

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

«11» November 2019

Moscow

No. 37/19

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: **11.11.2019.****AGENDA:**

1. On approval of the Plan of compensating measures aimed at resumption of installation of electricity metering systems in the Yaroslavl region as part of the investment project «Construction of smart grids» in a new edition.
2. On consideration of the report of General Director of the Company on the investment project implementation status in 3Q 2019 «Construction of smart grids».

Item 1. On approval of the Plan of compensating measures aimed at resumption of installation of electricity metering systems in the Yaroslavl region as part of the investment project «Construction of smart grids» in a new edition.**Decision:**

To approve the Plan of compensating measures aimed at resumption of installation of electricity metering systems in the Yaroslavl region as part of the investment project «Construction of smart grids» in a new edition 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 | - «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»	- «8»
«AGAINST»	- «1»
«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 # 3).

Item 2. On consideration of the report of General Director of the Company on the investment project implementation status in 3Q 2019 «Construction of smart grids».

Decision:

1. To take into consideration the report of General Director of the Company on the investment project implementation status in 3Q 2019 «Construction of smart grids» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to ensure the implementation of corporate events to resume the project «Construction of smart grids».

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 | - «AGAINST» |

Total:

«FOR»	- «8»
«AGAINST»	- «1»
«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 # 3).

Appendices:

1. The Plan of compensating measures aimed at resumption of installation of electricity metering systems in the Yaroslavl region as part of the investment project «Construction of smart grids» in a new edition (Appendix # 1).
2. The report of General Director of the Company on the investment project implementation status in 3Q 2019 «Construction of smart grids» (Appendix # 2).
3. The dissenting opinion on the agenda item from the member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 3).

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

A.I. Kazakov

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

S.V. Lapinskaya