



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

«17» December 2018

Moscow

No. 40/18

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

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

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

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

The quorum **is present.**

Date of the minutes: **17.12.2018.**

**AGENDA:**

1. On approval of the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2019.
2. On approval of the budget of the Internal Audit Department of IDGC of Centre, PJSC for 2019.
3. On approval of KPI for the head of the internal audit division of IDGC of Centre, PJSC for 2019.
4. On consideration of the report of the internal audit division of the Company «Evaluation of the implementation of the non-core asset disposal program and the action plan for the sale of non-core assets of the Company in 2017».

**Item 1. On approval of the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2019.**

**Decision:**

To approve the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2019 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**Total:**

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

**Decision is taken.****Item 2. On approval of the budget of the Internal Audit Department of IDGC of Centre, PJSC for 2019.****Decision:**

To approve the budget of the Internal Audit Department of IDGC of Centre, PJSC for 2019 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**Total:**

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

**Decision is taken.****Item 3. On approval of KPI for the head of the internal audit division of IDGC of Centre, PJSC for 2019.****Decision:**

1. To determine the target values of key performance indicators of the head of the Internal Audit Department of IDGC of Centre, PJSC in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to approve the target values of key performance indicators of the head of the Company's Internal Audit Department, specified in paragraph 1 of this decision, in accordance with the procedure established in IDGC of Centre, PJSC.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 4. On consideration of the report of the internal audit division of the Company «Evaluation of the implementation of the non-core asset disposal program and the action plan for the sale of non-core assets of the Company in 2017».**

**Decision:**

1. To take into consideration the Auditor's report № 01-2018-«IDGC of Centre» dated 12.02.2018 «Audit of identification and sale of non-core assets in IDGC of Centre, PJSC» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
2. To recommend to the Company's management:
  - 2.1. To ensure the implementation of the recommendations of the internal audit based on the results of the audit.
  - 2.2. To ensure greater efficiency in the process of identifying and selling non-core assets.

**Voting results:**

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

**Total:**

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

**Decision is taken.****Appendices:**

1. The Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2019 (Appendix #1).
2. The budget of the Internal Audit Department of IDGC of Centre, PJSC for 2019 (Appendix #2).
3. The target values of key performance indicators of the head of the Internal Audit Department of IDGC of Centre, PJSC (Appendix #3).
4. The Auditor's report № 01-2018-«IDGC of Centre» dated 12.02.2018 «Audit of identification and sale of non-core assets in IDGC of Centre, PJSC» (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**