

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)

«26» September 2024

Moscow

No. 11/24

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:** 26.09.2024.**AGENDA:**

1. On the recommendation to the Board of Directors of the Company on the item on termination of powers of a member of the Management Board of the Company and election of a member of the Management Board of the Company.
2. On recommendations to the Board of Directors of the Company on the item «On approval of reports on the achievement of key performance indicators and functional key performance indicators of the management of Rosseti Centre, PJSC for 2023».

Item 1. On the recommendation to the Board of Directors of the Company on the item on termination of powers of a member of the Management Board of the Company and election of a member of the Management Board of the Company.**Decision:**

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

«1. To terminate the powers of the member of the Management Board of the Company Konstantin Sergeevich Mikhailenko.

2. To elect Alexander Petrovich Galitsky - Deputy General Director for Corporate and Technological Automated Control Systems of Rosseti Centre, PJSC to the Management Board of the Company.

Voting results:

Maria Alexandrovna Dokuchaeva - «FOR»

Vitaly Yuryevich Zarkhin - «ABSTAINED»

Vladimir Vyacheslavovich Kharitonov - «FOR»

Total:

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

Decision is taken.**Item 2. On recommendations to the Board of Directors of the Company on the item «On approval of reports on the achievement of key performance indicators and functional key performance indicators of the management of Rosseti Centre, PJSC for 2023».****Decision:**

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

«1. In order to assess the achievement of the key performance indicator “Fulfillment of the schedule for commissioning of facilities” and the functional key performance indicator “Net attraction of loans and bond loans to cover the deficit of sources of financing of the investment program” of the management of Rosseti Centre, PJSC for 2023, due to the presence of objective reasons, to take into account the adjustments to the corresponding indicators for normalization factors in accordance with the Appendix.

2. To approve the report on the achievement of key performance indicators of the management of Rosseti Centre, PJSC for 2023 in accordance with the Appendix.

3. To approve the report on the achievement of functional key performance indicators of the management of Rosseti Centre, PJSC for 2023 in accordance with the Appendix.

4. To approve the calculation of the amount of remuneration of the management of Rosseti Centre, PJSC for the fulfillment/exceedance of key performance indicators, based on 100% of their fulfillment for the calculation of remuneration (based on paragraph 1.9 of the Procedure for calculating key performance indicators and functional key performance indicators of the management 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)), and functional key performance indicators for 2023 in accordance with the Appendix.

5. The annual bonus payment to the management of Rosseti Centre, PJSC for 2023¹ shall be carried out in accordance with the approved reports in accordance with paragraphs 2 and 3 of this decision and the approved calculation of the amount of remuneration of the management of Rosseti Centre, PJSC in accordance with paragraph 4 of this decision within the amount of the annual maximum possible total personal remuneration of officials of the management of Rosseti Centre, PJSC established by the employment contract, and in accordance with the Agreement on the transfer of powers of the sole executive body of Rosseti Centre and Volga Region, PJSC to Rosseti Centre, PJSC dated 07.10.2020 № 7700/00224/20.

6. As part of the implementation of the decision of the Board of Directors of Rosseti Centre, PJSC dated 26.12.2023 (paragraph 8 of item 1 of Minutes dated 26.12.2023 # 57/23), to take into account the auditor’s report regarding the reliability of the calculations of the actually achieved values of the key performance indicators and functional key performance indicators, as well as the validity of the amount of remuneration of the management of Rosseti Centre, PJSC for 2023 in accordance with the Appendix».

Voting results:

Maria Alexandrovna Dokuchaeva - «FOR»

Vitaly Yuryevich Zarkhin - «ABSTAINED»

Vladimir Vyacheslavovich Kharitonov - «FOR»

Total:

¹ a) the bonus payment to General Director for 2023 shall be carried out in accordance with the employment contract dated 17.09.2021 # 31 (as amended on 01.07.2023) concluded under the terms stipulated by the decision of the Board of Directors of the Company dated 23.06.2023 (Minutes dated 23.06.2023 # 30/23).

b) bonuses to Deputy General Directors for functional areas of activity, Chief Accountant - Head of the Financial and Tax Accounting and Reporting Department of Rosseti Centre, PJSC for 2023 shall be paid in accordance with employment contracts concluded under the terms stipulated by the decision of the Board of Directors of the Company dated 23.06.2023 (Minutes dated 23.06.2023 # 30/23), as well as in accordance with the Regulation on remuneration and material incentives for senior managers of Rosseti Centre, PJSC, approved by the decision of the Board of Directors of the Company dated 29.06.2023 (Minutes dated 30.06.2023 # 31/23), taking into account the amendments adopted by the Board of Directors of the Company on 04.08.2023 (Minutes dated 04.08.2023 # 37/23).

c) bonuses for 2023 to Deputy General Directors for functional areas of activity of Rosseti Centre, PJSC, dismissed before the amendments were made to the employment contracts stipulated by the decision of the Board of Directors of the Company dated 23.06.2023 (Minutes dated 23.06.2023 # 30/23), shall be paid on the terms established by the employment contracts and the Regulation on material incentives and social package for Senior Managers of Rosseti Centre, PJSC, approved by the decision of the Board of Directors of the Company dated 15.07.2011 (Minutes dated 18.07.2011 # 16/11 (with all the amendments), in force at the time of dismissal).

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

Decision is taken.

Appendix: A dissenting opinion on agenda items ## 1-2 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