

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

«27» October 2023

Moscow

No. 49/23

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

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

Participants of the voting: **M.S. Agafonov, E.V. Andreeva, M.A. Dokuchaeva, A.N. Zharikov, V.Y. Zarkhin, M.V. Korotkova, Y.A. Leshchevskaya, E.V. Lyapunov, I.V. Makovskiy, A.V. Morozov, A.P. Tulba.**

Members who did not provide questionnaires: **none.**

The quorum is present: **27.10.2023.**

AGENDA:

1. On the consent to enter into a deal, which is a related party transaction – amendment № 2 to the cash loan agreement with interest dated 18.10.2019 № 7700/00193/19 between Rosseti Centre, PJSC and JSC “Sanatorium “Energetik”.

2. On determination of the position of Rosseti Centre, PJSC on voting of representatives of Rosseti Centre, PJSC regarding the agenda items of a meeting of the Board of Directors and an Extraordinary General Meeting of Shareholders of JSC “Sanatorium “Energetik”:

2.1. On conclusion by JSC “Sanatorium “Energetik” of amendment № 2 to the cash loan agreement with interest dated 18.10.2019 № 7700/00193/19 between Rosseti Centre, PJSC and JSC “Sanatorium “Energetik”;

2.2. On the consent to enter into a large transaction by JSC “Sanatorium “Energetik” – amendment № 2 to the cash loan agreement with interest dated 18.10.2019 № 7700/00193/19 between Rosseti Centre, PJSC and JSC “Sanatorium “Energetik”.

Item 1. On the consent to enter into a deal, which is a related party transaction – amendment № 2 to the cash loan agreement with interest dated 18.10.2019 № 7700/00193/19 between Rosseti Centre, PJSC and JSC “Sanatorium “Energetik”.

In accordance with Article 81 of the Federal Law “On Joint-Stock Companies”, a deal concluded between Rosseti Centre, PJSC and JSC “Sanatorium “Energetik” is a related party transaction of the following entity and persons:

– the controlling entity of the Company - PJSC Rosseti, simultaneously being the controlling entity (indirectly through Rosseti Centre, PJSC) of JSC “Sanatorium “Energetik”;

– members of the Management Board of the Company - Artem Gennadevich Aleshin and Alexander Vladimirovich Egorychev, simultaneously being members of the Board of Directors of JSC “Sanatorium “Energetik”.

Decision:

1. To determine the price of the cash loan agreement with interest dated 18.10.2019 № 7700/00193/19 between Rosseti Centre, PJSC and JSC “Sanatorium “Energetik” (hereinafter – the Agreement), taking into account amendments 1 and 2, being a related party transaction, which includes:

- the funds transferred by Rosseti Centre, PJSC to JSC “Sanatorium “Energetik” under the Agreement in the amount of 1 535 444 000 (One billion five hundred thirty-five million four hundred forty-four thousand) rubles 00 kopecks;

- the amount of accrued interest for the entire period of use of the loan amount.

2. To give consent for the conclusion of the transaction – amendment № 2 to the cash loan agreement with interest dated 18.10.2019 № 7700/00193/19 between Rosseti Centre, PJSC and JSC “Sanatorium “Energetik” (hereinafter – the Amendment), which is a related party transaction, under the following material conditions:

Parties of the Amendment:

Rosseti Centre, PJSC (Lender);
JSC “Sanatorium “Energetik” (Borrower).

Subject and price:

Amending the cash loan agreement with interest dated 18.10.2019 № 7700/00193/19 between Rosseti Centre, PJSC and JSC “Sanatorium “Energetik” (hereinafter - the Agreement) as follows:

«1. The Parties agreed to read clause 2.4 of the Agreement as follows:

«2.4. The Borrower undertakes to pay interest on the loan in the following order:

- the interest accrued from 01.01.2023 is paid annually no later than 1 October;
- the interest debt as of 31 December 2022 is repaid annually no later than 1 October in the amount of one fifth of the specified debt.

The Borrower has the right to repay the interest debt early in whole or in part. The amount of the early payment reduces the amount of the next payment».

2. To read clause 2.6 of the Agreement as follows:

«2.6. The Borrower undertakes to repay the loan amount with interest by 31 December 2029».

The price of the Agreement taking into account amendments 1 and 2 includes:

- the funds transferred by Rosseti Centre, PJSC to JSC “Sanatorium “Energetik” under the Agreement in the amount of 1 535 444 000 (One billion five hundred thirty-five million four hundred forty-four thousand) rubles 00 kopecks;
- the amount of accrued interest for the entire period of use of the loan amount.

Duration of the Amendment:

The Amendment comes into force from the moment it is signed by the Parties and is valid for the entire duration of the Agreement. The terms of the amendment apply to the legal relations of the Parties arising from the moment of conclusion of the Agreement.

Persons or entities related to the transaction, and the grounds of relation:

A related entity or person	Grounds of relation of the entity or the person to the transaction
PJSC Rosseti	Controlling entity of Rosseti Centre, PJSC and JSC “Sanatorium “Energetik”
Artem Gennadevich Aleshin	Member of the Management Board of Rosseti Centre, PJSC, simultaneously being Member of the Board of Directors of JSC “Sanatorium “Energetik”
Alexander Vladimirovich Egorychev	Member of the Management Board of Rosseti Centre, PJSC, simultaneously being Member of the Board of Directors of JSC “Sanatorium “Energetik”

3. To note the failure to fulfill the obligation of JSC “Sanatorium “Energetik” to repay the loan, provided to JSC “Sanatorium “Energetik” under the cash loan agreement with interest dated 18.10.2019 № 7700/00193/19, until 31.12.2022.

4. To note the non-implementation of the prerequisites for the Comprehensive analysis of the draft transaction submitted for consideration by the Board of Directors of the Company, as part of the materials on the item «On determination of the position of IDGC of Centre, PJSC regarding the agendas of a meeting of the Board of Directors and the Extraordinary General Meeting of Shareholders of JSC “Sanatorium “Energetik” (Minutes dated 17.10.2019 # 34/19)», on the basis of which a decision was made to provide a loan, including the consolidation of property until 2022 on the basis of IDGC of Centre, PJSC, taking into

account the position of the company (letter dated 10.08.2023 № AG/TSA-MR1/2110) and damage to Rosseti Centre's Group of Companies in the event that the Board of Directors does not make a decision to prolong the loan.

5. To instruct General Director of Rosseti Centre, PJSC to submit for consideration to the Board of Directors of Rosseti Centre, PJSC an issue related to the consideration of the report on the credit policy of Rosseti Centre, PJSC, including the work being carried out to reduce the cost of servicing the loan portfolio and on the transactions carried out and the status of servicing loans issued by Rosseti Centre, PJSC, separately reflect information on loan repayment and interest payment under the cash loan agreement with interest dated 18.10.2019 № 7700/00193/19, provided to JSC "Sanatorium "Energetik".

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov | - «FOR» |
| 2. Elena Viktorovna Andreeva | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Alexey Nikolayevich Zharikov | - «ABSTAINED» |
| 5. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 6. Maria Vyacheslavna Korotkova | - «FOR» |
| 7. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8. Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. Andrey Vladimirovich Morozov | - «ABSTAINED» |
| 10. Andrey Petrovich Tulba | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

The member of the Board of Directors of the Company, I.V. Makovskiy, did not participate in voting on this item, who during the year prior to the decision was the person performing the functions of the sole executive body of the Company (General Director), including a member of the collegial executive body of the Company (Chairman of the Management Board).

Item 2. On determination of the position of Rosseti Centre, PJSC on voting of representatives of Rosseti Centre, PJSC regarding the agenda items of a meeting of the Board of Directors and an Extraordinary General Meeting of Shareholders of JSC "Sanatorium "Energetik":

2.1. On conclusion by JSC "Sanatorium "Energetik" of amendment № 2 to the cash loan agreement with interest dated 18.10.2019 № 7700/00193/19 between Rosseti Centre, PJSC and JSC "Sanatorium "Energetik";

2.2. On the consent to enter into a large transaction by JSC "Sanatorium "Energetik" – amendment № 2 to the cash loan agreement with interest dated 18.10.2019 № 7700/00193/19 between Rosseti Centre, PJSC and JSC "Sanatorium "Energetik".

Decision regarding item 2.1:

2.1. To instruct representatives of Rosseti Centre, PJSC in the Board of Directors of JSC "Sanatorium "Energetik" regarding the agenda item of the meeting of the Board of Directors of JSC "Sanatorium "Energetik" «On conclusion by JSC "Sanatorium "Energetik" of amendment № 2 to the cash loan agreement with interest dated 18.10.2019 № 7700/00193/19 between JSC "Sanatorium "Energetik" and Rosseti Centre, PJSC» to vote «FOR» taking the following decision:

«To approve the conclusion of amendment № 2 to the cash loan agreement with interest dated 18.10.2019 № 7700/00193/19 between JSC "Sanatorium "Energetik" and Rosseti Centre, PJSC on the material terms specified in the Appendix».

Voting results regarding item 2.1:

- | | |
|-------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov | - «FOR» |
| 2. Elena Viktorovna Andreeva | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Alexey Nikolayevich Zharikov | - «ABSTAINED» |
| 5. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 6. Maria Vyacheslavna Korotkova | - «FOR» |
| 7. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8. Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. Igor Vladimirovich Makovskiy | - «FOR» |
| 10. Andrey Vladimirovich Morozov | - «ABSTAINED» |
| 11. Andrey Petrovich Tulba | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision regarding item 2.1 is taken.**Decision regarding item 2.2:**

2.2. To instruct the representative of Rosseti Centre, PJSC regarding the agenda item at the Extraordinary General Meeting of Shareholders of JSC “Sanatorium “Energetik” «On the consent to enter into a large transaction by JSC “Sanatorium “Energetik” – amendment № 2 to the cash loan agreement with interest dated 18.10.2019 № 7700/00193/19 between JSC “Sanatorium “Energetik” and Rosseti Centre, PJSC» to vote «FOR» taking the following decision:

«To give consent to enter into the large transaction – amendment № 2 to the cash loan agreement with interest dated 18.10.2019 № 7700/00193/19 between JSC “Sanatorium “Energetik” and Rosseti Centre, PJSC on the material terms specified in the Appendix».

Voting results regarding item 2.2:

- | | |
|-------------------------------------|---------------|
| 1. Maxim Sergeevich Agafonov | - «FOR» |
| 2. Elena Viktorovna Andreeva | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Alexey Nikolayevich Zharikov | - «ABSTAINED» |
| 5. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 6. Maria Vyacheslavna Korotkova | - «FOR» |
| 7. Yulia Alexandrovna Leshchevskaya | - «FOR» |
| 8. Evgeny Viktorovich Lyapunov | - «FOR» |
| 9. Igor Vladimirovich Makovskiy | - «FOR» |
| 10. Andrey Vladimirovich Morozov | - «ABSTAINED» |
| 11. Andrey Petrovich Tulba | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision regarding item 2.2 is taken.

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

E.V. Lyapunov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya