

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

«25» December 2019

Moscow

No. 45/19

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: **25.12.2019.**

**AGENDA:**

1. On approval of the Schedule of activities to reduce overdue accounts receivable for electricity transmission services and settlement of disputes.
2. On approval of nomination of the Insurer of IDGC of Centre, PJSC.
3. On consideration of the report of General Director of the Company on implementation of decisions taken at meetings of the Board of Directors of the Company.
4. On approval of the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2020.
5. On approval of the budget of the Internal Audit Department of IDGC of Centre, PJSC for 2020.
6. On approval of remuneration to the head of the internal audit of IDGC of Centre, PJSC (determination of target values of functional KPIs) for 2020.
7. On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tver region, Bologovsky district, Berezaysky rural settlement, the settlement of Berezayka, Revolution St.
8. On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tver region, Maksatikhinsky district, Seletsky rural settlement, the village of Zaramenye.
9. On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tver region, Bezhetsky district, Porechyevesky rural settlement, the village of Porechye.
10. On provision of charity support by the Company in 2019.

**Item 1: On approval of the Schedule of activities to reduce overdue accounts receivable for electricity transmission services and settlement of disputes.**

**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 01.10.2019, 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 01.07.2019, approved by the decision of the Board of Directors of the Company on 16.09.2019 (Minutes #30/19)», 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 3Q 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 for 9 months of 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.
5. To note the change in arrears in 3Q 2019 in accordance with Appendix # 5 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 - «ABSTAINED»

**Total:**

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

**Decision is taken.**

**Item 2: On approval of nomination of the Insurer of IDGC of Centre, PJSC.**

**Decision:**

To approve the following nominee as the Company's Insurer:

Type of insurance	Insurance company	Period of insurance (issue of policy)
Compulsory civil liability insurance of the owner of a hazardous facility for damage resulting from an accident at the hazardous facility	AlfaStrakhovanie	01.01.2020-22.07.2021

**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.**

**Item 3: On consideration of the report of General Director of the Company on implementation of decisions taken at meetings of the Board of Directors of the Company.**

**Decision:**

1. To take into consideration the report of General Director of the Company on implementation of the decisions taken at the meetings of the Board of Directors of the Company 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 ensure strict compliance with Resolution of the Government of the Russian Federation dated 11 December 2014 No. 1352 regarding payment terms for contracts concluded with small and medium-sized enterprises.

**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  | - «ABSTAINED» |

**Total:**

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

**Decision is taken.**

**Item 4: On approval of the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2020.**

**Decision:**

To approve the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2020 in accordance with Appendix # 7 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 - «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 approval of the budget of the Internal Audit Department of IDGC of Centre, PJSC for 2020.**

**Decision:**

To approve the budget of the Internal Audit Department of IDGC of Centre, PJSC for 2020 in accordance with Appendix # 8 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 - «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 6: On approval of remuneration to the head of the internal audit of IDGC of Centre, PJSC (determination of target values of functional KPIs) for 2020.**

**Decision:**

1. To determine the target values of the KPIs of Director of the Internal Audit Department of IDGC of Centre, PJSC in accordance with Appendix # 9 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 the KPIs of Director of the Internal Audit Department of IDGC of Centre, PJSC specified in paragraph 1 of this decision in the manner established 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.**

**Item 7: On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tver region, Bologovsky district, Berezaysky rural settlement, the settlement of Berezayka, Revolution St.**

**Decision:**

To approve the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, on the following material conditions:

- the alienated property: a building, purpose: nonresidential, the total area of 64,1 sq.m., cadastral number: 69:04:0101101:748, located at the address: Tver region, Bologovsky district, Berezaysky rural settlement, the settlement of Berezayka, Revolution St;
- the book (residual) value of the alienated property at 30.09.2019 is 0 (zero) rubles 00 kopecks;
- the method of disposal of the property: open composition of participants without price announcement;
- the winner of the sale is recognized:
  - a) a bidder who proposed the highest purchase price of the property;
  - b) if one proposal for the acquisition price of the property is accepted for consideration, the participant who submitted this proposal;
- the procedure and term for payment of the property – prior to the transfer of ownership of the property within 10 (Ten) calendar days from the date of signing by the Parties of the Purchase and Sale Agreement by transferring funds by the Buyer to the Seller's bank account.

**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 8: On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tver region, Maksatikhinsky district, Seletsky rural settlement, the village of Zaramenye.**

**Decision:**

To approve the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, on the following material conditions:

- the alienated property: an office building with the total area of 67,9 sq.m., purpose: nonresidential, cadastral number: 69:20:0100400:35, located at the address: Tver region, Maksatikhinsky district, Seletsky rural settlement, the village of Zaramenye;
- the book (residual) value of the alienated property at 30.09.2019 is 0 (zero) rubles 00 kopecks;
- the method of disposal of the property: open composition of participants without price announcement;
- the winner of the sale is recognized:
  - a) a bidder who proposed the highest purchase price of the property;
  - b) if one proposal for the acquisition price of the property is accepted for consideration, the participant who submitted this proposal;
- the procedure and term for payment of the property – prior to the transfer of ownership of the property within 10 (Ten) calendar days from the date of signing by the Parties of the Purchase and Sale Agreement by transferring funds by the Buyer to the Seller's bank account.

**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 9: On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tver region, Bezhetsky district, Porechyevsky rural settlement, the village of Porechye.**

**Decision:**

To approve the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, on the following material conditions:

- the alienated property: a nonresidential house with the total area of 45,2 sq.m., purpose: nonresidential, cadastral number: 69:02:0081201:223, located at the address: Tver region, Bezhetsky district, Porechyevsky rural settlement, the village of Porechye;
- the book (residual) value of the alienated property at 30.09.2019 is 0 (zero) rubles 00 kopecks;
- the method of disposal of the property: open composition of participants without price announcement;
- the winner of the sale is recognized:
  - a) a bidder who proposed the highest purchase price of the property;
  - b) if one proposal for the acquisition price of the property is accepted for consideration, the participant who submitted this proposal;
- the procedure and term for payment of the property – prior to the transfer of ownership of the property within 10 (Ten) calendar days from the date of signing by the Parties of the Purchase and Sale Agreement by transferring funds by the Buyer to the Seller's bank account.

**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 10: On provision of charity support by the Company in 2019.**

**Decision:**

1. To approve the provision of charity support by the Company in 2019 in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to ensure the financing of the charity support at the expense of profit from unregulated activities without reducing the planned indicators for the financial result and the amount of dividend payments, taking into account the unconditional fulfillment of the indicator for the reduction of specific operating expenses

(costs) based on the results of work for 2019.

**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 Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.10.2019 (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 01.07.2019, approved by the decision of the Board of Directors of the Company on 16.09.2019 (Minutes #30/19) (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 3Q 2019» (Appendix # 3).
4. The report of General Director of the Company «On the repayment for 9 months of 2019 of overdue accounts receivable, formed on 01.01.2019» (Appendix # 4).
5. The change in arrears in 3Q 2019 (Appendix # 5).
6. The report of General Director of the Company on implementation of the decisions taken at the meetings of the Board of Directors of the Company (Appendix # 6).
7. The Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2020 (Appendix # 7).
8. The budget of the Internal Audit Department of IDGC of Centre, PJSC for 2020 (Appendix # 8).
9. The target values of the KPIs of Director of the Internal Audit Department of IDGC of Centre, PJSC (Appendix # 9).
10. The terms and conditions of the provision of charity support by the Company in 2019 (Appendix # 10).

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

**A.I. Kazakov**

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

**S.V. Lapinskaya**