

Appendix # 2
to the decision of the Board of Directors
of Rosseti Centre, PJSC
Minutes dated 16.01.2024 # 01/24

THE REGULATION
ON PROTECTION OF INSIDER INFORMATION
OF ROSSETI CENTRE, PJSC
(new edition)

PS TSA BP 32/SD-02

Moscow

Data on the document

1	Top-level business process, the owner of which is responsible for the development and updating of the internal regulation	BP 32 «Ensuring comprehensive security»
2	Owner of the top-level business process responsible for the development and updating of the internal regulation	Deputy General Director for Security
3	Head or manager of the business process responsible for the development and updating of the internal regulation	Head of Anti-Corruption Compliance Procedures Department
4	Versions of the internal regulation	№ 4 № 3 - by the decision of the Board of Directors from 29.05.2019 № 20/19 (PS BS 4/17-03/2019) № 2 – by the decision of the Board of Directors from 31.05.2018 № 19/18 (PS BS 4/17-02/2018) № 1 – by the decision of the Board of Directors from 29.12.2011 № 27/11 (PS BP 1/SD-55)
5	Justification of a new version of the document	In order to fulfill the requirements of Federal Law of 27 July 2010 No. 224-FZ “On combating the misuse of insider information and market manipulation and on introducing amendments to certain legislative acts of the Russian Federation”
6	Periodic check	Performed once a year, based on the results of internal audits of business processes or on the basis of decisions of Deputy General Director for Security of Rosseti Centre, PJSC
7	Validity from last approval	5 years
8	Placement and storage	Original – in the Administration Office. Electronic version – in Docflow System, Internal Documents Library, corporate portal at http://mrportal/sites/SMK/
9	Participants in the procedure/process	para.1.4 of these guidelines
10	Acquaintance method	Task in Docflow System
11	Additional data	Earlier - PS BS 4/17-03/2019

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1. General provisions

1.1. This Regulation on protection of insider information (hereinafter – **the Regulation**) is an internal document of Rosseti Centre, PJSC (hereinafter - the Company) and developed according to requirements of Federal law of 27.07.2010 No. 224-FZ “On combating the misuse of insider information and market manipulation and on introducing amendments to certain legislative acts of the Russian Federation”, regulations of the Bank of Russia, other existing subordinate regulatory legal acts, the Articles of Association of the Company.

1.2. The purposes of this Regulation are:

- execution of requirements of the legislation of the Russian Federation by the Company for counteraction to unauthorized use of the insider information and to market manipulation;
- protection of the rights and property interests of shareholders of the Company and other owners of securities of the Company;
- protection of reputation of the Company and increase in level of credibility to the Company from shareholders, potential investors, creditors, partners, professional participants of the security market, state bodies and other stakeholders;
- ensuring economic security of the Company;
- control over compliance with the Regulation by persons admitted to the Company’s insider information;
- establishment of general regulations of protection of data making the insider information of the Company;
- prevention of manipulation of prices of insider financial instruments.

1.3. The basic concepts, determinations and abbreviations used in this Regulation:

The Law - Federal law of 27.07.2010 No. 224-FZ “On combating the misuse of insider information and market manipulation and on introducing amendments to certain legislative acts of the Russian Federation”;

The inside period – a period in which it is recommended to refrain from conducting transactions with insider financial instruments;

The insider information - accurate and specific information that has not been disseminated (including information constituting commercial, official secrets, banking secrets, communications secrets (in terms of postal money transfer information) and other secrets protected by law) and the distribution of which may have a significant impact on prices of financial instruments, foreign currency and (or) goods (including information relating to one or several issuers of equity securities (hereinafter – the issuer), one or several management companies, unit investment funds and private pension funds (hereinafter – the management company) or one or more financial instruments, foreign currency and (or) goods, and

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which relates to the information included in the list of insider information approved by the Company;

Market manipulation - deliberate actions that are determined by the legislation of the Russian Federation on countering the unlawful use of insider information and market manipulation or regulatory acts of the Bank of Russia, which resulted in the price, demand, supply or trading volume of a financial instrument, foreign currency and (or) goods deviated from or maintained at a level significantly different from the level that would have been formed without such actions;

The Company - Rosseti Centre, PJSC;

Transactions with financial instrument, foreign currency and (or) goods (hereinafter – the transactions) - making transactions and other actions aimed at acquiring, alienating, otherwise changing the rights to financial instruments, foreign currency and (or) goods, as well as actions related to the commitment to perform these actions, including issuing requests (giving instructions) and cancelling such requests;

Disclosure of the insider information – ensuring access to information to all persons interested in it, irrespective of the purposes of obtaining this information, according to the procedure guaranteeing its availability and receiving;

Distribution of information - actions:

- directed to receiving information by an uncertain group of people or information transfer to an uncertain group of people, including by its disclosure in accordance with the legislation of the Russian Federation about securities;
- related to the publication of information in the media, including electronic, information and telecommunication networks, access to which is not limited to a certain circle of people (including the information and telecommunication network “Internet”);
- related to the dissemination of information through electronic, information and telecommunication networks, access to which is not limited to a certain circle of persons (including the information and telecommunication network “Internet”);

Persons related to the insider – persons who are closely related or related to the insider (parents, a spouse, children, brothers, sisters) in relation to whom the insider has the opportunity to influence the adoption of decisions by such persons on their transactions with financial instruments of the Company;

Financial instruments – securities or derivative financial instruments of the Company defined according to Federal law of 22.04.1996 No. 39 - FZ “About Security Market”.

2. Insider information

2.1. Information, the list of which is approved by the regulation of the Bank of Russia and information determined by the Company as insider belongs to the insider information of the Company.

2.2. The own list of the insider information of the Company is approved by General Director.

2.3. The own list of the insider information of Rosseti Centre, PJSC is a public document and is subject to obligatory disclosure on the Internet at the address: <https://www.mrsk-1.ru/> no later than 3 (three) working days from the moment of its adoption and (or) introduction of changes or additions in it.

2.4. The data which are not related to the insider information:

- the data which became available to an unlimited group of people including as a result of their distribution;
- researches, forecasts and estimates performed on the basis of public information concerning financial instruments and (or) goods of the Company, and also a recommendation and (or) an offer on implementation of transactions with financial instruments and (or) goods of the Company;
- information and (or) data, based on it, which is transferred by the issuer and (or) a person (persons) involved by it to potential acquirers of securities or used by the issuer and (or) a person (persons) involved by it for making recommendations or motivation of potential acquirers otherwise to acquisition of corresponding securities, in connection with placement (the organization of placement) and (or) the offer (the organization of the offer) of equity securities of the issuer in the Russian Federation or abroad, including by means of securities placement of a foreign issuer, certifying the rights concerning equity securities of the issuer, on condition of the notification of potential acquirers that such information (data) can be used by them only for the purpose of making decision on acquisition of the placed (offered) securities.

3. The procedure and terms of disclosure of insider information

3.1. Insider information of the Company is disclosed in the manner and terms established by the legislation of the Russian Federation for the disclosure of insider information of persons specified in the Law.

3.2. The following insider information shall not be disclosed:

- decisions taken by the board of directors on matters within its competence in accordance with the charter, if such information in the prescribed manner relates to confidential information/trade secrets, except for information about decisions taken by the board of directors on matters within its competence in accordance with federal laws;

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- on terms and conditions of an agreement on maintenance (stabilization) of prices for the issuer's equity securities (securities of a foreign issuer, certifying rights in relation to equity securities of the Russian issuer), except for the duration of the specified agreement.

4. The list of insiders

4.1. Rosseti Centre, PJSC keeps the list of insiders according to the requirements of the Law.

4.2. The list of insiders of Rosseti Centre, PJSC includes the following persons:

- General Director (a person performing the functions of the sole executive body) of the Company;
- members of the Management Board of the Company;
- members of the Board of Directors of the Company;
- members of the Company's Audit Commission;
- individuals who have access to insider information on the basis of employment and (or) civil law contracts;
- information agencies disclosing or providing information;
- persons assigning ratings to Rosseti Centre, PJSC;
- persons who have access to insider information on the basis of agreements concluded with Rosseti Centre, PJSC (including auditors, appraisers, professional participants in the securities market, credit and insurance organizations).

4.3. Rosseti Centre, PJSC notifies the persons included in the list of insiders about their inclusion in and exclusion from such a list in accordance with the Law.

4.4. Rosseti Centre, PJSC has the right to request from insiders, included in the list of insiders of the Company, information about transactions with securities related to insider financial instruments and the conclusion of contracts that are derivative financial instruments, and the price of which depends on such securities.

4.5. The persons included in the Company's list of insiders are responsible for the unlawful use of insider information, market manipulation and violation of the requirements of the legislation on countering illegal use of insider information and market manipulation in accordance with the legislation of the Russian Federation.

4.6. Making transactions with insider financial instruments by individuals included in the list of the Company's insiders, as well as persons related to them with violation of the conditions for such transactions, defined in section 5 of this Regulation, is the basis for bringing such persons to civil law and (or) other types of responsibility.

5. The procedure for compiling and maintaining a list of the Company's insiders

5.1. The structural unit (official) determined by the organizational and administrative documents of Rosseti Centre, PJSC maintains the List of Insiders of the Company, notifies the specified persons about their inclusion in such a list and exclusion from it, informs the specified persons about the requirements of the Law, transfers the List of Insiders to the trading authority and the Bank of Russia at their request and in the **manner**, established by the regulatory act of the Bank of Russia.

5.2. The grounds for including a person in the List of Insiders of the Company are:

5.2.1. providing a person (receiving by a person) actual access to insider information of the Company on the basis of a civil law agreement concluded with the Company;

5.2.2. conclusion by the Company of an employment or civil law contract (an agreement to change the terms of an employment or civil law contract) with a person, providing for systematic access (access on a permanent basis) of the person to insider information of the Company;

5.2.3. election of a person to the management and control bodies of the Company;

5.2.4. submission to the Bank of Russia of a preliminary notice of sending a voluntary, mandatory or competing offer to purchase securities, and in the event that the Company sends a voluntary, mandatory or competing offer to purchase securities that are not traded on-exchange trading, but in respect of which an application for admission to on-exchange trading - submission by an organization of a voluntary, mandatory or competing offer to purchase the specified securities to the Bank of Russia;

5.2.5. conclusion by the Company of an agreement with an information agency, on the basis of which the information agency discloses or provides information;

5.2.6. providing a rating agency (receipt by the rating agency) access to insider information on the basis of a civil law agreement concluded with the Company on assigning a rating to the Company and (or) its securities;

5.2.7. performance by an employee of the Company of labour duties related to providing (receiving) access to insider information of the Company on an ongoing basis;

5.2.8. temporary provision to an employee of the Company (receipt by an employee of the Company) of access to insider information of the Company in connection with the performance of certain job duties;

5.2.9. another basis for inclusion in the List of Insiders of the Company.

5.3. The grounds for excluding a person from the List of Insiders of the Company are:

5.3.1. dissemination, including disclosure, or provision of insider information of the Company in accordance with the legislation of the Russian Federation on securities;

5.3.2. loss by the Company of an insider status, including in connection with the termination of the admission of the Company's financial instruments to on-exchange trading on the territory of the Russian Federation;

5.3.3. termination (change) of an employment or civil law contract, on the basis of or in pursuance of which a person was provided (the person received) access to insider information of the Company;

5.3.4. termination of the Company's employee's performance of labour duties related to providing (receiving) access to the Company's insider information;

5.3.5. termination, including early termination, of the powers of a member of the Company's management and control body;

5.3.6. execution of a court decision that has entered into legal force to exclude a person from the List of Insiders of the Company;

5.3.7. erroneous (illegal) inclusion of a person in the List of Insiders of the Company;

5.3.8. other grounds for exclusion from the List of Insiders of the Company.

5.4. The moment when the basis for inclusion of a person in the List of Insiders of the Company or exclusion from the list of Insiders of the Company arises is the date of granting the person access to insider information of the Company, the date of conclusion or termination of the agreement, the date of drawing up minutes of a meeting of an authorized management body of the Company.

6. Control of compliance with the law about the insider information

6.1. Monitoring compliance with the requirements of the Law and regulations adopted in accordance with it, as well as managing regulatory risk in the field of combating the misuse of insider information and (or) market manipulation is carried out by a separate structural unit (official) determined by the organizational and administrative documents of Rosseti Centre, PJSC.

6.2. The structural unit (official) that oversees compliance with the requirements of the Law and the regulations, adopted in accordance with it, reports to General Director.

6.3. The structural unit (official) that monitors compliance with the requirements of the Law and regulations, adopted in accordance with it, annually, not later than 90 days from the end of the reporting year, sends to General Director a report on compliance with the requirements of the legislation on control of insider information at Rosseti Centre, PJSC.

6.4. The control over compliance with legislation in the field of insider information includes:

- identification of information related to insider information and its inclusion in the list of insider information of Rosseti Centre, PJSC;

- control of the completeness and relevance of the own list of insider information of Rosseti Centre, PJSC;

- control of disclosure of the own list of insider information of Rosseti Centre, PJSC on the Company’s official website on the Internet;
- control over maintaining the list of insiders;
- control over notification of insiders about their inclusion (exclusion) in (from) the list;
- monitoring the fulfillment of the obligation to send the list of insiders to trade organizers and the Bank of Russia in accordance with the legislation;
- control over the compliance of the Company’s structural units that work with insider information with the requirements of the law and local regulations of the Company in the area of countering the unlawful use of insider information and market manipulation;
- control over the procedure and timing of disclosure and provision of insider information;
- advising employees of the Company on issues related to the application of legislation in the field of countering the unlawful use of insider information and market manipulation, as well as local regulations of the Company in this area;
- development of local regulatory acts of the Company on the issues of combating illegal use of insider information and market manipulation;
- control over the compliance of the Company’s internal documents with the requirements of legislation in the sphere of countering the unlawful use of insider information and market manipulation.

7. Terms and conditions of transactions with insider financial instruments

7.1 . Insiders of Rosseti Centre, PJSC specified in paragraphs 7 and 13 of Article 4 of the Law and persons associated with them must refrain from carrying out any transactions with insider financial instruments during inside periods.

7.2. The inside period begins no later than 15 calendar days before the signing of the accounting (financial) statements prepared in accordance with Russian Accounting Standards (RAS) and consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS), and ends on the day following the day of publication of the specified statements.

7.3. Rosseti Centre, PJSC at the beginning of the calendar year informs insiders about inside periods by posting relevant information on the Company’s official website on the Internet.

8. Responsibility

8.1. The Company’s insiders are responsible for the disclosure or misuse of the Company’s insider information and may be subject to disciplinary, administrative, criminal or civil liability in accordance with the legislation of the Russian Federation and the terms of agreements with the Company.

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8.2. Persons who are not included in the List of Insiders of the Company, but who disseminate insider information of the Company or carry out transactions with the securities of the Company using insider information of the Company, may be held liable.

8.3. The Company and (or) persons who suffered losses as a result of the unlawful use of insider information of the Company have the right to demand compensation for such losses from persons who unlawfully used and/or disseminated insider information of the Company.

9. Final provisions

9.1. Approval of this Regulation, and also change and addition in it, is performed according to a decision of the Board of Directors of the Company.

9.2. In case of introduction of amendments to the legislation of the Russian Federation in the field of counteraction to unauthorized use of the insider information, this Regulation will work in the part which does not contradict the legislation of the Russian Federation.

9.3. Invalidity of separate provisions of this Regulation does not result in recognition of invalidity of other regulations or the Regulation in general.

9.4. Control over execution of this Regulation is exercised by General Director of the Company.