

MINUTES
of the Annual General Meeting of Shareholders
of Public Joint stock company
«Rosseti Centre»

«17» June 2022

city of Moscow

01/22

Full legal name of the Company: Public Joint stock company «Rosseti Centre»

Location of the Company: Moscow, Russia

Address (registered office) 119017, Moscow, Malaya Ordynka St., 15

Type of the General Meeting Annual

Form of the General Meeting holding: Absentee voting

Date of the General Meeting holding (ballots reception end date): 17 June 2022

Record date of persons eligible to participate in the General Meeting: 23 May 2022

Completed voting ballots were sent to the following postal addresses: - 119017, Russia, Moscow, Malaya Ordynka St., 15, Rosseti Centre, PJSC, - 127137, Russia, Moscow, p/o box 54, VTB Registrar.

Completed electronic forms of the voting bulletins were sent to the following web address: <http://www.vtbreg.ru>

Date of drawing up the Minutes: 17 June 2022

Person presiding at the General Meeting: Andrey Vladimirovich Mayorov, Chairperson of the Board of Directors of Rosseti Centre, PJSC

Secretary of the General Meeting: Svetlana Vladimirovna Lapinskaya, Corporate Secretary of Rosseti Centre, PJSC

Tabulation Commission of the General Meeting (hereinafter – the Registrar): JSC VTB Registrar
Location of the Registrar: Moscow.
Address of the Registrar: 127015, Moscow, Pravdy St., 23
Person authorized by the Registrar: Elena Dmitrievna Anokhina under power of attorney № 010622/26 dated 01.06.2021

The following term is used in the Minutes of the Annual General Meeting of Shareholders: the Regulations – the Regulations on General Meetings of Shareholders № 660-p, approved by the Bank of Russia on 16 November 2018 (hereinafter - the Regulations).

Total number of placed shares of Rosseti Centre, PJSC that had voting power at the Annual General Meeting of Shareholders amounted to **42 217 941 468**. Persons, registered for participation in the Annual General Meeting of Shareholders, had **33 993 228 147** votes according to the number of ordinary shares held by them.

In accordance with Article 58 of the Federal Law “On Joint-Stock Companies” dated 26.12.1995 № 208-FZ (in the current edition) and the Company’s Articles of Association the quorum is present and the Annual General Meeting of Shareholders of Rosseti Centre, PJSC is eligible.

In accordance with paragraph 10.10 of Article 10 of the Articles of Association of the Company, and paragraph 7.2 of Article 7 of the Regulation on the General Meeting of Shareholders of Rosseti Centre, PJSC the presiding functions at the General Meeting of Shareholders were performed by Chairperson of the Board of Directors of the Company - **Andrey Vladimirovich Mayorov**.

In accordance with paragraph 7.6 of Article 7 of the Regulation on the General Meeting of Shareholders of Rosseti Centre, PJSC **Svetlana Vladimirovna Lapinskaya** - Corporate Secretary of Rosseti Centre, PJSC was elected as the Secretary of the Annual General Meeting of Shareholders of the Company by the decision of the Board of Directors of the Company on 06.05.2022.

In accordance with paragraph 1 of Article 56 of Federal Law “On Joint Stock Companies” dated 26.12.1995 № 208-FZ (in the current edition) and paragraph 10.12 of Article 10 of the Articles of Association of the Company, the Company’s Registrar – JSC VTB Registrar is performing the functions of the Tabulation Commission at the Annual General Meeting of Shareholders of Rosseti Centre, PJSC. Person authorized by the Registrar: Elena Dmitrievna Anokhina under power of attorney № 010622/26 dated 01.06.2021.

In accordance with Article 51 of the Federal Law “On Joint Stock Companies” the Board of Directors of Rosseti Centre, PJSC determined on 06.05.2022 that 23.05.2022 is the record date of persons entitled to participate in the Annual General Meeting of Shareholders.

AGENDA OF THE ANNUAL GENERAL MEETING:

1. On approval of the Annual Report, the annual financial statements of the Company for 2021.
2. On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of 2021.
3. On election of members of the Board of Directors of the Company.
4. On election of members of the Audit Commission of the Company.
5. On approval of the Auditor of the Company.
6. On approval of the Regulation on the Audit Commission of the Company in a new edition.

ISSUES FOR THE VOTING, VOTING RESULTS FOR EVERY AGENDA ITEM, DECISIONS ADOPTED BY THE MEETING:

On issue # 1 «On approval of the Annual Report, the annual financial statements of the Company for 2021».

The annual report of Rosseti Centre, PJSC following the results of 2021 is attached (Appendix to the Minutes).

The annual financial statements of Rosseti Centre, PJSC for 2021 are attached (Appendix to the Minutes).

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.4 of Article 10 of the Articles of Association of Rosseti Centre, PJSC, the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

Draft decision on item № 1 of the agenda, put to vote:

1. To approve the Annual Report of the Company for 2021.
2. To approve the annual financial statements of the Company for 2021.

Quorum and voting results on item № 1 of the agenda

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item	42 217 941 468
Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations	42 217 941 468
Number of votes, owned by persons, who participated in the General Meeting, on the given item of the agenda	33 993 228 147
Quorum on this item (%)	80.5184

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	33 967 995 821	99.9258
«AGAINST»	461 938	0.0013
«ABSTAINED»	21 100 092	0.0621
Number of votes in ballots declared invalid or not counted on other grounds		3 670 296

Based on the results of the vote on item № 1 of the agenda THE DECISION WAS TAKEN:

1. To approve the Annual Report of the Company for 2021.
2. To approve the annual financial statements of the Company for 2021.

On issue # 2 «On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of 2021».

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.4 of Article 10 of the Articles of Association of Rosseti Centre, PJSC, the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

Draft decision on item № 2 of the agenda, put to vote:

1. To approve the following profit (loss) distribution of the Company for the reporting year of 2021:

Name	(thous. RUB)
Retained earnings (loss) for the reporting period:	
To be distributed to:	4 147 149
Reserve fund	0
Profit for development	2 719 701
Dividends	1 427 448
Repayment of losses of previous years	0

2. To pay dividends on common stocks of the Company following the results of 2021 in the amount of RUB 0.0338114 per ordinary share of the Company 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 as 28 June 2022.

Quorum and voting results on item № 2 of the agenda

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item	42 217 941 468
Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations	42 217 941 468
Number of votes, owned by persons, who participated in the General Meeting, on the given item of the agenda	33 993 228 147
Quorum on this item (%)	80.5184

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	33 971 773 428	99.9369
«AGAINST»	1 560 047	0.0046
«ABSTAINED»	17 002 402	0.0500
Number of votes in ballots declared invalid or not counted on other grounds		2 892 270

Based on the results of the vote on item № 2 of the agenda THE DECISION WAS TAKEN:
1. To approve the following profit (loss) distribution of the Company for the reporting year of 2021:

Name	(thous. RUB)
Retained earnings (loss) for the reporting period:	
To be distributed to:	4 147 149
Reserve fund	0
Profit for development	2 719 701
Dividends	1 427 448
Repayment of losses of previous years	0

2. To pay dividends on common stocks of the Company following the results of 2021 in the amount of RUB 0.0338114 per ordinary share of the Company 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 as 28 June 2022.

On issue # 3 «On election of members of the Board of Directors of the Company».

According to item 4 of Article 66 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.8 of Article 10 of the Articles of Association of Rosseti Centre, PJSC, the election of members of the Board of Directors is made by cumulative voting. The candidates with the highest number of votes are considered elected.

Draft decision on item № 3 of the agenda, put to vote:

To elect the following Company's Board of Directors:

Item #	Candidate for the Board of Directors of the Company	Position, place of work of the candidate for the Board of Directors of the Company (at the time of nomination)
1.	Alexander Viktorovich Golovtsov	
2.	Vitaly Yuryevich Zarkhin	

3.	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors
4.	Andrey Alexandrovich Marchenko	Partner, Investment company SINAI Capital
5.	Alexey Nikolayevich Zharikov	Adviser, JSC "Elektrotsentraladka"
6.	Yury Vladimirovich Goncharov	Chief Adviser of PJSC Rosseti
7.	Maria Alexandrovna Dokuchaeva	Chief Adviser of PJSC Rosseti
8.	Maria Vyacheslavna Korotkova	Development Director of Technoinnovation LLC
9.	Daniil Vladimirovich Krainskiy	Deputy Director General for Legal Support of PJSC Rosseti
10.	Andrey Vladimirovich Mayorov	First Deputy Director General - Chief Engineer of PJSC Rosseti
11.	Igor Vladimirovich Makovskiy	General Director of Rosseti Centre, PJSC
12.	Alexey Valeryevich Molsky	Deputy Director General for Investment, Capital Construction and Sale of Services of PJSC Rosseti
13.	Alexey Alexandrovich Polinov	Acting Deputy Director General for Economics and Finance of PJSC Rosseti
14.	Egor Vyacheslavovich Prokhorov	Deputy Director General for Strategy of PJSC Rosseti
15.	Dmitry Vladimirovich Tokar-Mezhikovskiy	Head of the Legal Department of PJSC Rosseti
16.	Andrey Petrovich Tulba	Director for Economics and Finance - Head of the Department of Economic Planning and Tariff Formation of PJSC Rosseti

Quorum and voting results on item № 3 of the agenda

Number of cumulative votes, owned by persons, included into the list of persons , entitled to participate in the general meeting for voting on this agenda item	464 397 356 148
Number of cumulative votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations	464 397 356 148
Number of cumulative votes, owned by persons, who participated in the general meeting on this agenda item	373 925 509 617
Quorum on this item (%)	80.5184

Number of votes, cast for each candidate choosing the voting option «FOR»:

Item #	Candidate's full name	Number of votes for cumulative voting
«FOR», distribution of votes for candidates		
1.	Alexander Viktorovich Golovtsov	34 246 637 342
2.	Vitaly Yuryevich Zarkhin	33 376 685 759
3.	Andrey Vladimirovich Morozov	33 393 884 751
4.	Andrey Alexandrovich Marchenko	452 396 505
5.	Alexey Nikolayevich Zharikov	12 783 567 700
6.	Yury Vladimirovich Goncharov	32 363 278 905
7.	Maria Alexandrovna Dokuchaeva	32 356 811 888
8.	Maria Vyacheslavna Korotkova	32 365 359 865
9.	Daniil Vladimirovich Krainskiy	32 357 003 445
10.	Andrey Vladimirovich Mayorov	32 397 056 833
11.	Igor Vladimirovich Makovskiy	32 497 164 378
12.	Alexey Valeryevich Molsky	32 367 660 604
13.	Alexey Alexandrovich Polinov	32 352 421 009
14.	Egor Vyacheslavovich Prokhorov	111 013 638
15.	Dmitry Vladimirovich Tokar-Mezhikovskiy	108 740 634
16.	Andrey Petrovich Tulba	102 645 582

«FOR»	373 632 328 838
«AGAINST» all candidates	97 327 736
«ABSTAINED» for all candidates	145 766 764
Number of votes in ballots declared invalid or not counted on other grounds	50 086 279

Eleven nominees with the largest number of votes are considered as elected to the Board of Directors of Rosseti Centre, PJSC.

Based on the results of the vote on item № 3 of the agenda THE DECISION WAS TAKEN:

To elect the following Company's Board of Directors:

Alexander Viktorovich Golovtsov

Andrey Vladimirovich Morozov - Legal Director, Association of Institutional Investors

Vitaly Yuryevich Zarkhin

Igor Vladimirovich Makovskiy - General Director of Rosseti Centre, PJSC

Andrey Vladimirovich Mayorov - First Deputy Director General - Chief Engineer of PJSC Rosseti

Alexey Valeryevich Molsky - Deputy Director General for Investment, Capital Construction and Sale of Services of PJSC Rosseti

Maria Vyacheslavna Korotkova - Development Director of Technoinnovation LLC

Yury Vladimirovich Goncharov - Chief Adviser of PJSC Rosseti

Daniil Vladimirovich Krainskiy - Deputy Director General for Legal Support of PJSC Rosseti

Maria Alexandrovna Dokuchaeva - Chief Adviser of PJSC Rosseti

Alexey Alexandrovich Polinov - Acting Deputy Director General for Economics and Finance of PJSC Rosseti

On issue # 4 «On election of members of the Audit Commission of the Company».

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.4 of Article 10 of the Articles of Association of Rosseti Centre, PJSC, the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

Draft decision on item № 4 of the agenda, put to vote:

To elect the following Company's Audit Commission:

Item #	Candidate for the Audit Commission of the Company	Position, place of work of the candidate for the Audit Commission of the Company (at the time of nomination)
1.	Svetlana Nikolaevna Kovaleva	Director for Internal Audit - Head of the Internal Audit Department of PJSC Rosseti
2.	Viktor Vladimirovich Tsarkov	First Deputy Head of the Internal Audit Department of PJSC Rosseti
3.	Svetlana Mikhailovna Trishina	Deputy Head of the Internal Audit Department - Head of the Office of Corporate Audit and Control of Subsidiaries of the Internal Audit Department of PJSC Rosseti
4.	Gayane Robertovna Andriasova	Deputy Head of the Office of Corporate Audit and Control of Subsidiaries of the Internal Audit Department of PJSC Rosseti
5.	Vitaly Viktorovich Sorokin	First Deputy Head of the Internal Control and Risk Management Department of PJSC Rosseti

Quorum and voting results on item № 4 of the agenda

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item	42 217 941 468
Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations	42 217 941 468
Number of votes, owned by persons, who participated in the General Meeting, on the given item of the agenda	33 993 228 147
Quorum on this item (%)	80.5184

Number of votes, cast for each voting option for each candidate:

#	Candidate's full name	FOR	AGAINST	ABSTAINED	Invalid or not counted on other grounds
		% from those attending the meeting	% from those attending the meeting	% from those attending the meeting	
1	Svetlana Nikolaevna Kovaleva	24 735 369 390	7 770 122	9 248 012 375	2 076 260
		72.7656	0.0229	27.2054	
2	Viktor Vladimirovich Tsarkov	24 734 741 491	8 691 541	9 245 735 643	4 059 472
		72.7637	0.0256	27.1988	
3	Svetlana Mikhailovna Trishina	24 735 732 129	7 787 112	9 245 649 434	4 059 472
		72.7667	0.0229	27.1985	
4	Gayane Robertovna Andriasova	24 733 703 478	10 071 808	9 245 265 426	4 187 435
		72.7607	0.0296	27.1974	
5	Vitaly Viktorovich Sorokin	24 738 986 990	5 235 155	9 245 911 777	3 094 225
		72.7762	0.0154	27.1993	

Five nominees are considered to be elected to the Audit Commission of Rosseti Centre, PJSC.

Based on the results of the vote on item № 4 of the agenda THE DECISION WAS TAKEN:

To elect the following Company's Audit Commission:

Vitaly Viktorovich Sorokin - First Deputy Head of the Internal Control and Risk Management Department of PJSC Rosseti

Svetlana Mikhailovna Trishina - Deputy Head of the Internal Audit Department - Head of the Office of Corporate Audit and Control of Subsidiaries of the Internal Audit Department of PJSC Rosseti

Svetlana Nikolaevna Kovaleva - Director for Internal Audit - Head of the Internal Audit Department of PJSC Rosseti

Viktor Vladimirovich Tsarkov - First Deputy Head of the Internal Audit Department of PJSC Rosseti

Gayane Robertovna Andriasova - Deputy Head of the Office of Corporate Audit and Control of Subsidiaries of the Internal Audit Department of PJSC Rosseti

On issue # 5 «On approval of the Auditor of the Company».

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.4 of Article 10 of the Articles of Association of Rosseti Centre, PJSC, the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

Draft decision on item № 5 of the agenda, put to vote:

To approve the Association of Auditors (the collective participant) consisting of CATR - Audit Services LLC (the leader of the collective participant) (TIN 7709383532) (former Ernst & Young LLC) and JSC Audit Company «DELOVOY PROFILE» (TIN 7735073914) (the member of the collective participant) as the Auditor of the Company.

Quorum and voting results on item № 5 of the agenda

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item	42 217 941 468
Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations	42 217 941 468
Number of votes, owned by persons, who participated in the General Meeting, on the given item of the agenda	33 993 228 147
Quorum on this item (%)	80.5184

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	24 766 772 125	72.8580
«AGAINST»	62 191 328	0.1829
«ABSTAINED»	9 162 025 762	26.9525
Number of votes in ballots declared invalid or not counted on other grounds		2 238 932

Based on the results of the vote on item № 5 of the agenda THE DECISION WAS TAKEN:

To approve the Association of Auditors (the collective participant) consisting of CATR - Audit Services LLC (the leader of the collective participant) (TIN 7709383532) (former Ernst & Young LLC) and JSC Audit Company «DELOVOY PROFILE» (TIN 7735073914) (the member of the collective participant) as the Auditor of the Company.

On issue # 6 «On approval of the Regulation on the Audit Commission of the Company in a new edition».

The draft of the Regulation on the Audit Commission of Rosseti Centre, PJSC is attached (Appendix to the Minutes).

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.4 of Article 10 of the Articles of Association of Rosseti Centre, PJSC, the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

Draft decision on item № 6 of the agenda, put to vote:

To approve the Regulation on the Audit Commission of the Company in a new edition.

Quorum and voting results on item № 6 of the agenda

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item	42 217 941 468
Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations	42 217 941 468
Number of votes, owned by persons, who participated in the General Meeting, on the given item of the agenda	33 993 228 147
Quorum on this item (%)	80.5184

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	24 744 833 736	72.7934
«AGAINST»	9 077 116 590	26.7027
«ABSTAINED»	169 771 087	0.4994

Number of votes in ballots declared invalid or not counted on other grounds	1 506 734
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Based on the results of the vote on item № 6 of the agenda THE DECISION WAS TAKEN:
To approve the Regulation on the Audit Commission of the Company in a new edition.

Appendices:

1. Minutes of voting results at the Annual General Meeting of Shareholders of Rosseti Centre, PJSC dated 17.06.2022.
2. Annual report of Rosseti Centre, PJSC for 2021.
3. Annual financial statements of Rosseti Centre, PJSC for 2021.
4. The Regulation on the Audit Commission of Rosseti Centre, PJSC in a new edition.

**Chairperson of the Annual General Meeting of
Shareholders of Rosseti Centre, PJSC**

A.V. Mayorov

**Secretary of the Annual General Meeting of
Shareholders of Rosseti Centre, PJSC**

S.V. Lapinskaya