



## MINUTES OF THE BOARD OF DIRECTORS MEETING

April 16, 2021

No. 475

The city of Moscow

Date of holding: April 15, 2021

Meeting format: absentee voting

Time and place of summarizing the voting results: April 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.

11 (eleven) 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. Molsky, S. A. Nikitin, A.V. Nuzhdov, L.A. Romanovskaya, P. A. Sinyutin.

2 (two) member of the Reliability Committee of the Board of Directors of the Company did not participate in A.V. Mayorov, A.A. Solovyev.

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

### AGENDA

1. On the convocation of the annual General Meeting of Shareholders of PAO "Rosseti Moscow Region" and on the determination of the form of its holding.
2. On the determination of the deadline for the receipt of completed voting ballots.
3. On approval of the date for determining (fixing) persons entitled to participate in the annual General Meeting of Shareholders of PAO "Rosseti Moscow Region".
4. Determination of the type (types) of preferred shares, the owners of which have the right to vote on the agenda of the annual General Meeting of Shareholders of PAO "Rosseti Moscow Region".
5. Approval of the agenda of the annual General Meeting of Shareholders of PAO "Rosseti Moscow Region".
6. On determination of the list of information (materials) provided to shareholders in preparation

for the Annual General Meeting of Shareholders, and the procedure for its provision.

7. Determination of the procedure for notifying shareholders of PAO "Rosseti Moscow Region" about the holding of the General Meeting of Shareholders, including the approval of the form and text of the message.
8. On the approval of candidates for insurers of PAO "Rosseti Moscow Region".

Issue 1: On the convocation of the annual General Meeting of Shareholders of PAO "Rosseti Moscow Region" and on the determination of the form of its holding.  
 Decision: Convene the annual General Meeting of Shareholders of PAO "Rosseti Moscow Region" in the form of absentee voting.

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"	- 11 persons	P.A. Livinsky, A.A. Gavrilenko, P.V. Grebtsov, A.Yu. Kormilitsin, D.V. Krainy, E.I. Logovinsky, 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 2: On the determination of the deadline for the receipt of completed voting ballots.  
 Decision: To determine the date of the annual General Meeting of Shareholders (the deadline for accepting completed voting ballots) of PAO "Rosseti Moscow Region" - May 21, 2021.

In accordance with clause 18.10 of Article 18 of the Charter of PAO "Rosseti Moscow Region", the Resolution is adopted by two-thirds of votes of the members of the Board of Directors of the Company participating in the meeting.

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. 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 approval of the date for determining (fixing) persons entitled to participate in the annual General Meeting of Shareholders of PAO "Rosseti Moscow Region".
- Decision: To approve the date for determining (fixing) the persons entitled to participate in the annual General Meeting of Shareholders of PAO "Rosseti Moscow Region" - April 26, 2021.

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"	- 11 persons	P.A. Livinsky, A.A. Gavrilenko, P.V. Grebtsov, A.Yu. Kormilitsin, D.V. Krainsky, E.I. Logovinsky, 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: Determination of the type (types) of preferred shares, the owners of which have the right to vote on the agenda of the annual General Meeting of Shareholders of PAO "Rosseti Moscow Region".
- Decision: Due to the fact that preferred shares of PAO "Rosseti Moscow region" were not issued by the Company, decisions on determining the type(s) of preferred shares, the owners of which have the right to vote on issues on the agenda of the Annual General Meeting of Shareholders of PAO "Moscow United Electric Grid Company", should not be taken.

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"	- 11 persons	P.A. Livinsky, A.A. Gavrilenko, P.V. Grebtsov, A.Yu. Kormilitsin, D.V. Krainsky, E.I. Logovinsky, 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 5: Approval of the agenda of the annual General Meeting of Shareholders of PAO "Rosseti Moscow Region".
- Decision: Approve the following agenda for the annual General Meeting of Shareholders of PAO "Rosetti Moscow Region":
1. On approval of the annual report, annual accounting (financial) statements of PAO

"Rosseti Moscow Region" for 2020.

2. On the distribution of profits (including the payment (declaration) of dividends) and losses of PAO Rosseti Moscow Region based on the results of 2020.

3. On the election of members of the Board of Directors of PAO "Rosseti Moscow Region".

4. On the election of members of the Audit Commission of PAO "Rosseti Moscow Region".

5. On approval of the auditor of PAO "Rosseti Moscow Region".

6. On approval of the new version of the Charter of the Public Joint Stock Company "Rosseti Moscow Region".

7. On approval of the new version of the Regulations on the General Meeting of Shareholders of the Public Joint Stock Company Rosseti Moscow Region.

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"	- 11 persons	P.A. Livinsky, A.A. Gavrilenko, P.V. Grebtsov, A.Yu. Kormilitsin, D.V. Krainsky, E.I. Logovinsky, 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 6: On determination of the list of information (materials) provided to shareholders in preparation for the Annual General Meeting of Shareholders, and the procedure for its provision.

Decision: 1. To determine that information (materials) provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company is as follows:

- the annual report of PAO "Rosseti Moscow Region";
- annual accounting (financial) statements of PJSC Rosseti Moscow Region, an auditor's report thereon;
- a report on the related party transactions concluded by PAO "Rosseti Moscow Region" in 2020 in which there is an interest;
- conclusion of the Audit Commission of PAO "Rosseti Moscow Region" based on the results of the audit of the annual report, annual accounting (financial) statements, including the conclusion of the Audit Commission confirming the accuracy of the data contained in the report on transactions concluded by PAO "Rosseti Moscow Region" in 2020, in which there is an interest;
- conclusion of the Audit Committee of the Board of Directors of PAO "Rosseti Moscow Region" on the level of efficiency and quality of the external audit process (opinion of the Audit Committee of the Board of Directors of PAO

- "Rosseti Moscow Region" based on the results of the assessment of the external audit process and the Auditor's report on the accounting (financial) statements of PAO "Rosseti Moscow Region" for 2020, issued by OOO "Ernst & Young");
- conclusion of the internal audit department on the results of assessing the reliability and efficiency of the internal control system and risk management system, the efficiency of corporate governance of PAO "Rosseti Moscow Region";
  - an extract from the minutes of the meeting of the Board of Directors on the issue of preliminary approval of the annual report of PAO "Rosseti Moscow Region" for 2020 and recommendations to the annual General Meeting of Shareholders on its approval;
  - extracts from the minutes of meetings of the Board of Directors with recommendations (proposals) on issues submitted for consideration by the annual General Meeting of Shareholders of PAO "Rosseti Moscow Region";
  - justification for the proposed distribution of net profit;
  - information on candidates to the Board of Directors of PAO "Rosseti Moscow Region", the Audit Commission of PAO "Rosseti Moscow Region" (if submitted), or information on the failure of candidates to provide the specified information, including information on who nominated each of the candidates, and also information on the presence or absence of the written consent of the indicated candidates for nomination and election;
  - conclusion of the HR and Remuneration Committee of the Board of Directors of PAO "Rosseti Moscow Region" on the assessment of candidates for members of the Board of Directors of PAO "Rosseti Moscow Region" (if this issue was considered by the said committee);
  - information on candidates for auditors of PAO "Rosseti Moscow Region", sufficient to form an idea of their professional qualities and independence, including the name of the self-regulatory organization of auditors, of which the candidate for auditors of PAO "Rosseti Moscow Region" is a member, a description of the procedures used in the selection of external auditors, which ensure their independence and objectivity, as well as information on the proposed remuneration of external auditors for services of an audit and non-audit nature (including information on compensation payments and other costs associated with hiring an auditor) and other material terms of contracts concluded with auditors of PAO "Rosseti Moskovsky region";
  - recommendations of the Audit Committee of the Board of Directors of the Company in relation to the candidacy of the auditor of the Company;
  - Charter of PAO "Rosseti Moscow Region" in the current version, draft Charter of PJSC ROSSETI Moscow Region in the new edition, as well as a comparative table of the changes made with their justification;
  - Regulations on the General Meeting of Shareholders of PAO "Rosseti Moscow Region" in the current version, draft Regulations on the General Meeting of Shareholders of PAO "Rosseti Moscow Region", as well as a comparative table of the amendments made with their justification;
  - information on shareholder agreements concluded during the year prior to the date of the annual General Meeting of Shareholders;
  - information on who proposed each item on the agenda of the annual General Meeting of Shareholders;
  - draft decisions and explanatory notes on the agenda of the annual General

Meeting of Shareholders;

- an approximate form of a power of attorney which a shareholder can issue to his representative and the procedure for its certification.

2. To establish that persons entitled to participate in the annual General Meeting of Shareholders of the PAO "Rosseti Moscow Region" from May 1, 2021 to May 21, 2021 from 10:00 a.m. to 3:00 p.m. local time, at the following addresses:

- 115114, Moscow, 2nd Paveletskiy proezd, 3, building 2, PAO "Rosseti Moscow Region";
- 117312, Moscow, st. Vavilova, 7B, PAO "Rosseti Moscow Region";
- 109052, Moscow, st. Novokhokhlovskaya, 23, building 1, AO "STATUS", as well as from May 1, 2021 on the website of PAO "Rosseti Moscow Region" in the information and telecommunication network Internet at [www.rossetimr.ru](http://www.rossetimr.ru), [www.moesk.ru](http://www.moesk.ru).

If the person registered in the register of shareholders of PAO "Rosseti Moscow Region" is a nominee shareholder, this information (materials) shall be sent by May 1, 2021 in electronic form (in the form of electronic documents signed by an electronic signature) to the nominee shareholder.

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"	- 11 persons	P.A. Livinsky, A.A. Gavrilenko, P.V. Grebtsov, A.Yu. Kormilitsin, D.V. Krainsky, E.I. Logovinsky, 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 7: Determination of the procedure for notifying shareholders of PAO "Rosseti Moscow Region" about the holding of the General Meeting of Shareholders, including the approval of the form and text of the message.

- Decision:
1. To approve the form and text of the notification on the holding of the annual General Meeting of Shareholders of PAO "Rosseti Moscow Region" in accordance with Appendix 1 to this decision of the Board of Directors of the Company.
  2. Inform persons entitled to participate in the annual General Meeting of Shareholders of PAO "Rosseti Moscow Region" about the holding of the Annual General Meeting of Shareholders of PJSC ROSSETI Moscow Region by posting a message on the website of PJSC ROSSETI Moscow Region in the information and telecommunication the Internet at the addresses [www.rossetimr.ru](http://www.rossetimr.ru), [www.moesk.ru](http://www.moesk.ru) no later than April 20, 2021.

If the person registered in the register of shareholders of the PAO "Rosseti Moscow Region" is a nominal holder of shares, a notice on holding of the Annual General Meeting of Shareholders of the PAO "Rosseti Moscow Region" shall be sent in electronic form (in the form of electronic documents signed by electronic signature) to the nominal holder of shares no later than April 20, 2021.

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"	- 11 persons	P.A. Livinsky, A.A. Gavrilenko, P.V. Grebtsov, A.Yu. Kormilitsin, D.V. Krainsky, E.I. Logovinsky, 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 8: On the approval of candidates for insurers of PAO "Rosseti Moscow Region".

Decision: To approve the following insurance companies as Insurers of the Company:

Type of insurance	Insurance company	Period of insurance (issue of policies)
Property insurance of legal entities	"SOGAZ" AO	from 01.04.2021 until 31.03.2024
Comprehensive third party liability insurance for vehicle owners	"SOGAZ" AO (Leader of the Collective Participant) SAO "RESO - Guarantee" (Member of the Collective participant)	from 01.04.2021 until 30.04.2021

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"	- 11 persons	P.A. Livinsky, A.A. Gavrilenko, P.V. Grebtsov, A.Yu. Kormilitsin, D.V. Krainsky, E.I. Logovinsky, 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

Corporate Secretary

A.N. Svirin