

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

«09» June 2023

city of Moscow

01/23

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):	09 June 2023
Record date of persons eligible to participate in the General Meeting:	15 May 2023
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:	09 June 2023
Person presiding at the General Meeting:	Evgeny Viktorovich Lyapunov, Chairperson of the Board of Directors of Rosseti Centre, PJSC Svetlana Vladimirovna Lapinskaya, Corporate Secretary of Rosseti Centre, PJSC JSC VTB Registrar
Secretary of the General Meeting:	Location of the Registrar: Moscow. Address of the Registrar: 127015, Moscow, Pravdy St., 23 Person authorized by the Registrar: Vera Nikolaevna Naumkina under power of attorney dated 30.12.2022 №301222/527
Tabulation Commission of the General Meeting (hereinafter – the Registrar):	

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 Central Bank of the Russian Federation 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 **32 300 619 856** 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 - **Evgeny Viktorovich Lyapunov**.

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 04.05.2023.

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: Vera Nikolaevna Naumkina under power of attorney №301222/527 dated 30.12.2022.

In accordance with Article 51 of the Federal Law “On Joint Stock Companies”, the Board of Directors of Rosseti Centre, PJSC determined on 04.05.2023 that 15.05.2023 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 of the Company for 2022, the annual financial statements of the Company for 2022.
2. On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of 2022.
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 appointment of the audit organization of the Company.

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

On issue # 1 «On approval of the Annual Report of the Company for 2022, the annual financial statements of the Company for 2022».

The annual report of Rosseti Centre, PJSC following the results of work for 2022 is attached (Appendix to the Minutes).

The annual financial statements of Rosseti Centre, PJSC for 2022 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 2022.
2. To approve the annual financial statements of the Company for 2022.

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	32 300 619 856
Quorum on this item (%)	76.5092

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	32 296 683 914	99.9878
«AGAINST»	66 442	0.0002
«ABSTAINED»	3 368 405	0.0104
Number of votes in ballots declared invalid or not counted on other grounds		501 095

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 2022.
2. To approve the annual financial statements of the Company for 2022.

The draft documents, approved by the General Meeting of Shareholders, such as: the Company's annual report for 2022, the Company's annual financial statements for 2022 are presented for review on the Company's official website at: www.mrsk-1.ru

On issue # 2 «On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of 2022».

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 2022:

Name	(thous. RUB)
Retained earnings (uncovered loss) for the reporting period:	4 537 756
To be distributed to:	
- Reserve fund	0
- Dividends	1 908 673
<i>interim dividends for 9 months of 2022 (EGM decision dated 23.12.2022 No. 02/22)</i>	1 435 410
<i>the amount of dividend payable</i>	473 263
- Repayment of losses of previous years	0
- Profit for development	2 629 083

2. To pay dividends on common stocks of the Company following the results of 2022 in the amount of RUB 0.01121 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 23 June 2023.

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	32 300 619 856
Quorum on this item (%)	76.5092

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	32 298 056 501	99.9921
«AGAINST»	133 993	0.0004
«ABSTAINED»	2 045 710	0.0063
Number of votes in ballots declared invalid or not counted on other grounds		383 652

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 2022:

Name	(thous. RUB)
Retained earnings (uncovered loss) for the reporting period:	4 537 756
To be distributed to:	
- Reserve fund	0
- Dividends	1 908 673
<i>interim dividends for 9 months of 2022 (EGM decision dated 23.12.2022 No. 02/22)</i>	1 435 410
<i>the amount of dividend payable</i>	473 263
- Repayment of losses of previous years	0
- Profit for development	2 629 083

2. To pay dividends on common stocks of the Company following the results of 2022 in the amount of RUB 0.01121 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 23 June 2023.

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.	Evgeny Viktorovich Lyapunov	Deputy Director General - Chief Engineer of PJSC Rosseti
2.	Elena Viktorovna Andreeva	Deputy Director General for Sale of Services and Transport of Electric Energy of PJSC Rosseti
3.	Maxim Sergeevich Agafonov	Director for Property Relations - Head of the Property Relations Department of PJSC Rosseti
4.	Maria Alexandrovna Dokuchaeva	Chief Adviser of PJSC Rosseti
5.	Yulia Alexandrovna Leshchevskaya	Deputy Director General for Strategy of PJSC Rosseti
6.	Igor Vladimirovich Makovskiy	General Director of Rosseti Centre, PJSC
7.	Andrey Petrovich Tulba	Director for Economics - Head of the Economics Department of PJSC Rosseti
8.	Maria Vyacheslavna Korotkova	
9.	Alexander Viktorovich Golovtsov	
10.	Vitaly Yuryevich Zarkhin	
11.	Alexey Nikolayevich Zharikov	Adviser, JSC "Elektrotsentraladka"
12.	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors

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 the given item of the agenda	355 306 818 416
Quorum on this item (%)	76.5092

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.	Evgeny Viktorovich Lyapunov	31 294 056 323
2.	Elena Viktorovna Andreeva	31 334 992 509
3.	Maxim Sergeevich Agafonov	31 333 095 611
4.	Maria Alexandrovna Dokuchaeva	31 337 363 601
5.	Yulia Alexandrovna Leshchevskaya	31 337 046 565
6.	Igor Vladimirovich Makovskiy	31 474 149 766
7.	Andrey Petrovich Tulba	31 303 776 573
8.	Maria Vyacheslavna Korotkova	31 334 121 645
9.	Alexander Viktorovich Golovtsov	15 674 888 808
10.	Vitaly Yuryevich Zarkhin	32 807 510 093
11.	Alexey Nikolayevich Zharikov	30 798 203 144
12.	Andrey Vladimirovich Morozov	25 113 194 512
«FOR»		355 142 399 150
«AGAINST» all candidates		5 282 871
«ABSTAINED» for all candidates		73 814 994
Number of votes in ballots declared invalid or not counted on other grounds		85 321 401

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:

Vitaly Yuryevich Zarkhin

Igor Vladimirovich Makovskiy - General Director of Rosseti Centre, PJSC

Maria Alexandrovna Dokuchaeva - Chief Adviser of PJSC Rosseti

Yulia Alexandrovna Leshchevskaya - Deputy Director General for Strategy of PJSC Rosseti

Elena Viktorovna Andreeva - Deputy Director General for Sale of Services and Transport of Electric Energy of PJSC Rosseti

Maria Vyacheslavna Korotkova

Maxim Sergeevich Agafonov - Director for Property Relations - Head of the Property Relations Department of PJSC Rosseti

Andrey Petrovich Tulba - Director for Economics - Head of the Economics Department of PJSC Rosseti

Evgeny Viktorovich Lyapunov - Deputy Director General - Chief Engineer of PJSC Rosseti

Alexey Nikolayevich Zharikov - Adviser, JSC "Elektrotsentraladka"

Andrey Vladimirovich Morozov - Legal Director, Association of Institutional Investors

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.	Anton Sergeevich Ulyanov	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.	Elena Alexandrovna Kabizskina	Chief Expert of the Office of Corporate Audit and Control of Subsidiaries of the Internal Audit Department of PJSC Rosseti
5.	Gayane Robertovna Andriasova	Deputy Head of the Office of Corporate Audit and Control of Subsidiaries of the Internal Audit 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	42 217 531 668
Number of votes, owned by persons, who participated in the General Meeting, on the given item of the agenda	32 300 619 856
Quorum on this item (%)	76.5099

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	Anton Sergeevich Ulyanov	23 725 967 241	3 780 899	8 545 616 171	25 255 545
	Viktor Vladimirovich Tsarkov	73.4536	0.0117	26.4565	
2	Svetlana Mikhailovna Trishina	23 725 357 398	3 364 789	8 546 327 018	25 570 651
		73.4517	0.0104	26.4587	
3	Anton Sergeevich Ulyanov	23 725 924 240	4 412 513	8 546 112 613	24 170 490
	Viktor Vladimirovich Tsarkov	73.4535	0.0137	26.4580	
4	Svetlana Mikhailovna Trishina	23 721 922 755	4 076 500	8 549 203 016	25 417 585
		73.4411	0.0126	26.4676	
5	Gayane Robertovna Andriasova	23 720 329 450	9 056 959	8 545 781 097	25 452 350
		73.4362	0.0280	26.4570	

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:

Anton Sergeevich Ulyanov - Director for Internal Audit - Head of the Internal Audit 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

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

Elena Alexandrovna Kabizskina - Chief Expert of the Office of Corporate Audit and Control of Subsidiaries 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 appointment of the audit organization 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 appoint the Association of Auditors (the collective participant) consisting of TSATR - Audit Services LLC (TIN 7709383532) (the leader of the collective participant) and ACC Crowe Audex LLC (TIN 1655301258) (the member of the collective participant) as the audit organization 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	32 300 619 856
Quorum on this item (%)	76.5092

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	23 750 122 360	73.5284
«AGAINST»	2 480 862	0.0077
«ABSTAINED»	8 547 101 154	26.4611
Number of votes in ballots declared invalid or not counted on other grounds		915 480

Based on the results of the vote on item № 5 of the agenda THE DECISION WAS TAKEN:
To appoint the Association of Auditors (the collective participant) consisting of TSATR - Audit Services LLC (TIN 7709383532) (the leader of the collective participant) and ACC Crowe Audex LLC (TIN 1655301258) (the member of the collective participant) as the audit organization of the Company.

Appendices:

1. Minutes of voting results at the Annual General Meeting of Shareholders of Rosseti Centre, PJSC dated 09.06.2023.
2. Annual report of Rosseti Centre, PJSC for 2022.
3. Annual financial statements of Rosseti Centre, PJSC for 2022.

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

E.V. Lyapunov

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

S.V. Lapinskaya