

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

«28» April 2020

Moscow

No. 20/20

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: **28.04.2020.**

**AGENDA:**

1. On inclusion of candidates in the list of nominees for voting on the election of the Board of Directors of the Company for the Annual General Meeting of Shareholders of the Company.
2. 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.
3. 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.
4. On election of the Secretary of the Annual General Meeting of Shareholders of the Company.
5. On approval of cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.
6. On approval of the report on related party transactions, entered into by the Company in 2019.
7. On the prior approval of the Company's Annual Report for 2019.
8. On consideration of the annual accounting (financial) statements of the Company for 2019.
9. On recommendations on the distribution of profit (loss) of the Company following the results of 2019.
10. On recommendations on the amount of dividends on shares of the Company for 2019, their payment procedure and proposals to the Annual General Meeting of Shareholders of determining the record date of a list of persons entitled to receive dividends.
11. On consideration of the nomination of the Auditor of the Company.
12. On consideration of the draft change in 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".
13. On consideration of a draft of the Regulation on the Board of Directors of the Company in a new edition.

**Item 1. On inclusion of candidates in the list of nominees for voting on the election of the Board of Directors of the Company for the Annual General Meeting of Shareholders of the Company.**

**Decision:**

In accordance with para. 7 of Art. 53 of the Federal Law “On Joint-Stock Companies”, to include the following nominee in the list of candidates for voting on the Board of Directors of IDGC of Centre, PJSC at the Annual General Meeting of Shareholders of IDGC of Centre, PJSC: Andrey Vladimirovich Mayorov - Deputy Director General - Chief Engineer of PJSC Rosseti.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Varvarin  | - «FOR»       |
| 2. Alexander Viktorovich Golovtsov | - «FOR»       |
| 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»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

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

**Total:**

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

**Decision is taken.**

**Item 3. 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 08 May 2020.

Bulletins (texts of bulletins) for voting in electronic form (in the form of electronic documents) not later than 06 May 2020 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, 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. While defining the quorum and voting results, the votes represented by ballots, or in other ways established by law, received not later than 28 May 2020 are taken into account.

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

### **Total:**

«FOR»	- «9»
«AGAINST»	- «1»
«ABSTAINED»	- «1»

### **Decision is taken.**

## **Item 4. On election of the Secretary of the Annual General Meeting of Shareholders of the Company.**

### **Decision:**

To elect as the Secretary of the Annual General Meeting of Shareholders of the Company – Svetlana Vladimirovna Lapinskaya – Corporate Secretary 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 5. On approval of cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.**

**Decision:**

1. To approve the cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

2. General Director not later than two months after the holding of the Annual General Meeting of Shareholders of the Company to submit to the Board of Directors a report on the expenditure of funds for preparation and holding of the Annual General Meeting of Shareholders under the form in accordance with Appendix # 5 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        | - «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  | - «ABSTAINED» |

**Total:**

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

**Decision is taken.**

**Item 6. On approval of the report on related party transactions, entered into by the Company in 2019.**

**Decision:**

To approve the report on related party transactions, entered into by the Company in 2019, in accordance with Appendix # 6 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 - «ABSTAINED»

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 7. On the prior approval of the Company's Annual Report for 2019.**

**Decision:**

Tentatively to approve the Company's Annual Report for 2019 and to recommend that the Annual General Meeting of Shareholders of the Company approve the Annual Report in accordance with Appendix # 7 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 - «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»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**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 # 11).

**Item 8. On consideration of the annual accounting (financial) statements of the Company for 2019.**

**Decision:**

Tentatively to approve and submit the annual accounting (financial) statements of the Company for 2019 for approval by the Annual General Meeting of Shareholders of the Company in accordance with Appendix # 8 to this decision of the Board of Directors.

**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 9. On recommendations on the distribution of profit (loss) of the Company following the results of 2019.

#### 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 2019:

Name	(thous. RUB)
<b>Retained earnings (loss) for the reporting period:</b>	
<b>To be distributed to:</b>	<b>214 681</b>
Reserve fund	0
Profit for development	0
Dividends*	<b>214 681</b>
Repayment of losses of previous years	0
<b>Retained earnings (loss) of previous years</b>	<b>19 857 164</b>
Dividends*	<b>632 418</b>

*\*in accordance with the resolution of the Extraordinary General Meeting of Shareholders of the Company on 30.12.2019 (Minutes of 31.12.2019 # 02/19), it was decided to pay dividends on ordinary shares of the Company from the Company's net profit for 9 months of 2019 in the amount of RUB 0,0200649 per ordinary share in cash (RUB 847 099 thous.).*

#### 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.

### Item 10. On recommendations on the amount of dividends on shares of the Company for 2019, their payment procedure and proposals to the Annual General Meeting of Shareholders of determining the record date of a list of persons entitled to receive dividends.

#### Decision:

To recommend that the Annual General Meeting of Shareholders take the following decision:

Not to pay dividends on ordinary shares of the Company for 2019 taking into account the payment of dividends for 9 months of 2019.

#### Voting results:

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «FOR»
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»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 11. On consideration of the nomination of the Auditor of the Company.**

**Decision:**

To propose to the Annual General Meeting of Shareholders of the Company to approve Ernst & Young LLC as the Auditor 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 12. On consideration of the draft change in 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 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](http://www.mrsk-1.ru) (Appendix # 9 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 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.**

Dissenting opinions were received on this item from members of the Board of Directors of the Company, A.V. Golovtsov and A.V. Shevchuk (Appendices ## 11-12).

**Item 13. On consideration of a draft of the Regulation on the Board of Directors of the Company in a new edition.**

**Decision:**

To propose to the Annual General Meeting of Shareholders of the Company to approve the Regulation on the Board of Directors of the Company in a new edition in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

**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.**

Dissenting opinions were received on this item from members of the Board of Directors of the Company, A.V. Golovtsov and A.V. Shevchuk (Appendices ## 11-12).

**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 cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company (Appendix # 4).
3. The form of the report on the expenditure of funds for preparation and holding of the Annual General Meeting of Shareholders (Appendix # 5).
4. The report on related party transactions, entered into by the Company in 2019 (Appendix # 6).
5. The Company's Annual Report for 2019 (Appendix # 7).
6. The annual accounting (financial) statements of the Company for 2019 (Appendix # 8).
7. The amendments to the Articles of Association of the Company, related to the change of the name of the Company to «Public Joint Stock Company «Rosseti Centre» (Appendix # 9).
8. The Regulation on the Board of Directors of the Company in a new edition (Appendix # 10).
9. The dissenting opinions of the members of the Board of Directors of the Company, A.V. Golovtsov and A.V. Shevchuk, on the agenda items of the Board of Directors of the Company (Appendices ## 11-12).



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

**A.I. Kazakov**

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

**S.V. Lapinskaya**