

MINUTES
of the Extraordinary General Meeting of Shareholders
of Public Joint stock company
«Rosseti Centre»

«23» December 2022

city of Moscow

02/22

Full legal name of the Company:	Public Joint stock company «Rosseti Centre»
Location of the Company:	Moscow, Russia
Address (registered office)	119017, Moscow, Malaya Ordynka St., 15
Type of the General Meeting	Extraordinary
Form of the General Meeting holding:	Absentee voting
Date of the General Meeting holding (ballots reception end date):	23 December 2022
Record date of persons eligible to participate in the General Meeting:	14 November 2022
Completed voting ballots were sent to the following postal addresses:	- 119017, Russia, Moscow, Malaya Ordynka St., 15, Rosseti Centre, PJSC, - 127137, Russia, Moscow, p/o box 54, VTB Registrar.
Completed electronic forms of the voting bulletins were sent to the following web address:	http://www.vtbreg.ru
Date of drawing up the Minutes:	23 December 2022
Person presiding at the General Meeting:	Andrey Vladimirovich Mayorov, Chairperson of the Board of Directors of Rosseti Centre, PJSC
Secretary of the General Meeting:	Svetlana Vladimirovna Lapinskaya, Corporate Secretary of Rosseti Centre, PJSC JSC VTB Registrar
Tabulation Commission of the General Meeting (hereinafter – the Registrar):	Location of the Registrar: Moscow. Address of the Registrar: 127015, Moscow, Pravdy St., 23 Person authorized by the Registrar: Konstantin Sergeevich Petrov, acting under the Charter

The following term is used in the Minutes of the Extraordinary General Meeting of Shareholders: the Regulations – the Regulations on General Meetings of Shareholders № 660-p, approved by the Bank of Russia on 16 November 2018 (hereinafter - the Regulations).

Total number of placed shares of Rosseti Centre, PJSC that had voting power at the Extraordinary General Meeting of Shareholders amounted to **42 217 941 468**. Persons, registered for participation in the Extraordinary General Meeting of Shareholders, had **33 757 192 784** votes according to the number of ordinary shares held by them.

In accordance with Article 58 of the Federal Law “On Joint-Stock Companies” dated 26.12.1995 № 208-FZ (in the current edition) and the Company’s Articles of Association the quorum is present and the Extraordinary General Meeting of Shareholders of Rosseti Centre, PJSC is eligible.

In accordance with paragraph 10.10 of Article 10 of the Articles of Association of the Company, and paragraph 7.2 of Article 7 of the Regulation on the General Meeting of Shareholders of Rosseti Centre, PJSC the presiding functions at the General Meeting of Shareholders were performed by Chairperson of the Board of Directors of the Company - **Andrey Vladimirovich Mayorov**.

In accordance with paragraph 7.6 of Article 7 of the Regulation on the General Meeting of Shareholders of Rosseti Centre, PJSC **Svetlana Vladimirovna Lapinskaya** - Corporate Secretary of Rosseti Centre, PJSC was elected as the Secretary of the Extraordinary General Meeting of Shareholders of the Company by the decision of the Board of Directors of the Company on 01.11.2022.

In accordance with paragraph 1 of Article 56 of Federal Law “On Joint Stock Companies” dated 26.12.1995 № 208-FZ (in the current edition) and paragraph 10.12 of Article 10 of the Articles of Association of the Company, the Company’s Registrar – JSC VTB Registrar is performing the functions of the Tabulation Commission at the Extraordinary General Meeting of Shareholders of Rosseti Centre, PJSC. Person authorized by the Registrar: Konstantin Sergeevich Petrov, acting under the Charter.

In accordance with Article 51 of the Federal Law “On Joint Stock Companies” the Board of Directors of Rosseti Centre, PJSC determined on 01.11.2022 that 14.11.2022 is the record date of persons entitled to participate in the Extraordinary General Meeting of Shareholders.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING:

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.
2. On early termination of powers of members of the Board of Directors of Rosseti Centre, PJSC.
3. On election of members of the Board of Directors of Rosseti Centre, PJSC.

ISSUES FOR THE VOTING, VOTING RESULTS FOR EVERY AGENDA ITEM, DECISIONS ADOPTED BY THE MEETING:

On issue # 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».

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.4 of Article 10 of the Articles of Association of Rosseti

Centre, PJSC, the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

Draft decision on item № 1 of the agenda, put to vote:

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.

Quorum and voting results on item № 1 of the agenda

Number of votes, owned by persons, included into the list of persons , entitled to participate in the general meeting for voting on this agenda item	42 217 941 468
Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations	42 217 941 468
Number of votes, owned by persons, who participated in the General Meeting, on the given item of the agenda	33 757 192 784
Quorum on this item (%)	79.9593

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	33 753 923 393	99.9903
«AGAINST»	370 769	0.0011
«ABSTAINED»	100 745	0.0003
Number of votes in ballots declared invalid or not counted on other grounds		2 797 877

Based on the results of the vote on item № 1 of the agenda THE DECISION WAS TAKEN:

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.

On issue # 2 «On early termination of powers of members of the Board of Directors of Rosseti Centre, PJSC».

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.4 of Article 10 of the Articles of Association of Rosseti Centre, PJSC, the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

Draft decision on item № 2 of the agenda, put to vote:

Early to terminate the powers of the members of the Board of Directors of the Company.

Quorum and voting results on item № 2 of the agenda

Number of votes, owned by persons, included into the list of persons , entitled to participate in the general meeting for voting on this agenda item	42 217 941 468
Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations	42 217 941 468
Number of votes, owned by persons, who participated in the General Meeting, on the given item of the agenda	33 757 192 784
Quorum on this item (%)	79.9593

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	33 675 221 535	99.7572
«AGAINST»	32 844 313	0.0973
«ABSTAINED»	44 892 754	0.1330
Number of votes in ballots declared invalid or not counted on other grounds		4 234 182

Based on the results of the vote on item № 2 of the agenda THE DECISION WAS TAKEN:

Early to terminate the powers of the members of the Board of Directors of the Company.

On issue # 3 «On election of members of the Board of Directors of Rosseti Centre, PJSC».

According to item 4 of Article 66 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.8 of Article 10 of the Articles of Association of Rosseti Centre, PJSC, the election of members of the Board of Directors is made by cumulative voting. The candidates with the highest number of votes are considered elected.

Draft decision on item № 3 of the agenda, put to vote:

To elect the following Company's Board of Directors:

Item #	Candidate for the Board of Directors of the Company	Position, place of work of the candidate for the Board of Directors of the Company (at the time of nomination)
1.	Alexey Nikolayevich Zharikov	Adviser, JSC "Elektrosentronaladka"
2.	Elena Viktorovna Andreeva	Chief Adviser of PJSC Rosseti, Deputy Director General for Sale of Services and Transport of the Electric Power Industry of Public Joint Stock Company "Federal Grid Company - Rosseti"
3.	Yury Vladimirovich Goncharov	Chief Adviser of PJSC Rosseti
4.	Maria Alexandrovna Dokuchaeva	Chief Adviser of PJSC Rosseti
5.	Maria Vyacheslavna Korotkova	Development Director of Technoinnovation LLC
6.	Daniil Vladimirovich Krainskiy	Deputy Director General for Legal Support of PJSC Rosseti, Deputy Director General for Legal Support of Public Joint Stock Company "Federal Grid"

		Company - Rosseti”
7.	Evgeny Viktorovich Lyapunov	Chief Adviser of PJSC Rosseti, Deputy Director General - Chief Engineer of Public Joint Stock Company “Federal Grid Company - Rosseti”
8.	Igor Vladimirovich Makovskiy	General Director of Rosseti Centre, PJSC
9.	Alexey Alexandrovich Polinov	Chief Adviser of PJSC Rosseti, Acting Deputy Director General for Economics and Finance of PJSC Rosseti, Deputy Director General for Economics and Finance of Public Joint Stock Company “Federal Grid Company - Rosseti”
10.	Alexander Viktorovich Golovtsov	
11.	Vitaly Yuryevich Zarkhin	
12.	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors
13.	Andrey Alexandrovich Marchenko	Partner, Investment company SINAI Capital

Quorum and voting results on item № 3 of the agenda

Number of cumulative votes, owned by persons, included into the list of persons , entitled to participate in the general meeting for voting on this agenda item	464 397 356 148
Number of cumulative votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations	464 397 356 148
Number of cumulative votes, owned by persons, who participated in the General Meeting, on the given item of the agenda	371 329 120 624
Quorum on this item (%)	79.9593

Number of votes, cast for each candidate choosing the voting option «FOR»:

Item #	Candidate’s full name	Number of votes for cumulative voting
«FOR», distribution of votes for candidates		
1.	Alexey Nikolayevich Zharikov	12 882 114 586
2.	Elena Viktorovna Andreeva	32 176 361 514
3.	Yury Vladimirovich Goncharov	32 161 213 924
4.	Maria Alexandrovna Dokuchaeva	32 158 786 499
5.	Maria Vyacheslavna Korotkova	32 163 186 466
6.	Daniil Vladimirovich Krainskiy	32 160 058 164
7.	Evgeny Viktorovich Lyapunov	32 155 006 346
8.	Igor Vladimirovich Makovskiy	32 183 747 188
9.	Alexey Alexandrovich Polinov	32 165 050 352
10.	Alexander Viktorovich Golovtsov	32 778 265 751
11.	Vitaly Yuryevich Zarkhin	32 780 090 576
12.	Andrey Vladimirovich Morozov	34 476 443 754
13.	Andrey Alexandrovich Marchenko	745 687 278
«FOR»		370 986 012 398
«AGAINST» all candidates		51 736 971
«ABSTAINED» for all candidates		229 410 104
Number of votes in ballots declared invalid or not counted on other grounds		61 961 151

Eleven nominees with the largest number of votes are considered as elected to the Board of Directors of Rosseti Centre, PJSC.

Based on the results of the vote on item № 3 of the agenda THE DECISION WAS TAKEN:
To elect the following Company’s Board of Directors:

Andrey Vladimirovich Morozov - Legal Director, Association of Institutional Investors

Vitaly Yuryevich Zarkhin

Alexander Viktorovich Golovtsov

Igor Vladimirovich Makovskiy - General Director of Rosseti Centre, PJSC

Elena Viktorovna Andreeva - Chief Adviser of PJSC Rosseti, Deputy Director General for Sale of Services and Transport of the Electric Power Industry of Public Joint Stock Company "Federal Grid Company - Rosseti"

Alexey Alexandrovich Polinov - Chief Adviser of PJSC Rosseti, Acting Deputy Director General for Economics and Finance of PJSC Rosseti, Deputy Director General for Economics and Finance of Public Joint Stock Company "Federal Grid Company - Rosseti"

Maria Vyacheslavna Korotkova - Development Director of Technoinnovation LLC

Yury Vladimirovich Goncharov - Chief Adviser of PJSC Rosseti

Daniil Vladimirovich Krainskiy - Deputy Director General for Legal Support of PJSC Rosseti, Deputy Director General for Legal Support of Public Joint Stock Company "Federal Grid Company - Rosseti"

Maria Alexandrovna Dokuchaeva - Chief Adviser of PJSC Rosseti

Evgeny Viktorovich Lyapunov - Chief Adviser of PJSC Rosseti, Deputy Director General - Chief Engineer of Public Joint Stock Company "Federal Grid Company - Rosseti"

Appendix: Minutes of voting results at the Extraordinary General Meeting of Shareholders of Rosseti Centre, PJSC dated 23.12.2022.

Chairperson of the Extraordinary General Meeting of Shareholders of Rosseti Centre, PJSC

A.V. Mayorov

Secretary of the Extraordinary General Meeting of Shareholders of Rosseti Centre, PJSC

S.V. Lapinskaya