



IDGC OF CENTRE

Interregional Distribution Grid Company of Centre,
Public Joint-Stock Company
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MINUTES

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

«26» April 2019

Moscow

No. 16/19

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

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **D.B. Akopyan, A.V. Varvarin, O.Y. Isaev, A.I. Kazakov, A.I. Pavlov, A.V. Rakov, L.A. Romanovskaya, M.M. Saukh, D.A. Spirin, R.A. Filkin, A.V. Shevchuk.**

Members who did not provide questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **26.04.2019.**

AGENDA:

1. On the approval of the agenda of the Annual General Meeting of Shareholders of the Company.
2. On the definition of a list of information (materials) provided to shareholders of the Company in preparation for the Annual General Meeting of Shareholders, and the order of its provision.
3. On approval of form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company, as well as wording of decisions on items of the agenda of the Annual General Meeting of Shareholders, which shall be sent electronically (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders of the Company.
4. On the determination of the date of sending ballots to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, addresses, to which completed ballot papers can be sent, and the deadline for the receipt of completed ballots.
5. On determining 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.
6. On election of the Secretary of the Annual General Meeting of Shareholders of the Company.
7. On approval of cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.
8. On approval of the report on related party transactions, entered into by the Company in 2018.
9. On the prior approval of the Company's Annual Report for 2018.
10. On consideration of the annual accounting (financial) statements of the Company for 2018.
11. On the recommendations on the distribution of profit (loss) of the Company following the results of 2018.
12. On the recommendations on the amount of dividends on shares of the Company for 2018 and their payment procedure and proposals to the Annual General Meeting of Shareholders of determining the record date of a list of persons entitled to receive dividends.

13. On consideration of the nomination of the Auditor of the Company.
14. On consideration of a draft of the Articles of Association of the Company in a new edition.
15. On consideration of a draft of the Regulation on the Board of Directors of the Company in a new edition.
16. On consideration of a draft of the Regulation on the Management Board of the Company in a new edition.
17. On consideration of a draft of the Regulation on the General Meeting of the Company in a new edition.
18. On participation of IDGC of Centre, PJSC in Association SRO "Centre of Survey".
19. On participation of IDGC of Centre, PJSC in NP "NTS EES".

Item 1. On the 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 accounting (financial) statements of the Company for 2018.*
2. *On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of the reporting year of 2018.*
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 IDGC of Centre, PJSC in a new edition.*
7. *On approval of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.*
8. *On approval of the Regulation on the Management Board of IDGC of Centre, PJSC in a new edition.*
9. *On approval of the Regulation on the General Meeting of IDGC of Centre, PJSC in a new edition.*
10. *On approval of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.*
11. *On participation of IDGC of Centre, PJSC in Association SRO "Centre of Survey".*
12. *On participation of IDGC of Centre, PJSC in NP "NTS EES".*

Voting results:

- | | |
|------------------------------------|---------|
| 1. Dmitry Borisovich Akopyan | - «FOR» |
| 2. Alexander Viktorovich Varvarin | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Alexander Ivanovich Kazakov | - «FOR» |
| 5. Alexey Igorevich Pavlov | - «FOR» |
| 6. Alexey Viktorovich Rakov | - «FOR» |
| 7. Larisa Anatolievna Romanovskaya | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Denis Alexandrovich Spirin | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 2. On the definition of a list of information (materials) provided to shareholders of the Company in preparation for the Annual General Meeting of Shareholders, and the order of its provision.

Decision:

1. 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 accounting (financial) statements, the Auditor's Report and the conclusion of the Audit Commission (Auditor) 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;
- the extract from the decision of the Board of Directors on the prior approval of the Company's Annual Report for 2018 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 2018, 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 accounting (financial) statements for 2018 for approval by the Annual General Meeting of Shareholders;
- the recommendations of the Board of Directors of the Company on the participation of the Company in Association SRO "Centre of Survey";
- the recommendations of the Board of Directors of the Company on the participation of the Company in NP "NTS EES";
- 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 recommendations of the Company's Audit Committee regarding the nomination of the Company's auditor;

- the current version of the Articles of Association of the Company, the draft of the Articles of Association of the Company in a new edition, as well as the summary table of amendments entered and their justification;
- the current edition of the Regulation on the Board of Directors of IDGC of Centre, PJSC, the draft of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition, as well as the summary table of amendments entered and their justification;
- the current edition of the Regulation on the Management Board of IDGC of Centre, PJSC, the draft of the Regulation on the Management Board of IDGC of Centre, PJSC in a new edition, as well as the summary table of amendments entered and their justification;
- the current edition of the Regulation on the General Meeting of IDGC of Centre, PJSC, the draft of the Regulation on the General Meeting of IDGC of Centre, PJSC in a new edition, as well as the summary table of amendments entered and their justification;
- the current edition of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC, the draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition, as well as the summary table of amendments entered and their justification;
- the report on related-party transactions concluded by the Company in 2018, 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 directions to the venue 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 09 May 2019 to 29 May 2019** from 10 hours 00 minutes to 17 hours 00 minutes, excluding weekends and holidays, as well as **30 May 2019** during the Meeting at the following addresses:

- Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre, PJSC,
- Russia, Moscow, Pravdy St., 23, VTB Registrar, also **from 09 May 2019** 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 09 May 2019** in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder.

The specified information (materials) shall be available to the persons entitled to participate in the Annual General Meeting of Shareholders of the Company on the day of holding the Annual General Meeting of Shareholders of the Company at its venue: **Moscow, Dmitrovskoye shosse, 171 (hotel "Holiday Inn Vinogradovo", conference centre).**

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/gosa2019/forum/>

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 3. On approval of form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company, as well as wording of decisions on items of the agenda of the Annual General Meeting of Shareholders, which shall be sent electronically (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders of the Company.

Decision:

1. To approve the form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company in accordance with **Appendices ## 1-4** to this decision of the Board of Directors of the Company.
2. To send in electronic form (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders, the wording of decisions specified in the voting ballots shall be used.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 4. On the determination of the date of sending ballots to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, addresses,

to which completed ballot papers can be sent, and the deadline for the receipt of completed ballots.

Decision:

1. To determine that the voting ballots are to be sent by nonregistered mail (handed out against receipt) to the persons, entitled to participate in the Annual General Meeting of Shareholders of the Company, **not later than 09 May 2019.**

Bulletins (texts of bulletins) for voting in electronic form (in the form of electronic documents) **not later than 07 May 2019** are sent to the registrar **JSC VTB Registrar** for sending to nominal holders registered in the register of shareholders of the Company.

2. To determine that the completed voting ballots can be sent to one of the following addresses:

- **127018, Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre, PJSC,**

- **127137, Russia, Moscow, p/o box 54, VTB Registrar;**

- <http://www.vtbreg.ru> - for filling in the electronic bulletin form.

3. To determine the following website address to fill in the electronic form of the bulletins - <http://www.vtbreg.ru>

4. While defining the quorum and voting results the votes represented by ballots, or in other ways established by law, received **not later than 27 May 2019** are taken into account.

5. To instruct General Director of the Company to provide sending voting ballots to shareholders of the Company in accordance with this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------|
| 1. Dmitry Borisovich Akopyan | - «FOR» |
| 2. Alexander Viktorovich Varvarin | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Alexander Ivanovich Kazakov | - «FOR» |
| 5. Alexey Igorevich Pavlov | - «FOR» |
| 6. Alexey Viktorovich Rakov | - «FOR» |
| 7. Larisa Anatolievna Romanovskaya | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Denis Alexandrovich Spirin | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 5. On determining 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 # 5** 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 **29 April 2019.**

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 **29 April 2019**.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 6. 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. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 7. 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 # 6** 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 of the Company 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 # 7** to this decision of the Board of Directors of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 8. On approval of the report on related party transactions, entered into by the Company in 2018.

Decision:

To approve the report on related party transactions, entered into by the Company in 2018, in accordance with **Appendix # 8** to this decision of the Board of Directors of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 9. On the prior approval of the Company's Annual Report for 2018.

Decision:

Tentatively to approve the Company's Annual Report for 2018 and to recommend to the Annual General Meeting of Shareholders of the Company to approve the Annual Report in accordance with **Appendix # 9** to this decision of the Board of Directors of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»

4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 10. On consideration of the annual accounting (financial) statements of the Company for 2018.

Decision:

Tentatively to approve and submit the annual accounting (financial) statements of the Company for 2018 for approval by the Annual General Meeting of Shareholders of the Company in accordance with **Appendix # 10** to this decision of the Board of Directors.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 11. On the recommendations on the distribution of profit (loss) of the Company following the results of 2018.

Decision:

To recommend to the Annual General Meeting of Shareholders of the Company to approve the following distribution of profits (losses) of the Company for the reporting year of 2018:

Name	(thous. RUB)
Retained earnings (loss) for the reporting period:	
To be distributed to:	1 405 372
Reserve fund	0
Profit for development	529 210
Dividends	876 162
Repayment of losses of previous years	0

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»

2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «ABSTAINED»
10. Roman Alexeyevich Filkin - «ABSTAINED»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

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

Decision is taken.

Item 12. On the recommendations on the amount of dividends on shares of the Company for 2018 and their payment procedure and proposals to the Annual General Meeting of Shareholders of determining the record date of a list of persons entitled to receive dividends.

Decision:

To recommend to the Annual General Meeting of Shareholders to take the following decision:

1. To pay dividends on common stocks of the Company following the results of 2018 in the amount of **0,0207533 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 **10 June 2019.**

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «ABSTAINED»
10. Roman Alexeyevich Filkin - «ABSTAINED»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

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

Decision is taken.

Item 13. On consideration of the nomination of the Auditor of the Company.

Decision:

To propose to the Annual General Meeting of Shareholders of the Company to approve Ernst & Young LLC as the Auditor of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 14. On consideration of a draft of the Articles of Association of the Company in a new edition.

Decision:

To propose to the Annual General Meeting of Shareholders of the Company to approve the Articles of Association of the Company in a new edition in accordance with **Appendix # 11** to this decision of the Board of Directors of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 15. On consideration of a draft of the Regulation on the Board of Directors of the Company in a new edition.

Decision:

To propose to the Annual General Meeting of Shareholders of the Company to approve the Regulation on the Board of Directors of the Company in a new edition in accordance with **Appendix # 12** to this decision of the Board of Directors of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»

2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 16. On consideration of a draft of the Regulation on the Management Board of the Company in a new edition.

Decision:

To propose to the Annual General Meeting of Shareholders of the Company to approve the Regulation on the Management Board of the Company in a new edition in accordance with **Appendix # 13** to this decision of the Board of Directors of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 17. On consideration of a draft of the Regulation on the General Meeting of the Company in a new edition.

Decision:

To propose to the Annual General Meeting of Shareholders of the Company to approve the Regulation on the General Meeting of the Company in a new edition in accordance with **Appendix # 14** to this decision of the Board of Directors of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»

6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 18. On participation of IDGC of Centre, PJSC in Association SRO “Centre of Survey”.

Decision:

To propose to the Annual General Meeting of Shareholders of the Company to approve the participation of IDGC of Centre, PJSC in the Association of the self-regulatory organization “Central Association of Engineering Survey Organizations for Construction “Centre of Survey” (Association SRO “Centre of Survey”) on the following essential conditions:

- the size of the entrance (one-time) fee – 20 000 (twenty thousand) rubles;
- the size of current annual membership fees – 54 000 (fifty four thousand) rubles;
- one-time contribution to the compensation fund for securing contractual obligations – 150 000 (one hundred fifty thousand) rubles;
- the size of a single contribution to the harm compensation fund – 50 000 (fifty thousand) rubles;
- the form of payment of contributions – cash;
- the annual target contribution for transfer to the National Association of self-regulatory organizations based on the membership of engineering survey entities and self-regulatory organizations based on the membership of entities engaged in preparation of design documentation (hereinafter referred to as NOPRIZ) is the same for all members, and its size is set by the All-Russian Congress of self-regulatory organizations based on the membership of entities performing engineering surveys and self-regulatory organizations engaged in preparation of design documentation. At the same time, the first such fee is paid by all members of the Association for the current year in proportion to the annual fee, based on the time of entry;
- the size of regular membership fees is approved by the General Meeting of Members of Association SRO “Centre of Survey”.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «ABSTAINED»
10. Roman Alexeyevich Filkin - «ABSTAINED»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 19. On participation of IDGC of Centre, PJSC in NP “NTS EES”.

Decision:

To propose to the Annual General Meeting of Shareholders of the Company to approve the participation of IDGC of Centre, PJSC in Non-commercial partnership “Scientific and Technical Council of the Unified Energy System” (NP “NTS EES”) on the following essential conditions:

- the size of the entrance (one-time) fee – 2 100 000 (two million one hundred thousand) rubles;
- the size of current annual membership fees – 2 000 000 (two million) rubles.
- the form of payment of contributions – cash;
- when joining NP “NTS EES”, the Partnership Member pays an annual membership fee at the same time as the entrance fee is paid no later than 30 (Thirty) days from the date the Supervisory Board decides to accept the new Partnership Member. Subsequently, the payment of the annual membership fee is made no later than 1 February of each current year.
- the size and procedure for payment of the annual membership fee is determined by the Regulation on Contributions approved by the Supervisory Board of NP “NTS EES” and may be changed for subsequent periods.

Voting results:

- | | | |
|-----|---------------------------------|---------------|
| 1. | Dmitry Borisovich Akopyan | - «FOR» |
| 2. | Alexander Viktorovich Varvarin | - «FOR» |
| 3. | Oleg Yuryevich Isaev | - «FOR» |
| 4. | Alexander Ivanovich Kazakov | - «FOR» |
| 5. | Alexey Igorevich Pavlov | - «FOR» |
| 6. | Alexey Viktorovich Rakov | - «FOR» |
| 7. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 8. | Maxim Mikhailovich Saukh | - «FOR» |
| 9. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 10. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 11. | Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

«FOR»	- «8»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

Decision is taken.

Appendices:

1. The form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company (Appendices ## 1-4).
2. The form and text of the notice about the Company’s Annual General Meeting of Shareholders holding (Appendix # 5).
3. The cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company (Appendix # 6).
4. The form of the report on the expenditure of funds for preparation and holding of the of the Annual General Meeting of Shareholders (Appendix # 7).
5. The report on related party transactions, entered into by the Company in 2018 (Appendix # 8).
6. The Company’s Annual Report for 2018 (Appendix # 9).
7. The annual accounting (financial) statements of the Company for 2018 (Appendix # 10).
8. The Articles of Association of the Company in a new edition (Appendix # 11).

9. The Regulation on the Board of Directors of the Company in a new edition (Appendix # 12).
10. The Regulation on the Management Board of the Company in a new edition (Appendix # 13).
11. The Regulation on the General Meeting of the Company in a new edition (Appendix # 14).

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

A.I. Kazakov

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

S.V. Lapinskaya