



INFORMATION (MATERIALS) provided to the persons entitled to participate in the Annual General Meeting of Shareholders of Rosseti Centre, PJSC following the results of 2021

17 June 2022



MATERIALS TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC 2022

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ITEM № 1 «ON APPROVAL OF THE ANNUAL REPORT, THE ANNUAL FINANCIAL STATEMENTS OF THE COMPANY FOR 2021»

Explanatory information on the item

Draft resolution on the item

Annual Report of Rosseti Centre, PJSC for 2021 (APPENDIX 1 to the Presentation)

The report on related party transactions, concluded by the Company in 2021

Annual financial statements of Rosseti Centre, PJSC for 2021 (APPENDIX 2 to the Presentation)

Conclusion of the Audit Commission of Rosseti Centre, PJSC for 2021

Auditor's report

Conclusion of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC on the results of assessing the effectiveness and quality of the external audit process, the auditor's report on the financial statements of the Company for 2021, issued by Ernst & Young LLC

Conclusion of the internal auditor of Rosseti Centre, PJSC on the results of assessing the reliability and efficiency of the internal control system and the risk management system, corporate governance of the Company

Recommendations of the Board of Directors of Rosseti Centre, PJSC on the preliminary approval of the Company's annual report for 2021 and recommendations to the Annual General Meeting of Shareholders on its approval

Recommendations of the Board of Directors of Rosseti Centre, PJSC on submission for approval to the Annual General Meeting of Shareholders of the annual financial statements of the Company for 2021

ITEM № 2 «ON DISTRIBUTION OF PROFITS AND LOSSES OF THE COMPANY (INCLUDING THE DIVIDEND PAYMENT (DECLARATION)) FOLLOWING THE RESULTS OF 2021»

Explanatory information on the item

Draft resolution on the item

Recommendations of the Board of Directors of Rosseti Centre, PJSC on the distribution of profits (losses) of the Company based on the results of 2021, including on the amount of dividend on the Company's shares and the procedure for its payment and in terms of determining the date on which the persons entitled to receive dividends are recorded

ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Explanatory information on the item

Draft resolution on the item

Data on nominees to the Board of Directors of Rosseti Centre, PJSC, including the information on who each candidate was nominated by, the information about the availability of a written consent of the candidate, the information on professional qualifications of the candidates, including assessment of candidates for compliance with the Competence Matrix

Information on compliance with the independence criteria established by the Listing Rules of PJSC Moscow Exchange, including the evaluation of candidates with the independence criteria

Conclusion of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre, PJSC on the evaluation of candidates to the Board of Directors of Rosseti Centre, PJSC

ITEM № 4 «ON ELECTION OF MEMBERS OF THE AUDIT COMMISSION OF THE COMPANY»

Explanatory information on the item

Draft resolution on the item

Data on nominees to the Audit Commission of Rosseti Centre, PJSC, including the information on who each candidate was nominated by, the information about the availability of a written consent of the candidate, the information on professional qualifications of the candidates

ITEM № 5 «ON APPROVAL OF THE AUDITOR OF THE COMPANY»

Explanatory information on the item (description of the procedure for selecting the external auditor, details of the proposed remuneration of the external auditor)

Draft resolution on the item

Information on the candidate for the external auditor of Rosseti Centre, PJSC, including information on the professional qualities and independence of the external auditor

Conclusion of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC on the assessment of the candidacy of the external auditor

ITEM № 6 «ON APPROVAL OF THE REGULATION ON THE AUDIT COMMISSION OF THE COMPANY IN A NEW EDITION»

Explanatory information on the item

Draft resolution on the item

Draft Regulation on the Audit Commission of the Company in a new edition (APPENDIX 3 to the Presentation)

Current version of the Regulation on the Audit Commission of the Company (APPENDIX 4 to the Presentation)

Summary table of changes to the Regulation on the Audit Commission of the Company



MATERIALS TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC 2022

NOTICE ON HOLDING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC:

Dear shareholders!

Public Joint stock company «Rosseti Centre» informs about holding the Annual General Meeting of Shareholders by absentee voting with the following agenda:

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.

Date of the General Meeting of Shareholders of Rosseti Centre, PJSC (ballots reception end date): 17 June 2022.

Holders of the Company's ordinary registered shares have the right to vote on all items on the agenda of the General Meeting of Shareholders of the Company.

Record date of the list of the persons eligible to participate in the Annual General Meeting of Shareholders of Rosseti Centre, PJSC: «23» May 2022.

Information (materials), provided in preparation for the Annual General Meeting of Shareholders of Rosseti Centre, PJSC, shall be available to the persons entitled to participate in the General Meeting of Shareholders from 27 May 2022 to 17 June 2022 from 10 hours 00 minutes to 17 hours 00 minutes local time, excluding weekends and holidays, as well as 17 June 2022 at the following addresses:

- Russia, Moscow, Malaya Ordynka St., 15, Rosseti Centre, PJSC,
- Russia, Moscow, Pravdy St., 23, VTB Registrar,

also from 27 May 2022 on the Company's website at: www.mrsk-1.ru

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, this information (materials) shall be sent until 27 May 2022 in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder.

In the period of preparation for the Meeting, the Company maintains a telephone channel for communication with shareholders: 8 (495) 747-92-92 (30-37). Also, for communication with shareholders, the Company has a special e-mail address: ir@mrsk-1.ru and the forum is functioning on the agenda of the meeting on the Company's website: <https://www.mrsk-1.ru/about/management/controls/stockholders/material/gosa2021/forum/>

Completed voting ballots can be sent to one of the following postal addresses:

- 119017, Russia, Moscow, Malaya Ordynka St., 15, Rosseti Centre, PJSC;
- 127137, Russia, Moscow, p/o box 54, VTB Registrar;

Persons who have the right to participate in the Meeting are provided with technical capabilities for voting at the Meeting by filling out the electronic form of the bulletin (hereinafter - the electronic bulletin) on the website of VTB Registrar, which is the holder of the register of holders of the Company's equity securities. Such participation is carried out through the service "Personal account of the shareholder" on the Registrar's website at <http://www.vtbreg.ru>

To connect to the service "Personal account of the shareholder" it is necessary:

- for shareholders-individuals:

- to fill in the online application form on the Registrar's website at <http://www.vtbreg.ru>;
- to submit the Application to any subdivision of VTB Registrar from the listed on the website at: <http://www.vtbreg.ru>;
- to use temporary username and password to access the "Personal account of the shareholder", information about which is available in ballots sent to shareholders by mail.

The possibility of entering the "Personal account of the shareholder" is also available, by using the portal of the State Services (ESIA) or by using electronic signature on the sim card (1C-SIM service).

- for shareholders-legal entities:

- to submit the Application in paper form to any subdivision of VTB Registrar from the listed on the website: <http://www.vtbreg.ru>

In addition, the owner of securities, the rights to which are accounted for by a nominal holder or foreign nominal holder, is entitled to participate in the Meeting personally or by giving instructions to the nominal holder or foreign nominal holder to vote in a specific way, if this is provided for by an agreement concluded with the nominal holder or foreign nominal holder. An electronic voting document signed with an electronic signature shall be sent by the owner of the equity securities to the nominal holder.

When determining the quorum and summing up the voting results, the votes of shareholders are taken into account, the ballots of which are received and (or) the electronic form of ballots is completed on the registrar's website at <http://www.vtbreg.ru> by 17 June 2022, as well as the votes of shareholders who, in accordance with the rules of the legislation of the Russian Federation on securities, have given the persons, recording their rights to shares, instructions on voting, if messages about their will are received before 17 June 2022.

Contact person: Svetlana V. Lapinskaya – Corporate Secretary of the Company.

The Board of Directors of Rosseti Centre, PJSC

VOTING DETAILS AT THE GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC

Dear shareholders!

Please, familiarize yourselves with the procedure for voting on the agenda of the Meeting, as voting at the Meeting is the basic right of the shareholder, which determines decisions taken by the Meeting and the work of the Company for the future.

Voting at the Shareholders' Meeting is carried out using ballots №№ 1-3. Each ballot must be signed by the shareholder or his representative.

Who has the right to vote at the Meeting

Persons, included in the list of persons entitled to participate in the meeting, compiled as of 23 May 2022 (the record date) have the right to vote on the agenda items of the Meeting.

In addition, in case of transfer of shares after the indicated date – their purchasers by proxy from a person included in the list, if such an opportunity is provided for in the share transfer agreement.

Voting procedure at the Meeting

Voting at the Meeting on items №№ 1-2, №№ 4-6 is carried out according to the principle "One voting share of the Company - one vote". When voting on items №№ 1-2, №№ 4-6 of the agenda of the Meeting, the voter has the right to choose only one voting option "FOR", "AGAINST" or "ABSTAINED", having deleted unnecessary options. When voting on item № 4 of the agenda of the Meeting - voting is carried out for each candidate to the members of the Audit Commission separately. The distribution of votes is not required.

Voting at the Meeting on item № 3 is carried out by cumulative voting on the basis of Article 59 of the Federal Law "On Joint Stock Companies". When voting on item № 3 of the agenda of the Meeting, the number of votes held by the shareholder is multiplied by «11» - the number of persons who are to be elected to the Board of Directors of the Company. The shareholder has the right to give the votes thus obtained in full for one candidate or distribute them among two or more candidates.

Ways and terms of voting

The signed ballot is sent to the Company's Registrar or to the Company **no later than 17 June 2022**.

Persons who have the right to participate in the Meeting are provided with technical capabilities for voting at the Meeting by filling out the electronic form of the bulletin (hereinafter - the electronic bulletin) on the website of VTB Registrar, which is the holder of the register of holders of the Company's equity securities.

Such participation is carried out through the service "Personal account of the shareholder" on the Registrar's website at <http://www.vtbreg.ru>

To connect to the service "Personal account of the shareholder" it is necessary:

- for shareholders-individuals:

- to fill in the online application form on the Registrar's website at <http://www.vtbreg.ru>;
- to submit the Application to any subdivision of VTB Registrar from the listed on the website: <http://www.vtbreg.ru>;
- to use temporary username and password to access the "Personal account of the shareholder", information about which is available in ballots sent to shareholders by mail.

The possibility of entering the "Personal account of the shareholder" is also available, by using the portal of the State Services (ESIA) or by using electronic signature on the sim card (1C-SIM service).

- for shareholders-legal entities:

- to submit the Application in paper form to any subdivision of VTB Registrar from the listed on the website: <http://www.vtbreg.ru>

In addition, the owner of securities, the rights to which are accounted for by a nominal holder or foreign nominal holder, is entitled to participate in the Meeting personally or by giving instructions to the nominal holder or foreign nominal holder to vote in a specific way, if this is provided for by an agreement concluded with the nominal holder or foreign nominal holder. An electronic voting document signed with an electronic signature shall be sent by the owner of the equity securities to the nominal holder.



Public Joint stock company
«Rosseti Centre»

EXTRACT FROM MINUTES of meeting of the Board of Directors of Rosseti Centre, PJSC (in the form of absent voting)

«06» May 2022 Moscow No. 24/22

Form of the meeting: **absent voting**.

Total number of members of the Board of Directors: **11 people**.

Participants of the voting: A.V. Golovtsov, Y.V. Goncharov, V.Y. Zarkhin, M.V. Korotkova, D.Y. Krainskiy, A.I. Krupenina, A.V. Mayorov, I.V. Malokovskiy, A.V. Molskiy, E.V. Prokhorov, A.V. Shevchuk.

Members who did not provide questionnaires: **none**.

The quorum is **present**.

Date of the minutes: **06.05.2022**.

Item 3. On approval of the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company.

Decision:
To approve the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company, - 23 May 2022.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. Yury Vladimirovich Goncharov | - «FOR» |
| 3. Vitaly Yuryevich Zarkhin | - «FOR» |
| 4. Maria Vyacheslavna Korotkova | - «FOR» |
| 5. Danil Vladimirovich Krainskiy | - «FOR» |
| 6. Anastasiya Igorevna Krupenina | - «FOR» |
| 7. Andrey Vladimirovich Mayorov | - «FOR» |
| 8. Igor Vladimirovich Makovskiy | - «FOR» |
| 9. Alexey Valeryevich Molskiy | - «FOR» |
| 10. Egor Vyacheslavovich Prokhorov | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:
«FOR» - «10»
«AGAINST» - «0»
«ABSTAINED» - «1»

Decision is taken.

Minutes signed by:

Chairperson of the Board of Directors A.V. Mayorov

Corporate Secretary S.V. Lapinskaya

Extract is correct:

Corporate Secretary of Rosseti Centre, PJSC S.V. Lapinskaya
06.05.2022

SAMPLE FORM OF POWER OF ATTORNEY, WHICH THE SHAREHOLDER MAY ISSUE TO HIS REPRESENTATIVE, AND THE PROCEDURE FOR ITS CERTIFICATION

POWER OF ATTORNEY

_____ (place of drawing up the power of attorney to be fully specified in words)

_____ (date of issue of the power of attorney to be fully specified in words)

This power of attorney _____ (Surname, name, patronymic of the Shareholder),

passport # _____, issued « _____ » _____ (previously passport series _____ # _____, issued

« _____ » 20 _____), registered at: _____

Principal», authorizes _____ (Surname, name, patronymic),

passport # _____, issued « _____ » _____, registered at: _____

_____ hereinafter referred to as «the Attorney», to represent the interests of the Principal at **General Meetings of Shareholders** (hereinafter - «the Meetings») of **Public Joint stock company «Rosseti Centre» (hereinafter - Rosseti Centre, PJSC)** and perform the following actions:

- to vote on all items of the agenda with all the shares Rosseti Centre, PJSC owned by the Principal;
 - to sign voting ballots;
 - to receive all necessary documents and materials provided to shareholders in preparation for the Meetings and during the Meetings;
 - to sign documents required for implementation of the above authority;
 - to perform all legal and factual actions related to the implementation of these powers.
- The power of attorney is issued without the right of substitution.
The power of attorney is valid until the thirty-first of December two thousand twenty two inclusive.

Signature _____ (Surname, name, patronymic of the Shareholder, signature)

The power of attorney, which does not indicate the date of the notarization, is void.
The power of attorney shall contain information about the principal and the attorney (for a natural person - name, identity document (series and (or) number, date and place of issue, issuing authority), for a legal entity - name, registered office).

The power of attorney shall be issued in accordance with the requirements of paragraph 3 of Article 185.1 of the Civil Code of the Russian Federation (can be certified by an organization in which the principal works or studies, and administration of an inpatient treatment institution in which he or she is being treated) or notarized. A power of attorney, issued by substitution, must be notarized.

¹ In order to identify the shareholder in the register of holders of securities in the absence in the register of information on the passport of a Russian citizen, be sure to specify in the power of attorney information of a previously issued passport

POWER OF ATTORNEY

_____ (place of drawing up the power of attorney to be fully specified in words)

_____ (date of issue of the power of attorney to be fully specified in words)

This power of attorney _____ (please, specify the full name of the legal entity of the shareholder of Rosseti Centre, PJSC under the By-Laws)

(hereinafter - «Principal»), represented by _____

_____ (please, specify the name of the sole executive body of the Principal and his or her full Surname, name, patronymic)

acting on the basis of the By-Laws, registered address of the Principal: _____

_____ (please, specify the full address of the registered office of the Principal under the By-Laws)

authorizes _____ (please, specify the full Surname, name, patronymic of the holder of power of attorney, authorized to vote on behalf of the Principal)

passport number _____, issued _____ « _____ » 20 _____, (issuing authority, date of issue),

place of residence: _____ (hereinafter - «the Attorney»),

to represent the interests of the Principal at **General Meetings of Shareholders** (hereinafter - «the Meetings») of **Public Joint stock company «Rosseti Centre» (hereinafter - Rosseti Centre, PJSC)** and perform the following actions:

- to vote on all items of the agenda with all the shares Rosseti Centre, PJSC owned by the Principal;
- to sign voting ballots;
- to receive all necessary documents and materials provided to shareholders in preparation for the Meetings and during the Meetings;
- to sign documents required for implementation of the above authority;
- to perform all actions related to the implementation of this order.

The power of attorney is issued without the right of substitution.

The power of attorney is valid until the thirty-first of December two thousand twenty two inclusive.

_____ (the name of the sole executive body, his or her signature and Full name)

Stamp here.

_____ The power of attorney, which does not indicate the date of the notarization, is void.

The power of attorney shall contain information about the principal and the attorney (for a natural person - name, identity document (series and (or) number, date and place of issue, issuing authority), for a legal entity - name, registered office).

The power of attorney shall be issued in accordance with the requirements of paragraph 4 of Article 185.1 of the Civil Code of the Russian Federation (power of attorney on behalf of a legal entity shall be signed by the manager or a person authorized to do so in accordance with the law and the constituent documents). A power of attorney issued by substitution shall be executed in accordance with requirements of para. 3 of Art. 187 of the Civil Code of the Russian Federation.

MATERIALS TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC 2022

RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND THE ORDER OF DECISION MAKING ON THE ITEMS OF THE AGENDA OF THE MEETING

№	Wording of the item and draft resolution	Initiator of the question	Recommendations of the Board of Directors to the Meeting	Order of decision making by the Meeting	Preliminarily reviewed by the Committee under the Board of Directors
1. ON APPROVAL OF THE ANNUAL REPORT, THE ANNUAL FINANCIAL STATEMENTS OF THE COMPANY FOR 2021					
	1. It is proposed to approve the Annual Report of the Company for 2021. 2. It is proposed to approve the annual financial statements of the Company for 2021.	Federal Law "On JSC"	FOR	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	Audit Committee Strategy Committee
2. ON DISTRIBUTION OF PROFITS AND LOSSES OF THE COMPANY (INCLUDING THE DIVIDEND PAYMENT (DECLARATION)) FOLLOWING THE RESULTS OF 2021					
	It is proposed to distribute the Company's profit and pay dividends for 2021.	Federal Law "On JSC"	FOR	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	Strategy Committee
3. ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY					
	It is proposed to elect the Board of Directors of the Company of 11 persons.	Federal Law "On JSC"	Recommended to vote FOR taking into account the requirements of the Listing Rules and provisions of the Corporate Governance Code on the presence in the Board of Directors of at least 1/3 of independent directors	Cumulative voting. The number of votes held by the shareholder is multiplied by the number of persons who are to be elected to the Board of Directors. The shareholder gives the votes thus obtained in full for one candidate or distribute them among two or more candidates; or has the right to vote "against all" or "abstained on all candidates", leaving only the chosen variant of voting not crossed out. The fractional part of the vote, obtained as a result of multiplying the number of votes, belonging to the shareholder holding the fractional share, by the number of persons who are to be elected to the Board of Directors of the Company, can be given only for one candidate. 11 candidates, who obtained the largest number of votes, are considered elected to the Board of Directors of the Company.	Personnel and Remuneration Committee
4. ON ELECTION OF MEMBERS OF THE AUDIT COMMISSION OF THE COMPANY					
	It is proposed to elect the Audit Commission of the Company of 5 persons.	Federal Law "On JSC"	FOR	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	
5. ON APPROVAL OF THE AUDITOR OF THE COMPANY					
	It is proposed to approve the Association of Auditors (the collective participant) consisting of CATR - Audit Services LLC (TIN 7709383532) (the leader of the collective participant) (former Ernst & Young LLC) and JSC Audit Company "DELOVOY PROFILE" (TIN 7735073914) (the member of the collective participant) as the Auditor of the Company.	Federal Law "On JSC"	FOR	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	Audit Committee
6. ON APPROVAL OF THE ARTICLES OF ASSOCIATION OF THE COMPANY IN A NEW EDITION					
	To approve the Regulation on the Audit Commission of the Company in a new edition.	Board of Directors	FOR	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	



MATERIALS TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC 2022

INFORMATION ABOUT THE SHAREHOLDERS' AGREEMENTS CONCLUDED DURING THE YEAR PRIOR TO THE DATE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ROSSETI CENTRE, PJSC:

Dear shareholders!

Please be informed that during the year prior to the date of the General Meeting of Shareholders no shareholders' agreements were concluded.