



Interregional Distribution Grid Company of Centre,
Public Joint-Stock Company
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MINUTES

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

«03» August 2018

Moscow

No. 25/18

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

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **D.B. Akopyan, A.V. Varvarin, O.Y. Isaev, A.I. Kazakov, A.I. Pavlov, A.V. Rakov, L.A. Romanovskaya, M.M. Saukh, D.A. Spirin, R.A. Filkin, A.V. Shevchuk.**

Members who did not provide questionnaires: **none.**

The quorum is **present.**

Date of the minutes: **03.08.2018.**

AGENDA:

1. On approval of the Report of General Director of the Company «On execution of the target values of key performance indicators (KPIs) of General Director of the Company for 2017».
2. On material incentives for General Director of the Company.
3. On preliminary approval of the decision for provision of charity by IDGC of Centre, PJSC.

Item 1. On approval of the Report of General Director of the Company «On execution of the target values of key performance indicators (KPIs) of General Director of the Company for 2017».

Decision:

To approve the Report on execution of the target values of key performance indicators (KPIs) of General Director of the Company for 2017 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Dmitry Borisovich Akopyan | - «FOR» |
| 2. Alexander Viktorovich Varvarin | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Alexander Ivanovich Kazakov | - «FOR» |
| 5. Alexey Igorevich Pavlov | - «FOR» |
| 6. Alexey Viktorovich Rakov | - «FOR» |
| 7. Larisa Anatolievna Romanovskaya | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Denis Alexandrovich Spirin | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»

«ABSTAINED»

- «1»

Decision is taken.

A dissenting opinion on the given item was received from a member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 6).

Item 2. On material incentives for General Director of the Company.

Decision:

1. In accordance with paragraph 3.4 of the Regulation on material incentives for General Director of the Company to pay General Director of IDGC of Centre, PJSC O.Y. Isaev additional bonus in accordance with Appendix # 2 to this decision of the Board of Directors of IDGC of Centre, PJSC.

2. In accordance with paragraph 3.5 of the Regulation on material incentives for General Director of the Company to pay General Director of IDGC of Centre, PJSC O.Y. Isaev special bonus in accordance with Appendix # 3 to this decision of the Board of Directors of IDGC of Centre, PJSC.

3. In accordance with paragraph 3.8 of the Regulation on material incentives for General Director of the Company to pay General Director of IDGC of Centre, PJSC O.Y. Isaev additional bonus for achieving the KPI values, determined for the variable component of the remuneration of the Agreement on the transfer of the powers of the sole executive body of IDGC of Centre and Volga Region to IDGC of Centre, following the results of 2017 in accordance with Appendix # 4 to this decision of the Board of Directors of IDGC of Centre, PJSC.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Dmitry Borisovich Akopyan | - «FOR» |
| 2. Alexander Viktorovich Varvarin | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Alexander Ivanovich Kazakov | - «FOR» |
| 5. Alexey Igorevich Pavlov | - «FOR» |
| 6. Alexey Viktorovich Rakov | - «FOR» |
| 7. Larisa Anatolievna Romanovskaya | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Denis Alexandrovich Spirin | - «ABSTAINED» |
| 10. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 11. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

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

Decision is taken.

Dissenting opinions on the given item were received from members of the Board of Directors of the Company, A.V. Shevchuk and R.A. Filkin (Appendices ## 6-7).

Item 3. On preliminary approval of the decision for provision of charity by IDGC of Centre, PJSC.

Decision:

1. To approve the provision of charity by IDGC of Centre, PJSC in 2018 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 ensure the financing of charitable assistance without worsening the planned financial result of the activity, taking into account the unconditional fulfillment of the reduction in specific operating expenses (costs) based on the results of work for 2018.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «AGAINST»
10. Roman Alexeyevich Filkin - «AGAINST»
11. Alexander Viktorovich Shevchuk - «AGAINST»

Total:

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

Decision is taken.**Appendices:**

1. The Report «On execution of the target values of key performance indicators (KPIs) of General Director of the Company for 2017» (Appendix # 1).
2. The calculation of the amount of the additional bonus of General Director of the Company for 2017 (Appendix # 2).
3. The calculation of the amount of the special bonus of General Director of the Company for 2017 (Appendix # 3).
4. The calculation of the amount of the additional bonus for achieving the KPI values, determined for the variable component of the remuneration of the Agreement on the transfer of the powers of the sole executive body of IDGC of Centre and Volga Region to IDGC of Centre for General Director of the Company, following the results of 2017 (Appendix # 4).
5. The calculation of the charitable assistance of IDGC of Centre, PJSC in 2018 (Appendix # 5).
6. The dissenting opinion of the member of the Board of Directors of the Company, A.V. Shevchuk, regarding items ## 1-2 of the meeting agenda of the Board of Directors of the Company (Appendix # 6).
7. The dissenting opinion of the member of the Board of Directors of the Company, R.A. Filkin, regarding item # 2 of the meeting agenda of the Board of Directors of the Company (Appendix # 7).

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

A.I. Kazakov

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

S.V. Lapinskaya