

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

«20» June 2024

city of Moscow

# 01/24

<b>Full legal name of the Company:</b>	Public Joint stock company «Rosseti Centre»
<b>Location of the Company:</b>	Moscow, Russia
<b>Address (registered office)</b>	119017, Moscow, Malaya Ordynka St., 15
<b>Type of the General Meeting</b>	Annual
<b>Form of the General Meeting holding:</b>	Absentee voting
<b>Date of the General Meeting holding (ballots reception end date):</b>	20 June 2024
<b>Record date of persons eligible to participate in the General Meeting:</b>	26 May 2024
<b>Completed voting ballots were sent to the following postal addresses:</b>	- 119017, Russia, Moscow, Malaya Ordynka St., 15, Rosseti Centre, PJSC, - 127137, Russia, Moscow, p/o box 54, JSC VTB Registrar.
<b>Completed electronic forms of the voting bulletins were sent to the following web address:</b>	<a href="http://www.vtbreg.ru">http://www.vtbreg.ru</a>
<b>Date of drawing up the Minutes:</b>	20 June 2024
<b>Person presiding at the General Meeting:</b>	Evgeny Viktorovich Lyapunov, Chairperson of the Board of Directors of Rosseti Centre, PJSC
<b>Secretary of the General Meeting:</b>	Svetlana Vladimirovna Lapinskaya, Corporate Secretary of Rosseti Centre, PJSC JSC VTB Registrar
<b>Tabulation Commission of the General Meeting (hereinafter – the Registrar):</b>	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 29.12.2023 № 291223/449

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 **31 604 101 809** 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 15.05.2024.

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 dated 29.12.2023 № 291223/449.

In accordance with Article 51 of the Federal Law “On Joint Stock Companies”, the Board of Directors of Rosseti Centre, PJSC determined on 15.05.2024 that 26.05.2024 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 2023, the annual financial statements of the Company for 2023.
2. On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of 2023.
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.
6. On approval of the Articles of Association of Rosseti Centre, PJSC 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 of the Company for 2023, the annual financial statements of the Company for 2023».**

The annual report of Rosseti Centre, PJSC following the results of work for 2023 is attached (Appendix to the Minutes).

The annual financial statements of Rosseti Centre, PJSC for 2023 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 2023.
2. To approve the annual financial statements of the Company for 2023.

**Quorum and voting results on item № 1 of the agenda**

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by <b>persons, who participated</b> in the General Meeting, on the given item of the agenda	<b>31 604 101 809</b>
<b>Quorum</b> on this item (%)	<b>74.85940</b>

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

Voting options	Number of votes	% from those attending the meeting
«FOR»	<b>31 569 729 030</b>	<b>99.89124</b>
«AGAINST»	<b>4 000</b>	<b>0.00001</b>
«ABSTAINED»	<b>33 421 821</b>	<b>0.10575</b>
Number of votes in ballots declared invalid or not counted on other grounds		<b>946 958</b>

**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 2023.
2. To approve the annual financial statements of the Company for 2023.

The draft documents, approved by the General Meeting of Shareholders: the annual report of Rosseti Centre, PJSC for 2023, the annual financial statements of Rosseti Centre, PJSC for 2023 are presented for review on the Company's official website at: [www.mrsk-1.ru](http://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 2023».**

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 distribution of profits (losses) of Rosseti Centre, PJSC, received based on the results of 2023:

(thous. RUB)

Indicator	Amount
Retained earnings (uncovered loss) for the reporting period:	6 114 765
To be distributed to: Reserve fund	0
Dividends	2 795 250
Repayment of losses of previous years	0
Profit for development	3 319 515

2. To pay dividends on common stocks of Rosseti Centre, PJSC following the results of 2023 in the amount of RUB 0.06621 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 2023 as «04» July 2024.

**Quorum and voting results on item № 2 of the agenda**

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by <b>persons, who participated</b> in the General Meeting, on the given item of the agenda	<b>31 604 101 809</b>
<b>Quorum</b> on this item (%)	<b>74.85940</b>

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

Voting options	Number of votes	% from those attending the meeting
«FOR»	<b>31 590 352 292</b>	<b>99.95649</b>
«AGAINST»	<b>652 856</b>	<b>0.00207</b>
«ABSTAINED»	<b>11 845 498</b>	<b>0.03748</b>
Number of votes in ballots declared invalid or not counted on other grounds		<b>1 251 163</b>

**Based on the results of the vote on item № 2 of the agenda THE DECISION WAS TAKEN:**

1. To approve the following distribution of profits (losses) of Rosseti Centre, PJSC, received based on the results of 2023:

(thous. RUB)

<b>Indicator</b>	<b>Amount</b>
Retained earnings (uncovered loss) for the reporting period:	6 114 765
To be distributed to: Reserve fund	0
Dividends	2 795 250
Repayment of losses of previous years	0
Profit for development	3 319 515

2. To pay dividends on common stocks of Rosseti Centre, PJSC following the results of 2023 in the amount of RUB 0.06621 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 2023 as «04» July 2024.

**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.	Alexey Alexandrovich Polinov	Chief Adviser of PJSC Rosseti
8.	Andrey Petrovich Tulba	Director for Economics - Head of the Economics Department of PJSC Rosseti
9.	Dmitry Vladimirovich Tokar-Mezhikovskiy	Head of the Legal Department of PJSC Rosseti
10.	Maria Vyacheslavna Korotkova	Development Director of Technoinnovation LLC
11.	Alexander Viktorovich Golovtsov	MC Era Investments LLC, Head of Investment Research
12.	Vitaly Yuryevich Zarkhin	
13.	Andrey Vladimirovich Morozov	Association of Institutional Investors, Legal Director
14.	Alexander Viktorovich Shevchuk	Association of Institutional Investors, Executive Director
15.	Sergey Sergeevich Pikin	Energy Development Fund, Director

#### Quorum and voting results on item № 3 of the agenda

Number of cumulative votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>464 397 356 148</b>
Number of cumulative votes, to be accounted for <b>voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	<b>464 397 356 148</b>
Number of cumulative votes, owned by <b>persons, who participated</b> in the General Meeting, on the given item of the agenda	<b>347 645 119 899</b>
<b>Quorum</b> on this item (%)	<b>74.85940</b>

#### 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	<b>30 731 645 465</b>
2.	Elena Viktorovna Andreeva	<b>30 470 392 390</b>
3.	Maxim Sergeevich Agafonov	<b>30 457 997 404</b>
4.	Maria Alexandrovna Dokuchaeva	<b>30 445 797 285</b>
5.	Yulia Alexandrovna Leshchevskaya	<b>30 442 257 021</b>
6.	Igor Vladimirovich Makovskiy	<b>31 729 241 096</b>
7.	Alexey Alexandrovich Polinov	<b>30 442 784 415</b>
8.	Andrey Petrovich Tulba	<b>47 933 111</b>
9.	Dmitry Vladimirovich Tokar-Mezhikovskiy	<b>48 251 464</b>
10.	Maria Vyacheslavna Korotkova	<b>16 988 560</b>
11.	Alexander Viktorovich Golovtsov	<b>123 361 314</b>

12.	Vitaly Yuryevich Zarkhin	33 332 853 792
13.	Andrey Vladimirovich Morozov	33 531 256 386
14.	Alexander Viktorovich Shevchuk	35 001 345 695
15.	Sergey Sergeevich Pikin	30 420 426 801
«FOR»		347 242 532 199
«AGAINST»		28 007 507
«ABSTAINED»		208 912 099
Number of votes in ballots declared invalid or not counted on other grounds		165 668 094

*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:

1. Alexander Viktorovich Shevchuk – Association of Institutional Investors, Executive Director
2. Andrey Vladimirovich Morozov – Association of Institutional Investors, Legal Director
3. Vitaly Yuryevich Zarkhin
4. Igor Vladimirovich Makovskiy – General Director of Rosseti Centre, PJSC
5. Evgeny Viktorovich Lyapunov – Deputy Director General - Chief Engineer of PJSC Rosseti
6. Elena Viktorovna Andreeva – Deputy Director General for Sale of Services and Transport of Electric Energy of PJSC Rosseti
7. Maxim Sergeevich Agafonov – Director for Property Relations - Head of the Property Relations Department of PJSC Rosseti
8. Maria Alexandrovna Dokuchaeva – Chief Adviser of PJSC Rosseti
9. Alexey Alexandrovich Polinov – Chief Adviser of PJSC Rosseti
10. Yulia Alexandrovna Leshchevskaya – Deputy Director General for Strategy of PJSC Rosseti
11. Sergey Sergeevich Pikin – Energy Development Fund, Director

**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.	Maxim Gennadievich Kormiltsev	Chief Expert of the Office of Corporate Audit and Control of Subsidiaries of the Internal Audit Department of PJSC Rosseti
5.	Kirill Evgenievich Rogachev	Head of the Operational Audit Office of the Internal Audit Department of PJSC Rosseti

**Quorum and voting results on item № 4 of the agenda**

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by <b>persons, who participated</b> in the General Meeting, on the given item of the agenda	<b>31 604 101 809</b>
<b>Quorum</b> on this item (%)	<b>74.85940</b>

**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	22 426 726 169	7 215 655	9 166 488 472	3 671 513
		70.96144	0.02283	29.00411	
2	Viktor Vladimirovich Tsarkov	22 422 083 334	12 530 932	9 164 518 030	4 969 513
		70.94675	0.03965	28.99788	
3	Svetlana Mikhailovna Trishina	22 428 101 757	5 110 603	9 166 953 638	3 935 811
		70.96580	0.01617	29.00558	
4	Maxim Gennadievich Kormiltsev	22 428 655 619	6 141 311	9 164 927 515	4 377 364
		70.96755	0.01943	28.99917	
5	Kirill Evgenievich Rogachev	22 420 141 507	13 142 667	9 165 117 199	5 700 436
		70.94061	0.04158	28.99977	

*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:

1. Maxim Gennadievich Kormiltsev – Chief Expert of the Office of Corporate Audit and Control of Subsidiaries of the Internal Audit Department of PJSC Rosseti
2. 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
3. Anton Sergeevich Ulyanov – Director for Internal Audit - Head of the Internal Audit Department of PJSC Rosseti
4. Viktor Vladimirovich Tsarkov – First Deputy Head of the Internal Audit Department of PJSC Rosseti
5. Kirill Evgenievich Rogachev – Head of the Operational Audit Office 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 the leader of the collective participant TSATR - Audit Services LLC (TIN 7709383532) and the member of the collective participant Intercom-Audit LLC (TIN 7729744770) as the audit organization of the Company to conduct a mandatory annual audit of the Company's financial statements for 2024.

**Quorum and voting results on item № 5 of the agenda**

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
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Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by <b>persons, who participated</b> in the General Meeting, on the given item of the agenda	<b>31 604 101 809</b>
<b>Quorum</b> on this item (%)	<b>74.85940</b>

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

Voting options	Number of votes	% from those attending the meeting
«FOR»	<b>22 439 157 747</b>	<b>71.00078</b>
«AGAINST»	<b>852 321</b>	<b>0.00270</b>
«ABSTAINED»	<b>9 161 581 538</b>	<b>28.98858</b>
Number of votes in ballots declared invalid or not counted on other grounds	<b>2 510 203</b>	

**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 the leader of the collective participant TSATR - Audit Services LLC (TIN 7709383532) and the member of the collective participant Intercom-Audit LLC (TIN 7729744770) as the audit organization of the Company to conduct a mandatory annual audit of the Company's financial statements for 2024.

**On issue # 6 «On approval of the Articles of Association of Rosseti Centre, PJSC in a new edition».**

The draft of the Articles of Association of the Company in a new edition is attached (Appendix to the Minutes).

In accordance with item 4 of Article 49 of the Federal Law "On Joint-Stock Companies" and item 10.5 of Article 10 of the Articles of Association of IDGC of Centre, PJSC the decision on item № 6 is taken by a three-fourths majority vote 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 Articles of Association of Rosseti Centre, PJSC in a new edition.

**Quorum and voting results on item № 6 of the agenda**

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by <b>persons, who participated</b> in the General Meeting, on the given item of the agenda	<b>31 604 101 809</b>
<b>Quorum</b> on this item (%)	<b>74.85940</b>

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

Voting options	Number of votes	% from those attending the meeting
«FOR»	<b>31 512 922 021</b>	<b>99.71149</b>
«AGAINST»	<b>4 770 322</b>	<b>0.01510</b>
«ABSTAINED»	<b>85 287 517</b>	<b>0.26986</b>
Number of votes in ballots declared invalid or not counted on other grounds	<b>1 121 949</b>	

**Based on the results of the vote on item № 6 of the agenda THE DECISION WAS TAKEN:**

To approve the Articles of Association of Rosseti Centre, PJSC in a new edition.

The draft documents, approved by the General Meeting of Shareholders: the Articles of Association of



Rosseti Centre, PJSC in a new edition is presented for review on the Company's official website at: [www.mrsk-1.ru](http://www.mrsk-1.ru)

**Appendices:**

1. Minutes of voting results at the Annual General Meeting of Shareholders of Rosseti Centre, PJSC dated 20.06.2024.
2. Annual report of Rosseti Centre, PJSC for 2023.
3. Annual financial statements of Rosseti Centre, PJSC for 2023.
4. The Articles of Association of Rosseti Centre, PJSC in a new edition.

**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**