

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

«29» November 2019

Moscow

No. 41/19

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

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

Participants of the voting: **A.V. Varvarin, A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.**

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

The quorum is **present.**

Date of the minutes: **29.11.2019.**

AGENDA:

1. On determination of the position of IDGC of Centre, PJSC regarding the agendas of a meeting of the Board of Directors and the Extraordinary General Meeting of Shareholders of JSC “Sanatorium “Energetik”:

- 1.1. On conclusion of a loan agreement by JSC “Sanatorium “Energetik”.
- 1.2. On participation of JSC “Sanatorium “Energetik” in another organization.
- 1.3. On the consent to enter into a large transaction by JSC “Sanatorium “Energetik”.
- 1.4. On the consent to enter into a large transaction by JSC “Sanatorium “Energetik”.
- 1.5. On the consent to enter into a large transaction by JSC “Sanatorium “Energetik”.
- 1.6. On the consent to enter into a large transaction by JSC “Sanatorium “Energetik”.

Item 1: On determination of the position of IDGC of Centre, PJSC regarding the agendas of a meeting of the Board of Directors and the Extraordinary General Meeting of Shareholders of JSC “Sanatorium “Energetik”:

- 1.1. On conclusion of a loan agreement by JSC “Sanatorium “Energetik”.**
- 1.2. On participation of JSC “Sanatorium “Energetik” in another organization.**
- 1.3. On the consent to enter into a large transaction by JSC “Sanatorium “Energetik”.**
- 1.4. On the consent to enter into a large transaction by JSC “Sanatorium “Energetik”.**
- 1.5. On the consent to enter into a large transaction by JSC “Sanatorium “Energetik”.**
- 1.6. On the consent to enter into a large transaction by JSC “Sanatorium “Energetik”.**

Decision:

1.1. 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 of a loan agreement by JSC “Sanatorium “Energetik”» to vote «FOR» taking the following decision:

«To approve the conclusion of the loan agreement on the material terms set forth in the appendix to the decision of the Board of Directors of JSC “Sanatorium “Energetik”».

1.2. To instruct General Director of IDGC of Centre, PJSC:

1.2.1. To ensure the availability of a source for timely repayment of the loan provided to JSC “Sanatorium “Energetik”.

Deadline: no later than 31.12.2022.

1.2.2. To ensure non-deterioration of financial and economic performance indicators of JSC “Sanatorium “Energetik” for the period of the loan agreement.

2.1. To instruct representatives of IDGC of Centre, PJSC at the meeting of the Board of Directors of JSC “Sanatorium “Energetik” regarding the item «On participation of JSC “Sanatorium “Energetik” in another organization» to vote «FOR» taking the following decision:

«To approve the participation of JSC “Sanatorium “Energetik” in the other organization on the material terms set forth in the appendix to the decision of the Board of Directors of JSC “Sanatorium “Energetik”».

2.2. To instruct General Director of IDGC of Centre, PJSC:

2.2.1. To ensure, within the framework of the consolidation of JSC TGES, the achievement of target indicators and effects from the implementation of the transaction in accordance with the values specified in Appendix # 1 to this decision of the Board of Directors of the Company.

2.2.2. Upon the transaction, to submit to the Board of Directors of the Company for consideration simultaneously with the Report on the execution of the business plan of IDGC of Centre, PJSC for the year following the year of the transaction, a report on the actual achievement of the targets and effects of the transaction in accordance with the values specified in Appendix # 1 to this decision of the Board of Directors of the Company.

3.1. To instruct representatives of IDGC of Centre, PJSC regarding the agenda item of 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 provide the consent to conclude the large transaction on the material terms set forth in the appendix».

4.1. To instruct representatives of IDGC of Centre, PJSC regarding the agenda item of 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 provide the consent to conclude the large transaction on the material terms set forth in the appendix».

5.1. To instruct representatives of IDGC of Centre, PJSC regarding the agenda item of 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 provide the consent to conclude the large transaction on the material terms set forth in the appendix».

6.1. To instruct representatives of IDGC of Centre, PJSC regarding the agenda item of 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 provide the consent to conclude the large transaction on the material terms set forth in the appendix».

Voting results:

- | | | |
|----|---------------------------------|-------------|
| 1. | Alexander Viktorovich Varvarin | - «FOR» |
| 2. | Alexander Viktorovich Golovtsov | - «AGAINST» |
| 3. | Vitaly Yuryevich Zarkhin | - «AGAINST» |
| 4. | Alexander Ivanovich Kazakov | - «FOR» |
| 5. | Andrey Vyacheslavovich Logatkin | - «FOR» |
| 6. | Igor Vladimirovich Makovskiy | - «FOR» |
| 7. | Alexey Igorevich Pavlov | - «FOR» |
| 8. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 9. | Maxim Mikhailovich Saukh | - «FOR» |

10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «AGAINST»

Total:

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

Decision is taken.

Dissenting opinions were received on this item from members of the Board of Directors of the Company, A.V. Golovtsov, V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 2-4).

Appendices:

1. The effects from the implementation of the transaction (Appendix # 1).
2. The dissenting opinions on the agenda item of the Board of Directors of the Company from the members of the Board of Directors of the Company, A.V. Golovtsov, V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 2-4).

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

A.I. Kazakov

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

S.V. Lapinskaya