

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

«23» December 2021

Moscow

No. 61/21

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: **24.12.2021.**

**AGENDA:**

- 1.** On consideration of reports on the actual achievement of effects from the implementation of the transaction for the acquisition of JSC “VGES” and the transaction for the acquisition of JSC “TGES” and information on the further strategy for structuring the assets of JSC “VGES” and JSC “TGES” as part of the group of companies of Rosseti Centre, PJSC.
- 2.** On consideration of the report on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo following the results of 9 months of 2021.
- 3.** On approval of the Procurement Plan of goods, works, services for needs of Rosseti Centre, PJSC for 2022 (including the consolidated Purchase Plan for innovative and (or) high-tech products for 2022-2026).
- 4.** On approval of the Program for disposal of non-core assets of Rosseti Centre, PJSC in a new edition.

**Item 1. On consideration of reports on the actual achievement of effects from the implementation of the transaction for the acquisition of JSC “VGES” and the transaction for the acquisition of JSC “TGES” and information on the further strategy for structuring the assets of JSC “VGES” and JSC “TGES” as part of the group of companies of Rosseti Centre, PJSC.**

**Decision:**

1. To take into consideration the report on the actual achievement of effects from the implementation of the transaction for the acquisition of JSC “VGES” (Minutes of the meeting of the Board of Directors of the Company dated 17.10.2019 # 34/19) and the report on the actual achievement of effects from the implementation of the transaction for the acquisition of JSC “TGES” (Minutes of the meeting of the Board of Directors of the Company dated 29.11.2019 # 41/19) in accordance with Appendices ## 1-2 to this decision of the Board of Directors of the Company.
2. To take into consideration the information on the further strategy for structuring the assets of JSC “VGES” and JSC “TGES” as part of the group of companies of Rosseti Centre, PJSC in accordance with Appendix # 3 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       | - «AGAINST»   |
| 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 | - «AGAINST»   |

**Total:**

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

**Decision is taken.**

Dissenting opinions were received on this item from members of the Board of Directors of the Company, V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 8-9).

**Item 2. On consideration of the report on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo following the results of 9 months of 2021.**

**Decision:**

1. To take into consideration the report on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo following the results of 9 months of 2021 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
2. To note the risk of non-fulfillment of the target values of the performance indicators of the Tverenergo branch at the end of 2021, taking into account the actual indicators for 9 months of 2021, specified in Appendix # 5 to this decision of the Board of Directors of the Company.
3. To instruct General Director of Rosseti Centre, PJSC to ensure the achievement of the target values of indicators at the end of 2021, provided for in the Anti-Crisis Program to improve the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo.
4. To instruct the management of the Company to ensure the prevention of an increase in the number of agreements on implementation of grid connection with violated deadlines for fulfillment of obligations at the end of 2021.
5. To instruct the management to update the Anti-Crisis Program to improve the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo for 2019-2023, approved by the decision of the Board of Directors of the Company dated 27.06.2019 (Minutes # 23/19).

**Voting results:**

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

**Decision is taken.**

**Item 3. On approval of the Procurement Plan of goods, works, services for needs of Rosseti Centre, PJSC for 2022 (including the consolidated Purchase Plan for innovative and (or) high-tech products for 2022-2026).**

**Decision:**

To approve the Procurement Plan of goods, works, services for needs of Rosseti Centre, PJSC for 2022 (including the consolidated Purchase Plan for innovative and (or) high-tech products for 2022-2026) in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

**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 the Program for disposal of non-core assets of Rosseti Centre, PJSC in a new edition.**

**Decision:**

- To approve the Program for disposal of non-core assets of Rosseti Centre, PJSC in a new edition, in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.
- General Director of Rosseti Centre, PJSC shall ensure that a report on the progress of the Register of non-core assets is submitted to the Board of Directors of Rosseti Centre, PJSC for consideration: quarterly, no later than 30 calendar days of the month following the reporting quarter.
- To declare invalid:
  - para. 3 of the decision of the Board of Directors of the Company, adopted on 15.10.2014 (Minutes dated 16.10.2014 #23/14), as amended on 28.12.2016 (Minutes dated 30.12.2016 #36/16);
  - para. 3 of the decision of the Board of Directors of the Company adopted on 28.12.2016 (Minutes dated 30.12.2016 #36/16) on item # 2 «On the procedure for identifying and selling non-core assets of IDGC of Centre, PJSC»;

- para. 1 and para. 5 of the decision of the Board of Directors of the Company adopted on 21.02.2018 (Minutes dated 22.02.2018 #06/18) on item # 1 «On approval of an internal document of the Company – the Program for disposal of non-core assets of IDGC of Centre, PJSC in a new edition».

**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 report on the actual achievement of effects from the implementation of the transaction for the acquisition of JSC “VGES” (Minutes of the meeting of the Board of Directors of the Company dated 17.10.2019 # 34/19) (Appendix # 1).
2. The report on the actual achievement of effects from the implementation of the transaction for the acquisition of JSC “TGES” (Minutes of the meeting of the Board of Directors of the Company dated 29.11.2019 # 41/19) (Appendix # 2).
3. The information on the further strategy for structuring the assets of JSC “VGES” and JSC “TGES” as part of the group of companies of Rosseti Centre, PJSC (Appendix # 3).
4. The report on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of Rosseti Centre, PJSC - Tverenergo following the results of 9 months of 2021 (Appendix # 4).
5. The risk of non-fulfillment of the target values of the performance indicators of the Tverenergo branch at the end of 2021, taking into account the actual indicators for 9 months of 2021 (Appendix # 5).
6. The Procurement Plan of goods, works, services for needs of Rosseti Centre, PJSC for 2022 (including the consolidated Purchase Plan for innovative and (or) high-tech products for 2022-2026) (Appendix # 6).
7. The Program for disposal of non-core assets of Rosseti Centre, PJSC in a new edition (Appendix # 7).
8. The dissenting opinions on item # 1 of the agenda from the members of the Board of Directors of the Company, V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 8-9).

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

**A.V. Mayorov**

**Corporate Secretary  
of Rosseti Centre, PJSC**

**S.V. Lapinskaya**