

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

«03» October 2019

No. 32/19

Moscow

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: **03.10.2019.**

AGENDA:

1. On conclusion of a cash loan agreement with interest between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik”.
2. On determination of the position of IDGC of Centre, PJSC regarding the item of the Board of Directors - On conclusion of a cash loan agreement with interest between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik”.
3. On consideration of the report of General Director of the Company on execution of the Program of measures to reduce electricity losses in the grid complex of IDGC of Centre, PJSC for 2019 and the period up to 2023 in 2Q 2019.
4. On approval of the Regulations on depositing idle cash of IDGC of Centre, PJSC in a new edition.
5. On consideration of the report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo for 2019-2023 in 1H 2019.
6. On recognition of internal documents of the Company to have lost force.
7. On the prior approval of the decision made by the Company of a transaction, related to alienation of facilities under construction, classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Voronezh, Shekherev street, by means of public offer.
8. On consideration of the report of General Director of the Company on the progress of implementation in 2Q 2019 of the corrective action plan to eliminate the deficiencies identified during the field audits conducted by the Ministry of Energy of the Russian Federation.

Item 1. On conclusion of a cash loan agreement with interest between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik”.

Decision:

To approve the conclusion of a cash loan agreement with interest between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik” on the following material conditions:

Parties to the agreement:

«Lender» - IDGC of Centre, PJSC;

«Borrower» - JSC “Sanatorium “Energetik”.

Subject of the agreement:

The Lender transfers funds in the amount of 3 000 000,00 (Three million) rubles to the Borrower, and the Borrower agrees to repay the loan amount received with interest as stipulated in the agreement.

The loan is transferred to the Borrower in order to comply with the Technical Regulations of the Customs Union TR CU 011/2011 «Safety of elevators», namely: replacement of two passenger elevators.

Price of the agreement:

The loan is in the amount of 3 000 000,00 (Three million) rubles.

For using the loan, the Borrower pays the Lender interest in the amount of 10% (ten percent) per annum. The tranche amount is charged with interest of 10% (ten percent) per annum. The calculation and accounting of interest for the use of each tranche is carried out separately.

Interest is calculated in rubles on the amount of money actually received, starting from the day following the day the funds are credited to the Borrower’s current account until the date of the actual refund, including the date of the refund. The interest calculation period is set as a calendar month.

The interest is paid monthly, not later than the 15th day of the month following the last month of the period (month) for which the interest is paid.

Loan term: 24 months.

Loan disbursement procedure:

The loan is provided in tranches on the basis of a tranche application. The Lender has the right at any time to terminate the Agreement unilaterally.

Other conditions recognized by the Parties as material:

The loan amount may be repaid by the Borrower ahead of schedule with the written consent of the Lender. The Lender has the right at any time to call ahead of schedule the loan amount and accrued interest and terminate the Agreement unilaterally, by a written notification on termination of the Borrower 3 (three) days before the date of the proposed termination of the Agreement.

Responsibility of the parties:

In case of violation by the Borrower of the terms for repayment of the loan amount, the Borrower shall pay the Lender a fine in the amount of 0.1% (zero point one tenth) of the outstanding amount for each day of delay, but not more than 10% (ten percent) of the loan amount.

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.

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 7).

Item 2. On determination of the position of IDGC of Centre, PJSC regarding the item of the Board of Directors - On conclusion of a cash loan agreement with interest between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik”.

Decision:

To instruct representatives of IDGC of Centre, PJSC at the meeting of the Board of Directors of JSC “Sanatorium “Energetik” regarding the item «On conclusion of a cash loan agreement with interest between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik”» to vote «FOR» taking the following decision:

«To approve the conclusion of a cash loan agreement with interest between IDGC of Centre, PJSC and JSC “Sanatorium “Energetik” on the following material conditions:

Parties to the agreement:

«Lender» - IDGC of Centre, PJSC;

«Borrower» - JSC “Sanatorium “Energetik”.

Subject of the agreement:

The Lender transfers funds in the amount of 3 000 000,00 (Three million) rubles to the Borrower, and the Borrower agrees to repay the loan amount received with interest as stipulated in the agreement.

The loan is transferred to the Borrower in order to comply with the Technical Regulations of the Customs Union TR CU 011/2011 «Safety of elevators», namely: replacement of two passenger elevators.

Price of the agreement:

The loan is in the amount of 3 000 000,00 (Three million) rubles.

For using the loan, the Borrower pays the Lender interest in the amount of 10% (ten percent) per annum. The tranche amount is charged with interest of 10% (ten percent) per annum. The calculation and accounting of interest for the use of each tranche is carried out separately.

Interest is calculated in rubles on the amount of money actually received, starting from the day following the day the funds are credited to the Borrower’s current account until the date of the actual refund, including the date of the refund. The interest calculation period is set as a calendar month.

The interest is paid monthly, not later than the 15th day of the month following the last month of the period (month) for which the interest is paid.

Loan term: 24 months.

Loan disbursement procedure:

The loan is provided in tranches on the basis of a tranche application. The Lender has the right at any time to terminate the Agreement unilaterally.

Other conditions recognized by the Parties as material:

The loan amount may be repaid by the Borrower ahead of schedule with the written consent of the Lender. The Lender has the right at any time to call ahead of schedule the loan amount and accrued interest and terminate the Agreement unilaterally, by a written notification on termination of the Borrower 3 (three) days before the date of the proposed termination of the Agreement.

Responsibility of the parties:

In case of violation by the Borrower of the terms for repayment of the loan amount, the Borrower shall pay the Lender a fine in the amount of 0.1% (zero point one tenth) of the outstanding amount for each day of delay, but not more than 10% (ten percent) of the loan amount».

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.

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 7).

Item 3. On consideration of the report of General Director of the Company on execution of the Program of measures to reduce electricity losses in the grid complex of IDGC of Centre, PJSC for 2019 and the period up to 2023 in 2Q 2019.

Decision:

1. To take into consideration the report of General Director of the Company on execution of the Program of measures to reduce electricity losses in the grid complex of IDGC of Centre, PJSC for 2019 and the period up to 2023 in 2Q 2019 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. According to the results of the first half of 2019, to note failure to achieve the planned effect of measures to reduce electric energy losses by the branch of IDGC of Centre - Lipetskenenergo (plan 17,8 mln kWh, actual 12,8 mln kWh, deviation 5,0 mln kWh), the branch of IDGC of Centre, PJSC - Yarenergo in terms of energy service contracts (plan 37,4 mln kWh, actual 28,5 mln kWh, deviation 8,9 mln kWh), at the same time, the planned effect in the Company as a whole was achieved (overfulfillment of 119,4 mln kWh).
3. General Director of IDGC of Centre, PJSC, by the end of 2019, to ensure the achievement

of the planned volume of reduction of electric energy losses, provided for by the Program, for all the Company's branches.

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 | - «FOR» |

Total:

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

Decision is taken.

Item 4. On approval of the Regulations on depositing idle cash of IDGC of Centre, PJSC in a new edition.

Decision:

1. To approve the Regulations on depositing idle cash of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. To approve the list of credit institutions and the established limits for the placement of temporarily free cash resources for IDGC of Centre, PJSC in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
3. To recognize the Regulations on depositing idle cash of IDGC of Centre, PJSC and the list of credit institutions and the established limits for the placement of temporarily free cash resources for IDGC of Centre, PJSC, approved by the decision of the Board of Directors of the Company on 31.08.2018 (Minutes # 29/18).

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. Shevchuk (Appendix # 7).

Item 5. On consideration of the report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo in 1H 2019.

Decision:

To take into consideration the report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo in 1H 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.

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 7).

Item 6. On recognition of internal documents of the Company to have lost force.

Decision:

The following internal documents of the Company, approved by the Board of Directors of IDGC of Centre, JSC on 29.08.2013 (Minutes of 02.09.2013 # 21/13), shall be declared invalid:

- The Standard for the formation of management and control bodies of subsidiaries and dependent companies of IDGC of Centre, JSC;
- The Standard of organization of activities of representatives of IDGC of Centre, JSC in the management bodies of subsidiaries and affiliates of IDGC of Centre, JSC.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Varvarin | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 3. Vitaly Yuryevich Zarkhin | - «FOR» |
| 4. Alexander Ivanovich Kazakov | - «FOR» |
| 5. Andrey Vyacheslavovich Logatkin | - «FOR» |

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|-----|---------------------------------|---------------|
| 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 7. On the prior approval of the decision made by the Company of a transaction, related to alienation of facilities under construction, classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Voronezh, Shekherev street, by means of public offer.

Decision:

To approve the decision made by the Company of a transaction, related to alienation of facilities under construction, classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, on the following material conditions:

- **the alienated property:** 13 (Thirteen) facilities under construction, put up for sale in separate lots for each facility located at: Voronezh, Shekherev street, in accordance with Appendix # 5 to this decision of the Board of Directors of the Company;
- **the total book (residual) value** of the alienated property at 01.04.2019 is 7 972 004 (Seven million nine hundred seventy two thousand four) rubles 00 kopecks;
- **the method of disposal of the property:** sale by public offering, open for membership and open in the form of submission of proposals for the price of the property;
- **the initial offer price:** the cost equal to the initial price of the price at the auction that was declared invalid for each facility;
- **the minimum offer price (cut-off price):** the cost equal to 50 (Fifty percent) of the price of the initial offer for each facility;
- **if the sale is declared invalid** due to filing of the application by only one participant, a sale and purchase agreement of the property according to the results of the negotiations is concluded at a price equal to the price of the initial offer, by concluding a sale and purchase agreement of the property with the single participant of the sale;
- **the procedure for payment of the alienated property:** in cash prior to transfer of the title to the property, within 10 (Ten) calendar days from the date of signing by the parties of the sale and purchase agreement.

Voting results:

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|----|---------------------------------|-------------|
| 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 | - «FOR» |

Total:

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

Decision is taken.

Item 8. On consideration of the report of General Director of the Company on the progress of implementation in 2Q 2019 of the corrective action plan to eliminate the deficiencies identified during the field audits conducted by the Ministry of Energy of the Russian Federation.

Decision:

To take into consideration the report of General Director of the Company on the progress of implementation in 2Q 2019 of the corrective action plan to eliminate the deficiencies identified during the field audits conducted by the Ministry of Energy of the Russian Federation in accordance with Appendix # 6 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 | - «FOR» |

Total:

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

Decision is taken.

Appendices:

1. The report of General Director of the Company on execution of the Program of measures to reduce electricity losses in the grid complex of IDGC of Centre, PJSC for 2019 and the period up to 2023 in 2Q 2019 (Appendix # 1).
2. The Regulations on depositing idle cash of IDGC of Centre, PJSC in a new edition (Appendix # 2).
3. The list of credit institutions and the established limits for the placement of temporarily free cash resources for IDGC of Centre, PJSC (Appendix # 3).
4. The report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo in 1H 2019 (Appendix # 4).
5. The list of facilities under construction, put up for sale in separate lots for each facility located at: Voronezh, Shekherev street (Appendix # 5).

6. The report of General Director of the Company on the progress of implementation in 2Q 2019 of the corrective action plan to eliminate the deficiencies identified during the field audits conducted by the Ministry of Energy of the Russian Federation (Appendix # 6).
7. The dissenting opinion on the agenda items of the Board of Directors of the Company from the member of the Board of Directors of the Company, A.V. Shevchuk (Appendix #7).

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

A.I. Kazakov

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

S.V. Lapinskaya