

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

«30» June 2020

Moscow

No. 30/20

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 determination of the amount of payment for the external auditor's services to audit accounting (financial) statements and consolidated financial statements of the Company for 2020.
2. On approval of the Schedule of activities to reduce overdue accounts receivable of IDGC of Centre, PJSC for electricity transmission services and settlement of disputes established by 01.04.2020.
3. On approval of an internal document of the Company: The Anti-corruption Policy of PJSC Rosseti and SDCs of PJSC Rosseti in a new edition.
4. On approval of an internal document of the Company: The Regulations on insurance coverage of IDGC of Centre, PJSC in a new edition.

Item 1. On determination of the amount of payment for the external auditor's services to audit accounting (financial) statements and consolidated financial statements of the Company for 2020.

Decision:

To determine the cost of services of the auditor of the Company - Ernst & Young LLC - to provide services for the audit of the accounting (financial) statements for 2020 prepared in accordance with RAS, the audit of the consolidated financial statements prepared in accordance with IFRS for the year ending 31 December 2020, in the amount of 5 631 282,37 (Five million six hundred thirty one thousand two hundred eighty two) rubles 37 kopecks, including VAT (20%) 938 547,06 (Nine hundred thirty eight thousand five hundred forty seven) rubles 06 kopecks.

Voting results:

- | | |
|---------------------------------------|---------|
| 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»

11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR» - «11»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

Item 2. On approval of the Schedule of activities to reduce overdue accounts receivable of IDGC of Centre, PJSC for electricity transmission services and settlement of disputes established by 01.04.2020.

Decision:

1. To approve the Schedule of activities to reduce overdue accounts receivable of IDGC of Centre, PJSC for electricity transmission services and settlement of disputes established by 01.04.2020, 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 01.01.2020, approved by the decision of the Board of Directors of the Company on 31.03.2020 (Minutes # 15/20), 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 1Q 2020 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 1Q 2020 of overdue accounts receivable, formed on 01.04.2020, in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Viktorovich Golovtsov - «FOR»

2. Vitaly Yuryevich Zarkhin - «ABSTAINED»

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. Vasilij Vladimirovich Rozhkov - «FOR»

10. Larisa Anatolievna Romanovskaya - «FOR»

11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR» - «9»

«AGAINST» - «0»

«ABSTAINED» - «2»

Decision is taken.

Item 3. On approval of an internal document of the Company: The Anti-corruption Policy of PJSC Rosseti and SDCs of PJSC Rosseti in a new edition.

Decision:

1. To approve the Anti-corruption policy of PJSC Rosseti and SDCs of PJSC Rosseti in a new edition as an internal document of IDGC of Centre, PJSC in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.
2. To ensure the implementation of the Anti-corruption policy of PJSC Rosseti and SDCs of PJSC Rosseti in IDGC of Centre, PJSC as a single anti-corruption document.
3. To recognize the Anti-corruption policy of PJSC Rosseti and SDCs of PJSC Rosseti, approved by the decision of the Board of Directors of the Company on 10.02.2017 (Minutes dated 13.02.2017 # 02/17) to have lost force from the date of adoption of this decision.

Voting results:

- | | | |
|-----|------------------------------------|---------------|
| 1. | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. | Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 3. | Alexander Ivanovich Kazakov | - «FOR» |
| 4. | Daniil Vladimirovich Krainkiy | - «FOR» |
| 5. | Andrey Vladimirovich Mayorov | - «FOR» |
| 6. | Igor Vladimirovich Makovskiy | - «FOR» |
| 7. | Konstantin Alexandrovich Mikhailik | - «FOR» |
| 8. | Alexey Igorevich Pavlov | - «FOR» |
| 9. | Vasilij Vladimirovich Rozhkov | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

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

Decision is taken.

Item 4. On approval of an internal document of the Company: The Regulations on insurance coverage of IDGC of Centre, PJSC in a new edition.

Decision:

1. To approve the Regulations on insurance coverage 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 recognize the Regulations on insurance coverage of the Company, approved by the decision of the Board of Directors of the Company on 05.03.2018 (Minutes dated 06.03.2018 # 08/18) to have lost force from the date of adoption of this decision.

Voting results:

- | | | |
|-----|------------------------------------|---------------|
| 1. | Alexander Viktorovich Golovtsov | - «FOR» |
| 2. | Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 3. | Alexander Ivanovich Kazakov | - «FOR» |
| 4. | Daniil Vladimirovich Krainkiy | - «FOR» |
| 5. | Andrey Vladimirovich Mayorov | - «FOR» |
| 6. | Igor Vladimirovich Makovskiy | - «FOR» |
| 7. | Konstantin Alexandrovich Mikhailik | - «FOR» |
| 8. | Alexey Igorevich Pavlov | - «FOR» |
| 9. | Vasilij Vladimirovich Rozhkov | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»

Decision is taken.

Appendices:

1. The Schedule of activities to reduce overdue accounts receivable of IDGC of Centre, PJSC for electricity transmission services and settlement of disputes established by 01.04.2020 (Appendix # 1).
2. 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 01.01.2020, approved by the decision of the Board of Directors of the Company on 31.03.2020 (Minutes # 15/20) (Appendix # 2).
3. 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 1Q 2020 (Appendix # 3).
4. The report of General Director of the Company on the repayment in 1Q 2020 of overdue accounts receivable, formed on 01.04.2020 (Appendix # 4).
5. The Anti-corruption policy of PJSC Rosseti and SDCs of PJSC Rosseti in a new edition (Appendix # 5).
6. The Regulations on insurance coverage of IDGC of Centre, PJSC in a new edition (Appendix # 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