

MINUTES
of meeting of the Board of Directors of Rosseti Centre, PJSC
(in the form of absent voting)

«01» November 2022

Moscow

No. 57/22

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **A.V. Golovtsov, Y.V. Goncharov, M.A. Dokuchaeva, V.Y. Zarkhin, M.V. Korotkova, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, A.V. Molsky, A.V. Morozov.**

Members who did not provide questionnaires: **A.A. Polinov.**

The quorum is **present.**

Date of the minutes: **01.11.2022.**

AGENDA:

1. On convening the Extraordinary General Meeting of Shareholders of the Company.

Item 1. On convening the Extraordinary General Meeting of Shareholders of the Company.

Decision:

- 1.** To convene the Extraordinary General Meeting of Shareholders of the Company (hereinafter - the Meeting) in the form of absentee voting.
- 2.** To determine the date of holding the Meeting (completed voting ballots receiving deadline) – 23 December 2022.
- 3.** To approve the agenda of the Extraordinary General Meeting of Shareholders of the Company:
 - 1. On payment (declaration) of dividends on shares of Rosseti Centre, PJSC based on the results of 9 months of the 2022 reporting year, including on the amount of dividends, the timing and form of their payment, as well as on the date on which persons entitled to receive dividends on shares of Rosseti Centre, PJSC are recorded.*
 - 2. On early termination of powers of members of the Board of Directors of Rosseti Centre, PJSC.*
 - 3. On election of members of the Board of Directors of Rosseti Centre, PJSC.*
- 4.** To approve the record date of the list of persons eligible to participate in the Meeting, – 14 November 2022.
- 5.** 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 Meeting, is not to be taken.
- 6.** To approve the form and text of the notice about holding the Meeting in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
- 7.** To inform the persons entitled to participate in the Meeting regarding holding the Meeting:
- by posting the notice on the Company's website at www.mrsk-1.ru not later than 02 November 2022.

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, the notice about the Company's Extraordinary 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 not later than 02 November 2022.

- 8.** To determine that information (materials) provided to the persons entitled to participate in the Meeting are:
 - the agenda of the Extraordinary General Meeting of Shareholders with an indication of the person at whose proposal the issue was included;

- the recommendations of the Board of Directors of the Company on the amount of dividends on shares of the Company and the procedure for their payment based on the results of 9 months of 2022 and setting the date on which the persons entitled to receive dividends are recorded (the extract from the Minutes of the meeting of the Board of Directors of the Company);
- the information on candidates to the Board of Directors 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 the specified candidates for nomination and election;
- the conclusion of the Personnel and Remuneration Committee of the Company on the assessment of the candidates to the Board of Directors of the Company, including the competency matrix;
- the position of the Board of Directors of the Company regarding the agenda of the Meeting, as well as dissenting opinions of members of the Board of Directors on each item on the agenda;
- the draft resolutions and explanatory notes to the agenda issues of the Meeting;
- the information about the shareholders' agreements concluded during the year prior to the date of the Meeting;
- the sample power of attorney, which the shareholder may give his or her representative and its certification procedure.

9. To establish that persons entitled to participate in the Meeting may learn the specified information (materials) provided in preparation for the Meeting 02 December 2022 to 23 December 2022 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 02 December 2022 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 02 December 2022 in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder.

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/stockholders/material/vosa2022/forum/>

10. To determine that the voting ballots are to be sent by nonregistered mail (delivered by hand) to the persons, entitled to participate in the Meeting not later than 02 December 2022.

Ballots (ballot texts) for voting in electronic form (in the form of electronic documents) not later than 28 November 2022 are sent to the registrar JSC VTB Registrar for sending to nominee holders registered in the register of shareholders of the Company.

To determine that completed voting ballots can be sent to one of the following addresses:

- 119017, Russia, Moscow, Malaya Ordynka St., 15, Rosseti Centre, PJSC,
- 127137, Russia, Moscow, p/o box 54, JSC VTB Registrar;

- <http://www.vtbreg.ru> - to fill out the electronic form of the bulletins.

In addition, the owner of securities, the rights to which are accounted for by a nominal holder or foreign nominal holder, is entitled to participate in the Meeting personally or by giving instructions to the nominal holder or foreign nominal holder to vote in a specific way, if this is provided for by an agreement concluded with the nominal holder or foreign nominal holder. An electronic voting document signed with an electronic signature shall be sent by the owner of the equity securities to the nominal holder.

To determine the following website address to fill out the electronic form of the bulletins - <http://www.vtbreg.ru>

When determining the quorum and summing up the voting results, the votes of shareholders are taken into account, the ballots of which are received and (or) the electronic form of ballots is

completed on the registrar's website at <http://www.vtbreg.ru> by 23 December 2022, as well as the votes of shareholders who, in accordance with the rules of the legislation of the Russian Federation on securities, have given the persons, recording their rights to shares, instructions on voting, if messages about their will are received before 23 December 2022.

11. To establish that the shareholders (shareholder) of the Company, who collectively own at least 2 (two) percent of the voting shares of the Company, have the right to send proposals to the Company on nominating candidates for election to the Board of Directors of the Company, the number of which may not exceed the number of members of the Board of Directors (not more than 11 candidates).

Such proposals shall be received by Rosseti Centre, PJSC not later than 22 November 2022 at the address: 119017, Russia, Moscow, Malaya Ordynka St., 15, Rosseti Centre, PJSC.

12. To determine the date of the meeting of the Board of Directors of Rosseti Centre, PJSC to consider shareholders' proposals on nominating candidates for election to the Board of Directors of Rosseti Centre, PJSC, as well as on other issues related to the preparation for the Extraordinary General Meeting of Shareholders of Rosseti Centre, PJSC, not later than 25 November 2022.

13. To elect Svetlana Vladimirovna Lapinskaya – the Corporate Secretary of the Company as the Secretary of the Meeting.

Voting results:

- | | |
|------------------------------------|-------------|
| 1. Alexander Viktorovich Golovtsov | - «AGAINST» |
| 2. Yury Vladimirovich Goncharov | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Vitaly Yuryevich Zarkhin | - «FOR» |
| 5. Maria Vyacheslavna Korotkova | - «FOR» |
| 6. Daniil Vladimirovich Krainkiy | - «FOR» |
| 7. Andrey Vladimirovich Mayorov | - «FOR» |
| 8. Igor Vladimirovich Makovskiy | - «FOR» |
| 9. Alexey Valeryevich Molsky | - «FOR» |
| 10. Andrey Vladimirovich Morozov | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

Decision is taken.

Dissenting opinions were received on this item from members of the Board of Directors of the Company, V.Y. Zarkhin and A.V. Golovtsov (Appendices ##2-3).

Appendices:

1. The form and text of the notice about holding the Extraordinary General Meeting of Shareholders of the Company (Appendix # 1).
2. The dissenting opinions from the members of the Board of Directors of the Company, V.Y. Zarkhin and A.V. Golovtsov, on the agenda item (Appendices ## 2-3).

**Chairperson of the Board of Directors
of Rosseti Centre, PJSC**

A.V. Mayorov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya