

**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»**  
**(insider information disclosure)**

**1. General information**

1.1. Full issuer's business name (for non-commercial organization – name)	<b>Interregional Distribution Grid Company of Centre, Public Joint-Stock Company</b>
1.2. Abbreviated issuer's business name	<b>IDGC of Centre, PJSC</b>
1.3. Issuer's location	<b>Russia, Moscow</b>
1.4. Primary State Registration Number of the issuer	<b>1046900099498</b>
1.5. Tax payer number of the issuer	<b>6901067107</b>
1.6. Issuer's unique code, assigned by registering authority	<b>10214-A</b>
1.7. Web page address used by the issuer for information disclosure	<a href="http://www.e-disclosure.ru/portal/company.aspx?id=7985">http://www.e-disclosure.ru/portal/company.aspx?id=7985</a> ; <a href="https://www.mrsk-1.ru/information/">https://www.mrsk-1.ru/information/</a>
1.8. Date of occurrence of an event (material fact) about which a message has been compiled (if applicable)	29.05.2019

**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:

Total number of members of the Board of Directors: 11 persons. Participants of the meeting: 11 persons. The quorum for all the items is present.

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 approval of the Schedule of activities to reduce overdue accounts receivable for electricity transmission services and settlement of disputes established by 01.04.2019.**

**Decision:**

1. To approve the Schedule of activities to reduce overdue accounts receivable of IDGC of Centre, PJSC for electricity transmission services and settlement of disputes established by 01.04.2019, in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To take into consideration the report of General Director of the Company «On execution of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.01.2019, approved by the decision of the Board of Directors of the Company on 22.03.2019 (Minutes # 10/19), in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

3. To take into consideration the report of General Director of the Company «On the work performed by IDGC of Centre, PJSC in relation to newly created overdue accounts receivable for the services of electric power transmission in 1Q 2019» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

4. To take into consideration the report of General Director of the Company «On the repayment in 1Q 2019 of overdue accounts receivable, formed on 01.01.2019» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 2: On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets 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: Tambov region, Uvarovsky district, the village of Novaya, Novoderevenskaya street, house 29, by means of public offer.**

**Decision:**

To approve the decision made by the Company of a transaction, related to alienation of fixed assets 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 essential conditions:

- **the alienated property:** name: a garage, purpose: non-residential, area: 90,6 sq. m., cadastral number: 68:22:0801006:135, located at the address: Russia, Tambov region, Uvarovsky district, the village of Novaya, Novoderevenskaya street, house 29;

- **the book (residual) value** of the alienated property at 31.03.2019 is 297 034 (Two hundred ninety seven thousand thirty four) rubles 44 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, in the amount of 84 745 (Eighty four thousand seven hundred forty five) rubles 76 kopecks, without VAT;

- **the minimum offer price** (cut-off price) – 50 % (Fifty percent) of the price of the initial offer in the amount of 42 372 (Forty two thousand three hundred seventy two) rubles 88 kopecks, without VAT;

- **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:**

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

**DECISION IS TAKEN.**

**Item 3: On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets 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: Tambov region, Tokarevsky district, the village of Malaya Zveryaevka, Zarechnaya street, house 10, by means of public offer.**

**Decision:**

To approve the decision made by the Company of a transaction, related to alienation of fixed assets 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 essential conditions:

- **the alienated property:** name: a garage, purpose: non-residential, area: 42,6 sq. m., cadastral number: 68:21:1001004:94, located at the address: Tambov region, Tokarevsky district, the village of Malaya Zveryaevka, Zarechnaya street, house 10;
- **the book (residual) value** of the alienated property at 31.03.2019 is 73 107 (Seventy three thousand one hundred seven) rubles 13 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, in the amount of 33 898 (Thirty three thousand eight hundred ninety eight) rubles 31 kopecks, without VAT;
- **the minimum offer price (cut-off price)** – 50 % (Fifty percent) of the price of the initial offer in the amount of 16 949 (Sixteen thousand nine hundred forty nine) rubles 16 kopecks, without VAT;
- **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:**

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

**DECISION IS TAKEN.**

**Item 4: On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets 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: Tambov region, Znamensky district, the district settlement of Znamenka, Komsomolskaya street, house 73.**

**Decision:**

To approve the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, priced lower than the book value on the following essential conditions:

- **the alienated property:** buildings, located at the address: Tambov region, Znamensky district, the district settlement of Znamenka, Komsomolskaya street, house 73, in accordance with Appendix # 5 to this decision of the Board of Directors of the Company;
- **the book (residual) value** of the alienated property at 31.12.2018 is 3 600 959 (Three million six hundred thousand nine hundred fifty-nine) rubles 77 kopecks;
- **the method of disposal of the property:** sale at auction, open membership in the auction and open in the form of submission of proposals;
- **the initial price of the auction:** the cost equal to the market price of the property, determined by an independent appraiser LLC “Valuation Institute” (Valuation report № M-2597/I), in the amount of 1 101 694 (One million one hundred one thousand six hundred ninety-four) rubles 92 kopecks, without VAT;
- **if the auction 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 initial price of the auction, 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:**

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

**DECISION IS TAKEN.**

**Item 5: On the prior approval of the decision made by the Company of a transaction, involving the purchase of property, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electric and thermal energy, located at the address: Smolensk region, the city of Smolensk, Tennishevoy street, house 33.**

**Decision:**

To approve the decision made by the Company of a transaction, involving the purchase of property, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electric and thermal energy, located at the address: Smolensk region, the city of Smolensk, Tennishevoy street, house 33, on the following essential conditions:

**Parties of the deal:**

**Seller:** citizen of the Russian Federation Karmanov Denis Vyacheslavovich;

**Buyer:** IDGC of Centre, PJSC.

**The composition of the acquired property:** Real estate: non-residential premises, cadastral number 67:27:0030367:389, purpose: non-residential, area 734,3 sq. m., located at the address: Smolensk region, the city of Smolensk, Tennishevoy street, house 33.

**The acquisition cost:** 5 533 000 (Five million five hundred thirty-three thousand) rubles 00 kopecks, not subject to VAT.

**The purchase method:** Conclusion of an agreement for sale and purchase of real estate.

**The property transfer procedure:** The property title is transferred in the manner prescribed by the legislation of the Russian Federation.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 6: On approval of an internal document of the Company - the Regulations on the insider information of IDGC of Centre, PJSC in a new edition.**

**Decision:**

1. To approve the Regulations on the insider information of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

2. To recognize the Regulations on the insider information of IDGC of Centre, PJSC, approved by the decision of the Board of Directors on 30.05.2018 (Minutes of 31.05.2018 # 19/18) to have lost force.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 7: On consideration of the results of external independent assessment of the effectiveness of the internal control system of IDGC of Centre, PJSC.**

**Decision:**

1. To take into consideration the results of external independent assessment of the effectiveness of the internal control system in accordance with Appendix # 7 to this decision of the Board of Directors of the Company and the recognition of the Company's internal control system as a whole effective.

2. To instruct General Director of IDGC of Centre, PJSC to ensure the development and submission for approval by the Board of Directors of the Company of measures to maintain an effective internal control system and its development, including those aimed at:

- increasing the effectiveness of the "Risk Assessment" component and its full integration with the internal control system,
- full integration of anti-corruption risk management into business processes,
- elimination of design flaws in individual control procedures noted in the report on a number of business processes,
- increasing the level of automation of control procedures.

Deadline: no later than 31.07.2019.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 8: On coordination of holding positions in governing bodies of other organizations by a member of the Management Board of the Company.**

**Decision:**

To agree upon holding the position of Deputy Director General for Operation of ROSSETI by a member of the Management Board of the Company, Konstantin Alexandrovich Mikhailik.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 9: On consideration of draft amendments, entered into the Investment Program of IDGC of Centre, PJSC, approved by Order of the Ministry of Energy of Russia of 24.12.2018 № 29@.**

**Decision:**

1. To approve the draft amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2022, approved by Order of the Ministry of Energy of Russia of 14.12.2015 № 951 in the edition of Order of the Ministry of Energy of Russia of 24.12.2018 № 29@ with the extension of the implementation period in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

2. To instruct General Director of IDGC of Centre, PJSC:

2.1. to set up the approval of the draft amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2022, approved by Order of the Ministry of Energy of Russia of 14.12.2015 № 951 in the Ministry of Energy of the Russian Federation in accordance with the procedure established by Resolution of the Government of the Russian Federation of 01.12.2009 № 977 «On investment programs of subjects of the electric power industry».

2.2. to provide a report on the performance of clause 2.1. of this decision for consideration by the Board of Directors of the Company, indicating the reasons for deviations of the approved Investment Program from the draft Investment Program approved by the Board of Directors of the Company (if there are deviations) within 30 calendar days after the approval of the draft amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2022, approved by Order of the Ministry of Energy of Russia of 14.12.2015 № 951 in the Ministry of Energy of the Russian Federation in accordance with the procedure established by Resolution of the Government of the Russian Federation of 01.12.2009 № 977 «On investment programs of subjects of the electric power industry».

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 10: On consideration of the report on execution of the Company's Business Plan in 1Q 2019.**

**Decision:**

1. To take into consideration the report on execution of the Company's Business Plan in 1Q 2019 in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

2. According to the results of the Company's work in 1Q 2019, to note the deviation of the actual indicators of the Business Plan from the planned ones in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 11: On approval of the report on execution of the Company's Investment Program in 1Q 2019.**

**Decision:**

1. To approve the report on execution of the Company's Investment Program in 1Q 2019 in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to ensure that the planned volume of grid connection of applicants of preferential categories within the funding limits set in the draft Investment Program and Business Plan of the Company approved by the Company's Board of Directors is fulfilled in 2019.

3. The report on the implementation of clause 2 of this decision shall be submitted for consideration by the Board of Directors of the Company quarterly together with a report on execution of the Investment Program of the Company.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 12: On approval of the corporate structure of the Executive Office of IDGC of Centre, PJSC.**

**Decision:**

1. To approve the corporate structure of the Executive Office of IDGC of Centre, PJSC in accordance with Appendix # 12 to this decision of the Board of Directors of IDGC of Centre, PJSC and put it into force taking into account the terms stipulated by the legislation of the Russian Federation with the change and termination of labour contracts with employees.

2. From the date of entry into force of the corporate structure of the Executive Office of IDGC of Centre, PJSC to consider the corporate structure of the Executive office of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of IDGC of Centre, PJSC on 29.12.2017 (Minutes # 32/17 of 29.12.2017) to have lost force».

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 13: 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 13.1:**

13.1. 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 2018» to vote «FOR»:

«To approve the following distribution of profits (losses) of the Company following the results of 2018:

<i>Name</i>	<i>thous. RUB</i>
<i>Retained earnings (loss) for the reporting period:</i>	<i>257,2</i>
<i>To be distributed to:</i>	
<i>Reserve fund</i>	<i>12,9</i>
<i>Profit for development</i>	<i>115,7</i>
<i>Dividends</i>	<i>128,6</i>
<i>Repayment of losses of previous years</i>	<i>0</i>

**Decision regarding item 13.2:**

13.2. 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 2018 and their payment procedure» to vote «FOR»:

«1. To pay dividends on common stocks of the Company following the results of 2018 in the amount of 0,00837474 RUB per ordinary share of the Company in cash.

The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.

2. To define the record date of the list of persons entitled to receive dividends as «13» June 2019».

**Decision regarding item 13.3:**

13.3. 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 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>Svetlana Yurievna Kuznetsova</i>	<i>Principal expert of Operational Audit Section of Internal Audit Department of IDGC of Centre, PJSC</i>
2.	<i>Elena Ivanovna Chitaya</i>	<i>Principal expert of Operational Audit Section of Internal Audit Department of IDGC of Centre, PJSC</i>
3.	<i>Yury Vadimovich Marakin</i>	<i>Deputy General Director for Security of IDGC of Centre, PJSC</i>

**Voting results regarding item 13.1:**

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

**DECISION REGARDING ITEM 13.1 IS TAKEN.**

**Voting results regarding item 13.2:**

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

**DECISION REGARDING ITEM 13.2 IS TAKEN.**

**Voting results regarding item 13.3:**

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

**DECISION REGARDING ITEM 13.3 IS TAKEN.**

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **29.05.2019.**

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 # 20/19 of 29.05.2019.**

**3. Signature**

3.1. Director of Corporate Governance –  
Head of corporate governance and interaction  
with shareholders Department, acting under  
power of attorney # D-CA/3 of 15.01.2019

\_\_\_\_\_  
(signature)

O.A. Kharchenko

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3.2. Date «30» May 2019.