

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

«13» October 2020

Moscow

No. 47/20

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, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya, A.V. Shevchuk.**

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

The quorum **is present.**

Date of the minutes: **14.10.2020.**

AGENDA:

1. On development of Software Systems for formation of balances of electric energy and volumes of services in IDGC of Centre, PJSC.
2. On the consent to enter into an amendment to the cash loan agreement with interest between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik”, which is a related party transaction.
3. On determination of the position of IDGC of Centre, PJSC (representatives of IDGC of 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”:
 - 3.1. On conclusion by JSC “Sanatorium “Energetik” of an amendment to the cash loan agreement with interest dated 18.10.2019 №7700/00193/19 between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik”.
 - 3.2. On the consent to enter into a large transaction by JSC “Sanatorium “Energetik”.
4. On material incentives for General Director of the Company.

Item 1. On development of Software Systems for formation of balances of electric energy and volumes of services in IDGC of Centre, PJSC.

Decision:

1. To approve the List of measures and functional requirements for the development of the existing Program package (ERP based on SAP Software) in IDGC of Centre, PJSC in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To instruct General Director of IDGC of Centre, PJSC:
 - 2.1. To ensure the implementation of measures for the development of the existing Software package (ERP based on SAP software).
 - 2.2. To provide funding in the Business Plan of the Company for 2021-2025 for the implementation of measures for the development of the existing Software package (ERP based on SAP software).

Voting results:

1. Alexander Viktorovich Golovtsov - «FOR»
2. Vitaly Yuryevich Zarkhin - «ABSTAINED»

- | | | |
|-----|------------------------------------|-------------|
| 3. | Alexander Ivanovich Kazakov | - «FOR» |
| 4. | Daniil Vladimirovich Krainkiy | - «FOR» |
| 5. | Andrey Vladimirovich Mayorov | - «FOR» |
| 6. | Igor Vladimirovich Makovskiy | - «FOR» |
| 7. | Konstantin Alexandrovich Mikhailik | - «FOR» |
| 8. | Alexey Igorevich Pavlov | - «FOR» |
| 9. | Vasiliy Vladimirovich Rozhkov | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

«FOR»	- «9»
«AGAINST»	- «1»
«ABSTAINED»	- «1»

Decision is taken.

Item 2. On the consent to enter into an amendment to the cash loan agreement with interest between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik”, which is a related party transaction.

In accordance with Article 81 of the Federal Law «On Joint Stock Companies», the deal between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik” is a related party transaction of the controlling entity of the Company – PJSC Rosseti, whose controlled entity IDGC of Centre, PJSC is the controlling entity of the legal entity (JSC “Sanatorium “Energetik”), which is a party to the transaction.

Decision:

1. To determine the price of the cash loan agreement with interest dated 18.10.2019 №7700/00193/19 taking into account the amendment between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik”, which is a related party transaction, in the amount of not more than 1 856 996 223 (One billion eight hundred fifty six million nine hundred ninety six thousand two hundred twenty three) rubles 73 kopecks, which includes:

- funds transferred by IDGC of Centre, PJSC to JSC “Sanatorium “Energetik” under the loan agreement, in the amount of not more than 1 535 444 000 (One billion five hundred thirty-five million four hundred forty-four thousand) rubles 00 kopecks;
- interest on the loan in the amount of 8,0% (Eight percent) per annum in the amount of 99 424 658 (Ninety nine million four hundred twenty four thousand six hundred fifty eight) rubles 40 kopecks accrued for the period from 18.10.2019 to 31.08.2020;
- interest on the loan in the amount of 6,2% (Six point two tenths of a percent) per annum in the amount of not more than 222 127 565 (Two hundred twenty two million one hundred twenty seven thousand five hundred sixty five) rubles 33 kopecks for the period from 01.09.2020 to 31.12.2022.

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

Parties of the Amendment:

IDGC of Centre, PJSC (Lender);

JSC “Sanatorium “Energetik” (Borrower).

Subject of the Amendment:

To amend the cash loan agreement with interest dated 18.10.2019 №7700/00193/19 (hereinafter - the Agreement) as follows:

1. To read clause 2.2. of the Agreement as follows:

«2.2. For using the loan, the Borrower shall pay the Lender interest in the amount of 6,2% (Six point two tenths of a percent) per annum. Interest for the use of each tranche is accrued and recorded separately».

2. To supplement the Agreement with clause 2.8:

«2.8. The Lender has the right to unilaterally change the interest rate on the loan in the event of a change in the key rate of the Bank of Russia or another indicator reflecting the cost of attracting credit (borrowed) resources, without formalizing this change by an additional agreement.

The interest rate is considered changed after 5 business days from the date of notification of the Borrower about the change in the interest rate. In case of disagreement with the change in the interest rate, the Borrower is obliged to notify the Lender about it and repay the actual debt on the loan within 5 business days from the date the Lender sends a notice of the change in the interest rate».

Other material terms of the Amendment:

The Amendment enters into force from the moment of its signing by the Parties, extends its effect to the relations of the Parties from 01.09.2020 and is valid until the Parties completely fulfill their obligations under the Agreement.

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

Related entity	Grounds on which the entity is related to the transaction
PJSC Rosseti	the controlling entity of IDGC of Centre, PJSC, simultaneously controlling (indirectly through IDGC of Centre, PJSC) JSC “Sanatorium “Energetik”, which is a party to the deal.

Voting results:

1. Alexander Viktorovich Golovtsov - «ABSTAINED»
2. Vitaly Yuryevich Zarkhin - «ABSTAINED»
3. Alexander Ivanovich Kazakov - «FOR»
4. Daniil Vladimirovich Krainitskiy - «FOR»
5. Andrey Vladimirovich Mayorov - «FOR»
6. Konstantin Alexandrovich Mikhailik - «FOR»
7. Alexey Igorevich Pavlov - «FOR»
8. Vasilii Vladimirovich Rozhkov - «FOR»
9. Larisa Anatolievna Romanovskaya - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

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

Decision is taken.

The member of the Board of Directors of the Company did not participate in voting on this item, I.V. Makovskiy, who is the person acting as 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 3. On determination of the position of IDGC of Centre, PJSC (representatives of IDGC of 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”:

3.1. On conclusion by JSC “Sanatorium “Energetik” of an amendment to the cash loan agreement with interest dated 18.10.2019 №7700/00193/19 between IDGC of Centre,

PJSC and JSC “Sanatorium “Energetik”.

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

Decision regarding item 3.1.:

3.1. 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 by JSC “Sanatorium “Energetik” of an amendment to the cash loan agreement with interest dated 18.10.2019 №7700/00193/19 between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik”» to vote «FOR» taking the following decision:

«To approve the conclusion by JSC “Sanatorium “Energetik” of an amendment to the cash loan agreement with interest dated 18.10.2019 №7700/00193/19 between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik” on the material terms specified in the Appendix to this decision of the Board of Directors of the Company».

Voting results regarding item 3.1.:

- | | | |
|-----|------------------------------------|---------------|
| 1. | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. | Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 3. | Alexander Ivanovich Kazakov | - «FOR» |
| 4. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 5. | Andrey Vladimirovich Mayorov | - «FOR» |
| 6. | Igor Vladimirovich Makovskiy | - «FOR» |
| 7. | Konstantin Alexandrovich Mikhailik | - «FOR» |
| 8. | Alexey Igorevich Pavlov | - «FOR» |
| 9. | Vasiliy Vladimirovich Rozhkov | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

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

Decision regarding item 3.1. is taken.

Decision regarding item 3.2.:

3.2. To instruct representatives of IDGC of 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”» to vote «FOR» taking the following decision:

«To give consent to JSC “Sanatorium “Energetik” to enter into the large transaction - the amendment to the cash loan agreement with interest dated 18.10.2019 №7700/00193/19 between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik” on the material terms specified in the Appendix to this decision of the Board of Directors of the Company».

Voting results regarding item 3.2.:

- | | | |
|-----|------------------------------------|---------------|
| 1. | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. | Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 3. | Alexander Ivanovich Kazakov | - «FOR» |
| 4. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 5. | Andrey Vladimirovich Mayorov | - «FOR» |
| 6. | Igor Vladimirovich Makovskiy | - «FOR» |
| 7. | Konstantin Alexandrovich Mikhailik | - «FOR» |
| 8. | Alexey Igorevich Pavlov | - «FOR» |
| 9. | Vasiliy Vladimirovich Rozhkov | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |

11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

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

Decision regarding item 3.2. is taken.

Item 4. On material incentives for General Director of the Company.

Decision:

In accordance with paragraph 3.4 of the Regulation on material incentives for General Director of the Company, to pay an additional bonus for the fulfillment by the end of 2019 of the conditions (strategic priorities) determined by the Board of Directors of the Company to General Director of IDGC of Centre, PJSC Igor Vladimirovich Makovskiy, in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Viktorovich Golovtsov - «FOR»
2. Vitaly Yuryevich Zarkhin - «ABSTAINED»
3. Alexander Ivanovich Kazakov - «FOR»
4. Daniil Vladimirovich Krainskiy - «FOR»
5. Andrey Vladimirovich Mayorov - «FOR»
6. Igor Vladimirovich Makovskiy - «FOR»
7. Konstantin Alexandrovich Mikhailik - «FOR»
8. Alexey Igorevich Pavlov - «FOR»
9. Vasilii Vladimirovich Rozhkov - «FOR»
10. Larisa Anatolievna Romanovskaya - «FOR»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Appendices:

1. The List of measures and functional requirements for the development of the existing Program package (ERP based on SAP Software) in IDGC of Centre, PJSC (Appendix # 1).
2. The calculation of the additional bonus to General Director of IDGC of Centre, PJSC, Igor Vladimirovich Makovskiy, for fulfilling the conditions (strategic priorities) determined by the Board of Directors of the Company at the end of 2019 (Appendix # 2).

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

A.V. Mayorov

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

S.V. Lapinskaya