

Statement of material fact
«On the issuer's completion of a related party transaction»

1. General information

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| 1.1. Full issuer's business name (for non-commercial organization – name) | Interregional Distribution Grid Company of Centre, Public Joint-Stock Company |
| 1.2. Abbreviated issuer's business name | IDGC of Centre, PJSC |
| 1.3. Issuer's location | Moscow, Russia |
| 1.4. Primary State Registration Number of the issuer | 1046900099498 |
| 1.5. Tax payer number of the issuer | 6901067107 |
| 1.6. Issuer's unique code, assigned by registering authority | 10214-A |
| 1.7. Web page address used by the issuer for information disclosure | http://www.e-disclosure.ru/portal/company.aspx?id=7985; https://www.mrsk-1.ru/information/ |
| 1.8. Date of occurrence of an event (material fact) about which a message has been compiled (if applicable) | 07.10.2020 |

2. Contents of the statement

2.1. Category of the transaction (a related party transaction; a related party transaction, which is also a large deal): **a related party transaction.**

2.2. Type and subject of the transaction:

The agreement on the transfer of the powers of the sole executive body of IDGC of Center and Volga Region, PJSC to IDGC of Centre, PJSC between IDGC of Centre, PJSC (hereinafter - the Managing Organization) and IDGC of Center and Volga Region, PJSC (hereinafter - the Company) (hereinafter - the Agreement), according to which the Company transfers, and the Managing Organization undertakes and exercises the powers of the sole executive body of the Company (General Director - in accordance with the Company's Articles of Association) as stipulated by the Articles of Association of the Company, local regulations of the Company and the current legislation of the Russian Federation in the manner and under the conditions specified in this Agreement.

2.3. The content of the transaction, including civil rights and obligations, the establishment, amendment or termination of which the transaction is aimed at:

Parties of the Agreement:

Interregional Distribution Grid Company of Centre, Public Joint Stock Company (IDGC of Centre, PJSC) - (the Managing Organization);

Interregional Distribution Grid Company of Center and Volga Region, Public Joint Stock Company (IDGC of Center and Volga Region, PJSC) - (the Company).

Subject of the Agreement:

The Company transfers, and the Managing Organization undertakes and exercises the powers of the sole executive body of the Company (General Director - in accordance with the Company's Articles of Association) as stipulated by the Articles of Association of the Company, local regulations of the Company and the current legislation of the Russian Federation in the manner and under the conditions specified in this Agreement.

Price of the Agreement:

The remuneration of the Managing Organization consists of:

- Constant component of remuneration - paid to the Managing Organization for the provision of services for the exercise of the powers of the sole executive body;

- Variable component of remuneration - paid for the effectiveness of management of the Managing Organization in the provision of services for the exercise of the powers of the sole executive body.

The constant component of the remuneration:

The settlement period is a calendar quarter. The amount of the quarterly remuneration to the Managing Organization starting from 2020 is 125 000 000 (One hundred twenty five million) rubles 00 kopecks, plus VAT 25 000 000 (Twenty five million) rubles 00 kopecks.

For 2021 and subsequent years, the amount of remuneration to the Managing Organization is determined in accordance with an amendment to the Agreement. The amount of the quarterly remuneration for 2021 and subsequent years cannot be higher than the amount of the quarterly remuneration of the Managing Organization in 2020, increased by the consumer price index for the corresponding years, determined in accordance with the Forecast of socio-economic development by the Ministry of Economic Development of the Russian Federation. If the Parties do not conclude such an amendment, the amount of quarterly remuneration for 2021 and subsequent years is equal to the last quarterly remuneration agreed by the Parties in writing.

The variable component of the remuneration:

The variable component of remuneration for each reporting year is calculated on the basis of KPIs, the list, the procedure for approval and calculation of which is specified in the Appendix to the Agreement.

If the Board of Directors of the Company approves changes in the values of the KPIs and/or the Methodology for calculating and assessing the implementation of key performance indicators of General Director (CEO) of the Company, such changes become mandatory for the Parties and are subject to execution without amending the Agreement.

For achieving 100% for all the KPIs, the variable component of remuneration to be paid at the end of the reporting year is determined in the amount equal to 2% of the Company's net profit, calculated in accordance with Russian Accounting Standards.

If 100% is achieved not for all the KPIs, the variable component of remuneration is paid proportionally, based on the share of KPIs in the variable part of remuneration for which 100% fulfillment has been carried out.

In the absence of a report on the implementation of the KPIs (separate KPIs) approved by the Board of Directors of the Company, the variable component of remuneration is paid proportionally based on the share of KPIs in the variable part of remuneration for which there is a report approved by the Board of Directors of the Company.

The variable component of remuneration for an incomplete reporting year is paid in proportion to the actual time, expressed in days, of exercising the powers of the sole executive body by the Managing Organization in the corresponding reporting year, taking into account the performance of KPIs for the actual time of exercising the powers.

Duration of the Agreement:

The Agreement comes into force from the moment of its signing by the Parties and is valid until 31.12.2023 inclusive.

The beginning of the term for exercising the powers of the sole executive body under the Agreement is «07» October 2020.

Responsibility of the Parties:

The Managing Organization is responsible for failure to achieve key performance indicators approved by the decision of the Board of Directors of the Company, if such failure is due to decisions, instructions of the Managing Organization, or failure to make the necessary decisions and instructions, which led to their failure. The Managing Organization is not responsible for the failure to achieve the target key performance indicators, the values of which are agreed and approved by the Parties when concluding the Agreement, taking into account the fulfillment of the KPIs for the actual time of exercising the powers.

The responsibility of the Managing Organization arises if the target value of key indicators is not achieved. At the same time, the amount of the fine is 5% of the fee paid by the Company to the Managing Organization for a quarter in accordance with clause 7.3.1 of the Agreement for not reaching the target value for each indicator, taking into account the fulfillment of KPIs for the actual time of exercising the powers.

The total amount of the fine stipulated by this clause for the reporting year cannot exceed 10% of the constant component paid by the Company for the quarter, while it can be reduced by a decision of the Board of Directors of the Company.

2.4. Deadline for fulfillment of obligations under the transaction, parties and beneficiaries to the transaction, size of the transaction in money terms and as a percentage of the value of the issuer's assets:

– the term for fulfillment of obligations under the transaction: from «07» October 2020 until 31.12.2023 inclusive.

If, 30 days before the date of termination of the Agreement, none of the Parties notifies the other Party of the refusal to extend the Agreement, the Agreement is automatically renewed each time for 3 (three) years. If the initiator of the refusal to extend the validity of the Agreement is the Company, the decision to send a notification of the refusal to extend the validity of the Agreement shall be made by the Board of Directors of the Company.

– parties to the transaction: Interregional Distribution Grid Company of Centre, Public Joint Stock Company (IDGC of Centre, PJSC) - (the Managing Organization), Interregional Distribution Grid Company of Center and Volga Region, Public Joint Stock Company (IDGC of Center and Volga Region, PJSC) - (the Company);

– size of the transaction in money terms: the approximate size of the transaction (constant and variable components) is 2 605 677 thousand rubles VAT included;

– size of the transaction as a percentage of the value of the issuer's assets: 2,1 %.

2.5. Value of the issuer's assets at the end date of the last completed reporting period preceding the transaction (conclusion of the agreement): 123 569 466 thousand rubles are the book value of assets of IDGC of Centre, PJSC as of 30.06.2020.

2.6. Date of the transaction completion (conclusion of the agreement): 07.10.2020.

2.7. Full and abbreviated company names (for a non-profit organization - name), location of the legal entity or surname, name, patronymic (if any) of an individual recognized in accordance with the legislation of the Russian Federation as a person related to the issuer's transaction completion, basis (grounds), for which such a person is recognized as related to the transaction completion, stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the issuer and the legal entity that is a party to the transaction:

1. Full company name of the legal entity: Public Joint Stock Company Russian Grids;

- abbreviated name of the legal entity: PJSC Rosseti;
- location of the legal entity: Moscow, Russia;
- basis (grounds), for which such an entity is recognized as related to the transaction completion: the controlling entity of IDGC of Centre, PJSC, simultaneously being the controlling entity of IDGC of Center and Volga Region, PJSC, which is a party to the deal;
- stockholding of the related entity in the authorized (joint-stock) capital (share of stocks owned by the related entity) of the issuer: 50,23% (50,23 %).
- stockholding of the related entity in the authorized (joint-stock) capital (share of stocks owned by the related entity) of the legal entity that is a party to the transaction: 50,40% (50,40 %).

2. Surname, name, patronymic of an individual: Igor Vladimirovich Makovskiy.

- basis (grounds), for which such a person is recognized as related to the transaction completion: General Director, Chairman of the Management Board, Member of the Board of Directors of IDGC of Centre, PJSC, simultaneously being Acting General Director, Chairman of the Management Board, Member of the Board of Directors of IDGC of Center and Volga Region, PJSC;
- stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the issuer: 0 % (0%).
- stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the legal entity that is a party to the transaction: 0 % (0%).

3. Surname, name, patronymic of an individual: Alexander Viktorovich Golovtsov.

- basis (grounds), for which such a person is recognized as related to the transaction completion: Member of the Board of Directors of IDGC of Centre, PJSC, simultaneously being Member of the Board of Directors of IDGC of Center and Volga Region, PJSC;
- stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the issuer: 0 % (0%).
- stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the legal entity that is a party to the transaction: 0 % (0%).

4. Surname, name, patronymic of an individual: Vitaly Yuryevich Zarkhin.

- basis (grounds), for which such a person is recognized as related to the transaction completion: Member of the Board of Directors of IDGC of Centre, PJSC, simultaneously being Member of the Board of Directors of IDGC of Center and Volga Region, PJSC;
- stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the issuer: 0 % (0%).
- stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the legal entity that is a party to the transaction: 0 % (0%).

5. Surname, name, patronymic of an individual: Alexander Ivanovich Kazakov.

- basis (grounds), for which such a person is recognized as related to the transaction completion: Member of the Board of Directors of IDGC of Centre, PJSC, simultaneously being Member of the Board of Directors of IDGC of Center and Volga Region, PJSC;
- stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the issuer: 0 % (0%).
- stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the legal entity that is a party to the transaction: 0 % (0%).

6. Surname, name, patronymic of an individual: Andrey Vladimirovich Mayorov.

- basis (grounds), for which such a person is recognized as related to the transaction completion: Member of the Board of Directors of IDGC of Centre, PJSC, simultaneously being Member of the Board of Directors of IDGC of Center and Volga Region, PJSC;
- stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the issuer: 0 % (0%).
- stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the legal entity that is a party to the transaction: 0 % (0%).

7. Surname, name, patronymic of an individual: Alexander Viktorovich Shevchuk.

- basis (grounds), for which such a person is recognized as related to the transaction completion: Member of the Board of Directors of IDGC of Centre, PJSC, simultaneously being Member of the Board of Directors of IDGC of Center and Volga Region, PJSC;
- stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the issuer: 0 % (0%).

– stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the legal entity that is a party to the transaction: 0 % (0%).

8. Surname, name, patronymic of an individual: Vitaly Olegovich Akulichev.

– basis (grounds), for which such a person is recognized as related to the transaction completion: Member of the Management Board of IDGC of Centre, PJSC, simultaneously being Member of the Management Board of IDGC of Center and Volga Region, PJSC;

– stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the issuer: 0 % (0%).

– stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the legal entity that is a party to the transaction: 0 % (0%).

9. Surname, name, patronymic of an individual: Alexander Viktorovich Pilyugin.

– basis (grounds), for which such a person is recognized as related to the transaction completion: Member of the Management Board of IDGC of Centre, PJSC, simultaneously being Member of the Management Board of IDGC of Center and Volga Region, PJSC;

– stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the issuer: 0,00035 % (0,00035%).

– stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the legal entity that is a party to the transaction: 0 % (0%).

10. Surname, name, patronymic of an individual: Vladislava Vladimirovna Rezakova.

– basis (grounds), for which such a person is recognized as related to the transaction completion: Member of the Management Board of IDGC of Centre, PJSC, simultaneously being Member of the Management Board of IDGC of Center and Volga Region, PJSC;

– stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the issuer: 0 % (0%).

– stockholding of the related person in the authorized (joint-stock) capital (share of stocks owned by the related person) of the legal entity that is a party to the transaction: 0 % (0%).

2.8. Information on the decision to provide consent to the transaction or subsequent approval of the transaction in the event that such a decision was made by the issuer's authorized management body (name of the issuer's management body that made the decision on consent to the transaction or subsequent approval of the transaction, date of adoption of this decision, date of preparation and the number of minutes of a meeting (session) of the issuer's management body at which the specified decision was made, if it was adopted by the collegial management body of the issuer), or an indication that a decision to provide consent to the conclusion or subsequent approval of such a transaction was not made: **Meeting of the Board of Directors of IDGC of Centre, PJSC dated 29.09.2020, Minutes dated 29.09.2020 # 45/20.**

3. Signature

3.1. Acting Head of Corporate Governance
Department, under power of attorney
D-CA/7 of 20.01.2020

Stamp here.

(signature)

O.A. Kharchenko

3.2. Date «07» October 2020.