

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

«29» November 2019

Moscow

No. 40/19

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: **29.11.2019.**

AGENDA:

1. On approval of an internal document of the Company - the Internal Audit Policy of IDGC of Centre, PJSC in a new edition.

Item 1: On approval of an internal document of the Company - the Internal Audit Policy of IDGC of Centre, PJSC in a new edition.

Decision:

1. To approve the Internal Audit Policy of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 1 to this decision.
2. To recognize the Internal Audit Policy of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of the Company from 01.03.2016 (Minutes # 04/16), taking into account the amendments, approved by the Board of Directors on 22.02.2017 (Minutes # 03/17), to have lost force from the date of this decision.

Voting results:

- | | | |
|-----|---------------------------------|---------|
| 1. | Alexander Viktorovich Varvarin | - «FOR» |
| 2. | Alexander Viktorovich Golovtsov | - «FOR» |
| 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»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Appendix: the Internal Audit Policy of IDGC of Centre, PJSC in a new edition (Appendix # 1).

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

A.I. Kazakov

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

S.V. Lapinskaya