



ITEM No. 7
ON APPROVAL OF THE ARTICLES OF ASSOCIATION OF
ROSSETI CENTRE, PJSC IN A NEW EDITION

11 June 2025

ITEM NO. 7 "ON APPROVAL OF THE ARTICLES OF ASSOCIATION OF ROSSETI CENTRE, PJSC IN A NEW EDITION"

Explanatory information on the item

In accordance with Federal Law of 26.12.1995 No. 208-FZ "On Joint-Stock Companies", the issue of making amendments and additions to the Articles of Association of the Company / approval of the Articles of Association in a new edition falls within the competence of the General Meeting of Shareholders of the Company.

On 08.08.2024 Federal Laws No. 287-FZ and No. 305-FZ amended Federal Law No. 208-FZ of 26.12.1995 "On Joint-Stock Companies" (hereinafter referred to as the Amendments).

1. Changes that came into force on 08.08.2024:

- provisions determining the procedure for suspending the payment of dividends to shareholders;
- provisions determining the procedure for suspending the sending of information to shareholders about holding a meeting or absentee voting;
- the position of Chairman of the Board of Directors may not be held by members of the collegial executive body of the company (previously, this prohibition only applied to the person exercising the powers of the sole executive body);

2. Changes coming into force on 01.03.2025:

- change of terms and definitions:

Terms and definitions BEFORE the entry into force of the Amendments		Terms and definitions AFTER the entry into force of the Amendments
notice of holding a general meeting of shareholders	→	notice of a meeting or absentee voting to adopt decisions by the general meeting of shareholders
did not take part in the voting	→	did not participate in the voting
structure of the company's bodies	→	structure (composition) of the company's bodies
management bodies of the company	→	the company's bodies
supreme governing body	→	supreme body
procedure for preparing and holding a general meeting of shareholders	→	the procedure for preparing and holding meetings or absentee voting for adoption of decisions by the general meeting of shareholders
at the general meeting of shareholders	→	when making decisions at a general meeting of shareholders
participating in the general meeting of shareholders	→	participating in a meeting or absentee voting
a decision to convene a general meeting of shareholders of the company, the agenda of which contains the issue	→	a decision to hold a meeting or absentee voting to adopt a decision by the general meeting of shareholders on the issue
may participate/participate in the general meeting of shareholders with the right to vote when deciding issues	→	have the right to vote when making decisions by the general meeting of shareholders on issues
the right to participate in the general meeting of shareholders	→	the right to vote when making decisions at the general meeting of shareholders

Terms and definitions BEFORE the entry into force of the Amendments		Terms and definitions AFTER the entry into force of the Amendments
decision at the general meeting of shareholders on issues	→	adoption of decisions by the general meeting of shareholders on issues
quorum of the general meeting of shareholders	→	quorum for making decisions at the general meeting of shareholders
annual general meeting of shareholders	→	annual meeting of the general meeting of shareholders
list of persons entitled to participate in the general meeting of shareholders	→	list of persons entitled to vote when making decisions at the general meeting of shareholders

Other Amendments affected:

- the method of making decisions by the general meeting of shareholders: a meeting or absentee voting (previously the term “form of holding a general meeting of shareholders: a meeting or absentee voting” was used);
- introduction of rules for holding meetings of the general meeting of shareholders with remote participation (meeting participants online have the opportunity not only to vote, but also to participate, for example, via video conference - to observe the meeting, ask questions to other participants and speak via video link. The Articles of Association of the Company may provide for the possibility of holding a meeting with remote participation without determining the place where it will be held and the possibility of being present at this place);
- rules for holding annual and extraordinary meetings of the general meeting of shareholders;
- rules for making decisions by the general meeting of shareholders by means of absentee voting;
- rules for holding meetings of the general meeting of shareholders, voting at which is combined with absentee voting;
- deadlines for submitting (nominating) issues to the agenda of the annual meeting of the General Meeting of Shareholders, as well as candidates for the Board of Directors and the Audit Commission. A proposal may be submitted not from the beginning of the year following the reporting year, but from 1 July of the reporting year. The maximum deadline for submitting such proposals in the Company's Articles of Association does not change and is 60 days from the beginning of the year following the reporting year.
- rules for notification of a meeting or absentee voting for the adoption of decisions by the general meeting of shareholders, including a list of materials submitted to persons entitled to vote when making decisions;
- forms and rules for filling out a voting ballot (the Articles of Association of the Company may provide for the possibility of filling out and sending voting ballots in electronic form by persons participating in a meeting or absentee voting of the general meeting of shareholders using electronic or other technical means);
- rules for drawing up the Minutes of a meeting, the Board of Directors, the Management Board (the list of information that must be contained in the Minutes has been supplemented);
- the method of making decisions by the Board of Directors, the Audit Commission and the Management Board of the Company: a meeting, including a meeting at which voting is combined with absentee voting, or without holding a meeting (absentee voting) (previously, the concept of “form of holding” was used: in-person (joint presence) or absentee voting (by poll));

3. Changes coming into force on 1 September 2027

- rules defining the methods for reliably identifying a person participating remotely in a meeting of the general meeting of shareholders;
- the procedure for signing (certifying) a voting ballot in electronic form or an electronic image of a completed voting ballot.

In connection with the amendments to legislation that have come into force and the bringing of the provisions of the Articles of Association into line with the requirements of current legislation and corporate governance practices in the Company, the shareholders of the Company are invited to approve the Articles of Association of Rosseti Centre, PJSC in a new edition.

The current edition of the Articles of Association of Rosseti Centre, PJSC, the draft Articles of Association of Rosseti Centre, PJSC in a new edition, as well as a summary table of changes to the Articles of Association of Rosseti Centre, PJSC are attached.

Materials to the Annual Meeting of the General Meeting of Shareholders of Rosseti Centre, PJSC 2025



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Draft resolution on item No. 7

To approve the Articles of Association of Rosseti Centre, PJSC in a new edition.



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Draft Articles of Association of Rosseti Centre, PJSC in a new edition

SEE APPENDIX 6

The draft Articles of Association of Rosseti Centre, PJSC in a new edition is available for review on the Company's website at:

<https://www.mrsk-1.ru/about/management/controls/stockholders/material/gosa2025/>



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Current edition of the Articles of Association of Rosseti Centre, PJSC

SEE APPENDIX 7

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Summary table of changes and additions to the Articles of Association of Rosseti Centre, PJSC

SEE APPENDIX 8

A summary table of amendments and additions to the Articles of Association of Rosseti Centre, PJSC is available for review on the Company's website at: <https://www.mrsk-1.ru/about/management/controls/stockholders/material/gosa2025/>