

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

«21» October 2022

Moscow

No. 55/22

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **A.V. Golovtsov, Y.V. Goncharov, M.A. Dokuchaeva, V.Y. Zarkhin, M.V. Korotkova, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, A.V. Molsky, A.V. Morozov, A.A. Polinov.**

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

The quorum is **present.**

Date of the minutes: **24.10.2022.**

**AGENDA:**

1. On amendments to internal documents of the Company – the Regulation on the Audit Committee of the Board of Directors of Rosseti Centre, PJSC.
2. On considering changes in the remuneration of the head of the internal audit of the Company (a change in the target value of the functional KPI for 2022).

**Item 1. On amendments to internal documents of the Company – the Regulation on the Audit Committee of the Board of Directors of Rosseti Centre, PJSC.**

**Decision:**

To approve the amendments to the Regulation on the Audit Committee of the Board of Directors of Rosseti Centre, PJSC in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                    |         |
|------------------------------------|---------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Yury Vladimirovich Goncharov    | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva   | - «FOR» |
| 4. Vitaly Yuryevich Zarkhin        | - «FOR» |
| 5. Maria Vyacheslavna Korotkova    | - «FOR» |
| 6. Daniil Vladimirovich Krainskiy  | - «FOR» |
| 7. Andrey Vladimirovich Mayorov    | - «FOR» |
| 8. Igor Vladimirovich Makovskiy    | - «FOR» |
| 9. Alexey Valeryevich Molsky       | - «FOR» |
| 10. Andrey Vladimirovich Morozov   | - «FOR» |
| 11. Alexey Alexandrovich Polinov   | - «FOR» |

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 2. On considering changes in the remuneration of the head of the internal audit of the Company (a change in the target value of the functional KPI for 2022).**

**Decision:**

1. To approve the Methodology for calculating and evaluating the implementation of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC in a new edition in accordance with Appendix # 2 to this decision of the Board of Directors of

the Company.

2. To determine the changes in the target values of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC for 2022, in terms of adjusting the target value of the functional KPI “Assessment of satisfaction of the Audit Committee of the Board of Directors of the Company with results of the work of the internal audit unit” in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

3. To instruct General Director of the Company to approve the new edition of the Methodology for calculating and evaluating the implementation of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC and changing the target values of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC for 2022 as specified in paragraphs 1 and 2 of this decision, in terms of adjusting the target value of the functional KPI “Assessment of satisfaction of the Audit Committee of the Board of Directors of the Company with results of the work of the internal audit unit”, in the manner established by the Company.

**Voting results:**

- |     |                                 |         |
|-----|---------------------------------|---------|
| 1.  | Alexander Viktorovich Golovtsov | - «FOR» |
| 2.  | Yury Vladimirovich Goncharov    | - «FOR» |
| 3.  | Maria Alexandrovna Dokuchaeva   | - «FOR» |
| 4.  | Vitaly Yuryevich Zarkhin        | - «FOR» |
| 5.  | Maria Vyacheslavna Korotkova    | - «FOR» |
| 6.  | Daniil Vladimirovich Krainskiy  | - «FOR» |
| 7.  | Andrey Vladimirovich Mayorov    | - «FOR» |
| 8.  | Igor Vladimirovich Makovskiy    | - «FOR» |
| 9.  | Alexey Valeryevich Molsky       | - «FOR» |
| 10. | Andrey Vladimirovich Morozov    | - «FOR» |
| 11. | Alexey Alexandrovich Polinov    | - «FOR» |

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Appendices:**

1. The amendments to the Regulation on the Audit Committee of the Board of Directors of Rosseti Centre, PJSC (Appendix # 1).
2. The Methodology for calculating and evaluating the implementation of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC in a new edition (Appendix # 2).
3. The changes in the target values of key performance indicators of the head of the internal audit unit of Rosseti Centre, PJSC for 2022 (in terms of the KPI “Assessment of satisfaction of the Audit Committee of the Board of Directors of the Company with results of the work of the internal audit unit”) (Appendix # 3).

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

**A.V. Mayorov**

**Corporate Secretary  
of Rosseti Centre, PJSC**

**S.V. Lapinskaya**