

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

«17» November 2022

Moscow

No. 15/22

**Form of the meeting:** absent voting.**Total number of members of the Personnel and Remuneration Committee:** 3 persons.**Participants of the voting:** D.V. Krainskiy, A.V. Golovtsov, M.A. Dokuchaeva.**Members who did not provide questionnaires:** none.**The quorum is present.****Date of the minutes:** 17.11.2022.**AGENDA:**

1. On recommendations to the Board of Directors of the Company on the item «On material incentives for General Director of Rosseti Centre, PJSC».

**Item 1. On recommendations to the Board of Directors of the Company on the item «On material incentives for General Director of Rosseti Centre, PJSC».****Decision:**

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

*«1. In accordance with para. 3.8 of the Regulation on material incentives for General Director of Rosseti Centre, PJSC, approved by the decision of the Board of Directors of the Company on 15.07.2011 (Minutes # 16/11 dated 18.07.2011), as amended by decisions of the Company's Board of Directors on 18.12.2014 (Minutes # 29/14 dated 19.12.2014), on 26.02.2015 (Minutes # 03/15 dated 27.02.2015), on 29.05.2017 (Minutes # 14/17 dated 31.05.2017), on 07.09.2017 (Minutes # 22/17 dated 08.09.2017), on 30.09.2019 (Minutes # 31/19), on 30.11.2020 (Minutes # 58/20) and 03.12.2021 (Minutes # 56/21 dated 03.12.2021) to pay an additional bonus for achieving the KPI values determined for the variable component of the remuneration of the Agreement on the transfer of the powers of the sole executive body of Rosseti Centre and Volga region, PJSC dated 07.10.2020 # 7700/00224/20, based on the results of 2021, to General Director of Rosseti Centre, PJSC Igor Vladimirovich Makovskiy in accordance with the Appendix.*

*2. In accordance with para. 3.8 of the Regulation on material incentives for General Director of Rosseti Centre, PJSC, approved by the decision of the Board of Directors of the Company on 15.07.2011 (Minutes # 16/11 dated 18.07.2011), as amended by decisions of the Company's Board of Directors on 18.12.2014 (Minutes # 29/14 dated 19.12.2014), on 26.02.2015 (Minutes # 03/15 dated 27.02.2015), on 29.05.2017 (Minutes # 14/17 dated 31.05.2017), on 07.09.2017 (Minutes # 22/17 dated 08.09.2017), on 30.09.2019 (Minutes # 31/19), on 30.11.2020 (Minutes # 58/20) and 03.12.2021 (Minutes # 56/21 dated 03.12.2021) to pay an additional bonus for achieving the KPI values determined for the variable component of the remuneration of the Agreement on the transfer of the powers of the sole executive body of Rosseti Centre and Volga region, PJSC dated 07.10.2020 # 7700/00224/20, based on the results of 2021, to General Director of Rosseti Centre, PJSC Igor Vladimirovich Makovskiy if the Board of Directors of Rosseti Centre and Volga region, PJSC makes a decision on full implementation of the KPI "Efficiency of Innovative Activities" of General Director of Rosseti Centre and Volga region, PJSC for 2021 in accordance with the Appendix».*

**Voting results:**

Daniil Vladimirovich Krainkiy	- «FOR»
Alexander Viktorovich Golovtsov	- «FOR»
Maria Alexandrovna Dokuchaeva	- «FOR»

**Total:**

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

**Decision is taken.**

**Chairperson of the Personnel and  
Remuneration Committee**

**D.V. Krainkiy**

**Secretary of the Personnel and  
Remuneration Committee**

**S.V. Lapinskaya**