

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

«24» August 2020

Moscow

No. 39/20

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, 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: **24.08.2020.**

AGENDA:

1. On coordination of holding positions in governing bodies of other organizations by a member of the Management Board of the Company.
2. On approval of the report of General Director of the Company on the implementation in 2019 of the Innovative Development Program of IDGC of Centre, PJSC for the period of 2016-2020 with a perspective up to 2025 and the Medium-term plan for the implementation of the Innovative Development Program of IDGC of Centre, PJSC for 2020-2024.
3. On recognition of some decisions of the Board of Directors of the Company to have lost force.
4. On the managerial personnel reserve of IDGC of Centre, PJSC.
5. On consideration of the report of General Director of the Company on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of IDGC of Centre's Group following the results of the 1st quarter of 2020.
6. On consideration of the report of General Director of the Company on the specifics of participation in the 2nd quarter of 2020 of small and medium-sized businesses in the procurement of goods, works, services by certain types of legal entities in terms of payment terms for contracts concluded by customers with small and medium-sized businesses based on the procurement results.

Item 1: On coordination of holding positions in governing bodies of other organizations by a member of the Management Board of the Company.

Decision:

To agree upon holding the following positions in governing bodies of other organizations by a member of the Management Board of the Company, Vladislava Vladimirovna Rezakova:

- a member of the Board of Directors of JSC TGES;
- a member of the Board of Directors of IEC Energiefficiency technologies, JSC.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 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. | Vasiliy Vladimirovich Rozhkov | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 2: On approval of the report of General Director of the Company on the implementation in 2019 of the Innovative Development Program of IDGC of Centre, PJSC for the period of 2016-2020 with a perspective up to 2025 and the Medium-term plan for the implementation of the Innovative Development Program of IDGC of Centre, PJSC for 2020-2024.

Decision:

1. To approve the report of General Director of the Company «On the implementation in 2019 of the Innovative Development Program of IDGC of Centre, PJSC for the period of 2016-2020 with a perspective up to 2025» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company:
 - 2.1. To ensure the unconditional achievement of the target indicators set by the Innovative Development Program of IDGC of Centre, PJSC.
 - 2.2. To improve the quality of cost planning as part of the implementation of complex innovative projects of IDGC of Centre, PJSC for 2020-2022.
 - 2.3. To determine facilities of implementation of the integrated innovative project «Application of technologies of the Digital Substation during reconstruction or new construction of SS 35-110 kV» in 2022.
 - 2.4. To determine the Branches for the implementation of the integrated innovative project «Creation of a smart grid with a distributed intelligent automation and control system as part of the reconstruction of the Distribution Zones of branches of IDGC of Centre, PJSC» in 2022.
 - 2.5. To determine activities and facilities of implementation of the integrated innovative project «Creation of an automated diagnostics system for overhead lines using UAVs» in 2020-2022.
 - 2.6. To identify facilities of implementation for the execution of the complex reconstruction of 0.4-10 kV distribution grids using innovative solutions (PMS 10/0.4 kV, composite poles of 6-20 kV, high-strength wire), the use of single-column anchor steel multifaceted poles of 0.4 kV and reinforced concrete poles modified with dispersion of carbon nanotubes, presented in the section of the report «Application of new technologies and materials in the electric power industry».
 - 2.7. To schedule activities to fulfill the instructions of Order of PJSC Rosseti dated 04.03.2020 № 99 «On approval of the corrective action plan.

Voting results:

- | | | |
|----|---------------------------------|---------------|
| 1. | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. | Vitaly Yuryevich Zarkhin | - «AGAINST» |
| 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. | Vasiliy Vladimirovich Rozhkov | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

«FOR»	- «8»
«AGAINST»	- «2»
«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. Shevchuk (Appendix # 6).

Item 3: On recognition of some decisions of the Board of Directors of the Company to have lost force.

Decision:

1. To recognize as invalid from the date of this decision clauses 2.6., 2.7. and 2.8. of the decision of the Board of Directors of IDGC of Centre, PJSC dated 20.08.2014 (Minutes # 18/14 of 22.08.2014), taken regarding item # 3, and clause 3 of the decision of the Board of Directors of IDGC of Centre, PJSC dated 22.06.2015 (Minutes # 13/15 of 24.06.2015), taken regarding item # 1.

2. General Director of IDGC of Centre, PJSC shall provide the Board of Directors with information on the management of critical and significant functional risks as part of materials on implementation of the Business Plan for the corresponding quarter.

Deadline: within the timeframe established for raising the issue of the implementation of the Business Plan for the corresponding quarter, starting with reporting for the 1st quarter of 2020.

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. | 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 | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 4: On the managerial personnel reserve of IDGC of Centre, PJSC.

Decision:

To take into consideration the composition of the managerial personnel reserve of IDGC of Centre, PJSC 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 - «ABSTAINED»
3. Alexander Ivanovich Kazakov - «FOR»
4. Daniil Vladimirovich Krainkiy - «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»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 5: On consideration of the report of General Director of the Company on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of IDGC of Centre's Group following the results of the 1st quarter of 2020.

Decision:

To take into consideration the report on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of IDGC of Centre's Group following the results of the 1st quarter of 2020 in accordance with Appendices ## 3-4 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Viktorovich Golovtsov - «FOR»
2. Vitaly Yuryevich Zarkhin - «AGAINST»
3. Alexander Ivanovich Kazakov - «FOR»
4. Daniil Vladimirovich Krainkiy - «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»	- «9»
«AGAINST»	- «1»
«ABSTAINED»	- «1»

Decision is taken.

Item 6: On consideration of the report of General Director of the Company on the specifics of participation in the 2nd quarter of 2020 of small and medium-sized businesses in the procurement of goods, works, services by certain types of legal entities in terms of payment terms for contracts concluded by customers with small and medium-sized businesses based on the procurement results.

Decision:

1. To take into consideration the report on the specifics of participation in the 2nd quarter of 2020 of small and medium-sized businesses in the procurement of goods, works, services by certain types of legal entities in terms of payment terms for contracts concluded by customers with small and medium-sized businesses based on the procurement results in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

2. To draw the attention of the Company's management to the inadmissibility of violating the deadlines for payments to SMEs established by law, due to the presence of a large number of overdue payments.

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

Total:

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

Decision is taken.

Appendices:

1. The report of General Director of the Company «On the implementation in 2019 of the Innovative Development Program of IDGC of Centre, PJSC for the period of 2016-2020 with a perspective up to 2025» (Appendix # 1).

2. The composition of the managerial personnel reserve of IDGC of Centre, PJSC (Appendix # 2).

3. The report on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of IDGC of Centre's Group following the results of the 1st quarter of 2020 (Appendices ## 3-4).

4. The report on the specifics of participation in the 2nd quarter of 2020 of small and medium-sized businesses in the procurement of goods, works, services by certain types of legal entities in terms of payment terms for contracts concluded by customers with small and medium-sized businesses based on the procurement results (Appendix # 5).

5. The dissenting opinion of the member of the Board of Directors of the Company, A.V. Shevchuk, regarding item # 2 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