



**INFORMATION (MATERIALS)**  
provided for review by persons entitled to vote  
when making decisions at the annual meeting of the  
General Meeting of Shareholders  
of Rosseti Centre, PJSC following the results of 2024

11 June 2025



## MATERIALS FOR THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC 2025

NOTICE OF THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC  
DIRECTIONS TO THE VENUE OF THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC  
IMPORTANT INFORMATION FOR SHAREHOLDERS. INFORMATION ON THE VOTING PROCEDURE AT THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC  
SAMPLE FORM OF A POWER OF ATTORNEY WHICH A SHAREHOLDER CAN ISSUE TO HIS REPRESENTATIVE AND THE PROCEDURE FOR ITS CERTIFICATION  
RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND THE PROCEDURE FOR MAKING DECISIONS ON THE AGENDA OF THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC  
INFORMATION ABOUT THE SHAREHOLDERS' AGREEMENTS CONCLUDED DURING THE YEAR PRIOR TO THE DATE OF THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC  
INFORMATION ON THE TOTAL NUMBER OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC, IN RELATION TO WHOM THE SENDING OF NOTIFICATIONS ON THE HOLDING OF A MEETING OR ABSENTEE VOTING AND (OR) VOTING BALLOTS, PAYMENT OF DIVIDENDS, AND THE SHARE FRACTION OWNED BY THEM IN THE AUTHORIZED CAPITAL OF THE COMPANY AND IN THE TOTAL NUMBER OF VOTING SHARES OF THE COMPANY HAS BEEN SUSPENDED  
INFORMATION ON THE TOTAL AMOUNT OF UNCLAIMED DIVIDENDS OF ROSSETI CENTRE, PJSC, DETERMINED ACCORDING TO THE FINANCIAL STATEMENTS AS OF THE LAST REPORTING DATE BEFORE MAKING A DECISION TO HOLD THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS BASED ON THE RESULTS OF 2024

### ITEM No. 1 "ON APPROVAL OF THE ANNUAL REPORT OF THE COMPANY FOR 2024"

Explanatory information on the issue  
Draft resolution on the issue  
Annual Report of Rosseti Centre for 2024 (APPENDIX 1.1 to the Presentation)  
Recommendations of the Board of Directors of Rosseti Centre on the preliminary approval of the Company's Annual Report for 2024 and recommendations to the annual meeting of the General Meeting of Shareholders on its approval  
Report on related party transactions concluded by Rosseti Centre in 2024 (APPENDIX 1.2 to the Presentation)  
Recommendations of the Board of Directors of Rosseti Centre on submitting for approval at the annual meeting of the General Meeting of Shareholders the annual financial statements of the Company for 2024  
Conclusion of the Audit Commission of Rosseti Centre for 2024  
Conclusion of the internal auditor of Rosseti Centre on the results of the assessment of the reliability and effectiveness of the risk management and internal control system, the effectiveness of the Company's corporate governance

### ITEM No. 2 "ON APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF THE COMPANY FOR 2024"

Explanatory information on the issue  
Draft resolution on the issue  
Annual financial statements of Rosseti Centre for 2024 (APPENDIX 2 to the Presentation)  
Conclusion of the Audit Commission of Rosseti Centre for 2024  
Auditor's report of the audit organization on the financial statements of Rosseti Centre for 2024  
Conclusion of the Audit Committee of the Board of Directors of Rosseti Centre on the assessment of the quality of the audit, the auditor's reports and the effectiveness of the process of conducting an external audit of the financial statements of Rosseti Centre

### ITEM No. 3 "ON DISTRIBUTION OF PROFITS (INCLUDING THE PAYMENT (DECLARATION) OF DIVIDENDS) AND LOSSES OF THE COMPANY BASED ON THE RESULTS OF 2024"

Explanatory information on the issue (justification for the proposed distribution of net profit)  
Draft resolution on the issue  
Recommendations of the Board of Directors of Rosseti Centre on the distribution of profits (losses) of the Company based on the results of 2024, including the amount of dividends on the Company's shares and the procedure for its payment and in terms of determining the date on which persons entitled to receive dividends are recorded

### ITEM No. 4 "ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY"

Explanatory information on the issue  
Draft resolution on the issue  
Information on candidates for the Board of Directors of Rosseti Centre, including information on who nominated the candidate, information on the availability of the candidate's written consent, information on the professional qualifications of the candidates, including an assessment of candidates for compliance with the "Competence Matrix"  
Information on compliance with the independence criteria established by the Moscow Exchange Listing Rules, including the assessment of candidates for independence criteria  
Conclusion of the Committee on Personnel and Remuneration of the Board of Directors of Rosseti Centre on the evaluation of candidates for the Board of Directors of Rosseti Centre

### ITEM No. 5 "ON ELECTION OF MEMBERS OF THE AUDIT COMMISSION OF THE COMPANY"

Explanatory information on the issue  
Draft resolution on the issue  
Information about candidates for the Audit Commission of Rosseti Centre, including information about who nominated the candidate, information about the availability of the candidate's written consent, information about the professional qualifications of the candidates

### ITEM No. 6 "ON APPOINTMENT OF THE AUDIT ORGANIZATION OF THE COMPANY"

Explanatory information on the issue (description of the procedure for selecting an audit organization, information on the proposed remuneration of the audit organization)  
Draft resolution on the issue  
Information about the candidate of the audit organization of Rosseti Centre, including information about the professional qualities and independence of the audit organization  
Conclusion of the Audit Committee of the Board of Directors of Rosseti Centre on the evaluation of the candidacy of the audit organization



## MATERIALS FOR THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC 2025

### **ITEM No. 7 "ON APPROVAL OF THE ARTICLES OF ASSOCIATION OF ROSSETI CENTRE, PJSC IN A NEW EDITION"**

Explanatory information on the issue

Draft resolution on the issue

Draft Articles of Association of the Company in a new edition (APPENDIX 3 to the Presentation)

Current edition of the Company's Articles of Association (APPENDIX 4 to the Presentation)

Summary table of amendments and additions to the Company's Articles of Association (APPENDIX 5 to the Presentation)

### **ITEM No. 8 "ON APPROVAL OF THE REGULATION ON THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC IN A NEW EDITION"**

Explanatory information on the issue

Draft resolution on the issue

Draft Regulation on the General Meeting of Shareholders of the Company in a new edition (APPENDIX 6 to the Presentation)

Current edition of the Regulation on the General Meeting of Shareholders of the Company (APPENDIX 7 to the Presentation)

Summary table of amendments and additions to the Regulation on the General Meeting of Shareholders of the Company (APPENDIX 8 to the Presentation)

### **ITEM No. 9 "ON APPROVAL OF THE REGULATION ON THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC IN A NEW EDITION"**

Explanatory information on the issue

Draft resolution on the issue

Draft Regulation on the Board of Directors of the Company in a new edition (APPENDIX 9 to the Presentation)

Current edition of the Regulation on the Board of Directors of the Company (APPENDIX 10 to the Presentation)

Summary table of amendments and additions to the Regulation on the Board of Directors of the Company (APPENDIX 11 to the Presentation)

### **ITEM No. 10 "ON APPROVAL OF THE REGULATION ON THE AUDIT COMMISSION OF ROSSETI CENTRE, PJSC IN A NEW EDITION"**

Explanatory information on the issue

Draft resolution on the issue

Draft Regulation on the Audit Commission of the Company in a new edition (APPENDIX 12 to the Presentation)

The current edition of the Regulation on the Audit Commission of the Company (APPENDIX 13 to the Presentation)

Summary table of amendments and additions to the Regulation on the Audit Commission of the Company (APPENDIX 14 to the Presentation)

### **ITEM No. 11 "ON APPROVAL OF THE REGULATION ON THE MANAGEMENT BOARD OF ROSSETI CENTRE, PJSC IN A NEW EDITION"**

Explanatory information on the issue

Draft resolution on the issue

Draft Regulation on the Management Board of the Company in a new edition (APPENDIX 15 to the Presentation)

Current edition of the Regulation on the Management Board of the Company (APPENDIX 16 to the Presentation)

Summary table of amendments and additions to the Regulation on the Management Board of the Company (APPENDIX 17 to the Presentation)

### **ITEM No. 12 "ON APPROVAL OF THE REGULATION ON PAYMENT OF REMUNERATION AND COMPENSATION TO MEMBERS OF THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC IN A NEW EDITION"**

Explanatory information on the issue

Draft resolution on the issue

Draft Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition (APPENDIX 18 to the Presentation)

The current edition of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company (APPENDIX 19 to the Presentation)

Summary table of amendments and additions to the Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company (APPENDIX 20 to the Presentation)

### **ITEM No. 13 "ON APPROVAL OF THE REGULATION ON PAYMENT OF REMUNERATION AND COMPENSATION TO MEMBERS OF THE AUDIT COMMISSION OF ROSSETI CENTRE, PJSC IN A NEW EDITION"**

Explanatory information on the issue

Draft resolution on the issue

Draft Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition (APPENDIX 21 to the Presentation)

The current edition of the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company (APPENDIX 22 to the Presentation)

Summary table of amendments and additions to the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company (APPENDIX 23 to the Presentation)

*Materials to the Annual Meeting of the General Meeting of Shareholders of Rosseti Centre, PJSC 2025*



## MATERIALS FOR THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC 2025

### NOTICE OF THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC

Dear shareholders!

**Public Joint stock company «Rosseti Centre» announces the holding of the annual meeting of the General Meeting of Shareholders with the following agenda:**

1. On approval of the annual report of the Company for 2024.
2. On approval of the annual financial statements of the Company for 2024.
3. On distribution of profits (including the payment (declaration) of dividends) and losses of the Company based on the results of 2024.
4. On election of members of the Board of Directors of the Company.
5. On election of members of the Audit Commission of the Company.
6. On appointment of the audit organization of the Company.
7. On approval of the Articles of Association of Rosseti Centre, PJSC in a new edition.
8. On approval of the Regulation on the General Meeting of Shareholders of Rosseti Centre, PJSC in a new edition.
9. On approval of the Regulation on the Board of Directors of Rosseti Centre, PJSC in a new edition.
10. On approval of the Regulation on the Audit Commission of Rosseti Centre, PJSC in a new edition.
11. On approval of the Regulation on the Management Board of Rosseti Centre, PJSC in a new edition.
12. On approval of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of Rosseti Centre, PJSC in a new edition.
13. On approval of the Regulation on the payment of remuneration and compensation to members of the Audit Commission of Rosseti Centre, PJSC in a new edition.

**The method of decision-making by the General Meeting of Shareholders of Rosseti Centre, PJSC:** a meeting, voting at which is combined with absentee voting.

**Date of the meeting:** 11 June 2025.

**The meeting will be held at** 10:00 a.m. local time.

**Closing date for accepting ballot papers for absentee voting:** 08 June 2025.

**Venue of the meeting:** Moscow, Mezhdunarodnoye Shosse, 28 B, building 5 (Hotel "Sheraton Skypoint Luxe", Grand Ballroom).

**Registration of persons entitled to vote in making decisions by the General Meeting of Rosseti Centre, PJSC begins** at 09:00 a.m. local time.

**The date on which persons entitled to vote in making decisions by the General Meeting of Shareholders of Rosseti Centre, PJSC are determined (recorded):** 17 May 2025.

**Categories (types) of shares whose owners have the right to vote on all issues on the agenda:** ordinary shares.

**We would like to draw the attention of shareholders registered in the register of shareholders of the Company to the need to promptly update their data in the register of shareholders, including full name / name, identity document / state registration document, date of birth, registration address, postal address, TIN, bank details, email address.**

Persons entitled to vote in making decisions by the General Meeting of Shareholders of the Company may familiarize themselves with the information (materials) provided in preparation for the annual meeting of the General Meeting of Shareholders of Rosseti Centre, PJSC from May 2025 to 11 June 2025 from 10 hours 00 minutes to 17 hours 00 minutes local time, excluding weekends and holidays, at the following addresses:

- Russia, Moscow, Malaya Ordynka St., 15, Rosseti Centre, PJSC,
- Russia, Moscow, Pravdy St., 23, JSC VTB Registrar,

The specified information is also posted on the Company's website: [www.mrsk-1.ru](http://www.mrsk-1.ru).

Information (materials) provided in preparation for the annual meeting of the General Meeting of Shareholders of the Company will also be available to persons participating in the annual meeting of the General Meeting of Shareholders of the Company during its holding.

If the person registered in the register of shareholders of the Company is a nominal holder of shares, the specified information (materials) is provided in accordance with the rules of the legislation of the Russian Federation on securities for the provision of information (materials) to persons exercising rights under securities.

**Postal addresses to which completed ballot papers can be sent:**

- 119017, Russia, Moscow, Malaya Ordynka St., 15, Rosseti Centre, PJSC,
- 127137, Russia, Moscow, P.O. Box 54, JSC VTB Registrar.

Voting ballots must be signed by the person entitled to vote when decisions are made by the General Meeting of Shareholders, or by his representative, with his own handwritten signature.

Persons entitled to vote when making decisions by the General Meeting of Shareholders of the Company are provided with technical conditions for participating in voting at the meeting by filling out an electronic form of ballots (hereinafter referred to as electronic ballots) on the website of JSC VTB Registrar, which is the holder of the register of owners of the Company's securities. Such participation is carried out through the "Shareholder's Personal Account" service on the Registrar's website at <https://www.vtbreg.ru>.

To connect to the "Shareholder's Personal Account" service, you must:

**• for individual shareholders:**

- fill out the electronic Application form on the Registrar's website at <https://www.vtbreg.ru>;
- submit an Application to any division of JSC VTB Registrar listed on the website at <https://www.vtbreg.ru>;
- use a temporary login and password to access the "Shareholder's Personal Account", information about which is available in the bulletins sent to shareholders by mail.

**• for shareholders who are legal entities:**

- submit an Application in paper form to any division of JSC VTB Registrar listed on the website at <https://www.vtbreg.ru>.

Shareholders also have the option of logging into the "Shareholder's Personal Account" using the State Services portal account (ESIA) or using an electronic signature on a SIM card (1C-SIM service).

Filling out and sending an electronic ballot to the Registrar in the "Shareholder's Personal Account" is possible both at the stage of early voting (no later than two days before the date of the meeting) and during the meeting.

In addition, the owner of securities, the rights to which are recorded by a nominal holder or a foreign nominal holder, has the right to participate in the meeting in person, including through his representative, or by giving instructions to the nominal holder or foreign nominal holder to vote in a certain way, if this is provided for by the agreement concluded with the nominal holder or foreign nominal holder.

When determining the quorum and summing up the voting results, the votes of shareholders are taken into account:

- who are registered to participate in the meeting, including using the "Shareholder's Personal Account" on the Registrar's website at <https://www.vtbreg.ru>;
- whose ballots will be received and (or) the electronic form of whose ballots will be filled out in the "Shareholder's Personal Account" on the Registrar's website at <https://www.vtbreg.ru> no later than 08 June 2025;
- who provided persons recording their rights to shares with instructions on voting in accordance with the rules of the legislation of the Russian Federation on securities, if messages about their expression of will are received no later than 08 June 2025.

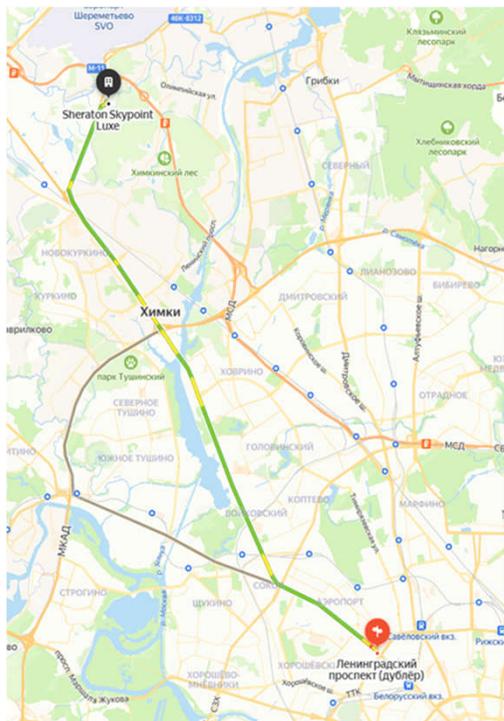
Shareholders of the Company who voted in absentia have the right to participate in the annual meeting of the General Meeting of Shareholders of the Company without the opportunity to vote thereon.

During the preparation for the meeting, the Company maintains a telephone channel for communication with shareholders: 8 (495) 747-92-92 (30-37). The Company also uses a special e-mail address for communication with shareholders: [ir@mrsk-1.ru](mailto:ir@mrsk-1.ru) and provides a forum on agenda issues on the Company's website at the address: <https://www.mrsk-1.ru/about/management/controls/forum/>.

Contact person: Svetlana Vladimirovna Lapinskaya – Corporate Secretary of the Company.

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

## DIRECTIONS TO THE VENUE OF THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC



On 11 June 2025, you can get to the venue of the annual meeting of the General Meeting of Shareholders of Rosseti Centre, PJSC at the address: Moscow, Mezhdunarodnoye Shosse, 28 B, building 5 (Hotel "Sheraton Skypoint Luxe", Grand Ballroom) as follows:

**By public transport**

- **from the Planernaya metro station - Sheraton Skypoint Luxe**  
Bus № 817 (towards the region) to the stop “Melkisarovo”, then 2 minutes on foot
- **from the Rechnoy Vokzal metro station - Sheraton Skypoint Luxe**  
Bus № 851, № 400 (towards the region) to the stop “Butakovo”, transfer to Bus № 817 to the stop “Melkisarovo”, then 2 minutes on foot

**By private transport**

Exit from the Third Transport Ring onto Leningradsky Prospekt (towards the region)



## MATERIALS FOR THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC 2025

### IMPORTANT INFORMATION FOR SHAREHOLDERS. INFORMATION ON THE VOTING PROCEDURE AT THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC

Dear shareholders!

Please familiarize yourself with the voting procedure on the agenda items of the meeting, since voting at the meeting is the basic right of a shareholder, which determines the decisions taken by shareholders and the work of the Company in the future.

Voting at the meeting is carried out using ballots No. 1-3. Each ballot must be signed by a shareholder or his representative.

#### Who has the right to vote

Persons included in the list of persons entitled to vote when making decisions by the General Meeting of Shareholders, compiled as of 17 May 2025 (the record date), have the right to vote on all issues on the agenda of the meeting .

In addition, in the event of the transfer of shares after the specified date, their acquirers by proxy from a person included in the list, if such a possibility is provided for by the agreement on the transfer of shares.

**When registering, persons arriving to participate in the annual meeting of the General Meeting of Shareholders of Rosseti Centre, PJSC on 11 June 2025, must present the following documents:**

(1) shareholders (individuals) – identity documents;

(2) representatives of shareholders (individuals) – documents certifying the identity of the representative and powers of attorney on behalf of the shareholders, executed in accordance with the procedure established by the legislation of the Russian Federation, and legal representatives of shareholders (shareholder) – documents confirming their authority;

(3) representatives of shareholders (legal entities) - documents certifying the identity of the representative and powers of attorney on behalf of the shareholders, executed in accordance with the procedure established by the legislation of the Russian Federation;

(4) directors of shareholders (legal entities) – documents certifying the identity of the director;

(5) heirs and legal successors of persons included in the list of persons entitled to vote when making decisions by the General Meeting of Shareholders of the Companies - documents certifying identity and confirming legal succession in accordance with the requirements of the legislation of the Russian Federation.

#### Voting procedure

Voting at the meeting on items No. 1-3, No. 5-13, is carried out according to the principle "One voting share of the Company - one vote". When voting on items No. 1-3, No. 5-13 of the agenda, the voter has the right to choose only one voting option "FOR", "AGAINST" or "ABSTAINED", crossing out unnecessary options. When voting on item No. 5 of the agenda of the Meeting - voting is carried out for each candidate for membership in the Audit Commission separately. Distribution of votes is not required.

Voting at the meeting on item No. 4 is carried out by cumulative voting on the basis of Article 59 of the Federal Law "On Joint-Stock Companies". When voting on item No. 4 of the agenda, the number of votes belonging to the shareholder is multiplied by "11" - the number of persons who must be elected to the Board of Directors of the Company. The shareholder has the right to cast the votes received in this way entirely for one candidate or distribute them between two or more candidates.

#### Voting methods and terms

The ballot signed in accordance with paragraph 8 of Article 60 of the Federal Law "On Joint-Stock Companies" must be received by the Registrar of the Company or by the Company no later than 08 June 2025.

Persons entitled to vote when making decisions at the General Meeting of Shareholders of the Company are provided with technical conditions for participating in voting at the meeting by filling out an electronic form of ballots (hereinafter referred to as electronic ballots) on the website of JSC VTB Registrar, which is the holder of the register of owners of the Company's securities. Such participation is carried out through the "Shareholder's Personal Account" service on the Registrar's website at <https://www.vtbreg.ru>

Filling out and sending an electronic ballot to the Registrar in the "Shareholder's Personal Account" is possible both at the stage of early voting (no later than two days before the date of the meeting) and during the meeting.

In addition, the owner of securities, the rights to which are recorded by a nominal holder or a foreign nominal holder, has the right to participate in the meeting in person, including through his representative, or by giving instructions to the nominal holder or foreign nominal holder to vote in a certain way, if this is provided for by the agreement concluded with the nominal holder or foreign nominal holder.

#### ATTENTION!

**(1)** In accordance with the Company's Articles of Association, **starting in 2026** (from the next General Meeting of Shareholders of the Company), **voting ballots will be sent** to shareholders only **by e-mail** to the addresses specified in the register of shareholders of the Company.

**(2)** In accordance with Federal Law No. 287-FZ of 08.08.2024, **starting from 01.09.2027, dividends** will be paid to persons whose rights to shares are recorded in the register of shareholders of Rosseti Centre, PJSC **by transferring funds to their bank accounts**, the details of which are available to the Company's registrar - JSC VTB Registrar.

To ensure the possibility of receiving ballots by e-mail and/or receiving dividends on a bank card or bank account, a shareholder **must update his/her questionnaire**.

Updating the data of registered persons in the register of shareholders of the Company is carried out by JSC VTB Registrar. According to the approved tariffs of the Registrar, from 11.01.2025, **making changes to the questionnaire data** of the shareholders of the Company is **FREE** (the current price list of the registrar's services is posted on its website at <https://www.vtbreg.ru/shareholder/registrar/>).

**IMPORTANT INFORMATION FOR SHAREHOLDERS. INFORMATION ON THE VOTING PROCEDURE AT THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC**

Documents required for making changes may be submitted to the Registrar by shareholders in person, by an authorized representative, or by mail:

- to the Registrar's central office at the following address: 127015, Moscow, Pravda St., 23, bldg. 10 (<https://www.vtbreg.ru/feedback/>);
- to any division of the Registrar (<https://www.vtbreg.ru/company/regional/>);
- to the Registrar's transfer agents (<https://www.vtbreg.ru/feedback/transfer-agenty/>);
- electronically through the "Shareholder's Personal Account" on the Registrar's website (<https://pos.vtbreg.ru>).

More information on the procedure for updating personal data in the register of shareholders can be found on the Registrar's website in the section Shareholder Services / Making Changes to Personal Account Information about a Registered Person (<https://www.vtbreg.ru/shareholder/operations/operations-109/>), as well as in the Frequently Asked Questions section (<https://www.vtbreg.ru/shareholder/questions-answers/>). The Registrar's website in the section Shareholder / Personal Account of a Shareholder, Bondholder, Unit Holder, etc. (<https://www.vtbreg.ru/shareholder/personal/>) contains the necessary brief instructions for registering in the "Shareholder's Personal Account" and making changes to the register of shareholders through the "Shareholder's Personal Account".

Also, in order to simplify the procedure for updating the data of a registered person in the register of shareholders, on the Company's website in the section Investors and Shareholders / Attention to Shareholders ([https://www.mrsk-1.ru/investors/attention\\_to\\_shareholders/shareholder-register-updating-data/](https://www.mrsk-1.ru/investors/attention_to_shareholders/shareholder-register-updating-data/)), there is a detailed instruction on remotely updating the information through the "Shareholder's Personal Account" on the Registrar's website.

We inform you that in accordance with Federal Law No. 39-FZ of 22.04.1996 "On the Securities Market", if the person for whom a personal account has been opened has not provided information on the change in his/her data, the Company and the Registrar shall not be liable for any losses caused to such person due to failure to provide information.

If the shareholder's data in the register of shareholders has not changed, we recommend that you send an application to the Registrar to confirm the relevance of the personal account data of the registered person - a free service of the Registrar (the form of the application to confirm the relevance of the personal account data of the registered person is posted on the Registrar's website at <https://www.vtbreg.ru/shareholder/forms-of-documents/>).

For questions about making changes to the register of shareholders, re-registration of ownership of shares and provision of information from the register of shareholders, please contact the Registrar:

Joint Stock Company VTB Registrar  
Registered office: 127015, Moscow, Pravda St., 23  
Postal address: 127137, Moscow, p.o. box 54  
Phone: +7 (495) 787-44-83  
Website: <https://www.vtbreg.ru/>

Registrar's support service for issues with the Shareholder's personal account:  
Phone: +7 (495) 640-1-112  
e-mail: [edo@vtbreg.ru](mailto:edo@vtbreg.ru)

For any additional questions, you can contact the Company's specialists, whose contact information is posted on the Company's website in the Investors and Shareholders / Contact Information section (<https://www.mrsk-1.ru/investors/contacts/>).

Shareholders of the Company, whose rights to shares are recorded in depositories (with nominee holders), are recommended to contact the depositories at the place of share recording to make changes to the share recording system in terms of personal data.



# MATERIALS FOR THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC 2025

## SAMPLE FORM OF A POWER OF ATTORNEY WHICH A SHAREHOLDER CAN ISSUED TO HIS REPRESENTATIVE AND THE PROCEDURE FOR ITS CERTIFICATION

### POWER OF ATTORNEY

\_\_\_\_\_ (the place where the power of attorney is drawn up is indicated in full in words)

\_\_\_\_\_ (date of issue of the power of attorney is indicated in full and in words)

By this power of attorney \_\_\_\_\_

(Surname, First Name, Patronymic of the Shareholder),

passport of a citizen of the Russian Federation series \_\_\_\_\_ No. \_\_\_\_\_, issued on \_\_\_\_\_ "\_\_\_\_" \_\_\_\_\_ (previously there was a passport series \_\_\_\_\_ No. \_\_\_\_\_, issued on \_\_\_\_\_ "\_\_\_\_" \_\_\_\_\_), registered at the address: \_\_\_\_\_, hereinafter referred to as the "Represented", authorizes

\_\_\_\_\_ (Surname, first name, patronymic)

\_\_\_\_\_, registered at the address: \_\_\_\_\_, hereinafter referred to as the "Representative", to represent the interests of the Represented at the General Meetings of Shareholders (hereinafter referred to as the "Meetings") of Public Joint stock company «Rosseti Centre» (hereinafter referred to as Rosseti Centre, PJSC) and to perform the following actions:

1. vote on all agenda items with all shares of Rosseti Centre, PJSC owned by the Represented Person;
2. sign the voting ballots;
3. receive all necessary documents and materials provided to shareholders in preparation for the Meetings and during the Meetings;
4. sign documents necessary to exercise the powers listed above;
5. perform all legal and actual actions related to the exercise of these powers.

The power of attorney is issued without the right to re-delegate.

The power of attorney is valid until the thirty-first of December two thousand twenty-five inclusive.

Signature \_\_\_\_\_  
(Full surname, first name, patronymic name of the shareholder, signature)

A power of attorney that does not indicate the date of its execution is null and void.

The power of attorney for voting must contain information about the represented person and the representative (for an individual - name, details of the identity document (series and (or) number of the document, date and place of issue, the authority that issued the document); for a legal entity - name, OGRN, information about the location).

A power of attorney to vote must be executed in accordance with the requirements of paragraph 3 of Article 185.1 of the Civil Code of the Russian Federation (it may be certified by the organization in which the principal works or studies, and the administration of the inpatient medical institution in which he is undergoing treatment) or certified by a notary. A power of attorney issued by way of re-delegation must be notarized .

### POWER OF ATTORNEY

\_\_\_\_\_ (the place where the power of attorney is drawn up is indicated in full in words)

\_\_\_\_\_ (date of issue of the power of attorney is indicated in full and in words)

This power of attorney \_\_\_\_\_

(indicate the full name of the legal entity that is a shareholder of Rosseti Centre, PJSC in accordance with the Articles of Association)

(hereinafter referred to as the "Represented"), PSRN \_\_\_\_\_, address of the location of the Represented:

\_\_\_\_\_ (indicate the full address of the location of the Represented in accordance with the Articles of Association)

represented \_\_\_\_\_ by

\_\_\_\_\_ (indicate the name of the sole executive body of the Represented Person and his full last name, first name, patronymic)

acting on the basis of the Articles of Association, authorizes \_\_\_\_\_ (hereinafter referred to as the "Representative") ,

(indicate the full last name, first name, patronymic of the authorized representative authorized to vote on behalf of the Represented)

passport of a citizen of the Russian Federation series \_\_\_\_\_ No. \_\_\_\_\_, issued \_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_

(by whom and when issued),

registered at the address: \_\_\_\_\_, to represent the interests of Public Joint stock company «Rosseti Centre» (hereinafter referred to as Rosseti Centre, PJSC) represented at the General Meetings of Shareholders (hereinafter referred to as the "Meetings") and to perform the following actions:

1. vote on all agenda items with all shares of Rosseti Centre, PJSC owned by the Represented Person;
2. sign the voting ballots;
3. receive all necessary documents and materials provided to shareholders in preparation for the Meetings and during the Meetings;
4. sign documents necessary to exercise the powers listed above;
5. perform all legal and actual actions related to the exercise of these powers.

The power of attorney is issued without the right to re-delegate.

The power of attorney is valid until until the thirty-first of December two thousand twenty-five inclusive.

\_\_\_\_\_ (name of the sole executive body, his signature and full name)

Stamp here

A power of attorney that does not indicate the date of its execution is null and void.

The power of attorney for voting must contain information about the represented person and the representative (for an individual - name, details of the identity document (series and (or) number of the document, date and place of issue, the authority that issued the document); for a legal entity - name, PSRN, information about the location).

A power of attorney for voting must be executed in accordance with the requirements of paragraph 4 of Article 185.1 of the Civil Code of the Russian Federation (a power of attorney on behalf of a legal entity is issued with the signature of its director or another person authorized to do so in accordance with the law and constituent documents). A power of attorney issued by way of re-delegation must be executed in accordance with the requirements of paragraph 3 of Article 187 of the Civil Code of the Russian Federation.

RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND THE PROCEDURE FOR MAKING DECISIONS ON THE AGENDA OF THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS

No.	Formulation of the question and draft resolution	Initiator of the question	Recommendations of the Board of Directors to the Meeting	Procedure for making decisions by the Meeting	Preliminary reviewed by the Committee of the Board of Directors
ON APPROVAL OF THE ANNUAL REPORT OF THE COMPANY FOR 2024					
1.	It is proposed to approve the Annual Report of the Company for 2024.	Federal Law "On Joint-Stock Companies"	FOR	The decision is taken by a majority of votes of shareholders - owners of voting shares of the Company, participating in the meeting.	Audit Committee Strategy Committee
ON APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF THE COMPANY FOR 2024					
2.	It is proposed to approve the annual financial statements of the Company for 2024.	Federal Law "On Joint-Stock Companies"	FOR	The decision is taken by a majority of votes of shareholders - owners of voting shares of the Company, participating in the meeting	Audit Committee
ON DISTRIBUTION OF PROFITS (INCLUDING THE PAYMENT (DECLARATION) OF DIVIDENDS) AND LOSSES OF THE COMPANY BASED ON THE RESULTS OF 2024					
3.	It is proposed to approve the distribution of the Company's profit and pay dividends for 2024.	Federal Law "On Joint-Stock Companies"	FOR	The decision is taken by a majority of votes of shareholders - owners of voting shares of the Company, participating in the meeting	Strategy Committee
ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY					
4.	It is proposed to elect the Board of Directors of the Company consisting of 11 people.	Federal Law "On Joint-Stock Companies"	It is recommended to vote FOR taking into account requirements of the Listing Rules and the provisions of the Corporate Governance Code on the presence of at least 1/3 independent directors on the Board of Directors	Cumulative voting. The number of votes belonging to a shareholder is multiplied by the number of persons to be elected to the Board of Directors. The shareholder casts the votes thus received entirely for one candidate or distributes them between two or more candidates; or has the right to vote "against all" or "abstained on all candidates", leaving only the chosen voting option uncrossed out. A fractional part of a vote obtained by multiplying the number of votes belonging to a shareholder who owns a fractional share by the number of persons who must be elected to the Board of Directors of the Company may be cast for only one candidate. The 11 candidates who receive the highest number of votes are considered elected to the Board of Directors of the Company.	Personnel and Remuneration Committee
ON ELECTION OF MEMBERS OF THE AUDIT COMMISSION OF THE COMPANY					
5.	Предлагается избрать Ревизионную комиссию Общества в количестве 5 человек.	Federal Law "On Joint-Stock Companies"	FOR	The decision is made for each candidate by a majority vote of shareholders - owners of voting shares of the Company participating in the General Meeting of Shareholders. In accordance with paragraph 6 of Article 85 of the Federal Law "On Joint-Stock Companies", shares owned by members of the Board of Directors of the Company or persons holding positions in the management bodies of the Company may not participate in voting on this issue.	-
ON APPOINTMENT OF THE AUDIT ORGANIZATION OF THE COMPANY					
6.	It is proposed to appoint the collective participant consisting of TSATR - Audit Services LLC (the leader of the collective participant) (TIN 7709383532) and Intercom-Audit LLC (the member of the collective participant) (TIN 7729744770) as the audit organization of Rosseti Centre, PJSC.	Federal Law "On Joint-Stock Companies"	FOR	The decision is taken by a majority of votes of shareholders - owners of voting shares of the Company, participating in the meeting	Audit Committee

No.	Formulation of the question and draft resolution	Initiator of the question	Recommendations of the Board of Directors to the Meeting	Procedure for making decisions by the Meeting	Preliminary reviewed by the Committee of the Board of Directors
<b>ON APPROVAL OF THE ARTICLES OF ASSOCIATION OF ROSSETI CENTRE, PJSC IN A NEW EDITION</b>					
7.	It is proposed to approve the Articles of Association of Rosseti Centre, PJSC in a new edition	BD	-	The decision is taken by a majority of ¾ votes of shareholders - owners of voting shares of the Company, participating in the meeting.	-
<b>ON APPROVAL OF THE REGULATION ON THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC IN A NEW EDITION</b>					
8.	It is proposed to approve the Regulation on the General Meeting of Shareholders of Rosseti Centre, PJSC in a new edition	BD	FOR	The decision is taken by a majority of votes of shareholders - owners of voting shares of the Company, participating in the meeting.	-
<b>ON APPROVAL OF THE REGULATION ON THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC IN A NEW EDITION</b>					
9.	It is proposed to approve the Regulation on the Board of Directors of Rosseti Centre, PJSC in a new edition	BD	FOR	The decision is taken by a majority of votes of shareholders - owners of voting shares of the Company, participating in the meeting.	-
<b>ON APPROVAL OF THE REGULATION ON THE MANAGEMENT BOARD OF ROSSETI CENTRE, PJSC IN A NEW EDITION</b>					
10.	It is proposed to approve the Regulation on the Management Board of Rosseti Centre, PJSC in a new edition	BD	FOR	The decision is taken by a majority of votes of shareholders - owners of voting shares of the Company, participating in the meeting.	-
<b>ON APPROVAL OF THE REGULATION ON THE AUDIT COMMISSION OF ROSSETI CENTRE, PJSC IN A NEW EDITION</b>					
11.	It is proposed to approve the Regulation on the Audit Commission of Rosseti Centre, PJSC in a new edition	BD	FOR	The decision is taken by a majority of votes of shareholders - owners of voting shares of the Company, participating in the meeting.	-
<b>ON APPROVAL OF THE REGULATION ON PAYMENT OF REMUNERATION AND COMPENSATION TO MEMBERS OF THE BOARD OF DIRECTORS OF ROSSETI CENTRE, PJSC IN A NEW EDITION</b>					
12.	1. It is proposed to approve the Regulation on the payment of remuneration and compensation to members of the Board of Directors of Rosseti Centre, PJSC in a new edition. 2. To establish that this Regulation on the payment of remuneration and compensation to members of the Board of Directors of Rosseti Centre, PJSC in the new edition is applicable to members of the Board of Directors of the Company elected at the current and subsequent meetings of the General Meetings of Shareholders of the Company.	BD	FOR	The decision is taken by a majority of votes of shareholders - owners of voting shares of the Company, participating in the meeting.	-
<b>ON APPROVAL OF THE REGULATION ON PAYMENT OF REMUNERATIONS AND COMPENSATIONS TO MEMBERS OF THE AUDIT COMMISSION OF ROSSETI CENTRE, PJSC IN A NEW EDITION</b>					
13.	1. It is proposed to approve the Regulation on the payment of remuneration and compensation to members of the Audit Commission of Rosseti Centre, PJSC in a new edition. 2. To establish that this Regulation on the payment of remuneration and compensation to members of the Company's Audit Commission in the new edition is applicable to members of the Company's Audit Commission elected at the current and subsequent meetings of the General Meetings of Shareholders of the Company.	BD	FOR	The decision is made by a majority of votes of shareholders - owners of voting shares of the Company, participating in the meeting.	Personnel and Remuneration Committee



## MATERIALS FOR THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC 2025

INFORMATION ABOUT THE SHAREHOLDERS' AGREEMENTS CONCLUDED DURING THE YEAR PRIOR TO THE DATE OF THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC:

**Dear shareholders!**

Please be informed that during the year prior to the date of the annual meeting of the General Meeting of Shareholders, no shareholders' agreements were concluded.



## MATERIALS FOR THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC 2025

INFORMATION ON THE TOTAL NUMBER OF SHAREHOLDERS OF PUBLIC JOINT STOCK COMPANY «ROSSETI CENTRE», IN RELATION TO WHOM THE SENDING OF NOTIFICATIONS ON THE HOLDING OF A MEETING OR ABSENTEE VOTING AND (OR) VOTING BALLOTS, PAYMENT OF DIVIDENDS, AND THE SHARE FRACTION OWNED BY THEM IN THE AUTHORIZED CAPITAL OF THE COMPANY AND IN THE TOTAL NUMBER OF VOTING SHARES OF THE COMPANY HAS BEEN SUSPENDED

### **Dear shareholders!**

Public Joint stock company «Rosseti Centre» did not make any decisions and, accordingly, did not suspend sending its shareholders notices about holding a meeting or absentee voting and/or ballots for voting, and did not suspend the payment of dividends.



## MATERIALS FOR THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC 2025

INFORMATION ON THE TOTAL AMOUNT OF UNCLAIMED DIVIDENDS OF PUBLIC JOINT STOCK COMPANY «ROSSETI CENTRE», DETERMINED ACCORDING TO THE FINANCIAL STATEMENTS AS OF THE LAST REPORTING DATE BEFORE MAKING A DECISION TO HOLD THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS BASED ON THE RESULTS OF 2024

### **Dear shareholders!**

The total amount of unclaimed dividends of Public Joint stock company «Rosseti Centre», determined according to the financial statements on the last reporting date before the decision was made to hold the annual meeting of the General Meeting of Shareholders of Public Joint stock company «Rosseti Centre» as of 31 March 2025 (according to the financial statements for January-March 2025), is 168,741,493 (One hundred sixty-eight million seven hundred forty-one thousand four hundred ninety-three) rubles 78 kopecks.