

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

«19» March 2021

Moscow

No. 08/21

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: **19.03.2021.**

AGENDA:

1. On consideration of the report of General Director of the Company on the course of implementation of investment projects of IDGC of Centre, PJSC in 4Q 2020, included in the list of priority facilities.
2. On consideration of the report of General Director of the Company on the investment project implementation status «Construction of smart grids» in 4Q 2020.
3. On consideration of the information of the internal audit division on results of 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 2020.
4. On determination of cases of approval by the Board of Directors of the Company of the Program of measures to reduce electricity losses in the grid complex of IDGC of Centre, PJSC for the planning period.
5. On consideration of the report of General Director of the Company «On compliance with the Information Policy of IDGC of Centre, PJSC in 2020».
6. On coordination of holding positions in governing bodies of other organizations by members of the Management Board of the Company.
7. On approval of nomination of the Insurer of IDGC of Centre, PJSC.

Item 1. On consideration of the report of General Director of the Company on the course of implementation of investment projects of IDGC of Centre, PJSC in 4Q 2020, included in the list of priority facilities.

Decision:

To take into consideration the report of General Director of the Company on the course of implementation of investment projects of IDGC of Centre, PJSC in 4Q 2020, included in the list of priority facilities, in accordance with Appendix # 1 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. | Vasily Vladimirovich Rozhkov | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

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

Decision is taken.

Item 2. On consideration of the report of General Director of the Company on the investment project implementation status «Construction of smart grids» in 4Q 2020.

Decision:

To take into consideration the report of General Director of the Company on the investment project implementation status «Construction of smart grids» in 4Q 2020 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

- | | | |
|-----|------------------------------------|---------------|
| 1. | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 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. | Vasily Vladimirovich Rozhkov | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

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

Decision is taken.

Item 3. On consideration of the information of the internal audit division on results of 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 2020.

Decision:

To take into consideration the Auditor's Report dated 22 January 2021 No. 01-2021 - "IDGC of Centre" for the check "Evaluation of the implementation of the non-core assets disposal program and the action plan for the sale of non-core assets in IDGC of Centre, PJSC", in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

- | | | |
|-----|------------------------------------|---------------|
| 1. | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 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. | Vasily Vladimirovich Rozhkov | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |

11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

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

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 # 5).

Item 4. On determination of cases of approval by the Board of Directors of the Company of the Program of measures to reduce electricity losses in the grid complex of IDGC of Centre, PJSC for the planning period.

Decision:

1. To recognize as invalid the Program of measures to reduce electricity losses in the grid complex of IDGC of Centre, PJSC for 2020 and the period until 2024, approved by the decision of the Board of Directors dated 15 September 2020 (Minutes # 42/20).

2. To determine that the approval of the Program of measures to reduce electricity losses in the grid complex of IDGC of Centre, PJSC for the planning period (hereinafter - the Program) falls within the competence of General Director of IDGC of Centre, PJSC, except for the following cases when the Program is submitted for approval of the Board of Directors of IDGC of Centre, PJSC:

- 1) If there are measures to reduce losses in terms of financial support of the Company for the period of planning the Program;
- 2) In case of non-fulfillment of target indicators of the level of electricity losses in the Company based on the results of the Base period (the base year preceding the current one);
- 3) If by decision of PJSC Rosseti, IDGC of Centre, PJSC is included in the list of subsidiaries and dependent companies of PJSC Rosseti, which need to approve the Program by decision of the Board of Directors.

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. Vasilii Vladimirovich Rozhkov - «FOR»
10. Larisa Anatolievna Romanovskaya - «FOR»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

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

Decision is taken.

Item 5. On consideration of the report of General Director of the Company «On compliance with the Information Policy of IDGC of Centre, PJSC in 2020».

Decision:

To take into consideration the report of General Director of the Company «On compliance with the Information Policy of IDGC of Centre, PJSC in 2020» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Viktorovich Golovtsov - «ABSTAINED»
2. Vitaly Yuryevich Zarkhin - «FOR»
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. Vasilii Vladimirovich Rozhkov - «FOR»
10. Larisa Anatolievna Romanovskaya - «FOR»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

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

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 # 5).

Item 6. On coordination of holding positions in governing bodies of other organizations by members of the Management Board of the Company.

Decision:

To agree that members of the Company's Management Board Artem Gennadievich Aleshin, Alexander Vladimirovich Egorychev and Vladislava Vladimirovna Rezakova hold the positions of members of the Board of Directors of LLC Bryanskelectro.

Voting results:

1. Alexander Viktorovich Golovtsov - «FOR»
2. Vitaly Yuryevich Zarkhin - «FOR»
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. Vasilii Vladimirovich Rozhkov - «FOR»
10. Larisa Anatolievna Romanovskaya - «FOR»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 7. On approval of nomination of the Insurer of IDGC of Centre, PJSC.

Decision:

To approve the following nomination as the Insurer of IDGC of Centre, PJSC:

Type of insurance	Insurance company	Period of insurance (period of issue of certificates of insurance)
Compulsory Motor Third Party Liability (CMTPL)	SOGAZ - collective participant leader; RESO-collective participant member	01.04.2021-31.03.2022

Voting results:

- | | | |
|-----|------------------------------------|---------------|
| 1. | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 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. | Vasiliy Vladimirovich Rozhkov | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

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

Decision is taken.

Appendices:

1. The report of General Director of the Company on the course of implementation of investment projects of IDGC of Centre, PJSC in 4Q 2020, included in the list of priority facilities (Appendix # 1).
2. The report of General Director of the Company on the investment project implementation status «Construction of smart grids» in 4Q 2020 (Appendix # 2).
3. The Auditor's Report dated 22 January 2021 No. 01-2021 - "IDGC of Centre" for the check "Evaluation of the implementation of the non-core assets disposal program and the action plan for the sale of non-core assets in IDGC of Centre, PJSC" (Appendix # 3).
4. The report of General Director of the Company «On compliance with the Information Policy of IDGC of Centre, PJSC in 2020» (Appendix # 4).
5. The dissenting opinion on items # 3 and # 5 of the agenda of the Board of Directors of the Company from the member of the Board of Directors of the Company, A.V. Golovtsov (Appendix # 5).

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

A.V. Mayorov

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

S.V. Lapinskaya