

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

«21» December 2022

Moscow

No. 66/22

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: **23.12.2022.****AGENDA:**

1. On amendments to the Methodology of calculation and assessment of key performance indicators of General Director of Rosseti Centre, PJSC and the target values of key performance indicators of General Director of Rosseti Centre, PJSC.
2. On approval of the Program of non-state pension provision for employees of Rosseti Centre, PJSC for 2023.
3. On approval of nomination of insurers of Rosseti Centre, PJSC.
4. On approval of the Program of insurance coverage of Rosseti Centre, PJSC for 2023.

Item 1. On amendments to the Methodology of calculation and assessment of key performance indicators of General Director of Rosseti Centre, PJSC and the target values of key performance indicators of General Director of Rosseti Centre, PJSC.**Decision:**

1. To amend the Methodology of calculation and assessment of key performance indicators of General Director of Rosseti Centre, PJSC, approved by the decision of the Board of Directors of IDGC of Centre, PJSC dated 12.10.2020 (Minutes of 13.10.2020 # 46/20) in accordance with Appendix # 1 to this decision, extend the validity, starting from 01.01.2022.
2. To amend the target values of key performance indicators of General Director of Rosseti Centre, PJSC for 2022, approved by the decision of the Board of Directors of Rosseti Centre, PJSC dated 28.01.2022 (Minutes of 31.01.2022 # 02/22) in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «AGAINST» |
| 2. Yury Vladimirovich Goncharov | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 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 | - «ABSTAINED» |
| 11. Alexey Alexandrovich Polinov | - «FOR» |

Total:

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

Decision is taken.

A member of the Board of Directors of the Company, A.V. Golovtsov, submitted a dissenting opinion on the item (Appendix # 5.1).

Item 2. On approval of the Program of non-state pension provision for employees of Rosseti Centre, PJSC for 2023.**Decision:**

To approve the Program of non-state pension provision for employees of Rosseti Centre, PJSC for 2023 in accordance with Appendix # 3 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 | - «ABSTAINED» |
| 11. | Alexey Alexandrovich Polinov | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.**Item 3. On approval of nomination of insurers of Rosseti Centre, PJSC.****Decision:**

To approve the following insurance organization as the insurer of Rosseti Centre, PJSC:

Type of insurance	Insurance company	Period of insurance (issue of certificates of insurance)
Directors and Officers Liability Insurance (D&O)	JSC SOGAZ	01.01.2023-31.03.2023

Voting results:

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

Decision is taken.

Item 4. On approval of the Program of insurance coverage of Rosseti Centre, PJSC for 2023.

Decision:

To approve the Program of insurance coverage of Rosseti Centre, PJSC for 2023 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Viktorovich Golovtsov	- «ABSTAINED»
2. Yury Vladimirovich Goncharov	- «FOR»
3. Maria Alexandrovna Dokuchaeva	- «FOR»
4. Vitaly Yuryevich Zarkhin	- «ABSTAINED»
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	- «ABSTAINED»
11. Alexey Alexandrovich Polinov	- «FOR»

Total:

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

Decision is taken.

A member of the Board of Directors of the Company, A.V. Golovtsov, submitted a dissenting opinion on the item (Appendix # 5.2).

Appendices:

1. The amendments to the Methodology of calculation and assessment of key performance indicators of General Director of Rosseti Centre, PJSC (Appendix # 1).
2. The amendments to the target values of key performance indicators of General Director of Rosseti Centre, PJSC for 2022 (Appendix # 2).
3. The Program of non-state pension provision for employees of Rosseti Centre, PJSC for 2023 (Appendix # 3).
4. The Program of insurance coverage of Rosseti Centre, PJSC for 2023 (Appendix # 4).
5. The dissenting opinion from the member of the Board of Directors of the Company, A.V. Golovtsov, on agenda item # 1 and # 4 (Appendices #5.1 and # 5.2).

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

A.V. Mayorov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya