

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

«18» May 2020

Moscow

No. 24/20

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: **18.05.2020.**

**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 and the risk management system in 2019, including the information on implementation of the action plan to maintain the effectiveness and development of the internal control system and the action plan to develop and improve the risk management system providing an increase in the maturity level of the internal control system and the risk management system.
- 2.** On consideration of the report of General Director of the Company on management of key operational risks of the Company for 2019.
- 3.** On consideration of the report of the Company's internal auditor on evaluation of the effectiveness of the internal control system and the risk management system of the Company following the results of 2019.
- 4.** On approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre for 2020 and forecast indicators for 2021-2024.
- 5.** On consideration of the report of General Director of the Company on implementation of decisions taken at meetings of the Board of Directors of the Company.
- 6.** On consideration of the report of General Director of the Company on provision of insurance coverage in 1Q 2020.
- 7.** On approval of the report of Corporate Secretary of IDGC of Centre, PJSC on the work performed for the 2019-2020 corporate year.
- 8.** On consideration of the report of General Director of the Company on approval of 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.
- 9.** On approval of an internal document of the Company - the Guidelines to implement the unified communication policy of IDGC of Centre, PJSC in a new edition.
- 10.** On preliminary approval of the decision on provision of sponsorship by IDGC of Centre, PJSC in 2020.

**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 and the risk management system in 2019, including the information on implementation of the action plan to maintain the effectiveness and development of the internal control system**

**and the action plan to develop and improve the risk management system providing an increase in the maturity level of the internal control system and the risk management system.**

**Decision:**

1. To take into consideration the Report on the organization and functioning of the internal control system in 2019, including the information on implementation of measures to improve the internal control system, the Report on the organization and functioning of the risk management system in 2019, including the information on implementation of measures to improve the risk management system, providing an increase in the maturity level of the risk management system, in accordance with Appendices ## 1-2 to this decision of the Board of Directors of the Company.
2. General Director of the Company to ensure inclusion of information on the effectiveness of the functioning risk management system, its impact on the achievement of the goals of the Company in the annual Report «On the organization and functioning of the risk management system, including implementation of measures to improve the risk management system, providing an increase in the maturity level of the risk management system».
3. To assess actions of the management to manage key operational risks of the Company in the framework of reviewing the annual Report of General Director of the Company on managing key operational risks of the Company for 2019.

**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.**

**Item 2. On consideration of the report of General Director of the Company on management of key operational risks of the Company for 2019.**

**Decision:**

1. To take into consideration the report of General Director of the Company on management of key operational risks of the Company for 2019 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To mark implementation of risks:
  - KOR-001 «Risk of deviation in the volume of electric energy transmission services compared to the set value in the business plan» due to transfer of the load of large consumers to grids of PJSC FGC, as well as a decrease in energy consumption of consumers belonging to the «Population» group, because of an increase in the average annual temperature;
  - KOR-003 «Risk of deviation of volumes of grid connections compared to the value specified in the business plan», mainly due to failure to meet deadlines on the part of applicants under grid connection contracts with JSC LGEK (Lipetskenenergo branch);
  - KOR-007 «Risk of deviation of the volume of overdue receivables from the amount set out in the business plan», mainly due to the postponement of the termination of bankruptcy proceedings in relation to OJSC Smolenskenergosbyt (LLC GC Energostrim) and the estimated debt

cancellation in the amount of 1 490 million RUB not earlier than 2020;

- KOR-008 «Risk of deviation of the Debt/EBITDA indicator in comparison with the established value in the business plan» due to a decrease in revenue from electricity transmission and the accrual of reserves for doubtful debts and legal claims for the debt of the counterparty PJSC TNS Energo Yaroslavl;

- KOR-009 «Risk of deviation of net profit from the amount established in the business plan», mainly due to a decrease in revenue for electricity transmission in the amount of 1 668,7 million RUB (implementation of the KOR-001 risk) and the creation of additional reserves for doubtful debts and legal claims for the debts of PJSC TNS Energy Yaroslavl in the amount of 1 162 million RUB;

- KOR-010 «Risk of non-fulfillment of the main parameters of the investment program» according to the parameters «Development of investments» (non-fulfillment in the amount of 609,5 million RUB) and «Financing of the investment program» (non-fulfillment in the amount of 773,9 million RUB), mainly due to the implementation of the anti-crisis program of the Lipetskenergo branch regarding the reduction of the proceeds from the electricity transmission.

3. General Director of the Company should ensure that the risk owners increase the efficiency and effectiveness of the risk management process, develop effective measures to prevent the implementation of risks that have a “significant” and “critical” level of materiality and their implementation.

**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.**

**Item 3. On consideration of the report of the Company’s internal auditor on evaluation of the effectiveness of the internal control system and the risk management system of the Company following the results of 2019.**

**Decision:**

To take into consideration the report of the Company’s internal auditor on evaluation of the effectiveness of the internal control system and the risk management system of the Company following the results of 2019 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

**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.**

**Item 4. On approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre for 2020 and forecast indicators for 2021-2024.**

**Decision:**

1. To approve the summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre for 2020 and take into consideration the forecast indicators for 2021-2024 in accordance with Appendices ##5-6 to this decision of the Board of Directors of the Company.
2. To mark violation of the approval deadlines of the summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre for 2020-2024, stipulated by the Regulation of business planning of the Company (Minutes of the Board of Directors dated 02.08.17 # 18/17).

**Voting results:**

- |     |                                 |             |
|-----|---------------------------------|-------------|
| 1.  | Alexander Viktorovich Varvarin  | - «FOR»     |
| 2.  | Alexander Viktorovich Golovtsov | - «AGAINST» |
| 3.  | Vitaly Yuryevich Zarkhin        | - «AGAINST» |
| 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»	- «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. Golovtsov (Appendix # 22).

**Item 5. On consideration of the report of General Director of the Company on implementation of decisions taken at meetings of the Board of Directors of the Company.**

**Decision:**

To take into consideration the report of General Director of the Company on implementation of decisions of the Board of Directors of the Company in accordance with Appendices ## 7 - 16 to this decision of the Board of Directors of the Company.

**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.**

**Item 6. On consideration of the report of General Director of the Company on provision of insurance coverage in 1Q 2020.**

**Decision:**

To take into consideration the report of General Director of the Company on provision of insurance coverage in 1Q 2020 in accordance with Appendix # 17 to this decision of the Board of Directors of the Company.

**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.**

**Item 7. On approval of the report of Corporate Secretary of IDGC of Centre, PJSC on the work performed for the 2019-2020 corporate year.**

**Decision:**

To approve the report of Corporate Secretary of IDGC of Centre, PJSC on the work performed for the 2019-2020 corporate year in accordance with Appendix # 18 to this decision of the Board of Directors of the Company.

**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.**

**Item 8. On consideration of the report of General Director of the Company on approval of 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 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 in accordance with Appendix # 19 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Alexander Viktorovich Varvarin - «FOR»  
 2. Alexander Viktorovich Golovtsov - «ABSTAINED»  
 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 - «FOR»

**Total:**

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

**Decision is taken.**

**Item 9. On approval of an internal document of the Company - the Guidelines to implement the unified communication policy of IDGC of Centre, PJSC in a new edition.**

**Decision:**

1. To approve the Guidelines to implement the unified communication policy of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 20 to this decision of the Board of Directors of the Company.  
 2. To recognize the Guidelines to implement the unified communication policy of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of the Company on 05.10.2017 (Minutes of 06.10.2017 # 23/17), to have lost force.

**Voting results:**

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

**Total:**

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

**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 # 23).

**Item 10. On preliminary approval of the decision on provision of sponsorship by IDGC of Centre, PJSC in 2020.**

**Decision:**

1. To approve the provision of sponsorship by IDGC of Centre, PJSC in 2020 in accordance with Appendix # 21 to this decision of the Board of Directors of the Company.
2. To instruct General Director of IDGC of Centre, PJSC to provide sponsorship financing from profits from unregulated activities without reducing the planned indicators for the financial result and the amount of dividend payments, taking into account the unconditional fulfillment of the indicator for the reduction of specific operating expenses (costs) based on the results of work for 2020.

**Voting results:**

- |     |                                 |               |
|-----|---------------------------------|---------------|
| 1.  | Alexander Viktorovich Varvarin  | - «FOR»       |
| 2.  | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 3.  | Vitaly Yuryevich Zarkhin        | - «AGAINST»   |
| 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.**

**Appendices:**

1. The Report on the organization and functioning of the internal control system in 2019, including the information on implementation of measures to improve the internal control system, the Report on the organization and functioning of the risk management system in 2019, including the information on implementation of measures to improve the risk management system, providing an increase in the maturity level of the risk management system (Appendices ## 1-2).
2. The report of General Director of the Company on management of key operational risks of the Company for 2019 (Appendix # 3).
3. The report of the Company's internal auditor on evaluation of the effectiveness of the internal control system and the risk management system of the Company following the results of 2019 (Appendix # 4).
4. The summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre for 2020 and the forecast indicators for 2021-2024 (Appendices ## 5-6).
5. The report of General Director of the Company on implementation of decisions of the Board of Directors of the Company (Appendices ## 7-16).

6. The report of General Director of the Company on provision of insurance coverage in 1Q 2020 (Appendix # 17).
7. The report of Corporate Secretary of IDGC of Centre, PJSC on the work performed for the 2019-2020 corporate year (Appendix # 18).
8. The report of General Director of the Company on approval of 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 (Appendix # 19).
9. The Guidelines to implement the unified communication policy of IDGC of Centre, PJSC in a new edition (Appendix # 20).
10. The terms and conditions of the provision of sponsorship by IDGC of Centre, PJSC in 2020 (Appendix # 21).
11. The dissenting opinions of the member of the Board of Directors of the Company, A.V. Golovtsov, on items # 4, # 9 of the agenda of the Board of Directors of the Company (Appendices ## 22-23).

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

**A.I. Kazakov**

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

**S.V. Lapinskaya**