



Interregional Distribution Grid Company of Centre,
Public Joint-Stock Company
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MINUTES

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

«08» May 2019

Moscow

No. 18/19

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: **08.05.2019.**

AGENDA:

1. On approval of the report of General Director of the Company «On the implementation in 2018 of the Innovative Development Program of IDGC of Centre, PJSC for the period of 2016-2020 with a perspective up to 2025», and the Medium-term plan for the implementation of the Innovative Development Program of IDGC of Centre, PJSC for 2019-2021.
2. On consideration of the report of General Director of the Company «On the investment project implementation status in 1Q 2019 «Construction of smart grids».
3. On consideration of the report of General Director of the Company «On the course of implementation of investment projects of IDGC of Centre, PJSC in 1Q 2019, included in the list of priority facilities».
4. On consideration of the report of General Director of the Company «On the work performed in 1Q 2019 to reduce costs of servicing the loan portfolio».
5. On consideration of the report «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 2018».
6. On approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre for 2019 and forecast for 2020-2023.
7. On approval of nomination of the Insurer of IDGC of Centre, PJSC.
8. On approval of the Method of calculation and assessment of key performance indicators of the head of the internal audit division of IDGC of Centre, PJSC in a new edition.

Item 1: On approval of the report of General Director of the Company «On the implementation in 2018 of the Innovative Development Program of IDGC of Centre, PJSC for the period of 2016-2020 with a perspective up to 2025», and the Medium-term plan for the implementation of the Innovative Development Program of IDGC of Centre, PJSC for 2019-2021.

Decision:

1. To approve the report of General Director of the Company «On the implementation in 2018 of the Innovative Development Program of IDGC of Centre, PJSC for the period of 2016-2020 with a perspective up to 2025» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To approve the Medium-term plan for the implementation of the Innovative Development Program of IDGC of Centre, PJSC for 2019-2021, including an action plan for research and (or)

developmental works in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

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 | - «ABSTAINED» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 2: On consideration of the report of General Director of the Company «On the investment project implementation status in 1Q 2019 «Construction of smart grids».

Decision:

1. To take into consideration the report of General Director of the Company «On the investment project implementation status in 1Q 2019 «Construction of smart grids» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To submit to the next meeting of the Board of Directors of the Company a report on the execution of the Plan of compensating measures approved by the Board of Directors of the Company aimed at the effective implementation of the investment project «Construction of smart grids».

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 | - «ABSTAINED» |
| 10. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 3: On consideration of the report of General Director of the Company «On the course of implementation of investment projects of IDGC of Centre, PJSC in 1Q 2019, included in the list of priority facilities».

Decision:

To take into consideration the report of General Director of the Company «On the course of implementation of investment projects of IDGC of Centre, PJSC in 1Q 2019, included in the list

of priority facilities» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

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 4: On consideration of the report of General Director of the Company «On the work performed in 1Q 2019 to reduce costs of servicing the loan portfolio».

Decision:

To take into consideration the report of General Director of the Company «On the work performed in 1Q 2019 to reduce costs of servicing the loan portfolio» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

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 5: On consideration of the report «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 2018».

Decision:

To take into consideration the report on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre in 2018 in accordance with Appendices ## 6-7 to this decision of the Board of Directors of the Company.

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

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 6: On approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre for 2019 and forecast for 2020-2023.

Decision:

To approve the summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre for 2019 and forecast for 2020-2023 in accordance with Appendices ## 8-9 to this decision of the Board of Directors of the Company.

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 7: On approval of nomination of the Insurer of IDGC of Centre, PJSC.

Decision:

To approve the following nominee as the Company's Insurer:

Type of insurance	Insurance company	Period of insurance
Comprehensive and collision insurance (Fully Comp)	SOGAZ	15.05.2019-14.05.2020

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

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 8: On approval of the Method of calculation and assessment of key performance indicators of the head of the internal audit division of IDGC of Centre, PJSC in a new edition.

Decision:

1. To approve the Method of calculation and assessment of key performance indicators of the head of the internal audit division of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to approve the Method of calculation and assessment of key performance indicators of the head of the internal audit division of IDGC of Centre, PJSC in a new edition, specified in paragraph 1 of this decision, in accordance with the procedure established by IDGC of Centre, PJSC.

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

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Appendices:

1. The report «On the implementation in 2018 of the Innovative Development Program of IDGC of Centre, PJSC for the period of 2016-2020 with a perspective up to 2025» (Appendix # 1).
2. The draft of the Medium-term plan for the implementation of the Innovative Development Program of IDGC of Centre, PJSC for 2019-2021 (Appendix # 2).
3. The report «On the investment project implementation status in 1Q 2019 «Construction of smart grids» (Appendix # 3).
4. The report «On the course of implementation of investment projects of IDGC of Centre, PJSC in 1Q 2019, included in the list of priority facilities» (Appendix # 4).
5. The report «On the work performed in 1Q 2019 to reduce costs of servicing the loan portfolio» (Appendix # 5).
6. The reports «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre in 2018» (Appendices ## 6-7).
7. The drafts of the summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre for 2019 and forecast for 2020-2023 (Appendices ## 8-9).

8. The Method of calculation and assessment of key performance indicators of the head of the internal audit division of IDGC of Centre, PJSC in a new edition (Appendix # 10).

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

A.I. Kazakov

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

S.V. Lapinskaya