

Appendix # 2
to Order of IDGC of Centre, PJSC
dated 10.03.2021 # 95-TSA

GUIDE

INITIATION OF NEWLY ELECTED MEMBER (S) OF THE BOARD OF DIRECTORS, COMMITTEES OF THE BOARD OF DIRECTORS OF IDGC OF CENTRE, PJSC AND IDGC OF CENTER AND VOLGA REGION, PJSC

RK BP 1/06-02/2021

Moscow, 2021

Data on the document

Implemented	By Order of IDGC of Centre, PJSC
Target subsystem of management (TSM)	TSM "Growth and transformations"
Business process	BP 1 "Corporate governance"
Recurring examination	Produced by Deputy General Director for Corporate Governance at least once a year
Responsible person for the procedure	Owner of BP 1 - Deputy General Director for Corporate and Legal Activities
Version	# 2 # 1 - approved by Order dated 24.06.2016 # 185-TSA
Amendments	By results of application or at change of requirements of normative documents on which basis this guide is developed
Developed by	Corporate Events Office of Corporate Governance Department of IDGC of Centre, PJSC
Substantiation of the new version of the document	- Order of IDGC of Centre, PJSC dated 30.10.2020 # 490-TSA "On the commissioning of the organizational structure of the executive office of IDGC of Centre, PJSC"; - Order of IDGC of Centre, PJSC dated 01.12.2020 # 530-TSA "On approval of the Regulation on the Corporate Governance Department and its structural subdivisions"
Placing and storage	In the electronic version – in the Docflow System warehouse of internal documents, information resource of IDGC of Center and Volga Region, PJSC \\Mr-fs01.mr.mrsk-cr.net\ОбщаяДокументация ИСМ and the corporate portal at http://mrportal/sites/SMK/
Acquaintance method	Task in Docflow System
Additional data	

RK BP 1/06-02/2021	Guide Initiation of newly elected member (s) of the Board of Directors, Committees of the Board of Directors of IDGC of Centre, PJSC and IDGC of Center and Volga Region, PJSC	p.: 2	total p.: 12
--------------------	---	-------	--------------

Contents

1. Scope	4
2. Standard references	4
3. Terms, definitions and abbreviations	5
4. The procedure of initiation of newly elected member (s) of the Board of Directors, committees of the Board of Directors	6
4.1. General provisions	6
4.2. The procedure of initiation of newly elected member (s) of the Board of Directors.....	6
4.3. The procedure of initiation of a newly elected member (s) of a committee of the Board of Directors	8
5. The control over implementation of the Guide	9
Appendix 1. The list of internal documents of IDGC of Centre, PJSC and IDGC of Center and Volga Region, PJSC, provided to a newly elected member (s) of the Board of Directors / a committee of the Board of Directors.	
Appendix 2. The record of changes and additions	

RK BP 1/06-02/2021	Guide Initiation of newly elected member (s) of the Board of Directors, Committees of the Board of Directors of IDGC of Centre, PJSC and IDGC of Center and Volga Region, PJSC	p.: 3	total p.: 12
--------------------	---	-------	--------------

1. Scope

1.1. This guide “Initiation of newly elected member (s) of the Board of Directors, Committees of the Board of Directors of IDGC of Centre, PJSC and IDGC of Center and Volga Region, PJSC ” (hereinafter – the Guide) is developed with a view of provision of effective work of the Board of Directors and committees of the Board of Directors of IDGC of Centre, PJSC (hereinafter – the Company) and IDGC of Center and Volga Region, PJSC (hereinafter – the Managed Company), and also enhancement of practice of corporate governance of the specified Companies according to the basic international principles of corporate governance, including provided by the Code of Corporate Governance.

1.2. The purpose of the Guide is as much as possible fast and effective integration for a newly elected member (s) of the Board of Directors, committee of the Board of Directors into the composition of the above-stated bodies, his or her (their) acquaintance with production and financial and economic activity of the Company/Managed Company, and also with corporate governance practice.

1.3. For achievement of this purpose, the following tasks should be solved:

- forming of understanding by the member of the Board of Directors, committee of the Board of Directors of character of activity, specificity, strategy of the Company/Managed Company, and also the tasks facing the Company/Managed Company;

- acquaintance of the member of the Board of Directors, committee of the Board of Directors with key performance indicators of activity of the Company/Managed Company;

- forming of understanding by the member of the Board of Directors, committee of the Board of Directors of the role in the Company/ Managed Company, principal duties, responsibility, rules and procedures according to which he should perform the activity;

- setting communications of the member of the Board of Directors, committee of the Board of Directors with the management of the Company/Managed Company;

- forming of understanding by the member of the Board of Directors, committee of the Board of Directors of the basic external relations of the Company/Managed Company, i.e. mutual relations with stakeholders (shareholders, investors).

2. Standard references

At development of this Guide, requirements of the following normative documents were considered:

- Federal Law from 26.12.1995 № 208-FZ «About joint stock companies» (hereinafter – FZ «About joint stock companies»);

- Articles of Association of IDGC of Centre, PJSC;

- Articles of Association of IDGC of Center and Volga Region, PJSC;

- Regulation on the Board of Directors of IDGC of Centre, PJSC;

- Regulation on the Board of Directors of IDGC of Center and Volga Region, PJSC;

- Regulation on the Audit Committee of the Board of Directors of IDGC of Centre, PJSC;

RK BP 1/06-02/2021	Guide Initiation of newly elected member (s) of the Board of Directors, Committees of the Board of Directors of IDGC of Centre, PJSC and IDGC of Center and Volga Region, PJSC	p.: 4	total p.: 12
--------------------	---	-------	--------------

- Regulation on the Audit Committee of the Board of Directors of IDGC of Center and Volga Region, PJSC;
- Regulation on the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC;
- Regulation on the Strategy Committee of the Board of Directors of IDGC of Center and Volga Region, PJSC;
- Regulation on the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC;
- Regulation on the Reliability Committee of the Board of Directors of IDGC of Center and Volga Region, PJSC;
- Regulation on the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC;
- Regulation on the Personnel and Remuneration Committee of the Board of Directors of IDGC of Center and Volga Region, PJSC;
- Regulation on the Grid Connection Committee under the Board of Directors of IDGC of Centre, PJSC;
- Regulation on the Grid Connection Committee under the Board of Directors of IDGC of Center and Volga Region, PJSC;
- Regulation on the Corporate Secretary of IDGC of Centre, PJSC;
- Regulation on the Corporate Secretary of IDGC of Center and Volga Region, PJSC;
- Regulation on the insider information of IDGC of Centre, PJSC;
- Regulation on the insider information of IDGC of Center and Volga Region, PJSC;
- Code of Corporate Governance of IDGC of Centre, PJSC;
- Code of Corporate Governance of IDGC of Center and Volga Region, PJSC;
- Code of Corporate Ethics of IDGC of Centre, PJSC;
- Code of Corporate Ethics of IDGC of Center and Volga Region, PJSC.

3. Terms, definitions and abbreviations

3.1. In this Guide, the following terms and definitions are applied:

Term	Definition
Corporate secretary	The authorised person, whose primary goal is provision of observance by controls and office holders of IDGC of Centre, PJSC / IDGC of Center and Volga Region, PJSC of the procedural requirements ensuring realisation of the rights and legitimate interests of shareholders of IDGC of Centre, PJSC / IDGC of Center and Volga Region, PJSC
Management	The office holders of IDGC of Centre, PJSC / IDGC of Center and Volga Region, PJSC, recognised as senior managers according to the internal document of the Company (the local regulation), determining principles of material stimulation of the senior managers of IDGC of Centre, PJSC / IDGC of Center and Volga Region, PJSC /or according to the decision of the Board of Directors of IDGC of Centre, PJSC / IDGC of Center and Volga Region, PJSC
Key performance indicators	The limited set of key parameters, which are used by the top management for monitoring and diagnostics of results of

RK BP 1/06-02/2021	Guide Initiation of newly elected member (s) of the Board of Directors, Committees of the Board of Directors of IDGC of Centre, PJSC and IDGC of Center and Volga Region, PJSC	p.: 5	total p.: 12
--------------------	---	-------	--------------

Term	Definition
	activity of the company and the subsequent accepting on their basis of management decisions. KPI is a criterion of goal achievement, a measure of efficiency of a business process and work of each employee

3.2. In this Guide, the following abbreviations and meanings are applied:

Abbreviation	Meaning
Chief Executive Officer (CEO)	Sole executive body of IDGC of Centre, PJSC / IDGC of Center and Volga Region, PJSC
Committee	Audit Committee, Personnel and Remuneration Committee, Reliability Committee, Strategy Committee, Grid Connection Committee under the Board of Directors of IDGC of Centre, PJSC / IDGC of Center and Volga Region, PJSC
Company	IDGC of Centre, PJSC
Managed Company	IDGC of Center and Volga Region, PJSC
Board of Directors	Board of Directors of IDGC of Centre, PJSC / IDGC of Center and Volga Region, PJSC

4. The procedure of initiation of newly elected member (s) of the Board of Directors, committees of the Board of Directors

4.1. General provisions

The Corporate secretary of the Company provides acquaintance of newly elected member (s) of the Board of Directors, committee of the Board of Directors of IDGC of Centre, PJSC/IDGC of Center and Volga Region, PJSC with the Guide and assists the specified persons in the course of acquaintance and program passage.

Recommended terms of initiation of newly elected member (s) of the Board of Directors, committees of the Board of Directors of IDGC of Centre, PJSC/IDGC of Center and Volga Region, PJSC: from one to two months from the moment of election, except for visiting of electric grid facilities of the Company/ Managed Company, which can be conducted within a year from the moment of election of the member of the Board of Directors, committee of the Board of Directors.

4.2. The procedure of initiation of newly elected member (s) of the Board of Directors

The initiation of newly elected member (s) of the Board of Directors consists of four basic parts:

4.2.1. Acquaintance to activity of the Company/Managed Company, Board of Directors.

4.2.1.1. Carrying out of a meeting with the chairperson of the Board of Directors of the Company/ Managed Company.

The meeting with the chairperson of the Board of Directors of the Company/Managed Company is conducted for the purpose of acquaintance, experience communication, discussion of a role of the Board of Directors in the Company/Managed Company, a role for a newly elected member (s) of the Board of Directors in the Board of Directors of the Company/ Managed Company and its committees.

RK BP 1/06-02/2021	Guide Initiation of newly elected member (s) of the Board of Directors, Committees of the Board of Directors of IDGC of Centre, PJSC and IDGC of Center and Volga Region, PJSC	p.: 6	total p.: 12
--------------------	---	-------	--------------

The meeting is conducted only in case of receipt from a newly elected member (s) of the Board of Directors of the Company/ Managed Company of a separate inquiry about carrying out of an individual meeting.

Date, time and venue of a meeting in coordination with the chairperson of the Board of Directors of the Company/ Managed Company and the newly elected member (s) of Company's Board of Directors are determined by the corporate secretary of the Company/ Managed Company and is conducted in the terms specified in point 4.1 of this Guide, but not earlier than carrying out of the first session of the Board of Directors of the Company/ Managed Company, elected in a new composition.

The corporate secretary of the Company/Managed Company is responsible for carrying out of meetings for a newly elected member (s) of the Board of Directors with the chairperson of the Board of Directors.

4.2.1.2. Carrying out of a meeting with CEO of the Company.

The meeting with CEO is conducted for the purpose of acquaintance, experience communication, receipt of the essential information on activity of the Company/ Managed Company, about current problems and plans for the future.

The meeting is conducted only in case of receipt from a newly elected member of the Board of Directors of the Company/ Managed Company of a separate inquiry about carrying out of an individual meeting.

Date, time and venue of a meeting in coordination with CEO of the Company and the newly elected member (s) of the Board of Directors are determined by the corporate secretary of the Company/Managed Company.

The corporate secretary of the Company/Managed Company is responsible for carrying out of meetings for a newly elected member (s) of the Board of Directors with CEO.

4.2.1.3. Carrying out of a meeting with the management.

Meeting carrying out for a newly elected member (s) of the Board of Directors with the management of the Company/Managed Company is performed in a format of one-day fact-finding presentation (hereinafter – the Presentation).

The Presentation includes the information of Deputies General Director on lines of business, heads of direct submission concerning strategic development of the Company/Managed Company, characteristics of grid assets, geography of activity of the Company/ Managed Company, the basic production and financial indicators of the Company/ Managed Company, debt policy, securities market of the Company/Managed Company, risk management in the Company/ Managed Company, corporate governance, and also social responsibility.

The Presentation venue is the location of the Company/Managed Company.

Date and time of carrying out of a presentation in coordination with the newly elected member (s) of the Board of Directors and the management are determined by the corporate secretary of the Company /Managed Company.

The corporate secretary of the Company/ Managed Company is responsible for carrying out of meetings for the newly elected member (s) of the Board of Directors with the management.

4.2.2. Acquaintance with documents of the Company /Managed Company.

The corporate secretary of the Company/Managed Company during the presentation carrying out performs transfer for newly elected member (s) of the Board of Directors of documents of the Company/Managed Company on an electronic carrier according to Appendix # 1 to this Guide.

RK BP 1/06-02/2021	Guide Initiation of newly elected member (s) of the Board of Directors, Committees of the Board of Directors of IDGC of Centre, PJSC and IDGC of Center and Volga Region, PJSC	p.: 7	total p.: 12
--------------------	---	-------	--------------

4.2.3. 4.1.3. Visiting of electric grid facilities of the Company/ Managed Company.

Visiting of electric grid facilities of the Company/ Managed Company is possible only in case of receipt from a newly elected member (s) of the Board of Directors of a separate inquiry about their visiting.

The list of electric grid facilities, which are subject to visiting for a newly elected member (s) of the Board of Directors, in coordination with First Deputy General Director - Chief Engineer includes one of electric grid facilities located in one of branches of the Company/Managed Company.

Date and time of visiting of an electric grid facility in coordination with a newly elected member (s) of the Board of Directors, First Deputy General Director - Chief Engineer and other responsible persons are determined by the corporate secretary of the Company/ Managed Company.

First Deputy General Director - Chief Engineer is responsible for visiting of electric grid facilities of the Company/ Managed Company.

4.2.4. Receipt of detailed answers to all interesting questions.

For the first time elected member (s) of the Board of Directors in case of availability of questions on which he or she has not received answers during carrying out of meetings with the chairperson of the Board of Directors, CEO, the management has the right not later than two weeks after meeting carrying out to direct an addressed to the chairperson of the Board of Directors / CEO of the Company/Managed Company (a copy to the corporate secretary) inquiry, concerning to the activity of the Company/ Managed Company.

The management provides granting of answers to all interesting questions, concerning the activity of the Company/ Managed Company, for a newly elected member (s) of the Board of Directors not later than two weeks from the moment of receipt of the specified inquiry.

The corporate secretary of the Company/Managed Company is responsible for timely receipt of detailed answers to interesting questions for a newly elected member (s) of the Board of Directors.

4.3. The procedure of initiation of a newly elected member (s) of a committee of the Board of Directors

Initiation of a newly elected member (s) of a committee of the Board of Directors of the Company/ Managed Company consists of two basic parts:

4.3.1. Acquaintance to activity of the Company/Managed Company by members of a committee of the Board of Directors.

4.3.1.1. Carrying out of a meeting with the chairperson of a committee of the Board of Directors of the Company/Managed Company.

The meeting with the chairperson of a committee of the Board of Directors of the Company/Managed Company is conducted for the purpose of acquaintance, experience communication, discussion of a role of a committee of the Board of Directors in the Company/ Managed Company, a role for a newly elected member (s) of a committee of the Board of Directors in the committee.

The meeting is conducted only in case of receipt from a newly elected member (s) of a committee of the Board of Directors of the Company/Managed Company of a separate inquiry about carrying out of an individual meeting.

RK BP 1/06-02/2021	Guide Initiation of newly elected member (s) of the Board of Directors, Committees of the Board of Directors of IDGC of Centre, PJSC and IDGC of Center and Volga Region, PJSC	p.: 8	total p.: 12
--------------------	---	-------	--------------

Date, time and venue of a meeting in coordination with the chairperson of a committee of the Board of Directors of the Company/Managed Company and the newly elected member (s) of a committee of the Board of Directors are determined by the corporate secretary of the Company/Managed Company and is conducted in the terms specified in point 4.1 of this Guide, but not earlier than carrying out of the first committee meeting of the Board of Directors of the Company/Managed Company, elected in a new composition.

The corporate secretary of the Company/Managed Company is responsible for carrying out of meetings for a newly elected member (s) of a committee of the Board of Directors with the chairperson of a committee of the Board of Directors.

4.3.1.2. Carrying out of a meeting with the management.

A meeting carrying out of a newly elected member (s) of a committee of the Board of Directors with the management is performed in a presentation format.

The Presentation includes the information of Deputies General Director on lines of business, heads of direct submission concerning strategic development of the Company/Managed Company, characteristics of grid assets, geography of activity of the Company/Managed Company, the basic production and financial indicators of the Company/Managed Company, debt policy, securities market of the Company/Managed Company, risk management in the Company/Managed Company, corporate governance, and also social responsibility.

The presentation venue is the location of the Company/Managed Company.

Date and time of carrying out of the presentation in coordination with a newly elected member (s) of a committee of the Board of Directors and the management are determined by the corporate secretary of the Company/Managed Company.

The corporate secretary of the Company/Managed Company is responsible for carrying out of meetings for a newly elected member (s) of a committee of the Board of Directors with the management.

4.3.2. Acquaintance with documents of the Company/Managed Company.

The corporate secretary of the Company/Managed Company during the presentation carrying out performs transfer for a newly elected member (s) of a committee of the Board of Directors of documents of the Company on the electronic carrier according to Appendix # 1 to this Guide.

5. The control over implementation of the Guide

The control over implementation of the Guide is performed by the corporate secretary of the Company/Managed Company.

RK BP 1/06-02/2021	Guide Initiation of newly elected member (s) of the Board of Directors, Committees of the Board of Directors of IDGC of Centre, PJSC and IDGC of Center and Volga Region, PJSC	p.: 9	total p.: 12
--------------------	---	-------	--------------

The list of the documents given for a newly elected member (s) of the Board of Directors / a Committee of the Board of Directors of IDGC of Centre, PJSC / IDGC of Center and Volga Region, PJSC

1. The Articles of Association.
2. Internal documents:
 - Regulation on the General Meeting of Shareholders;
 - Regulation on the Board of Directors;
 - Regulation on the Management Board;
 - Regulation on the Audit Commission;
 - Regulation on the Corporate secretary;
 - Regulation on the dividend policy;
 - Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company;
 - Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company;
 - Regulation on the insider information;
 - Regulation on the Audit Committee;
 - Regulation on the Personnel and Remuneration Committee;
 - Regulation on the Strategy Committee;
 - Regulation on the Reliability Committee;
 - Regulation on the Grid Connection Committee;
 - Regulation on Remuneration and Compensation Payment to Members of the Audit Committee;
 - Regulation on Remuneration and Compensation Payment to Members of the Personnel and Remuneration Committee;
 - Regulation on Remuneration and Compensation Payment to Members of the Strategy and Development Committee;
 - Regulation on Remuneration and Compensation Payment to Members of the Reliability Committee;
 - Regulation on Remuneration and Compensation Payment to Members of the Grid Connection Committee;
 - Regulation on Remuneration and Compensation Payment to Members of Committees of the Board of Directors;
 - Regulation on the information disclosure;
 - Regulation on the insider information;
 - Regulation on the credit policy;
 - Regulation on the option program;
 - Regulation on the insurance coverage;
 - Internal Audit Policy;
 - Internal Control Policy;
 - Risk Management Policy;
 - Unified Standard of purchases (Regulation about purchases);

RK BP 1/06-02/2021	Guide Initiation of newly elected member (s) of the Board of Directors, Committees of the Board of Directors of IDGC of Centre, PJSC and IDGC of Center and Volga Region, PJSC	p.: 10	total p.: 12
--------------------	---	--------	--------------

- Regulation on the investment activity;
 - Scenario conditions for formation of investment programs;
 - Regulations on formation, adjustment of the Investment Program and reporting preparation on its performance;
 - Business planning standard;
 - Methodology for calculating and evaluating the fulfillment of key performance indicators of General Director;
 - Regulation on material incentives to General Director;
 - Regulation on material incentives and social benefits of senior managers;
 - The Code of Corporate Governance;
 - The Code of Conduct;
 - The Anti-corruption policy.
3. The annual report and annual financial statements of the Company for last reporting year.
 4. Quarterly reports of the issuer for last reporting year.
 5. Minutes of regular and extraordinary general meetings of shareholders for last two corporate years.
 6. Minutes of sessions of the Board of Directors for last corporate year.
 7. The Business Plan for current year.
 8. Target values of key performance indicators for General Director for current year.
 9. Minutes of committees of the Board of Directors for last corporate year.
 10. A short biography of members of the Board of Directors with contact details (phone, e-mail address).
 11. Contact details (phone, e-mail address) of members of a committee of the Board of Directors
 12. A short biography of the corporate secretary, contact details of the corporate secretary (phone, e-mail address).

RK BP 1/06-02/2021	Guide Initiation of newly elected member (s) of the Board of Directors, Committees of the Board of Directors of IDGC of Centre, PJSC and IDGC of Center and Volga Region, PJSC	p.: 11	total p.: 12
--------------------	---	--------	--------------

The record of changes and additions

Indexing number of the change/ addition	Change/ addition of a point	Contents of the change/addition	Reason (reference to organizational and executive documentation)	Date of entering of the change/ addition	Employee who has entered the change/addition surname, initials, post