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|   | Public Joint stock company«Rosseti Centre» |

MINUTES

of meeting of the Board of Directors of Rosseti Centre, PJSC

 (in the form of absent voting)

«15» April 2022 Moscow No. 19/22

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: **15.04.2022.**

**AGENDA:**

1. On consideration of the report on the organization, functioning and efficiency of the internal control system and the risk management system of the Company for 2021.
2. On consideration of the internal audit report on the effectiveness of the Company’s internal control system and risk management system in 2021.
3. On approval of the internal documents of the Company in the field of innovative development:

- the Regulation on the procedure for development and implementation of the Innovative Development Program of Rosseti Centre, PJSC

- the Innovative Development Policy of PJSC Rosseti.

1. On approval of nomination of the Insurer of Rosseti Centre, PJSC.
2. On determination of the position of Rosseti Centre, PJSC regarding voting of representatives Rosseti Centre, PJSC in the Board of Directors of JSC “Sanatorium “Energetik” on the issue of the agenda of the meeting of the Board of Directors of JSC “Sanatorium “Energetik” - «On the election of General Director of the Company for a new term».

**Item 1. On consideration of the report on the organization, functioning and efficiency of the internal control system and the risk management system of the Company for 2021.**

**Decision:**

To take into consideration the report on the organization, functioning and efficiency of the internal control system and the risk management system of the Company for 2021 in accordance with Appendix # 1 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 - «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 is taken.**

**Item 2. On consideration of the internal audit report on the effectiveness of the Company’s internal control system and risk management system in 2021.**

**Decision:**

1. To take into consideration Auditor’s Report dated 9 March 2022 No. 07-2022 - Rosseti Centre on assessing the effectiveness of the Company’s internal control system and risk management system in 2021, the conclusion of the internal auditor of Rosseti Centre, PJSC based on the results of assessing the reliability and effectiveness of the internal control system and risk management system, the effectiveness of the Company’s corporate governance in accordance with Appendices ## 2-3 to this decision of the Board of Directors of the Company.

2. To recommend that General Director of the Company include the conclusion of the internal auditor of Rosseti Centre, PJSC based on the results of assessing the reliability and efficiency of the internal control system and risk management system, the effectiveness of the Company’s corporate governance into the list of materials provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company.

**Voting results:**

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 is taken.**

**Item 3. On approval of the internal documents of the Company in the field of innovative development:**

**- the Regulation on the procedure for development and implementation of the Innovative Development Program of Rosseti Centre, PJSC**

**- the Innovative Development Policy of PJSC Rosseti.**

**Decision:**

1. To approve the Regulation on the procedure for development and implementation of the Innovative Development Program of Rosseti Centre, PJSC in a new edition in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
2. To approve the Innovative Development Policy of PJSC Rosseti, approved by the decision of the Board of Directors of PJSC Rosseti on 29.11.2021 (Minutes dated 29.11.2021 # 476), as an internal document of the Company in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.
3. To recognize invalid the Regulation on the procedure for development and implementation of the Innovative Development Program of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of the Company on 22.03.2019 (Minutes # 10/19).

**Voting results:**

1. Alexander Viktorovich Golovtsov - «ABSTAINED»
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» | - «7» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «4» |

**Decision is taken.**

**Item 4. On approval of nomination of the Insurer of Rosseti Centre, PJSC.**

**Decision:**

To approve the following insurance organization as the insurer of Rosseti Centre, PJSC:

|  |  |  |
| --- | --- | --- |
| **Type of insurance** | **Insurance company** | **Period of insurance** (period of issue of certificates of insurance) |
| Voluntary motor vehicle insurance (Fully Comp) | LLC Insurance company "Sberbank Insurance" | 15.05.2022 – 14.05.2023 |

**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 5. On determination of the position of Rosseti Centre, PJSC regarding voting of representatives Rosseti Centre, PJSC in the Board of Directors of JSC “Sanatorium “Energetik” on the issue of the agenda of the meeting of the Board of Directors of JSC “Sanatorium “Energetik” - «On the election of General Director of the Company for a new term».**

**Decision:**

To instruct representatives of Rosseti Centre, PJSC in the Board of Directors of JSC “Sanatorium “Energetik” on the issue of the agenda of the meeting of the Board of Directors of JSC “Sanatorium “Energetik” «On the election of General Director of the Company for a new term» to vote «FOR» taking the following decision:

*«To elect Alla Vyacheslavovna Zaichenko as General Director of of JSC “Sanatorium “Energetik” for a new term until 18 October 2024».*

**Voting results:**

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 is taken.**

**Appendices:**

1. The report on the organization, functioning and efficiency of the internal control system and the risk management system of the Company for 2021 (Appendix # 1).
2. Auditor’s Report dated 9 March 2022 No. 07-2022 - Rosseti Centre on assessing the effectiveness of the Company’s internal control system and risk management system in 2021, the conclusion of the internal auditor of Rosseti Centre, PJSC based on the results of assessing the reliability and effectiveness of the internal control system and risk management system, the effectiveness of the Company’s corporate governance (Appendices ## 2-3).
3. The Regulation on the procedure for development and implementation of the Innovative Development Program of Rosseti Centre, PJSC in a new edition (Appendix # 4).
4. The Innovative Development Policy of PJSC Rosseti, approved by the decision of the Board of Directors of PJSC Rosseti on 29.11.2021 (Minutes dated 29.11.2021 # 476) (Appendix # 5).

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| **Chairperson of the Board of Directors of Rosseti Centre, PJSC** |  | **A.V. Mayorov** |
|  |  |  |
| **Corporate Secretary** **of Rosseti Centre, PJSC** |  | **S.V. Lapinskaya** |