

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

28 April 2023

Moscow

No. 09/23

Form of the meeting: absent voting.

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

Participants of the voting: M.V. Korotkova, V.Y. Zarkhin, A.V. Morozov.

Members who did not provide 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: 28.04.2023.

AGENDA:

1. On approval of information on the Company's internal control and risk management systems contained in the Company's Annual Report for 2022.
2. On assessing the effectiveness of the process of conducting an external audit of the financial statements of Rosseti Centre, PJSC for 2022, prepared in accordance with RAS, and the auditor's report.
3. On consideration of the report of the Internal Audit Department of the Company «On implementation of the Work Plan and the results of the internal audit activity for the 1st quarter of 2023».
4. On consideration of the Report on execution of instructions of the Audit Committee of the Board of Directors of the Company for the 2022-2023 corporate year.

Item 1. On approval of information on the Company's internal control and risk management systems contained in the Company's Annual Report for 2022.

Decision:

1. To approve the content of the section of the Annual Report of Rosseti Centre, PJSC for 2022 on the internal control and risk management systems in accordance with Appendix # 1 to this decision of the Audit Committee.
2. Based on the results of consideration by the Board of Directors of Rosseti Centre, PJSC of the assessment of the internal audit of the effectiveness of the Company's internal control and risk management systems for 2022, to update the data in the section of the Annual Report on the ICS and RMS in terms of the level of maturity of the ICS and RMS and the details of the decision of the Board of Directors of the Company.

Voting results:

Maria Vyacheslavna Korotkova - «FOR»

Vitaly Yuryevich Zarkhin - «FOR»

Andrey Vladimirovich Morozov - «FOR»

Total:

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

Decision is taken.

Item 2. On assessing the effectiveness of the process of conducting an external audit of the financial statements of Rosseti Centre, PJSC for 2022, prepared in accordance with RAS, and the auditor's report.

Decision:

1. To approve the Conclusion on the assessment of the quality of the audit, the auditors' opinions and the effectiveness of the process of conducting an external audit of the financial statements of Rosseti Centre, PJSC for 2022 in accordance with Appendix # 2 to this decision of the Audit Committee.
2. To recommend that General Director of the Company include the Conclusion on the assessment of the quality of the audit, the auditors' opinions and the effectiveness of the process of conducting an external audit of the financial statements of Rosseti Centre, PJSC for 2022 into the list of materials provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company.

Voting results:

Maria Vyacheslavna Korotkova - «FOR»
Vitaly Yuryevich Zarkhin - «FOR»
Andrey Vladimirovich Morozov - «FOR»

Total:

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

Decision is taken.

Item 3. On consideration of the report of the Internal Audit Department of the Company «On implementation of the Work Plan and the results of the internal audit activity for the 1st quarter of 2023».

Decision:

To approve the report of the Internal Audit Department of the Company «On implementation of the Work Plan and the results of the internal audit activity for the 1st quarter of 2023» in accordance with Appendix # 3 to this decision of the Audit Committee, including the achievement of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC for the 1st quarter of 2023.

Voting results:

Maria Vyacheslavna Korotkova - «FOR»
Vitaly Yuryevich Zarkhin - «FOR»
Andrey Vladimirovich Morozov - «FOR»

Total:

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

Decision is taken.

Item 4. On consideration of the Report on execution of instructions of the Audit Committee of the Board of Directors of the Company for the 2022-2023 corporate year.

Decision:

To take into consideration the Report «On the execution of the instructions of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC for the 2022-2023 corporate year» in accordance with Appendix # 4 to this decision of the Audit Committee.

Voting results:**Maria Vyacheslavna Korotkova** - «FOR»**Vitaly Yuryevich Zarkhin** - «FOR»**Andrey Vladimirovich Morozov** - «FOR»**Total:**

«FOR» - «3»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.**Appendices:**

1. The section of the Annual Report of Rosseti Centre, PJSC for 2022 on the internal control and risk management systems (Appendix # 1).
2. The Conclusion on the assessment of the quality of the audit, the auditors' opinions and the effectiveness of the process of conducting an external audit of the financial statements of Rosseti Centre, PJSC for 2022 (Appendix # 2).
3. The report of the Internal Audit Department of the Company «On implementation of the Work Plan and the results of the internal audit activity for the 1st quarter of 2023», including the achievement of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC for the 1st quarter of 2023 (Appendix # 3).
4. The Report «On the execution of the instructions of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC for the 2022-2023 corporate year» (Appendix # 4).

Chairperson of the Audit Committee**M.V. Korotkova****Secretary of the Audit Committee****S.V. Lapinskaya**