

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

«28» October 2021

Moscow

No. 48/21

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, V.Y. Zarkhin, M.V. Korotkova, D.V. Krainskiy, A.I. Krupenina, A.V. Mayorov, I.V. Makovskiy, A.V. Molsky, E.V. Prokhorov, A.V. Shevchuk.**

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

The quorum is **present.**

Date of the minutes: **28.10.2021.**

**AGENDA:**

1. On approval of the standard form of the compensation agreement (monetary form) for concluding transactions with OJSC RZD for the purpose of reconstruction of facilities of Rosseti Centre, PJSC, carried out at the initiative of OJSC RZD.
2. On preliminary approval of a transaction related to purchase of movable and immovable property, which is facilities under construction, the purpose of which is generation, transmission, dispatching, distribution of electrical and heat energy.

**Item 1. On approval of the standard form of the compensation agreement (monetary form) for concluding transactions with OJSC RZD for the purpose of reconstruction of facilities of Rosseti Centre, PJSC, carried out at the initiative of OJSC RZD.**

**Decision:**

1. In addition to the decision of the Board of Directors of the Company on 21.04.2020 (Minutes of 22.04.2020 # 17/20), taken on item # 1 «On approval of an internal document of the Company - the Regulation on reconstruction of facilities of IDGC of Centre, PJSC, carried out on the initiative of third parties», to approve the standard form of the compensation agreement (monetary form) for concluding transactions with OJSC RZD for the purpose of reconstruction of facilities of Rosseti Centre, PJSC, carried out at the initiative of OJSC RZD, in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. If the standard form of the Agreement approved by clause 1 of this decision is applied, additional approval of the Board of Directors of the Company on the conclusion of the Compensation Agreement (monetary form) with OJSC RZD is not required.

**Voting results:**

- |     |                                 |               |
|-----|---------------------------------|---------------|
| 1.  | Alexander Viktorovich Golovtsov | - «FOR»       |
| 2.  | Yury Vladimirovich Goncharov    | - «FOR»       |
| 3.  | Vitaly Yuryevich Zarkhin        | - «ABSTAINED» |
| 4.  | Maria Vyacheslavna Korotkova    | - «FOR»       |
| 5.  | Daniil Vladimirovich Krainskiy  | - «FOR»       |
| 6.  | Anastasiya Igorevna Krupenina   | - «FOR»       |
| 7.  | Andrey Vladimirovich Mayorov    | - «FOR»       |
| 8.  | Igor Vladimirovich Makovskiy    | - «FOR»       |
| 9.  | Alexey Valeryevich Molsky       | - «FOR»       |
| 10. | Egor Vyacheslavovich Prokhorov  | - «FOR»       |
| 11. | Alexander Viktorovich Shevchuk  | - «FOR»       |

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 2. On preliminary approval of a transaction related to purchase of movable and immovable property, which is facilities under construction, the purpose of which is generation, transmission, dispatching, distribution of electrical and heat energy.**

**Decision:**

To approve the completion of the transaction by Rosseti Centre, PJSC, related to purchase of movable and immovable property, which is facilities under construction, the purpose of which is generation, transmission, dispatching, distribution of electrical and heat energy, on the following material conditions:

**Parties to the transaction:**

PJSC FGC UES (Seller);  
Rosseti Centre, PJSC (Buyer).

**The composition of the acquired property:**

The immovable property constituting the facilities under construction “Perezavody overhead line 35-110 kV at the 220 kV “Pravoberezhnaya” substation”, and the movable property in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

**Price of the transaction:**

The cost of the facilities under construction and the movable property: 36 426 659 (Thirty six million four hundred twenty six thousand six hundred fifty nine) rubles 00 kopecks, plus 20% VAT in the amount of 7 285 331 (Seven million two hundred eighty five thousand three hundred thirty one) rubles 80 kopecks. The total cost of the facilities under construction and the movable property will amount to 43 711 990 (Forty three million seven hundred and eleven thousand nine hundred ninety) rubles 80 kopecks, including 20% VAT, determined on the basis of the market value appraisal report dated 25.06.2021 № O-1382, carried out by an independent appraisal company Roosconsultgroup LLC.

**Purchase method:**

Conclusion of a property sale and purchase agreement.

**Property transfer procedure:**

The ownership of the property is transferred in the manner prescribed by the legislation of the Russian Federation.

**Voting results:**

- |     |                                 |               |
|-----|---------------------------------|---------------|
| 1.  | Alexander Viktorovich Golovtsov | - «FOR»       |
| 2.  | Yury Vladimirovich Goncharov    | - «FOR»       |
| 3.  | Vitaly Yuryevich Zarkhin        | - «ABSTAINED» |
| 4.  | Maria Vyacheslavna Korotkova    | - «FOR»       |
| 5.  | Daniil Vladimirovich Krainskiy  | - «FOR»       |
| 6.  | Anastasiya Igorevna Krupenina   | - «FOR»       |
| 7.  | Andrey Vladimirovich Mayorov    | - «FOR»       |
| 8.  | Igor Vladimirovich Makovskiy    | - «FOR»       |
| 9.  | Alexey Valeryevich Molsky       | - «FOR»       |
| 10. | Egor Vyacheslavovich Prokhorov  | - «FOR»       |
| 11. | Alexander Viktorovich Shevchuk  | - «FOR»       |

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Appendices:**

1. The standard form of the Compensation Agreement in monetary form for concluding transactions with OJSC RZD for the purpose of reconstruction of facilities of Rosseti Centre, PJSC, carried out at the initiative of OJSC RZD (Appendix # 1).
2. The list of the movable and immovable property constituting the facilities under construction “Perezavody overhead line 35-110 kV at the 220 kV “Pravoberezhnaya” substation” (Appendix # 2).

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

**A.V. Mayorov**

**Corporate Secretary  
of Rosseti Centre, PJSC**

**S.V. Lapinskaya**