

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

«30» November 2020

Moscow

No. 58/20

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: **30.11.2020.**

**AGENDA:**

1. On amending the Regulation on material incentives of General Director of IDGC of Centre, PJSC.
2. On amending the Regulation on material incentives and employee benefits for senior managers of IDGC of Centre, PJSC.
3. On approval of nomination of the Insurer of IDGC of Centre, PJSC.

**Item 1. On amending the Regulation on material incentives of General Director of IDGC of Centre, PJSC.**

**Decision:**

1. To amend the Regulation on material incentives of General Director of IDGC of Centre, PJSC (hereinafter - the Regulation), approved by the decision of the Board of Directors of the Company on 15.07.2011 (Minutes of 18.07.2011 # 16/11) with changes approved by decisions of the Board of Directors of the Company on 18.12.2014 (Minutes of 19.12.2014 # 29/14), 26.02.2015 (Minutes of 27.02.2015 # 03/15), 29.05.2017 (Minutes of 31.05.2017 # 14/17), 07.09.2017 (Minutes of 08.09.2017 # 22/17) and 30.09.2019 (Minutes of 30.09.2019 # 31/19), in accordance with Appendix # 1 to this decision of the Board of Directors of the Company, extending the effect of these changes from 01.01.2020 to 31.12.2020.

2. To amend the Regulation on material incentives of General Director of IDGC of Centre, PJSC (hereinafter - the Regulation), approved by the decision of the Board of Directors of the Company on 15.07.2011 (Minutes of 18.07.2011 # 16/11) with changes approved by decisions of the Board of Directors of the Company on 18.12.2014 (Minutes of 19.12.2014 # 29/14), 26.02.2015 (Minutes of 27.02.2015 # 03/15), 29.05.2017 (Minutes of 31.05.2017 # 14/17), 07.09.2017 (Minutes of 08.09.2017 # 22/17) and 30.09.2019 (Minutes of 30.09.2019 # 31/19), as well as the changes according to paragraph 1 of this decision, in accordance with Appendix # 2 to this decision of the Board of Directors of the Company. To determine the date of entry into force of the changes to the Regulation - from 01.01.2021.

**Voting results:**

1. Alexander Viktorovich Golovtsov - «ABSTAINED»
2. Vitaly Yuryevich Zarkhin - «ABSTAINED»
3. Alexander Ivanovich Kazakov - «FOR»

4. Daniil Vladimirovich Krainkiy - «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»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

**Decision is taken.**

**Item 2. On amending the Regulation on material incentives and employee benefits for senior managers of IDGC of Centre, PJSC.**

**Decision:**

To amend the Regulation on material incentives and employee benefits for senior managers of IDGC of Centre, PJSC (hereinafter - the Regulation), approved by the decision of the Board of Directors of the Company on 15.07.2011 (Minutes of 18.07.2011 # 16/11) with changes approved by decisions of the Board of Directors of the Company on 07.09.2017 (Minutes of 08.09.2017 # 22/17), in accordance with Appendix # 3 to this decision of the Board of Directors of the Company. To determine the date of entry into force of the changes to the Regulation - from 01.01.2021.

**Voting results:**

1. Alexander Viktorovich Golovtsov - «ABSTAINED»
2. Vitaly Yuryevich Zarkhin - «ABSTAINED»
3. Alexander Ivanovich Kazakov - «FOR»
4. Daniil Vladimirovich Krainkiy - «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»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

**Decision is taken.**

**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)

Compulsory insurance of civil liability of the owner of a hazardous facility for damage caused by an accident at the hazardous facility	VSK	01.01.2021-31.12.2021
---	-----	-----------------------

**Voting results:**

- |                                       |               |
|---------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov    | - «FOR»       |
| 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. Vasilii Vladimirovich Rozhkov      | - «FOR»       |
| 10. Larisa Anatolievna Romanovskaya   | - «FOR»       |
| 11. Alexander Viktorovich Shevchuk    | - «ABSTAINED» |

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The changes to the Regulation on material incentives of General Director of IDGC of Centre, PJSC, valid from 01.01.2020 to 31.12.2020 (Appendix # 1).
2. The changes to the Regulation on material incentives of General Director of IDGC of Centre, PJSC, valid from 01.01.2021 (Appendix # 2).
3. The changes to the Regulation on material incentives and employee benefits for senior managers of IDGC of Centre, PJSC, valid from 01.01.2021 (Appendix # 3).

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

**A.V. Mayorov**

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

**S.V. Lapinskaya**