

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

«29» April 2021

Moscow

No. 16/21

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: **29.04.2021.**

AGENDA:

1. On approval of form and text of ballots for voting at the Annual General Meeting of Shareholders of the Company, as well as wording of decisions on items of the agenda of the Annual General Meeting of Shareholders, which shall be sent electronically (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders of the Company.
2. On determination of the date of sending ballots to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, addresses, to which completed ballot papers can be sent.
3. On approval of the report on related party transactions, entered into by the Company in 2020.
4. On recommendations on the distribution of profit (loss) of the Company following the results of 2020.
5. On recommendations on the amount of dividends on shares of the Company for 2020, their payment procedure and proposals to the Annual General Meeting of Shareholders of determining the record date of persons entitled to receive dividends.
6. On consideration of the candidacy of the auditor of the Company and on determining the amount of payment for the services of the external auditor for the audit of financial statements for 2021, prepared in accordance with RAS, and for the audit of consolidated financial statements for 2021, prepared in accordance with IFRS.
7. On proposals to the Annual General Meeting of Shareholders of the Company on the item «On approval of the Articles of Association of the Company in a new edition».
8. On proposals to the Annual General Meeting of Shareholders of the Company on the item «On amending the Company's Articles of Association requiring an appeal to the Ministry of Justice of the Russian Federation with a request to issue a permit to include the word in the new company name, derived from the official name "Russian Federation" or "Russia"».

Item 1. On approval of form and text of ballots for voting at the Annual General Meeting of Shareholders of the Company, as well as wording of decisions on items of the agenda of the Annual General Meeting of Shareholders, which shall be sent electronically (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders of the Company.

Decision:

1. To approve the form and text of ballots for voting at the Annual General Meeting of Shareholders of the Company in accordance with Appendices ## 1-3 to this decision of the Board of Directors of the Company.
2. To send in electronic form (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders, the wording of decisions specified in the voting ballots shall be used.

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. 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»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

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 # 7).

Item 2. On determination of the date of sending ballots to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, addresses, to which completed ballot papers can be sent.**Decision:**

1. To determine that the voting ballots are to be sent by nonregistered mail (handed out against receipt) to the persons, entitled to participate in the Annual General Meeting of Shareholders of the Company, not later than 10 May 2021.

Bulletins (texts of bulletins) for voting in electronic form (in the form of electronic documents) not later than 07 May 2021 are sent to the registrar JSC VTB Registrar for sending to nominal holders registered in the register of shareholders of the Company.

2. To determine that the completed voting ballots can be sent to one of the following addresses:

- 119017, Russia, Moscow, Malaya Ordynka St., 15, IDGC of Centre, PJSC,
- 127137, Russia, Moscow, p/o box 54, JSC VTB Registrar;
- <http://www.vtbreg.ru> - for filling in the electronic bulletin form.

In addition, the owner of securities, the rights to which are accounted for by a nominal holder or foreign nominal holder, is entitled to participate in the Meeting personally or by giving instructions to the nominal holder to vote in a specific way, if this is provided for by an agreement concluded with the nominal holder. An electronic voting document signed with an electronic signature shall be sent by the owner of the equity securities to the nominal holder.

3. To determine the following website address to fill in the electronic form of the bulletins - <http://www.vtbreg.ru>

4. Shareholders, whose ballots are received and (or) the electronic form of ballots is filled in before 31 May 2021, as well as shareholders who, in accordance with the rules of the

legislation of the Russian Federation on securities, have given the persons, recording their rights to shares, instructions on voting, if messages about their will are received before 31 May 2021, will be considered as having participated in the Annual General Meeting of Shareholders.

5. To instruct General Director of the Company to provide sending voting ballots to shareholders of the Company in accordance with 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. | 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»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

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 # 7).

Item 3. On approval of the report on related party transactions, entered into by IDGC of Centre, PJSC in 2020.

Decision:

To approve the report on related party transactions, entered into by IDGC of Centre, PJSC in 2020, in accordance with Appendix # 4 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 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 4. On recommendations on the distribution of profit (loss) of the Company following the results of 2020.

Decision:

To recommend that the Annual General Meeting of Shareholders of the Company approve the following distribution of profits (losses) of the Company for the reporting year of 2020:

Name	(thous. RUB)
Retained earnings (loss) for the reporting period:	
To be distributed to:	2 829 650
Reserve fund	0
Profit for development	1 415 311
Dividends	1 414 339
Repayment of losses of previous years	0

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 - «ABSTAINED»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

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 # 7).

Item 5. On recommendations on the amount of dividends on shares of the Company for 2020, their payment procedure and proposals to the Annual General Meeting of Shareholders of determining the record date of persons entitled to receive dividends.

Decision:

To recommend that the Annual General Meeting of Shareholders take the following decision:
To pay dividends on common stocks of the Company following the results of 2020 in the amount of RUB 0.0335009 per ordinary share of the Company in cash.

The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.

To define the record date of the list of persons entitled to receive dividends as 11 June 2021.

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 | - «ABSTAINED» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

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 # 7).

Item 6. On consideration of the candidacy of the auditor of the Company and on determining the amount of payment for the services of the external auditor for the audit of financial statements for 2021, prepared in accordance with RAS, and for the audit of consolidated financial statements for 2021, prepared in accordance with IFRS.

Decision:

1. To propose to the Annual General Meeting of Shareholders to approve the Leader of the collective participant - Ernst & Young LLC (TIN 7709383532, registered office: Sadovnicheskaya nab. 77, bld. 1, 115035 Moscow, Russian Federation) as the Auditor of the Company.

2. To determine the amount of payment for the services of the auditor of the Company for the provision of services for the audit of financial statements for 2021, prepared in accordance with RAS, the audit of consolidated financial statements, prepared in accordance with IFRS, for the year ending 31 December 2021, in the amount of 7 500 000 (Seven million five hundred thousand) rubles including VAT, subject to approval of the auditor Ernst & Young LLC by the Annual General Meeting of Shareholders of IDGC of Centre, PJSC.

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 7. On proposals to the Annual General Meeting of Shareholders of the Company on the item «On approval of the Articles of Association of the Company in a new edition».

Decision:

To propose to the Annual General Meeting of Shareholders of the Company to approve the Articles of Association of the Company in a new edition (Appendix # 5 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. | 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 8. On proposals to the Annual General Meeting of Shareholders of the Company on the item «On amending the Company’s Articles of Association requiring an appeal to the Ministry of Justice of the Russian Federation with a request to issue a permit to include the word in the new company name, derived from the official name “Russian Federation” or “Russia”».

Decision:

To propose to the Annual General Meeting of Shareholders of the Company to take the following decisions:

To amend the Articles of Association of the Company, related to the change of the name of the Company to «Public Joint Stock Company «Rosseti Centre», according to the appendix posted on the Company’s official website at: www.mrsk-1.ru (Appendix # 6 to this decision of the Board of Directors of the Company).

To apply to the Ministry of Justice of the Russian Federation with a request for permission to include in the new Company name a word derived from the official name “Russian Federation” or “Russia”.

These changes to the Articles of Association of the Company come into force from the moment of entering information on registration in the Unified State Register of Legal Entities after receiving the corresponding permission of the Ministry of Justice of the Russian Federation for the indicated change of the name of the Company.

Voting results:

- | | | |
|----|------------------------------------|-------------|
| 1. | Alexander Viktorovich Golovtsov | - «AGAINST» |
| 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»	- «3»
«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. Shevchuk (Appendix # 7).

Appendices:

1. The form and text of ballots for voting at the Annual General Meeting of Shareholders of the Company (Appendices ## 1-3).
2. The report on related party transactions, entered into by IDGC of Centre, PJSC in 2020 (Appendix # 4).
3. The draft of the Articles of Association of the Company in a new edition (Appendix # 5).
4. The draft of amendments to the Articles of Association of the Company (Appendix # 6).
5. The dissenting opinion of the member of the Board of Directors of the Company, A.V. Shevchuk, on items ## 1-2, 4-5, 8 of the agenda of the Board of Directors of the Company (Appendix # 7).

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

A.V. Mayorov

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

S.V. Lapinskaya