

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

«16» August 2023

Moscow

No. 40/23

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: **16.08.2023.**

AGENDA:

1. On consideration of the report on execution of the Company's Business Plan following the results of 1Q 2023.
2. On approval of the report on execution of the Company's Investment Program following the results of 1Q 2023.
3. On consideration of the Company's internal audit report on assessing the effectiveness of corporate governance in the 2022-2023 corporate year.
4. On implementation of the decision of the Board of Directors of the Company on the item «On approval of the report on execution of the Company's Investment Program following the results of 9 months of 2022» (Minutes dated 08.02.2023 # 09/23).

Item 1. On consideration of the report on execution of the Company's Business Plan following the results of 1Q 2023.

Decision:

1. To take into consideration the report on execution of the Business Plan of Rosseti Centre, PJSC following the results of 1Q 2023 in accordance with Appendices # 1-2 to this decision of the Board of Directors of the Company.
2. To note the deviations of the main parameters of the Business Plan based on the results of the 1st quarter of 2023 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
3. To instruct General Director of the Company to take measures aimed at the unconditional fulfillment of the indicator "The level of payment for the services provided for electricity transmission through grids" following the results of 9 months of 2023 and 2023.

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 2. On approval of the report on execution of the Company's Investment Program following the results of 1Q 2023.

Decision:

1. To take into consideration the report on execution of the Company's Investment Program following the results of 1Q 2023 in accordance with Appendices # 4-5 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company:

2.1. When forming and finalizing the draft Investment Program, to ensure: under contracts for the implementation of grid connection of the category of applicants over 150 kW, synchronization of the timing of the execution of measures under contracts concluded with contractors, with the deadlines for the execution of contracts for the implementation of grid connection, under contracts for the implementation of grid connection of a "preferential" category of applicants to provide for quarterly planning and their actual implementation, taking into account seasonality, the needs of the regions, the social activity of citizens, etc.

2.2. When forming and finalizing the draft Investment Program, to ensure that the results of the implementation of the Investment Program for the previous period are taken into account, as well as events that entail the need to be reflected in the Investment Program: signing agreements on reconstruction of facilities, emergency situations, etc.

2.3. To ensure the inclusion of transactions for the acquisition by the Kurskenergo branch of the municipal power grid property of the settlement of Medvenka, the city of Lgov, the settlement of Magnitny with the amount of financing - RUB 12.4 million including VAT in the Investment Program of the Company and its approval in the prescribed manner.

2.4. To submit a report on the execution of the instruction under clause 2.3 as part of the report of General Director of the Company on the acquisition of electric power facilities, the approval of the acquisition of which is not required by 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 | - «ABSTAINED» |
| 11. | Andrey Petrovich Tulba | - «FOR» |

Total:

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

Decision is taken.

Item 3. On consideration of the Company's internal audit report on assessing the effectiveness of corporate governance in the 2022-2023 corporate year.

Decision:

To take into consideration of the internal audit report of Rosseti Centre, PJSC on assessing the effectiveness of corporate governance in the 2022-2023 corporate year 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 | - «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 implementation of the decision of the Board of Directors of the Company on the item «On approval of the report on execution of the Company's Investment Program following the results of 9 months of 2022» (Minutes dated 08.02.2023 # 09/23).

Decision:

As part of the execution of the decision of the Board of Directors of the Company on the item «On approval of the report on execution of the Company's Investment Program following the results of 9 months of 2022» (Minutes dated 08.02.2023 # 09/23), to take into consideration the information on the conclusion of agreement for sale and purchase of electric grid property dated 20.09.2022 № 3100/19440/22 between Rosseti Centre, PJSC and LLC Substation Belgorod-2 (hereinafter referred to as the Agreement), which is a transaction related to acquisition of property constituting fixed assets, the purpose of which is transmission, dispatching, distribution of electric energy, on the following essential conditions:

Parties to the Agreement:

Rosseti Centre, PJSC (Buyer);
LLC Substation Belgorod-2 (Seller).

Subject of the Agreement:

The Seller sells, and the Buyer acquires ownership of the following facilities (hereinafter referred to as the Property):

– a non-residential building, purpose: non-residential, with an area of 1,398.3 sq. m., number of floors, including underground: 3, address: Russian Federation, Belgorod region, Belgorod, Serafimovich St., 80, cadastral number 31:16:0212007:182, owned by the Seller, which is confirmed by an extract from the Unified State Register of Real Estate about the property, as stated in the Unified State Register of Rights to Real Estate and Transactions with It on 24.10.2012 by registration record № 31-31-01/250/2012-103;

– a land plot with cadastral number 31:16:0212018:2 with an area of 7,070 sq. m., land category: land of settlements, permitted use: for the substation "Belgorodskaya - 2", owned by the Seller on the right of ownership, which is confirmed by an extract from the Unified State Register of Real Estate about the property, as stated in the Unified State Register of Rights to Real Estate and Transactions with It on 24.10.2012 by registration record № 31-31-01/250/2012-101;

– equipment of the SS 110/6 kV Belgorod - 2 in the amount of 13 positions (59 units), specified in Appendix # № 7 to this decision of the Board of Directors of the Company.

The Seller guarantees that before signing the Agreement, the Property has not been sold, donated, pledged, encumbered with the rights of third parties to anyone else, is not in dispute, under arrest (prohibition) and is free from any rights of third parties (Article 460 of the Civil Code of the Russian Federation).

The Parties agreed that, in accordance with paragraph 5 of Art. 488 of the Civil Code of the Russian Federation, the Seller does not have the right to pledge by virtue of the law on the Property until its full payment.

Price of the Agreement:

The price of the Property under the Agreement is 33 600 000 (Thirty-three million six hundred thousand) rubles 00 kopecks, including VAT (20%) in the amount of 3 600 000 (Three million six hundred thousand) rubles 00 kopecks. In part of the land plot, the price is not subject to VAT according to subpara. 6 of para. 2 of Art. 146 of the Tax Code of the Russian Federation.

Duration of the Agreement:

The Agreement comes into force from the moment of its signing and is valid until the completion of the registration of the Buyer's ownership of the acquired Property and until the completion of all settlements under the Agreement.

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.

Appendices:

1. The report on execution of the Business Plan of Rosseti Centre, PJSC following the results of 1Q 2023 (Appendices ## 1-2).
2. The deviations of the main parameters of the Business Plan based on the results of the 1st quarter of 2023 (Appendix # 3).
3. The report on execution of the Company's Investment Program following the results of 1Q 2023 (Appendices ## 4-5).
4. The internal audit report of Rosseti Centre, PJSC on assessing the effectiveness of corporate governance in the 2022-2023 corporate year (Appendix # 6).

5. The list of property constituting fixed assets, the purpose of which is transmission, dispatching, distribution of electric energy (Appendix # 7).

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

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya