

**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 (put to vote):**

**1.1.** In accordance with the conducted assessment of compliance of the member of the Board of Directors of the Company Vitaly Yuryevich Zarkhin 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 V.Y. Zarkhin as an independent director despite his formal criteria of relation in connection with the following:

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

- V.Y. Zarkhin holds the position of a member of the Board of Directors in Rosseti Centre and Volga region, PJSC and Rosseti South, PJSC - organizations, controlled by the entity that controls the Company (PJSC Rosseti).

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

- V.Y. Zarkhin 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 Centre and Volga region, PJSC and Rosseti South, PJSC.

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

- V.Y. Zarkhin holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC, which is the controlling entity of the following significant counterparties of the Company:

- JSC "Motor Vehicle Plant", the amount of liabilities of which to Rosseti Centre, PJSC exceeds 2% of the book value of assets of JSC "Motor Vehicle Plant" as of 31.03.2024 and 2% of the proceeds (income) of JSC "Motor Vehicle Plant" as of 31.12.2023;

- JSC IEC "Energoefficiency technologies", the amount of liabilities of which to Rosseti Centre, PJSC exceeds 2% of the book value of assets of JSC IEC "Energoefficiency technologies" as of 31.03.2024 and 2% of the proceeds (income) of JSC IEC "Energoefficiency technologies" as of 31.12.2023;

- Infrastructure investments-3 LLC, the amount of liabilities of which to Rosseti Centre, PJSC exceeds 2% of the book value of assets of Infrastructure investments-3 LLC as of 31.03.2024 and 2% of the proceeds (income) of Infrastructure investments-3 LLC as of 31.12.2023.

- V.Y. Zarkhin holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC, which is a significant counterparty of the Company, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company and Rosseti Centre and Volga region, PJSC as of 31.03.2024 and 2% of the consolidated proceeds (income) of the Company and Rosseti Centre and Volga region, PJSC as of 31.12.2023;

- V.Y. Zarkhin holds the position of a member of the Board of Directors of Rosseti Centre and Volga region, PJSC and Rosseti South, 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.

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

**1.3.** To recognize that such relation with the Company, with the significant shareholder of the Company and the significant counterparties of the Company is formal and does not affect the independence in the formation by V.Y. Zarkhin 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 counterparties decisions based on the following:

**1.3.1.** V.Y. Zarkhin was nominated and elected to the Board of Directors of Rosseti Centre, PJSC by a non-controlling shareholder of the Company («New Russian Generation Limited», the share of voting stocks of the Company is 15,98%). This shareholder is not an affiliated entity with, and an entity controlled by PJSC Rosseti, accordingly, V.Y. Zarkhin has no obligation to vote in accordance with the position formed by PJSC Rosseti. V.Y. Zarkhin is an active representative of minority shareholders.

**1.3.2.** V.Y. Zarkhin 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.

**1.3.3.** The Company's material counterparties do not and cannot influence both the decisions made by management bodies of Rosseti Centre, PJSC, and the financial and economic activities of Rosseti Centre, PJSC, the impact of the Company's material counterparties on the financial and economic activities of Rosseti Centre, PJSC is limited only by contracts based on the following:

- JSC “Motor Vehicle Plant” renders services to the Company in driving vehicles and performs maintenance and repair of vehicles. The agreement between the Company and JSC “Motor Vehicle Plant” was concluded to improve the efficiency of the use of motor vehicles, and is designed to provide a prompt response in the event of emergency situations, taking into account the territorial specifics of the Tver region (transport accessibility of power grid facilities, remoteness and scattering of consumers, a limited fleet of vehicles). Moreover, when deciding to agree to the Company's transaction with JSC “Motor Vehicle Plant” as a related party transaction, V.Y. Zarkhin abstained from voting.

- The Company and JSC IEC “Energoefficiency technologies” concluded agreements for provision of services to develop a technical project for creation of computer programs, implementation and maintenance of telecommunications equipment (hereinafter referred to as the Agreements). The choice of JSC IEC “Energoefficiency technologies” as a contractor under the Agreements is due, firstly, to the low cost of performing services/works (compared to the cost of similar services on the market), and secondly, to the presence of a team of highly qualified technical support specialists with competence in accordance with the composition of the systems included in the computer complex and the operational information complex, trained by the manufacturers of equipment and software included in the complex. The Agreements were concluded in order to maintain high-tech IT competencies within the Group of Companies of PJSC Rosseti, reduce the technological dependence of the parent company on the services of foreign vendors and third-party contractors and are designed to improve the security and reliability of the IT infrastructure for the main business process of managing the electric grid complex - dispatching, development and improvement of competencies in the field of maintenance and modernization of modern technological IT systems. Due to the lack of grounds, the Agreements were not subject to approval by the Board of Directors of the Company.

- The Company and Infrastructure investments-3 LLC entered into a lease agreement for movable property. The choice of Infrastructure investments-3 LLC as a contractor under the Agreement is conditioned by Resolution of the Government of the Russian Federation dated 16.06.2014 No. 1059-r, which fixes the main parameters of the project. As part of the project, it is planned to install about 122,000 meters on the territory of the Yaroslavl region in selected sections of the grid. Control over electricity consumption after the installation of the meters will create an effective tool for reducing commercial electricity losses, as well as identifying consumers who do not provide data on the amount of electricity consumption in a timely manner, which will reduce electricity losses. In addition, when deciding on the approval of amendments to the lease agreement, V.Y. Zarkhin abstained from voting.

- The Company renders services to Rosseti Centre and Volga region, PJSC in performing the functions of the sole executive body of Rosseti Centre and Volga region, PJSC in accordance with the decision of the EGM of Rosseti Centre and Volga region, PJSC (Minutes of 28.09.2020 # 16) and the consent of the FAS

Russia. Commercial relations between the Company and Rosseti Centre and Volga region, PJSC are based on market conditions, including the principles of protecting competition. Moreover, when the Board of Directors of the Company makes a decision on consent to a transaction with Rosseti Centre and Volga region, PJSC as a related party transaction, V.Y. Zarkhin did not participate in voting.

• 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 Centre and Volga region, PJSC and Rosseti South, 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.

**1.3.4.** V.Y. Zarkhin is a member of boards of directors of energy companies, including as an independent director from 2019 to 2023 in PJSC EL5-Energo, from 2021 to 2023 in Rosseti Siberia, PJSC, since 2019 in Rosseti South, PJSC and Rosseti Centre and Volga region, PJSC. Knowledge of the specifics of the industry allows him to make qualified judgments on the essence of issues considered by the Board of Directors of the Company.

**1.3.5.** V.Y. Zarkhin as an independent director, earlier recognized by decisions of the Board of Directors of Rosseti Centre, PJSC (Minutes of 26.07.2019 # 25/19, of 30.06.2020 # 31/20, of 07.12.2020 # 59/20, of 27.07.2022 # 39/22, of 30.09.2022 # 50/22, of 17.01.2023 # 03/23, of 21.07.2023 (Minutes of 24.07.2023 # 33/23), to the present day:

• is a member of the Personnel and Remuneration Committee, the Strategy Committee and the Reliability Committee of the Board of Directors of Rosseti Centre, PJSC and takes an active part in all convened meetings of the Board of Directors and the Committees of the Board of Directors of the Company (100% participation);

• in preparation for meetings of both the Board of Directors and the Committees, requests for additional information and clarifications, in some cases sends dissenting opinions on agenda items, which confirms that the specified director, in the performance of his duties, acts independently and on his own, based solely on his professional experience and knowledge, his expert judgments, makes decisions aimed not at observing the interests of certain groups of shareholders, third parties or management, but at the long-term interests of the Company itself.

**1.4.** To note that the decision to recognize the member of the Board of Directors of Rosseti Centre, PJSC V.Y. Zarkhin as an independent director is reasonable and motivated.

**1.5.** V.Y. Zarkhin 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. 1:**

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

#### **Total:**

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

#### **Decision on para. 1 is taken.**

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

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

**Decision on para.3...**

**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