

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

«20» May 2022

Moscow

No. 27/22

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

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

Participants of the voting: **A.V. Golovtsov, Y.V. Goncharov, V.Y. Zarkhin, M.V. Korotkova, D.V. Krainskiy, A.I. Krupenina, A.V. Mayorov, I.V. Makovskiy, A.V. Molsky, E.V. Prokhorov, A.V. Shevchuk.**

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

The quorum is **present.**

Date of the minutes: **20.05.2022.**

**AGENDA:**

1. On approval of cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.
2. On recommendations on the distribution of profit (loss) of the Company following the results of 2021.
3. On recommendations on the amount of dividends on shares of the Company for 2021, their payment procedure and proposals to the Annual General Meeting of Shareholders of determining the record date of persons entitled to receive dividends.
4. On approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of Rosseti Centre, PJSC for 2022 and forecast for 2023-2026.
5. On approval of form and text of ballots for voting at the Annual General Meeting of Shareholders of the Company, as well as wording of decisions on items of the agenda of the Annual General Meeting of Shareholders, which shall be sent electronically (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders of the Company.
6. On determination of the date of sending ballots to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, addresses, to which completed ballot papers can be sent.
7. On proposals to the Annual General Meeting of Shareholders of the Company on the candidacy of the Company's auditor.
8. On determining the amount of remuneration for services of an external auditor for the audit of financial statements for 2022 prepared in accordance with RAS and for the audit of consolidated financial statements for 2022 prepared in accordance with IFRS.

**Item 1. On approval of cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.**

**Decision:**

1. To approve the cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. General Director not later than two months after the holding of the Annual General Meeting of Shareholders to submit to the Board of Directors a report on the expenditure of funds for preparation and holding of the Annual General Meeting of Shareholders under the form in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Alexander Viktorovich Golovtsov - «ABSTAINED»

2. Yury Vladimirovich Goncharov - «FOR»
3. Vitaly Yuryevich Zarkhin - «FOR»
4. Maria Vyacheslavna Korotkova - «FOR»
5. Daniil Vladimirovich Krainskiy - «FOR»
6. Anastasiya Igorevna Krupenina - «FOR»
7. Andrey Vladimirovich Mayorov - «FOR»
8. Igor Vladimirovich Makovskiy - «FOR»
9. Alexey Valeryevich Molsky - «FOR»
10. Egor Vyacheslavovich Prokhorov - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

**Item 2. On recommendations on the distribution of profit (loss) of the Company following the results of 2021.**

**Decision:**

To recommend that the Annual General Meeting of Shareholders of the Company approve the following profit (loss) distribution of the Company for the reporting year of 2021:

Name	(thous. RUB)
<b>Retained earnings (loss) for the reporting period:</b>	
<b>To be distributed to:</b>	<b>4 147 149</b>
Reserve fund	0
Profit for development	<b>2 719 701</b>
Dividends	<b>1 427 448</b>
Repayment of losses of previous years	0

**Voting results:**

1. Alexander Viktorovich Golovtsov - «FOR»
2. Yury Vladimirovich Goncharov - «FOR»
3. Vitaly Yuryevich Zarkhin - «FOR»
4. Maria Vyacheslavna Korotkova - «FOR»
5. Daniil Vladimirovich Krainskiy - «FOR»
6. Anastasiya Igorevna Krupenina - «FOR»
7. Andrey Vladimirovich Mayorov - «FOR»
8. Igor Vladimirovich Makovskiy - «FOR»
9. Alexey Valeryevich Molsky - «FOR»
10. Egor Vyacheslavovich Prokhorov - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

Dissenting opinions were received on the item from members of the Board of Directors of the Company, V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 8-9).

**Item 3. On recommendations on the amount of dividends on shares of the Company for 2021, their payment procedure and proposals to the Annual General Meeting of Shareholders of determining the record date of persons entitled to receive dividends.**

**Decision:**

To recommend that the Annual General Meeting of Shareholders take the following decision:

To pay dividends on common stocks of the Company following the results of 2021 in the amount of RUB 0.0338114 per ordinary share of the Company in cash.

The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.

To define the record date of the list of persons entitled to receive dividends as 28 June 2022.

**Voting results:**

- |     |                                 |         |
|-----|---------------------------------|---------|
| 1.  | Alexander Viktorovich Golovtsov | - «FOR» |
| 2.  | Yury Vladimirovich Goncharov    | - «FOR» |
| 3.  | Vitaly Yuryevich Zarkhin        | - «FOR» |
| 4.  | Maria Vyacheslavna Korotkova    | - «FOR» |
| 5.  | Daniil Vladimirovich Krainskiy  | - «FOR» |
| 6.  | Anastasiya Igorevna Krupenina   | - «FOR» |
| 7.  | Andrey Vladimirovich Mayorov    | - «FOR» |
| 8.  | Igor Vladimirovich Makovskiy    | - «FOR» |
| 9.  | Alexey Valeryevich Molsky       | - «FOR» |
| 10. | Egor Vyacheslavovich Prokhorov  | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk  | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 4. On approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of Rosseti Centre, PJSC for 2022 and forecast for 2023-2026.**

**Decision:**

To approve the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of Rosseti Centre, PJSC for 2022 and forecast for 2023-2026 in accordance with Appendices ## 3-4 to this decision of the Board of Directors of the Company.

**Voting results:**

- |     |                                 |               |
|-----|---------------------------------|---------------|
| 1.  | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2.  | Yury Vladimirovich Goncharov    | - «FOR»       |
| 3.  | Vitaly Yuryevich Zarkhin        | - «ABSTAINED» |
| 4.  | Maria Vyacheslavna Korotkova    | - «FOR»       |
| 5.  | Daniil Vladimirovich Krainskiy  | - «FOR»       |
| 6.  | Anastasiya Igorevna Krupenina   | - «ABSTAINED» |
| 7.  | Andrey Vladimirovich Mayorov    | - «FOR»       |
| 8.  | Igor Vladimirovich Makovskiy    | - «FOR»       |
| 9.  | Alexey Valeryevich Molsky       | - «FOR»       |
| 10. | Egor Vyacheslavovich Prokhorov  | - «FOR»       |
| 11. | Alexander Viktorovich Shevchuk  | - «FOR»       |

**Total:**

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

**Decision is taken.**

**Item 5. On approval of form and text of ballots for voting at the Annual General Meeting of Shareholders of the Company, as well as wording of decisions on items of the agenda of the Annual General Meeting of Shareholders, which shall be sent electronically (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders**

**of the Company.**

**Decision:**

1. To approve the form and text of ballots for voting at the Annual General Meeting of Shareholders of the Company in accordance with Appendices ## 5-7 to this decision of the Board of Directors of the Company.
2. To send in electronic form (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders, the wording of decisions specified in the voting ballots shall be used.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. Yury Vladimirovich Goncharov    | - «FOR»       |
| 3. Vitaly Yuryevich Zarkhin        | - «FOR»       |
| 4. Maria Vyacheslavna Korotkova    | - «FOR»       |
| 5. Daniil Vladimirovich Krainskiy  | - «FOR»       |
| 6. Anastasiya Igorevna Krupenina   | - «FOR»       |
| 7. Andrey Vladimirovich Mayorov    | - «FOR»       |
| 8. Igor Vladimirovich Makovskiy    | - «FOR»       |
| 9. Alexey Valeryevich Molsky       | - «FOR»       |
| 10. Egor Vyacheslavovich Prokhorov | - «FOR»       |
| 11. Alexander Viktorovich Shevchuk | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 6. On determination of the date of sending ballots to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, addresses, to which completed ballot papers can be sent.**

**Decision:**

1. To determine that the voting ballots are to be sent by nonregistered mail (handed out against receipt) to the persons, entitled to participate in the Annual General Meeting of Shareholders of the Company, not later than 27 May 2022.

Bulletins (texts of bulletins) for voting in electronic form (in the form of electronic documents) not later than 26 May 2022 are sent to the registrar JSC VTB Registrar for sending to nominal holders registered in the register of shareholders of the Company.

2. To determine that the completed voting ballots can be sent to one of the following addresses:

- 119017, Russia, Moscow, Malaya Ordynka St., 15, Rosseti Centre, PJSC,

- 127137, Russia, Moscow, p/o box 54, JSC VTB Registrar;

- <http://www.vtbreg.ru> - for filling in the electronic bulletin form.

In addition, the owner of securities, the rights to which are accounted for by a nominal holder or foreign nominal holder, is entitled to participate in the Meeting personally or by giving instructions to the nominal holder to vote in a specific way, if this is provided for by an agreement concluded with the nominal holder. An electronic voting document signed with an electronic signature shall be sent by the owner of the equity securities to the nominal holder.

3. To determine the following website address to fill in the electronic form of the bulletins - <http://www.vtbreg.ru>

4. Shareholders, whose ballots are received and (or) the electronic form of ballots is filled in before 17 June 2022, as well as shareholders who, in accordance with the rules of the legislation of the Russian Federation on securities, have given the persons, recording their rights to shares, instructions on voting, if messages about their will are received before 17 June 2022, will be considered as having participated in the Annual General Meeting of Shareholders.

5. To instruct General Director of the Company to provide sending voting ballots to shareholders of the Company in accordance with this decision of the Board of Directors of the Company.

**Voting results:**

1. Alexander Viktorovich Golovtsov - «ABSTAINED»
2. Yury Vladimirovich Goncharov - «FOR»
3. Vitaly Yuryevich Zarkhin - «FOR»
4. Maria Vyacheslavna Korotkova - «FOR»
5. Daniil Vladimirovich Krainskiy - «FOR»
6. Anastasiya Igorevna Krupenina - «FOR»
7. Andrey Vladimirovich Mayorov - «FOR»
8. Igor Vladimirovich Makovskiy - «FOR»
9. Alexey Valeryevich Molsky - «FOR»
10. Egor Vyacheslavovich Prokhorov - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.****Item 7. On proposals to the Annual General Meeting of Shareholders of the Company on the candidacy of the Company's auditor.****Decision:**

To propose to the Annual General Meeting of Shareholders of Rosseti Centre, PJSC to approve the Association of Auditors (the collective participant) consisting of CATR - Audit Services LLC (TIN 7709383532) (the leader of the collective participant) (former Ernst & Young LLC) and JSC Audit Company "DELOVOY PROFILE" (TIN 7735073914) (the member of the collective participant) as the Auditor of Rosseti Centre, PJSC.

**Voting results:**

1. Alexander Viktorovich Golovtsov - «FOR»
2. Yury Vladimirovich Goncharov - «FOR»
3. Vitaly Yuryevich Zarkhin - «FOR»
4. Maria Vyacheslavna Korotkova - «FOR»
5. Daniil Vladimirovich Krainskiy - «FOR»
6. Anastasiya Igorevna Krupenina - «FOR»
7. Andrey Vladimirovich Mayorov - «FOR»
8. Igor Vladimirovich Makovskiy - «FOR»
9. Alexey Valeryevich Molsky - «FOR»
10. Egor Vyacheslavovich Prokhorov - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.****Item 8. On determining the amount of remuneration for services of an external auditor for the audit of financial statements for 2022 prepared in accordance with RAS and for the audit of consolidated financial statements for 2022 prepared in accordance with IFRS.****Decision:**

To determine the payment for the services of the Company's auditor for the provision of services for the audit of financial statements for 2022 prepared in accordance with RAS, the audit of consolidated financial statements prepared in accordance with IFRS for the year ending 31 December 2022, in the amount of 7,359,000.01 (Seven million three hundred and fifty nine thousand) rubles 01 kopeck with VAT, subject to approval at the Annual General Meeting of

Shareholders of Rosseti Centre, PJSC of the Association of Auditors (the collective participant) consisting of CATR - Audit Services LLC (the leader of the collective participant) and JSC Audit Company "DELOVOY PROFILE" (the member of the collective participant).

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «FOR»       |
| 2. Yury Vladimirovich Goncharov    | - «FOR»       |
| 3. Vitaly Yuryevich Zarkhin        | - «ABSTAINED» |
| 4. Maria Vyacheslavna Korotkova    | - «FOR»       |
| 5. Daniil Vladimirovich Krainskiy  | - «FOR»       |
| 6. Anastasiya Igorevna Krupenina   | - «FOR»       |
| 7. Andrey Vladimirovich Mayorov    | - «FOR»       |
| 8. Igor Vladimirovich Makovskiy    | - «FOR»       |
| 9. Alexey Valeryevich Molsky       | - «FOR»       |
| 10. Egor Vyacheslavovich Prokhorov | - «FOR»       |
| 11. Alexander Viktorovich Shevchuk | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company (Appendix # 1).
2. The form of the Report on the expenditure of funds for preparation and holding of the Annual General Meeting of Shareholders (Appendix # 2).
3. The summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of Rosseti Centre, PJSC for 2022 and forecast for 2023-2026 (Appendices ## 3-4).
4. The form and text of ballots for voting at the Annual General Meeting of Shareholders of the Company (Appendices ## 5-7).
5. The dissenting opinions on agenda item # 2 from the members of the Board of Directors of the Company, V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 8-9).

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

**A.V. Mayorov**

**Corporate Secretary  
of Rosseti Centre, PJSC**

**S.V. Lapinskaya**