

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

«23» December 2019

Moscow

No. 44/19

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: **23.12.2019.**

AGENDA:

1. On approval of the Report on results of execution of key performance indicators (KPI) of General Director of the Company for 2018.
2. On approval of changes to the Method of calculation and assessment of key performance indicators (KPI) of General Director of the Company.
3. On approval of target values of key performance indicators of General Director of the Company.

Item 1: On approval of the Report on results of execution of key performance indicators (KPI) of General Director of the Company for 2018.

Decision:

1. In order to assess the implementation of the KPI “Increasing labour productivity” at the end of 2018 and to ensure comparability of data for 2017 and 2018, to exclude the effect on the actual value of the indicator of redistribution of load in grids of PJSC FGC UES, the termination of lease contracts for “last mile” facilities that affected the reduction of electricity consumption by large consumers, providing for the calculation of the indicator an increase in revenue from electricity transmission in accordance with the consolidated financial statements of IDGC of Centre, PJSC prepared in accordance with International Financial Reporting Standards for 2018 for a total amount of 847,125 million rubles, including:

- for JSC Lebedinsky GOK in the amount of 54,585 million rubles (the decrease in energy consumption by 57 million kWh),
- for JSC Stoilensky GOK in the amount of 291,289 million rubles (the decrease in energy consumption by 707 million kWh),
- for PJSC NLMK in the amount of 501,251 million rubles (the decrease in consumption by 973 million kWh).

2. To approve the Report on execution of key performance indicators (KPI) of General Director of the Company for 2018 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «AGAINST»
3. Vitaly Yuryevich Zarkhin - «AGAINST»

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

Decision is taken.

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

Item 2: On approval of changes to the Method of calculation and assessment of key performance indicators (KPI) of General Director of the Company.

Decision:

To approve the changes to the Method of calculation and assessment of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC (Appendix # 12 to Minutes of the Board of Directors of the Company of 31.03.2017 # 07/17, in the edition approved by the decision of the Board of Directors of the Company of 03.08.2018, Minutes of the Board of Directors of IDGC of Centre, PJSC of 03.08.2018 # 24/18) 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 | - «AGAINST» |
| 3. | Vitaly Yuryevich Zarkhin | - «AGAINST» |
| 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 | - «AGAINST» |

Total:

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

Decision is taken.

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

Item 3: On approval of target values of key performance indicators of General Director of the Company.

Decision:

To approve the target values of key performance indicators of General Director of IDGC of Centre, PJSC in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

- | | | |
|-----|---------------------------------|---------------|
| 1. | Alexander Viktorovich Varvarin | - «FOR» |
| 2. | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 3. | Vitaly Yuryevich Zarkhin | - «AGAINST» |
| 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 | - «AGAINST» |

Total:

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

Decision is taken.

Appendices:

1. The Report on execution of key performance indicators (KPI) of General Director of the Company for 2018 (Appendix # 1).
2. The changes to the Method of calculation and assessment of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC (Appendix # 12 to Minutes of the Board of Directors of the Company of 31.03.2017 # 07/17, in the edition approved by the decision of the Board of Directors of the Company of 03.08.2018, Minutes of the Board of Directors of IDGC of Centre, PJSC of 03.08.2018 # 24/18) (Appendix # 2).
3. The target values of key performance indicators of General Director of IDGC of Centre, PJSC (Appendix # 3).
4. The dissenting opinions from the member of the Board of Directors of the Company, A.V. Golovtsov, on the agenda items of the Board of Directors of the Company (Appendix # 4)

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

A.I. Kazakov

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

S.V. Lapinskaya