

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

«28» December 2024

Moscow

No. 60/24

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

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

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

Members who did not provide questionnaires: **I.V. Makovskiy, A.A. Polinov.**

The quorum **is present.**

Date of the minutes: **28.12.2024.**

AGENDA:

1. On the consent to conclude a related party transaction – amendment № 2 to interest-free loan agreement from 16.07.2020 № 5720 between PJSC Rosseti and Rosseti Centre, PJSC.

Item 1. On the consent to conclude a related party transaction – amendment № 2 to interest-free loan agreement from 16.07.2020 № 5720 between PJSC Rosseti and Rosseti Centre, PJSC.

In accordance with Article 81 of the Federal Law “On Joint-Stock Companies”, a deal concluded between PJSC Rosseti and Rosseti Centre, PJSC is a related party transaction of the following entity and persons:

- the controlling entity of the Company - PJSC Rosseti, simultaneously being a party to the transaction;
- members of the Board of Directors of the Company – E.V. Lyapunov, A.A. Polinov, holding the position of members of the Management Board of PJSC Rosseti, being a party to the transaction with Rosseti Centre, PJSC.

Decision:

1. To determine that the price of interest-free loan agreement from 16.07.2020 № 5720 taking into account amendments №№ 1-2 between PJSC Rosseti and Rosseti Centre, PJSC, which is a related party transaction, in the amount, specified in accordance with Appendix # 1 to this decision of the Board of Directors of Rosseti Centre, PJSC.

To determine that the price of interest-free loan agreement from 16.07.2020 № 5720 taking into account amendments №№ 1-2 between PJSC Rosseti and Rosseti Centre, PJSC, which is a related party transaction, may not constitute 10 or more percent of the book value of assets of Rosseti Centre, PJSC according to its financial statements as of the last reporting date.

2. To provide consent to the transaction completion – amendment № 2 to interest-free loan agreement from 16.07.2020 № 5720 between PJSC Rosseti and Rosseti Centre, PJSC, which is a related party transaction, on the essential conditions in accordance with Appendix # 1 to this decision of the Board of Directors of Rosseti Centre, PJSC.

3. Persons or entities related to the transaction, and the grounds of relation are specified in Appendix # 1 to this decision of the Board of Directors of Rosseti Centre, PJSC.

Voting results:

- | | |
|----------------------------------|---------|
| 1. Maxim Sergeevich Agafonov | - «FOR» |
| 2. Elena Viktorovna Andreeva | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |

- | | | |
|----|----------------------------------|---------|
| 4. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 5. | Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 6. | Andrey Vladimirovich Morozov | - «FOR» |
| 7. | Sergey Sergeevich Pikin | - «FOR» |
| 8. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

The following persons did not take part in the voting on this item:

– a member of the Board of Directors of the Company I.V. Makovskiy, who was, for one year preceding the decision, the person acting as the sole executive body of the Company, a member of the collegial executive body of the Company (Chairman of the Management Board);

– members of the Board of Directors of the Company E.V. Lyapunov, A.A. Polinov, who are related to the transaction completion.

Appendix:

The essential conditions of amendment № 2 to interest-free loan agreement from 16.07.2020 № 5720 between PJSC Rosseti and Rosseti Centre, PJSC (including the price of interest-free loan agreement from 16.07.2020 № 5720 taking into account amendments №№ 1-2 and the persons or entities related to the transaction, and the grounds of their relation) (Appendix # 1).

**Chairperson of the Board of
Directors of Rosseti Centre, PJSC**

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya