

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

«27» May 2024

Moscow

No. 24/24

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, A.N. Zharikov, V.Y. Zarkhin, M.V. Korotkova, Y.A. Leshchevskaya, E.V. Lyapunov, I.V. Makovskiy, A.V. Morozov, A.P. Tulba.**

Members who did not provide questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **27.05.2024.**

**AGENDA:**

1. On consideration of the report on the implementation of the Charging Infrastructure Development Program of Rosseti Centre, PJSC for the period of 2023-2027 following the results of 2023.
2. On consideration of results of an independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of Rosseti Centre, PJSC for the 2023-2024 corporate year.
3. On consideration of the consolidated report on the implementation following the results of 2023 of the activities provided for by the Digital Transformation Program of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period up to 2030, including the report on the implementation of the Action Plan for the transition to the predominant use of domestic software for the period of 2022-2024 and the report on the implementation of the plan for the transition to use Russian radio-electronic products by Rosseti Centre, PJSC.
4. On approval of the format of an external independent assessment (terms of reference) of internal audit activities.
5. On consideration of the report on the results of the Company's operation through the heating period of 2023-2024.
6. On approval of the report of the Corporate Secretary of Rosseti Centre, PJSC on the work performed for the 2023-2024 corporate year.
7. On determination of the position of Rosseti Centre, PJSC on voting of representatives of Rosseti Centre, PJSC regarding the agenda items of a meeting of the Board of Directors and the Annual General Meeting of Shareholders of JSC "Sanatorium "Energetik".

**Item 1. On consideration of the report on the implementation of the Charging Infrastructure Development Program of Rosseti Centre, PJSC for the period of 2023-2027 following the results of 2023.**

**Decision:**

1. To take into consideration the report on the implementation of the Charging Infrastructure Development Program of Rosseti Centre, PJSC for the period of 2023-2027 following the results of 2023 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To note that there is no need to update the Charging Infrastructure Development Program of Rosseti Centre, PJSC for the period of 2023-2027.

**Voting results:**

1. Maxim Sergeevich Agafonov - «FOR»
2. Elena Viktorovna Andreeva - «FOR»
3. Maria Alexandrovna Dokuchaeva - «FOR»
4. Alexey Nikolayevich Zharikov - «FOR»
5. Vitaly Yuryevich Zarkhin - «ABSTAINED»
6. Maria Vyacheslavna Korotkova - «FOR»
7. Yulia Alexandrovna Leshchevskaya - «FOR»
8. Evgeny Viktorovich Lyapunov - «FOR»
9. Igor Vladimirovich Makovskiy - «FOR»
10. Andrey Vladimirovich Morozov - «FOR»
11. Andrey Petrovich Tulba - «FOR»

**Total:**

|             |        |
|-------------|--------|
| «FOR»       | - «10» |
| «AGAINST»   | - «0»  |
| «ABSTAINED» | - «1»  |

**Decision is taken.**

**Item 2. On consideration of results of an independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of Rosseti Centre, PJSC for the 2023-2024 corporate year.**

**Decision:**

1. To take into consideration the results of an independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of Rosseti Centre, PJSC for the 2023-2024 corporate year in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. To instruct the management of Rosseti Centre, PJSC to take into account, when organizing corporate governance in Rosseti Centre, PJSC, the recommendations issued based on the results of assessing the effectiveness of the work of the Board of Directors of Rosseti Centre, PJSC and the Committees of the Board of Directors of Rosseti Centre, PJSC for the 2023 - 2024 corporate year.

**Voting results:**

1. Maxim Sergeevich Agafonov - «FOR»
2. Elena Viktorovna Andreeva - «FOR»
3. Maria Alexandrovna Dokuchaeva - «FOR»
4. Alexey Nikolayevich Zharikov - «FOR»
5. Vitaly Yuryevich Zarkhin - «FOR»
6. Maria Vyacheslavna Korotkova - «FOR»
7. Yulia Alexandrovna Leshchevskaya - «FOR»
8. Evgeny Viktorovich Lyapunov - «FOR»
9. Igor Vladimirovich Makovskiy - «FOR»
10. Andrey Vladimirovich Morozov - «FOR»
11. Andrey Petrovich Tulba - «FOR»

**Total:**

|             |        |
|-------------|--------|
| «FOR»       | - «11» |
| «AGAINST»   | - «0»  |
| «ABSTAINED» | - «0»  |

**Decision is taken.**

**Item 3. On consideration of the consolidated report on the implementation following the results of 2023 of the activities provided for by the Digital Transformation Program of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period up to 2030, including the report on the implementation of the Action Plan for the**

**transition to the predominant use of domestic software for the period of 2022-2024 and the report on the implementation of the plan for the transition to use Russian radio-electronic products by Rosseti Centre, PJSC.**

**Decision:**

1. To approve the report for 2023 on the implementation of the Digital Transformation Program of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period up to 2030 (hereinafter - the Program), including the report on the implementation of the Action Plan for the transition to the predominant use of domestic software for the period of 2022-2024 and the report on the implementation of the plan for the transition to use Russian radio-electronic products by Rosseti Centre, PJSC, in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To note the failure to achieve the indicators of transition to the use of domestic software according to the report presented in the appendix to this decision of the Board of Directors of the Company.
3. To instruct General Director of the Company to:
  - 3.1. Increase the priority of execution of the Company's Program, performance indicators and corresponding indicators of the transition to the use of domestic software.
  - 3.2. Ensure further implementation of the Program, including the achievement of key performance indicators of digital transformation (target indicators), including indicators of the transition to the use of domestic software.

**Voting results:**

- |                                     |               |
|-------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov        | - «FOR»       |
| 2. Elena Viktorovna Andreeva        | - «FOR»       |
| 3. Maria Alexandrovna Dokuchaeva    | - «FOR»       |
| 4. Alexey Nikolayevich Zharikov     | - «FOR»       |
| 5. Vitaly Yuryevich Zarkhin         | - «ABSTAINED» |
| 6. Maria Vyacheslavna Korotkova     | - «FOR»       |
| 7. Yulia Alexandrovna Leshchevskaya | - «FOR»       |
| 8. Evgeny Viktorovich Lyapunov      | - «FOR»       |
| 9. Igor Vladimirovich Makovskiy     | - «FOR»       |
| 10. Andrey Vladimirovich Morozov    | - «ABSTAINED» |
| 11. Andrey Petrovich Tulba          | - «FOR»       |

**Total:**

|             |       |
|-------------|-------|
| «FOR»       | - «9» |
| «AGAINST»   | - «0» |
| «ABSTAINED» | - «2» |

**Decision is taken.**

**Item 4. On approval of the format of an external independent assessment (terms of reference) of internal audit activities.**

**Decision:**

1. To approve the format of an external assessment (terms of reference) in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
2. To instruct the Audit Committee of the Board of Directors of Rosseti Centre, PJSC to approve the organization's candidacy for conducting an external assessment of the internal audit activities, selected as the winner based on results of the centralized procurement procedure.
3. To instruct General Director of Rosseti Centre, PJSC to submit a report to the Board of Directors on results of an external independent assessment of the internal audit activities with preliminary consideration by the Audit Committee of the Board of Directors of the Company. Deadline: 31.12.2024.

**Voting results:**

1. Maxim Sergeevich Agafonov - «FOR»
2. Elena Viktorovna Andreeva - «FOR»
3. Maria Alexandrovna Dokuchaeva - «FOR»
4. Alexey Nikolayevich Zharikov - «FOR»
5. Vitaly Yuryevich Zarkhin - «FOR»
6. Maria Vyacheslavna Korotkova - «FOR»
7. Yulia Alexandrovna Leshchevskaya - «FOR»
8. Evgeny Viktorovich Lyapunov - «FOR»
9. Igor Vladimirovich Makovskiy - «FOR»
10. Andrey Vladimirovich Morozov - «ABSTAINED»
11. Andrey Petrovich Tulba - «FOR»

**Total:**

|             |        |
|-------------|--------|
| «FOR»       | - «10» |
| «AGAINST»   | - «0»  |
| «ABSTAINED» | - «1»  |

**Decision is taken.****Item 5. On consideration of the report on the results of the Company's operation through the heating period of 2023-2024.****Decision:**

To take into consideration the report on the results of the Company's operation through the heating period of 2023-2024 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Maxim Sergeevich Agafonov - «FOR»
2. Elena Viktorovna Andreeva - «FOR»
3. Maria Alexandrovna Dokuchaeva - «FOR»
4. Alexey Nikolayevich Zharikov - «FOR»
5. Vitaly Yuryevich Zarkhin - «FOR»
6. Maria Vyacheslavna Korotkova - «FOR»
7. Yulia Alexandrovna Leshchevskaya - «FOR»
8. Evgeny Viktorovich Lyapunov - «FOR»
9. Igor Vladimirovich Makovskiy - «FOR»
10. Andrey Vladimirovich Morozov - «FOR»
11. Andrey Petrovich Tulba - «FOR»

**Total:**

|             |        |
|-------------|--------|
| «FOR»       | - «11» |
| «AGAINST»   | - «0»  |
| «ABSTAINED» | - «0»  |

**Decision is taken.****Item 6. On approval of the report of the Corporate Secretary of Rosseti Centre, PJSC on the work performed for the 2023-2024 corporate year.****Decision:**

To approve the report of the Corporate Secretary of Rosseti Centre, PJSC on the work performed for the 2023-2024 corporate year in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

**Voting results:**

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

- |     |                                  |         |
|-----|----------------------------------|---------|
| 4.  | Alexey Nikolayevich Zharikov     | - «FOR» |
| 5.  | Vitaly Yuryevich Zarkhin         | - «FOR» |
| 6.  | Maria Vyacheslavna Korotkova     | - «FOR» |
| 7.  | Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8.  | Evgeny Viktorovich Lyapunov      | - «FOR» |
| 9.  | Igor Vladimirovich Makovskiy     | - «FOR» |
| 10. | Andrey Vladimirovich Morozov     | - «FOR» |
| 11. | Andrey Petrovich Tulba           | - «FOR» |

**Total:**

|             |        |
|-------------|--------|
| «FOR»       | - «11» |
| «AGAINST»   | - «0»  |
| «ABSTAINED» | - «0»  |

**Decision is taken.**

**Item 7. On determination of the position of Rosseti Centre, PJSC on voting of representatives of Rosseti Centre, PJSC regarding the agenda items of a meeting of the Board of Directors and the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik”.**

**Decision:**

1. To instruct representatives of Rosseti Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Distribution of profits (losses) of the Company following the results of 2023» to vote «FOR» taking the following decisions:

«1. To approve the following distribution of profits (losses) of the Company following the results of 2023:

|  | thous. RUB    |
|--|---------------|
| <b>Name</b>  | <b>Amount</b> |
| Retained earnings (uncovered loss) for the reporting period: | 250 857       |
| To be distributed to: Reserve fund                           | -             |
| Profit for development                                       | 250 857       |
| Dividends  | -             |
| Repayment of losses of previous years                        | -             |

2. Not to pay dividends on ordinary shares of the Company following the results of 2023».

2. To instruct representatives of Rosseti Centre, PJSC in the Board of Directors of JSC “Sanatorium “Energetik” regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Recommendations on the amount of dividends on the Company’s shares for 2022, the procedure for their payment and proposals to the Annual General Meeting of Shareholders to determine the date on which persons entitled to receive dividends are recorded to vote «FOR» taking the following decisions:

«To recommend that the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” take the following decision:

«Not to pay dividends on ordinary shares of the Company following the results of 2023».

3. To instruct representatives of Rosseti Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Election of members of the Board of Directors of JSC “Sanatorium “Energetik” to vote «FOR» taking the following decision:

«To elect the following Board of Directors of JSC “Sanatorium “Energetik”:

| Item # | Full name of the nominee        | Title, place of employment of the nominee                            |
|--------|---------------------------------|--|
| 1.     | Andrey Gennadievich Tarasov     | Deputy Head of the Economics Department of Rosseti Centre, PJSC      |
| 2.     | Igor Valerievich Ulyanychev     | Finance Director of Rosseti Centre, PJSC                             |
| 3.     | Anna Vladimirovna Konstantinova | Head of the Organizational Design Department of Rosseti Centre, PJSC |
| 4.     | Yulia Dmitrievna Naumova        | Head of the Corporate Governance Department of Rosseti Centre, PJSC  |
| 5.     | Nikolay Vladimirovich Baranov   | Head of the Property Management Department of Rosseti Centre, PJSC   |

4. To instruct representatives of Rosseti Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Election of members of the Audit Commission of JSC “Sanatorium “Energetik” to vote «FOR» taking the following decision:

«To elect the following Audit Commission of JSC “Sanatorium “Energetik”:

| Item # | Full name of the nominee     | Title, place of employment of the nominee  |
|--------|------------------------------|--|
| 1.     | Elena Ivanovna Chitaya       | Chief Specialist of the Operational Audit Section of the Internal Audit Department of Rosseti Centre, PJSC |
| 2.     | Ludmila Iovna Nechushkina    | Head of the Operational Audit Section of the Internal Audit Department of Rosseti Centre, PJSC             |
| 3.     | Vladimir Sergeevich Sklyarov | Deputy Head of the Property Management Department of Rosseti Centre, PJSC                                  |

**Voting results:**

- |     |                                  |               |
|-----|----------------------------------|---------------|
| 1.  | Maxim Sergeevich Agafonov        | - «FOR»       |
| 2.  | Elena Viktorovna Andreeva        | - «FOR»       |
| 3.  | Maria Alexandrovna Dokuchaeva    | - «FOR»       |
| 4.  | Alexey Nikolayevich Zharikov     | - «ABSTAINED» |
| 5.  | Vitaly Yuryevich Zarkhin         | - «FOR»       |
| 6.  | Maria Vyacheslavna Korotkova     | - «FOR»       |
| 7.  | Yulia Alexandrovna Leshchevskaya | - «FOR»       |
| 8.  | Evgeny Viktorovich Lyapunov      | - «FOR»       |
| 9.  | Igor Vladimirovich Makovskiy     | - «FOR»       |
| 10. | Andrey Vladimirovich Morozov     | - «FOR»       |
| 11. | Andrey Petrovich Tulba           | - «FOR»       |

**Total:**

|             |        |
|-------------|--------|
| «FOR»       | - «10» |
| «AGAINST»   | - «0»  |
| «ABSTAINED» | - «1»  |

**Decision is taken.**

**Appendices:**

1. The report on the implementation of the Charging Infrastructure Development Program of Rosseti Centre, PJSC for the period of 2023-2027 following the results of 2023 (Appendix # 1).
2. The results of an independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of Rosseti Centre, PJSC for the 2023-2024 corporate year (Appendix # 2).
3. The report for 2023 on the implementation of the Digital Transformation Program of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period up to 2030, including the report on the

implementation of the Action Plan for the transition to the predominant use of domestic software for the period of 2022-2024 and the report on the implementation of the plan for the transition to use Russian radio-electronic products by Rosseti Centre, PJSC (Appendix # 3).

4. The format of an external independent assessment (terms of reference) of internal audit activities (Appendix # 4).

5. The report on the results of the Company's operation through the heating period of 2023-2024 (Appendix # 5).

6. The report of the Corporate Secretary of Rosseti Centre, PJSC on the work performed for the 2023-2024 corporate year (Appendix # 6).

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

**E.V. Lyapunov**

**Corporate Secretary  
of Rosseti Centre, PJSC**

**S.V. Lapinskaya**