



MINUTES OF THE BOARD OF DIRECTORS MEETING

February 18, 2021

No. 469

The city of Moscow

Date of holding: February 15, 2021

Meeting format: absentee voting

Time and place of summing up the voting results: February 15, 2021, 11:00 p.m., 115114, Moscow, 2nd Paveletskiy proezd, 3. bldg. 2.

The Board of Directors of PAO "Rosseti Moscow Region" total membership is 13 (thirteen) members.

Twelve (12) members of the Board of Directors of the Company participated in the voting: P.A. Livinsky, A.A. Gavrilenko, P.V. Grebtsov, A.Yu. Kormilitsin, D.V. Krainsky, E.I. Logovinsky, A.V. Mayorov, A. V. Molsky, S. A. Nikitin, A.V. Nuzhdov, L.A. Romanovskaya, P. A. Sinyutin.

One (1) member of the Board of Directors of the Company did not participate in the voting: A. A. Solovyev.

There is a quorum for holding a meeting of the Board of directors.

AGENDA

1. On the consent to conclude a surety agreement between PAO "Rosseti Moscow Region" and PAO "CREDIT BANK OF MOSCOW", which is an interested party transaction.

2. Consideration of the report of the General Director of PAO "Rosseti Moscow Region" on the implementation of the decisions of the Board of Directors of PAO "Rosseti Moscow Region" in the 3rd quarter of 2020.

3. On the approval of an agreement on compensation in property form between PAO "Rosseti Moscow Region" and AO "Business-Real Estate".

4. On approval of an agreement on compensation in property form between PAO "Rosseti Moscow Region" and OOO "Specialized Developer "LS-Realty".

Issue 1: On the consent to conclude a surety agreement between PAO "Rosseti Moscow Region" and PAO "CREDIT BANK OF MOSCOW", which is an interested party transaction.

Decision: 1. Determine that the price of the surety agreement between PAO "Rosseti Moscow Region" and PAO "CREDIT BANK OF MOSCOW", which is an interested party transaction, cannot exceed 400,000,000 (Four hundred million) rubles.

2. Provide consent to a transaction - a surety agreement between PAO "Rosseti Moscow Region" and PAO "CREDIT BANK OF MOSCOW" (hereinafter referred to as the Agreement), which is an interested party transaction, on the following essential conditions:

Parties of the Contract:

PAO "Rosseti Moscow Region" (Guarantor);
 PAO "CREDIT BANK OF MOSCOW" (Bank).

Beneficiary:

AO "MOESK - Engineering" (Debtor)

Subject and price of the Agreement:

The Guarantor undertakes to be jointly and severally liable with the Debtor to the Bank for the performance of the Debtor's obligations under the Loan Agreement dated September 15, 2020 No. 0795/20, concluded between the Bank and the Debtor (hereinafter referred to as the Principal Obligation Agreement), in terms of repayment of loan debt (hereinafter referred to as the Credit) in the amount not exceeding 400,000,000 (four hundred million) rubles. 00 kopecks.

In accordance with the Agreement, the surety ensures the following requirements of the Bank:

- timely and complete fulfillment by the Debtor of all obligations under the Agreement of the main obligation in terms of the return of the amount of the Credit provided to the Debtor in the amount of the Debtor's debt at the time of satisfaction of the Bank's claims, but not more than 400,000,000 (Four hundred million) rubles. 00 kopecks;
- fulfillment by the Debtor of all unfulfilled obligations upon termination of the Agreement of the main obligation in terms of the return of the amount of the Credit provided by the Debtor.

The Guarantor agrees to be liable for the obligations for the new debtor in case of transfer to another person of the debt under the Principal Obligation Agreement, subject to the transfer of the debt under the Principal Obligation Agreement to any of the companies that are part of the Debtor's group of companies.

Under the Agreement, the Debtor's group of companies is represented by the following legal entities:

- Debtor;
- affiliated legal entities of the Debtor;
- affiliated legal entities of any of the persons included in the Debtor's group of companies.

Duration of the Contract:

The Agreement comes into force from the date of its signing by the Parties and is valid for 1 (one) year.

Persons with an interest in the transaction and grounds of interest:

Interested party	Grounds for the party's interest in the transaction
PAO "Rosseti"	Controlling PAO "Rosseti Moscow Region", since AO "MOESK - Engineering", which is the beneficiary of the transaction, is a controlled entity of PAO "Rosseti".
Ivanov Oleg Vladimirovich	Member of the Management Board of PAO "Rosseti Moscow Region", who is also a member of the Board of Directors of AO "MOESK - Engineering", which is the beneficiary in the transaction.

In accordance with Art. 83 of the Federal Law "On Joint-Stock Companies", a Resolution on an issue is adopted by a majority vote of the Directors who are not interested in the transaction, and have not been during the one year preceding the decision:

1) a person performing the functions of the Sole Executive Body of the Company, including its Manager, a member of the Collective Executive Body of the Company, a person holding positions in

the Management Bodies of the Company's managing organization.

2) a person, spouse, parents, children, brothers and sisters of the half blood, adoptive parents and whose adopted persons are persons holding positions in the Management Bodies of the managing organization of the company, managing organization of the company, or a person who is the Manager of the Company.

3) a person controlling the company or managing organization (manager), to whom the functions of the sole executive body of the company were transferred, or having the right to give the company mandatory instructions.

Does not take part in voting on the issue P.A. Sinyutin.

Voting results:

"For"	- 11 persons	P.A. Livinsky, A.A. Gavrilenko, P.V. Grebtsov, A.Yu. Kormilitsin, D.V. Krainy, E.I. Logovinsky, A.V. Mayorov, A. V. Molsky, S. A. Nikitin, A.V. Nuzhdov, L.A. Romanovskaya
"Against"	none	
"Abstained"	none	

The decision is made.

Issue 2: Consideration of the report of the General Director of PAO "Rosseti Moscow Region" on the implementation of the decisions of the Board of Directors of PAO "Rosseti Moscow Region" in the 3rd quarter of 2020.

Decision: 1. Take note of the report of the General Director of PJSC ROSSETI Moscow Region on the implementation of the decisions of the Board of Directors of PJSC ROSSETI Moscow Region in the 3rd quarter of 2020 in accordance with Appendix 1 to this decision of the Board of Directors of the Company.
2. To recognize as invalid the instruction to the Sole Executive Body of PAO "Moscow United Electric Grid Company" to ensure the achievement in 2020 of the level of electricity losses equal to 7.34% on the issue "On approval of the business plan of PAO "Moscow United Electric Grid Company" for 2018 and forecast indicators for 2019-2022" according to the protocol of December 22, 2017 No. 335.
3. Instruct the Sole Executive Body of PAO "Rosseti Moscow Region" to ensure that in 2020 the level of electricity losses is equal to 7.68% in accordance with the approved Business Plan of the Company for the period 2020-2024."

In accordance with pp. 18.7 Art. 18 of the Articles of Association of PAO "Rosseti Moscow Region", the decision on the issue is adopted by a majority vote of the members of the Board of directors of the Company participating in the meeting.

Voting results:

"For"	- 12 persons	P.A. Livinsky, A.A. Gavrilenko, P.V. Grebtsov, A.Yu. Kormilitsin, D.V. Krainy, E.I. Logovinsky, A.V. Mayorov, A. V. Molsky, S. A. Nikitin, A.V. Nuzhdov, L.A. Romanovskaya, P. A. Sinyutin.
"Against"	none	
"Abstained"	none	

The decision was adopted unanimously.

- Issue 3: On the approval of the agreement on compensation in property form between PAO "Rosseti Moscow Region" and AO "Business Real Estate".
- Decision: Approve the conclusion of an agreement on compensation in property form between PAO "Rosseti Moscow Region" and AO "Business Real Estate" on the terms in accordance with Appendix 2 to this decision of the Board of Directors of the Company.

In accordance with pp. 18.7 Art. 18 of the Articles of Association of PAO "Rosseti Moscow Region", the decision on the issue is adopted by a majority vote of the members of the Board of directors of the Company participating in the meeting.

Voting results:

"For"	- 12 persons	P.A. Livinsky, A.A. Gavrilenko, P.V. Grebtsov, A.Yu. Kormilitsin, D.V. Krainsky, E.I. Logovinsky, A.V. Mayorov, A. V. Molsky, S. A. Nikitin, A.V. Nuzhdov, L.A. Romanovskaya, P. A. Sinyutin.
"Against"	none	
"Abstained"	none	

The decision was adopted unanimously.

- Issue 4: On approval of an agreement on compensation in property form between PAO "Rosseti Moscow Region" and "Specialised Developer LS-Realty".
- Decision: Approve the conclusion of an agreement on compensation in property form between PAO "Rosseti Moscow Region" and OOO "Specialised Developer LS-Realty" on the terms in accordance with Appendix 3 to this decision of the Board of Directors of the Company.

In accordance with pp. 18.7 Art. 18 of the Articles of Association of PAO "Rosseti Moscow Region", the decision on the issue is adopted by a majority vote of the members of the Board of directors of the Company participating in the meeting.

Voting results:

"For"	- 12 persons	P.A. Livinsky, A.A. Gavrilenko, P.V. Grebtsov, A.Yu. Kormilitsin, D.V. Krainsky, E.I. Logovinsky, A.V. Mayorov, A. V. Molsky, S. A. Nikitin, A.V. Nuzhdov, L.A. Romanovskaya, P. A. Sinyutin.
"Against"	none	
"Abstained"	none	

The decision was adopted unanimously.

Chairman of the Board of Directors

P.A. Livinsky

