

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)

«15» July 2024

Moscow

No. 06/24

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: 15.07.2024.

AGENDA:

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

Item 1. On the recommendation 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:
«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 the Appendix to this decision of the Board of Directors of the Company».

Voting results:

Maria Alexandrovna Dokuchaeva - «FOR»

Vitaly Yuryevich Zarkhin - «FOR»

Vladimir Vyacheslavovich Kharitonov - «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»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2. On the recommendation 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:

«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 the Appendix to this decision of the Board of Directors of the Company».

Voting results:

Maria Alexandrovna Dokuchaeva - «FOR»

Vitaly Yuryevich Zarkhin - «FOR»

Vladimir Vyacheslavovich Kharitonov - «FOR»

Total:

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

Decision is taken.

Chairperson of the Personnel and Remuneration Committee

V.V. Kharitonov

Secretary of the Personnel and Remuneration Committee

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).