



Interregional Distribution Grid Company of Centre,
Public Joint-Stock Company
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EXTRACT FROM MINUTES
of meeting of the Board of Directors of IDGC of Centre, PJSC
(in the form of absent voting)

«26» July 2019

Moscow

No. 25/19

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: **26.07.2019.**

Item 8. On the recognition of A.V. Golovtsov, a member of the Board of Directors of IDGC of Centre, an independent director.

Decision:

In accordance with the conducted assessment of compliance of Alexander Viktorovich Golovtsov with the independence criteria of members of a board of directors and the Recommendations of the Personnel and Remuneration Committee of IDGC of Centre, taken on 22.03.2019 (Minutes # 03/19):

1. To take into consideration the preliminary results of the assessment of the compliance of Alexander Viktorovich Golovtsov with the independence criteria set out in the Listing Rules of PJSC Moscow Exchange (Appendix 4) (hereinafter referred to as the Rules), in accordance with **Appendix # 4** to this decision of the Board of Directors of the Company.

2. To note that the decision to recognize the member of the Board of Directors A.V. Golovtsov as an independent director is motivated and is exceptional.

3. To note that the criteria of relation of A.V. Golovtsov with a significant counterparty of the Company, a competitor of the Company and with the state (the Russian Federation, a subject of the Russian Federation) or a municipal entity have not been revealed.

4. Guided by Articles 109-110 of the Bank of Russia's Corporate Governance Code and Paragraph 2 of Section 2.19 of Appendix 2, Appendix 4 to the Rules, to recognize Alexander Viktorovich Golovtsov as an independent director despite his formal criteria of relation:

4.1. with the Company:

- A.V. Golovtsov holds the position of a member of the Board of Directors in the organizations (IDGC of Volga, IDGC of North-West), controlled by the entity that controls the Company (PJSC Rosseti);

4.2. with the significant shareholder of the Company:

- A.V. Golovtsov holds the position of a member of the board of directors in more than two legal entities controlled by the substantial shareholder of the Company (PJSC Rosseti), and also under the indirect control of the Russian Federation - the entity controlling the significant shareholder of the Company (IDGC of Centre, IDGC of Volga, IDGC of North-West).

5. To recognize that such relation with the Company and with the substantial shareholder of the Company will not affect the ability of A.V. Golovtsov to represent independent, objective and honest judgments, decisions made by him, his work in the Board of Directors and Committees under the Board of Directors of the Company, proceeding from the following:

- A.V. Golovtsov was nominated as a candidate to the Board of Directors of IDGC of Centre by a non-controlling shareholder (Company «Genhold Limited», the share of voting stocks of the Company is 15%). At the same time, this shareholder is not the significant shareholder, an affiliated person, and an entity controlled by PJSC Rosseti. A.V. Golovtsov is an active representative of minority shareholders;

- A.V. Golovtsov has no obligation to vote in accordance with directives or other position formed by the Russian Federation - the entity controlling the substantial shareholder of the Company (PJSC Rosseti), since the Russian Federation exercises only indirect control over IDGC of Centre;

- A.V. Golovtsov for a long time participates in the work of the Board of Directors of an energy company as an independent director (IDGC of Volga (since 2016). Deep knowledge of the specifics of the work of the industry will allow him to make bona fide judgments on the nature of issues considered by the Board of Directors of the Company;
- A.V. Golovtsov, being since 2006 a member of the Board of the nonprofit organization Association of Institutional Investors, possesses the necessary professional competencies in the field of protecting the rights and legitimate interests of shareholders and investors, a generally recognized reputation that confirms his ability to independently form an independent position;
- A.V. Golovtsov signed the Declaration of a member of the Board of Directors, recognized independent, in the form recommended by PJSC Moscow Exchange.

6. To recommend A.V. Golovtsov:

6.1. to refrain from committing acts, as a result of which he may cease to be independent;

6.2. immediately to notify the Board of Directors of the Company in the event of circumstances, as a result of which he ceases to be independent.

Voting results:

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

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

In accordance with the methodological recommendations of PJSC Moscow Exchange, A.V. Golovtsov abstained from voting on the question to recognize his candidacy as an independent director.

Appendix: The preliminary results of the assessment of the compliance of Alexander Viktorovich Golovtsov with the independence criteria of members of a board of directors (Appendix # 4)

Minutes signed by:

Chairperson of the Board of Directors

A.I. Kazakov

Corporate Secretary

S.V. Lapinskaya

Extract is correct:

Corporate Secretary
of IDGC of Centre, PJSC
29.07.2019.

S.V. Lapinskaya