

ITEM № 3  
ON ELECTION OF MEMBERS OF THE BOARD OF  
DIRECTORS OF THE COMPANY

17 June 2022

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

### Explanatory information on the item

In accordance with Federal Law dated 26.12.1995 № 208-FZ “On Joint-Stock Companies”, the agenda of the Annual General Meeting of Shareholders of the Company should include the issue of election of members of the Board of Directors of the Company.

In accordance with Article 53 of Federal Law dated 26.12.1995 № 208-FZ “On Joint-Stock Companies”, paragraph 13.1 of Article 13 of the Articles of Association of the Company, shareholders (a shareholder) of the Company, who collectively own at least 2 (two) percent of the Company's voting shares, within 60 (sixty) days after the end of the fiscal year, have the right to raise issues in the agenda of the Annual General Meeting of Shareholders and nominate candidates to the Board of Directors and the Audit Commission of the Company, the number of which cannot exceed the number of members of the relevant body.

In accordance with paragraph 16.1 of Article 16 of the Articles of Association of the Company, the composition of the Board of Directors of the Company is 11 (eleven) persons.

By the end of the deadline for accepting offers (01.03.2022) the Company received 3 proposals to nominate candidates to the management bodies of Rosseti Centre from the following shareholders holding more than 2% of the Company's voting shares:

- Company «New Russian Generation Limited» - 15,98 % of the authorized capital (4 candidates);
- PJSC Rosseti - 50,23 % of the authorized capital (11 candidates);
- Arkady Vyacheslavovich Evstafiev - 2,73 % of the authorized capital (1 candidate).

By the decision of the Board of Directors of the Company dated 05.03.2022 (Minutes No. 10/22), 16 nominees were included in the list of candidates for voting on elections to the Board of Directors of Rosseti Centre.

It is recommended to elect to the Board of Directors of the Company individuals who have an impeccable business and personal reputation, who possess the professional knowledge, skills and experience necessary to take decisions within the competence of the Board of Directors, competent in a range of issues that cover both the main scope of the Company's business and individual industries and regions in which the Company operates.

In addition, in accordance with the Listing Rules of PJSC “Moscow Exchange”, candidates for the members of the Board of Directors are required to be independent. Thus, independent directors should constitute at least 1/3 of the elected members of the Board of Directors of the Company.

The Personnel and Remuneration Committee on 07.04.2022 (Minutes No. 07/22) assessed all candidates for compliance with:

- The Corporate Governance Code of the Bank of Russia and the Listing Rules of PJSC “Moscow Exchange” - in terms of requirements for independent directors for the purpose of finding the Company's shares in the Second Quotation List;
- The Regulation on the General Meeting of Shareholders of the Company and recommendations of the Bank of Russia (Letter dated 22.04.2020 № IN-06-28/80) - in terms of the requirements for professional knowledge, skills and experience of the candidates, actual needs of the Board of Directors regarding the necessary competencies and personal qualities of candidates (“Competence Matrix”);
- The Code of Conduct of the Company - in terms of the requirements for the business reputation of the candidates.

Based on the evaluation of the candidates for election to the Board of Directors of the Company, the Personnel and Remuneration Committee:

- approved the results of the preliminary assessment of candidates for members of the Board of Directors of Rosseti Centre, according to which:
  - 2 candidates fully meet all the criteria for independence;
  - 4 candidates may be recognized by the Board of Directors of the Company as independent directors, taking into account the fact that their relationship with the Company and/or with a significant shareholder of the Company and/or with a significant counterparty of the Company is of a formal nature and will not affect their independence in forming a position on agenda items of the Board of Directors, on their ability to make objective and conscientious judgments, independent of the influence of the executive bodies of the Company, certain groups of shareholders, competitors and counterparties of the Company.
- recommended that the Board of Directors of the Company include the results of the assessment of candidates for members of the Board of Directors of Rosseti Centre in the list of materials provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company.

**Draft resolution on item № 3**

To elect the following Company's Board of Directors\*:

№	Full name of the candidate	Position, place of work of the candidate (at the date of nomination)
1	Alexander Viktorovich Golovtsov	
2	Vitaly Yuryevich Zarkhin	
3	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors
4	Andrey Alexandrovich Marchenko	Partner, Investment company SINAI Capital
5	Alexey Nikolayevich Zharikov	Adviser, JSC "Elektrosentronaladka"
6	Yury Vladimirovich Goncharov	Chief Adviser of PJSC Rosseti
7	Maria Alexandrovna Dokuchaeva	Chief Adviser of PJSC Rosseti
8	Maria Vyacheslavna Korotkova	Development Director of Technoinnovation LLC
9	Daniil Vladimirovich Krainskiy	Deputy Director General for Legal Support of PJSC Rosseti
10	Andrey Vladimirovich Mayorov	First Deputy Director General - Chief Engineer of PJSC Rosseti
11	Igor Vladimirovich Makovskiy	General Director of Rosseti Centre, PJSC
12	Alexey Valeryevich Molsky	Deputy Director General for Investment, Capital Construction and Sale of Services of PJSC Rosseti
13	Alexey Alexandrovich Polinov	Acting Deputy Director General for Economics and Finance of PJSC Rosseti
14	Egor Vyacheslavovich Prokhorov	Deputy Director General for Strategy of PJSC Rosseti
15	Dmitry Vladimirovich Tokar-Mezhikovskiy	Head of the Legal Department of PJSC Rosseti
16	Andrey Petrovich Tulba	Director for Economics and Finance - Head of the Department of Economic Planning and Tariff Formation of PJSC Rosseti

\* in accordance with item 16.1. of Article 16 of the Articles of Association of Rosseti Centre, the Board of Directors of the Company consists of 11 (Eleven) persons.



## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

### List of Candidates to the Board of Directors of Rosseti Centre, PJSC:

№	Full name of the Candidate	Nationality	Position, Place of Employment of the Candidate (on the date of nomination)	Full name/Name of the shareholder who proposed the Candidate to be included into the list for voting to be elected for the Company's Board of Directors/ Quantity of the Company's voting shares, owned by the shareholder, %	Availability of consent to election
1	Alexander Viktorovich Golovtsov	RF		Company «New Russian Generation Limited» / 15,98%	Available
2	Vitaly Yuryevich Zarkhin	RF		Company «New Russian Generation Limited» / 15,98%	Available
3	Andrey Vladimirovich Morozov	RF	Legal Director, Association of Institutional Investors	Company «New Russian Generation Limited» / 15,98%	Available
4	Andrey Alexandrovich Marchenko	RF	Partner, Investment company SINAI Capital	Company «New Russian Generation Limited» / 15,98%	Available
5	Alexey Nikolayevich Zharikov	RF	Adviser, JSC "Elektrotsentraladka"	Arkady Vyacheslavovich Evstafiev / 2,73%	Available
6	Yury Vladimirovich Goncharov	RF	Chief Adviser of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
7	Maria Alexandrovna Dokuchaeva	RF	Chief Adviser of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
8	Maria Vyacheslavna Korotkova	RF	Development Director of Technoinnovation LLC	PJSC «Rosseti» / 50,23%	Available
9	Daniil Vladimirovich Krainskiy	RF	Deputy Director General for Legal Support of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
10	Andrey Vladimirovich Mayorov	RF	First Deputy Director General - Chief Engineer of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
11	Igor Vladimirovich Makovskiy	RF	General Director of Rosseti Centre, PJSC	PJSC «Rosseti» / 50,23%	Available
12	Alexey Valeryevich Molsky	RF	Deputy Director General for Investment, Capital Construction and Sale of Services of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
13	Alexey Alexandrovich Polinov	RF	Acting Deputy Director General for Economics and Finance of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
14	Egor Vyacheslavovich Prokhorov	RF	Deputy Director General for Strategy of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
15	Dmitry Vladimirovich Tokar-Mezhikovskiy	RF	Head of the Legal Department of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
16	Andrey Petrovich Tulba	RF	Director for Economics and Finance - Head of the Department of Economic Planning and Tariff Formation of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available



## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

### Information on the professional qualifications of candidates for the Board of Directors of Rosseti Centre, PJSC

No	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
1	Alexander Viktorovich Golovtsov	1973	30.05.2019	1996, Baltic State Technical University named after D.F. Ustinov <b>Specialty:</b> Electrical Engineer <b>Qualification:</b> not applicable <b>Faculty:</b> Automated Control Systems	05.2020 – 12.2021 - member of the Board of Directors of PJSC «Rosseti Centre and Volga region»/PJSC «IDGC of Center and Volga Region» 06.2016 – 05.2020 - member of the Board of Directors of PJSC «IDGC of Volga» 05.2006 – 07.2020 - <b>Member of the Board of Directors of Non-profit Organization Association of Institutional Investors</b> 05.2005 – 01.2019 - Head of the Analytical Research Department of JSC "URALSIB" Management Company"	Member of the Board of Directors: PJSC «Rosseti Centre»; PJSC «Rosseti North-West». Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region», PJSC «Rosseti North-West».
2	Vitaly Yuryevich Zarkhin	1980	30.05.2019	1998, State University - Higher School of Economics <b>Specialty:</b> 1998 – economics, 2000 - management <b>Qualification:</b> Bachelor of Economics 2000 - Master of Management	05.2011 – 03.2018 - Managing Director, Bank GPB (JSC) 06.2018 – 11.2019 - member of the Board of Directors of PJSC «CPC» 06.2019 – 06.2021 - member of the Board of Directors of PJSC «Enel Russia»	Member of the Board of Directors: PJSC «Rosseti Centre»; PJSC «Rosseti Centre and Volga region»; PJSC «Rosseti South», PJSC «Rosseti Siberia». Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region»; PJSC «Rosseti South», PJSC «Rosseti Siberia», PJSC «Enel Russia»
3	Andrey Vladimirovich Morozov	1978	Was not elected	2000, Russian Law Academy of the Ministry of Justice of the Russian Federation <b>Specialty:</b> Jurisprudence <b>Qualification:</b> Lawyer 2016, Harvard Law School <b>Specialty:</b> Master of Laws (LLM), corporate governance <b>Qualification:</b> Lawyer	09.2017 – till current - Legal Director of Association of Institutional Investors 09.2003 – 08.2015 – Head of Legal Department of Moscow Representative Office of NCH Advisors, Inc. (USA) 06.2018 – 06.2021 - member of the Board of Directors of PJSC «IDGC of Center and Volga Region» 06.2018 – 05.2020 - member of the Board of Directors of PJSC «IDGC of South»	Member of the Board of Directors: PJSC «Rosseti Volga»; PJSC «Rosseti Centre and Volga region»; PJSC «Rosseti North-West». Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region»; PJSC «Rosseti Volga».
4	Andrey Alexandrovich Marchenko	1982	Was not elected	Lomonosov Moscow State University <b>Specialty:</b> State and municipal administration <b>Qualification:</b> Manager <b>Academic degree:</b> PhD in Economics	10.2020 – till current – Partner of Investment company SINAI Capital 10.2011 – 10.2020 – Executive Director of Investment Group UCP 05.2015 – 11.2020 – General Director of LLC "Northern Investments" 10.2019 – 12.2020 - Member of the Board of Directors LLC "Geosplit Holding" 06.2019 – 01.2021 - Member of the Board of Directors Cryogas M&T Poland S.A. 06.2019 – 03.2021 - Member of the Board of Directors of JSC Cryogas 04.2019 – 03.2021 - Member of the Board of Directors of Polyus Kholoda LLC	Member of the Board of Directors: PJSC «Russian Aquaculture». Nominated for election to the Board of Directors: PJSC «Russian Aquaculture», PJSC «Rosseti Centre and Volga region».

ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Information about professional qualifications of candidates for the Board of Directors of Rosseti Centre

No	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
5	Alexey Nikolayevich Zharikov	1970	Was not elected	1993, State Academy of Management after S. Ordzhonikidze <b>Specialty:</b> Economics and management of fuel and energy complex <b>Qualification:</b> Economist	01.2010 – till current – Adviser, Director of Department for Corporate Policy and Work with Shareholders of JSC “Elektrosentraladka” 06.2014 – 05.2020 - member of the Board of Directors of PJSC «IDGC of North-West»	Member of the Board of Directors: JSC Saratov Airlines, PJSC «Rosseti Volga». Nominated for election to the Board of Directors: JSC Saratov Airlines, PJSC «Rosseti Volga», JSC “Elektrosentraladka”.
6	Yury Vladimirovich Goncharov	1977	31.05.2021	2000, Moscow State Mining University <b>Specialty:</b> Management <b>Qualification:</b> Master in Management 2014, Moscow Institute of Economics, Politics and Law <b>Specialty:</b> Jurisprudence <b>Qualification:</b> Bachelor of Laws	09.2018 – till current – Chief Adviser of PJSC «Rosseti» 04.2013 – 09.2018 – Deputy Director General for Corporate Governance of PJSC «Rosseti» 05.2020 - 06.2021 - member of the Board of Directors of PJSC «Rosseti Lenenergo»; 06.2017 - 06.2019 - Chairman of the Board of Directors, member of the Board of Directors of PJSC «Rosseti Siberia» 06.2018 - 06.2019 - member of the Board of Directors of PJSC «Rosseti Moscow Region» 06.2012 - 06.2017 - member of the Board of Directors of JSC «Yantarenergo»	Member of the Board of Directors: PJSC «Rosseti Centre», PJSC «Rosseti Volga», PJSC «Rosseti Centre and Volga region», PJSC «Rosseti Northern Caucasus», PJSC «Rosseti North-West», JSC «Rosseti Tyumen», OJSC «IDGC of Urals», PJSC «Rosseti Kuban», JSC «NWUPR». Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region», OJSC «IDGC of Urals», PJSC «Rosseti Volga», PJSC «Rosseti Kuban», PJSC «Rosseti Northern Caucasus».
7	Maria Alexandrovna Dokuchaeva	1979	Was not elected	2000, Lomonosov Moscow State University <b>Specialty:</b> Economics <b>Qualification:</b> Bachelor 2002, Lomonosov Moscow State University <b>Specialty:</b> Management <b>Qualification:</b> Master's degree	04.2021 – till current – Chief Adviser of PJSC «Rosseti» 08.2018 – 05.2021 – Press Secretary of PJSC «Novatek» 03.2014 - 08.2018 - Adviser to Head of the Federal Agency for Scientific Organizations (FASO Russia))	Does not hold other positions in management bodies of other organizations. Nominated for election to the Board of Directors: PJSC «Rosseti Moscow Region», PJSC «Rosseti South», PJSC «Rosseti Siberia».
8	Maria Vyacheslavna Korotkova	1984	31.05.2021	2006, Lobachevsky State University of Nizhni Novgorod (UNN) <b>Specialty:</b> Organization Management <b>Qualification:</b> Specialist 2017, Lomonosov Moscow State University MBA program "Strategic Management and Entrepreneurship"	02.2021 – till current – Development Director of Technoinnovation LLC 01.2013 – 02.2021 - Director of MKS LLC 10.2017-10.2019 - General Director of GC MKS LLC 06.2017 – 06.2018 - Member of the Board of Directors of JSC Rosagroleasing	Member of the Association "Club of Leaders for Promotion of Business Initiatives", the National Register of the Russian Institute of Directors (RID) and the Moscow Regional Branch of "Business Russia". Member of the Board of Directors: PJSC «Rosseti Centre», PJSC «Rosseti South», PJSC «Rosseti Volga». Nominated for election to the Board of Directors: PJSC «Rosseti South»; PJSC «Rosseti Volga».





## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

### Information about professional qualifications of candidates for the Board of Directors of Rosseti Centre

№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
9	Daniil Vladimirovich Krainskiy	1979	29.05.2020	<b>2002</b> , Moscow State Law University <b>Specialty:</b> Jurisprudence <b>Qualification:</b> Lawyer	09.2017 – till current - Deputy Director General for Legal Support, Adviser, Chief Adviser of PJSC «Rosseti» 02.2018 – 07.2021 - Deputy General Director for Legal and Corporate Governance of PJSC «Rosseti Lenenergo» 07.2021 – till current – Adviser to Director General of PJSC «Rosseti Lenenergo» (part-time) 05.2020 – till current - Deputy Director General for Legal Support of PJSC «FGC UES» (part-time)	Member of the Management Board: PJSC «Rosseti», PJSC «Rosseti Lenenergo». Chairman of the Board of Directors: OJSC «IDGC of Urals», PJSC «Rosseti Kuban», PJSC «Rosseti South», JSC «NIC EES», JSC «Energy service company Lenenergo». Member of the Board of Directors: PJSC «Rosseti Centre», JSC «Yantarenergo», JSC «Rosseti Tyumen», JSC «Tyvaenergo», JSC «FOCL-Conductor Administration», PJSC «Rosseti North-West», PJSC «TRK», PJSC «Rosseti Volga», PJSC «Rosseti Siberia», PJSC «Rosseti Moscow Region», PJSC «Rosseti Northern Caucasus», PJSC «Rosseti Lenenergo», JSC «STC FGC UES» . Nominated for election to the Board of Directors: OJSC «IDGC of Urals», PJSC «IDGC of North-West», PJSC «TRK», PJSC «Rosseti Northern Caucasus», PJSC «Rosseti Kuban», PJSC «Rosseti South», PJSC «Rosseti Volga», PJSC «Rosseti Moscow Region», PJSC «Rosseti Siberia», PJSC «Rosseti Lenenergo», JSC «Tyvaenergo».
10	Andrey Vladimirovich Mayorov	1967	29.05.2020	<b>1994</b> , Moscow Power Engineering Institute <b>Specialty:</b> Electric Power Systems and Grids <b>Qualification:</b> Electrical Engineer <b>2004</b> , State University of Management Program "Management of energy companies in a market economy" <b>2017</b> , JSC «Scientific and Technical Centre of Federal Grid Company of the Unified Energy System» <b>Academic degree:</b> Ph.D. in Technical Sciences	11.2018 – till current – First Deputy Director General - Chief Engineer, Deputy Director General - Chief Engineer of PJSC «Rosseti» 05.2020 – till current – First Deputy Director General - Chief Engineer of PJSC «FGC UES» (part-time) 05.2020 – 11.2020 – member of the Board of Directors of PJSC «Rosseti Northern Caucasus» 05.2014 - 11.2018 – General Director of JSC «UNECO»	Member of the Management Board of PJSC «Rosseti». Chairman of the Board of Directors: PJSC «Rosseti Centre», PJSC «Rosseti Centre and Volga region», PJSC «Rosseti Volga», JSC «FOCL-Conductor Administration», JSC «Mobile GTES». Member of the Board of Directors: PJSC «Rosseti Lenenergo», JSC «Rosseti Tyumen», PJSC «Rosseti Northern Caucasus», PJSC «Rosseti North-West», PJSC «Rosseti Moscow Region». Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region», PJSC «IDGC of North-West», PJSC «Rosseti Northern Caucasus», PJSC «Rosseti Volga», PJSC «Rosseti Moscow Region», PJSC «Rosseti Lenenergo».

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

## Information about professional qualifications of candidates for the Board of Directors of Rosseti Centre

№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
11	Igor Vladimirovich Makovskiy	1972	30.05.2019	<b>1993</b> , Almaty Higher Border Command School named after F.E. Dzerzhinsky, <b>Specialty:</b> Command, tactical <b>Qualification:</b> Border Troops Officer <b>2000</b> , Kaliningrad State University <b>Specialty:</b> Jurisprudence <b>Qualification:</b> Lawyer <b>2004</b> - State Educational Institution of Higher Professional Education "North-West Academy of Public Service", retraining under the program "State and municipal management" <b>Academic degree:</b> Doctor of Laws	09.2018 – till current – General Director of PJSC «Rosseti Centre»/PJSC «IDGC of Centre» 06.2012 - 06.2021 – Member of the Board of Directors, Chairman of the Board of Directors JSC «Yantarenergo» 02.2013 - 06.2021 – Member of the Board of Directors, Chairman of the Board of Directors JSC «Yantarenergosbyt» 02.2013 - 06.2021 – Member of the Board of Directors, Chairman of the Board of Directors of JSC «Kaliningrad Generating Company» 09.2020 – 10.2020 – Acting General Director of PJSC «IDGC of Center and Volga Region» 02.2013 - 09.2020 – Member of the Board of Directors, Chairman of the Board of Directors of JSC «Yantarenergoservice» 08.2012 – 09.2018 – Acting General Director, General Director of JSC «Yantarenergo»	Chairman of the Management Board: PJSC «Rosseti Centre», PJSC «Rosseti Centre and Volga region». Member of the Board of Directors: PJSC «Rosseti Centre», PJSC «Rosseti Centre and Volga region». Nominated for election to the Board of Directors: PJSC «Rosseti Centre and Volga region».
12	Alexey Valeryevich Molsky	1980	31.05.2021	<b>2004</b> , Moscow Power Engineering Institute <b>Specialty:</b> Electric Power Systems and Grids and Business Economics and Management in the Electric Power Industry <b>Qualification:</b> Engineer	08.2006 – till current Deputy Director General for Investment, Capital Construction and Sale of Services, Deputy Chairman of the Management Board, First Deputy Chairman of the Management Board of PJSC «FGC UES» 04.2020 – till current – Deputy Director General for Investment, Capital Construction and Sale of Services of PJSC «Rosseti» (part-time) 06.2021 – 08.2021 - PJSC «Rosseti South» 10.2016 – 05.2020 - Member of the Management Board of PJSC «FGC UES»	Member of the Management Board of PJSC «Rosseti». Chairman of the Board of Directors: JSC «CIUS EES», OJSC «Tomsk Transmission Grids», JSC «Yantarenergosbyt». Member of the Board of Directors: PJSC «Rosseti Centre», JSC «Rosseti Tyumen», JSC «Tyvaenergo», JSC «CTZ», JSC «FOCL-Conductor Administration», PJSC «Rosseti Siberia», PJSC «Rosseti Kuban», PJSC «Rosseti Volga», PJSC «Rosseti North-West», PJSC «Rosseti Northern Caucasus», PJSC «TRK», PJSC «Rosseti Moscow Region», JSC «STC FGC UES». Nominated for election to the Board of Directors: PJSC «Rosseti Moscow Region», PJSC «Rosseti Lenenergo», PJSC «IDGC of North-West», OJSC «IDGC of Urals», PJSC «Rosseti Volga», PJSC «Rosseti Kuban», PJSC «Rosseti Siberia», JSC «Tyvaenergo», PJSC «TRK», PJSC «Rosseti Northern Caucasus».



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№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
13	Alexey Alexandrovich Polinov	1978	Was not elected	<p>2000, Moscow State University of Civil Engineering  <b>Specialty:</b> Economics and management at the enterprise (in construction)  <b>Qualification:</b> Economist – manager  <b>Academic degree</b> PhD in Economics</p>	<p>01.2021 – till current – Acting Deputy Director General for Economics and Finance, Chief Adviser of PJSC «Rosseti»  02.2019 – 01.2022 – Deputy General Director for Economics and Finance, Acting Deputy General Director for Economics and Finance of PJSC «Rosseti Lenenergo»  04.2018 – 02.2019 – Adviser to General Director of PJSC «Rosseti Lenenergo»  01.2018 – 05.2018 - Adviser to General Director of JSC «United Energy Company»</p>	<p>Member of the Management Board: PJSC «Rosseti», PJSC «Rosseti Lenenergo»  Chairman of the Board of Directors: JSC «Yantarenergo», LLC «FGC - Asset Management»  Member of the Board of Directors: OJSC «IDGC of Urals», PJSC «Rosseti Siberia», PJSC «Rosseti Moscow Region», PJSC «Rosseti North-West», PJSC «Rosseti South», PJSC «Rosseti Kuban», JSC «FOCL-Conductor Administration», JSC «Rosseti Tyumen», JSC «CIUS EES»  Nominated for election to the Board of Directors: PJSC «Rosseti Moscow Region», PJSC «Rosseti Lenenergo», PJSC «IDGC of North-West», OJSC «IDGC of Urals», PJSC «Rosseti South», PJSC «Rosseti Kuban», PJSC «Rosseti Siberia», PJSC «Rosseti Northern Caucasus».</p>
14	Egor Vyacheslavovich Prokhorov	1982	31.05.2021	<p>2004, St. Petersburg State University  <b>Specialty:</b> Mathematical methods in economics  <b>Qualification:</b> Economist-Mathematician  <b>Academic degree:</b> Ph.D. in Economics</p>	<p>12.2013 – till current – Deputy Director General for Strategy, Deputy Director General for Finance of PJSC «Rosseti»  05.2020 – till current - Deputy Director General for Strategy of PJSC «FGC UES» (part-time)  06.2021 - 08.2021 - member of the Board of Directors of PJSC «Rosseti Kuban»  06.2019 - 06.2021 - member of the Board of Directors of PJSC «Rosseti Centre and Volga region»/PJSC «IDGC of Center and Volga Region»  09.2017 – 06.2019 - member of the Board of Directors of JSC «DVEUK»  06.2016 - 06.2019 - member of the Board of Directors of PJSC «FGC UES»  05.2017 – 06.2018 - member of the Board of Directors of PJSC «IDGC of Volga»  06.2017 - 06.2018 - member of the Board of Directors of JSC «Yantarenergo»  06.2016 - 06.2018 - member of the Board of Directors of JSC «NIC EES»  02.2014 - 02.2018 - member of the Board of Directors of PJSC «Rosseti Tyumen»</p>	<p>Member of the Board of Directors: PJSC «Rosseti Centre», JSC «Rosseti Tyumen», PJSC «Rosseti South», PJSC «Rosseti Volga», PJSC «TRK», PJSC «Rosseti Northern Caucasus», OJSC «IDGC of Urals». Nominated for election to the Board of Directors: OJSC «IDGC of Urals», PJSC «TRK», PJSC «Rosseti Northern Caucasus».</p>

ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Information about professional qualifications of candidates for the Board of Directors of Rosseti Centre

No	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
15	Dmitry Vladimirovich Tokar-Mezhikovskiy	1979	Was not elected	<p><b>2002</b>, Moscow State Law University  <b>Specialty:</b> Jurisprudence  <b>Qualification:</b> Lawyer</p>	<p>07.2021 – till current – Head of the Legal Department of PJSC «FGC UES»            07.2021 – till current – Head of the Legal Department of PJSC «Rosseti» (part-time)            08.2018 – 07.2021 – Legal Support Director - Head of Legal Support Department of PJSC «Rosseti Lenenergo»            10.2011 – 07.2018 - Legal Director of JSC «United Energy Company»</p>	<p>Member of the Board of Directors of JSC «CTZ».            Nominated for election to the Board of Directors: PJSC «TNS energo Kuban», PJSC «TNS energo Yaroslavl», PJSC «TNS energy NN», PJSC «TNS energo Mari El», PJSC «TNS energo Rostov-on-Don».</p>
16	Andrey Petrovich Tulba	1974	Was not elected	<p><b>1995</b>, Stavropol State Technical University  <b>Specialty:</b> Management and finance/Economics and management in mechanical engineering  <b>2003</b>, Presidential Management Training Program (Management) at the Stavropol State Technical University - Moscow Aviation Institute (STU)  <b>2006</b>, State University of Management (SUM) under the program "MBA - Management of an energy company"</p>	<p><b>05.2020</b> – till current – Director for Economics and Finance - Head of the Department of Economic Planning and Tariff Formation of PJSC «FGC UES»            05.2020_ – till current – Director for Economics and Finance - Head of the Department of Economic Planning and Tariff Formation of PJSC «Rosseti» (part-time)            03.2015 - 05.2020 - Director for Economics - Head of the Department of Economic Planning and Tariff Formation, Head of the Department of Economic Planning and Tariff Formation</p>	<p>Member of the Board of Directors: JSC «Elektrosetservis UNEG», JSC «Mobile GTES», JSC «APBE».            Nominated for election to the Board of Directors: PJSC «Rosseti Volga», PJSC «Dagestan Energy Retail Company», PJSC «TNS energo Kuban», PJSC «TNS energo Yaroslavl», PJSC «TNS energy NN», PJSC «TNS energo Mari El», PJSC «TNS energo Rostov-on-Don».</p>

**Consolidated assessment of candidates for the Board of Directors of Rosseti Centre for compliance with the “Competence Matrix”:**

№	Full name of the Candidate	Experience and competence in the field of						
		Energy	Finance and audit	Investment	Legal issues	Management and administration	Corporate Governance	Other
1	Alexander Viktorovich Golovtsov	V	V	V			V	
2	Vitaly Yuryevich Zarkhin	V	V	V		V	V	
3	Andrey Vladimirovich Morozov	V	V	V	V	V	V	
4	Andrey Alexandrovich Marchenko	V	V	V		V	V	ESG
5	Alexey Nikolayevich Zharikov	V		V		V	V	
6	Yury Vladimirovich Goncharov		V		V	V	V	
7	Maria Alexandrovna Dokuchaeva	V				V		
8	Maria Vyacheslavna Korotkova	V	V			V		
9	Daniil Vladimirovich Krainskiy	V			V	V	V	
10	Andrey Vladimirovich Mayorov	V				V		
11	Igor Vladimirovich Makovskiy	V	V	V	V	V	V	
12	Alexey Valeryevich Molsky	V		V		V		
13	Alexey Alexandrovich Polinov	V	V	V		V		
14	Egor Vyacheslavovich Prokhorov	V	V	V		V		
15	Dmitry Vladimirovich Tokar-Mezhikovskiy	V			V	V		
16	Andrey Petrovich Tulba	V	V	V		V		

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

### 1. Information for compliance with the independence criteria group «Relation to the Company»

№	Group of criteria	Criteria of independence	Golovtsov A.V.	Zarkhin V.Yu.	Morozov A.V.	Marchenko A.A.	Zharikov A.N.	Goncharov Yu.V.	Dokuchaeva M.A.	Korotkova M.V.	Krainskiy D.V.	Makovskiy I.V.	Mayorov A.V.	Molsky A.V.	Polinov A.A.	Prokhorov E.V.	Tokar-Mezhikovskiy D.V.	Tulba A.P.	
1	Not related to the Company, if he and (or) related persons	1. are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company	+	+	+	+	+	+	+	+	+	X	+	+	+	+	+	+	
		2. are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity	X	X	X	+	+	X	+	X	X	X	X	X	X	X	X	X	X
		3. for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company	+	+	+	+	+	+	+	+	+	+	X	+	+	+	+	+	+
		4. do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
		5. are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
		6. do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
		7. do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
		8. have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period, one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
*Golovtsov A.V.	At the time of the assessment Golovtsov A.V. is a member of the Board of Directors of entities controlled by PJSC «Rosseti» (PJSC «Rosseti Centre» and PJSC «Rosseti North-West»).																		
*Zarkhin V.Yu.	At the time of the assessment Zarkhin V.Yu. is a member of the Board of Directors of entities controlled by PJSC «Rosseti» (PJSC «Rosseti Centre», PJSC «Rosseti Centre and Volga region»; PJSC «Rosseti South», PJSC «Rosseti Siberia»).																		
*Morozov A.V.	At the time of the assessment Morozov A.V. is a member of the Board of Directors of entities controlled by PJSC «Rosseti» (PJSC «Rosseti Centre and Volga region», PJSC «Rosseti Volga»; PJSC «Rosseti North-West»).																		
*Korotkova M.V.	At the time of the assessment Korotkova M.V. is a member of the Board of Directors of entities controlled by PJSC «Rosseti» (PJSC «Rosseti Centre», PJSC «Rosseti South», PJSC «Rosseti Volga»).																		
CONCLUSIONS	<p>Out of 16 candidates for the Board of Directors of the Company:</p> <ul style="list-style-type: none"> <li>➢ 3 candidates (Zharikov A.N., Marchenko A.A. and Dokuchaeva M.A.) fully meet all the independence criteria for the group «Relation to the Company».</li> <li>➢ 9 candidates (Goncharov Yu.V. Krainskiy D.V., Makovskiy I.V., Mayorov A.V., Molsky A.V., Polinov A.A., Prokhorov E.V., Tokar-Mezhikovskiy D.V., Tulba A.P.) are related to the Company.</li> <li>➢ 4 candidates (Golovtsov A.V., Zarkhin V.Yu., Morozov A.V. and Korotkova M.V.) are related to the Company, BUT guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and Clause 2, Section 2.19 of Appendix 2, Appendix 4.1 to the Rules may be recognized as INDEPENDENT DIRECTORS if they are elected at the Annual General Meeting of Shareholders in 2022, since their relation to the Company is formal and will not affect their independence when forming their position on the agenda of meetings of the Board of Directors and Committees under the Board of Directors of the Company, their ability to make decisions that are objective, conscientious and independent of the influence of the executive bodies of the Company, for the following reasons: <ul style="list-style-type: none"> <li>▪ Golovtsov A.V., Zarkhin V.Yu. and Morozov A.V. were nominated as candidates to the Board of Directors of PJSC «Rosseti Centre» by non-controlling shareholders of the Company, in addition, these persons are independent directors and active representatives of minority shareholders;</li> <li>▪ Korotkova M.V. is a member of the boards of directors of companies in the energy complex, for a long time she participated as an independent director. Knowledge of the specifics of the industry will allow her to make conscientious judgments on the essence of issues considered by the Board of Directors and Committees under the Board of Directors of the Company.</li> </ul> </li> </ul>																		

2. Information for compliance with the independence criteria group «Relation to the significant shareholder of the Company»

№	Group of criteria	Criteria of independence	Golovtsov A.V.	Zarkhin V.Yu.	Morozov A.V.	Marchenko A.A.	Zharikov A.N.	Goncharov Yu.V.	Dokuchaeva M.A.	Korotkova M.V.	Kraivskiy D.V.	Makovskiy I.V.	Mayorov A.V.	Molsky A.V.	Polinov A.A.	Prokhorov E.V.	Tokar-Mezhikovskiy D.V.	Tulba A.P.		
2	Not related to the significant Shareholder of the Company, if he and (or) related persons	1. are not employees and (or) members of executive bodies of the significant shareholder of the Company (a legal entity of the group of companies, which includes the significant shareholder of the Company)	+	+	+	+	+	x	x	+	x	x	x	x	x	x	x	x	x	
		2. during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the significant shareholder of the Company (a legal entity of the group of companies, which includes the significant shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company	+	+	+	+	+	x	x	+	x	x	x	x	x	x	x	x	x	x
		3. are not members of the board of directors in more than two legal entities, controlled by the significant shareholder of the Company or a person who controls the significant shareholder of the Company	+	x	x	+	+	x	+	x	x	x	x	x	x	x	x	x	+	x
*Zarkhin V.Yu.		At the time of the assessment Zarkhin V.Yu. is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as indirectly controlled by the Russian Federation - the entity controlling the significant shareholder of the Company (at the time of the assessment Zarkhin V.Yu. is a member of the Board of Directors of entities controlled by PJSC «Rosseti» (PJSC «Rosseti Centre», PJSC «Rosseti Centre and Volga region»; PJSC «Rosseti South», PJSC «Rosseti Siberia»).																		
*Morozov A.V.		At the time of the assessment Morozov A.V. is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as indirectly controlled by the Russian Federation - the entity controlling the significant shareholder of the Company (PJSC «Rosseti Centre and Volga region», PJSC «Rosseti Volga»; PJSC «Rosseti North-West»)																		
*Korotkova M.V.		At the time of the assessment Korotkova M.V. is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as indirectly controlled by the Russian Federation - the entity controlling the significant shareholder of the Company (PJSC «Rosseti Centre», PJSC «Rosseti South», PJSC «Rosseti Volga»).																		
CONCLUSIONS		<p>Out of 16 candidates for the Board of Directors of the Company:</p> <ul style="list-style-type: none"> <li>➤ 3 candidates (Golovtsov A.V., Zharikov A.N. and Marchenko A.A.) fully meet all the independence criteria for the group «Relation to the significant shareholder of the Company».</li> <li>➤ 10 candidates (Goncharov Yu.V., Dokuchaeva M.A., Kraivskiy D.V., Makovskiy I.V., Mayorov A.V., Molsky A.V., Polinov A.A., Prokhorov E.V., Tokar-Mezhikovskiy D.V., Tulba A.P.) are related to the significant shareholder of the Company.</li> <li>➤ 3 candidates (Zarkhin V.Yu., Morozov A.V. and Korotkova M.V.) are related to the significant shareholder of the Company, BUT guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and Clause 2, Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, they can be recognized as INDEPENDENT DIRECTORS if they are elected at the Annual General Meeting of Shareholders in 2022, since their relation to the significant shareholder of the Company is formal and will not affect their independence when forming their position on the agenda of meetings of the Board of Directors and Committees under the Board of Directors of the Company, their ability to make decisions that are objective, conscientious and independent of the influence of the significant shareholder of the Company, for the following reasons: <ul style="list-style-type: none"> <li>▪ these persons do not have the obligation to vote in accordance with the directives or other position formed by the Russian Federation - the entity that controls the significant shareholder of the Company (PJSC «Rosseti»), since the Russian Federation exercises only indirect control over PJSC «Rosseti Centre»;</li> <li>▪ these persons have already been recognized by this criterion as independent members of the Board of Directors of companies of the energy complex.</li> </ul> </li> </ul>																		

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

### 3. Information for compliance with the independence criteria group «Relation to a significant counterparty or competitor of the Company»

№	Group of criteria	Criteria of independence	Golovtsov A.V.	Zarkhin V.Yu.	Morozov A.V.	Marchenko A.A.	Zharikov A.N.	Goncharov Yu.V.	Dokuchaeva M.A.	Korotkova M.V.	Krainskiy D.V.	Makovskiy I.V.	Mayorov A.V.	Molskiy A.V.	Polinov A.A.	Prokhorov E.V.	Tokar-Mezhikovskiy D.V.	Tulba A.P.	
3	Not related to a significant counterparty or competitor of the Company, if he and (or) related persons	1. are not employees and (or) members of a management body and/or executive bodies of a significant counterparty or a competitor of the Company, as well as legal entities who control the significant counterparty or competitor of the Company, or its controlled companies	x	x	x	+	+	x	x	x	x	x	x	x	x	x	x	x	x
		2. are not owners of stocks (shares) or a beneficiary of stocks (shares) of a significant counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
*Golovtsov A.V.		At the time of the assessment Golovtsov A.V. holds the position of a member of the Board of Directors of PJSC «Rosseti North-West», which is a controlled entity of the Company's significant counterparty – PJSC «Rosseti», the amount of obligations under the agreement with which exceeds 2% of the book value of the Company's consolidated assets as of 31 December 2021, and 2% of consolidated revenue (income) of the Company as of 31 December 2021.																	
*Zarkhin V.Yu.		At the time of the assessment Zarkhin V.Yu. holds the position of a member of the Board of Directors of: - PJSC «Rosseti Centre and Volga region», which is a significant counterparty of the Company, the amount of obligations under the agreement with which exceeds 2% of the book value of the Company's consolidated assets and PJSC «Rosseti Centre and Volga region» as of 31 December 2021 and 2% of the consolidated revenue (income) of the Company and PJSC «Rosseti Centre and Volga region» as of 31 December 2021 and being the controlling entity of the Company's significant counterparty - JSC «Motor Transport Enterprise», the amount of whose liabilities to PJSC «Rosseti Centre» exceeds 2% of the book value of assets of JSC «Motor Transport Enterprise» as of 31 December 2021 and 2% of revenue (income) of JSC «Motor Transport Enterprise» as of 31 December 2021; - PJSC «Rosseti Centre and Volga region», PJSC «Rosseti South», PJSC «Rosseti Siberia», which are controlled entities of the Company's significant counterparty – PJSC «Rosseti», the amount of obligations under the agreement with which exceeds 2% of the book value of the Company's consolidated assets as of 31 December 2021, and 2% of the Company's consolidated revenue (income) as of 31 December 2021.																	
*Morozov A.V.		At the time of the assessment Morozov A.V. holds the position of a member of the Board of Directors of: - PJSC «Rosseti Centre and Volga region», which is a significant counterparty of the Company, the amount of obligations under the agreement with which exceeds 2% of the book value of the Company's consolidated assets and PJSC «Rosseti Centre and Volga region» as of 31 December 2021 and 2% of the Company's consolidated revenue (income) and PJSC «Rosseti Centre and Volga region» as of 31 December 2021 and being the controlling entity of the Company's significant counterparty - JSC «Motor Transport Enterprise», the amount of whose liabilities to PJSC «Rosseti Centre» exceeds 2% of the book value of assets of JSC «Motor Transport Enterprise» as of 31 December 2021 and 2% of revenue (income) of JSC «Motor Transport Enterprise» as of 31 December 2021; - PJSC «Rosseti Centre and Volga region», PJSC «Rosseti Volga», PJSC «Rosseti North-West», which are controlled entities of the Company's significant counterparty – PJSC «Rosseti», the amount of obligations under the agreement with which exceeds 2% of the book value of the Company's consolidated assets as of 31 December 2021, and 2% of the Company's consolidated revenue (income) as of 31 December 2021.																	
*Korotkova M.V.		At the time of the assessment Korotkova M.V. holds the position of a member of the Board of Directors of PJSC «Rosseti South» and PJSC «Rosseti Volga», which are controlled entities of the Company's significant counterparty – PJSC «Rosseti», the amount of obligations under the agreement with which exceeds 2% of the book value of the Company's consolidated assets as of 31 December 2021, and 2% of the Company's consolidated revenue (income) as of 31 December 2021.																	
CONCLUSIONS		Out of 16 candidates for the Board of Directors of the Company: ➤ 2 candidates (Zharikov A.N. and Marchenko A.A.) fully meet all the independence criteria for the group «Relation to a significant counterparty or competitor of the Company». ➤ 10 candidates (Goncharov Yu.V., Dokuchaeva M.A., Krainskiy D.V., Makovskiy I.V., Mayorov A.V., Molskiy A.V., Polinov A.A., Prokhorov E.V., Tokar-Mezhikovskiy D.V., Tulba A.P.) are related to a significant counterparty of the Company. ➤ 4 candidates (Golovtsov A.V., Zarkhin V.Yu., Morozov A.V. and Korotkova M.V.) are related to a significant counterparty of the Company, BUT guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and Clause 2, Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, they can be recognized as INDEPENDENT DIRECTORS if they are elected at the Annual General Meeting of Shareholders in 2022, since their relation to the significant counterparty of the Company is formal and will not affect their independence in forming their position on the agenda of meetings of the Board of Directors and Committees under the Board of Directors of the Company, their ability to make decisions that are objective, conscientious and independent of the influence of the significant counterparty of the Company, for the following reasons: ▪ these persons when making a decision on consent to related party transactions (an agreement between the Company and JSC «Motor Transport Enterprise»; an agreement between the Company and PJSC «Rosseti Centre and Volga region»; agreements between the Company and PJSC «Rosseti»), abstained/did not take part in the voting; ▪ significant counterparties / controlled entities of the significant counterparty do not and cannot influence the decisions made by PJSC «Rosseti Centre», their influence on the financial and economic activities of PJSC «Rosseti Centre» is limited only by the scope of agreements.																	



4. Information for compliance with the independence criteria group «Relation to the state or a municipal entity»

№	Group of criteria	Criteria of independence	Golovtsov A.V.	Zarkhin V.Yu.	Morozov A.V.	Marchenko A.A.	Zharikov A.N.	Goncharov Yu.V.	Dokuchaeva M.A.	Korotkova M.V.	Krainskiy D.V.	Makovskiy I.V.	Mayorov A.V.	Molsky A.V.	Polinov A.A.	Prokhorov E.V.	Tokar-Mezhikovskiy D.V.	Tulba A.P.	
4	Not related to the state or a municipal entity, if he	1. is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	
		2. in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
		3. has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
		4. is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality	+	+	+	+	+	x	x	+	x	x	x	x	x	x	x	x	x
<b>CONCLUSIONS</b>		Out of 16 candidates for the Board of Directors of the Company: ➤ 6 candidates (Golovtsov A.V., Zarkhin V.Yu., Morozov A.V., Zharikov A.N., Marchenko A.A. and Korotkova M.V.) fully meet all the independence criteria for the group «Relation to the state or a municipal entity». ➤ 10 candidates (Goncharov Yu.V., Dokuchaeva M.A., Krainskiy D.V., Makovskiy I.V., Mayorov A.V., Molsky A.V., Polinov A.A., Prokhorov E.V., Tokar-Mezhikovskiy D.V., Tulba A.P.) are related to the state.																	

**Summary assessment of candidates for the Board of Directors of Rosseti Centre for compliance with the independence criteria established by the Listing Rules of PJSC Moscow Exchange**

№	Full name of the candidate	Status		
		Independent	Executive	Non-executive
1	Alexander Viktorovich Golovtsov	Yes* (subject to the recognition of the Board of Directors)	No	Yes
2	Vitaly Yuryevich Zarkhin	Yes* (subject to the recognition of the Board of Directors)	No	Yes
3	Andrey Vladimirovich Morozov	Yes* (subject to the recognition of the Board of Directors)	No	Yes
4	Andrey Alexandrovich Marchenko	Yes	No	Yes
5	Alexey Nikolayevich Zharikov	Yes	No	Yes
6	Yury Vladimirovich Goncharov	No	No	Yes
7	Maria Alexandrovna Dokuchaeva	No	No	Yes
8	Maria Vyacheslavna Korotkova	Yes* (subject to the recognition of the Board of Directors)	No	Yes
9	Daniil Vladimirovich Krainskiy	No	No	Yes
10	Andrey Vladimirovich Mayorov	No	No	Yes
11	Igor Vladimirovich Makovskiy	No	Yes	No
12	Alexey Valeryevich Molsky	No	No	Yes
13	Alexey Alexandrovich Polinov	No	No	Yes
14	Egor Vyacheslavovich Prokhorov	No	No	Yes
15	Dmitry Vladimirovich Tokar-Mezhikovskiy	No	No	Yes
16	Andrey Petrovich Tulba	No	No	Yes

## ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

### Conclusion of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre on the assessment of candidates for the Board of Directors of Rosseti Centre

The preliminary Assessment of Candidate Members to the Board of Directors of Rosseti Centre, PJSC shall be submitted as materials to the Annual General Meeting of Shareholders in accordance with clause 4.5. of the Regulation on the General Meeting of Shareholders of the Company (hereinafter referred to as the Regulation on the General Meeting of Shareholders), according to which along with other information materials on the agenda of the General Meeting of Shareholders of the Company information should be available on candidates to the Board of Directors of the Company for familiarization to all shareholders of the Company.

In accordance with clause 4.6 of the Regulation on the General Meeting of Shareholders "the executive bodies of the Company in the period prior to the General Meeting of Shareholders shall implement the Company's information policy in such a way that it is directed to election to the Company's Board of Directors of candidates meeting the requirements of regulatory bodies and trading authorities on the securities market of the Russian Federation".

The Listing Rules of PJSC Moscow Exchange require that members of the Board of Directors meet the requirements set forth in Appendix 4 to the Listing Rules of PJSC Moscow Exchange.

At the same time, it is recommended to select candidates to the Board of Directors from among specialists competent in a range of issues covering both the main sphere of the Company's activities and individual industries and regions in which the Company operates.

In 2021, the Company conducted an independent assessment of the performance of the Board of Directors of the Company and its committees with the involvement of an independent consultant, JSC VTB Registrar. The Competence Matrix of the Board of Directors of the Company was developed.

Thus, the Personnel and Remuneration Committee analyzed and evaluated the candidates nominated to the Board of Directors of the Company regarding the recommendations shown to the members of the Board of Directors of Rosseti Centre, PJSC by the Listing Rules, admission to placement and circulation of securities at PJSC Moscow Exchange (Appendix 1).

In accordance with clauses 1, 3, 4 of Article 53 of the Federal Law "On Joint-Stock Companies" of 26 December 1995 No. 208-FZ, clause 13.1 of Article 13 of the Company's Articles of Association, not later than 60 (Sixty) days after the end of the fiscal year (no later than 01.03.2022), 16 candidates to the Board of Directors of the Company were nominated from the shareholders (shareholder) of the Company who collectively own at least 2 (Two) percent of the Company's voting shares.

By the decision of the Board of Directors of the Company on 05.03.2022 (Minutes No. 10/22), all 16 candidates were included in the list of candidates for voting for election to the Board of Directors of the Company.

The preliminary evaluation of the candidates is based on the available personal data of the current members of the Board of Directors, on the data submitted by the shareholders of the Company, who nominated these candidates for election to the Board of Directors of the Company, and on data submitted by candidates in accordance with the additional request of the Corporate Secretary of the Company dated 05.03.2022 № MP1-TSA/7/3/299.

In the opinion of the Personnel and Remuneration Committee, an analysis of the composition of candidates to the Company's Board of Directors allows to conclude that:

1) submission by all candidates for election of the written consent evidences the openness of procedures for nominating and electing candidates to the Board of Directors, the willingness (if elected) to exercise the rights and perform the duties of a member of the Board of Directors, to act in the interests of the Company, exercise their rights and fulfill their obligations in respect to the Company honestly and reasonably, in accordance with applicable law, the Articles of Association and internal documents of the Company;

2) candidate members of the Board of Directors are recognized experts in the field of energy, finance and audit, investments, legal issues, management and governance, corporate governance (including ESG issues), which will allow them to directly contribute to the effective work of the entire Board of Directors in the interests of the Company and its shareholders;

3) personal characteristics of candidates for the Board of Directors, including experience in the boards of directors or at senior positions of other joint-stock companies, whose shares are included in the quotation lists of organized trading platforms (exchanges), including in international companies, will positively influence the effectiveness of the work of the Council directors, including the ability to work in a team, accessibility for communication, the ability to defend one's views, skills to reckon with opinions of others;

4) candidates for the Board of Directors are represented by different groups of shareholders of the Company, which will provide:

- balance of interests - taking into account interests and viewpoints of different groups of shareholders;
  - objective and independent judgment when making decisions;
  - comprehensive and thorough discussion, elaboration and adoption of effective decisions on all issues within the competence of the Board of Directors.
- 5) the lists of candidates for the Board of Directors include fewer than one-fourth of the candidates who are employees of the Company (namely, out of 16 - 1).

6) based on the requirements for the independence of a member of the Board of Directors as provided for by the Listing Rules of PJSC Moscow Exchange and the Corporate Governance Code of the Bank of Russia, an analysis was carried out according to which (at the time of the assessment) out of 16 candidates:

- 2 candidates (Zharikov A.N. and Marchenko A.A.) fully meets all the criteria of independence;
- 4 candidates (Golovtsov A.V., Zarkhin V.Yu., Morozov A.V. and Korotkova M.V.) may be recognized by the Board of Directors of the Company as independent directors if they are elected at the Annual General Meeting of Shareholders in 2022, since their relation to the Company and/or with the significant shareholder of the Company and/or with the significant counterparty of the Company is of a formal nature and will not affect their independence in forming a position on the agenda items of meetings of the Board of Directors and Committees under the Board of Directors of the Company, on their ability to make objective and conscientious judgments independent of the influence of the executive bodies of the Company, certain groups of shareholders, competitors and counterparties of the Company;
- 10 candidates (Goncharov Yu.V., Dokuchaeva M.A., Krainskiy D.V., Makovskiy I.V., Mayorov A.V., Molsky A.V., Polinov A.A., Prokhorov E.V., Tokar-Mezhikovskiy D.V., Tulba A.P.) are related to the Company and/or with the significant shareholder of the Company, and/or with the significant counterparty of the Company, and/or with the state.

The Personnel and Remuneration Committee draws attention to the fact that following the results of the Annual General Meeting of Shareholders of the Company in 2022, the situation with the results of the assessment may change. Thus, the elected member of the Board of Directors will cease to appear or vice versa will be recognized as independent for one reason or another, such as: the regulator or the Exchange will change the requirements for the conditions of independence, the member of the Board of Directors will be elected or cease his or her participation in controlled entities of the entity, which controls the Company and/or in legal entities controlled by the significant shareholder of the Company or a person controlling the significant shareholder of the Company and/or a significant counterparty of the Company, etc.


At the same time, the Personnel and Remuneration Committee notes that the Board of Directors of the Company may, in exceptional cases, recognize the independence of a member of the Board of Directors despite having formal criteria of relation to the Company, the substantial shareholder of the Company, a material counterparty or competitor of the Company established in the criteria for determining independence of members of the Board of Directors in the event that such a relationship does not affect the ability of the respective member of the Board of Directors to make independent, objective and conscientious judgments.

The Personnel and Remuneration Committee recommends:

1. Including the results of the evaluation of the candidates to the Board of Directors of Rosseti Centre, PJSC, conducted by the Personnel and Remuneration Committee, into the list of materials provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company in 2022;
2. Following the results of the election in 2022 of a new Board of Directors at the Annual General Meeting of Shareholders, taking into account the recommendations set out in this decision when determining the status of an independent member of the Board of Directors of Rosseti Centre, PJSC;
3. that the Company comply with the requirements of the Listing Rules of PJSC Moscow Exchange and the Corporate Governance Code, voting at the Annual General Meeting of Shareholders of Rosseti Centre, PJSC in 2022 on the item of electing members of the Board of Directors of the Company in such a way as to ensure the balance of the Board of Directors in terms of experience and professional qualifications, and also electing to the Board of Directors most candidates who meet the requirements of independence.

**Chairperson of the Personnel and Remuneration Committee**

**Krainskiy D.V.**



Public Joint-stock company  
«Rosseti Centre»

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

«07» April 2022                      Moscow                      No. 07/22

**Form of the meeting:** absent voting.  
**Total number of members of the Personnel and Remuneration Committee:** 3 persons.  
**Participants of the voting:** D.V. Krainskiy, A.V. Golovtsov, E.S. Kovaleva.  
**Members who did not provide questionnaires:** none.  
**The quorum is present.**  
**Date of the minutes:** 07.04.2022.

**Item 3. On preliminary assessment of nominations to the Board of Directors of Rosseti Centre, PJSC.**  
**Decision:**  
1. To approve and submit to the Board of Directors of the Company the results of preliminary assessment of nominations to the Board of Directors of Rosseti Centre, PJSC in accordance with Appendix # 4 to this decision of the Personnel and Remuneration Committee.  
2. To recommend that the Board of Directors of the Company include the results of preliminary assessment of nominations to the Board of Directors of Rosseti Centre, PJSC, conducted by the Personnel and Remuneration Committee, into the list of materials to be provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company.  
**Decision taken unanimously.**

**Appendix:**  
The results of preliminary assessment of nominations to the Board of Directors of Rosseti Centre, PJSC (Appendix # 4).

**Minutes signed by:**  
Chairperson of the Personnel and Remuneration Committee                      **D.V. Krainskiy**

Secretary of the Personnel and Remuneration Committee                      **S.V. Lapinskaya**

**Extract is correct**  
Secretary of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC                      **S.V. Lapinskaya**  
07.04.2022