



ITEM № 1

ON PAYMENT (DECLARATION) OF DIVIDENDS ON SHARES OF ROSSETI CENTRE, PJSC BASED ON THE RESULTS OF 9 MONTHS OF THE 2022 REPORTING YEAR, INCLUDING ON THE AMOUNT OF DIVIDENDS, THE TIMING AND FORM OF THEIR PAYMENT, AS WELL AS ON THE DATE ON WHICH PERSONS ENTITLED TO RECEIVE DIVIDENDS ON SHARES OF ROSSETI CENTRE, PJSC ARE RECORDED

23 December 2022



ITEM № 1 «ON PAYMENT (DECLARATION) OF DIVIDENDS ON SHARES OF ROSSETI CENTRE, PJSC BASED ON THE RESULTS OF 9 MONTHS OF THE 2022 REPORTING YEAR, INCLUDING ON THE AMOUNT OF DIVIDENDS, THE TIMING AND FORM OF THEIR PAYMENT, AS WELL AS ON THE DATE ON WHICH PERSONS ENTITLED TO RECEIVE DIVIDENDS ON SHARES OF ROSSETI CENTRE, PJSC ARE RECORDED»

Explanatory information on the item (justification of the proposed dividend amount)

In accordance with Federal Law No. 208-FZ dated 26 December 1995 “On Joint Stock Companies”, the Company is entitled, based on the results of the first quarter, six months, nine months of the reporting year, to make decisions (declare) on the payment of dividends on outstanding shares. The decision on the payment (declaration) of dividends based on the results of the first quarter, six months and nine months of the reporting year may be taken within three months after the end of the relevant period.

In accordance with the requirement of the Company’s shareholder - PJSC Rosseti, which owns 50.23% of the voting shares of the Company, dated 27 October 2022 (Incoming No. CA/2247), the agenda of the Extraordinary General Meeting of Shareholders of the Company included the issue of payment (declaration) of dividends on shares of Rosseti Centre, PJSC based on the results of 9 months of the 2022 reporting year, including on the amount of dividends, the timing and form of their payment, as well as on setting the date on which the persons entitled to receive dividends on shares of Rosseti Centre, PJSC are recorded.

These decisions are made by the meeting of shareholders only on the recommendation of the Board of Directors of the Company. In accordance with paragraph 4 of Art. 42 of the Federal Law “On Joint Stock Companies”, the amount of dividends cannot exceed the amount of dividends recommended by the Board of Directors of the Company.

The source of payment of dividends is the Company’s profit after tax (net profit), determined according to the financial statements of the Company, compiled in accordance with the requirements of the legislation of the Russian Federation.

In accordance with the Statement of Financial Results, as of 30 September 2022, the Company’s net profit amounted to RUB 3,571,000 thousand.

The volume of interim dividend payments for 9 months of 2022 is proposed to be determined in the amount of RUB 1,435,410 thousand (taking into account rounding per share in rubles with an accuracy of four decimal places). The amount of dividends per 1 ordinary share is RUB 0.0340. The dividend yield on the Company’s shares for 9 months of 2022 will be 13.43%*.

The amount of dividend payments is determined taking into account the provisions of Resolution of the Government of the Russian Federation dated 29 May 2017 No. 1094-r:

a) the amount allocated for the payment of dividends is at least 50% of the net profit of the joint stock company, determined according to financial statements in accordance with Russian Accounting Standards;

b) the amount specified in subparagraph “a” is calculated taking into account the exclusion from the amount of the net profit used to calculate dividends:

- income and expenses related to the revaluation of shares of joint stock companies circulating on the securities market;
- actual investments made at the expense of the net profit received from regulated activities within the framework of the implementation of investment programs approved by the Ministry of Energy of Russia in the prescribed manner;
- the share of the net profit received from activities for connection to electric grids, with the exception of actually received funds in the reporting period.

Restrictions on the decision to pay dividends are established by Art. 43 of the Federal Law “On Joint Stock Companies”.

The Company confirms that on the day of the decision to pay dividends and on the day of payment of dividends, the Company will not meet the signs of insolvency (bankruptcy) and the indicated signs will not appear in the Company as a result of the payment of dividends in the amount recommended by the Board of Directors, and the net asset value** of the Company will not be less than its authorized capital and the Reserve Fund and will not become less than their size as a result of the decision of the General Meeting of Shareholders to pay (declare) dividends.

There is no information on corporate actions that resulted in the deterioration of the dividend rights of shareholders and (or) the dilution of their shares, as well as on court decisions that established facts of the use by shareholders of methods other than dividends and liquidation value to receive income at the expense of the Company.

*The dividend yield on shares is calculated by the Company as the ratio of interim dividends paid per share and the median value of the market prices of this share for the relevant period.

** The net asset value of Rosseti Centre, PJSC as of 30 September 2022 is RUB 55,650,207 thousand, and the value of the authorized capital is RUB 4,221,794 thousand. Thus, the net asset value of the Company exceeds the value of the authorized capital of the Company.



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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)

«25» November 2022 Moscow No. 61/22

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, M.A. Dokuchaeva, V.Y. Zarkhin, M.V. Korotkova, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, A.V. Molokoy, A.V. Morozov, A.A. Polinov.

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

The quorum is **present.**

Date of the minutes: **28.11.2022.**

Item 2. On recommendations to the Extraordinary General Meeting of Shareholders of the Company on the amount of dividends on the Company's shares based on the results of 9 months of 2022 and the procedure for their payment.

Decision:

To recommend that the Extraordinary General Meeting of Shareholders of the Company take the following decision

1. To pay dividends on common stocks of the Company from the Company's net profit following the results of 9 months of 2022 in the amount of RUB 0.0340 per ordinary share of the Company in cash.

2. The amount of accrued dividends per one shareholder of the Company is determined with an accuracy of one kopeck. The number is rounded off in the calculation according to the rules of mathematical rounding.

3. 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.

4. To define the record date of the list of persons entitled to receive dividends as 08 January 2023.

Voting results:

1. Alexander Viktorovich Golovtsov - «ABSTAINED»

2. Yury Vladimirovich Goncharov - «FOR»

3. Maria Alexandrovna Dokuchaeva - «FOR»

4. Vitaly Yuryevich Zarkhin - «FOR»

5. Maria Vyacheslavovna Korotkova - «FOR»

6. Daniil Vladimirovich Krainskiy - «FOR»

7. Andrey Vladimirovich Mayorov - «FOR»

8. Igor Vladimirovich Makovskiy - «FOR»

9. Alexey Valeryevich Molokoy - «FOR»

10. Andrey Vladimirovich Morozov - «FOR»

11. Alexey Alexandrovich Polinov - «FOR»

Total:

«FOR» - «10»

«AGAINST» - «0»

«ABSTAINED» - «1»

Decision is taken.

A member of the Board of Directors of the Company, A.V. Golovtsov, submitted a dissenting opinion on the item (Appendix #5).

* A.V. Golovtsov: I think that given the observed level of the Company's debt burden and a significant risk of a serious deterioration in the macroeconomic situation, it would be more expedient to use the net profit and free cash flow to reduce the debt.

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

28.11.2022

The indicators used in the procedure for calculating dividends in accordance with Resolution of the Government of the Russian Federation dated 29 May 2017 No. 1094-r, Resolution of the Government of the Russian Federation No. 393-r dated 7 March 2018	Calculation of dividend payments, thousand rubles
	under RAS
Net profit of the joint stock company, determined according to the financial statements for 9 months of 2022	3 571 000
(-) income and expenses related to the revaluation of shares of joint stock companies traded on the securities market and income tax related to them	-113 952
(-) actual investments made at the expense of the net profit from electricity transmission, but not more than the amount provided for in the investment program approved by the Ministry of Energy of Russia	814 257
(-) the share of the net profit received from connection to electric grids, with the exception of actually received funds from the sale of grid connection services excluding VAT (but not more than the net profit received from grid connection activities)	0
The net profit of the joint stock company used to calculate the dividends:	2 870 695
The amount allocated for the payment of dividends is at least 50 percent of the net profit of the joint stock company used to calculate the dividends	x 0,5 = 1 435 347,5
Number of placed ordinary shares, pcs.	42 217 941 468
Amount of dividends per 1 ordinary share, RUB	0,0340
Total amount of dividends (taking into account the amount of dividends per 1 share)	1 435 410

The term for payment of dividends to shareholders depends on the date on which the persons entitled to receive them are recorded. Such a date cannot be set earlier than 10 days from the date of adoption by the General Meeting of Shareholders of a decision on the payment of dividends and later than 20 days from the date of such a decision. Thus, the date on which the persons entitled to receive dividends are recorded is proposed to be 08.01.2023.

The term for payment of dividends to a nominal holder and a trustee who are registered in the register of shareholders should not exceed 10 business days from the date on which the persons entitled to receive dividends are recorded.

Payment of dividends to persons entitled to receive them, registered in the register of shareholders, is carried out no later than 25 business days from the date on which persons entitled to receive dividends are recorded.



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Draft resolution on item № 1

1. To pay dividends on common stocks of the Company from the Company's net profit following the results of 9 months of 2022 in the amount of RUB 0.0340 per ordinary share of the Company in cash.
2. The amount of accrued dividends per one shareholder of the Company is determined with an accuracy of one kopeck. The number is rounded off in the calculation according to the rules of mathematical rounding.
3. 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.
4. To define the record date of the list of persons entitled to receive dividends as 08 January 2023.