

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

«03» December 2019

Moscow

No. 42/19

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: **04.12.2019.**

**AGENDA:**

1. On consideration of the report of General Director of the Company on the status of the Company's Registry of non-core assets in 3Q 2019.
2. On approval of the Register of key operational risks of IDGC of Centre, PJSC in a new edition.
3. On consideration of 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 of Companies in 1H 2019.
4. On consideration of the report of General Director of the Company on the work performed in 3Q 2019 to reduce costs of servicing the loan portfolio.
5. On consideration of the report of General Director of the Company on the progress of implementation in 3Q 2019 of the corrective action plan to eliminate the deficiencies identified during the field audits conducted by the Ministry of Energy of the Russian Federation.
6. On consideration of the report of General Director of the Company on the course of implementation of investment projects of IDGC of Centre, PJSC in 3Q 2019, included in the list of priority facilities.

**Item 1. On consideration of the report of General Director of the Company on the status of the Company's Registry of non-core assets in 3Q 2019.**

**Decision:**

1. To take into consideration the report of General Director of the Company on the status of the Company's Registry of non-core assets in 3Q 2019 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To exclude asset # 4 and # 22 from the registry of non-core assets of the Company in connection with their sale.
3. To set a new deadline to sell the assets in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
4. To approve the updated registry of non-core assets of the Company as of 30.09.2019 in accordance with Appendix # 3 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  | - «ABSTAINED» |

**Total:**

«FOR»	- «8»
«AGAINST»	- «2»
«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 #10).

**Item 2. On approval of the Register of key operational risks of IDGC of Centre, PJSC in a new edition.**

**Decision:**

1. To take into consideration the information on the Register of key operational risks of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
2. To instruct General Director to approve the Register of key operational risks of IDGC of Centre, PJSC.
3. To recognize invalid the decision of the Board of Directors of the Company regarding item # 1 (Minutes # 02/18 of 26.01.2018).

**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 3. On consideration of 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 of Companies in 1H 2019.**

**Decision:**

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 of Companies in 1H 2019 in accordance with Appendices # 5-6 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        | - «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 4. On consideration of the report of General Director of the Company on the work performed in 3Q 2019 to reduce costs of servicing the loan portfolio.**

**Decision:**

To take into consideration the report of General Director of the Company on the work performed in 3Q 2019 to reduce costs of servicing the loan portfolio 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 | - «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  | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 5. On consideration of the report of General Director of the Company on the progress of implementation in 3Q 2019 of the corrective action plan to eliminate the deficiencies identified during the field audits conducted by the Ministry of Energy of the Russian Federation.**

**Decision:**

1. To take into consideration the report of General Director of the Company on the progress

of implementation in 3Q 2019 of the corrective action plan to eliminate the deficiencies identified during the field audits conducted by the Ministry of Energy of the Russian Federation in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to ensure that the achieved indicator «The proportion of applications for grid connection submitted through a personal account on the grid company's website» is not worsened.

**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  | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 6. On consideration of the report of General Director of the Company on the course of implementation of investment projects of IDGC of Centre, PJSC in 3Q 2019, included in the list of priority facilities.**

**Decision:**

To take consideration the report of General Director of the Company on the course of implementation of investment projects of IDGC of Centre, PJSC in 3Q 2019, included in the list of priority facilities, in accordance with Appendix # 9 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        | - «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»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Appendices:**

1. The report of General Director of the Company on the status of the Company's Registry of non-core assets in 3Q 2019 (Appendix # 1).
2. The new deadline to sell the assets (Appendix # 2).
3. The updated registry of non-core assets of the Company as of 30.09.2019 (Appendix # 3).
4. The Register of key operational risks of IDGC of Centre, PJSC (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 of Companies in 1H 2019 (Appendices ## 5-6).
6. The report of General Director of the Company on the work performed in 3Q 2019 to reduce costs of servicing the loan portfolio (Appendix # 7).
7. The report of General Director of the Company on the progress of implementation in 3Q 2019 of the corrective action plan to eliminate the deficiencies identified during the field audits conducted by the Ministry of Energy of the Russian Federation (Appendix # 8).
8. The report of General Director of the Company on the course of implementation of investment projects of IDGC of Centre, PJSC in 3Q 2019, included in the list of priority facilities (Appendix # 9).
9. The dissenting opinion on the agenda item of the meeting of the Board of Directors of the Company from the member of the Board of Directors of the Company, A.V. Golovtsov (Appendix # 10).

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

**A.I. Kazakov**

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

**S.V. Lapinskaya**