provided by S.V. Lopatina.

Decision taken at the meeting:

To take into consideration the information of the Company's management on the implementation of the Corrective Action Plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations for 2021 in accordance with Appendix # 3 to this decision of the Audit Committee.

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

Maria Vyacheslavna Korotkova - «FOR»

Anastasiya Igorevna Krupenina - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR» - «3»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

Item 4. On consideration of the report of the internal audit division of the Company on the implementation of the Work plan and the results of internal audit activities for 2021, including the results of self-assessment of the quality of internal audit activities for 2021, as well as the implementation of the action plan for development and improvement of the Company's internal audit activities.

Speaker – S.V. Lopatina.

When discussing the report, questions and comments on the report came from A.V. Golovtsov, A.V. Shevchuk and A.I. Krupenina.

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

Answers and explanations were provided by S.V. Lopatina.

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 2021, including the results of self-assessment of the quality of internal audit activities for 2021, the results of the implementation in 2021 of the Plan for development and improvement of the Company's internal audit activities for the period from 2020 to 2024, as well as the achievement of key performance indicators of the head of the internal audit division of Rosseti Centre, PJSC in 2021 and the Action plan for professional development of internal auditors of Rosseti Centre, PJSC for the period of 2022-2024 in accordance with Appendix # 4 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 2021, including the results of self-assessment of the quality of internal audit activities for 2021, the results of the implementation in 2021 of the Plan for development and improvement of the Company's internal audit activities for the period from 2020 to 2024, as well as the achievement of key performance indicators of the head of the internal audit division of Rosseti Centre, PJSC in 2021 and the Action plan for professional development of internal auditors of Rosseti Centre, PJSC for the period of 2022-2024, in accordance with the Appendix».

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

Maria Vyacheslavna Korotkova - «FOR»
Anastasiya Igorevna Krupenina - «FOR»
Alexander Viktorovich Shevchuk - «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 22.03.2022 was exhausted.

The meeting of the Audit Committee of the Board of Directors of the Company was closed.

Appendices:

1. The draft of the financial statements of the Company for 2021, prepared under RAS (Appendix 1).
2. Rosseti Centre's management's information for non-standard transactions and events, as well as the formation of provision for doubtful debts and estimated liabilities for 2021 (Appendix #2).
3. The information of the Company's management on the implementation of the Corrective Action Plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations for 2021 (Appendix # 3).
4. The report on the implementation of the internal audit Work plan of Rosseti Centre, PJSC for 2021, including the results of self-assessment of the quality of internal audit activities for 2021, the results of the implementation in 2021 of the Plan for development and improvement of the Company's internal audit activities for the period from 2020 to 2024, as well as the achievement of key performance indicators of the head of the internal audit division of Rosseti Centre, PJSC in 2021 and the Action plan for professional development of internal auditors of Rosseti Centre, PJSC for the period of 2022-2024 (Appendix # 4).

Chairperson of the Audit Committee

A.V. Shevchuk

Secretary of the Audit Committee

S.V. Lapinskaya