

INSTRUCTION

**ORDER OF INTERACTION
OF IDGC OF CENTRE, PJSC
WITH BUSINESS COMPANIES, STOCKS (SHARES) OF WHICH IDGC OF
CENTRE, PJSC OWNS**

RK BP 1/13-04/2019

Data on the document

Implemented	By Minutes of the Board of Directors of IDGC of Centre, PJSC
Target management subsystem	Growth and transformation
Business process of the top level	BP 1. Corporate Governance
Recurring inspection	Performed by Head of the BP 1. Corporate Governance at least once a year
Responsible for the procedure	Head of Corporate Governance
Version	# 5 - # 4 – approved by the decision of the Board of Directors of the Company (Minutes dated 05.07.2018 # 22/18) # 3 – approved by the decision of the Board of Directors of the Company (Minutes dated 30.06.2017 # 16/17) # 2 – approved by the decision of the Board of Directors of the Company (Minutes dated 02.09.2013 # 21/13) # 1 – approved by the decision of the Board of Directors of the Company (Minutes dated 25.03.2009 # 05/09)
Modification	Organizational changes in the Company
Developed by	Corporate Governance Office of Corporate Governance Department
Justification of a new document revision	Adjustment to internal regulatory documents
Placement and storage	Electronic form – Docflow System warehouse «Synergy Center»; Library of internal documents; web-site of the Company
Acquaintance method	Task in Automated System of Management Document Flow
Additional data	

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1. Scope of use

1.1. This instruction “Order of interaction of IDGC of Centre, PJSC with business companies, stocks (shares) of which IDGC of Centre, PJSC owns” (hereinafter – the Order), is developed according to requirements of the current legislation of the Russian Federation, point 15.1 of Article 15 of the Articles of Association of IDGC of Centre, PJSC.

1.2. This Order:

- regulates questions of realisation by IDGC of Centre, PJSC (hereinafter – the Company) of the rights of the shareholder, the participant (hereinafter - the shareholder) concerning the affiliated and dependent companies (hereinafter – S&A), certificated by stocks, shares (hereinafter – stocks), for provision of effective activity of representatives of the Company at general meetings of shareholders / participants (hereinafter - shareholders), in boards of directors and audit commissions of S&A (hereinafter – Representatives of the Company);

- establishes general terms of corporate interaction of the Company and S&A in the directions specified in this Order, including corporate planning, organisation and control of corporate actions at consideration by management bodies of S&A of questions on which, according to the Articles of Association of the Company, position determination of the Company (Representatives of the Company) is required.

1.3. Interaction of the Company with S&A according to provisions of this Order (corporate interaction) is performed at accepting by management and control bodies of S&A of relevant decisions (decisions of shareholders general meetings, boards of directors, audit commissions, management boards and chief executive officers within the limits of their competence).

1.4. Interaction questions of the Company and S&A in the directions, which have not been specified in this Order, and also in the directions specified in this Order, but in a part not specified by it, are regulated by organizational-administrative documents of the Company, accepted by executive powers of the Company within the limits of their competence, established by the Articles of Association of the Company and decisions of the Board of Directors of the Company.

1.5. This Order is not a document containing confidential information (is a publicly accessible document). The copy of this Order should be given by the executive office of the Company to any shareholder of the Company, S&A under their requirement, and also is placed on the Company’s website.

2. General provisions. The goals, tasks and interaction directions of the Company with S&A

2.1. Interaction of the Company with S&A is performed for:

- provision of stable financial development, profitableness of functioning of the Company and S&A;

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- provision of observance of the current legislation of the Russian Federation in the course of activity of the Company and S&A;
- provision of protection of the rights and interests of shareholders protected by the law of the Company and S&A;
- improvement of investment appeal of the Company and S&A by warranting their corporate "transparency", balancing and predictability of a corporate policy as a whole;
- harmonisation of relations between shareholders, office holders of the Company and S&A, avoiding origin of conflicts between them;
- creation of conditions for balanced development of relations of organisations of the electric power industry with organisations of other industries of economy;
- development and realisation of the co-ordinated and effective investment policy of the Company and S&A;
- increasing efficiency of interaction of S&A in all directions of their activity;
- harmonisations of relations of the Company and S&A with federal authorities, authorities of subjects of federation and municipal bodies.

2.2. Specified in point 2.1. of this Order the goals are achieved by the Company by means of:

- control on the part of the Company according to this Order over perspective and current activity (in all its aspects) of S&A at shareholders general meetings, in boards of directors and audit commissions of S&A, determination at sessions of the Board of Directors of the Company according to the Articles of Association of the Company and this Order of a position of the Company at accepting of the most important decisions by shareholders general meetings and boards of directors of S&A;
- coordination of personnel policy of S&A;
- optimisation of information flows between the Company and S&A.

2.3. The basic organizational – administrative form of activity of the Company in realisation of the corporate control of the Company over the activity of S&A is accepting according to the Articles of Association of the Company and this Order of decisions of the Board of Directors of the Company concerning position determination of the Company (Representatives of the Company) on following questions of the agenda of shareholders general meetings and sessions of boards of directors of S&A (including instructions to Representatives of the Company to take part or not to take part in voting by agenda items to vote under drafts of decisions "for", "against" or "abstained"):

- 2.3.1. about determination of the agenda of shareholders (participants) general meeting of S&A;
- 2.3.2. about reorganisation, liquidation of S&A;
- 2.3.3. about determination of a quantitative composition of management and control bodies of S&A, nomination, election of their members and early termination

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of their powers, nomination, election of the chief executive officer of S&A and early termination of his or her powers;

2.3.4. about determination of quantity, face-value, a category (type) of declared stocks of S&A and the rights given by these stocks;

2.3.5. about increase in authorised capital of S&A by increase in a face-value of stocks or by placing of additional stocks;

2.3.6. about placing of equity securities of S&A converted in common stocks;

2.3.7. about splitting up, consolidation of stocks of S&A;

2.3.8. about consent to making or subsequent approval of major transactions made by S&A;

2.3.9. about participation of S&A in other organisations (about entering into an existing organization or creation of a new organisation), and also about acquisition, alienation and encumbrance of stocks and shares in authorised capital of the organisations in which S&A participates, change of a share of participation in authorised capital of the corresponding organisation;

2.3.10. about fulfilment by S&A of transactions (including some interconnected transactions), connected with acquisition, alienation or possibility of alienation of the property constituting fixed assets, carried over according to the legislation to real estate property, and also incomplete construction projects which purpose of use is generation, transmission, supervisory control, distribution of electric and thermal energy irrespective of their balance sheet or market value;

2.3.11. about fulfilment by S&A of transactions (including some interconnected transactions), connected with acquisition, alienation or possibility of alienation of the property constituting fixed assets, except for carried over according to the legislation to real estate property which purpose of use is generation, transmission, supervisory control, distribution of electric and thermal energy, the balance sheet or market value of which exceeds 30 million roubles;

2.3.12. about determination of a position of representatives of S&A concerning agendas of shareholders (participants) general meetings and sessions of boards of directors of companies, affiliated and dependent in relation to S&A, concerning fulfilment (approval) of transactions (including some interconnected transactions), connected with acquisition, alienation or possibility of alienation of the property constituting fixed assets, carried over according to the legislation to real estate property, and also intangible assets, incomplete construction projects which purpose of use is generation, transmission, supervisory control, distribution of electric and thermal energy, the balance sheet or market value of which exceeds 30 million roubles;

2.3.13. about determination of a position of representatives of S&A concerning agendas of shareholders (participants) general meetings and sessions of boards of directors of companies, affiliated and dependent in relation to S&A, performing generation, transmission, supervisory control, distribution and retail of electric and thermal energy, about reorganisation, liquidation, increasing in authorised capital of such companies by increasing in a face-value of stocks or by

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placing of additional stocks, about placing of equity securities converted in common stocks;

2.3.14. about modification and additions in constituent documents of S&A;

2.3.15. about determination of an order of payment of compensations to members of the board of directors and audit commission of S&A;

2.3.16. about approval of target values of key performance indicators (adjusted target values of key performance indicators) of S&A, carrying out activities related to transmission, generation or sale of electricity, or whose revenue is more than 5% of the Company's revenue for the last completed reporting period;

2.3.17. about approval of the report on accomplishment of planned (target) values of annual and quarterly key performance indicators of S&A, carrying out activities related to transmission, generation or sale of electricity, or whose revenue is more than 5% of the Company's revenue for the last completed reporting period;

2.3.18. about approval of the business – plan (the adjusted business – plan) of S&A, carrying out activities related to transmission, generation or sale of electricity, or whose revenue is more than 5% of the Company's revenue for the last completed reporting period;

2.3.19. about consideration of the report on execution of the business – plan of S&A for a reporting year, carrying out activities related to transmission, generation or sale of electricity, or whose revenue is more than 5% of the Company's revenue for the last completed reporting period;

2.3.20. about approval of profit and losses distribution by results of a reporting year;

2.3.21. about recommendations on the size of dividend on stocks and the order of its payment;

2.3.22. about payment (announcement) of dividends by results of the first quarter, half-year, nine months of a reporting year, and also by results of a reporting year;

2.3.23. about consideration of the investment program, including changes in it;

2.3.24. about approval (consideration) of the report on execution of the investment program of S&A for a reporting year;

2.3.25. on the reduction of the authorized capital of S&A by reducing the nominal value of shares, by acquiring a part of S&A shares in order to reduce their total number, as well as by paying off purchased or repurchased shares of S&A;

2.3.26. on the definition of the credit policy of S&A in the issue of loans, the conclusion of credit agreements and loan agreements, the issuance of guarantees, the acceptance of obligations on the bill of exchange (issue of a simple and transfer bill), the transfer of property as collateral and making decisions on making by S&A of specified transactions in cases where the procedure for making decisions on them is not determined by the credit policy of S&A, as well as the adoption, in the order stipulated in the credit policy of S&A, of decisions to bring the debt position of S&A into line with the limits set by the credit policy of S&A,

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on the consideration of the report on the credit policy of S&A, on the approval of the credit plan of S&A, on the approval of the Prospective Development Plan of S&A, the adjusted Prospective Development Plan of S&A, on the consideration of the report on the implementation of the Prospective Development Plan of S&A.

Decision making by the Board of Directors of the Company concerning position determination of the Company (Representatives of the Company) on the questions, specified in subitem «2.3.1.» of this point, is not required in cases when inclusion of questions in the agenda of annual shareholders (participants) general meeting of S&A is obligatory owing to legislation requirements, and also in cases when questions are subject to inclusion in the agenda of shareholders (participants) general meeting of S&A on request of the audit commission of S&A, auditor of S&A and shareholders of S&A.

3. Position determination of the Company (Representatives of the Company) concerning the agenda of shareholders general meetings and sessions of boards of directors of S&A

3.1. The order of preparation for sessions of the Board of Directors of the Company on which decisions of the Board of Directors of the Company concerning the position determination of the Company (Representatives of the Company) concerning agendas of shareholders general meetings and sessions of boards of directors of S&A, as provided by the Articles of Association of the Company, are made, and also the introduction of a question on position determination of the Company for consideration of the Board of Directors of the Company, is established by decisions of the Board of Directors of the Company, this Order and organizational-administrative documents of the Company.

3.2. The subdivision of the executive office of the Company which functional obligations include the common corporate management of the process of preparation for sessions of the Board of Directors of the Company on which decisions of the Board of Directors of the Company concerning a position of the Company (Representatives of the Company) concerning agendas of shareholders general meetings and sessions of boards of directors of S&A (hereinafter – the authorised subdivision of the executive office) are made, is determined by organizational-administrative documents of the Company.

3.3. In the presence of the corresponding information (on intention of S&A (management bodies of S&A) and/or shareholders of S&A to make decisions, on which position determination of the Company (Representatives of the Company)) is required, Representatives of the Company are obliged within 5 working days from the moment of their receipt of such information to prepare and present to the authorised subdivision of the executive office an operational message with indication of:

- a question which is planned to be considered at a shareholders general meeting and/or session of the board of directors of S&A;

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- expected terms and order of consideration of the question;
- reasons and initiative bases;
- initiators and communication channels via which interaction with initiators of the question is performed;
- a draft decision on a question of a shareholders general meeting and/or session of the board of directors;
- positions of executive powers, leading shareholders, other (besides Representatives of the Company) members of the board of directors of S&A and other interested persons;
- accompanying information and analytical materials on the question, available with the executive office of S&A and the Representative of the Company.

3.4. The authorised subdivision of the executive office is obliged: immediately to analyze messages of the Representatives of the Company and the corresponding materials attached to them; to perform interaction with the board of directors and executive powers of S&A; taking into account results of the specified work to make the decision to introduce the question to a session of the Board of Directors of the Company.

3.5. Making the decision, provided by item 3.4. of this Order, the authorised subdivision of the executive office should consider necessity of preliminary consideration of a question at a session of the Board of Directors of the Company (taking into account terms and order of convocation and carrying out of shareholders general meeting and/or session of the board of directors of S&A), and also expediency of realisation of preparatory measures of organizational and/or expert character before accepting of the final decision by the Board of Directors of the Company.

3.6. In case of existence of real threat of infringement of the rights and interests protected by the law of the Company by accepting of the relevant decision by shareholders general meeting and/or the board of directors of S&A till the moment of determination of a position of the Company at a session of the Board of Directors of the Company, the Representative of the Company is obliged to undertake all feasible measures for nonacceptance of the decision by management bodies of S&A.

3.7. Making the decision to introduce a question for a session of the Board of Directors of the Company, the authorised subdivision of the executive office provides members of the Board of Directors of the Company with documents, information, analytical and other materials on the question so that drafts of corresponding documents and materials will be directed by the Corporate Secretary of the Board of Directors of the Company as preparation for the session of the Board of Directors of the Company in time, established by internal documents of the Company.

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4. Provision of the activity of the Representatives of the Company

4.1. The Company performs corporate interaction with S&A through its Representatives:

- at shareholders (participants) general meetings of S&A;
- in boards of directors (supervisory boards) of S&A;
- in control bodies of S&A.

4.2. The Representative of the Company at a shareholders general meeting of S&A (hereinafter – «the Representative at the Meeting») is a physical person (both having, and not having employment relations with the Company) who is authorised to represent on the basis of the power of attorney the Company at the shareholders general meeting of S&A.

The term of appointment of the Representative at the Meeting is determined by the power of attorney of the Company.

4.3. The Representative of the Company in the board of directors of S&A (hereinafter – «the Representative in the Board») is a physical person (both having, and not having employment relations with the Company):

- proposed by the Company as a nominee for the board of directors of S&A for whom the Company has voted at a shareholders general meeting of S&A and who by results of voting at the shareholders general meeting of S&A has been elected in the board of directors of S&A;

- nominated by other shareholders, but voluntarily expressed intention to carry out functions of the Representative of the Company for who the Company has voted at the shareholders general meeting of S&A and who by results of voting at the shareholders general meeting of S&A has been elected in the board of directors of S&A;

- elected in the board of directors of S&A from other shareholders, but who expressed intention to carry out functions of the Representative of the Company.

4.4. The term of appointment of the Representative in the Board is determined by a term of appointment of the board of directors of S&A.

Powers of the Representative in the Board are terminated from the moment of election of new members of the board of directors at an annual shareholders general meeting, and in case of early termination of powers of the given membership of the board of directors at an extraordinary shareholders general meeting of S&A - from the moment of accepting of the relevant decision by the shareholders general meeting of S&A.

4.5. The Representative of the Company in the audit commission of S&A (hereinafter – «the Representative in the Commission») is a physical person (both having, and not having employment relations with the Company):

- proposed by the Company as a nomination for the audit commission of S&A for whom the Company has voted at a shareholders general meeting of S&A and who by results of voting at the shareholders general meeting of S&A has been elected in the audit commission of S&A;

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- proposed by other shareholders, but voluntarily expressed intention to carry out functions of the Representative of the Company for who the Company has voted at the shareholders general meeting of S&A and who by results of voting at the shareholders general meeting of S&A has been elected in the audit commission of S&A;

- elected in the audit commission of S&A from other shareholders, but who expressed intention to carry out functions of the Representative of the Company.

4.6. The term of appointment of the Representative in the Commission is determined by a term of appointment of the audit commission of S&A.

Powers of the Representative in the Commission are terminated from the moment of election of a new audit commission of S&A at an annual shareholders general meeting, and in case of early termination of powers of the membership of the audit commission at an extraordinary shareholders general meeting of S&A - from the moment of accepting of the relevant decision by the shareholders general meeting of S&A.

4.7. The Representative at the Meeting is determined by General Director of the Company with issue of the power of attorney when due hereunder.

The Representative in the Board and in the Commission is approved in an order established by organizational-administrative documents of the Company, and is proposed in an order established by the current legislation of the Russian Federation.

4.8. For nomination by the Company to the membership of management and control bodies of S&A the authorised subdivision of the executive office provides receipt of an application for the consent of a nominee for management and control bodies of S&A to be nominated and elected in the form according to the appendix to this Order.

As preparation of a question on nomination as the Representatives in the Board or the Commission the authorised subdivision of the executive office can conduct interview with the nominee.

4.9. The consent of the person, approved as the nominee for management/control bodies of S&A, is arranged by the application for the consent to perform the activity as the Representative at the Meeting, in the Board or the Commission.

The specified application is offered to the nominee for signing, as a rule, till the moment of carrying out of a shareholders general meeting of S&A at which management/control bodies of S&A are formed.

The application can also be signed by the persons earlier elected at a shareholders general meeting of S&A in the membership of the board of directors or audit commission of S&A.

4.10. Functions of the Representative at the Meeting.

4.10.1. The main functions of the Representative at the Meeting are as follows:

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- timely receipt when due hereunder of the power of attorney on representation of the Company at a shareholders general meeting S&A, and also the Final order;
- participation in the work of a shareholders general meeting of S&A, voting at the shareholders general meeting according to the Final order;
- presentation to the authorised subdivision of the executive office of the report on the status and results of a shareholders meeting of S&A in the order and terms established by organizational-administrative documents of the Company;
- presentation to the authorised subdivision of the executive office of the report (and/or the minutes on voting results at a general meeting) and other documents and materials of the shareholders general meeting of S&A after receipt of the specified documents in time not later than 15 days after end of work of the shareholders general meeting of S&A;
- a report to the authorised subdivision of the executive office about facts of infringement of procedures of preparation and carrying out of a shareholders general meeting of S&A, established by the current legislation of the Russian Federation, the bylaws and internal documents of S&A;
- in case of shareholders meeting S&A carrying out in the correspondence form - filling in bulletins for voting according to the Final order and their sending when due hereunder to S&A;
- execution of other obligations and orders established by the authorised subdivision of the executive office and/or organizational-administrative documents of the Company.

4.11. Functions of Representatives in the Board/Commission.

4.11.1. Functions of Representatives in the Board/Commission are established by organizational-administrative documents of the Company, taking into account the provisions specified by this Order.

4.11.2. Functions of Representatives in the Board/Commission are as follows:

- presentation of information (materials, documents) to the Company on items, included in the agenda of a session of the board of directors or audit commission of S&A, in the order and terms specified by organizational-administrative documents of the Company;
- receipt from the authorised subdivision of the executive office of Final orders on voting regarding items of agendas of sessions of the board of directors or audit commission of S&A containing instructions and the information (materials) concerning the agenda, reflecting a position and/or recommendations of the Company on voting regarding the agenda items;
- participation in sessions of the board of directors or audit commission of S&A, in all provided by regulations of their activity forms, including voting at sessions of specified bodies of S&A;
- a report to the authorised subdivision of the executive office about facts of infringement of procedures of preparation and carrying out of session of the

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board of directors or audit commission established by the current legislation, the bylaws and internal documents of S&A;

- in case of inclusion in the agenda of a session of the board of directors or audit commission of items not provided in advance, and also introduction at an internal session of the board of directors or audit commission of S&A of other, including procedural items, Final orders on which were not formed by the Company, receipt of oral recommendations about voting from the authorised subdivision of the executive office;

- in case of carrying out of a session of the board of directors or audit commission by poll - filling in questionnaires for voting taking into account Final orders and their sending when due hereunder to S&A;

- initiation of planned and/or extraordinary meetings of the board of directors or audit commission of S&A, and also introduction of offers into the agenda of a session of the board of directors or audit commission of S&A according to Final orders;

- initiation of auditing checks of financial and economic activity of S&A in coordination with the subdivision of the executive office which competence covers internal audit performance of the Company and S&A;

- presentation to the authorised subdivision of the executive office of minutes of a session of the board of directors of S&A and other documents and session materials in an order determined by organizational-administrative documents of the Company, and also acts of planned and off-schedule audits (checks, investigations), conducted by the audit commission of S&A, in time not later than 3 working days after their receipt;

- presentation to the authorised subdivision of the executive office of the information on material facts (events) of activity of S&A disclosed in an order, regulated by the federal enforcement authority on the securities market, within 5 days after sending by S&A the corresponding information to the federal enforcement authority on the securities market of Russia;

- control over accomplishment of decisions of the board of directors of S&A in an order established by organizational-administrative documents of the Company;

- presentation to the authorised subdivision of the executive office of reports on their activity when due hereunder.

4.12. The organisation of activity of Representatives, and also the control over their activity is performed by the authorised subdivision of the executive office.

4.13. Fulfilment by the Representative of actions contradicting interests of the Company (voting not according to the Final order) can form a basis for initiation by the Company of the procedure of early termination of powers of all members of the board of directors or audit commission of S&A, or early termination of powers of the corresponding Representative of the Company in the given body if the last does not contradict the current legislation and bylaws of

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S&A, and also election of new members of the board of directors or audit commission.

4.14. The Final order specified in this Order is not subject to disclosing to bodies of a shareholders general meeting of S&A, the board of directors of S&A, the audit commission S&A, and any third parties either.

The format of the Final order and procedure of its signing is established by organizational-administrative documents of the Company.

5. Final provisions

If one or several points (paragraphs, provisions) of this Order become invalid (void) owing to change of the legislation or the Articles of Association of the Company, then it does not affect other points of this Order, and they act in a part which do not contradict the legislation of the Russian Federation and the Articles of Association of the Company.

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Application
on the consent to nomination and election
to be a member of the Board of Directors (Supervisory Board)/ Audit Commission
of «COMPANY NAME»

year _____

dated _____

This is to confirm that I, full name (the name of the document proving the identity, number and document series, by who and when it was issued), express the consent to nomination and election of my nominee to the Board of Directors (Supervisory Board)/Audit Commission of «COMPANY NAME».

In case of my election at the General meeting of shareholders/ general meeting of participants, I undertake to work as a part of the Board of Directors (SUPERVISORY BOARD)/Audit Commission of the specified company.

_____/_____
(signature) (First name, middle initial, last name)

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The record of changes and additions

Index number of the change/ addition	Change/addition of the item	Content of the change/addition	Reason (reference to organizational-administrative documentation)	Date of entering the change/ addition	Employee who has entered the change/addition (surname, initials, post)