



IDGC OF CENTRE

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)

«07» May 2019

Moscow

No. 17/19

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: **07.05.2019.**

AGENDA:

1. On consideration of the draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.
2. On approval of the Report on results of execution of key performance indicators (KPI) of General Director of the Company for 3Q 2018.
3. On approval of the Head and members of the Central purchasing authority of IDGC of Centre, PJSC.

Item 1. On consideration of the draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.

Decision:

To propose to the Annual General Meeting of Shareholders of IDGC of Centre, PJSC:

1. To approve the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To apply the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition to members of the Company's Board of Directors elected at this and subsequent General Meetings of Shareholders 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 2. On approval of the Report on results of execution of key performance indicators (KPI) of General Director of the Company for 3Q 2018.

Decision:

To approve the Report on results of execution of key performance indicators (KPI) of General Director of the Company for 3Q 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 approval of the Head and members of the Central purchasing authority of IDGC of Centre, PJSC.

Decision:

1. To terminate the authority of the Central Tender Commission of IDGC of Centre, PJSC, elected by the decision of the Board of Directors of IDGC of Centre, PJSC on 12.12.2016 (Minutes # 33/16 of 13.12.2016).

2. To approve the Head and the following members of the Central Tender Commission of IDGC of Centre, PJSC:

Chairman of the CTC:

D.V. Sklyarov - Deputy General Director for Investment of IDGC of Centre, PJSC;

Deputy Chairman of the CTC:

V.O. Akulichhev - Adviser to First Deputy General Director of IDGC of Centre, PJSC;

Members of the CTC:

Y.V. Marakin - Deputy General Director for Security of IDGC of Centre, PJSC;

A.I. Savchenko - Head of Department of Competition Policy and Procurement of IDGC of Centre, PJSC;

R.V. Solyanin - Head of Department of Logistics and Procurement of IDGC of Centre, PJSC;

N.A. Loganova - Head of Economy Department of IDGC of Centre, PJSC;

N.V. Sychev - Head of Finance Department of IDGC of Centre, PJSC;

D.A. Rybnikov - Deputy Chief Engineer for Development and Innovation of IDGC of Centre, PJSC;

A.A. Kornilov - Deputy Chief Engineer for Operation of IDGC of Centre, PJSC;

R.V. Rubtsov - Head of Grid Connection Department of IDGC of Centre, PJSC;

V.V. Pakhomov - Deputy Head of Capital Construction Department of IDGC of Centre, PJSC;

O.A. Danshina - Legal Director - Head of Legal Groundwork Department of IDGC of Centre, PJSC;

Y.K. Zafesov - Director of Procurement Department of PJSC «Rosseti»;

A.M. Kobelyan - Head of overall planning, regulation and procurement Office of Procurement Department of PJSC «Rosseti»;

Executive Secretaries of the CTC:

O.S. Aleksashina - Head of methodology and procurement Office of Competition Policy and Procurement Department of IDGC of Centre, PJSC (voting);

O.Y. Leonova - Leading specialist of methodology and procurement Office of Competition Policy and Procurement Department of IDGC of Centre, PJSC - acts as Executive Secretary of the CTC while absent (non-voting), not taken into account when calculating the quorum.

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.

Appendices:

1. The Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition (Appendix # 1).
2. The Report on results of execution of key performance indicators (KPI) of General Director of the Company for 3Q 2018 (Appendix # 2).

Chairperson of the Board of Directors

A.I. Kazakov

Corporate Secretary

S.V. Lapinskaya