



ITEM № 5 ON APPOINTMENT OF THE AUDIT ORGANIZATION OF THE COMPANY

09 June 2023

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Explanatory information on the item (description of the procedure for selecting the audit organization, details of the proposed remuneration of the audit organization)

In accordance with Federal Law dated 26.12.1995 № 208-FZ "On Joint-Stock Companies", the agenda of the Annual General Meeting of Shareholders of the Company should include the issue of appointing the Company's audit organization.

Federal Law dated 26.12.1995 № 208-FZ "On Joint-Stock Companies" does not specify the term and procedure for nominating an audit organization to be included in the voting list on the issue of appointing the Company's audit organization. The Federal Law does not give shareholders the right to nominate an audit organization either.

In this regard, the audit organization for appointment at the Annual General Meeting of Shareholders of the Company shall be determined by the Board of Directors of the Company within the framework of the preparation of holding the Annual General Meeting of Shareholders of the Company.

The terms of the procurement procedures for the selection of an external auditor for the right to conclude an agreement on the audit of the Company's financial statements were previously reviewed by the Audit Committee of the Board of Directors of the Company on 07.03.2023 (Minutes No. 05/23), according to which the initial (maximum) purchase price is determined in the amount of 8 400 000,00 RUB with VAT.

PJSC Rosseti on the basis of the order received from Rosseti Centre, PJSC conducted a centralized electronic tender on a single electronic trading platform (www.rosseti.roseltorg.ru) for the right to conclude an agreement to audit statements for the needs of subsidiaries and dependent companies of PJSC Rosseti, including for Rosseti Centre, PJSC, in accordance with RAS and IFRS for 2023. According to the results of the Tender, the Association of Auditors (the collective participant) consisting of TSATR - Audit Services LLC (the leader of the collective participant) and ACC Crowe Audex LLC (the member of the collective participant) was recognized as the Successful Bidder (Minutes of the meeting of the Tender Commission dated 21.04.2023 №3/58r), the proposal of which was recognized as the best.

TSATR - Audit Services LLC (until 12 April 2022 Ernst & Young LLC) has been operating in the market of audit and consulting services in Russia since 2002. TSATR - Audit Services LLC is a member of the Self-Regulatory Organization of Auditors Association "Sodruzhestvo" (SRO AAS) and is included in the register of auditors and audit organizations of SRO AAS under main registration number 12006020327. TSATR - Audit Services LLC has significant experience in providing audit and audit-related services to the largest public and private Russian companies. Since 11 July 2022, TSATR - Audit Services LLC is part of the B1 Group of Companies. The B1 Group of Companies offers a full range of professional services, including services in the field of audit, strategic, technology and business consulting, transactions, taxation, law and business support, in Russia and Belarus. TSATR - Audit Services LLC currently has over 2,000 employees. TSATR - Audit Services LLC has a professional liability insurance contract No. 0327R/950/0000001/22 issued by JSC AlfaStrakhovanie.

ACC Crowe Audex LLC has been operating in the market of audit and consulting services in Russia since 1994. ACC Crowe Audex LLC is a member of the Self-Regulatory Organization of Auditors Association "Sodruzhestvo" (SRO AAS) and is included in the register of auditors and audit organizations of SRO AAS under main registration number 12006043740. ACC Crowe Audex LLC has 29 years of comprehensive experience in providing audit and consulting services to large Russian structures representing almost the full range of basic sectors of the Russian economy. ACC Crowe Audex LLC employs more than 100 professionals, of which more than 90 are professional auditors, consultants and experts. ACC Crowe Audex LLC has a professional liability insurance contract No. 1021 PL 0019 issued by JSC SOGAZ.

TSATR - Audit Services LLC and ACC Crowe Audex LLC fully comply with the requirements of Article 8 "Independence of Auditing Organizations, Auditors" of Federal Law No. 307-FZ of 30 December 2008 "On Auditing Activities" and the Rules for the Independence of Auditors and Auditing Organizations.

The Audit Committee on 10.05.2023 (Minutes No. 10/23) recognized the association of auditors as part of TSATR - Audit Services LLC and ACC Crowe Audex LLC to comply with the principles of independence, objectivity and recognized the absence of a conflict of interest between the association of auditors and the Company.

The Board of Directors at a meeting on 11.05.2023 (Minutes No. 25/23) adopted the recommendations of the Audit Committee on the proposal to the Annual General Meeting of Shareholders of Rosseti Centre, PJSC to appoint the association of auditors (the collective participant) as part of TSATR - Audit Services LLC and ACC Crowe Audex LLC as the audit organization of the Company for 2023 and at the same meeting determined the cost of the audit organization's services in accordance with the recommendations of the Audit Committee issued on the basis of the procurement procedures.

The Agreement with the audit organization will enter into force after the appointment of the audit organization by the Annual General Meeting of Shareholders of the Company.

FOR REFERENCE, the cost of the audit organization's services rendered to the Company for the period of 2019-2023

Period	Auditor name	Price, thous. RUB with VAT
2023	the Association of Auditors (the collective participant) consisting of TSATR - Audit Services LLC (the leader of the collective participant) and ACC Crowe Audex LLC (the member of the collective participant)	7 988
2022	the Association of Auditors (the collective participant) consisting of TSATR - Audit Services LLC (the leader of the collective participant) and JSC Audit Company "DELOVOY PROFILE" (the member of the collective participant)	7 359
2021	Ernst & Young LLC	7 500
2020	Ernst & Young LLC	5 631
2019	Ernst & Young LLC	5 631

Materials to the Annual General Meeting of Shareholders of Rosseti Centre, PJSC 2023



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Draft resolution on item № 5

To appoint the Association of Auditors (the collective participant) consisting of TSATR - Audit Services LLC (TIN 7709383532) (the leader of the collective participant) and ACC Crowe Audex LLC (TIN 1655301258) (the member of the collective participant) as the audit organization of the Company.

Information on the audit organization nomination of Rosseti Centre, PJSC - the Association of Auditors (the collective participant):

Full company name of the auditor	Limited Liability Company "Centre of Audit Technologies and Solutions - Audit Services" (TSATR - Audit Services LLC)	Limited Liability Company "Audit and Consulting Company "Crow Audex" (ACC Crowe Audex LLC)
Primary State Registration Number:	1027739707203 date of record entry 05.12.2002	1141690066561 date of record entry 22.09.2014
Taxpayer Identification Number (TIN)	7709383532	1655301258
Record Validity Code (KPP)	770501001	165501001
Russian Business and Organization Classification (OKPO)	59002827	33869842
Russian Standard Industrial Classification of Economic Activities (OKVED)	69.20.1	69.20
Registered office:	Sadovnicheskaya nab. 77, bld. 1, 115035 Moscow, Russia	room 24, floor 3, Safyan street, 8 , Kazan, Republic of Tatarstan, Russian Federation
Postal address:	Sadovnicheskaya nab. 77, bld. 1, 115035 Moscow, Russia	room 24, floor 3, Safyan street, 8 , Kazan, Republic of Tatarstan, Russian Federation
Telephone:	+7 (495) 755-97-00	+7 (843) 202-07-60
E-mail, Auditor's website	https://b1.ru/	auditor@audex.ru
Membership in a self-regulatory organization of audit organizations:	Member in the Self-regulatory Organization of Auditors Association "Sodruzhestvo" (SRO AAS) and included in the register of audit organizations and audit organizations of the SRO AAS under main registration record number 12006020327	Member in the Self-regulatory Organization of Auditors Association "Sodruzhestvo" (SRO AAS) and included in the register of audit organizations and audit organizations of the SRO AAS under main registration record number 12006043740

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Conclusion of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC on the assessment of the candidacy of the audit organization - the Association of auditors (the collective participant):



Public joint stock company
«Rosseti Centre»

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

10 May 2023 Moscow No. 10/23

Form of the meeting: absent voting.

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

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

Members who did not provide questionnaires: none.

The quorum is present.

The Expert conclusion of the expert of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC was taken into account at drawing up of the minutes.

Date of the minutes: 10.05.2023.

Item 1. On preliminary consideration of the candidacy of the audit organization of the Company for the audit of financial statements of the Company for 2023.

Decision:

To recommend that the Board of Directors of the Company propose to the Annual General Meeting of Shareholders of Rosseti Centre, PJSC to appoint the Association of Auditors (the collective participant) consisting of TSATR - Audit Services LLC (TIN 7709383532) (the leader of the collective participant) and ACC Crowe Audex LLC (TIN 1655301258) (the member of the collective participant) as the audit organization of the Company.

Decision taken unanimously.

Minutes signed by:

Chairperson of the Audit Committee M.V. Korotkova

Secretary of the Audit Committee S.V. Lapinskaya

Extract is correct:

Secretary of the Audit Committee
of the Board of Directors of Rosseti Centre, PJSC S.V. Lapinskaya
10.05.2023

CONDITION	the Association of auditors (the collective participant)	
	TSATR - Audit Services LLC (the leader of the collective participant)	ACC Crowe Audex LLC (the member of the collective participant)
General Director of the audit organization and his deputies are not founders (participants) of Rosseti Centre's entities, their officials, accountants and other persons responsible for the organization and conduct of accounting and preparation of financial statements in Rosseti Centre	COMPLIES	COMPLIES
General Director of the audit organization and his deputies are not closely related (parents, spouses, brothers, sisters, children, as well as brothers, sisters, parents and children of spouses) with the founders (participants) of Rosseti Centre, their officials, accountants and other persons responsible for the organization and conduct of accounting and preparation of financial statements in Rosseti Centre	COMPLIES	COMPLIES
Rosseti Centre in relation to the audit organization is not a founder (participant), the audit organization in relation to Rosseti Centre, subsidiaries, branches and representative offices of Rosseti Centre is not a founder (participant)	COMPLIES	COMPLIES
The audit organization did not provide, for the three years immediately preceding the audit, services for the restoration and maintenance of accounting records, as well as for the preparation of financial statements to individuals and legal entities with respect to these persons	COMPLIES	COMPLIES
The audit organization is not a founder (participant) of Rosseti Centre, its managers, accountants and other persons responsible for the organization and maintenance of accounting records and preparation of financial statements	COMPLIES	COMPLIES
The audit organization is not closely related to founders (participants) of Rosseti Centre, its officials, accountants and other persons responsible for the organization and maintenance of accounting records and the preparation of financial statements, (parents, spouses, brothers, sisters, children, as well as brothers, sisters, parents and children of spouses)	COMPLIES	COMPLIES
The audit organization in relation to Rosseti Centre is not an insurance organization with which the audit organization has concluded liability insurance agreements	COMPLIES	COMPLIES
The procedure for payment and the amount of remuneration to the audit organization for an audit (including compulsory) and the provision of related services are determined by contracts for the provision of audit services and cannot be made subject to any requirements of audited entities on the content of findings that may be made as a result of the audit	COMPLIES	COMPLIES