

ITEM № 3  
ON ELECTION OF MEMBERS OF THE BOARD OF  
DIRECTORS OF ROSSETI CENTRE, PJSC

23 December 2022

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC»

### Explanatory information on the item

In accordance with Federal Law No. 208-FZ dated 26 December 1995 "On Joint Stock Companies" and the requirement of the Company's shareholder, PJSC Rosseti, which owns 50.23% of the Company's voting shares, dated 27 October 2022 (Incoming No. CA/2247), The agenda of the Extraordinary General Meeting of Shareholders of the Company included the issue of electing members of the Board of Directors of the Company.

In accordance with Article 53 of Federal Law No. 208-FZ dated 26 December 1995 "On Joint Stock Companies", paragraph 14.9.2 of Article 14 of the Company's Articles of Association, shareholders (a shareholder) of the Company who in the aggregate own at least 2 (two) percent of voting shares of the Company, at least 30 days before the date of the extraordinary general meeting of shareholders, have the right to nominate candidates to the Board of Directors of the Company, the number of which cannot exceed the number of members of the Board of Directors of the Company.

In accordance with paragraph 16.1 of Article 16 of the Company's Articles of Association, the composition of the Board of Directors of the Company is determined in the amount of 11 (eleven) people.

By the deadline for accepting proposals (22 November 2022), the Company received 3 proposals to nominate candidates to the Board of Directors of Rosseti Centre, PJSC from the following shareholders owning more than 2% of the voting shares of the Company:

- Company "New Russian Generation Limited" - 15.98% of the authorized capital (4 candidates);
- PJSC Rosseti - 50.23% of the authorized capital (8 candidates);
- SOYUZ ENERGO LLC - 2.73% of the authorized capital (1 candidate).

By the decision of the Board of Directors of the Company on 25 November 2022 (Minutes # 61/22), 13 candidates were included in the list of candidates for voting for elections to the Board of Directors of Rosseti Centre, PJSC.

It is recommended to elect persons to the Board of Directors of the Company, who have an impeccable business and personal reputation, who have the professional knowledge, skills and experience necessary to make decisions that fall within the competence of the Board of Directors, who are competent in a range of issues covering both the main area of the Company's activities and individual industries and regions, in which the Company operates.

In addition, in accordance with the Listing Rules of PJSC Moscow Exchange, candidates for members of the Board of Directors are subject to requirements regarding the independence of the candidate. Thus, independent directors must make up at least 1/3 of the elected members of the Board of Directors of the Company.

The Personnel and Remuneration Committee on 30.11.2022 (Minutes # 17/22) assessed all the candidates for compliance with:

- the Corporate Governance Code of the Bank of Russia and the Listing Rules of PJSC Moscow Exchange - in terms of the requirements for independent directors for the purposes of placing the Company's shares in the Second Quotation List;
- the Regulation on the General Meeting of Shareholders of the Company and recommendations of the Bank of Russia (letter No. IN-06-28/80 dated 22 April 2020) - in terms of the requirements for professional knowledge, skills and experience of candidates, the current needs of the Board of Directors regarding the necessary competencies and personal qualities candidates ("Competence Matrix");
- the Code of Corporate Ethics of the Company - in terms of the requirements for business reputation of the candidates.

Based on the results of the evaluation of the candidates for election to the Board of Directors of the Company, the Personnel and Remuneration Committee approved the results of the preliminary assessment of the candidates for members of the Board of Directors of Rosseti Centre, PJSC according to which:

- 1 candidate fully meets all independence criteria;
- 5 candidates may be recognized by the Board of Directors of the Company as independent directors, taking into account the fact that their relationship with the Company and/or with a significant shareholder of the Company and/or with a significant counterparty of the Company is of a formal nature and will not affect their independence in forming a position on agenda items of the Board of Directors, on their ability to make objective and conscientious judgments independent of the influence of the executive bodies of the Company, certain groups of shareholders, competitors and counterparties of the Company.



## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC»

### Draft resolution on item № 3

To elect the following Company's Board of Directors\*:

№	Full name of the candidate	Position, place of work of the candidate (at the date of nomination)
1	Alexey Nikolayevich Zharikov	Adviser, JSC "Elektrosentraladka"
2	Elena Viktorovna Andreeva	Chief Adviser of PJSC Rosseti, Deputy Director General for Sale of Services and Transport of the Electric Power Industry of Public Joint Stock Company "Federal Grid Company - Rosseti"
3	Yury Vladimirovich Goncharov	Chief Adviser of PJSC Rosseti
4	Maria Alexandrovna Dokuchaeva	Chief Adviser of PJSC Rosseti
5	Maria Vyacheslavna Korotkova	Development Director of Technoinnovation LLC
6	Daniil Vladimirovich Krainskiy	Deputy Director General for Legal Support of PJSC Rosseti, Deputy Director General for Legal Support of Public Joint Stock Company "Federal Grid Company - Rosseti"
7	Evgeny Viktorovich Lyapunov	Chief Adviser of PJSC Rosseti, Deputy Director General - Chief Engineer of Public Joint Stock Company "Federal Grid Company - Rosseti"
8	Igor Vladimirovich Makovskiy	General Director of Rosseti Centre, PJSC
9	Alexey Alexandrovich Polinov	Chief Adviser of PJSC Rosseti, Acting Deputy Director General for Economics and Finance of PJSC Rosseti, Deputy Director General for Economics and Finance of Public Joint Stock Company "Federal Grid Company - Rosseti"
10	Alexander Viktorovich Golovtsov	
11	Vitaly Yuryevich Zarkhin	
12	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors
13	Andrey Alexandrovich Marchenko	Partner, Investment company SINAI Capital

\* in accordance with item 16.1. of Article 16 of the Articles of Association of Rosseti Centre, the Board of Directors of the Company consists of 11 (Eleven) persons.

**ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC»**
**List of Candidates to the Board of Directors of Rosseti Centre, PJSC:**

<b>№</b>	<b>Full name of the Candidate</b>	<b>Nationality</b>	<b>Position, Place of Employment of the Candidate (on the date of nomination)</b>	<b>Full name/Name of the shareholder who proposed the Candidate to be included into the list for voting to be elected for the Company's Board of Directors/ Quantity of the Company's voting shares, owned by the shareholder, %</b>	<b>Availability of consent to election</b>
1	Alexey Nikolayevich Zharikov	RF	Adviser, JSC "Elektrosentraladka"	SOYUZ ENERGO LLC / 2,73%	Available
2	Elena Viktorovna Andreeva	RF	Chief Adviser of PJSC Rosseti, Deputy Director General for Sale of Services and Transport of the Electric Power Industry of Public Joint Stock Company "Federal Grid Company - Rosseti"	PJSC «Rosseti» / 50,23%	Available
3	Yury Vladimirovich Goncharov	RF	Chief Adviser of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
4	Maria Alexandrovna Dokuchaeva	RF	Chief Adviser of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
5	Maria Vyacheslavna Korotkova	RF	Development Director of Technoinnovation LLC	PJSC «Rosseti» / 50,23%	Available
6	Daniil Vladimirovich Krainskiy	RF	Deputy Director General for Legal Support of PJSC Rosseti, Deputy Director General for Legal Support of Public Joint Stock Company "Federal Grid Company - Rosseti"	PJSC «Rosseti» / 50,23%	Available
7	Evgeny Viktorovich Lyapunov	RF	Chief Adviser of PJSC Rosseti, Deputy Director General - Chief Engineer of Public Joint Stock Company "Federal Grid Company - Rosseti"	PJSC «Rosseti» / 50,23%	Available
8	Igor Vladimirovich Makovskiy	RF	General Director of Rosseti Centre, PJSC	PJSC «Rosseti» / 50,23%	Available
9	Alexey Alexandrovich Polinov	RF	Chief Adviser of PJSC Rosseti, Acting Deputy Director General for Economics and Finance of PJSC Rosseti, Deputy Director General for Economics and Finance of Public Joint Stock Company "Federal Grid Company - Rosseti"	PJSC «Rosseti» / 50,23%	Available
10	Alexander Viktorovich Golovtsov	RF		Company «New Russian Generation Limited» / 15,98%	Available
11	Vitaly Yuryevich Zarkhin	RF		Company «New Russian Generation Limited» / 15,98%	Available
12	Andrey Vladimirovich Morozov	RF	Legal Director, Association of Institutional Investors	Company «New Russian Generation Limited» / 15,98%	Available
13	Andrey Alexandrovich Marchenko	RF	Partner, Investment company SINAI Capital	Company «New Russian Generation Limited» / 15,98%	Available

**ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC»  
Information on the professional qualifications of candidates for the Board of Directors of Rosseti Centre, PJSC**

№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
1	Alexey Nikolayevich Zharikov	1970	Was not elected	<b>1993</b> , State Academy of Management after S. Ordzhonikidze <b>Specialty:</b> Economics and management of fuel and energy complex <b>Qualification:</b> Economist	01.2010 – till current – Adviser, Director of Department for Corporate Policy and Work with Shareholders of JSC “Elektrosentraladka” 06.2014 – 05.2020 - member of the Board of Directors of PJSC «IDGC of North-West» 01.2010 – 06.2022 - member of the Board of Directors of PJSC «Rosseti Volga»	Member of the Board of Directors: JSC Saratov Airlines Was not nominated to the governing bodies of other organizations
2	Elena Viktorovna Andreeva	1974	Was not elected	<b>1997</b> , Ivanovo State Power Engineering University <b>Specialty:</b> Economics and Management at Energy Enterprises <b>Qualification:</b> Economist - manager	11.2022 – till current – Deputy Director General for Sale of Services and Transport of the Electric Power Industry of Public Joint Stock Company “Federal Grid Company - Rosseti” 11.2022 – till current – Chief Adviser of PJSC «Rosseti» (part-time work) 07.2021 – 02.2022 – Member of the Board of Directors of LLC Gazprom Teploenergo North-West 08.2008 - 09.2022 - Deputy General Director for Sales of OJSC Mosenergo	Member of the Board of Directors: LLC Gazprom Teploenergo MO, LLC Gazprom Teploenergo Kazan, LLC Peterburgtpeploenergo Nominated for election to the Board of Directors: OJSC «IDGC of Urals»
3	Yury Vladimirovich Goncharov	1977	31.05.2021	<b>2000</b> , Moscow State Mining University <b>Specialty:</b> Management <b>Qualification:</b> Master in Management <b>2014</b> , Moscow Institute of Economics, Politics and Law <b>Specialty:</b> Jurisprudence <b>Qualification:</b> Bachelor of Laws	09.2018 – till current – Chief Adviser of PJSC «Rosseti» 04.2013 – 09.2018 – Deputy Director General for Corporate Governance of PJSC «Rosseti» 01.2022 - 06.2022 - member of the Board of Directors of JSC «NWUPR» 05.2020 - 06.2022 - member of the Board of Directors of PJSC «Rosseti Centre and Volga region» 05.2020 - 06.2022 - member of the Board of Directors of PJSC «Rosseti North-West» 05.2020 - 06.2021 - member of the Board of Directors of PJSC «Rosseti Lenenergo» 06.2017 - 06.2019 - Chairman of the Board of Directors, member of the Board of Directors of PJSC «Rosseti Siberia» 06.2018 - 06.2019 - member of the Board of Directors of PJSC «Rosseti Moscow Region»	Member of the Board of Directors: PJSC «Rosseti Centre», «Rosseti Yantar», PJSC «Rosseti Kuban», PJSC «Rosseti Volga», PJSC «Rosseti Northern Caucasus», JSC «Rosseti Tyumen», OJSC «IDGC of Urals» Nominated for election to the Board of Directors: OJSC «IDGC of Urals»
4	Maria Alexandrovna Dokuchaeva	1979	17.06.2022	<b>2000</b> , Lomonosov Moscow State University <b>Specialty:</b> Economics <b>Qualification:</b> Bachelor <b>2002</b> , Lomonosov Moscow State University <b>Specialty:</b> Management <b>Qualification:</b> Master’s degree	04.2021 – till current – Chief Adviser of PJSC «Rosseti» 08.2018 – 05.2021 – Press Secretary of PJSC «Novatek» 03.2014 - 08.2018 - Adviser to Head of the Federal Agency for Scientific Organizations (FASO Russia)	Member of the Board of Directors: PJSC «Rosseti Centre», PJSC «Rosseti South» Was not nominated to the governing bodies of other organizations

**ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC»**  
**Information about professional qualifications of candidates for the Board of Directors of Rosseti Centre**

№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
5	Maria Vyacheslavna Korotkova	1984	31.05.2021	<b>2006</b> , Lobachevsky State University of Nizhni Novgorod (UNN) <b>Specialty:</b> Organization Management <b>Qualification:</b> Specialist <b>2017</b> , Lomonosov Moscow State University MBA program "Strategic Management and Entrepreneurship" <b>2022</b> , Qualification Assessment Centre Association "Institute of Internal Auditors" with assignment qualification "Chief auditor (level 7 qualification)"	02.2021 – till current – Development Director of Technoinnovation LLC 01.2013 – 02.2021 - Director of MKS LLC 10.2017-10.2019 - General Director of GC MKS LLC 06.2017 – 06.2018 - Member of the Board of Directors of JSC Rosagroleasing	Member of the Association "Club of Leaders for Promotion of Business Initiatives", the National Register of the Russian Institute of Directors (RID) and the Moscow Regional Branch of "Business Russia" Member of the Board of Directors: PJSC «Rosseti Centre», PJSC «Rosseti South», PJSC «Rosseti Volga» Was not nominated to the governing bodies of other organizations
6	Daniil Vladimirovich Krainskiy	1979	29.05.2020	<b>2002</b> , Moscow State Law University <b>Specialty:</b> Jurisprudence <b>Qualification:</b> Lawyer	09.2017 – till current - Deputy Director General for Legal Support, Adviser, Chief Adviser of PJSC «Rosseti» 11.2022 – till current - Deputy Director General for Legal Support of PJSC «Federal Grid Company – Rosseti» 02.2018 – 07.2021 - Deputy General Director for Legal and Corporate Governance of PJSC «Rosseti Lenenergo» 07.2021 – till current - Adviser to Director General of PJSC «Rosseti Lenenergo» (part-time) 05.2020 – till current - Deputy Director General for Legal Support of PJSC «FGC UES» (part-time) 05.2021 – 06.2022 - member of the Board of Directors of PJSC «Rosseti North-West» 06.2018 – 06.2022 - member of the Board of Directors of JSC «Energy service company Lenenergo»	Member of the Management Board: PJSC «Rosseti», PJSC «Federal Grid Company – Rosseti», PJSC «Rosseti Lenenergo» Member of the Board of Directors: PJSC «Rosseti Centre», PJSC «Federal Grid Company – Rosseti», JSC «Rosseti Yantar», JSC «Rosseti Siberia Tyvaenergo», JSC «Rosseti Tyumen», JSC «NIC EES», JSC «Rosseti Digital», PJSC «Rosseti Kuban», PJSC «Rosseti South», PJSC «TRK», PJSC «Rosseti Volga», PJSC «Rosseti Siberia», OJSC «IDGC of Urals», PJSC «Rosseti Moscow Region», PJSC «Rosseti Nothern Caucasus», PJSC «Rosseti Lenenergo», JSC «STC FGC UES», JSC «CIUS EES» Nominated for election to the Board of Directors: PJSC «Rosseti Moscow Region», PJSC «Rosseti Lenenergo», OJSC «IDGC of Urals»

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC»

### Information about professional qualifications of candidates for the Board of Directors of Rosseti Centre

№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
7	Evgeny Viktorovich Lyapunov	1981	Was not elected	<b>2003</b> , Ivanovo State Power Engineering University <b>Specialty:</b> Electric power systems and grids <b>Qualification:</b> Electrical Engineer	11.2022 – till current – Deputy Director General - Chief Engineer of Public Joint Stock Company "Federal Grid Company - Rosseti" 11.2022 – till current – Chief Adviser of PJSC «Rosseti» (part-time work) 11.2021 - 10.2022 - Adviser to First Deputy Director General - Chief Engineer of PJSC «FGC UES» 06.2020 - 11.2022 - First Deputy Director General - Chief Engineer of the Branch of PJSC «FGC UES» MES Centre 06.2019 - 05.2020 - Director General of the Branch of PJSC «FGC UES» MES West Siberia 07.2015 - 06.2019 - Deputy Director General - Chief Engineer of the Branch of PJSC «FGC UES» MES Centre	Member of the Board of Directors: JSC «Rosseti Tyumen», JSC «Rosseti Digital» Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region», PJSC «Rosseti Lenenergo», PJSC «Rosseti Moscow Region»
8	Igor Vladimirovich Makovskiy	1972	30.05.2019	<b>1993</b> , Almaty Higher Border Command School named after F.E. Dzerzhinsky, <b>Specialty:</b> Command, tactical <b>Qualification:</b> Border Troops Officer <b>2000</b> , Kaliningrad State University <b>Specialty:</b> Jurisprudence <b>Qualification:</b> Lawyer <b>2004</b> - State Educational Institution of Higher Professional Education "North-West Academy of Public Service", retraining under the program "State and municipal management" <b>Academic degree:</b> Doctor of Laws	09.2018 – till current – General Director of PJSC «Rosseti Centre»/PJSC «IDGC of Centre» 06.2012 - 06.2021 – Member of the Board of Directors, Chairman of the Board of Directors JSC «Yantarenergo» 02.2013 - 06.2021 – Member of the Board of Directors, Chairman of the Board of Directors JSC «Yantarenergosbyt» 02.2013 - 06.2021 – Member of the Board of Directors, Chairman of the Board of Directors of JSC «Kaliningrad Generating Company» 09.2020 – 10.2020 - Acting General Director of PJSC «IDGC of Center and Volga Region» 02.2013 - 09.2020 – Member of the Board of Directors, Chairman of the Board of Directors of JSC «Yantarenergoservice» 08.2012 – 09.2018 – Acting General Director, General Director of JSC «Yantarenergo»	Chairman of the Management Board: PJSC «Rosseti Centre», PJSC «Rosseti Centre and Volga region». Member of the Board of Directors: PJSC «Rosseti Centre», PJSC «Rosseti Centre and Volga region», Infrastructure Investments 3 LLC Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region».



**ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC»**
**Information about professional qualifications of candidates for the Board of Directors of Rosseti Centre**

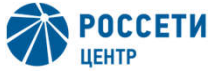
№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
9	Alexey Alexandrovich Polinov	1978	17.06.2022	<b>2000</b> , Moscow State University of Civil Engineering <b>Specialty:</b> Economics and management at the enterprise (in construction) <b>Qualification:</b> Economist – manager <b>Academic degree</b> PhD in Economics	11.2022 – till current – <b>Deputy Director General for Economics and Finance</b> of Public Joint Stock Company “Federal Grid Company - Rosseti” 01.2021 – till current – Acting Deputy Director General for Economics and Finance, Chief Adviser of PJSC «Rosseti» 02.2019 – 01.2022 – Deputy General Director for Economics and Finance, Acting Deputy General Director for Economics and Finance of PJSC «Rosseti Lenenergo» 04.2018 – 02.2019 – Adviser to General Director of PJSC «Rosseti Lenenergo» 01.2018 – 05.2018 - Adviser to General Director of JSC «United Energy Company»	Member of the Management Board: PJSC «Rosseti», PJSC «Federal Grid Company – Rosseti», PJSC «Rosseti Lenenergo» Member of the Board of Directors: PJSC «Rosseti Centre», PJSC «Federal Grid Company – Rosseti», PJSC «Rosseti Lenenergo», OJSC «IDGC of Urals», PJSC «Rosseti Northern Caucasus», PJSC «Rosseti Siberia», PJSC «Rosseti Moscow Region», PJSC «Rosseti North-West», PJSC «Rosseti South», PJSC «Rosseti Kuban», JSC «Rosseti Yantar», JSC «Rosseti Digital», JSC «Rosseti Tyumen», JSC «CIUS EES», LLC «FGC - Asset Management». Nominated for election to the Board of Directors: PJSC «Rosseti Moscow Region», PJSC «Rosseti Lenenergo», OJSC «IDGC of Urals»
10	Alexander Viktorovich Golovtsov	1973	30.05.2019	<b>1996</b> , Baltic State Technical University named after D.F. Ustinov <b>Specialty:</b> Electrical Engineer <b>Qualification:</b> not applicable <b>Faculty:</b> Automated Control Systems	05.2020 – 12.2021 - member of the Board of Directors of PJSC «Rosseti Centre and Volga region»/PJSC «IDGC of Center and Volga Region» 06.2016 – 05.2020 - member of the Board of Directors of PJSC «IDGC of Volga» 05.2006 – 07.2020 - <b>Member of the Board of Directors of Non-profit Organization Association of Institutional Investors</b> 05.2005 – 01.2019 - Head of the Analytical Research Department of JSC “URALSIB” Management Company”	Member of the Board of Directors: PJSC «Rosseti Centre»; PJSC «Rosseti North-West». Was not nominated to the governing bodies of other organizations
11	Vitaly Yuryevich Zarkhin	1980	30.05.2019	<b>1998</b> , State University - Higher School of Economics <b>Specialty:</b> 1998 – economics, 2000 - management <b>Qualification:</b> Bachelor of Economics 2000 - Master of Management	05.2011 – 03.2018 - Managing Director, Bank GPB (JSC) 06.2018 – 11.2019 - member of the Board of Directors of PJSC «CPC» 06.2019 – 06.2021 - member of the Board of Directors of PJSC «Enel Russia»	Member of the Board of Directors: PJSC «Rosseti Centre»; PJSC «Rosseti Centre and Volga region», PJSC «Rosseti South», PJSC «Rosseti Siberia», PJSC «Enel Russia» Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region»



## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC»

### Information about professional qualifications of candidates for the Board of Directors of Rosseti Centre

No	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
12	Andrey Vladimirovich Morozov	1978	17.06.2022	<p><b>2000</b>, Russian Law Academy of the Ministry of Justice of the Russian Federation  <b>Specialty:</b> Jurisprudence  <b>Qualification:</b> Lawyer</p> <p><b>2016</b>, Harvard Law School  <b>Specialty:</b> Master of Laws (LLM), corporate governance  <b>Qualification:</b> Lawyer</p>	<p>09.2017 – till current - Legal Director of Association of Institutional Investors            09.2003 – 08.2015 – Head of Legal Department of Moscow Representative Office of NCH Advisors, Inc. (USA)            06.2019 – 06.2022 - member of the Board of Directors of PJSC «Rosseti North-West»            06.2020 – 06.2022 - member of the Board of Directors of PJSC «Rosseti Volga»            06.2018 – 06.2021 - member of the Board of Directors of PJSC «IDGC of Center and Volga Region»            06.2018 – 05.2020 - member of the Board of Directors of PJSC «IDGC of South»</p>	<p>Member of the Board of Directors: PJSC «Rosseti Centre»;            PJSC «Rosseti Centre and Volga region»            Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region»</p>
13	Andrey Alexandrovich Marchenko	1982	Was not elected	<p><b>2005</b>, Moscow State Open University Specialty  <b>Specialty:</b> State and municipal administration  <b>Qualification:</b> Manager</p> <p><b>2009</b>, Lomonosov Moscow State University  <b>Specialty:</b> State and municipal administration  <b>Qualification:</b> PhD in Economics</p>	<p>03.2020 – till current – Partner of Investment company SINAI Capital            10.2011 – 10.2020 – Executive Director of Investment Group UCP            05.2015 – 11.2020 – General Director of LLC "Northern Investments"            10.2019 – 12.2020 - Member of the Board of Directors LLC "Geosplit Holding"            06.2019 – 01.2021 - Member of the Board of Directors Cryogas M&amp;T Poland S.A.            06.2019 – 03.2021 - Member of the Board of Directors of JSC Cryogas            04.2019 – 03.2021 - Member of the Board of Directors of Polyus Kholoda LLC</p>	<p>Member of the Board of Directors: PJSC «Russian Aquaculture», PJSC «Rosseti Centre and Volga region»            Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region»</p>



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Summary assessment of candidates for the Board of Directors of Rosseti Centre, PJSC for compliance with the “Competence Matrix” :

* Scale from 0 to 3		** Scale from 0 to 1	
0	absence	0	not interested
1	basic level	1	interested
2	average level		
3	advanced level		

The candidate has experience and competence in the field	Zharikov A.N.		Andreeva E.V.		Goncharov Y.V.		Dokuchaeva M.A.		Korotkova M.V.		Kraïnskiy D.V.		Lyapunov E.V.		Makovskiy I.V.		Polinov A.A.		Golovtsov A.V.		Zarkhin V.Y.		Morozov A.V.		Marchenko A.A.		Summary score
	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*	Level of interest**	Skill level*
1. Strategic management (development and implementation of strategy, mergers and acquisitions)	3	0	3	1	3	1	1	1	2	1	3	1	3	1	3	1	3	1	3	1	3	1	2	1	3	1	2,69
2. Industry experience (experience in a large company)	3	0	3	1	3	1	3	1	2	1	3	1	3	1	3	1	3	1	3	1	3	1	2	1	2	1	2,76
3. Interaction with state authorities (experience in the regulator, the Government, experience in working with political stakeholders)	1	0	3	1	3	1	1	1	0	1	3	1	3	1	3	1	3	1	1	1	1	0	3	1	1	1	2
4. Information technology / digitalization / cyber risks (experience in construction, implementation)	0	1	2	1	0	1	2	1	1	1	1	1	3	1	3	1	1	1	2	1	0	0	1	1	2	1	1,38
5. Building systems for evaluating performance and motivation	3	0	3	1	1	1	1	1	2	1	2	1	3	1	3	1	3	1	3	1	3	1	2	1	3	1	2,46
6. Risk management / compliance / internal control / internal audit	2	0	2	1	1	1	0	1	3	1	2	1	3	1	3	1	3	1	3	1	2	0	2	1	2	0	2,15
7. Audit / finance / accounting / management accounting (CFO level)	2	0	3	1	0	1	0	1	3	1	1	1	3	1	3	1	3	1	3	1	3	1	2	1	3	1	2,23
8. Corporate Governance / ESG	3	0	2	1	3	1	1	1	2	1	3	1	3	1	3	1	1	1	3	1	3	1	3	1	3	1	2,53
9. Operations and continuous improvement	0	0	3	1	1	1	3	1	2	1	2	1	3	1	3	1	3	1	2	1	3	1	1	1	1	0	2,07
10. Experience in the position of CEO (CEO, Chairman of the Management Board, President, etc.) of a company (not less than a medium-sized business) or senior management positions (CEO, Chairman of the Management Board level minus 1) in a large company	1	0	3	1	3	1	0	1	0	1	3	1	3	1	3	1	3	1	0	0	2	1	0	1	2	1	1,76

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC»

### 1. Information for compliance with the independence criteria group «Relation to the Company»

№	Group of criteria	Criteria of independence	Zharikov A.N.	Andreeva E.V.	Goncharov Y.V.	Dokuchaeva M.A.	Korotkova M.V.	Krainskiy D.V.	Lyapunov E.V.	Makovskiy I.V.	Polinov A.A.	Golovtsov A.V.	Zarkhin V.Y.	Morozov A.V.	Marchenko A.A.	
1	Not related to the Company, if he and (or) related persons	1. are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company	V	V	V	V	V	V	V	-	V	V	V	V	V	
		2. are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity	V	V	-	-	*	-	-	-	-	*	*	*	*	*
		3. for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company	V	V	V	V	V	V	V	-	V	V	V	V	V	V
		4. do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company	V	V	V	V	V	V	V	V	V	V	V	V	V	V
		5. are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity	V	V	V	V	V	V	V	V	V	V	V	V	V	V
		6. do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services	V	V	V	V	V	V	V	V	V	V	V	V	V	V
		7. do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company	V	V	V	V	V	V	V	V	V	V	V	V	V	V
		8. have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period, one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor	V	V	V	V	V	V	V	V	V	V	V	V	V	V
*Golovtsov A.V.	At the time of the assessment Golovtsov A.V. is a member of the Board of Directors of entities controlled by PJSC «Rosseti» (PJSC «Rosseti Centre» and PJSC «Rosseti North-West»)															
*Zarkhin V.Y.	At the time of the assessment Zarkhin V.Y. is a member of the Board of Directors of entities controlled by PJSC «Rosseti» (PJSC «Rosseti Centre», PJSC «Rosseti Centre and Volga region», PJSC «Rosseti South» and PJSC «Rosseti Siberia»)															
*Korotkova M.V.	At the time of the assessment Korotkova M.V. is a member of the Board of Directors of entities controlled by PJSC «Rosseti» (PJSC «Rosseti Centre», PJSC «Rosseti South» and PJSC «Rosseti Volga»)															
*Marchenko A.A.	At the time of the assessment Marchenko A.A. is a member of the Board of Directors of an entity controlled by PJSC «Rosseti» (PJSC «Rosseti Centre and Volga region»)															
*Morozov A.V.	At the time of the assessment Morozov A.V. is a member of the Board of Directors of entities controlled by PJSC «Rosseti» (PJSC «Rosseti Centre» and PJSC «Rosseti Centre and Volga region»)															
CONCLUSIONS	<p>Out of 13 candidates for the Board of Directors of the Company:</p> <ul style="list-style-type: none"> <li>➢ 2 candidates (Zharikov A.N. and Andreeva E.V.) fully meet all the independence criteria for the group «Relation to the Company».</li> <li>➢ 6 candidates (Goncharov Y.V., Dokuchaeva M.A., Krainskiy D.V., Lyapunov E.V., Makovskiy I.V. and Polinov A.A.) are related to the Company.</li> <li>➢ 5 candidates (Golovtsov A.V., Zarkhin V.Y., Korotkova M.V., Marchenko A.A. and Morozov A.V.) are related to the Company, BUT guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and Clause 2, Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, they can be recognized as INDEPENDENT DIRECTORS if they are elected at the Extraordinary General Meeting of Shareholders on 23.12.2022, since their relation to the Company is formal and will not affect their independence when forming their position on the agenda of meetings of the Board of Directors and Committees under the Board of Directors of the Company, their ability to make decisions that are objective, conscientious and independent of the influence of the executive bodies of the Company, for the following reasons: <ul style="list-style-type: none"> <li>▪ Golovtsov A.V., Zarkhin V.Y., Marchenko A.A. and Morozov A.V. were nominated as candidates to the Board of Directors of PJSC «Rosseti Centre» by non-controlling shareholders of the Company, in addition, these persons are independent directors and active representatives of minority shareholders;</li> <li>▪ Korotkova M.V. is a member of the boards of directors of companies in the energy complex, for a long time she participated as an independent director. Knowledge of the specifics of the industry will allow her to make conscientious judgments on the essence of issues considered by the Board of Directors and Committees under the Board of Directors of the Company.</li> </ul> </li> </ul>															

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC»

### 2. Information for compliance with the independence criteria group «Relation to the significant shareholder of the Company»

№	Group of criteria	Criteria of independence	Zharikov A.N.	Andreeva E.V.	Goncharov Y.V.	Dokuchaeva M.A.	Korotkova M.V.	Krainskiy D.V.	Lyapunov E.V.	Makovskiy I.V.	Polinov A.A.	Golovtsov A.V.	Zarkhin V.Y.	Morozov A.V.	Marchenko A.A.
2	Not related to the significant Shareholder of the Company, if he and (or) related persons	1. are not employees and (or) members of executive bodies of the significant shareholder of the Company (a legal entity of the group of companies, which includes the significant shareholder of the Company)	V	-	-	-	V	-	-	-	-	V	V	V	V
		2. during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the significant shareholder of the Company (a legal entity of the group of companies, which includes the significant shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company	V	-	-	-	V	-	-	-	-	V	V	V	V
		3. are not members of the board of directors in more than two legal entities, controlled by the significant shareholder of the Company or a person who controls the significant shareholder of the Company	V	V	-	-	*	-	V	-	-	V	*	V	V
*Zarkhin V.Y.		At the time of the assessment Zarkhin V.Y. is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as indirectly controlled by the Russian Federation - the entity controlling the significant shareholder of the Company (at the time of the assessment Zarkhin V.Y. is a member of the Board of Directors of entities controlled by PJSC «Rosseti» (PJSC «Rosseti Centre», PJSC «Rosseti Centre and Volga region»; PJSC «Rosseti South», PJSC «Rosseti Siberia»).													
*Korotkova M.V.		At the time of the assessment Korotkova M.V. is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as indirectly controlled by the Russian Federation - the entity controlling the significant shareholder of the Company (PJSC «Rosseti Centre», PJSC «Rosseti South», PJSC «Rosseti Volga»).													
CONCLUSIONS		<p>Out of 13 candidates for the Board of Directors of the Company:</p> <ul style="list-style-type: none"> <li>➢ 4 candidates (Zharikov A.N., Golovtsov A.V., Marchenko A.A. and Morozov A.V.) fully meet all the independence criteria for the group «Relation to the significant shareholder of the Company».</li> <li>➢ 7 candidates (Andreeva E.V., Goncharov Y.V., Dokuchaeva M.A., Krainskiy D.V., Lyapunov E.V., Makovskiy I.V. and Polinov A.A.) are related to the significant shareholder of the Company.</li> <li>➢ 2 candidates (Zarkhin V.Y. and Korotkova M.V.) are related to the significant shareholder of the Company, BUT guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and Clause 2, Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, they can be recognized as INDEPENDENT DIRECTORS if they are elected at the Extraordinary General Meeting of Shareholders on 23.12.2022, since their relation to the significant shareholder of the Company is formal and will not affect their independence when forming their position on the agenda of meetings of the Board of Directors and Committees under the Board of Directors of the Company, their ability to make decisions that are objective, conscientious and independent of the influence of the significant shareholder of the Company, for the following reasons: <ul style="list-style-type: none"> <li>▪ these persons do not have the obligation to vote in accordance with the directives or other position formed by the Russian Federation - the entity that controls the significant shareholder of the Company (PJSC «Rosseti»), since the Russian Federation exercises only indirect control over PJSC «Rosseti Centre»;</li> <li>▪ these persons have already been recognized by this criterion as independent members of the Board of Directors of companies of the energy complex.</li> </ul> </li> </ul>													

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC»

### 3. Information for compliance with the independence criteria group «Relation to a significant counterparty or competitor of the Company»

№	Group of criteria	Criteria of independence	Zharikov A.N.	Andreeva E.V.	Goncharov Y.V.	Dokuchaeva M.A.	Korotkova M.V.	Krainitskiy D.V.	Lyapunov E.V.	Makovskiy I.V.	Polinov A.A.	Golovtsov A.V.	Zarkhin V.Y.	Morozov A.V.	Marchenko A.A.
3	Not related to a significant counterparty or competitor of the Company (or related persons)	1. are not employees and (or) members of a management body and/or executive bodies of a significant counterparty or a competitor of the Company, as well as legal entities who control the significant counterparty or competitor of the Company, or its controlled companies	V	-	-	-	*	-	-	-	-	*	*	*	*
		2. are not owners of stocks (shares) or a beneficiary of stocks (shares) of a significant counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)	V	V	V	V	V	V	V	V	V	V	V	V	V
<b>*Golovtsov A.V.</b>		At the time of the assessment Golovtsov A.V. holds the position of a member of the Board of Directors of PJSC «Rosseti North-West», which is a controlled entity of the Company's significant counterparty – PJSC «Rosseti», the amount of obligations under the agreement with which exceeds 2% of the book value of the Company's consolidated assets as of 30.09.2022, and 2% of consolidated revenue (income) of the Company as of 31.12.2021.													
<b>*Zarkhin V.Y.</b>		At the time of the assessment Zarkhin V.Y. holds the position of a member of the Board of Directors of: <ul style="list-style-type: none"> <li>- PJSC «Rosseti Centre and Volga region», which is a significant counterparty of the Company, the amount of obligations under the agreement with which exceeds 2% of the book value of the Company's consolidated assets and PJSC «Rosseti Centre and Volga region» as of 30.09.2022 and 2% of the consolidated revenue (income) of the Company and PJSC «Rosseti Centre and Volga region» as of 31.12.2021) and being the controlling entity of the Company's significant counterparties: 1) JSC IEC «Energoefficiency technologies», the amount of whose liabilities to PJSC «Rosseti Centre» exceeds 2% of the book value of assets of JSC IEC «Energoefficiency technologies» as of 30.09.2022 and 2% of revenue (income) of JSC IEC «Energoefficiency technologies» as of 31.12.2021 and 2) JSC «Motor Transport Enterprise», the amount of whose liabilities to PJSC «Rosseti Centre» exceeds 2% of the book value of assets of JSC «Motor Transport Enterprise» as of 30.09.2022 and 2% of revenue (income) of JSC «Motor Transport Enterprise» as of 31.12.2021;</li> <li>- PJSC «Rosseti Centre and Volga region», PJSC «Rosseti Volga», PJSC «Rosseti North-West», which are controlled entities of the Company's significant counterparty – PJSC «Rosseti», the amount of obligations under the agreement with which exceeds 2% of the book value of the Company's consolidated assets as of 30.09.2022, and 2% of the Company's consolidated revenue (income) as of 31.12.2021.</li> </ul>													
<b>*Korotkova M.V.</b>		At the time of the assessment Korotkova M.V. holds the position of a member of the Board of Directors of PJSC «Rosseti South» and PJSC «Rosseti Volga», which are controlled entities of the Company's significant counterparty – PJSC «Rosseti», the amount of obligations under the agreement with which exceeds 2% of the book value of the Company's consolidated assets as of 30.09.2022, and 2% of the Company's consolidated revenue (income) as of 31.12.2021.													
<b>* Marchenko A.A. and *Morozov A.V.</b>		At the time of the assessment Marchenko A.A. and Morozov A.V. hold the position of members of the Board of Directors of PJSC «Rosseti Centre and Volga region»: <ul style="list-style-type: none"> <li>- which is a significant counterparty of the Company, the amount of obligations under the agreement with which exceeds 2% of the book value of the Company's consolidated assets and PJSC «Rosseti Centre and Volga region» as of 30.09.2022 and 2% of the Company's consolidated revenue (income) and PJSC «Rosseti Centre and Volga region» as of 31.12.2021) and being the controlling entity of the Company's significant counterparties: 1) JSC IEC «Energoefficiency technologies», the amount of whose liabilities to PJSC «Rosseti Centre» exceeds 2% of the book value of assets of JSC IEC «Energoefficiency technologies» as of 30.09.2022 and 2% of revenue (income) of JSC IEC «Energoefficiency technologies» as of 31.12.2021 and 2) JSC «Motor Transport Enterprise», the amount of whose liabilities to PJSC «Rosseti Centre» exceeds 2% of the book value of assets of JSC «Motor Transport Enterprise» as of 30.09.2022 and 2% of revenue (income) of JSC «Motor Transport Enterprise» as of 31.12.2021;</li> <li>- which is a controlled entity of the Company's significant counterparty – PJSC «Rosseti», the amount of obligations under the agreement with which exceeds 2% of the book value of the Company's consolidated assets as of 30.09.2022, and 2% of the Company's consolidated revenue (income) as of 31.12.2021.</li> </ul>													
<b>CONCLUSIONS</b>		<p>Out of 13 candidates for the Board of Directors of the Company:</p> <ul style="list-style-type: none"> <li>➢ 1 candidate (Zharikov A.N.) fully meets all the independence criteria for the group «Relation to a significant counterparty or competitor of the Company».</li> <li>➢ 7 candidates (Andreeva E.V., Goncharov Y.V., Dokuchaeva M.A., Krainitskiy D.V., Lyapunov E.V., Makovskiy I.V. and Polinov A.A.) are related to a significant counterparty of the Company.</li> <li>➢ 5 candidates (Golovtsov A.V., Zarkhin V.Y., Korotkova M.V., Marchenko A.A. and Morozov A.V.) are related to significant counterparties of the Company, BUT guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and Clause 2, Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, they can be recognized as INDEPENDENT DIRECTORS if they are elected at the Extraordinary General Meeting of Shareholders on 23.12.2022, since their relation to the significant counterparty of the Company is formal and will not affect their independence in forming their position on the agenda of meetings of the Board of Directors and Committees under the Board of Directors of the Company, their ability to make decisions that are objective, conscientious and independent of the influence of the significant counterparty of the Company, for the following reasons: <ul style="list-style-type: none"> <li>▪ these persons when making a decision on consent to related party transactions (agreements between the Company and JSC IEC «Energoefficiency technologies»; an agreement between the Company and JSC «Motor Transport Enterprise»; an agreement between the Company and PJSC «Rosseti Centre and Volga region»; agreements between the Company and PJSC «Rosseti»), abstained/did not take part in the voting;</li> <li>▪ significant counterparties / controlled entities of the significant counterparties do not and cannot influence the decisions made by PJSC «Rosseti Centre», their influence on the financial and economic activities of PJSC «Rosseti Centre» is limited only by the scope of agreements.</li> </ul> </li> </ul>													

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC»

### 4. Information for compliance with the independence criteria group «Relation to the state or a municipal entity»

№	Group of criteria	Criteria of independence	Zharikov A.N.	Andreeva E.V.	Goncharov Y.V.	Dokuchaeva M.A.	Korotkova M.V.	Krainskiy D.V.	Lyapunov E.V.	Makovskiy I.V.	Polinov A.A.	Golovtsov A.V.	Zarkhin V.Y.	Morozov A.V.	Marchenko A.A.	
4	Not related to the state or a municipal entity, if he	1. is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia	V	V	V	V	V	V	V	V	V	V	V	V	V	
		2. in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company	V	V	V	V	V	V	V	V	V	V	V	V	V	V
		3. has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity	V	V	V	V	V	V	V	V	V	V	V	V	V	V
		4. is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality	V	X	X	X	V	X	X	V	X	V	V	V	V	V
<b>CONCLUSIONS</b>		<p><b>Out of 13 candidates for the Board of Directors of the Company:</b></p> <ul style="list-style-type: none"> <li>&gt; 6 candidates (Golovtsov A.V., Zarkhin V.Y., Zharikov A.N., Korotkova M.V., Marchenko A.A. and Morozov A.V.) fully meet all the independence criteria for the group «Relation to the state or a municipal entity».</li> <li>&gt; 7 candidates (Andreeva E.V., Goncharov Y.V., Dokuchaeva M.A., Krainskiy D.V., Lyapunov E.V., Makovskiy I.V. and Polinov A.A.) are related to the state.</li> </ul>														

**Summary assessment of candidates for the Board of Directors of Rosseti Centre for compliance with the independence criteria established by the Listing Rules of PJSC Moscow Exchange**

№	Full name of the candidate	Status		
		Independent	Executive	Non-executive
1	Alexey Nikolayevich Zharikov	Yes	No	Yes
2	Elena Viktorovna Andreeva	No	No	Yes
3	Yury Vladimirovich Goncharov	No	No	Yes
4	Maria Alexandrovna Dokuchaeva	No	No	Yes
5	Maria Vyacheslavna Korotkova	Yes* (subject to the recognition of the Board of Directors)	No	Yes
6	Daniil Vladimirovich Krainskiy	No	No	Yes
7	Evgeny Viktorovich Lyapunov	No	No	Yes
8	Igor Vladimirovich Makovskiy	No	Yes	No
9	Alexey Alexandrovich Polinov	No	No	Yes
10	Alexander Viktorovich Golovtsov	Yes* (subject to the recognition of the Board of Directors)	No	Yes
11	Vitaly Yuryevich Zarkhin	Yes* (subject to the recognition of the Board of Directors)	No	Yes
12	Andrey Vladimirovich Morozov	Yes* (subject to the recognition of the Board of Directors)	No	Yes
13	Andrey Alexandrovich Marchenko	Yes* (subject to the recognition of the Board of Directors)	No	Yes





## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC»

### Conclusion of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC on the assessment of candidates for the Board of Directors of Rosseti Centre, PJSC



Public joint stock company  
«Rosseti Centre»

#### EXTRACT FROM MINUTES of meeting of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC (in the form of absent voting)

«30» November 2022 Moscow No. 17/22

**Form of the meeting:** absent voting.  
**Total number of members of the Personnel and Remuneration Committee:** 3 persons.  
**Participants of the voting:** D.V. Krainskiy, A.V. Golovtsov, M.A. Dokuchaeva.  
**Members who did not provide questionnaires:** none.  
**The quorum is present.**  
**Date of the minutes:** 30.11.2022.

#### Item 1. On preliminary assessment of nominations to members of the Board of Directors of Rosseti Centre, PJSC.

**Decision:**  
To approve the results of preliminary assessment of nominations to members of the Board of Directors of Rosseti Centre, PJSC in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee.  
**Decision taken unanimously.**

#### Minutes signed by:

Chairperson of the Personnel and Remuneration Committee of the Board of Directors D.V. Krainskiy  
Secretary of the Personnel and Remuneration Committee of the Board of Directors S.V. Lapinskaya

#### Extract is correct:

Secretary of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC S.V. Lapinskaya  
30.11.2022

The preliminary assessment of candidate members to the Board of Directors of Rosseti Centre, PJSC shall be submitted as materials to the Extraordinary General Meeting of Shareholders in accordance with clause 4.5. of the Regulation on the General Meeting of Shareholders of the Company (hereinafter referred to as the Regulation on the General Meeting of Shareholders), according to which along with other information materials on the agenda of the General Meeting of Shareholders of the Company information should be available on candidates to the Board of Directors of the Company for familiarization to all shareholders of the Company.

In accordance with clause 4.6 of the Regulation on the General Meeting of Shareholders "the executive bodies of the Company in the period prior to the General Meeting of Shareholders shall implement the Company's information policy in such a way that it is directed to election to the Company's Board of Directors of candidates meeting the requirements of regulatory bodies and trading authorities on the securities market of the Russian Federation".

The Listing Rules of PJSC Moscow Exchange require that candidate members of the Board of Directors meet the requirements set forth in Appendix 4.1 to the Listing Rules of PJSC Moscow Exchange.

At the same time, it is recommended to select candidates to the Board of Directors from among specialists competent in a range of issues covering both the main sphere of the Company's activities and individual industries and regions in which the Company operates.

The Personnel and Remuneration Committee analyzed and evaluated the candidates nominated to the Board of Directors of the Company regarding the Competence Matrix and recommendations made to the members of the Board of Directors of Rosseti Centre, PJSC by the Listing Rules of PJSC Moscow Exchange (Appendix 1).

By the decision of the Board of Directors of the Company on 25.11.2022 (Minutes # 61/22), 13 candidates were included in the list of candidates for voting for election to the Board of Directors of the Company.

The preliminary evaluation of the candidates is based on the available personal data of the current members of the Board of Directors, on the data submitted by the shareholders of the Company, who nominated these candidates for election to the Board of Directors of the Company.

In the opinion of the Personnel and Remuneration Committee, an analysis of the composition of candidates to the Company's Board of Directors allows to conclude that:

1) submission by all candidates for election of the written consent evidences the openness of procedures for nominating and electing candidates to the Board of Directors, the willingness (if elected) to exercise the rights and perform the duties of a member of the Board of Directors, to act in the interests of the Company, exercise their rights and fulfill their obligations in respect to the Company honestly and reasonably, in accordance with applicable law, the Articles of Association and internal documents of the Company;

2) candidate members of the Board of Directors have industry experience and competence in the field of strategic management, finance and audit, corporate governance/ESG, which will allow them to directly contribute to the effective work of the entire Board of Directors in the interests of the Company and its shareholders;

3) personal characteristics of candidates for the Board of Directors, including experience in the boards of directors or at senior positions of other joint-stock companies, whose shares are included in the quotation lists of organized trading platforms (exchanges), including in international companies, will positively influence the effectiveness of the work of the Council directors, including the ability to work in a team, accessibility for communication, the ability to defend one's views, skills to reckon with opinions of others;

4) candidates for the Board of Directors are represented by different groups of shareholders of the Company, which will provide:

- balance of interests - taking into account interests and viewpoints of different groups of shareholders;
- objective and independent judgment when making decisions;
- comprehensive and thorough discussion, elaboration and adoption of effective decisions on all issues within the competence of the Board of Directors.

5) the lists of candidates for the Board of Directors include fewer than one-fourth of the candidates who are employees of the Company (namely, out of 13 - 1),

6) based on the requirements for the independence of a member of the Board of Directors as provided for by the Listing Rules of PJSC Moscow Exchange and the Corporate Governance Code of the Bank of Russia, an analysis was carried out according to which (at the time of the assessment) out of 13 candidates:

- 1 candidate (Zharikov A.N.) fully meets all the criteria of independence;
- 5 candidates (Golovtsov A.V., Zarkhin V.Y., Korotkova M.V., Marchenko A.A. and Morozov A.V.) may be recognized by the Board of Directors of the Company as independent directors if they are elected at the Extraordinary General Meeting of Shareholders on 23.12.2022, since their relation to the Company and/or with the significant shareholder of the Company and/or with the significant counterparty of the Company is of a formal nature and will not affect their independence in forming a position on the agenda items of meetings of the Board of Directors and Committees under the Board of Directors of the Company, on their ability to make objective and conscientious judgments independent of the influence of the executive bodies of the Company, certain groups of shareholders, competitors and counterparties of the Company;
- 7 candidates (Andreeva E.V., Goncharov Y.V., Dokuchaeva M.A., Krainskiy D.V., Lyapunov E.V., Makovskiy I.V. and Polinov A.A.) are related to the Company and/or with the significant shareholder of the Company, and/or with the significant counterparty of the Company, and/or with the state.

The Personnel and Remuneration Committee draws attention to the fact that following the results of the Extraordinary General Meeting of Shareholders on 23.12.2022, the situation with the results of the preliminary assessment may change. Thus, the elected member of the Board of Directors will cease to appear or vice versa will be recognized as independent for one reason or another, such as: the regulator or the Exchange will change the requirements for the conditions of independence, the member of the Board of Directors will be elected or cease his or her participation in controlled entities of the entity, which controls the Company and/or in legal entities controlled by the significant shareholder of the Company or a person controlling the significant shareholder of the Company and/or a significant counterparty of the Company, etc.

At the same time, the Personnel and Remuneration Committee notes that the Board of Directors of the Company may, in exceptional cases, recognize the independence of a member of the Board of Directors despite having formal criteria of relation to the Company, the substantial shareholder of the Company, a material counterparty or competitor of the Company established in the criteria for determining independence of members of the Board of Directors in the event that such a relationship does not affect the ability of the respective member of the Board of Directors to make independent, objective and conscientious judgments.

The Personnel and Remuneration Committee recommends:

1. In order to comply with the requirements of the Listing Rules of PJSC Moscow Exchange and the Corporate Governance Code, on 23 December 2022 at the Extraordinary General Meeting of Shareholders of Rosseti Centre, PJSC, vote on the issue of electing members of the Board of Directors of the Company in such a way as to ensure a balanced composition of the Board of Directors in terms of experience and professional qualifications, as well as the election to the Board of Directors of the majority of candidates who meet the requirements of independence;
2. Based on the results of the election on 23 December 2022 at the Extraordinary General Meeting of Shareholders of the Company of a new composition of the Board of Directors, when determining the status of independence of a member of the Board of Directors of Rosseti Centre, PJSC, take into account the results of the preliminary assessment of the candidates for members of the Board of Directors of Rosseti Centre, PJSC.