

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

«12» May 2022

Moscow

No. 25/22

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, V.Y. Zarkhin, M.V. Korotkova, D.V. Krainskiy, A.I. Krupenina, A.V. Mayorov, I.V. Makovskiy, A.V. Molsky, E.V. Prokhorov, A.V. Shevchuk.**

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

The quorum is **present.**

Date of the minutes: **12.05.2022.**

AGENDA:

1. On proposals to the Annual General Meeting of Shareholders of the Company on the issue «On approval of the Regulation on the Audit Commission of the Company in a new edition».
2. On consideration of the annual financial statements of the Company for 2021.
3. On approval of the agenda of the Annual General Meeting of Shareholders of the Company.
4. On definition of a list of information (materials) provided to shareholders in preparation for the Annual General Meeting of Shareholders, and the order of its provision.
5. On determination of the order of notification of shareholders of the Company about the General Meeting of Shareholders holding, including the approval of the form and text of the notice.
6. On approval of the report on related party transactions, concluded by the Company in 2021.
7. On the prior approval of the Company's Annual Report for 2021.

Item 1. On proposals to the Annual General Meeting of Shareholders of the Company on the issue «On approval of the Regulation on the Audit Commission of the Company in a new edition».

Decision:

To propose to the Annual General Meeting of Shareholders of the Company to approve the Regulation on the Audit Commission of the Company in a new edition in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. Yury Vladimirovich Goncharov | - «FOR» |
| 3. Vitaly Yuryevich Zarkhin | - «FOR» |
| 4. Maria Vyacheslavna Korotkova | - «FOR» |
| 5. Daniil Vladimirovich Krainskiy | - «FOR» |
| 6. Anastasiya Igorevna Krupenina | - «FOR» |
| 7. Andrey Vladimirovich Mayorov | - «FOR» |
| 8. Igor Vladimirovich Makovskiy | - «FOR» |
| 9. Alexey Valeryevich Molsky | - «FOR» |
| 10. Egor Vyacheslavovich Prokhorov | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 2. On consideration of the annual financial statements of the Company for 2021.

Decision:

To submit the annual financial statements of the Company for 2021 for approval by the Annual General Meeting of Shareholders of the Company in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

- | | | |
|-----|---------------------------------|---------|
| 1. | Alexander Viktorovich Golovtsov | - «FOR» |
| 2. | Yury Vladimirovich Goncharov | - «FOR» |
| 3. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 4. | Maria Vyacheslavna Korotkova | - «FOR» |
| 5. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 6. | Anastasiya Igorevna Krupenina | - «FOR» |
| 7. | Andrey Vladimirovich Mayorov | - «FOR» |
| 8. | Igor Vladimirovich Makovskiy | - «FOR» |
| 9. | Alexey Valeryevich Molsky | - «FOR» |
| 10. | Egor Vyacheslavovich Prokhorov | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 3. On approval of the agenda of the Annual General Meeting of Shareholders of the Company.

Decision:

1. To approve the following agenda of the Annual General Meeting of Shareholders of the Company:
2. On approval of the Annual Report, the annual financial statements of the Company for 2021.
3. On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of 2021.
4. On election of members of the Board of Directors of the Company.
5. On election of members of the Audit Commission of the Company.
6. On approval of the Auditor of the Company.
7. On approval of the Regulation on the Audit Commission of the Company in a new edition.

Voting results:

- | | | |
|-----|---------------------------------|---------|
| 1. | Alexander Viktorovich Golovtsov | - «FOR» |
| 2. | Yury Vladimirovich Goncharov | - «FOR» |
| 3. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 4. | Maria Vyacheslavna Korotkova | - «FOR» |
| 5. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 6. | Anastasiya Igorevna Krupenina | - «FOR» |
| 7. | Andrey Vladimirovich Mayorov | - «FOR» |
| 8. | Igor Vladimirovich Makovskiy | - «FOR» |
| 9. | Alexey Valeryevich Molsky | - «FOR» |
| 10. | Egor Vyacheslavovich Prokhorov | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 4. On definition of a list of information (materials) provided to shareholders in preparation for the Annual General Meeting of Shareholders, and the order of its provision.

Decision:

1. To determine that information (materials) provided to the persons entitled to participate in the Annual General Meeting of Shareholders of the Company are:

- the Annual Report of the Company for 2021;
- the annual financial statements of the Company for 2021, the Auditor's Report on them;
- the conclusion of the Audit Commission of the Company based on the results of the audit of the annual report for 2021, the annual financial statements for 2021;
- the conclusion of the Audit Committee of the Company on the level of efficiency and quality of the external audit process;
- the conclusion of the internal auditor of Rosseti Centre, PJSC based on the results of assessing the reliability and efficiency of the internal control system and the risk management system, the effectiveness of the corporate governance of the Company;
- the extract from the decision of the Board of Directors on the issue of the prior approval of the Company's Annual Report for 2021 and recommendations to the Annual General Meeting of Shareholders for its approval;
- the recommendations of the Board of Directors of the Company on the distribution of profits (losses) of the Company based on the results of 2021, including on the amount of dividend on the shares of the Company and the procedure for its payment and in terms of determining the date on which the persons entitled to receive dividends are recorded;
- the justification of the proposed distribution of net profit;
- the extract from the decision of the Board of Directors on the issue of submitting the annual financial statements of the Company for 2021 for approval by the Annual General Meeting of Shareholders of the Company;
- the information about candidates to the Board of Directors of the Company, the Audit Commission of the Company, including information on who nominated each of the candidates, as well as information on the presence or absence of written consent of these candidates for nomination and election;
- the conclusion of the Personnel and Remuneration Committee of the Board of Directors of the Company on the assessment of the candidates to the Board of Directors of the Company;
- the information on candidates for the Company's auditors, sufficient to form a view of their professional qualities and independence, including the name of the self-regulatory organization of auditors of which the candidate for the Company's auditors is a member, the description of procedures used to select external auditors that ensure their independence and objectivity, and also information on the proposed remuneration of external auditors for audit and non-audit services (including information on compensation payments and costs associated with the involvement of the auditor) and other material terms of contracts concluded with the auditors of the Company;
- the conclusion of the Audit Committee of the Company on the assessment of the candidacy of the auditor of the Company;
- the current edition of the Regulation on the Audit Commission of the Company, the draft Regulation on the Audit Commission of the Company in a new edition, as well as the summary table of changes entered with their justification;
- the report on related party transactions concluded by the Company in 2021, including the conclusion of the Audit Commission confirming the reliability of the data contained in the report;
- the information about the shareholders' agreements concluded during the year prior to the date of the General Meeting of Shareholders;
- the information on who proposed each issue to the agenda of the Annual General Meeting of Shareholders;
- the draft resolutions and explanatory notes to issues of the General Meeting of Shareholders;
- the sample power of attorney, which the shareholder may give his or her representative and its certification procedure.

2. To establish that persons entitled to participate in the Annual General Meeting of Shareholders of the Company may learn the specified information (materials) in the period from 27 May 2022 to 17 June 2022 from 10 hours 00 minutes to 17 hours 00 minutes local time, excluding weekends and holidays, at the following addresses:

- Russia, Moscow, Malaya Ordynka St., 15, Rosseti Centre, PJSC,

- Russia, Moscow, Pravdy St., 23, VTB Registrar;

also from 27 May 2022 on the Company's website at: <http://www.mrsk-1.ru>

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, this information (materials) shall be sent until 27 May 2022 in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder.

3. In the period of preparation for the Meeting to ensure:

- maintaining a telephone channel for communication with shareholders: 8 (495) 747-92-92 (30-37),

- a special e-mail address: ir@mrsk-1.ru;

- the forum functioning on the agenda of the meeting on the Company's website: <https://www.mrsk-1.ru/about/management/controls/forum/>

Voting results:

- | | | |
|-----|---------------------------------|---------|
| 1. | Alexander Viktorovich Golovtsov | - «FOR» |
| 2. | Yury Vladimirovich Goncharov | - «FOR» |
| 3. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 4. | Maria Vyacheslavna Korotkova | - «FOR» |
| 5. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 6. | Anastasiya Igorevna Krupenina | - «FOR» |
| 7. | Andrey Vladimirovich Mayorov | - «FOR» |
| 8. | Igor Vladimirovich Makovskiy | - «FOR» |
| 9. | Alexey Valeryevich Molsky | - «FOR» |
| 10. | Egor Vyacheslavovich Prokhorov | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 5. On determination of the order of notification of shareholders of the Company about the General Meeting of Shareholders holding, including the approval of the form and text of the notice.

Decision:

1. To approve the form and text of the notice about the Company's Annual General Meeting of Shareholders holding in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

2. To inform the persons entitled to participate in the Annual General Meeting of Shareholders of the Company regarding holding the Annual General Meeting of Shareholders of the Company:

- by posting the notice on the Company's website at www.mrsk-1.ru not later than 17 May 2022.

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, the notice about the Company's Annual General Meeting of Shareholders holding shall be sent in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder not later than 17 May 2022.

Voting results:

- | | | |
|----|---------------------------------|---------------|
| 1. | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. | Yury Vladimirovich Goncharov | - «FOR» |
| 3. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 4. | Maria Vyacheslavna Korotkova | - «FOR» |
| 5. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 6. | Anastasiya Igorevna Krupenina | - «FOR» |

- | | | |
|-----|--------------------------------|---------|
| 7. | Andrey Vladimirovich Mayorov | - «FOR» |
| 8. | Igor Vladimirovich Makovskiy | - «FOR» |
| 9. | Alexey Valeryevich Molsky | - «FOR» |
| 10. | Egor Vyacheslavovich Prokhorov | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 6. On approval of the report on related party transactions, concluded by the Company in 2021.

Decision:

To approve the report on related party transactions, concluded by the Company in 2021, in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

- | | | |
|-----|---------------------------------|---------------|
| 1. | Alexander Viktorovich Golovtsov | - «FOR» |
| 2. | Yury Vladimirovich Goncharov | - «FOR» |
| 3. | Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 4. | Maria Vyacheslavna Korotkova | - «FOR» |
| 5. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 6. | Anastasiya Igorevna Krupenina | - «FOR» |
| 7. | Andrey Vladimirovich Mayorov | - «FOR» |
| 8. | Igor Vladimirovich Makovskiy | - «FOR» |
| 9. | Alexey Valeryevich Molsky | - «FOR» |
| 10. | Egor Vyacheslavovich Prokhorov | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 7. On the prior approval of the Company's Annual Report for 2021.

Decision:

Tentatively to approve the Company's Annual Report for 2021 and to recommend that the Annual General Meeting of Shareholders of the Company approve the Annual Report in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

Voting results:

- | | | |
|-----|---------------------------------|---------|
| 1. | Alexander Viktorovich Golovtsov | - «FOR» |
| 2. | Yury Vladimirovich Goncharov | - «FOR» |
| 3. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 4. | Maria Vyacheslavna Korotkova | - «FOR» |
| 5. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 6. | Anastasiya Igorevna Krupenina | - «FOR» |
| 7. | Andrey Vladimirovich Mayorov | - «FOR» |
| 8. | Igor Vladimirovich Makovskiy | - «FOR» |
| 9. | Alexey Valeryevich Molsky | - «FOR» |
| 10. | Egor Vyacheslavovich Prokhorov | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»

Decision is taken.

Appendices:

1. The Regulation on the Audit Commission of the Company in a new edition (Appendix # 1).
2. The annual financial statements of the Company for 2021 (Appendix # 2).
3. The form and text of the notice about the Company's Annual General Meeting of Shareholders holding (Appendix # 3).
4. The report on related party transactions, concluded by the Company in 2021 (Appendix # 4).
5. The Company's Annual Report for 2021 (Appendix # 5).

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

A.V. Mayorov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya