



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

11 June 2025

Explanatory information on the item (justification of the proposed distribution of net profit)

In accordance with Federal Law dated 26.12.1995 № 208-FZ “On Joint-Stock Companies”, the agenda of the annual meeting of the General Meeting of Shareholders of the Company should include questions on the distribution of profits (including the payment (declaration) of dividends) based on the results of the reporting year, and on the record date on which the persons entitled to receive dividends are determined.

These decisions are made by the shareholders’ meeting only on the recommendation of the Board of Directors of the Company.

When distributing profits, the Company’s Board of Directors took into account the need to form the Company’s Reserve Fund through annual deductions in the amount of 5% of the Company’s net profit until the Reserve Fund reaches the established amount. At the end of the reporting period, the size of the Company’s Reserve Fund was fully formed and amounted to RUB 211,090 thousand, which corresponds to the standard level (5% of the Company’s authorized capital). Thus, according to the results of 2024, no additional funds are directed to the Company’s Reserve Fund.

As part of increasing the investment case of Rosseti Centre, PJSC, respecting the rights and legitimate interests of the Company’s shareholders, taking into account factors that affect the specific amount of net profit allocated to dividends, as well as taking into account the Regulation on the dividend policy of IDGC of Centre, PJSC, approved by the Board Directors of the Company on 2 February 2018 (Minutes No. 03/18), as amended on 10 August 2018 (Minutes No. 27/18), the Board of Directors of the Company is proposed to recommend that the General Meeting of Shareholders of the Company distribute the net profit of Rosseti Centre, PJSC according to RAS based on the results of the 2024 reporting year as follows:

- for development, including financing of the Company’s investment projects aimed at ensuring reliable power supply to consumers in the regions of the company’s presence – RUB 4,944,255 thousand;
- for payment of dividends – RUB 2,855,537 thousand.

The source of payment of annual dividends is the profit of the Company after taxation (net profit), determined according to the data of the financial statements of the Company, drawn up in accordance with the requirements of the legislation of the Russian Federation.

When resolving the issue of recommending to the General Meeting of Shareholders on the amount of dividends on shares, the Board of Directors of the Company took into account the norms of the Regulation on the dividend policy of the Company, as well as the financial results of the Company’s activities.

At the same time, the specific amount of funds allocated for dividends depends on the degree of influence of the factors defined in the Company’s Regulation on the Dividend Policy:

- availability of net profit, determined according to financial statements, compiled in accordance with RAS, based on results of the reporting period;
- availability of net profit, determined according to financial statements, compiled in accordance with RAS, based on results of the reporting period, excluding income and expenses associated with revaluation of shares of subsidiaries circulating on the securities market.

The indicators used in the procedure for calculating dividends in accordance with the Dividend Policy of Rosseti Centre, PJSC	Calculation of dividend payments, RUB thous.	
	under RAS	under IFRS
Net profit of the joint stock company, determined according to the financial statements data	7 799 792	6 560 627
(-) income and expenses related to the revaluation of shares of joint stock companies traded on the securities market and income tax related to them	-13 531	X
(-) actual investments made at the expense of the net profit from electricity transmission, but not more than the amount provided for in the investment program approved by the Ministry of Energy of Russia	2 102 291	2 252 525*
(-) the share of the net profit received from connection to electric grids, with the exception of actually received funds from the sale of grid connection services excluding VAT (but not more than the net profit received from grid connection activities)	0	0*
(-) excess of depreciation of fixed assets and intangible assets of the current period, used to finance the investment program, according to RAS over depreciation of fixed assets and intangible assets according to IFRS	X	1 325 576*
The net profit of the joint stock company used to calculate the dividends:	5 711 032	2 982 527
The amount allocated for the payment of dividends is at least 50 percent of the net profit of the joint stock company used to calculate dividends	x 0,5	x 0,5
	= 2 855 516	= 1 491 263
The amount of dividends (the larger of the two possible: according to RAS or according to IFRS)	2 855 516	
Number of placed ordinary shares, pcs.	42 217 941 468	
Amount of dividends per 1 ordinary share, RUB	0,067638	
Total amount of dividends (taking into account the amount of dividends per 1 share)	2 855 537	

*taking into account the subsidiaries

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



ITEM NO. 3 «ON DISTRIBUTION OF PROFITS (INCLUDING THE PAYMENT (DECLARATION) OF DIVIDENDS) AND LOSSES OF THE COMPANY BASED ON THE RESULTS OF 2024»



Public Joint stock company
«Rosseti Centre»

EXTRACT FROM MINUTES of the Board of Directors of Public Joint stock company «Rosseti Centre» (Rosseti Centre, PJSC)

«05» May 2025

Moscow

No. 16/25

Method of decision-making: absentee voting.

Deadline for accepting questionnaires: «05» May 2025.

Total number of members of the Board of Directors: 11 persons.

Persons who took part in the absentee voting: M.S. Agafonov, E.V. Andreeva, M.A. Dokuchaeva, V.Y. Zarkhin, E.V. Lyapunov, A.V. Morozov, S.S. Pikin, A.A. Polinov, A.V. Shevchuk.

Persons who did not take part in the absentee voting: Y.A. Leshchetskaya and I.V. Makovskiy.

Quorum: present.

Date of drawing up the Minutes: 06.05.2025.

Details of the person who signed the Minutes: Lyapunov Evgeny Viktorovich - Chairman of the Board of Directors of Rosseti Centre, PJSC.

AGENDA ITEMS PUT TO VOTE AND DECISIONS TAKEN ON THEM:

Item 8. On recommendations to the General Meeting of Shareholders of the Company on the distribution of profits (losses), including the amount of dividends on shares and the procedure for their payment, based on the results of 2024.

THEY DECIDED:

1. Tentatively to approve and recommend that the General Meeting of Shareholders of Rosseti Centre, PJSC approve the following distribution of profits (losses) of Rosseti Centre, PJSC received based on the results of 2024:

Name of the indicator	Amount (thousand RUB)
Retained earnings (uncovered loss) for the reporting period:	7 799 792
To be distributed to: Reserve Fund	0
Dividends	2 855 537
Repayment of losses from previous years	0
Profit for development	4 944 255

2. To recommend that the General Meeting of Shareholders of Rosseti Centre, PJSC take the following decision:

«1. To pay dividends on ordinary shares of Rosseti Centre, PJSC based on the results of 2024 in the amount of RUB 0.067638 per ordinary share of Rosseti Centre, PJSC in cash.

The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.

2. To define the record date of the list of persons entitled to receive dividends on the ordinary shares of Rosseti Centre, PJSC following the results of 2024 as «25» June 2025».

DECISION IS TAKEN.

Minutes signed by:

Chairperson of the Board of Directors

E.V. Lyapunov

Corporate Secretary

S.V. Lapinskaya

Extract is correct:

Corporate Secretary

of Rosseti Centre, PJSC

S.V. Lapinskaya

06.05.2025

Based on the results of the activities of Rosseti Centre, PJSC in 2024, the Company received a net profit in accordance with RAS in the amount of RUB 7,799,792 thousand. The net profit of Rosseti Centre, PJSC based on the results of operations in 2024 in accordance with IFRS amounted to RUB 6,560,627 thousand.

In accordance with the procedure for calculating dividend payments set out in the Regulation on the Dividend Policy of Rosseti Centre, PJSC, the amount of dividend payments on the Company's ordinary shares for 2024 is RUB 2,855,537 thousand.

The number of outstanding ordinary shares of the Company is 42,217,941,468, therefore, the estimated amount of dividends per share (taking into account rounding to five decimal places) is RUB 0.067638. The dividend yield on the Company's shares will be 13.20%*.

The Company confirms that on the day of the decision to pay dividends and on the day of payment of dividends, the Company will not meet the signs of insolvency (bankruptcy) and the indicated signs will not appear in the Company as a result of the payment of dividends in the amount recommended by the Board of Directors, and the net asset value of the Company will not be less than its authorized capital and the Reserve Fund and will not become less than their size as a result of the decision of the General Meeting of Shareholders to pay (declare) dividends**.

There is no information on corporate actions that resulted in the deterioration of the dividend rights of shareholders and (or) the dilution of their shares, as well as on court decisions that established facts of use by the shareholders of methods other than dividends and liquidation value to receive income at the expense of the Company.

The term for paying dividends to shareholders depends on the date on which the persons entitled to receive them are recorded. Such a date cannot be set earlier than 10 days from the date of adoption by the General Meeting of Shareholders of a decision on the payment of dividends and later than 20 days from the date of such a decision. Thus, the date on which the persons entitled to receive dividends are determined is proposed to be 25 June 2025.

The term for payment of dividends to a nominal holder and a trustee who are registered in the register of shareholders should not exceed 10 business days from the date on which the persons entitled to receive dividends are recorded.

Payment of dividends to persons entitled to receive them, registered in the register of shareholders, is carried out no later than 25 business days from the date on which the persons entitled to receive dividends are recorded.

* The dividend yield on shares is calculated by the Company as the ratio of dividends paid per share and the median value of the market prices of this share for the reporting year. The amount of annual dividends is determined as the sum of accrued dividends for the first quarter, half a year, nine months and the corresponding year. The market price of shares is determined for the year based on the results of trading on PJSC Moscow Exchange according to the website <http://moex.com/> or an information terminal broadcasting exchange quotes.

** The net asset value of Rosseti Centre, PJSC as of 31.12.2024 is RUB 65,038,474 thousand, and the value of the authorized capital is RUB 4,221,794 thousand. Thus, the net asset value of the Company exceeds the value of the authorized capital of the Company by RUB 60,816,680 thousand.

Draft resolution on item № 3

1. To approve the following distribution of profits (losses) of Rosseti Centre, PJSC, received based on the results of 2024:
(thous. RUB)

Indicator	Amount
Retained earnings (uncovered loss) for the reporting period:	7 799 792
To be distributed to: Reserve fund	0
Dividends	2 855 537
Repayment of losses of previous years	0
Profit for development	4 944 255

2. To pay dividends on ordinary shares of Rosseti Centre, PJSC following the results of 2024 in the amount of RUB 0.067638 per ordinary share of Rosseti Centre, PJSC in cash. The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.
To define the record date of the list of persons entitled to receive dividends on the ordinary shares of Rosseti Centre, PJSC following the results of 2024 as «25» June 2025.