

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

«29» December 2022

Moscow

No. 69/22

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

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

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

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

The quorum **is present.**

Date of the minutes: **29.12.2022.**

**AGENDA:**

1. On approval of the updated Program of Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period until 2030 and the finalized Action Plan for the transition of Rosseti Centre, PJSC to the predominant use of domestic software for 2022-2024.
2. On the consent to conclude an agreement between Rosseti Centre, PJSC and PJSC Rosseti, which is an interrelated party transaction.
3. On approval of the report on implementation of the key performance indicator (KPI) «Innovation Efficiency» of General Director of Rosseti Centre, PJSC for 2021.

**Item 1. On approval of the updated Program of Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period until 2030 and the finalized Action Plan for the transition of Rosseti Centre, PJSC to the predominant use of domestic software for 2022-2024.**

**Decision:**

1. To approve the updated Program of Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period until 2030 (hereinafter - the Program) in accordance with Appendix # 1 and the finalized Action Plan for the transition of Rosseti Centre, PJSC to the predominant use of domestic software for 2022-2024 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. To recognize as invalid the decision on item 2 «On approval of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030», approved by the decision of the Board of Directors of IDGC of Centre, PJSC on 04.02.2020 (Minutes dated 05.02.2020 # 05/20).
3. To note the need for the Company to achieve indicators and performance indicators for the software class «Systems of financial management, asset management and human resources (ERP)».
4. To instruct General Director of the Company to ensure:
  - 4.1. Achieving the efficiency indicator for import substitution of the share of financing for the purchase of domestic software and related works (services) in the total volume of financing for the purchase of software and related works (services) in 2022 - at least 62%, in 2023 - at least 70%, in 2024 - at least 80%, including without allocation of additional funding sources.
  - 4.2. Cost optimization for activities of the Program of Digital Transformation.

4.3. Financing the activities of the updated Program, including the Action Plan for the transition to the predominant use of domestic software, within the limits of the approved Business Plan and the Investment Program of the Company.

4.4. Implementation of the Program, including the unconditional achievement of key performance indicators of digital transformation (target indicators), including indicators related to import substitution of software.

4.5. Annual adjustment of the Program, including the Action Plan for the transition to the predominant use of domestic software, taking into account the current level of technology development and synchronization with the Business Plan and the Investment Program of the Company (if necessary).

4.6. Submission to the Board of Directors of the Company of an interim report on the implementation of the Program activities, the achievement of key performance indicators for its implementation.

Deadline: quarter I - until 4 April of the reporting year, quarter II - until 4 July of the reporting year, half I - until 4 July of the reporting year, quarter III - until 4 October of the reporting year, quarter IV - until 26 December of the reporting year.

4.7. Submission to the Board of Directors of the Company of a consolidated report on the implementation of the Program activities, achievement of key performance indicators for its implementation.

Deadline: Annually, no later than 18 April of the year following the reporting year.

4.8. Presentation in the consolidated annual report on the implementation of the Program activities, an assessment of the contribution of the Program projects to the achievement of strategic goals («reliability» (SAIDI, SAIFI), «labour productivity», «level of electricity losses», «reduction of operating costs»).

#### **Voting results:**

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

#### **Total:**

«FOR»	- «8»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

#### **Decision is taken.**

### **Item 2. On the consent to conclude an agreement between Rosseti Centre, PJSC and PJSC Rosseti, which is an interrelated party transaction.**

*In accordance with Article 81 of the Federal Law «On Joint Stock Companies» the deal, concluded between Rosseti Centre, PJSC and PJSC Rosseti, is a related party transaction of the following entities and persons:*

- the controlling entity of the Company – PJSC Rosseti, simultaneously being a party to the deal;
- members of the Board of Directors of the Company - D.V. Krainskiy and A.A. Polinov, holding the position of members of the Management Board of PJSC Rosseti, being a party to the deal with Rosseti Centre, PJSC.

#### **Decision:**

1. To determine that the price of the service under the agreement for the provision of services for the organization of the functioning and development of the electric grid complex between Rosseti Centre, PJSC and Public Joint Stock Company Russian Grids

(hereinafter referred to as PJSC Rosseti), which is an interrelated party transaction, for the period from 01.07.2022 to 31.12.2022 is no more than 109 249 430 (One hundred nine million two hundred and forty nine thousand four hundred and thirty) rubles 21 kopecks, plus VAT (20%) in the amount of 21 849 886 (Twenty one million eight hundred forty nine thousand eight hundred eighty six) rubles 04 kopecks, the total price of the Service with VAT is not more than 131 099 316 (One hundred thirty one million ninety nine thousand three hundred and sixteen) rubles 25 kopecks.

The price of the Service subject to the interrelated party transactions is no more than 207 458 299 (Two hundred seven million four hundred fifty eight thousand two hundred ninety nine) rubles 91 kopecks, plus VAT (20%) in the amount of no more than 41 491 659 (Forty one million four hundred ninety one thousand six hundred fifty nine) rubles 98 kopecks, the total price of the Service with VAT is no more than 248 949 959 (Two hundred forty-eight million nine hundred forty-nine thousand nine hundred fifty-nine) rubles 89 kopecks.

2. To provide consent to the transaction – the agreement for the provision of services for the organization of the functioning and development of the electric grid complex between Rosseti Centre, PJSC and PJSC Rosseti (hereinafter referred to as the Agreement), which is an interrelated party transaction, on the following essential conditions:

**Parties of the Agreement:**

Public Joint stock company «Rosseti Centre» (Rosseti Centre, PJSC) (Customer);  
Public Joint Stock Company Russian Grids (PJSC Rosseti) (Contractor).

**Subject of the Agreement:**

The Contractor undertakes to provide the Customer with the service for organizing the functioning and development of the Customer’s power grid complex (hereinafter referred to as the Service) in accordance with the terms of the Agreement, and the Customer undertakes to accept and pay for the Service in accordance with the terms of the Agreement.

**Price of the Agreement:**

The price of the Service under the Agreement for the period from 01.07.2022 to 31.12.2022 is no more than 109 249 430 (One hundred nine million two hundred and forty nine thousand four hundred and thirty) rubles 21 kopecks, plus VAT (20%) in the amount of 21 849 886 (Twenty one million eight hundred forty nine thousand eight hundred eighty six) rubles 04 kopecks, the total price of the Service with VAT is not more than 131 099 316 (One hundred thirty one million ninety nine thousand three hundred and sixteen) rubles 25 kopecks.

The price of the Service subject to the interrelated party transactions is no more than 207 458 299 (Two hundred seven million four hundred fifty eight thousand two hundred ninety nine) rubles 91 kopecks, plus VAT (20%) in the amount of no more than 41 491 659 (Forty one million four hundred ninety one thousand six hundred fifty nine) rubles 98 kopecks, the total price of the Service with VAT is no more than 248 949 959 (Two hundred forty-eight million nine hundred forty-nine thousand nine hundred fifty-nine) rubles 89 kopecks.

**Term for the provision of the Service under the Agreement:**

The beginning of the provision of the Service: 01.07.2022;  
The end of the provision of the Service: 31.12.2022.

**Duration of the Agreement:**

The Agreement enters into force from the moment of its signing by the Parties.  
The terms of the Agreement shall apply to the relations of the Parties established between the Parties from 01.07.2022.

**Persons or entities related to the transaction, and the grounds of relation:**

Related entity or person	Grounds of relation of the entity or the person to the transaction
PJSC Rosseti	Controlling entity of Rosseti Centre, PJSC, simultaneously being a party to the transaction.
Daniil Vladimirovich Krainskiy	Member of the Board of Directors of Rosseti Centre,

	PJSC, simultaneously being a member of the Management Board of PJSC Rosseti.
Alexey Alexandrovich Polinov	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously being a member of the Management Board of PJSC Rosseti.

The Agreement is an interrelated party transaction with agreement for the provision of services for the organization of the functioning and development of the electric grid complex between Rosseti Centre, PJSC and PJSC Rosseti dated 30.06.2022 № 6727.

**Voting results:**

- |    |                                 |             |
|----|---------------------------------|-------------|
| 1. | Elena Viktorovna Andreeva       | - «FOR»     |
| 2. | Alexander Viktorovich Golovtsov | - «AGAINST» |
| 3. | Yury Vladimirovich Goncharov    | - «FOR»     |
| 4. | Maria Alexandrovna Dokuchaeva   | - «FOR»     |
| 5. | Vitaly Yuryevich Zarkhin        | - «AGAINST» |
| 6. | Maria Vyacheslavna Korotkova    | - «FOR»     |
| 7. | Evgeny Viktorovich Lyapunov     | - «FOR»     |
| 8. | Andrey Vladimirovich Morozov    | - «AGAINST» |

**Total:**

«FOR»	- «5»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

**Decision is taken.**

*The following members of the Board of Directors of the Company did not take part in the voting on this item:*  
- I.V. Makovskiy, who has been, for one year preceding the decision, the person acting as the sole executive body of the Company (General Director), including a member of the collegial executive body of the Company (Chairman of the Management Board)

- D.V. Krainskiy and A.A. Polinov being related to the transaction completion.

**Item 3. On approval of the report on implementation of the key performance indicator (KPI) «Innovation Efficiency» of General Director of Rosseti Centre, PJSC for 2021.**

**Decision:**

- To approve the Report on implementation of the key performance indicator (KPI) «Innovation Efficiency» of General Director of Rosseti Centre, PJSC for 2021 (hereinafter – the Report) in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
- To pay annual bonuses to General Director of Rosseti Centre, PJSC in accordance with the approved Report in accordance with paragraph 1 of this decision in the amount of 18% of the maximum annual remuneration for the achievement of all KPIs.

**Voting results:**

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

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»

**Decision is taken.**

**Appendices:**

1. The updated Program of Digital Transformation of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC for the period until 2030 (Appendix # 1).
2. The finalized Action Plan for the transition of Rosseti Centre, PJSC to the predominant use of domestic software for 2022-2024 (Appendix # 2).
3. The Report on implementation of the key performance indicator (KPI) «Innovation Efficiency» of General Director of Rosseti Centre, PJSC for 2021 (Appendix # 3).

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

**E.V. Lyapunov**

**Corporate Secretary  
of Rosseti Centre, PJSC**

**S.V. Lapinskaya**