

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

«25» November 2019

Moscow

No. 39/19

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: **25.11.2019.**

**AGENDA:**

1. On convening the Extraordinary General Meeting of Shareholders of the Company.
2. On the approval of the agenda of the Extraordinary General Meeting of Shareholders of the Company.
3. On the recommendations on the amount of dividends on shares of the Company following the results of 9 months of 2019 and their payment procedure.

**Item 1: On convening the Extraordinary General Meeting of Shareholders of the Company.**

**Decision:**

1. To convene the Extraordinary General Meeting of Shareholders of the Company (hereinafter - the Meeting) by absentee voting.
2. To determine the date of the Meeting holding – **30 December 2019.**
3. To determine the ballots reception end date – **30 December 2019.**
4. To approve the record date of persons entitled to participate in the Meeting, – **06 December 2019.**
5. Due to the fact that no preference shares were issued by the Company, the decision on determining the type (s) of preference shares, whose owners have the right to vote on the agenda items of the Meeting, is not to be taken.
6. To determine that information (materials) provided to the persons entitled to participate in the Meeting are:
  - the agenda of the Extraordinary General Meeting of Shareholders indicating the person on whose proposal the relevant issue was included;
  - the recommendations of the Board of Directors of the Company on the size of the dividend on shares of the Company and the procedure for its payment based on the results of 9 months of 2019 and determining the date on which persons entitled to receive dividends are recorded (the extract from the minutes of the meeting of the Board of Directors of the Company);
  - the draft resolution and explanatory note to the agenda item of the Meeting;
  - the information about the shareholders' agreements entered into during the year prior to the date of the General Meeting of Shareholders;

- the sample power of attorney, which the shareholder may give his or her representative and its certification procedure.

7. To establish that the information (materials), provided in preparation for the Meeting, shall be available to the persons entitled to participate in the Meeting:

- **from 29 November 2019 to 30 December 2019**, excluding weekends and holidays, from 09 hours 00 minutes to 17 hours 00 minutes, as well as 30 December 2019 on the day of the Meeting at the following addresses:

- Russia, Moscow, Malaya Ordynka St., 15, IDGC of Centre, PJSC,

- Russia, Moscow, Pravdy St., 23, VTB Registrar;

also **from 29 November 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 **29 November 2019** in electronic form (in the form of electronic documents) to the nominee shareholder.

8. 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](mailto: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/vosa2019/forum/>

9. To approve the form and text of the ballot for voting at the Meeting in accordance with **Appendix # 1** to this decision of the Board of Directors of the Company.

10. 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 ballot shall be used.

11. 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 Meeting, **not later than 09 December 2019**.

The voting ballots in electronic form (in the form of electronic documents) **not later than 09 December 2019** are sent to the registrar **JSC VTB Registrar** for sending to nominal holders registered in the register of shareholders of the Company.

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

- **119017, Russia, Moscow, Malaya Ordynka St., 15, IDGC of Centre, PJSC,**

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

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

In addition, the owner of securities, the rights to which are accounted for by a nominal holder, is entitled to participate in the Meeting personally or by giving instructions to the nominal holder to vote in a specific way, if this is provided for by an agreement concluded with the nominal holder. An electronic voting document signed with an electronic signature shall be sent by the owner of the equity securities to the nominal holder.

13. To determine the following website for filling in electronic ballots - <http://www.vtbreg.ru>

14. While defining the quorum of the Meeting and voting results, the votes represented by ballots, or in other ways established by law, received **until 30 December 2019**, are taken into account.

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

16. To approve the form and text of the notice about the Meeting holding in accordance with **Appendix # 2** to this decision of the Board of Directors of the Company.

17. To inform the persons entitled to participate in the Meeting regarding holding the Meeting:

- by posting the notice on the Company's website at [www.mrsk-1.ru](http://www.mrsk-1.ru) not later than **29 November 2019**.

If a person recorded in the register of shareholders of the Company is a nominal holder of shares, the notice about the Meeting holding shall be sent in electronic form (in the form of electronic documents) to the nominal shareholder not later than **29 November 2019**.

18. To elect as the Secretary of the Meeting – Svetlana Vladimirovna Lapinskaya – Corporate Secretary of the Company.

19. To approve the cost estimates associated with the preparation and holding of the Meeting in accordance with **Appendix # 3** to this decision of the Board of Directors of the Company.

20. General Director not later than two months after the holding of the Meeting to submit to the Board of Directors a report on the expenditure of funds for preparation and holding of the Extraordinary General Meeting of Shareholders under the form in accordance with **Appendix # 4** 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.**

**Item 2. On the approval of the agenda of the Extraordinary General Meeting of Shareholders of the Company.**

**Decision:**

To approve the agenda of the Extraordinary General Meeting of Shareholders of the Company:

*1. On the size of dividends, the timing and form of their payment following the results of work for 9 months of 2019 and the establishment of the date, on which persons entitled to receive dividends, are recorded.*

**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.**

**Item 3. On the recommendations on the amount of dividends on shares of the Company following the results of 9 months of 2019 and their payment procedure.**

**Decision:**

To recommend that the Extraordinary General Meeting of Shareholders take the following decision:

1. To pay dividends on common stocks of the Company from the Company's net profit following the results of 9 months of 2019 in the amount of 0,0200649 RUB per one ordinary share of the Company in cash.
2. The amount of accrued dividends per one shareholder of the Company is determined with an accuracy of one kopeck. The number is rounded off in the calculation according to the rules of mathematical rounding.
3. 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.
4. To define the record date of the list of persons entitled to receive dividends as the 14<sup>th</sup> day from the date of adoption by the Extraordinary General Meeting of Shareholders of a decision on the payment of dividends.

**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 ballot for voting at the Extraordinary General Meeting of Shareholders of the Company (Appendix # 1).
2. The notice about holding the Extraordinary General Meeting of Shareholders of the Company (Appendix

# 2).

3. The cost estimates associated with the preparation and holding of the Extraordinary General Meeting of Shareholders of the Company (Appendix # 3).

4. The form of the report on the expenditure of funds for preparation and holding of the Extraordinary General Meeting of Shareholders of the Company (Appendix # 4).

5. The dissenting opinions of the members of the Board of Directors of the Company, A.V. Golovtsov, V.Y. Zarkhin and A.V. Shevchuk, on the agenda items of the meeting of the Board of Directors of the Company (Appendix # 5-7).

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

**A.I. Kazakov**

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

**S.V. Lapinskaya**