

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

«17» October 2019

No. 34/19

Moscow

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

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

Participants of the voting: **A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.**

Members who did not provide questionnaires: **A.V. Varvarin.**

The quorum **is present.**

Date of the minutes: **17.10.2019.**

AGENDA:

1. On the consent to enter into a deal, which is a related party transaction.
2. 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”:
 - 2.1. On conclusion of a loan agreement by JSC “Sanatorium “Energetik”.
 - 2.2. On participation of JSC “Sanatorium “Energetik” in another organization.
 - 2.3. On the consent to enter into a large transaction by JSC “Sanatorium “Energetik”.
 - 2.4. On the consent to enter into a large transaction by JSC “Sanatorium “Energetik”.

Item 1. On the consent to enter into a deal, which is a related party transaction.

In accordance with Article 81 of the Federal Law «On Joint Stock Companies» the deal, concluded between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik”, is a related party transaction of:

*- PJSC Rosseti - Controlling entity of IDGC of Centre, PJSC, as another controlled entity of PJSC Rosseti (indirectly through IDGC of Centre, PJSC) – JSC “Sanatorium “Energetik”, is a party to the deal with IDGC of Centre, PJSC;
- Lyudmila Alexeevna Sklyarova - a member of the Management Board of IDGC of Centre, PJSC, as her son, Vladimir Sergeevich Sklyarov, holds the position of a member of the Board of Directors of JSC “Sanatorium “Energetik”, which is a party to the deal with IDGC of Centre, PJSC.*

Decision:

To provide the consent to conclude the related party transaction on the material terms set forth in Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|-------------|
| 1. Alexander Viktorovich Golovtsov | - «AGAINST» |
| 2. Vitaly Yuryevich Zarkhin | - «AGAINST» |
| 3. Alexander Ivanovich Kazakov | - «FOR» |
| 4. Andrey Vyacheslavovich Logatkin | - «FOR» |
| 5. Alexey Igorevich Pavlov | - «FOR» |
| 6. Larisa Anatolievna Romanovskaya | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |

8. Dmitry Alexandrovich Chevkin - «FOR»
9. Alexander Viktorovich Shevchuk - «AGAINST»

Total:

«FOR»	- «6»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

Member of the Board of Directors of the Company, I.V. Makovskiy, did not take part in the voting on this item as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

Decision is taken.

Dissenting opinions were received on this item from members of the Board of Directors of the Company, A.V. Golovtsov, V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 3-5).

Item 2. 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”:

2.1. On conclusion of a loan agreement by JSC “Sanatorium “Energetik”.

2.2. On participation of JSC “Sanatorium “Energetik” in another organization.

2.3. On the consent to enter into a large transaction by JSC “Sanatorium “Energetik”.

2.4. On the consent to enter into a large transaction by JSC “Sanatorium “Energetik”.

Decision:

1. To instruct representatives of IDGC of Centre, PJSC at the meeting of the Board of Directors of JSC “Sanatorium “Energetik” regarding the item «On conclusion of a loan agreement by JSC “Sanatorium “Energetik”» to vote «FOR» taking the following decision:

«To approve the conclusion of the loan agreement on the material terms set forth in the appendix to the decision of the Board of Directors of the Company».

2. To instruct representatives of IDGC of Centre, PJSC at the meeting of the Board of Directors of JSC “Sanatorium “Energetik” regarding the item «On participation of JSC “Sanatorium “Energetik” in another organization» to vote «FOR» taking the following decision:

«To approve the participation of JSC “Sanatorium “Energetik” in the other organization on the material terms set forth in the appendix to the decision of the Board of Directors of the Company».

3. To instruct representatives of IDGC of Centre, PJSC regarding the agenda item of the Extraordinary General Meeting of Shareholders of JSC “Sanatorium “Energetik” «On the consent to enter into a large transaction by JSC “Sanatorium “Energetik”» to vote «FOR» taking the following decision:

«To provide the consent to conclude the large transaction on the material terms set forth in the appendix to the decision of the Board of Directors of the Company».

4. To instruct representatives of IDGC of Centre, PJSC regarding the agenda item of the Extraordinary General Meeting of Shareholders of JSC “Sanatorium “Energetik” «On the consent to enter into a large transaction by JSC “Sanatorium “Energetik”» to vote «FOR» taking the following decision:

«To provide the consent to conclude the large transaction on the material terms set forth in the appendix to the decision of the Board of Directors of the Company».

5. To instruct General Director of IDGC of Centre, PJSC:

5.1. To ensure, within the framework of the consolidation of JSC VGES, the achievement of target indicators and effects from the implementation of the transaction in accordance with

the values specified in Appendix # 2 to this decision of the Board of Directors of the Company.

5.2. Upon the transaction, to submit to the Board of Directors for consideration simultaneously with the report on the execution of the business plan of IDGC of Centre, PJSC for the year following the year of the transaction, a report on the actual achievement of the targets and effects of the transaction in accordance with the values specified in Appendix # 2 to this decision of the Board of Directors of the Company.

5.3. To ensure repayment of the loan, provided to JSC "Sanatorium "Energetik", until 31.12.2022.

Voting results:

- | | |
|------------------------------------|-------------|
| 1. Alexander Viktorovich Golovtsov | - «AGAINST» |
| 2. Vitaly Yuryevich Zarkhin | - «AGAINST» |
| 3. Alexander Ivanovich Kazakov | - «FOR» |
| 4. Andrey Vyacheslavovich Logatkin | - «FOR» |
| 5. Igor Vladimirovich Makovskiy | - «FOR» |
| 6. Alexey Igorevich Pavlov | - «FOR» |
| 7. Larisa Anatolievna Romanovskaya | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Dmitry Alexandrovich Chevkin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

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

Decision is taken.

Dissenting opinions were received on this item from members of the Board of Directors of the Company, A.V. Golovtsov, V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 3-5).

Appendices:

1. The material terms of the related party transaction (Appendix # 1).
2. The values of target indicators and effects from the implementation of the transaction (Appendix # 2).
3. The dissenting opinions on the agenda items of the Board of Directors of the Company from the members of the Board of Directors of the Company, A.V. Golovtsov, V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 3-5).

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

A.I. Kazakov

**Corporate Secretary
of IDGC of Centre, PJSC**

S.V. Lapinskaya