

**MINUTES**  
of meeting of the Board of Directors of IDGC of Centre, PJSC  
(in presentia-absentia)

«26» December 2019

Moscow

No. 47/19

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

Place of the meeting: **Moscow, Malaya Ordynka St., 15, floor 2, room 236.**

Video conference room A5-048 (5<sup>th</sup> floor) at the address: Moscow, Belovezhskaya str., 4.

Time of the meeting: **14 hours 00 minutes – 14 hours 50 minutes.**

Participants of the meeting: **A.V. Varvarin, A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, A.V. Logatkin (video conference call from Rosseti), I.V. Makovskiy (video conference call from Belgorodenergo), A.I. Pavlov (video conference call from Rosseti), M.M. Saukh (video conference call from Rosseti), D.A. Chevkin (video conference call from Rosseti), A.V. Shevchuk.**

The written opinion (questionnaire) of the following members was taken into account while defining the results: **L.A. Romanovskaya.**

Members who neither participated nor provided questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **26.12.2019.**

The meeting of the Board of Directors of IDGC of Centre, PJSC was led by Chairperson of the Board of Directors of IDGC of Centre, Alexander Ivanovich Kazakov.

**The following invited persons – the management of IDGC of Centre were present:**

V.O. Akulichhev - First Deputy General Director - Director for Development

A.G. Aleshin - Acting Deputy General Director for Economy and Finance

O.A. Danshina - Deputy General Director for Corporate and Legal Activities

A.V. Pilyugin - First Deputy General Director - Chief Engineer

V.V. Rezakova - Deputy General Director for Development and Sale of Services

D.V. Sklyarov - Deputy General Director for Investment and Capital Construction

L.A. Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department

S.V. Shpakova - Head of Internal Audit Department

After the announcement of a quorum regarding the agenda items by Chairperson at the meeting of the Board of Directors of the Company, A.I. Kazakov, the meeting of the Board of Directors of the Company was called to order.

By decision of the Chairman of the Board of Directors of the Company, A.I. Kazakov, item #3 «On approval of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2019-2030»» was taken off from the agenda of the meeting of the Board of Directors of the Company.

**AGENDA:**

**1.** On consideration of the report on execution of the Company's Business Plan following the results of 9 months of 2019.

**2.** On approval of the report on execution of the Company's Investment Program in 3Q and following the results of 9 months of 2019.

**Item 1: On consideration of the report on execution of the Company's Business Plan following the results of 9 months of 2019.**

**Speaker/co-speakers:** – A.G. Aleshin.

The report (presentation) on the item is stored in the materials for the meeting of the Board of Directors.

**Without discussing the report, members of the Board of Directors proceeded to vote**

**Decision put to vote:**

1. To take into consideration the report on execution of the Company's Business Plan following the results of 9 months of 2019 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. According to the results of the Company's work for 9 months of 2019, to note the deviation of the actual indicators of the Business Plan from the planned ones in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
3. To instruct General Director of the Company to ensure the achievement of the indicators in the Business Plan at the end of 2019 in accordance with Appendix # 3 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. Maxim Mikhailovich Saukh - «FOR»
9. Dmitry Alexandrovich Chevkin - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»

**Voting results by filling in the questionnaires:**

11. Larisa Anatolievna Romanovskaya - «FOR»

**Total:**

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

**Decision is taken.**

**Item 2: On approval of the report on execution of the Company's Investment Program in 3Q and following the results of 9 months of 2019.**

**Speaker/co-speakers:** – D.V. Sklyarov / O.A. Danshina/ V.V. Rezakova.

The reports (presentations) on the item are stored in the materials for the meeting of the Board of Directors.

**In discussing the report, the comments were received from the following members of the Board of Directors:** A.V. Golovtsov.

**The explanations and answers to the questions were given by:** V.V. Rezakova, D.V. Sklyarov.

**Decision put to vote:**

1. To approve the report on execution of the Company's Investment Program in 3Q and following the results of 9 months of 2019 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
2. General Director of the Company to present at the next meeting of the Board of

Directors of the Company reasons for deviations from the planned parameters of the Investment Program in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

3. To take into account the risk of regional regulators applying negative adjustments to the required gross revenue in connection with the implementation of unplanned investment projects.

**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. Maxim Mikhailovich Saukh        | - «FOR» |
| 9. Dmitry Alexandrovich Chevkin    | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |

**Voting results by filling in the questionnaires:**

- |                                     |         |
|-------------------------------------|---------|
| 11. Larisa Anatolievna Romanovskaya | - «FOR» |
|-------------------------------------|---------|

**Total:**

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

**Decision is taken.**

The agenda of the meeting of the Board of Directors of IDGC of Centre, PJSC on 26.12.2019 was exhausted.

The meeting of the Board of Directors of the Company was closed.

**Appendices:**

1. The report on execution of the Business Plan of IDGC of Centre, PJSC following the results of 9 months of 2019 (Appendix # 1).
2. The deviation of the actual indicators of the Business Plan from the planned ones (Appendix #2).
3. The list of instructions to achieve the indicators of the Business Plan for the end of 2019 (Appendix #3).
4. The report on execution of the Investment Program of IDGC of Centre, PJSC in 3Q and following the results of 9 months of 2019, including the report on acquisition of electric power facilities, the approval of which is not required by the Board of Directors, and the report on the execution of the order of the Board of Directors of IDGC of Centre, PJSC issued on 29.05.2019 (Minutes dated 29.05.2019 # 20/19) (Appendix # 4).
5. The deviations from the planned indicators of the approved Investment Program of IDGC of Centre, PJSC following the results of execution of the Investment Program for 9 months of 2019 (Appendix # 5).

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

**A.I. Kazakov**

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

**S.V. Lapinskaya**