



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)

«26» July 2019

Moscow

No. 25/19

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: **26.07.2019.**

AGENDA:

1. On the composition of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.
2. On the composition of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.
3. On the composition of the Grid Connection Committee of the Board of Directors of IDGC of Centre, PJSC.
4. On the composition of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC.
5. On the recognition of V.Y. Zarkhin, a member of the Board of Directors of IDGC of Centre, an independent director.
6. On the recognition of A.V. Shevchuk, a member of the Board of Directors of IDGC of Centre, an independent director.
7. On the recognition of A.V. Varvarin, a member of the Board of Directors of IDGC of Centre, an independent director.
8. On the recognition of A.V. Golovtsov, a member of the Board of Directors of IDGC of Centre, an independent director.

Item 1: On the composition of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision (put to vote):

1. To approve 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.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin.

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

«ABSTAINED» - **0**

Decision is taken.

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

IDGC of Centre, PJSC¹:

Alexander Viktorovich Varvarin - Vice-President - Managing Director of the Office for Legal Regulation and Enforcement of Russian Union of Industrialists and Entrepreneurs

Voting results:

«FOR» - 9 - A.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

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

«ABSTAINED» - 0

Decision is taken.

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.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin.

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.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin.

Decision is NOT taken.

Maxim Mikhailovich Saukh - Head of Corporate Affairs Office of Corporate Governance Department of PJSC «Rosseti»

Voting results:

«FOR» - 8 - A.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin.

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

«ABSTAINED» - 1 - A.V. Shevchuk.

Decision is taken.

Alexander Viktorovich Shevchuk - Executive Director of Association of Institutional Investors

Voting results:

«FOR» - 11 - 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.

«AGAINST» – 0

«ABSTAINED» - 0

Decision is taken.

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

Voting results:

«FOR» - 9 - A.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

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

«ABSTAINED» - 0

¹ The 3 members of the Audit Committee who received the most votes during the voting will be considered elected.

Decision is taken.

Decision (taken regarding # 1):

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 approve the following personnel of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC:

#	Full name	Position held
1	Alexander Viktorovich Varvarin	Vice-President - Managing Director of the Office for Legal Regulation and Enforcement of Russian Union of Industrialists and Entrepreneurs
2	Maxim Mikhailovich Saukh	Head of Corporate Affairs Office of Corporate Governance Department of PJSC «Rosseti»
3	Alexander Viktorovich Shevchuk	Executive Director of Association of Institutional Investors

3. To elect Alexander Viktorovich Varvarin 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, V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 5-6).

Item 2: On the composition of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision (put to vote):

1. To approve the number of members of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC – 5 persons.

Voting results:

«FOR» - **8** - A.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin.

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

«ABSTAINED» -**1** - A.V. Shevchuk.

Decision is taken.

2. To approve the following personnel of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC²:

Alexander Viktorovich Varvarin - Vice-President - Managing Director of the Office for Legal Regulation and Enforcement of Russian Union of Industrialists and Entrepreneurs

Voting results:

«FOR» - **10** - A.V. Varvarin, 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.

«AGAINST» – **0**

«ABSTAINED» - **1** - A.V. Golovtsov.

Decision is taken.

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

Voting results:

«FOR» - **4** - A.V. Varvarin, A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk.

«AGAINST» – **0**.

«ABSTAINED» – **7** - A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin.

² The 5 members of the Personnel and Remuneration Committee who received the most votes during the voting will be considered elected.

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.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin.

Decision is NOT taken.

Andrey Vyacheslavovich Logatkin - Director of International Cooperation Department of PJSC «Rosseti»

Voting results:

«FOR» - 8 - A.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin.

«AGAINST» – 1 - V.Y. Zarkhin.

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

Decision is taken.

Larisa Anatolievna Romanovskaya - Deputy Director General for Government Relations of PJSC «Rosseti»

Voting results:

«FOR» - 8 - A.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin.

«AGAINST» – 1 - V.Y. Zarkhin.

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

Decision is taken.

Dmitry Alexandrovich Chevkin - Deputy Director of HR Department of PJSC «Rosseti»

Voting results:

«FOR» - 8 - A.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, A.V. Shevchuk.

«AGAINST» – 1 - V.Y. Zarkhin.

«ABSTAINED» - 2 - A.V. Golovtsov, D.A. Chevkin.

Decision is taken.

Alexander Viktorovich Shevchuk - Executive Director of Association of Institutional Investors

Voting results:

«FOR» - 10 - 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.

«AGAINST» – 0

«ABSTAINED» - 1 - A.V. Varvarin.

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.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin,

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

«ABSTAINED» - 0

Decision is taken.

Decision (taken regarding # 2):

1. To approve the number of members of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC – 5 persons.
2. To approve 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 Varvarin	Vice-President - Managing Director of the Office for Legal Regulation and Enforcement of Russian Union of Industrialists and Entrepreneurs
2	Andrey Vyacheslavovich Logatkin	Director of International Cooperation Department of PJSC «Rosseti»
3	Larisa Anatolievna Romanovskaya	Deputy Director General for Government Relations of PJSC «Rosseti»
4	Alexander Viktorovich Shevchuk	Executive Director of Association of Institutional Investors
5	Dmitry Alexandrovich Chevkin	Deputy Director of HR 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, V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 5-6).

Item 3: On the composition of the Grid Connection Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision (put to vote):

1. To approve the number of members of the Grid Connection Committee of the Board of Directors of IDGC of Centre, PJSC – 5 persons.

Voting results:

«FOR» - **10** - A.V. Varvarin, A.V. Golovtsov, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«AGAINST» – **0**

«ABSTAINED» - **1** - V.Y. Zarkhin.

Decision is taken.

2. To approve the following personnel of the Grid Connection Committee of the Board of Directors of IDGC of Centre, PJSC³:

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

Voting results:

«FOR» - **11** - 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.

«AGAINST» – **0**

«ABSTAINED» - **0**

Decision is taken.

Vasily Sergeevich Kukharenko - Chief Expert of Service Sale Department of PJSC «Rosseti»

Voting results:

«FOR» - **9** - A.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A.

³ The 5 members of the Grid Connection Committee who received the most votes during the voting will be considered elected.

Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«**AGAINST**» – 1 - V.Y. Zarkhin.

«**ABSTAINED**» - 1 - A.V. Golovtsov.

Decision is taken.

Igor Georgiyevich Polovnev - Financial Director of Association of Institutional Investors

Voting results:

«**FOR**» - 9 - 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,

«**AGAINST**» – 0

«**ABSTAINED**» - 2 - A.V. Varvarin, A.V. Shevchuk.

Decision is taken.

Alexander Mikhailovich Pyatigor - Member of the Management Board of PJSC «Rosseti», Deputy Director General for Sale of Services of PJSC «Rosseti»

Voting results:

«**FOR**» - 11 - 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.

«**AGAINST**» – 0

«**ABSTAINED**» - 0

Decision is taken.

Vladislava Vladimirovna Rezakova - Deputy General Director for Development and Sale of Services of IDGC of Centre, PJSC

Voting results:

«**FOR**» - 9 - A.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«**AGAINST**» – 0.

«**ABSTAINED**» - 1 - A.V. Golovtsov.

Decision is taken.

V.Y. Zarkhin did not take part in the voting.

Alexander Viktorovich Shevchuk - Executive Director of Association of Institutional Investors

Voting results:

«**FOR**» - 4 - A.V. Varvarin, A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk.

«**AGAINST**» – 0

«**ABSTAINED**» - 7 - A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin.

Decision is NOT taken.

3. To elect Alexander Mikhailovich Pyatigor as Chairperson of the Grid Connection Committee under the Board of Directors of IDGC of Centre, PJSC.

Voting results:

«**FOR**» - 10 - A.V. Varvarin, A.V. Golovtsov, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«**AGAINST**» – 0

«**ABSTAINED**» - 1 - V.Y. Zarkhin.

Decision is taken.

Decision (taken regarding # 3):

1. To approve the number of members of the Grid Connection Committee of the Board of Directors of IDGC of Centre, PJSC – 5 persons.

2. To approve the following personnel of the Grid Connection 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	Vasily Sergeevich Kukhareno	Chief Expert of Service Sale Department of PJSC «Rosseti»
3	Igor Georgiyevich Polovnev	Financial Director of Association of Institutional Investors
4	Alexander Mikhailovich Pyatigor	Member of the Management Board of PJSC «Rosseti», Deputy Director General for Sale of Services of PJSC «Rosseti»
5	Vladislava Vladimirovna Rezakova	Deputy General Director for Development and Sale of Services of IDGC of Centre, PJSC

3. To elect Alexander Mikhailovich Pyatigor as Chairperson of the Grid Connection Committee under the Board of Directors of IDGC of Centre, PJSC.

Item 4: On the composition of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision:

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

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

#	Full name	Position held
1	Artem Gennadievich Aleshin	Acting Deputy General Director for Economy and Finance of IDGC of Centre, PJSC
2	Alexander Viktorovich Pilyugin	First Deputy General Director – Chief Engineer of IDGC of Centre, PJSC
3	Igor Georgiyevich Polovnev	Financial Director of Association of Institutional Investors
4	Vasiliy Vladimirovich Rozhkov	Head of Production Planning Office of Operational and Technological Management Department 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.

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 - «FOR»

Total:

«FOR»

- «11»

«AGAINST»

- «0»

«ABSTAINED»

- «0»

Decision is taken.

Item 5: On the recognition of V.Y. Zarkhin, a member of the Board of Directors of IDGC of Centre, an independent director.

Decision:

In accordance with the conducted assessment of compliance of Vitaly Yuryevich Zarkhin with the independence criteria of members of a board of directors and the Recommendations of the Personnel and Remuneration Committee of IDGC of Centre, taken on 22.03.2019 (Minutes # 03/19):

1. To take into consideration the preliminary results of the assessment of the compliance of Vitaly Yuryevich Zarkhin with the independence criteria set out in the Listing Rules of PJSC Moscow Exchange (Appendix 4) (hereinafter referred to as the Rules), in accordance with **Appendix # 1** to this decision of the Board of Directors of the Company.

2. 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.

3. To establish that the criteria of relation of V.Y. Zarkhin with a significant counterparty of the Company, a competitor of the Company and with the state (the Russian Federation, a subject of the Russian Federation) or a municipal entity have not been revealed.

4. Guided by Articles 109-110 of the Bank of Russia's Corporate Governance Code and Paragraph 2 of Section 2.19 of Appendix 2, Appendix 4 to the Rules, to recognize Vitaly Yuryevich Zarkhin as an independent director despite his formal criteria of relation:

4.1. with the Company:

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

4.2. with the significant shareholder of the Company:

- 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, IDGC of Centre and Volga Region, IDGC of South).

5. To recognize that such relation with the Company and with the substantial shareholder of the Company will not affect the ability of V.Y. Zarkhin to represent independent, objective and honest judgments, decisions made by him, his work in the Board of Directors and Committees under the Board of Directors of the Company, proceeding from the following:

- V.Y. Zarkhin was nominated as a candidate to the Board of Directors of IDGC of Centre by a non-controlling shareholder (Company «Genhold Limited», the share of voting stocks of the Company is 15%). At the same time, 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;

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

- in 2018-2019 V.Y. Zarkhin was elected as an independent director to the Board of Directors, Audit Committee and Personnel and Remuneration Committee PJSC Kuzbasskaya Toplivnaya Company (PJSC KTK).

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

6. To recommend V.Y. Zarkhin:

6.1. to refrain from committing acts, as a result of which he may cease to be independent;

6.2. immediately to notify the Board of Directors of the Company in the event of circumstances, as a result of which he ceases to be independent.

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.

Item 6: On the recognition of A.V. Shevchuk, a member of the Board of Directors of IDGC of Centre, an independent director.

Decision:

In accordance with the conducted assessment of compliance of Alexander Viktorovich Shevchuk with the independence criteria of members of a board of directors and the Recommendations of the Personnel and Remuneration Committee of IDGC of Centre, taken on 22.03.2019 (Minutes # 03/19):

1. To take into consideration the results of the assessment of the compliance of Alexander Viktorovich Shevchuk with the independence criteria set out in the Listing Rules of PJSC Moscow Exchange (Appendix 4) (hereinafter referred to as the Rules), in accordance with **Appendix # 2** to this decision of the Board of Directors of the Company.

2. 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.

3. To establish that the criteria of relation of A.V. Shevchuk with a significant competitor of the Company and with the state (the Russian Federation, a subject of the Russian Federation) or a municipal entity have not been revealed.

4. Guided by Articles 109-110 of the Bank of Russia's Corporate Governance Code and Paragraph 2 of Section 2.19 of Appendix 2, Appendix 4 to the Rules, to recognize Alexander Viktorovich Shevchuk as an independent director despite his formal criteria of relation:

4.1. with the Company:

- A.V. Shevchuk holds the position of a member of the Board of Directors in the organizations

(IDGC of Centre and Volga Region, IDGC of Urals), controlled by the entity that controls the Company (PJSC Rosseti);

- 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, since May 2019 to the present. Thus, the term of work of A.V. Shevchuk in the Board of Directors of IDGC of Centre at the time of election to the Board of Directors is 8 years.

4.2. with the significant shareholder of the Company:

- 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, IDGC of Centre and Volga Region, IDGC of Urals).

4.3. with a significant counterparty of the Company (JSC "IEC "Energoefficiency technologies"):

- A.V. Shevchuk holds the position of a member of the Board of Directors of IDGC of Centre and Volga Region, which is the controlling entity of a significant counterparty of the Company - JSC "IEC "Energoefficiency technologies", the amount of fulfilled obligations of which to IDGC of Centre, PJSC exceeds 2% of the book value of assets and 2% of revenue (income) of JSC "IEC "Energoefficiency technologies" for 2018.

5. To recognize that such relation with the Company, with the significant shareholder of the Company and the significant counterparty of the Company will not affect the ability of A.V. Shevchuk to represent independent, objective and honest judgments, decisions made by him, his work in the Board of Directors and Committees under the Board of Directors of the Company, proceeding from the following:

- A.V. Shevchuk was nominated as a candidate to the Board of Directors of IDGC of Centre by a non-controlling shareholder (Company «Genhold Limited», the share of voting stocks of the Company is 15%). At the same time, this shareholder is not the significant shareholder, an affiliated person, and an entity controlled by PJSC Rosseti.

- Long period of work of A.V. Shevchuk in the Board of Directors of the Company is his 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 judgments on the substance of matters considered by the Board of Directors and the Committees under the Board of Directors of the Company.

- JSC "IEC "Energoefficiency technologies" provides the Company with services to conduct mandatory energy audits required by Federal Law No. 261-FZ of November 23, 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 November 27, 2017). Moreover, when deciding whether to give consent to the Company's transaction with JSC "IEC "Energoefficiency technologies" as a related party transaction, A.V. Shevchuk abstained from voting. JSC "IEC "Energoefficiency technologies" does not influence and cannot influence decisions made by IDGC of Centre, the influence of JSC "IEC "Energoefficiency technologies" on financial and economic activities of IDGC of Centre is limited only by the agreement scope.

- During his time of work at the Board of Directors of the Company and being an independent director 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 and Development Committee, the Personnel and Remuneration 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. In preparation for the meetings, he proposed alternative draft decisions, asked for additional information and explanations, required the management to answer difficult and critical questions, in some cases sent a dissenting opinion on the agenda issues;

- in the performance of his duties he demonstrates independent conduct, votes on the agenda of the meetings of the Board of Directors and the 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 that were not aimed at meeting the interests of certain groups of shareholders, third parties or the management, but at the long-term interests of the very Company in accordance with its development strategy.

- 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;

- A.V. Shevchuk, holding the main position 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 independently form an independent position, is an active representative of minority shareholders and is always open for direct communication with shareholders of the Company;

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

6. To recommend A.V. Shevchuk:

6.1. to refrain from committing acts, as a result of which he may cease to be independent;

6.2. immediately to notify the Board of Directors of the Company in the event of circumstances, as a result of which he ceases to be independent.

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»

Total:

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

Decision 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.

Item 7: On the recognition of A.V. Varvarin, a member of the Board of Directors of IDGC of Centre, an independent director.

Decision:

In accordance with the conducted assessment of compliance of Alexander Viktorovich Varvarin with the independence criteria of members of a board of directors and the

Recommendations of the Personnel and Remuneration Committee of IDGC of Centre, taken on 22.03.2019 (Minutes # 03/19):

1. To take into consideration the preliminary results of the assessment of the compliance of Alexander Viktorovich Varvarin with the independence criteria set out in the Listing Rules of PJSC Moscow Exchange (Appendix 4) (hereinafter referred to as the Rules), in accordance with **Appendix # 3** to this decision of the Board of Directors of the Company.

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

3. To establish that the criteria of relation of A.V. Varvarin with the significant shareholder of the Company, with a significant counterparty of the Company, a competitor of the Company and with the state (the Russian Federation, a subject of the Russian Federation) or a municipal entity have not been revealed.

4. Guided by Articles 109-110 of the Bank of Russia's Corporate Governance Code and Paragraph 2 of Section 2.19 of Appendix 2, Appendix 4 to the Rules, to recognize Alexander Viktorovich Varvarin as an independent director despite his formal criteria of relation with the Company:

- A.V. Varvarin holds the position of a member of the Board of Directors in the organization (Kubanenergo), controlled by the entity that controls the Company (PJSC Rosseti).

5. To recognize that such relation with the Company is a formal non-compliance with the criteria for independence and will not affect the ability of A.V. Varvarin to represent independent, objective and honest judgments, decisions made by him, his work in the Board of Directors and Committees under the Board of Directors of the Company, proceeding from the following:

- A.V. Varvarin for a long time participates in the work of boards of directors of the energy companies (Kubanenergo (since 2013), IDGC of Volga (from 2011 to 2017), IDGC of Centre (since 2018)). Deep knowledge of the specifics of the work of the companies in the industry will allow him to make bona fide judgments on the nature of issues considered by the Board of Directors of the Company.

- A.V. Varvarin took an active part in the work of the Committees of the Company's Board of Directors: in 2018, he was elected Chairperson of the Audit Committee and a member of the Grid Connection Committee. During the preparation for the meetings, he requested additional information and clarifications.

- A.V. Varvarin, being Honoured Lawyer of the Russian Federation, possesses the necessary professional competence and experience in preparing proposals for improving the corporate and procedural legislation of the Russian Federation, developing methodological recommendations for resolution of corporate conflicts, has a generally recognized reputation testifying to his ability at his own discretion to form an independent position;

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

6. To recommend A.V. Varvarin:

6.1. to refrain from committing acts, as a result of which he may cease to be independent;

6.2. immediately to notify the Board of Directors of the Company in the event of circumstances, as a result of which he ceases to be independent.

Voting results:

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

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

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

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

Item 8: On the recognition of A.V. Golovtsov, a member of the Board of Directors of IDGC of Centre, an independent director.

Decision:

In accordance with the conducted assessment of compliance of Alexander Viktorovich Golovtsov with the independence criteria of members of a board of directors and the Recommendations of the Personnel and Remuneration Committee of IDGC of Centre, taken on 22.03.2019 (Minutes # 03/19):

1. To take into consideration the preliminary results of the assessment of the compliance of Alexander Viktorovich Golovtsov with the independence criteria set out in the Listing Rules of PJSC Moscow Exchange (Appendix 4) (hereinafter referred to as the Rules), in accordance with **Appendix # 4** to this decision of the Board of Directors of the Company.

2. 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.

3. To note that the criteria of relation of A.V. Golovtsov with a significant counterparty of the Company, a competitor of the Company and with the state (the Russian Federation, a subject of the Russian Federation) or a municipal entity have not been revealed.

4. Guided by Articles 109-110 of the Bank of Russia's Corporate Governance Code and Paragraph 2 of Section 2.19 of Appendix 2, Appendix 4 to the Rules, to recognize Alexander Viktorovich Golovtsov as an independent director despite his formal criteria of relation:

4.1. with the Company:

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

(IDGC of Volga, IDGC of North-West), controlled by the entity that controls the Company (PJSC Rosseti);

4.2. with the significant shareholder of the Company:

- 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, IDGC of Volga, IDGC of North-West).

5. To recognize that such relation with the Company and with the substantial shareholder of the Company will not affect the ability of A.V. Golovtsov to represent independent, objective and honest judgments, decisions made by him, his work in the Board of Directors and Committees under the Board of Directors of the Company, proceeding from the following:

- A.V. Golovtsov was nominated as a candidate to the Board of Directors of IDGC of Centre by a non-controlling shareholder (Company «Genhold Limited», the share of voting stocks of the Company is 15%). At the same time, 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;

- 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;
- A.V. Golovtsov for a long time participates in the work of the Board of Directors of an energy company as an independent director (IDGC of Volga (since 2016). Deep knowledge of the specifics of the work of the industry will allow him to make bona fide judgments on the nature of issues considered by the Board of Directors of the Company;
- 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 confirms his ability to independently form an independent position;
- A.V. Golovtsov signed the Declaration of a member of the Board of Directors, recognized independent, in the form recommended by PJSC Moscow Exchange.

6. To recommend A.V. Golovtsov:

6.1. to refrain from committing acts, as a result of which he may cease to be independent;

6.2. immediately to notify the Board of Directors of the Company in the event of circumstances, as a result of which he ceases to be independent.

Voting results:

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

Total:

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

Decision 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.

Appendices:

1. The preliminary results of the assessment of the compliance of Vitaly Yuryevich Zarkhin with the independence criteria of members of a board of directors. (Appendix # 1).
2. The preliminary results of the assessment of the compliance of Alexander Viktorovich Shevchuk with the independence criteria of members of a board of directors (Appendix # 2).
3. The preliminary results of the assessment of the compliance of Alexander Viktorovich Varvarin with the independence criteria of members of a board of directors. (Appendix # 3).
4. The preliminary results of the assessment of the compliance of Alexander Viktorovich Golovtsov with the independence criteria of members of a board of directors (Appendix # 4).
5. The dissenting opinions on agenda items ## 1-2 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 ## 5-6).

**Chairperson of the Board of
Directors**

A.I. Kazakov

Corporate Secretary

S.V. Lapinskaya