

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

«19» April 2021

Moscow

No. 13/21

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: **19.04.2021.**

AGENDA:

1. On approval of the adjusted Program of modernization (renovation) of power grid facilities of IDGC of Centre, PJSC for the period from 2020.
2. On approval of the report of the internal audit division of the Company on the implementation of the work plan and the results of internal audit activities for 2020, including the results of self-assessment of the quality of activities.
3. On the consent to enter into a deal, concluded between IDGC of Centre, PJSC and PJSC Rosseti, which is a related party transaction.
4. On consideration of the planned values of indicators of reliability and quality of services provided for the branch of IDGC of Centre, PJSC - Lipetskenenergo for the period of 2022-2026.

Item 1. On approval of the adjusted Program of modernization (renovation) of power grid facilities of IDGC of Centre, PJSC for the period from 2020.

Decision:

1. To approve the adjusted Program of modernization (renovation) of power grid facilities of IDGC of Centre, PJSC for the period from 2020 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To recognize as invalid the Program of modernization (renovation) of power grid facilities of IDGC of Centre, PJSC for the period from 2020, approved by the decision of the Board of Directors of the Company on 23.03.2020 (Minutes # 14/20).
3. To instruct General Director of IDGC of Centre, PJSC to ensure the revision and approval of the adjusted Program of modernization (renovation) by the Board of Directors of the Company, if necessary, its correction based on the results of the formation of the draft Investment Program of the Company in the manner established by Resolution of the Government of the Russian Federation dated 01.12.2009 No. 977, in accordance with the Scenario conditions for the formation of investment programs and within the framework of available funding sources.

Term: within 14 days from the date of approval of the consolidated Program for modernization (renovation) of power grid facilities of subsidiaries and dependent companies of PJSC Rosseti.

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

Total:

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

Decision is taken.

Item 2. On approval of the report of the internal audit division of the Company on the implementation of the work plan and the results of internal audit activities for 2020, including the results of self-assessment of the quality of activities.

Decision:

To approve the report on the implementation of the work plan of the internal audit division of IDGC of Centre, PJSC for 2020, including the results of self-assessment of the quality of internal audit activities for 2020, the results of the implementation in 2020 of the plan for the development and improvement of the Company's internal audit activities for the period from 2020 to 2024, as well as the implementation of key performance indicators of the head of the internal audit department of IDGC of Centre, PJSC in 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 - «FOR»
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 - «FOR»

Total:

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

Decision is taken.

Item 3. On the consent to enter into a deal, concluded between IDGC of Centre, PJSC and PJSC Rosseti, which is a related party transaction.

In accordance with Article 81 of the Federal Law «On Joint Stock Companies» the deal concluded between IDGC of Centre, PJSC and PJSC Rosseti is a related party transaction of the following persons:

- PJSC Rosseti - the controlling entity of IDGC of Centre, PJSC, simultaneously being a party to the transaction;

- Andrey Vladimirovich Mayorov – Member of the Board of Directors of IDGC of Centre, PJSC, since he holds the position of a member of the Management Board of PJSC Rosseti, being a party to the transaction with IDGC of Centre, PJSC;

- Larisa Anatolievna Romanovskaya – Member of the Board of Directors of IDGC of Centre, PJSC, since he holds the position of a member of the Management Board of PJSC Rosseti, being a party to the transaction with IDGC of Centre, PJSC.

Decision:

1. To determine that the price of the service of PJSC Rosseti under the agreement for the provision of services for the organization of the functioning and development of the electric grid complex between IDGC of Centre, PJSC and PJSC Rosseti (hereinafter referred to as the Agreement), which is a related party transaction, for one year is no more than 207 458 299 (Two hundred seven million four hundred fifty eight thousand two hundred ninety nine) rubles 91 kopecks, plus VAT (20%) in the amount of no more than 41 491 659 (Forty one million four hundred ninety one thousand six hundred fifty nine) rubles 98 kopecks, the total price of the service including VAT is no more than 248 949 959 (Two hundred forty-eight million nine hundred forty-nine thousand nine hundred fifty-nine) rubles 89 kopecks.

To determine that the price of the service under the Agreement cannot be 10 or more percent of the book value of the assets of IDGC of Centre, PJSC according to its financial statements as of the last reporting date.

2. To provide consent to the transaction - the agreement for the provision of services for the organization of the operation and development of the power grid complex between IDGC of Centre, PJSC and PJSC Rosseti (hereinafter referred to as the Agreement), which is a related party transaction on the following essential conditions:

Parties of the Agreement:

- 1. IDGC of Centre, PJSC (Customer).
- 2. PJSC Rosseti (Contractor);

Subject of the Agreement:

The Contractor undertakes to provide the Customer with the service for organizing the functioning and development of the Customer’s power grid complex (hereinafter referred to as the Service) in accordance with the terms of the Agreement, and the Customer undertakes to accept and pay for the Service in accordance with the terms of the Agreement.

Price of the Agreement:

The price of the Service under the Agreement for one year is no more than 207 458 299 (Two hundred seven million four hundred fifty eight thousand two hundred ninety nine) rubles 91 kopecks, plus VAT (20%) in the amount of no more than 41 491 659 (Forty one million four hundred ninety one thousand six hundred fifty nine) rubles 98 kopecks, the total price of the service including VAT is no more than 248 949 959 (Two hundred forty-eight million nine hundred forty-nine thousand nine hundred fifty-nine) rubles 89 kopecks.

Term for the provision of the Service under the Agreement:

The beginning of the provision of the Service: 01.01.2021;

The end of the provision of the Service: 31.12.2021.

Duration of the Agreement:

The Agreement enters into force from the moment of its signing by the Parties and is valid until 31.12.2021, and in terms of settlements – until the Parties completely fulfill their obligations.

The Agreement extends its effect to the legal relations of the Parties arising from 01.01.2021.

Persons related to the transaction, and the grounds of relation:

Related entity or person	Grounds of relation of the entity or the person to the transaction
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PJSC Rosseti	Controlling entity of IDGC of Centre, PJSC, simultaneously being a party to the transaction.
Andrey Vladimirovich Mayorov	Chairman of the Board of Directors of IDGC of Centre, PJSC, simultaneously being a member of the Management Board of PJSC Rosseti.
Larisa Anatolievna Romanovskaya	Member of the Board of Directors of IDGC of Centre, PJSC, simultaneously being a member of the Management Board of PJSC Rosseti.

Voting results:

1. Alexander Viktorovich Golovtsov - «AGAINST»
2. Vitaly Yuryevich Zarkhin - «AGAINST»
3. Alexander Ivanovich Kazakov - «FOR»
4. Daniil Vladimirovich Krainskiy - «FOR»
5. Konstantin Alexandrovich Mikhailik - «FOR»
6. Alexey Igorevich Pavlov - «FOR»
7. Vasilii Vladimirovich Rozhkov - «FOR»
8. Alexander Viktorovich Shevchuk - «AGAINST»

Total:

«FOR»	- «5»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

Decision is taken.

The following members did not take part in the voting on this item:

- Member of the Board of Directors of the Company, I.V. Makovskiy, who has been, for one year preceding the decision, the person acting as the sole executive body of the Company (General Director), including a member of the collegial executive body of the Company (Chairman of the Management Board).

- Members of the Board of Directors of the Company A.V. Mayorov, L.A. Romanovskaya being related to the transaction completion.

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Golovtsov (Appendix # 4).

Item 4. On consideration of the planned values of indicators of reliability and quality of services provided for the branch of IDGC of Centre, PJSC - Lipetskenergo for the period of 2022-2026.

Decision:

1. To recognize as invalid the decision of the Board of Directors of the Company adopted on 30.04.2020 on item # 7 (Minutes # 21/20), in terms of the Company's proposals on the planned values of reliability and quality indicators for 2021-2025 in terms of the Company's proposals on the planned values of reliability and quality indicators for the period of 2020-2024 for the branch of IDGC of Centre, PJSC - Lipetskenergo.

2. To take into consideration the Company's proposals on the planned values of indicators of reliability and quality of services provided for the branch of IDGC of Centre, PJSC - Lipetskenergo for 2022-2026 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

3. To instruct General Director of the Company to send to the tariff regulation body of the Lipetsk region proposals on the planned values of the indicators of reliability and quality of services provided for the period of 2022-2026, specified in paragraph 2 of this decision, as part of the tariff application for setting tariffs for electricity transmission services.

Deadline: no later than 01.05.2021.

Voting results:

1. Alexander Viktorovich Golovtsov - «FOR»
2. Vitaly Yuryevich Zarkhin - «FOR»
3. Alexander Ivanovich Kazakov - «FOR»

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

Decision is taken.

Appendices:

1. The adjusted Program of modernization (renovation) of power grid facilities of IDGC of Centre, PJSC for the period from 2020 (Appendix # 1).
2. The report on the implementation of the work plan of the internal audit division of IDGC of Centre, PJSC for 2020, including the results of self-assessment of the quality of internal audit activities for 2020, the results of the implementation in 2020 of the plan for the development and improvement of the Company's internal audit activities for the period from 2020 to 2024, as well as the implementation of key performance indicators of the head of the internal audit department of IDGC of Centre, PJSC in 2020 (Appendix # 2).
3. The Company's proposals on the planned values of indicators of reliability and quality of services provided for the branch of IDGC of Centre, PJSC - Lipetskenergo for 2022-2026 (Appendix # 3).
4. The dissenting opinion of the member of the Board of Directors of the Company, A.V. Golovtsov, on item # 3 of the agenda of the Board of Directors of the Company (Appendix # 4).

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

A.V. Mayorov

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

S.V. Lapinskaya