

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

«28» November 2024

Moscow

No. 13/24

Form of the meeting: absent voting.

Total number of members of the Personnel and Remuneration Committee: 3 persons.

Participants of the voting: M.A. Dokuchaeva, V.Y. Zarkhin, V.V. Kharitonov.

Members who did not provide questionnaires: none.

The quorum is present.

Date of the minutes: 28.11.2024.

AGENDA:

1. On recommendations to the Board of Directors of the Company on the item «On approval of key performance indicators and functional key performance indicators of the management staff of Rosseti Centre, PJSC for 2024-2026».

Item 1. On recommendations to the Board of Directors of the Company on the item «On approval of key performance indicators and functional key performance indicators of the management staff of Rosseti Centre, PJSC for 2024-2026».

Decision:

To recommend that the Board of Directors of the Company take the following decision:

«1. To approve the key performance indicators and bonus deprivation indicators of Rosseti Centre, PJSC, their target and threshold values for 2024, 2025 and 2026 in accordance with the Appendix.

2. To approve the functional key performance indicators of Rosseti Centre, PJSC, their target values for 2024, 2025 and 2026 in accordance with the Appendix.

3. To amend the Procedure for calculating key performance indicators and functional key performance indicators of the management staff of Rosseti Centre, PJSC, approved by the decision of the Board of Directors of Rosseti Centre, PJSC dated 26.12.2023 (Minutes dated 26.12.2023 # 57/23), in accordance with the Appendix, and extend their effect starting from 01.01.2024¹.

4. To approve the intermediate target values of key performance indicators and functional key performance indicators, intermediate threshold values of bonus deprivation indicators of Rosseti Centre, PJSC for 2024 on a cumulative basis in accordance with the Appendix.

5. To approve the minimum and maximum values of key performance indicators and functional key performance indicators of Rosseti Centre, PJSC for 2024, which are taken into account when considering issues of remuneration for the management staff of Rosseti Centre, PJSC, in accordance with the Appendix.

¹ For the purposes of calculating the actual values of key performance indicators and functional key performance indicators of Rosseti Centre, PJSC and applying them within the framework of remuneration of the management staff of Rosseti Centre, PJSC based on the results of 2023, the Procedure for calculating key performance indicators and functional key performance indicators of the management staff of Rosseti Centre, PJSC, approved by the decision of the Board of Directors of Rosseti Centre, PJSC dated 26.12.2023 (Minutes dated 26.12.2023 # 57/23) is applied.

6. The management of Rosseti Centre, PJSC shall ensure monitoring of the achievement of annual target values of key performance indicators and functional key performance indicators, threshold values of bonus deprivation indicators, taking into account the provisions and deadlines approved by the Procedure for calculating key performance indicators and functional key performance indicators of the management staff of Rosseti Centre, PJSC (taking into account all changes).

7. Paragraph 5 of the resolution of the Board of Directors of Rosseti Centre, PJSC dated 26.12.2023 (Minutes dated 26.12.2023 # 57/23) shall be set out as follows: "Appoint Deputy General Director for Organizational Issues as the official responsible for ensuring interaction between Rosseti Centre, PJSC and PJSC Rosseti in the process of monitoring the achievement of key performance indicators and functional key performance indicators, as well as for the timely, complete and reliable provision of information necessary for monitoring the achievement of key performance indicators and functional key performance indicators."

8. To instruct General Director of Rosseti Centre, PJSC to ensure that the staffing schedule of Rosseti Centre, PJSC is submitted for consideration by the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC in the event of an increase in the number of administrative and managerial personnel of the executive office of Rosseti Centre, PJSC and/or the management offices of its branches relative to the current number on the date of adoption of this decision».

Voting results:

Maria Alexandrovna Dokuchaeva - «FOR»
Vitaly Yuryevich Zarkhin - «ABSTAINED»
Vladimir Vyacheslavovich Kharitonov - «FOR»

Total:

«FOR»	- «2»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Appendix: A dissenting opinion on the agenda item from a member of the Personnel and Remuneration Committee of the Board of Directors of the Company, V.Y. Zarkhin (Appendix #1).

**Chairperson of the Personnel and
Remuneration Committee**

V.V. Kharitonov

**Secretary of the Personnel and
Remuneration Committee**

S.V. Lapinskaya