



INFORMATION (MATERIALS)  
provided to the persons entitled to participate in the  
Extraordinary General Meeting of Shareholders  
of IDGC of Centre, PJSC 30.12.2019

2019

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  - Explanatory information on the item;
  - Draft resolution on the item

**NOTICE ON HOLDING THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF IDGC OF CENTRE, PJSC**

**Dear shareholders!**

Interregional Distribution Grid Company of Centre, Public Joint-Stock Company (IDGC of Centre, PJSC) informs about holding the Extraordinary General Meeting of Shareholders (hereinafter - the Meeting) on 30 December 2019 by absentee voting with the following agenda:

**1. On the size of dividends, the timing and form of their payment following the results of work for 9 months of 2019 and the establishment of the date, on which persons entitled to receive dividends, are recorded.**

**Date of the Meeting:** 30 December 2019.

**Ballots reception end date:** 30 December 2019.

Holders of the Company's ordinary registered shares have the right to vote on the agenda item of the Meeting.

**The list of persons eligible to participate in the Meeting is recorded as at «06» December 2019.**

**Information (materials), provided in preparation for the Meeting, shall be available to the persons entitled to participate in the Meeting**

- from 29 November 2019 to 30 December 2019, excluding weekends and holidays, from 09 hours 00 minutes to 17 hours 00 minutes, as well as 30 December 2019 on the day of the Meeting at the following addresses:

- Russia, Moscow, Malaya Ordynka St., 15, IDGC of Centre, PJSC,

- Russia, Moscow, Pravdy St., 23, VTB Registrar;

also from 29 November 2019 on the Company's website at: <http://www.mrsk-1.ru>

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, this information (materials) shall be sent until 29 November 2019 in electronic form (in the form of electronic documents) to the nominee shareholder.

In the period of preparation for the Meeting, the Company maintains a telephone channel for communication with shareholders: 8 (495) 747-92-92 (30-37). Also, for communication with shareholders, the Company has a special e-mail address: [ir@mrsk-1.ru](mailto:ir@mrsk-1.ru) and the forum is functioning on the agenda of the meeting on the Company's website at: <https://www.mrsk-1.ru/about/management/controls/stockholders/material/vosa2019/forum/>

**Completed voting ballots can be sent to one of the following postal addresses:**

- 119017, Russia, Moscow, Malaya Ordynka St., 15, IDGC of Centre, PJSC;
- 127137, Russia, Moscow, p/o box 54, VTB Registrar;

Persons who have the right to participate in the Meeting are provided with technical capabilities for voting at the Meeting by filling out the electronic form of the bulletin (hereinafter - the electronic bulletin) on the website of VTB Registrar, which is the holder of the register of holders of the Company's equity securities. Such participation is carried out through the service "Personal account of the shareholder (stockholder)" on the Registrar's website at <http://www.vtbreg.ru>

To connect to the service "Personal account of the shareholder (stockholder)" it is necessary:

**- for shareholders-individuals:**

to fill in the online application form on the Registrar's website at <http://www.vtbreg.ru>;

to submit the Application to any subdivision of VTB Registrar from the listed on the website at: <http://www.vtbreg.ru>;

to use temporary username and password to access the "Personal account of the shareholder (stockholder)", information about which is available in ballots sent to shareholders by mail.

**- for shareholders-legal entities:**

to submit the Application in paper form to any subdivision of VTB Registrar from the listed on the website at: <http://www.vtbreg.ru>

The possibility of entering the "Personal account of the shareholder (stockholder)" is also available, by using the portal of the State Services (ESIA) or by using electronic signature on the sim card (1C-SIM service).

In addition, the owner of securities, the rights to which are accounted for by a nominal holder, is entitled to participate in the Meeting personally or by giving instructions to the nominal holder to vote in a specific way, if this is provided for by an agreement concluded with the nominal holder. An electronic voting document signed with an electronic signature shall be sent by the owner of the equity securities to the nominal holder.

**While defining the quorum of the Meeting and voting results, the votes represented by ballots, or in other ways established by law, received until 30 December 2019, are taken into account.**

Contact person: Svetlana V. Lapinskaya – Corporate Secretary of the Company.

**The Board of Directors of IDGC of Centre, PJSC**



# MATERIALS TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF IDGC OF CENTRE, PJSC

## VOTING DETAILS AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF IDGC OF CENTRE, PJSC



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

### EXTRACT FROM MINUTES of meeting of the Board of Directors of IDGC of Centre, PJSC (in the form of absent voting)

«25» November 2019 Moscow No. 39/19

#### Form of the meeting: absent voting.

Total number of members of the Board of Directors: 11 people.  
Participants of the voting: A.Y. Yarovin, A.Y. Golovtsov, V.Y. Zarkhin, A.I. Kamkov,  
A.Y. Logozhin, I.V. Mikheyev, A.I. Pavlov, L.A. Romanovskaya, M.M. Sandik, D.A.  
Cherkin, A.V. Shevchuk.  
Members who did not provide questionnaire: none.  
The quorum is present.  
Date of the minutes: 25.11.2019.

#### Item 1: On convening the Extraordinary General Meeting of Shareholders of the Company.

Decision:  
1. To convene the Extraordinary General Meeting of Shareholders of the Company hereinafter - the Meeting by absent voting.  
2. To determine the date of the Meeting holding - 30 December 2019.  
3. To determine the ballots reception and date - 30 December 2019.  
4. To approve the record date of persons entitled to participate in the Meeting - 06 December 2019.

5. Due to the fact that no preference shares were issued by the Company, the decision on determining the type (s) of preference shares, whose owners have the right to vote on the agenda items of the Meeting, is not to be taken.  
6. To determine that information (material) provided to the persons entitled to participate in the Meeting are:

- the agenda of the Extraordinary General Meeting of Shareholders indicating the person on whose proposal the relevant issue was included;
- the recommendations of the Board of Directors of the Company on the size of the dividend on shares of the Company and the procedure for its payment based on the results of 9 months of 2019 and determining the date on which persons entitled to receive dividends are recorded (as extracted from the minutes of a meeting of the Board of Directors of the Company);
- the draft resolution and explanatory note to the agenda item of the Meeting;
- the information about the shareholders' agreements entered into during the year prior to the date of the General Meeting of Shareholders;
- the sample power of attorney, which the shareholder may give his or her representative and its certification procedure.

7. To establish that the information (material), provided in preparation for the Meeting, shall be available to the persons entitled to participate in the Meeting:  
- from 29 November 2019 to 30 December 2019, excluding weekends and holidays, from 29 hours 00 minutes to 17 hours 00 minutes, as well as 30 December 2019 on the day of the Meeting at the following addresses:

- Russia, Moscow, Malaya Ordynka St., 15, IDGC of Centre, PJSC;
- Russia, Moscow, Pravdy St., 23, VTB Registrar;
- also from 29 November 2019 on the Company's website at: <http://www.msk-1.ru>
- If a person recorded in the register of shareholders of the Company is a nominal holder of shares, this information (material) shall be sent until 29 November 2019 in electronic form (in the form of electronic documents) to the nominee shareholder.
- 8. In the period of preparation for the Meeting to ensure:
  - maintaining a telephone channel for communication with shareholders: 8 (495) 747-92-92 (24/7);
  - a special e-mail address: [gr@msk-1.ru](mailto:gr@msk-1.ru)

- the forms functioning on the agenda of the Meeting on the Company's website: [http://www.msk-1.ru/obshchestvennoe\\_soboranie\\_aktsionerov/](http://www.msk-1.ru/obshchestvennoe_soboranie_aktsionerov/)
- 9. To approve the form and text of the ballot for voting at the Meeting in accordance with Appendix # 1 to the decision of the Board of Directors of the Company.
- 10. To send in electronic form (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders, the wording of decisions specified in the voting ballot shall be used.
- 11. To determine that the voting ballots are to be sent by reprinted mail (shaded out against receipt) to the persons, entitled to participate in the Meeting, not later than 09 December 2019.
- The voting ballots in electronic form (in the form of electronic documents) not later than 09 December 2019 are sent to the registrar JSC VTB Registrar for sending to nominal holders registered in the register of shareholders of the Company.
- 12. To determine that the completed voting ballots can be sent to one of the following addresses:

- 119917, Russia, Moscow, Malaya Ordynka St., 15, IDGC of Centre, PJSC;
- 127137, Russia, Moscow, pl. Sd. VTB Registrar;
- <http://www.vtbreg.ru> - for filling in the electronic ballot form.

In addition, the owner of securities, the rights to which are accounted for by a nominal holder, is entitled to participate in the Meeting personally or by giving instructions to the nominal holder to vote in a specific way, if this is provided for by an agreement concluded with the nominal holder. An electronic voting document signed with an electronic signature shall be sent by the owner of the equity securities to the nominal holder.

13. To determine the following website for filling in electronic ballots: <http://www.vtbreg.ru>

14. While defining the quorum of the Meeting and voting results, the votes represented by ballots, or in other ways established by law, received until 30 December 2019, are taken into account.

15. To instruct General Director of the Company to ensure sending the voting ballots to the shareholders of the Company in accordance with this decision of the Board of Directors of the Company.

16. To approve the form and text of the notice about the Meeting holding in accordance with Appendix # 2 to the decision of the Board of Directors of the Company.

17. To inform the persons entitled to participate in the Meeting regarding holding the Meeting:

- by posting the notice on the Company's website at: [www.msk-1.ru](http://www.msk-1.ru) not later than 29 November 2019.
- If a person recorded in the register of shareholders of the Company is a nominal holder of shares, the notice about the Meeting holding shall be sent in electronic form (in the form of electronic documents) to the nominal shareholder not later than 29 November 2019.

18. To elect as the Secretary of the Meeting - Svetlana Vladimirovna Lapinskaya - Corporate Secretary of the Company.
19. To approve the cost estimates associated with the preparation and holding of the Meeting in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
20. General Director not later than two months after the holding of the Meeting to submit to the Board of Directors a report on the expenditure of funds for preparation and holding of the Extraordinary General Meeting of Shareholders under the form in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

#### Voting results

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Varvint   | - «FOR»       |
| 2. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 3. Vitaly Vyacheslav Zarkhin       | - «ABSTAINED» |
| 4. Alexander Ivanovich Kamkov      | - «FOR»       |
| 5. Andrey Vyacheslavovich Logozhin | - «FOR»       |
| 6. Igor Vladimirovich Mikheyev     | - «FOR»       |
| 7. Alexey Igorevich Pavlov         | - «FOR»       |
| 8. Larina Anatolievna Romanovskaya | - «FOR»       |
| 9. Olegovich Mikhailovich Sandik   | - «FOR»       |
| 10. Dmitry Alexandrovich Cherkin   | - «FOR»       |
| 11. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:  
«FOR» - «2/11»  
«AGAINST» - «0/11»  
«ABSTAINED» - «2/11»  
Decision is taken.

#### Appendices:

1. The ballot for voting at the Extraordinary General Meeting of Shareholders of the Company (Appendix # 1).
2. The notice about holding the Extraordinary General Meeting of Shareholders of the Company (Appendix # 2).
3. The cost estimates associated with the preparation and holding of the Extraordinary General Meeting of Shareholders of the Company (Appendix # 3).
4. The form of the report on the expenditure of funds for preparation and holding of the Extraordinary General Meeting of Shareholders of the Company (Appendix # 4).
5. The dissenting opinions of the members of the Board of Directors of the Company, A.Y. Golovtsov, V.Y. Zarkhin, A.I. Kamkov, I.V. Mikheyev, in the agenda notes of the meeting of the Board of Directors of the Company (Appendix # 5-7).

Minutes signed by:  
Chairperson of the Board of Directors A.I. Kamkov  
Corporate Secretary S.V. Lapinskaya  
Extract in current:  
Corporate Secretary of IDGC of Centre, PJSC S.V. Lapinskaya  
25.11.2019.

### Dear shareholders!

Please, familiarize yourselves with the procedure for voting on the agenda of the Meeting, as voting at the Meeting is the basic right of the shareholder, which determines decisions taken by the Meeting and the work of the Company for the future.

Voting at the Shareholders' Meeting is carried out using the ballot, which must be signed by the shareholder or his representative.

### Who has the right to vote at the Meeting

Persons, included in the list of persons entitled to participate in the meeting, compiled as of 06 December 2019 (the record date) have the right to vote on the agenda item of the Meeting.

In addition, in case of transfer of shares after the indicated date – their purchasers by proxy from a person included in the list, if such an opportunity is provided for in the share transfer agreement.

### Voting procedure at the Meeting

Voting at the Meeting on the item is carried out according to the principle «One voting share of the Company - one vote». When voting on the agenda item of the Meeting, the voter has the right to choose only one voting option "FOR", "AGAINST" or "ABSTAINED", having deleted unnecessary options.

### Ways and terms of voting

The signed ballot is sent to the Company's Registrar or to the Company. While defining the quorum of the Meeting and voting results, the votes represented by ballots, or in other ways established by law, received until 30 December 2019, are taken into account.

Persons who have the right to participate in the Meeting are provided with technical capabilities for voting at the Meeting by filling out the electronic form of the bulletin (hereinafter - the electronic bulletin) on the website of VTB Registrar, which is the holder of the register of holders of the Company's equity securities. Such participation is carried out through the service "Personal account of the shareholder (stockholder)" on the Registrar's website at <http://www.vtbreg.ru>

### To connect to the service "Personal account of the shareholder (stockholder)" it is necessary:

#### - for shareholders-individuals:

- to fill in the online Application form on the Registrar's website at <http://www.vtbreg.ru>;
- to submit the Application to any subdivision of VTB Registrar from the listed on the website: <http://www.vtbreg.ru>;
- to use temporary username and password to access the "Personal account of the shareholder (stockholder)", information about which is available in ballots sent to shareholders by mail.

#### - for shareholders-legal entities:

- to submit the Application in paper form to any subdivision of VTB Registrar from the listed on the website: <http://www.vtbreg.ru>.

The possibility of entering the "Personal account of the shareholder (stockholder)" is also available, by using the portal of the State Services (ESIA) or by using electronic signature on the sim card (1C-SIM service).

In addition, the owner of securities, the rights to which are accounted for by a nominal holder, is entitled to participate in the Meeting personally or by giving instructions to the nominal holder to vote in a specific way, if this is provided for by an agreement concluded with the nominal holder. An electronic voting document signed with an electronic signature shall be sent by the owner of the equity securities to the nominal holder.

SAMPLE FORM OF POWER OF ATTORNEY, WHICH THE SHAREHOLDER MAY ISSUE TO HIS REPRESENTATIVE, AND THE PROCEDURE FOR ITS CERTIFICATION

POWER OF ATTORNEY

\_\_\_\_\_ (place of drawing up the power of attorney to be fully specified in words)

\_\_\_\_\_ (date of issue of the power of attorney to be fully specified in words)

This power of attorney \_\_\_\_\_ (Surname, name, patronymic of the Shareholder),

passport # \_\_\_\_\_, issued \_\_\_\_\_

« \_\_\_\_\_ » \_\_\_\_\_ (previously passport series \_\_\_\_\_ # \_\_\_\_\_, issued \_\_\_\_\_

« \_\_\_\_\_ » 19 \_\_\_\_\_), registered at: \_\_\_\_\_

\_\_\_\_\_ hereinafter referred to as «the Principal», authorizes \_\_\_\_\_ (Surname, name, patronymic),

passport # \_\_\_\_\_, issued \_\_\_\_\_

« \_\_\_\_\_ » \_\_\_\_\_, registered at: \_\_\_\_\_

\_\_\_\_\_ hereinafter referred to as «the Attorney», to represent the interests of the Principal at **General Meetings of Shareholders** (hereinafter - «the Meetings») of **Interregional Distribution Grid Company of Centre, Public Joint Stock Company (hereinafter - IDGC of Centre, PJSC)** and perform the following actions:

- to vote on all items of the agenda with all the shares IDGC of Centre, PJSC owned by the Principal;
- to sign voting ballots;
- to receive all necessary documents and materials provided to shareholders in preparation for the Meetings and during the Meetings;
- to sign documents required for implementation of the above authority;
- to perform all legal and factual actions related to the implementation of these powers.

The power of attorney is issued without the right of substitution.

The power of attorney is valid until the thirty-first of December two thousand nineteen inclusive.

Signature \_\_\_\_\_ (Surname, name, patronymic of the Shareholder, signature)

The power of attorney, which does not indicate the date of the notarization, is void.

The power of attorney shall contain information about the principal and the attorney (for a natural person - name, identity document (series and (or) number, date and place of issue, issuing authority), for a legal entity - name, registered office).

The power of attorney shall be issued in accordance with the requirements of paragraph 3 of Article 185.1 of the Civil Code of the Russian Federation (can be certified by an organization in which the principal works or studies, and administration of an inpatient treatment institution in which he or she is being treated) or notarized. A power of attorney, issued by substitution, must be notarized.

<sup>1</sup> In order to identify the shareholder in the register of holders of securities in the absence in the register of information on the passport of a Russian citizen, be sure to specify in the power of attorney information on a previously issued passport

POWER OF ATTORNEY

\_\_\_\_\_ (place of drawing up the power of attorney to be fully specified in words)

\_\_\_\_\_ (date of issue of the power of attorney to be fully specified in words)

This power of attorney \_\_\_\_\_ (please, specify the full name of the legal entity of the shareholder of IDGC of Centre, PJSC under the By-Laws)

(hereinafter - «Principal»), represented by \_\_\_\_\_ (please, specify the name of the sole executive body of the Principal and his or her full Surname, name, patronymic)

acting on the basis of the By-Laws, registered address of the Principal: \_\_\_\_\_ (please, specify the full address of the registered office of the Principal under the By-Laws)

authorizes \_\_\_\_\_ (please, specify the full Surname, name, patronymic of the holder of power of attorney, authorized to vote on behalf of the Principal)

passport number \_\_\_\_\_, issued \_\_\_\_\_ « \_\_\_\_\_ » 20 \_\_\_\_\_ (issuing authority, date of issue),

place of residence: \_\_\_\_\_ (hereinafter - «the Attorney»),

to represent the interests of the Principal at **General Meetings of Shareholders** (hereinafter - «the Meetings») of **Interregional Distribution Grid Company of Centre, Public Joint Stock Company (hereinafter - IDGC of Centre, PJSC)** and perform the following actions:

- to vote on all items of the agenda with all the shares IDGC of Centre, PJSC owned by the Principal;
- to sign voting ballots;
- to receive all necessary documents and materials provided to shareholders in preparation for the Meetings and during the Meetings;
- to sign documents required for implementation of the above authority;
- to perform all actions related to the implementation of this order.

The power of attorney is issued without the right of substitution.

The power of attorney is valid until the thirty-first of December two thousand nineteen inclusive.

(the name of the sole executive body, his or her signature and Full name)

Stamp here.

The power of attorney, which does not indicate the date of the notarization, is void.

The power of attorney shall contain information about the principal and the attorney (for a natural person - name, identity document (series and (or) number, date and place of issue, issuing authority), for a legal entity - name, registered office).

The power of attorney shall be issued in accordance with the requirements of paragraph 4 of Article 185.1 of the Civil Code of the Russian Federation (power of attorney on behalf of a legal entity shall be signed by the manager or a person authorized to do so in accordance with the law and the constituent documents). A power of attorney issued by substitution shall be executed in accordance with requirements of para. 3 of Art. 187 of the Civil Code of the Russian Federation.

RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND THE ORDER OF DECISION MAKING ON THE ITEM OF THE AGENDA OF THE MEETING OF IDGC OF CENTRE, PJSC

№	Wording of the item and draft resolution	Initiator of the question	Recommendations of the Board of Directors to the Meeting	Order of decision making by the Meeting	Preliminarily reviewed by the Committee under the Board of Directors
<b>On the size of dividends, the timing and form of their payment following the results of work for 9 months of 2019 and the establishment of the date, on which persons entitled to receive dividends, are recorded</b>					
1	<p>1. To pay dividends on common stocks of the Company from the Company's net profit following the results of 9 months of 2019 in the amount of 0,0200649 RUB per one ordinary share of the Company in cash.</p> <p>2. The amount of accrued dividends per one shareholder of the Company is determined with an accuracy of one kopeck. The number is rounded off in the calculation according to the rules of mathematical rounding.</p> <p>3. The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders – 25 working days from the record date of the list of persons entitled to receive dividends.</p> <p>4. To define the record date of the list of persons entitled to receive dividends as the 14th day from the date of adoption by the Extraordinary General Meeting of Shareholders of a decision on the payment of dividends.</p>	Board of Directors	<b>FOR</b>	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	Strategy Committee



## MATERIALS TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF IDGC OF CENTRE, PJSC

### INFORMATION ABOUT THE SHAREHOLDERS' AGREEMENTS ENTERED INTO DURING THE YEAR PRIOR TO THE DATE OF THE GENERAL MEETING OF SHAREHOLDERS OF IDGC OF CENTRE, PJSC

**Dear shareholders!**

Please be informed that during the year prior to the date of the General Meeting of Shareholders no shareholders' agreements were concluded.

**ITEM № 1 «ON THE SIZE OF DIVIDENDS, THE TIMING AND FORM OF THEIR PAYMENT FOLLOWING  
THE RESULTS OF WORK FOR 9 MONTHS OF 2019 AND THE ESTABLISHMENT OF THE DATE, ON  
WHICH PERSONS ENTITLED TO RECEIVE DIVIDENDS, ARE RECORDED»**





## MATERIALS TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF IDGC OF CENTRE, PJSC

### ITEM «ON THE SIZE OF DIVIDENDS, THE TIMING AND FORM OF THEIR PAYMENT FOLLOWING THE RESULTS OF WORK FOR 9 MONTHS OF 2019 AND THE ESTABLISHMENT OF THE DATE, ON WHICH PERSONS ENTITLED TO RECEIVE DIVIDENDS, ARE RECORDED»

#### Explanatory information on the item (justification of the proposed size of dividends)



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

#### EXTRACT FROM MINUTES of meeting of the Board of Directors of IDGC of Centre, PJSC (in the form of absent voting)

«25» November 2019 Moscow No. 39/19

Form of the meeting: **absent voting.**  
Total number of members of the Board of Directors: **11 people.**  
Participants of the voting: **A.V. Varvarin, A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, A.V. Logashin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Smikh, D.A. Cherkov, A.V. Shevchuk.**  
Members who did not provide questionnaires: **none.**  
The quorum is present.  
Date of the minutes: **25.11.2019.**

**Item 3. On the recommendations on the amount of dividends on shares of the Company following the results of 9 months of 2019 and their payment procedure.**

**Decision:**

To recommend that the Extraordinary General Meeting of Shareholders take the following decision:

1. To pay dividends on common stocks of the Company from the Company's net profit following the results of 9 months of 2019 in the amount of 0.0200649 RUB per one ordinary share of the Company in cash.
2. The amount of accrued dividends per one shareholder of the Company is determined with an accuracy of one kopeck. The number is rounded off in the calculation according to the rule of mathematical rounding.
3. The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders – 25 working days from the record date of the list of persons entitled to receive dividends.
4. To define the record date of the list of persons entitled to receive dividends as the 14<sup>th</sup> day from the date of adoption by the Extraordinary General Meeting of Shareholders of a decision on the payment of dividends.

**Voting results:**

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «ABSTAINED»
3. Vitaliy Yuryevich Zarkhin - «ABSTAINED»
4. Alexander Ivanovich Kazakov - «FOR»
5. Andrey Vyacheslavovich Logashin - «FOR»
6. Igor Vladimirovich Makovskiy - «FOR»
7. Aleksey Igorevich Pavlov - «FOR»
8. Larisa Anatolievna Romanovskaya - «FOR»
9. Maxim Mikhailovich Smikh - «FOR»
10. Dmitry Aleksandrovich Cherkov - «FOR»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

**Total:**  
«FOR» - «0»  
«AGAINST» - «0»  
«ABSTAINED» - «3»  
**Decision is taken.**

**Appendix:**  
The dissenting opinions of the members of the Board of Directors of the Company, A.V. Golovtsov, V.Y. Zarkhin and A.V. Shevchuk, on the agenda items of the meeting of the Board of Directors of the Company (Appendix 4-5-7).

**Minutes signed by:**  
Chairperson of the Board of Directors

A.I. Kazakov

Corporate Secretary

S.V. Lapinskaya

**Extract is correct:**  
Corporate Secretary  
of IDGC of Centre, PJSC  
25.11.2019

S.V. Lapinskaya

In accordance with Federal Law dated 26.12.1995 № 208-FZ "On Joint-Stock Companies", based on the results of the first quarter, six months, nine months of the reporting year, the Company has the right to make decisions (declare) on the payment of dividends on placed shares. The decision on the payment (declaration) of dividends based on the results of the first quarter, six months and nine months of the reporting year may be made within three months after the end of the relevant period.

These decisions are made by the shareholders' meeting only on the recommendation of the Board of Directors of the Company. In accordance with paragraph 4 of Art. 42 of the Federal Law "On Joint Stock Companies", the amount of dividends may not be greater than the amount of dividends recommended by the Board of Directors of the Company.

The source of payment of dividends is the Company's profit after taxation (net profit) determined by the data of the Company's accounting (financial) statements compiled in accordance with the requirements of the legislation of the Russian Federation.

In accordance with the P&L Statement as of 30.09.2019 the Company's net profit amounted to RUB 882,947 thous. Following the results of 9 months of 2019 ROIC was 3.63%.

It is proposed to determine the amount of interim dividend payments for 9 months of 2019 at the level of the annual dividend amount for the year 2019 provided for in the approved business plan of IDGC of Centre (Minutes of the Board of Directors of IDGC of Centre dated 22.03.2019 № 09/19). Taking into account the rounding per share in rubles with an accuracy of seven decimal places, it is recommended that RUB 847,099 thous. be allocated for dividend payment, therefore, the estimated amount of dividends per share will be RUB 0.0200649. The dividend yield on shares of the Company for 9 months of 2019 will be 6.86%\*.

The term for the payment of dividends to shareholders depends on the date on which persons entitled to receive them are recorded. Such a date cannot be set earlier than 10 days from the date of adoption by the General Meeting of Shareholders of a decision on the payment of dividends and later than 20 days from the date of such a decision. The meeting of shareholders of the Company is proposed to determine the date of recording a list of persons entitled to receive dividends as the 14th day from the date of adoption by the extraordinary general meeting of shareholders of a decision on the payment of dividends.

The term for the payment of dividends to the nominal holder and trustee, who are recorded in the register of shareholders, shall not exceed 10 working days from the date on which persons entitled to receive dividends are determined.

The dividends shall be paid to persons entitled to receive them recorded in the register of shareholders no later than 25 working days from the date on which persons entitled to receive dividends are determined.

The Company confirms that on the day the decision to pay dividends and on the day the dividends are paid, the Company will not meet the signs of insolvency (bankruptcy) and the indicated signs will not appear in the Company as a result of the payment of dividends in the amount recommended by the Board of Directors, and the value of the Company's net assets\*\* will not be less than its authorized capital and the Reserve Fund and will not be less than their size as a result of a decision by the General Meeting of Shareholders on the payment (declaration) of dividends.

\*The dividend yield of the shares is calculated by the Company as the ratio of the interim dividends paid per share and the median value of the market prices of this share for the corresponding period.

\*\*The net asset value of IDGC of Centre as of 30.09.2019 is RUB 58,442,931 thous., and the authorized capital is RUB 4,221,794 thous. Thus, the value of the Company's net assets exceeds the amount of the Company's authorized capital.

**ITEM «ON THE SIZE OF DIVIDENDS, THE TIMING AND FORM OF THEIR PAYMENT FOLLOWING THE RESULTS OF WORK FOR 9 MONTHS OF 2019 AND THE ESTABLISHMENT OF THE DATE, ON WHICH PERSONS ENTITLED TO RECEIVE DIVIDENDS, ARE RECORDED»**

**Draft resolution on the item**

- 1.** To pay dividends on common stocks of the Company from the Company's net profit following the results of 9 months of 2019 in the amount of 0,0200649 RUB per one ordinary share of the Company in cash.
- 2.** The amount of accrued dividends per one shareholder of the Company is determined with an accuracy of one kopeck. The number is rounded off in the calculation according to the rules of mathematical rounding.
- 3.** The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders – 25 working days from the record date of the list of persons entitled to receive dividends.
- 4.** To define the record date of the list of persons entitled to receive dividends as the 14th day from the date of adoption by the Extraordinary General Meeting of Shareholders of a decision on the payment of dividends.