

MINUTES
of meeting of the Board of Directors of IDGC of Centre, PJSC
(in presentia-absentia)

«12» November 2019

Moscow

No. 38/19

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

Place of the meeting: **Moscow, 2nd Yamskaya, 4, floor 5, office 507.**

Video conference room A5-048 (5th floor) at the address: Moscow, Belovezhskaya str., 4.

Time of the meeting: **12 hours 00 minutes – 13 hours 00 minutes.**

Participants of the meeting: **A.V. Varvarin, A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, I.V. Makovskiy, A.I. Pavlov (video conference call from Rosseti), M.M. Saukh (video conference call from Rosseti), D.A. Chevkin (video conference call from Rosseti), A.V. Shevchuk.**

The written opinion (questionnaire) of the following members was taken into account while defining the results: **A.V. Logatkin, L.A. Romanovskaya.**

Members who neither participated nor provided questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **12.11.2019.**

The meeting of the Board of Directors of IDGC of Centre, PJSC was led by Chairperson of the Board of Directors of IDGC of Centre, Alexander Ivanovich Kazakov.

The following invited persons – the management of IDGC of Centre were present:

V.O. Akulichev - First Deputy General Director - Director for Development

A.G. Aleshin - Acting Deputy General Director for Economy and Finance

O.A. Danshina - Deputy General Director for Corporate and Legal Activities

M.N. Lobkova - Deputy General Director for Organizational Issues

A.V. Pilyugin - First Deputy General Director - Chief Engineer

V.V. Rezakova - Deputy General Director for Development and Sale of Services

D.V. Sklyarov - Deputy General Director for Investment and Capital Construction

L.A. Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department

S.V. Shpakova - Head of Internal Audit Department

After the announcement of a quorum regarding the agenda items by Chairperson at the meeting of the Board of Directors of the Company, A.I. Kazakov, the meeting of the Board of Directors of the Company was called to order.

AGENDA:

1. On consideration of the report on execution of the Company's Business Plan in 1H 2019.

2. On approval of the report on execution of the Company's Investment Program in 2Q and following the results of 1H 2019.

Item 1. On consideration of the report on execution of the Company's Business Plan in 1H 2019.

Speaker/co-speakers: – A.G. Aleshin / A.V. Pilyugin / V.V. Rezakova.

The reports (presentations) on the item are stored in the materials for the meeting of the Board of Directors.

In discussing the report the comments were received from the following members of the Board of Directors: A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk.

Decision put to vote:

1. To take into consideration the report on execution of the Company's Business Plan in 1H 2019 in accordance with Appendices ## 1-3 to this decision of the Board of Directors of the Company.
2. According to the results of the Company's work in 1H 2019, to note the deviation of the actual indicators of the Business Plan from the planned ones in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
3. To instruct General Director of the Company to ensure, at the end of 2019, at all branches, the achievement of the level of losses provided for in the Business Plan for 2019.
4. To instruct General Director of the Company to ensure that subsequently the reports to the Board of Directors of the Company are submitted no later than 2 months from the end of the reporting quarter.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Varvarin | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 3. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 4. Alexander Ivanovich Kazakov | - «FOR» |
| 5. Igor Vladimirovich Makovskiy | - «FOR» |
| 6. Alexey Igorevich Pavlov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Dmitry Alexandrovich Chevkin | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Voting results by filling in the questionnaires:

- | | |
|-------------------------------------|---------|
| 10. Andrey Vyacheslavovich Logatkin | - «FOR» |
| 11. Larisa Anatolievna Romanovskaya | - «FOR» |

Total:

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

Decision is taken.

Item 2. On approval of the report on execution of the Company's Investment Program in 2Q and following the results of 1H 2019.

Speaker/co-speakers: – D.V. Sklyarov / O.A. Danshina.

The reports (presentations) on the item are stored in the materials for the meeting of the Board of Directors.

In discussing the report the comments were received from the following members of the Board of Directors: A.V. Golovtsov, V.Y. Zarkhin, A.V. Shevchuk.

The explanations and answers to the questions were given by: D.V. Sklyarov.

Decision put to vote:

1. To take into consideration the report on execution of the Company's Investment Program in 2Q and following the results of 1H 2019 in accordance with Appendices ## 5-7 to this decision of the Board of Directors of the Company.
2. To note the deviation from the planned indicators of the approved Investment Program of

IDGC of Centre, PJSC following the results of execution of the Investment Program for 1H 2019 in accordance with Appendix # 8 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 - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Igor Vladimirovich Makovskiy - «FOR»
6. Alexey Igorevich Pavlov - «FOR»
7. Maxim Mikhailovich Saukh - «FOR»
8. Dmitry Alexandrovich Chevkin - «FOR»
9. Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

10. Andrey Vyacheslavovich Logatkin - «FOR»
11. Larisa Anatolievna Romanovskaya - «FOR»

Total:

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

Decision is taken.

Decision put to vote:

3. To instruct General Director of the Company to ensure the full implementation of the approved Investment Program of the Company for 2019 in order to eliminate the risks of deductions by the regional regulatory body when establishing tariff and balance decisions.

Voting results:

1. Alexander Viktorovich Varvarin - «ABSTAINED»
2. Alexander Viktorovich Golovtsov - «AGAINST»
3. Vitaly Yuryevich Zarkhin - «AGAINST»
4. Alexander Ivanovich Kazakov - «FOR»
5. Igor Vladimirovich Makovskiy - «FOR»
6. Alexey Igorevich Pavlov - «FOR»
7. Maxim Mikhailovich Saukh - «FOR»
8. Dmitry Alexandrovich Chevkin - «FOR»
9. Alexander Viktorovich Shevchuk - «AGAINST»

Voting results by filling in the questionnaires:

10. Andrey Vyacheslavovich Logatkin - «FOR»
11. Larisa Anatolievna Romanovskaya - «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

Decision is taken.

Decision taken at the meeting:

1. To take into consideration the report on execution of the Company's Investment Program in 2Q and following the results of 1H 2019 in accordance with Appendices ## 5-7 to this decision of the Board of Directors of the Company.

2. To note the deviation from the planned indicators of the approved Investment Program of IDGC of Centre, PJSC following the results of execution of the Investment Program for 1H

2019 in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

3. To instruct General Director of the Company to ensure the full implementation of the approved Investment Program of the Company for 2019 in order to eliminate the risks of deductions by the regional regulatory body when establishing tariff and balance decisions.

Then, at the meeting of the Board of Directors of the Company, in accordance with the Regulation on the Board of Directors of the Company, when holding a meeting in the form of a joint presence, the information of the Corporate Secretary of the Company on the implementation of decisions of the Board of Directors adopted at meetings of the Board of Directors of the Company was heard.

The agenda of the meeting of the Board of Directors of IDGC of Centre, PJSC on 12.11.2019 was exhausted.

The meeting of the Board of Directors of the Company was adjourned.

Appendices:

1. The report on the execution of the Business Plan of IDGC of Centre, PJSC for 1H 2019, including the report on the implementation in 1H 2019 of the Energy Saving and Energy Efficiency Improvement Program of IDGC of Centre, PJSC for 2017 – 2022 and the report on the results of the implementation in 1H 2019 of the Program for prospective development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2018 – 2022 (Appendices # 1-3).
2. The deviations of the actual indicators of the Business Plan from the planned ones (Appendix #4).
3. The report on execution of the Investment Program of IDGC of Centre, PJSC in 2Q 2019 and following the results of 1H 2019, including the report on acquisition in 2Q 2019 of electric power facilities, the approval of which is not required by the Board of Directors, and the report on the execution of the order of the Board of Directors of IDGC of Centre, PJSC issued on 29.05.2019 (Minutes dated 29.05.2019 # 20/19) (Appendices # 5-7).
4. The deviations from the planned indicators of the approved Investment Program of IDGC of Centre, PJSC following the results of execution of the Investment Program for 1H 2019 (Appendix # 8).

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

A.I. Kazakov

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

S.V. Lapinskaya