



Interregional Distribution Grid Company of Centre,  
Public Joint-Stock Company  
2nd Yamskaya, 4, Moscow, Russia, 127018  
Tel.: +7 (495) 747-92-92, Fax: +7 (495) 747-92-95,  
Power Engineers' Direct Line: 8-800-50-50-115,  
Trust Line: +7 (495) 747-92-99,  
e-mail: posta@mrsk-1.ru, www.mrsk-1.ru

**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 5. On the recognition of V.Y. Zarkhin, a member of the Board of Directors of IDGC of Centre, an independent director.**

**Decision:**

In accordance with the conducted assessment of compliance of Vitaly Yuryevich Zarkhin 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 Vitaly Yuryevich Zarkhin 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 # 1** 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 V.Y. Zarkhin as an independent director is motivated and is exceptional.

3. To establish that the criteria of relation of V.Y. Zarkhin 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 Vitaly Yuryevich Zarkhin as an independent director despite his formal criteria of relation:

4.1. with the Company:

- V.Y. Zarkhin holds the position of a member of the Board of Directors in the organizations (IDGC of Centre and Volga Region, IDGC of South), controlled by the entity that controls the Company (PJSC Rosseti);

4.2. with the significant shareholder of the Company:

- V.Y. Zarkhin 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 Centre and Volga Region, IDGC of South).

5. To recognize that such relation with the Company and with the substantial shareholder of the Company will not affect the ability of V.Y. Zarkhin 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:

- V.Y. Zarkhin 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. V.Y. Zarkhin is an active representative of minority shareholders;

- V.Y. Zarkhin has no obligation to vote in accordance with directives or other position formed by the Russian Federation - the entity controlling the significant shareholder of the Company (PJSC Rosseti), since the Russian

Federation exercises only indirect control over IDGC of Centre;

- in 2018-2019 V.Y. Zarkhin was elected as an independent director to the Board of Directors, Audit Committee and Personnel and Remuneration Committee PJSC Kuzbasskaya Toplivnaya Company (PJSC KTK).

- V.Y. Zarkhin signed the Declaration of a member of the Board of Directors, recognized independent, in the form recommended by PJSC Moscow Exchange.

6. To recommend V.Y. Zarkhin:

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

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Appendix:** The preliminary results of the assessment of the compliance of Vitaly Yuryevich Zarkhin with the independence criteria of members of a board of directors (Appendix # 1)

**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