

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

«25» November 2022

Moscow

No. 61/22

 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: **28.11.2022.**
**AGENDA:**

1. On consideration of proposals of shareholders of the Company on nomination of candidates to the Board of Directors of Rosseti Centre, PJSC.
2. On recommendations to the Extraordinary General Meeting of Shareholders of the Company on the amount of dividends on the Company's shares based on the results of 9 months of 2022 and the procedure for their payment.
3. On approval of the form and text of the voting ballot at the Extraordinary General Meeting of Shareholders, as well as the wording of decisions on the agenda issues of the Extraordinary General Meeting of Shareholders, which must be sent in electronic form (in the form of electronic documents) to nominee shareholders registered in the register of shareholders of the Company.
4. On approval of the cost estimate associated with the preparation and holding of the Extraordinary General Meeting of Shareholders of the Company.

**Item 1. On consideration of proposals of shareholders of the Company on nomination of candidates to the Board of Directors of Rosseti Centre, PJSC.**
**Decision:**

To include the following nominees into the list of candidates for voting to be elected for the Board of Directors of the Company:

Item ##	Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Board of Directors of the Company	Position, Place of Employment of the Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Board of Directors of the Company	Full name/name of the shareholder (s), who proposed to include the Candidate into the list for voting to be elected for the Board of Directors of the Company	Number of voting shares of the Company held by the shareholder (s) (in percentage terms)
1	Alexey Nikolayevich Zharikov	Adviser, JSC "Elektrosentraladka"	SOYUZ ENERGO LLC	2,73
2	Elena Viktorovna Andreeva	Chief Adviser of PJSC Rosseti, Deputy Director General for Sale of Services and Transport of the Electric Power Industry of Public Joint Stock Company "Federal Grid Company - Rosseti"	PJSC Rosseti	50,23
3	Yury Vladimirovich Goncharov	Chief Adviser of PJSC Rosseti	PJSC Rosseti	50,23
4	Maria Alexandrovna Dokuchaeva	Chief Adviser of PJSC Rosseti	PJSC Rosseti	50,23
5	Maria Vyacheslavna Korotkova	Development Director of Technoinnovation LLC	PJSC Rosseti	50,23
6	Daniil Vladimirovich Krainskiy	Deputy Director General for Legal Support of PJSC Rosseti, Deputy Director General for Legal Support of Public Joint Stock Company "Federal Grid Company - Rosseti"	PJSC Rosseti	50,23

7	Evgeny Viktorovich Lyapunov	Chief Adviser of PJSC Rosseti, Deputy Director General - Chief Engineer of Public Joint Stock Company "Federal Grid Company - Rosseti"	PJSC Rosseti	50,23
8	Igor Vladimirovich Makovskiy	General Director of Rosseti Centre, PJSC	PJSC Rosseti	50,23
9	Alexey Alexandrovich Polinov	Chief Adviser of PJSC Rosseti, Acting Deputy Director General for Economics and Finance of PJSC Rosseti, Deputy Director General for Economics and Finance of Public Joint Stock Company "Federal Grid Company - Rosseti"	PJSC Rosseti	50,23
10	Alexander Viktorovich Golovtsov		Company «New Russian Generation Limited»	15,98
11	Vitaly Yuryevich Zarkhin		Company «New Russian Generation Limited»	15,98
12	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors	Company «New Russian Generation Limited»	15,98
13	Andrey Alexandrovich Marchenko	Partner, Investment company SINAI Capital	Company «New Russian Generation Limited»	15,98

#### **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.**

### **Item 2. On recommendations to the Extraordinary General Meeting of Shareholders of the Company on the amount of dividends on the Company's shares based on the results of 9 months of 2022 and the procedure for their payment.**

#### **Decision:**

To recommend that the Extraordinary General Meeting of Shareholders of the Company take the following decision:

1. To pay dividends on common stocks of the Company from the Company's net profit following the results of 9 months of 2022 in the amount of RUB 0.0340 per ordinary share of the Company in cash.
2. The amount of accrued dividends per one shareholder of the Company is determined with an accuracy of one kopeck. The number is rounded off in the calculation according to the rules of mathematical rounding.
3. The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.
4. To define the record date of the list of persons entitled to receive dividends as 08 January 2023.

#### **Voting results:**

1. Alexander Viktorovich Golovtsov - «ABSTAINED»
2. Yury Vladimirovich Goncharov - «FOR»
3. Maria Alexandrovna Dokuchaeva - «FOR»

- |     |                               |         |
|-----|-------------------------------|---------|
| 4.  | Vitaly Yuryevich Zarkhin      | - «FOR» |
| 5.  | Maria Vyacheslavna Korotkova  | - «FOR» |
| 6.  | Daniil Vladimirovich Krainkiy | - «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»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

*A member of the Board of Directors of the Company, A.V. Golovtsov, submitted a dissenting opinion on the item (Appendix #5).*

**Item 3. On approval of the form and text of the voting ballot at the Extraordinary General Meeting of Shareholders, as well as the wording of decisions on the agenda issues of the Extraordinary General Meeting of Shareholders, which must be sent in electronic form (in the form of electronic documents) to nominee shareholders registered in the register of shareholders of the Company.**

**Decision:**

1. To approve the form and text of ballots for voting at the Extraordinary General Meeting of Shareholders of the Company in accordance with Appendices ## 1-2 to this decision of the Board of Directors of the Company.
2. To send in electronic form (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders, the wording of decisions specified in the voting ballots shall be used.
3. To instruct General Director of the Company to ensure that the voting ballots are sent to the shareholders of the Company in accordance with para. 10 of the decision of the Board of Directors of Rosseti Centre, PJSC taken on 01.11.2022 (Minutes # 57/22) on item # 1 «On convening the Extraordinary General Meeting of Shareholders of the Company».

**Voting results:**

- |     |                                 |               |
|-----|---------------------------------|---------------|
| 1.  | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2.  | Yury Vladimirovich Goncharov    | - «FOR»       |
| 3.  | Maria Alexandrovna Dokuchaeva   | - «FOR»       |
| 4.  | Vitaly Yuryevich Zarkhin        | - «FOR»       |
| 5.  | Maria Vyacheslavna Korotkova    | - «FOR»       |
| 6.  | Daniil Vladimirovich Krainkiy   | - «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»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 4. On approval of the cost estimate associated with the preparation and holding of the Extraordinary General Meeting of Shareholders of the Company.**

**Decision:**

1. To approve the cost estimate associated with the preparation and holding of the Extraordinary

General Meeting of Shareholders of the Company in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

2. General Director of the Company not later than two months after the holding of the Extraordinary General Meeting of Shareholders to submit to the Board of Directors a report on the expenditure of funds for preparation and holding of the Extraordinary General Meeting of Shareholders under the form in accordance with Appendix # 4 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 form and text of ballots for voting at the Extraordinary General Meeting of Shareholders of the Company (Appendices ## 1-2).
2. The cost estimate associated with the preparation and holding of the Extraordinary General Meeting of Shareholders of the Company (Appendix # 3).
3. The form of the report on the expenditure of funds for preparation and holding of the Extraordinary General Meeting of Shareholders of the Company (Appendix # 4).
4. The dissenting opinion from the member of the Board of Directors of the Company, A.V. Golovtsov, on agenda item # 2 (Appendix #5).

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

**A.V. Mayorov**

**Corporate Secretary  
of Rosseti Centre, PJSC**

**S.V. Lapinskaya**