

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

«06» March 2020

Moscow

No. 10/20

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

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

 Participants of the voting: **A.V. Varvarin, A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.**

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

 The quorum is **present.**

 Date of the minutes: **06.03.2020.**
**AGENDA:**

1. On consideration of the Company's shareholders' proposals for the inclusion of items on the agenda of the Annual General Meeting of Shareholders and nomination of candidates for the Company's management and control bodies.

2. On determination of the date of the meeting of the Board of Directors of the Company to consider issues related to the preparation for the Annual General Meeting of Shareholders of the Company.

**Item 1. On consideration of the Company's shareholders' proposals for the inclusion of items on the agenda of the Annual General Meeting of Shareholders and nomination of candidates for the Company's management and control bodies.**

**Decision:**

1. To include the following nominees into the list of candidates for voting to be elected for the Board of Directors of the Company:

Item ##	Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Board of Directors of the Company	Position, Place of Employment of the Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Board of Directors of the Company	Full name/name of the shareholder (s), who proposed to include the Candidate into the list for voting to be elected for the Board of Directors of the Company	Number of voting shares of the Company held by the shareholder (s) (in percentage terms)
1	Alexander Viktorovich Golovtsov		Company «New Russian Generation Limited»	15,98
2	Vitaly Yuryevich Zarkhin		Company «New Russian Generation Limited»	15,98
3	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors	Company «New Russian Generation Limited»	15,98
4	Alexander Viktorovich Shevchuk	Executive Director, Association of Institutional Investors	Company «New Russian Generation Limited»	15,98
5	Anastasiya Igorevna Krupenina		Sergey Valerievich Ilyushko	2,09
6	Alexander Viktorovich Varvarin	Vice-President - Managing Director for Corporate Relations and Legal Support of Russian Union of Industrialists and Entrepreneurs	PJSC Rosseti	50,23
7	Alexander Ivanovich Kazakov	Chairman of the Board of Directors of IDGC of Centre, PJSC, professional director	PJSC Rosseti	50,23
8	Andrey Sergeevich Kolyada	Deputy Director of Corporate Governance Department of PJSC Rosseti	PJSC Rosseti	50,23
9	Daniil Vladimirovich	Chief Adviser of PJSC Rosseti	PJSC Rosseti	50,23

	Krainskiy			
10	Marina Alexandrovna Lavrova	Deputy Director of Economics Department - Head of SDC Business Planning Office of PJSC Rosseti	PJSC Rosseti	50,23
11	Igor Vladimirovich Makovskiy	General Director of IDGC of Centre, PJSC	PJSC Rosseti	50,23
12	Konstantin Alexandrovich Mikhailik	Deputy Director General for Operation of PJSC Rosseti	PJSC Rosseti	50,23
13	Alexey Igorevich Pavlov	Director of Strategy Department of PJSC Rosseti	PJSC Rosseti	50,23
14	Vasily Vladimirovich Rozhkov	Director of Production Department - Deputy Chief Engineer of PJSC Rosseti	PJSC Rosseti	50,23
15	Larisa Anatolievna Romanovskaya	Acting Deputy Director General for HR Management, Government and Media Relations of PJSC Rosseti	PJSC Rosseti	50,23
16	Dmitry Alexandrovich Chevkin	Acting Director of HR Department of PJSC Rosseti	PJSC Rosseti	50,23

2. To include the following nominees into the list of candidates for voting to be elected for the Audit Commission of the Company:

Item ##	Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company	Position, Place of Employment of the Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company	Full name/name of the shareholder (s), who proposed to include the Candidate into the list for voting to be elected for the Audit Commission of the Company	Number of voting shares of the Company held by the shareholder (s) (in percentage terms)
1	Sergey Vladimirovich Kiryukhin	Acting Deputy Director General - Chief of Staff of PJSC Rosseti	PJSC Rosseti	50,23
2	Marina Alekseevna Lelekova	Director of Internal Control and Risk Management Department of PJSC Rosseti	PJSC Rosseti	50,23
3	Svetlana Anatolyevna Kim	Head of Supervisory Activities Office of Internal Control and Risk Management Department of PJSC Rosseti	PJSC Rosseti	50,23
4	Artem Nikolaevich Kirillov	Deputy Head of Supervisory Activities Office of Internal Control and Risk Management Department of PJSC Rosseti	PJSC Rosseti	50,23
5	Elena Alexandrovna Kabizskina	Chief Expert of Supervisory Activities Office of Internal Control and Risk Management Department of PJSC Rosseti	PJSC Rosseti	50,23

### 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. Larisa Anatolievna Romanovskaya - «FOR»
9. Maxim Mikhailovich Saukh - «FOR»
10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

### Total:

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

**Decision is taken.**

**Item 2. On determination of the date of the meeting of the Board of Directors of the Company to consider issues related to the preparation for the Annual General Meeting of Shareholders of the Company.**

**Decision:**

To determine the date of the meeting of the Board of Directors of the Company held to consider issues relating to the preparation for the Annual General Meeting of Shareholders of the Company (including the determination of the date, time and place of the AGM; making the agenda for the AGM; the definition of the record date of the list of persons entitled to participate in the AGM; the approval of the form and text of voting ballots, etc.) - not later than «24» April 2020.

**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.  | Larisa Anatolievna Romanovskaya | - «FOR» |
| 9.  | Maxim Mikhailovich Saukh        | - «FOR» |
| 10. | Dmitry Alexandrovich Chevkin    | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk  | - «FOR» |

**Total:**

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

**Decision is taken.**

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

**A.I. Kazakov**

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

**S.V. Lapinskaya**