

MINUTES
of the meeting of the Audit Committee
of the Board of Directors of Rosseti Centre, PJSC
(in the form of joint presence)

11 December 2024

Moscow

No. 19/24

Form of the meeting: joint presence.

Time of the meeting: 11 hours 00 minutes – 12 hours 00 minutes.

Place of the meeting: Moscow, Malaya Ordynka St., 15, floor 6, room 611.

Total number of members of the Audit Committee: 3 persons.

Participants of the meeting: V.Y. Zarkhin, A.V. Morozov, S.S. Pikin.

A written vote was taken into account when determining the results: none.

Members who neither participated nor provided questionnaires: none.

The quorum is present.

The Expert conclusion of the expert of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC was taken into account at drawing up of the minutes.

Date of the minutes: 11.12.2024.

The meeting of the Audit Committee was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Committee was opened by Chairperson of the Committee, Sergey Sergeevich Pikin.

Rosseti Centre, PJSC was represented at the meeting by:

R.V. Solyanin - Acting Deputy General Director for Investment and Capital Construction, Head of the Directorate for Logistics and Materials and Technical Support

K.A. Yutkin – Deputy General Director for Economics and Finance

G.V. Bekasov - Head of the Internal Audit Department

L.A. Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department

A.Y. Zemskov - Head of the Investment Department

M.V. Kuzin - Head of the Economics Department

Y.D. Naumova - Head of the Corporate Governance Department

L.I. Nechushkina - Deputy Head of the Internal Audit Department

D.A. Karelin - Head of the Service Sales Office

E.I. Chitaya - Head of the Operational Audit Section

I.S. Ogurtsova - Head of the General Audit Section

After the announcement of a quorum regarding the agenda items, the meeting of the Committee was called to order.

AGENDA:

1. On consideration of the interim financial statements of Rosseti Centre, PJSC for 9 months of 2024, prepared in accordance with RAS.

2. On preliminary consideration of the Work Plan of the Internal Audit Department of Rosseti

Centre, PJSC for 2025.

3. On preliminary consideration of the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2025.

4. On preliminary determination of the remuneration of the head of the internal audit of the Company (determination of target values of functional KPIs) for 2025.

Item 1. On consideration of the interim financial statements of Rosseti Centre, PJSC for 9 months of 2024, prepared in accordance with RAS.

Speaker – L.A. Sklyarova.

Questions were received from V.Y. Zarkhin, S.S. Pikin and A.V. Morozov.

Answers and explanations were provided by K.A. Yutkin, D.A. Karelin, R.V. Solyanin and L.A. Sklyarova.

Based on the results of the reviewed materials, the members of the Audit Committee recommended that the Company's management provide the members of the Audit Committee with additional information regarding:

- the reasons for the growth of long-term accounts payable;
- the list of debtors in the bankruptcy / liquidation process.

Decision taken at the meeting:

To take into consideration the interim financial statements of Rosseti Centre, PJSC for 9 months of 2024, prepared in accordance with RAS.

Voting results under the decision draft, announced at the meeting:

Vitaly Yuryevich Zarkhin - «FOR»

Andrey Vladimirovich Morozov - «FOR»

Sergey Sergeevich Pikin - «FOR»

Total:

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

Decision is taken.

Item 2. On preliminary consideration of the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2025.

Speaker – G.V. Bekasov.

Questions were received from V.Y. Zarkhin, S.S. Pikin and A.V. Morozov.

Answers and explanations were provided by G.V. Bekasov.

Decision taken at the meeting:

1. To agree upon the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2025 in accordance with Appendix # 1 to this decision of the Audit Committee of the Board of Directors of the Company.

2. To recommend that the Board of Directors of Rosseti Centre, PJSC take the following decision:

«To approve the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2025 in accordance with the Appendix».

Voting results under the decision draft, announced at the meeting:

Vitaly Yuryevich Zarkhin - «FOR»

Andrey Vladimirovich Morozov - «FOR»

Sergey Sergeevich Pikin - «FOR»

Total:

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

Decision is taken.

Item 3. On preliminary consideration of the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2025.

Speaker – G.V. Bekasov.

Questions were received from V.Y. Zarkhin, S.S. Pikin and A.V. Morozov.

Answers and explanations were provided by G.V. Bekasov.

Decision taken at the meeting:

1. To agree upon the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2025 in accordance with Appendix # 2 to this decision of the Audit Committee of the Board of Directors of the Company.

2. To recommend that the Board of Directors of Rosseti Centre, PJSC take the following decision:

«To approve the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2025 in accordance with the Appendix».

3. To recommend that the Company's management consider the possibility of increasing the size of the payroll of the Internal Audit Department of Rosseti Centre, PJSC for 2025.

Voting results under the decision draft, announced at the meeting:

Vitaly Yuryevich Zarkhin	- «FOR»
Andrey Vladimirovich Morozov	- «FOR»
Sergey Sergeevich Pikin	- «FOR»

Total:

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

Decision is taken.

Item 4. On preliminary determination of the remuneration of the head of the internal audit of the Company (determination of target values of functional KPIs) for 2025.

Speaker – G.V. Bekasov.

Questions were received from V.Y. Zarkhin, S.S. Pikin and A.V. Morozov.

Answers and explanations were provided by G.V. Bekasov.

Decision taken at the meeting:

1. To agree upon the target values of functional KPIs of the head of the internal audit unit of the Company for 2025 in accordance with Appendix # 3 to this decision of the Audit Committee of the Board of Directors of the Company.

2. To recommend that the Board of Directors of Rosseti Centre, PJSC take the following decision:

«1. To determine the target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2025 in accordance with the Appendix.

2. To instruct General Director of the Company to approve in the manner established by the Company the target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2025, specified in paragraph 1 of this decision».

Voting results under the decision draft, announced at the meeting:

Vitaly Yuryevich Zarkhin	- «FOR»
Andrey Vladimirovich Morozov	- «FOR»
Sergey Sergeevich Pikin	- «FOR»

Total:

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

Decision is taken.

The agenda of the meeting of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC on 11.12.2024 was exhausted. The meeting of the Audit Committee of the Board of Directors of the Company was closed.

Appendices:

1. The Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2025 (Appendix # 1).
2. The budget of the Internal Audit Department of Rosseti Centre, PJSC for 2025 (Appendix #2).
3. The target values of functional KPIs of the head of the internal audit unit of the Company for 2025 (Appendix # 3).

Chairperson of the Audit Committee**S.S. Pikin****Secretary of the Audit Committee****S.V. Lapinskaya**