



ITEM № 3  
ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY

**Explanatory information on the item**

In accordance with Federal Law dated 26.12.1995 № 208-FZ “On Joint-Stock Companies”, the agenda of the Annual General Meeting of Shareholders of the Company should include the issue of election of members of the Board of Directors of the Company.

In accordance with Article 53 of Federal Law dated 26.12.1995 № 208-FZ “On Joint-Stock Companies”, paragraph 13.1 of Article 13 of the Articles of Association of the Company, shareholders (a shareholder) of the Company, who collectively own at least 2 (two) percent of the Company's voting shares, within 60 (sixty) days after the end of the fiscal year, have the right to raise issues in the agenda of the Annual General Meeting of Shareholders and nominate candidates to the Board of Directors and the Audit Commission of the Company, the number of which cannot exceed the number of members of the relevant body.

In accordance with paragraph 16.1 of Article 16 of the Articles of Association of the Company, the composition of the Board of Directors of the Company is 11 (eleven) persons.

By the end of the deadline for accepting offers (02.03.2020) the Company received 3 proposals to nominate candidates to the management bodies of IDGC of Centre from the following shareholders holding more than 2% of the Company's voting shares:

- Company «New Russian Generation Limited» - 15,78 % of the authorized capital (4 candidates);
- PJSC Rosseti - 50,23 % of the authorized capital (11 candidates);
- Sergey Valerievich Ilyushko - 2,09 % of the authorized capital (1 candidate).

In addition, in accordance with paragraph 7 of Article 53 of the Federal Law “On Joint-Stock Companies”, the Board of Directors on 28.04.2020 (Minutes No. 20/20) included one candidate in the list of candidates for voting for election to the Board of Directors of IDGC of Centre, PJSC at the Annual General Meeting of Shareholders of IDGC of Centre, PJSC.

It is recommended to elect to the Board of Directors of the Company individuals who have an impeccable business and personal reputation, who possess the professional knowledge, skills and experience necessary to take decisions within the competence of the Board of Directors, competent in a range of issues that cover both the main scope of the Company's business and individual industries and regions in which the Company operates.

In addition, in accordance with the Listing Rules of PJSC “Moscow Exchange”, candidates for the members of the Board of Directors are required to be independent. Thus, independent directors should constitute at least one third of the elected members of the Board of Directors of the Company.

The Personnel and Remuneration Committee on 31.03.2020 (Minutes No. 02/20), taking into account the addition of 28.04.2020 (Minutes No. 04/20), assessed all candidates for compliance with their professional qualifications, experience and independence.

The basis of the assessment had the requirements of:

- The Corporate Governance Code of the Bank of Russia and the Listing Rules of PJSC “Moscow Exchange” (compliance with the requirements for independent directors, for the purpose of listing the Company's shares in the highest quotation list);
- The Regulation on the General Meeting of Shareholders of the Company (compliance with the requirements for professional knowledge, skills and experience of candidates).
- The Code of Conduct of the Company (compliance with the requirements for the business reputation of candidates).
- Based on the evaluation of candidates for election to the Board of Directors of the Company, the Personnel and Remuneration Committee:
- recommended that the Board of Directors of the Company include the results of the evaluation of candidates to the Board of Directors of IDGC of Centre, PJSC in the list of materials provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company;
- recommended to recognize 6 candidates as independent directors taking into account the fact that the relationship with the Company and/or with a substantial shareholder of the Company and/or with a significant counterparty of the Company is formal and will not affect the independence in forming a position on the agenda of the Board of Directors, the ability of candidates to make objective and diligent judgments, independent from the influence of the executive bodies of the Company, certain groups of shareholders, competitors and counterparties of the Company;
- 1 candidate is recognized as associated with the Company;
- 10 candidates are recognized as associated with the Company, with a substantial shareholder of the Company and the state.

At the same time, the Personnel and Remuneration Committee noted that the Board of Directors of the Company can recognize any member of the Board of Directors as independent despite having formal criteria of linkage with the Company, a substantial shareholder of the Company, an essential counterparty or competitor of the Company established in the Criteria for Determining the Independence of Members of the Board of Directors, in the event that such relation does not affect the ability of the relevant member of the Board of Directors to make independent, objective and conscientious judgments.

By the decision of the Board of Directors of the Company on 06.03.2020 (Minutes No. 10/20), taking into account the addition of 28.04.2020 (Minutes No. 20/20), the following 17 nominees were included in the list of candidates for voting for election to the Board of Directors of IDGC of Centre, PJSC:

**Draft resolution on item № 3**

To elect the following Company's Board of Directors\*:

| №  | Full name of the candidate         | Position of the candidate   |
|----|------------------------------------|---|
| 1  | Alexander Viktorovich Golovtsov    |   |
| 2  | Vitaly Yuryevich Zarkhin           |   |
| 3  | Andrey Vladimirovich Morozov       | Legal Director, Association of Institutional Investors  |
| 4  | Alexander Viktorovich Shevchuk     | Executive Director, Association of Institutional Investors  |
| 5  | Anastasiya Igorevna Krupenina      |   |
| 6  | Alexander Viktorovich Varvarin     | Vice-President - Managing Director for Corporate Relations and Legal Support of Russian Union of Industrialists and Entrepreneu |
| 7  | Alexander Ivanovich Kazakov        | Chairman of the Board of Directors of IDGC of Centre, PJSC, professional director   |
| 8  | Andrey Sergeevich Kolyada          | Deputy Director of Corporate Governance Department of PJSC Rosseti  |
| 9  | Daniil Vladimirovich Krainskiy     | Chief Adviser of PJSC Rosseti   |
| 10 | Marina Alexandrovna Lavrova        | Deputy Director of Economics Department - Head of SDC Business Planning Office of PJSC Rosseti                                  |
| 11 | Igor Vladimirovich Makovskiy       | General Director of IDGC of Centre, PJSC  |
| 12 | Konstantin Alexandrovich Mikhailik | Deputy Director General for Operation of PJSC Rosseti   |
| 13 | Alexey Igorevich Pavlov            | Director of Strategy Department of PJSC Rosseti   |
| 14 | Vasiliy Vladimirovich Rozhkov      | Director of Production Department - Deputy Chief Engineer of PJSC Rosseti   |
| 15 | Larisa Anatolievna Romanovskaya    | Acting Deputy Director General for HR Management, Government and Media Relations of PJSC Rosseti                                |
| 16 | Dmitry Alexandrovich Chevkin       | Acting Director of HR Department of PJSC Rosseti  |
| 17 | Andrey Vladimirovich Mayorov       | Deputy Director General - Chief Engineer of PJSC Rosseti  |

\* in accordance with item 16.1. of Article 16 of the Articles of Association of IDGC of Centre, PJSC the Board of Directors of the Company consists of 11 (Eleven) persons.

**List of Candidate Members to the Board of Directors of IDGC of Centre, PJSC:**

| No | Full name of the Candidate         | Nationality | Position, Place of Employment of the Candidate (on the date of nomination)   | Full name/Name of the shareholder who proposed the Candidate to be included into the list for voting to be elected for the Company's Board of Directors/ Quantity of the Company's voting shares, owned by the shareholder, % | Availability of consent to election |
|----|------------------------------------|-------------|--|---|-------------------------------------|
| 1  | Alexander Viktorovich Golovtsov    | RF          |  | Company «New Russian Generation Limited» / 15,98%   | Available                           |
| 2  | Vitaly Yuryevich Zarkhin           | RF          |  | Company «New Russian Generation Limited» / 15,98%   | Available                           |
| 3  | Andrey Vladimirovich Morozov       | RF          | Legal Director, Association of Institutional Investors   | Company «New Russian Generation Limited» / 15,98%   | Available                           |
| 4  | Alexander Viktorovich Shevchuk     | RF          | Executive Director, Association of Institutional Investors   | Company «New Russian Generation Limited» / 15,98%   | Available                           |
| 5  | Anastasiya Igorevna Krupenina      | RF          |  | Sergey Valerievich Ilyushko / 2,09%   | Available                           |
| 6  | Alexander Viktorovich Varvarin     | RF          | Vice-President - Managing Director for Corporate Relations and Legal Support of Russian Union of Industrialists and Entrepreneur | PJSC «Rosseti» / 50,23%   | Available                           |
| 7  | Alexander Ivanovich Kazakov        | RF          | Chairman of the Board of Directors of IDGC of Centre, PJSC, professional director  | PJSC «Rosseti» / 50,23%   | Available                           |
| 8  | Andrey Sergeevich Kolyada          | RF          | Deputy Director of Corporate Governance Department of PJSC Rosseti   | PJSC «Rosseti» / 50,23%   | Available                           |
| 9  | Daniil Vladimirovich Krainskiy     | RF          | Chief Adviser of PJSC Rosseti  | PJSC «Rosseti» / 50,23%   | Available                           |
| 10 | Marina Alexandrovna Lavrova        | RF          | Deputy Director of Economics Department - Head of SDC Business Planning Office of PJSC Rosseti                                   | PJSC «Rosseti» / 50,23%   | Available                           |
| 11 | Igor Vladimirovich Makovskiy       | RF          | General Director of IDGC of Centre, PJSC   | PJSC «Rosseti» / 50,23%   | Available                           |
| 12 | Konstantin Alexandrovich Mikhailik | RF          | Deputy Director General for Operation of PJSC Rosseti  | PJSC «Rosseti» / 50,23%   | Available                           |
| 13 | Alexey Igorevich Pavlov            | RF          | Director of Strategy Department of PJSC Rosseti  | PJSC «Rosseti» / 50,23%   | Available                           |
| 14 | Vasily Vladimirovich Rozhkov       | RF          | Director of Production Department - Deputy Chief Engineer of PJSC Rosseti  | PJSC «Rosseti» / 50,23%   | Available                           |
| 15 | Larisa Anatolievna Romanovskaya    | RF          | Acting Deputy Director General for HR Management, Government and Media Relations of PJSC Rosseti                                 | PJSC «Rosseti» / 50,23%   | Available                           |
| 16 | Dmitry Alexandrovich Chevkin       | RF          | Acting Director of HR Department of PJSC Rosseti   | PJSC «Rosseti» / 50,23%   | Available                           |
| 17 | Andrey Vladimirovich Mayorov       | RF          | Deputy Director General - Chief Engineer of PJSC Rosseti   | Board of Directors  | Available                           |



ITEM № 3 «ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY»

Conclusion of the Personnel and Remuneration Committee of the Company's Board of Directors on the assessment of candidates for the Company's Board of Directors



International Distribution Grid Company of Central Russia (Public Joint-Stock Company)

EXTRACT FROM MINUTES of meeting of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC (in the form of absent voting)

«01» March 2020 Moscow No 02/20

Form of the meeting: absent voting. Total number of members of the Personnel and Remuneration Committee: 5 persons. Participants of the voting: A.V. Varvarin, A.V. Logozhin, L.A. Romanovskaya, D.A. Chevkin, A.V. Shevchuk. Members who did not provide questionnaire: none. The quorum is present. Date of the minutes: 31.03.2020.

Item 2. On preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC. Decision: 1. To approve and submit to the Board of Directors of the Company the results of preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee. 2. To recommend that the Board of Directors of the Company include the results of preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC, conducted by the Personnel and Remuneration Committee, into the list of materials to be provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company.

Voting result: Alexander Viktorovich Varvarin - «FOR» Andrey Vyacheslavovich Logozhin - «FOR» Larisa Anatolievna Romanovskaya - «FOR» Denis Alexandrovich Chevkin - «FOR» Alexander Viktorovich Shevchuk - «ABSTAINED». Total: «FOR» - «04» «ABSTAINED» - «01» «AGAINST» - «00».

Decision is taken. Appendix: The preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC (Appendix # 1).

Minutes signed by: Chairperson of the Personnel and Remuneration Committee of the Board of Directors L.A. Romanovskaya

Secretary of the Personnel and Remuneration Committee of the Board of Directors S.V. Lapinskaya



International Distribution Grid Company of Central Russia (Public Joint-Stock Company)

Extract is correct: Secretary of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC 31.03.2020

S.V. Lapinskaya

EXTRACT FROM MINUTES of meeting of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC (in the form of absent voting)

«02» April 2020 Moscow No 04/20

Form of the meeting: absent voting. Total number of members of the Personnel and Remuneration Committee: 3 persons. Participants of the voting: A.V. Varvarin, A.V. Logozhin, L.A. Romanovskaya, D.A. Chevkin, A.V. Shevchuk. Members who did not provide questionnaire: none. The quorum is present. Date of the minutes: 28.04.2020.

Item 2. On preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC. Decision: 1. To approve and submit to the Board of Directors of the Company taking into account the results obtained by the Personnel and Remuneration Committee on 31.03.2020 (Minutes # 02/20), the results of preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC, in accordance with Appendix # 2 to this decision of the Personnel and Remuneration Committee. 2. To recommend that the Board of Directors of the Company include the results of preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC, conducted by the Personnel and Remuneration Committee, into the list of materials to be provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company.

Voting result: Alexander Viktorovich Varvarin - «FOR» Andrey Vyacheslavovich Logozhin - «FOR» Larisa Anatolievna Romanovskaya - «FOR» Denis Alexandrovich Chevkin - «FOR» Alexander Viktorovich Shevchuk - «ABSTAINED». Total: «FOR» - «04» «ABSTAINED» - «01» «AGAINST» - «00».

Decision is taken.

Appendix: The preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC (Appendix # 2).

Minutes signed by: Chairperson of the Personnel and Remuneration Committee of the Board of Directors L.A. Romanovskaya

Secretary of the Personnel and Remuneration Committee of the Board of Directors S.V. Lapinskaya

Extract is correct: Secretary of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC 28.04.2020 S.V. Lapinskaya

The preliminary Assessment of Candidate Members to the Board of Directors of IDGC of Centre, PJSC shall be submitted as materials to the Annual General Meeting of Shareholders in accordance with clause 4.5. of the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC (hereinafter referred to as the Regulation on the General Meeting of Shareholders), according to which along with other information materials on the agenda of the General Meeting of Shareholders of the Company information should be available on candidates to the Board of Directors of the Company for familiarization to all shareholders of the Company.

In accordance with clause 4.6 of the Regulation on the General Meeting of Shareholders "the executive bodies of the Company in the period prior to the General Meeting of Shareholders shall implement the Company's information policy in such a way that it is directed to election to the Company's Board of Directors of candidates meeting the requirements of regulatory bodies and trading authorities on the securities market of the Russian Federation". The Listing Rules of PJSC "Moscow Exchange" require that members of the Board of Directors meet the requirements set forth in Appendix 4 to the Listing Rules of PJSC "Moscow Exchange".

At the same time, it is recommended to select candidates to the Board of Directors from among specialists competent in a range of issues covering both the main sphere of the Company's activities and individual industries and regions in which the Company operates.

Thus, the Personnel and Remuneration Committee analyzed and evaluated the candidates nominated to the Board of Directors of the Company regarding the recommendations shown to the members of the Board of Directors of IDGC of Centre, PJSC by the Listing Rules, admission to placement and circulation of securities at PJSC "Moscow Exchange" (Appendix 1).

In accordance with clauses 1, 3, 4 of Article 53 of the Federal Law "On Joint-Stock Companies" of December 26, 1995 No. 208-FZ, clause 13.1 of Article 13 of the Company's Articles of Association, not later than 60 (Sixty) days after the end of the fiscal year (no later than 02.03.2020) 16 candidates to the Board of Directors of the Company were nominated from the shareholders (shareholder) of the Company who collectively own at least 2 (Two) percent of the Company's voting shares.

By the decision of the Board of Directors of the Company of 06.03.2020 (Minutes No. 10/20), taking into account the decision of the Board of Directors of the Company of 28.04.2020 (Minutes No. 20/20), all 17 candidates were included in the list of candidates for voting for election to the Board of Directors of the Company.

The preliminary evaluation of the candidates is based on the available personal data of the current members of the Board of Directors, on the data submitted by the shareholders of the Company, who nominated these candidates for election to the Board of Directors of the Company, and on data submitted by candidates in accordance with the additional request of the Corporate Secretary of the Company dated 10.03.2020 № MP1-TSA/7/3/407.

In the opinion of the Personnel and Remuneration Committee, an analysis of the composition of candidates to the Company's Board of Directors allows to conclude that:

- 1) submission by all candidates for election of the written consent evidences the openness of procedures for nominating and electing candidates to the Board of Directors, the willingness (if elected) to exercise the rights and perform the duties of a member of the Board of Directors, to act in the interests of the Company, exercise their rights and fulfill their obligations in respect to the Company honestly and reasonably, in accordance with applicable law, the Articles of Association and internal documents of the Company;
- 2) candidates for the Board of Directors are recognized experts in the field of electricity, finance, law, strategic management, audit, risk management, HR management, corporate governance, production modernization, innovation and investment in various areas, which will directly contribute to the effective operation of the entire Board of Directors in the interests of the Company and its shareholders;
- 3) personal characteristics of candidates for the Board of Directors, including experience in the boards of directors or at senior positions of other joint-stock companies, whose shares are included in the quotation lists of organized trading platforms (exchanges), including in international companies, will positively influence the effectiveness of the work of the Council Directors, including the ability to work in a team, accessibility for communication, the ability to defend one's views, skills to reckon with opinions of others;
- 4) candidates for the Board of Directors are represented by different groups of shareholders of the Company, which will provide:

- balance of interests - taking into account interests and viewpoints of different groups of shareholders;
- objective and independent judgment when making decisions;
- comprehensive and thorough discussion, elaboration and adoption of effective decisions on all issues within the competence of the Board of Directors.

- 5) the lists of candidates for the Board of Directors include fewer than one-fourth of the candidates who are employees of the Company (namely, out of 17 - 1),
- 6) based on the requirements for the independence of a member of the Board of Directors as provided for by the Listing Rules of PJSC "Moscow Exchange" and the Corporate Governance Code of the Bank of Russia, an analysis was carried out according to which (at the time of the assessment) out of 17 candidates:

• 6 candidates (Varvarin A.V., Golovtsov A.V., Zarkhin V.Y., Krupenina A.I., Morozov A.V., Shevchuk A.V.) the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize them as independent directors if they are elected at the Annual General Meeting of Shareholders in 2020, since their affiliation with the Company, with a significant shareholder of the Company, with a significant counterparty of the Company, certain groups of shareholders, the Company's competitors and counterparties;

• 10 candidates (Kolyada A.S., Krainsky D.V., Lavrova M.A., Makovskiy I.V., Mikhailik R.A., Pavlov A.I., Rozhkov V.V., Romanovskaya L.A., Chevkin D.A., Mayorov A.V.) the Personnel and Remuneration Committee recognized as associated with the Company, with a significant shareholder of the Company and with the state.

The Personnel and Remuneration Committee draws attention to the fact that following the results of the Annual General Meeting of Shareholders of the Company, the situation with the results of the assessment may change. Thus, the elected member of the Board of Directors will cease to appear or vice versa will be recognized as independent for one reason or another, such as: the regulator or the Exchange will change the requirements for the conditions of independence, the member of the Board of Directors will be elected or cease his or her participation in controlled entities of the person, who controls the Company and/or in legal entities controlled by the substantial shareholder of the Company or a person controlling the substantial shareholder of the Company, etc.

At the same time, the Personnel and Remuneration Committee notes that the Board of Directors of the Company may, in exceptional cases, recognize the independence of a member of the Board of Directors despite having formal criteria of relation to the Company, the substantial shareholder of the Company, a material counterparty or competitor of the Company established in the criteria for determining independence of members of the Board of Directors in the event that such a relationship does not affect the ability of the respective member of the Board of Directors to make independent, objective and conscientious judgments.

The Personnel and Remuneration Committee recommends:

1. Including the results of the evaluation of the candidates to the Board of Directors of IDGC of Centre, PJSC, conducted by the Personnel and Remuneration Committee, into the list of materials provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company in 2020;
2. Following the results of the election in 2020 of a new Board of Directors at the Annual General Meeting of Shareholders, taking into account the recommendations set out in this decision when determining the status of an independent member of the Board of Directors of IDGC of Centre, PJSC;
3. The Company to comply with the requirements of the Listing Rules of PJSC "Moscow Exchange" and the Corporate Governance Code to vote at the Annual General Meeting of Shareholders of IDGC of Centre, PJSC in 2020 on the item of electing members of the Board of Directors of the Company in such a way as to ensure the balance of the Board of Directors in terms of experience and professional qualifications, and also electing to the Board of Directors most candidates who meet the requirements of independence.

Chairperson of the Personnel and Remuneration Committee

Romanovskaya L.A.

**Assessment of Candidate Members to the Company's Board of Directors, prepared by the Personnel and Remuneration Committee of the Company's Board of Directors:**

| №  | Full name of the Candidate Member  | Status                       |           |               |
|----|------------------------------------|------------------------------|-----------|---------------|
|    |                                    | Independent                  | Executive | Non-executive |
| 1  | Alexander Viktorovich Golovtsov    | Yes* (with the explanations) | No        | Yes           |
| 2  | Vitaly Yuryevich Zarkhin           | Yes* (with the explanations) | No        | Yes           |
| 3  | Andrey Vladimirovich Morozov       | Yes* (with the explanations) | No        | Yes           |
| 4  | Alexander Viktorovich Shevchuk     | Yes* (with the explanations) | No        | Yes           |
| 5  | Anastasiya Igorevna Krupenina      | Yes* (with the explanations) | No        | Yes           |
| 6  | Alexander Viktorovich Varvarin     | Yes* (with the explanations) | No        | Yes           |
| 7  | Alexander Ivanovich Kazakov        | No                           | No        | Yes           |
| 8  | Andrey Sergeevich Kolyada          | No                           | No        | Yes           |
| 9  | Daniil Vladimirovich Krainskiy     | No                           | No        | Yes           |
| 10 | Marina Alexandrovna Lavrova        | No                           | No        | Yes           |
| 11 | Igor Vladimirovich Makovskiy       | No                           | Yes       | No            |
| 12 | Konstantin Alexandrovich Mikhailik | No                           | No        | Yes           |
| 13 | Alexey Igorevich Pavlov            | No                           | No        | Yes           |
| 14 | Vasiliy Vladimirovich Rozhkov      | No                           | No        | Yes           |
| 15 | Larisa Anatolievna Romanovskaya    | No                           | No        | Yes           |
| 16 | Dmitry Alexandrovich Chevkin       | No                           | No        | Yes           |
| 17 | Andrey Vladimirovich Mayorov       | No                           | No        | Yes           |

**1. Alexander Viktorovich Golovtsov (professional experience)**

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education  | Positions in the Company and other entities for last 5 years (work experience)                      | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities   |
|---------------|--|--|---|---|
| 1973          | 30.05.2019   | <b>1996</b> , State Technical University named after D.F. Ustinov,<br><b>Specialty:</b> Electrical Engineer<br><b>Qualification:</b> Automated Control Systems | 05.2005 – 01.2019 - Head of the Analytical Research Department of JSC "URALSIB" Management Company" | Member of the Board of Directors:<br>- IDGC of Centre, PJSC;<br>- Association of Institutional Investors;<br>- PJSC «IDGC of Volga»;<br>- PJSC «IDGC of North-West»<br>/<br>Nominated for election to the Board of Directors of:<br>- PJSC «IDGC of Volga»;<br>- PJSC «IDGC of North-West»;<br>- IDGC of Center and Volga Region, PJSC;<br>- PJSC «Rosseti South» |

### 1. Alexander Viktorovich Golovtsov (compliance with the criteria of independence). Part 1

| №  | Group of criteria   | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|--|---|---|---|--|
| 1  | Not related to the Company, if he and (or) related persons  | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Complies  |  |
|  |   | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply on formal grounds*                                  | <p>At the time of the evaluation A.V. Golovtsov is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «IDGC of Centre», PJSC «IDGC of Volga», PJSC «IDGC of North-West»).</p> <p>Considering that A.V. Golovtsov was nominated as a candidate to the Board of Directors of IDGC of Centre, PJSC by a non-controlling shareholder of the Company, and also that A.V. Golovtsov is an independent member of the Board of Directors of the Company and is an active representative of minority shareholders, the Personnel and Remuneration Committee does not recognize A.V. Golovtsov as a person associated with the Company.</p> <p>Guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize A.V. Golovtsov as an independent director despite the existence of formal criteria for relation (in case of his election at the Annual General Meeting of Shareholders in 2020).</p> |
|  |   | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Complies  |  |
|  |   | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |  |
|  |   | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |  |
|  |   | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |  |
|  |   | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |  |
| have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor | Complies  |   |   |  |
| <b>CONCLUSION</b>  | <b>*Is not a person related to the Company, taking into account the explanation of this section</b> |   |   |  |



**1. Alexander Viktorovich Golovtsov (compliance with the criteria of independence). Part 2-3**

| №                 | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|---|--|---|--|
| 2                 | Not related to the substantial Shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Complies  |  |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Complies  |  |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Does not comply on formal grounds*                                  | <p>At the time of the evaluation A.V. Golovtsov is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as under indirect control of the Russian Federation - the entity controlling a significant shareholder of the Company (PJSC «IDGC of Centre», PJSC «IDGC of Volga», PJSC «IDGC of North-West»).</p> <p>Given that A.V. Golovtsov, according to this criterion, was already recognized as an independent member of the Board of Directors, the Personnel and Remuneration Committee does not recognize A.V. Golovtsov as a person associated with a significant shareholder. Guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize A.V. Golovtsov as an independent director despite the existence of formal criteria for relation despite the existence of formal criteria for relation (in case of his election at the Annual General Meeting of Shareholders in 2020).</p> |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a substantial shareholder of the Company, taking into account the explanation of this section</b>  |   |  |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Complies  |  |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |  |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a material counterparty or competitor of the Company</b>   |   |  |

**1. Alexander Viktorovich Golovtsov (compliance with the criteria of independence). Part 4**

| №                 | Group of criteria                                     | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence |
|-------------------|---|---|---|----------|
| 4                 | Not related to the state or a municipal entity, if he | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |          |
|                   |   | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |          |
|                   |   | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |          |
|                   |   | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Complies  |          |
| <b>CONCLUSION</b> |   | <b>Is not a person related to the state or a municipal entity</b>   |   |          |

**2. Vitaly Yuryevich Zarkhin (professional experience)**

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education   | Positions in the Company and other entities for last 5 years (work experience)                    | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities  |
|---------------|--|---|---|--|
| 1980          | 30.05.2019   | <b>2000</b> - State University - Higher School of Economics<br><b>2000</b> - Master of Management, 1998 - Bachelor of Economics | 05.2005 – 01.2019 - Head of the Department of Analytical Research, Management Company JSC URALSIB | Member of the Board of Directors:<br>- PJSC «IDGC of Centre»;<br>- PJSC «IDGC of Centre and Volga Region»;<br>- PJSC «Rosseti South»<br>/<br>Nominated for election to the Board of Directors of:<br>- PJSC «Enel Russia»;<br>- PJSC «Rosseti South»;<br>- PJSC «IDGC of North-West»;<br>- PJSC «IDGC of Centre and Volga Region»;<br>- PJSC «GAZ» |

## 2. Vitaly Yuryevich Zarkhin (compliance with the criteria of independence). Part 1

| №  | Group of criteria   | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|--|---|---|---|---|
| 1  | Not related to the Company, if he and (or) related persons  | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Complies  |   |
|  |   | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply on formal grounds*                                  | At the time of the evaluation V.Y. Zarkhin is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «IDGC of Centre», PJSC «IDGC of Centre and Volga Region», PJSC «Rosseti South»). Considering that V.Y. Zarkhin was nominated as a candidate to the Board of Directors of IDGC of Centre, PJSC by a non-controlling shareholder of the Company, and also that V.Y. Zarkhin is an independent member of the Board of Directors of the Company and is an active representative of minority shareholders, the Personnel and Remuneration Committee does not recognize V.Y. Zarkhin as a person associated with the Company.<br>Guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize V.Y. Zarkhin as an independent director despite the existence of formal criteria for relation (in case of his election at the Annual General Meeting of Shareholders in 2020). |
|  |   | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Complies  |   |
|  |   | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |   |
|  |   | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |   |
|  |   | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |   |
|  |   | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |   |
| have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor | Complies  |   |   |   |
| <b>CONCLUSION</b>  | <b>*Is not a person related to the Company, taking into account the explanation of this section</b> |   |   |   |

**2. Vitaly Yuryevich Zarkhin (compliance with the criteria of independence). Part 2-3**

| №                 | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|---|--|---|---|
| 2                 | Not related to the substantial Shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Complies  |   |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Complies  |   |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Does not comply on formal grounds*                                  | At the time of the evaluation V.Y. Zarkhin is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as under indirect control of the Russian Federation - the entity controlling a significant shareholder of the Company (PJSC «IDGC of Centre», PJSC «IDGC of Centre and Volga Region», PJSC «Rosseti South»). Given that V.Y. Zarkhin, according to this criterion, was already recognized as an independent member of the Board of Directors, the Personnel and Remuneration Committee does not recognize V.Y. Zarkhin as a person associated with a significant shareholder. Guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize V.Y. Zarkhin as an independent director despite the existence of formal criteria for relation (in case of his election at the Annual General Meeting of Shareholders in 2020). |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a substantial shareholder of the Company, taking into account the explanation of this section</b>  |   |   |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Does not comply on formal grounds*                                  | At the time of the evaluation V.Y. Zarkhin is a member of the Board of Directors of PJSC «IDGC of Centre and Volga Region», which is the controlling entity of a significant counterparty of the Company - IEC "Energy-Efficient Technologies", the amount of fulfilled obligations of which to IDGC of Centre exceeds 2% of the book value of assets and 2% of revenue (income) of JSC IEC "Energoefficient Technologies" for 2019. The Personnel and Remuneration Committee does not recognize this candidate as a person associated with the significant counterparty. Guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize V.Y. Zarkhin as an independent director despite the existence of formal criteria for relation (in case of his election at the Annual General Meeting of Shareholders in 2020).   |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |   |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a material counterparty or competitor of the Company, taking into account the explanation of this section</b>  |   |   |

## 2. Vitaly Yuryevich Zarkhin (compliance with the criteria of independence). Part 4

| №                 | Group of criteria                                     | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence |
|-------------------|---|---|---|----------|
| 4                 | Not related to the state or a municipal entity, if he | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |          |
|                   |   | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |          |
|                   |   | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |          |
|                   |   | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Complies  |          |
| <b>CONCLUSION</b> |   | <b>Is not a person related to the state or a municipal entity</b>   |   |          |

### 3. Andrey Vladimirovich Morozov (professional experience)

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education  | Positions in the Company and other entities for last 5 years (work experience)  | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities   |
|---------------|--|--|---|---|
| 1978          | Was not elected  | <p><b>2000</b>, Russian Law Academy of the Ministry of Justice of the Russian Federation<br/> <b>Specialty:</b> Jurisprudence<br/> <b>Faculty:</b> Law</p> <p><b>2016</b>, Harvard Law School<br/> <b>Specialty:</b> Master of Laws (LLM), corporate governance<br/> <b>Faculty:</b> Law</p> | <p>09.2017 – till current - Legal Director Association of Institutional Investors</p> <p>09.2003 – 08.2015 – Head of Legal Department of Moscow Representative Office of NCH Advisors, Inc. (USA)</p> | <p>Member of the Board of Directors:<br/>           - PJSC «IDGC of Centre and Volga Region»;<br/>           - PJSC «Rosseti South»;<br/>           - PJSC «IDGC of North-West»</p> <p>/</p> <p>Nominated for election to the Board of Directors of:<br/>           - PJSC «IDGC of Centre and Volga Region»;<br/>           - PJSC «Rosseti South»;<br/>           - PJSC «IDGC of North-West»;<br/>           - PJSC «IDGC of Volga»;<br/>           - PJSC Far-Eastern Shipping Company»</p> |

### 3. Andrey Vladimirovich Morozov (compliance with the criteria of independence). Part 1

| №                 | Group of criteria   | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|---|---|---|---|
| 1                 | Not related to the Company, if he and (or) related persons  | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Complies  |   |
|                   |   | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply on formal grounds*                                  | At the time of the evaluation A.V. Morozov is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «IDGC of Centre and Volga Region», PJSC «Rosseti South», PJSC «IDGC of North-West»). Considering that A.V. Morozov was nominated as a candidate to the Board of Directors of IDGC of Centre, PJSC by a non-controlling shareholder of the Company, and also that A.V. Morozov is recognized as an independent member of the Board of Directors of PJSC «IDGC of Centre and Volga Region», PJSC «Rosseti South», PJSC «IDGC of North-West» and is an active representative of minority shareholders, the Personnel and Remuneration Committee does not recognize A.V. Morozov as a person associated with the Company. Guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee recommends to the Board of Directors of IDGC of Centre, PJSC to recognize A.V. Morozov as an independent director despite the existence of formal criteria for relation (in case of his election at the Annual General Meeting of Shareholders in 2020). |
|                   |   | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Complies  |   |
|                   |   | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |   |
|                   |   | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |   |
|                   |   | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |   |
|                   |   | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |   |
|                   |   | have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor  | Complies  |   |
| <b>CONCLUSION</b> | <b>*Is not a person related to the Company, taking into account the explanation of this section</b> |   |   |   |



### 3. Andrey Vladimirovich Morozov (compliance with the criteria of independence). Part 2-3

| №                 | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|---|--|---|---|
| 2                 | Not related to the substantial Shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Complies  |   |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Complies  |   |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Does not comply on formal grounds*                                  | <p>At the time of the evaluation A.V. Morozov is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as under indirect control of the Russian Federation - the entity controlling a significant shareholder of the Company (PJSC «IDGC of Centre and Volga Region», PJSC «Rosseti South», PJSC «IDGC of North-West»).</p> <p>Given that A.V. Morozov, according to this criterion, was already recognized as an independent member of the Board of Directors of PJSC «IDGC of Centre and Volga Region», PJSC «Rosseti South», PJSC «IDGC of North-West», the Personnel and Remuneration Committee does not recognize A.V. Morozov as a person associated with a significant shareholder.</p> <p>Guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize A.V. Morozov as an independent director despite the existence of formal criteria for relation (in case of his election at the Annual General Meeting of Shareholders in 2020).</p> |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a substantial shareholder of the Company, taking into account the explanation of this section</b>  |   |   |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Does not comply on formal grounds*                                  | <p>At the time of the evaluation A.V. Morozov is a member of the Board of Directors of PJSC «IDGC of Centre and Volga Region», which is the controlling entity of a significant counterparty of the Company - IEC "Energy-Efficient Technologies", the amount of fulfilled obligations of which to IDGC of Centre exceeds 2% of the book value of assets and 2% of revenue (income) of JSC IEC "Energoefficient Technologies" for 2019.</p> <p>The Personnel and Remuneration Committee does not recognize this candidate as a person associated with the significant counterparty.</p> <p>Guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize A.V. Morozov as an independent director despite the existence of formal criteria for relation (in case of his election at the Annual General Meeting of Shareholders in 2020).</p>  |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |   |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a material counterparty or competitor of the Company, taking into account the explanation of this section</b>  |   |   |

### 3. Andrey Vladimirovich Morozov (compliance with the criteria of independence). Part 4

| №                 | Group of criteria                                     | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence |
|-------------------|---|---|---|----------|
| 4                 | Not related to the state or a municipal entity, if he | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |          |
|                   |   | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |          |
|                   |   | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |          |
|                   |   | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Complies  |          |
| <b>CONCLUSION</b> |   | <b>Is not a person related to the state or a municipal entity</b>   |   |          |

#### 4. Alexander Viktorovich Shevchuk (professional experience)

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education  | Positions in the Company and other entities for last 5 years (work experience)  | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities   |
|---------------|--|--|---|---|
| 1983          | 17.06.2011   | <b>2005</b> , Financial Academy under the Russian Federation Government<br><b>Faculty:</b> Finance and credit<br><b>Qualification:</b> Economist | 2014 – till current - Executive Director Association of Institutional Investors | Member of the Board of Directors:<br>- PJSC «IDGC of Centre»;<br>- OJSC «IDGC of Urals»;<br>- PJSC «IDGC of Centre and Volga Region»;<br>- PJSC «Detsky Mir»<br>/<br>Nominated for election to the Board of Directors of:<br>- PJSC «IDGC of Centre and Volga Region»;<br>- OJSC «IDGC of Urals»;<br>- PJSC «IDGC of Volga»;<br>- PJSC «IDGC of North-West» |

#### 4. Alexander Viktorovich Shevchuk (compliance with the criteria of independence). Part 1

| №          | Group of criteria  | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|------------|--|---|---|---|
| 1          | Not related to the Company, if he and (or) related persons                                   | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Complies  |   |
|            |  | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply on formal grounds*                                  | At the time of the evaluation A.V. Shevchuk is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «IDGC of Centre», PJSC «IDGC of Centre and Volga Region», OJSC «IDGC of Urals»). Considering that A.V. Shevchuk was nominated as a candidate to the Board of Directors of IDGC of Centre, PJSC by a non-controlling shareholder of the Company, and also that A.V. Shevchuk is an independent member of the Board of Directors of the Company and is an active representative of minority shareholders, the Personnel and Remuneration Committee does not recognize A.V. Shevchuk as a person associated with the Company. Guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize A.V. Shevchuk as an independent director despite the existence of formal criteria for relation (in case of his election at the Annual General Meeting of Shareholders in 2020).   |
|            |  | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Complies  |   |
|            |  | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |   |
|            |  | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |   |
|            |  | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |   |
|            |  | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |   |
|            |  | have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor  | Does not comply on formal grounds*                                  | The total period of membership in the Board of Directors is more than 7 years. Considering that A.V. Shevchuk is an independent member of the Board of Directors of the Company, and also that the long period of work of A.V. Shevchuk in the Board of Directors of the Company is his advantage and having studied various aspects of the Company's activities, having acquired the necessary professional competences in the field of the electric power industry and extensive knowledge of the Company's business, detailed knowledge of the specifics of the Company's business processes, it allows A.V. Shevchuk to make fair judgments on the substance of issues considered by the Board of Directors and Committees of the Board of Directors of the Company, the Personnel and Remuneration Committee does not recognize A.V. Shevchuk as a person associated with the Company. Guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize A.V. Shevchuk as an independent director despite the existence of formal criteria for relation (in case of his election at the Annual General Meeting of Shareholders in 2020) |
| CONCLUSION | *Is not a person related to the Company, taking into account the explanation of this section |   |   |   |

#### 4. Alexander Viktorovich Shevchuk (compliance with the criteria of independence). Part 2-3

| №                 | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|---|--|---|--|
| 2                 | Not related to the substantial Shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Complies  |  |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Complies  |  |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Does not comply on formal grounds*                                  | At the time of the evaluation A.V. Shevchuk is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as under indirect control of the Russian Federation - the entity controlling a significant shareholder of the Company (PJSC «IDGC of Centre», PJSC «IDGC of Centre and Volga Region», OJSC «IDGC of Urals»). Given that A.V. Shevchuk, according to this criterion, was already recognized as an independent member of the Board of Directors, the Personnel and Remuneration Committee does not recognize A.V. Shevchuk as a person associated with a significant shareholder. Guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize A.V. Shevchuk as an independent director despite the existence of formal criteria for relation (in case of his election at the Annual General Meeting of Shareholders in 2020).                        |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a substantial shareholder of the Company, taking into account the explanation of this section</b>  |   |  |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Does not comply on formal grounds*                                  | At the time of the evaluation A.V. Shevchuk is a member of the Board of Directors of PJSC «IDGC of Centre and Volga Region», which is the controlling entity of a significant counterparty of the Company - IEC "Energy-Efficient Technologies", the amount of fulfilled obligations of which to IDGC of Centre exceeds 2% of the book value of assets and 2% of revenue (income) of JSC IEC "Energoefficient Technologies" for 2019. Given that A.V. Shevchuk, according to this criterion, was already recognized as an independent member of the Board of Directors, the Personnel and Remuneration Committee does not recognize A.V. Shevchuk as a person associated with a significant counterparty. Guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize A.V. Shevchuk as an independent director despite the existence of formal criteria for relation (in case of his election at the Annual General Meeting of Shareholders in 2020). |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |  |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a material counterparty or competitor of the Company, taking into account the explanation of this section</b>  |   |  |

#### 4. Alexander Viktorovich Shevchuk (compliance with the criteria of independence). Part 4

| №                 | Group of criteria                                     | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence |
|-------------------|---|---|---|----------|
| 4                 | Not related to the state or a municipal entity, if he | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |          |
|                   |   | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |          |
|                   |   | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |          |
|                   |   | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Complies  |          |
| <b>CONCLUSION</b> |   | <b>Is not a person related to the state or a municipal entity</b>   |   |          |

**5. Anastasiya Igorevna Krupenina (professional experience)**

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education  | Positions in the Company and other entities for last 5 years (work experience)   | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities |
|---------------|--|--|--|---|
| 1985          | Was not elected  | <b>2007</b> , Tver State University<br><b>Specialty:</b> Finance and credit<br><b>Qualification:</b> Economist | 06.2018 – till current - Director of Strategy and Investments, Pyat Plus LLC<br><br>07.2017 – 02.2018 - Head of Securities Office of JSC "GUTA-BANK"<br><br>10.2012 – 07.2017 - Economist of the 1st category of Dealer Operations Section of Securities Office of JSC "GUTA-BANK" | Member of the Board of Directors: PJSC «IDGC of Centre and Volga Region»<br>/<br>Was nominated to election to the Board of Directors of:<br>-PJSC «IDGC of North-West»;<br>- JSC «Modern Steel Factory»         |

### 5. Anastasiya Igorevna Krupenina (compliance with the criteria of independence). Part 1

| №  | Group of criteria  | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|--|--|---|---|--|
| 1  | Not related to the Company, if he and (or) related persons                                   | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Complies  |  |
|  |  | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply on formal grounds*                                  | At the time of the evaluation A.I. Krupenina is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «IDGC of Centre and Volga Region»). Considering that A.I. Krupenina was nominated as a candidate to the Board of Directors of IDGC of Centre, PJSC by a non-controlling shareholder of the Company, and also that A.I. Krupenina is an independent member of the Board of Directors of the Company and is an active representative of minority shareholders, the Personnel and Remuneration Committee does not recognize A.I. Krupenina as a person associated with the Company.<br>Guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize A.I. Krupenina as an independent director despite the existence of formal criteria for relation (in case of his election at the Annual General Meeting of Shareholders in 2020). |
|  |  | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Complies  |  |
|  |  | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |  |
|  |  | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |  |
|  |  | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |  |
|  |  | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |  |
| have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor | Complies   |   |   |  |
| CONCLUSION   | *Is not a person related to the Company, taking into account the explanation of this section |   |   |  |



### 5. Anastasiya Igorevna Krupenina (compliance with the criteria of independence). Part 2-3

| No                | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|---|--|---|--|
| 2                 | Not related to the substantial Shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Complies  |  |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Complies  |  |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Complies  |  |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a substantial shareholder of the Company</b>   |   |  |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Does not comply on formal grounds*                                  | At the time of the evaluation A.I. Krupenina is a member of the Board of Directors of IDGC of Centre and Volga Region, which is the controlling entity of a significant counterparty of the Company - IEC "Energy-Efficient Technologies", the amount of fulfilled obligations of which to IDGC of Centre exceeds 2% of the book value of assets and 2% of revenue (income) of JSC IEC "Energoefficient Technologies" for 2019.<br>The Personnel and Remuneration Committee does not recognize A.I. Krupenina as a person associated with the significant counterparty.<br>Guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize A.I. Krupenina as an independent director despite the existence of formal criteria for relation (in case of his election at the Annual General Meeting of Shareholders in 2020). |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |  |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a material counterparty or competitor of the Company, taking into account the explanation of this section</b>  |   |  |

**5. Anastasiya Igorevna Krupenina (compliance with the criteria of independence). Part 4**

| №                 | Group of criteria                                     | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence |
|-------------------|---|---|---|----------|
| 4                 | Not related to the state or a municipal entity, if he | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |          |
|                   |   | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |          |
|                   |   | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |          |
|                   |   | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Complies  |          |
| <b>CONCLUSION</b> |   | <b>Is not a person related to the state or a municipal entity</b>   |   |          |

### 6. Alexander Viktorovich Varvarin (professional experience)

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education  | Positions in the Company and other entities for last 5 years (work experience)  | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities  |
|---------------|--|--|---|--|
| 1975          | 31.05.2018   | <b>1998</b> , Institute of International Law and Economics named after A.S. Griboedov (Moscow),<br><b>Specialty:</b> Jurisprudence<br><b>Qualification:</b> Lawyer | 01.2006 – till current - General Director, Member of the Board of NP "Centre for Development of Corporate Relations and Resolution of Economic Disputes"<br><br>08.2005 – till current – Vice-President for Legal Regulation and Enforcement, Vice-President - Managing Director for Corporate Relations and Legal Support of Russian Union of Industrialists and Entrepreneurs | Chairman of the Board of the Association "Interregional Self-Regulating Organization of Professional Arbitration Managers"<br>Member of the Board of Directors:<br>- PJSC «IDGC of Centre»;<br>- PJSC «Kubanenergo»;<br>- NP "Institute of Internal Auditors"<br>/<br>Nominated for election to the Board of Directors of PJSC «Kubanenergo» |

### 6. Alexander Viktorovich Varvarin (compliance with the criteria of independence). Part 1

| No                | Group of criteria  | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|--|---|---|--|
| 1                 | Not related to the Company, if he and (or) related persons | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Complies  |  |
|                   |  | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply on formal grounds*                                  | At the time of the evaluation A.V. Varvarin is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «IDGC of Centre», PJSC «Kubanenergo»). Considering that A.V. Varvarin is an independent member of the Board of Directors of the Company, the Personnel and Remuneration Committee does not recognize this candidate as a person associated with the Company.<br>Guided by Articles 109-110 of the Corporate Governance Code of the Bank of Russia and clause 2 of Section 2.19 of Appendix 2, Appendix 4.1 to the Rules, the Personnel and Remuneration Committee recommends that the Board of Directors of IDGC of Centre, PJSC recognize A.V. Varvarin as an independent director despite the existence of formal criteria for relation (in case of his election at the Annual General Meeting of Shareholders in 2020). |
|                   |  | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Complies  |  |
|                   |  | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |  |
|                   |  | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |  |
|                   |  | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |  |
|                   |  | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |  |
|                   |  | have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor  | Complies  |  |
| <b>CONCLUSION</b> |  | <b>*Is not a person related to the Company, taking into account the explanation of this section</b>   |   |  |

### 6. Alexander Viktorovich Varvarin (compliance with the criteria of independence). Part 2-3

| №                 | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence |
|-------------------|---|--|---|----------|
| 2                 | Not related to the substantial Shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Complies  |          |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Complies  |          |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Complies  |          |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a substantial shareholder of the Company</b>   |   |          |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Complies  |          |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |          |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a material counterparty or competitor of the Company</b>   |   |          |

### 6. Alexander Viktorovich Varvarin (compliance with the criteria of independence). Part 4

| №                 | Group of criteria                                     | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence |
|-------------------|---|---|---|----------|
| 4                 | Not related to the state or a municipal entity, if he | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |          |
|                   |   | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |          |
|                   |   | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |          |
|                   |   | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Complies  |          |
| <b>CONCLUSION</b> |   | <b>Is not a person related to the state or a municipal entity</b>   |   |          |

**7. Alexander Ivanovich Kazakov (professional experience)**

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education  | Positions in the Company and other entities for last 5 years (work experience) | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities   |
|---------------|--|--|--|---|
| 1948          | 31.05.2018   | <p>1971, Moscow Engineering and Economic Institute named after S. Ordzhonikidze<br/> <b>Specialty:</b> Engineer-Economist<br/>                     Doctor of Economics, 1993</p> | 02.2011 – till current - professional director                                 | <p>Chair of the Board of Directors:<br/>                     - PJSC «IDGC of Centre»;<br/>                     - PJSC «IDGC of Centre and Volga Region»</p> <p>/</p> <p>Nominated for election to the Board of Directors of:<br/>                     - PJSC «IDGC of Centre and Volga Region»;<br/>                     - PJSC «IDGC of Volga»</p> |

**7. Alexander Ivanovich Kazakov (compliance with the criteria of independence). Part 1**

| №                 | Group of criteria  | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|--|---|---|---|
| 1                 | Not related to the Company, if he and (or) related persons | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Complies  |   |
|                   |  | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply   | At the time of the evaluation A.I. Kazakov is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «IDGC of Centre» and PJSC «IDGC of Centre and Volga Region») |
|                   |  | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Complies  |   |
|                   |  | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |   |
|                   |  | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |   |
|                   |  | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |   |
|                   |  | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |   |
|                   |  | have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor  | Complies  |   |
| <b>CONCLUSION</b> | <b>Is a person related to the Company</b>                  |   |   |   |



### 7. Alexander Ivanovich Kazakov (compliance with the criteria of independence). Part 2-3

| №                 | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|---|--|---|---|
| 2                 | Not related to the substantial Shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Complies  |   |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Complies  |   |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Complies  |   |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a substantial shareholder of the Company</b>   |   |   |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Does not comply   | At the time of the evaluation A.I. Kazakov is a member of the Board of Directors of IDGC of Centre and Volga Region, which is the controlling entity of a significant counterparty of the Company - IEC "Energy-Efficient Technologies", the amount of fulfilled obligations of which to IDGC of Centre exceeds 2% of the book value of assets and 2% of revenue (income) of JSC IEC "Energoefficient Technologies" for 2019. |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |   |
| <b>CONCLUSION</b> |   | <b>Is a person related to a material counterparty of the Company</b>   |   |   |

### 7. Alexander Ivanovich Kazakov (compliance with the criteria of independence). Part 4

| №                 | Group of criteria                                     | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence |
|-------------------|---|---|---|----------|
| 4                 | Not related to the state or a municipal entity, if he | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |          |
|                   |   | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |          |
|                   |   | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |          |
|                   |   | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Complies  |          |
| <b>CONCLUSION</b> |   | <b>Is not a person related to the state or a municipal entity</b>   |   |          |

**8. Andrey Sergeevich Kolyada (professional experience)**

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education  | Positions in the Company and other entities for last 5 years (work experience)  | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities  |
|---------------|--|--|---|--|
| 1984          | Was not elected  | <p><b>2007</b>, State University of Management. Institute of Management in Energy<br/> <b>Specialty:</b> Corporate Governance</p> <p><b>2011</b>, Russian State University of Trade and Economics<br/> <b>Specialty:</b> Jurisprudence. Master of Laws</p> | <p>09.2013 – till current - Deputy Director of Corporate Governance Department, Head of the Office of Securities and Information Disclosure of the Corporate Governance Department, Head of the Equity Office of the Department of Corporate Governance and Interaction with Shareholders and Investors of PJSC «Rosseti»</p> | <p>Member of the Board of Directors:<br/>           - PJSC «Dagestan Energy Retail Company»;<br/>           - PJSC «Rosseti South»;<br/>           - JSC «ASTU Operator»</p> <p>/</p> <p>Nominated for election to the Board of Directors of:<br/>           - PJSC «Lenenergo»;<br/>           - PJSC «Rosseti South»;<br/>           - PJSC «Dagestan Energy Retail Company»;<br/>           - JSC «NWUPR»</p> |

### 8. Andrey Sergeevich Kolyada (compliance with the criteria of independence). Part 1

| №                 | Group of criteria  | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|--|---|---|---|
| 1                 | Not related to the Company, if he and (or) related persons | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Complies  |   |
|                   |  | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply   | At the time of the evaluation A.S. Kolyada is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «Dagestan Energy Retail Company», PJSC «Rosseti South», JSC «ASTU Operator») |
|                   |  | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Complies  |   |
|                   |  | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |   |
|                   |  | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |   |
|                   |  | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |   |
|                   |  | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |   |
|                   |  | have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor  | Complies  |   |
| <b>CONCLUSION</b> | <b>Is a person related to the Company</b>                  |   |   |   |

### 8. Andrey Sergeevich Kolyada (compliance with the criteria of independence). Part 2-3

| No                | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|---|--|---|--|
| 2                 | Not related to the substantial Shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Does not comply   | At the time of the evaluation A.S. Kolyada is an employee of PJSC «Rosseti» - a significant shareholder of the Company   |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Does not comply   | At the time of the evaluation A.S. Kolyada received remuneration and other material benefits from PJSC «Rosseti» - a significant shareholder of the Company  |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Does not comply   | At the time of the evaluation A.S. Kolyada is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as under indirect control of the Russian Federation - the entity controlling a significant shareholder of the Company (PJSC «Dagestan Energy Retail Company», PJSC «Rosseti South», JSC «ASTU Operator») |
| <b>CONCLUSION</b> |   | <b>Is a person related to a substantial shareholder of the Company</b>   |   |  |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Complies  |  |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |  |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a material counterparty or competitor of the Company</b>   |   |  |

### 8. Andrey Sergeevich Kolyada (compliance with the criteria of independence). Part 4

| №                 | Group of criteria                                     | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|---|---|---|--|
| 4                 | Not related to the state or a municipal entity, if he | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |  |
|                   |   | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |  |
|                   |   | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |  |
|                   |   | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Does not comply   | At the time of the evaluation A.S. Kolyada is an employee of PJSC «Rosseti» - an organization controlled by the Russian Federation |
| <b>CONCLUSION</b> |   | <b>Is a person related to the state or a municipal entity</b>   |   |  |

**9. Daniil Vladimirovich Krainskiy (professional experience)**

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education   | Positions in the Company and other entities for last 5 years (work experience)  | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities  |
|---------------|--|---|---|--|
| 1979          | Was not elected  | <b>2002</b> , Moscow State Law University<br><b>Specialty:</b> Jurisprudence, Lawyer<br><b>Faculty:</b> Law Science | 09.2017 – till current - Adviser, Chief Adviser of PJSC «Rosseti»<br>02.2018 – till current - Deputy General Director for Legal and Corporate Governance of PJSC «Lenenergo»<br>06.2011 – 09.2017 - First Deputy General Director, Deputy General Director of JSC United Energy Company | - Member of the Management Board of PJSC «Lenenergo»;<br>- Member of the Board of Directors of PJSC «Lenenergo» ;<br>- Chairman of the Board of Directors of JSC "Energy Service Company Lenenergo"<br>/<br>Nominated for election to the Board of Directors of:<br>- PJSC «MOESK»;<br>- PJSC «Lenenergo»;<br>- OJSC «IDGC of Urals»;<br>- PJSC «IDGC of Siberia»;<br>- PJSC «IDGC of Northern Caucasus» |

### 9. Daniil Vladimirovich Krainskiy (compliance with the criteria of independence). Part 1

| No                | Group of criteria  | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|--|---|---|---|
| 1                 | Not related to the Company, if he and (or) related persons | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Complies  |   |
|                   |  | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply   | At the time of the evaluation D.V. Krainskiy is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «Lenenergo», JSC «Energy Service Company Lenenergo») |
|                   |  | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Complies  |   |
|                   |  | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |   |
|                   |  | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |   |
|                   |  | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |   |
|                   |  | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |   |
|                   |  | have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor  | Complies  |   |
| <b>CONCLUSION</b> |  | <b>Is a person related to the Company</b>   |   |   |



**9. Daniil Vladimirovich Krainskiy (compliance with the criteria of independence). Part 2-3**

| №                 | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|---|--|---|---|
| 2                 | Not related to the substantial shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Does not comply   | At the time of the evaluation D.V. Krainskiy is an employee of PJSC «Rosseti» - a significant shareholder of the Company                                      |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Does not comply   | At the time of the evaluation D.V. Krainskiy received remuneration and other material benefits from PJSC «Rosseti» - a significant shareholder of the Company |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Complies  |   |
| <b>CONCLUSION</b> |   | <b>Is a person related to a substantial shareholder of the Company</b>   |   |   |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Complies  |   |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |   |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a material counterparty or competitor of the Company</b>   |   |   |

### 9. Daniil Vladimirovich Krainskiy (compliance with the criteria of independence). Part 4

| №                 | Group of criteria                                     | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|---|---|---|--|
| 4                 | Not related to the state or a municipal entity, if he | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |  |
|                   |   | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |  |
|                   |   | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |  |
|                   |   | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Does not comply   | At the time of the evaluation D.V. Krainskiy is an employee of PJSC «Rosseti» - an organization controlled by the Russian Federation |
| <b>CONCLUSION</b> |   | <b>Is a person related to the state or a municipal entity</b>   |   |  |

**10. Marina Alexandrovna Lavrova (professional experience)**

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education   | Positions in the Company and other entities for last 5 years (work experience)  | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities  |
|---------------|--|---|---|--|
| 1982          | Was not elected  | <b>2004</b> , State University of Management<br><b>Specialty:</b> Energy sector management<br><br><b>2008</b> , Financial Academy under the Russian Federation Government<br><b>Specialty:</b> Finance and credit | 07.2013 – till current – Deputy Director of Economics Department - Head of SDC Business Planning Office, Head of SDC Economy Office of Economic Planning and Budgeting Department of PJSC «Rosseti» | Member of the Board of Directors:<br>- PJSC «Dagestan Energy Retail Company»;<br>- JSC «Sevkavkazenergo»;<br>- JSC «Rosseti Tyumen»<br>/<br>Nominated for election to the Board of Directors of:<br>- PJSC «IDGC of Centre and Volga Region»;<br>- JSC «Sevkavkazenergo»;<br>- PJSC «Dagestan Energy Retail Company» |

### 10. Marina Alexandrovna Lavrova (compliance with the criteria of independence). Part 1

| №                 | Group of criteria  | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|--|---|---|---|
| 1                 | Not related to the Company, if he and (or) related persons | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Complies  |   |
|                   |  | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply   | At the time of the evaluation M.A. Lavrova is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «Dagestan Energy Retail Company», JSC «Sevkavkazenergo», JSC «Rosseti Tyumen») |
|                   |  | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Complies  |   |
|                   |  | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |   |
|                   |  | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |   |
|                   |  | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |   |
|                   |  | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |   |
|                   |  | have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor  | Complies  |   |
| <b>CONCLUSION</b> | <b>Is a person related to the Company</b>                  |   |   |   |

**10. Marina Alexandrovna Lavrova (compliance with the criteria of independence). Part 2-3**

| №                 | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|---|--|---|--|
| 2                 | Not related to the substantial Shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Does not comply   | At the time of the evaluation M.A. Lavrova is an employee of PJSC «Rosseti» - a significant shareholder of the Company   |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Does not comply   | At the time of the evaluation M.A. Lavrova received remuneration and other material benefits from PJSC «Rosseti» - a significant shareholder of the Company  |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Does not comply   | At the time of the evaluation M.A. Lavrova is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as under indirect control of the Russian Federation - the entity controlling a significant shareholder of the Company (PJSC «Dagestan Energy Retail Company», JSC «Sevkavkazenergo», JSC «Rosseti Tyumen») |
| <b>CONCLUSION</b> |   | <b>Is a person related to a substantial shareholder of the Company</b>   |   |  |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Complies  |  |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |  |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a material counterparty or competitor of the Company</b>   |   |  |

**10. Marina Alexandrovna Lavrova (compliance with the criteria of independence). Part 4**

| №                 | Group of criteria                                     | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|---|---|---|--|
| 4                 | Not related to the state or a municipal entity, if he | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |  |
|                   |   | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |  |
|                   |   | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |  |
|                   |   | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Does not comply   | At the time of the evaluation M.A. Lavrova is an employee of PJSC «Rosseti» - an organization controlled by the Russian Federation |
| <b>CONCLUSION</b> |   | <b>Is a person related to the state or a municipal entity</b>   |   |  |

### 11. Igor Vladimirovich Makovskiy (professional experience)

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education  | Positions in the Company and other entities for last 5 years (work experience)  | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities   |
|---------------|--|--|---|---|
| 1972          | 30.05.2019   | <p>1993, Almaty Higher Border Command School named after F.E. Dzerzhinsky,<br/> <b>Specialty:</b> Command, tactical<br/> <b>Qualification:</b> Border Troops Officer</p> <p>2000, Kaliningrad State University<br/> <b>Specialty:</b> Jurisprudence<br/> <b>Qualification:</b> Lawyer</p> <p>2004 - State Educational Institution of Higher Professional Education "North-West Academy of Public Service", retraining under the program "State and municipal management"</p> <p><b>Academic degree:</b> Doctor of Laws</p> | <p>09.2018 - till current - General Director, Chairman of the Management Board of IDGC of Centre, PJSC</p> <p>09.2018 - till current - Chairman of the Management Board of IDGC of Center and Volga Region, PJSC</p> <p>08.2012 – 09.2018 – Acting General Director, General Director of JSC "Yantarengo"</p> | <p>Chairman of the Board of Directors:<br/> - JSC "YarEGC";<br/> - JSC "Yantarengo";<br/> - JSC "Yantarengoservice";<br/> - JSC "Kaliningrad Generating Company"</p> <p>Member of the Board of Directors:<br/> - PJSC «IDGC of Centre»;<br/> - PJSC «IDGC of Centre and Volga Region»;<br/> - JSC "Yantarengosbyt"</p> <p>/</p> <p>Nominated for election to the Board of Directors of PJSC «IDGC of Centre and Volga Region»</p> |

**11. Igor Vladimirovich Makovskiy (compliance with the criteria of independence). Part 1**

| №                 | Group of criteria  | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|--|---|---|---|
| 1                 | Not related to the Company, if he and (or) related persons | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Does not comply   | At the time of the evaluation I.V. Makovskiy is General Director / Chairman of the Management Board of PJSC «IDGC of Centre», Chairman of the Management Board of PJSC «IDGC of Centre and Volga Region»  |
|                   |  | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply   | At the time of the evaluation I.V. Makovskiy is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «IDGC of Centre», PJSC «IDGC of Centre and Volga Region», JSC "YarEGC", JSC "Yantarenergo", JSC "Yantarenergoservice", JSC "Kaliningrad Generating Company", JSC "Yantarenergosbyt") |
|                   |  | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Does not comply   | At the time of the evaluation I.V. Makovskiy over the past three years received remuneration as General Director / Chairman of the Management Board of PJSC «IDGC of Centre», the amount of which exceeded half of the value of the annual fixed remuneration of a member of the Company's Board of Directors               |
|                   |  | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |   |
|                   |  | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |   |
|                   |  | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |   |
|                   |  | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |   |
|                   |  | have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor  | Complies  |   |
| <b>CONCLUSION</b> | <b>Is a person related to the Company</b>                  |   |   |   |



### 11. Igor Vladimirovich Makovskiy (compliance with the criteria of independence). Part 2-3

| №                 | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|---|--|---|--|
| 2                 | Not related to the substantial Shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Does not comply   | At the time of the evaluation I.V. Makovskiy is an employee and a member of executive bodies of PJSC «IDGC of Centre» and PJSC «IDGC of Centre and Volga Region» (legal entities, which are part of the group of organizations, which includes a significant shareholder of the Company)   |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Does not comply   | At the time of the evaluation I.V. Makovskiy holds a position in PJSC «IDGC of Centre» and PJSC «IDGC of Centre and Volga Region», which are part of the group of organizations, which includes a significant shareholder (PJSC «Rosseti»). Accordingly, during the last three years, he received other payments not related to remuneration and (or) reimbursement of expenses for performing the duties of a member of the Board of Directors, from legal entities from the group of organizations which includes a significant shareholder of the Company (PJSC «Rosseti»), in the amount exceeding half the annual fixed remuneration of a member of the Board of Directors of the Company |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Does not comply   | At the time of the evaluation I.V. Makovskiy is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as under indirect control of the Russian Federation - the entity controlling a significant shareholder of the Company (PJSC «IDGC of Centre», PJSC «IDGC of Centre and Volga Region», JSC "YarEGC", JSC "Yantarenergo", JSC "Yantarenergoservice", JSC "Kalinograd Generating Company", JSC "Yantarenergosbyt")  |
| <b>CONCLUSION</b> |   | <b>Is a person related to a substantial shareholder of the Company</b>   |   |  |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Does not comply   | At the time of the evaluation I.V. Makovskiy is a member of the Board of Directors of PJSC «IDGC of Centre and Volga Region», which is the controlling entity of a significant counterparty of the Company - IEC "Energy-Efficient Technologies", the amount of fulfilled obligations of which to IDGC of Centre exceeds 2% of the book value of assets and 2% of revenue (income) of JSC IEC "Energoefficient Technologies" for 2019  |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |  |
| <b>CONCLUSION</b> |   | <b>Is a person related to a material counterparty of the Company</b>   |   |  |

### 11. Igor Vladimirovich Makovskiy (compliance with the criteria of independence). Part 4

| №                 | Group of criteria                                      | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|--|---|---|---|
| 4                 | Not related to the state or a municipal entity, if the | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |   |
|                   |  | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |   |
|                   |  | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |   |
|                   |  | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Does not comply   | At the time of the evaluation I.V. Makovskiy is an employee of PJSC «IDGC of Centre» - an organization under indirect control of the Russian Federation |
| <b>CONCLUSION</b> |  | <b>Is a person related to the state or a municipal entity</b>   |   |   |

**12. Konstantin Alexandrovich Mikhailik (professional experience)**

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education   | Positions in the Company and other entities for last 5 years (work experience)  | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities   |
|---------------|--|---|---|---|
| 1983          | Was not elected  | 2004, St. Petersburg University of the Russian Interior Ministry<br><b>Specialty:</b> Jurisprudence<br><b>Qualification:</b> Lawyer<br><br>2005, MGIMO<br><b>Specialty:</b> Finance and credit<br><b>Qualification:</b> International economist with knowledge of foreign languages<br><br><b>Academic degree:</b> 2005, PhD in Law | 05.2019 - till current - Deputy Director General for Operation of PJSC «Rosseti»<br>07.2018 - 03.2019 - Member of the Management Board of PJSC «IDGC of Centre and Volga Region»<br>03.2015 – 07.2019 - Member of the Management Board of PJSC «IDGC of Centre»<br>03.2015 - 12.2018 - First Deputy General Director of PJSC «IDGC of Centre» | Member of the Board of Directors:<br>- PJSC «FTC»;<br>- JSC «Centre of Technical Supervision»;<br>- JSC «FOCL-Conductor Administration»;<br>- JSC «NICEES»<br>/<br>Nominated for election to the Board of Directors of:<br>- PJSC «IDGC of North-West»;<br>- PJSC «Rosseti South»;<br>- PJSC «Kubanenergo»;<br>- PJSC «TRK» |

## 12. Konstantin Alexandrovich Mikhailik (compliance with the criteria of independence). Part 1

| No                | Group of criteria  | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|--|---|---|--|
| 1                 | Not related to the Company, if he and (or) related persons | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Does not comply   | At the time of the evaluation K.A. Mikhailik was a member of the Management Board of PJSC «IDGC of Centre» until 07.2019   |
|                   |  | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply   | At the time of the evaluation K.A. Mikhailik is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «FTC», JSC «Centre of Technical Supervision», JSC «FOCL-Conductor Administration», JSC «NICEES»)  |
|                   |  | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Does not comply   | At the time of the evaluation K.A. Mikhailik over the past three years received remuneration as First Deputy General Director / Member of the Management Board of PJSC «IDGC of Centre», the amount of which exceeded half of the value of the annual fixed remuneration of a member of the Company's Board of Directors |
|                   |  | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |  |
|                   |  | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |  |
|                   |  | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |  |
|                   |  | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |  |
|                   |  | have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor  | Complies  |  |
| <b>CONCLUSION</b> |  | <b>Is a person related to the Company</b>   |   |  |

### 12. Konstantin Alexandrovich Mikhailik (compliance with the criteria of independence). Part 2-3

| №                 | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|---|--|---|--|
| 2                 | Not related to the substantial Shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Does not comply   | At the time of the evaluation K.A. Mikhailik is an employee of PJSC «Rosseti» - a significant shareholder of the Company   |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Does not comply   | At the time of the evaluation K.A. Mikhailik received remuneration and other material benefits from PJSC «Rosseti» - a significant shareholder of the Company  |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Does not comply   | At the time of the evaluation K.A. Mikhailik is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as under indirect control of the Russian Federation - the entity controlling a significant shareholder of the Company (PJSC «FTC», JSC «Centre of Technical Supervision», JSC «FOCL-Conductor Administration», JSC «NICEES») |
| <b>CONCLUSION</b> |   | <b>Is a person related to a substantial shareholder of the Company</b>   |   |  |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Complies  |  |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |  |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a material counterparty or competitor of the Company</b>   |   |  |

## 12. Konstantin Alexandrovich Mikhailik (compliance with the criteria of independence). Part 4

| №                 | Group of criteria                                      | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|--|---|---|---|
| 4                 | Not related to the state or a municipal entity, if the | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |   |
|                   |  | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |   |
|                   |  | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |   |
|                   |  | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Does not comply   | At the time of the evaluation K.A. Mikhailik is an employee of PJSC «IDGC of Centre» - an organization under indirect control of the Russian Federation |
| <b>CONCLUSION</b> |  | <b>Is a person related to the state or a municipal entity</b>   |   |   |

**13. Alexey Igorevich Pavlov (professional experience)**

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education   | Positions in the Company and other entities for last 5 years (work experience)   | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities              |
|---------------|--|---|--|--|
| 1982          | 08.06.2017   | <b>2004</b> , St. Petersburg State University<br><b>Specialty:</b> Mathematical methods of operations research<br><b>Qualification:</b> Economist-Mathematician | 09.2014 – till current – Head of Finance Office of Corporate Finance Department; Director of Treasury Department of PJSC «Rosseti»<br><br>04.2014 – 09.2014 - Chief Credit Analyst of ZAO Raiffeisenbank | Member of the Board of Directors:<br>- PJSC «IDGC of Centre»;<br>- JSC «Sevkavkazenergo»;<br>- JSC «Yantarenergo»<br>/<br>Nominated for election to the Board of Directors of:<br>- PJSC «MOESK»;<br>- JSC «Sevkavkazenergo» |

### 13. Alexey Igorevich Pavlov (compliance with the criteria of independence). Part 1

| №                 | Group of criteria  | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|--|---|---|--|
| 1                 | Not related to the Company, if he and (or) related persons | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Complies  |  |
|                   |  | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply   | At the time of the evaluation A.I. Pavlov is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «IDGC of Centre», JSC «Sevkavkazenergo», JSC «Yantarenergo») |
|                   |  | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Complies  |  |
|                   |  | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |  |
|                   |  | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |  |
|                   |  | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |  |
|                   |  | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |  |
|                   |  | have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor  | Complies  |  |
| <b>CONCLUSION</b> | <b>Is a person related to the Company</b>                  |   |   |  |



### 13. Alexey Igorevich Pavlov (compliance with the criteria of independence). Part 2-3

| №                 | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|---|--|---|---|
| 2                 | Not related to the substantial Shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Does not comply   | At the time of the evaluation A.I. Pavlov is an employee of PJSC «Rosseti» - a significant shareholder of the Company   |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Does not comply   | At the time of the evaluation A.I. Pavlov received remuneration and other material benefits from PJSC «Rosseti» - a significant shareholder of the Company  |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Does not comply   | At the time of the evaluation A.I. Pavlov is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as under indirect control of the Russian Federation - the entity controlling a significant shareholder of the Company (PJSC «IDGC of Centre», JSC Sevkvazenergo, JSC «Yantarenergo») |
| <b>CONCLUSION</b> |   | <b>Is a person related to a substantial shareholder of the Company</b>   |   |   |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Complies  |   |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |   |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a material counterparty or competitor of the Company</b>   |   |   |

### 13. Alexey Igorevich Pavlov (compliance with the criteria of independence). Part 4

| №                 | Group of criteria                                     | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|---|---|---|---|
| 4                 | Not related to the state or a municipal entity, if he | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |   |
|                   |   | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |   |
|                   |   | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |   |
|                   |   | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Does not comply   | At the time of the evaluation A.I. Pavlov is an employee of PJSC «Rosseti» - an organization controlled by the Russian Federation |
| <b>CONCLUSION</b> |   | <b>Is a person related to the state or a municipal entity</b>   |   |   |

**14. Vasily Vladimirovich Rozhkov (professional experience)**

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education  | Positions in the Company and other entities for last 5 years (work experience)   | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities   |
|---------------|--|--|--|---|
| 1963          | Was not elected  | <p><b>1985</b>, Tomsk State University of Control Systems and Radioelectronics<br/> <b>Specialty:</b> radiotechnics<br/> <b>Faculty:</b> radio technical</p> <p><b>2005</b>, Irkutsk State Technical University<br/> <b>Specialty:</b> Power stations<br/> <b>Faculty:</b> Power stations, grids and systems</p> | <p>12.2016 – till current - Director of Production Department - Deputy Chief Engineer, Head of Production Planning Office of Operational and Technological Management Department of PJSC «Rosseti»</p> <p>01.2008 - 12.2016 - Deputy Head of Production Assets Management Department of PJSC «FGC UES»</p> | <p>Member of the Board of Directors:<br/>           - PJSC «Kubanenergo»;<br/>           - JSC «Chechenenergo»</p> <p>/</p> <p>Nominated for election to the Board of Directors of:<br/>           - PJSC «MOESK»;<br/>           - PJSC «Lenenergo»;<br/>           - PJSC «Rosseti South»;<br/>           - JSC «Chechenenergo»</p> |

**14. Vasiliy Vladimirovich Rozhkov (compliance with the criteria of independence). Part 1**

| №                 | Group of criteria  | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|--|---|---|---|
| 1                 | Not related to the Company, if he and (or) related persons | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Complies  |   |
|                   |  | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply   | At the time of the evaluation V.V. Rozhkov is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «IDGC of Centre», JSC «Sevkavkazenergo», JSC «Yantarenergo») |
|                   |  | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Complies  |   |
|                   |  | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |   |
|                   |  | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |   |
|                   |  | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |   |
|                   |  | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |   |
|                   |  | have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor  | Complies  |   |
| <b>CONCLUSION</b> | <b>Is a person related to the Company</b>                  |   |   |   |

**14. Vasily Vladimirovich Rozhkov (compliance with the criteria of independence). Part 2-3**

| №                 | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|---|--|---|--|
| 2                 | Not related to the substantial Shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Does not comply   | At the time of the evaluation V.V. Rozhkov is an employee of PJSC «Rosseti» - a significant shareholder of the Company   |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Does not comply   | At the time of the evaluation V.V. Rozhkov received remuneration and other material benefits from PJSC «Rosseti» - a significant shareholder of the Company  |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Does not comply   | At the time of the evaluation V.V. Rozhkov is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as under indirect control of the Russian Federation - the entity controlling a significant shareholder of the Company (PJSC «IDGC of Centre», JSC Sevkavkazenergo, JSC «Yantarenergo») |
| <b>CONCLUSION</b> |   | <b>Is a person related to a substantial shareholder of the Company</b>   |   |  |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Complies  |  |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |  |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a material counterparty or competitor of the Company</b>   |   |  |

**14. Vasiliy Vladimirovich Rozhkov (compliance with the criteria of independence). Part 4**

| №                 | Group of criteria                                     | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|---|---|---|--|
| 4                 | Not related to the state or a municipal entity, if he | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |  |
|                   |   | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |  |
|                   |   | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |  |
|                   |   | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Does not comply   | At the time of the evaluation V.V. Rozhkov is an employee of PJSC «Rosseti» - an organization controlled by the Russian Federation |
| <b>CONCLUSION</b> |   | <b>Is a person related to the state or a municipal entity</b>   |   |  |

**15. Larisa Anatolievna Romanovskaya (professional experience)**

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education  | Positions in the Company and other entities for last 5 years (work experience)   | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities   |
|---------------|--|--|--|---|
| 1972          | 31.05.2019   | <b>1995</b> , Samara State Economic Academy<br><b>Specialty:</b> Economist<br><b>Faculty:</b> Commerce | 10.2017 - till current - Advisor, Top Advisor, Deputy Director General for Government Relations, Acting Deputy Director General for HR Management, Government and Media Relations of PJSC «Rosseti»<br><br>04.2014 - 10.2017 - General Director of LLC "Ensol" | Member of the Board of Directors:<br>- PJSC «IDGC of Centre»;<br>- PJSC «MOESK»;<br>- PJSC «Lenenergo»<br><br>Member of the Board of Association of Organizations of Digital Development of the Industry "Digital Energy"<br>/<br>Was nominated to election to the Board of Directors of:<br>- PJSC «MOESK»;<br>- PJSC «Lenenergo»;<br>- PJSC «IDGC of Centre and Volga Region» |

**15. Larisa Anatolievna Romanovskaya (compliance with the criteria of independence). Part 1**

| №                 | Group of criteria  | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|--|---|---|---|
| 1                 | Not related to the Company, if he and (or) related persons | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Complies  |   |
|                   |  | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply   | At the time of the evaluation L.A. Romanovskaya is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «IDGC of Centre», PJSC «MOESK», PJSC «Lenenergo») |
|                   |  | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Complies  |   |
|                   |  | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |   |
|                   |  | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |   |
|                   |  | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |   |
|                   |  | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |   |
|                   |  | have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor  | Complies  |   |
| <b>CONCLUSION</b> | <b>Is a person related to the Company</b>                  |   |   |   |



**15. Larisa Anatolievna Romanovskaya (compliance with the criteria of independence). Part 2-3**

| №                 | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|---|--|---|--|
| 2                 | Not related to the substantial Shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Does not comply   | At the time of the evaluation L.A. Romanovskaya is an employee of PJSC «Rosseti» - a significant shareholder of the Company  |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Does not comply   | At the time of the evaluation L.A. Romanovskaya received remuneration and other material benefits from PJSC «Rosseti» - a significant shareholder of the Company   |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Does not comply   | At the time of the evaluation L.A. Romanovskaya is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (PJSC «Rosseti»), as well as under indirect control of the Russian Federation - the entity controlling a significant shareholder of the Company (PJSC «IDGC of Centre», PJSC «MOESK», PJSC «Lenenergo») |
| <b>CONCLUSION</b> |   | <b>Is a person related to a substantial shareholder of the Company</b>   |   |  |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Complies  |  |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |  |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a material counterparty or competitor of the Company</b>   |   |  |

**15. Larisa Anatolievna Romanovskaya (compliance with the criteria of independence). Part 4**

| №                 | Group of criteria                                     | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|---|---|---|---|
| 4                 | Not related to the state or a municipal entity, if he | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |   |
|                   |   | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |   |
|                   |   | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |   |
|                   |   | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Does not comply   | At the time of the evaluation L.A. Romanovskaya is an employee of PJSC «Rosseti» - an organization controlled by the Russian Federation |
| <b>CONCLUSION</b> |   | <b>Is a person related to the state or a municipal entity</b>   |   |   |

**16. Dmitry Alexandrovich Chevkin (professional experience)**

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education   | Positions in the Company and other entities for last 5 years (work experience)  | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities   |
|---------------|--|---|---|---|
| 1976          | 30.05.2019   | <p><b>1998</b>, Finance Academy under the Government of the Russian Federation<br/> <b>Specialty:</b> Finance and credit<br/> <b>Qualification:</b> Economist</p> | <p>07.2013 – till current - Deputy Director of HR Department, Director of the Personnel Policy and Organizational Development Department of PJSC «Rosseti»</p> <p>12.2005 - 05.2013 - Head of Directorate of Control and Analytics, Head of Directorate of Analytics and Performance Management, Head of Department of HR Management and Organizational Design, Director of HR Management of OJSC «FGC UES»</p> | <p>Member of the Board of Directors:<br/>           - PJSC «IDGC of Centre»;<br/>           - JSC «FOCL-Conductor Administration»<br/>           /<br/>           Nominated for election to the Board of Directors of:<br/>           - PJSC «MOESK»;<br/>           - PJSC «Lenenergo»;<br/>           - PJSC «IDGC of Northern Caucasus»;<br/>           - PJSC «TRK»</p> |

**16. Dmitry Alexandrovich Chevkin (compliance with the criteria of independence). Part 1**

| №                 | Group of criteria  | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|--|---|---|---|
| 1                 | Not related to the Company, if he and (or) related persons | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Complies  |   |
|                   |  | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply   | At the time of the evaluation D.A. Chevkin is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «IDGC of Centre», JSC «FOCL-Conductor Administration») |
|                   |  | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Complies  |   |
|                   |  | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |   |
|                   |  | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |   |
|                   |  | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |   |
|                   |  | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |   |
|                   |  | have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor  | Complies  |   |
| <b>CONCLUSION</b> | <b>Is a person related to the Company</b>                  |   |   |   |

**16. Dmitry Alexandrovich Chevkin (compliance with the criteria of independence). Part 2-3**

| №                 | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|---|--|---|---|
| 2                 | Not related to the substantial shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Does not comply   | At the time of the evaluation D.A. Chevkin is an employee of PJSC «Rosseti» - a significant shareholder of the Company                                      |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Does not comply   | At the time of the evaluation D.A. Chevkin received remuneration and other material benefits from PJSC «Rosseti» - a significant shareholder of the Company |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Complies  |   |
| <b>CONCLUSION</b> |   | <b>Is a person related to a substantial shareholder of the Company</b>   |   |   |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Complies  |   |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |   |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a material counterparty or competitor of the Company</b>   |   |   |

**16. Dmitry Alexandrovich Chevkin (compliance with the criteria of independence). Part 4**

| №                 | Group of criteria                                      | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|--|---|---|--|
| 4                 | Not related to the state or a municipal entity, if the | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |  |
|                   |  | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |  |
|                   |  | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |  |
|                   |  | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Does not comply   | At the time of the evaluation D.A. Chevkin is an employee of PJSC «Rosseti» - an organization controlled by the Russian Federation |
| <b>CONCLUSION</b> |  | <b>Is a person related to the state or a municipal entity</b>   |   |  |

**17. Andrey Vladimirovich Mayorov (professional experience)**

| Year of birth | Date of first election to the Company's Board of Directors | Higher vocational education   | Positions in the Company and other entities for last 5 years (work experience)   | Participation in management bodies of other organizations (at the time of nomination) / Nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities  |
|---------------|--|---|--|--|
| 1967          | Was not elected  | <b>1994</b> , Moscow Power Engineering Institute<br><b>Specialty:</b> Electric Power Systems and Grids<br><br><b>2017</b> , JSC «Scientific and Technical Centre of Federal Grid Company of the Unified Energy System»<br>PhD in Technical Sciences | 11.2018 – till current - Deputy Director General - Chief Engineer of PJSC Rosseti<br>05.2014 - 11.2018 – General Director of JSC «UNECO» | <ul style="list-style-type: none"> <li>- Member of the Board of Directors of PJSC «MOESK»;</li> <li>- Chairman of the Board of Directors of PJSC «IDGC of Volga»</li> </ul> /<br>Nominated for election to the Board of Directors of: <ul style="list-style-type: none"> <li>- PJSC «MOESK»;</li> <li>- PJSC «IDGC of Volga»;</li> <li>- PJSC «IDGC of Northern Caucasus»</li> <li>- PJSC «IDGC of Centre and Volga Region»</li> </ul> |

### 17. Andrey Vladimirovich Mayorov (compliance with the criteria of independence). Part 1

| No                | Group of criteria  | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|--|---|---|--|
| 1                 | Not related to the Company, if he and (or) related persons | are not, or for the last 3 years were not members of executive bodies or employees of the Company, a controlled by the Company entity and (or) a managing entity of the Company   | Complies  |  |
|                   |  | are not members of the Board of Directors of a legal entity that the Company controls, or a controlled entity or a managing organization of such a legal entity   | Does not comply   | At the time of the evaluation A.V. Mayorov is a member of the Board of Directors of organizations controlled by PJSC «Rosseti» (PJSC «MOESK» and PJSC «IDGC of Volga») |
|                   |  | for any of the last 3 years did not receive remuneration and (or) other tangible benefits from the Company and (or) its controlled companies in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company   | Complies  |  |
|                   |  | do not own shares or a beneficiary of shares of the Company, which constitute more than 1 percent of the authorized capital or the total number of voting shares of the Company or the market value of which is 20 times more than the value of the fixed annual remuneration of a member of the Board of Directors of the Company  | Complies  |  |
|                   |  | are not members of executive bodies and (or) employees of a legal entity, whose remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of the legal entity, if the member of the executive bodies and (or) the employee of the Company is a member of the Remuneration Committee of the said legal entity  | Complies  |  |
|                   |  | do not provide consulting services to the Company, a controlled by the Company person or controlled by the Company legal entities, or are not members of executive bodies of organizations providing the Company or the specified legal entities such services or employees of such organizations directly involved in the provision of such services   | Complies  |  |
|                   |  | do not render or in the last 3 years did not render the Company, or controlled by the Company legal entities services of an appraiser, tax consultant, auditor, or accounting services, or for the last 3 years were not members of executive bodies of organizations, which rendered such services to the said legal entities, or a rating agency of the Company, or were not employees of such organizations or the rating agency directly involved in the provision of corresponding services to the Company | Complies  |  |
|                   |  | have not held the position of a member of the Board of Directors of the Company in aggregate for more than 7 years. In calculating the relevant period one should take into account the period of the membership of the director in the legal entity's Board of Directors subsequently reorganized, if now the director is elected to the board of director of the successor  | Complies  |  |
| <b>CONCLUSION</b> |  | <b>Is a person related to the Company</b>   |   |  |



### 17. Andrey Vladimirovich Mayorov (compliance with the criteria of independence). Part 2-3

| №                 | Group of criteria   | Criteria of independence   | Data on compliance/non-compliance with the criteria of independence | Evidence  |
|-------------------|---|--|---|---|
| 2                 | Not related to the substantial shareholder of the Company, if he and (or) related persons           | are not employees and (or) members of executive bodies of the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company)   | Does not comply   | At the time of the evaluation A.V. Mayorov is an employee of PJSC «Rosseti» - a significant shareholder of the Company                                      |
|                   |   | during any of the last 3 years did not receive remuneration and (or) other tangible benefits from the substantial shareholder of the Company (a legal entity of the group of companies, which includes the substantial shareholder of the Company), in excess of half the value of the base (fixed) annual remuneration of a member of the Board of Directors of the Company | Does not comply   | At the time of the evaluation A.V. Mayorov received remuneration and other material benefits from PJSC «Rosseti» - a significant shareholder of the Company |
|                   |   | are not members of the board of directors in more than two legal entities, controlled by the substantial shareholder of the Company or a person who controls the substantial shareholder of the Company  | Complies  |   |
| <b>CONCLUSION</b> |   | <b>Is a person related to a substantial shareholder of the Company</b>   |   |   |
| 3                 | Not related to a material counterparty or competitor of the Company, if he and (or) related persons | are not employees and (or) members of a management body and/or executive bodies of a substantial counterparty or a competitor of the Company, as well as legal entities who control the substantial counterparty or competitor of the Company, or its controlled companies   | Complies  |   |
|                   |   | are not owners of stocks (shares) or a beneficiary of stocks (shares) of a substantial counterparty or a competitor of the Company, which constitute more than 5 percent of the share capital or total number of voting shares (stakes)  | Complies  |   |
| <b>CONCLUSION</b> |   | <b>Is not a person related to a material counterparty or competitor of the Company</b>   |   |   |

**17. Andrey Vladimirovich Mayorov (compliance with the criteria of independence). Part 4**

| №                 | Group of criteria                                     | Criteria of independence  | Data on compliance/non-compliance with the criteria of independence | Evidence   |
|-------------------|---|---|---|--|
| 4                 | Not related to the state or a municipal entity, if he | is not or was not for 1 year prior to the election to the Board of Directors of the Company a governmental or municipal employee, a person, filling posts in government agencies, an employee of the Bank of Russia   | Complies  |  |
|                   |   | in a company in respect of which the decision was taken to use a special right to participate in management («golden share»), is not a representative of the Russian Federation, of a subject of the Russian Federation or a municipality in the board of directors of such a company   | Complies  |  |
|                   |   | has no obligation to vote for one or more matters within the competence of the Company's Board of Directors in accordance with a directive of the Russian Federation, of a subject of the Russian Federation or a municipal entity  | Complies  |  |
|                   |   | is not or was not for 1 year prior to the election to the Board of Directors of the Company an employee, a member of the executive body of an organization, which is under control of the Russian Federation, a subject of the Russian Federation or a municipality, an employee of a state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organizations that carry out teaching or research activities and are not persons designated (approved) to the position of the sole executive body or another office in a state and municipal educational or scientific organization by the decision or with the consent of the state authorities (bodies of local self-government)), if the person is being nominated for election to the Board of Directors of the Company, in which more than 20 percent of the share capital or voting shares of the Company are under control of the Russian Federation, a subject of the Russian Federation or a municipality | Does not comply   | At the time of the evaluation A.V. Mayorov is an employee of PJSC «Rosseti» - an organization controlled by the Russian Federation |
| <b>CONCLUSION</b> |   | <b>Is a person related to the state or a municipal entity</b>   |   |  |