

Appendix # 2
to Minutes of 05.10.2026 # 32/26

APPROVED
by decision of the Board of Directors of Rosseti Centre, PJSC
dated 05.10.2026 (Minutes of 05.10.2026 # 32/26)

REGULATION
on the Personnel and Remuneration Committee
of the Board of Directors of Rosseti Centre, PJSC

Moscow
2026

1. General provisions

1.1. This Regulation on the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC (hereinafter referred to as the Regulation) is an internal document of Public Joint stock company «Rosseti Centre» (hereinafter referred to as the Company), defining the competence of the Personnel and Remuneration Committee of the Board of Directors of the Company (hereinafter referred to as the Committee), the procedure for forming the Committee, the rights and obligations of the Committee's members, the procedure for preparing and holding meetings of the Committee (hereinafter referred to as the meeting) and absentee voting for decision-making by the Committee (hereinafter referred to as absentee voting), as well as other issues related to the activities of the Committee.

1.2. This Regulation has been developed in accordance with the legislation of the Russian Federation, the Articles of Association of the Company and the Regulation on the Board of Directors of the Company, taking into account the provisions of the Corporate Governance Code recommended for use by the Central Bank of the Russian Federation.

1.3. The Committee is created by decision of the Board of Directors of the Company, is not a management or control body of the Company and does not have the right to act on behalf of the Company.

1.4. When considering issues assigned by the Board of Directors of the Company for consideration by the Committee, which do not require subsequent consideration by the Board of Directors of the Company, the Committee has the right to make decisions and issue recommendations to the General Director of the Company.

1.5. The Committee's decisions are advisory in nature to the Board of Directors of the Company.

1.6. The Committee is accountable in its activities to the Board of Directors of the Company.

1.7. In its activities, the Committee is guided by the legislation of the Russian Federation, other regulatory legal acts of the Russian Federation, the Articles of Association of the Company, the Regulation on the Board of Directors of the Company, this Regulation and other internal documents of the Company, as well as decisions of the Board of Directors of the Company.

2. The purpose and objectives of the Committee

2.1. The purpose of the Committee is to promote effective work of the Board of Directors of the Company in resolving issues within its competence.

2.2. The main task of the Committee within its competence is to develop and submit recommendations to the Board of Directors of the Company on the following areas of the Company's activities:

- 1) in the field of personnel policy;

2) in the area of the Company's policy and standards for the selection of candidates for the Company's management bodies, aimed at attracting qualified specialists to the management of the Company;

3) in the area of policy for determining remuneration of members of the Company's management bodies, officials of the Company's management team (development of principles and criteria for determining the amount of remuneration and material incentives);

4) in the area of planning personnel appointments in the Company (including the executive bodies of the Company), forming recommendations to the Board of Directors of the Company regarding candidates for the position of Corporate Secretary of the Company, General Director of the Company, as well as evaluating candidates for election to the Board of Directors of the Company;

5) other issues of its activities.

3. Competence of the Committee

3.1. The Committee's competence includes:

3.1.1. Preliminary review, analysis and development of recommendations to the Board of Directors of the Company on the following issues:

1) approval (adjustment) of internal documents regulating issues in the area of remuneration and material incentives;

2) approval of the methodology for self-assessment of the quality of work of the Board of Directors of the Company and the Committees of the Board of Directors of the Company;

3) determining the status of members of the Board of Directors of the Company, as well as reviewing the results of self-assessment and independent assessment of the activities of the Board of Directors of the Company and the Committees of the Board of Directors of the Company;

4) approval of the terms of the employment contract with the General Director of the Company, members of the Management Board of the Company, establishing the amounts of remuneration and compensation paid to the General Director of the Company and members of the Management Board of the Company;

5) review of the annual report on the activities of the Corporate Secretary of the Company and preparation of recommendations on the payment of additional remuneration to the Corporate Secretary of the Company;

6) determination of the number of members of the Company's Management Board, as well as the election of members of the Company's Management Board and the early termination of their powers, including the adoption of a decision on the early termination of employment contracts with them;

7) bringing the General Director of the Company and members of the Management Board of the Company to disciplinary responsibility and rewarding them in accordance with the labour legislation of the Russian Federation, making a decision on nominating the General Director of the Company for state awards;

8) approval of the organizational structure of the executive office of the Company and amendments to it;

9) approval of the regulations on remuneration and material incentives for officials of the management team of the Company, approval of the list of officials of the management team of the Company;

10) approval of candidates for individual positions in the executive office of the Company, determined by the Board of Directors of the Company

11) approval of key performance indicators and functional performance indicators of the Company's management, the procedure for their calculation, target values and reports on their achievement.

3.1.2. Conducting an assessment of the independence of candidates for membership in the Board of Directors of the Company, providing an opinion on the independence of the candidate, as well as conducting a regular analysis of the compliance of independent members of the Board of Directors of the Company with the independence criteria.

3.1.3. Supervision of the disclosure of information on the remuneration policy and practice and on the ownership of shares in the Company by members of the Board of Directors of the Company, members of the Management Board of the Company, the General Director of the Company in the annual report and on the Company's website on the Internet.

3.1.4. Evaluation of the composition of the Board of Directors of the Company in terms of professional specialization and experience (formation of a "competency matrix"), identification of priority areas for strengthening its composition.

3.1.5. Regularly reviewing the compliance of independent members of the Board of Directors of the Company with the independence criteria and ensuring prompt disclosure of information on the identification of circumstances due to which a director has ceased to be independent.

3.1.6. Determination of the amount of remuneration and principles of bonuses for the Corporate Secretary of the Company.

3.1.7. Review of the organizational structure of the executive office of the Company's branch.

3.1.8. Assessment of the state of the Company's personnel reserves.

3.1.9. Consideration of proposals from the executive bodies of the Company regarding the reorganization of the Company's management system (change in the number of management levels, creation /liquidation / regrouping of production departments, Distribution Zones).

3.1.10. Approval of the Committee's work plan.

3.1.11. Consideration of the report on the work of the Committee.

3.1.12. Other issues, in accordance with the goals and objectives of the Committee, as well as issues considered on the instructions of the Board of Directors of the Company.

4. Composition and procedure for the formation of the Committee

4.1. The personal composition of the Committee is elected by a decision of the Board of Directors of the Company by a majority of votes of the members of the

Board of Directors of the Company participating in the meeting or absentee voting from among the candidates nominated by the members of the Board of Directors of the Company

The number of members of the Committee is determined by the decision of the Board of Directors of the Company and cannot be less than 3 (Three) and more than 5 (Five) people.

Only individuals may be members of the Committee.

A member of the Committee may not be a member of the Board of Directors of the Company. The target number of members of the Board of Directors in the Committee is at least 2 (Two) people.

4.2. The Committee's members are elected by the Company's Board of Directors for a term until a new Committee is elected. The election of the next Committee must be held no later than 30 (Thirty) calendar days after the annual meeting of the Company's General Meeting of Shareholders.

4.3. Each member of the Board of Directors of the Company has the right to propose no more than 1 (One) candidate to the Committee.

A proposal from a member of the Board of Directors of the Company to nominate a candidate for membership in the Committee shall be submitted to the Corporate Secretary of the Company and to the Company in writing no later than 5 (Five) calendar days prior to the date of the meeting of the Board of Directors of the Company (the deadline for accepting questionnaires for absentee voting for the adoption of decisions by the Board of Directors of the Company), the agenda of which includes the issue of forming the Committee.

4.4. A proposal to nominate a candidate for membership in the Committee must contain the following information:

- last name, first name, patronymic (if any) of the candidate;
- about the candidate's education;
- about the candidate's place of work and position on the date of sending the offer;
- about the candidate's work experience over the last 5 (Five) years preceding the date of sending the offer.

A proposal to nominate a candidate for membership in the Committee must be signed by the member of the Board of Directors of the Company who submitted the proposal.

The proposal to nominate a candidate must be accompanied by the candidate's consent to his election to the Committee.

Candidates for membership in the Committee must ensure that a conflict of interest (if any) is publicly declared by sending the relevant information to the Company in writing prior to the consideration of the issue of approving the composition of the Committee at a meeting of the Board of Directors of the Company or by conducting absentee voting for the adoption of decisions by the Board of Directors of the Company.

4.5. When electing members of the Committee, their education, professional training, work experience in the Committee's field of activity and other specialized

knowledge necessary for the members of the Committee to exercise their powers must be taken into account.

4.6. The Committee's members may be elected an unlimited number of times.

4.7. The powers of any member of the Committee or all members of the Committee may be terminated early by a decision of the Board of Directors of the Company. A decision to terminate the powers of all or individual members of the Committee is made by the Board of Directors of the Company by a majority vote of the members of the Board of Directors of the Company participating in the meeting or in absentee voting.

4.8. The Committee's Chairperson, as well as other Committee's members, may resign early upon submitting a corresponding application. The application from the Committee's Chairperson and other Committee's members shall be submitted to the Chairman of the Company's Board of Directors for consideration no later than 15 (Fifteen) business days prior to the proposed date of resignation from the Committee.

4.9. The powers of a member of the Committee and/or the Chairman of the Committee are considered terminated and his vote is not taken into account when determining the quorum for making decisions by the Committee (hereinafter also referred to as the quorum) and summing up the results (outcomes) of voting from the date of adoption by the Board of Directors of the Company of the relevant decision in accordance with paragraph 4.10 of this Regulation.

4.10. In accordance with the application received in accordance with paragraph 4.8 of this Regulation from the Chairman of the Committee or a member of the Committee, the Chairman of the Board of Directors of the Company, no later than the date of the expected termination of the powers of the Chairman of the Committee or a member of the Committee, must ensure that the Board of Directors of the Company considers the issue of terminating the powers of the member of the Committee and electing a member of the Committee to replace the one who has resigned.

4.11. If the number of members of the Committee becomes less than the number constituting the quorum determined by this Regulation, the Chairman of the Board of Directors of the Company must include the issue of electing members of the Committee in the agenda of the next meeting of the Board of Directors of the Company or in absentee voting for the adoption of decisions by the Board of Directors of the Company.

5. Rights and responsibilities of the Committee and its members

5.1. In order to achieve the objectives of the Committee's activities, as provided for in the Regulation, the Committee has the right to:

- 1) conduct research on issues within its competence;
- 2) request and receive information and documents necessary for the implementation of its activities from the executive bodies of the Company, and also has the right, through the Chairman of the Board of Directors of the Company or the

General Director of the Company, to request information from third-party organizations;

3) receive professional services from third-party organizations or engage (including on a contractual basis) third parties as experts (consultants) possessing specialized knowledge on matters falling within the competence of the Committee, within the framework of the Committee's budget and taking into account compliance with the requirements of the documents regulating the Company's procurement activities. Contracts with persons engaged by the Committee to provide consulting services are concluded on the basis of a relevant decision of the Committee by an authorized official of the Company upon the recommendation of the Chairman of the Committee, or by the Chairman of the Committee on the basis of a power of attorney issued by the General Director of the Company;

4) make proposals and provide recommendations to the Board of Directors of the Company on all issues referred to the competence of the Committee by this Regulation;

5) invite employees, management of the Company, members of other Committees of the Board of Directors of the Company, as well as other persons to participate in meetings of the Committee;

6) develop and submit for consideration by the Board of Directors of the Company draft amendments and additions to this Regulation;

7) carry out other actions aimed at achieving the goals of the Committee.

5.2. In order to achieve the objectives of the Committee's activities, as stipulated by the Regulation, the Committee is obliged to provide the Board of Directors of the Company with:

1) cost-effective and legally sound recommendations (conclusions) on issues submitted for consideration by the Board of Directors of the Company, within the competence of the Committee;

2) information on risks identified within the scope of their competence;

3) a report on the work in the form provided in Appendix 1 to this Regulation, at least once a year.

5.3. Members of the Committee, within the scope of the Committee's competence, have the right to:

1) request documents and information necessary for making decisions on matters within the Committee's purview from the Company's executive bodies. The request shall be made in writing and signed by the Committee's member;

2) submit written proposals for the formation of the Committee's work plan;

3) propose issues for the agenda in the manner established by this Regulation;

4) demand that a meeting or absentee voting be held.

5.4. Members of the Committee are obliged to:

1) participate in the work of the Committee and regularly take part in meetings and absentee voting. If unable to participate in a meeting or absentee voting, notify the Committee's Chairperson in advance;

2) notify the Board of Directors of the Company of the occurrence of a conflict of interest in relation to any agenda item prior to its consideration by the Committee;

3) immediately notify the Chairman of the Committee in writing of any personal, commercial or other interest (direct or indirect) in the Committee's decision-making on an issue within its competence;

4) comply with restrictions on the use of the Company's insider information established by the legislation of the Russian Federation and the Company's internal documents;

5) not to disclose information constituting commercial or other secrets protected by law that became known to a member of the Committee in connection with the performance of relevant duties, and also not to use them in their own interests or the interests of third parties;

6) comply with the rules and procedures stipulated by the internal documents of the Company and related to the security regime and safety of information constituting commercial and other secrets protected by law.

5.5. When exercising their rights and fulfilling their duties, members of the Committee must act in the interests of the Society, exercise their rights and fulfill their duties in good faith and reasonably.

6. Chairman of the Committee

6.1. The management of the Committee and the organization of its activities are carried out by the Chairman of the Committee.

6.2. A person who exercises the functions of the sole executive body of the Company, as well as a person who is a member of the collegial executive body of the Company, cannot be elected as the Chairman of the Committee.

6.3. The Chairman of the Committee is elected by the Board of Directors of the Company from among the members of the Committee by a majority of votes of the members of the Board of Directors of the Company participating in the meeting or by absentee voting.

6.4. The Board of Directors of the Company has the right to re-elect the Chairman of the Committee at any time.

6.5. In the absence of the Committee's Chairperson, his/her functions are performed by one of the Committee's members, as decided by the Committee (the Chairperson). The Chairperson is elected by the Committee's members from among themselves by a majority vote of the total number of the Committee's members.

6.6. The Chairman of the Committee:

1) makes a decision on holding a meeting or absentee voting, ensures that members of the Committee are notified of the next meeting or absentee voting in the manner prescribed by this Regulation, approves the agenda and determines the method of making decisions by the Committee (a meeting or absentee voting), ensures the timely provision of materials on agenda items to members of the Committee, oversees the process of holding a meeting and absentee voting;

- 2) determines the list of persons invited to participate in the discussion of individual issues on the agenda of the meeting;
- 3) in accordance with the information received from the Secretary of the Committee, records the quorum or its absence, and also informs the members of the Committee about the presence of a quorum;
- 4) takes measures to postpone the meeting or absentee voting with the same agenda in the event of absence of a quorum and organizes informing the members of the Committee of the decision taken;
- 5) organizes the discussion of issues at meetings, as well as hearing the opinions of persons invited to participate in the discussion of individual issues on the meeting agenda;
- 6) organizes the voting on the proposed draft resolution of the Committee;
- 7) announces the decisions taken at the meeting;
- 8) closes the meeting;
- 9) signs the minutes on the results of the meeting or absentee voting (hereinafter referred to as the Committee's minutes);
- 10) organizes the activities of the Secretary of the Committee;
- 11) organizes control over the implementation of the Committee's decisions;
- 12) represents the Committee in relations with the Board of Directors of the Company, other Committees of the Board of Directors of the Company, executive bodies of the Company, and other persons;
- 13) carries out the Committee's official correspondence, signs requests, letters and documents on behalf of the Committee;
- 14) is responsible for the targeted use of funds provided for in the Committee's budget, approved by the Board of Directors of the Company;
- 15) ensures, in the course of the Committee's activities, compliance with the requirements of the legislation of the Russian Federation, the Articles of Association of the Company, this Regulation and other internal documents of the Company, as well as individual decisions of the Board of Directors of the Company;
- 16) performs other functions stipulated by the legislation of the Russian Federation, the Articles of Association of the Company, this Regulation and other internal documents of the Company, as well as individual decisions of the Board of Directors of the Company.

7. Secretary of the Committee

7.1. The functions of the Secretary of the Committee are performed by the Corporate Secretary of the Company, unless otherwise provided by the decision of the Committee.

7.2. In the event that the Committee decides to elect another person as the Secretary of the Committee, the Secretary of the Committee shall be elected by a majority of votes of the total number of members of the Committee from among the Company's full-time employees for the period until the first meeting or absentee

voting of the Committee in its new composition. By decision of the Committee, the powers of the Committee's Secretary may be terminated early.

7.3. The Secretary of the Committee reports to the Chairman of the Committee and is not a member of the Committee.

7.4. The Secretary of the Committee shall perform the following functions:

1) provides organizational and informational support for the work of the Committee, including:

- notifies the members of the Committee of an upcoming meeting or absentee voting;

- ensures preparation for holding meetings and absentee voting (preparation and submission of applications for the provision of premises, as well as ensuring unimpeded access to them for Committee's members and invited persons, preparation of materials, etc.);

- ensures the preparation of the agenda and documents containing information on the expression of will of the Committee's members (hereinafter referred to as the questionnaire);

- forms a work plan for the Committee taking into account the approved work plan of the Board of Directors of the Company, proposals from the Chairman of the Board of Directors of the Company, the General Director of the Company, members of the Management Board of the Company, members of the Committee and decisions of the Board of Directors of the Company;

- sends to the members of the Committee and persons invited to participate in the meeting notifications of meetings and absentee voting, as well as materials on the agenda items;

- sends questionnaires to the members of the Committee and collects completed questionnaires, summing up the voting results on agenda items;

- draws up the minutes of the Committee;

- monitors the progress of implementation of decisions adopted by the Committee;

- prepares a report on the work of the Committee;

- forwards correspondence received by the members of the Committee;

- ensures the storage of the Committee's minutes and other documents and materials related to the Committee's activities, in accordance with the internal documents of the Company;

2) to ensure the effective work of the Board of Directors of the Company, interacts with the Corporate Secretary of the Company (submits minutes and materials on agenda items for a meeting or absentee voting, including upon request), except in cases where the functions of the Secretary of the Committee are performed by the Corporate Secretary of the Company;

3) carries out the instructions of the Chairman of the Committee;

4) performs other functions stipulated by the legislation of the Russian Federation, the Articles of Association of the Company, this Regulation and other internal documents of the Company, as well as individual decisions of the Board of Directors of the Company.

8. Providing support for the Committee's activities

8.1. The Committee is financed in accordance with the Committee's budget.

8.2. The Committee's budget for the relevant year, including limits for specific areas, is approved by the Board of Directors of the Company upon the recommendation of the Committee's Chairman, accompanied by confirmation from the Company's General Director that the Company's budget contains funds to finance the Committee's submitted budget in the planned amounts. The Committee's budget specifically includes the remuneration and compensation of the Committee's Chairman, members of the Committee and the Secretary of the Committee, expenses for engaging third-party consultants (experts) and other expenses.

8.3. Remuneration and compensation shall be paid to the Chairman of the Committee, members of the Committee and the Secretary of the Committee in accordance with the Regulation on the payment of remuneration and compensation to members of the Committees of the Board of Directors of the Company.

8.4. For the purpose of holding meetings, the Company, at the request of the Chairman of the Committee or the Secretary of the Committee, provides the Committee with premises, ensures unimpeded access to them for persons, the list of whom is determined in the said request, and also takes other measures to organize the holding of the meeting.

9. Organization of the Committee's work

9.1. Decisions of the Committee may be taken at meetings or by absentee voting.

9.2. The decision to hold a meeting or absentee voting is taken by the Chairman of the Committee on his own initiative, at the request of a member of the Committee, the Chairman of the Board of Directors of the Company, a member of the Board of Directors of the Company, or by decision of the Board of Directors of the Company.

9.3. A request for holding a meeting or absentee voting must be addressed to the Chairman of the Committee and signed by the person requesting the holding of a meeting or absentee voting. At the same time, a copy of the request for holding the meeting or absentee voting with all attachments must be sent to the Secretary of the Committee.

9.4. A request to hold a meeting or absentee voting must contain the wording of the issue, a draft decision of the Committee, an explanatory note justifying the need for the Committee to consider the issue, as well as accompanying materials on the issue proposed for inclusion on the agenda.

9.5. The Chairman of the Committee has the right to include the received issues in the agenda of the next meeting or absentee voting or to make a decision to hold a meeting or absentee voting no later than 7 (Seven) working days from the date of receipt of the relevant request.

9.6. If the basis for holding a meeting or absentee voting is a notice of a meeting of the Board of Directors of the Company or absentee voting for the adoption of decisions by the Board of Directors of the Company, the agenda of which includes an issue (issues) referred by this Regulation to the competence of the Committee, such a meeting or absentee voting shall be held within a time period that ensures compliance with the deadline for submitting the minutes of the Committee to the members of the Board of Directors of the Company, as established by paragraph 9.7 of the Regulation on the Board of Directors of the Company.

9.7. If a request by the Committee's member to hold a meeting or absentee voting contains a proposal regarding the method of decision-making by the Committee, such a proposal by the Committee's member must be taken into account by the Chairman of the Committee.

9.8. The decision of the Committee's Chairman to refuse to satisfy the request to hold a meeting or absentee voting may be made in the following cases:

9.8.1. the issue(s) proposed for inclusion in the agenda is(are) not assigned to the competence of the Committee by this Regulation;

9.8.2. the procedure established by this Regulation for submitting a request to hold a meeting or absentee voting has not been followed.

9.9. If a request to hold a meeting or absentee voting is signed by half or more members of the Committee, the Chairman of the Committee shall not have the right to make a decision to refuse to satisfy the request to hold a meeting or absentee voting, except in cases provided for in subparagraph 9.8.1 of paragraph 9.8 of this Regulation.

9.10. A reasoned decision to refuse to satisfy a request to hold a meeting or absentee voting shall be sent to the person who submitted the request to hold a meeting or absentee voting no later than the next day from the date of the adoption of such a decision by the Chairman of the Committee in a manner that ensures its prompt receipt by the relevant person (including via electronic communication) and/or delivered by him in person.

9.11. The meeting or absentee voting shall be held in accordance with the approved work plan of the Committee, taking into account the timing of meetings of the Board of Directors of the Company or absentee voting for the adoption of decisions by the Board of Directors of the Company, the agenda of which is planned to include issues subject to preliminary consideration by the Committee in accordance with the competence established by this Regulation, but not less than 1 (Once) per quarter.

9.12. The Committee's work plan is formed by the Secretary of the Committee taking into account the approved work plan of the Board of Directors of the Company, proposals of the Chairman of the Board of Directors of the Company, the General Director of the Company, members of the Management Board of the Company, members of the Committee and decisions of the Board of Directors of the Company sent in writing to the Secretary of the Committee.

9.13. The Committee's work plan is approved by a decision of the Committee.

9.14. The work plan of the Committee must contain:

- a) a schedule for consideration of issues (month);
- b) issues to be considered by the Committee;
- c) a planned method of decision-making by the Committee;
- d) a deadline for submitting materials to the Chairman of the Committee.

9.15. The quorum for making decisions by the Committee shall be not less than half of the number of elected members of the Committee.

9.16. Decisions of the Committee shall be taken by a majority of votes of the Committee's members participating in the meeting or absentee voting, except in cases specified in this Regulation.

9.17. When making decisions, each Committee's member has one vote. In the event of a tie, the Committee's Chairman's vote is decisive.

9.18. The transfer of the right to vote by a member of the Committee to another person, including another member of the Committee, is not permitted.

10. Preparation for a meeting or absentee voting

10.1. Members of the Committee have the right to make proposals on the formation of the agenda of the next meeting or absentee voting and on draft decisions on agenda items.

The said proposals must be received by the Chairman of the Committee no later than 7 (Seven) working days before the date of the meeting or absentee voting proposed by the Committee's members and must contain the wording of the question, a draft resolution and justification for the need for consideration of the question by the Committee, as well as accompanying materials.

10.2. A notice of a meeting or a notice of absentee voting shall be drawn up in writing in accordance with Appendices 2 and 3 to this Regulation by the Secretary of the Committee and signed by the Chairman of the Committee.

10.3. The notice of a meeting and the notice of absentee voting must contain:

- a) the full corporate name of the Company;
- b) the agenda;
- c) the method of decision-making (a meeting or absentee voting);
- d) the date and time of the meeting, and if voting at the meeting is combined with absentee voting, also the time on the date of the meeting or another earlier date for the end of the receipt of questionnaires, the place of the meeting, or the date and time for the end of the receipt of questionnaires in the case of absentee voting.

10.4. A notice of a meeting or a notice of absentee voting, draft decisions on agenda items and relevant supporting materials substantiating the decisions proposed to be adopted by the Committee shall be sent by the Secretary of the Committee to the members of the Committee in a manner that ensures their prompt receipt (including by electronic means) no later than 5 (Five) working days before the date of the meeting or the closing date for the receipt of questionnaires in the case of absentee voting.

10.5. Persons invited to the meeting are sent materials only on those agenda items in the discussion of which their participation is expected.

10.6. By decision of the Chairman of the Committee, the period for sending notification to members of the Committee and providing accompanying materials on agenda items may be shortened.

10.7. Upon receipt of a notice of a meeting of the Board of Directors of the Company or a notice of absentee voting for the adoption of decisions by the Board of Directors of the Company, the agenda of which contains issues within the competence of the Committee, the Chairman of the Committee must take measures to ensure the timely consideration by the Committee of the relevant issues in order to develop recommendations on them and their submission to the Board of Directors of the Company in accordance with the Regulation on the Board of Directors of the Company.

11. Procedure for holding the meeting

11.1. The meeting is opened by the Chairman of the Committee.

11.2. The Secretary of the Committee determines the presence of a quorum.

11.3. When decisions are taken by the Committee at a meeting, voting at the meeting is combined with absentee voting in the manner provided for in paragraph 11.8 of this Regulation, with the exception of the cases provided for in the second clause of this paragraph.

In order to ensure the confidentiality of information constituting a state or other secret protected by law, by decision of the Chairman of the Committee, voting at a meeting may be carried out without combining it with absentee voting in accordance with the requirements of the legislation of the Russian Federation.

11.4. Members of the Committee may be given the opportunity to participate in the discussion of agenda items and voting remotely - via conference and video conference calls (if technically feasible and the security of the relevant data transmission channels is ensured).

When holding a meeting with remote participation, methods must be used that allow for the reliable identification of the person participating remotely in the meeting and provide such person with the opportunity to participate in the discussion of agenda items and vote on agenda items put to a vote.

In such a case, the vote of the Committee's member is taken into account when determining the quorum and summing up the results (outcomes) of the vote, as the vote of the Committee's member present directly at the meeting.

11.5. When determining the quorum for the agenda items of a meeting, voting at which is combined with absentee voting, the questionnaires of the Committee's members absent from the meeting, received by the Secretary of the Committee within the time period specified in the notice of the meeting, shall be taken into account.

11.6. At the opening of the meeting, the Chairman of the Committee informs those present about the presence of a quorum, dissenting opinions on the issues on the agenda of the meeting, and announces the agenda of the meeting.

11.7.If a quorum (as recorded in the Committee’s minutes) is not present, the meeting is declared void. In this case, the Committee’s Chairperson makes one of the following decisions:

- 1) determines the date of a repeat meeting with the same agenda;
- 2) includes issues to be considered at the failed meeting on the agenda of the next scheduled meeting.

11.8.When combining voting at a meeting with absentee voting, the receipt of questionnaires shall be completed at the time specified in the notice of the meeting on the date of the meeting, unless an earlier date for completion of the receipt of questionnaires is specified in this notice.

11.8.1. The questionnaire, completed in accordance with Appendix 4 to this Regulation, is sent to the members of the Committee as part of the materials for the meeting.

11.8.2. When filling out the questionnaire, the Committee’s member must leave only one of the possible voting options uncrossed out (“for”, “against”, “abstained”).

A questionnaire completed in violation of the requirement provided for in this subparagraph is considered invalid in terms of voting on the relevant issue and is not taken into account when summing up the results (outcomes) of voting on it.

11.8.3. The completed questionnaire must be signed by the Committee’s member with his or her own signature indicating his or her last name and initials, or using an electronic signature in accordance with the requirements of Federal Law No. 63-FZ of 06.04.2011 “On Electronic Signature” (hereinafter referred to as the electronic signature).

A questionnaire that is not signed by a member of the Committee in accordance with the requirements of this subparagraph is considered invalid and is not taken into account when determining the quorum and summing up the results (outcomes) of the voting.

11.8.4. The completed and signed questionnaire must be submitted by the Committee’s member within the time period specified in the notice of the meeting to the Secretary of the Committee via electronic communication, followed by submission of the original questionnaire to the address specified therein.

A questionnaire received by the Secretary of the Committee after the expiration of the period specified in the notice of the meeting shall not be taken into account when determining the quorum and summing up the results (outcomes) of the voting.

11.8.5. A member of the Committee has the right to present a dissenting opinion on issues submitted for consideration by the Committee, which must be drawn up in writing, signed by the member of the Committee with his own handwritten signature indicating his last name and initials, or using an electronic signature, and submitted to the Secretary of the Committee together with a questionnaire completed in accordance with subparagraphs 11.8.2 and 11.8.3 of paragraph 11.8 of this Regulation.

If a dissenting opinion on a matter submitted to the Committee for consideration contains a position on voting on the proposed draft decision and the Committee's member indicates his vote on the matter, such vote must correspond to the vote of the Committee's member in the submitted questionnaire.

If the Committee's member proposes in a dissenting opinion an alternative draft resolution on an issue and indicates his position on voting on such draft resolution, he must also indicate his vote on the draft resolution submitted to the Committee for consideration.

In the event of non-compliance with the requirements stipulated in clauses two and three of this subparagraph, the vote of the Committee's member on the relevant agenda item shall not be taken into account when summing up the results (outcomes) of the vote.

11.8.6. The Secretary of the Committee is obliged to inform the Chairman of the Committee of all questionnaires received within the time period specified in the notice of the meeting and taken into account when determining the quorum, as well as dissenting opinions submitted in the manner prescribed by subparagraph 11.8.5 of paragraph 11.8 of this Regulation.

11.8.7. If a member of the Committee submits a dissenting opinion on an issue submitted for consideration by the Committee, which provides for an alternative draft resolution on the issue, the Chairman of the Committee has the right to submit the proposed alternative draft resolution on this issue to a vote of the Committee.

11.9. If draft resolutions are amended to take into account the opinions of the Committee's members who were absent from the meeting, the Committee's Secretary may prepare an amended questionnaire reflecting the new wording of the draft resolutions. In such a case, no later than 1 (One) business day from the date of the meeting specified in the notice of the meeting, the Committee's Secretary will send it to the Committee's members who submitted a questionnaire that constituted the quorum in accordance with paragraph 11.5 of this Regulation.

The rules established in subparagraphs 11.8.2 - 11.8.4 of paragraph 11.8 of this Regulation shall apply to the procedure for filling out, signing and submitting the corrected questionnaire, as well as to the procedure for taking it into account when summing up the final results (outcomes) of the voting.

11.10. A dissenting opinion of the Committee's member, received in accordance with the procedure established by subparagraph 11.8.5 of paragraph 11.8 of this Regulation, must be attached to the minutes of the Committee.

11.11. The Committee's minutes shall be drawn up in the manner established by this Regulation, based on the results (outcomes) of voting at the meeting and questionnaires on agenda items received from the Committee's members in the manner established by this Regulation.

11.12. Employees of the Company and members of other Committees of the Board of Directors of the Company may be invited to the meeting.

11.13. At the meeting, with the consent of the Committee's members, audio and video recording may be carried out in order to record its progress.

12.The procedure for making decisions by the Committee by means of absentee voting

12.1.The Committee's decision on matters within its competence may be taken by absentee voting.

12.2.The questionnaire is drawn up in accordance with Appendix 4 to this Regulation and is sent to the members of the Committee as part of the materials for absentee voting.

12.3.When determining the quorum for absentee voting agenda items, the questionnaires received by the Committee's Secretary within the time period specified in the notice of absentee voting shall be taken into account.

12.4.The rules established in subparagraphs 11.8.2 - 11.8.4 of paragraph 11.8 of this Regulation shall apply to the procedure for filling out, signing and submitting the questionnaire, as well as to the procedure for taking it into account when determining the quorum and summing up the results (outcomes) of the voting.

12.5.A member of the Committee has the right to present a dissenting opinion on issues submitted to the Committee for consideration.

The procedure for drafting and signing a dissenting opinion by a member of the Committee, as well as the procedure for submitting it to the Secretary of the Committee, is determined by subparagraph 11.8.5 of paragraph 11.8 of this Regulation.

12.6.Based on the received questionnaires, the Secretary of the Committee shall draw up the minutes of the Committee in the manner established by this Regulation.

12.7.If the Committee's Chairman receives three or more requests from the Committee's members to change the decision-making method on an item included in the absentee voting agenda, the Committee's Chairman is obligated to postpone consideration of the item until the next meeting. Such requests must be received by the Committee's Chairman before the deadline for accepting questionnaires.

13.Minutes of the results of a meeting or absentee voting

13.1.The conduct of a meeting and the results of voting at a meeting, including voting at which is combined with absentee voting, as well as the results of absentee voting, are confirmed by the minutes of the Committee.

13.2.The Committee's minutes shall be drawn up no later than 3 (Three) calendar days after the date of the meeting or the closing date for accepting questionnaires during absentee voting.

13.3.The Committee's minutes shall indicate:

a) the date and time of the meeting, and if voting at the meeting was combined with absentee voting, also the date and time of the end of the receipt of questionnaires from the members of the Committee who voted in absentia, the place of the meeting or, in the case of absentee voting, the date and time of the end of the receipt of questionnaires;

- b) persons who took part in the meeting or absentee voting, as well as persons invited to the meeting in accordance with paragraph 11.12 of this Regulation;
- c) speakers on the agenda items of the meeting;
- d) agendas;
- e) agenda items put to the vote and the results (outcomes) of voting on each agenda item, indicating the voting option of each Committee's member or information that he did not take part in the voting, decisions taken on each agenda item;
- f) agenda items that were not put to a vote (if any);
- g) information about the persons who signed the Committee's minutes;
- h) official instructions of the Chairman of the Committee (if any).

13.4. The Committee's minutes are signed by the Chairman of the Committee (the Chairperson) and the Secretary of the Committee, who are responsible for the correctness of their preparation.

13.5. The following documents are attached to the Committee's minutes:

- 1) documents considered by the Committee when making decisions on agenda items;
- 2) dissenting opinions of the Committee's members;
- 3) questionnaires of the Committee's members.

13.6. The decisions of the Committee are communicated to those who implement them in the form of extracts from the minutes of the Committee separately for each issue.

13.7. Extracts from the minutes of the Committee are prepared and signed by the Secretary of the Committee.

13.8. A copy of the Committee's minutes is sent to the Committee's members via electronic communication.

14. Interaction with the Company's bodies and other persons

14.1. In carrying out its duties, the Committee shall maintain effective working relationships with the governing and control bodies of the Company, the Corporate Secretary of the Company, other Committees of the Board of Directors of the Company, and structural divisions of the Company.

14.2. The Chairman of the Committee or members of the Committee have the right to send a written request for information through the Secretary of the Committee to the executive bodies of the Company.

14.3. The executive bodies of the Company, upon written request, are obliged to provide information and materials necessary for the members of the Committee to make decisions on issues within the competence of the Committee.

Requested information and materials, necessary for the members of the Committee to make decisions on issues within the Committee's competence must be submitted no later than 3 (Three) working days from the date of receipt of the request, unless a longer period is specified in the request.

In case of submission of incomplete information (materials), members of the Committee have the right to request additional information (materials).

14.4. At meetings, the Chairman of the Committee informs the members of the Committee about inquiries sent to the Company on behalf of the Committee.

15. Confidentiality

15.1. During the period of performance of their duties (and also for one year after the end of their term of office in the Committee), the Chairman of the Committee, members of the Committee, the Secretary of the Committee, and employees of the Company involved in the work of the Committee are obliged to observe confidentiality requirements with respect to information received by them in connection with their activities in the Committee that constitutes a commercial or other secret protected by law.

15.2. By decision of the Committee, a confidentiality agreement shall, if necessary, be concluded with third parties involved in the work of the Committee in the form established by the Company.

16. Storage and use of the Committee's documents

16.1. The Committee's documents (the Committee's minutes with appendices, questionnaires, notices of meetings or notices of absentee voting) shall be stored in the manner adopted by the Company (at the location of the Company) together with the documents of the Board of Directors of the Company.

16.2. The Secretary of the Committee, under the supervision of the Chairman of the Committee, carries out the systematization and archiving of documents and materials of the Committee, taking into account the requirements for documents marked "confidential" and "commercial secret".

17. Final provisions

17.1. This Regulation, as well as all additions and amendments to it, are approved by the Board of Directors of the Company.

17.2. Issues not regulated by this Regulation are governed by the Company's Articles of Association, internal documents of the Company, and individual decisions of the Board of Directors of the Company.

17.3. If, as a result of changes in the regulatory legal acts of the Russian Federation, individual provisions of this Regulation come into conflict with them, these provisions are recognized as invalid and, until changes are made to this Regulation, the Company is guided by the regulatory legal acts of the Russian Federation.

Appendix 1
to the Regulation on the Personnel
and Remuneration Committee of the Board
of Directors of Rosseti Centre, PJSC

**Report of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC
for the 20__ - 20__ corporate year¹**

Item No.	Title of the question	Reason for consideration	Information about execution²
Month			
1.			
2.			
3.			

¹The report must be accompanied by an explanatory note containing information on the Committee's consideration of the most important issues and the adoption of key decisions during the reporting period, including recommendations issued to the Board of Directors of the Company.

²Information on the implementation (non-implementation) of the Committee's decisions for the reporting period is provided with supporting documents attached.

Appendix 2
to the Regulation on the Personnel and
Remuneration Committee of the Board of
Directors of Rosseti Centre, PJSC

**THE PERSONNEL AND REMUNERATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF PUBLIC JOINT STOCK COMPANY
«ROSSETI CENTRE»**

To members of the Personnel and
Remuneration Committee
of the Board of Directors
of Public Joint stock company «Rosseti
Centre»

**NOTIFICATION
on holding a meeting of the Personnel and Remuneration Committee of the Board of
Directors of Public Joint stock company «Rosseti Centre»**

Dear colleagues!

I would like to inform you that on “__” _____ year at __:__ a/p.m. at the
address: _____, floor – __, office No. ____ a meeting of the Personnel and
Remuneration Committee of the Board of Directors of Public Joint stock company «Rosseti
Centre» will be held (hereinafter referred to as the Committee, Rosseti Centre, PJSC).

If you are unable to attend the meeting in person, you will be given the opportunity to
participate in the meeting via video conferencing.

Agenda of the meeting:

1. ...
2. ...

Please note that when the Committee makes decisions at a meeting, voting is combined
with absentee voting. Therefore, the Committee's member absent from the meeting has the right
to participate in the vote by sending the original questionnaire to the Committee's Secretary or by
email to: ____ no later than ____.
/date, time/

The questionnaire received by Rosseti Centre, PJSC after the expiration of the specified
period, is not taken into account when determining the quorum for making decisions by the
Committee and summing up the results (outcomes) of the voting.
Please send the original questionnaire to the address:

Chairman of the Personnel and Remuneration
Committee of the
Board of Directors of Rosseti Centre, PJSC

__-__-__

Appendix 3
to the Regulation on the Personnel and
Remuneration Committee of the
Board of Directors of Rosseti Centre, PJSC

**THE PERSONNEL AND REMUNERATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF PUBLIC JOINT STOCK COMPANY
«ROSSETI CENTRE»**

To members of the Personnel and
Remuneration Committee
of the Board of Directors
of Public Joint stock company «Rosseti
Centre»

**NOTIFICATION
on holding absentee voting for decision-making by the Personnel and Remuneration
Committee of the Board of Directors of Public Joint stock company «Rosseti Centre»**

Dear colleagues!

I would like to inform you that on “__” _____, absentee voting will be held to make decisions by the Personnel and Remuneration Committee of the Board of Directors of Public Joint stock company «Rosseti Centre» (hereinafter referred to as Rosseti Centre PJSC).

Agenda for absentee voting:

1. ...
2. ...

The completed and signed questionnaire is sent in original or by e-mail to the following address: _____ no later than _____.
/date, time/

The questionnaire received by Rosseti Centre, PJSC upon expiration of the specified period, is not taken into account when determining the quorum for decision-making by the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC and summing up the voting results.

Please send the original questionnaire to the following address: _____.

Chairman of the Personnel and Remuneration Committee
of the Board of Directors of Rosseti Centre, PJSC

__ . __ . __

**THE PERSONNEL AND REMUNERATION COMMITTEE
OF THE BOARD OF DIRECTORS
of Public Joint stock company «Rosseti Centre»**

**QUESTIONNAIRE
for absentee voting to make decisions
by the Personnel and Remuneration Committee of the Board of Directors
of Rosseti Centre, PJSC, held on “__” _____.**

Question:

1. _____

Decision:

1. _____

FOR

AGAINST

ABSTAINED

(leave your answer option uncrossed)

Question:

2. _____

Decision:

2. _____

FOR

AGAINST

ABSTAINED

(leave your answer option uncrossed)

The completed and signed questionnaire is sent in original or by e-mail to the address:

_____ no later than _____.
/date, time/

The questionnaire received by Rosseti Centre, PJSC upon expiration of the specified period, is not taken into account when determining the quorum for decision-making by the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC and summing up the voting results.

Please send the original questionnaire to the address: _____.

**Member of the Personnel and Remuneration
Committee of the
Board of Directors of Rosseti Centre, PJSC**

(signature)

(Full name)

**THE QUESTIONNAIRE IS INVALID WITHOUT THE SIGNATURE OF A MEMBER
OF THE PERSONNEL AND REMUNERATION COMMITTEE OF THE BOARD OF
DIRECTORS**