

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

«06» March 2019

Moscow

No. 07/19

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

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

Participants of the voting: **D.B. Akopyan, A.V. Varvarin, O.Y. Isaev, A.I. Kazakov, A.I. Pavlov, A.V. Rakov, L.A. Romanovskaya, M.M. Saukh, D.A. Spirin, R.A. Filkin, A.V. Shevchuk.**

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

The quorum **is present.**

Date of the minutes: **07.03.2019.**

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	Tatiana Petrovna Dronova	Deputy General Director for Strategy and Development ZAO "Investment Holding "Energy Alliance"	Company «BRINDIMI INVESTMENTS LIMITED»	2,73
2	Alexander Viktorovich Golovtsov		Company «Genhold Limited»	15,00
3	Vitaly Yuryevich Zarkhin		Company «Genhold Limited»	15,00
4	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors	Company «Genhold Limited»	15,00
5	Alexander Viktorovich Shevchuk	Executive Director, Association of Institutional Investors	Company «Genhold Limited»	15,00
6	Alexey Yuryevich Krashakov	Director of the Department of Financial Markets, Joint-Stock Company Commercial Bank "Solidarnost"	Joint-Stock Company Commercial Bank "Solidarnost"	2,00

7	Sergey Vladimirovich Chebotarev	Vice-President for Power Engineering, NLMK	Company «FLETCHER GROUP HOLDINGS LIMITED»	3,20
8	Anastasiya Igorevna Krupenina		Sergey Valerievich Ilyushko	2,35
9	Alexander Viktorovich Varvarin	Vice-President - Managing Director for Corporate Relations and Legal Support of Russian Union of Industrialists and Entrepreneurs	PJSC ROSSETI	50,23
10	Alexander Ivanovich Kazakov	Chairman of the Board of Directors of JSC "DVEUK", professional director	PJSC ROSSETI	50,23
11	Andrey Vyacheslavovich Logatkin	Director of the International Cooperation Department of PJSC ROSSETI	PJSC ROSSETI	50,23
12	Igor Vladimirovich Makovskiy	General Director of IDGC of Centre, PJSC	PJSC ROSSETI	50,23
13	Evgeny Alexandrovich Olkhovich	Deputy Director General for Strategic Development and Technological Innovation of PJSC ROSSETI	PJSC ROSSETI	50,23
14	Alexey Igorevich Pavlov	Director of Treasury Department of PJSC ROSSETI	PJSC ROSSETI	50,23
15	Natalia Vladimirovna Paramonova	Director of Economics Department of PJSC ROSSETI	PJSC ROSSETI	50,23
16	Larisa Anatolievna Romanovskaya	Top Advisor of PJSC ROSSETI	PJSC ROSSETI	50,23
17	Maxim Mikhailovich Saukh	Head of Corporate Relations Office of Corporate Governance Department of PJSC ROSSETI	PJSC ROSSETI	50,23
18	Makar Andreevich Timofeev	Director of Service Sales Department of PJSC ROSSETI	PJSC ROSSETI	50,23
19	Dmitry Alexandrovich Chevkin	Deputy 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	Top Advisor of PJSC ROSSETI	PJSC ROSSETI	50,23
2	Marina Alekseevna Lelekova	Director of Internal Audit and Control Department of PJSC ROSSETI	PJSC ROSSETI	50,23
3	Svetlana Anatolyevna Kim	Head of Internal Audit Office of Internal Audit and Control Department of PJSC ROSSETI	PJSC ROSSETI	50,23
4	Elena Alexandrovna Kabizskina	Deputy Head of Internal Audit Office of Internal Audit and Control Department of PJSC ROSSETI	PJSC ROSSETI	50,23
5	Artem Nikolaevich Kirillov	Deputy Head of Internal Audit Office of Internal Audit and Control Department of PJSC ROSSETI	PJSC ROSSETI	50,23

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «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 2019.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «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