



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)

«15» February 2019

Moscow

No. 03/19

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: **18.02.2019.**

AGENDA:

1. On consideration of the report of the internal audit division of the Company «Evaluation of the implementation of the non-core asset disposal program and the action plan for the sale of non-core assets of the Company in 2018».
2. On consideration of the report of General Director «On the course of implementation of investment projects of IDGC of Centre, PJSC in 4Q 2018, included in the list of priority facilities».
3. On the budget approval of the Committees under the Board of Directors of IDGC of Centre, PJSC for 1H 2019.

Item 1. On consideration of the report of the internal audit division of the Company «Evaluation of the implementation of the non-core asset disposal program and the action plan for the sale of non-core assets of the Company in 2018».

Decision:

1. To take into consideration Auditor's report № 01-2019-«IDGC of Centre» of 15.01.2019 «Evaluation of the implementation of the non-core asset disposal program and the action plan for the sale of non-core assets at IDGC of Centre, PJSC» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To recommend to the Company's management:
 - 2.1. To ensure the implementation of the recommendations of the internal audit based on the results of the audit.
 - 2.2. To ensure an increase in the effectiveness of the implementation of the non-core asset disposal program and the plan for the sale of non-core assets.

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 consideration of the report of General Director «On the course of implementation of investment projects of IDGC of Centre, PJSC in 4Q 2018, included in the list of priority facilities».

Decision:

To take into consideration the report of General Director «On the course of implementation of investment projects of IDGC of Centre, PJSC in 4Q 2018, included in the list of priority facilities», 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 the budget approval of the Committees under the Board of Directors of IDGC of Centre, PJSC for 1H 2019.

Decision:

1. To approve the budget of the Audit Committee of the Board of Directors of the Company for 1H 2019 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To approve the budget of the Personnel and Remuneration Committee of the Board of Directors of the Company for 1H 2019 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
3. To approve the budget of the Strategy and Development Committee of the Board of Directors of the Company for 1H 2019 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

4. To approve the budget of the Reliability Committee of the Board of Directors of the Company for 1H 2019 in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

5. To approve the budget of the Grid Connection Committee under the Board of Directors of the Company for 1H 2019 in accordance with Appendix # 7 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.

Appendices:

1. Auditor's report № 01-2019-«IDGC of Centre» of 15.01.2019 «Evaluation of the implementation of the non-core asset disposal program and the action plan for the sale of non-core assets at IDGC of Centre, PJSC» (Appendix # 1).
2. The report «On the course of implementation of investment projects of IDGC of Centre, PJSC in 4Q 2018, included in the list of priority facilities» (Appendix # 2).
3. The budget of the Audit Committee of the Board of Directors of the Company for 1H 2019 (Appendix # 3).
4. The budget of the Personnel and Remuneration Committee of the Board of Directors of the Company for 1H 2019 (Appendix # 4).
5. The budget of the Strategy and Development Committee of the Board of Directors of the Company for 1H 2019 (Appendix # 5).
6. The budget of the Reliability Committee of the Board of Directors of the Company for 1H 2019 (Appendix # 6).
7. The budget of the Grid Connection Committee under the Board of Directors of the Company for 1H 2019 (Appendix # 7).

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

A.I. Kazakov

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

S.V. Lapinskaya