

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

«28» May 2021

Moscow

No. 20/21

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **A.V. Golovtsov, 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: **28.05.2021.**

AGENDA:

1. On consent to conclude an agreement for provision of services for driving vehicles and for performance of work on maintenance and repair of vehicles between IDGC of Centre, PJSC and JSC “Motor Vehicle Plant”, which is a related party transaction.
2. On consideration of results of an independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC for the 2020-2021 corporate year.
3. On approval of the report of Corporate Secretary of IDGC of Centre, PJSC on the work performed for the 2020-2021 corporate year.
4. On consideration of reports of Committees of the Board of Directors of the Company on the work performed for the 2020-2021 corporate year.
5. On determination of the position of IDGC of Centre, PJSC on voting of representatives of IDGC of 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 consent to conclude an agreement for provision of services for driving vehicles and for performance of work on maintenance and repair of vehicles between IDGC of Centre, PJSC and JSC “Motor Vehicle Plant”, which is a related party transaction.

In accordance with Article 81 of the Federal Law «On Joint Stock Companies» the deal concluded between IDGC of Centre, PJSC and JSC “Motor Vehicle Plant” is a related party transaction of the following persons:

- Controlling entity of IDGC of Centre, PJSC - PJSC Rosseti, simultaneously being Controlling entity (indirectly through IDGC of Center and Volga Region, PJSC) of JSC “Motor Vehicle Plant”, which is a party to the transaction;

- Members of the Management Board of IDGC of Centre, PJSC A.V. Pilyugin and A.G. Aleshin, who are also members of the Board of Directors of JSC “Motor Vehicle Plant”.

Decision:

1. To determine that the price of work and services under the agreement for provision of services for driving vehicles and for performance of work on maintenance and repair of vehicles between IDGC of Center, PJSC and JSC “Motor Vehicle Plant”, which is a related party transaction, is not more than 528 243 600 (Five hundred twenty eight million two hundred forty three thousand six hundred) rubles 00 kopecks, including 20% VAT in the amount of not more than 88 040 600 (Eighty eight million forty thousand six hundred) rubles 00 kopecks, and includes:

- the cost of vehicle driving services, which is determined by the actually rendered services and is formed on the basis of the current tariffs for services, and data from the waybills for the vehicle, drawn up by the Contractor for each trip and signed by the Customer;
- the cost of repairing a vehicle and the cost of replaced (if necessary) components and assemblies and actually performed work per month.

The current tariffs for services include all types of costs associated with the provision of services.

2. To provide consent to the transaction - the agreement for the provision of services for driving vehicles and for the performance of maintenance and repair of vehicles between IDGC of Centre, PJSC and JSC "Motor Vehicle Plant", which is a related party transaction (hereinafter referred to as the Agreement), on the following essential conditions:

Parties to the Agreement:

IDGC of Centre, PJSC (Customer);
JSC "Motor Vehicle Plant" (Contractor).

Subject of the Agreement:

The Contractor undertakes to provide a range of services for the driving and maintenance of vehicles (hereinafter - the vehicles), as well as perform work related to their maintenance and repair, in accordance with the terms of the Agreement.

The works and services include:

1. in terms of the organization of the vehicles driving and management:

- receiving and processing applications from the Customer for the vehicles;
- the vehicles distribution according to the Vehicle Applications;
- registration of travel documentation;
- bringing the route, type of work, transported goods to the personnel of the vehicle manager;
- dispatching of the Customer's vehicle (control on the line, changing the task during the work shift, carrying out measures to replace vehicles that have gone off the line, optimizing routes);
- organization and implementation of pre-trip/post-trip control of the technical condition of the vehicles;
- organization and conduct of medical pre-trip/post-trip examination of personnel involved in driving the vehicles;
- providing the vehicles with fuels and lubricants (hereinafter - the fuels and lubricants) according to the standards agreed by the Customer;
- the vehicles driving;
- conducting briefings on labour protection and road safety.

2. in terms of the vehicles maintenance and repair:

- routine maintenance of the vehicles;
- the vehicles repair (current, overhaul) in accordance with the conditions determined by the terms of the Agreement;
- diagnostic work on the vehicles, their systems and devices;
- provision of spare parts, units, consumables, tires, batteries;
- carrying out a technical inspection of the vehicles.

Price of the Agreement:

The price of works and services under the Agreement is not more than 528 243 600 (Five hundred twenty eight million two hundred forty three thousand six hundred) rubles 00 kopecks, including 20% VAT in the amount of not more than 88 040 600 (Eighty eight million forty thousand six hundred) rubles 00 kopecks, and includes:

- the cost of vehicle driving services, which is determined by the actually rendered services and is formed on the basis of the current tariffs for services, and data from the waybills for the vehicle, drawn up by the Contractor for each trip and signed by the Customer;
- the cost of repairing a vehicle and the cost of replaced (if necessary) components and assemblies and actually performed work per month.

The period for the provision of the Services and performance of the Works under the Agreement:

Start: 01.07.2021.

End: 31.12.2022.

Duration of the Agreement:

The Agreement comes into force from the moment of its signing by the Parties.

Entities and persons related to the transaction, and the grounds of relation:

Related entity or person	Grounds of relation of the entity or the person to the transaction
PJSC Rosseti	Controlling entity of IDGC of Centre, PJSC, simultaneously being Controlling entity (indirectly through IDGC of Center and Volga Region, PJSC) of JSC "Motor Vehicle Plant", which is a party to the transaction.
Alexander Viktorovich Pilyugin	Member of the Management Board of IDGC of Centre, PJSC, who is also a member of the Board of Directors of JSC "Motor Vehicle Plant".
Artem Gennadievich Aleshin	Member of the Management Board of IDGC of Centre, PJSC, who is also a member of the Board of Directors of JSC "Motor Vehicle Plant".

Voting results:

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. Konstantin Alexandrovich Mikhailik - «FOR»
7. Alexey Igorevich Pavlov - «FOR»
8. Vasiliy Vladimirovich Rozhkov - «FOR»
9. Larisa Anatolievna Romanovskaya - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

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

Decision is taken.

The following member of the Board of Directors of the Company did not take part in the voting on this item, I.V. Makovskiy, who has been, for one year preceding the decision, 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 2. On consideration of results of an independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC for the 2020-2021 corporate year.

Decision:

1. To take into consideration the results of the independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC for the 2020-2021 corporate year in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To instruct the management of IDGC of Centre, PJSC, to take into account, when organizing corporate governance at IDGC of Centre, PJSC, the recommendations issued based on the results of assessing the performance of the Board of Directors of IDGC of Centre, PJSC and the Committees under the Board of Directors of IDGC of Centre, PJSC for the 2020-2021 corporate year.
3. To carry out the procedure for assessing the performance of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC in the 2021-2022 corporate

year using the Methodology for assessing the work of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of IDGC of Centre, PJSC (Minutes dated 12.11.2018 # 37/18).

Voting results:

- | | |
|---------------------------------------|---------------|
| 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. Vasilii Vladimirovich Rozhkov | - «FOR» |
| 10. Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

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

Decision is taken.

Item 3. On approval of the report of Corporate Secretary of IDGC of Centre, PJSC on the work performed for the 2020-2021 corporate year.

Decision:

To approve the report of Corporate Secretary of IDGC of Centre, PJSC on the work performed in the 2020-2021 corporate year 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 | - «FOR» |
| 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 | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 4. On consideration of reports of Committees of the Board of Directors of the Company on the work performed for the 2020-2021 corporate year.

Decision:

To take into consideration the reports of the Committees of the Board of Directors of the Company on the work performed for the 2020-2021 corporate year in accordance with Appendices ## 3-7 to this decision of the Board of Directors of the Company.

Voting results:

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

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 5. On determination of the position of IDGC of Centre, PJSC on voting of representatives of IDGC of 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 IDGC of 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 2020» to vote «FOR» taking the following decision:

«To approve the following distribution of profits (losses) of the Company following the results of 2020:

<i>Name</i>	<i>thous. RUB</i>
<i>Retained earnings (loss) for the reporting period:</i>	7 123
<i>To be distributed to:</i>	
<i>Reserve fund</i>	0
<i>Profit for development</i>	7 123
<i>Dividends</i>	0
<i>Repayment of losses of previous years</i>	0

Voting results regarding item 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»
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«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision regarding item 1 is taken.

Decision regarding item 2:

2. To instruct representatives of IDGC of Centre, PJSC 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 2020 and their payment procedure» to vote «FOR» taking the following decision:

«Not to pay dividends on common stocks of the Company following the results of 2020».

Voting results regarding item 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 2 is taken.

Decision regarding item 3:

3. To instruct representatives of IDGC of 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>Nominee proposed by the shareholder for inclusion in the voting list for election to the Board of Directors of the Company</i>	<i>Title, place of employment of the nominee proposed by the shareholder for inclusion in the list for election to the Board of Directors of the Company</i>
1.	<i>Artem Gennadevich Aleshin</i>	<i>First Deputy General Director for Economy and Finance of IDGC of Centre, PJSC</i>
2.	<i>Olga Alexandrovna Danshina</i>	<i>Deputy General Director for Corporate and Legal Activities of IDGC of Centre, PJSC</i>
3.	<i>Alexander Vladimirovich Egorychev</i>	<i>Deputy General Director for Organizational Issues of IDGC of Centre, PJSC</i>
4.	<i>Vladislava Vladimirovna Rezakova</i>	<i>Deputy General Director for Sale of Services of IDGC of Centre, PJSC</i>
5.	<i>Azamat Makhmetalievich Urusov</i>	<i>Chief Expert of the Office for Organization and Control of Corporate Events of SDCs of the Corporate Governance Department of PJSC Rosseti</i>

Voting results regarding item 3:

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

2. Vitaly Yuryevich Zarkhin - «FOR»
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 - «FOR»

Total:

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

Decision regarding item 3 is taken.

Decision regarding item 4:

4. To instruct representatives of IDGC of 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>Nominee proposed by the shareholder for inclusion in the voting list for election to the Audit Commission of the Company</i>	<i>Title, place of employment of the nominee proposed by the shareholder for inclusion in the list for election to the Audit Commission of the Company</i>
1.	<i>Natalia Mikhailovna Novikova</i>	<i>Head of Operational Audit Section of Internal Audit Department of IDGC of Centre, PJSC</i>
2.	<i>Elena Ivanovna Chitaya</i>	<i>Chief Specialist of Operational Audit Section of Internal Audit Department of IDGC of Centre, PJSC</i>
3.	<i>Vladimir Sergeevich Sklyarov</i>	<i>Deputy Head of Property Management Department of IDGC of Centre, PJSC</i>

Voting results regarding item 4:

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

Total:

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

Decision regarding item 4 is taken.

Appendices:

1. The results of the independent assessment of the performance of the Board of Directors and Committees of

- the Board of Directors of IDGC of Centre, PJSC for the 2020-2021 corporate year (Appendix # 1).
2. The report of Corporate Secretary of IDGC of Centre, PJSC on the work performed in the 2020-2021 corporate year (Appendix # 2).
 3. The reports of the Committees of the Board of Directors of the Company on the work performed for the 2020-2021 corporate year (Appendices ## 3-7).

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

A.V. Mayorov

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

S.V. Lapinskaya