

Statement of material fact

«Holding a meeting of the issuer's board of directors (supervisory board) and its agenda, as well as on individual decisions adopted by the issuer's board of directors (supervisory board)»

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	http://www.e-disclosure.ru/portal/company.aspx?id=7985; https://www.mrsk-1.ru/information/
1.7. Date of occurrence of an event (material fact) about which a message has been compiled	04.05.2023
2. Contents of the statement	
«on some decisions taken by the Board of Directors (Supervisory Board) of the Issuer»	
<p>2.1. The quorum of the meeting of the Board of Directors: Questionnaires were presented by 11 members out of 11 elected ones of the Board of Directors. In accordance with paragraph 18.13 of Article 18 of the Articles of Association of Rosseti Centre, the quorum for holding a meeting of the Board of Directors is at least half of the number of elected members of the Board of Directors of Rosseti Centre. There is a quorum.</p> <p>2.2. The content of the decisions taken by the Board of Directors of the issuer, and voting results on the decisions taken:</p> <p>Item 1. On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding. Decision: To convene the Annual General Meeting of Shareholders of the Company (hereinafter - the Meeting) in the form of absentee voting.</p> <p>Voting results: «FOR» - 9; «AGAINST» - 1; «ABSTAINED» - 1.</p> <p>Decision is taken. <i>A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Golovtsov (Appendix # 7 to the Minutes).</i></p> <p>Item 2. On determination of the date of holding the Annual General Meeting of Shareholders of the Company (ballot receiving deadline). Decision: To determine the date of holding the Annual General Meeting of Shareholders of the Company (ballot receiving deadline) – 09 June 2023.</p> <p>Voting results: «FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.</p> <p>Decision is taken.</p> <p>Item 3. On approval of the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company. Decision: To approve the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company, - 15 May 2023.</p> <p>Voting results: «FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.</p> <p>Decision is taken.</p> <p>Item 4. On determination of the type (s) of preference shares, whose owners have the right to vote on items of the agenda of the Annual General Meeting of Shareholders of the Company. Decision: Due to the fact that no preference shares were issued by the Company, the decision on determining the type (s) of preference shares, whose owners have the right to vote on the agenda items of the Annual General Meeting of Shareholders of the Company, is not to be taken.</p>	

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.**Item 5. On approval of the agenda of the Annual General Meeting of Shareholders of the Company.****Decision:**

To approve the following agenda of the Annual General Meeting of Shareholders of the Company:

1. On approval of the Annual Report of the Company for 2022, the annual financial statements of the Company for 2022.
2. On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of 2022.
3. On election of members of the Board of Directors of the Company.
4. On election of members of the Audit Commission of the Company.
5. On appointment of the audit organization of the Company.

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.**Item 6. On definition of a list of information (materials) provided to shareholders in preparation for the Annual General Meeting of Shareholders, and the order of its provision.****Decision:**

1. To determine that information (materials) provided to the persons entitled to participate in the Annual General Meeting of Shareholders of the Company are:

- the Annual Report of the Company for 2022 and the conclusion of the Audit Commission of the Company based on the results of its audit (on the reliability of the data contained in the Annual Report of the Company);
- the annual financial statements of the Company for 2022, the Auditor's Report and the conclusion of the Audit Commission of the Company following the results of the audit of the statements;
- the Conclusion of the Audit Committee of the Board of Directors of the Company on assessing the quality of the audit, the auditor's opinions and the effectiveness of the process of conducting the external audit of the financial statements of Rosseti Centre, PJSC;
- the Conclusion of the internal auditor of Rosseti Centre, PJSC on the results of assessing the reliability and efficiency of the internal control system and the risk management system, the corporate governance of the Company;
- the extract from the decision of the Board of Directors of the Company on the issue of the prior approval of the Company's Annual Report for 2022 and recommendations to the Annual General Meeting of Shareholders of the Company for its approval;
- the recommendations of the Board of Directors of the Company on the distribution of profits (losses) of the Company based on the results of 2022, including on the amount of dividend on the shares of the Company and the procedure for its payment and in terms of determining the date on which the persons entitled to receive dividends are recorded;
- the justification of the proposed distribution of net profit;
- the extract from the decision of the Board of Directors of the Company on the issue of submitting the annual financial statements of the Company for 2022 for approval by the Annual General Meeting of Shareholders of the Company;
- the information about candidates to the Board of Directors of the Company, the Audit Commission of the Company, including information on who nominated each of the candidates, as well as information on the presence or absence of written consent of these candidates for nomination and election;
- the conclusion of the Personnel and Remuneration Committee of the Board of Directors of the Company on the assessment of the candidates to the Board of Directors of the Company, including the competency matrix;
- the information on the candidacy of the Company's audit organization, including information on the self-regulatory organization of auditors, of which the candidate for the Company's audit organizations is a member, information on procedures used in the selection of an audit organization that ensure its independence and objectivity, information on the proposed remuneration of the audit organization for services of audit and non-audit nature, as well as information on other material terms of the contract concluded with the audit organization of the Company;
- the conclusion of the Board of Directors of the Audit Committee of the Company on the assessment of the candidacy of the audit organization of the Company;
- the report on related party transactions concluded by Rosseti Centre, PJSC in 2022, including the conclusion of the Audit Commission of the Company confirming the reliability of the data contained in the report;
- the information about the shareholders' agreements concluded during the year prior to the date of the Annual General Meeting of Shareholders;
- the information on who proposed each issue to the agenda of the Annual General Meeting of Shareholders;
- the position of the Board of Directors of the Company regarding the agenda of the Annual General Meeting of Shareholders of the Company, as well as dissenting opinions of the members of the Board of Directors of the Company on each agenda item;
- the draft resolutions and explanatory notes to issues of the Annual General Meeting of Shareholders;
- the sample power of attorney, which the shareholder may give his or her representative and its certification procedure.

2. To establish that persons entitled to participate in the Annual General Meeting of Shareholders of the Company may learn the specified information (materials) in the period from 19 May 2023 to 09 June 2023 from 10 hours 00 minutes to 17 hours 00 minutes local time, excluding weekends and holidays, at the following addresses:

- Russia, Moscow, Malaya Ordynka St., 15, Rosseti Centre, PJSC,

- Russia, Moscow, Pravdy St., 23, JSC VTB Registrar;

also from 19 May 2023 on the Company's website at: <http://www.mrsk-1.ru>

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, this information (materials) shall be sent until 19 May 2023 in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder.

3. In the period of preparation for the Meeting to ensure:

- maintaining a telephone channel for communication with shareholders: 8 (495) 747-92-92 (30-37),

- a special e-mail address: ir@mrsk-1.ru;

- the forum functioning on the agenda of the meeting on the Company's website: <https://www.mrsk-1.ru/about/management/controls/forum/>

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

Item 7. On determination of the order of notification of shareholders of the Company about the General Meeting of Shareholders holding, including the approval of the form and text of the notice.

Decision:

1. To approve the form and text of the notice about the Company's Annual General Meeting of Shareholders holding in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To inform the persons entitled to participate in the Annual General Meeting of Shareholders of the Company regarding holding the Annual General Meeting of Shareholders of the Company:

- by posting the notice on the Company's website at www.mrsk-1.ru not later than 5 May 2023.

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, the notice about the Company's Annual General Meeting of Shareholders holding shall be sent in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder until 5 May 2023.

Voting results:

«FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 1.

Decision is taken.

Item 8. On election of the Secretary of the Annual General Meeting of Shareholders of the Company.

Decision:

To elect as the Secretary of the Annual General Meeting of Shareholders of the Company – Svetlana Vladimirovna Lapinskaya – Corporate Secretary of the Company.

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

Item 9. On approval of cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.

Decision:

1. To approve the cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. General Director of the Company not later than two months after the holding of the Annual General Meeting of Shareholders to submit to the Board of Directors a report on the expenditure of funds for preparation and holding of the Annual General Meeting of Shareholders under the form in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

Item 10. On approval of the report on related party transactions, concluded by the Company in 2022.

Decision:

To approve the report on related party transactions, concluded by Rosseti Centre, PJSC in 2022, in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

Item 11. On the prior approval of the Company's Annual Report for 2022.**Decision:**

Tentatively to approve the Company's Annual Report for 2022 and to recommend that the Annual General Meeting of Shareholders of the Company approve the Annual Report in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

Voting results:

«FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 1.

Decision is taken.**Item 12. On consideration of the annual financial statements of the Company for 2022.****Decision:**

Tentatively to approve and submit the annual financial statements of the Company for 2022 for approval by the Annual General Meeting of Shareholders of the Company in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

Voting results:

«FOR» - 10; «AGAINST» - 1; «ABSTAINED» - 0.

Decision is taken.

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Golovtsov (Appendix # 7 to the Minutes).

Item 13. On recommendations on the distribution of profit (loss) of the Company following the results of 2022.**Decision:**

To recommend that the Annual General Meeting of Shareholders of the Company approve the following distribution of profits (losses) of the Company for the reporting year of 2022:

Name	(thous. RUB)
Retained earnings (loss) for the reporting period:	4 537 756
To be distributed to:	
- Reserve fund	0
- Dividends	1 908 673
<i>interim dividends for 9 months of 2022 (EGM decision dated 23.12.2022 No. 02/22)</i>	1 435 410
<i>the amount of dividend payable</i>	473 263
- Repayment of losses of previous years	0
- Profit for development	2 629 083

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.**Item 14. On recommendations on the amount of dividends on shares of the Company for 2022, their payment procedure and proposals to the Annual General Meeting of Shareholders of determining the record date of persons entitled to receive dividends.****Decision:**

To recommend that the Annual General Meeting of Shareholders take the following decision:

To pay dividends on common stocks of the Company following the results of 2022 in the amount of RUB 0.01121 per ordinary share of the Company in cash.

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.

To define the record date of the list of persons entitled to receive dividends as 23 June 2023.

Voting results:

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Decision is taken.

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **04.05.2023.**

2.4. Date of drawing up and number of minutes of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **Minutes # 23/23 of 04.05.2023.**

2.5. If the board of directors of the issuer makes decisions related to the exercise of rights under the issuer's securities, the statement of material fact on individual decisions taken by the board of directors of the issuer in respect of such securities shall additionally specify identification features of the securities: **ordinary shares, state registration number of the issue 1-01-10214-A dated 24.03.2005, international securities identification code (number) (ISIN): RU000A0JPPL8, classification of financial instruments code (CFI): ESVXFR.**

3. Signature

3.1. Acting Deputy General Director
for Corporate and Legal Activities,
under power of attorney
D-CA/70 of 17.04.2023

(signature)

L.A. Burlakova

3.2. Date «04» May 2023.