

Statement of material fact
«Holding a meeting of the Board of Directors of the Issuer and its agenda, as well as separate decisions taken by the Board of Directors of the Issuer»

1. General information

1.1. Full issuer's business name (for non-commercial organization – name)	Interregional Distribution Grid Company of Centre, Public Joint-Stock Company
1.2. Abbreviated issuer's business name	IDGC of Centre, PJSC
1.3. Issuer's location	Russia, Moscow
1.4. Primary State Registration Number of the issuer	1046900099498
1.5. Tax payer number of the issuer	6901067107
1.6. Issuer's unique code, assigned by registering authority	10214-A
1.7. Web page address used by the issuer for information disclosure	http://www.e-disclosure.ru/portal/company.aspx?id=7985; https://www.mrsk-1.ru/information/
1.8. Date of occurrence of an event (material fact) about which a message has been compiled (if applicable)	28.05.2020

2. Contents of the statement
«on some decisions taken by the Board of Directors (Supervisory Board) of the Issuer»

2.1. The quorum of the meeting of the Board of Directors:

Questionnaires were presented by 11 members out of 11 elected ones of the Board of Directors.

In accordance with paragraph 3 of Article 83 of the Federal Law "On Joint-Stock Companies", 1 member of the Board of Directors does not participate in voting on item 5 of the agenda; 2 members of the Board of Directors do not vote on item 6 of the agenda.

In accordance with paragraph 18.13 of Article 18 of the Articles of Association of IDGC of Centre, the quorum for holding a meeting of the Board of Directors is at least half of the number of elected members of the Board of Directors of IDGC of Centre. There is a quorum.

2.2. The content of the decisions taken by the Board of Directors of the issuer, and voting results on the decisions taken:

Item 1. On consideration of reports of the Committees to the Board of Directors of the Company «On the work performed in the 2019-2020 corporate year».

Decision:

To take consideration the reports of the Committees to the Board of Directors of the Company «On the work performed in the 2019-2020 corporate year» in accordance with Appendices ## 1-5 to this decision of the Board of Directors of the Company.

Voting results:

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

DECISION IS TAKEN.

Item 2. On consideration of the results of self-assessment of the performance of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC for the 2019-2020 corporate year.

Decision:

To take into consideration the report on self-assessment of the performance of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC for the 2019-2020 corporate year in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

Voting results:

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

DECISION IS TAKEN.

Item 3. On consideration of the report of General Director of the Company on the results of the Company's operation through the autumn-winter period of 2019-2020.

Decision:

To take into consideration the report of General Director of the Company on the results of the Company's operation through the autumn-winter period of 2019-2020 in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

Voting results:

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

DECISION IS TAKEN.

Item 4. On determination of the position of IDGC of Centre, PJSC regarding the agenda items of a meeting of the Board of Directors and the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik”:

Decision regarding item 4.1.:

4.1. To instruct representatives of IDGC of Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Distribution of profits (losses) of JSC “Sanatorium “Energetik” following the results of 2019» to vote «FOR»:

«To approve the following distribution of profits (losses) of the Company following the results of 2019:

<i>Name</i>	<i>thous. RUB</i>
<i>Retained earnings (loss) for the reporting period: To be distributed to:</i>	4 026
<i>Reserve fund</i>	282
<i>Profit for development</i>	3 744
<i>Dividends</i>	0
<i>Repayment of losses of previous years</i>	0

Voting results regarding item 4.1.:

«FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 3.

DECISION REGARDING ITEM 4.1. IS TAKEN.

Decision regarding item 4.2.:

4.2. To instruct representatives of IDGC of Centre, PJSC at the meeting of the Board of Directors of JSC “Sanatorium “Energetik” regarding the item «Recommendations regarding the amount of dividends on shares for 2019 and their payment procedure» to vote «FOR»:

«Not to pay dividends on common stocks of the Company following the results of 2019».

Voting results regarding item 4.2.:

«FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 3.

DECISION REGARDING ITEM 4.2. IS TAKEN.

Decision regarding item 4.3.:

4.3. To instruct representatives of IDGC of Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Election of members of the Board of Directors of JSC “Sanatorium “Energetik”» to vote «FOR»:

«To elect the following Board of Directors of JSC “Sanatorium “Energetik”:

<i>Item #</i>	<i>Nominee proposed by the shareholder for inclusion in the voting list for election to the Board of Directors of the Company</i>	<i>Title, place of employment of the nominee proposed by the shareholder for inclusion in the list for election to the Board of Directors of the Company</i>
1.	<i>Artem Gennadevich Aleshin</i>	<i>Deputy General Director for Economy and Finance of IDGC of Centre, PJSC</i>
2.	<i>Olga Alexandrovna Danshina</i>	<i>Deputy General Director for Corporate and Legal Activities of IDGC of Centre, PJSC</i>
3.	<i>Pavel Alexandrovich Moshkov</i>	<i>Leading Expert of Corporate Relations Office of Corporate Governance Department of PJSC Rosseti</i>
4.	<i>Olga Viktorovna Lemeshenko</i>	<i>First Deputy Head of Investment Department of IDGC of Centre, PJSC</i>
5.	<i>Anastasia Igorevna Savchenko</i>	<i>Head of Competition Policy and Procurement Department of IDGC of Centre, PJSC</i>

Voting results regarding item 4.3.:

«FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 3.

DECISION REGARDING ITEM 4.3. IS TAKEN.

Decision regarding item 4.4.:

4.4. To instruct representatives of IDGC of Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Election of members of the Audit Commission of JSC “Sanatorium “Energetik”» to vote «FOR»:

«To elect the following Audit Commission of JSC “Sanatorium “Energetik”:

<i>Item #</i>	<i>Nominee proposed by the shareholder for inclusion in the voting list for election to the Audit Commission of the Company</i>	<i>Title, place of employment of the nominee proposed by the shareholder for inclusion in the list for election to the Audit Commission of the Company</i>
1.	<i>Arsen Olegovich Batsev</i>	<i>Deputy Head of Human Resources Department of IDGC of Centre, PJSC</i>
2.	<i>Ksenia Olegovna Putyatina</i>	<i>Head of Economic Analysis Section of Economics Department</i>

		<i>of IDGC of Centre, PJSC</i>
3.	<i>Vladimir Sergeevich Sklyarov</i>	<i>Deputy Head of Property Management Department of IDGC of Centre, PJSC</i>

Voting results regarding item 4.4.:

«FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 3.

DECISION REGARDING ITEM 4.4. IS TAKEN.

Item 5. On the consent to conclude a related party transaction (special-purpose loan agreement).

In accordance with Article 81 of the Federal Law «On Joint Stock Companies» the deal between IDGC of Centre, PJSC and PJSC Rosseti is a related party transaction of the controlling person of the Company – PJSC Rosseti, simultaneously being a party to the transaction.

Decision:

1. To determine that the amount of the special-purpose loan under the Agreement between IDGC of Centre, PJSC and PJSC Rosseti, which is a related party transaction, shall not exceed 4 900 000 000 (Four billion nine hundred million) rubles 00 kopecks.

To determine that the price of the special-purpose loan Agreement cannot make up 10% or more of the book value of the assets of the Company according to its financial statements as of the last reporting date.

2. To give consent for the conclusion of the related party transaction, – the conclusion of the special-purpose loan Agreement between IDGC of Centre, PJSC and PJSC Rosseti, on the essential conditions in accordance with Appendix # 8 to this decision of the Board of Directors of the Company to finance the Target Program to improve the reliability of power supply to consumers in the Tver region for the period of 2018-2020 and other activities related to ensuring reliable and uninterrupted power supply to the Tver region (including reimbursement of expenses incurred in 2018-2020 before the date of conclusion of the loan agreement).

3. Persons related to the transaction and grounds for relation are specified in Appendix # 8 to this decision of the Board of Directors of the Company.

4. To recognize invalid the decision of the Board of Directors of the Company adopted on 05.09.2018 (Minutes of 05.09.2018 # 30/18) regarding item # 2.

Voting results:

«FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

DECISION IS TAKEN.

The member of the Board of Directors of the Company, I.V. Makovskiy, who is the person performing the functions of the sole executive body of the Company (General Director), including a member of the collegial executive body of the Company (Chairman of the Management Board), does not participate in voting on this item.

Item 6. On the consent to enter into inter-connected deals, concluded between IDGC of Centre, PJSC and the Collective Participant (including JSC «FOCL-Conductor Administration» and Expert-PROEKT LLC), which is a related party transaction.

In accordance with Article 81 of the Federal Law «On Joint Stock Companies» the deal between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration» is a related party transaction:

- of the controlling person of the Company – PJSC Rosseti, at the same time is the controlling person of the legal entity that is a party to the transaction (JSC «FOCL-Conductor Administration»);

- a member of the Board of Directors of the Company – D.A. Chevkin, who is also a member of the Board of Directors of a legal entity that is a party to the transaction (JSC «FOCL-Conductor Administration»).

Decision:

1. To determine that the maximum cost under the agreements for acquisition of equipment, development of design documentation, construction, installation and commissioning work on the modernization / creation of an electricity metering system with the setup of remote data collection for the needs of IDGC of Centre, PJSC (Belgorodenergo, Bryanskenergo, Kostromaenergo, Kurskenergo, Orelenergo, Smolenskenergo and Yarenergo) (hereinafter referred to as the Agreements), subject to the Amendments, which are interrelated party transactions being related party transactions, shall not exceed 486 166 592,85 (Four hundred eighty six million one hundred sixty six thousand five hundred ninety two) rubles 85 kopecks, including VAT in the amount of 81 027 765,48 (Eighty one million twenty seven thousand seven hundred sixty five) rubles 48 kopecks.

2. To give consent for making the interrelated party transactions, which are related party transactions – concluding amendments to the agreements for acquisition of equipment, development of design documentation, construction, installation and commissioning work on the modernization / creation of an electricity metering system with the setup of remote data collection for the needs of IDGC of Centre, PJSC (Belgorodenergo, Bryanskenergo, Kostromaenergo, Kurskenergo, Orelenergo, Smolenskenergo and Yarenergo) under the following essential conditions:

Parties of the Amendments:

Customer: IDGC of Centre, PJSC (branches of IDGC of Centre: Belgorodenergo, Bryanskenergo, Kostromaenergo, Kurskenergo, Orelenergo, Smolenskenergo and Yarenergo).

Contractor: Collective Participant, including JSC «FOCL-Conductor Administration» and Expert-PROEKT LLC.

Subject of the Amendments:

Amending agreements dated 03.06.2019 № 3100/11824/19 (4631016117) (Belgorodenergo branch), dated 16.04.2019 №3200/02939/19 (4632007513) (Bryanskenergo branch), dated 29.05.2019 №4400/02518/19 (4644009373)

(Kostromaenergo branch), dated 03.06.2019 №4600/03207/19 (4646009018) (Kurskenergo branch), dated 29.05.2019 №5700/01383/19 (4657007629) (Oreleenergo branch), dated 29.05.2019 №6700/07054/19 (4667017748) (Smolenskenergo branch), dated 29.05.2019 №7600/05659/19 (4676011577) (Yarenergo branch) for acquisition of equipment, development of design documentation, construction, installation and commissioning work on the modernization / creation of an electricity metering system with the setup of remote data collection, which are interrelated party transactions being related party transactions, in accordance with Appendices ## 9-15 to this decision of the Board of Directors of the Company.

Price of the Amendments:

The maximum cost of the acquisition of equipment, performed work for development of design documentation, performance of construction, installation and commissioning work on the modernization / creation of an electricity metering system with the setup of remote data collection for the needs of IDGC of Centre, PJSC (Belgorodenergo, Bryanskenergo, Kostromaenergo, Kurskenergo, Oreleenergo, Smolenskenergo and Yarenergo) shall not exceed 486 166 592,85 (Four hundred eighty six million one hundred sixty six thousand five hundred ninety two) rubles 85 kopecks, including VAT in the amount of 81 027 765,48 (Eighty one million twenty seven thousand seven hundred sixty five) rubles 48 kopecks, including the branches:

- Belgorodenergo 165 023 506,43 (One hundred sixty five million twenty three thousand five hundred six) rubles 43 kopecks, including VAT in the amount of 27 503 917,74 (Twenty seven million five hundred three thousand nine hundred seventeen) rubles 74 kopecks;
- Bryanskenergo 66 829 759,38 (Sixty six million eight hundred twenty nine thousand seven hundred fifty nine) rubles 38 kopecks, including VAT in the amount of 11 138 293,23 (Eleven million one hundred thirty eight thousand two hundred ninety three) rubles 23 kopecks;
- Kostromaenergo 61 074 061,27 (Sixty one million seventy four thousand sixty one) rubles 27 kopecks, including VAT in the amount of 10 179 010,21 (Ten million one hundred seventy nine thousand ten) rubles 21 kopecks;
- Kurskenergo 68 481 930,36 (Sixty eight million four hundred eighty one thousand nine hundred thirty) rubles 36 kopecks, including VAT in the amount of 11 413 655,06 (Eleven million four hundred thirteen thousand six hundred fifty five) rubles 06 kopecks;
- Oreleenergo 41 536 334,19 (Forty one million five hundred thirty six thousand three hundred thirty four) rubles 19 kopecks, including VAT in the amount of 6 922 722,37 (Six million nine hundred twenty two thousand seven hundred twenty two) rubles 37 kopecks;
- Smolenskenergo 25 859 038,42 (Twenty five million eight hundred fifty nine thousand thirty eight) rubles 42 kopecks, including VAT in the amount of 4 309 839,74 (Four million three hundred nine thousand eight hundred thirty nine rubles) rubles 74 kopecks;
- Yarenergo 57 361 962,80 (Fifty seven million three hundred sixty one thousand nine hundred sixty two) rubles 80 kopecks, including VAT in the amount of 9 560 327,13 (nine million five hundred sixty thousand three hundred twenty seven) rubles 13 kopecks.

Other material terms of the transactions/procedure of their determination:

The Amendments come into force from the moment of their signing by the Parties and extend their effect to the relations of the Parties arising from 30.11.2019 (for the branches of Belgorodenergo, Bryanskenergo, Kurskenergo, Oreleenergo and Smolenskenergo), from 31.12.2019 (for the branches of Kostromaenergo and Yarenergo).

Related parties in making the transaction and grounds of relation:

Related party	Grounds of relation of the person in making the transaction
PJSC Rosseti	Controlling person of IDGC of Centre and at the same time the controlling person of the legal entity that is a party to the transaction (JSC «FOCL-Conductor Administration»)
Dmitry Alexandrovich Chevkin	Member of the Board of Directors of IDGC of Centre, since he is also a member of the Board of Directors of JSC «FOCL-Conductor Administration», which is a party to the transaction with IDGC of Centre

Voting results:

«FOR» - 6; «AGAINST» - 1; «ABSTAINED» - 2.

DECISION IS TAKEN.

The following members of the Board of Directors of the Company do not participate in voting on this item:

- D.A. Chevkin, a member of the Board of Directors of JSC «FOCL-Conductor Administration», which is a party to the transaction with IDGC of Centre.

- I.V. Makovskiy, who is the person acting as the sole executive body of the Company (General Director), including a member of the collegial executive body of the Company (Chairman of the Management Board).

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 16 to the Minutes).

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **28.05.2020.**

2.4. Date of drawing up and number of minutes of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **Minutes # 26/20 of 28.05.2020.**

3. Signature

3.1. Acting Head of Corporate Governance

Department, acting under power of attorney
D-CA/7 of 20.01.2020

_____ O.A. Kharchenko
(signature)

Stamp here.

3.2. Date «28» May 2020.