

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

«22» December 2021

Moscow

No. 60/21

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

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

Participants of the voting: **A.V. Golovtsov, 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: **22.12.2021.**

AGENDA:

- 1.** On the consent to enter into a deal, concluded between Rosseti Centre, PJSC and Rosseti Northern Caucasus, PJSC, which is a related party transaction.
- 2.** On approval of the Program of non-state pension provision for employees of Rosseti Centre, PJSC for 2022.
- 3.** On approval of the Program of insurance coverage of Rosseti Centre, PJSC for 2022.

Item 1. On the consent to enter into a deal, concluded between Rosseti Centre, PJSC and Rosseti Northern Caucasus, PJSC, which is a related party transaction.

In accordance with Article 81 of the Federal Law «On Joint Stock Companies» the deal concluded between Rosseti Centre, PJSC and Rosseti Northern Caucasus, PJSC is a related party transaction of the following entities and persons:

- the controlling entity of the Company – PJSC Rosseti, simultaneously being the controlling entity of the legal entity, which is a party to the deal (Rosseti Northern Caucasus, PJSC);*
- members of the Board of Directors of the Company A.V. Mayorov, Y.V. Goncharov, D.V. Krainskiy, A.V. Molsky, E.V. Prokhorov, simultaneously being members of the Board of Directors of the legal entity, which is a party to the deal (Rosseti Northern Caucasus, PJSC).*

Decision:

1. To determine that the price of the Agreement on debt restructuring to the Agreement for sale of goods dated 19 June 2018 № 7700/00185/18 between Rosseti Centre, PJSC and Rosseti Northern Caucasus, PJSC (hereinafter referred to as the Agreement), which is a related party transaction, consists of:

- the amount of debt on payment of the principal debt in the amount of 119 016 520 (One hundred and nineteen million sixteen thousand five hundred and twenty) rubles 62 kopecks, incl. VAT 18%;
- the amount of debt on payment of penalties in the amount of 8 008 949 (Eight million eight thousand nine hundred forty nine) rubles 41 kopecks;
- the amount of interest calculated on the basis of the following values of the interest rate for the provision of a deferred payment:

- for the period from 02.02.2021 to 14.06.2021 (inclusive) - in the amount of 5,93 % per annum;
- for the period from 15.06.2021 to 12.09.2021 (inclusive) - in the amount of 7,18 % per annum;
- starting from 13.09.2021 - 8.43 % per annum.

If for the period from 13.09.2021 to the date of full repayment of the debt (for the payment of the principal debt and for the payment of penalties) the cumulative increase in the key rate of the Central Bank of the Russian Federation is more than 1% per annum, the interest rate for granting a deferred payment increases by this cumulative increase from the date of entry of a new (most relevant) value of the key rate of the Central Bank of the Russian Federation. The amount of interest is calculated on a monthly basis in respect of the outstanding part of the debt on the payment of the principal debt and on the payment of penalties, starting from 02.02.2021.

2. To provide consent to the transaction - the agreement on debt restructuring to agreement of sale and purchase of goods dated 19 June 2018 № 7700/00185/18 between Rosseti Centre, PJSC and Rosseti Northern Caucasus, PJSC (hereinafter referred to as the Agreement), which is a related party transaction, on the following essential conditions:

Parties to the Agreement:

Rosseti Centre, PJSC (Lender);

Rosseti Northern Caucasus, PJSC (Debtor).

Subject of the Agreement:

Settlement of the procedure and terms of repayment of the Debtor's debt to the Lender, penalties and interest for the use of other people's funds in the amount of debt under agreement of sale and purchase of goods dated 19 June 2018 № 7700/00185/18 between Rosseti Centre, PJSC and Rosseti Northern Caucasus, PJSC (hereinafter referred to as the Agreement).

Price of the Agreement:

The Agreement price consists of:

- the amount of debt on payment of the principal debt in the amount of 119 016 520 (One hundred and nineteen million sixteen thousand five hundred and twenty) rubles 62 kopecks, incl. VAT 18%;

- the amount of debt on payment of penalties in the amount of 8 008 949 (Eight million eight thousand nine hundred forty nine) rubles 41 kopecks;

- the amount of interest calculated on the basis of the following values of the interest rate for the provision of a deferred payment:

- for the period from 02.02.2021 to 14.06.2021 (inclusive) - in the amount of 5,93 % per annum;
- for the period from 15.06.2021 to 12.09.2021 (inclusive) - in the amount of 7,18 % per annum;
- starting from 13.09.2021 - 8.43 % per annum.

If for the period from 13.09.2021 to the date of full repayment of the debt (for the payment of the principal debt and for the payment of penalties) the cumulative increase in the key rate of the Central Bank of the Russian Federation is more than 1% per annum, the interest rate for granting a deferred payment increases by this cumulative increase from the date of entry of a new (most relevant) value of the key rate of the Central Bank of the Russian Federation. The amount of interest is calculated on a monthly basis in respect of the outstanding part of the debt on the payment of the principal debt and on the payment of penalties, starting from 02.02.2021.

Other material terms of the Agreement:

The Lender undertakes to provide the Debtor with a deferral of repayment of the debt on the payment of the principal debt and on the payment of penalties for a period until 31.12.2021.

In connection with the provision of a deferred repayment of debt in the amount of 127 025 470 (One hundred twenty-seven million twenty-five thousand four hundred and seventy) rubles 03 kopecks, the Debtor shall pay interest in the amount calculated on the basis of the following values of the interest rate for the provision of a deferred payment:

- for the period from 02.02.2021 to 14.06.2021 (inclusive) - in the amount of 5,93 % per annum;
- for the period from 15.06.2021 to 12.09.2021 (inclusive) - in the amount of 7,18 % per annum;
- starting from 13.09.2021 - 8.43 % per annum.

If for the period from 13.09.2021 to the date of full repayment of the debt (for the payment of the principal debt and for the payment of penalties) the cumulative increase in the key rate of the Central Bank of the Russian Federation is more than 1% per annum, the interest rate for granting a deferred payment increases by this cumulative increase from the date of entry of a new (most relevant) value of the key rate of the Central Bank of the Russian Federation. The amount of interest is calculated on a monthly basis in respect of the outstanding part of the debt on the payment of the principal debt and on the payment of penalties, starting from 02.02.2021.

The Debtor pays the amount of due interest no later than 31.12.2021.

In case of violation by the Debtor of obligations to pay debt and interest, the Lender has the right to unilaterally refuse to execute the Agreement and enforce the collection of the amount of debt, submit executive documents for execution, and take other measures to collect the debt. In this case, the amount of interest paid by the Debtor under the Agreement is non-refundable, and is considered as interest for the use of funds payable in connection with the actual use of the funds by the Debtor.

Duration of the Agreement:

The Agreement enters into force from the date of its conclusion by the Parties and is valid until the Debtor fully repays the debt specified in para. 2.1. of the Agreement, and payment of interest specified in para. 2.3 of the Agreement.

The entity and persons related to the transaction, and the grounds of relation:

Related entity or person	Grounds on which the entity or person is related to the transaction
PJSC Rosseti	The controlling entity of Rosseti Centre, PJSC and Rosseti Northern Caucasus, PJSC, which are parties to the deal.
Andrey Vladimirovich Mayorov	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously a member of the Board of Directors of Rosseti Northern Caucasus, PJSC.
Yury Vladimirovich Goncharov	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously a member of the Board of Directors of Rosseti Northern Caucasus, PJSC.
Daniil Vladimirovich Krainskiy	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously a member of the Board of Directors of Rosseti Northern Caucasus, PJSC.
Alexey Valeryevich Molsky	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously a member of the Board of Directors of Rosseti Northern Caucasus, PJSC.
Egor Vyacheslavovich Prokhorov	Member of the Board of Directors of Rosseti Centre, PJSC, simultaneously a member of the Board of Directors of Rosseti Northern Caucasus, PJSC.

Voting results:

1. Alexander Viktorovich Golovtsov - «ABSTAINED»
2. Vitaly Yuryevich Zarkhin - «AGAINST»
3. Maria Vyacheslavna Korotkova - «FOR»
4. Anastasiya Igorevna Krupenina - «AGAINST»
5. Alexander Viktorovich Shevchuk - «AGAINST»

Total:

«FOR»	- «1»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

Decision is not taken.

The following persons did not take part in the voting on this issue:

- a member of the Board of Directors of the Company, I.V. Makovskiy, who during the year prior to the decision was the person performing the functions of 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).

- members of the Board of Directors of the Company A.V. Mayorov, Y.V. Goncharov, D.V. Krainskiy, A.V. Molsky and E.V. Prokhorov, who are related to the transaction.

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 3).

Item 2. On approval of the Program of non-state pension provision for employees of Rosseti Centre, PJSC for 2022.

Decision:

To approve the Program of non-state pension provision for employees of Rosseti Centre, PJSC for 2022 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 | - «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 3. On approval of the Program of insurance coverage of Rosseti Centre, PJSC for 2022.

Decision:

To approve the Program of insurance coverage of Rosseti Centre, PJSC for 2022 in accordance with Appendix # 2 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 | - «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.

Appendices:

1. The Program of non-state pension provision for employees of Rosseti Centre, PJSC for 2022 (Appendix # 1).
2. The Program of insurance coverage of Rosseti Centre, PJSC for 2022 (Appendix # 2).
3. The dissenting opinion on item # 1 of the agenda from the member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 3.)

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

A.V. Mayorov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya