

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

«20» February 2023

Moscow

No. 11/23

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: **20.02.2023.**

**AGENDA:**

1. On consideration of the report on approval of the Investment Program of Rosseti Centre, PJSC for 2023 – 2027 and amendments, entered into the Investment Program of Rosseti Centre, PJSC for 2022 – 2026, approved by Order of the Ministry of Energy of Russia of 22.12.2021 № 23@ with the amendments, entered by Order of the Ministry of Energy of Russia of 06.12.2022 № 35@.
2. On consideration of the report on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo for 2019-2023 following the results of 9 months of 2022.
3. On consideration of the report on the course of implementation of investment projects of Rosseti Centre, PJSC in 4Q 2022, included in the list of priority facilities.
4. On consideration of the report on the status of the Company's Registry of non-core assets in 4Q 2022 and in 2022.
5. On approval of the Target Program "Strengthening the anti-terrorism and anti-sabotage protection of facilities of Rosseti Centre, PJSC" for 2023-2024.

**Item 1. On consideration of the report on approval of the Investment Program of Rosseti Centre, PJSC for 2023 – 2027 and amendments, entered into the Investment Program of Rosseti Centre, PJSC for 2022 – 2026, approved by Order of the Ministry of Energy of Russia of 22.12.2021 № 23@ with the amendments, entered by Order of the Ministry of Energy of Russia of 06.12.2022 № 35@.**

**Decision:**

To take into consideration the report on approval of the Investment Program of Rosseti Centre, PJSC for 2023 – 2027 and amendments, entered into the Investment Program of Rosseti Centre, PJSC for 2022 – 2026, approved by Order of the Ministry of Energy of Russia of 22.12.2021 № 23@ with the amendments, entered by Order of the Ministry of Energy of Russia of 06.12.2022 № 35@, in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Elena Viktorovna Andreeva       | - «FOR»       |
| 2. Alexander Viktorovich Golovtsov | - «FOR»       |
| 3. Yury Vladimirovich Goncharov    | - «FOR»       |
| 4. Maria Alexandrovna Dokuchaeva   | - «FOR»       |
| 5. Vitaly Yuryevich Zarkhin        | - «ABSTAINED» |
| 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»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 2. On consideration of the report on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo for 2019-2023 following the results of 9 months of 2022.**

**Decision:**

1. To take into consideration the report on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo following the results of 9 months of 2022 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. To note the deviations of the main target performance indicators of the Tverenergo branch following the results of 9 months of 2022, specified in Appendix # 3 to this decision of the Board of Directors of the Company.
3. To note the non-achievement of effects on the measures provided for by the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo following the results of 9 months of 2022.
4. To instruct General Director of Rosseti Centre, PJSC to ensure execution of the decision of the Board of Directors of the Company (para. 4 of item 1 of Minutes dated 14.06.2022 #33/22, para. 5 of item 2 of Minutes dated 23.12.2021 #61/21) no later than 28.02.2023.

**Voting results:**

- |     |                                 |               |
|-----|---------------------------------|---------------|
| 1.  | Elena Viktorovna Andreeva       | - «FOR»       |
| 2.  | Alexander Viktorovich Golovtsov | - «FOR»       |
| 3.  | Yury Vladimirovich Goncharov    | - «FOR»       |
| 4.  | Maria Alexandrovna Dokuchaeva   | - «FOR»       |
| 5.  | Vitaly Yuryevich Zarkhin        | - «ABSTAINED» |
| 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»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 3. On consideration of the report on the course of implementation of investment projects of Rosseti Centre, PJSC in 4Q 2022, included in the list of priority facilities.**

**Decision:**

To take into consideration the report on the course of implementation of investment projects of the Company in 4Q 2022, included in the list of priority facilities, in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

**Voting results:**

- |     |                                 |               |
|-----|---------------------------------|---------------|
| 1.  | Elena Viktorovna Andreeva       | - «FOR»       |
| 2.  | Alexander Viktorovich Golovtsov | - «FOR»       |
| 3.  | Yury Vladimirovich Goncharov    | - «FOR»       |
| 4.  | Maria Alexandrovna Dokuchaeva   | - «FOR»       |
| 5.  | Vitaly Yuryevich Zarkhin        | - «ABSTAINED» |
| 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»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 4. On consideration of the report on the status of the Company's Registry of non-core assets in 4Q 2022 and in 2022.**

**Decision:**

1. To take into consideration the report on the status of the Registry of non-core assets of Rosseti Centre, PJSC in 4Q 2022 and in 2022 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.
2. To approve the updated Registry of non-core assets of the Company as of 31.12.2022 in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

**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        | - «ABSTAINED» |
| 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»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

*A member of the Board of Directors of the Company, A.V. Golovtsov, submitted a dissenting opinion on the item (Appendix # 8).*

**Item 5. On approval of the Target Program "Strengthening the anti-terrorism and anti-sabotage protection of facilities of Rosseti Centre, PJSC" for 2023-2024.**

**Decision:**

To approve the Target Program “Strengthening the anti-terrorism and anti-sabotage protection of facilities of Rosseti Centre, PJSC” for 2023-2024 in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                    |         |
|------------------------------------|---------|
| 1. Elena Viktorovna Andreeva       | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «FOR» |
| 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»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Appendices:**

1. The report on approval of the Investment Program of Rosseti Centre, PJSC for 2023 – 2027 and amendments, entered into the Investment Program of Rosseti Centre, PJSC for 2022 – 2026, approved by Order of the Ministry of Energy of Russia of 22.12.2021 № 23@ with the amendments, entered by Order of the Ministry of Energy of Russia of 06.12.2022 № 35@ (Appendix # 1).
2. The report on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo following the results of 9 months of 2022 (Appendix # 2).
3. The deviations of the main target performance indicators of the Tverenergo branch following the results of 9 months of 2022 (Appendix # 3).
4. The report on the course of implementation of investment projects of the Company in 4Q 2022, included in the list of priority facilities (Appendix # 4).
5. The report on the status of the Registry of non-core assets of Rosseti Centre, PJSC in 4Q 2022 and in 2022 (Appendix # 5).
6. The updated Registry of non-core assets of the Company as of 31.12.2022 (Appendix # 6).
7. The Target Program “Strengthening the anti-terrorism and anti-sabotage protection of facilities of Rosseti Centre, PJSC” for 2023-2024 (Appendix # 7).
8. The dissenting opinion from the member of the Board of Directors of the Company, A.V. Golovtsov, on agenda item # 4 (Appendix # 8).

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

**E.V. Lyapunov**

**Corporate Secretary  
of Rosseti Centre, PJSC**

**S.V. Lapinskaya**