



ГОД 2022
ОХРАНЫ ТРУДА

Public Joint stock company
«Rosseti Centre»

Malaya Ordynka st., 15, Moscow, 119017
Tel. (495) 747-92-92, Fax (495) 747-92-95
Power Engineers' Direct Line: 8-800-50-50-115
e-mail: posta@mrsk-1.ru, <http://www.mrsk-1.ru>
RNCBO 75720657, PSRN 1046900099498
TIN/RRC 6901067107/770501001

_____ # _____
To # _____ from _____

To Shareholders
of Rosseti Centre, PJSC,

Members of the Board of Directors
of Rosseti Centre, PJSC,

Members of the Management Board
of Rosseti Centre, PJSC

NOTIFICATION ON THE RELATED PARTY TRANSACTION

We hereby notify that Rosseti Centre, PJSC plans to conclude an amendment to Agreement on the transfer of powers of the sole executive body of IDGC of Center and Volga Region, PJSC to IDGC of Centre, PJSC dated 7 October 2020 No. 7700/00224/20 (hereinafter referred to as the Agreement), which is a related party transaction, on essential terms in accordance with the appendix to the notification.

Entities and persons related to the transaction, and grounds for relation:

Related entity or person	Grounds on which the entity or person is related to the transaction
PJSC Rosseti	Controlling entity of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC.
Alexander Viktorovich Golovtsov	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC.
Yury Vladimirovich Goncharov	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, also a member of the Board of Directors of Rosseti Centre and Volga region, PJSC.
Vitaly Yuryevich Zarkhin	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, also a member of the Board of Directors of Rosseti Centre and Volga region, PJSC.
Maria Vyacheslavna Korotkova	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC.

Daniil Vladimirovich Krainskiy	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC.
Anastasiya Igorevna Krupenina	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC.
Andrey Vladimirovich Mayorov	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, also a member of the Board of Directors of Rosseti Centre and Volga region, PJSC.
Igor Vladimirovich Makovskiy	General Director, Chairman of the Management Board, a member of the Board of Directors of Rosseti Centre, PJSC, simultaneously holding the position of General Director, Chairman of the Management Board, a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, also a member of the Board of Directors and Chairman of the Management Board of Rosseti Centre and Volga region, PJSC.
Alexey Valeryevich Molsky	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC.
Egor Vyacheslavovich Prokhorov	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC.
Alexander Viktorovich Shevchuk	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, also a member of the Board of Directors of Rosseti Centre and Volga region, PJSC.
Artem Gennadievich Aleshin	Member of the Management Board of Rosseti Centre, PJSC, simultaneously a member of the Management Board of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, also a member of the Management Board of Rosseti Centre and Volga region, PJSC.
Olga Alexandrovna Danshina	Member of the Management Board of Rosseti Centre, PJSC, simultaneously a member of the Management Board of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, also a member of the Management Board of Rosseti Centre and Volga region, PJSC.

Alexander Vladimirovich Egorychev	Member of the Management Board of Rosseti Centre, PJSC, simultaneously a member of the Management Board of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, also a member of the Management Board of Rosseti Centre and Volga region, PJSC.
Yury Vadimovich Marakin	Member of the Management Board of Rosseti Centre, PJSC, simultaneously a member of the Management Board of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC.
Vladislava Vladimirovna Rezakova	Member of the Management Board of Rosseti Centre, PJSC, simultaneously a member of the Management Board of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, also a member of the Management Board of Rosseti Centre and Volga region, PJSC.
Lyudmila Alexeevna Sklyarova	Member of the Management Board of Rosseti Centre, PJSC, simultaneously a member of the Management Board of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC.

Please note that in accordance with clause 2 of paragraph 1.1 of Article 81 of Federal Law No. 208-FZ of 26 December 1995 “On Joint Stock Companies” (hereinafter referred to as the JSC Law), Rosseti Centre, PJSC is obliged to send a notification of a related party transaction, not later than 15 (Fifteen) days before the date of conclusion of the Amendment.

In case of non-receipt after 15 (Fifteen) days from the date of sending this notification of the requirement to obtain consent to conclude the Amendment (paragraph 1 of Article 83 of the JSC Law), Rosseti Centre, PJSC has the right to conclude the Amendment without obtaining the consent of the General Meeting of Shareholders of Rosseti Centre, PJSC.

Appendix: The essential terms of the amendment to the agreement on the transfer of powers of the sole executive body of IDGC of Center and Volga Region, PJSC to IDGC of Centre, PJSC dated 7 October 2020 No. 7700/00224/20 on 1 sheet.

Deputy General Director
for Corporate and Legal Activities
(power of attorney dated 18 October 2021 No. D-TSA/215)

signed by Olga A. Danshina

The essential terms of the amendment to the agreement on the transfer of powers of the sole executive body of IDGC of Center and Volga Region, PJSC to IDGC of Centre, PJSC dated 7 October 2020 No. 7700/00224/20 (hereinafter - the Amendment)

Parties to the Amendment:

Public Joint stock company «Rosseti Centre» (Rosseti Centre, PJSC) – (the Managing Organization);

Public Joint stock company «Rosseti Centre and Volga region» (Rosseti Centre and Volga region, PJSC) – (the Company).

Subject of the Amendment:

Amendments to the Agreement on the transfer of powers of the sole executive body of IDGC of Center and Volga Region, PJSC to IDGC of Centre, PJSC dated 7 October 2020 No. 7700/00224/20 (hereinafter referred to as the Agreement):

«1. The names of the parties in the text of the Agreement shall be read as Public Joint stock company «Rosseti Centre» (the Managing Organization) and Public Joint stock company «Rosseti Centre and Volga region» (the Company).

2. To read the first clause of paragraph 7.4.3 of the Agreement as follows:

«For achieving 100% for all KPIs, the variable component of remuneration to be paid at the end of the reporting year is determined in the amount equal to 2% of the Company's net profit (in addition to VAT calculated at the rate stipulated by the current legislation of the Russian Federation), calculated in accordance with Russian standards for the formation of financial statements.».

Price:

The Managing Organization's remuneration consists of two parts:

(1) The constant component is paid to the Managing Organization for the provision of services for the exercise of the powers of the sole executive body.

(2) The variable component of remuneration is paid for the effectiveness of management of the Managing Organization in the provision of services for the exercise of the powers of the sole executive body.

The constant component of the remuneration.

The settlement period is a calendar quarter. The amount of the quarterly remuneration to the Managing Organization starting from 2020 is 125 000 000 (One hundred twenty five million) rubles 00 kopecks, plus VAT 25 000 000 (Twenty five million) rubles 00 kopecks.

For 2021 and subsequent years, the amount of remuneration to the Managing Organization is determined in accordance with an amendment to the Agreement. The amount of the quarterly remuneration for 2021 and subsequent years cannot be higher than the amount of the quarterly remuneration of the Managing Organization in 2020, increased by the consumer price index for the corresponding years, determined in accordance with the Forecast of socio-economic development by the Ministry of Economic Development of the Russian Federation. If the Parties do not conclude such an amendment, the amount of quarterly remuneration for 2021 and subsequent years is equal to the last quarterly remuneration agreed by the Parties in writing.

The amount of the constant component of the remuneration is determined in accordance with the Cost estimate of the constant component of the remuneration for exercising the powers of the sole executive body (Appendix # 6 to the Agreement).

The constant component of the remuneration for an incomplete quarter is paid in proportion to the actual time, expressed in days, of the exercise of the powers of the sole executive body by the Managing Organization in the corresponding reporting quarter.

The variable component of the remuneration is paid under the following conditions:

- the variable component of remuneration for each reporting year is calculated on the basis of KPIs, the list, the procedure for approval and calculation of which is specified in Appendix #5 to the Agreement.

If the Board of Directors of the Company approves changes in the values of the KPIs and/or the Methodology for calculating and assessing the implementation of key performance indicators of General Director (CEO) of the Company, such changes become mandatory for the Parties and are subject to execution without amending the Agreement.

For achieving 100% for all the KPIs, the variable component of remuneration to be paid at the end of the reporting year is determined in the amount equal to 2% of the Company's net profit (in addition to VAT calculated at the rate stipulated by the current legislation of the Russian Federation), calculated in accordance with Russian standards for the formation of financial statements.

If 100% is achieved not for all the KPIs, the variable component of remuneration is paid pro rata, based on the share of the KPIs in the variable part of the remuneration, for which 100% implementation was carried out.

In the absence of a report on the implementation of the KPIs (a separate KPI) approved by the Board of Directors of the Company, the variable component of remuneration is paid proportionally based on the share of the KPIs in the variable part of remuneration for which there is a report approved by the Board of Directors of the Company.

The variable component of remuneration for an incomplete reporting year is paid in proportion to the actual time, expressed in days, of exercising the powers of the sole executive body by the Managing Organization in the corresponding reporting year, taking into account the performance of KPIs for the actual time of exercising the powers.

The amount of remuneration to the Managing Organization calculated and paid in accordance with the Agreement cannot be 10 (ten) percent or more of the book value of the Company's assets as of the last reporting date preceding the conclusion of the Agreement.

Additional terms:

The terms of the Agreement, not stipulated in the Amendment, are valid in the previous edition.

Duration of the Amendment:

The Amendment comes into force from the moment of its signing by the parties and is valid for the entire term of the Agreement. The terms of the Amendment apply to the legal relations of the Parties that have arisen since the conclusion of the Agreement.