

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

«18» May 2022

Moscow

No. 26/22

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: **18.05.2022.**

AGENDA:

1. On determination of the position of Rosseti Centre, PJSC regarding voting of representatives of Rosseti Centre, PJSC on agenda issues of the meeting of the Board of Directors of JSC “Sanatorium “Energetik”:

1.1. On the acquisition by JSC “Sanatorium “Energetik” of shares in the authorized capital of an organization in which JSC “Sanatorium “Energetik” participates.

1.2. On the consent to conclude a major transaction by JSC “Sanatorium “Energetik”.

Item 1. On determination of the position of Rosseti Centre, PJSC regarding voting of representatives of Rosseti Centre, PJSC on agenda issues of the meeting of the Board of Directors of JSC “Sanatorium “Energetik”:

1.1. On the acquisition by JSC “Sanatorium “Energetik” of shares in the authorized capital of an organization in which JSC “Sanatorium “Energetik” participates.

1.2. On the consent to conclude a major transaction by JSC “Sanatorium “Energetik”.

Decision:

1.1. To instruct representatives of Rosseti Centre, PJSC in the Board of Directors of JSC “Sanatorium “Energetik” regarding the agenda item at the meeting of the Board of Directors of JSC “Sanatorium “Energetik” «On the acquisition by JSC “Sanatorium “Energetik” of shares in the authorized capital of an organization in which JSC “Sanatorium “Energetik” participates» to vote «FOR» taking the following decision:

«To approve the acquisition by JSC “Sanatorium “Energetik” of 146,150 ordinary registered shares of Joint Stock Company “Tula City Electric Grids” (PSRN 1097154002648, hereinafter referred to as JSC TGES), with a nominal value of 1,000 (One thousand) rubles per 1 (one) share, state registration number of the issue 1-01-13450-A, constituting 30.0008% of the authorized capital of JSC TGES».

The share of JSC “Sanatorium “Energetik” in the authorized capital of JSC TGES following the results of the acquisition will be 99.9998% of the authorized capital of JSC TGES.

1.2. To instruct representatives of Rosseti Centre, PJSC in the Board of Directors of JSC “Sanatorium “Energetik” regarding the agenda item at the meeting of the Board of Directors of JSC “Sanatorium “Energetik” «On the consent to conclude a major transaction by JSC “Sanatorium “Energetik”» to vote «FOR» taking the following decision:

«To provide the consent to conclude a major transaction by JSC “Sanatorium “Energetik” on the material terms and conditions in accordance with the Appendix».

2. General Director of Rosseti Centre, PJSC:

2.1. To ensure the presence of positive net assets of JSC “Sanatorium “Energetik” as of 31 December 2022 and at the end of each subsequent reporting year.

Term - annually until the full repayment of the debt of JSC “Sanatorium “Energetik” on loans issued by Rosseti Centre and Volga region, PJSC.

2.2. To ensure that JSC “Sanatorium “Energetik” has sources of repayment of loans, taking into account accrued interest.

Term - annually until the full repayment of the debt of JSC “Sanatorium “Energetik” on loans issued by Rosseti Centre and Volga region, PJSC.

2.3. To ensure timely repayment of the debt under the loan agreement and control over the fulfillment of obligations by the Borrower.

Voting results:

- | | | |
|-----|---------------------------------|---------------|
| 1. | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. | Yury Vladimirovich Goncharov | - «FOR» |
| 3. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 4. | Maria Vyacheslavna Korotkova | - «FOR» |
| 5. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 6. | Anastasiya Igorevna Krupenina | - «ABSTAINED» |
| 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»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

A dissenting opinion was received on the item from a member of the Board of Directors of the Company, A.V. Golovtsov (Appendix # 1).

Appendix: The dissenting opinion on agenda item # 1 from the member of the Board of Directors of the Company, A.V. Golovtsov (Appendix # 1).

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

A.V. Mayorov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya