

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

«30» September 2019

No. 31/19

Moscow

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: **30.09.2019.****AGENDA:**

1. On amending the Regulation on material incentives of General Director of the Company.

Item 1. On amending the Regulation on material incentives of General Director of the Company.**Decision:**

1. To amend the Regulation on material incentives of General Director of the Company (hereinafter - the Regulation), approved by the decision of the Board of Directors on 15.07.2011 (Minutes of 18.07.2011 # 16/11), with the amendments dated 18.12.2014 (Minutes of 19.12.2014 # 29/14), 26.02.2015 (Minutes of 27.02.2015 # 03/15), 29.05.2017 (Minutes of 31.05.2017 # 14/17), 07.09.2017 (Minutes of 08.09.2017 # 22/17) in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To determine the date of entry into force of the amendments to the Regulation referred to in paragraph 1 of this decision of the Board of Directors of the Company – from 01.01.2019.

Voting results:

- | | |
|------------------------------------|-------------|
| 1. Alexander Viktorovich Varvarin | - «FOR» |
| 2. Alexander Viktorovich Golovtsov | - «AGAINST» |
| 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 - «AGAINST»

Total:

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

Decision is taken.

Dissenting opinions were received on this item from members of the Board of Directors of the Company, A.V. Shevchuk and A.V. Golovtsov (Appendices ## 2-3).

Appendices:

1. The amendments to the Regulation on material incentives of General Director of the Company (Appendix # 1).
2. The dissenting opinions on the agenda item of the Board of Directors of the Company from the members of the Board of Directors of the Company, A.V. Shevchuk and A.V. Golovtsov (Appendices ## 2-3).

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

A.I. Kazakov

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

S.V. Lapinskaya