

Statement of material fact

«Holding a meeting of the issuer's board of directors (supervisory board) and its agenda, as well as on individual decisions adopted by the issuer's board of directors (supervisory board)»

1. General information	
1.1. Full company name (for a commercial organization) or name (for a non-commercial organization) of the issuer	Public Joint stock company «Rosseti Centre»
1.2. Issuer's address indicated in the unified state register of legal entities	Malaya Ordynka st., 15, Moscow, 119017
1.3. Primary state registration number (PSRN) of the issuer (if any)	1046900099498
1.4. Taxpayer identification number (TIN) of the issuer (if any)	6901067107
1.5. Unique issuer's code assigned by the Bank of Russia	10214-A
1.6. Web page address used by the issuer for information disclosure	http://www.e-disclosure.ru/portal/company.aspx?id=7985; https://www.mrsk-1.ru/information/
1.7. Date of occurrence of an event (material fact) about which a message has been compiled	15.05.2024
2. Contents of the statement	
«on some decisions taken by the Board of Directors (Supervisory Board) of the Issuer»	
2.1. The quorum of the meeting of the Board of Directors : Questionnaires were presented by 11 members out of 11 elected ones of the Board of Directors. In accordance with paragraph 18.13 of Article 18 of the Articles of Association of Rosseti Centre, the quorum for holding a meeting of the Board of Directors is at least half of the number of elected members of the Board of Directors of Rosseti Centre. There is a quorum.	
2.2. The content of the decisions taken by the Board of Directors of the issuer, and voting results on the decisions taken :	
Item 1. On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding. Decision: To convene the Annual General Meeting of Shareholders of the Company (hereinafter - the Meeting) in the form of absentee voting.	
Voting results: «FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0. Decision is taken.	
Item 2. On determination of the date of holding the Annual General Meeting of Shareholders of the Company (ballot receiving deadline). Decision: To determine the date of holding the Annual General Meeting of Shareholders of the Company (ballot receiving deadline) – 20 June 2024.	
Voting results: «FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0. Decision is taken.	
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, - 26 May 2024.	
Voting results: «FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0. Decision is taken.	
Item 4. On determination of the type (s) of preference shares, whose owners have the right to vote on items of the agenda of the Annual General Meeting of Shareholders of the Company. Decision: Due to the fact that no preference shares were issued by the Company, the decision on determining the type (s) of preference shares, whose owners have the right to vote on the agenda items of the Annual General Meeting of Shareholders of the Company, is not to be taken.	
Voting results: «FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0. Decision is taken.	

Item 5. On approval of the agenda of the Annual General Meeting of Shareholders of the Company.

Decision:

To approve the following agenda of the Annual General Meeting of Shareholders of the Company:

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.

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

Item 6. On definition of a list of information (materials) provided to shareholders in preparation for the Annual General Meeting of Shareholders, and the order of its provision.

Decision:

1. To determine that information (materials) provided to the persons entitled to participate in the Annual General Meeting of Shareholders of the Company are:

- the Annual Report of the Company for 2023 and the conclusion of the Audit Commission of the Company based on the results of its audit (on the reliability of the data contained in the Annual Report of the Company);
- the annual financial statements for 2023, the Auditor's Report and the conclusion of the Audit Commission of the Company following the results of the audit of the statements;
- the Conclusion of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC on assessing the quality of the audit performance, the auditor's opinions and the effectiveness of the process of conducting the external audit of the financial statements of Rosseti Centre, PJSC;
- the Conclusion of the internal auditor of Rosseti Centre, PJSC on the results of assessing the reliability and efficiency of the risk management and internal control system, the efficiency of the corporate governance of the Company;
- the extract from the minutes of the Board of Directors of the Company on the issue of the prior approval of the Company's Annual Report for 2023 and recommendations to the Annual General Meeting of Shareholders for its approval;
- the recommendations of the Board of Directors of the Company on the distribution of profit (losses) of the Company based on the results of 2023, including the amount of dividends on the Company's shares and the procedure for its payment and regarding the determination of the date on which persons entitled to receive dividends are recorded;
- the justification of the proposed distribution of net profit;
- the extract from the minutes of the Board of Directors of the Company on the issue of submitting the annual financial statements of the Company for 2023 for approval by the Annual General Meeting of Shareholders of the Company;
- the information on candidates to the Board of Directors of the Company, the Audit Commission of the Company or information on the failure of candidates to provide the specified information, including information on who nominated each of the candidates, as well as information on the presence or absence of written consent of the specified candidates for nomination and election;
- the Conclusion of the Personnel and Remuneration Committee of the Board of Directors of the Company on the assessment of the candidates to the Board of Directors of the Company, including the competency matrix;
- the information on the candidacy of the Company's audit organization, including information on the self-regulatory organization of auditors, of which the candidate for the Company's audit organizations is a member, information on procedures used in the selection of an audit organization that ensure its independence and objectivity, information on the proposed remuneration of the audit organization for services of audit and non-audit nature, as well as information on other material terms of the contract concluded with the audit organization of the Company;
- the Conclusion of the Audit Committee of the Board of Directors of the Company on assessment of the candidacy of the audit organization of the Company;
- the report on related party transactions concluded by Rosseti Centre, PJSC in 2023, including the Conclusion of the Audit Commission confirming the reliability of the data contained in the report;
- the current edition of the Articles of Association of the Company, the draft Articles of Association of the Company in a new edition, as well as the summary table of amendments entered and their justification;
- the information about the shareholders' agreements concluded during the year prior to the date of the Annual General Meeting of Shareholders of the Company;
- the information on who proposed each issue to the agenda of the Annual General Meeting of Shareholders of the Company;
- the position of the Board of Directors of the Company regarding the agenda of the Annual General Meeting of Shareholders of the Company, as well as dissenting opinions of members of the Board of Directors of the Company on each issue on the agenda;
- the draft resolutions and explanatory notes to issues of the Annual General Meeting of Shareholders of the Company;
- the sample power of attorney, which the shareholder may give his or her representative and its certification procedure.

2. To establish that persons entitled to participate in the Annual General Meeting of Shareholders of the Company may learn the specified information (materials) in the period from 20 May 2024 to 20 June 2024 from 10 hours 00 minutes to 17 hours 00 minutes local time, excluding weekends and holidays, at the following addresses:

- Russia, Moscow, Malaya Ordynka St., 15, Rosseti Centre, PJSC,

- Russia, Moscow, Pravdy St., 23, JSC VTB Registrar;

also from 20 May 2024 on the Company's website at: <http://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 20 May 2024 in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder.

3. In the period of preparation for the Meeting to ensure:

- maintaining a telephone channel for communication with shareholders: 8 (495) 747-92-92 (30-37),

- a special e-mail address: ir@mrsk-1.ru;

- the forum functioning on the agenda of the meeting on the Company's website: <https://www.mrsk-1.ru/about/management/controls/forum/>

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

Item 7. On determination of the order of notification of shareholders of the Company about the General Meeting of Shareholders holding, including the approval of the form and text of the notice.

Decision:

1. To approve the form and text of the notice about the Company's Annual General Meeting of Shareholders holding in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To inform the persons entitled to participate in the Annual General Meeting of Shareholders of the Company regarding holding the Annual General Meeting of Shareholders of the Company:

- by posting the notice on the Company's website at www.mrsk-1.ru not later than 20 May 2024.

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, the notice about the Company's Annual General Meeting of Shareholders holding shall be sent in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder until 20 May 2024.

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

Item 8. On election of the Secretary of the Annual General Meeting of Shareholders of the Company.

Decision:

To elect as the Secretary of the Annual General Meeting of Shareholders of the Company – Svetlana Vladimirovna Lapinskaya – Corporate Secretary of the Company.

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

Item 9. On approval of cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.

Decision:

1. To approve the cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. General Director of the Company not later than two months after the holding of the Annual General Meeting of Shareholders to submit to the Board of Directors a report on the expenditure of funds for preparation and holding of the Annual General Meeting of Shareholders of the Company under the form in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

Item 10. On consideration of the annual financial statements of the Company for 2023.

Decision:

To submit the annual financial statements of the Company for 2023 for approval by the Annual General Meeting of Shareholders of the Company in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

Item 11. On recommendations to the General Meeting of Shareholders of the Company on the distribution of profits (losses), including the amount of dividends on shares and the procedure for their payment, following the results of 2023.

Decision:

1. To recommend that the Annual General Meeting of Shareholders of Rosseti Centre, PJSC 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 recommend that the Annual General Meeting of Shareholders of Rosseti Centre, PJSC take the following decision:

«1. 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.

2. 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».

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

Item 12. On proposals to the Annual General Meeting of Shareholders of the Company on the item «On appointment of the audit organization of the Company».

Decision:

To propose to the Annual General Meeting of Shareholders of Rosseti Centre, PJSC 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.

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

Item 13. On determining the amount of payment for services of the audit organization for the audit of financial statements of the Company for 2024.

Decision:

To determine the payment for the services of the Company's audit organization for the provision of services for the audit of financial statements for 2024 prepared in accordance with RAS, and the audit of consolidated financial statements for 2024 prepared in accordance with IFRS, in the amount of 8 091 459 (Eight million ninety-one thousand four hundred fifty-nine) rubles 32 kopecks with VAT, subject to appointment at the Annual General Meeting of Shareholders of Rosseti Centre, PJSC of the association of auditors (the collective participant) consisting of the leader of the collective participant - TSATR - Audit Services LLC and the member of the collective participant - Intercom-Audit LLC as the audit organization of the Company.

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

Item 14. On the prior approval of the Company's Annual Report for 2023.

Decision:

Tentatively to approve the Company's Annual Report for 2023 and to recommend that the Annual General Meeting of Shareholders of the Company approve the Annual Report in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

Item 15. On approval of the report on related party transactions, concluded by the Company in 2023.

Decision:

To approve the report on related party transactions, concluded by Rosseti Centre, PJSC in 2023, in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

Voting results:

«FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 1.

Decision is taken.

Item 16. On approval of form and text of ballots for voting at the Annual General Meeting of Shareholders of the Company, as well as wording of decisions on items of the agenda of the Annual General Meeting of Shareholders, which shall be sent electronically (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders of the Company.

Decision:

1. To approve the form and text of ballots for voting at the Annual General Meeting of Shareholders of the Company in accordance with Appendices ## 7-9 to this decision of the Board of Directors of the Company.
2. To send in electronic form (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders, the wording of decisions specified in the voting ballots shall be used.

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

Item 17. On determination of the date of sending ballots to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, addresses, to which completed ballot papers can be sent.

Decision:

1. To determine that the voting ballots are to be sent by nonregistered mail (handed out against receipt) to the persons, entitled to participate in the Annual General Meeting of Shareholders of the Company, not later than 30 May 2024. Bulletins (texts of bulletins) for voting in electronic form (in the form of electronic documents) not later than 29 May 2024 are sent to the registrar JSC VTB Registrar for sending to nominal holders registered in the register of shareholders of the Company.

2. To determine that the completed voting ballots can be sent to one of the following addresses:

- 119017, Russia, Moscow, Malaya Ordynka St., 15, Rosseti Centre, PJSC,

- 127137, Russia, Moscow, p/o box 54, JSC VTB Registrar;

- <http://www.vtbreg.ru> - for filling in the electronic bulletin form.

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

3. To determine the following website address to fill in the electronic form of the bulletins - <http://www.vtbreg.ru>

4. Shareholders, whose ballots are received and (or) the electronic form of ballots is filled in before 20 June 2024, as well as 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 20 June 2024, will be considered as having participated in the Annual General Meeting of Shareholders.

5. To instruct General Director of the Company to provide sending voting ballots to shareholders of the Company in accordance with this decision of the Board of Directors of the Company.

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **15.05.2024.**

2.4. Date of drawing up and number of minutes of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **Minutes # 22/24 of 15.05.2024.**

2.5. If the board of directors of the issuer makes decisions related to the exercise of rights under the issuer's securities, the statement of material fact on individual decisions taken by the board of directors of the issuer in respect of such securities shall additionally specify identification features of the securities: **ordinary shares, state registration number of the issue 1-01-10214-A dated 24.03.2005, international securities identification code (number) (ISIN): RU000A0JPPL8, classification of financial instruments code (CFI): ESVXFR.**

3. Signature

3.1. Deputy General Director
for Corporate and Legal Activities,
under power of attorney
D-CA/25 of 14.03.2024

(signature)

L.A. Burlakova

3.2. Date «15» May 2024.