



Interregional Distribution Grid Company of Centre,  
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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 7. On the recognition of A.V. Varvarin, 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 Varvarin 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 Varvarin 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 # 3** 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. Varvarin as an independent director is motivated and is exceptional.

3. To establish that the criteria of relation of A.V. Varvarin with the significant shareholder of the Company, 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 Varvarin as an independent director despite his formal criteria of relation with the Company:

- A.V. Varvarin holds the position of a member of the Board of Directors in the organization (Kubanenergo), controlled by the entity that controls the Company (PJSC Rosseti).

5. To recognize that such relation with the Company is a formal non-compliance with the criteria for independence and will not affect the ability of A.V. Varvarin 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. Varvarin for a long time participates in the work of boards of directors of the energy companies (Kubanenergo (since 2013), IDGC of Volga (from 2011 to 2017), IDGC of Centre (since 2018)). Deep knowledge of the specifics of the work of the companies in 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. Varvarin took an active part in the work of the Committees of the Company's Board of Directors: in 2018, he was elected Chairperson of the Audit Committee and a member of the Grid Connection Committee. During the preparation for the meetings, he requested additional information and clarifications.

- A.V. Varvarin, being Honoured Lawyer of the Russian Federation, possesses the necessary professional competence and experience in preparing proposals for improving the corporate and procedural legislation of the Russian Federation, developing methodological recommendations for resolution of corporate conflicts, has a generally recognized reputation testifying to his ability at his own discretion to form an independent position;

- A.V. Varvarin 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. Varvarin:

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 Golovtsov - «FOR»
2. Vitaly Yuryevich Zarkhin - «ABSTAINED»
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»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

*In accordance with the methodological recommendations of PJSC Moscow Exchange, A.V. Varvarin 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 Varvarin 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