

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

«23» April 2021

Moscow

No. 14/21

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: **23.04.2021.**

AGENDA:

1. On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding.
2. On determination of the date of holding the Annual General Meeting of Shareholders of the Company (ballot receiving deadline).
3. On approval of the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company.
4. On determination of the type (s) of preference shares, whose owners have the right to vote on items of the agenda of the Annual General Meeting of Shareholders of the Company.
5. On approval of the agenda of the Annual General Meeting of Shareholders of the Company.
6. On definition of a list of information (materials) provided to shareholders in preparation for the Annual General Meeting of Shareholders, and the order of its provision.
7. On determination of the order of notification of shareholders of the Company about the General Meeting of Shareholders holding, including the approval of the form and text of the notice.
8. On election of the Secretary of the Annual General Meeting of Shareholders of the Company.
9. On approval of cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.
10. On the prior approval of the Company's Annual Report for 2020.
11. On consideration of the annual financial statements of the Company for 2020.

Item 1. On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding.

Decision:

To convene the Annual General Meeting of Shareholders of the Company (hereinafter - the Meeting) in the form of absentee voting.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «AGAINST» |
| 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 - «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 determination of the date of holding the Annual General Meeting of Shareholders of the Company (ballot receiving deadline).

Decision:

To determine the date of holding the Annual General Meeting of Shareholders of the Company (ballot receiving deadline) – **31 May 2021.**

Voting results:

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

Total:

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

Decision is taken.

Item 3. On approval of the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company.

Decision:

To approve the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company, - **06 May 2021.**

Voting results:

1. Alexander Viktorovich Golovtsov - «ABSTAINED»
2. Vitaly Yuryevich Zarkhin - «FOR»
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. | Vasiliy Vladimirovich Rozhkov | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 4. On determination of the type (s) of preference shares, whose owners have the right to vote on items of the agenda of the Annual General Meeting of Shareholders of the Company.

Decision:

Due to the fact that no preference shares were issued by the Company, the decision on determining the type (s) of preference shares, whose owners have the right to vote on the agenda items of the Annual General Meeting of Shareholders of the Company, is not to be taken.

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.

Item 5. On approval of the agenda of the Annual General Meeting of Shareholders of the Company.

Decision:

To approve the following agenda of the Annual General Meeting of Shareholders of the Company:

1. *On approval of the Annual Report, the annual financial statements of the Company for 2020.*
2. *On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of 2020.*
3. *On election of members of the Board of Directors of the Company.*
4. *On election of members of the Audit Commission of the Company.*
5. *On approval of the Auditor of the Company.*
6. *On approval of the Articles of Association of the Company in a new edition.*
7. *On amending the Company's Articles of Association requiring an appeal to the Ministry*

of Justice of the Russian Federation with a request to issue a permit to include the word in the new company name, derived from the official name “Russian Federation” or “Russia”.

Voting results:

- | | |
|---------------------------------------|---------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Vitaly Yuryevich Zarkhin | - «FOR» |
| 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. Vasiliy Vladimirovich Rozhkov | - «FOR» |
| 10. Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 6. On definition of a list of information (materials) provided to shareholders in preparation for the Annual General Meeting of Shareholders, and the order of its provision.

Decision:

- To determine that information (materials) provided to the persons entitled to participate in the Annual General Meeting of Shareholders of the Company are:
 - the Annual Report of the Company and the conclusion of the Audit Commission of the Company based on the results of its audit (on the reliability of the data contained in the Company’s Annual Report);
 - the annual financial statements, the Auditor’s Report and the conclusion of the Audit Commission of the Company following the results of the audit of the statements;
 - the conclusion of the Company’s Audit Committee on the level of efficiency and quality of the external audit process;
 - conclusion of the internal auditor of IDGC of Centre, PJSC based on the results of assessing the reliability and efficiency of the internal control system and the risk management system, corporate governance of the Company;
 - the extract from the decision of the Board of Directors on the prior approval of the Company’s Annual Report for 2020 and recommendations to the Annual General Meeting of Shareholders for its approval;
 - the recommendations of the Board of Directors of the Company on the distribution of profits (losses) of the Company based on the results of 2020, including the size of the dividend on the Company’s shares and the procedure for its payment, and in determining the date on which the persons entitled to receive dividends are recorded;
 - the justification of the proposed distribution of net profit;
 - the extract from the decision of the Board of Directors on the issue to present the Company’s annual financial statements for 2020 for approval by the Annual General Meeting of Shareholders;
 - the information about the nominations to the Board of Directors of the Company, the Audit Commission of the Company, including the information on who each candidate was

nominated by, as well as the information about the presence or absence of a written consent of the candidates for nomination and election;

- the conclusion of the Personnel and Remuneration Committee of the Board of Directors of the Company on the assessment of the nominations to the Board of Directors of the Company;
- the information on candidates for the Company's auditors, sufficient to form a view of their professional qualities and independence, including the name of the self-regulatory organization of auditors of which the candidate for the Company's auditors is a member, the description of procedures used to select external auditors that ensure their independence and objectivity, and also information on the proposed remuneration of external auditors for audit and non-audit services (including information on compensation payments and costs associated with the involvement of the auditor) and other material terms of contracts concluded with the auditors of the Company;
- the conclusion of the Audit Committee of the Company on the assessment of the candidacy of the auditor of the Company;
- the current edition of the Articles of Association of the Company, the draft of amendments to the Articles of Association of the Company, as well as the summary table of amendments entered and their justification;
- the report on related party transactions concluded by the Company in 2020, including the conclusion of the Audit Commission confirming the reliability of the data contained in the report;
- the information about the shareholders' agreements entered into during the year prior to the date of the General Meeting of Shareholders;
- the information on who proposed each item to the agenda of the Annual General Meeting of Shareholders;
- the draft resolutions and explanatory notes to issues of the General Meeting of Shareholders;
- the sample power of attorney, which the shareholder may give his or her representative and its certification procedure.

2. To establish that persons entitled to participate in the Annual General Meeting of Shareholders of the Company may learn the specified information (materials) in the period from **30 April 2021** to **31 May 2021** from 10 hours 00 minutes to 17 hours 00 minutes local time, excluding weekends and holidays, at the following addresses:

- Russia, Moscow, Malaya Ordynka St., 15, IDGC of Centre, PJSC,
- Russia, Moscow, Pravdy St., 23, VTB Registrar;

also from **30 April 2021** on the Company's website at: <http://www.mrsk-1.ru>

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, this information (materials) shall be sent **until 30 April 2021** in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder.

3. In the period of preparation for the Meeting to ensure:

- maintaining a telephone channel for communication with shareholders: 8 (495) 747-92-92 (30-37),
- a special e-mail address: ir@mrsk-1.ru;
- the forum functioning on the agenda of the meeting on the Company's website: <https://www.mrsk-1.ru/about/management/controls/stockholders/material/gosa2021/forum/>

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.

Item 7. On determination of the order of notification of shareholders of the Company about the General Meeting of Shareholders holding, including the approval of the form and text of the notice.

Decision:

1. To approve the form and text of the notice about the Company's Annual General Meeting of Shareholders holding in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To inform the persons entitled to participate in the Annual General Meeting of Shareholders of the Company regarding holding the Annual General Meeting of Shareholders of the Company:

- by posting the notice on the Company's website at www.mrsk-1.ru **not later than 30 April 2021.**

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, the notice about the Company's Annual General Meeting of Shareholders holding shall be sent in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder **not later than 30 April 2021.**

Voting results:

1. Alexander Viktorovich Golovtsov - «ABSTAINED»
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» | - «10» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «1» |

Decision is taken.

Item 8. On election of the Secretary of the Annual General Meeting of Shareholders of the Company.

Decision:

To elect as the Secretary of the Annual General Meeting of Shareholders of the Company –

Svetlana Vladimirovna Lapinskaya – Corporate Secretary 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.

Item 9. On approval of cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.

Decision:

1. To approve the cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. General Director not later than two months after the holding of the Annual General Meeting of Shareholders to submit to the Board of Directors a report on the expenditure of funds for preparation and holding of the Annual General Meeting of Shareholders under the form in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|---------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 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» | - «10» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «1» |

Decision is taken.

Item 10. On the prior approval of the Company's Annual Report for 2020.

Decision:

Tentatively to approve the Company's Annual Report for 2020 and to recommend that the Annual General Meeting of Shareholders of the Company approve the Annual Report 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 | - «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» | - «10» |
| «AGAINST» | - «0» |
| «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 # 7).

Item 11. On consideration of the annual financial statements of the Company for 2020.

Decision:

Tentatively to approve and submit the annual financial statements of the Company for 2020 for approval by the Annual General Meeting of Shareholders of the Company 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 form and text of the notice about the Company's Annual General Meeting of Shareholders holding (Appendix # 1).

2. The cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company (Appendix # 2).
3. The form of the report on the expenditure of funds for preparation and holding of the Annual General Meeting of Shareholders (Appendix # 3).
4. The Company's Annual Report for 2020 (Appendix # 4).
5. The annual financial statements of the Company for 2020 (Appendix # 5).
6. The dissenting opinion of the member of the Board of Directors of the Company, A.V. Golovtsov, on items ## 1, 10 of the agenda of the Board of Directors of the Company (Appendices ## 6-7).

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

A.V. Mayorov

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

S.V. Lapinskaya