

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

«30» December 2019

Moscow

No. 48/19

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: **30.12.2019.**

**AGENDA:**

1. On consideration of the report of General Director of the Company on the reduction in 3Q 2019 of the number of existing contracts with violated deadlines for the fulfillment of obligations.
2. On approval of the Private Pension Program for employees of IDGC of Centre, PJSC for 2020.
3. On coordination of holding positions in governing bodies of other organizations by a member of the Management Board of the Company.
4. On consideration of the report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo following the results of 9 months of 2019.
5. On approval of the Plan for development and improvement of the risk management system of IDGC of Centre, PJSC.
6. On approval of the Procurement Plan of IDGC of Centre, PJSC for 2020 (including the consolidated purchase plan for innovative and (or) high-tech products for 2020-2024).
7. On preliminary approval of the Agreement on amendments to the Collective Agreement of IDGC of Centre, PJSC for 2016-2018, extended for the period of 2019, and on the extension of its validity for the period of 2020-2021.

**Item 1: On consideration of the report of General Director of the Company on the reduction in 3Q 2019 of the number of existing contracts with violated deadlines for the fulfillment of obligations.**

**Decision:**

To take consideration the report of General Director of the Company on the reduction in 3Q 2019 of the number of existing contracts with violated deadlines for the fulfillment of obligations in accordance with Appendix # 1 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. Larisa Anatolievna Romanovskaya - «FOR»
9. Maxim Mikhailovich Saukh - «FOR»
10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

**Item 2: On approval of the Private Pension Program for employees of IDGC of Centre, PJSC for 2020.**

**Decision:**

To approve the Private Pension Program for employees of IDGC of Centre, PJSC for 2020 in accordance with Appendix # 2 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. Larisa Anatolievna Romanovskaya - «FOR»
9. Maxim Mikhailovich Saukh - «FOR»
10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

**Total:**

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

**Decision is taken.**

**Item 3: 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 a member of the Board of Directors of JSC VGES by a member of the Management Board of the Company, Vladislava Vladimirovna Rezakova.

**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. Larisa Anatolievna Romanovskaya - «FOR»

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

**Total:**

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

**Decision is taken.**

**Item 4: On consideration of the report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo following the results of 9 months of 2019.**

**Decision:**

1. To take into consideration the report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo following the results of 9 months of 2019 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To note the failure to perform some activities of the Anti-Crisis Program following the results of 2019, specified in Appendix # 4 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. Larisa Anatolievna Romanovskaya - «FOR»
9. Maxim Mikhailovich Saukh - «FOR»
10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

**Item 5: On approval of the Plan for development and improvement of the risk management system of IDGC of Centre, PJSC.**

**Decision:**

To approve the Plan for development and improvement of the risk management system of IDGC of Centre, PJSC in accordance with Appendix # 5 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.  | Larisa Anatolievna Romanovskaya | - «FOR»       |
| 9.  | Maxim Mikhailovich Saukh        | - «FOR»       |
| 10. | Dmitry Alexandrovich Chevkin    | - «FOR»       |
| 11. | Alexander Viktorovich Shevchuk  | - «ABSTAINED» |

**Total:**

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

**Decision is taken.**

**Item 6: On approval of the Procurement Plan of IDGC of Centre, PJSC for 2020 (including the consolidated purchase plan for innovative and (or) high-tech products for 2020-2024).**

**Decision:**

To approve the Procurement Plan of IDGC of Centre, PJSC for 2020 (including the consolidated purchase plan for innovative and (or) high-tech products for 2020-2024) in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

**Voting results:**

- |     |                                 |               |
|-----|---------------------------------|---------------|
| 1.  | Alexander Viktorovich Varvarin  | - «FOR»       |
| 2.  | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 3.  | Vitaly Yuryevich Zarkhin        | - «AGAINST»   |
| 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  | - «AGAINST»   |

**Total:**

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

**Decision is taken.**

**Item 7: On preliminary approval of the Agreement on amendments to the Collective Agreement of IDGC of Centre, PJSC for 2016-2018, extended for the period of 2019, and on the extension of its validity for the period of 2020-2021.**

**Decision:**

Tentatively to approve the Agreement on amendments to the Collective Agreement of IDGC of Centre, PJSC for 2016-2018, extended for the period of 2019, and on the extension of its validity for the period of 2020-2021, in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

**Voting results:**

- |    |                                 |               |
|----|---------------------------------|---------------|
| 1. | Alexander Viktorovich Varvarin  | - «FOR»       |
| 2. | Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 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.  | Larisa Anatolievna Romanovskaya | - «FOR»       |
| 9.  | Maxim Mikhailovich Saukh        | - «FOR»       |
| 10. | Dmitry Alexandrovich Chevkin    | - «FOR»       |
| 11. | Alexander Viktorovich Shevchuk  | - «ABSTAINED» |

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The report of General Director of the Company on the reduction in 3Q 2019 of the number of existing contracts with violated deadlines for the fulfillment of obligations (Appendix # 1).
2. The Private Pension Program for employees of IDGC of Centre, PJSC for 2020 (Appendix # 2).
3. The report of General Director of the Company on execution of the Anti-Crisis Program to enhance the efficiency of functioning and improve the financial and economic condition of the branch of IDGC of Centre, PJSC - Tverenergo following the results of 9 months of 2019 (Appendix # 3).
4. The activities of the Anti-Crisis Program of the branch of IDGC of Centre, PJSC - Tverenergo, which are subject to risk of the failure to perform following the results of 2019 (Appendix # 4).
5. The Plan for development and improvement of the risk management system of IDGC of Centre, PJSC (Appendix # 5).
6. The Procurement Plan of IDGC of Centre, PJSC for 2020 (including the consolidated purchase plan for innovative and (or) high-tech products for 2020-2024).
7. The Agreement on amendments to the Collective Agreement of IDGC of Centre, PJSC for 2016-2018, extended for the period of 2019, and on the extension of its validity for the period of 2020-2021 (Appendix # 7).

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

**A.I. Kazakov**

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

**S.V. Lapinskaya**