

**Statement of material fact**  
**«On conclusion of a related party transaction by the issuer or by an entity controlled by the issuer that is significant to it»**

<b>1. General information</b>	
1.1. Full company name (for a commercial organization) or name (for a non-commercial organization) of the issuer	<b>Public Joint stock company «Rosseti Centre»</b>
1.2. Issuer's address indicated in the unified state register of legal entities	<b>Malaya Ordynka st., 15, Moscow, 119017</b>
1.3. Primary state registration number (PSRN) of the issuer (if any)	<b>1046900099498</b>
1.4. Taxpayer identification number (TIN) of the issuer (if any)	<b>6901067107</b>
1.5. Unique issuer's code assigned by the Bank of Russia	<b>10214-A</b>
1.6. Web page address used by the issuer for information disclosure	<a href="https://www.e-disclosure.ru/portal/company.aspx?id=7985">https://www.e-disclosure.ru/portal/company.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	<b>23.01.2024</b>
<b>2. Contents of the statement</b> <b>«on conclusion of a related party transaction by the issuer»</b>	
<p>2.1. An entity that has made a related party transaction (the issuer; an entity controlled by the issuer that is significant to it): <b>the issuer.</b></p> <p>2.2. If the organization that has made the transaction is an entity controlled by the issuer that is significant to it, - full company name (for a commercial organization) or name (for a non-commercial organization), location, taxpayer identification number (TIN) (if any), the primary state registration number (PSRN) (if any) of the specified organization: <b>not applicable.</b></p> <p>2.3. A category of the transaction (a related party transaction; a related party transaction that is also a major transaction): <b>a related party transaction.</b></p> <p>2.4. The type and subject of the transaction:  The type of the transaction – <b>an amendment.</b>  The subject of the transaction – <b>amending 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.</b></p> <p>2.5. The content of the transaction, including civil rights and obligations, the establishment, modification or termination of which the completed transaction is aimed at:  Amendments 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 Agreement):</p> <p style="padding-left: 20px;">«1. To read subclause 2.1.5 of clause 2.1 of Section 2 of the Agreement in the following wording:</p> <p style="padding-left: 40px;">«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».</p> <p style="padding-left: 20px;">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».</p> <p style="padding-left: 20px;">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».</p> <p style="padding-left: 20px;">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)».</p> <p style="padding-left: 20px;">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</p>	

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:

$VCA = 2\% \times NP \times [(KPI)^{YEAR} \times (100\% + VAT)]$ , 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:

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

if  $[(KPI)^{YEAR}] > 1$ , then  $[(KPI)^{YEAR}] = 1$

$W_j$  - 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.»

2.6. Parties and beneficiaries in 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.**

2.7. Deadline for performance of obligations under the transaction:

**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.**

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): **1.94 % of the consolidated value of the assets of the issuer's group as of 30 September 2023 (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): **143 679 111 thousand rubles according to the consolidated financial statements as of 30 September 2023 (the last reporting date preceding the date of the transaction).**

2.11. Transaction date: **23.01.2024.**

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 "Federal Grid Company – Rosseti"**;

– registered office address: Russia, Moscow;

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

– share of the related party in the authorized capital (stake of shares owned by the related party) of the issuer: 50,69 % (50,69 %);

– 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: **Maxim Sergeevich Agafonov;**

– 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: **Elena Viktorovna Andreeva;**

– 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, also being 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, also being 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: **Maria Alexandrovna Dokuchaeva;**

– 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: **Alexey Nikolayevich Zharikov**;  
– 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: 0,00097 % (0,00097 %);  
– 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: **Evgeny Viktorovich Lyapunov**;  
– 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, also being 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 positions 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 being 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: **Yulia Alexandrovna Leshchevskaya**;  
– 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: **Andrey Vladimirovich Morozov**;  
– 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, also being 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 %).
12. Surname, name, patronymic of an individual: **Andrey Petrovich Tulba**;  
– 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 %).
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, also being 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: **Sergey Nikolayevich Demidov**;  
– 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 %).
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, also being 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: **Konstantin Sergeevich Mikhailenko;**

– 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, also being 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 %).

17. Surname, name, patronymic of an individual: **Alexey Dmitrievich Savostin;**

– 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, also being 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. 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 «23» January 2024