

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

«28» February 2020

Moscow

No. 09/20

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: **28.02.2020.**

AGENDA:

1. On consideration of the report of the internal audit division of the Company «Evaluation of the implementation of the non-core asset disposal program and the action plan for the sale of non-core assets of the Company in 2019».
2. On approval of an internal document as amended - the Rules of payments completion of IDGC of Centre, PJSC.
3. On approval of nomination of the Insurer of IDGC of Centre, PJSC.
4. On consideration of the report of General Director of the Company on provision of insurance coverage in 3Q 2019.
5. On consideration of the report of General Director of the Company on provision of insurance coverage in 4Q 2019.

Item 1. On consideration of the report of the internal audit division of the Company «Evaluation of the implementation of the non-core asset disposal program and the action plan for the sale of non-core assets of the Company in 2019».

Decision:

1. To take into consideration Auditor's report № 01-2020-«IDGC of Centre» of 17.01.2020 «Evaluation of the implementation of the non-core asset disposal program and the action plan for the sale of non-core assets at IDGC of Centre, PJSC» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To recommend that the Company's management:
 - 2.1. Ensure the implementation of the recommendations of the internal audit based on the results of the audit.
 - 2.2. Ensure an increase in the effectiveness of the implementation of the non-core asset disposal program and the plan for the sale of non-core assets.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Varvarin | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 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»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 2. On approval of an internal document as amended - the Rules of payments completion of IDGC of Centre, PJSC.

Decision:

1. To approve the Rules of payments completion of IDGC of Centre, PJSC as amended (hereinafter - the Rules), in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. To update internal documents of the Company that determine the procedure for completing payments of IDGC of Centre, PJSC, in accordance with the provisions of the Rules.
3. To recognize the Rules of payments completion of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of the Company on 24.12.2018 (Minutes # 43/18), to have lost force.

Voting results:

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «AGAINST»
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»	- «8»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

Decision is taken.

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Golovtsov (Appendix # 5).

Item 3. On approval of nomination of the Insurer of IDGC of Centre, PJSC.

Decision:

To approve the following insurance company as the Insurer of IDGC of Centre, PJSC:

Type of insurance	Insurance company	Period of insurance (issue of certificates of insurance)
Voluntary health insurance (VHI)	SOGAZ	01.02.2020-29.02.2020
Accident and health insurance)	SOGAZ	01.02.2020-29.02.2020

Voting results:

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «FOR»
3. Vitaly Yuryevich Zarkhin - «AGAINST»

- | | | |
|-----|---------------------------------|---------------|
| 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»	- «1»
«ABSTAINED»	- «1»

Decision is taken.

Item 4. On consideration of the report of General Director of the Company on provision of insurance coverage in 3Q 2019.

Decision:

To take into consideration the report of General Director of the Company on provision of insurance coverage in 3Q 2019 in accordance with Appendix # 3 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 | - «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.

Item 5. On consideration of the report of General Director of the Company on provision of insurance coverage in 4Q 2019.

Decision:

To take into consideration the report of General Director of the Company on provision of insurance coverage in 4Q 2019 in accordance with Appendix # 4 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 | - «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. Auditor's report № 01-2020-«IDGC of Centre» of 17.01.2020 «Evaluation of the implementation of the non-core asset disposal program and the action plan for the sale of non-core assets at IDGC of Centre, PJSC» (Appendix # 1).
2. The Rules of payments completion of IDGC of Centre, PJSC as amended (Appendix # 2).
3. The report on provision of insurance coverage in 3Q 2019 (Appendix # 3).
4. The report on provision of insurance coverage in 4Q 2019 (Appendix # 4).
5. The dissenting opinion of the member of the Board of Directors of the Company, A.V. Golovtsov, on item 2 of the agenda of the Board of Directors of the Company (Appendix # 5).

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

A.I. Kazakov

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

S.V. Lapinskaya