

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

«30» May 2022

Moscow

No. 30/22

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: **30.05.2022**.

AGENDA:

- 1.** On approval of the Schedule of activities to reduce overdue accounts receivable of Rosseti Centre, PJSC for electricity transmission services and settlement of disputes established by 01.04.2022.
- 2.** On approval of the Schedule of activities to reduce overdue accounts receivable of Rosseti Centre, PJSC for electricity supplied and settlement of disputes established by 01.04.2022.
- 3.** On approval of the preferred risk (risk appetite) of Rosseti Centre, PJSC.
- 4.** 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 Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik”.

Item 1. On approval of the Schedule of activities to reduce overdue accounts receivable of Rosseti Centre, PJSC for electricity transmission services and settlement of disputes established by 01.04.2022.

Decision:

1. To approve the Schedule of activities of Rosseti Centre, PJSC to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.04.2022, in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To take into consideration the report of General Director of the Company on execution of the Schedule of activities of Rosseti Centre, PJSC to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.01.2022, approved by the decision of the Board of Directors of the Company on 29.03.2022 (Minutes # 16/22), in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
3. To take into consideration the report of General Director of the Company on the work performed by Rosseti Centre, PJSC in relation to newly created overdue accounts receivable for electricity transmission services in 1Q 2022 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
4. To take into consideration the report of General Director of the Company on the repayment in 1Q 2022 of overdue accounts receivable, formed on 01.01.2021, in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
5. To amend para. 5.1. of the decision of the Board of Directors of the Company adopted on 29.03.2022 (Minutes # 16/22) regarding item # 2 «On approval of the Schedule of activities to reduce overdue accounts receivable of Rosseti Centre, PJSC for electricity transmission services and settlement of disputes established by 01.01.2022», reading it as follows:

«6.1. To ensure repayment in 2022 of RUB 8,331.0 million of overdue accounts receivable from the value that had developed as of 01.01.2022, including RUB 1,466.6 million in the 1st quarter of 2022, RUB 4,969.9 million in the 2nd quarter of 2022, RUB 216.1 million in the 3rd quarter of 2022, RUB 1,678.4 million in the 4th quarter of 2022».

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 | - «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 | - «ABSTAINED» |

Total:

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

Decision is taken.

Item 2. On approval of the Schedule of activities to reduce overdue accounts receivable of Rosseti Centre, PJSC for electricity supplied and settlement of disputes established by 01.04.2022.

Decision:

1. To approve the Schedule of activities of Rosseti Centre, PJSC to reduce overdue accounts receivable for electricity supplied and settlement of disputes established by 01.04.2022, in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.
2. To take into consideration the report of General Director of the Company on execution of the Schedule of activities of Rosseti Centre, PJSC to reduce overdue accounts receivable for electricity supplied and settlement of disputes established by 01.01.2022, approved by the decision of the Board of Directors of the Company on 29.03.2022 (Minutes # 16/22), in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

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 | - «ABSTAINED» |

Total:

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

Decision is taken.

Item 3. On approval of the preferred risk (risk appetite) of Rosseti Centre, PJSC.

Decision:

To approve the preferred risk (risk appetite) of Rosseti Centre, PJSC in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «AGAINST» |
| 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 | - «ABSTAINED» |

Total:

«FOR»	- «8»
«AGAINST»	- «1»
«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 # 8).

Item 4. 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 Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik”.

Decision regarding item 1:

1. To instruct representatives of Rosseti Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Distribution of profits (losses) of JSC “Sanatorium “Energetik” following the results of 2021» to vote «FOR» taking the following decision:

«To approve the following distribution of profits (losses) of the Company following the results of the 2021 reporting year:

<i>Name</i>	<i>(thous. RUB)</i>
<i>Retained earnings (loss) for the reporting period:</i>	
<i>To be distributed to:</i>	7 467
<i>Reserve fund</i>	0
<i>Profit for development</i>	3 733
<i>Dividends</i>	3 734
<i>Repayment of losses of previous years</i>	0

Voting results regarding item 1:

- | | |
|------------------------------------|---------------|
| 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 | - «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 regarding item 1 is taken.

Decision regarding item 2:

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” «Recommendations regarding the amount of dividends on shares for 2021 and their payment procedure» to vote «FOR» taking the following decision:

«To recommend that the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” take the following decision:

«1. To pay dividends on ordinary shares of the Company at the end of 2021 in the amount of RUB 0.2432 per one ordinary share of the Company in cash.

The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.

2. To determine the date of recording the list of persons entitled to receive dividends – 11 July 2022».

Voting results regarding item 2:

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	- «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 regarding item 2 is taken.

Decision regarding item 3:

3. To instruct representatives of Rosseti Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Election of members of the Board of Directors of JSC “Sanatorium “Energetik” to vote «FOR» taking the following decision:

«To elect the following Board of Directors of JSC “Sanatorium “Energetik”:

<i>Item #</i>	<i>Full name of the nominee</i>	<i>Title, place of employment of the nominee</i>
1.	<i>Artem Gennadevich Aleshin</i>	<i>Deputy General Director for Economy and Finance of Rosseti Centre, PJSC</i>
2.	<i>Olga Alexandrovna Danshina</i>	<i>Deputy General Director for Corporate and Legal Activities of Rosseti Centre, PJSC</i>
3.	<i>Alexander Vladimirovich Egorychev</i>	<i>Deputy General Director for Organizational Issues of Rosseti Centre, PJSC</i>
4.	<i>Vladislava Vladimirovna Rezakova</i>	<i>Deputy General Director for Sale of Services of Rosseti Centre, PJSC</i>
5.	<i>Vitaly Vladimirovich Kremkov</i>	<i>Head of the Property Management Department of Rosseti Centre, PJSC</i>

Voting results regarding item 3:

1. Alexander Viktorovich Golovtsov - «FOR»
2. Yury Vladimirovich Goncharov - «FOR»
3. Vitaly Yuryevich Zarkhin - «FOR»
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»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision regarding item 3 is taken.

Decision regarding item 4:

4. To instruct representatives of Rosseti Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Election of members of the Audit Commission of JSC “Sanatorium “Energetik” to vote «FOR» taking the following decision «To elect the following Audit Commission of JSC “Sanatorium “Energetik”»:

<i>Item #</i>	<i>Full name of the nominee</i>	<i>Title, place of employment of the nominee</i>
1.	<i>Vladimir Sergeevich Sklyarov</i>	<i>Chief Specialist of the Office for Implementation of Property Rights of the Property Management Department of Rosseti Centre, PJSC</i>
2.	<i>Galina Yurievna Ochkova</i>	<i>Head of the Property Management Office of the branch of Rosseti Centre, PJSC - Tambovergo</i>
3.	<i>Yulia Igorevna Samosudova</i>	<i>Head of the Business Planning Section of the Economics and Tariff Formation Office of the branch of Rosseti Centre, PJSC - Tambovergo</i>

Voting results regarding item 4:

1. Alexander Viktorovich Golovtsov - «FOR»
2. Yury Vladimirovich Goncharov - «FOR»
3. Vitaly Yuryevich Zarkhin - «FOR»
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»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision regarding item 4 is taken.

Decision regarding item 5:

5. To instruct representatives of Rosseti Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «On approval of the Regulation on payment of remuneration and compensation to members of the Audit Commission of Joint Stock Company “Sanatorium “Energetik” in a new edition» to vote «FOR» taking the following decision:

«1. To approve the Regulation on payment of remuneration and compensation to members of the Audit Commission of Joint Stock Company “Sanatorium “Energetik” in a new edition in accordance with the Appendix.

2. To establish that the Regulation on payment of remuneration and compensation to members of the Audit Commission of Joint Stock Company “Sanatorium “Energetik” in a new edition is applicable to members of the Audit Commission of the Company elected at this and subsequent General Meetings of Shareholders of the Company».

Voting results regarding item 5:

1. Alexander Viktorovich Golovtsov - «FOR»
 2. Yury Vladimirovich Goncharov - «FOR»
 3. Vitaly Yuryevich Zarkhin - «FOR»
 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»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision regarding item 5 is taken.

Decision taken regarding item # 4:

1. To instruct representatives of Rosseti Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Distribution of profits (losses) of JSC “Sanatorium “Energetik” following the results of 2021» to vote «FOR» taking the following decision:

«To approve the following distribution of profits (losses) of the Company following the results of the 2021 reporting year:

<i>Name</i>	<i>(thous. RUB)</i>
<i>Retained earnings (loss) for the reporting period:</i>	
<i>To be distributed to:</i>	7 467
<i>Reserve fund</i>	0
<i>Profit for development</i>	3 733
<i>Dividends</i>	3 734
<i>Repayment of losses of previous years</i>	0

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” «Recommendations regarding the amount of dividends on shares for 2021 and their payment procedure» to vote «FOR» taking the following decision:

«To recommend that the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” take the following decision:

«1. To pay dividends on ordinary shares of the Company at the end of 2021 in the amount of RUB 0.2432 per one ordinary share of the Company in cash.

The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.

2. To determine the date of recording the list of persons entitled to receive dividends – 11 July 2022».

3. To instruct representatives of Rosseti Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Election of members of the Board of Directors of JSC “Sanatorium “Energetik” to vote «FOR» taking the following decision:

«To elect the following Board of Directors of JSC “Sanatorium “Energetik”:

Item #	Full name of the nominee	Title, place of employment of the nominee
1.	Artem Gennadevich Aleshin	Deputy General Director for Economy and Finance of Rosseti Centre, PJSC
2.	Olga Alexandrovna Danshina	Deputy General Director for Corporate and Legal Activities of Rosseti Centre, PJSC
3.	Alexander Vladimirovich Egorychev	Deputy General Director for Organizational Issues of Rosseti Centre, PJSC
4.	Vladislava Vladimirovna Rezakova	Deputy General Director for Sale of Services of Rosseti Centre, PJSC
5.	Vitaly Vladimirovich Kremkov	Head of the Property Management Department of Rosseti Centre, PJSC

4. To instruct representatives of Rosseti Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Election of members of the Audit Commission of JSC “Sanatorium “Energetik” to vote «FOR» taking the following decision «To elect the following Audit Commission of JSC “Sanatorium “Energetik”:

Item #	Full name of the nominee	Title, place of employment of the nominee
1.	Vladimir Sergeevich Sklyarov	Chief Specialist of the Office for Implementation of Property Rights of the Property Management Department of Rosseti Centre, PJSC
2.	Galina Yurievna Ochkova	Head of the Property Management Office of the branch of Rosseti Centre, PJSC - Tambovenergo
3.	Yulia Igorevna Samosudova	Head of the Business Planning Section of the Economics and Tariff Formation Office of the branch of Rosseti Centre, PJSC - Tambovenergo

5. To instruct representatives of Rosseti Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «On approval of the Regulation on payment of remuneration and compensation to members of the Audit Commission of Joint Stock Company “Sanatorium “Energetik” in a new edition» to vote «FOR» taking the following decision:

«1. To approve the Regulation on payment of remuneration and compensation to members of the Audit Commission of Joint Stock Company “Sanatorium “Energetik” in a new edition in accordance with the Appendix.

2. To establish that the Regulation on payment of remuneration and compensation to members of the Audit Commission of Joint Stock Company “Sanatorium “Energetik” in a new edition is applicable to members of the Audit Commission of the Company elected at this and subsequent General Meetings of Shareholders of the Company».

Appendices:

1. The Schedule of activities of Rosseti Centre, PJSC to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.04.2022 (Appendix # 1).
2. The report of General Director of the Company on execution of the Schedule of activities of Rosseti Centre, PJSC to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.01.2022, approved by the decision of the Board of Directors of the Company on 29.03.2022 (Minutes # 16/22) (Appendix # 2).
3. The report of General Director of the Company on the work performed by Rosseti Centre, PJSC in relation to newly created overdue accounts receivable for electricity transmission services in 1Q 2022 (Appendix # 3).
4. The report of General Director of the Company on the repayment in 1Q 2022 of overdue accounts receivable, formed on 01.01.2021 (Appendix # 4).
5. The Schedule of activities of Rosseti Centre, PJSC to reduce overdue accounts receivable for electricity supplied and settlement of disputes established by 01.04.2022 (Appendix # 5).
6. The report of General Director of the Company on execution of the Schedule of activities of Rosseti Centre, PJSC to reduce overdue accounts receivable for electricity supplied and settlement of disputes established by 01.01.2022, approved by the decision of the Board of Directors of the Company on 29.03.2022 (Minutes # 16/22) (Appendix # 6).
7. The preferred risk (risk appetite) of Rosseti Centre, PJSC (Appendix # 7).
8. The dissenting opinion on agenda item # 3 from the member of the Board of Directors of the Company, A.V. Golovtsov (Appendix # 8).

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

A.V. Mayorov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya