

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

«12» October 2020

Moscow

No. 46/20

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

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

Participants of the voting: **A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, K.A. Mikhailik, A.I. Pavlov, V.V. Rozhkov, L.A. Romanovskaya, A.V. Shevchuk.**

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

The quorum is **present.**

Date of the minutes: **13.10.2020.**

AGENDA:

1. On consideration of the internal audit report «Assessment of the corporate governance of the Company for the 2019-2020 corporate year».
2. On consideration of the report of General Director of the Company on the reduction in 2Q 2020 of the number of existing contracts with violated deadlines for the fulfillment of obligations.
3. On approval of the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC.
4. On approval of target values of key performance indicators of General Director of IDGC of Centre, PJSC for 2020.
5. On consideration of the report on execution of the Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC for 2020 and the period until 2024 in 1H 2020.

Item 1. On consideration of the internal audit report «Assessment of the corporate governance of the Company for the 2019-2020 corporate year».

Decision:

To take into consideration the internal audit report of IDGC of Centre, PJSC on the assessment of the corporate governance for the 2019-2020 corporate year in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|---------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. Vitaly Yuryevich Zarkhin | - «AGAINST» |
| 3. Alexander Ivanovich Kazakov | - «FOR» |
| 4. Daniil Vladimirovich Krainskiy | - «FOR» |
| 5. Andrey Vladimirovich Mayorov | - «FOR» |
| 6. Igor Vladimirovich Makovskiy | - «FOR» |
| 7. Konstantin Alexandrovich Mikhailik | - «FOR» |
| 8. Alexey Igorevich Pavlov | - «FOR» |
| 9. Vasilii Vladimirovich Rozhkov | - «FOR» |
| 10. Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

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 # 6).

Item 2. On consideration of the report of General Director of the Company on the reduction in 2Q 2020 of the number of existing contracts with violated deadlines for the fulfillment of obligations.**Decision:**

1. To take into consideration the report of General Director of the Company on the reduction in 2Q 2020 of the number of existing contracts with violated deadlines for the fulfillment of obligations in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. General Director of IDGC of Center, PJSC to strengthen work to reduce the number of existing contracts with violated deadlines in the branches of Belgorodenergo and Lipetskenergo.

Voting results:

1. Alexander Viktorovich Golovtsov - «FOR»
2. Vitaly Yuryevich Zarkhin - «FOR»
3. Alexander Ivanovich Kazakov - «FOR»
4. Daniil Vladimirovich Krainskiy - «FOR»
5. Andrey Vladimirovich Mayorov - «FOR»
6. Igor Vladimirovich Makovskiy - «FOR»
7. Konstantin Alexandrovich Mikhailik - «FOR»
8. Alexey Igorevich Pavlov - «FOR»
9. Vasilii Vladimirovich Rozhkov - «FOR»
10. Larisa Anatolievna Romanovskaya - «FOR»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.**Item 3. On approval of the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC.****Decision:**

To approve the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC for use from 1 January 2020 in accordance with Appendix # 3 to the decision of the Board of Directors of the Company.

Voting results:

1. Alexander Viktorovich Golovtsov - «ABSTAINED»
2. Vitaly Yuryevich Zarkhin - «ABSTAINED»
3. Alexander Ivanovich Kazakov - «FOR»
4. Daniil Vladimirovich Krainskiy - «FOR»
5. Andrey Vladimirovich Mayorov - «FOR»
6. Igor Vladimirovich Makovskiy - «FOR»
7. Konstantin Alexandrovich Mikhailik - «FOR»

- | | | |
|-----|---------------------------------|-------------|
| 8. | Alexey Igorevich Pavlov | - «FOR» |
| 9. | Vasiliy Vladimirovich Rozhkov | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «AGAINST» |

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 # 6).

Item 4. On approval of target values of key performance indicators of General Director of IDGC of Centre, PJSC for 2020.

Decision:

To approve the target values of key performance indicators of General Director of IDGC of Centre, PJSC for 2020 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

- | | | |
|-----|------------------------------------|---------------|
| 1. | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. | Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 3. | Alexander Ivanovich Kazakov | - «FOR» |
| 4. | Daniil Vladimirovich Krainskiy | - «FOR» |
| 5. | Andrey Vladimirovich Mayorov | - «FOR» |
| 6. | Igor Vladimirovich Makovskiy | - «FOR» |
| 7. | Konstantin Alexandrovich Mikhailik | - «FOR» |
| 8. | Alexey Igorevich Pavlov | - «FOR» |
| 9. | Vasiliy Vladimirovich Rozhkov | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «AGAINST» |

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 # 6).

Item 5. On consideration of the report on execution of the Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC for 2020 and the period until 2024 in 1H 2020.

Decision:

To take into consideration the report on execution of the Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC for 2020 and the period until 2024 in 1H 2020 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

Voting results:

- | | | |
|----|---------------------------------|---------|
| 1. | Alexander Viktorovich Golovtsov | - «FOR» |
| 2. | Vitaly Yuryevich Zarkhin | - «FOR» |
| 3. | Alexander Ivanovich Kazakov | - «FOR» |
| 4. | Daniil Vladimirovich Krainskiy | - «FOR» |

- | | | |
|-----|------------------------------------|---------|
| 5. | Andrey Vladimirovich Mayorov | - «FOR» |
| 6. | Igor Vladimirovich Makovskiy | - «FOR» |
| 7. | Konstantin Alexandrovich Mikhailik | - «FOR» |
| 8. | Alexey Igorevich Pavlov | - «FOR» |
| 9. | Vasiliy Vladimirovich Rozhkov | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Appendices:

1. The internal audit report of IDGC of Centre, PJSC on the assessment of the corporate governance for the 2019-2020 corporate year (Appendix # 1).
2. The report of General Director of the Company on the reduction in 2Q 2020 of the number of existing contracts with violated deadlines for the fulfillment of obligations (Appendix # 2).
3. The Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC for use from 1 January 2020 (Appendix # 3).
4. The target values of key performance indicators of General Director of IDGC of Centre, PJSC for 2020 (Appendix # 4).
5. The report on execution of the Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC for 2020 and the period until 2024 in 1H 2020 (Appendix # 5).
6. The dissenting opinion of the member of the Board of Directors of the Company, A.V. Golovtsov, regarding items # 1, 3-4 of the agenda of the Board of Directors of the Company (Appendix # 6).

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

A.V. Mayorov

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

S.V. Lapinskaya