

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

«24» April 2020

Moscow

No. 19/20

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: **24.04.2020.****AGENDA:**

1. On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding.
2. On determination of the date of holding the Annual General Meeting of Shareholders of the Company (ballot receiving deadline).
3. On approval of the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company.
4. On determination of the type (s) of preference shares, whose owners have the right to vote on items of the agenda of the Annual General Meeting of Shareholders of the Company.
5. On approval of the agenda of the Annual General Meeting of Shareholders of the Company.
6. On definition of a list of information (materials) provided to shareholders in preparation for the Annual General Meeting of Shareholders, and the order of its provision.
7. On determination of the order of notification of shareholders of the Company about the General Meeting of Shareholders holding, including the approval of the form and text of the notice.

Item 1. On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding.**Decision:**

To convene the Annual General Meeting of Shareholders of the Company (hereinafter - the Meeting) in the form of absentee voting.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Varvarin | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «AGAINST» |
| 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»	- «2»
«ABSTAINED»	- «1»

Decision is taken.

Dissenting opinions were received on this item from members of the Board of Directors of the Company, A.V. Golovtsov and A.V. Shevchuk (Appendices ## 2-3).

Item 2. On determination of the date of holding the Annual General Meeting of Shareholders of the Company (ballot receiving deadline).

Decision:

To determine the date of holding the Annual General Meeting of Shareholders of the Company (ballot receiving deadline) – **29 May 2020.**

Voting results:

- | | |
|------------------------------------|-------------|
| 1. Alexander Viktorovich Varvarin | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «AGAINST» |
| 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 | - «AGAINST» |

Total:

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

Decision is taken.

Dissenting opinions were received on this item from members of the Board of Directors of the Company, A.V. Golovtsov and A.V. Shevchuk (Appendices ## 2-3).

Item 3. On approval of the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company.

Decision:

To determine the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company, - **05 May 2020.**

Voting results:

- | | |
|------------------------------------|-------------|
| 1. Alexander Viktorovich Varvarin | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «AGAINST» |
| 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 | - «AGAINST» |

Total:

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

Decision is taken.

Item 4. On determination of the type (s) of preference shares, whose owners have the right to vote on items of the agenda of the Annual General Meeting of Shareholders of the Company.

Decision:

Due to the fact that no preference shares were issued by the Company, the decision on determining the type (s) of preference shares, whose owners have the right to vote on the agenda items of the Annual General Meeting of Shareholders of the Company, is not to be taken.

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 | - «ABSTAINED» |

Total:

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

Decision is taken.**Item 5. On approval of the agenda of the Annual General Meeting of Shareholders of the Company.****Decision:**

To approve the following agenda of the Annual General Meeting of Shareholders of the Company:

1. *On approval of the Annual Report, the annual accounting (financial) statements of the Company for 2019.*
2. *On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of 2019.*
3. *On election of members of the Board of Directors of the Company.*
4. *On election of members of the Audit Commission of the Company.*
5. *On approval of the Auditor of the Company.*
6. *On amending the Company's Articles of Association requiring an appeal to the Ministry of Justice of the Russian Federation with a request to issue a permit to include the word in the new company name, derived from the official name "Russian Federation" or "Russia".*
7. *On approval of the Regulation on the Board of Directors of the Company in a new edition.*

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 6. On definition of a list of information (materials) provided to shareholders in preparation for the Annual General Meeting of Shareholders, and the order of its provision.**Decision.**

1. To determine that information (materials) provided to the persons entitled to participate in the Annual General Meeting of Shareholders of the Company are:

- the Annual Report of the Company and the conclusion of the Audit Commission of the Company based on the results of its audit (on the reliability of the data contained in the Company's Annual Report);
- the annual accounting (financial) statements, the Auditor's Report and the conclusion of the Audit Commission of the Company following the results of the audit of the statements;
- the conclusion of the Company's Audit Committee on the level of efficiency and quality of the external audit process;
- the extract from the decision of the Board of Directors on the prior approval of the Company's Annual Report for 2019 and recommendations to the Annual General Meeting of Shareholders for its approval;
- the recommendations of the Board of Directors of the Company on the distribution of profits (losses) of the Company based on the results of 2019, including the size of the dividend on the Company's shares and the procedure for its payment, and in determining the date on which the persons entitled to receive dividends are recorded;
- the justification of the proposed distribution of net profit;
- the extract from the decision of the Board of Directors on the issue to present the Company's annual accounting (financial) statements for 2019 for approval by the Annual General Meeting of Shareholders;
- the information about the nominations to the Board of Directors of the Company, the Audit Commission of the Company, including the information on who each candidate was nominated by, as well as the information about the presence or absence of a written consent of the candidates for nomination and election;
- the conclusion of the Personnel and Remuneration Committee of the Board of Directors of the Company on the assessment of the nominations to the Board of Directors of the Company;
- the information on candidates for the Company's auditors, sufficient to form a view of their professional qualities and independence, including the name of the self-regulatory organization of auditors of which the candidate for the Company's auditors is a member, the description of procedures used to select external auditors that ensure their independence and objectivity, and also information on the proposed remuneration of external auditors for audit and non-audit services (including information on compensation payments and costs associated with the involvement of the auditor) and other material terms of contracts concluded with the auditors of the Company;
- the recommendations of the Company's Audit Committee regarding the nomination of the Company's auditor;
- the current edition of the Articles of Association of the Company, the draft of amendments to the Articles of Association of the Company, as well as the summary table of amendments entered and their justification;
- the current edition of the Regulation on the Board of Directors of the Company, the draft of the Regulation on the Board of Directors of the Company in a new edition, as well as the summary table of amendments entered and their justification;
- the report on related-party transactions concluded by the Company in 2019, including the conclusion of the Audit Commission confirming the reliability of the data contained in the report;
- the information about the shareholders' agreements entered into during the year prior to the date of the General Meeting of Shareholders;
- the information on who proposed each item to the agenda of the Annual General Meeting of Shareholders;
- the draft resolutions and explanatory notes to issues of the General Meeting of Shareholders;
- the sample power of attorney, which the shareholder may give his or her representative and its certification procedure.

2. To establish that persons entitled to participate in the Annual General Meeting of Shareholders of the Company may learn the specified information (materials) in the period from **08 May 2020** to **28 May 2020** from 10 hours 00 minutes to 17 hours 00 minutes local time, excluding weekends and holidays, as well as **29 May 2020** at the following addresses:

- Russia, Moscow, Malaya Ordynka St., 15, IDGC of Centre, PJSC,
- Russia, Moscow, Pravdy St., 23, VTB Registrar;

also from **08 May 2020** on the Company's website at: <http://www.mrsk-1.ru>

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, this

information (materials) shall be sent until **08 May 2020** in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder.

3. In the period of preparation for the Meeting to ensure:

- maintaining a telephone channel for communication with shareholders: 8 (495) 747-92-92 (30-37),
- a special e-mail address: ir@mnsk-1.ru;
- the forum functioning on the agenda of the meeting on the Company's website: <https://www.mnsk-1.ru/about/management/controls/stockholders/material/gosa2020/forum/>

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 | - «ABSTAINED» |

Total:

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

Decision is taken.

Item 7. On determination of the order of notification of shareholders of the Company about the General Meeting of Shareholders holding, including the approval of the form and text of the notice.

Decision:

1. To approve the form and text of the notice about the Company's Annual General Meeting of Shareholders holding in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To inform the persons entitled to participate in the Annual General Meeting of Shareholders of the Company regarding holding the Annual General Meeting of Shareholders of the Company:

- by posting the notice on the Company's website at www.mnsk-1.ru not later than **28 April 2020**.

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, the notice about the Company's Annual General Meeting of Shareholders holding shall be sent in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder not later than **28 April 2020**.

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 | - «ABSTAINED» |

Total:

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

Decision is taken.

Appendices:

1. The notice about the Company's Annual General Meeting of Shareholders holding (Appendix # 1).
2. The dissenting opinions of the members of the Board of Directors of the Company, A.V. Golovtsov and A.V. Shevchuk, on the agenda items of the Board of Directors of the Company (Appendices ## 2-3).

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

A.I. Kazakov

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

S.V. Lapinskaya