

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	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	15.06.2022
2. Contents of the statement	
<p>2.1. An entity, which has made a related party transaction (the issuer; an organization controlled by the issuer that is of significant importance to it): the issuer.</p> <p>2.2. If the organization that made the transaction is an organization controlled by the issuer, which is of significant importance to it, - full company 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: not applicable.</p> <p>2.3. Category of the transaction (a related party transaction; a related party transaction that is also a major transaction): a related party transaction.</p> <p>2.4. Type and subject of the transaction: The type of the transaction – an amendment. The subject of the transaction – amendments to Agreement on the transfer of powers of the sole executive body of IDGC of Center and Volga Region, PJSC to IDGC of Centre, PJSC dated 7 October 2020 No. 7700/00224/20.</p> <p>2.5. The content of the transaction, including civil rights and obligations, the establishment, modification or termination of which is made by the transaction: Amendments to Agreement on the transfer of powers of the sole executive body of IDGC of Center and Volga Region, PJSC to IDGC of Centre, PJSC dated 7 October 2020 No. 7700/00224/20 (hereinafter referred to as the Agreement): «1. The names of the parties in the text of the Agreement shall be read as Public Joint stock company «Rosseti Centre» (the Managing Organization) and Public Joint stock company «Rosseti Centre and Volga region» (the Company). 2. To read the first clause of paragraph 7.4.3 of the Agreement as follows: «For achieving 100% for all KPIs, the variable component of remuneration to be paid at the end of the reporting year is determined in the amount equal to 2% of the Company's net profit (in addition to VAT calculated at the rate stipulated by the current legislation of the Russian Federation), calculated in accordance with Russian standards for the formation of financial statements.». The terms of the Agreement, not stipulated in the Amendment, are valid in the previous edition. The Amendment comes into force from the moment of its signing by the parties and is valid for the entire term of the Agreement. The terms of the Amendment apply to the legal relations of the Parties that have arisen since the conclusion of the Agreement.</p> <p>2.6. Parties and beneficiaries under the transaction: 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.</p> <p>2.7. Terms of fulfillment of obligations under the transaction: The Agreement is valid until 31 December 2023 inclusive. If 30 days before the date of termination of this Agreement, neither Party notifies the other Party of the refusal to renew the Agreement, the Agreement is automatically extended for 3 (three) years each time. If the Company is the initiator of refusal to renew the Agreement, the decision to send a notice of refusal to renew the Agreement is made by the Board of Directors of the Company. The Amendment comes into force from the moment of its signing by the parties and is valid for the entire term of the Agreement. The terms of the Amendment apply to the legal relations of the Parties that have arisen since the conclusion of the Agreement.</p>	

2.8. Amount of the transaction in monetary terms: **2,781,681,341.31 (Two billion seven hundred eighty one million six hundred eighty one thousand three hundred forty one) rubles 31 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): **2.1 % of the consolidated value of the assets of the issuer's group as of 31 March 2022 (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): **131,938,323 thousand rubles according to the consolidated financial statements as of 31 March 2022 (the last reporting date preceding the date of the transaction).**

2.11. Transaction date: **15.06.2022.**

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: Public Joint Stock Company "Russian Grids";

– location: Russia, Moscow;

– the basis on which the entity is recognized as related to the transaction: the controlling entity of Rosseti Centre, PJSC and Rosseti Centre and Volga region, PJSC;

– share of the related party in the authorized capital (stake of shares owned by the related party) of the issuer: 50.23 % (50.23 %);

– share of the related party in the authorized capital (stake of shares owned by the related party) of the legal entity that is a party to the transaction: 50.40 % (50.40 %).

2. Surname, name, patronymic of an individual: Alexander Viktorovich Golovtsov;

– the basis on which the person is recognized as related to the transaction: a member of the Board of Directors of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC;

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

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

3. Surname, name, patronymic of an individual: Yury Vladimirovich Goncharov;

– the basis on which the person is recognized as related to the transaction: a member of the Board of Directors of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, and also a member of the Board of Directors of Rosseti Centre and Volga region, PJSC;

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

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

4. Surname, name, patronymic of an individual: Vitaly Yuryevich Zarkhin;

– the basis on which the person is recognized as related to the transaction: a member of the Board of Directors of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, and also a member of the Board of Directors of Rosseti Centre and Volga region, PJSC;

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

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

- 5.** Surname, name, patronymic of an individual: Maria Vyacheslavna Korotkova;
– the basis on which the person is recognized as related to the transaction: a member of the Board of Directors of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC;
– share of the related party in the authorized capital (stake of shares owned by the related party) of the issuer: 0 % (0 %);
– share of the related party in the authorized capital (stake of shares owned by the related party) of the legal entity that is a party to the transaction: 0 % (0 %).
- 6.** Surname, name, patronymic of an individual: Daniil Vladimirovich Krainskiy;
– the basis on which the person is recognized as related to the transaction: a member of the Board of Directors of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC;
– share of the related party in the authorized capital (stake of shares owned by the related party) of the issuer: 0 % (0 %);
– share of the related party in the authorized capital (stake of shares owned by the related party) of the legal entity that is a party to the transaction: 0 % (0 %).
- 7.** Surname, name, patronymic of an individual: Anastasiya Igorevna Krupenina;
– the basis on which the person is recognized as related to the transaction: a member of the Board of Directors of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC;
– share of the related party in the authorized capital (stake of shares owned by the related party) of the issuer: 0 % (0 %);
– share of the related party in the authorized capital (stake of shares owned by the related party) of the legal entity that is a party to the transaction: 0 % (0 %).
- 8.** Surname, name, patronymic of an individual: Andrey Vladimirovich Mayorov;
– the basis on which the person is recognized as related to the transaction: a member of the Board of Directors of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, and also a member of the Board of Directors of Rosseti Centre and Volga region, PJSC;
– share of the related party in the authorized capital (stake of shares owned by the related party) of the issuer: 0 % (0 %);
– share of the related party in the authorized capital (stake of shares owned by the related party) of the legal entity that is a party to the transaction: 0 % (0 %).
- 9.** Surname, name, patronymic of an individual: Igor Vladimirovich Makovskiy;
– the basis on which the person is recognized as related to the transaction: 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, and also a member of the Board of Directors and Chairman of the Management Board of Rosseti Centre and Volga region, PJSC;
– share of the related party in the authorized capital (stake of shares owned by the related party) of the issuer: 0 % (0 %);
– share of the related party in the authorized capital (stake of shares owned by the related party) of the legal entity that is a party to the transaction: 0 % (0 %).
- 10.** Surname, name, patronymic of an individual: Alexey Valeryevich Molsky;
– the basis on which the person is recognized as related to the transaction: a member of the Board of Directors of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC;
– share of the related party in the authorized capital (stake of shares owned by the related party) of the issuer: 0 % (0 %);
– share of the related party in the authorized capital (stake of shares owned by the related party) of the legal entity that is a party to the transaction: 0 % (0 %).
- 11.** Surname, name, patronymic of an individual: Egor Vyacheslavovich Prokhorov;
– the basis on which the person is recognized as related to the transaction: a member of the Board of Directors of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC;
– share of the related party in the authorized capital (stake of shares owned by the related party) of the issuer: 0 % (0 %);
– share of the related party in the authorized capital (stake of shares owned by the related party) of the legal entity that is a party to the transaction: 0 % (0 %).
- 12.** Surname, name, patronymic of an individual: Alexander Viktorovich Shevchuk;
– the basis on which the person is recognized as related to the transaction: a member of the Board of Directors of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Board of Directors of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, and also a member of the Board of Directors of Rosseti Centre and Volga region, PJSC;
– share of the related party in the authorized capital (stake of shares owned by the related party) of the issuer: 0 % (0 %);

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

13. Surname, name, patronymic of an individual: Artem Gennadievich Aleshin;

– the basis on which the person is recognized as related to the transaction: a member of the Management Board of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Management Board of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, and also a member of the Management Board of Rosseti Centre and Volga region, PJSC;

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

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

14. Surname, name, patronymic of an individual: Olga Alexandrovna Danshina;

– the basis on which the person is recognized as related to the transaction: a member of the Management Board of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Management Board of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, and also a member of the Management Board of Rosseti Centre and Volga region, PJSC;

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

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

15. Surname, name, patronymic of an individual: Alexander Vladimirovich Egorychev;

– the basis on which the person is recognized as related to the transaction: a member of the Management Board of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Management Board of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, and also a member of the Management Board of Rosseti Centre and Volga region, PJSC;

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

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

16. Surname, name, patronymic of an individual: Yury Vadimovich Marakin;

– the basis on which the person is recognized as related to the transaction: a member of the Management Board of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Management Board of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC;

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

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

17. Surname, name, patronymic of an individual: Vladislava Vladimirovna Rezakova;

– the basis on which the person is recognized as related to the transaction: a member of the Management Board of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Management Board of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC, and also a member of the Management Board of Rosseti Centre and Volga region, PJSC;

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

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

18. Surname, name, patronymic of an individual: Lyudmila Alexeevna Sklyarova;

– the basis on which the person is recognized as related to the transaction: a member of the Management Board of Rosseti Centre, PJSC, simultaneously holding the position of a member of the Management Board of the managing organization of Rosseti Centre and Volga region, PJSC - Rosseti Centre, PJSC;

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

– share of the related party in the authorized capital (stake of shares owned by the related party) of the 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 taken. The issue of consent to the transaction was not submitted for consideration by the General Meeting of Shareholders of the Company due to the fact that the Company did not receive the corresponding request.**

3. Signature

3.1. Head of Corporate Governance
Department, under power of attorney
D-CA/4 of 12.01.2022

(signature)

O.A. Kharchenko

3.2. Date «15» June 2022.

