



Interregional Distribution Grid Company of Centre,
Public Joint-Stock Company
2nd Yamskaya, 4, Moscow, Russia, 127018
Tel.: +7 (495) 747-92-92, Fax: +7 (495) 747-92-95,
Power Engineers' Direct Line: 8-800-50-50-115,
Trust Line: +7 (495) 747-92-99,
e-mail: posta@mrsk-1.ru, www.mrsk-1.ru

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

«18» September 2018

Moscow

No. 32/18

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: **18.09.2018.**

AGENDA:

1. On early termination of the powers and employment agreement of General Director of the Company.
2. On election of General Director of the Company.
3. On the determination of the person authorized to exercise the rights and obligations of the employer in respect of General Director of the Company.
4. On coordination of holding positions in governing bodies of other organizations by General Director of IDGC of Centre, PJSC.

Item 1. On early termination of the powers and employment agreement of General Director of the Company.

Decision:

1. To authorize Pavel Anatolyevich Livinskiy, Director General of PJSC "Rosseti", to exercise on behalf of the Company the rights and responsibilities of the employer in relation to the Company's General Director Oleg Yuryevich Isaev, including determining the terms and conditions of the employment agreement with the Company's General Director and signing the employment agreement, amendments hereto, agreements related to the termination of the employment agreement, compensation for costs of hiring a dwelling.
2. To terminate early the powers of General Director of IDGC of Centre, PJSC Oleg Yuryevich Isaev, and the employment agreement with him on 18.09.2018 by agreement of the parties in accordance with paragraph 1 of Article 77 of the Labour Code of the Russian Federation.

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 - «AGAINST»
10. Roman Alexeyevich Filkin - «AGAINST»
11. Alexander Viktorovich Shevchuk - «AGAINST»

Total:

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

Decision is taken.

Item 2. On election of General Director of the Company.

Decision:

To elect Igor Vladimirovich Makovskiy as General Director of IDGC of Centre, PJSC from 19.09.2018 to 18.09.2021 inclusive.

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 - «AGAINST»
10. Roman Alexeyevich Filkin - «AGAINST»
11. Alexander Viktorovich Shevchuk - «AGAINST»

Total:

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

Decision is taken.

Item 3. On the determination of the person authorized to exercise the rights and obligations of the employer in respect of General Director of the Company.

Decision:

To authorize Pavel Anatolyevich Livinskiy, Director General of PJSC "Rosseti", to exercise on behalf of the Company the rights and responsibilities of the employer in relation to the Company's General Director Igor Vladimirovich Makovskiy, including determining the terms and conditions of the employment agreement with the Company's General Director and signing the employment agreement, amendments hereto, agreements related to the termination of the employment agreement, compensation for costs of hiring a dwelling.

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 - «AGAINST»

10. Roman Alexeyevich Filkin - «AGAINST»

11. Alexander Viktorovich Shevchuk - «AGAINST»

Total:

«FOR» - «8»

«AGAINST» - «3»

«ABSTAINED» - «0»

Decision is taken.

Item 4. On coordination of holding positions in governing bodies of other organizations by General Director of IDGC of Centre, PJSC.

Decision:

To agree upon holding the position of Chairman of the Board of Directors of JSC "Yantarenergo" by General Director of IDGC of Centre, PJSC Igor Vladimirovich Makovskiy.

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 - «AGAINST»

10. Roman Alexeyevich Filkin - «AGAINST»

11. Alexander Viktorovich Shevchuk - «AGAINST»

Total:

«FOR» - «8»

«AGAINST» - «3»

«ABSTAINED» - «0»

Decision is taken.

Dissenting opinions on all the agenda items were received from members of the Board of Directors of the Company, D.A. Spirin, R.A. Filkin, A.V. Shevchuk (Appendix #1).

Appendix: The dissenting opinions of the members of the Board of Directors of the Company, D.A. Spirin, R.A. Filkin, A.V. Shevchuk, regarding items ## 1-4 of the meeting agenda of the Board of Directors of the Company (Appendix # 1).

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

A.I. Kazakov

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

S.V. Lapinskaya