

Appendix # 1__
to the decision of the Board of Directors of Rosseti
Centre, PJSC

APPROVED
by the decision of the Board of Directors of Rosseti
Centre, PJSC
«16» November 2021
(Minutes dated «19» November 2021 # 51//21)

The Policy
on the ownership by members of the Board of Directors of Rosseti Centre,
PJSC of shares in Rosseti Centre, PJSC and shares
(stakes in the authorized capital) of business entities controlled by Rosseti
Centre, PJSC

Moscow,
2021

1. General Provisions

1.1. This Policy has been developed in accordance with Federal Law of 26 December 1995 No. 208-FZ "On Joint Stock Companies", Federal Law of 22 April 1996 No. 39-FZ "On the Securities Market", other regulatory legal acts of the Russian Federation, the Corporate Governance Code recommended for use by joint-stock companies whose securities are admitted to on-exchange trading, letter of the Bank of Russia dated 10 April 2014 No. 06-52/2463, and the Articles of Association of Public Joint stock company «Rosseti Centre» (hereinafter referred to as the Company).

1.2. This Policy is an internal document of the Company that establishes the rules of ownership by members of the Board of Directors of the Company, including independent directors, shares of the Company, as well as shares (stakes in authorized capital) of business entities controlled by the Company.

1.3. This Policy is aimed at achieving the following objectives:

- increasing the efficiency and transparency of the activities of the Board of Directors of the Company;
- growth of the capitalization of the Company in the long term;
- increasing the interest of members of the Board of Directors of the Company in the successful development of the Company;
- prevention of a conflict of interests of the members of the Board of Directors of the Company with the interests of the Company;
- convergence of the financial interests of the members of the Board of Directors of the Company with the long-term interests of shareholders;
- maintaining a high level of corporate governance in the Company;
- effective performance of the functions of the Board of Directors of the Company as a professional body of strategic management.

1.4. To achieve these goals in this Policy, the following tasks are solved:

- establishment of transparent and understandable rules and regulations for the ownership by members of the Board of Directors of the Company of shares of the Company and shares (stakes in authorized capital) of business entities controlled by the Company;
- formation of a clear mechanism for informing the Company by members of the Board of Directors of the Company when they conclude transactions with shares of the Company and shares (stakes in authorized capital) of business entities controlled by the Company;
- establishment of a procedure for monitoring the implementation of this Policy.

1.5. The rules established by this Policy are mandatory for members of the Board of Directors of the Company.

1.6. The rules and restrictions established by this Policy apply to persons related¹ to members of the Board of Directors of the Company.

¹ A related person - a spouse, parents, children, adoptive parents, adopted children, full and half brothers and sisters, grandparents, as well as another person living together with a member of the Board of Directors and maintaining a common household with him.

2. Ownership by members of the Board of Directors of the Company of shares of the Company and shares (stakes in authorized capital) of business entities controlled by the Company

2.1. Members of the Board of Directors of the Company have the right to own shares in the Company and shares (stakes in authorized capital) of business entities controlled by the Company, including those acquired prior to election to the Board of Directors of the Company, subject to the provisions of this Policy.

2.2. Members of the Board of Directors of the Company have the right to acquire shares of the Company independently at their own expense, as well as sell shares of the Company, taking into account the requirements of this Policy and current legislation.

Transactions with shares owned by a member of the Board of Directors of the Company must not harm the reputation of the Company.

2.3. Members of the Board of Directors of the Company exercise their rights to shares (voting rights, preemptive rights, the right to demand redemption, the right to receive dividends and other rights) on a general basis in accordance with the legislation of the Russian Federation.

Transfer of voting rights to third parties during the period of holding shares and obtaining voting rights from third parties are undesirable.

2.4. The Company allows the possibility of concluding shareholder agreements with other shareholders of the Company by a member of the Board of Directors of the Company who owns the shares of the Company, if the terms of such an agreement do not harm the interests of the Company and other shareholders, and also do not entail a conflict of interest.

Members of the Board of Directors of the Company who own shares of the Company must, as soon as possible, notify the Company of their acquisition of a degree of control disproportionate to their participation in the authorized capital of the Company, including on the basis of a shareholder agreement with another shareholder (s) of the Company, no later than 15 (Fifteen) business days from the date that control was acquired.

The notification provided for by this clause is sent by a member of the Board of Directors of the Company through the Corporate Secretary of the Company in one of the following ways:

- on paper by handing it over to the Corporate Secretary of the Company against signature;
- in the form of an electronic image of the notification (notification on paper, converted into electronic form by scanning with the preservation of details) by sending to the email address of the Corporate Secretary of the Company.

Joint actions of a member of the Board of Directors of the Company and persons with whom he entered into shareholder agreements on transactions with shares of the Company must comply with this Policy.

A member of the Board of Directors of the Company independently ensures that such persons fulfill the requirements of this Policy.

2.5. Members of the Board of Directors of the Company are not recommended to own shares (stakes) in authorized capital of business entities controlled by the Company.

2.6. Independent directors may own shares of the Company on an equal basis with other members of the Board of Directors of the Company, provided that such ownership (direct or indirect) does not affect the objectivity and independence of their judgments.

An independent director intending to become the owner (directly or indirectly) of the shares of the Company, or the beneficiary of the shares of the Company, which constitute more than 1 (One) percent of the authorized capital or the total number of voting shares of the Company or the market value of which is more than 20 (Twenty) times higher than annual fixed (base) remuneration of a member of the Board of Directors of the Company, must be aware that this leads to the loss of the status of an independent director.

2.7. An independent director is obliged to notify the Company of the intention:

- to complete a transaction related to the acquisition of the Company's shares, as a result of which he can become the owner (directly or indirectly) of the shares of the Company, or a beneficiary of the shares of the Company, which constitute more than 1 (One) percent of the authorized capital or the total number of voting shares of the Company;

- to complete a transaction related to the acquisition of the Company's shares, the market value of which is more than 20 (twenty) times the amount of the annual fixed (base) remuneration to a member of the Board of Directors of the Company.

The notice provided for by this clause of the Policy must be sent to the Company through the Corporate Secretary of the Company in the manner prescribed by clause 2.4 of this Policy, no later than 20 (Twenty) business days prior to the expected date of the transaction with the Company's shares by the independent director of the Company.

2.8. The Company is obliged, within 15 (Fifteen) business days from the date of receipt of the notification of the independent director of the intention to conclude a transaction with the shares of the Company specified in clause 2.7 of this Policy, to inform the independent director of possible negative consequences for the Company in connection with the loss of the status of an independent member of the Board of Directors of the Company and the timeframe that the Company needs to prevent them.

The message provided for by this clause of the Policy must be sent by the Company to the independent director in one of the following ways:

- on paper by sending a registered mail with a return receipt (other registered mail with a notification from the sender about delivery to the addressee) to the mailing address specified in the questionnaire of the member of the Board of Directors of the Company or by delivery against signature;

- in the form of an electronic image of a message (a message on paper, converted into electronic form by scanning with the preservation of details) by sending the e-mail address indicated in the questionnaire of the member of the Board of Directors of the Company.

The conclusion by the independent director of a transaction with the shares of the Company specified in clause 2.7 of this Policy is possible only after the Company has prevented possible negative consequences.

2.9. Members of the Board of Directors of the Company who own, directly or indirectly, jointly with related persons, shares of the Company or shares (stakes in authorized capital) of business entities controlled by the Company must strictly comply with the requirements established by local regulations of the Company and current legislation in order to prevent situations associated with a conflict of interests of the members of the Board of Directors of the Company with the interests of the Company.

2.10. A person who is a candidate for election to the Board of Directors of the Company must include in the application form of a candidate for election to the Board of Directors of the Company information on the direct or indirect ownership of shares in the Company and shares (stakes in authorized capital) controlled by the Company. In the absence of such information in the questionnaire, the person included in the list of candidates for election to the Board of Directors of the Company must, at the request of the Board of Directors of the Company, the Personnel and Remuneration Committee of the Board of Directors of the Company or the Corporate Secretary of the Company, provide the relevant information.

2.11. Members of the Board of Directors of the Company who own shares of the Company or shares (stakes in authorized capital) of business entities controlled by the Company are prohibited from using any hedging mechanisms² that neutralize the motivational effect of long-term ownership

² Hedging - transactions (a set of transactions) with derivative financial instruments (including of different types), performed in order

of shares.

2.12. Members of the Board of Directors of the Company, being insiders of the Company, are obliged to notify the Company, as well as the Bank of Russia, about the transactions performed by them with the Company's securities and about the conclusion of agreements that are derivative financial instruments, the price of which depends on such securities, in the manner and within the time frame established regulations of the Bank of Russia and the Regulation on insider information of the Company.

2.13. Members of the Board of Directors of the Company are obliged to notify the Company of their intention to conclude a transaction with shares of the Company or shares (stakes in authorized capital) of business entities controlled by the Company through the Corporate Secretary of the Company in the manner provided for in clause 2.4 of this Policy, no later than 10 (Ten) business days before the expected date of its execution, and on the fact of such a transaction - no later than the working day following the day of its execution.

If a member of the Board of Directors of the Company sends a notice of his intention to conclude a transaction with shares of the Company in the manner prescribed by clause 2.7 of this Policy, in accordance with this clause of the Policy, only a notice of the fact of the transaction shall be sent to the Company.

2.14. The notification of the fact of a transaction (of the intention to complete a transaction) with shares of the Company or shares (stakes in authorized capital) of business entities controlled by the Company, provided for in clauses 2.7 and 2.13 of this Policy, must contain the essential terms of the transaction, including: a type of the transaction, a category (type) and the number of shares with which the transaction is/was completed.

2.15. Information on the ownership of shares in the Company by members of the Board of Directors of the Company or shares (stakes in authorized capital) of business entities controlled by the Company, including information obtained in accordance with the procedure provided for in clauses 2.4 and 2.13 of this Policy, is disclosed by the Company in the annual report.

2.16. If a member of the Board of Directors of the Company owning shares of the Company or shares (stakes in authorized capital) of business entities controlled by the Company, while exercising the functions of a member of the Board of Directors of the Company, has a conflict of interest, the priority for the member of the Board of Directors of the Company should be the interests of the Company and its shareholders.

2.17. Ownership of shares in the Company and shares (stakes in authorized capital) of business entities controlled by the Company should not affect the adoption of decisions by the member of the Board of Directors of the Company on issues on the agenda of meetings of the Board of Directors of the Company.

2.18. Members of the Board of Directors of the Company must refrain from performing any transactions with shares of the Company and shares (stakes) of business entities controlled by the Company during periods when such transactions are prohibited in accordance with the current legislation and internal documents of the Company, in particular, the Regulation on insider information of the Company.

3. Monitoring of compliance of directors with the rules regarding the ownership of shares in the Company and shares (stakes in authorized capital) of business entities controlled by the Company

to reduce (compensate) the consequences unfavourable for the hedging entity (in whole or in part) caused by the occurrence of a loss, a shortfall in profit, a decrease in revenue, a decrease in market value property, including property rights (rights of claim), an increase in the hedging entity's liabilities due to changes in the price, interest rate, exchange rate, including the rate of foreign currency to the currency of the Russian Federation, or another indicator (a set of indicators) of the hedged item (items).

3.1. The Company regularly takes measures to monitor compliance with the provisions of this Policy by members of the Board of Directors of the Company through legal expertise received from members of the Board of Directors of the Company, including independent directors, notifications of intention to conclude a transaction/the fact of a transaction, analysis of information contained in questionnaires of candidates for election to the Board of Directors of the Company.

3.2. Members of the Board of Directors of the Company must refrain from actions that will or may lead to a conflict between their interests and the interests of the Company. In the event of a potential conflict of interest for a member of the Board of Directors of the Company, including if there is an interest in the conclusion of a transaction by the Company, such a member of the Board of Directors of the Company is obliged to take actions established by the provisions of the Regulation on the Board of Directors of the Company.

3.3. If the Corporate Secretary of the Company receives information about the intention of a member of the Board of Directors of the Company to conclude a transaction with his shares of the Company or shares (stakes in authorized capital) of business entities controlled by the Company, the Corporate Secretary of the Company shall forward such information to the Personnel and Remuneration Committee of the Board of Directors of the Company, which, in turn, has the right to formulate recommendations regarding the planned transaction aimed at levelling the risk of a conflict of interest, violation of local regulations of the Company, violation of the interests of the Company and shareholders.

3.4. In case of receipt of information on non-compliance of members of the Board of Directors of the Company with the provisions of this Policy, the Corporate Secretary of the Company shall send such information to the Chairman of the Board of Directors of the Company to include in the agenda of the next meeting of the Board of Directors of the Company the issue of assessing the actions of the member of the Board of Directors of the Company.

Recommendations on the issue under consideration are preliminary given by the Personnel and Remuneration Committee of the Board of Directors of the Company.

The Board of Directors of the Company at its meeting considers materials and makes a decision on the issue of assessing the actions of the member of the Board of Directors of the Company related to non-compliance with the rules and recommendations of this Policy.

4. Final provisions

4.1. This Policy, as well as the changes made to it, are approved by the decision of the Board of Directors of the Company.

4.2. This Policy is subject to publication on the official website of the Company.

4.3. Control over compliance with this Policy is carried out by the Board of Directors of the Company.