

**ITEM № 12**  
**ON PARTICIPATION OF IDGC OF CENTRE, PJSC IN NP “NTS EES”**

### ITEM № 12 «ON PARTICIPATION OF IDGC OF CENTRE, PJSC IN NP “NTS EES”»

#### Explanatory information on the item

In accordance with paragraph 19 of Article 48 of the Federal Law “On Joint Stock Companies” and subparagraph 18 of paragraph 10.2 of Article 10 of the Articles of Association, the decision to participate in financial and industrial groups, associations and other unions of commercial organizations falls within the competence of the General Meeting of Shareholders.

In accordance with subparagraph 6 of paragraph 15.1 of Article 15 of the Articles of Association, submitting issues for consideration by the General Meeting of Shareholders of the Company as set forth in subparagraphs 2, 5, 7, 8, 12-20 of paragraph 10.2 of Article 10 of the Articles of Association are within the competence of the Board of Directors of the Company.

In accordance with paragraph 7 of Article 53 of the Federal Law “On Joint Stock Companies”, the Board of Directors of the Company acted as the initiator of the participation of IDGC of Centre in associations.

IDGC of Centre, PJSC joins NP “NTS EES” to assist in the formation of science-based technical and economic policies in the Unified Energy System of Russia and to acquire the full rights and powers of a member of NP “NTS EES”.

NP “NTS EES” was reorganized from the Scientific and Technical Council of RAO UES of Russia (NTS of RAO UES of Russia) during the restructuring of RAO UES of Russia and is the assignee of NTS of RAO UES of Russia.

The purpose of the Partnership is to assist the largest generating and grid companies in the formation of their science-based economic and technical policies, consistent with the development of the UES of Russia.

To achieve its objectives, the Partnership holds meetings of the Scientific and Technical Collegium, the Presidium of the Scientific and Technical Collegium, and 18 thematic sections. At meetings, leading Russian energy scientists carry out a comprehensive analysis, perform technical expertise and develop scientifically grounded decisions on the topics proposed by the Partnership members.

Финансирование членских взносов планируется осуществить в рамках лимитов операционных расходов Бизнес-плана Общества.

The participation of IDGC of Centre, PJSC in NP “NTS EES” was tentatively approved and recommended to the Annual General Meeting of Shareholders of the Company by the Strategy and Development Committee on 19.04.2019 (Minutes No. 07/19) and the Board of Directors on 26.04.2019 (Minutes No. 16/19) on the following essential conditions:

- the size of the entrance (one-time) fee – 2 100 000 (two million one hundred thousand) rubles;
- the size of current annual membership fees – 2 000 000 (two million) rubles;
- the form of payment of contributions – cash;
- when joining NP “NTS EES”, the Partnership Member pays an annual membership fee at the same time as the entrance fee is paid no later than 30 (Thirty) days from the date the Supervisory Board decides to accept the new Partnership Member. Subsequently, the payment of the annual membership fee is made no later than 1 February of each current year;
- the size and procedure for payment of the annual membership fee is determined by the Regulation on Contributions approved by the Supervisory Board of NP “NTS EES” and may be changed for subsequent periods.

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**Draft resolution on item № 12**

To approve the participation of IDGC of Centre, PJSC in Non-commercial partnership “Scientific and Technical Council of the Unified Energy System” (NP “NTS EES”) on the following essential conditions:

- the size of the entrance (one-time) fee – 2 100 000 (two million one hundred thousand) rubles;
- the size of current annual membership fees – 2 000 000 (two million) rubles.
- the form of payment of contributions – cash;
- when joining NP “NTS EES”, the Partnership Member pays an annual membership fee at the same time as the entrance fee is paid no later than 30 (Thirty) days from the date the Supervisory Board decides to accept the new Partnership Member. Subsequently, the payment of the annual membership fee is made no later than 1 February of each current year.
- the size and procedure for payment of the annual membership fee is determined by the Regulation on Contributions approved by the Supervisory Board of NP “NTS EES” and may be changed for subsequent periods.