

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

«16» September 2019

No. 30/19

Moscow

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: **16.09.2019.**

**AGENDA:**

1. On coordination of holding positions in governing bodies of other organizations by General Director and members of the Management Board of the Company.
2. On approval of the Schedule of activities to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.07.2019.
3. On approval of the Action Plan to maintain an effective internal control system of IDGC of Centre, PJSC and its development.
4. On approval of the Methodology for calculation and evaluation of implementation of functional key performance indicators of the head of the internal audit department of IDGC of Centre, PJSC in a new edition.

**Item 1. On coordination of holding positions in governing bodies of other organizations by General Director and members of the Management Board of the Company.**

**Decision:**

1. To agree upon holding the position of a member of the Board of Directors of IDGC of Center and Volga Region, PJSC and JSC "YarEGC" by General Director of the Company, Igor Vladimirovich Makovskiy.
3. To agree upon holding the position of a member of the Management Board of IDGC of Center and Volga Region, PJSC by a member of the Management Board of the Company, Vladislava Vladimirovna Rezakova.
4. To agree upon holding the position of a member of the Board of Directors of JSC "Svet", JSC "IEC "Energoefficiency technologies" by a member of the Management Board of the Company, Vitaly Olegovich Akulichev.
5. To agree upon holding the position of a member of the Board of Directors of JSC "ATC" by a member of the Management Board of the Company, Alexander Viktorovich Pilyugin.

**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 2. On approval of the Schedule of activities to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.07.2019.**

**Decision:**

1. To approve the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.07.2019, in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To take into consideration the report of General Director of the Company on execution of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.04.2019, approved by the decision of the Board of Directors of the Company on 29.05.2019 (Minutes # 20/19), in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

3. To take into consideration the report of General Director of the Company on the work performed by IDGC of Centre, PJSC in relation to newly created overdue accounts receivable for electricity transmission services in 2Q 2019 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

4. To take into consideration the report of General Director of the Company on the repayment in 1H 2019 of overdue accounts receivable, formed on 01.01.2019, in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

**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 - «AGAINST»

**Total:**

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

**Decision is taken.**

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 7).

**Item 3. On approval of the Action Plan to maintain an effective internal control system of IDGC of Centre, PJSC and its development.**

**Decision:**

1. To approve the Plan for maintaining the efficiency and development of the internal control system of IDGC of Centre, PJSC (hereinafter - the Plan) in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

2. General Director of the Company to ensure informing annually the Board of Directors of the Company about the implementation of the Plan as part of the Report of General Director and the Management Board of the Company on the organization and functioning of the internal control system for the corresponding year, starting from the report for 2019.

**Voting results:**

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «FOR»
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»	- «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. Shevchuk (Appendix # 7).

**Item 4. On approval of the Methodology for calculation and evaluation of implementation of functional key performance indicators of the head of the internal audit department of IDGC of Centre, PJSC in a new edition.**

**Decision:**

1. To approve the Methodology for calculation and evaluation of implementation of functional key performance indicators of the head of the internal audit department of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to approve the Methodology for calculation and evaluation of implementation of functional key performance indicators of the head of

the internal audit department of IDGC of Centre, PJSC in a new edition specified in clause 1 of this decision in the manner prescribed by the Company.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Varvarin  | - «FOR»       |
| 2. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 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»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**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 # 8).

**Appendices:**

1. The Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.07.2019 (Appendix # 1).
2. The report on execution of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.04.2019, approved by the decision of the Board of Directors of the Company on 29.05.2019 (Minutes # 20/19) (Appendix # 2).
3. The report on the work performed by IDGC of Centre, PJSC in relation to newly created overdue accounts receivable for electricity transmission services in 2Q 2019 (Appendix # 3).
4. The report on the repayment in 1H 2019 of overdue accounts receivable, formed on 01.01.2019 (Appendix # 4).
5. The Plan for maintaining the efficiency and development of the internal control system of IDGC of Centre, PJSC (Appendix # 5).
6. The Methodology for calculation and evaluation of implementation of functional key performance indicators of the head of the internal audit department of IDGC of Centre, PJSC in a new edition (Appendix # 6).
7. The dissenting opinion on the agenda item of the Board of Directors of the Company from the member of the Board of Directors of the Company, A.V. Shevchuk (Appendix #7).
8. The dissenting opinion on the agenda item of the Board of Directors of the Company from the member of the Board of Directors of the Company, A.V. Golovtsov (Appendix #8).

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

**A.I. Kazakov**

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

**S.V. Lapinskaya**