

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

«24» July 2024

Moscow

No. 35/24

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **M.S. Agafonov, E.V. Andreeva, M.A. Dokuchaeva, V.Y. Zarkhin, Y.A. Leshchevskaya, E.V. Lyapunov, I.V. Makovskiy, A.V. Morozov, S.S. Pikin, A.A. Polinov, A.V. Shevchuk.**

Members who did not provide questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **24.07.2024.**

**Item 1. On the recognition of members of the Board of Directors of Rosseti Centre, PJSC as independent directors.**

**Decision on para.1...**

**Decision on para.2...**

**Decision on para.3 (put to vote):**

**3.1.** In accordance with the conducted assessment of compliance of the member of the Board of Directors of the Company Sergey Sergeevich Pikin with the independence criteria, established in Appendix 4 of the Listing Rules of PJSC Moscow Exchange (hereinafter - the Rules), and the Recommendations of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC, taken on 17.04.2024 (Minutes # 02/24), to recognize S.S. Pikin as an independent director despite his formal criteria of relation in connection with the following:

**3.1.1 with the Company (subpara. 2 of para. 4 of Appendix 4 to the Rules):**

• S.S. Pikin holds the position of a member of the Board of Directors in Rosseti North-West, PJSC and Rosseti Lenenergo, PJSC - organizations, controlled by the entity that controls the Company (PJSC Rosseti).

**3.1.2. with the significant shareholder of the Company (subpara. 3 of para. 5 of Appendix 4 to the Rules):**

• S.S. Pikin holds the position of a member of the Board of Directors in more than two legal entities controlled by the substantial shareholder of the Company (PJSC Rosseti), and also under the indirect control of the Russian Federation - the entity controlling the significant shareholder of the Company - Rosseti Centre, PJSC, Rosseti North-West, PJSC and Rosseti Lenenergo, PJSC.

**3.1.3. with a significant counterparty of the Company (subpara. 1 of para. 6 of Appendix 4 to the Rules):**

• S.S. Pikin holds the position of a member of the Board of Directors of Rosseti North-West, PJSC and Rosseti Lenenergo, PJSC, which are controlled entities of a significant counterparty of the Company – PJSC Rosseti, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company as of 31.03.2024 and 2% of the consolidated proceeds (income) of the Company as of 31.12.2023.

**3.2.** To note that no other relation criteria have been identified.

**3.3.** To recognize that such relation with the Company, with the significant shareholder of the Company and the significant counterparty of the Company is formal and does not affect the independence in the formation by S.S. Pikin of his position on agenda items of meetings of the Board of Directors of the Company, his ability to accept objective, conscientious and independent of the influence of executive bodies of Rosseti Centre, PJSC, the significant shareholder and substantial counterparty decisions based on the following:

**3.3.1.** S.S. Pikin was included by the Board of Directors of the Company in the list of candidates for voting in elections to the Board of Directors of Rosseti Centre, PJSC as an independent candidate, for the growth of capitalization and investment attractiveness of the Company.

**3.3.2.** S.S. Pikin has no obligation to vote on issues on the agenda of meetings of the Board of Directors of the Company in accordance with the voting instructions and position formed by the Company's significant shareholder - PJSC Rosseti. There is also no obligation to vote in accordance with directives of an entity that controls the substantial shareholder of the Company (Russian Federation), since the Russian Federation exercises only indirect control over Rosseti Centre, PJSC.

**3.3.3.** Occupying the position of Director at Energy Development Fund, S.S. Pikin has the necessary professional competencies, which will allow him to effectively apply them when considering issues related to the development and improvement of the Company's financial and economic performance indicators, and the Company's positioning in the electric power market.

**3.3.4.** The agreement between the Company and PJSC Rosseti on the provision of a targeted interest-free loan by the latter to the Company was concluded to finance the activities of the Target Program for improving the reliability of power supply to consumers in the Tver region and other measures related to ensuring reliable and uninterrupted power supply to the Tver region, and is intended to ensure both the improvement of the quality of power supply to consumers and financial stability of the branch of Rosseti Centre, PJSC - Tverenergo, as well as obtaining savings on interest costs and improving the financial and economic condition of the Company. Respectively, Rosseti North-West, PJSC and Rosseti Lenenergo, PJSC, being controlled entities of a significant counterparty of the Company – PJSC Rosseti, do not and cannot influence either the decisions made by management bodies of Rosseti Centre, PJSC, or the financial and economic activities of Rosseti Centre, PJSC. Moreover, when the Board of Directors of the Company made the decision on consent to a transaction with PJSC Rosseti Centre as a related party transaction, S.S. Pikin did not participate in voting, since at the time of the decision he was not a member of the Board of Directors of Rosseti Centre, PJSC.

**3.4.** To note that the decision to recognize the member of the Board of Directors of Rosseti Centre, PJSC S.S. Pikin as an independent director is reasonable and motivated.

**3.5.** S.S. Pikin in 2024 signed the Declaration of a member of the Board of Directors of Rosseti Centre, PJSC, recognized independent, in the form recommended by PJSC Moscow Exchange.

#### **Voting results on para. 3:**

- |                                     |         |
|-------------------------------------|---------|
| 1. Maxim Sergeevich Agafonov        | - «FOR» |
| 2. Elena Viktorovna Andreeva        | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva    | - «FOR» |
| 4. Vitaly Yuryevich Zarkhin         | - «FOR» |
| 5. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 6. Evgeny Viktorovich Lyapunov      | - «FOR» |
| 7. Igor Vladimirovich Makovskiy     | - «FOR» |
| 8. Andrey Vladimirovich Morozov     | - «FOR» |
| 9. Alexey Alexandrovich Polinov     | - «FOR» |
| 10. Alexander Viktorovich Shevchuk  | - «FOR» |

#### **Total:**

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

#### **Decision on para. 3 is taken.**

*In accordance with the methodological recommendations of PJSC Moscow Exchange, S.S. Pikin abstained from voting on the question of recognizing his candidacy as an independent director.*

#### **Decision on para.4...**

#### **Minutes signed:**

Chairperson of the Board of Directors

E.V. Lyapunov

Corporate Secretary

S.V. Lapinskaya

Extract is correct:  
Corporate Secretary  
of Rosseti Centre, PJSC  
24.07.2024

S.V. Lapinskaya