

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

«30» June 2020

Moscow

No. 31/20

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

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

Participants of the voting: **A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya, A.V. Shevchuk.**

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

The quorum is **present.**

Date of the minutes: **30.06.2020.**

**AGENDA:**

1. On the independence of members of the Board of Directors of IDGC of Centre, PJSC.
2. On the formation of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.
3. On the formation of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.
4. On the formation of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC.

**Item 1: On the independence of members of the Board of Directors of IDGC of Centre, PJSC.**

**Decision regarding para. 1:**

**1.1.** In accordance with the conducted assessment of compliance of the member of the Board of Directors of the Company Alexander Viktorovich Golovtsov with the independence criteria, established in Appendix 4 of the Listing Rules of PJSC Moscow Exchange (hereinafter – the Rules), which is **Appendix # 1** to this decision of the Board of Directors of the Company, and the Recommendations of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC, taken on 31.03.2020 (Minutes # 02/20), to recognize A.V. Golovtsov as an independent director despite his formal criteria of relation:

**1.1.1 with the Company (subpara. 2 of para. 4 of Appendix 4 to the Rules):**

- A.V. Golovtsov holds the position of a member of the Board of Directors in the organizations, controlled by the entity that controls the Company (PJSC Rosseti) – IDGC of North-West, PJSC, IDGC of Center and Volga Region, PJSC;

**1.1.2. with the significant shareholder of the Company (subpara. 3 of para. 5 of Appendix 4 to the Rules):**

- A.V. Golovtsov holds the position of a member of the board of directors in more than two legal entities controlled by the substantial shareholder of the Company (PJSC Rosseti), and also under the indirect control of the Russian Federation - the entity controlling the significant shareholder of the Company – IDGC of Centre, PJSC, IDGC of North-West, PJSC, IDGC of Center and Volga Region, PJSC;

**1.1.3. with a significant counterparty of the Company (subpara. 1 of para. 6 of Appendix 4 to the Rules):**

- A.V. Golovtsov holds the position of a member of the Board of Directors of IDGC

of Center and Volga Region, PJSC, which is the controlling entity of a significant counterparty of the Company - JSC "IEC "Energoefficiency technologies", the amount of obligations of which to IDGC of Centre, PJSC exceeds 2% of the book value of assets at 31.03.2020 and 2% of revenue (income) of JSC "IEC "Energoefficiency technologies" at 31.12.2019.

**1.2.** To recognize that such relation with the Company, with the significant shareholder of the Company and the significant counterparty of the Company is formal and does not affect the independence in the formation by A.V. Golovtsov of his position on agenda items of meetings of the Board of Directors of the Company, his ability to accept objective, conscientious and independent of the influence of executive bodies of IDGC of Centre, PJSC, significant shareholder and substantial counterparty decisions based on the following:

**1.2.1.** A.V. Golovtsov was nominated as a candidate to the Board of Directors of IDGC of Centre, PJSC by a non-controlling shareholder of the Company (Company «New Russian Generation Limited», the share of voting stocks of the Company is 15,98%). This shareholder is not the significant shareholder, an affiliated person, and an entity controlled by PJSC Rosseti. A.V. Golovtsov is an active representative of minority shareholders.

**1.2.2.** A.V. Golovtsov has no obligation to vote in accordance with directives or other position formed by the Russian Federation - the entity controlling the substantial shareholder of the Company (PJSC Rosseti), since the Russian Federation exercises only indirect control over IDGC of Centre, PJSC.

**1.2.3.** JSC "IEC "Energoefficiency technologies" provides the Company with services to conduct mandatory energy audits required by Federal Law No. 261-FZ of 23 November 2009 «On Energy Saving and Energy Efficiency Improvement and Amendments to Certain Legislative Acts of the Russian Federation». Commercial relations between the Company and JSC "IEC "Energoefficiency technologies" are based on market conditions (JSC "IEC "Energoefficiency technologies" was recognized as the winner of the tender (Minutes No. 0521-IA-17-2 dated 27 November 2017). Moreover, A.V. Golovtsov did not participate in the decision making on consent to the transaction of the Company with JSC "IEC "Energoefficiency technologies" as a related party transaction. JSC "IEC "Energoefficiency technologies" does not influence and cannot influence decisions made by IDGC of Centre, PJSC, the influence of JSC "IEC "Energoefficiency technologies" on financial and economic activities of IDGC of Centre, PJSC is limited only by the agreement scope.

**1.2.4.** A.V. Golovtsov is a member of boards of directors of companies of the energy sector, participates for a long time as an independent director in the work of the Board of Directors of IDGC of Volga, PJSC (since 2016). Knowledge of the specifics of the work of the companies in the industry allows him to make bona fide judgments on the nature of issues considered by the Board of Directors of the Company.

**1.2.5.** A.V. Golovtsov was recognized as an independent director by the decision of the Board of Directors of IDGC of Centre, PJSC on 26.07.2019 (Minutes of 26.07.2019 # 25/19) and has been an independent director to the present day:

- is a member of the Strategy Committee and the Grid Connection Committee of the Board of Directors of IDGC of Centre, PJSC and takes an active part in all convened meetings;

- in preparation for meetings, proposes alternative draft decisions, requests additional information and clarifications, in some cases sends dissenting opinions on agenda items;

- in the performance of his duties, he demonstrates independent behaviour, votes on agenda items of meetings of the Board of Directors and Committees under the Board of Directors of the Company independently and at his own discretion, based solely on his professional experience and knowledge, his expert judgments, makes decisions aimed not at meeting the interests of individual groups of shareholders, third parties or management, but for the long-term interests of the Company itself in accordance with its development

strategy.

**1.2.6.** A.V. Golovtsov, being since 2006 a member of the Board of the nonprofit organization Association of Institutional Investors, possesses the necessary professional competencies in the field of protecting the rights and legitimate interests of shareholders and investors, a generally recognized reputation that demonstrates his ability to form an independent position on his own.

**1.3.** To note that no relation criteria of A.V. Golovtsov with a significant competitor of the Company and with the state (Russian Federation, a constituent entity of the Russian Federation) or a municipality were identified.

**1.4.** To note that the decision to recognize the member of the Board of Directors A.V. Golovtsov as an independent director is motivated and is exceptional.

**1.5.** A.V. Golovtsov signed the Declaration of a member of the Board of Directors, recognized independent, in the form recommended by PJSC Moscow Exchange.

**Voting results regarding para. 1:**

1.	Vitaly Yuryevich Zarkhin	- «FOR»
2.	Alexander Ivanovich Kazakov	- «FOR»
3.	Daniil Vladimirovich Krainskiy	- «FOR»
4.	Andrey Vladimirovich Mayorov	- «FOR»
5.	Igor Vladimirovich Makovskiy	- «FOR»
6.	Konstantin Alexandrovich Mikhailik	- «FOR»
7.	Alexey Igorevich Pavlov	- «FOR»
8.	Vasiliy Vladimirovich Rozhkov	- «FOR»
9.	Larisa Anatolievna Romanovskaya	- «FOR»
10.	Alexander Viktorovich Shevchuk	- «FOR»

**Total:**

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

**Decision regarding para. 1 is taken.**

*In accordance with the methodological recommendations of PJSC Moscow Exchange, A.V. Golovtsov abstained from voting on the question of recognizing his candidacy as an independent director.*

**Decision regarding para. 2:**

**2.1.** In accordance with the conducted assessment of compliance of the member of the Board of Directors of the Company Vitaly Yuryevich Zarkhin with the independence criteria, established in Appendix 4 of the Rules, which is **Appendix # 2** to this decision of the Board of Directors of the Company, and the Recommendations of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC, taken on 31.03.2020 (Minutes # 02/20), to recognize V.Y. Zarkhin as an independent director despite his formal criteria of relation:

**2.1.1 with the Company (subpara. 2 of para. 4 of Appendix 4 to the Rules):**

• V.Y. Zarkhin holds the position of a member of the Board of Directors in the organizations, controlled by the entity that controls the Company (PJSC Rosseti) – Rosseti South, PJSC, IDGC of Center and Volga Region, PJSC;

**2.1.2. with the significant shareholder of the Company (subpara. 3 of para. 5 of Appendix 4 to the Rules):**

• V.Y. Zarkhin holds the position of a member of the Board of Directors in more than two legal entities controlled by the substantial shareholder of the Company (PJSC Rosseti), and also under the indirect control of the Russian Federation - the entity controlling the significant shareholder of the Company - IDGC of Centre, PJSC, Rosseti South, PJSC, IDGC of Center and Volga Region, PJSC;

**2.1.3. with a significant counterparty of the Company (subpara. 1 of para. 6 of Appendix 4 to the Rules):**

• V.Y. Zarkhin holds the position of a member of the Board of Directors of IDGC of Centre and Volga Region, PJSC, which is the controlling entity of a significant counterparty of the Company - JSC "IEC "Energoefficiency technologies", the amount of obligations of which to IDGC of Centre, PJSC exceeds 2% of the book value of assets at 31.03.2020 and 2% of revenue (income) of JSC "IEC "Energoefficiency technologies" at 31.12.2019.

**2.2.** To recognize that such relation with the Company, with the significant shareholder of the Company and the significant counterparty of the Company is formal and does not affect the independence in the formation by V.Y. Zarkhin of his position on agenda items of meetings of the Board of Directors of the Company, his ability to accept objective, conscientious and independent of the influence of executive bodies of IDGC of Centre, PJSC, significant shareholder and substantial counterparty decisions based on the following:

**2.2.1.** V.Y. Zarkhin was nominated as a candidate to the Board of Directors of IDGC of Centre, PJSC by a non-controlling shareholder of the Company (Company «New Russian Generation Limited», the share of voting stocks of the Company is 15,98%). This shareholder is not the significant shareholder, an affiliated person, and an entity controlled by PJSC Rosseti. V.Y. Zarkhin is an active representative of minority shareholders;

**2.2.2.** V.Y. Zarkhin has no obligation to vote in accordance with directives or other position formed by the Russian Federation - the entity controlling the substantial shareholder of the Company (PJSC Rosseti), since the Russian Federation exercises only indirect control over IDGC of Centre, PJSC»;

**2.2.3.** JSC "IEC "Energoefficiency technologies" provides the Company with services to conduct mandatory energy audits required by Federal Law No. 261-FZ of 23 November 2009 «On Energy Saving and Energy Efficiency Improvement and Amendments to Certain Legislative Acts of the Russian Federation". Commercial relations between the Company and JSC "IEC "Energoefficiency technologies" are based on market conditions (JSC "IEC "Energoefficiency technologies" was recognized as the winner of the tender (Minutes No. 0521-IA-17-2 dated 27 November 2017). Moreover, V.Y. Zarkhin did not participate in the decision making on consent to the transaction of the Company with JSC "IEC "Energoefficiency technologies" as a related party transaction. JSC "IEC "Energoefficiency technologies" does not influence and cannot influence decisions made by IDGC of Centre, PJSC, the influence of JSC "IEC "Energoefficiency technologies" on financial and economic activities of IDGC of Centre, PJSC is limited only by the agreement scope.

**2.2.4.** V.Y. Zarkhin since 2019 has been a member of boards of directors of energy companies, including participating as an independent director in the work of the Board of Directors of the private energy company PJSC Enel Russia. Knowledge of the specifics of the work of the companies in the industry allows him to make bona fide judgments on the nature of issues considered by the Board of Directors of the Company.

**2.2.5.** V.Y. Zarkhin was recognized as an independent director by the decision of the Board of Directors of IDGC of Centre, PJSC on 26.07.2019 (Minutes of 26.07.2019 # 25/19) and as an independent director he has been a member of the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC to the present day and takes an active part in all its meetings;

**2.2.6.** V.Y. Zarkhin in preparation for meetings of both the Board of Directors and the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC, requests additional information and clarifications, in some cases sends dissenting opinions on agenda items, which confirms that the specified director makes decisions in the interests of IDGC of Centre, PJSC (its long-term interests) and all its shareholders and investors.

**2.3.** To note that no relation criteria of V.Y. Zarkhin with a significant competitor of the Company and with the state (Russian Federation, a constituent entity of the Russian

Federation) or a municipality were identified.

**2.4.** To note that the decision to recognize the member of the Board of Directors V.Y. Zarkhin as an independent director is motivated and is exceptional.

**2.5.** V.Y. Zarkhin signed the Declaration of a member of the Board of Directors, recognized independent, in the form recommended by PJSC Moscow Exchange.

**Voting results regarding para. 2:**

- |     |                                    |         |
|-----|------------------------------------|---------|
| 1.  | Alexander Viktorovich Golovtsov    | - «FOR» |
| 2.  | Alexander Ivanovich Kazakov        | - «FOR» |
| 3.  | Daniil Vladimirovich Krainskiy     | - «FOR» |
| 4.  | Andrey Vladimirovich Mayorov       | - «FOR» |
| 5.  | Igor Vladimirovich Makovskiy       | - «FOR» |
| 6.  | Konstantin Alexandrovich Mikhailik | - «FOR» |
| 7.  | Alexey Igorevich Pavlov            | - «FOR» |
| 8.  | Vasiliy Vladimirovich Rozhkov      | - «FOR» |
| 9.  | Larisa Anatolievna Romanovskaya    | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk     | - «FOR» |

**Total:**

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

**Decision regarding para. 2 is taken.**

*In accordance with the methodological recommendations of PJSC Moscow Exchange, V.Y. Zarkhin abstained from voting on the question of recognizing his candidacy as an independent director.*

**Decision regarding para. 3:**

**3.1.** In accordance with the conducted by the Personnel and Remuneration Committee assessment of compliance of the member of the Board of Directors of the Company Alexander Ivanovich Kazakov with the independence criteria, established in Appendix 4 of the Rules, which is **Appendix # 3** to this decision of the Board of Directors of the Company, to recognize A.I. Kazakov as an independent director despite his formal criteria of relation:

**3.1.1 with the Company (subpara. 2 of para. 4 of Appendix 4 to the Rules):**

- A.I. Kazakov holds the position of a member of the Board of Directors in the organizations, controlled by the entity that controls the Company (PJSC Rosseti) – IDGC of Volga, PJSC, IDGC of Center and Volga Region, PJSC;

**3.1.2. with the significant shareholder of the Company (subpara. 3 of para. 5 of Appendix 4 to the Rules):**

- A.I. Kazakov holds the position of a member of the board of directors in more than two legal entities controlled by the substantial shareholder of the Company (PJSC Rosseti), and also under the indirect control of the Russian Federation - the entity controlling the significant shareholder of the Company – IDGC of Centre, PJSC, IDGC of Volga, PJSC, IDGC of Center and Volga Region, PJSC.

**3.1.3. with a significant counterparty of the Company (subpara. 1 of para. 6 of Appendix 4 to the Rules):**

- A.I. Kazakov holds the position of a member of the Board of Directors of IDGC of Center and Volga Region, PJSC, which is the controlling entity of a significant counterparty of the Company - JSC “IEC “Energoefficiency technologies”, the amount of obligations of which to IDGC of Centre, PJSC exceeds 2% of the book value of assets at 31.03.2020 and 2% of revenue (income) of JSC “IEC “Energoefficiency technologies” at 31.12.2019.

**3.2.** To recognize that such relation with the Company, with the significant shareholder of the Company and the significant counterparty of the Company is formal and does not affect the independence in the formation by A.I. Kazakov of his position on agenda items of

meetings of the Board of Directors of the Company, his ability to accept objective, conscientious and independent of the influence of executive bodies of IDGC of Centre, PJSC, significant shareholder and substantial counterparty decisions based on the following:

**3.2.1.** A.I. Kazakov has no obligation to vote on agenda items of meetings of the Board of Directors of the Company in accordance with instructions for voting and a position formed by the significant shareholder of the Company - PJSC Rosseti. There is also no obligation to vote in accordance with directives of the entity controlling the significant shareholder of the Company (the Russian Federation), since the Russian Federation exercises only indirect control in relation to IDGC of Centre, PJSC;

**3.2.2.** A.I. Kazakov takes an active part in meetings of the Board of Directors of the Company, as well as in meetings of the Board of Directors of the Company held in the form of joint presence, supports initiatives of existing independent members of the Board of Directors to provide the Company with additional information and clarifications;

**3.2.3.** A.I. Kazakov, being a member of the Board of Directors of IDGC of Centre, PJSC for two years, has deep understanding of specifics of work of IDGC of Centre, PJSC, its interests. Extensive knowledge and experience in sectors of the fuel and energy industry ((JSC DVEUK (from 2011 to 2019), IDGC of Centre, PJSC and IDGC of Center and Volga Region, PJSC (since 2018)) allow A.I. Kazakov effectively to apply them when considering issues related to the development and improvement of indicators of financial and economic activities of the Company, positioning the Company on the electricity market, and protect the interests of the Company.

**3.2.4.** JSC "IEC "Energoefficiency technologies" provides the Company with services to conduct mandatory energy audits required by Federal Law No. 261-FZ of 23 November 2009 «On Energy Saving and Energy Efficiency Improvement and Amendments to Certain Legislative Acts of the Russian Federation». Commercial relations between the Company and JSC "IEC "Energoefficiency technologies" are based on market conditions (JSC "IEC "Energoefficiency technologies" was recognized as the winner of the tender (Minutes No. 0521-IA-17-2 dated 27 November 2017). Moreover, A.I. Kazakov did not participate in the decision making on consent to the transaction of the Company with JSC "IEC "Energoefficiency technologies" as a related party transaction. JSC "IEC "Energoefficiency technologies" does not influence and cannot influence decisions made by IDGC of Centre, PJSC, the influence of JSC "IEC "Energoefficiency technologies" on financial and economic activities of IDGC of Centre, PJSC is limited only by the agreement scope.

**3.2.5.** A.I. Kazakov is a Russian statesman and political figure, has a doctorate degree in economics, has necessary professional competencies and extensive experience in large companies and holdings (PJSC FGC UES, OJSC IDGC Holding), has a recognized reputation testifying to his ability to form an independent position at his own discretion;

**3.3.** To note that no relation criteria of A.I. Kazakov with a significant competitor of the Company and with the state (Russian Federation, a constituent entity of the Russian Federation) or a municipality were identified.

**3.4.** To note that the decision to recognize the member of the Board of Directors A.I. Kazakov as an independent director is motivated and is exceptional.

**3.5.** A.I. Kazakov signed the Declaration of a member of the Board of Directors, recognized independent, in the form recommended by PJSC Moscow Exchange.

**Voting results regarding para. 3:**

- |                                       |               |
|---------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov    | - «AGAINST»   |
| 2. Vitaly Yuryevich Zarkhin           | - «ABSTAINED» |
| 3. Daniil Vladimirovich Krainskiy     | - «FOR»       |
| 4. Andrey Vladimirovich Mayorov       | - «FOR»       |
| 5. Igor Vladimirovich Makovskiy       | - «FOR»       |
| 6. Konstantin Alexandrovich Mikhailik | - «FOR»       |

- |     |                                 |             |
|-----|---------------------------------|-------------|
| 7.  | Alexey Igorevich Pavlov         | - «FOR»     |
| 8.  | Vasiliy Vladimirovich Rozhkov   | - «FOR»     |
| 9.  | Larisa Anatolievna Romanovskaya | - «FOR»     |
| 10. | Alexander Viktorovich Shevchuk  | - «AGAINST» |

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

**Decision regarding para. 3 is taken.**

*In accordance with the methodological recommendations of PJSC Moscow Exchange, A.I. Kazakov abstained from voting on the question of recognizing his candidacy as an independent director.*

**Decision regarding para. 4:**

**4.1.** In accordance with the conducted assessment of compliance of the member of the Board of Directors of the Company Alexander Viktorovich Shevchuk with the independence criteria, established in Appendix 4 of the Rules, which is **Appendix # 4** to this decision of the Board of Directors of the Company, and the Recommendations of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC, taken on 31.03.2020 (Minutes # 02/20), to recognize A.V. Shevchuk as an independent director despite his formal criteria of relation:

**4.1.1 with the Company (subpara. 2 and clause 9 of para. 4 of Appendix 4 to the Rules):**

- A.V. Shevchuk holds the position of a member of the Board of Directors in the organizations, controlled by the entity that controls the Company (PJSC Rosseti) – IDGC of Urals, OJSC, IDGC of Center and Volga Region, PJSC;

- A.V. Shevchuk holds the position of a member of the Board of Directors of the Company (including participation in the Board of Directors of legal entities, subsequently reorganized) in aggregate for more than 7 (seven) but less than 12 years in the following periods: from June 2005 to June 2006 (OJSC “Bryanskenergo”), in the Company - from June 2011 to June 2012, from June 2012 to August 2012, from August 2012 to June 2013, from June 2013 to June 2014, from June 2015 to June 2016, from June 2016 to June 2017, from June 2017 to June 2018, from June 2018 to May 2019, from May 2019 to May 2020, from May 2020 till present. Thus, the term of work of A.V. Shevchuk in the Board of Directors of IDGC of Centre, PJSC at the time of election to the Board of Directors is 9 years;

**4.1.2. with the significant shareholder of the Company (subpara. 3 of para. 5 of Appendix 4 to the Rules):**

- A.V. Shevchuk holds the position of a member of the board of directors in more than two legal entities controlled by the substantial shareholder of the Company (PJSC Rosseti), and also under the indirect control of the Russian Federation - the entity controlling the significant shareholder of the Company – IDGC of Centre, PJSC, IDGC of Urals, OJSC, IDGC of Center and Volga Region, PJSC.

**4.1.3. with a significant counterparty of the Company (subpara. 1 of para. 6 of Appendix 4 to the Rules):**

- A.V. Shevchuk holds the position of a member of the Board of Directors of IDGC of Center and Volga Region, PJSC, which is the controlling entity of a significant counterparty of the Company - JSC “IEC “Energoefficiency technologies”, the amount of obligations of which to IDGC of Centre, PJSC exceeds 2% of the book value of assets at 31.03.2020 and 2% of revenue (income) of JSC “IEC “Energoefficiency technologies” at 31.12.2019.

**4.2.** To recognize that such relation with the Company, with the significant shareholder of the Company and the significant counterparty of the Company is formal and does not affect the independence in the formation by A.V. Shevchuk of his position on agenda items of meetings of the Board of Directors of the Company, his ability to accept objective,

conscientious and independent of the influence of executive bodies of IDGC of Centre, PJSC, significant shareholder and substantial counterparty decisions based on the following:

**4.2.1.** A.V. Shevchuk was nominated as a candidate to the Board of Directors of IDGC of Centre, PJSC by a non-controlling shareholder of the Company (Company «New Russian Generation Limited», the share of voting stocks of the Company is 15,98%). This shareholder is not the significant shareholder, an affiliated person, and an entity controlled by PJSC Rosseti. A.V. Shevchuk is an active representative of minority shareholders».

**4.2.2.** A.V. Shevchuk has no obligation to vote in accordance with directives or other position formed by the Russian Federation - the entity controlling the substantial shareholder of the Company (PJSC Rosseti), since the Russian Federation exercises only indirect control over IDGC of Centre, PJSC.

**4.2.3.** Long period of work of A.V. Shevchuk in the Board of Directors of the Company is the Company's advantage. Having studied various aspects of the Company's activities, having acquired the necessary professional competence 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, A.V. Shevchuk can make honest and efficient judgments on the substance of matters considered by the Board of Directors and Committees under the Board of Directors of the Company.

**4.2.4.** JSC "IEC "Energoefficiency technologies" provides the Company with services to conduct mandatory energy audits required by Federal Law No. 261-FZ of 23 November 2009 «On Energy Saving and Energy Efficiency Improvement and Amendments to Certain Legislative Acts of the Russian Federation". Commercial relations between the Company and JSC "IEC "Energoefficiency technologies" are based on market conditions (JSC "IEC "Energoefficiency technologies" was recognized as the winner of the tender (Minutes No. 0521-IA-17-2 dated 27 November 2017). Moreover, when deciding on consent to the transaction of the Company with JSC "IEC "Energoefficiency technologies" as a related party transaction, A.V. Shevchuk refrained from voting. JSC "IEC "Energoefficiency technologies" does not influence and cannot influence decisions made by IDGC of Centre, PJSC, the influence of JSC "IEC "Energoefficiency technologies" on financial and economic activities of IDGC of Centre, PJSC is limited only by the agreement scope.

**4.2.5.** During his time of work in the Board of Directors and the Committees under the Board of Directors of the Company and being an independent director in accordance with decisions of the Board of Directors of IDGC of Centre, PJSC dated 11.12.2017 (Minutes of 12.12.2017 # 27/17), 29.06.2018 (Minutes of 29.06.2018 # 21/18), dated 31.10.2018 (Minutes of 31.10.2018 # 36/18) and dated 26.07.2019 (Minutes of 26.07.2019 # 25/19) A.V. Shevchuk:

- takes an active part in the work of the Committees of the Board of Directors of the Company: the Audit Committee, the Strategy Committee (formerly – the Strategy and Development Committee), the Personnel and Remuneration Committee, the Grid Connection Committee. In the previous periods he was elected Chairperson of the Audit Committee and the Grid Connection Committee;

- faithfully performs the functions of a member of the Board of Directors and the Committees under the Board of Directors of the Company (100% participation in all meetings held). In preparation for meetings, he proposes alternative draft decisions, requests additional information and clarifications, in some cases sends dissenting opinions on agenda items;

- in the performance of his duties, he demonstrates independent behaviour, votes on agenda items of meetings of the Board of Directors and Committees under the Board of Directors of the Company independently and at his own discretion, based solely on his professional experience and knowledge, his expert judgments, makes decisions aimed not at meeting the interests of individual groups of shareholders, third parties or management, but for the long-term interests of the Company itself in accordance with its development



strategy.

**4.2.6.** A.V. Shevchuk, holding the position of Executive Director in the nonprofit organization Association of Institutional Investors, possesses the necessary professional competencies in the field of protecting the rights and legitimate interests of shareholders and investors, a generally recognized reputation that demonstrates his ability to form an independent position on his own, is an active representative of minority shareholders and is always open for direct communication with the Company's shareholders;

**4.3.** To note that no relation criteria of A.V. Shevchuk with a significant competitor of the Company and with the state (Russian Federation, a constituent entity of the Russian Federation) or a municipality were identified.

**4.4.** To note that the decision to recognize the member of the Board of Directors A.V. Shevchuk as an independent director is motivated and is exceptional.

**4.5.** A.V. Shevchuk signed the Declaration of a member of the Board of Directors, recognized independent, in the form recommended by PJSC Moscow Exchange.

**Voting results regarding para. 4:**

- |     |                                    |         |
|-----|------------------------------------|---------|
| 1.  | Alexander Viktorovich Golovtsov    | - «FOR» |
| 2.  | Vitaly Yuryevich Zarkhin           | - «FOR» |
| 3.  | Alexander Ivanovich Kazakov        | - «FOR» |
| 4.  | Daniil Vladimirovich Krainskiy     | - «FOR» |
| 5.  | Andrey Vladimirovich Mayorov       | - «FOR» |
| 6.  | Igor Vladimirovich Makovskiy       | - «FOR» |
| 7.  | Konstantin Alexandrovich Mikhailik | - «FOR» |
| 8.  | Alexey Igorevich Pavlov            | - «FOR» |
| 9.  | Vasiliy Vladimirovich Rozhkov      | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya    | - «FOR» |

**Total:**

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

**Decision regarding para. 4 is taken.**

*In accordance with the methodological recommendations of PJSC Moscow Exchange, A.V. Shevchuk abstained from voting on the question of recognizing his candidacy as an independent director.*

Dissenting opinions were received on this item from members of the Board of Directors of the Company, A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk (Appendices ## 5-7).

**Item 2: On the formation of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.**

**Decision (put to vote):**

1. To determine the number of members of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC – 3 persons.

**Voting results:**

«FOR» - **8** - A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya.

«AGAINST» – **3** - A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk.

«ABSTAINED» - **0**

**Decision is taken.**

2. To elect the following personnel of the Audit Committee of the Board of Directors of

IDGC of Centre, PJSC<sup>1</sup>:

Alexander Viktorovich Golovtsov - Member of the Board of Directors of IDGC of Centre, PJSC

**Voting results:**

«FOR» - 3 - A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk.

«AGAINST» – 0

«ABSTAINED» - 8 - A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya.

**Decision is NOT taken.**

Vitaly Yuryevich Zarkhin - Member of the Board of Directors of IDGC of Centre, PJSC

**Voting results:**

«FOR» - 3 - A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk.

«AGAINST» – 0

«ABSTAINED» - 8 A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya.

**Decision is NOT taken.**

Alexander Viktorovich Shevchuk - Member of the Board of Directors of IDGC of Centre, PJSC, Executive Director of Association of Institutional Investors

**Voting results:**

«FOR» - 11 - A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya, A.V. Shevchuk.

«AGAINST» – 0

«ABSTAINED» - 0

**Decision is taken.**

Alexander Ivanovich Kazakov - Member of the Board of Directors of IDGC of Centre, PJSC

**Voting results:**

«FOR» - 8 - A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya.

«AGAINST» – 1 - A.V. Golovtsov.

«ABSTAINED» - 2 - V.Y. Zarkhin, A.V. Shevchuk.

**Decision is taken.**

Larisa Anatolievna Romanovskaya - Member of the Board of Directors of IDGC of Centre, PJSC, First Deputy Director General of PJSC Rosseti

**Voting results:**

«FOR» - 8 - A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya.

«AGAINST» – 2 - A.V. Golovtsov, V.Y. Zarkhin.

«ABSTAINED» - 1 - A.V. Shevchuk.

**Decision is taken.**

**3.** To elect Alexander Ivanovich Kazakov as Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

**Voting results:**

«FOR» - 8 - A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya.

«AGAINST» – 2 - A.V. Golovtsov, V.Y. Zarkhin.

«ABSTAINED» - 1 - A.V. Shevchuk.

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<sup>1</sup> The 3 members of the Audit Committee who received the largest number of votes “FOR” during the voting will be considered elected.

## Decision is taken.

### Decision (taken regarding item # 2):

1. To approve the number of members of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC – 3 persons.
2. To elect the following personnel of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC:

#	Full name	Position held
1	Alexander Viktorovich Shevchuk	Member of the Board of Directors of IDGC of Centre, PJSC, Executive Director of Association of Institutional Investors
2	Alexander Ivanovich Kazakov	Member of the Board of Directors of IDGC of Centre, PJSC
3	Larisa Anatolievna Romanovskaya	Member of the Board of Directors of IDGC of Centre, PJSC, First Deputy Director General of PJSC Rosseti

3. To elect Alexander Ivanovich Kazakov as Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

Dissenting opinions were received on this item from members of the Board of Directors of the Company, A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk (Appendix ## 5-7).

### Item 3: On the formation of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.

#### Decision (put to vote):

1. To determine the number of members of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC – 3 persons.

#### Voting results:

«FOR» - 8 - A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya.

«AGAINST» – 3 - A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk.

«ABSTAINED» - 0

#### Decision is taken.

2. To elect the following personnel of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC<sup>2</sup>:

Alexander Viktorovich Golovtsov - Member of the Board of Directors of IDGC of Centre, PJSC

#### Voting results:

«FOR» - 11 - A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya, A.V. Shevchuk.

«AGAINST» – 0

«ABSTAINED» - 0

#### Decision is taken.

Vitaly Yuryevich Zarkhin - Member of the Board of Directors of IDGC of Centre, PJSC

#### Voting results:

«FOR» - 3 - A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk.

«AGAINST» – 0

«ABSTAINED» - 8 - A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya.

<sup>2</sup> The 3 members of the Personnel and Remuneration Committee who received the largest number of votes “FOR” during the voting will be considered elected.

**Decision is NOT taken.**

Alexander Viktorovich Shevchuk - Member of the Board of Directors of IDGC of Centre, PJSC, Executive Director of Association of Institutional Investors

**Voting results:**

«FOR» - 4 - A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, A.V. Shevchuk.

«AGAINST» – 0

«ABSTAINED» - 7 - D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya.

**Decision is NOT taken.**

Larisa Anatolievna Romanovskaya - Member of the Board of Directors of IDGC of Centre, PJSC, First Deputy Director General of PJSC Rosseti

**Voting results:**

«FOR» - 8 - A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya.

«AGAINST» – 2 - A.V. Golovtsov, V.Y. Zarkhin.

«ABSTAINED» - 1 - A.V. Shevchuk.

**Decision is taken.**

Astghik Artashesovna Bashinjaghyan - Deputy Head of Corporate Governance Department of PJSC Rosseti

**Voting results:**

«FOR» - 7 - D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya.

«AGAINST» – 2 - A.V. Golovtsov, V.Y. Zarkhin.

«ABSTAINED» - 2- A.I. Kazakov, A.V. Shevchuk.

**Decision is taken.**

3. To elect Larisa Anatolievna Romanovskaya as Chairperson of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.

**Voting results:**

«FOR» - 8 - A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya.

«AGAINST» – 3 - A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk.

«ABSTAINED» - 0

**Decision is taken.**

**Decision (taken regarding item # 3):**

1. To determine the number of members of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC – 3 persons.

2. To elect the following personnel of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC:

#	Full name	Position held
1	Alexander Viktorovich Golovtsov	Member of the Board of Directors of IDGC of Centre, PJSC
2	Larisa Anatolievna Romanovskaya	Member of the Board of Directors of IDGC of Centre, PJSC, First Deputy Director General of PJSC Rosseti
3	Astghik Artashesovna Bashinjaghyan	Deputy Head of Corporate Governance Department of PJSC Rosseti

3. To elect Larisa Anatolievna Romanovskaya as Chairperson of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.

Dissenting opinions were received on this item from members of the Board of Directors of the Company, A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk (Appendices ## 5-7).

#### **Item 4: On the formation of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC.**

##### **Decision:**

1. To determine the number of members of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC – 5 persons.

##### **Voting results:**

«FOR» - 10 - V.Y. Zarkhin, A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya, A.V. Shevchuk.

«AGAINST» – 0

«ABSTAINED» - 1 - A.V. Golovtsov.

##### **Decision is taken.**

2. To elect the following personnel of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC<sup>3</sup>:

Vitaly Yuryevich Zarkhin - Member of the Board of Directors of IDGC of Centre, PJSC

##### **Voting results:**

«FOR» - 11 - A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya, A.V. Shevchuk.

«AGAINST» – 0

«ABSTAINED» - 0

##### **Decision is taken.**

Igor Georgiyevich Polovnev - Financial Director of Association of Institutional Investors

##### **Voting results:**

«FOR» - 3 - A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk.

«AGAINST» – 0

«ABSTAINED» - 8 - A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya.

##### **Decision is NOT taken.**

Artem Gennadievich Aleshin - Deputy General Director for Economy and Finance of IDGC of Centre, PJSC

##### **Voting results:**

«FOR» - 9 - V.Y. Zarkhin, A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya.

«AGAINST» – 0

«ABSTAINED» - 2 - A.V. Golovtsov, A.V. Shevchuk.

##### **Decision is taken.**

Alexander Viktorovich Pilyugin - First Deputy General Director – Chief Engineer of IDGC of Centre, PJSC

##### **Voting results:**

«FOR» - 10 - V.Y. Zarkhin, A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya, A.V. Shevchuk.

«AGAINST» – 0

«ABSTAINED» - 1 - A.V. Golovtsov.

##### **Decision is taken.**

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<sup>3</sup> The 5 members of the Reliability Committee who received the largest number of votes “FOR” during the voting will be considered elected.

Vasiliy Vladimirovich Rozhkov - Member of the Board of Directors of IDGC of Centre, PJSC, Deputy Chief Engineer of PJSC Rosseti

**Voting results:**

«FOR» - 10 - V.Y. Zarkhin, A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya, A.V. Shevchuk.

«AGAINST» – 0

«ABSTAINED» - 1 - A.V. Golovtsov.

**Decision is taken.**

Mikhail Vladimirovich Smaga - Deputy Director of the Branch of PJSC Rosseti - Technical Supervision Centre

**Voting results:**

«FOR» - 9 - A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya, A.V. Shevchuk.

«AGAINST» – 0

«ABSTAINED» - 2 - A.V. Golovtsov, V.Y. Zarkhin.

**Decision is taken.**

3. To elect Vasiliy Vladimirovich Rozhkov as Chairperson of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC.

**Voting results:**

«FOR» - 10 - V.Y. Zarkhin, A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya, A.V. Shevchuk.

«AGAINST» – 0

«ABSTAINED» - 1 - A.V. Golovtsov.

**Decision is taken.**

**Decision (taken regarding item # 4):**

1. To determine the number of members of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC – 5 persons.

2. To elect the following personnel of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC:

#	Full name	Position held
1	Vitaly Yuryevich Zarkhin	Member of the Board of Directors of IDGC of Centre, PJSC
2	Artem Gennadievich Aleshin	Deputy General Director for Economy and Finance of IDGC of Centre, PJSC
3	Alexander Viktorovich Pilyugin	First Deputy General Director – Chief Engineer of IDGC of Centre, PJSC
4	Vasiliy Vladimirovich Rozhkov	Member of the Board of Directors of IDGC of Centre, PJSC, Deputy Chief Engineer of PJSC Rosseti
5	Mikhail Vladimirovich Smaga	Deputy Director of the Branch of PJSC Rosseti - Technical Supervision Centre

3. To elect Vasiliy Vladimirovich Rozhkov as Chairperson of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC.

Dissenting opinions were received on this item from members of the Board of Directors of the Company, A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk (Appendices ## 5-7).

**Appendices:**

1. The results of conformity assessment of Alexander Viktorovich Golovtsov with the criteria for independence of members of a board of directors (Appendix # 1).

2. The results of conformity assessment of Vitaly Yuryevich Zarkhin with the criteria for independence

of members of a board of directors. (Appendix # 2).

3. The results of conformity assessment of Alexander Ivanovich Kazakov with the criteria for independence of members of a board of directors. (Appendix # 3).

4. The results of conformity assessment of Alexander Viktorovich Shevchuk with the criteria for independence of members of a board of directors (Appendix # 4).

5. The dissenting opinions from 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 Board of Directors of the Company (Appendices ## 5-7).

6.

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

**A.V. Mayorov**

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

**S.V. Lapinskaya**