

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

«22» March 2024

Moscow

No. 14/24

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: **25.03.2024.**

AGENDA:

1. On approval of a transaction related to alienation of property constituting fixed assets, the purpose of which is generation, transmission, dispatching, distribution of electrical and thermal energy.
2. On consideration of the report on compliance with the Information Policy of the Company in 2023.
3. On consideration of the report on provision of insurance coverage of the Company for 2023.

Item 1. On approval of a transaction related to alienation of property constituting fixed assets, the purpose of which is generation, transmission, dispatching, distribution of electrical and thermal energy.

Decision:

1. To determine that the price of the transaction related to alienation of property constituting fixed assets, the purpose of which is generation, transmission, dispatching, distribution of electrical and thermal energy, according to the exchange agreement dated 10.02.2022 № 3600/00753/22 between Rosseti Centre, PJSC and SZ Montazhnik LLC amounts to 106 916 000 (One hundred six million nine hundred sixteen thousand) rubles 00 kopecks, in addition to VAT in accordance with the legislation of the Russian Federation, and consists of:

- the value of the property transferred by Rosseti Centre, PJSC in favour of SZ Montazhnik LLC: power two-winding transformers TRDN-40000/110 U1 in the number of 2 pieces in the amount of 99 707 057 (Ninety-nine million seven hundred seven thousand fifty-seven) rubles 29 kopecks, in addition to VAT in accordance with the legislation of the Russian Federation;
- additional payment paid by Rosseti Centre, PJSC in favour of SZ Montazhnik LLC (the difference in the price of the exchanged Property), in the amount of 7 208 942 (Seven million two hundred eight thousand nine hundred forty-two) rubles 71 kopecks, in addition to VAT in accordance with the legislation of the Russian Federation.

2. To approve the transaction related to the alienation of the property constituting fixed assets, the purpose of which is generation, transmission, dispatching, distribution of electrical and thermal energy under the exchange agreement dated 10.02.2022 № 3600/00753/22 between Rosseti Centre, PJSC and SZ Montazhnik LLC (hereinafter referred to as the Agreement), on the following essential terms:

Parties to the transaction:

SZ Montazhnik LLC (Party 1);
Rosseti Centre, PJSC (Party 2).

Method of the alienation of the property:

Exchange agreement dated 10.02.2022 № 3600/00753/22.

Subject of the transaction:

In order to implement the Compensation Agreement dated 10.02.2022 № 3600/07081/21, Party 1 undertakes to transfer to the ownership of Party 2 two power transformers TRDN-63000/110 U1 in exchange for two power transformers TRDN-40000/110 U1 (hereinafter referred to as the Property) on the terms specified in the Agreement.

The characteristics of the Property exchanged under the Agreement are given in the Specification of the goods exchanged (Appendix # 1 to the Agreement), which is an integral part of the Agreement.

Composition of the alienated and acquired property:

The Property transferred by Party 1 to Party 2: power two-winding transformers TRDN-63000/110 U1 in the number of 2 pieces with a total value of 106 916 000 (One hundred six million nine hundred sixteen thousand) rubles 00 kopecks, in addition to VAT in accordance with the legislation of the Russian Federation in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

The Property transferred by Party 2 to Party 1: power two-winding transformers TRDN-40000/110 U1 in the number of 2 pieces with a total value of 99 707 057 (Ninety-nine million seven hundred seven thousand fifty-seven) rubles 29 kopecks, in addition to VAT in accordance with the legislation of the Russian Federation in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Book value of the property alienated by Party 2:

The book (residual) value of the property alienated by Party 2 under the Agreement according to the financial statements of Rosseti Centre, PJSC as of 31 January 2022 is 96 890 473 (Ninety-six million eight hundred ninety thousand four hundred seventy-three) rubles 75 kopecks.

Transaction price:

The transaction price related to the alienation of the property is 106 916 000 (One hundred six million nine hundred sixteen thousand) rubles 00 kopecks, in addition to VAT in accordance with the legislation of the Russian Federation, and consists of:

- the value of the Property transferred by Party 2 to Party 1: power two-winding transformers TRDN-40000/110 U1 in the number of 2 pieces in the amount of 99 707 057 (Ninety-nine million seven hundred seven thousand fifty-seven) rubles 29 kopecks, in addition to VAT in accordance with the legislation of the Russian Federation;
- additional payment paid by Party 2 to Party 1 (the difference in the price of the exchanged Property), in the amount of 7 208 942 (Seven million two hundred eight thousand nine hundred forty-two) rubles 71 kopecks, in addition to VAT in accordance with the legislation of the Russian Federation.

Other essential terms of the transaction:

Party 1 undertakes to transfer to Party 2 two power transformers TRDN-63000/110 U1 (Appendix # 1 to this decision of the Board of Directors of the Company), a transfer and acceptance certificate under the form OS-1 and invoices drawn up in accordance with the current legislation of the Russian Federation (Article 168, 169 of the Tax Code of the Russian Federation), of proper quality within 150 calendar days from the date of signing the Agreement at the following address: Voronezh, Semilukskoye forestry, Podgorenskoye district forestry, Zadonskoye highway tract, block 143, southern part of section 17, Northern part of section 42.

Party 2 undertakes:

- to transfer to Party 1, according to the Transfer and Acceptance Certificate, two power transformers TRDN-40000/110 U1 (Appendix # 1 to this decision of the Board of Directors of

the Company), the transfer and acceptance certificate under the form OS-1 and invoices drawn up in accordance with the current legislation of the Russian Federation (Article 168, 169 of the Tax Code of the Russian Federation), of proper quality within 180 days after Party 1 fulfills clause 2.1.1. of the Agreement at the following address: Voronezh, Semilukskoye forestry, Podgorenskoye district forestry, Zadonskoye highway tract, block 143, southern part of section 17, Northern part of section 42;

- to pay Party 1 the difference in the price of the exchanged Property, determined according to the Specification (Appendix # 1 to the Agreement), which amounts to 7 208 942 (Seven million two hundred eight thousand nine hundred forty-two) rubles 71 kopecks, in addition to VAT in accordance with the legislation of the Russian Federation, within 30 days after execution of clause 2.2.1 of the Agreement.

The ownership of the Property exchanged under the Agreement passes to the Parties after signing the transfer and acceptance certificates.

The Agreement comes into force on the date of its conclusion. Obligations under the Agreement begin to be fulfilled by the Parties from the moment the conclusion of the Agreement is approved by the Board of Directors of Rosseti Centre, PJSC. The Agreement is valid until the Parties fully fulfill all obligations under it.

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov | - «FOR» |
| 2. Elena Viktorovna Andreeva | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Alexey Nikolayevich Zharikov | - «ABSTAINED» |
| 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 compliance with the Information Policy of the Company in 2023.

Decision:

1. To take into consideration the report on compliance with the Information Policy of the Company in 2023 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. To recognize as effective the information interaction of the Company with stakeholders and the lack of expediency of revising the Information Policy 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 3. On consideration of the report on provision of insurance coverage of the Company for 2023.

Decision:

To take into consideration the report of General Director on provision of insurance coverage 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 | - «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 composition of the property to be transferred under the exchange agreement for the Sputnik substation at the address: Russian Federation, Voronezh, Semilukskoye forestry, Podgorenskoye district forestry, Zadonskoye highway tract, block 143, southern part of section 17, northern part of section 29, northern part of section 42, cadastral number 36:34:0203008:8966 (Appendix # 1).
2. The report on compliance with the Information Policy of the Company in 2023 (Appendix # 2).
3. The report on provision of insurance coverage of the Company for 2023 (Appendix # 3).

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

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya