

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

«21» July 2023

Moscow

No. 33/23

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, A.N. Zharikov, V.Y. Zarkhin, M.V. Korotkova, Y.A. Leshchevskaya, E.V. Lyapunov, I.V. Makovskiy, A.V. Morozov, A.P. Tulba.**

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

The quorum is **present.**

Date of the minutes: **24.07.2023.**

**Item 1. On the independence of members of the Board of Directors of the Company.**

**Decision regarding para.1...**

**Decision regarding para.2 (put to vote):**

**2.1.** In accordance with the conducted assessment of compliance of the member of the Board of Directors of the Company Maria Vyacheslavna Korotkova with the independence criteria, established in Appendix 4 of the Listing Rules of PJSC Moscow Exchange (hereinafter referred to as the Rules), and the Recommendations of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC, taken on 07.04.2023 (Minutes # 06/23), to recognize M.V. Korotkova as an independent director despite her formal criteria of relation:

**2.1.1 with the Company (subpara. 2 of para. 4 of Appendix 4 to the Rules):**

- M.V. Korotkova holds the position of a member of the Board of Directors in Rosseti South, PJSC - an organization, controlled by the entity that controls the Company (PJSC Rosseti).

**2.1.2. with a significant counterparty of the Company (subpara. 1 of para. 6 of Appendix 4 to the Rules):**

- M.V. Korotkova holds the position of a member of the Board of Directors of Rosseti South, PJSC, which is a controlled entity of a significant counterparty of the Company – PJSC Rosseti, the amount of liabilities under the contract with which exceeds 2% of the book value of the consolidated assets of the Company as of 31.03.2023 and 2% of the consolidated proceeds (income) of the Company as of 31.12.2022.

**2.2.** To note that no other relation criteria have been identified.

**2.3.** To recognize that such relation with the Company and the significant counterparty of the Company is formal and does not affect the independence in the formation by M.V. Korotkova of her position on agenda items of meetings of the Board of Directors of the Company, her ability to accept objective, conscientious and independent of the influence of executive bodies of Rosseti Centre, PJSC and the substantial counterparty decisions based on the following:

**2.3.1.** M.V. Korotkova has no obligation to vote in accordance with voting instructions and a position formed by the substantial shareholder of the Company - PJSC Rosseti. There is no obligation either to vote in accordance with directives of the entity controlling the substantial shareholder of the Company (Russian Federation), since the Russian Federation exercises only

indirect control over Rosseti Centre, PJSC.

**2.3.2.** M.V. Korotkova participates in the work of the Boards of Directors of companies in the energy complex, including as an independent director from 2017 to 2022 in Rosseti Volga, PJSC, since 2020 in Rosseti South, PJSC. According to the Board of Directors, work experience in the fuel and energy sector allows M.V. Korotkova to effectively apply it when considering issues related to the development and improvement of indicators of the financial and economic activities of the Company, positioning the Company in the electric power market, and protect the interests of the Company.

**2.3.3.** M.V. Korotkova as an independent director, earlier recognized by decisions of the Board of Directors of Rosseti Centre, PJSC (Minutes of 30.06.2021 # 23/21, of 27.07.2022 # 39/22, of 17.01.2023 # 03/23), has been the head of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC since July 2022 to the present day and takes an active part in all convened meetings of the Board of Directors and the Audit Committee of the Board of Directors of the Company (100% participation).

**2.3.4.** The significant counterparty of the Company does not and cannot influence either the decisions made by Rosseti Centre, PJSC, or the financial and economic activities of Rosseti Centre, PJSC based on the fact that the Agreement between the Company and PJSC Rosseti on the provision of a targeted interest-free loan by the latter to the Company was concluded to finance the activities of the Target Program for improving the reliability of power supply to consumers in the Tver region and other measures related to ensuring reliable and uninterrupted power supply to the Tver region, and is intended to ensure both the improvement of the quality of power supply to consumers and financial stability of the branch of Rosseti Centre, PJSC - Tverenergo, as well as obtaining savings on interest costs and improving the financial and economic condition of the Company. Respectively, Rosseti Centre South, PJSC, being a controlled entity of the significant counterparty of the Company – PJSC Rosseti, does not and cannot influence either the decisions made by Rosseti Centre, PJSC, or the financial and economic activities of Rosseti Centre, PJSC.

**2.5.** To note that the decision to recognize the member of the Board of Directors M.V. Korotkova as an independent director is reasonable and motivated.

**2.6.** M.V. Korotkova in 2023 signed the Declaration of a member of the Board of Directors, recognized independent, in the form recommended by PJSC Moscow Exchange.

**Voting results regarding para. 2:**

1.	Maxim Sergeevich Agafonov	- «FOR»
2.	Elena Viktorovna Andreeva	- «FOR»
3.	Maria Alexandrovna Dokuchaeva	- «FOR»
4.	Alexey Nikolayevich Zharikov	- «FOR»
5.	Vitaly Yuryevich Zarkhin	- «FOR»
6.	Yulia Alexandrovna Leshchevskaya	- «FOR»
7.	Evgeny Viktorovich Lyapunov	- «FOR»
8.	Igor Vladimirovich Makovskiy	- «FOR»
9.	Andrey Vladimirovich Morozov	- «ABSTAINED»
10.	Andrey Petrovich Tulba	- «FOR»

**Total:**

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision regarding para. 2 is taken.**

*In accordance with the methodological recommendations of PJSC Moscow Exchange, M.V. Korotkova abstained from voting on the question of recognizing her candidacy as an independent director.*

**Decision regarding para. 3...**

**Minutes signed by:**  
Chairperson of the Board of Directors

E.V. Lyapunov

Corporate Secretary

S.V. Lapinskaya

Extract is correct:  
Corporate Secretary  
of Rosseti Centre, PJSC  
24.07.2023

S.V. Lapinskaya