

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

«03» December 2024

Moscow

No. 54/24

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: **04.12.2024.**

AGENDA:

1. On approval of key performance indicators and functional key performance indicators of the management staff of Rosseti Centre, PJSC for 2024-2026.
2. On consent to the Company's execution of a transaction related to acquisition of property constituting fixed assets, the purpose of which is not generation, transmission, dispatching, distribution of electric and thermal energy.

Item 1. On approval of key performance indicators and functional key performance indicators of the management staff of Rosseti Centre, PJSC for 2024-2026.

Decision:

1. To approve the key performance indicators and bonus deprivation indicators of Rosseti Centre, PJSC, their target and threshold values for 2024, 2025 and 2026 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To approve the functional key performance indicators of Rosseti Centre, PJSC, their target values for 2024, 2025 and 2026 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
3. To amend the Procedure for calculating key performance indicators and functional key performance indicators of the management staff 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), in accordance with Appendix # 3 to this decision, and extend their effect starting from 01.01.2024 01.01.2024¹.
4. To approve the intermediate target values of key performance indicators and functional key performance indicators, intermediate threshold values of bonus deprivation indicators of Rosseti Centre, PJSC for 2024 on a cumulative basis in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
5. To approve the minimum and maximum values of key performance indicators and functional key performance indicators of Rosseti Centre, PJSC for 2024, which are taken into

¹ For the purposes of calculating the actual values of key performance indicators and functional key performance indicators of Rosseti Centre, PJSC and applying them within the framework of remuneration of the management staff of Rosseti Centre, PJSC based on the results of 2023, the Procedure for calculating key performance indicators and functional key performance indicators of the management staff 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) is applied.

account when considering issues of remuneration for the management staff of Rosseti Centre, PJSC, in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

6. The management of Rosseti Centre, PJSC shall ensure monitoring of the achievement of annual target values of key performance indicators and functional key performance indicators, threshold values of bonus deprivation indicators, taking into account the provisions and deadlines approved by the Procedure for calculating key performance indicators and functional key performance indicators of the management staff of Rosseti Centre, PJSC (taking into account all changes).

7. Paragraph 5 of the resolution of the Board of Directors of Rosseti Centre, PJSC dated 26.12.2023 (Minutes dated 26.12.2023 # 57/23) shall be set out as follows: "Appoint Deputy General Director for Organizational Issues as the official responsible for ensuring interaction between Rosseti Centre, PJSC and PJSC Rosseti in the process of monitoring the achievement of key performance indicators and functional key performance indicators, as well as for the timely, complete and reliable provision of information necessary for monitoring the achievement of key performance indicators and functional key performance indicators."

8. To instruct General Director of Rosseti Centre, PJSC to ensure that the staffing schedule of Rosseti Centre, PJSC is submitted for consideration by the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC in the event of an increase in the number of administrative and managerial personnel of the executive office of Rosseti Centre, PJSC and/or the management offices of its branches relative to the current number on the date of adoption of this decision.

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov | - «FOR» |
| 2. Elena Viktorovna Andreeva | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 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»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 2. On consent to the Company's execution of a transaction related to acquisition of property constituting fixed assets, the purpose of which is not generation, transmission, dispatching, distribution of electric and thermal energy.

Decision:

To provide consent for the execution by Rosseti Centre, PJSC of a transaction related to acquisition of property constituting fixed assets, the purpose of which is not generation, transmission, dispatching, distribution of electric and thermal energy, by concluding a contract for the sale and purchase of real estate located at the address: the Smolensk region, Desnogorsk, on the following material terms:

Parties to the transaction:

Rosseti Centre, PJSC (Buyer);
JSC EIS (Seller).

Subject of the transaction: The Seller undertakes to transfer, and the Buyer undertakes to accept into ownership and pay for the property specified in Appendix # 6 to this decision (hereinafter referred to as the Property).

Transaction price: no more than 6,599,000 (Six million five hundred ninety-nine thousand) rubles 00 kopecks, plus VAT in the amount of no more than 636,000 (Six hundred thirty-six thousand) rubles 00 kopecks.

Method of acquiring the Property: Conclusion of a real estate purchase and sale agreement.

Payment procedure for the Property: The Buyer transfers 100% of the cost of the Property by bank transfer within 10 (Ten) business days from the date of state registration of the Buyer's ownership.

Transfer procedure for the Property: The Property is transferred from the Seller to the Buyer no later than 10 calendar days from the date of conclusion of the Agreement. The transfer of the Property to the Buyer is carried out in accordance with Art. 556 of the Civil Code under the Acceptance and Transfer Certificate.

Procedure for transfer of ownership: Ownership of the real estate is transferred from the Seller to the Buyer from the moment of state registration of the transfer of ownership by the body that registers rights to real estate and transactions with it.

Voting results:

- | | | |
|-----|----------------------------------|---------------|
| 1. | Maxim Sergeevich Agafonov | - «FOR» |
| 2. | Elena Viktorovna Andreeva | - «FOR» |
| 3. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. | Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 5. | Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 6. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 7. | Igor Vladimirovich Makovskiy | - «FOR» |
| 8. | Andrey Vladimirovich Morozov | - «FOR» |
| 9. | Sergey Sergeevich Pikin | - «FOR» |
| 10. | Alexey Alexandrovich Polinov | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.**Appendices:**

1. The key performance indicators and bonus deprivation indicators of Rosseti Centre, PJSC, their target and threshold values for 2024, 2025 and 2026 (Appendix # 1).
2. The functional key performance indicators of Rosseti Centre, PJSC, their target values for 2024, 2025 and 2026 (Appendix # 2).
3. The amendments to the Procedure for calculating key performance indicators and functional key performance indicators of the management staff of Rosseti Centre, PJSC (Appendix # 3).
4. The intermediate target values of key performance indicators and functional key performance indicators, intermediate threshold values of bonus deprivation indicators of Rosseti Centre, PJSC for 2024 (Appendix # 4).
5. The minimum and maximum values of key performance indicators and functional key performance indicators of Rosseti Centre, PJSC for 2024 (Appendix # 5).
6. The list of the real estate (Appendix # 6).

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

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya