

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

«31» January 2020

Moscow

No. 04/20

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: **31.01.2020.**

AGENDA:

1. On the budget approval of the Committees of the Board of Directors of the Company for 1H 2020.
2. On approval of an internal document of the Company – the Scenario conditions for formation of the Investment Program of IDGC of Centre, PJSC in a new edition.
3. On consideration of the report of General Director of the Company on the status of the Company's Registry of non-core assets in 4Q 2019 and in 2019.

Item 1. On the budget approval of the Committees of the Board of Directors of the Company for 1H 2020.

Decision:

To approve the budgets of the Committees of the Board of Directors of IDGC of Centre, PJSC for 1H 2020 in accordance with Appendices ## 1-5 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 - «FOR»
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»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2. On approval of an internal document of the Company – the Scenario conditions for formation of the Investment Program of IDGC of Centre, PJSC in a new edition.

Decision:

1. To approve the Scenario conditions for formation of the Investment Program of IDGC of Centre, PJSC in a new edition, in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to ensure the formation of the Investment Program of the Company in accordance with the Scenario conditions specified in paragraph 1 of this decision, with a view to its subsequent approval in the manner prescribed by the current legislation of the Russian Federation.
3. To recognize the Scenario conditions, approved by the decision of the Board of Directors of the Company on 15.02.2018 (Minutes of 16.02.2018 # 15/18), with the amendments, approved by the decision of the Board of Directors of the Company on 24.12.2018 (Minutes of 24.12.2018 # 43/18), to have lost force.

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.

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Golovtsov (Appendix # 10).

Item 3. On consideration of the report of General Director of the Company on the status of the Company's Registry of non-core assets in 4Q 2019 and in 2019.

Decision:

1. To take into consideration the reports of General Director of the Company on the status of the Registry of non-core assets of IDGC of Centre, PJSC in 4Q 2019 and in 2019, in accordance with Appendices ## 7-8 to this decision of the Board of Directors of the Company.
2. To approve the updated Registry of non-core assets of the Company as of 31.12.2019 in accordance with Appendix # 9 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 - «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «1»
«ABSTAINED»	- «1»

Decision is taken.

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, A.V. Golovtsov (Appendix # 11).

Appendices:

1. The budgets of the Committees of the Board of Directors of IDGC of Centre, PJSC for 1H 2020 (Appendices ## 1-5).
2. The Scenario conditions for formation of the Investment Program of IDGC of Centre, PJSC in a new edition (Appendix # 6).
3. The reports on the status of the Registry of non-core assets of IDGC of Centre, PJSC in 4Q 2019 and in 2019 (Appendices ## 7-8).
4. The updated Registry of non-core assets of the Company as of 31.12.2019 (Appendix # 9).
5. The dissenting opinions on the items of the agenda of the Board of Directors of the Company from the member of the Board of Directors of the Company, A.V. Golovtsov (Appendices ## 10-11).

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

A.I. Kazakov

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

S.V. Lapinskaya