



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)

«29» March 2019

Moscow

No. 11/19

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: **29.03.2019.**

**AGENDA:**

1. On consideration of the report of General Director and the Management Board of the Company «On the organization and functioning of the internal control system in 2018, including the implementation of measures to improve the internal control system and the risk management system, which ensure raising the maturity level of the internal control system and the risk management system in 2018».
2. On consideration of the report of the Company's internal auditor «On the effectiveness of the Company's internal control system and the risk management system in 2018».
3. On consideration of the report of the Company's Internal Audit Department «On the implementation of the Work Plan and the results of internal audit activities, including the results of self-assessment of the quality of internal audit activities following the results of 2018, as well as the implementation of the Action Plan for developing and improving the Company's internal audit activities for the period from 2017 to 2019».
4. On consideration of the report of General Director of the Company «On management of key operational risks of the Company for 2018».
5. On approval of the Program of insurance coverage of IDGC of Centre, PJSC for 2019.
6. On consideration of the Plan of compensating measures aimed at effective implementation of the investment project «Construction of smart grids».
7. On consideration of the report of General Director of the Company «On the level of reliability and quality of the Company's services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters, for 2018».
8. On consideration of the report of General Director of the Company «On the implementation in 2018 of the Plan for development of the production assets management system of IDGC of Centre, PJSC for 2016-2019».
9. On consideration of the report of General Director of the Company «On approval of the draft amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2022, with authorized bodies of executive power of the Russian Federation in accordance with the requirements of Resolution of the Government of the Russian Federation dated 01.12.2009 № 977».

**Item 1: On consideration of the report of General Director and the Management Board of the Company «On the organization and functioning of the internal control system in 2018, including the implementation of measures to improve the internal control system and the risk management system, which ensure raising the maturity level of the internal control system and the risk management system in 2018».**

**Decision:**

1. To take into consideration the report of General Director and the Management Board of the Company «On the organization and functioning of the internal control system in 2018, including the information of the implementation of measures to improve the internal control system» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To formulate instructions to the Company's management regarding the further development strategy of the internal control system after reviewing the results of the external independent assessment of the internal control system 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      | - «FOR» |
| 10. | Roman Alexeyevich Filkin        | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk  | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 2: On consideration of the report of the Company's internal auditor «On the effectiveness of the Company's internal control system and the risk management system in 2018».**

**Decision:**

To take into consideration the Report of the Company's internal auditor «On the effectiveness of the Company's internal control system and the risk management system in 2018» in accordance with Appendix # 2 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  | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 3: On consideration of the report of the Company's Internal Audit Department «On the implementation of the Work Plan and the results of internal audit activities, including the results of self-assessment of the quality of internal audit activities following the results of 2018, as well as the implementation of the Action Plan for developing and improving the Company's internal audit activities for the period from 2017 to 2019».**

**Decision:**

To approve the report on the implementation of the internal audit activity plan of IDGC of Centre, PJSC for 2018, including the results of self-assessment of the quality of the internal audit activity for 2018, the results of the implementation of the action plan for the development and improvement of the internal audit activities of the Company in 2018 for the period from 2017 to 2019, as well as the implementation of key performance indicators of the head of the internal audit division of IDGC of Centre, PJSC in 2018 in accordance with Appendix # 3 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 - «ABSTAINED»
10. Roman Alexeyevich Filkin - «ABSTAINED»
11. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

**Item 4: On consideration of the report of General Director of the Company «On management of key operational risks of the Company for 2018».**

**Decision:**

To take into consideration the report of General Director of the Company «On management of key operational risks of the Company for 2018» in accordance with Appendix # 4 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 - «FOR»

**Total:**

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

**Decision is taken.**

**Item 5: On approval of the Program of insurance coverage of IDGC of Centre, PJSC for 2019.**

**Decision:**

To approve the Program of insurance coverage of IDGC of Centre, PJSC for 2019 in accordance with Appendix # 5 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 - «AGAINST»
10. Roman Alexeyevich Filkin - «AGAINST»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

**Total:**

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 6: On consideration of the Plan of compensating measures aimed at effective implementation of the investment project «Construction of smart grids».**

**Decision:**

To take into consideration the Plan of compensating measures aimed at effective implementation of the investment project «Construction of smart grids» in accordance with Appendix # 6 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 - «ABSTAINED»
10. Roman Alexeyevich Filkin - «ABSTAINED»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

**Total:**

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

**Decision is taken.**

**Item 7: On consideration of the report of General Director of the Company «On the level of reliability and quality of the Company’s services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters, for 2018».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On the level of reliability and quality of the Company’s services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters, for 2018» in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to send to the executive authorities of the subjects of the Russian Federation in the field of state regulation of tariffs the actual values for 2018 of indicators of the level of reliability and quality of the Company’s services provided, specified in paragraph 1 of this decision.

Deadline: until 01 April 2019.

**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 - «FOR»

**Total:**

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

**Decision is taken.**

**Item 8: On consideration of the report of General Director of the Company «On the implementation in 2018 of the Plan for development of the production assets management system of IDGC of Centre, PJSC for 2016-2019».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On the implementation in 2018 of the Plan for development of the production assets management system of IDGC of Centre, PJSC for 2016-2019» in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

2. To submit the adjusted Plan for development of the production assets management system of IDGC of Centre, PJSC for 2016-2019 for consideration of the Board of Directors not later than 01.06.2019.

**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.**

**Item 9: On consideration of the report of General Director of the Company «On approval of the draft amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2022, with authorized bodies of executive power of the Russian Federation in accordance with the requirements of Resolution of the Government of the Russian Federation dated 01.12.2009 № 977».**

**Decision:**

To take into consideration the report of General Director of the Company «On approval of the adjusted Investment Program of IDGC of Centre, PJSC with authorized bodies of executive power of the Russian Federation in accordance with the requirements of Resolution of the Government of the Russian Federation dated 01.12.2009 № 977» in accordance with Appendix # 9 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.**

**Appendices:**

1. The report «On the organization and functioning of the internal control system in 2018, including the information of the implementation of measures to improve the internal control system» (Appendix # 1).
2. The report of the Company's internal auditor «On the effectiveness of the Company's internal control system and the risk management system in 2018» (Appendix # 2).
3. The report «On the implementation of the internal audit activity plan of IDGC of Centre, PJSC for 2018, including the results of self-assessment of the quality of the internal audit activity for 2018, the results of the implementation of the action plan for the development and improvement of the internal

audit activities of the Company in 2018 for the period from 2017 to 2019, as well as the implementation of key performance indicators of the head of the internal audit division of IDGC of Centre, PJSC in 2018» (Appendix # 3).

4. The report «On management of key operational risks of the Company for 2018» (Appendix # 4).

5. The Program of insurance coverage of IDGC of Centre, PJSC for 2019 (Appendix # 5).

6. The Plan of compensating measures aimed at effective implementation of the investment project «Construction of smart grids» (Appendix # 6).

7. The report «On the level of reliability and quality of the Company's services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters, for 2018» (Appendix # 7).

8. The report «On the implementation in 2018 of the Plan for development of the production assets management system of IDGC of Centre, PJSC for 2016-2019» (Appendix # 8).

9. The report «On approval of the adjusted Investment Program of IDGC of Centre, PJSC with authorized bodies of executive power of the Russian Federation in accordance with the requirements of Resolution of the Government of the Russian Federation dated 01.12.2009 № 977» (Appendix # 9).

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

**A.I. Kazakov**

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

**S.V. Lapinskaya**