

MINUTES
of meeting of the Board of Directors of IDGC of Centre, PJSC
(in presentia-absentia)

«04» February 2020

Moscow

No. 05/20

Form of the meeting: **present-absent voting.**

Place of the meeting: **Moscow, Malaya Ordynka St., 15, floor 1, room 104.**

Video conference room A5-048 (5th floor) at the address: Moscow, Belovezhskaya str., 4.

Time of the meeting: **12 hours 30 minutes – 14 hours 00 minutes.**

Participants of the meeting: **A.V. Varvarin, A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, A.V. Logatkin (video conference call from Rosseti), I.V. Makovskiy, A.I. Pavlov (video conference call from Rosseti), L.A. Romanovskaya, M.M. Saukh (video conference call from Rosseti), D.A. Chevkin (video conference call from Rosseti), A.V. Shevchuk.**

The written opinion (questionnaire) of the following members was taken into account while defining the results: **none.**

Members who neither participated nor provided questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **05.02.2020.**

The meeting of the Board of Directors of IDGC of Centre, PJSC was led by Chairperson of the Board of Directors of IDGC of Centre, Alexander Ivanovich Kazakov.

The following invited persons – the management of IDGC of Centre were present:

V.O. Akulichhev - First Deputy General Director - Director for Development

A.G. Aleshin - Deputy General Director for Economy and Finance

O.A. Danshina - Deputy General Director for Corporate and Legal Activities

A.V. Pilyugin - First Deputy General Director - Chief Engineer

V.V. Rezakova - Deputy General Director for Development and Sale of Services

D.V. Sklyarov - Deputy General Director for Investment and Capital Construction

L.A. Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department

S.V. Shpakova - Head of Internal Audit Department

After the announcement by Chairperson of the Board of Directors of the Company, A.I. Kazakov, of the quorum, as well as changes in the order (priority) of consideration of the agenda items, the meeting of the Board of Directors of the Company was declared open.

AGENDA:

1. On approval of the Development Program for smart metering of electricity of IDGC of Centre, PJSC for 2020-2030.
2. On approval of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030».

Item 1. On approval of the Development Program for smart metering of electricity of IDGC of Centre, PJSC for 2020-2030.

Speaker/co-speakers: – V.V. Rezakova.

The report (presentation) on the item is stored in the materials for the meeting of the Board of Directors.

In discussing the report, the comments were received from the following members of the Board of Directors: A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk.

The explanations and answers to the questions were given by: I.V. Makovskiy, V.V. Rezakova, V.O. Akulichev, A.V. Pilyugin.

During the discussion of the issue by the members of the Board of Directors of the Company, the management of the Company was instructed to update (if necessary) and submit to the Board of Directors of the Company in 2021 (no later than the end of the 2nd quarter) the Development Program for smart metering of electricity of IDGC of Centre, PJSC for 2020-2030.

Decision put to vote:

1. To approve the Development Program for smart metering of electricity of IDGC of Centre, PJSC for 2020-2030 (hereinafter referred to as the Program) in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To recognize the Program for prospective development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2018 and the period until 2022, approved by the Board of Directors of IDGC of Centre, PJSC (Minutes of 31.08.2018 # 29/18), to have lost force.
3. To instruct General Director of IDGC of Centre, PJSC to ensure:
 - financing the activities of the Program within the limits of the Company's Investment Program and Business Plan;
 - increasing the efficiency of the activities of the Program in accordance with the Concept of PJSC Rosseti - «Digital Transformation 2030» for inclusion in the draft adjusted Investment Program of the Company in 2020, including by reducing costs and increasing revenue;
 - annual, no later than the end of the 2nd quarter, provision to the Board of Directors of the Company a report on the Program implementation.

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 | - «FOR» |

Total:

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

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 # 3).

Item 2. On approval of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030».

Speaker/co-speakers: – V.O. Akulichev.

The report (presentation) on the item is stored in the materials for the meeting of the Board of Directors.

In discussing the report, the comments were received from the following members of the Board of Directors: A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk.

The explanations and answers to the questions were given by: I.V. Makovskiy, V.V. Rezakova, V.O. Akulichev, A.V. Pilyugin.

Decision put to vote:

1. To approve the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. To instruct General Director of IDGC of Centre, PJSC to ensure:
 - financing the activities of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030» within the limits of the Company's Investment Program and Business Plan;
 - the effectiveness of the projects of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030» taking into account the principles for evaluating the cost-effectiveness of implementing digital technologies, approved by the Concept of PJSC Rosseti - «Digital Transformation 2030»;
 - amending the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030» with subsequent submission for approval by the Board of Directors of IDGC of Centre, PJSC in case of changes in the parameters and indicators of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030»;
 - annual, not later than the 2nd quarter, provision to the Board of Directors of IDGC of Centre, PJSC of the consolidated report on implementation of the activities provided for by the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030».

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.

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Golovtsov (Appendix # 3).

Following the decision, a member of the Board of Directors of the Company, A.V. Shevchuk, noted that the economic effects contained in the financial models of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030», overestimated.

The agenda of the meeting of the Board of Directors of IDGC of Centre, PJSC on 04.02.2020 was exhausted.

The meeting of the Board of Directors of the Company was closed.

Appendices:

1. The Development Program for smart metering of electricity of IDGC of Centre, PJSC for 2020-2030 (Appendix # 1).
2. The Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030» (Appendix # 2).
3. The dissenting opinion on the agenda items of the Board of Directors of the Company from the member of the Board of Directors of the Company, A.V. Golovtsov (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