

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

«07» May 2024

Moscow

No. 20/24

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: **07.05.2024.**

AGENDA:

1. On consideration of the report on execution of the Program of measures to reduce electric energy losses of Rosseti Centre, PJSC for 2023 and the period until 2027 following the results of 2023.
2. On consideration of information on completion of the investment project «Construction of smart grids».
3. On determination of cases (amounts) of property transactions, in respect of which a decision of the Board of Directors of Rosseti Centre, PJSC on consent to transactions must be obtained.
4. On consideration of the report on the credit policy of the Company following the results of 2023, including the work carried out to reduce the cost of servicing the loan portfolio in 4Q 2023 and transactions made in 4Q 2023, and the status of servicing loans issued by Rosseti Centre, PJSC.

Item 1. On consideration of the report on execution of the Program of measures to reduce electric energy losses of Rosseti Centre, PJSC for 2023 and the period until 2027 following the results of 2023.

Decision:

To take into consideration the report on execution of the Program of measures to reduce electric energy losses of Rosseti Centre, PJSC for 2023 and the period until 2027 following the results of 2023 in accordance with Appendix # 1 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 | - «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 information on completion of the investment project «Construction of smart grids».

Decision:

1. Taking into account Order of the Government of the Russian Federation dated 9 December 2023 No. 3537-r, to take note of the information on the completion of the investment project «Construction of smart grids».

2. To consider the instructions of the Board of Directors within the framework of the implementation of the investment project «Construction of smart grids», taking into account paragraph 1 of this decision, no longer in force.

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 3. On determination of cases (amounts) of property transactions, in respect of which a decision of the Board of Directors of Rosseti Centre, PJSC on consent to transactions must be obtained.

Decision:

1. To establish that the prior consent of the Board of Directors of Rosseti Centre, PJSC must be received by the Company for the following transactions:

1.1. Transactions (including several interrelated transactions) involving the acquisition, regardless of book value or market value, of:

1.1.1. Electric power facilities¹, which are in operation, taken out of service or repaired, with the exception of:

- included in the prescribed manner in the investment program of the Company², the acquisition price of which is 500 million rubles (including VAT) or less, subject to the criteria

¹ Including facilities, for which taking out of service for repair or decommissioning was carried out (documented) not in accordance with the established procedure.

² The facility must be included in the investment program approved by the Ministry of Energy of Russia, and (or) in the draft investment program sent in the prescribed manner for approval to the Ministry of Energy of Russia, executive

for decision-making on projects for the consolidation of electric grid assets (hereinafter referred to as the Criteria), set out in paragraphs 2-11 of Appendix # 2 to this decision;

- acquired from the source "Net profit from other activities" of the current year, secured by cash flow generated in excess of the established planned value in the approved business plan of the Company, the acquisition price of which is 100 million rubles (including VAT) or less, subject to compliance with the Criteria, set out in paragraphs 2-6 and paragraphs 8-11 of Appendix # 2 to this decision, subject to ensuring subsequent inclusion by the Company in the investment program in accordance with the legislation of the Russian Federation;

- acquired free of charge, subject to compliance with the Criteria set out in paragraphs 2-3, 8 of Appendix # 2 to this decision;

- acquired exclusively to pay off debt under operational and technological service agreements through the conclusion of compensation agreements subject to compliance with the Criteria set out in paragraphs 1-11 of Appendix # 2 to this decision.

1.1.2. Real estate items not related to electric power facilities, regardless of the purpose of use (function), with the exception of land plots:

- the acquisition of which is carried out in accordance with Articles 2 and 3 of Federal Law of 25 October 2001 # 137-FZ "On the entry into force of the Land Code of the Russian Federation";

- the acquisition of which is carried out in accordance with investment projects for construction (reconstruction) of electric power facilities, including after their commissioning, when the costs of acquisition are included in the investment program of the Company.

1.1.3. Unfinished construction projects.

1.1.4. Intangible assets.

1.2. Transactions for a period of more than 5 (Five) years related to the transfer for temporary possession and use or temporary use of real estate, power grid facilities or the acceptance for temporary possession and use or temporary use of real estate items, the purpose of which is not transfer, distribution of electric energy, in cases where the book or market value of the transferred or received property exceeds 30 million rubles (excluding VAT), except for cases of acceptance for temporary possession and use or for temporary use of:

- land plots for operation or for construction (reconstruction) of electric power facilities in accordance with investment projects, as well as land plots for the Company's real estate items;
- electric grid facilities carried out in accordance with paragraphs 6-8 of Article 8 of Federal Law of 26 March 2003 # 35-FZ "On the Electric Power Industry".

2. To instruct General Director of Rosseti Centre, PJSC:

2.1. Once every six months (based on the results of the first half of the year and based on the results of the year), to submit for consideration to the Board of Directors of the Company a report on completed transactions, in the form according to Appendix # 3, in respect of which a decision by the Board of Directors of the Company on consent to transactions is not required (hereinafter referred to as the Report), in accordance with paragraph 1 of this decision, providing information on the compliance of the completed transaction with the Criteria specified in Appendix # 2 to this decision. The Report is provided simultaneously with the report on the implementation of the Company's investment program.

2.2. To ensure the achievement of the effects from the implementation of transactions specified in paragraph 2.1 of this decision.

2.3. Upon completion of the transaction specified in paragraph 2.1 of this decision, to submit for consideration of the Board of Directors of the Company, simultaneously with the report on the implementation of the Company's business plan for the year following the year of the transaction, a final analysis, in the form according to Appendix # 3, of the compliance of the

parameters of the completed transaction with the criteria specified in Appendix # 2 to this decision.

3. To recognize as invalid paragraphs 1-2 of the decision of the Board of Directors of the Company on issue # 1 “On determining the cases (amounts) of transactions with property subject to preliminary approval by the Board of Directors of the Company” (Minutes of the meeting of the Board of Directors of the Company dated 28.04.2018 # 15/18), from the date of adoption of this decision.

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 | - «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 | - «AGAINST» |
| 11. Andrey Petrovich Tulba | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

Decision is taken.

Item 4. On consideration of the report on the credit policy of the Company following the results of 2023, including the work carried out to reduce the cost of servicing the loan portfolio in 4Q 2023 and transactions made in 4Q 2023, and the status of servicing loans issued by Rosseti Centre, PJSC.

Decision:

1. To take into consideration the report on the credit policy of the Company following the results of 2023 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
2. To note the excess of the target limit on financial leverage as of 31.12.2023.
3. To set the Limit of debt on loans and borrowings at the level of 39 452 810 thousand rubles for the period until the Board of Directors of the Company considers the report on the Company’s credit policy based on the results of 2024, but for a period of no more than 1 year from the date of adoption of this decision.
4. To take into consideration the report on the work carried out to reduce the cost of servicing the loan portfolio in 4Q 2023 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.
5. To take into consideration the report on transactions made and the status of servicing loans issued by Rosseti Centre, PJSC in 4Q 2023 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.

Appendices:

1. The report on execution of the Program of measures to reduce electric energy losses of Rosseti Centre, PJSC for 2023 and the period until 2027 following the results of 2023 (Appendix #1).
2. The list of criteria for decision-making on projects for the consolidation of electric grid assets (Appendix # 2).
3. The format of the report on the list of draft transactions that are not subject to prior approval of the Board of Directors of Rosseti Centre, PJSC and the report of Rosseti Centre, PJSC on completed transactions that are not subject to prior approval of the Board of Directors of Rosseti Centre, PJSC (Appendix # 3).
4. The report on the credit policy of the Company following the results of 2023 (Appendix # 4).
5. The report on the work carried out to reduce the cost of servicing the loan portfolio in 4Q 2023 (Appendix # 5).
6. The report on transactions made and the status of servicing loans issued by Rosseti Centre, PJSC in 4Q 2023 (Appendix # 6).

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

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya