

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

«10» December 2020

Moscow

No. 60/20

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, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya, A.V. Shevchuk.**

Members who did not provide questionnaires: **I.V. Makovskiy.**

The quorum **is present.**

Date of the minutes: **10.12.2020.**

AGENDA:

1. On approval of changes to the Action Plan for the development and improvement of the internal audit activities of IDGC of Centre, PJSC for the period from 2020 to 2024.
2. On approval of changes to the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2020.
3. On approval of the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2021.
4. On approval of the budget of the Internal Audit Department of IDGC of Centre, PJSC for 2021.
5. On approval of the remuneration of the head of the internal audit of IDGC of Centre, PJSC (determination of target values of functional KPIs) for 2021.

Item 1. On approval of changes to the Action Plan for the development and improvement of the internal audit activities of IDGC of Centre, PJSC for the period from 2020 to 2024.

Decision:

To approve the changes to the Action Plan for the development and improvement of the internal audit activities of IDGC of Centre, PJSC for the period from 2020 to 2024 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 | - «FOR» |
| 3. Alexander Ivanovich Kazakov | - «FOR» |
| 4. Daniil Vladimirovich Krainskiy | - «FOR» |
| 5. Andrey Vladimirovich Mayorov | - «FOR» |
| 6. Konstantin Alexandrovich Mikhailik | - «FOR» |
| 7. Alexey Igorevich Pavlov | - «FOR» |
| 8. Vasilij Vladimirovich Rozhkov | - «FOR» |
| 9. Larisa Anatolievna Romanovskaya | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.**Item 2. On approval of changes to the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2020.****Decision:**

To approve the changes to the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2020 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

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

Total:

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

Decision is taken.**Item 3. On approval of the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2021.****Decision:**

To approve the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2021 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

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

Total:

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

Decision is taken.

Item 4. On approval of the budget of the Internal Audit Department of IDGC of Centre, PJSC for 2021.

Decision:

To approve the budget of the Internal Audit Department of IDGC of Centre, PJSC for 2021 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 Krainskiy | - «FOR» |
| 5. | Andrey Vladimirovich Mayorov | - «FOR» |
| 6. | Konstantin Alexandrovich Mikhailik | - «FOR» |
| 7. | Alexey Igorevich Pavlov | - «FOR» |
| 8. | Vasiliy Vladimirovich Rozhkov | - «FOR» |
| 9. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

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 # 6).

Item 5. On approval of the remuneration of the head of the internal audit of IDGC of Centre, PJSC (determination of target values of functional KPIs) for 2021.

Decision:

1. To determine the target values of functional KPIs of the head of the internal audit unit of IDGC of Centre, PJSC for 2021 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to approve in the manner established by the Company the target values of functional KPIs of the head of the internal audit unit of IDGC of Centre, PJSC for 2021, specified in paragraph 1 of this decision.

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. | Konstantin Alexandrovich Mikhailik | - «FOR» |
| 7. | Alexey Igorevich Pavlov | - «FOR» |
| 8. | Vasiliy Vladimirovich Rozhkov | - «FOR» |
| 9. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

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 # 6).

Appendices:

1. The changes to the Action Plan for the development and improvement of the internal audit activities of IDGC of Centre, PJSC for the period from 2020 to 2024 (Appendix # 1).
2. The changes to the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2020 (Appendix # 2).
3. The Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2021 (Appendix # 3).
4. The budget of the Internal Audit Department of IDGC of Centre, PJSC for 2021 (Appendix # 4).
5. The target values of functional KPIs of the head of the internal audit unit of IDGC of Centre, PJSC for 2021 (Appendix # 5).
6. The dissenting opinion of the member of the Board of Directors of the Company, A.V. Golovtsov, regarding items ## 4-5 of the agenda of the Board of Directors of the Company (Appendix # 6).

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

A.V. Mayorov

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

S.V. Lapinskaya