



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

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

«27» June 2019

Moscow

No. 23/19

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

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **A.V. Varvarin, A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.**

Members who did not provide questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **28.06.2019.**

AGENDA:

1. Election of Deputy Chairperson of the Board of Directors of the Company.
2. On consideration of results of external independent assessment of the effectiveness of the risk management system of IDGC of Centre, PJSC.
3. On approval of the adjusted Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2019.
4. On approval of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo for 2019-2023.
5. On determination of the position of IDGC of Centre, PJSC regarding the agenda items of a meeting of the Board of Directors and the Annual General Meeting of Shareholders of JSC "Sanatorium "Energetik".

Item 1: Election of Deputy Chairperson of the Board of Directors of the Company.

Decision:

To elect Larisa Anatolievna Romanovskaya, Deputy Director General for Government Relations of PJSC Rosseti, as Deputy Chairperson of the Board of Directors of the Company.

Voting results:

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

Total:

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

Decision is taken.

A dissenting opinion was received on this item from the member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 4).

Item 2: On consideration of results of external independent assessment of the effectiveness of the risk management system of IDGC of Centre, PJSC.

Decision:

1. To take into consideration the report of assessment of the risk management system of 31.03.2019, conducted by an independent expert in accordance with the terms and conditions of the contract, in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. General Director of the Company until 30.09.2019 to ensure the development and submission for consideration of the Strategy and Development Committee of the Board of Directors of proposals for the development and improvement of the Company's risk management system.

Voting results:

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

Total:

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

Decision is taken.

A dissenting opinion was received on this item from the member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 4).

Item 3: On approval of the adjusted Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2019.

Decision:

To approve the adjusted Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2019, in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «FOR»
3. Vitaly Yuryevich Zarkhin - «ABSTAINED»
4. Alexander Ivanovich Kazakov - «FOR»
5. Andrey Vyacheslavovich Logatkin - «FOR»
6. Igor Vladimirovich Makovskiy - «FOR»
7. Alexey Igorevich Pavlov - «FOR»
8. Larisa Anatolievna Romanovskaya - «FOR»

9. Maxim Mikhailovich Saukh - «FOR»
10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

A dissenting opinion was received on this item from the member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 4).

Item 4: On approval of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo for 2019-2023.

Decision:

1. To approve the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo for 2019-2023 (hereinafter – the Anti-Crisis Program) in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

2. To recognize the Plan of activities to improve the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo for 2017 and subsequent periods, approved by the Board of Directors of the Company on 30.03.2017 (Minutes of 31.03.2017 # 07/17), and paragraph 2 of the decision of the Board of Directors of the Company, taken on 20.04.2017 (Minutes of 21.04.2017 # 09/17) regarding item 2, to have lost force.

3. To instruct General Director of the Company to ensure the formation and review by the Board of Directors of IDGC of Centre, PJSC of a report on execution of the Anti-Crisis Program on a quarterly basis, on achievement of target values of performance indicators of the branch “Tverenergo” for 2019-2023, taking into account the implementation of the Anti-Crisis Program, each year.

4. To place personal responsibility on General Director of IDGC of Centre, PJSC for the implementation of measures of the Anti-Crisis Program and the achievement of the target financial and economic indicators of activities of the branch “Tverenergo” provided for in Appendix 1 to the Anti-Crisis Program.

Voting results:

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

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Dissenting opinions were received on this item from the members of the Board of Directors of the

Company: V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 4-5).

Item 5: On determination of the position of IDGC of Centre, PJSC regarding the agenda items of a meeting of the Board of Directors and the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik”.

Decision:

To amend paragraph 13.2 of the decision of the Board of Directors of the Company, taken on 29.05.2019 (Minutes # 20/19) regarding item # 13, reading as follows:

«13.2. To instruct representatives of IDGC of Centre, PJSC at the meeting of the Board of Directors of JSC “Sanatorium “Energetik” regarding the item «Recommendations regarding the amount of dividends on shares for 2018 and their payment procedure» to vote «FOR»:

«1. To pay dividends on common stocks of the Company following the results of 2018 in the amount of 0,00837474 RUB per ordinary share of the Company in cash.

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.

2. To define the record date of the list of persons entitled to receive dividends – 10 July 2019».

Voting results:

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

Total:

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

Decision is taken.

Appendices:

1. The report of external independent assessment of the effectiveness of the risk management system of IDGC of Centre, PJSC (Appendix # 1).
2. The adjusted Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2019 (Appendix # 2).
3. The Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo for 2019-2023 (Appendix # 3).
4. The dissenting opinions on the agenda items of the Board of Directors of the Company from the members of the Board of Directors of the Company: V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 4-5).

**Chairperson of the Board of Directors
of IDGC of Centre, PJSC**

A.I. Kazakov

**Corporate Secretary
of IDGC of Centre, PJSC**

S.V. Lapinskaya