



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@mnsk-1.ru, www.mnsk-1.ru

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

«20» October 2016

Moscow

No. 29/16

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **A.E. Bogashov, O.Y. Isaev, D.A. Malkov, Y.N. Mangarov, I.B. Masaleva, M.M. Saukh, D.A. Spirin, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk, N.I. Erpsher.**

Members who did not provide questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **21.10.2016.**

AGENDA:

- 1.** On approval of the report of General Director of the Company «On execution of the adjusted Action Plan of IDGC of Centre, PJSC to increase the efficiency of performance and improve the economic and financial condition following the results of 9 months 2016».
- 2.** On consideration of the analysis of the Investment Program of IDGC of Centre, PJSC for 2016-2021, performed by the Company's management pursuant to the order referenced to the minutes of the Board of Directors of the Company made on 19.04.2016 (Minutes # 11/16 of 19.04.2016) regarding item # 1».
- 3.** On development of local regulations that establish limitation of purchases of certain types of goods, works, services.
- 4.** On amending internal documents of the Company – the Regulation on the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.
- 5.** On amendment of the decision of the Board of Directors of the Company taken on 31.05.2016 (Minutes # 16/16 of 02.06.2016) regarding item # 1 «On approval of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.04.2016».
- 6.** On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

Item 1: On approval of the report of General Director of the Company «On execution of the adjusted Action Plan of IDGC of Centre, PJSC to increase the efficiency of performance and improve the economic and financial condition following the results of 9 months 2016».

Decision:

To approve the report of General Director of the Company «On execution of the adjusted

Action Plan of IDGC of Centre, PJSC to increase the efficiency of performance and improve the economic and financial condition following the results of 9 months 2016» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2: On consideration of the analysis of the Investment Program of IDGC of Centre, PJSC for 2016-2021, performed by the Company's management pursuant to the order referenced to the minutes of the Board of Directors of the Company made on 19.04.2016 (Minutes # 11/16 of 19.04.2016) regarding item # 1».

Decision:

To take into consideration the analysis of the Investment Program of IDGC of Centre, PJSC for 2016-2021, performed by the Company's management pursuant to the order referenced to the minutes of the Board of Directors of the Company made on 19.04.2016 (Minutes # 11/16 of 19.04.2016) regarding item # 1, in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Evgenyevich Bogashov - «ABSTAINED»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «ABSTAINED»
8. Roman Alexeyevich Filkin - «ABSTAINED»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

Total:

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

Decision is taken.

Item 3: On development of local regulations that establish limitation of purchases of certain types of goods, works, services.

Decision:

To instruct the Company's General Director to ensure:

1. Determination of the list of goods, works and services procured for own economic needs and subject to limitation.
2. Approval (update) of the Company's internal document regulating the standards of procurement of certain goods, works and services, providing for maximum prices of goods, works, services and (or) requirements for quantity, consumer properties and other characteristics, and satisfying the needs for goods, works, services, which do have redundant consumer properties.

Deadline: 10 days after the decision approval by the Company's Board of Directors.

3. Placement of the approved standards of procurement on the official website of the Company on the "Internet".
4. From the date of the internal document approval mandatory application of the procurement regulations in the planning of economic activity.
5. Conduct on an annual basis, starting in 2017 (following the results the 2016 fiscal year), of monitoring of results of the Company's procurement activities, including in terms of compliance with the approved standards in the procurement of goods, works and services for the needs of the Company, as well as regarding the compliance of the designated purpose of acquired by the Company goods, works and services with the statutory activity.
6. Update of the Company's approved specifications of goods, works and services on an annual basis.

Voting results:

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «AGAINST»
8. Roman Alexeyevich Filkin - «AGAINST»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»
11. Natalia Ilyinichna Erpsher - «FOR»

Total:

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

Decision is taken.

Item 4: On amending internal documents of the Company – the Regulation on the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision:

To approve the amendments to the Regulation on the Audit Committee of the Board of Directors of IDGC of Centre, PJSC in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 5: On amendment of the decision of the Board of Directors of the Company taken on 31.05.2016 (Minutes # 16/16 of 02.06.2016) regarding item # 1 «On approval of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.04.2016».

Decision:

To amend the decision of the Board of Directors of the Company taken on 31.05.2016 (Minutes # 16/16 of 02.06.2016) regarding item # 1 «On approval of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.04.2016», reading paragraph 4.1. in the following edition:

«4. To instruct the Company's General Director:

4.1. To ensure collection of overdue accounts receivable in 2016 of 4 035 mln RUB from the value established by 01.01.2016, including: 2 964 mln RUB in 1Q 2016, 255 mln RUB in 2Q 2016, 346 mln RUB in 3Q 2016, 470 mln RUB in 4Q 2016».

Voting results:

1. Alexander Evgenyevich Bogashov - «ABSTAINED»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

Total:

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

Decision is taken.

The following dissenting opinion of a member of the Board of Directors of the Company, A.E. Bogashov, was received on this item:

«In the materials on this item there are no documents supporting the new targets».

Item 6: On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

Decision regarding item 1:

1. To agree upon the nomination of Alexander Sergeevich Glebov for the position of Deputy General Director of IDGC of Centre – Lipetskenergo division director.

Voting results regarding item 1:

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «ABSTAINED»
8. Roman Alexeyevich Filkin - «ABSTAINED»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»
11. Natalia Ilyinichna Erpsher - «FOR»

Total:

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

Decision regarding item 1 taken.

Decision regarding item 2:

2. To agree upon the nomination of Alexander Ivanovich Kosarim for the position of Deputy General Director of IDGC of Centre – Bryanskenergo division director.

Voting results regarding item 2:

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «ABSTAINED»
8. Roman Alexeyevich Filkin - «ABSTAINED»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»
11. Natalia Ilyinichna Erpsher - «FOR»

Total:

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

Decision regarding item 2 taken.

Decision regarding item 3:

3. To agree upon the nomination of Evgeny Alexandrovich Smirnov for the position of Deputy General Director of IDGC of Centre – Kostromaenergo division director.

Voting results regarding item 3:

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «ABSTAINED»
8. Roman Alexeyevich Filkin - «ABSTAINED»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»
11. Natalia Ilyinichna Erpsher - «FOR»

Total:

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

Decision regarding item 3 taken.

Appendices:

1. The report of General Director of the Company «On execution of the adjusted Action Plan of IDGC of Centre, PJSC to increase the efficiency of performance and improve the economic and financial condition following the results of 9 months 2016» (Appendix # 1).
2. The analysis of the Investment Program of IDGC of Centre, PJSC for 2016-2021, performed by the Company's management pursuant to the order referenced to the minutes of the Board of Directors of the Company made on 19.04.2016 (Minutes # 11/16 of 19.04.2016) regarding item # 1 (Appendix # 2).
3. The amendments to the Regulation on the Audit Committee of the Board of Directors of IDGC of Centre, PJSC (Appendix # 3).

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

Y.N. Mangarov

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

S.V. Lapinskaya