

## Statement of material fact

**«On conclusion by the issuer or an organization controlled by the issuer, which is of significant importance to it, of a related party transaction»**

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	<a href="https://www.e-disclosure.ru/portal/companv.aspx?id=7985">https://www.e-disclosure.ru/portal/companv.aspx?id=7985</a> ; <a href="https://www.mrsk-1.ru/information/">https://www.mrsk-1.ru/information/</a>
1.7. Date of occurrence of an event (material fact) about which a message has been compiled	22.05.2025
2. Contents of the statement «on conclusion by the issuer of a related party transaction»	
2.1. An entity, which has concluded a related party transaction (the issuer; an organization controlled by the issuer that is of significant importance to it): <b>the issuer.</b>	
2.2. If the organization that concluded the transaction is an organization controlled by the issuer and of significant importance to it, the full corporate name (for a commercial organization) or name (for a non-profit organization), location, taxpayer identification number (TIN) (if any), primary state registration number (PSRN) (if any) of the specified organization: <b>not applicable.</b>	
2.3. Category of the transaction (a related party transaction; a related party transaction, which is also a major transaction): <b>a related party transaction.</b>	
2.4. Type and subject of the transaction: Type of transaction – <b>agreement.</b> The subject of the transaction is <b>the contribution by the Shareholder to the property of the Company, which does not increase its authorized capital and does not change the par value of the Company's shares, the source of which is a subsidy from the federal budget (hereinafter referred to as the Contribution), provided to the Shareholder in accordance with the Budget Code of the Russian Federation, Federal Law No. 419-FZ of 30 November 2024 «On the Federal Budget for 2025 and for the Planning Period of 2026 and 2027», Resolution of the Government of the Russian Federation No. 1780 of 25 October 2023 «On Approval of the Rules for the Provision of Subsidies from the Budgets of the Budgetary System of the Russian Federation, Including Grants in the Form of Subsidies, to Legal Entities, Individual Entrepreneurs, and Individuals - Producers of Goods, Works, Services», Decision on the Procedure for Providing Subsidies No. 24-62116-01558-R of 28 February 2025, and also by the agreement (contract) on the provision to PJSC Rosseti from the federal budget of a subsidy in the form of a contribution to the property of a legal entity that does not increase its authorized capital dated 29 February 2024 No. 022-11-2024-002, taking into account amendment dated 28 February 2025 No. 022-11-2024-002/1 (hereinafter referred to as the Agreement).</b>	
2.5. The content of the transaction, including the civil rights and obligations that the transaction is intended to establish, change or terminate: <b>The subject of the Agreement is the contribution by the Shareholder to the property of the Company, which does not increase its authorized capital and does not change the par value of the Company's shares, the source of which is a subsidy from the federal budget (hereinafter referred to as the Contribution), provided to the Shareholder in accordance with the Budget Code of the Russian Federation, Federal Law No. 419-FZ of 30 November 2024 «On the Federal Budget for 2025 and for the Planning Period of 2026 and 2027», Resolution of the Government of the Russian Federation No. 1780 of 25 October 2023 «On Approval of the Rules for the Provision of Subsidies from the Budgets of the Budgetary System of the Russian Federation, Including Grants in the Form of Subsidies, to Legal Entities, Individual Entrepreneurs, and Individuals - Producers of Goods, Works, Services», Decision on the Procedure for Providing Subsidies No. 24-62116-01558-R of 28 February 2025, and also by the agreement (contract) on the provision to PJSC Rosseti from the federal budget of a subsidy in the form of a contribution to the property of a legal entity that does not increase its authorized capital dated 29 February 2024 No. 022-11-2024-002, taking into account amendment dated 28 February 2025 No. 022-11-2024-002/1 (hereinafter referred to as the Agreement), for the purposes of:</b> - achieving the result (implementing the event) of the federal project “Guaranteed Supply of Affordable Electricity” of the state program of the Russian Federation “Development of Energy”; - financial support (reimbursement) of the Company's costs for maintaining reliable supply of electric energy to consumers through the implementation of measures to improve the reliability of the electric grid complex by purchasing the goods, works, and services necessary for this. <b>The Company undertakes to complete the implementation of measures to improve reliability in the electric grid complex, the costs of which were financed by the Contribution, no later than 31 December 2027.</b> <b>The funds of the Contribution are directed only to the implementation of the measures included in the programs for</b>	

improving the reliability of the electric grid complex, agreed upon with the Ministry of Energy of Russia and approved by the leadership of the constituent entity of the Russian Federation, specified in Appendix # 1 to the Agreement.

The Contribution is made by the Shareholder within the following time periods:

in 2025 - no later than 31.12.2025;

in 2026 - no later than 31.12.2026;

in 2027 - no later than 31.12.2027.

The Contribution made to the property of the Company does not change the size of the Shareholder's share, does not increase the authorized capital of the Company and does not change the nominal value of the shares.

**Agreement price:**

The price of the Agreement consists of the amount of the Contribution in the amount of 4,736,319,487 (four billion seven hundred thirty-six million three hundred nineteen thousand four hundred eighty-seven) rubles 84 kopecks.

**Financial support for making the Contribution:**

The Contribution is made by the Shareholder for the purposes specified in Section I of the Agreement in the amount of 4,736,319,487 (four billion seven hundred thirty-six million three hundred nineteen thousand four hundred eighty-seven) rubles 84 kopecks, determined by the decision of the Board of Directors of PJSC Rosseti (Minutes dated 28.02.2025 No. 676 within the amount of the subsidy received by the Shareholder in accordance with the Agreement on federal budget expenditure classification codes (hereinafter referred to as the BC codes), including:

- in 2025 300,000,000 (three hundred million) rubles 00 kopecks by BC code 022 0402 30 2 01 62116 812;
- in 2026 1,471,193,293 (one billion four hundred seventy-one million one hundred ninety-three thousand two hundred ninety-three) rubles 48 kopecks by BC code 022 0402 30 2 01 62116 812;
- in 2027 2,965,126,194 (two billion nine hundred sixty-five million one hundred twenty-six thousand one hundred ninety-four) rubles 36 kopecks by BC code 022 0402 30 2 01 62116 812.

Government contract identifier (hereinafter referred to as the GCI) under the Agreement: GCI No. 000000002224P070002.

**Duration of the Agreement:**

The Agreement shall enter into force on the date of its signing by persons entitled to act on behalf of each of the Parties, but not earlier than the receipt by the Shareholder of the subsidy funds specified in paragraph 2.1 of the Agreement, and shall be valid until the Parties have fully fulfilled their obligations under the Agreement.

**Other essential terms of the Agreement/procedure for their determination:**

The Contribution is made to the property of the Company for the financial support (reimbursement) of the Company's expenses, the source of financial support for which is the Contribution in accordance with Appendix # 2 to the Agreement.

The Contribution is made in accordance with the budgetary legislation of the Russian Federation.

The condition for making the Contribution is the consent of the Company to exercise control over compliance with the goals, conditions and procedure for making the Contribution, including in terms of achieving the results of making the Contribution, the main administrator of the budgetary funds, as well as state (municipal) financial control bodies in accordance with Articles 268.1 and 269.2 of the Budget Code of the Russian Federation.

The Shareholder has the right to make a decision to change the terms of the Agreement, including reducing the amount of the Contribution, as well as increasing the amount of the Contribution, in the event of corresponding changes in the amount of the subsidy provided to the Shareholder under the Agreement.

In the event that the Shareholder establishes or receives from the Ministry of Energy of Russia, the state financial control body, information on a fact(s) of violation by the Company of the conditions for making the Contribution established by the Agreement, including failure to achieve the values of the results of making the Contribution, the indicators established in accordance with the Agreement, the Shareholder sends the Company a demand to ensure the return of the Contribution, in connection with which the Company undertakes to:

- eliminate the fact(s) of violation of the conditions established when making the Contribution, within the timeframes specified in the specified demand;
- return the Contribution in the amount and within the timeframes specified in the specified demand;
- pay penalties, if the Shareholder accepts penalties against the Company in accordance with the Agreement, within the time period specified by the Shareholder in the demand for payment of penalties.

The Company undertakes to:

- return the unused balance of the Contribution in the absence of a decision by the Ministry of Energy of Russia on the use of the balance of the subsidy, unused at the beginning of the next financial year, for the purposes specified in Section I of the Agreement, by 31 December 2027;
- ensure the achievement of the values of the results of making the Contribution, the characteristics established in accordance with Appendices # 3, 3.1 to the Agreement, and compliance with the deadlines for achieving them;
- ensure the implementation of the action plan to achieve the results of the Contribution (checkpoints), established in accordance with Appendix # 4 to the Agreement.

2.6. Parties and beneficiaries under the transaction:

**Federal Grid Company – Rosseti, Public Joint Stock Company (Shareholder);**

**Public Joint stock company «Rosseti Centre» (Company).**

2.7. Terms of fulfillment of obligations under the transaction: **The Agreement shall enter into force on the date of its signing by persons entitled to act on behalf of each of the Parties, but not earlier than the receipt by the Shareholder of the subsidy funds specified in paragraph 2.1 of the Agreement, and shall be valid until the Parties have fully fulfilled their obligations under the Agreement.**

2.8. Amount of the transaction in monetary terms: **4,736,319,487 (four billion seven hundred thirty-six million three hundred nineteen thousand four hundred eighty-seven) rubles 84 kopecks.**

2.9. The ratio of the price and the book value of the property for the acquisition, alienation or possibility of alienation of which the transaction is made for, as a percentage to the consolidated value of the assets of the issuer's group, determined according to the data of the issuer's consolidated financial statements as of the last reporting date (end date of the last completed reporting period preceding the transaction), and if the issuer has no obligation to prepare and disclose consolidated financial statements - to the value of the issuer's assets (if the transaction is made by the issuer) or the total value of the assets of the issuer and an organization controlled by the issuer that is of significant importance to it (if the transaction is made by the specified organization), determined according to the data of financial statements of the said entities as of the last reporting date (end date of the last completed reporting period preceding the transaction): **2.98% of the consolidated value of the assets of the issuer's group as of 31.12.2024 (the last reporting date preceding the date of the transaction).**

2.10. The consolidated value of the assets of the issuer's group, determined according to the issuer's consolidated financial statements as of the last reporting date (the end date of the last completed reporting period preceding the transaction), and if the issuer has no obligation to prepare and disclose consolidated financial statements - the value of the issuer's assets (if the transaction is made by the issuer) or the total value of the assets of the issuer and an organization controlled by the issuer that is of significant importance to it (if the transaction is made by the specified organization), determined according to the data of financial statements of the said entities as of the last reporting date (end date of the last completed reporting period preceding the transaction): **RUB 158,878,431 thousand based on the consolidated financial statements as of 31.12.2024 (the last reporting date preceding the date of the transaction).**

2.11. Transaction date: **22.05.2025.**

2.12. Full company name (for a commercial organization) or name (for a non-commercial organization), location of a legal entity or last name, first name, patronymic (the last one, if any) of an individual recognized in accordance with the legislation of the Russian Federation as a person related to making transactions by the issuer or an organization controlled by the issuer that is of significant importance to it, as well as the basis on which the said entity was recognized as a related party to the transaction, the share of participation of the related entity in the authorized capital (the stake of shares owned by the related entity) of the issuer or an organization controlled by the issuer that is of significant importance to it (if the transaction is made by the specified organization), and the legal entity that is a party to the transaction:

1. Full company name: **Federal Grid Company – Rosseti, Public Joint Stock Company;**

– location: Russia, Moscow;

– the basis on which the entity is recognized as related to the transaction: the controlling entity of Rosseti Centre, PJSC, simultaneously a party to the transaction;

– the share of participation of the related party in the authorized capital (the stake of shares owned by the related party) of the issuer: 50.69% (50.69%);

– the share of participation of the related party in the authorized capital (the stake of shares owned by the related party) of a legal entity that is a party to the transaction: not applicable.

2. Surname, first name, patronymic of an individual: **Evgeny Viktorovich Lyapunov;**

– the basis on which the person is recognized as related to the transaction: Member of the Board of Directors of Rosseti Centre, PJSC, who is simultaneously a member of the Management Board of PJSC Rosseti;

– the share of participation of the related party in the authorized capital (the stake of shares owned by the related party) of the issuer: 0% (0%);

– the share of participation of the related party in the authorized capital (the stake of shares owned by the related party) of a legal entity that is a party to the transaction: 0% (0%).

3. Surname, first name, patronymic of an individual: **Alexey Alexandrovich Polinov;**

– the basis on which the person is recognized as related to the transaction: Member of the Board of Directors of Rosseti Centre, PJSC, who is simultaneously a member of the Management Board of PJSC Rosseti;

– the share of participation of the related party in the authorized capital (the stake of shares owned by the related party) of the issuer: 0% (0%);

– the share of participation of the related party in the authorized capital (the stake of shares owned by the related party) of a legal entity that is a party to the transaction: 0% (0%).

2.13. Information on the adoption of a decision on consent to the conclusion or on the subsequent approval of a transaction that is of significant importance to the issuer, in the event that the specified decision was made by the authorized management body of the issuer or an organization controlled by the issuer (name of the management body of the issuer or organization controlled by the issuer that is of significant importance to it, which made the decision to consent to the conclusion or subsequent approval of the transaction, the date of adoption of the said decision, the date of drawing up and the number of the minutes of the meeting (session) of the management body of the issuer or an organization controlled by the issuer that is of significant importance to it, at which the said decision was made, if it was taken by the collegiate management body of the issuer or an organization controlled by the issuer that is of significant importance to the issuer), or an indication that the decision on consent to the transaction or subsequent approval of the transaction was not taken: **The decision on consent to the transaction was not made due to the fact that the Company did not receive the relevant request.**

### 3. Signature

3.1. Head of the Corporate Governance  
Department, under power of attorney  
# D-CA/240 of 26.12.2024

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(signature)

Y.D. Naumova

3.2. Date «01» July 2025

