



Interregional Distribution Grid Company of Centre,
Public Joint-Stock Company
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MINUTES
of meeting of the Board of Directors of IDGC of Centre, PJSC
(in the form of absent voting)

«22» March 2019

Moscow

No. 10/19

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

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

Participants of the voting: **D.B. Akopyan, A.V. Varvarin, O.Y. Isaev, A.I. Kazakov, A.I. Pavlov, A.V. Rakov, L.A. Romanovskaya, M.M. Saukh, D.A. Spirin, R.A. Filkin, A.V. Shevchuk.**

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

The quorum **is present.**

Date of the minutes: **22.03.2019.**

AGENDA:

1. On the Concept «Digital Transformation 2030».
2. On approval of the Schedule of activities to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.01.2019.
3. On consideration of the report of General Director of the Company «On implementation of the decisions taken in 4Q 2018 at the meetings of the Board of Directors of the Company».
4. On approval of the internal document of the Company in a new edition - the Regulations on the procedure for development and implementation of the innovative development program of IDGC of Centre, PJSC.
5. On approval of the Regulations on the Internal Audit Department of IDGC of Centre, PJSC in a new edition.

Item 1: On the Concept «Digital Transformation 2030».

Decision:

1. To join the Concept «Digital Transformation 2030», approved by the Board of Directors of PJSC ROSSETI dated 21.12.2018 (Minutes of 21.12.2018 # 336) in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. General Director of IDGC of Centre, PJSC to ensure development and provision for consideration by the Board of Directors of IDGC of Centre, PJSC of the Digital Transformation Program of IDGC of Centre, PJSC in the development of the Concept of PJSC ROSSETI - «Digital Transformation 2030».

Deadline: 2Q 2019.

Voting results:

- | | |
|-----------------------------------|---------|
| 1. Dmitry Borisovich Akopyan | - «FOR» |
| 2. Alexander Viktorovich Varvarin | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Alexander Ivanovich Kazakov | - «FOR» |
| 5. Alexey Igorevich Pavlov | - «FOR» |
| 6. Alexey Viktorovich Rakov | - «FOR» |

7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «ABSTAINED»
10. Roman Alexeyevich Filkin - «ABSTAINED»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Dissenting opinions on this agenda item were received from members of the Board of Directors of the Company, A.V. Shevchuk and R.A. Filkin (Appendices ## 18-19).

Item 2: On approval of the Schedule of activities to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.01.2019.

Decision:

1. To approve the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.01.2019, in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. To take into consideration the report of General Director of the Company «On execution of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.10.2018, approved by the decision of the Board of Directors of the Company on 30.11.2018 (Minutes # 38/18), in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

3. To take into consideration the report of General Director of the Company «On the work performed by IDGC of Centre, PJSC in relation to newly created overdue accounts receivable for the services of electric power transmission in 4Q 2018» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

4. To take into consideration the report of General Director of the Company «On the repayment in 4Q 2018 of overdue accounts receivable, formed on 01.01.2018» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

5. To instruct General Director of the Company:

5.1. To ensure repayment in 2019 of 3 473 mln RUB of overdue accounts receivable from the value established by 01.01.2019, including 672 mln RUB in the I quarter of 2019, 465 mln RUB in the II quarter of 2019, 234 mln RUB in the III quarter of 2019, 2 102 mln RUB in the IV quarter of 2019.

5.2. To ensure the quarterly submission within the framework of this issue of information on the progress of the execution of the instruction indicated in clause 5.1. of this decision (cumulative from the beginning of the year).

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»

- 9. Denis Alexandrovich Spirin - «FOR»
- 10. Roman Alexeyevich Filkin - «FOR»
- 11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

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

Decision is taken.

Item 3: On consideration of the report of General Director of the Company «On implementation of the decisions taken in 4Q 2018 at the meetings of the Board of Directors of the Company».

Decision:

1. To take into consideration the report of General Director of the Company «On implementation of the decisions taken in 4Q 2018 at the meetings of the Board of Directors of the Company» in accordance with Appendices # 6-15 to this decision of the Board of Directors of the Company.

2. Following the results of consideration of the report of General Director of the Company «On the implementation of decisions of the Board of Directors of the Company in 4Q 2018» to note a 9.3 times increase in the number of violations identified by external control (supervision) bodies in 2018 compared to 2017, the presence of violations not eliminated in accordance with the established deadlines.

3. To instruct General Director of the Company:

3.1. to ensure strict observance of Resolution of the Government of the Russian Federation of 11.12.2014 No. 1352 regarding payment terms under contracts concluded with small and medium-sized business entities.

3.2. to ensure effective control over the elimination of violations identified by external control (supervision) bodies in a timely manner, as well as over the execution of organizational and administrative documents containing preventive measures based on the results of inspections by external control (supervision) bodies.

Voting results:

- 1. Dmitry Borisovich Akopyan - «FOR»
- 2. Alexander Viktorovich Varvarin - «FOR»
- 3. Oleg Yuryevich Isaev - «FOR»
- 4. Alexander Ivanovich Kazakov - «FOR»
- 5. Alexey Igorevich Pavlov - «FOR»
- 6. Alexey Viktorovich Rakov - «FOR»
- 7. Larisa Anatolievna Romanovskaya - «FOR»
- 8. Maxim Mikhailovich Saukh - «FOR»
- 9. Denis Alexandrovich Spirin - «ABSTAINED»
- 10. Roman Alexeyevich Filkin - «ABSTAINED»
- 11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 4: On approval of the internal document of the Company in a new edition - the Regulations on the procedure for development and implementation of the innovative development program of IDGC of Centre, PJSC.

Decision:

1. To approve the Regulations on the procedure for development and implementation of the innovative development program of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 16 to this decision of the Board of Directors of the Company.
2. To recognize the Regulations on the procedure for development and implementation of the innovative development program of IDGC of Centre, PJSC, approved by the Board of Directors of the Company on 29.02.2016 (Minutes of 01.03.2016 # 04/16) to have lost force.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

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

Decision is taken.**Item 5: On approval of the Regulations on the Internal Audit Department of IDGC of Centre, PJSC in a new edition.****Decision:**

1. To approve the Regulations on the Internal Audit Department of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 17 to this decision of the Board of Directors of the Company.
2. To recommend to General Director of IDGC of Centre, PJSC to approve the Regulations on the Internal Audit Department of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 17 to this decision of the Board of Directors of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Appendices:

1. The Concept «Digital Transformation 2030» (Appendix # 1).
2. The Schedule of activities of the Company to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.01.2019 (Appendix # 2).
3. The report «On execution of the Schedule of activities of the Company to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.10.2018» (Appendix # 3).
4. The report «On the work performed by IDGC of Centre, PJSC in relation to newly created overdue accounts receivable for the services of electric power transmission in 4Q 2018» (Appendix # 4).
5. The report «On the repayment in 4Q 2018 of overdue accounts receivable, formed on 01.01.2018» (Appendix # 5).
6. The report «On implementation of the decisions of the Board of Directors of the Company in 4Q 2018» (Appendices # 6-15).
7. The Regulations on the procedure for development and implementation of the innovative development program of IDGC of Centre, PJSC in a new edition (Appendix # 16).
8. The Regulations on the Internal Audit Department of IDGC of Centre, PJSC in a new edition (Appendix # 17).
9. The dissenting opinion of the members of the Board of Directors of the Company, A.V. Shevchuk and R.A. Filkin, regarding item # 1 of the agenda of the Board of Directors of the Company (Appendices ## 18-19).

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

A.I. Kazakov

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

S.V. Lapinskaya