



Public Joint stock company
«Rosseti Centre»

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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 Rosseti Centre and Volga region, PJSC to Rosseti Centre, PJSC dated 7 October 2020 No. 7700/00224/20 (hereinafter referred to as the Amendment), 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.
Maxim Sergeevich Agafonov	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.
Elena Viktorovna Andreeva	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.
Maria Alexandrovna Dokuchaeva	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.
Alexey Nikolayevich Zharikov	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.
Evgeny Viktorovich Lyapunov	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.
Yulia Alexandrovna Leshchevskaya	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 Morozov	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.
Andrey Petrovich Tulba	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.
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.
Sergey Nikolayevich Demidov	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.
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.
Konstantin Sergeevich Mikhailenko	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.
Alexey Dmitrievich Savostin	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 Rosseti Centre and Volga region, PJSC to Rosseti Centre, PJSC dated 7 October 2020 No. 7700/00224/20 on 6 sheets.

Acting Deputy General Director
for Corporate and Legal Activities

L.A. Burlakova

The essential terms of the amendment to the agreement on the transfer of powers of the sole executive body of Rosseti Centre and Volga region, PJSC to Rosseti 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 Rosseti Centre and Volga region, PJSC to Rosseti Centre, PJSC dated 7 October 2020 No. 7700/00224/20 (hereinafter referred to as the Agreement):

«1. To read subclause 2.1.5 of clause 2.1 of Section 2 of the Agreement in the following wording:

«2.1.5. achievement of target values of key performance indicators (KPIs), bonus reduction indicators and functional key performance indicators (FKPIs), approved by the Board of Directors of the Company and calculated in accordance with the Procedure for calculating key performance indicators and functional key performance indicators of the management staff of Rosseti Centre and Volga region, PJSC (hereinafter referred to as the Procedure for calculating KPIs and FKPIs) or another similar internal document of the Company approved by the Board of Directors of the Company».

2. To supplement section 4 of the Agreement with clause 4.6. of the following content:

«4.6. The management staff of the Managing Organization performs the functions of the management staff of the Company. The relevant functional responsibilities in the areas of the Company's activities are performed by the relevant officials of the Managing Organization».

3. To read subclause 6.2.2 of clause 6.2 of Section 6 of the Agreement in the following wording:

«6.2.2. The Managing Organization submits a quarterly report to the Board of Directors of the Company no later than 45 (Forty five) calendar days after the end of the reporting quarter, the Report on the results of the reporting year is submitted no later than 15 (Fifteen) business days after the Board of Directors of the Company approves the report on the implementation of KPIs, bonus reduction indicators and FKPIs based on the results of the reporting year, unless longer periods are established by a decision of the Board of Directors of the Company».

4. To read subclause 7.4.1 of clause 7.4 of Section 7 of the Agreement in the following wording:

«7.4.1. The variable component of the Managing Organization's remuneration for each reporting year is determined on the basis of specific weights, assessment of the fulfillment of target KPI values, bonus reduction indicators and FKPIs approved by the Board of Directors of the Company and calculated in accordance with the Procedure for calculating KPIs and FKPIs or another similar internal document of the Company approved by the Board of Directors of the Company.

In the event that the Board of Directors of the Company approves changes in the composition, target values, specific weights of KPIs, bonus reduction indicators and FKPIs, changes are made to the Procedure for calculating KPIs and FKPIs, or another similar internal document of the Company is approved, such changes/a newly approved internal document of the Company become mandatory for the Parties and subject to execution without making changes to this Agreement (concluding an amendment)».

5. To read subclause 7.4.2 of clause 7.4 of Section 7 of the Agreement in the following wording:

«7.4.2. Achievement of target values of KPIs, bonus reduction indicators and FKPIs is confirmed by reports on the implementation of KPIs, bonus reduction indicators and FKPIs at the end of the reporting year, approved by the Board of Directors of the Company. Payment of the variable component of the remuneration of the Managing Organization is made within 10 (Ten) days from the date of the invoice issued by the Managing Organization after approval by the Board of Directors of the Company of the Report on the results of the reporting year specified in subclause 6.2.2 of clause 6.2 of Section 6 of this Agreement, subject to approval of the annual financial statements of the Company by the General Meeting of Shareholders for the corresponding reporting year. Within 10 (Ten) days from the date of approval by the Board of Directors of the Company of the Report on the results of the reporting year specified in subclause 6.2.2 of clause 6.2 of section 6 of this Agreement, subject to approval of the annual financial statements of the Company by the General Meeting of Shareholders for the corresponding reporting year, the Managing Organization sends to the person, authorized by the Board of Directors of the Company to sign this Agreement on its behalf, in two copies the corresponding invoice and the certificate of acceptance of services for the exercise of the powers of the sole executive body. The signed certificates indicating the date of signing are transferred by the person, authorized by the Board of Directors of the Company to sign this Agreement on its behalf, one copy each to the Managing Organization and the Company.».

6. To read subclause 7.4.3 of clause 7.4 of Section 7 of the Agreement in the following wording:

«7.4.3. For 100% achievement of all KPIs, bonus reduction indicators and FKPIs, the Variable component of the Managing Organization's remuneration is 2 (Two)% of the Company's net profit (in addition to VAT, calculated at the rate provided for by the current legislation of the Russian Federation), calculated in accordance with Russian accounting standards reporting.

The amount of the Variable component of the Managing Organization's remuneration, depending on the degree of achievement of KPIs, bonus reduction indicators and FKPIs, is calculated using the following formula:

$$VCA = 2\% \times NP \times KPI^{YEAR} \times (100\% + VAT), \text{ where}$$

VCA – the amount of the variable component of the Managing Organization's remuneration, RUB;

NP – the amount of the Company's net profit for the reporting period, calculated in accordance with Russian accounting standards, RUB.

VAT – the value added tax rate expressed as a percentage, applicable in accordance with the legislation of the Russian Federation.

KPI^{YEAR} – the ratio of fulfillment of annual KPIs, bonus reduction indicators and FKPIs, from 0 to 1, is calculated to two decimal places and determined by the following formula:

$$\text{KPI}^{\text{YEAR}} = \frac{1}{2} \times \sum_{i=1}^n \frac{W_i \times K_i}{100\%} \times [1 - \sum_{j=1}^m D_j] + \frac{1}{2} \times \frac{\sum_{k=1}^l K_k}{l}, \text{ while}$$

if $\text{KPI}^{\text{YEAR}} > 1$, then $\text{KPI}^{\text{YEAR}} = 1$

W_i - the specific weight of the i-th KPI in the amount of incentive payments for achieving target KPI values, determined by the Board of Directors of the Company, %;

K_i - the ratio for adjusting incentive payments for achieving the i-th KPI, takes a value from 0 to 1,20 in accordance with the provisions of the Procedure for calculating KPIs and FKPIs;

n - the total number of KPIs approved by the Board of Directors of the Company, units;

m - the total number of bonus reduction indicators approved by the Board of Directors of the Company, units;

D_j - the specific weight of the j-th bonus reduction indicator (when established), determined by the Board of Directors of the Company (applied only in case of failure to meet the bonus reduction indicator), %;

l - the total number of FKPIs approved by the Board of Directors of the Company, units;

K_k - the ratio of adjustment of incentive payments for the implementation of the k-th FKPI, takes a value from 0 to 1,00 in accordance with the provisions of the Procedure for calculating KPIs and FKPIs.

The Variable component of the Managing Organization's remuneration is a source of financing the remuneration of the management staff and other employees of the Managing Organization in accordance with the terms of the employment contracts in force during the reporting period, and can also be used for other purposes by decision of the Managing Organization.

In the absence of a report approved by the Board of Directors of the Company on the implementation of KPIs, bonus reduction indicators and FKPI (a separate KPI, FKPI) based on the results of the reporting year, the Variable component of remuneration is paid proportionally, based on the share of KPI, FKPI in the Variable component of remuneration, for which there is a report approved by the Board of Directors of the Company».

7. Clause «Appendices» shall be read as follows:

1. Functions of the Managing Organization.
2. Form of the Managing Organization's Report.
3. Form of the service acceptance certificate.
4. Cost estimate for the constant component of remuneration for exercising the powers of the sole executive body.

8. Appendices # 4 and # 6 to the Agreement shall be declared invalid. Consider Appendix # 5 as Appendix # 4 to the Agreement».

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.

The amount of the quarterly remuneration to the Managing Organization starting from the first quarter of 2022 is 130 000 000 (One hundred thirty million) rubles 00 kopecks, plus VAT in the amount of 26 000 000 (Twenty six million) rubles 00 kopecks (taking into account Amendment # 1 to Agreement dated 31 March 2022 # DS7700/00035/22).

The amount of the quarterly remuneration to the Managing Organization starting from the first quarter of 2023 is 141 700 000 (One hundred forty one million seven hundred thousand) rubles 00 kopecks, plus VAT in the amount of 28 340 000 (Twenty eight million three hundred forty thousand) rubles 00 kopecks (taking into account Amendment # 3 to Agreement dated 17 January 2023 # DS7700/00007/23).

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 # 4 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 the Managing Organization's remuneration for each reporting year is determined on the basis of specific weights, assessment of the fulfillment of target KPI values, bonus reduction indicators and FKPIs approved by the Board of Directors of the Company and calculated in accordance with the Procedure for calculating KPIs and FKPIs or another similar internal document of the Company approved by the Board of Directors of the Company.

In the event that the Board of Directors of the Company approves changes in the composition, target values, specific weights of KPIs, bonus reduction indicators and FKPIs, changes are made to the Procedure for calculating KPIs and FKPIs, or another similar internal document of the Company is approved, such changes/a newly approved internal document of the Company become mandatory for the Parties and subject to execution without making changes to this Agreement (concluding an amendment).

For 100% achievement of all KPIs, bonus reduction indicators and FKPIs, the Variable component of the Managing Organization's remuneration is 2 (Two)% of the Company's net profit (in addition to VAT, calculated at the rate provided for by the current

legislation of the Russian Federation), calculated in accordance with Russian accounting standards reporting.

The amount of the Variable component of the Managing Organization's remuneration, depending on the degree of achievement of KPIs, bonus reduction indicators and FKPIs, is calculated using the following formula:

$$VCA = 2\% \times NP \times KPI^{YEAR} \times (100\% + VAT), \text{ where}$$

VCA – the amount of the variable component of the Managing Organization's remuneration, RUB;

NP – the amount of the Company's net profit for the reporting period, calculated in accordance with Russian accounting standards, RUB.

VAT – the value added tax rate expressed as a percentage, applicable in accordance with the legislation of the Russian Federation.

KPI^{YEAR} – the ratio of fulfillment of annual KPIs, bonus reduction indicators and FKPIs, from 0 to 1, is calculated to two decimal places and determined by the following formula:

$$KPI^{YEAR} = \frac{1}{2} \times \sum_{i=1}^n \frac{W_i \times K_i}{100\%} \times [1 - \sum_{j=1}^m D_j] + \frac{1}{2} \times \frac{\sum_{k=1}^l K_k}{l}, \text{ while}$$

$$\text{if } KPI^{YEAR} > 1, \text{ then } KPI^{YEAR} = 1$$

W_i - the specific weight of the i-th KPI in the amount of incentive payments for achieving target KPI values, determined by the Board of Directors of the Company, %;

K_i - the ratio for adjusting incentive payments for achieving the i-th KPI, takes a value from 0 to 1,20 in accordance with the provisions of the Procedure for calculating KPIs and FKPIs;

n - the total number of KPIs approved by the Board of Directors of the Company, units;

m – the total number of bonus reduction indicators approved by the Board of Directors of the Company, units;

D_j - the specific weight of the j-th bonus reduction indicator (when established), determined by the Board of Directors of the Company (applied only in case of failure to meet the bonus reduction indicator), %;

l - the total number of FKPIs approved by the Board of Directors of the Company, units;

K_k - the ratio of adjustment of incentive payments for the implementation of the k-th FKPI, takes a value from 0 to 1,00 in accordance with the provisions of the Procedure for calculating KPIs and FKPIs.

The Variable component of the Managing Organization's remuneration is a source of financing the remuneration of the management staff and other employees of the Managing Organization in accordance with the terms of the employment contracts in force during the reporting period, and can also be used for other purposes by decision of the Managing Organization.

In the absence of a report approved by the Board of Directors of the Company on the implementation of KPIs, bonus reduction indicators and FKPI (a separate KPI, FKPI) based on the results of the reporting year, the Variable component of remuneration is paid

proportionally, based on the share of KPI, FKPI in the Variable component 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, taking into account Amendments 1-4, for the entire term of the Agreement cannot be 10 (Ten) or more percent 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. The Agreement is considered amended and valid as amended, taking into account the changes made by the Amendment, starting from 01.01.2023.