

Public Joint Stock Company Interregional Distribution

Grid Company of North-West

**MINUTES**

of the session of the Board of Directors of IDGC of North-West, PJSC

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| 02.02.2021 | Saint Petersburg | No. 386/22  |

Form of the meeting of the Board of Directors of IDGC of North-West, PJSC – absentee voting (polling).

Chairperson: Chairperson of the Board of Directors – K.A. Mikhailik

Members of the Board of Directors participating in the meeting:

1. M.A. Bychko
2. A.V. Golovtsov
3. Y.V. Goncharov
4. A.Y. Korneyev
5. D.D. Mikheyev
6. A.V. Morozov
7. A.Y. Pidnik
8. Y.G. Obrezkova
9. O.R. Fedorov
10. I.A. Shagina

The number of members of the Board of Directors participating in the meeting (vote) is 11 persons of the 11 elected members of the Board of Directors.

The quorum required for the meeting of the Board of Directors shall be at least one-half of the total number of elected members of the Company’s Board of Directors (Clause 18.11, Article 18 of the Charter of Interregional Distribution Grid Company of North-West, PJSC). A quorum was recorded as present.

**AGENDA:**

1. On determination of the attitude of the Company’s representatives concerning the issue on the agenda of the meeting of the Board of Directors of Pskovenergosbyt, JSC “On approval of the Business Plan of Pskovenergosbyt, JSC for 2021 and forecast indicators for 2022–2025”.

2. Report on execution of Clause 3.2 of the decision of the Board of Directors of the Company dated September 22, 2020 (Minutes No. 375/11) on issue No. 1 “Report of the General Director on execution of the Company's investment programme for 2019”.

3. On consideration of the report of General Director of IDGC of North-West, PJSC on implementation of decisions taken at meetings of the Board of Directors of the Company in Q3 2020.

4. On consideration of the report of the General Director on execution of the business plan of IDGC of North-West, PJSC for 9 months of 2020.

5. On approval of the report on achievement of the key performance indicator (KPI) “Innovation Activity Efficiency” of the General Director of IDGC of North-West, PJSC for 2019.

6. On consideration of the reports on execution of business plans of IDGC of North-West, PJSC Group of Companies for 9 months of 2020 aggregated based on the RAS principles and consolidated based on the IFRS principles.

7. Report of General Director on execution of the Investment Programme of IDGC of North-West, PJSC for 9 months of 2020.

8. Report on purchase of electricity power industry facilities the purchase whereof is unsubject to endorsement by the Board of Directors for Q3 2020.

9. On consideration of the results of self-assessment of the work of the Board of Directors and Committees of the Board of Directors of IDGC of North-West, PJSC.

**Based on the voting results, the Board of Directors of IDGC of North-West, PJSC resolved as follows:**

**On Item No. 1 on the agenda:**

Instruct representatives of IDGC of North-West, PJSC to vote FOR the following decision on the agenda issue “On approval of the Business Plan of Pskovenergosbyt, JSC for 2021 and of the forecast indicators for 2022–2025” at the session of the Board of Directors of Pskovenergosbyt, JSC:

“Approve the Business Plan of Pskovenergosbyt, JSC for 2021 and take under advisement the forecast indicators for 2022–2025 in accordance with Appendix to this decision of the Board of Directors of the Company.”

**On Item No. 2 on the agenda:**

Take under advisement the report on the measures taken to prevent deviations in the implementation of the investment programme of the Company in 2020 in accordance with Appendix No. 1 to this decision of the Board of Directors of the Company.

**On Item No. 3 on the agenda:**

Take under advisement the report of General Director on execution of the decisions taken at sessions of the Board of Directors of the Company in Q3 2020 in accordance with Appendix No. 2 to this decision of the Board of Directors of the Company.

**On Item No. 4 on the agenda:**

1. Take under advisement the report on execution of business plan of IDGC of North-West, PJSC for 9 months of 2020 in accordance with Appendix No. 3 to this decision of the Board of Directors of the Company.

2. Specify deviation of the actual indicators of the business plan from the planned ones based on the results of the Company’s work for 9 months of 2020 in accordance with Appendix No. 4 to this decision of the Board of Directors of the Company.

3. Instruct the Sole Executive Body of IDGC of North-West, PJSC to provide, within the framework of the report on the execution of the Company's business plan for 2020, information on reasons for deviation of indicators of the approved investment programme from indicators of the business plan (in terms of financing, development, entry into fixed assets) and reasons for the failure to fulfill the parameters of investment projects as part of the business plan.

**On Item No. 5 on the agenda:**

Approve the report of the General Director of IDGC of North-West, PJSC on achievement of the KPI “Innovation Activity Efficiency” for 2019 in accordance with Appendix No. 5 to this decision of the Board of Directors of the Company.

**On Item No. 6 on the agenda:**

1. Take under advisement the reports on execution of business plans of IDGC of North-West, PJSC Group of Companies for 9 months of 2020 aggregated based on the RAS principles and consolidated based on the IFRS principles in accordance with Appendices No. 6–7 to this decision of the Board of Directors of the Company.

2. Note, based on the results of the work of the group of companies of IDGC of North-West, PJSC for 9 months of 2020, the deviation of the actual indicators of the business plan from the planned ones in accordance with Appendix No. 8 to this decision of the Board of Directors of the Company.

**On Item No. 7 on the agenda:**

1. Take under advisement the report of the General Director on execution of the Company's Investment Programme for 9 months of 2020 in accordance with Appendix No. 9 to this decision of the Board of Directors of the Company.

2. Instruct the Sole Executive Body of the Company to:

2.1. Ensure compliance with the Rules for filling out forms for disclosing information by a grid organization on reports on the implementation of the investment programme and on the materials supporting them (Appendix No. 21 to Order No. 320 of the Russian Ministry of Energy dated April 25, 2018).

2.2. Ensure the unconditional execution of the approved investment programme based on the results of 2020.

**On Item No. 8 on the agenda:**

1. Take under advisement the report on purchase of electricity power industry facilities purchase whereof is unsubject to endorsement by the Board of Directors for Q3 2020 in accordance with Appendix No. 10 to this decision of the Board of Directors of the Company.

2. Instruct the General Director of IDGC of North-West, PJSC, simultaneously with the report on the results of execution of the investment programme of IDGC of North-West, PJSC for 2020, to submit a report on the acquisition of electricity power industry facilities, the approval of which is not required by the Board of Directors of IDGC of North-West, PJSC, for 2020 with the provision of information on the compliance of the transactions with the Criteria for Making Decisions on Consolidation Projects specified in Appendix No. 3 to the Minutes of the meeting of the Board of Directors of the Company No. 281/36 dated May 18, 2018.

**On Item No. 9 on the agenda:**

1. Take under advisement the self-assessment report of the work of the Board of Directors and Committees of the Board of Directors of IDGC of North-West, PJSC for the 2018–2019 corporate year in accordance with Appendix No. 11 to this decision of the Board of Directors of the Company.

2. Deem appropriate to assess the work of the Board of Directors and Committees of the Board of Directors of IDGC of North-West, PJSC for the 2019–2020 and 2020–2021 corporate years with the involvement of an independent external consultant selected based on the results of procurement procedures.

For reference.

Statement of special opinion of the member of the Board of Directors A.V. Golovtsov on the agenda items Nos. 4, 5 of the meeting of the Board of Directors (Appendix No. 12 to these Minutes) is attached to the Minutes.

*Minutes compilation date: 05.02.2021*

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| **Chairperson of the Board of Directors**  | K.A. MIKHAILIK |
| **Corporate Secretary**  | L.Y. NAZARENKO |