**Notice of Essential Fact**

**“Information on Certain Decisions Taken by the Board of Directors of the Issuer”**

**(Insider Information Disclosure)**

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| 1. General data | | |
| 1.1. Issuer's full business name | Interregional Distribution Grid Company of North-West, Public Joint Stock Company | |
| 1.2. Issuer’s abbreviated business name | IDGC of North-West, PJSC | |
| 1.3. Issuer’s place of business | Saint Petersburg, Russia | |
| 1.4. Issuer’s OGRN (Primary State Registration Number) | 1047855175785 | |
| 1.5. Issuer’s INN (Taxpayer Identification Number) | 7802312751 | |
| 1.6. Issuer’s unique code assigned by the registration body | 03347-D | |
| 1.7. Web page address used by the Issuer for information disclosure | <http://www.e-disclosure.ru/portal/company.aspx?id=12761>,  <http://www.mrsksevzap.ru> | |
| 1.8. Date of occurrence of the event (essential fact) about which the notice is drawn up (if applicable) | **28.05.2020** | |
| 2. Content of the Notice | | |
| 2.1. Quorum of the session of the Board of Directors of the Issuer and the results of decision-making voting:  The quorum of the meeting of the Board of Directors: 11 out of the 11 members of the Board of Directors participated in the meeting, the required quorum was present.  Results of voting on the issues:  **ISSUE No. 1:**  Item No. 1: FOR – 8, AGAINST – 0, ABSTAINED – 3  Item No. 2: FOR – 9, AGAINST – 0, ABSTAINED – 2  **Issue No. 2:** FOR – 10, AGAINST – 0, ABSTAINED – 1  **Issue No. 3:** FOR – 7, AGAINST – 0, ABSTAINED – 4  **Issue No. 4:** FOR – 10, AGAINST – 0, ABSTAINED – 1  **Issue No. 5:**  Item No. 1: FOR – 11, AGAINST – 0, ABSTAINED – 0  Item No. 2: FOR – 11, AGAINST – 0, ABSTAINED – 0  Sub-item No. 3.1 of item No. 3: FOR – 11, AGAINST – 0, ABSTAINED – 0  Sub-item No. 3.2 of item No. 3: FOR – 9, AGAINST – 0, ABSTAINED – 2  Item No. 4: FOR – 11, AGAINST – 0, ABSTAINED – 0  Item No. 5: FOR – 11, AGAINST – 0, ABSTAINED – 0  Item No. 6: FOR – 11, AGAINST – 0, ABSTAINED – 0  **Issue No. 6:** FOR – 11, AGAINST – 0, ABSTAINED – 0  **Issue No. 7:** FOR – 9, AGAINST – 0, ABSTAINED – 2  **Issue No. 8:** FOR – 7, AGAINST – 2, ABSTAINED – 2  **Issue No. 9:** FOR – 11, AGAINST – 0, ABSTAINED – 0  **Issue No. 10:** FOR – 11, AGAINST – 0, ABSTAINED – 0  **Issue No. 11:** FOR – 6, AGAINST – 4, ABSTAINED – 0 *(1 member of the Board of Directors did not participate in the voting on this issue (Sub-item 1 of Item 3 of Article 83 of the Federal Law “On Joint-Stock Companies”)*  **Issue No. 12:** FOR – 10, AGAINST – 0, ABSTAINED – 0 *(1 member of the Board of Directors did not participate in the voting on this issue (Sub-item 4 of Item 3 of Article 83 of the Federal Law “On Joint-Stock Companies”);*  **Issue No. 13:** FOR – 10, AGAINST – 0, ABSTAINED – 1  **Issue No. 14:** FOR – 10, AGAINST – 0, ABSTAINED – 1  **Issue No. 15:** FOR – 7, AGAINST – 0, ABSTAINED – 4  **Issue No. 16:** FOR – 10, AGAINST – 0, ABSTAINED – 1  **Issue No. 17:** FOR – 11, AGAINST – 0, ABSTAINED – 0  **Issue No. 18:** FOR – 10, AGAINST – 0, ABSTAINED – 1  2.2. Contents of decisions approved by the Board of Directors of the Issuer:  **ISSUE No. 1: On determining the position of the Company’s representatives regarding issues on the agenda of meetings of the Board of Directors of IDGC of North-West, PJSC subsidiaries**  1. Instruct representatives of IDGC of North-West, PJSC to vote FOR the following decisions on agenda issue “On consideration of the Report on the Credit Policy of Pskovenergosbyt, JSC in Q4 2019” at the meeting of the Board of Directors of Pskovenergosbyt, JSC:  1.1. Take under advisement the report on the credit policy of Pskovenergosbyt, JSC in Q4 2019 in accordance with the appendix to the decision of the Board of Directors of the Company.  1.2. Note the excess of the target limit on the structure of liabilities as of 31.12.2019.  1.3. Agree on a temporary excess of the target limit on the structure of liabilities as of 31.12.2019.  1.4. Instruct the Sole Executive Body of Pskovenergosbyt, JSC to ensure compliance with the requirements of the Regulations on the Credit Policy approved by the Board of Directors of the Pskovenergosbyt, JSC.  **Decision taken.**  2. Instruct representatives of IDGC of North-West, PJSC to vote FOR the following decision on agenda issue “On approval of the Report on the Credit Policy of Pskovenergoagent JSC in Q4 2019” at the session of the Board of Directors of Pskovenergoagent JSC:  2.1. Take under advisement the report on the credit policy of Pskovenergoagent, JSC in Q4 2019 in accordance with the appendix to the decision of the Board of Directors of the Company.  **Decision taken.**  **ISSUE No. 2: On approval of the report for 2017–2019 on execution of the Action Plan to execute the Environmental Policy of IDGC of North-West, PJSC for 2019**  Approve the report for 2019 on execution of the Action Plan to execute the Environmental Policy of IDGC of North-West, PJSC for 2017–2019 in accordance with Appendix No. 1 to this decision of the Board of Directors of the Company.  **Decision taken.**  **ISSUE No. 3: On approval of the work plan and the budget of the Company’s Internal Audit Subdivision for 2020**  1. Approve of the Work Plan for Internal Audit Department of IDGC of North-West, PJSC for 2020 in accordance with Appendix No. 2 to this decision of the Board of Directors of the Company.  2. Instruct the Sole Executive Body of IDGC of North-West, PJSC to do the following:  2.1. Consider the possibility of increasing the budget of the internal audit subdivision, taking into account the recommendations of the Audit Committee under the Board of Directors of IDGC of North-West, PJSC and reallocation of financing within the limits of expenses approved by the business plan of the Company for 2020.  Term: no later than 10 working days from the date of the decision.  2.2. Submit to the Board of Directors of IDGC of North-West, PJSC for review the updated budget of the subdivision for 2020.  Term: no later than 13 working days from the date of the decision.  **Decision taken.**  **ISSUE No. 4: On recognition as invalid of certain decisions of the Board of Directors of the Company**  1. Invalidate the decisions of the Board of Directors of IDGC of North-West, PJSC:  - on Issue No. 6 “On Amendments to the Register of Key Operational Risks of IDGC of North-West, PJSC” dated January 31, 2017 (Minutes No. 229/20);  - on Items 2.6, 2.7 and 2.8 of Issue No. 5 “On Approval of the Internal Document of the Company: Restated Risk Management Policy of IDGC of North-West, PJSC” dated 01.09.2014 (Minutes No. 164/6);  - on Item 2 of Issue No. 4 “On Consideration of the Report of the Sole Executive Body of the Company on the Management of Key Operational Risks of the Company for 2017” dated 18.05.2018 (Minutes No. 281/36);  - on Item 3 of Issue No. 3 “On Approval of the Internal Document of the Company: Restated Risk Management Policy of IDGC of North-West, PJSC dated 31.03.2016 (Minutes No. 200/15).  2. The Sole Executive Body of IDGC of North-West, PJSC shall ensure that the Board of Directors is provided with information on the management of critical and significant functional risks of the Company as part of materials on the implementation of the business plan for the corresponding quarter.  Deadline: within the time frames set for raising the question of the implementation of the Company's business plan for the corresponding quarter, starting with the reporting for Q1 2020.  **Decision taken.**  **ISSUE No. 5: On determination of the attitude of the Company’s representatives concerning issues on agendas of general meetings of shareholders and sessions of Boards of Directors of subsidiary companies of IDGC of North-West, PJSC**  1. Instruct the representatives of IDGC of North-West, PJSC to vote FOR the adoption of the following decision at the meeting of the Board of Directors of Pskovenergoagent, JSC on the agenda item “On recommendations on the amount of dividends on shares of Pskovenergoagent, JSC for 2019, on dividend payout procedure and on suggestions offered to the annual General Meeting of Shareholders for setting the date for generating the list of persons having the right to receive dividends”:  - Recommend that the annual General Meeting of Shareholders of the Company take the following decision:  1) Pay dividends on ordinary shares of Pskovenergoagent, JSC following the outcome of 2019 in an amount of RUB 0.0407812 per ordinary share of the Company in monetary form.  2) The term for payment of dividend to a nominal holder or a trustee being a professional participant of the security market shall not be in excess of 10 business days, to other shareholders registered in the register – 25 business days from the date when the list of persons having the right to receive dividend was generated.  3) Specify that the date for generation of the list of persons having the right to receive dividend shall be 14.07.2020.  **Decision taken.**  2. Instruct representatives of IDGC of North-West, PJSC to vote FOR the adoption of the following decision at the annual General Meeting of Shareholders of Pskovenergoagent, JSC on the agenda item “On the distribution of profits (including the payment of dividends) and losses of Pskovenergoagent, JSC following the results of 2019”:  1) Approve the allocation of Pskovenergoagent, JSC profit and loss in 2019 reporting year as follows:   |  |  | | --- | --- | | Name | (thousand RUB) | | Unallocated profit (uncovered loss) in the reporting period: | 710 | | Distribute to: Reserve fund | 0 | | Profit for development | 355 | | Dividends | 355 | | Coverage of losses from previous years | 0 |   2) Pay dividends on ordinary shares of Pskovenergoagent, JSC following the results of 2019 in an amount of RUB 0.0407812 per ordinary share of the Company in monetary form.  3) The term for payment of dividend to a nominal holder or a trustee being a professional participant of the security market shall not be in excess of 10 business days, to other shareholders registered in the register – 25 business days from the date when the list of persons having the right to receive dividend was generated.  4) Specify that the date for generation of the list of persons having the right to receive dividend shall be 14.07.2020.  **Decision taken.**  3. Instruct representatives of IDGC of North-West, PJSC to vote FOR the following decisions to be taken at the session of the Board of Directors of Pskovenergosbyt, JSC:  3.1. On agenda issue “On recommendations on the amount of dividends on shares of Pskovenergosbyt, JSC for 2019, on dividend payout procedure and on suggestions offered to the annual General Meeting of Shareholders for setting the date for generating the list of persons having the right to receive dividends”:  Recommend that the annual General Meeting of Shareholders of the Company take the following decision:  1) Pay dividends on ordinary shares of Pskovenergosbyt, JSC at the end of 2019, taking into account the payment of interim dividends at the end of 9 months of 2019 in the amount of 246.845 rubles per ordinary share of the Company in monetary form.  2) The term for payment of dividend to a nominal holder or a trustee being a professional participant of the security market shall not be in excess of 10 business days, to other shareholders registered in the register – 25 business days from the date when the list of persons having the right to receive dividend was generated.  3) Specify that the date for generation of the list of persons having the right to receive dividend shall be 14.07.2020.  **Decision taken.**  3.2. On the agenda issue “On consideration of the report on execution of the Business Plan of Pskovenergosbyt, JSC for 2019”, vote FOR the following decision:  Take note of the report on the implementation of the business plan of Pskovenergosbyt, JSC for 2019 in accordance with the appendix to the decision of the Board of Directors of the Company.  **Decision taken.**  4. Instruct representatives of IDGC of North-West, PJSC to vote FOR the adoption of the following decision at the annual General Meeting of Shareholders of Pskovenergosbyt, JSC on the agenda item “On the distribution of profits (including the payment of dividends) and losses of Pskovenergosbyt, JSC following the results of 2019”:  1) Approve the allocation of Pskovenergosbyt, JSC profit and loss in 2019 reporting year as follows:   |  |  | | --- | --- | | Name | (thousand RUB) | | Unallocated profit (uncovered loss) in the reporting period: | 148,915 | | Distribute to: Reserve fund | 0 | | Profit for development | 74,457.5 | | Dividends, including | 74,457.5 | | - interim dividends following the results of 9 months of 2019 (decision of the Management Board of IDGC of North-West, PJSC, performing the functions of the EGMS of Pskovenergosbyt, JSC dated 31.12.2019 No. 26pr) | 49,773.0 | | - due amount of dividends | 24,684.5 | | Coverage of losses from previous years | 0 |   2) Pay dividends on ordinary shares of Pskovenergosbyt, JSC at the end of 2019, taking into account the payment of interim dividends at the end of 9 months of 2019 in the amount of 246.845 rubles per ordinary share of the Company in cash.  3) The term for payment of dividend to a nominal holder or a trustee being a professional participant of the security market shall not be in excess of 10 business days, to other shareholders registered in the register – 25 business days from the date when the list of persons having the right to receive dividend was generated.  4) Specify that the date for generation of the list of persons having the right to receive dividend shall be 14.07.2020.  **Decision taken.**  5. Instruct the representatives of IDGC of North-West, PJSC to vote FOR the adoption of the following decision at the meeting of the Board of Directors of Energoservice of North-West, JSC on the agenda item “On recommendations on the amount of dividends on shares of Energoservice of North-West, JSC for 2019”:  Recommend that the annual General Meeting of Shareholders of the Company take the following decision:  Not to pay dividend on ordinary shares of Energoservice of North-West, JSC following the outcome of 2019 financial year.  **Decision taken.**  6. Instruct representatives of IDGC of North-West, PJSC to vote FOR the following decisions to be taken at the annual General Meeting of Shareholders of Energoservice of North-West, JSC on agenda issue “On allocation of the Company profit and loss following the results of 2019 financial year (including payment of dividend)”:  1) Approve the allocation of the profit and loss of Energoservice of North-West, JSC in 2019 reporting year as follows:   |  |  | | --- | --- | | Name | (thousand RUB) | | Unallocated profit (uncovered loss) in the reporting period: | 4,619 | | Distribute to: Reserve fund | 100 | | Profit for development | 0 | | Dividend | 0 | | Coverage of losses from previous years | 4,519 |   Not to pay dividend on ordinary shares of Energoservice of North-West, JSC following the outcome of 2019 financial year.  **Decision taken.**  **ISSUE No. 6: On approval of the candidacies of insurers of IDGC of North-West, PJSC**  Approve the following insurance organization as an insurer of IDGC of North-West, PJSC:   |  |  |  | | --- | --- | --- | | Type of insurance | Insurance company | Period of insurance  (policies issue period) | | Insurance of civil liability for harm inflicted as a result of deficiencies in construction works affecting safety of capital construction facilities | AlfaStrakhovanie, JSC | from 20.07.2020  to 19.07.2021 |   **Decision taken.**  **ISSUE No. 7: On consideration of the report of the General Director on the implementation of the Development Plan for the Company’s production assets management system for 2019**  Take under advisement the Report of General Director on Progress in Implementation of the Plan for Development of the System of Management of the Production Assets of IDGC of North-West, PJSC for 2019 in accordance with Appendix No 3 to this decision of the Board of Directors of the Company.  **Decision taken.**  **ISSUE No. 8: On consideration of the report on progress in implementing the Register of Non-Core Assets of the Company in Q1 2020**  1. Take under advisement the Report on Implementation of the Register of Non-Core Assets of IDGC of North-West, PJSC in Q1 2020 in accordance with Appendix No. 4 to this decision of the Board of Directors of the Company.  2. Approve the restated Register of Non-Core Assets of the Company as of 31.03.2020 in accordance with Appendix No. 5 to this decision of the Board of Directors of the Company.  **Decision taken.**  **ISSUE No. 9: Report of the Sole Executive Body of the Company on provision for insurance protection in Q1 2020**  Take note of the report of the Company’s Sole Executive Body on provision for insurance protection of the Company in Q1 2020 in accordance with Appendix No. 6 to this decision of the Board of Directors of the Company.  **Decision taken.**  **ISSUE No. 10: Report on Work Performed by the Corporate Secretary of the Company for 2019–2020 corporate year**  Approve the report of the Corporate secretary of IDGC of North-West, PJSC for 2019–2020 corporate year in accordance with Appendix No. 7 to this decision of the Board of Directors of the Company.  **Decision taken.**  **ISSUE No. 11: On consent to the interested party transaction – agreement on the provision of communication services for the provision of communication channels and communication services for data transmission between IDGC of North-West, PJSC and Directorate for Fiber Optic Communication Lines on Overhead Transmission Lines, JSC**  1. Specify the limit price for services acquired by IDGC of North-West, PJSC under the agreement on the provision of communication services for the provision of communication channels and communication services for data transmission between IDGC of North-West, PJSC and Directorate for Fiber Optic Communication Lines on Overhead Transmission Lines, JSC (hereinafter – the Agreement) representing an interested party transaction: not more than RUB 130,858,760 (one hundred thirty million eight hundred fifty eight thousand seven hundred and sixty) rubles 30 kopecks.  Specify that the limit price under the Agreement shall not be equal to or in excess of 10 per cent of the book value of assets of IDGC of North-West, PJSC according to their accounting statements as of the most recent reporting date.  2. Consent to the interested party transaction – the agreement on the provision of communication services for the provision of communication channels and communication services for data transmission between IDGC of North-West, PJSC and Directorate for Fiber Optic Communication Lines on Overhead Transmission Lines, JSC, which is an interested party transaction, on the following material condition:  **Parties:**  IDGC of North-West, PJSC – Customer;  Directorate for Fiber Optic Communication Lines on Overhead Transmission Lines, JSC – Operator.  **Subject:**  The Operator shall render the Services to the Customer, and the Customer shall accept and pay for the Services rendered in accordance with provisions of the Contract. Range and description of Services, as well as additional rights and obligations of the Parties shall be set forth in Addenda and the Forms of orders for the Services to those Addenda.  An agreement between the Parties on the provision of a specific Service is deemed to have been reached at the time they signed the Addendum to the Agreement. In the event that the Addendum provides for the signing of an Order Form to it, an agreement between the Parties on the provision of a specific Service shall be deemed reached when they sign the Order Form for such an Addendum.  **Price:**  The limit price of this Agreement, including all and any Addenda, and Order Forms to it, may not exceed 130,858,760 (One hundred thirty million eight hundred fifty eight thousand seven hundred and sixty) rubles 30 kopecks, including all taxes and fees payable in accordance with the legislation of the Russian Federation.  **Other essential terms for the transaction / procedure for determining thereof:**  The Agreement shall enter into force on the day of its signing by both Parties, shall apply to the relations of the Parties arising from March 7, 2020, and shall be valid for three years from the date of entry into force of the Agreement.  The term for the provision of the Services will be indicated in the Addenda and/or in the Order Forms for the provision of Services under the Agreement.  The term for the provision of the Services specified in the Addendum (corresponding to the Order Form for the provision of Services) will be automatically extended for each subsequent year within the term of the Agreement until the Customer or the Operator notifies the other Party in writing about the termination of the next one-year term for the provision of Services, 30 (thirty) calendar days before the expected date of termination of the provision of the Services.  Parties having interest in the transaction and grounds of interest:   |  |  | | --- | --- | | Stakeholder | Grounds for the person’s interest in the transaction | | Rosseti, PJSC | is a controlling entity entitled, by virtue of participation in a controlled entity, to directly dispose of more than 50 percent of the votes in the top management body of IDGC of North-West, PJSC and Directorate for Fiber Optic Communication Lines on Overhead Transmission Lines, JSC which are parties to the transaction |   **Decision taken.**  **ISSUE No. 12: On consent to conclude an interested-party transaction: an additional agreement to Agency Agreement dated 26.04.2017 No. PSK3/291/17 between IDGC of North-West, PJSC and Pskovenergoagent, JSC**  1. Determine that the monthly base amount of the agency fee under Supplement Agreement No. 3 dated 26.04.2017 to Agency Contract between IDGC of North-West, JSC and Pskovenergoagent, JSC No. PSK3/291/17 dated 26.04.2017 (hereinafter referred to as the Addendum No. 3), being an interested party transaction, during the period since 01.01.2020 until 31.12.2020, shall be: 15,759,952.85 (fifteen million seven hundred fifty nine thousand nine hundred fifty two rubles 85 kopecks), including VAT 2,626,658.81 rubles.  Determine that the total amount of the agency fee under Agency Contract between IDGC of North-West, JSC and Pskovenergoagent, JSC No. PSK3/291/17 dated 26.04.2017, taking into account Supplement Agreement No. 3, may not be 10 or more percent of the book value of assets of IDGC of North-West, JSC, according to its financial statements as of the latest reporting date.  2. Provide consent for the transaction, Addendum No. 3 to the agency agreement between IDGC of North-West, PJSC and Pskovenergoagent, JSC dated 26.04.2017 No. PSK3/291/17, which is an interested party transaction, on the following material conditions:  **Parties:**  IDGC of North-West, PJSC (Principal);  Pskovenergoagent, JSC (Agent).  **Subject of the transaction:**  Paragraph 1 of Item 5.1. of the Contract shall be stated as follows: “The Principal shall pay the Agent a fee for contract execution by the Agent. The monthly base amount of the agency fee in the period from 01.01.2020 to 31.12.2020 shall be 15,759,952.85 (fifteen million seven hundred fifty nine thousand nine hundred fifty two) rubles 85 kopecks, incl. VAT 2,626,658.81 rubles.”  The Parties of this Agreement shall be governed by the norms and provisions of the applicable law of the Russian Federation concerning all the issues not resolved within the text and conditions hereof, but expressly or implicitly arising out of the parties’ relations hereunder affecting the property interests and goodwill of the contract parties, in light of necessity to protect their rights and interests protected by law.  The present Agreement shall be deemed executed on the date when the Principal who has submitted an offer inter alia by e-mail or fax receives (by e-mail or fax) a scanned/hard copy of the Agreement signed by the Agent without disagreements and without putting a date on the first sheet of the Agreement.  The Agent undertakes to send the signed original Agreement to the Principal within 3 (three) working days from the date of its signing without putting a date on the first sheet of the Agreement.  Until receipt of the original Agreement, its scanned copies/copies shall be considered equivalent to the original.  The Principal undertakes to indicate the date of receipt of a scanned copy/copy of the Agreement on the first (title) sheet of the Agreement from the counterparty as the date of the Agreement, as well as the number of the Agreement assigned by the Agent, and within 5 (five) working days to send a scanned copy of the Agreement with the number and date of its conclusion (the date of the Agreement) to the Agent by e-mail or fax. Sending of a scanned copy/copy of the Agreement, information on the date of receipt of this scanned copy/copy shall be carried out by the Parties to the addresses (email, fax) specified in the details of the Parties to this Agreement.  The Agreement number and the date indicated by the Principal on the title sheet of the Agreement shall be recognized by the Parties as the date of conclusion of the Agreement (date of the Agreement) and its number, and further used as details of the Agreement in all legally significant, including accounting (primary) documents, formed during the execution of the Agreement.  The Agreement shall cover relationships of the Parties having originated since 01.01.2020.  **Price:**  The monthly base amount of the agency fee in the period from 01.01.2020 to 31.12.2020 shall be 15,759,952.85 (fifteen million seven hundred fifty nine thousand nine hundred fifty two) rubles 85 kopecks, incl. VAT 2,626,658.81 rubles.”  **Other essential conditions:**  Determine that the total amount of the agency fee under Agency Contract between IDGC of North-West, JSC and Pskovenergoagent, JSC No. PSK3/291/17dated 26.04.2017, taking into account Supplement Agreements, may not be 10 or more percent of the book value of assets of IDGC of North-West, JSC, according to its financial statements as of the latest reporting date.  Parties having interest in the transaction and grounds of interest:   |  |  | | --- | --- | | Stakeholder | Grounds for the person’s interest in the transaction | | Rosseti, PJSC | is a controlling entity entitled, by virtue of participation in a controlled entity, to directly dispose of more than 50 percent of the votes in the top management body of IDGC of North-West, PJSC and to indirectly (via its controlled entity) dispose of more than 50 percent of the votes in the top management body of Pskovenergoagent, JSC, which are parties to the transaction | | Svetlana Valeryevna Filatova | a member of the Management Board of IDGC of North-West, PJSC, holds a position in the management bodies of a legal entity being a party to the transaction: she is the Chairman of the Board of Directors of Pskovenergoagent, JSC |   **Decision taken.**  **ISSUE No. 13: On consideration of reports of the Sole Executive Body and the Management Board of IDGC of North-West, PJSC on the organization and functioning of the internal control system and on the organization, functioning and effectiveness of the risk management system, including information on the implementation of measures to improve the internal control system, risk management system and corporate governance according to the results of 2019**  1. Take under advisement the report of the Sole Executive Body and the Management Board of IDGC of North-West, PJSC on the organization and functioning of the internal control system, including information on the implementation of measures to improve the internal control system, risk management system and corporate governance according to the results of 2019 according to the Appendix No. 8 to this decision of the Board of Directors of the Company.  2. Take under advisement the report of the Sole Executive Body and the Management Board of IDGC of North-West, PJSC on the organization and functioning of the risk management system, including information on the implementation of measures to improve the internal control system, risk management system and corporate governance according to the results of 2019 according to Appendix No. 9 to this decision of the Board of Directors of the Company.  3. The Sole Executive Body of the Company shall ensure inclusion in the annual report of the Sole Executive Body and the Management Board of IDGC of North-West, PJSC on the organization, functioning and effectiveness of the risk management system of information on the effectiveness of the functioning risk management system, its impact on the achievement of the Company's goals, as well as information on events aimed at improving the risk management system in IDGC of North-West, PJSC planned for implementation in the coming year.  4. Assess the actions of management to manage key operational risks as part of the review of the annual report of IDGC of North-West, PJSC on the management of key operational risks of the Company for 2019.  **Decision taken.**  **ISSUE No. 14: On consideration of the report of the Sole Executive Body of the Company on management of key operational risks of the Company during 2019**  1. Take under advisement the report of the Sole Executive Body of IDGC of North-West, PJSC on management of key operational risks during 2019 in accordance with Appendix No. 10 to this decision of the Board of Directors of the Company.  2. According to the results of the analysis of the report, note the implementation of the risks specified in Appendix No. 11 to this decision of the Board of Directors of the Company.  3. Instruct the Sole Executive Body of the Company to:  3.1. Ensure that the owners of the risks increase the efficiency and effectiveness of the risk management process.  3.2. Provide an increase in the effectiveness and efficiency of measures for the management of professional risks, the risks of occupational injuries of the Company's employees.  3.3. Ensure the development and implementation of additional risk management measures KOR-009 “Risk of deviation of net profit from the value set in the business plan” in order to influence the likelihood of re-implementation of risk.  3.4. Ensure the development of effective measures to prevent the implementation of risks having a “significant” and “critical” level of materiality, and their implementation.  **Decision taken.**  **ISSUE No. 15: On determination of remuneration for the head and employees of the Internal Audit Subdivision of the Company (determination of target values of functional KPIs)**  1. Determine the target values of the functional KPIs of the head and employees of the internal audit department of IDGC of North-West, PJSC in accordance with Appendix No. 12 to this decision of the Board of Directors of the Company.  2. To instruct the sole executive body of the Company to approve the target values of the functional KPIs of the head and employees of the internal audit department of the Company for 2020 in the manner established by IDGC of North-West, PJSC.  **Decision taken.**  **ISSUE No. 16: Report on the progress in implementing the Company’s investment projects included in the list of priority facilities, for Q4 of 2019 and 2019**  1. Take under advisement the report on the progress of implementation of the investment projects included in the list of priority facilities of IDGC of North-West, PJSC for Q4 2019 and 2019 in accordance with Appendix No. 13 to this decision of the Board of Directors of the Company.  2. Note failure to timely commission the priority facility “Construction of 35/10 kV Substation Balaton 2x10 MVA, double-circuit VL-35 kV “Compressor 1.2” 6.91 km long from 110/35 substation / 10 kV “Babaevo” in the Babaevsky District” in 2019.  3. Note unsatisfactory work of the management of IDGC of North-West, PJSC on the organization of the construction of the priority facility “Construction of 35/10 kV Substation Balaton 2x10 MVA, double-circuit VL-35 kV “Compressor 1.2” 6.91 km long from 110/35 substation / 10 kV “Babaevo” in the Babaevsky District.”  **Decision taken.**  **ISSUE No. 17: On approval of the Report on the Implementation of Key Performance Indicators (KPIs) of the General Director of IDGC of North-West, PJSC for Q3 2019**  1. Approve the report on the implementation of key performance indicators (KPIs) of the General Director of IDGC of North-West, PJSC for the 3rd quarter of 2019 in accordance with Appendix No. 14 to this decision of the Board of Directors of the Company.  2. Note the failure to comply with the KPI “Consolidated profit from operating activities EBITDA” and the KPI “No increase in the number of injured in accidents” for Q3 2019.  **Decision taken.**  **ISSUE No. 18: On consideration of the report of the General Director on the implementation of the business plan of IDGC of North-West, PJSC for 2019**  1. Take under advisement the report on execution of business plan of IDGC of North-West, PJSC for 2019 in accordance with Appendix No. 15 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 2019 in accordance with Appendix No. 16 to this decision of the Board of Directors of the Company.  3. Instruct the sole executive body of IDGC of North-West, PJSC to ensure the execution of orders in accordance with Appendix No. 17 to this decision of the Board of Directors of the Company.  **Decision taken.**  2.3. If the agenda of the meeting of the Issuer’s Board of Directors (Supervisory Board) contains issues related to exercise of rights with regard to certain securities of the Issuer, the identification attributes of such securities shall be indicated: **the agenda of the meeting of the Board of Directors of the Issuer conducted on May 28, 2020 does not contain issues related to the exercise of rights with regard to securities of the Issuer.**  2.4. Date of arrangement of the session of the Board of Directors of the Issuer whereat the relevant decisions were taken: **28.05.2020**  2.5. Date and number of the Minutes of the meeting of the Board of Directors of the Issuer whereat the relevant decisions were approved: Minutes **No. 364/41 as of May 28, 2020.** | | |
| 3. Signature | | |
| 3.1. Head of the Department for Corporate Governance and Shareholder Relations of IDGC of North-West, PJSC  (under the Power of Attorney No. 256 as of December 04, 2019) |  | A. A. Temnyshev |
| 3.2. Date **May 28, 2020** | (signature)  Stamp here |  |