

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

«09» September 2020

Moscow

No. 40/20

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: **10.09.2020.**

**AGENDA:**

1. On consideration of the report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo in 2019.
2. On consideration of the report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo in 1Q 2020.
3. On consideration of the report of General Director of the Company on the investment project implementation status «Construction of smart grids» in 1Q 2020.
4. On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of IDGC of Centre's Group following the results of 2019.
5. On consideration of the report of General Director of the Company on the specifics of participation in 1Q 2020 of small and medium-sized businesses in the procurement of goods, works, services by certain types of legal entities in terms of payment terms for contracts concluded by customers with small and medium-sized businesses based on the results of procurement.
6. On consideration of the report of General Director of the Company on execution of the Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC in 1Q 2020.
7. On consideration of the report on the credit policy of the Company in 2Q 2020, including the work carried out to reduce the cost of servicing the loan portfolio and the status of servicing loans issued by IDGC of Centre, PJSC.
8. On consideration of the report of General Director of the Company on provision of insurance coverage in 2Q 2020.
9. On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tambov region, Bondarskiy district, the village of Metropolye, Centralnaya Street, 3A.
10. On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not

used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tambov region, Bondarskiy district, the village of Metropolye, Centralnaya Street, 3B.

**Item 1: On consideration of the report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo in 2019.**

**Decision:**

1. To take into consideration the report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo following the results of 2019 in accordance with **Appendix # 1** to this decision of the Board of Directors of the Company.
2. To mark deviations in the target values of the performance indicators of the Tverenergo branch following the results of 2019 specified in **Appendix # 2** to this decision of the Board of Directors of the Company.
3. General Director of IDGC of Centre, PJSC to ensure at the end of 2020 the achievement of the target values of the indicators provided for in the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo.

**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.**

**Item 2: On consideration of the report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo in 1Q 2020.**

**Decision:**

To take into consideration the report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo in 1Q 2020 in accordance with **Appendix # 3** 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 Krainkiy      | - «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.**

**Item 3: On consideration of the report of General Director of the Company on the investment project implementation status «Construction of smart grids» in 1Q 2020.**

**Decision:**

To take into consideration the report of General Director of the Company on the investment project implementation status «Construction of smart grids» in 1Q 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 Krainkiy      | - «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.**

**Item 4: On consideration of the report of General Director of the Company on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of IDGC of Centre's Group following the results of 2019.**

**Decision:**

1. To take into consideration the report on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of IDGC of Centre's Group in 2019 in accordance with **Appendices ## 5-6** to this decision of the Board of Directors of the Company.

2. To mark, based on the results of the Company's work for 2019, the deviation of the actual indicators of the Business Plan from the planned ones in accordance with **Appendix # 7** 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 Krainkiy - «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.**

**Item 5: On consideration of the report of General Director of the Company on the specifics of participation in 1Q 2020 of small and medium-sized businesses in the procurement of goods, works, services by certain types of legal entities in terms of payment terms for contracts concluded by customers with small and medium-sized businesses based on the results of procurement.**

**Decision:**

To take into consideration the report of General Director of the Company on the specifics of participation in 1Q 2020 of small and medium-sized businesses in the procurement of goods, works, services by certain types of legal entities in terms of payment terms for contracts concluded by customers with small and medium-sized businesses based on the results of procurement in accordance with **Appendix # 8** to this decision of the Board of Directors of the Company.

**Voting results:**

1. Alexander Viktorovich Golovtsov - «ABSTAINED»
2. Vitaly Yuryevich Zarkhin - «ABSTAINED»
3. Alexander Ivanovich Kazakov - «FOR»
4. Daniil Vladimirovich Krainkiy - «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»	- «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 # 16).

**Item 6: On consideration of the report of General Director of the Company on execution of the Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC in 1Q 2020.**

**Decision:**

To take into consideration the report of General Director of the Company on execution of the Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC in 1Q 2020 in accordance with **Appendix # 9** 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.  | Vasilii Vladimirovich Rozhkov      | - «FOR»       |
| 10. | Larisa Anatolievna Romanovskaya    | - «FOR»       |
| 11. | Alexander Viktorovich Shevchuk     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 7: On consideration of the report on the credit policy of the Company in 2Q 2020, including the work carried out to reduce the cost of servicing the loan portfolio and the status of servicing loans issued by IDGC of Centre, PJSC.**

**Decision:**

1. To take into consideration the report on the credit policy of the Company, including the work carried out in 2Q 2020 to reduce the cost of servicing the loan portfolio, in accordance with **Appendix # 10** to this decision of the Board of Directors of the Company.
2. To agree upon a temporary excess of the target limit on financial leverage as of 30.06.2020.
3. To take into consideration the report of General Director of the Company «On the work carried out in 2Q 2020 to reduce the cost of servicing the loan portfolio» in accordance with **Appendix # 11** to this decision of the Board of Directors of the Company.
4. To take into consideration the report of General Director of the Company «On the transactions performed and the status of servicing loans issued by IDGC of Centre, PJSC in 2Q 2020» in accordance with **Appendix # 12** to this decision of the Board of Directors of the Company.

**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. | Vasilii Vladimirovich Rozhkov      | - «FOR» |

10. Larisa Anatolievna Romanovskaya - «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 provision of insurance coverage in 2Q 2020.**

**Decision:**

To take into consideration the report of General Director of the Company on provision of insurance coverage in 2Q 2020 in accordance with **Appendix # 13** to this decision of the Board of Directors of the Company.

**Voting results:**

1. Alexander Viktorovich Golovtsov - «ABSTAINED»  
 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»	- «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. Golovtsov (Appendix # 17).

**Item 9: On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tambov region, Bondarskiy district, the village of Metropolye, Centralnaya Street, 3A.**

**Decision:**

To approve the completion of the transaction by IDGC of Centre, PJSC, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tambov region, Bondarskiy district, the village of Metropolye, Centralnaya Street, 3A, on the following material conditions:

- the alienated property: a manufacture building, purpose: a non-residential building, area: 151,1 sq. m., cadastral number: 68:01:3005001:7, located at the address: Tambov region, Bondarskiy district, the village of Metropolye, Centralnaya Street, 3A;
- the book (residual) value of the alienated property at 30 June 2020 is 39 427,59 (Thirty-nine thousand four hundred twenty-seven) rubles 59 kopecks;

- the method of disposal of the property: open sale without price announcement in accordance with **Appendix # 14** to this decision of the Board of Directors of the Company;
- the winner of the sale is recognized:
  - a) the participant who offered the highest purchase price of the property at the auction;
  - b) if one proposal for the purchase price of the property is accepted for consideration - the participant who submitted this proposal;
- the procedure and term of payment for the property - until the transfer of ownership of the property within 10 (Ten) calendar days from the date of signing by the parties of the purchase and sale agreement by transferring funds to the seller's account by the buyer.

**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 10: On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tambov region, Bondarskiy district, the village of Metropolye, Centralnaya Street, 3B.**

**Decision:**

To approve the completion of the transaction by IDGC of Centre, PJSC, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tambov region, Bondarskiy district, the village of Metropolye, Centralnaya Street, 3B, on the following material conditions:

- the alienated property: an auxiliary building, purpose: a non-residential building, area: 90,7 sq. m., cadastral number: 68:01:3005001:4, located at the address: Tambov region, Bondarskiy district, the village of Metropolye, Centralnaya Street, 3B;
- the book (residual) value of the alienated property at 30 June 2020 is 31 851,69 (Thirty-one thousand eight hundred fifty-one) rubles 69 kopecks;
- the method of disposal of the property: open sale without price announcement in accordance with **Appendix # 15** to this decision of the Board of Directors of the Company;
- the winner of the sale is recognized:
  - a) the participant who offered the highest purchase price of the property at the auction;
  - b) if one proposal for the purchase price of the property is accepted for consideration - the participant who submitted this proposal;

– the procedure and term of payment for the property - until the transfer of ownership of the property within 10 (Ten) calendar days from the date of signing by the parties of the purchase and sale agreement by transferring funds to the seller's account by the buyer.

**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. Vasilii Vladimirovich Rozhkov      | - «FOR»       |
| 10. Larisa Anatolievna Romanovskaya   | - «FOR»       |
| 11. Alexander Viktorovich Shevchuk    | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo following the results of 2019 (Appendix # 1).
2. The deviations in the target values of the performance indicators of the Tverenergo branch following the results of 2019 (Appendix # 2).
3. The report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo in 1Q 2020 (Appendix # 3).
4. The report of General Director of the Company on the investment project implementation status «Construction of smart grids» in 1Q 2020 (Appendix # 4).
5. The report on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of IDGC of Centre's Group in 2019 (Appendices ## 5-6).
6. The deviation of the actual indicators of the Business Plan from the planned ones (Appendix # 7).
7. The report on the specifics of participation in 1Q 2020 of small and medium-sized businesses in the procurement of goods, works, services by certain types of legal entities in terms of payment terms for contracts concluded by customers with small and medium-sized businesses based on the results of procurement (Appendix # 8).
8. The report of General Director of the Company on execution of the Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC in 1Q 2020 (Appendix # 9).
9. The report on the credit policy of the Company, including the work carried out in 2Q 2020 to reduce the cost of servicing the loan portfolio (Appendix # 10).
10. The report of General Director of the Company «On the work carried out in 2Q 2020 to reduce the cost of servicing the loan portfolio» (Appendix # 11).
11. The report of General Director of the Company «On the transactions performed and the status of servicing loans issued by IDGC of Centre, PJSC in 2Q 2020» (Appendix # 12).
12. The report of General Director of the Company on provision of insurance coverage in 2Q 2020 (Appendix # 13).
13. The procedure for organizing the sale of a manufacture building, purpose: a non-residential building, area: 151,1 sq. m., cadastral number: 68:01:3005001:7, located at the address: Tambov region, Bondarskiy district, the village of Metropolye, Centralnaya Street, 3A, without price



announcement (Appendix # 14).

**14.** The procedure for organizing the sale of an auxiliary building, purpose: a non-residential building, area: 90,7 sq. m., cadastral number: 68:01:3005001:4, located at the address: Tambov region, Bondarskiy district, the village of Metropolye, Centralnaya Street, 3B, without price announcement (Appendix # 15).

**15.** The dissenting opinion of the member of the Board of Directors of the Company, A.V. Golovtsov, regarding items # 5, # 8 of the agenda of the Board of Directors of the Company (Appendices ## 16-17).

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

**A.V. Mayorov**

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

**S.V. Lapinskaya**