

APPROVED BY:

decision of the Board of Directors of Rosseti Centre, PJSC  
Minutes # 52/24 dated 28 November 2024

**POLICY  
ON MANAGING A CONFLICT OF INTEREST AND  
A CORPORATE CONFLICT  
IN PUBLIC JOINT STOCK COMPANY  
«ROSSETI CENTRE»**

Moscow  
2024

## General Provisions

1.1. This Policy on managing a conflict of interest and a corporate conflict in Public Joint stock company «Rosseti Centre» (hereinafter referred to as the Policy) is an internal document of Rosseti Centre, PJSC (hereinafter referred to as the Company) and has been developed in accordance with the current legislation of the Russian Federation, the Corporate Governance Code approved on 21.03.2014 by the Board of Directors of the Bank of Russia and recommended by the letter of the Bank of Russia dated 10.04.2014 No. 06-52/2463 "On the Corporate Governance Code" for application by joint-stock companies whose securities are admitted to on-exchange trading (hereinafter referred to as the CGC of the Bank of Russia), the Articles of Association of the Company, the Regulation on the Board of Directors of the Company, the Corporate Governance Code of the Company, as well as other internal documents of the Company.

1.2. The main goal of preventing, identifying and (or) resolving corporate conflicts is to ensure effective protection of the interests of all parties to the conflict in the event of violation of their rights.

1.3. The following terms are used in this Policy:

**Conflict of interest** - any contradiction between the interests of the Company and the personal interests of a member of the Board of Directors of the Company or a member of the Management Board of the Company or the General Director of the Company, which shall be understood as any direct or indirect personal interests or interests in favour of a third party, including by virtue of his business, friendly, family and other connections and relations, his or persons associated with him<sup>1</sup> holding positions in another legal entity, his or persons associated with him owning shares in another legal entity, a contradiction between his duties in relation to the Company and duties in relation to another person.

**Corporate conflict** – documented claims and disputes that arise/have arisen between shareholders of the Company, the Company and its shareholders, including shareholders of the Company and the management bodies of the Company; between the management bodies of the Company; between/with controlled companies, with the holder of the register of shareholders of the Company, with the depository, which affect the interests of the Company and lead to a violation of the legislation of the Russian Federation, the provisions of the Articles of Association and/or internal documents of the Company, as well as the emergence of legal proceedings.

**The Corporate Secretary** - an official of the Company who ensures the Company's compliance with the legislation of the Russian Federation, the Articles of Association and internal documents of the Company, which guarantee the implementation of the rights and legitimate interests of the Company's shareholders.

**Rosseti Centre's Group** - Public Joint stock company «Rosseti Centre», as well as legal entities under the direct or indirect control of the Company.

Terms not specifically defined in this Policy are used in the meanings established by the current legislation of the Russian Federation, the Articles of Association and internal documents of the Company.

## 2. Principles of managing a conflict of interest and a corporate conflict

2.1. The main principles of managing a conflict of interest and a corporate conflict are:

- notification of the Company of a conflict of interest by members of the Board of Directors of the Company, members of the Management Board of the Company and the General Director of the Company in the cases established by clause 3.2 of this Policy;
- priority of the interests of the Company and its shareholders over the personal interests of the members of the Company's management bodies;
- priority participation of the Board of Directors of the Company in the prevention, identification and resolution of corporate conflicts;
- priority participation of independent directors of the Company in preventing corporate conflicts;
- clear delineation and inadmissibility of exceeding the powers of the Company's management bodies when resolving corporate conflicts;

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<sup>1</sup>Related persons are understood to mean: a spouse, parents, children, adoptive parents, adopted children, full and half siblings, grandparents, as well as other persons living together with an individual and running a common household with him/her.

- adoption by the Company's management bodies of decisions on issues within their competence in the absence of a conflict of interest;
- the obligation to promptly, accurately and fully inform the Company about a real or potential conflict of interest;
- maintaining a balance of interests of the parties to the relationship when resolving a corporate conflict, as well as objectivity and independence;
- compliance with the requirements of the legislation of the Russian Federation and the internal documents of the Company in managing a conflict of interest and a corporate conflict.

### **3. Measures for managing a conflict of interest**

3.1. Measures for managing a conflict of interest include its prevention and identification.

3.2. In order to implement measures to manage a conflict of interest, members of the Board of Directors of the Company, members of the Management Board of the Company and the General Director of the Company are obliged to:

- act in the interests of the Company in good faith and reasonably, refrain from actions that will lead or could potentially lead to a conflict between their interests and the interests of the Company, and in the event of the existence or occurrence of such a conflict, immediately notify the Chairman of the Board of Directors of the Company through the Corporate Secretary of the Company about such a conflict and the grounds for its occurrence;
- notify the Company of a conflict of interest in relation to any issue on the agenda of a meeting of the Company's management body before the expiration of the period established for the receipt of questionnaires, or before the start of the discussion of the relevant issue on the agenda (when holding a meeting in person (joint presence) or in person and in absentia), refrain from voting on any issue in which he has a conflict of interest;
- notify the Company about legal entities in relation to which they, their spouses, parents, children, full and half siblings, adoptive parents and adopted children and (or) their controlled organizations are controlling persons or have the right to give mandatory instructions; about legal entities in whose management bodies they, their spouses, parents, children, full and half siblings, adoptive parents and adopted children and (or) their controlled persons hold positions; about transactions being made or proposed, known to them, in which they may be recognized as related parties, as well as about changes in the said information, within the timeframes and in the manner stipulated by the internal documents of the Company;
- ensure the confidentiality of information, not disclose or use confidential information and insider information for personal purposes or for the purposes of third parties;
- provide the Company with information on the ownership of the Company's securities, as well as on the facts of their purchase and (or) sale, within the timeframes and in the manner stipulated by the Company's internal documents;
- take other reasonable measures to prevent and identify a conflict of interest.

3.3. In order to prevent a conflict of interest, the Company carries out the following functions:

- collection and analysis of information on interdependent<sup>2</sup> and related parties<sup>3</sup>;
- collection and analysis of information necessary for the preparation of a list of affiliated persons;
- collection and analysis of information on persons recognized in accordance with the legislation of the Russian Federation as related in the conclusion of a transaction (transactions) by the Company and the companies of Rosseti Centre's Group;
- collection and analysis of information on the composition of the governing bodies of controlled companies;

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<sup>2</sup> Interdependent persons are legal entities and/or individuals who can influence each other or the activities of the persons they represent. Influence on each other implies influence on the conditions or results of transactions or influence on the results of all activities (clause 1 of Article 105.1 of the Tax Code of the Russian Federation).

<sup>3</sup> Related parties are understood to be legal entities and/or individuals who are able to influence the activities of the organization preparing the financial statements, or whose activities the organization preparing the financial statements is able to influence (clause 4 of RAS 11/2008, clause 9 of IFRS (IAS) 24).

- bringing to the attention of the members of the Board of Directors of the Company, members of the Management Board of the Company and the General Director of the Company of their duties established by this Policy, as soon as possible after election to the relevant position;

- sending to members of the Board of Directors of the Company, members of the Management Board of the Company, and, in cases stipulated by law, to shareholders of the Company, notifications of a related transaction (interrelated transactions);

- compliance with procurement procedures and agreement of contracts established by the internal documents of the Company;

- monitoring of legal disputes of the Company with the participation of shareholders of the Company, members of the management bodies of the Company, controlled companies, the depository, and the holder of the register of shareholders of the Company;

- other actions to prevent a conflict of interest.

3.4. For the purpose of preventing a conflict of interest when coordinating/executing transactions, the Company has established a system for identifying them:

3.4.1. When coordinating contracts between employees/responsible departments of the Company, related transactions (several interrelated transactions) are identified.

3.4.2. In case of detection of a related transaction, notification of such a transaction is sent by the Corporate Secretary of the Company to:

- members of the Board of Directors of the Company, members of the Management Board of the Company;

- shareholders of the Company, if all members of the Board of Directors of the Company are related to the transaction (several interrelated transactions).

3.5. Identifying a conflict of interest is carried out by employees, officials and members of the management bodies of the Company in the course of performing their duties, during inspections carried out by the Department of Economic Security and Anti-Corruption Policy, the Internal Audit Department, the internal control and risk management service, the Audit Commission, the audit organization, as well as upon receipt of requests from shareholders of the Company in the manner established by the Information Policy of the Company.

3.6. The procedures for the prevention, timely detection and resolution of a conflict of interest in the Company are established by the internal documents of the Company.

3.7. Information about the identified conflict of interest of members of the Company's management bodies is communicated to the Chairman of the Board of Directors of the Company through the Corporate Secretary of the Company.

#### **4. Settlement of a corporate conflict**

4.1. The settlement of a corporate conflict is the process of implementing a set of pre-trial procedures aimed at resolving such a conflict.

4.2. Methods of resolving corporate conflicts are:

- settlement of a corporate conflict by the Board of Directors of the Company;

- mediation.

4.3. The Board of Directors of the Company shall take all necessary measures to resolve a corporate conflict. The main task of the Board of Directors of the Company in the process of resolving a corporate conflict is to make an objective, legal and justified decision that meets the interests of the Company.

4.4. The responsibility for recording corporate conflicts is assigned to the Corporate Secretary of the Company.

The Corporate Secretary of the Company ensures the registration of received requests, applications, letters and demands related to corporate conflicts in accordance with the procedure established by the Company.

4.5. The corporate conflict is resolved in the following order:

4.5.1. The Corporate Secretary of the Company, upon receiving information about a corporate conflict that has arisen:

4.5.1.1. Immediately informs the Chairman of the Board of Directors of the Company about any identified corporate conflict;

4.5.1.2. Collects information materials with the involvement of the Company's structural divisions for their subsequent study and analysis.

4.5.2. Based on the decision of the Chairman of the Board of Directors, the issue of a corporate conflict is submitted to the Board of Directors of the Company for consideration. At the same time, independent directors preliminarily evaluate possible actions and draft decisions. Such an assessment is included in the materials for the meeting of the Board of Directors of the Company at which the relevant issue is considered.

4.5.3. When considering the issue of a corporate conflict at a meeting of the Board of Directors of the Company, the parties to the corporate conflict, members of the Management Board of the Company and the General Director of the Company may be present.

4.5.4. In order to ensure an objective assessment of a corporate conflict and its effective resolution, persons whose interests are affected and/or may be affected by a corporate conflict should not take part in voting on the issue of resolving this conflict.

An official of the Company, who by virtue of his powers in the Company is obliged to participate in the resolution of corporate conflicts, must report that a corporate conflict affects and (or) may affect his interests immediately as soon as he becomes aware of it.

4.5.5. Decision-making by the Board of Directors of the Company is carried out taking into account the principles of managing a conflict of interest and a corporate conflict, as provided for in Section 2 of this Policy.

#### 4.6. Mediation:

4.6.1. The mediation procedure is carried out by mutual expression of will of the parties based on the principles of voluntariness, confidentiality, cooperation and equality of the parties, impartiality and independence of the mediator.

The basis for considering a corporate conflict with the participation of a mediator is an agreement concluded by the parties to conduct the mediation procedure, which must contain information:

- about the parties;
- about the subject of the dispute (the essence of the corporate conflict);
- about the mediator;
- on the procedure for conducting mediation;
- on the conditions for the parties' participation in the costs associated with the mediation procedure;
- about the timing of the mediation procedure.

An agreement on mediation may stipulate that the parties undertake not to apply to a court or arbitration court during the mediation procedure to resolve the dispute that has arisen, except in the case where one of the parties, in its opinion, needs to protect its rights. In an agreement on mediation, the parties also have the right to indicate that the mediator independently determines the procedure for conducting the mediation procedure, taking into account the circumstances of the dispute that has arisen, the wishes of the parties and the need for a prompt settlement of the dispute.

4.6.2. During the mediation procedure, the mediator has the right to request additional clarifications from the parties, meet and maintain communication with all parties together and with each of them individually.

4.6.3. Based on the results of the consideration of the corporate conflict, the parties enter into a mediation agreement.

4.7. Decisions made as a result of the consideration of a corporate conflict, including within the framework of the mediation procedure, are immediately communicated by the Corporate Secretary of the Company to all members of the Board of Directors of the Company, members of the Management Board of the Company, the General Director of the Company and the parties to the corporate conflict.

4.7.1. The list of measures for settling a corporate conflict specified in this Policy is not exhaustive. In each specific case, there may be other ways to settle a conflict depending on the area in which it arises.

## 5. Final provisions

5.1. If it is impossible to resolve the corporate conflict that has arisen, the parties to the conflict may go to court.

5.2. If, in the process of preventing, identifying and (or) resolving corporate conflicts, violations of the requirements of the legislation of the Russian Federation, the Articles of Association and (or) internal documents of the Company are committed, leading to damage to the Company and (or) its shareholders, the persons guilty of such violations shall be held liable in accordance with the current legislation of the Russian Federation.

5.3. The Board of Directors of the Company shall exercise control over the implementation of this Policy, including the analysis and assessment of its implementation.