

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

«27» September 2024

Moscow

No. 44/24

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, I.V. Makovskiy, A.V. Morozov, S.S. Pikin, A.A. Polinov, A.V. Shevchuk.**

Members who did not provide questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **27.09.2024.**

AGENDA:

1. 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 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:

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 Appendix # 1 to this decision of the Board of Directors of the Company.
2. To approve the report on the achievement of key performance indicators of the management of Rosseti Centre, PJSC for 2023 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
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 Appendix # 3 to this decision of the Board of Directors of the Company.
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 Appendix # 4 to this decision of the Board of Directors of the Company.

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 Appendix # 5 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. Igor Vladimirovich Makovskiy | - «FOR» |
| 8. Andrey Vladimirovich Morozov | - «ABSTAINED» |
| 9. Sergey Sergeevich Pikin | - «FOR» |
| 10. Alexey Alexandrovich Polinov | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Appendices:

1. The normalization factors of the key performance indicators (KPI) and the functional key performance indicators (FKPI) of the management of Rosseti Centre, PJSC for 2023 (Appendix #1).

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).

2. The report on the achievement of key performance indicators of the management of Rosseti Centre, PJSC for 2023 (Appendix #2).
3. The report on the achievement of functional key performance indicators of the management of Rosseti Centre, PJSC for 2023 (Appendix #3).
4. The calculation of the amount of remuneration for the management of Rosseti Centre, PJSC based on the results of achieving the KPIs and FKPIs for 2023 (Appendix #4).
5. 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 (Appendix #5).

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

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya