

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

«07» October 2019

No. 33/19

Moscow

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: **07.10.2019.**

**AGENDA:**

1. On approval of the Regulation on the Strategy Committee of the Board of Directors of the Company in a new edition.
2. On the composition of the Strategy Committee of the Board of Directors of the Company.

**Item 1: On approval of the Regulation on the Strategy Committee of the Board of Directors of the Company in a new edition.**

**Decision:**

1. To rename the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC to the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC.
2. To approve the Regulation on the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
3. To recognize the Regulation on the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC, approved by the Board of Directors of IDGC of Centre, PJSC on 30.04.2008 (Minutes # 09/08), with amendments, approved by the decision of the Board of Directors of IDGC of Centre, PJSC on 17.03.2016 (Minutes # 06/16), to have lost force.

**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.**

Dissenting opinions were received on this item from members of the Board of Directors of the Company, V.Y. Zarkhin and A.V. Shevchuk (Appendices ##2-3).

**Item 2: On the composition of the Strategy Committee of the Board of Directors of the Company.**

**Decision (put to vote):**

1. To determine the number of members of the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC - 11 (eleven) persons.

**Voting results:**

«FOR» - 11 - A.V. Varvarin, A.V. Golovtsov, A.I. Kazakov, V.Y. Zarkhin, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«AGAINST» – 0.

«ABSTAINED» - 0.

**Decision is taken.**

2. To elect the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC as follows<sup>1</sup>:

Egor Vyacheslavovich Prokhorov - Acting Deputy Director General for Strategy of PJSC «Rosseti»

**Voting results:**

«FOR» - 11 - A.V. Varvarin, A.V. Golovtsov, A.I. Kazakov, V.Y. Zarkhin, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«AGAINST» – 0.

«ABSTAINED» - 0.

**Decision is taken.**

Alexey Igorevich Pavlov - Director of Finance Department of PJSC «Rosseti»

**Voting results:**

«FOR» - 11 - A.V. Varvarin, A.V. Golovtsov, A.I. Kazakov, V.Y. Zarkhin, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«AGAINST» – 0.

«ABSTAINED» - 0.

**Decision is taken.**

Irina Alexandrovna Shagina - Director of Tariff Policy Department of PJSC «Rosseti»

**Voting results:**

«FOR» - 10 - A.V. Varvarin, A.V. Golovtsov, A.I. Kazakov, V.Y. Zarkhin, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«AGAINST» – 0.

«ABSTAINED» - 1 - V.Y. Zarkhin.

**Decision is taken.**

Olga Vladimirovna Tikhomirova - Director of Treasury Department of PJSC «Rosseti»

**Voting results:**

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<sup>1</sup> The 11 members of the Committee who received the most votes during the voting will be considered elected.

«FOR» - 10 - A.V. Varvarin, A.V. Golovtsov, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«AGAINST» – 0

«ABSTAINED» - 1 - V.Y. Zarkhin.

**Decision is taken.**

Alexander Viktorovich Pilyugin - First Deputy General Director – Chief Engineer of IDGC of Centre, PJSC

**Voting results:**

«FOR» - 10 - A.V. Varvarin, A.V. Golovtsov, A.I. Kazakov, V.Y. Zarkhin, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin.

«AGAINST» – 0.

«ABSTAINED» - 1 - A.V. Shevchuk.

**Decision is taken.**

Dmitry Dmitrievich Mikheev - Director of Services Sale Department of PJSC «Rosseti»

**Voting results:**

«FOR» - 10 - A.V. Varvarin, A.V. Golovtsov, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«AGAINST» – 0.

«ABSTAINED» - 1 - V.Y. Zarkhin.

**Decision is taken.**

Andrey Olegovich Romankov - Director of Technical Policy Department - Deputy Chief Engineer of PJSC «Rosseti»

**Voting results:**

«FOR» - 9 - A.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«AGAINST» – 0.

«ABSTAINED» - 2 - A.V. Golovtsov, V.Y. Zarkhin.

**Decision is taken.**

Alexander Viktorovich Golovtsov - Independent director

**Voting results:**

«FOR» - 11 - A.V. Varvarin, A.V. Golovtsov, A.I. Kazakov, V.Y. Zarkhin, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«AGAINST» – 0.

«ABSTAINED» - 0.

**Decision is taken.**

Alexey Nikolayevich Zharikov - Director of Corporate Policy and Work with Shareholders of OJSC “Elektrotsentraladka”

**Voting results:**

«FOR» - 10 - A.V. Golovtsov, A.I. Kazakov, V.Y. Zarkhin, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«AGAINST» – 0.

«ABSTAINED» - 1 - A.V. Varvarin.

**Decision is taken.**

Alexander Viktorovich Shevchuk - Executive Director of Association of Institutional Investors

**Voting results:**

«FOR» - 11 - A.V. Varvarin, A.V. Golovtsov, A.I. Kazakov, V.Y. Zarkhin, A.V. Logatkin, I.V.

Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«**AGAINST**» – 0.

«**ABSTAINED**» - 0.

**Decision is taken.**

Vitaly Yuryevich Zarkhin - Independent director

**Voting results:**

«**FOR**» - 11 - A.V. Varvarin, A.V. Golovtsov, A.I. Kazakov, V.Y. Zarkhin, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«**AGAINST**» – 0.

«**ABSTAINED**» - 0.

**Decision is taken.**

Anastasiya Igorevna Krupenina - Director for Strategy and Investment of "Five Plus" LLC

**Voting results:**

«**FOR**» - 3 - A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk.

«**AGAINST**» – 0.

«**ABSTAINED**» - 8 - A.V. Varvarin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin.

**Decision is NOT taken.**

**3. To elect Egor Vyacheslavovich Prokhorov as Chairman of the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC.**

**Voting results:**

«**FOR**» - 10 - A.V. Varvarin, A.V. Golovtsov, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.

«**AGAINST**» – 0.

«**ABSTAINED**» - 1 - V.Y. Zarkhin.

**Decision is taken.**

**Decision (taken regarding item # 2):**

1. To determine the number of members of the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC - 11 (eleven) persons.

2. To elect the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC as follows:

#	Full name	Title
1	Egor Vyacheslavovich Prokhorov	Acting Deputy Director General for Strategy of PJSC «Rosseti»
2	Alexey Igorevich Pavlov	Director of Finance Department of PJSC «Rosseti»
3	Irina Alexandrovna Shagina	Director of Tariff Policy Department of PJSC «Rosseti»
4	Olga Vladimirovna Tikhomirova	Director of Treasury Department of PJSC «Rosseti»
5	Alexander Viktorovich Pilyugin	First Deputy General Director – Chief Engineer of IDGC of Centre, PJSC
6	Dmitry Dmitrievich Mikheev	Director of Services Sale Department of PJSC «Rosseti»
7	Andrey Olegovich Romankov	Director of Technical Policy Department - Deputy Chief Engineer of PJSC «Rosseti»

8	Alexander Viktorovich Golovtsov	Independent director
9	Alexey Nikolayevich Zharikov	Director of Corporate Policy and Work with Shareholders of OJSC “Elektrotsentraladka”
10	Alexander Viktorovich Shevchuk	Executive Director of Association of Institutional Investors
11	Vitaly Yuryevich Zarkhin	Independent director

3. To elect Egor Vyacheslavovich Prokhorov as Chairman of the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC.

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 3).

**Appendices:**

1. The Regulation on the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC (Appendix # 1).
2. The dissenting opinions on agenda items ## 1-2 of the Board of Directors of the Company from the members of the Board of Directors of the Company, V.Y. Zarkhin and A.V. Shevchuk (Appendices ## 2-3).

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

**A.I. Kazakov**

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

**S.V. Lapinskaya**