

Contents

Item 1: Payment (announcement) of dividend on the PJSC “Rosseti Lenenergo” shares for the first nine months of 2022 (including the size and form of the dividend, timeframe for their payment and the respective record date).	2
Item 2: Termination of the Board of Directors of PJSC “Rosseti Lenenergo”	5
Item 3: Election of the Company’s Board of Directors	7

PROPOSED RESOLUTIONS AND EXPLANATORY NOTES
regarding items on the agenda of the Extraordinary General Meeting
of PJSC “Rosseti Lenenergo” to be held on December 23, 2022

Item 1: Payment (announcement) of dividend on the PJSC “Rosseti Lenenergo” shares for the first nine months of 2022 (including the size and form of the dividend, timeframe for their payment and the respective record date).

Proposed resolution:

1. Pay dividend of RUB 0.4435 per preference share in cash for the first nine months of 2022. Payout to the nominee holders or trustees who are securities market professionals will be made within ten (10) or less business days from the Record Date (List of Eligibles date), and payout to other registered persons will be made within twenty-five (25) business days after such date.

2. Pay dividend of RUB 0.4435 per ordinary share in cash for the first nine months of 2022. Payout to the nominee holders or trustees who are securities market professionals will be made within ten (10) or less business days from the Record Date (List of Eligibles date), and payout to other registered persons will be made within twenty-five (25) business days after such date.

3. Record date (List of Eligibles date): January 8, 2023.

**Explanatory note regarding Item 1 on the Agenda
for the Annual General Meeting of PJSC “Rosseti Lenenergo”**

Item 1: Payment (announcement) of dividend on the PJSC “Rosseti Lenenergo” shares for the first nine months of 2022 (including the size and form of the dividend, timeframe for their payment and the respective record date).

In accordance with the Federal Law *On Joint-Stock Companies* (Article 48, Paragraph 1, Subparagraph 10.1) (“Act”) and the Articles of Association of PJSC “Rosseti Lenenergo” (Article 10, Clause 10.2, Paragraph 12) (“Company”), payment (announcement) of dividend after the first three, six and/or nine months of a reporting year shall be reserved to the General Meeting.

Pursuant to the Articles of Association of PJSC “Rosseti Lenenergo” (Clause 15.1, Paragraph 13) (“Company”), the Company’s Board of Directors shall make recommendations regarding the size of the dividend and the payout procedure.

On November 25, 2022, the Company’s Board of Directors discussed the size of the dividend on the Company stock after nine months in 2022 and the dividend payout procedure (Minutes No. 30 of November 28, 2022).

After nine months in 2022, the Company’s net profit was RUB 14,695,617.7 thousand rubles¹. It is proposed that 3,821,661.5 thousand rubles be paid out as dividend (26% of the Company’s net profit after nine months in 2022).

RUB

Indicator	Order of calculation	Amount
Net earnings as stated in the Profit and Loss Statement	1	14,695,617,711.33
Dividend per preferred share*	2	0.4435
Number of preferred shares	3	93,264,311
Total preferred stock dividend	4=2*3	41,362,721.93
Dividend per ordinary share*	5	0.4435
Number of ordinary shares	6	8,523,785,320.05
Total common stock dividend	7=5*6	3,780,298,789.44

* Figure rounded up to the fourth decimal point

The size of the dividends is described in the Government Executive Order No. 1094-r of May 29, 2017 and the Dividend Policy of PJSC “Rosseti Lenenergo” approved by its Board of Directors on October 21, 2021 (Minutes No. 17 of October 22, 2021).

- a) The net earnings to be paid out as dividends will be fifty or more percent ($\geq 50\%$) of a company’s net earnings calculated based on its IFRS financial statements, including the consolidated figures;
- b) For the purposes of clause a) above, the following amounts are not included into the calculation of the net earnings:
 - Exchange-traded equity revaluation profit/loss;
 - Actual investments out of net profit from the regulated activities disbursed under the programs approved by the Russian Ministry of Energy;

¹ The Company’s RAS accounts for the first nine months of 2022 is available at the corporate website at: https://rosseti-lenenergo.ru/shareholders/fin_reports/.

- Portion of the net earnings from grid connection operations other than cash actually received in the reporting period.

For the purposes of calculating the portion of the net earnings to be paid out as dividends, the net power distribution earnings used to finance investments (to the extent prescribed by the investment program approved by the Russian Ministry of Energy).

After nine months of 2022, the calculated amount of the cash dividend (both on the preferred and ordinary stock) was RUB 0.4435. The size of the ordinary stock dividend is no greater than the size of an A preferred stock dividend.

The payout timeframe shall be as prescribed by the Company's Articles of Association (Article 7, Clause 7.7).

As prescribed by the Company's Articles of Association (Clause 10.8), one vote is attached to a voting share for the purposes of voting on the said item at a General Meeting.

Pursuant to the Act (Article 49, Paragraph 2), the decision regarding the said item shall be passed by a majority of the attending holders of the Company's voting stock.

Item 2: Termination of the Board of Directors of PJSC “Rosseti Lenenergo”

Proposed resolution:

Terminate the Board of Directors of PJSC “Rosseti Lenenergo”.

**Explanatory note regarding Item 2 on the Agenda
for the Annual General Meeting of PJSC “Rosseti Lenenergo”**

Regarding Item 2: Termination of the Board of Directors of PJSC “Rosseti Lenenergo”.

A Shareholder of PJSC “Rosseti Lenenergo” has requested the latter to hold an Extraordinary Meeting with the agenda including the following items:

- Termination of the Company’s Board of Directors.
- Election of the Company’s Board of Directors.

On November 1, 2022, the Board of Directors of PJSC “Rosseti Lenenergo” resolved to hold an absentee Extraordinary General Meeting (Minutes No. 24 of November 2, 2022) by voting by ballot.

In accordance with Article 66 of Federal Law 208-FZ *On Joint Stock Companies* of December 26, 1995, the Board of Directors (Supervisory Board) may be terminated early by the Company's General Meeting.

In accordance with the above Federal Law (Article 48, Paragraph 1, Subparagraph 4) and the Articles of Association of PJSC “Rosseti Lenenergo” (Article 10, Clause 10.2, Paragraph 4), the election or termination of the Board of Directors is reserved to the Company's General Meeting.

Item 3: Election of the Company's Board of Directors

Proposed resolution:

Elect the following persons to the Company's Board of Directors:

1. _____
2. _____
3. _____
4. _____
5. _____
6. _____
7. _____
8. _____
9. _____
10. _____
11. _____
12. _____
13. _____

**Explanatory note regarding Item 3 on the Agenda
for the Annual General Meeting of PJSC “Rosseti Lenenergo”**

Regarding Item 3: Election of the Company’s Board of Directors.

A Shareholder of PJSC “Rosseti Lenenergo” has requested the latter to hold an Extraordinary Meeting with the agenda including the following items:

- Termination of the Company’s Board of Directors.
- Election of the Company’s Board of Directors.

On November 1, 2022, the Board of Directors of PJSC “Rosseti Lenenergo” resolved to hold an absentee Extraordinary General Meeting (Minutes No. 24 of November 2, 2022) by voting by ballot.

In accordance with Article 48 (Paragraph 1, Subparagraph 4) of Federal Law 208-FZ of December 26, 1995 titled *On Joint-Stock Companies* (“Act”), the election or termination of the Board of Directors is reserved to the Company's General Meeting.

In accordance with the Act (Article 53, Paragraph 2) and the Company’s Articles of Association (Article 14, Clause 14.7, Subclause 14.7.2), when members of the Company’s Board of Directors are to be elected by a meeting, the Company’s shareholder(s) holding in aggregate at least two percent (2%) of the Company’s voting Stock may nominate candidates to the Company’s Board of Directors to the extent of the prescribed number of members of the Company’s Board of Directors.

The proposal shall be received by the Company at least thirty (30) days prior to the date of the Extraordinary General Meeting.

Within the said timeframe, the Company received proposals from the below shareholders holding more than two percent (2%) of the Company’s voting stock:

1. Public Joint Stock Company “Rosseti” that, as of the date of the proposal, held two (2%) or more percent (68.22%) of the Company’s voting stock;
2. Saint Petersburg, a federal city, represented by the Saint Petersburg Property Relations Committee that, as of the date of the proposal, held two (2%) or more percent (29.11%) of the Company’s voting stock.

The aggregate number of candidates nominated by the said shareholders for election to the Company’s Board of Directors was not greater than the prescribed number of the members of the Board of Directors.

The maximum number of candidates nominated by the shareholders is the same as the number of members of the Company’s Board of Directors prescribed by the Company’s Articles of Association (thirteen (13) members).

No nominations were received from other shareholders.

Based on the resolution by the Company’s Board of Directors of November 25, 2022 (Minutes No. 30 of November 28, 2022), the candidates proposed were listed as nominees for election to the Board of Directors at the Company’s Extraordinary General Meeting to be held on December 23, 2022.

Thirteen (13) candidates were nominated for election to the Company’s Board of Directors:

No	Nominee to be listed as a candidate for election to the Board of Directors	Nominee's position and place of work	Nominating shareholder's name	Interest (voting stock) held by the nominating shareholder, %
1.	Andrey Valeryevich Ryumin	CEO, PJSC "Rosseti"; CEO, Public Joint Stock Company "Federal Grid Company – Rosseti"	PJSC "Rosseti"	68.22
2.	Daniil Vladimirovich Krainsky	Deputy CEO, Legal at PJSC "Rosseti"; Deputy CEO, Legal at Public Joint Stock Company "Federal Grid Company – Rosseti"	PJSC "Rosseti"	68.22
3.	Igor Anatolyevich Kuzmin	CEO, PJSC "Rosseti Lenenergo"	PJSC "Rosseti"	68.22
4.	Evgeny Viktorovich Lyapunov	Chief Advisor at PJSC "Rosseti"; Deputy CEO and Chief Engineer at Public Joint Stock Company "Federal Grid Company – Rosseti"	PJSC "Rosseti"	68.22
5.	Aleksey Valeryevich Molsky	Deputy CEO, Investment, Capital Construction and Sales at PJSC "Rosseti"; Deputy CEO, Investment, Capital Construction and Sales, Public Joint Stock Company "Federal Grid Company – Rosseti"	PJSC "Rosseti"	68.22
6.	Sergey Sergeevich Pikin	Director, Energy Development Fund	PJSC "Rosseti"	68.22
7.	Aleksey Aleksandrovich Polinov	Chief Advisor at PJSC "Rosseti"; Acting Deputy CEO for Finance and Economics at PJSC "Rosseti"; Deputy CEO for Finance and Economics at Public Joint Stock Company "Federal Grid Company – Rosseti"	PJSC "Rosseti"	68.22
8.	Stanislav Dmitrievich Protasov	Chairman, Committee on Energy and Engineering Support	Saint Petersburg, federal city and a federal constituent entity represented by the Saint Petersburg Property Relations Committee	29.11

9.	Alla Aleksandrovna Petrova	First Deputy Chairperson, Committee on Energy and Engineering Support	Saint Petersburg, federal city and a federal constituent entity represented by the Saint Petersburg Property Relations Committee	29.11
10.	Svetlana Anatolyevna Melnikova	Deputy Chairperson, Committee on Energy and Engineering Support	Saint Petersburg, federal city and a federal constituent entity represented by the Saint Petersburg Property Relations Committee	29.11
11.	Ekaterina Sergeevna Golubeva	Head of the Office of the Vice Governor of Saint Petersburg (S.G. Dregval's Office)	Saint Petersburg, federal city and a federal constituent entity represented by the Saint Petersburg Property Relations Committee	29.11
12.	Andrey Nikolaevich Karelsky	Deputy Chairman, Saint Petersburg Property Relations Committee	Saint Petersburg, federal city and a federal constituent entity represented by the Saint Petersburg Property Relations Committee	29.11
13.	Elena Otaryevna Tsereteli	Director, Saint Petersburg Small and Medium Enterprises Development Foundation, Nonprofit Institution	Saint Petersburg, federal city and a federal constituent entity represented by the Saint Petersburg Property Relations Committee	29.11

The information about the positions held by the candidates is stated as of the nomination date.

The information about whether the candidates gave written consent to be nominated and elected to the Board of Directors shall be stated as part of the Materials (Information) to be Provided to Persons Eligible to Participate in the Extraordinary General Meeting (Appendix 2).

As prescribed by the Company's Articles of Association (Article 16), the number of the Company's Directors shall be thirteen (13).

The Nomination and Remuneration Committee conducted assessment of candidates for election to the Company's Board of Directors (Appendix 3: Extract from Minutes of Meeting No. 124 of December 2, 2022 and the Assessment of Candidates for Election to the Company's Board of Directors).

In accordance with the Act (Article 66, Paragraph 4) and the Company's Articles of Association (Article 16), members of the Board of Directors are elected by cumulative voting at the Company's General Meeting. In case of an Extraordinary General Meeting, members of the Board of Directors are deemed to be elected for a period until the next Annual General Meeting.

In cumulative voting, a shareholder's votes are multiplied by the number of members of the Board of Directors to be elected and the shareholder may give all the votes so calculated to one candidate or distribute them between two or more candidates.

Nominees with the highest number of votes are deemed elected to the Board of Directors (Supervisory Board).