

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

07 December 2021

Moscow

No. 18/21

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

**Time of the meeting:** 10 hours 00 minutes – 11 hours 00 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:** 07.12.2021.

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.

S.V. Lopatina – Head of Internal Audit Department was present from Rosseti Centre, PJSC.

After the announcement of a quorum regarding the agenda items, the meeting of the Committee was called to order.

**AGENDA:**

1. On consideration of the report of the Internal Audit Department of the Company «On the implementation of the Work Plan for 9 months of 2021 and the results of the internal audit activities».
2. On preliminary consideration of the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2022.
3. On preliminary consideration of the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2022.
4. On preliminary determination of the remuneration of the head of the internal audit of Rosseti Centre, PJSC (determination of target values of functional KPIs) for 2022.

**Item 1. On consideration of the report of the Internal Audit Department of the Company «On the implementation of the Work Plan for 9 months of 2021 and the results of the 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, A.I. Krupenina, M.V. Korotkova.

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

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

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

**Decision taken at the meeting:**

To approve the Report of the Internal Audit Department of the Company «On the implementation of the Work Plan for 9 months of 2021 and the results of the internal audit activities» in accordance with Appendix # 1 to this decision of the Audit Committee of the Board of Directors of the Company, including the implementation of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC for the 3rd quarter of 2021.

**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 preliminary consideration of the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2022.**

Without a report on the issue, the members of the Committee proceeded to the discussion. Questions were asked by A.V. Golovtsov and A.V. Shevchuk.

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

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

**Decision taken at the meeting:**

1. To agree upon the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2022 in accordance with Appendix # 2 to this decision of the Audit Committee of the Board of Directors of the Company.
2. To recommend that the Board of Directors of Rosseti Centre, PJSC take the following decision:

*«To approve the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2022 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.**

**Item 3. On preliminary consideration of the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2022.**

Without a report on the issue, the members of the Committee proceeded to the discussion. Questions were asked by A.V. Golovtsov and A.V. Shevchuk.

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

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

**Decision taken at the meeting:**

1. To agree upon the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2022 in accordance with Appendix # 3 to this decision of the Audit Committee of the Board

of Directors of the Company.

2. To recommend that the Board of Directors of Rosseti Centre, PJSC take the following decision:

*«To approve the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2022 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.**

**Item 4. On preliminary determination of the remuneration of the head of the internal audit of Rosseti Centre, PJSC (determination of target values of functional KPIs) for 2022.**

Without a report on the issue, the members of the Committee proceeded to the discussion. Questions were asked by A.V. Golovtsov and A.V. Shevchuk.

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

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

**Decision taken at the meeting:**

1. To agree upon the target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2022 in accordance with Appendix # 4 to this decision of the Audit Committee of the Board of Directors of the Company.

2. To recommend that the Board of Directors of Rosseti Centre, PJSC take the following decision:

*«1. To determine the target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2022 in accordance with the Appendix.*

*2. To instruct General Director of the Company to approve in the manner established by the Company the target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2022, specified in paragraph 1 of this decision».*

**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.**

**Appendices:**

1. The Report of the Internal Audit Department of Rosseti Centre, PJSC «On the implementation of the Work Plan for 9 months of 2021 and the results of the internal audit activities» (Appendix # 1).

2. The Work Plan of the Internal Audit Department of the Company for 2022 (Appendix # 2).

3. The budget of the Internal Audit Department of the Company for 2022 (Appendix # 3).

4. The target values of functional KPIs of the head of the internal audit unit of the Company for 2022 (Appendix # 4).

The agenda of the meeting of the Audit Committee of the Board of Directors of Rosseti

Centre, PJSC on 07.12.2021 was exhausted.

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

**Chairperson of the Audit Committee**

**A.V. Shevchuk**

**Secretary of the Audit Committee**

**S.V. Lapinskaya**