

**ITEM № 6**  
**ON APPROVAL OF THE ARTICLES OF ASSOCIATION OF IDGC OF CENTRE, PJSC IN A  
NEW EDITION**

**ITEM № 6 «ON APPROVAL OF THE ARTICLES OF ASSOCIATION OF IDGC OF CENTRE, PJSC IN A NEW EDITION»**

**Explanatory information on the item**

In accordance with Federal Law dated 26.12.1995 № 208-FZ "On Joint-Stock Companies", the issue of introducing amendments and additions to the Articles of Association of the Company / approval of the Articles of Association in a new edition falls within the competence of the General Meeting of Shareholders of the Company.

The need to approve the Articles of Association in the new edition is due to :

- amending the Federal Law "On Joint Stock Companies";
- the entry into force of the new Regulation on General Meetings of Shareholders of the Bank of Russia;
- introduction of legal and technical amendments.

**MAIN CHANGES AND ADDITIONS refer to:**

**1. Adjustment to the current Federal Law "On Joint Stock Companies", in particular, in the field of:**

- the calculation of the quorum of the GM when making a decision on consent to the commission (subsequent approval) of a related-party transaction;
- providing a list of persons (copies of the list) who are entitled to participate in the GM, at the request of shareholders;
- signing an extract from the GM minutes;
- nomination of candidates to the Board of Directors, the Management Board, the Audit Commission in the case of the GM reviewing the issue of the Company's reorganization;
- the date of publication of the GM notice;
- the dates on which the persons entitled to participate in absentee voting are determined (recorded).

**2. Clarification of the competence of the Board of Directors of the Company in the part of:**

- exclusion from the competence of approval of benchmarks of cash flow movements of the Company;
- approval/consideration of the Business plan, target values of KPIs, reports on their performance of electric grid SDCs of the Company or SDCs whose revenues are more than 5% of the Company's revenues for the last reporting period;
- Committees of the Board of Directors of the Company;
- the Central Purchasing Authority of the Company;
- the Internal audit of the Company;
- control over the Company's information policy;
- approving transactions on making non-repayable contributions: by the Company's shareholders - to the Company's property, by the Company - to the property of the Company's SDCs.

**3. Clarification of the competence of the Management Board of the Company in the part of:**

- consideration of reports / information on the activities of the Company and its SDCs in accordance with the instructions of the Management Board and the Board of Directors of the Company.

The draft revision of the Articles of Association was preliminary reviewed 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) and recommended for approval by the Annual General Meeting of Shareholders of the Company.

The current version of the Articles of Association of the Company, the draft of the Articles of Association of the Company in a new edition, as well as the summary table of amendments to the Company's Articles of Association, are attached.

ITEM № 6 «ON APPROVAL OF THE ARTICLES OF ASSOCIATION OF IDGC OF CENTRE, PJSC IN A NEW EDITION»

**Draft resolution on item № 6**

To approve the Articles of Association of IDGC of Centre, PJSC in a new edition.



**ITEM № 6 «ON APPROVAL OF THE ARTICLES OF ASSOCIATION OF IDGC OF CENTRE, PJSC IN A NEW EDITION»**

**Draft of the Articles of Association of IDGC of Centre, PJSC in a new edition**

SEE APPENDIX 3

**ITEM № 6 «ON APPROVAL OF THE ARTICLES OF ASSOCIATION OF IDGC OF CENTRE, PJSC IN A NEW EDITION»**

**Articles of Association of IDGC of Centre, PJSC in the current edition**

SEE APPENDIX 4



ITEM № 6 «ON APPROVAL OF THE ARTICLES OF ASSOCIATION OF IDGC OF CENTRE, PJSC IN A NEW EDITION»

Summary table of amendments to the Articles of Association of IDGC of Centre, PJSC

Item #	# of article (paragraph, subparagraph) of the current edition of the Articles of Association	Edition of proposed amendments and additions to the Articles of Association of the Company	Comments
<b>Article 10 «General Meeting of the Company's Shareholders»</b>			
1	<p>Clause 1 of paragraph 10.3:</p> <p>10.3 The issues referred to the competence of the General Meeting of Shareholders may not be dealt with by the Company's Board of Directors, Management Board or General Director of the Company.</p>	<p>It is proposed to add, reading as follows:</p> <p>10.3 The issues referred to the competence of the General Meeting of Shareholders may not be dealt with by the Company's Board of Directors, Management Board or General Director of the Company, <b>unless otherwise provided by the Federal Law «On Joint Stock Companies».</b></p>	<p>Brought in line with paragraph 2 of Article 48 of the Federal Law «On Joint Stock Companies»:</p> <p><i>«2. Issues related to the competence of the general meeting of shareholders may not be transferred to the executive body of the company for resolution, unless otherwise provided by this Federal Law.</i></p> <p><i>(in the edition of Federal Law from 29.06.2015 N 210-FZ)</i></p> <p><i>Issues attributed to the competence of the general meeting of shareholders may not be transferred to the resolution of the board of directors (supervisory board) of the company, with the exception of matters provided for by this Federal Law. When transferring issues related to the competence of the general meeting of shareholders to the competence of the board of directors (supervisory board) of the company, the shareholders do not have the right to demand the repurchase of shares, as provided for in Article 75 of this Federal Law».</i></p>
2	<p>Clause 14 of paragraph 10.5:</p> <p>Resolutions on consent to making or on subsequent approval of a related-party transaction in accordance with Article 83 of the Federal Law "On Joint Stock Companies" shall be adopted by the General Meeting of the Company's Shareholders by the majority of votes of all not-related shareholders holding voting shares, who are taking part in the <b>voting</b>.</p>	<p>It is proposed to add, reading as follows:</p> <p>Resolutions on consent to making or on subsequent approval of a related-party transaction in accordance with Article 83 of the Federal Law "On Joint Stock Companies" shall be adopted by the General Meeting of the Company's Shareholders by the majority of votes of all not-related shareholders holding voting shares, who are taking part in the <b>meeting</b>.</p>	<p>Changes made in accordance with the edition of paragraph 4 of Article 83 of the Federal Law «On Joint Stock Companies»:</p> <p><i>«4. Resolutions to consent to a related-party transaction is taken by the general meeting of shareholders by a majority vote of all those shareholders who are not related to the transaction and own voting shares of the company participating in the meeting, in the following cases»</i></p> <p><i>(in the edition of Federal Law from 19.07.2018 № 209-FZ)</i></p>

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Summary table of amendments to the Articles of Association of IDGC of Centre, PJSC

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3	Clause is not in the current edition	<p>It is proposed to supplement paragraph 10.5 with clause 15 of the following content:</p> <p>The General Meeting of Shareholders, when making a decision on consent to the commission or subsequent approval of a related-party transaction, shall be deemed valid regardless of the number of shareholders not related to the corresponding transaction - owners of voting shares of the company taking part in it.</p>	<p>Changes made in accordance with the edition of paragraph 4 of Article 83 of the Federal Law «On Joint Stock Companies»:</p> <p><b>«4. The decision to consent to a related-party transaction is taken by the general meeting of shareholders by a majority vote of all those shareholders who are not related to the transaction and own voting shares of the company participating in the meeting, in the following cases:</b></p> <p>(in the edition of Federal Law from 19.07.2018 № 209-FZ)</p> <p>if the amount of a transaction or several related transactions or the price or book value of the property, with the acquisition, alienation or possibility of alienation of which such transactions are related, is 10 or more percent of the book value of the company's assets according to its accounting (financial) statements as of the last reporting date, except for the transactions specified in subparagraphs three and four of this paragraph;</p> <p>(in the edition of Federal Law from 19.07.2018 N 209-FZ)</p> <p>if the transaction or several related transactions are the sale of ordinary shares constituting more than two percent of ordinary shares previously placed by the company and ordinary shares into which previously placed equity securities convertible into shares can be converted if the company's charter does not provide for a smaller number of shares;</p> <p>if the transaction or several related transactions are the sale of preferred shares constituting more than two percent of the shares previously placed by the company and shares into which previously placed equity securities convertible into shares can be converted if the company's charter does not provide for a smaller number of shares.</p> <p><b>The general meeting of shareholders, when making the decision stipulated by this paragraph, shall be deemed valid regardless of the number of shareholders, who own voting shares of the company and not related to the relevant transaction, participating in it»</b></p>



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## Summary table of amendments to the Articles of Association of IDGC of Centre, PJSC

Item #	# of article (paragraph, subparagraph) of the current edition of the Articles of Association	Edition of proposed amendments and additions to the Articles of Association of the Company	Comments
<b>Article 11 «Holding of the Company's General Meeting of Shareholders in the form of compresence»</b>			
4	<p>Clause 2 of paragraph 11.1:</p> <p>The Annual General Meeting of Shareholders shall necessarily deal with issues regarding election to the Board of Directors, Audit Commission, approval of the Company's Auditor, approval of the annual report, annual accounting (financial) statements, presented by the Company's Board of Directors, profit distribution (including the payment (declaration) of dividends, except for <b>the profits distributed as</b> dividends according to the results of the first quarter, six months, nine months of the reporting year) and losses of the Company according to the results of the reporting year, as well as other issues pertaining to the competence of the General Meeting of the Company's Shareholders.</p>	<p>It is proposed to read as follows:</p> <p>The Annual General Meeting of Shareholders shall necessarily deal with issues regarding election to the Board of Directors, Audit Commission, approval of the Company's Auditor, approval of the annual report, annual accounting (financial) statements, presented by the Company's Board of Directors, profit distribution (including the payment (declaration) of dividends, except for <b>payment (declaration) of</b> dividends according to the results of the first quarter, six months, nine months of the reporting year) and losses of the Company according to the results of the reporting year, as well as other issues pertaining to the competence of the General Meeting of the Company's Shareholders.</p>	<p>Brought in line with paragraph 1 of Article 47 of the Federal Law «On Joint Stock Companies»:</p> <p><i>«The annual general meeting of shareholders is held in the terms established by the company's charter, but not earlier than two months and no later than six months after the end of the reporting year. The annual general meeting of shareholders should decide on the election of the board of directors (supervisory board) of the company, the audit commission of the company, if in accordance with the company's charter, the presence of the audit commission is mandatory, approval of the company's auditor, the issues provided for under subparagraphs 11 and 11.1 of paragraph 1 of Article 48 of this Federal Law, as well as other issues related to the competence of the general meeting of shareholders. General meetings of shareholders held in addition to the annual one are extraordinary».</i></p>
5	<p>Clause 2 of paragraph 11.4:</p> <p>The date of determining (recording) persons entitled to take part in the General Meeting of the Company's Shareholders cannot be established earlier than 10 (ten) days from the date of adopting resolution on convening the General Meeting of the Company's Shareholders and not later than 25 (Twenty five) days before the date of holding the General Meeting of Shareholders, and in the <b>case</b> provided for in subparagraph 14.9. of these Articles of Association - more than 55 (Fifty five) days before the date of the General Meeting of Shareholders.</p>	<p>It is proposed to read as follows:</p> <p>The date of determining (recording) persons entitled to take part in the General Meeting of the Company's Shareholders cannot be established earlier than 10 (ten) days from the date of adopting resolution on convening the General Meeting of the Company's Shareholders and not later than 25 (Twenty five) days before the date of holding the General Meeting of Shareholders, and in the <b>cases</b> provided for in subparagraph 14.9. <b>and 14.11</b> of these Articles of Association - more than 55 (Fifty five) days before the date of the General Meeting of Shareholders.</p>	<p>Brought in line with paragraph 1 of Article 47 of the Federal Law «On Joint Stock Companies»:</p> <p><i>«The annual general meeting of shareholders is held in the terms established by the company's charter, but not earlier than two months and no later than six months after the end of the reporting year. The annual general meeting of shareholders should decide on the election of the board of directors (supervisory board) of the company, the audit commission of the company, if in accordance with the company's charter, the presence of the audit commission is mandatory, approval of the company's auditor, the issues provided for under subparagraphs 11 and 11.1 of paragraph 1 of Article 48 of this Federal Law, as well as other issues related to the competence of the general meeting of shareholders. General meetings of shareholders held in addition to the annual one are extraordinary».</i></p>



## ITEM № 6 «ON APPROVAL OF THE ARTICLES OF ASSOCIATION OF IDGC OF CENTRE, PJSC IN A NEW EDITION»

## Summary table of amendments to the Articles of Association of IDGC of Centre, PJSC

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6	<p>Clause 5 of paragraph 11.4:</p> <p>The list of persons entitled to participate in the General Meeting of Shareholders, with the exception of information on the will of such persons, is submitted by the Company for review at the request of persons included in this list and possessing not less than 1 (one) percent of votes. At the same time, information allowing identification of individuals included in this list, with the exception of the last name, first name, patronymic, is provided only with the consent of these persons.</p>	<p>It is proposed to read as follows:</p> <p>The list of persons entitled to participate in the General Meeting of Shareholders (with the exception of information on <b>their will</b>) is submitted by the Company for review at the request of a <b>person</b> included in <b>the specified</b> list and possessing not less than 1 (one) percent of votes <b>on any item on the agenda of the General Meeting of Shareholders from the date following the date of receipt by the Company of the requirement to provide the specified list (from the date of making the specified list, if such a request was received by the Company until the date of its preparation).</b> The list of persons entitled to participate in the General Meeting of Shareholders (except for information on their will) is provided by the Company for review at the premises of the executive body of the Company, and should also be available for review during the General Meeting of Shareholders at its venue. At the same time, information allowing identification of individuals included in <b>the specified</b> list, with the exception of the last name, first name, patronymic, <b>(if any)</b> is provided only with <b>their</b> consent.</p> <p><b>The Company is obliged, upon request of a person included in the list of persons entitled to participate in the General Meeting of Shareholders, who has at least one percent of votes on any item on the agenda of the General Meeting of Shareholders, provide him with a copy of the list of persons entitled to participate in the General Meeting of Shareholders (with the exception of information on their will), within seven working days from the date of receipt of the relevant requirement by the Company (from the date of compiling the specified list, if such a request has been received by the Company until the date of its compilation).</b></p>	<p>Brought in line with paragraph 3.8 of the Regulations on General Meetings of Shareholders of the Bank of Russia from 16.11.2018 № 660-P:</p> <p><i>3.8. The list of persons entitled to participate in the general meeting (except for information on their will) is provided by the company for review at the request of the person included in the specified list and having at least one percent vote on any item on the agenda of the general meeting from the date following the date of receipt by the company of the requirement to provide the specified list (from the date of compiling the specified list, if such a request has been received by the company before the date of its compilation). The list of persons entitled to participate in the general meeting (with the exception of information about their will) is provided by the company for review at the premises of the executive body of the company, and should also be available for review during the general meeting at its venue. At the same time, information allowing identification of individuals included in the specified list, with the exception of the last name, first name and patronymic (if available), is provided only with their consent.</i></p> <p><i>The company is obliged, upon the request of the person specified in the first subparagraph of this paragraph, to provide him with a copy of the list of persons entitled to participate in the general meeting (except for information on their will), within seven working days from the date the relevant requirement is received by the company (from the date of compiling the specified list, if such a request has been received by the company before the date of its compilation).</i></p>

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## Summary table of amendments to the Articles of Association of IDGC of Centre, PJSC

Item #	# of article (paragraph, subparagraph) of the current edition of the Articles of Association	Edition of proposed amendments and additions to the Articles of Association of the Company	Comments
7	<p>Clauses 1-2 of paragraph 11.5:</p> <p>11.5. The notice of a General Meeting of Shareholders shall be posted on the web-site of the Company on the Internet at <a href="http://www.mrsk-1.ru">www.mrsk-1.ru</a> not later than 30 (thirty) days before the date of holding such meeting.</p> <p>The text of the notice of the General Meeting of Shareholders pursuant to a decision of the Board of Directors may additionally be sent electronically to those shareholders of the Company who informed <b>the Company or the registrar</b> of the email addresses to which such communications can be sent.</p>	<p>It is proposed to supplement and read in the following edition:</p> <p>11.5. The notice of a General Meeting of Shareholders shall be posted on the web-site of the Company on the Internet at <a href="http://www.mrsk-1.ru">www.mrsk-1.ru</a> not later than 30 (thirty) days before the date of holding such meeting, <b>and in the cases provided for by paragraphs 2 and 8 of Article 53 of the Federal Law "On Joint Stock Companies" - no later than 50 (Fifty) days prior to the date of the General Meeting of Shareholders.</b></p> <p>The text of the notice of the General Meeting of Shareholders pursuant to a decision of the Board of Directors may additionally be sent electronically to those shareholders of the Company who informed <b>the Company's registrar</b> of the email addresses to which such communications can be sent.</p>	<p>Changes are made to bring the Articles of Association in line with:</p> <p>– subparagraph 2 of paragraph 1 of Article 52 of the Federal Law «On Joint Stock Companies», which provides that:</p> <p><i>«In the cases provided for by paragraphs 2 and 8 of Article 53 of this Federal Law, the notice of the general meeting of shareholders must be made no later than 50 days before the date of its holding».</i></p> <p>– subparagraph 1) of paragraph 1.2. of Article 52 of the Federal Law «On Joint Stock Companies»:</p> <p><i>«1.2. The company's charter may provide for one or several of the following methods of bringing the notice of the general meeting of shareholders to the notice of persons entitled to participate in the general meeting of shareholders and registered in the shareholders' register of the company:</i></p> <p><i>1) sending an e-mail to the e-mail address of the relevant person specified in the register of shareholders of the company».</i></p>
8	<p>Clause 11.12:</p> <p>11.12. The minutes of the General Meeting of Shareholders shall be drawn up in two copies within 3 (three) business days following the closing of the General Meeting of Shareholders. Both copies shall be signed by the chairperson and secretary (Corporate Secretary) of the General Meeting of Shareholders. Minutes of the General Meeting of Shareholders are placed on the official Web-site of the Company on the Internet at <a href="http://www.mrsk-1.ru">www.mrsk-1.ru</a> in a period not later than 3 (three) days from the date of their drawing up.</p>	<p>It is proposed to supplement and read in the following edition:</p> <p>11.12. The minutes of the General Meeting of Shareholders shall be drawn up in two copies within 3 (three) business days following the closing of the General Meeting of Shareholders. Both copies shall be signed by the chairperson and secretary (Corporate Secretary) of the General Meeting of Shareholders.</p> <p><b>An extract from the minutes of the General Shareholders Meeting or from the minutes on the voting results at the General Meeting of Shareholders may be signed by the chairperson of the General Shareholders Meeting and (or) the Secretary of the General Meeting of Shareholders, the person holding the position (performing functions) of the Company's sole executive body, or another person (persons) authorized by the Company.</b></p> <p>Minutes of the General Meeting of Shareholders are placed on the official Web-site of the Company on the Internet at <a href="http://www.mrsk-1.ru">www.mrsk-1.ru</a> in a period not later than 3 (three) days from the date of their drawing up.</p>	<p>Supplemented in accordance with paragraph 4.36 of the Regulations on General Meetings of Shareholders of the Bank of Russia from 16.11.2018 № 660-P:</p> <p><i>«An extract from the minutes of the general meeting or from the minutes on the voting results at the general meeting may be signed by the chairperson of the general meeting and (or) the secretary of the general meeting, the person holding the position (performing the functions) of the company's sole executive body, or another person (persons) authorized by the company.»</i></p>

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## Summary table of amendments to the Articles of Association of IDGC of Centre, PJSC

Item #	# of article (paragraph, subparagraph) of the current edition of the Articles of Association	Edition of proposed amendments and additions to the Articles of Association of the Company	Comments
<b>Article 12 «Holding of the General Meeting of Shareholders in the form of absentee voting»</b>			
9	<p>Clause 2 of paragraph 12.3:</p> <p>The date of determining (recording) persons entitled to participate in the absentee voting on items on the agenda of the General Meeting of Shareholders cannot be established earlier than 10 (Ten) days from the date of adopting resolution on convening the General Meeting of Shareholders and more than of the Company and more than 25 (Twenty five) days prior to voting ballots receipt deadline by the Company.</p>	<p>It is proposed to supplement and read in the following edition:</p> <p>The date of determining (recording) persons entitled to participate in the absentee voting on items on the agenda of the General Meeting of Shareholders cannot be established earlier than 10 (Ten) days from the date of adopting resolution on convening the General Meeting of Shareholders and more than of the Company and more than 25 (Twenty five) days prior to voting ballots receipt deadline by the Company, <b>and in the case provided for in paragraph 8 of Article 53 of the Federal Law "On Joint Stock Companies" - more than 55 (Fifty five) days before the date of the General Meeting of Shareholders.</b></p>	<p>Supplemented in accordance with subparagraph 2 of paragraph 1 of Article 51 of the Federal Law «On Joint Stock Companies»:</p> <p><i>«The date on which the persons entitled to participate in the general meeting of shareholders of the company are determined (recorded) cannot be set earlier than 10 days from the date of the decision to hold a general meeting of shareholders and more than 25 days before the date of the general meeting of shareholders, and in cases provided for by paragraphs 2 and 8 of Article 53 of this Federal Law, more than 55 days before the date of the general meeting of shareholders».</i></p>
10	<p>Clauses 1-2 of paragraph 12.4:</p> <p>12.4. The notice of holding a General Meeting of Shareholders by absentee voting shall be posted on the web-site of the Company on the Internet at <a href="http://www.mrsk-1.ru">www.mrsk-1.ru</a> within at least 30 (thirty) days prior to voting ballots receipt deadline by the Company.</p> <p>The text of the notice of the General Meeting of Shareholders pursuant to a decision of the Board of Directors may additionally be sent electronically to those shareholders of the Company who informed <b>the Company or the registrar</b> of the email addresses to which such communications can be sent.</p>	<p>It is proposed to supplement and read in the following edition:</p> <p>12.4. The notice of holding a General Meeting of Shareholders by absentee voting shall be posted on the web-site of the Company on the Internet at <a href="http://www.mrsk-1.ru">www.mrsk-1.ru</a> within at least 30 (thirty) days prior to voting ballots receipt deadline by the Company, <b>and in the case provided for in paragraph 8 of Article 53 of the Federal Law "On Joint Stock Companies" - no later than 50 (Fifty) days prior to the date of the General Meeting of Shareholders.</b></p> <p>The text of the notice of the General Meeting of Shareholders pursuant to a decision of the Board of Directors may additionally be sent electronically to those shareholders of the Company who informed the <b>Company's registrar</b> of the email addresses to which such communications can be sent.</p>	<p>Supplemented in accordance with:</p> <p>– subparagraph 2 of paragraph 1 of Article 52 of the Federal Law «On Joint Stock Companies»:</p> <p><i>«In the cases provided for by paragraphs 2 and 8 of Article 53 of this Federal Law, the notice of the general meeting of shareholders must be made no later than 50 days before the date of its holding.»</i></p> <p>– subparagraph 1) of paragraph 1.2. of Article 52 of the Federal Law «On Joint Stock Companies»:</p> <p><i>«1.2. The company's charter may provide for one or several of the following methods of bringing the notice of the general meeting of shareholders to the notice of persons entitled to participate in the general meeting of shareholders and registered in the shareholders' register of the company:</i></p> <p><i>1) sending an e-mail to the e-mail address of the relevant person specified in the register of shareholders of the company».</i></p>

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11	<p>Clause 12.7:</p> <p><b>12.7.</b> The minutes on voting results shall be drawn up in two copies within 3 (three) business days after the voting deadline and signed by the Registrar of the Company.</p> <p>The Minutes of the General Meeting of Shareholders shall be drawn up in two copies within 3 (three) days after the voting deadline. Both copies are signed by the Chairman of the General Meeting of Shareholders and the Secretary of the General Meeting of Shareholders (Corporate Secretary).</p> <p>Minutes of the General Meeting of Shareholders are placed on the official Web-site of the Company on the Internet at <a href="http://www.mrsk-1.ru">www.mrsk-1.ru</a> in a period not later than 3 (three) days from the date of their drawing up.</p>	<p>It is proposed to add clause 3 of the following content:</p> <p>12.7. The minutes on voting results shall be drawn up in two copies within 3 (three) business days after the voting deadline and signed by the Registrar of the Company.</p> <p>The Minutes of the General Meeting of Shareholders shall be drawn up in two copies within 3 (three) days after the voting deadline. Both copies are signed by the Chairman of the General Meeting of Shareholders and the Secretary of the General Meeting of Shareholders (Corporate Secretary).</p> <p><b>An extract from the minutes of the General Shareholders Meeting or from the minutes on the voting results at the General Meeting of Shareholders may be signed by the chairperson of the General Shareholders Meeting and (or) the Secretary of the General Meeting of Shareholders, the person holding the position (performing functions) of the Company's sole executive body, or another person (persons) authorized by the Company.</b> Minutes of the General Meeting of Shareholders are placed on the official Web-site of the Company on the Internet at <a href="http://www.mrsk-1.ru">www.mrsk-1.ru</a> in a period not later than 3 (three) days from the date of their drawing up.</p>	<p>Supplemented in accordance with paragraph 4.36 of the Regulations on General Meetings of Shareholders of the Bank of Russia from 16.11.2018 № 660-P:</p> <p>«An extract from the minutes of the general meeting or from the minutes on the voting results at the general meeting may be signed by the chairperson of the general meeting and (or) the secretary of the general meeting, the person holding the position (performing the functions) of the company's sole executive body, or another person (persons) authorized by the company».</p>
<b>Article 13 «Proposals to the agenda of the Annual General Meeting of Shareholders of the Company»</b>			
12	<p>Clause 2 of paragraph 13.7:</p> <p><b>Besides</b> the items proposed by the <b>Shareholders</b> to include in the agenda of the General Meeting of Shareholders and in case of absence of such proposals, absence or insufficient number of nominations proposed by the Shareholders to establish the relevant body the Company's Board of Directors shall be entitled to include the items in the agenda of the General Meeting of Shareholders <b>or</b> to put the nominations to the nomination list at its own discretion.</p>	<p>It is proposed to change, reading as follows:</p> <p><b>Along with the items</b>, proposed by <b>shareholders</b> for inclusion in the agenda of the General Meeting of Shareholders, as well as candidates proposed by shareholders for the formation of a corresponding body, the Board of Directors of the Company has the right to include in the agenda of the General Shareholders Meeting questions <b>and (or)</b> candidates to the list of candidates <b>for voting on elections to the relevant body of the Company</b> at its own discretion. <b>The number of candidates proposed by the Board of Directors of the Company may not exceed the number of members of the relevant body.</b></p>	<p>Brought in line with clause 2 of paragraph 7 of Article 53 of the Federal Law «On Joint Stock Companies»:</p> <p><i>Along with the questions proposed by shareholders for inclusion on the agenda of the general meeting of shareholders, as well as candidates proposed by shareholders for the formation of the relevant body, the board of directors (supervisory board) of the company has the right to include on the agenda of the general meeting of shareholders questions and (or) candidates on the list of candidates to vote on elections to the appropriate body of the company at its discretion. The number of candidates proposed by the board of directors (supervisory board) of the company may not exceed the number of members of the relevant body.</i></p>



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Item #	# of article (paragraph, subparagraph) of the current edition of the Articles of Association	Edition of proposed amendments and additions to the Articles of Association of the Company	Comments
<b>Article 14 «Convocation of the Extraordinary General Meetings of Shareholders of the Company»</b>			
13	Clause is not in the current edition	<p>It is proposed to supplement Article 14 with paragraph 14.11 of the following content:</p> <p><b>If the proposed agenda of the General Meeting of Shareholders contains an issue of reorganization of the Company in the form of a merger, separation or spin-off and the issue of electing the board of directors (supervisory board) of the company created by reorganization in the form of merger, separation or spin-off, a shareholder or shareholders who in total own at least 2 percent of the voting shares of the reorganized Company are entitled to nominate candidates to the board of directors (supervisory board) of the newly created company, its collegiate executive body and, if in accordance with the charter of the newly established company, the presence of the audit commission is mandatory, candidates for the audit commission whose number cannot exceed the number of members of the relevant body indicated in the notice of the General Meeting of Shareholders of the Company in accordance with the draft charter of the newly created company, and nominate a candidate for the position of the sole executive body of the company being created.</b></p> <p><b>In the event that the proposed agenda for the General Shareholders Meeting contains an issue of the Company's reorganization in the form of a merger, a shareholder or shareholders who in total hold at least 2 percent of the voting shares of the company being reorganized have the right to nominate candidates for election to the board of directors (supervisory board) of the company created by reorganization in the form of a merger, the number of which cannot exceed the number of members of the board of directors (supervisory board) elected by the respective company, specified in the notice of the General Meeting of Shareholders in accordance with the merger agreement.</b></p>	<p>Additions are made to bring in line with paragraph 8 of Article 53 of the Federal Law «On Joint Stock Companies», согласно которому:</p> <p><i>«If the proposed agenda of the general meeting of shareholders contains the issue of reorganization of the company in the form of merger, separation or spin-off and the issue of electing the board of directors (supervisory board) of the company created by reorganization in the form of merger, separation or spin-off, a shareholder or shareholders who in total own at least 2 percent of the voting shares of the reorganized company are entitled to nominate candidates to the board of directors (supervisory board) of the company being founded, its collegiate executive body and, if in accordance with the charter of the company being established, the presence of the audit commission is mandatory, candidates for the audit commission whose number cannot exceed the number of members of the relevant body indicated in the notice of the general meeting of shareholders of the company in accordance with the draft charter of the company being established, and nominate a candidate for the position of the sole executive body of the company being created.</i></p> <p><i>If the proposed agenda of the general meeting of shareholders contains an issue of reorganization of the company in the form of a merger, a shareholder or shareholders who in total own at least 2 percent of the voting shares of the company being reorganized have the right to nominate candidates for election to the board of directors (supervisory board) of the company created by reorganization in the form of a merger, the number of which cannot exceed the number of members of the board of directors (supervisory board) elected by the respective company, indicated in the notice of the general meeting of shareholders in accordance with the merger agreement.</i></p>

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		<p><b>Proposals for the nomination of candidates must be received by the reorganized Company no later than 45 days before the date of the General Meeting of Shareholders of the reorganized Company.</b></p> <p><b>The decision to include persons nominated by shareholders or the Board of Directors of the reorganized Company as candidates in the list of members of the collegial executive body, the audit commission and the decision on approving the person performing the functions of the sole executive body of each company created by reorganization in the form of a merger, separation or spin-off, are made by a majority in three quarters of votes of members of the Board of Directors of the reorganized Company. At the same time, votes of retired members of the Board of Directors of the Company are not taken into account.</b></p>	<p>Proposals for the nomination of candidates must be received by the reorganized company no later than 45 days before the date of the general meeting of shareholders of the reorganized company.</p> <p>The decision to include persons nominated by shareholders or the board of directors (supervisory board) of the reorganized company as candidates to the list of members of the collegial executive body, the audit commission and the decision to approve the person performing the functions of the sole executive body of each company created through reorganization in the form of a merger, separation or spin-off shall be made by a majority of three-quarters of the members of the board of directors (supervisory board) of the reorganized company. Along with it, the votes of retired members of the board of directors (supervisory board) of this company are not taken into account».</p>



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<b>Article 15 «Совет директоров Общества»</b>			
14	<p>Subclause 1) of paragraph 15.1: The following issues refer to the competence of the Company's Board of Directors:</p> <p>1) determination of the priority directions of the Company's activity <b>and</b> development strategy;</p>	<p>It is proposed to read as follows: The following issues refer to the competence of the Company's Board of Directors:</p> <p>1) determination of the priority directions of the Company's activity, <b>including the approval of the Company's development strategy, the Company's innovative development program and reports on their execution;</b></p>	<p>The procedure for the development and implementation of innovative development programs (hereinafter - the innovative development program) of companies with state participation (with extension to subsidiaries of such companies) is defined by the Guidelines of the Federal Agency for State Property Management (Rosimushchestvo) for the preparation of the relevant provision (hereinafter - the Rosimushchestvo Guidelines), approved by Order of the Government of the Russian Federation of 24.06.2015 ISH-P13-4148. According to Chapter IV of the Rosimushchestvo Guidelines, the innovative development program of the company is approved by its Board of Directors with a preliminary review of the Program by a specialized Committee. In practice, the development of the innovative development program of IDGC of Centre, PJSC, the approval of the innovative development program and control over its implementation are entrusted to the Company's Board of Directors. To bring the Articles of Association of IDGC of Centre, PJSC in line with the Rosimushchestvo Guidelines, as well as the current practice, it is proposed to supplement the competence of the Company's Board of Directors with this item.</p>
15	<p>Subclause 9) of paragraph 15.1:</p> <p>9) determination of the property value (monetary value), placement price or its determination procedure and price of repurchase of equity securities in cases provided for by the Federal Law "On Joint Stock Companies" and on resolving issues specified in Sub-clauses 11, <b>24, 40</b> of Clause 15.1 of Article 15 of these Articles of Association;</p>	<p>It is proposed to read as follows:</p> <p>9) determination of the property value (monetary value), placement price or its determination procedure and price of repurchase of equity securities in cases provided for by the Federal Law "On Joint Stock Companies" and on resolving issues specified in Sub-clauses 11, <b>23, 39</b> of Clause 15.1 of Article 15 of these Articles of Association;</p>	<p>The proposed revision is editorial in nature and is associated with deleting subparagraph 21) of paragraph 15.1 of the Articles of Association (in the table above).</p>
16	<p>Subclause 21) of paragraph 15.1:</p> <p><b>20) approval (adjustment) of the indicators of cash flow of the Company;</b></p>	<p>It is proposed to delete subclause 21).</p> <p>Subclauses 22)-69) of the current edition to read as clauses 21)-68).</p>	<p>By the decision of the Board of Directors of the Company (Minutes of 15.08.2016 № 23/16), the Regulation on the management of cash flow movements of IDGC of Centre, JSC, which provided for the approval (adjustment) of control indicators of cash flow movements of the Company at the Board of Directors, was cancelled. Thus, there is no need to review cash flow benchmarks as an independent issue on the agenda of the meeting of the Company's Board of Directors.</p>

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17	<p>Subclauses m), n) of subparagraph 38) of paragraph 15.1: 38) determination of the position of the Company (the Company's representatives) including guideline to participate or not to participate in the voting on items on the agenda, on draft resolutions "for", "against" or "abstained" on the following items on the agenda of the general meetings of shareholders (members) of subsidiaries and dependent companies (hereinafter referred to as SDCs), and meetings of SDC's boards of directors:</p> <p>...</p> <p>m) on approval of target values (adjusted values) of key performance indicators); n) on approval of a report of performance of planned values of annual and quarterly key performance indicators;</p>	<p>It is proposed to supplement and read in the following edition: 37) determination of the position of the Company (the Company's representatives) including guideline to participate or not to participate in the voting on items on the agenda, on draft resolutions "for", "against" or "abstained" on the following items on the agenda of the general meetings of shareholders (members) of subsidiaries and dependent companies (hereinafter referred to as SDCs), and meetings of SDC's boards of directors:</p> <p>...</p> <p>m) on approval of target values (adjusted values) of key performance indicators <b>of SDCs engaged in transmission, generation or sale of electricity, or the revenue of which is more than 5% of the Company's revenue for the last completed reporting period;</b> n) on approval of a report of performance of planned values of annual and quarterly key performance indicators of SDCs engaged in transmission, generation or sale of electricity, or the revenue of which is more than 5% of the Company's revenue for the last completed reporting period;</p>	<p>It is proposed to clarify the list of SDCs, according to which the Board of Directors of the Company determines the position of representatives of the Company within the framework of consideration of the approval of target values of KPIs of SDCs and reports on the implementation of planned values of annual KPIs of SDCs.</p> <p>Changes are made in order to optimize corporate procedures, increase the speed of approval of target KPI values and reports on their implementation by the Company's SDCs.</p>
18	<p>Subclauses o), p) of subparagraph 38) of paragraph 15.1: 38) determination of the position of the Company (the Company's representatives) including guideline to participate or not to participate in the voting on items on the agenda, on draft resolutions "for", "against" or "abstained" on the following items on the agenda of the general meetings of shareholders (members) of subsidiaries and dependent companies (hereinafter referred to as SDCs), and meetings of SDC's boards of directors:</p> <p>...</p> <p>O) on approval of a business-plan (adjusted business-plan) of a SDC, carrying out activities related to transmission, generation or sale of electricity, or whose revenue is more than <b>1%</b> of the Company's revenue for the last completed reporting period; p) on consideration of a business plan status report of a SDC for the reporting year, carrying out activities related to transmission, generation or sale of electricity, or whose revenue is more than <b>1%</b> of the Company's revenue for the last completed reporting period;</p>	<p>It is proposed to read as follows: 37) determination of the position of the Company (the Company's representatives) including guideline to participate or not to participate in the voting on items on the agenda, on draft resolutions "for", "against" or "abstained" on the following items on the agenda of the general meetings of shareholders (members) of subsidiaries and dependent companies (hereinafter referred to as SDCs), and meetings of SDC's boards of directors:</p> <p>...</p> <p>O) on approval of a business-plan (adjusted business-plan) of a SDC, carrying out activities related to transmission, generation or sale of electricity, or whose revenue is more than <b>5%</b> of the Company's revenue for the last completed reporting period; p) on consideration of a business plan status report of a SDC for the reporting year, carrying out activities related to transmission, generation or sale of electricity, or whose revenue is more than <b>5%</b> of the Company's revenue for the last completed reporting period;</p>	<p>The requirement for consideration by the Board of Directors of the Company of business plans of SDCs and reports on the execution of business plans of SDCs was made in order to improve the quality of corporate governance by IDGC of Centre, PJSC of its subsidiaries.</p> <p>Business plans (and reports on their execution) of non-core SDCs are considered by the Board of Directors of the Company and then by the boards of directors of SDCs much later than the deadlines stipulated by the Standards and Business Planning Regulations of the Company's SDCs, which may adversely affect the performance of the Company's non-core SDCs.</p> <p>Increasing the size of revenues of the Company's SDCs from 1% to 5% of revenues of IDGC of Centre, PJSC, in which questions on approval of business plans of SDCs and reports on their execution are considered by the Company's Board of Directors as part of determining the position of the Company's representatives, will increase the speed of approval of business plans of SDCs and consideration of reports on their execution, which will increase the speed of response to negative changes in the financial and economic activities of the Company's SDCs and will allow making timely decisions to improve financial and business performance of SDCs.</p> <p>In connection with the above, it is proposed to consider at the Board of Directors of IDGC of Centre, PJSC issues of approving business plans and reviewing reports on execution of business plans for the reporting year of electric grid SDCs of IDGC of Centre, PJSC or of SDCs, whose revenue is more than 5% of the Company's revenue for the last reporting period ended.</p>

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19	Subparagraph 47) of paragraph 15.1 of Article 15:  47) <b>establishment</b> of committees of the Company's Board of Directors, <b>election of members of the Committees of the Company's Board of Directors and early termination of their powers; election and early termination of powers of the Chairmen of the Committees of the Company's Board of Directors;</b>	It is proposed to read as follows:  46) <b>creation</b> of committees of the Company's Board of Directors, <b>approval of internal documents that determine their competence and procedure, determination of their quantitative composition, appointment of the chairman and members of the committee and termination of their powers;</b>	Bringing into compliance with Federal Law of 19.07.2018 № 209-FZ «On Amending the Federal Law «On Joint Stock Companies», in which Article 65 «Competence of the Board of Directors (Supervisory Board) of the Company» of the Federal Law «On Joint Stock Companies» was supplemented with subparagraph 9.1: <i>«9.1) creation of committees of the board of directors (supervisory board) of the company, approval of internal documents defining their competence and order of activities, determination of their quantitative composition, appointment of the chairman and members of the committee and termination of their powers».</i> The subparagraph entered into force from 19.07.2018.
20	Subclause 51) of paragraph 15.1: 51) determination of purchase policy of the Company including approving the Regulation on purchase of goods, work and services, <b>approval of the Head of the Central Purchasing Authority of the Company and its members</b> as well as approval of a procurement plan and adopting other resolutions in accordance with the documents regulating the Company's procurement activities;	It is proposed to read as follows: <b>50)</b> determination of purchase policy of the Company including approving the Regulation on purchase of goods, work and services, as well as approval of a procurement plan and adopting other resolutions in accordance with the documents regulating the Company's procurement activities;	Changes are proposed in accordance with clause 2.2.2.1. of the Regulations on Procurement (approved by the decision of the Board of Directors of IDGC of Centre, PJSC, Minutes of 25.12.2018 № 44/18) according to which: The composition of the Central Purchasing Authority of the Customer and the rules of its work are approved by the sole executive body of the Customer, or by another authorized management body of the Customer, authorized to make the relevant decisions. Thus, the Regulations on Procurement provides for the possibility of assigning issues on approval and adjustment of the composition of the Central Purchasing Authority to the competence of General Director of IDGC of Centre, PJSC. If these changes are not made, if necessary, changes in the composition of the Central Purchasing Authority increase the risk of a lack of quorum at meetings of the Central Purchasing Authority from the time the need arises to adjust the composition of the Central Purchasing Authority until the Board of Directors makes a decision on approval a new composition. The need for time-consuming corporate procedures when reviewing the issue of changing the composition of the Central Purchasing Authority at a meeting of the Board of Directors may adversely affect the deadline for the consideration of issues falling within the competence of the Central Purchasing Authority. In order to ensure the possibility of a quick change in the composition of the Central Purchasing Authority of IDGC of Centre, PJSC, taking into account the possibility provided for by the Regulations on Procurement, it is reasonable to refer this issue to the competence of the Company's sole executive body.

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21	Subclause 58) of paragraph 15.1:  58) determination of principles and approaches to the organization of internal audit, the risk management and internal control systems in the Company;	It is proposed to supplement and read in the following edition: <b>57)</b> determination of principles and approaches to the organization of internal audit, the risk management and internal control systems in the Company, <b>including approval of internal documents of the Company determining the policy of the Company in the field of risk management, internal control and internal audit of the Company;</b>	In accordance with Article 87.1 of the Federal Law «On Joint Stock Companies», <i>risk management and internal control should be organized in in a public company. The board of directors (supervisory board) of a public company approves internal documents of the company, determining the company's policy in the field of risk management and internal control. To assess the reliability and efficiency of risk management and internal control, a public company should carry out an internal audit. The board of directors (supervisory board) of a public company approves internal documents of the company, determining the company's policy in the field of organization and implementation of internal audit.</i>
22	Subclause 59) of paragraph 15.1:  <b>59)</b> assessment of <b>key operational risks (both financial, and non-financial risks)</b> , and also establishment of an acceptable value of risks for the Company;	It is proposed to change, reading as follows:  <b>58)</b> assessment of risks, and also establishment of an acceptable value of risks for the Company;	Currently, the Company's risk management system is being optimized: the transformation of the risk management system model and the modification of approaches to risk assessment based on the impact on integral key performance indicators and risk appetite. The system of functional risks is at the implementation stage. Following the implementation of the new risk management system in 2019, the key operational risk system will be abolished. Also, in this system there is no classification of risks for financial and non-financial.
23	Subclause 62) of paragraph 15.1:  <b>62)</b> control and organization of activity of the internal audit, including approval of the provision on the division of internal audit, in case of involvement of an external independent organization for the internal audit - approval of such an organization and <b>conclusion</b> of a contract with it, approval of a plan of internal audit activity, the report on performance of the plan of activities of internal audit and budget of the internal audit, preliminary approval of a decision of the sole executive body of the company on the appointment, dismissal (not at the initiative of the employee) of the head of internal audit, application of disciplinary sanctions to him, and also <b>definition</b> of remuneration of the head of the internal audit, review of results of assessment of the quality of the internal audit function;	It is proposed to change, reading as follows:  <b>61)</b> control and organization of activity of the internal audit, including approval of the provision on the division of internal audit, in case of involvement of an external independent organization for the internal audit - approval of such an organization and <b>conditions</b> of a contract with it, <b>including remuneration</b> ; approval of a plan of internal audit activity, the report on performance of the plan of activities of internal audit and budget of the internal audit, preliminary approval of a decision of the sole executive body of the company on the appointment, dismissal (not at the initiative of the employee) of the head of internal audit, application of disciplinary sanctions to him, and also <b>approval of the terms of the employment contract and remuneration</b> of the head of the internal audit, review of results of assessment of the quality of the internal audit function;	Changes are made to bring the Articles of Association in line with paragraph 2 of Article 87.1 of the Federal Law «On Joint Stock Companies», which stipulates that: <i>«To assess the reliability and efficiency of risk management and internal control, a public company should carry out an internal audit. The board of directors (supervisory board) of a public company approves internal documents of the company, determining the company's policy in the field of organization and implementation of internal audit. The official responsible for organizing and carrying out internal audit (the head of the structural unit responsible for organizing and carrying out internal audit) is appointed and dismissed by decision of the board of directors (supervisory board) of the public company. The terms of the employment contract with these persons are approved by the board of directors (supervisory board) of the public company. If the internal documents of a public company, specified in this paragraph, provide for the possibility of internal audit by another legal entity, the definition of such a person and the terms of the contract with him, including the amount of his remuneration, is carried out by the board of directors (supervisory board) of the public company».</i>



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24	<p>Subclause 67) of paragraph 15.1:</p> <p>67) preliminary approval of one or more interconnected transactions of the Company relating to the receipt or possibility of the receipt of bank guarantees by the Company, under which the Company is a principal, in the amount of more than 1 000 000 000 (One billion) rubles;</p>	<p>It is proposed to supplement and read in the following edition:</p> <p>66) preliminary approval of one or more interconnected transactions of the Company relating to the receipt or possibility of the receipt of bank guarantees by the Company, under which the Company is a principal, in the amount of more than 1 000 000 000 (One billion) rubles, <b>with the exception of bank guarantees provided by the Company to courts as counter-security for claims of the Company;</b></p>	<p>The Company has introduced a system of using bank guarantees provided to courts as a counter-security to reclaim overdue receivables. Providing guarantees as counter-security allows the Company to apply to the court with a request to arrest the defaulter's accounts for the duration of the trial. If the court recognizes that the defaulter is right, the latter has the right to demand from the Company to cover proved losses incurred by him as a result of the arrest of accounts. To ensure coverage of such losses, the court requires either a transfer of funds to an interest-free deposit account, or provision of guarantees in an amount comparable to the amount of the claim to the defaulter. The amount of the Company's need for guarantees increases every year, while the amounts for individual guarantees may exceed 1 billion rubles.</p> <p>In accordance with the Unified Procurement Standard of PJSC ROSSETI (the decision to join was made by the Board of Directors of IDGC of Centre, PJSC Minutes № 44/18 of 25.12.2018), agreements to issue guarantees should be concluded by the Company based on the results of open procurement procedures on trading floors. In accordance with paragraph 6 of Article 448 of the Civil Code of the Russian Federation, the person who won the bidding and the organizer of the bidding sign on the day of the auction or competition minutes on the results of the bidding, which have the power of an agreement. Thus, the moment of the conclusion of the contract will be the moment of signing the minutes on the results of the auction. After the date of signing the minutes of the auction, the approval or absence of approval of the transaction by the Board of Directors of the Company will not matter, because in accordance with the law, the transaction will be considered already concluded.</p> <p>When the organizer evades from signing the minutes, the winner of the auction has the right to appeal to the court with the requirement to compel the contract, as well as to compensate for losses caused by evasion from its conclusion (paragraph 6 of Article 448 of the Civil Code of the Russian Federation).</p> <p>Given the above, it seems appropriate to exclude from the paragraph of the Articles of Association the need to approve transactions for obtaining bank guarantees provided by the Company to courts as counter-security for claims of the Company.</p>

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25	Clauses are not in the current edition	<p>It is proposed to supplement paragraph 15.1 with subparagraphs 68)–70) of the following content:</p> <p><b>68) approval of the Company's information policy and consideration of reports on its implementation;</b></p> <p><b>69) approval of the information policy of the Company and consideration of reports on its implementation; prior approval of the agreement on making by the shareholder (shareholders) of the Company non-repayable contributions to the Company's property in monetary or other form that do not increase the authorized capital of the Company and do not change the nominal value of shares (contributions to the Company's assets);</b></p> <p><b>70) on preliminary approval of the agreement on making by the Company non-repayable contributions to the property of the companies in the authorized capital of which the Company participates, in monetary or other form, which do not increase the authorized capital of the specified companies and (or) do not change the nominal value of the shares;</b></p>	<p>Regarding subparagraph 67): Alignment with paragraph 81 of the Corporate Governance Code of the Bank of Russia, which discloses the contents of principle 2.1.6 of the Corporate Governance Code of the Bank of Russia:</p> <p><i>«Timely and full disclosure of information is an essential tool for building long-term relationships of trust with shareholders, contributes to increasing the value of the company and attracting capital, maintaining the confidence of stakeholders (partners, customers, suppliers, the public, government bodies) to the company. In this regard, monitoring the proper organization and effective functioning of the system of information disclosure by the company, as well as ensuring that shareholders have access to the company's information, is one of the most important functions of the board of directors. In order to fulfill this function, the board of directors is recommended to approve the company's information policy, which should provide for a reasonable balance between the company's disclosure and the observance of its commercial interests».</i></p> <p>Regarding subparagraphs 68) – 69): in accordance with paragraph 1 of Article 32.2 of the Federal Law «On Joint Stock Companies»</p> <p><i>«Shareholders on the basis of an agreement with the company have the right to make at any time non-repayable monetary or other contributions to the company's property that do not increase the company's authorized capital and do not change the nominal value of shares (hereinafter contributions to the company's property) in order to finance and support the activities of the company. Contributed property by shareholders as a contribution should refer to the types specified in paragraph 1 of Article 66.1 of the Civil Code of the Russian Federation. Agreements, on the basis of which contributions to the company's property are made, are not subject to the provisions of the Civil Code of the Russian Federation on the deed of gift. An agreement on the basis of which a shareholder makes a contribution to the company's property must be pre-approved by a decision of the company's board of directors (supervisory board). At the same time, it is also advisable to include in the competence of the Board of Directors the question of approving a similar agreement, according to which the Company makes contributions to the property of controlled organizations.</i></p>



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<b>Article 18 «Meetings of the Board of Directors of the Company»</b>			
26	<p>Clause 2 of paragraph 18.2 of Article 18:</p> <p>The meeting of the Company's Board of Directors shall be convened by the Chairman of the Board of Directors (or by Deputy Chairman of the Board of Directors in cases provided for by Clause 17.3 of Article 17 of these Articles of Association) at his own initiative, at the request of a member of the Board of Directors, Audit Commission, the Company's General Director, a member of the Management Board, the Auditor of the Company.</p>	<p>It is proposed to supplement and read in the following edition:</p> <p>The meeting of the Company's Board of Directors shall be convened by the Chairman of the Board of Directors (or by Deputy Chairman of the Board of Directors in cases provided for by Clause 17.3 of Article 17 of these Articles of Association) at his own initiative, at the request of a member of the Company' Board of Directors, Audit Commission, <b>Head of Internal Audit of the Company (head of the Company's structural unit, responsible for organizing and implementing Internal Audit, and in the case of engaging an external independent organization to carry out Internal Audit, the head of the said organization)</b>, the Company's General Director, a member of the Management Board, the Auditor of the Company.</p>	<p>Bringing in line with paragraph 1 of Article 68 of the Federal Law «On Joint Stock Companies»:</p> <p><i>«The meeting of the board of directors (supervisory board) of the company is convened by the chairman of the board of directors (supervisory board) of the company on his own initiative, at the request of a member of the board of directors (supervisory board), the audit commission of the company, <b>an official responsible for organizing and conducting internal audit (head of structural division responsible for organization and implementation of internal audit)</b>, or the company's auditor, the executive body of the company, as well as other persons defined by the company's charter».</i></p>
27	<p>Clause 18.10:</p> <p>18.10. Resolutions of the Board of Directors on issues provided for by Sub-clauses <b>24, 37-39</b> of Clause 15.1 of Article 15 of these Articles of Association shall be adopted by the two-thirds majority of the Company's Board of Directors participating in the meeting.</p>	<p>It is proposed to change and read as follows:</p> <p>18.10. Resolutions of the Board of Directors on issues provided for by Sub-clauses <b>23, 36-38</b> of Clause 15.1 of Article 15 of these Articles of Association shall be adopted by the two-thirds majority of the Company's Board of Directors participating in this meeting.</p>	<p>The revision is editorial in nature and is associated with deleting subparagraph 21) of paragraph 15.1 of the Articles of Association (in the table above).</p>
28	<p>Clause 18.11</p> <p>18.11. Issues provided for by Sub-clauses 19, 20, <b>22</b> of Clause 15.1 of Article 15 of the Company's Articles of Association shall be considered at the Meetings of the Company's Board of Directors held in form of compresence unless all members of the Board of Directors agree with the meeting in the form of absentee voting.</p>	<p>It is proposed to read as follows:</p> <p>18.11. Issues provided for by Sub-clauses 19, 20, <b>21</b> of Clause 15.1 of Article 15 of the Company's Articles of Association shall be considered at the Meetings of the Company's Board of Directors held in form of compresence unless all members of the Board of Directors agree with the meeting in the form of absentee voting.</p>	<p>The revision is editorial in nature and is associated with deleting subparagraph 21) of paragraph 15.1 of the Articles of Association (in the table above).</p>

## ITEM № 6 «ON APPROVAL OF THE ARTICLES OF ASSOCIATION OF IDGC OF CENTRE, PJSC IN A NEW EDITION»

## Summary table of amendments to the Articles of Association of IDGC of Centre, PJSC

Item #	# of article (paragraph, subparagraph) of the current edition of the Articles of Association	Edition of proposed amendments and additions to the Articles of Association of the Company	Comments
<b>Article 19 «Committees of the Board of Directors of the Company»</b>			
29	<p>Clause 19.2.</p> <p>19.2. Committees of the Company's Board of Directors shall be established for <b>consideration</b> of issues referred to the competence of the Company's Board of Directors or studied by the Company's Board of Directors in process of supervising activity of the Company's executive body as well as for development of necessary recommendations to the Company's Board of Directors and executive bodies.</p>	<p>It is proposed to read as follows:</p> <p>19.2 Committees of the Company's Board of Directors shall be established for <b>preliminary consideration</b> of issues referred to the competence of the Company's Board of Directors or studied by the Company's Board of Directors in process of supervising activity of the Company's executive body as well as for development of necessary recommendations to the Company's Board of Directors and executive bodies.</p>	<p>Changes are made on the basis of the Federal Law № 209-FZ, according to which paragraph 3 of Article 64 of the Federal Law «On Joint Stock Companies» is supplemented as follows:</p> <p>«3. The board of directors (supervisory board) of a company has the right to form committees for preliminary consideration of issues within its competence. The competence and procedure of the committee's activities are determined by the company's internal document, which is approved by the company's board of directors (supervisory board)».</p> <p>The paragraph entered into force from 19.07.2018.</p>
30	<p>Clause 19.3</p> <p>19.3. An operating and formation procedure as well as competence and term of powers of committees of the Board of Directors shall be determined by separate resolutions of the Company's Board of Directors.</p>	<p>It is proposed to supplement and read in the following edition:</p> <p>19.3. Regulations, the formation procedure, competence and term of powers of committees of the Board of Directors shall be determined by <b>the Company's internal documents approved by the Company's Board of Directors, and</b> separate resolutions of the Board of Directors.</p>	<p>Bringing into compliance with Federal Law of 19.07.2018 № 209-FZ «On Amending the Federal Law «On Joint Stock Companies», in which Article 65 «Competence of the board of directors (supervisory board) of the company» of the Federal Law «On Joint Stock Companies» is supplemented with subparagraph 9.1:</p> <p><i>«9.1) the formation of committees of the board of directors (supervisory board) of the company, approval of internal documents that determine their competence and order of activities, determining their number, appointment of the chairman and members of the committee and the termination of their powers».</i></p> <p>This clause is effective from 19.07.2018.</p>
31	<p>Clause is not in the current edition of the Articles of Association.</p>	<p>It is proposed to supplement with paragraph 19.4 of the following content:</p> <p><b>19.4. The Board of Directors of the Company forms the Audit Committee for preliminary consideration of issues related to the control over the Company's financial and economic activities, including assessment of independence of the Company's Auditor and absence of a conflict of interest, as well as assessment of quality of audit of the Company's accounting (financial) statements.</b></p>	<p>Supplemented in accordance with clause 2 of paragraph 3 of Article 64 of the Federal Law «On Joint Stock Companies»:</p> <p><i>«The board of directors (supervisory board) of a public company forms an audit committee for preliminary consideration of issues related to the control over financial and economic activities of the public company, including assessment of independence of the public company's auditor and absence of a conflict of interest, as well as assessment of quality of audit of accounting (financial) statements of the company».</i></p>

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<b>Article 21 «Executive Bodies of the Company»</b>			
32	<p>Clause 21.16.</p> <p>21.16. In case of temporary absence of the General Director (due to illness, business trip, leave) his/her duties shall under the order of the General Director of the Company be performed by one of his/her deputies only in case of absence of a resolution of the Company's Board of Directors on appointment of the Company's Acting General Director.</p>	<p>It is proposed to supplement and read in the following edition:</p> <p>21.16. In case of temporary absence of the General Director <b>(including, but not limited to,</b> due to illness, business trip, leave) his/her duties shall under the order of the General Director of the Company be performed by one of his/her deputies only in case of absence of a resolution of the Company's Board of Directors on appointment of the Company's Acting General Director.</p> <p><b>Due to the circumstances specified in the first clause of this paragraph, the Board of Directors of the Company has the right to decide on the appointment of the Acting General Director of the Company for a certain period without termination of the powers of the General Director of the Company.</b></p>	Changes are made to ensure that the decision of the Board of Directors of the Company appoint the Acting General Director of the Company without dismissing the current General Director of the Company in the event of a temporary absence of the latter, when the appointment of the Acting General Director by the Company's order is not possible.
<b>Article 22 «The Company's Management Board»</b>			
33	<p>Subclause 4) of paragraph 22.2</p> <p>22.2. The following issues refer to the competence of the Company's Management Board:</p> <p>...</p> <p>4) consideration of reports of the Deputy General Directors of the Company, heads of separate structural subdivisions of the Company on the <b>results of implementation of approved plans, programs, guidelines, consideration of reports, documents and other information on</b> the Company's activity as well as on activity of its SDC;</p>	<p>It is proposed to read as follows:</p> <p>4) consideration of reports <b>(information)</b> of the Deputy General Directors of the Company, heads of separate structural subdivisions of the Company on results of the Company's activity and its SDC, <b>submitted for consideration by the Management Board of the Company in accordance with instructions of the Management Board or the Board of Directors of the Company;</b></p>	<p>The change is made to optimize the competence of the Management Board.</p> <p>In accordance with the proposed wording, only those reports are submitted for consideration to the Management Board, for which there is an instruction from the Management Board/Board of Directors. The remaining reports are not considered by the Management Board.</p>
34	<p>Subclause 5) of paragraph 22.2.:</p> <p>4) adopting resolutions on issues referred to the competence of the supreme management bodies of business companies, 100 (one hundred) per cent of the Authorised capital of which belongs to the Company (taking into consideration Sub-clauses <b>38, 39</b> of Clause 15.1 of Article 15 of these Articles of Association);</p>	<p>It is proposed to read as follows:</p> <p>5) adopting resolutions on issues referred to the competence of the supreme management bodies of business companies, 100 (one hundred) per cent of the Authorised capital of which belongs to the Company (taking into consideration Sub-clauses <b>37, 38</b> of Clause 15.1 of Article 15 of these Articles of Association);</p>	The editorial revision is due to deleting subparagraph 21) of paragraph 15.1 of the Articles of Association (in the table above).

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35	Subclause 6) of paragraph 22.2.:  6) adopting resolutions on making transactions which deal with property, work and services which value is between 5 and 25 per cent of the Company's net assets according to the accounting (financial) statements for the last reporting date (except for cases provided for by Sub-clause 40, 65-67 of Clause 15.1 of these Articles of Association).	It is proposed to read as follows:  6) adopting resolutions on making transactions which deal with property, work and services which value is between 5 and 25 per cent of the Company's net assets according to the accounting (financial) statements for the last reporting date (except for cases provided for by Sub-clause 39, 64-66 of Clause 15.1 of these Articles of Association).	The editorial revision is due to deleting subparagraph 21) of paragraph 15.1 of the Articles of Association (in the table above).
<b>Article 24 «Audit Commission, Internal Audit and Auditor of the Company»</b>			
36	Article 24 «Audit Commission and Auditor of the Company».	It is proposed to add the name of Article 24 and read as follows:  Article 24. Audit Commission, <b>Internal Audit</b> and Auditor of the Company.	It is proposed to add the title in connection with the inclusion in Article 24 of the Articles of Association of paragraphs 24.9 and 24.10 (in the table above) on activities of the Internal Audit of the Company.
37	Clause 24.8.1.  24.8.1. Following the results of the audit of financial and economic activities of the Company the Audit Commission of the Company shall issue an opinion, which shall contain: — confirmation of the data contained in the Company's annual report, annual accounting (financial statements); — information on violations of accounting procedures and financial reporting, as well as making the financial and economic activity.	It is proposed to supplement and read in the following edition:  24.8.1. Following the results of the audit of financial and economic activities of the Company the Audit Commission of the Company shall issue an opinion, which shall contain: — confirmation of the data contained in the Company's annual report, annual accounting (financial statements); — information on violations of accounting procedures and financial reporting, as well as making the financial and economic activity; — <b>confirmation of accuracy of data contained in the report on concluded related-party transactions.</b>	Changes are made in accordance with clause 3 of paragraph 1.1 of Article 81 of the Federal Law «On Joint Stock Companies» (in the edition of 19.07.2018 № 209-FZ): <i>«When preparing for the annual general meeting of shareholders of a public company, persons entitled to participate in the annual general meeting of shareholders should be provided with an account of related party transactions concluded by the company in the reporting year. This report must be signed by the sole executive body of the company and approved by the board of directors (supervisory board) of the company, the accuracy of the data contained therein must be confirmed by the company's audit commission, if, in accordance with the company's charter, the presence of the audit commission is mandatory».</i>
38	Clauses are not in the current edition of the Articles of Association.	It is proposed to supplement Article 24 with paragraphs 24.9-24.10 of the following content: <b>24.9. To assess the reliability and efficiency of risk management and internal control, the Company conducts the Internal Audit.</b> <b>24.10. The procedure for activities of the Internal Audit is determined by these Articles of Association, the Internal Audit Policy approved by a decision of the Board of Directors of the Company, and local regulations governing the activities of the Internal Audit.</b> <b>Clauses 24.9.-24.12 of the current edition shall be clauses 24.11-24.14.</b>	Additions are made in accordance with paragraph 2 of Article 87.1 of the Federal Law «On Joint Stock Companies» (in the edition of 19.07.2018 № 209-FZ): <i>«To assess the reliability and efficiency of risk management and internal control in a public company, internal audit should be carried out».</i>

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<b>Article 25 «Business accounting and accounting (financial) statements of the Company»</b>			
39	Clause 25.3.  25.3. The accuracy of data contained in the <b>Company's</b> annual report and annual accounting (financial) statements shall be confirmed by the Audit Commission of the Company.	It is proposed to read as follows:  25.3. The accuracy of data contained in the annual report <b>and</b> annual accounting (financial) statements of the Company shall be confirmed by the Audit Commission of the Company.	Changes are made on the basis of Federal Law of 19.07.2018 № 209-FZ «On Amending the Federal Law «On Joint Stock Companies», entering into force from the date of official publication, according to which paragraph 3 of Article 88 of the Federal Law «On Joint Stock Companies» is stipulated in a new edition.