

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

«16» July 2024

Moscow

No. 34/24

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, V.Y. Zarkhin, Y.A. Leshchevskaya, E.V. Lyapunov, A.V. Morozov, S.S. Pikin, A.V. Shevchuk.**

Members who did not provide questionnaires: **I.V. Makovskiy, A.A. Polinov.**

The quorum **is present.**

Date of the minutes: **16.07.2024.**

AGENDA:

1. On material incentives for General Director of Rosseti Centre, PJSC.
2. On material incentives for General Director of Rosseti Centre, PJSC.

Item 1. On material incentives for General Director of Rosseti Centre, PJSC.

Decision:

To approve the calculation and pay General Director¹ of Rosseti Centre, PJSC Igor Vladimirovich Makovskiy an additional bonus for achieving the KPI values determined for the variable component of remuneration of Agreement dated 07.10.2020 No. 7700/00224/20 on the transfer of powers of the sole executive body of Rosseti Centre and Volga region, PJSC to Rosseti Centre, PJSC based on the results of 2022 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. Vitaly Yuryevich Zarkhin | - «FOR» |
| 5. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 6. Evgeny Viktorovich Lyapunov | - «FOR» |
| 7. Andrey Vladimirovich Morozov | - «FOR» |
| 8. Sergey Sergeevich Pikin | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

¹ Bonuses for 2022, including additional bonuses for achieving the KPI values of Rosseti Centre and Volga region, PJSC, determined for the variable component of the Company's remuneration according to Agreement dated 07.10.2020 No. 7700/00224/20 on the transfer of powers of the sole executive body of Rosseti Centre and Volga region, PJSC to Rosseti Centre, PJSC, are paid in accordance with 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 dated 18.07.2011 # 16/11) as amended by the decisions of the Board of Directors of the Company dated 18.12.2014 (Minutes dated 19.12.2014 # 29/14), 26.02.2015 (Minutes dated 27.02.2015 # 03/15), 29.05.2017 (Minutes dated 31.05.2017 # 14/17), 07.09.2017 (Minutes dated 08.09.2017 # 22/17), 30.09.2019 (Minutes dated 30.09.2019 # 31/19), 30.11.2020 (Minutes dated 30.11.2020 # 58/20) and 03.12.2021 (Minutes dated 03.12.2021 # 56/21), which does not apply to relations associated with remuneration and bonuses for General Director of Rosseti Centre, PJSC, starting from 01.07.2023 (unless otherwise provided by a decision of the Board of Directors of the Company) and has become invalid due to the approval by the Board of Directors of Rosseti Centre, PJSC of the conditions of remuneration and the amount of the annual maximum possible total personal remuneration of officials of the management team of Rosseti Centre, PJSC (Minutes dated 23.06.2023 # 30/23).

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

Decision is taken.

Item 2. On material incentives for General Director of Rosseti Centre, PJSC.

Decision:

To approve the calculation and pay General Director² of Rosseti Centre, PJSC Igor Vladimirovich Makovskiy a special bonus based on the results of 2022 in accordance with Appendix # 2 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. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 5. | Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 6. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 7. | Andrey Vladimirovich Morozov | - «FOR» |
| 8. | Sergey Sergeevich Pikin | - «FOR» |
| 9. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Appendices:

1. The calculation of the additional bonus for General Director of Rosseti Centre, PJSC based on the results of 2022 (Appendix # 1).
2. The calculation of the special bonus for General Director of Rosseti Centre, PJSC based on the results of 2022 (Appendix # 2).

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

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya

² Bonuses for 2022, including additional bonuses for achieving the KPI values of Rosseti Centre and Volga region, PJSC, determined for the variable component of the Company's remuneration according to Agreement dated 07.10.2020 No. 7700/00224/20 on the transfer of powers of the sole executive body of Rosseti Centre and Volga region, PJSC to Rosseti Centre, PJSC, are paid in accordance with 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 dated 18.07.2011 # 16/11) as amended by the decisions of the Board of Directors of the Company dated 18.12.2014 (Minutes dated 19.12.2014 # 29/14), 26.02.2015 (Minutes dated 27.02.2015 # 03/15), 29.05.2017 (Minutes dated 31.05.2017 # 14/17), 07.09.2017 (Minutes dated 08.09.2017 # 22/17), 30.09.2019 (Minutes dated 30.09.2019 # 31/19), 30.11.2020 (Minutes dated 30.11.2020 # 58/20) and 03.12.2021 (Minutes dated 03.12.2021 # 56/21), which does not apply to relations associated with remuneration and bonuses for General Director of Rosseti Centre, PJSC, starting from 01.07.2023 (unless otherwise provided by a decision of the Board of Directors of the Company) and has become invalid due to the approval by the Board of Directors of Rosseti Centre, PJSC of the conditions of remuneration and the amount of the annual maximum possible total personal remuneration of officials of the management team of Rosseti Centre, PJSC (Minutes dated 23.06.2023 # 30/23).