

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

«31» March 2020

Moscow

No. 15/20

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: **31.03.2020.**

AGENDA:

1. 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 01.01.2020.
2. On consideration of the report of General Director of the Company on execution of the Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC for 2019 and the period until 2023 in 4Q 2019.
3. On consideration of the report of the Company's Internal Audit Department on the implementation of the Work Plan and the results of internal audit activities, including the results of self-assessment of the quality of internal audit activities following the results of 2019, as well as the implementation of the Action Plan for developing and improving the Company's internal audit activities for the period from 2017 to 2019.
4. On approval of the Action Plan for development and improvement of the internal audit activities of IDGC of Centre, PJSC for the period from 2020 to 2024.
5. On consideration of the report of General Director of the Company «On the level of reliability and quality of the Company's services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters, for 2019».
6. On material incentives for General Director of the Company.

Item 1. 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 01.01.2020.

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 01.01.2020, 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 01.10.2019, approved by the decision of the Board of Directors of the Company on 25.12.2019 (Minutes # 45/19), 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 4Q 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 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 deviation of the actual indicators of the repayment of overdue accounts receivable from the planned ones, in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

6. To instruct General Director of the Company:

6.1. To ensure repayment in 2020 of 2 740,5 million rubles of overdue accounts receivable from the amount as of 01.01.2020, including 761,4 million rubles in the first quarter of 2020, 532,9 million rubles in the second quarter of 2020, 407,7 million rubles in the third quarter of 2020, 1 038,5 million rubles in the fourth quarter of 2020.

6.2. To ensure quarterly submission within the framework of this issue of information on the progress of the execution of the instruction specified in paragraph 6.1. of this decision (cumulative total since the beginning of the year).

Voting results:

- | | | |
|-----|---------------------------------|---------------|
| 1. | Alexander Viktorovich Varvarin | - «FOR» |
| 2. | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 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»	- «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. Shevchuk (Appendix # 12).

Item 2. On consideration of the report of General Director of the Company on execution of the Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC for 2019 and the period until 2023 in 4Q 2019.

Decision:

To approve the report on execution of the Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC for 2019 and the period until 2023 in 4Q 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.

Item 3. On consideration of the report of the Company's Internal Audit Department on the implementation of the Work Plan and the results of internal audit activities, including the results of self-assessment of the quality of internal audit activities following the results of 2019, as well as the implementation of the Action Plan for developing and improving the Company's internal audit activities for the period from 2017 to 2019.

Decision:

To approve the report on implementation of the plan of the internal audit of IDGC of Centre, PJSC for 2019, including the self-assessment of the quality of internal audit activities for 2019, the implementation results of the plan of measures to develop and improve the Company's internal audit activities in 2019 for the period from 2017 to 2019, as well as the implementation of key performance indicators of the head of the internal audit division of IDGC of Centre, PJSC in 2019 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 4. On approval of the Action Plan for development and improvement of the internal audit activities of IDGC of Centre, PJSC for the period from 2020 to 2024.

Decision:

To approve the Action Plan for the development and improvement of the internal audit activity in IDGC of Centre, PJSC for the period from 2020 to 2024 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 5. On consideration of the report of General Director of the Company «On the level of reliability and quality of the Company's services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters, for 2019».

Decision:

1. To take into consideration the report of General Director of the Company «On the level of reliability and quality of the Company's services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters, for 2019» 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 send to the executive authorities of the subjects of the Russian Federation in the field of state regulation of tariffs the actual values of indicators of the level of reliability and quality of the Company's services provided for 2019, specified in paragraph 1 of this decision.

Deadline: until 01 April 2020.

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.

Item 6. On material incentives for General Director of the Company.

Decision:

In accordance with paragraph 3.8 of the Regulation on material incentives for General Director of the Company, the conditions, provided for in paragraph 7.4. of the agreement to transfer the authority of the sole executive body of IDGC of Centre and Volga Region, PJSC to IDGC of Centre, PJSC dated 11 September 2017 № 7700/00313/17 (hereinafter referred to as the Agreement), to pay an additional bonus for achieving the KPIs defined for the variable component of the Agreement remuneration, according to the results of 2018, to General Director of IDGC of Centre, PJSC Igor Vladimirovich Makovskiy in accordance with Appendix # 10, Oleg Yuryevich Isaev, who was in the position of General Director of IDGC of Centre, PJSC until 18 September 2018, in accordance with Appendix # 11.

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.

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 01.01.2020 (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 01.10.2019, approved by the decision of the Board of Directors of the Company on 25.12.2019 (Minutes # 45/19) (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 4Q 2019 (Appendix # 3).
4. The report on the repayment in 2019 of overdue accounts receivable, formed on 01.01.2019 (Appendix # 4).
5. The deviation of the actual indicators of the repayment of overdue accounts receivable from the planned ones (Appendix # 5).
6. The report on execution of the Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC for 2019 and the period until 2023 in 4Q 2019 (Appendix # 6).
7. The report on implementation of the plan of the internal audit of IDGC of Centre, PJSC for 2019, including the self-assessment of the quality of internal audit activities for 2019, the implementation results of the plan of measures to develop and improve the Company's internal audit activities in 2019 for the period from 2017 to 2019, as well as the implementation of key performance indicators of the head of the internal audit division of IDGC of Centre, PJSC in 2019 (Appendix # 7).
8. The Action Plan for the development and improvement of the internal audit activity in IDGC of Centre, PJSC for the period from 2020 to 2024 (Appendix # 8).
9. The report «On the level of reliability and quality of the Company's services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters, for 2019» (Appendix # 9).

10. The calculation of the additional bonus to I.V. Makovskiy for achieving the KPIs defined for the variable component of the remuneration according to the results of 2018 under Agreement to transfer the authority of the sole executive body of IDGC of Centre and Volga Region, PJSC to IDGC of Centre, PJSC dated 11 September 2017 № 7700/00313/17 (Appendix # 10).

11. The calculation of the additional bonus to O.Y. Isaev for achieving the KPIs defined for the variable component of the remuneration according to the results of 2018 under Agreement to transfer the authority of the sole executive body of IDGC of Centre and Volga Region, PJSC to IDGC of Centre, PJSC dated 11 September 2017 № 7700/00313/17 (Appendix # 11).

12. The dissenting opinion of the member of the Board of Directors of the Company, A.V. Shevchuk, on agenda item # 1 of the Board of Directors of the Company (Appendix # 12).

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

A.I. Kazakov

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

S.V. Lapinskaya