

MINUTES
of meeting of the Board of Directors of IDGC of Centre, PJSC
(in the form of absent voting)

«23» January 2020

Moscow

No. 02/20

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **A.V. Varvarin, A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.**

Members who did not provide questionnaires: **none.**

The quorum is **present.**

Date of the minutes: **23.01.2020.**

AGENDA:

1. On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of IDGC of Centre's Group following the results of 9 months of 2019.
2. On consideration of results of an external independent assessment of the quality of internal audit activities of IDGC of Centre, PJSC.
3. On coordination of nominations for positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

Item 1. On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of IDGC of Centre's Group following the results of 9 months of 2019.

Decision:

To take into consideration the report on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of IDGC of Centre's Group following the results of 9 months of 2019 in accordance with Appendices ## 1-2 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «FOR»
3. Vitaly Yuryevich Zarkhin - «ABSTAINED»
4. Alexander Ivanovich Kazakov - «FOR»
5. Andrey Vyacheslavovich Logatkin - «FOR»
6. Igor Vladimirovich Makovskiy - «FOR»
7. Alexey Igorevich Pavlov - «FOR»
8. Larisa Anatolievna Romanovskaya - «FOR»
9. Maxim Mikhailovich Saukh - «FOR»
10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 2. On consideration of results of an external independent assessment of the quality of internal audit activities of IDGC of Centre, PJSC.

Decision:

1. To take into consideration the report of the independent expert JSC KPMG and the assessment of the organization and activities of the internal audit of IDGC of Centre, PJSC as a whole consistent with the International Professional Standards of Internal Audit, the Code of Ethics developed by the Institute of Internal Auditors, the Internal Audit Policy of the Company in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

2. To instruct Director of the Internal Audit Department of IDGC of Centre, PJSC to ensure the development and submission for approval by the Board of Directors of the Company of the Action Plan for development and improvement of internal audit activities.

Deadline: no later than 01.03.2020.

Voting results:

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «FOR»
3. Vitaly Yuryevich Zarkhin - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Andrey Vyacheslavovich Logatkin - «FOR»
6. Igor Vladimirovich Makovskiy - «FOR»
7. Alexey Igorevich Pavlov - «FOR»
8. Larisa Anatolievna Romanovskaya - «FOR»
9. Maxim Mikhailovich Saukh - «FOR»
10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 4).

Item 3. On coordination of nominations for positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

Decision:

To agree upon the nomination of Artem Gennadievich Aleshin for the position of Deputy General Director for Economy and Finance of IDGC of Centre, PJSC.

Voting results:

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «FOR»
3. Vitaly Yuryevich Zarkhin - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Andrey Vyacheslavovich Logatkin - «FOR»
6. Igor Vladimirovich Makovskiy - «FOR»
7. Alexey Igorevich Pavlov - «FOR»
8. Larisa Anatolievna Romanovskaya - «FOR»
9. Maxim Mikhailovich Saukh - «FOR»
10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.**Appendices:**

1. The reports on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of IDGC of Centre's Group following the results of 9 months of 2019 (Appendices ## 1-2).
2. The report of the independent expert JSC KPMG on the assessment of the organization and activities of the internal audit of IDGC of Centre, PJSC (Appendix # 3).
3. The dissenting opinion on item # 2 of the agenda of the Board of Directors of the Company from the member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 4).

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

A.I. Kazakov

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

S.V. Lapinskaya