

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

«31» October 2019

No. 36/19

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: **31.10.2019.****AGENDA:**

1. On consideration of the internal audit report «Assessment of the corporate governance of the Company for the 2018-2019 corporate year».
2. On the budget approval of the Committees of the Board of Directors of the Company for 2H 2019.

Item 1. On consideration of the internal audit report «Assessment of the corporate governance of the Company for the 2018-2019 corporate year».**Decision:**

To take into consideration the internal audit report of IDGC of Centre, PJSC on the assessment of the corporate governance of the Company for the 2018-2019 corporate year in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

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.

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 2. On the budget approval of the Committees of the Board of Directors of the Company for 2H 2019.

Decision:

1. To approve the budget of the Audit Committee of the Board of Directors of the Company for 2H 2019 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. To approve the budget of the Personnel and Remuneration Committee of the Board of Directors of the Company for 2H 2019 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
3. To approve the budget of the Strategy Committee of the Board of Directors of the Company for 2H 2019 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
4. To approve the budget of the Reliability Committee of the Board of Directors of the Company for 2H 2019 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.
5. To approve the budget of the Grid Connection Committee under the Board of Directors of the Company for 2H 2019 in accordance with Appendix # 6 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.

Appendices:

1. The internal audit report of IDGC of Centre, PJSC on the assessment of the corporate governance of the Company for the 2018-2019 corporate year (Appendix # 1).
2. The budgets of the Committees of the Board of Directors of the Company for 2H 2019 (Appendices ## 2-6).
3. The dissenting opinion on the agenda item from the member of the Board of Directors of the Company, A.V. Shevchuk (Appendix #7).

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

A.I. Kazakov

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

S.V. Lapinskaya