

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

«29» August 2023

Moscow

No. 42/23

 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: **29.08.2023.**
**AGENDA:**

1. On the composition of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC.
2. On the composition of the Strategy Committee of the Board of Directors of Rosseti Centre, PJSC.

**Item 1: On the composition of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC.**
**Decision on item 1 (put for 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
1. To determine the number of members of the Personnel and Remuneration Committee of the Board of Directors of the Company – 3 (three) persons.	FOR	FOR	FOR	FOR	ABST AINE D	ABST AINE D	FOR	FOR	FOR	AGAI NST	FOR
<b>Decision on item 1 is taken. FOR – 8; AGAINST – 1; ABSTAINED - 2</b>											
2. To elect the following personnel of the Personnel and Remuneration Committee of the Board of Directors of the Company <sup>1</sup>											
1. Vladimir Vyacheslavovich Kharitonov - Deputy Director General - Chief of Staff of PJSC Rosseti	FOR	FOR	FOR	ABST AINE D	FOR	FOR	FOR	FOR	FOR	FOR	FOR
<b>Decision on item 2.1 is taken. FOR – 10; AGAINST – 0; ABSTAINED - 1</b>											
2. Maria Alexandrovna Dokuchaeva - Chief Adviser of PJSC Rosseti	FOR	FOR	FOR	ABST AINE D	FOR	FOR	FOR	FOR	FOR	FOR	FOR
<b>Decision on item 2.2 is taken. FOR – 10; AGAINST – 0; ABSTAINED - 1</b>											
3. Vitaly Yuryevich Zarkhin - Independent member of the Board of Directors of Rosseti Centre, PJSC	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR
<b>Decision on item 2.3 is taken. FOR – 11; AGAINST – 0; ABSTAINED - 0</b>											
4. Alexey Nikolayevich Zharikov - Independent member of the Board of Directors of Rosseti Centre, PJSC, Adviser, JSC “Elektrotsentraladka”	ABST AINE D	ABST AINE D	ABST AINE D	FOR	FOR	FOR	ABST AINE D	ABST AINE D	ABST AINE D	FOR	ABST AINE D
<b>Decision on item 2.4 IS NOT TAKEN. FOR – 4; AGAINST – 0; ABSTAINED - 7</b>											
5. Andrey Vladimirovich Morozov - Legal Director, Association of Institutional Investors	ABST AINE D	ABST AINE D	ABST AINE D	FOR	FOR	FOR	ABST AINE D	ABST AINE D	ABST AINE D	FOR	ABST AINE D
<b>Decision on item 2.5 IS NOT TAKEN. FOR – 4; AGAINST – 0; ABSTAINED - 7</b>											

<sup>1</sup> The 3 members of the Personnel and Remuneration Committee who received the largest number of votes “FOR” during the voting will be considered elected.

3. To elect Vladimir Vyacheslavovich Kharitonov as Chairperson of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC.	FOR	FOR	FOR	ABST AINE D	ABST AINE D	FOR	FOR	FOR	FOR	AGAI NST	FOR
<b>Decision on item 3 is taken. FOR – 8; AGAINST– 1; ABSTAINED - 2</b>											

### Decision (taken on item 1):

1. To determine the number of members of the Personnel and Remuneration Committee of the Board of Directors of the Company – 3 (three) persons.
2. To elect the following personnel of the Personnel and Remuneration Committee of the Board of Directors of the Company:

No.№	Full Name	Position held
1.	Vladimir Vyacheslavovich Kharitonov	Deputy Director General - Chief of Staff of PJSC Rosseti
2.	Maria Alexandrovna Dokuchaeva	Chief Adviser of PJSC Rosseti
3.	Vitaly Yuryevich Zarkhin	Independent member of the Board of Directors of Rosseti Centre, PJSC

3. To elect Vladimir Vyacheslavovich Kharitonov as Chairperson of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC.

### Item 2: On the composition of the Strategy Committee of the Board of Directors of Rosseti Centre, PJSC.

#### Decision on item 2 (put for 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
1. To determine the number of members of the Strategy Committee of the Board of Directors of the Company – 9 (nine) persons.	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR
<b>Decision on item 1 is taken. FOR – 11; AGAINST– 0; ABSTAINED - 0</b>											
2. To elect the following personnel of the Strategy Committee of the Board of Directors of the Company <sup>2</sup> :											
1. Alexey Alexandrovich Polinov - Deputy Director General for Economics and Finance of PJSC Rosseti	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR
<b>Decision on item 2.1 is taken. FOR – 11; AGAINST– 0; ABSTAINED - 0</b>											
2. Yulia Alexandrovna Leshchevskaya - Deputy Director General for Strategy of PJSC Rosseti	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR
<b>Decision on item 2.2 is taken. FOR – 11; AGAINST– 0; ABSTAINED - 0</b>											
3. Andrey Vladimirovich Morozov - Legal Director, Association of Institutional Investors	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR
<b>Decision on item 2.3 is taken. FOR – 11; AGAINST– 0; ABSTAINED - 0</b>											
4. Madina Valerievna Kaloeva - Director for Corporate Governance – Head of the Corporate Governance Department of PJSC Rosseti	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR
<b>Decision on item 2.4 is taken. FOR – 11; AGAINST– 0; ABSTAINED - 0</b>											
5. Palina Nikolaevna Kanyuka - Acting Deputy Chief Engineer - Head of the Department of Production Activities of PJSC Rosseti	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR
<b>Decision on item 2.5 is taken. FOR – 11; AGAINST– 0; ABSTAINED - 0</b>											
6. Artem Gennadiyevich Aleshin - Deputy General Director for Economy and Finance of Rosseti Centre, PJSC	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR
<b>Decision on item 2.6 is taken. FOR – 11; AGAINST– 0; ABSTAINED - 0</b>											
7. Oleg Yurievich Klinkov - Customer Relations Director - Head of the	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR

<sup>2</sup> The 9 members of the Strategy Committee who received the largest number of votes “FOR” during the voting will be considered elected.

Technology Development Department of PJSC Rosseti												
<b>Decision on item 2.7 is taken. FOR – 11; AGAINST– 0; ABSTAINED - 0</b>												
8. Andrey Petrovich Tulba - Director for Economics - Head of the Department of Economics of PJSC Rosseti	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR
<b>Decision on item 2.8 is taken. FOR – 11; AGAINST– 0; ABSTAINED - 0</b>												
9. Vitaly Yuryevich Zarkhin - Independent member of the Board of Directors of Rosseti Centre, PJSC	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR
<b>Decision on item 2.9 is taken. FOR – 11; AGAINST– 0; ABSTAINED - 0</b>												
3. To elect Alexey Alexandrovich Polinov as Chairperson of the Strategy Committee of the Board of Directors of Rosseti Centre, PJSC.	FOR	FOR	FOR	FOR	ABSTAINED	FOR	FOR	FOR	FOR	FOR	FOR	FOR
<b>Decision on item 3 is taken. FOR – 10; AGAINST– 0; ABSTAINED - 1</b>												

### **Decision (taken on item 2):**

1. To determine the number of members of the Strategy Committee of the Board of Directors of the Company – 9 (nine) persons.
2. To elect the following personnel of the Strategy Committee of the Board of Directors of the Company:

<b>№</b>	<b>Full Name</b>	<b>Position held</b>
1.	Alexey Alexandrovich Polinov	Deputy Director General for Economics and Finance of PJSC Rosseti
2.	Yulia Alexandrovna Leshchevskaya	Deputy Director General for Strategy of PJSC Rosseti
3.	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors
4.	Madina Valerievna Kaloeva	Director for Corporate Governance – Head of the Corporate Governance Department of PJSC Rosseti
5.	Palina Nikolaevna Kanyuka	Acting Deputy Chief Engineer - Head of the Department of Production Activities of PJSC Rosseti
6.	Artem Gennadievich Aleshin	Deputy General Director for Economy and Finance of Rosseti Centre, PJSC
7.	Oleg Yurievich Klinkov	Customer Relations Director - Head of the Technology Development Department of PJSC Rosseti
8.	Andrey Petrovich Tulba	Director for Economics - Head of the Department of Economics of PJSC Rosseti
9.	Vitaly Yuryevich Zarkhin	Independent member of the Board of Directors of Rosseti Centre, PJSC

3. To elect Alexey Alexandrovich Polinov as Chairperson of the Strategy Committee of the Board of Directors of Rosseti Centre, PJSC.

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

**E.V. Lyapunov**

**Corporate Secretary of Rosseti Centre, PJSC**

**S.V. Lapinskaya**