

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

«12» April 2024

Moscow

No. 18/24

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: **12.04.2024.**

AGENDA:

1. On consideration of the report on the current situation in the Company's activity with new connections of customers to electric grids following the results of 2023, including grid connection of generating facilities and grid connection of small and medium-sized businesses.
2. On consideration of the report on execution of the Program of energy saving and energy efficiency of Rosseti Centre, PJSC for 2023 – 2027 in 2023.
3. On consideration of the report on the organization, functioning and efficiency of the risk management and internal control system of the Company for 2023.
4. On consideration of the internal audit report on the assessment of reliability and efficiency of the risk management and internal control system of the Company for 2023.
5. On consideration of the internal audit information «Evaluation of implementation of the Program for disposal of non-core assets and the Action Plan for sale of non-core assets in Rosseti Centre, PJSC in 2023».

Item 1. On consideration of the report on the current situation in the Company's activity with new connections of customers to electric grids following the results of 2023, including grid connection of generating facilities and grid connection of small and medium-sized businesses.

Decision:

1. To take into consideration the report on the current situation in the Company's activity with new connections of customers to electric grids following the results of 2023, including grid connection of generating facilities and grid connection of small and medium-sized businesses, in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To note the positive work of the Company's management based on the results of 2023 in the direction «New connection of customers to electric grids».
3. The Company's management should strengthen the measures taken to reduce the number of grid connection agreements with missed deadlines for fulfilling obligations and ensure a complete reduction in previously accumulated obligations under the grid connection agreements during 2024.

Voting results:

1. Maxim Sergeevich Agafonov - «FOR»
2. Elena Viktorovna Andreeva - «ABSTAINED»
3. Maria Alexandrovna Dokuchaeva - «FOR»

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|-----|----------------------------------|---------------|
| 4. | Alexey Nikolayevich Zharikov | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 6. | Maria Vyacheslavna Korotkova | - «FOR» |
| 7. | Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. | Igor Vladimirovich Makovskiy | - «FOR» |
| 10. | Andrey Vladimirovich Morozov | - «FOR» |
| 11. | Andrey Petrovich Tulba | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 2. On consideration of the report on execution of the Program of energy saving and energy efficiency of Rosseti Centre, PJSC for 2023 – 2027 in 2023.

Decision:

To take into consideration the report on execution of the Program of energy saving and energy efficiency of Rosseti Centre, PJSC for 2023 – 2027 in 2023 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

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|-----|----------------------------------|---------------|
| 1. | Maxim Sergeevich Agafonov | - «FOR» |
| 2. | Elena Viktorovna Andreeva | - «FOR» |
| 3. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. | Alexey Nikolayevich Zharikov | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 6. | Maria Vyacheslavna Korotkova | - «FOR» |
| 7. | Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. | Igor Vladimirovich Makovskiy | - «FOR» |
| 10. | Andrey Vladimirovich Morozov | - «FOR» |
| 11. | Andrey Petrovich Tulba | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 3. On consideration of the report on the organization, functioning and efficiency of the risk management and internal control system of the Company for 2023.

Decision:

To take into consideration the report on the organization, functioning and efficiency of the risk management and internal control system of the Company for 2023 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

- | | | |
|----|-------------------------------|---------|
| 1. | Maxim Sergeevich Agafonov | - «FOR» |
| 2. | Elena Viktorovna Andreeva | - «FOR» |
| 3. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. | Alexey Nikolayevich Zharikov | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «FOR» |

- | | | |
|-----|----------------------------------|---------|
| 6. | Maria Vyacheslavna Korotkova | - «FOR» |
| 7. | Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. | Igor Vladimirovich Makovskiy | - «FOR» |
| 10. | Andrey Vladimirovich Morozov | - «FOR» |
| 11. | Andrey Petrovich Tulba | - «FOR» |

Total:

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

Decision is taken.

Item 4. On consideration of the internal audit report on the assessment of reliability and efficiency of the risk management and internal control system of the Company for 2023.

Decision:

1. To take into consideration Auditor's Report dated 29.02.2024 № 03-2024 - «Rosseti Centre» on the assessment of reliability and efficiency of the risk management and internal control system of the Company for 2023, the conclusion of the internal auditor of Rosseti Centre, PJSC based on the results of the assessment of reliability and efficiency of the risk management and internal control system, the efficiency of the Company's corporate governance in accordance with Appendices ## 4-5 to this decision of the Board of Directors of the Company.

2. To recommend that General Director of the Company include the conclusion of the internal auditor of Rosseti Centre, PJSC based on the results of the assessment of reliability and efficiency of the risk management and internal control system, the efficiency of the Company's corporate governance in the list of materials provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company.

Voting results:

- | | | |
|-----|----------------------------------|---------|
| 1. | Maxim Sergeevich Agafonov | - «FOR» |
| 2. | Elena Viktorovna Andreeva | - «FOR» |
| 3. | Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. | Alexey Nikolayevich Zharikov | - «FOR» |
| 5. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 6. | Maria Vyacheslavna Korotkova | - «FOR» |
| 7. | Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8. | Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. | Igor Vladimirovich Makovskiy | - «FOR» |
| 10. | Andrey Vladimirovich Morozov | - «FOR» |
| 11. | Andrey Petrovich Tulba | - «FOR» |

Total:

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

Decision is taken.

Item 5. On consideration of the internal audit information «Evaluation of implementation of the Program for disposal of non-core assets and the Action Plan for sale of non-core assets in Rosseti Centre, PJSC in 2023».

Decision:

To take into consideration Auditor's Report № 02-2024 - «Rosseti Centre» on the audit of the

«Evaluation of implementation of the Program for disposal of non-core assets and the Action Plan for sale of non-core assets in Rosseti Centre, PJSC in 2023» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov | - «FOR» |
| 2. Elena Viktorovna Andreeva | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Alexey Nikolayevich Zharikov | - «FOR» |
| 5. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 6. Maria Vyacheslavna Korotkova | - «FOR» |
| 7. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8. Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. Igor Vladimirovich Makovskiy | - «FOR» |
| 10. Andrey Vladimirovich Morozov | - «FOR» |
| 11. Andrey Petrovich Tulba | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Appendices:

1. The report on the current situation in the Company's activity with new connections of customers to electric grids following the results of 2023, including grid connection of generating facilities and grid connection of small and medium-sized businesses (Appendix # 1).
2. The report on execution of the Program of energy saving and energy efficiency of Rosseti Centre, PJSC for 2023 – 2027 in 2023 (Appendix # 2).
3. The report on the organization, functioning and efficiency of the risk management and internal control system of the Company for 2023 (Appendix # 3).
4. Auditor's Report dated 29.02.2024 № 03-2024 - «Rosseti Centre» on the assessment of reliability and efficiency of the risk management and internal control system of the Company for 2023 (Appendix # 4).
5. The conclusion of the internal auditor of Rosseti Centre, PJSC based on the results of the assessment of reliability and efficiency of the risk management and internal control system, the efficiency of the Company's corporate governance (Appendix # 5).
6. Auditor's Report № 02-2024 - «Rosseti Centre» on the audit of the «Evaluation of implementation of the Program for disposal of non-core assets and the Action Plan for sale of non-core assets in Rosseti Centre, PJSC in 2023» (Appendix # 6).

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

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya