



ITEM № 3
ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY

31 May 2021



ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Explanatory information on the item

In accordance with Federal Law dated 26.12.1995 № 208-FZ “On Joint-Stock Companies”, the agenda of the Annual General Meeting of Shareholders of the Company should include the issue of election of members of the Board of Directors of the Company.

In accordance with Article 53 of Federal Law dated 26.12.1995 № 208-FZ “On Joint-Stock Companies”, paragraph 13.1 of Article 13 of the Articles of Association of the Company, shareholders (a shareholder) of the Company, who collectively own at least 2 (two) percent of the Company's voting shares, within 60 (sixty) days after the end of the fiscal year, have the right to raise issues in the agenda of the Annual General Meeting of Shareholders and nominate candidates to the Board of Directors and the Audit Commission of the Company, the number of which cannot exceed the number of members of the relevant body.

In accordance with paragraph 16.1 of Article 16 of the Articles of Association of the Company, the composition of the Board of Directors of the Company is 11 (eleven) persons.

By the end of the deadline for accepting offers (01.03.2021) the Company received 3 proposals to nominate candidates to the management bodies of IDGC of Centre from the following shareholders holding more than 2% of the Company's voting shares:

- Company «New Russian Generation Limited» - 15,98 % of the authorized capital (4 candidates);
- PJSC Rosseti - 50,23 % of the authorized capital (11 candidates);
- Arkady Vyacheslavovich Evstafiev - 2,73 % of the authorized capital (1 candidate).

It is recommended to elect to the Board of Directors of the Company individuals who have an impeccable business and personal reputation, who possess the professional knowledge, skills and experience necessary to take decisions within the competence of the Board of Directors, competent in a range of issues that cover both the main scope of the Company's business and individual industries and regions in which the Company operates.

In addition, in accordance with the Listing Rules of PJSC “Moscow Exchange”, candidates for the members of the Board of Directors are required to be independent. Thus, independent directors should constitute at least 1/3 of the elected members of the Board of Directors of the Company.

The Personnel and Remuneration Committee on 05.04.2021 (Minutes No. 05/21) assessed all candidates for compliance with:

- The Corporate Governance Code of the Bank of Russia and the Listing Rules of PJSC “Moscow Exchange” - in terms of requirements for independent directors for the purpose of finding the Company's shares in the Second Quotation List;
- The Regulation on the General Meeting of Shareholders of the Company - in terms of the requirements for professional knowledge, skills and experience of the candidates;
- The Code of Conduct of the Company - in terms of the requirements for the business reputation of the candidates.

Based on the evaluation of the candidates for election to the Board of Directors of the Company, the Personnel and Remuneration Committee:

- recommended that the Board of Directors of the Company include the results of the evaluation of candidates to the Board of Directors of IDGC of Centre, PJSC in the list of materials provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company;
- 1 candidate is recognized as fully meeting all the criteria for independence;
- 5 candidates were recommended be recognized as independent directors, taking into account the fact that their relationship with the Company and/or with a significant shareholder of the Company and/or with a significant counterparty of the Company is formal and will not affect their independence in forming their position on the agenda of the Board of Directors, on their ability to make objective and conscientious judgments, independent of the influence of the executive bodies of the Company, individual groups of shareholders, competitors and counterparties of the Company.

At the same time, the Personnel and Remuneration Committee noted that the Board of Directors of the Company can recognize any member of the Board of Directors as independent despite having formal criteria of linkage with the Company, a substantial shareholder of the Company, an essential counterparty or competitor of the Company established in the Criteria for Determining the Independence of Members of the Board of Directors, in the event that such relation does not affect the ability of the relevant member of the Board of Directors to make independent, objective and conscientious judgments.

By the decision of the Board of Directors of the Company on 05.03.2021 (Minutes No. 06/21), 16 nominees were included in the list of candidates for voting for election to the Board of Directors of IDGC of Centre, PJSC.

Based on the results of an independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC for the 2020-2021 corporate year, conducted by an independent expert (JSC VTB Registrar), to elect candidates with the necessary competencies and personal qualities to the Board of Directors of the Company, and also, to ensure that the composition of the Board of Directors is in line with the strategic goals and objectives of the Company, the Matrix of competences was developed.

In accordance with the Recommendations of the Bank of Russia (letter dated 22.04.2020 № IN-06-28/80) on the formation and maintenance of the succession of the board of directors (supervisory board) of public joint-stock companies, the independent expert (JSC VTB Registrar) prepared the actual needs of the Board of Directors regarding the necessary competencies and personal qualities of candidates (“Matrix of competencies”).



ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Draft resolution on item № 3

To elect the following Company's Board of Directors*:

№	Full name of the candidate	Position of the candidate
1	Alexander Viktorovich Golovtsov	
2	Vitaly Yuryevich Zarkhin	
3	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors
4	Alexander Viktorovich Shevchuk	Executive Director, Association of Institutional Investors
5	Anastasiya Igorevna Krupenina	Director for Strategy and Investment, Five Plus LLC
6	Andrey Vladimirovich Mayorov	First Deputy Director General - Chief Engineer of PJSC Rosseti
7	Alexander Arkadevich Zaragatsky	First Deputy Director General of PJSC Rosseti
8	Larisa Anatolievna Romanovskaya	First Deputy Director General of PJSC Rosseti
9	Alexey Valeryevich Molsky	Deputy Director General for Investment, Capital Construction and Sale of Services of PJSC Rosseti
10	Vladislav Albertovich Kapitonov	Director for Corporate Finance of PJSC Rosseti
11	Maria Gennadievna Tikhonova	Deputy Director General for Corporate Governance of PJSC Rosseti
12	Daniil Vladimirovich Krainskiy	Deputy Director General for Legal Support of PJSC Rosseti
13	Egor Vyacheslavovich Prokhorov	Deputy Director General for Strategy of PJSC Rosseti
14	Igor Vladimirovich Makovskiy	General Director of IDGC of Centre, PJSC
15	Yury Vladimirovich Goncharov	Chief Adviser of PJSC Rosseti
16	Maria Vyacheslavna Korotkova	Director of MKS LLC

* in accordance with item 16.1. of Article 16 of the Articles of Association of IDGC of Centre, PJSC the Board of Directors of the Company consists of 11 (Eleven) persons.

List of Candidates to the Board of Directors of IDGC of Centre, PJSC:

No	Full name of the Candidate	Nationality	Position, Place of Employment of the Candidate (on the date of nomination)	Full name/Name of the shareholder who proposed the Candidate to be included into the list for voting to be elected for the Company's Board of Directors/ Quantity of the Company's voting shares, owned by the shareholder, %	Availability of consent to election
1	Alexander Viktorovich Golovtsov	RF		Company «New Russian Generation Limited» / 15,98%	Available
2	Vitaly Yuryevich Zarkhin	RF		Company «New Russian Generation Limited» / 15,98%	Available
3	Andrey Vladimirovich Morozov	RF	Legal Director, Association of Institutional Investors	Company «New Russian Generation Limited» / 15,98%	Available
4	Alexander Viktorovich Shevchuk	RF	Executive Director, Association of Institutional Investors	Company «New Russian Generation Limited» / 15,98%	Available
5	Anastasiya Igorevna Krupenina	RF	Director for Strategy and Investment, Five Plus LLC	Arkady Vyacheslavovich Evstafiev / 2,73%	Available
6	Andrey Vladimirovich Mayorov	RF	First Deputy Director General - Chief Engineer of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
7	Alexander Arkadevich Zaragatsky	RF	First Deputy Director General of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
8	Larisa Anatolievna Romanovskaya	RF	First Deputy Director General of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
9	Alexey Valeryevich Molsky	RF	Deputy Director General for Investment, Capital Construction and Sale of Services of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
10	Vladislav Albertovich Kapitonov	RF	Director for Corporate Finance of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
11	Maria Gennadievna Tikhonova	RF	Deputy Director General for Corporate Governance of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
12	Daniil Vladimirovich Krainskiy	RF	Deputy Director General for Legal Support of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
13	Egor Vyacheslavovich Prokhorov	RF	Deputy Director General for Strategy of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
14	Igor Vladimirovich Makovskiy	RF	General Director of IDGC of Centre, PJSC	PJSC «Rosseti» / 50,23%	Available
15	Yury Vladimirovich Goncharov	RF	Chief Adviser of PJSC Rosseti	PJSC «Rosseti» / 50,23%	Available
16	Maria Vyacheslavna Korotkova	RF	Director of MKS LLC	PJSC «Rosseti» / 50,23%	Available

Information on candidates to the Board of Directors of IDGC of Centre, PJSC (analysis of the professional qualifications of candidates)

No	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
1	Alexander Viktorovich Golovtsov	1973	30.05.2019	1996 , Baltic State Technical University named after D.F. Ustinov Specialty: Electrical Engineer Qualification: Automated Control Systems	05.2005 – 01.2019 - Head of the Analytical Research Department of JSC "URALSIB" Management Company" 06.2016 – 05.2020 - Member of the Board of Directors of PJSC «IDGC of Volga» 05.2006 – 07.2020 - Member of the Board of Directors of Non-profit Organization Association of Institutional Investors	Member of the Board of Directors: PJSC «IDGC of Centre»; PJSC «IDGC of Center and Volga Region»; PJSC «IDGC of North-West» / Nominated for election to the Board of Directors: PJSC «IDGC of North-West»; PJSC «IDGC of Center and Volga Region»
2	Vitaly Yuryevich Zarkhin	1980	30.05.2019	1998 , State University - Higher School of Economics 1998 , Bachelor of Economics 2000 , Master of Management	05.2011 – 03.2018 - Managing Director, Bank GPB (JSC) 06.2018 – 11.2019 - Member of the Board of Directors of PJSC «CPC»	Member of the Board of Directors: PJSC «IDGC of Centre»; PJSC «IDGC of Center and Volga Region»; PJSC «Rosseti South», PJSC «Enel Russia» / Nominated for election to the Board of Directors: PJSC «Enel Russia»; PJSC «Rosseti South»; PJSC «Rosseti Siberia»; PJSC «IDGC of North-West»; PJSC «IDGC of Center and Volga Region»
3	Andrey Vladimirovich Morozov	1978	Was not elected	2000 , Russian Law Academy of the Ministry of Justice of the Russian Federation Specialty: Jurisprudence Faculty: Law 2016 , Harvard Law School Specialty: Master of Laws (LLM), corporate governance Faculty: Law	09.2017 – till current - Legal Director of Association of Institutional Investors 09.2003 – 08.2015 – Head of Legal Department of Moscow Representative Office of NCH Advisors, Inc. (USA)	Member of the Board of Directors: PJSC «Rosseti Volga»; PJSC «IDGC of Center and Volga Region»; PJSC «IDGC of North-West» / Nominated for election to the Board of Directors: PJSC «IDGC of Center and Volga Region»; PJSC «Rosseti South»; PJSC «Rosseti Volga»; PJSC «IDGC of North-West»; OJSC «IDGC of Urals»
4	Alexander Viktorovich Shevchuk	1983	17.06.2011	2005 , Financial Academy under the Russian Federation Government Specialty: Finance and credit Qualification: Economist	2014 – till current - Executive Director of Association of Institutional Investors 06.2017 - 12.2017 - Member of the Board of Directors of PJSC «TGC-1» 06.2016 - 06.2019 - Member of the Board of Directors of PJSC «IDGC of North-West» 06.2015 – 06.2019 - Member of the Board of Directors of PJSC «WGC-2» 07.2011 - 06.2017 - Member of the Board of Directors of OJSC «IDGC of South» 06.2011 - 06.2014 - Member of the Board of Directors of OJSC «IDGC of Centre»	Member of the Board of Directors: PJSC «IDGC of Centre»; PJSC «IDGC of Center and Volga Region»; OJSC «IDGC of Urals»; PJSC «Detsky Mir» / Nominated for election to the Board of Directors: PJSC «IDGC of Center and Volga Region»; PJSC «IDGC of North-West»; OJSC «IDGC of Urals», PJSC RusHydro
5	Anastasiya Igorevna Krupenina	1985	Was not elected	2007 , Tver State University Specialty: Finance and credit Qualification: Economist	06.2018 – till current – Director for Strategy and Investment of Five Plus LLC 07.2017 – 02.2018 – Head of Securities Office of JSC "GUTA-BANK" 10.2012 – 07.2017 – Economist of the 1st category of Dealer Operations Section of Securities Office of JSC "GUTA-BANK"	Member of the Board of Directors JSC «ChZSK» / Was nominated to election to the Board of Directors: PJSC «IDGC of North-West»; JSC «ChZSK»

Information on candidates to the Board of Directors of IDGC of Centre, PJSC (analysis of the professional qualifications of candidates)

No	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
6	Andrey Vladimirovich Mayorov	1967	29.05.2020	<p>1994, Moscow Power Engineering Institute Specialty: Electric Power Systems and Grids 2004, State University of Management Program "Management of energy companies in a market economy" 2017, JSC «Scientific and Technical Centre of Federal Grid Company of the Unified Energy System» Academic degree: Ph.D. in Technical Sciences</p>	<p>11.2018 – till current – First Deputy Director General - Chief Engineer, Deputy Director General - Chief Engineer of PJSC «Rosseti» 05.2020 – 11.2020 – Member of the Board of Directors of PJSC «Rosseti Northern Caucasus» 05.2014 - 11.2018 – General Director of JSC «UNECO»</p>	<p>Member of the Board of Directors PJSC «Rosseti Moscow Region» Chairman of the Board of Directors: PJSC «IDGC of Centre»; PJSC «IDGC of Center and Volga Region»; PJSC «Rosseti Volga»; Member of the Management Board of PJSC «Rosseti» / Nominated for election to the Board of Directors: PJSC «IDGC of Center and Volga Region»; PJSC «IDGC of North-West»; PJSC «Rosseti Northern Caucasus»; PJSC «Rosseti Volga»; PJSC «Rosseti Moscow Region»; PJSC «Rosseti Lenenergo»; JSC «Rosseti Tyumen»; JSC «FOCL-Conductor Administration»</p>
7	Alexander Arkadevich Zaragatsky	1976	Was not elected	<p>2001, St. Petersburg Law Institute of the General Prosecutor's Office of the Russian Federation Specialty: Jurisprudence 2002, St. Petersburg Institute of Management and Economics Specialty: State and Municipal Administration Academic degree: Ph.D. in Economics</p>	<p>04.2020 – till current – First Deputy Director General of PJSC «Rosseti» 10.2016 – till current – First Deputy Chairman of the Management Board, First Deputy Director General of PJSC «FGC UES» 10.2014 – 05.2020 - Member of the Management Board of PJSC «FGC UES»</p>	<p>Member of the Management Board of PJSC «Rosseti» / Nominated for election to the Board of Directors: PJSC «IDGC of Center and Volga Region»; PJSC «IDGC of North-West»; PJSC «Rosseti Volga»; PJSC «Rosseti Moscow Region»; PJSC «Rosseti Lenenergo»; OJSC «IDGC of Urals»</p>
8	Larisa Anatolievna Romanovskaya	1972	31.05.2019	<p>1995, Samara State Economic Academy Specialty: Economist Faculty: Commerce</p>	<p>10.2017 – till current – First Deputy Director General, Advisor, Top Advisor, Deputy Director General for Government Relations, Acting Deputy Director General for HR Management, Government and Media Relations of PJSC «Rosseti» 06.2018 - 06.2019 - Member of the Board of Directors of PJSC «IDGC of Center and Volga Region» 05.2018 - 06.2019 - Member of the Board of Directors of OJSC «IDGC of Urals» 04.2014 - 10.2017 – General Director of LLC "Ensol"</p>	<p>Member of the Board of Directors: PJSC «IDGC of Centre»; PJSC «FGC UES»; PJSC «Rosseti Lenenergo»; PJSC «Rosseti Moscow Region» Member of the Management Board: PJSC «Rosseti»; Association of Organizations of Digital Development of the Industry "Digital Energy" / Was nominated to election to the Board of Directors: PJSC «IDGC of Center and Volga Region»; PJSC «Rosseti Volga»; PJSC «Rosseti Moscow Region»; PJSC «Rosseti Lenenergo»; OJSC «IDGC of Urals»</p>

Information on candidates to the Board of Directors of IDGC of Centre, PJSC (analysis of the professional qualifications of candidates)

№	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
9	Alexey Valeryevich Molsky	1980	Was not elected	<p>2004, Moscow Power Engineering Institute Specialty: Electric Power Systems and Grids and Business Economics and Management in the Electric Power Industry Qualification: Engineer</p>	<p>04.2020 – till current – Deputy Director General for Investment, Capital Construction and Sale of Services of PJSC «Rosseti» 2012 – till current – Deputy Chairman of the Management Board, First Deputy Chairman of the Management Board, Deputy Chairman of the Management Board for Investments, Capital Construction and Sales of Services of PJSC «FGC UES» 2016 – 05.2020 - Member of the Management Board of PJSC «FGC UES» 06.2019 – 07.2020 - Member of the Board of Directors of JSC Institute "ENERGOSETPROEKT" 2015-2017 - Chairman and President of the Union – "Self-regulatory organization - Interregional industrial association of employers "Association of organizations engaged in the construction, reconstruction and overhaul of energy facilities, grids and substations "ENERGOSTROY" 06.2015 – 10.2015 - Chairman of the Board of Directors of JSC "Scientific and Technical Centre of Federal Grid Company of the Unified Energy System" 2016 – 2017 - Chairman of the Board of Directors of JSC "Centre for Engineering and Construction Management of the Unified Energy System"; JSC "Agency for Forecasting Balances in the Electric Power Industry"; OJSC "Kuban backbone grids"; OJSC "Tomsk backbone grids"</p>	<p>Member of the Management Board of PJSC «Rosseti» Member of the Board of Directors of PJSC «Rosseti Moscow Region»; JSC "TaigaEnergoStroy"; JSC "Energocentre" Chairman of the Board of Directors of JSC "Centre for Engineering and Construction Management of the Unified Energy System" Member of the Supervisory Board of the Association "Non-Commercial Partnership Market Council for Organization of an Efficient System of Wholesale and Retail Trade in Electric Energy and Power" Chairman of the Supervisory Board of JSC United Energy System "SakRusenergo" / Nominated for election to the Board of Directors: PJSC «IDGC of North-West»; PJSC «Rosseti Northern Caucasus»; PJSC «TRK»; PJSC «Rosseti Kuban»; PJSC «Rosseti South»; PJSC «Rosseti Volga»; PJSC «Rosseti Moscow Region»; PJSC «Rosseti Siberia»; JSC «Rosseti Tyumen»; JSC «Tyvaenergo»; JSC «Yantarenergo»; JSC «FOCL-Conductor Administration»; JSC «CTZ»</p>
10	Vladislav Albertovich Kapitonov	1978	Was not elected	<p>2001, Mari State Technical University Specialty: Finance and credit Qualification: Economist 2004, Ivanovo State University of Chemical Technology Academic degree: Ph.D. in Economics</p>	<p>10.2019 – till current - Director of Finance Department, Director for Corporate Finance of PJSC «Rosseti» 06.2018 - 10.2018 - Advisor to General Director of JSC "Chitaenergosbyt" 11.2016 - 06.2018 - First Deputy Director General of Invent LLC 05.2015 - 06.2016 - First Deputy Director General of Energopromsbyt LLC</p>	<p>Member of the Board of Directors: PJSC «Rosseti South»; OJSC «IDGC of Urals»; LLC "ENERGY INDEX - FGC UES"; PJSC «Rosseti Northern Caucasus»; LLC "FGC - Asset Management"; PJSC «Rosseti Siberia» / Nominated for election to the Board of Directors: PJSC «Rosseti South»; PJSC «Rosseti Northern Caucasus»; PJSC «Rosseti Volga»</p>
11	Maria Gennadievna Tikhonova	1980	11.06.2009	<p>2002, Volgo-Vyatka Academy of Public Administration Specialty: State and Municipal Administration Qualification: Manager</p>	<p>04.2020 – till current - Deputy Director General for Corporate Governance of PJSC «Rosseti» 10.2013 – till current - Deputy Chairman of the Management Board/Deputy Director General for Corporate Governance of PJSC «FGC UES» 11.2013 – 05.2020 – Member of the Management Board of PJSC «FGC UES» 06.2018-06.2019 – Member of the Board of Directors of JSC «DVEUK» 06.2019-06.2020 - Member of the Board of Directors of JSC "Elektromagistral"</p>	<p>Member of the Board of Directors PJSC GC "TNS energo" / Was nominated to election to the Board of Directors: PJSC «IDGC of North-West»; PJSC «TRK»; PJSC «Rosseti Kuban»; PJSC «Rosseti South»; PJSC «Rosseti Volga»; PJSC «Rosseti Moscow Region»; PJSC «Rosseti Siberia»;</p>

Information on candidates to the Board of Directors of IDGC of Centre, PJSC (analysis of the professional qualifications of candidates)

No	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
				<p>2005, Academy of National Economy under the Government of the Russian Federation, Professional retraining program "State management of economic development"</p> <p>2008, Higher School of Economics. Master of Business Administration (MBA), specialization – finances</p>		<p>PJSC «Rosseti Lenenergo»; OJSC «IDGC of Urals»; JSC «Rosseti Tyumen»; JSC «Tyvaenergo»; JSC «NIC EES»</p>
12	Daniil Vladimirovich Krainskiy	1979	29.05.2020	<p>2002, Moscow State Law University Specialty: Jurisprudence, Lawyer Faculty: Law Science</p>	<p>09.2017 – till current - Deputy Director General for Legal Support, Advisor, Chief Advisor of PJSC «Rosseti»</p> <p>02.2018 – till current - Deputy General Director for Legal and Corporate Governance of PJSC «Rosseti Lenenergo»</p> <p>05.2020 – till current - Deputy General Director for Legal Support of PJSC «FGC UES»</p> <p>06.2011 – 09.2017 - First Deputy Director General, Deputy General Director of JSC United Energy Company</p>	<p>Chairman of the Board of Directors of JSC Energy Service Company of Lenenergo</p> <p>Member of the Board of Directors: PJSC «IDGC of Centre»; PJSC «Rosseti Lenenergo»; PJSC «Rosseti Moscow Region»; PJSC «Rosseti Siberia»; PJSC «Rosseti Northern Caucasus»; OJSC «IDGC of Urals»</p> <p>Member of the Management Board of PJSC «Rosseti Lenenergo»</p> <p>/</p> <p>Nominated for election to the Board of Directors: PJSC «IDGC of Center and Volga Region»; PJSC «IDGC of North-West»; PJSC «Rosseti Northern Caucasus»; PJSC «TRK»; PJSC «Rosseti Kuban»; PJSC «Rosseti South»; PJSC «Rosseti Volga»; PJSC «Rosseti Moscow Region»; PJSC «Rosseti Siberia»; PJSC «Rosseti Lenenergo»; JSC «Yantarenergo»; JSC «Rosseti Tyumen»; JSC «SZEUK»; JSC «Tyvaenergo»; JSC «NIC EES»; JSC «FOCL-Conductor Administration»</p>
13	Egor Vyacheslavovich Prokhorov	1982	Was not elected	<p>2004, St. Petersburg State University Specialty: Mathematical methods in economics Qualification: Economist-Mathematician Academic degree: Ph.D. in Economics</p>	<p>12.2013 – till current – Deputy Director General for Strategy, Deputy Director General for Finance of PJSC «Rosseti»</p> <p>05.2020 – till current - Deputy Director General for Strategy of PJSC «FGC UES»</p> <p>09.2017 – 06.2019 - Member of the Board of Directors of JSC «DVEUK»</p> <p>05.2017 – 06.2018 - Member of the Board of Directors of PJSC «IDGC of Volga»</p> <p>06.2017 - 06.2018 - Member of the Board of Directors of JSC «Yantarenergo»</p> <p>06.2016 - 06.2019 - Member of the Board of Directors of PJSC «FGC UES»</p> <p>06.2016 - 06.2018 - Member of the Board of Directors of JSC «NIC EES»</p> <p>03.2014 - 02.2018 - Member of the Board of Directors of PJSC «Lenenergo»</p> <p>06.2014 - 06.2017 - Member of the Board of Directors of PJSC «IDGC of Siberia»</p>	<p>Member of the Board of Directors: PJSC «IDGC of Center and Volga Region»; PJSC «Rosseti Northern Caucasus»; PJSC «TRK»; PJSC «Rosseti Volga»; OJSC «IDGC of Urals»</p> <p>/</p> <p>Nominated for election to the Board of Directors: PJSC «Rosseti Northern Caucasus»; PJSC «TRK»; PJSC «Rosseti Kuban»; PJSC «Rosseti South»; PJSC «Rosseti Volga»; PJSC «Rosseti Siberia»; PJSC «Rosseti Lenenergo»; OJSC «IDGC of Urals»; JSC «Rosseti Tyumen»</p>

Information on candidates to the Board of Directors of IDGC of Centre, PJSC (analysis of the professional qualifications of candidates)

No	Full name	Year of birth	Date of first election to the Company's Board of Directors	Higher vocational education	Positions in the Company and other entities for last 5 years (work experience)	Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities
14	Igor Vladimirovich Makovskiy	1972	30.05.2019	<p>1993, Almaty Higher Border Command School named after F.E. Dzerzhinsky, Specialty: Command, tactical Qualification: Border Troops Officer 2000, Kaliningrad State University Specialty: Jurisprudence Qualification: Lawyer 2004 - State Educational Institution of Higher Professional Education "North-West Academy of Public Service", retraining under the program "State and municipal management" Academic degree: Doctor of Laws</p>	<p>09.2018 – till current – General Director of PJSC «IDGC of Centre 09.2020 – 10.2020 - Acting General Director of PJSC «IDGC of Center and Volga Region» 02.2013 - 09.2020 – Member of the Board of Directors, Chairman of the Board of Directors of JSC «Yantarenergoservice» 08.2012 – 09.2018 – Acting General Director, General Director of JSC «Yantarenergo»</p>	<p>Chairman of the Management Board: PJSC «IDGC of Centre»; PJSC «IDGC of Center and Volga Region»</p> <p>Chairman of the Board of Directors: JSC «YarEGC»; JSC «Yantarenergo»; JSC «Yantarenergosbyt»; JSC «Kaliningrad Generating Company» Member of the Board of Directors: PJSC «IDGC of Centre»; PJSC «IDGC of Center and Volga Region»</p> <p>/</p> <p>Nominated for election to the Board of Directors: PJSC «IDGC of Center and Volga Region»; JSC «Yantarenergo»</p>
15	Yury Vladimirovich Goncharov	1977	Was not elected	<p>2000, Moscow State Mining University Specialty: Management Qualification: Master in Management 2014, Moscow Institute of Economics, Politics and Law Specialty: Jurisprudence Qualification: Bachelor of Laws</p>	<p>09.2018 – till current – Chief Adviser of PJSC «Rosseti» 04.2013 – 09.2018 – Deputy Director General for Corporate Governance of PJSC «Rosseti» 06.2014 – 06.2020 - Member of the Board of Directors of OJSC «IDGC of Urals» 06.2017 - 06.2019 - Chairman of the Board of Directors, Member of the Board of Directors of PJSC «Rosseti Siberia» 06.2018 - 06.2019 - Member of the Board of Directors of PJSC «Rosseti Moscow Region» 06.2012 - 06.2017 - Member of the Board of Directors of JSC «Yantarenergo»</p>	<p>Chairman of the Board of Directors OJSC «IDGC of Urals» Member of the Board of Directors: PJSC «IDGC of Center and Volga Region»; PJSC «Rosseti Northern Caucasus»; PJSC «IDGC of North-West»; PJSC «Rosseti Lenenergo»; JSC «Rosseti Tyumen»</p> <p>/</p> <p>Nominated for election to the Board of Directors: PJSC «IDGC of Center and Volga Region»; PJSC «IDGC of North-West»; PJSC «Rosseti Northern Caucasus»; PJSC «Rosseti Volga»; PJSC «Rosseti Moscow Region»; PJSC «Rosseti Lenenergo»; OJSC «IDGC of Urals»; JSC «Yantarenergo»; JSC «Rosseti Tyumen»; JSC «SZEUK»</p>
16	Maria Vyacheslavna Korotkova	1984	Was not elected	<p>2006, Lobachevsky State University of Nizhni Novgorod (UNN) Specialty: Organization Management Qualification: Specialist 2017, Lomonosov Moscow State University (MSU) MBA program "Strategic Management and entrepreneurship"</p>	<p>02.2021 — till current – Development Director of Technoinnovation LLC 01.2013 – 02.2021 - Director of MKS LLC 10.2017-10.2019 - General Director of GC MKS LLC 06.2017 – 06.2018 - Member of the Board of Directors of JSC Rosagroleasing</p>	<p>Member of the Board of Directors: PJSC «Rosseti South»; PJSC «Rosseti Volga»</p> <p>/</p> <p>Was nominated to election to the Board of Directors: PJSC «Rosseti South»; PJSC «Rosseti Volga»</p>

1. Compliance with the group of criteria for independence «Relation to the Company»

№	Group	Criteria of independence	A.V. Golovtsov	V.Y. Zarkhin	A.V. Morozov	A.V. Shevchuk	A.I. Krupenina	A.V. Mayorov	A.A. Zaragatsky	L.A. Romanovskaja	A.V. Molsky	V.A. Kapitonov	M.G. Tikhonova	D.V. Krainskiy	E.V. Prokhorov	I.V. Makovskiy	Y.V. Gondaarov	M.V. Korotkova		
			1	Not related to the Company, if he and (or) related persons	1. are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company	+	+	+	+	+	+	+	+	+	+	+	+	+	-	+
2. are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity	*	*			*	*	+	-	-	-	-	-	-	-	-	-	-	-	-	
3. for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company	+	+			+	+	+	+	+	+	+	+	+	+	+	+	+	-	+	+
4. do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company	+	+			+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
5. are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity	+	+			+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
6. do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services	+	+			+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
7. do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company	+	+			+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
8. have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period, one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor	+	+			+	*	+	+	+	+	+	+	+	+	+	+	+	+	+	+
*A.V. Golovtsov	At the time of the assessment A.V. Golovtsov is a member of the Board of Directors of the controlled by PJSC «Rosseti» organizations (PJSC «IDGC of Centre», PJSC «IDGC of Center and Volga Region», PJSC «IDGC of North-West»)																			
*V.Y. Zarkhin	At the time of the assessment V.Y. Zarkhin is a member of the Board of Directors of the controlled by PJSC «Rosseti» organizations (PJSC «IDGC of Centre», PJSC «IDGC of Center and Volga Region», PJSC «Rosseti South»)																			
*A.V. Morozov	At the time of the assessment A.V. Morozov is a member of the Board of Directors of the controlled by PJSC «Rosseti» organizations (PJSC «IDGC of Center and Volga Region», PJSC «IDGC of North-West», PJSC «Rosseti Volga»)																			
*A.V. Shevchuk	At the time of the assessment A.V. Shevchuk is a member of the Board of Directors of the controlled by PJSC «Rosseti» organizations (PJSC «IDGC of Centre», PJSC «IDGC of Center and Volga Region», PJSC «IDGC of Urals»). The total period of membership of A.V. Shevchuk has been on the Board of Directors of the Company for more than 7 years																			
*M.V. Korotkova	At the time of the assessment M.V. Korotkova is a member of the Board of Directors of the controlled by PJSC «Rosseti» organizations (PJSC «Rosseti South», PJSC «Rosseti Volga»)																			
CONCLUSIONS	<p>1. Out of 16 candidates - 15 candidates are associated with the Company.</p> <p>2. 1 candidate (A.I. Krupenina) fully meets all the criteria for independence in the group «Relation to the Company».</p> <p>3. Guided by Article 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee:</p> <p>3.1. Acknowledges that the relation of A.V. Golovtsov, V.Y. Zarkhin, A.V. Morozov, A.V. Shevchuk and M.V. Korotkova to the Company is formal and will not affect their independence in forming their position on the agenda of meetings of the Board of Directors and Committees under the Board of Directors of the Company, on their ability to make objective, conscientious and independent decisions from the executive bodies of the Company.</p> <p>3.2. Recognizes A.V. Golovtsov, V.Y. Zarkhin, A.V. Morozov, A.V. Shevchuk and M.V. Korotkova INDEPENDENT DIRECTORS if elected at the Annual General Meeting of Shareholders in 2021 for the following reasons:</p> <ul style="list-style-type: none"> - A.V. Golovtsov, V.Y. Zarkhin, A.V. Morozov, A.V. Shevchuk were nominated as candidates to the Board of Directors of IDGC of Centre PJSC by the non-controlling shareholder of the Company, in addition, these persons are independent directors and active representatives of minority shareholders. Long term of work of A.V. Shevchuk in the Board of Directors of the Company is his advantage and having studied various aspects of the Company's activities, having gained the necessary professional competencies in the field of the electric power industry and extensive knowledge of the Company's business, detailed knowledge of the specifics of the Company's business processes, will allow A.V. Shevchuk make good faith judgments on the essence of issues considered by the Board of Directors and Committees under the Board of Directors of the Company; - M.V. Korotkova is a member of the boards of directors of companies in the energy complex, for a long time she has participated as an independent director. Knowledge of the specifics of the industry will allow her make good faith judgments on the essence of issues considered by the Board of Directors and Committees under the Board of Directors of the Company. 																			

2. Compliance with the group of criteria for independence «Relation to the substantial shareholder of the Company»

No	Group	Criteria of independence	A.V. Golovtsov	V.Y. Zarkhin	A.V. Morozov	A.V. Shevchuk	A.I. Krupenina	A.V. Mayorov	A.A. Zaragatsky	L.A. Romanovskaya	A.V. Molsky	V.A. Kapitonov	M.G. Tikhonova	D.V. Krainitskiy	E.V. Prokhorov	I.V. Makovskiy	Y.V. Goncharov	M.V. Korotkova		
2	Not related to the substantial Shareholder of the Company, if he and (or) related persons	1. are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)	+	+	+	+	+	-	-	-	-	-	-	-	-	-	-	-	+	
		2. during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company	+	+	+	+	+	-	-	-	-	-	-	-	-	-	-	-	-	+
		3. are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company	*	*	*	*	+	-	-	-	-	-	-	-	-	-	-	-	-	+
*A.V. Golovtsov	At the time of the assessment A.V. Golovtsov is a member of the Board of Directors in more than two legal entities controlled by the significant shareholder of the Company (PJSC «Rosseti»), as well as those under the indirect control of the Russian Federation - the entity controlling the significant shareholder of t (PJSC «IDGC of Centre», PJSC «IDGC of Center and Volga Region», PJSC «IDGC of North-West»)																			
*V.Y. Zarkhin	At the time of the assessment V.Y. Zarkhin is a member of the Board of Directors in more than two legal entities controlled by the significant shareholder of the Company (PJSC «Rosseti»), as well as those under the indirect control of the Russian Federation - the entity controlling the significant shareholder of t (PJSC «IDGC of Centre», PJSC «IDGC of Center and Volga Region», PJSC «Rosseti South»)																			
*A.V. Morozov	At the time of the assessment A.V. Morozov is a member of the Board of Directors in more than two legal entities controlled by the significant shareholder of the Company (PJSC «Rosseti»), as well as those under the indirect control of the Russian Federation - the entity controlling the significant shareholder of t (PJSC «IDGC of Center and Volga Region», PJSC «IDGC of North-West», PJSC «Rosseti Volga»)																			
*A.V. Shevchuk	At the time of the assessment A.V. Shevchuk is a member of the Board of Directors in more than two legal entities controlled by the significant shareholder of the Company (PJSC «Rosseti»), as well as those under the indirect control of the Russian Federation - the entity controlling the significant shareholder of t (PJSC «IDGC of Centre», PJSC «IDGC of Center and Volga Region», OJSC «IDGC of Urals»)																			
CONCLUSIONS	<p>1. Out of 16 candidates - 14 candidates are associated with the substantial shareholder of the Company.</p> <p>2. 2 candidates (A.I. Krupenina and M.V. Korotkova) fully meets all the criteria for independence in the group «Relation to the substantial shareholder of the Company».</p> <p>3. Guided by Article 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee:</p> <p>3.1. Acknowledges that the relation of A.V. Golovtsov, V.Y. Zarkhin, A.V. Morozov, A.V. Shevchuk to the substantial shareholder of the Company is formal and will not affect their independence in forming their position on the agenda of meetings of the Board of Directors and Committees under the Board of Directors of the Company, on their ability to make objective, conscientious and independent decisions from the substantial shareholder of the Company.</p> <p>3.2. Recognizes A.V. Golovtsov, V.Y. Zarkhin, A.V. Morozov, A.V. Shevchuk INDEPENDENT DIRECTORS if elected at the Annual General Meeting of Shareholders in 2021 for the following reasons:</p> <ul style="list-style-type: none"> - these persons are not obliged to vote in accordance with directives or any 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, PJSC; - these persons have already been recognized by this criterion as independent members of the Board of Directors of companies of the energy industry. 																			

3. Compliance with the group of criteria for independence «Relation to a significant counterparty or competitor of the Company»

№	Group	Criteria of independence	A.V. Golovtsov	V.Y. Zarkhin	A.V. Morozov	A.V. Shevchuk	A.I. Krupenina	A.V. Mayorov	A.A. Zaragatsky	L.A. Romanovskaya	A.V. Molisky	V.A. Kapitonov	M.G. Tikhonova	D.V. Krainitskiy	E.V. Prokhorov	I.V. Makovskiy	Y.V. Goncharov	M.V. Korotkova	
3	Not related to a material counterparty or competitor of the Company, if he and (or) related persons	1. are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies	*	*	*	*	+	-	-	-	-	-	-	-	-	-	-	-	*
		2. are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
*A.V. Golovtsov		At the time of the assessment A.V. Golovtsov holds the position of a member of the Board of Directors: - PJSC «IDGC of Center and Volga Region», which is a significant counterparty of the Company, the amount of obligations under the agreement with which exceeds 2 % of the book value of the consolidated assets of the Company and PJSC «IDGC of Center and Volga Region» as of 31.12.2020 and 2% of consolidated revenue (income) of the Company and PJSC «IDGC of Center and Volga Region» as of 31.12.2020; - PJSC «IDGC of Center and Volga Region», PJSC «IDGC of North-West», which are controlled entities of a significant counterparty of the Company – PJSC «Rosseti», the amount of obligations under the agreement with which exceeds 2 % of the book value of the consolidated assets of the Company as of 31.12.2020, and 2% of consolidated revenue (income) of the Company as of 31.12.2020																	
*V.Y. Zarkhin		At the time of the assessment V.Y. Zarkhin holds the position of a member of the Board of Directors: - PJSC «IDGC of Center and Volga Region», which is a significant counterparty of the Company, the amount of obligations under the agreement with which exceeds 2 % of the book value of the consolidated assets of the Company and PJSC «IDGC of Center and Volga Region» as of 31.12.2020 and 2% of consolidated revenue (income) of the Company and PJSC «IDGC of Center and Volga Region» as of 31.12.2020; - PJSC «IDGC of Center and Volga Region», PJSC «Rosseti South», which are controlled entities of a significant counterparty of the Company – PJSC «Rosseti», the amount of obligations under the agreement with which exceeds 2 % of the book value of the consolidated assets of the Company as of 31.12.2020, and 2% of consolidated revenue (income) of the Company as of 31.12.2020																	
*A.V. Morozov		At the time of the assessment A.V. Morozov holds the position of a member of the Board of Directors: - PJSC «IDGC of Center and Volga Region», which is a significant counterparty of the Company, the amount of obligations under the agreement with which exceeds 2 % of the book value of the consolidated assets of the Company and PJSC «IDGC of Center and Volga Region» as of 31.12.2020 and 2% of consolidated revenue (income) of the Company and PJSC «IDGC of Center and Volga Region» as of 31.12.2020; - PJSC «IDGC of Center and Volga Region», PJSC «IDGC of North-West», PJSC «Rosseti Volga», which are controlled entities of a significant counterparty of the Company – PJSC «Rosseti», the amount of obligations under the agreement with which exceeds 2 % of the book value of the consolidated assets of the Company as of 31.12.2020, and 2% of consolidated revenue (income) of the Company as of 31.12.2020																	
*A.V. Shevchuk		At the time of the assessment A.V. Shevchuk holds the position of a member of the Board of Directors: - PJSC «IDGC of Center and Volga Region», which is a significant counterparty of the Company, the amount of obligations under the agreement with which exceeds 2 % of the book value of the consolidated assets of the Company and PJSC «IDGC of Center and Volga Region» as of 31.12.2020 and 2% of consolidated revenue (income) of the Company and PJSC «IDGC of Center and Volga Region» as of 31.12.2020; - PJSC «IDGC of Center and Volga Region», PJSC «IDGC of Urals», which are controlled entities of a significant counterparty of the Company – PJSC «Rosseti», the amount of obligations under the agreement with which exceeds 2 % of the book value of the consolidated assets of the Company as of 31.12.2020, and 2% of consolidated revenue (income) of the Company as of 31.12.2020																	
*M.V. Korotkova		At the time of the assessment M.V. Korotkova holds the position of a member of the Board of Directors PJSC «Rosseti South» and PJSC «Rosseti Volga», which are controlled entities of a significant counterparty of the Company – PJSC «Rosseti», the amount of obligations under the agreement with which exceeds 2 % of the book value of the consolidated assets of the Company as of 31.12.2020, and 2% of consolidated revenue (income) of the Company as of 31.12.2020																	
CONCLUSIONS		<ol style="list-style-type: none"> Out of 16 candidates - 15 candidates are associated with the significant counterparty of the Company. 1 candidate (A.I. Krupenina) fully meets all the criteria of independence for the group «Relation to a significant counterparty or competitor of the Company». Guided by Article 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee: <ol style="list-style-type: none"> Acknowledges that the relation of A.V. Golovtsov, V.Y. Zarkhin, A.V. Morozov, A.V. Shevchuk and M.V. Korotkova with the significant counterparty of the Company is formal and will not affect their independence in forming their position on the agenda of meetings of the Board of Directors and Committees under the Board of Directors of the Company, on their ability to make objective, conscientious and independent decisions from the influence of the significant counterparty of the Company. Recognizes A.V. Golovtsov, V.Y. Zarkhin, A.V. Morozov, A.V. Shevchuk and M.V. Korotkova INDEPENDENT DIRECTORS if elected at the Annual General Meeting of Shareholders in 2021 for the following reasons: <ul style="list-style-type: none"> The Company renders services to PJSC «IDGC of Center and Volga Region» in performing the functions of the sole executive body of PJSC «IDGC of Center and Volga Region» in accordance with the decision of the EGM of PJSC «IDGC of Center and Volga Region» (Minutes No. 16 dated 28.09.2020) and the consent of the FAS Russia. Commercial relations between the Company and PJSC «IDGC of Center and Volga Region» are based on market conditions, including the principles of protecting competition. If the Board of Directors of the Company makes a decision to consent to the transaction with PJSC «IDGC of Center and Volga Region» as a related party transaction, A.V. Golovtsov, V.Y. Zarkhin and A.V. Shevchuk did not vote, A.V. Morozov abstained from voting. PJSC «IDGC of Center and Volga Region» does not and cannot influence decisions made by PJSC «IDGC of Centre». The influence of PJSC «IDGC of Center and Volga Region» on the financial and economic activities of PJSC «IDGC of Centre» is limited only by the scope of the agreement. PJSC «Rosseti» provided the Company with a targeted interest-free loan. The agreement between the Company and PJSC «Rosseti» was concluded to finance the activities of the Target Program for improving the reliability of electricity supply to consumers in the Tver region for the period of 2018-2020 and other measures related to ensuring reliable and uninterrupted power supply to the Tver region, and is intended to ensure both the improvement of the quality of power supply to consumers and the financial stability of the branch of IDGC of Centre, PJSC - Tverenergo, as well as obtaining savings on interest costs and improving the financial and economic condition of the Company. PJSC «IDGC of North-West», PJSC «IDGC of Center and Volga Region», PJSC «Rosseti South», PJSC «Rosseti Volga», PJSC «IDGC of Urals» being controlled entities of the significant counterparty of the Company – PJSC «Rosseti», do not affect and cannot influence both the decisions made by PJSC «IDGC of Centre», and the financial and economic activities of PJSC «IDGC of Centre». 																	

4. Compliance with the group of criteria for independence «Relation to the state or a municipal entity»

№	Group of criteria	Criteria of independence	A.V. Golovtsov	V.Y. Zarkhin	A.V. Morozov	A.V. Shevchuk	A.I. Krupenina	A.V. Mayorov	A.A. Zaragatsky	L.A. Romanovskaya	A.V. Molsky	V.A. Kapitonov	M.G. Tikhonova	D.V. Krainitskiy	E.V. Prokhorov	I.V. Makovskiy	Y.V. Goncharov	M.V. Korotkova	
			4	Not related to the state or a municipal entity, if he	1. is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia	+	+	+	+	+	+	+	+	+	+	+	+	+	+
2. in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company	+	+			+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
3. has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity	+	+			+	+	+	+	+	+	+	+	+	+	+	+	+	+	+
4. is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality	+	+			+	+	+	-	-	-	-	-	-	-	-	-	-	-	+
CONCLUSIONS		<p>1. Out of 16 candidates - 10 candidates are associated with the state.</p> <p>2. 6 candidates (A.V. Golovtsov, V.Y. Zarkhin, A.V. Morozov, A.V. Shevchuk, A.I. Krupenina and M.V. Korotkova) fully meets all the criteria of independence for the group «Relation to the state or a municipal entity».</p>																	

**Assessment of Candidates to the Company's Board of Directors, prepared by the Personnel and Remuneration Committee
of the Company's Board of Directors :**

№	Full name of the Candidate	Status		
		Independent	Executive	Non-executive
1	Alexander Viktorovich Golovtsov	Yes* (subject to the recognition of the Board of Directors)	No	Yes
2	Vitaly Yuryevich Zarkhin	Yes* (subject to the recognition of the Board of Directors)	No	Yes
3	Andrey Vladimirovich Morozov	Yes* (subject to the recognition of the Board of Directors)	No	Yes
4	Alexander Viktorovich Shevchuk	Yes* (subject to the recognition of the Board of Directors)	No	Yes
5	Anastasiya Igorevna Krupenina	Yes	No	Yes
6	Andrey Vladimirovich Mayorov	No	No	Yes
7	Alexander Arkadevich Zaragatsky	No	No	Yes
8	Larisa Anatolievna Romanovskaya	No	No	Yes
9	Alexey Valeryevich Molsky	No	No	Yes
10	Vladislav Albertovich Kapitonov	No	No	Yes
11	Maria Gennadievna Tikhonova	No	No	Yes
12	Daniil Vladimirovich Krainskiy	No	No	Yes
13	Egor Vyacheslavovich Prokhorov	No	No	Yes
14	Igor Vladimirovich Makovskiy	No	Yes	No
15	Yury Vladimirovich Goncharov	No	No	Yes
16	Maria Vyacheslavna Korotkova	Yes* (subject to the recognition of the Board of Directors)	No	Yes



ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Conclusion of the Personnel and Remuneration Committee of the Company's Board of Directors on the assessment of candidates for the Company's Board of Directors



Interregional Distribution Grid Company of Centre, Public Joint-Stock Company

EXTRACT FROM MINUTES
of meeting of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC (in the form of absent voting)

«05» April 2021 Moscow No. 05/21

Form of the meeting: absent voting.
Total number of members of the Personnel and Remuneration Committee: 5 persons.
Participants of the voting: A.A. Bashinjaghyan, A.V. Golovtsov, L.A. Romanovskaya.
Members who did not provide questionnaires: none.
The quorum is present
Date of the minutes: 05.04.2021.

Item 1. On preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC.

Decision:
1. To approve and submit to the Board of Directors of the Company the results of preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee.
2. To recommend that the Board of Directors of the Company include the results of preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC, conducted by the Personnel and Remuneration Committee, into the list of materials to be provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company.

Voting results:
Asthik Artashesovna Bashinjaghyan - «FOR»
Alexander Viktorovich Golovtsov - «ABSTAINED»
Larisa Anatolievna Romanovskaya - «FOR»

Total:
«FOR» - «2»
«AGAINST» - «0»
«ABSTAINED» - «1»

Decision is taken.

Appendix: The preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC (Appendix # 1).

Minutes signed by:
Chairperson of the Personnel and Remuneration Committee of the Board of Directors L.A. Romanovskaya

Secretary of the Personnel and Remuneration Committee of the Board of Directors S.V. Lapinskaya

Extract is correct:
Secretary of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC S.V. Lapinskaya
05.04.2021.

The preliminary Assessment of Candidate Members to the Board of Directors of IDGC of Centre, PJSC shall be submitted as materials to the Annual General Meeting of Shareholders in accordance with clause 4.5. of the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC (hereinafter referred to as the Regulation on the General Meeting of Shareholders), according to which along with other information materials on the agenda of the General Meeting of Shareholders of the Company information should be available on candidates to the Board of Directors of the Company for familiarization to all shareholders of the Company.

In accordance with clause 4.6 of the Regulation on the General Meeting of Shareholders "the executive bodies of the Company in the period prior to the General Meeting of Shareholders shall implement the Company's information policy in such a way that it is directed to election to the Company's Board of Directors of candidates meeting the requirements of regulatory bodies and trading authorities on the securities market of the Russian Federation".

The Listing Rules of PJSC "Moscow Exchange" require that members of the Board of Directors meet the requirements set forth in Appendix 4 to the Listing Rules of PJSC "Moscow Exchange".
At the same time, it is recommended to select candidates to the Board of Directors from among specialists competent in a range of issues covering both the main sphere of the Company's activities and individual industries and regions in which the Company operates.

Thus, the Personnel and Remuneration Committee analyzed and evaluated the candidates nominated to the Board of Directors of the Company regarding the recommendations shown to the members of the Board of Directors of IDGC of Centre, PJSC by the Listing Rules, admission to placement and circulation of securities at PJSC "Moscow Exchange" (Appendix 1).

In accordance with clauses 1, 3, 4 of Article 53 of the Federal Law "On Joint-Stock Companies" of December 26, 1995 No. 208-FZ, clause 13.1 of Article 13 of the Company's Articles of Association, not later than 60 (Sixty) days after the end of the fiscal year (no later than 01.03.2021) 16 candidates to the Board of Directors of the Company were nominated from the shareholders (shareholder) of the Company who collectively own at least 2 (Two) percent of the Company's voting shares.

By the decision of the Board of Directors of the Company of 05.03.2021 (Minutes No. 06/21), all 16 candidates were included in the list of candidates for voting for election to the Board of Directors of the Company.
The preliminary evaluation of the candidates is based on the available personal data of the current members of the Board of Directors, on the data submitted by the shareholders of the Company, who nominated these candidates for election to the Board of Directors of the Company, and on data submitted by candidates in accordance with the additional request of the Corporate Secretary of the Company dated 09.03.2021 № MP1-TSA/7/3/285.

In the opinion of the Personnel and Remuneration Committee, an analysis of the composition of candidates to the Company's Board of Directors allows to conclude that:
1) submission by all candidates for election of the written consent evidences the openness of procedures for nominating and electing candidates to the Board of Directors, the willingness (if elected) to exercise the rights and perform the duties of a member of the Board of Directors, to act in the interests of the Company, exercise their rights and fulfill their obligations in respect to the Company honestly and reasonably, in accordance with applicable law, the Articles of Association and internal documents of the Company;

2) candidates for the Board of Directors are recognized experts in the field of electricity, finance, law, strategic management, audit, risk management, HR management, corporate governance, production modernization, innovation and investment in various areas, which will directly contribute to the effective operation of the entire Board of Directors in the interests of the Company and its shareholders;
3) personal characteristics of candidates for the Board of Directors, including experience in the boards of directors or at senior positions of other joint-stock companies, whose shares are included in the quotation lists of organized trading platforms (exchanges), including in international companies, will positively influence the effectiveness of the work of the Council directors, including the ability to work in a team, accessibility for communication, the ability to defend one's views, skills to reckon with opinions of others;

4) candidates for the Board of Directors are represented by different groups of shareholders of the Company, which will provide:
• balance of interests - taking into account interests and viewpoints of different groups of shareholders;
• objective and independent judgment when making decisions;
• comprehensive and thorough discussion, elaboration and adoption of effective decisions on all issues within the competence of the Board of Directors.

5) the lists of candidates for the Board of Directors include fewer than one-fourth of the candidates who are employees of the Company (namely, out of 16 - 1),
6) based on the requirements for the independence of a member of the Board of Directors as provided for by the Listing Rules of PJSC "Moscow Exchange" and the Corporate Governance Code of the Bank of Russia, an analysis was carried out according to which (at the time of the assessment) out of 16 candidates:

• 1 candidate (A.I. Krupenina) fully meets all the criteria of independence;
• 5 candidates (A.V. Golovtsov, V.Y. Zarkhin, A.V. Morozov, A.V. Shevchuk and M.V. Korotkova) the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize them as independent directors if they are elected at the Annual General Meeting of Shareholders in 2021, since their affiliation with the Company and/or with a significant shareholder of the Company, and/or a significant counterparty of the Company is formal and will not influence autonomy in the formation of a position on issues on the agenda of the Board of Directors, their ability to make objective and honest judgments, independent of the influence of executive bodies of the Company, certain groups of shareholders, the Company's competitors and counterparties;

• 10 candidates (A.V. Mayorov, A.A. Zaragatsky, L.A. Romanovskaya, A.V. Molsky, V.A. Kapitonov, M.G. Tikhonova, D.V. Krainskiy, E.V. Prokhorov, I.V. Makovskiy, Y.V. Goncharov) the Personnel and Remuneration Committee recognized as related to the Company and/or with a significant shareholder of the Company, and/or with a significant counterparty, the Company, and/or with the state.

The Personnel and Remuneration Committee draws attention to the fact that following the results of the Annual General Meeting of Shareholders of the Company in 2021, the situation with the results of the assessment may change. Thus, the elected member of the Board of Directors will cease to appear or vice versa will be recognized as independent for one reason or another, such as: the regulator or the Exchange will change the requirements for the conditions of independence, the member of the Board of Directors will be elected or cease his or her participation in controlled entities of the entity, who controls the Company and/or in legal entities controlled by the substantial shareholder of the Company or a person controlling the substantial shareholder of the Company and/or a significant counterparty of the Company, etc.

At the same time, the Personnel and Remuneration Committee notes that the Board of Directors of the Company may, in exceptional cases, recognize the independence of a member of the Board of Directors despite having formal criteria of relation to the Company, the substantial shareholder of the Company, a material counterparty or competitor of the Company established in the criteria for determining independence of members of the Board of Directors in the event that such a relationship does not affect the ability of the respective member of the Board of Directors to make independent, objective and conscientious judgments.

The Personnel and Remuneration Committee recommends:
1. Including the results of the evaluation of the candidates to the Board of Directors of IDGC of Centre, PJSC, conducted by the Personnel and Remuneration Committee, into the list of materials provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company in 2021;
2. Following the results of the election in 2021 of a new Board of Directors at the Annual General Meeting of Shareholders, taking into account the recommendations set out in this decision when determining the status of an independent member of the Board of Directors of IDGC of Centre, PJSC;
3. The Company to comply with the requirements of the Listing Rules of PJSC "Moscow Exchange" and the Corporate Governance Code, voting at the Annual General Meeting of Shareholders of IDGC of Centre, PJSC in 2020 on the item of electing members of the Board of Directors of the Company in such a way as to ensure the balance of the Board of Directors in terms of experience and professional qualifications, and also electing to the Board of Directors most candidates who meet the requirements of independence.

Chairperson of the Personnel and Remuneration Committee

L.A. Romanovskaya

The Matrix of competencies formed as part of an independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC for the 2020-2021 corporate year

1. Definition

The Matrix of competencies is a tool for tabular display of the required skills and competencies for a collegial body or a project team.

2. Methods for constructing the matrix:

2.1. Defining a set of skills and competencies.

2.2. Assessment of the current level of qualifications of members (and filling in the matrix) for each skill (scale from 0 to 3, where 0 is no, 1 is basic, 2 is intermediate, 3 is advanced) and the level of interest in applying the skill for each skill (1 - interested, 1 - not interested). Filling in is carried out independently by a person or a team involved in the design of nominations. You can make an entrance filter barrier for a set of competencies.

2.3. Assessment of the level of harmony of the matrix. The calculation is carried out independently by the person designing the nominations.

3. A set of skills and competencies

1. Strategic management (strategy development and implementation, mergers and acquisitions).

2. Industry experience (work experience in a large company).

3. Interaction with government authorities (experience in the regulator, the Government, experience with political stakeholders).

4. Information technology / digitalization / cyber risks (experience in building, implementation).

5. Construction of performance assessment and motivation systems.

6. Risk management / compliance / internal control / internal audit.

7. Audit / finance / accounting / management accounting (financial director level).

8. Corporate governance / ESG.

9. Operations and continuous Improvement.

10. Work experience in the position of Sole Executive Body (CEO, chairman of the board, president, etc.) of a company (not less than a medium-sized business) or senior management positions (CEO/chairman of the board level minus 1) in a large company.