



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)

«04» March 2016

Moscow

No. 05/16

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

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

Participants of the voting: **A.M. Branis, T.P. Dronova, O.Y. Isaev, D.A. Malkov, Y.N. Mangarov, Y.N. Pankstyanov, M.M. Saukh, R.A. Filkin, A.N. Kharin, A.V. Shevchuk, N.I. Erpsher.**

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

The quorum **is present.**

Date of the minutes: **04.03.2016.**

**AGENDA:**

1. On consideration of the Company's shareholders' proposals for the inclusion of items on the agenda of the Annual General Meeting of Shareholders and nomination of candidates for the Company's management and control bodies.
2. On determination of dates of meetings of the Board of Directors of the Company to consider issues related to the preparation for the Annual General Meeting of Shareholders of the Company.

**Item 1: On consideration of the Company's shareholders' proposals for the inclusion of items on the agenda of the Annual General Meeting of Shareholders and nomination of candidates for the Company's management and control bodies.**

**Decision:**

1. To include the following items into the agenda of the Annual General Meeting of Shareholders of the Company:

Item ##	Wording of the question proposed by the shareholder (s)	Wording of the resolution proposed by the shareholder (s)	Full name/ name of the shareholder (s)	Number of voting shares of the Company held by the shareholder (s) (in percentage terms)
1	On amending the «Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC»	To approve the amended «Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC»	Company «Genhold Limited»	15,00%

2	On amending the «Regulation on the Board of Directors of Interregional Distribution Grid Company of Centre, Public Joint-Stock Company»	To approve the amended «Regulation on the Board of Directors of Interregional Distribution Grid Company of Centre, Public Joint-Stock Company»	Company «Genhold Limited»	15,00%
3	On approval of the «Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC» in a new edition	To approve the «Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC» in a new edition	Company «Genhold Limited»	15,00%

2. To include the following nominees into the list of candidates for voting to be elected for the Board of Directors of the Company:

<b>Item ##</b>	<b>Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Board of Directors of the Company</b>	<b>Position, Place of Employment of the Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Board of Directors of the Company</b>	<b>Full name/name of the shareholder (s), who proposed to include the Candidate into the list for voting to be elected for the Board of Directors of the Company</b>	<b>Number of voting shares of the Company held by the shareholder (s)</b>
1	Tatiana Petrovna Dronova	Deputy General Director for Strategy and Development of ZAO "Investment Holding "Energy Alliance"	Company «Energosouz Holdings Limited»	2,73%
2	Alexander Markovich Branis	Director of Prosperity Capital Management (Russian Federation) Ltd.	Company «Genhold Limited»	15,00%
3	Denis Alexandrovich Spirin	Director for Corporate Governance of Representative office of Prosperity Capital Management (Russian Federation) Ltd.	Company «Genhold Limited»	15,00%
4	Roman Alexeyevich Filkin	Director, power engineering, machine building of Representative Office of Prosperity Capital Management (Russian Federation) Ltd.	Company «Genhold Limited»	15,00%
5	Alexander Viktorovich Shevchuk	Executive Director of Association of Professional Investors	Company «Genhold Limited»	15,00%
6	Vladimir Vladimirovich Dudchenko	Financial Director of LLC "SoftBCom"	Company «Genhold Limited»	15,00%
7	Alexander Grigoryevich Starchenko	Adviser to President for Power Engineering of NLMK	Company «FLETCHER GROUP HOLDINGS LIMITED»	3,20%
8	Sergey Vladimirovich Chebotarev	Vice-President for Power Engineering of NLMK	Company «FLETCHER GROUP	3,20%

			HOLDINGS LIMITED»	
9	Alexander Evgenyevich Bogashov	Head of Corporate Governance Section of Corporate Governance, Pricing Environment and Supervisory Work in the Fuel and Energy Industry Department of the Ministry of Energy of Russia	PJSC «Rosseti»	50,23%
10	Oleg Yuryevich Isaev	General Director of IDGC of Centre, PJSC	PJSC «Rosseti»	50,23%
11	Marina Alexandrovna Lavrova	Head of SDC Economy Office of Economic Planning and Budgeting Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23%
12	Denis Alexandrovich Malkov	Head of the project “Project Office” of PJSC «Rosseti»	PJSC «Rosseti»	50,23%
13	Yury Nikolayevich Mangarov	Top Adviser of PJSC «Rosseti»	PJSC «Rosseti»	50,23%
14	Irina Borisovna Masaleva	Director of Perspective Development and Grid Connection Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23%
15	Maxim Mikhailovich Saukh	Head of Corporate Governance Office of Corporate Governance and Interaction with Shareholders Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23%
16	Tatiana Alexandrovna Seliverstova	Head of Securities and Information and Analytical Support Section of Corporate Governance and Interaction with Shareholders and Investors Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23%
17	Alexey Yurievich Serov	Acting Director of Finance Department, Head of Capital Markets and Strategic Investments Office of PJSC «Rosseti»	PJSC «Rosseti»	50,23%
18	Oxana Vladimirovna Shatokhina	Deputy General Director for Economy of PJSC «Rosseti»	PJSC «Rosseti»	50,23%
19	Natalia Ilyinichna Erpsher	Head of Organizational Development Office of Personnel Policy and Organizational Development Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23%

3. To include the following nominees into the list of candidates for voting to be elected for the Audit Commission:

Item ##	Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company	Position, Place of Employment of the Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company	Full name/name of the shareholder (s), who proposed to include the Candidate into the list for voting to be elected for the Audit Commission of the Company	Number of voting shares of the Company held by the shareholder (s)
1	Svetlana Anatolyevna	Head of Audit Activities Office of	PJSC «Rosseti»	50,23%

	Kim	Audit and Control Department of PJSC «Rosseti»		
2	Oxana Alexeevna Medvedeva	Chief Expert of Audit Activities Office of Audit and Control Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23%
3	Sergey Vladimirovich Malyshev	Leading Expert of Audit Activities Office of Audit and Control Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23%
4	Elena Stanislavovna Erandina	Chief Expert of Control and Expert Office of Audit and Control Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23%
5	Sergey Ivanovich Ochikov	Chief Expert of Internal Audit Directorate of PJSC «Rosseti»	PJSC «Rosseti»	50,23%

**Voting results:**

1. **Alexander Markovich Branis** - «FOR»
2. **Tatiana Petrovna Dronova** - «FOR»
3. **Oleg Yuryevich Isaev** - «FOR»
4. **Denis Alexandrovich Malkov** - «FOR»
5. **Yury Nikolayevich Mangarov** - «FOR»
6. **Yury Nikolayevich Pankstyanov** - «FOR»
7. **Maxim Mikhailovich Saukh** - «FOR»
8. **Roman Alexeyevich Filkin** - «FOR»
9. **Andrey Nikolayevich Kharin** - «FOR»
10. **Alexander Viktorovich Shevchuk** - «FOR»
11. **Natalia Ilyinichna Erpsher** - «FOR»

**Total:**

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

**Decision is taken.**

**Item 2: On determination of dates of meetings of the Board of Directors of the Company to consider issues related to the preparation for the Annual General Meeting of Shareholders of the Company.**

**Decision:**

To determine the date of meetings of the Board of Directors of the Company held to consider issues relating to the preparation for the Annual General Meeting of Shareholders of the Company (including the determination of the date, time and place of the AGM; making the agenda for the AGM; the definition of the record date of the list of persons entitled to participate in the AGM; approval of the form and text of voting ballots, etc.) - not later than «11» April 2016 and not later than «28» April 2016.

**Voting results:**

1. **Alexander Markovich Branis** - «FOR»
2. **Tatiana Petrovna Dronova** - «FOR»
3. **Oleg Yuryevich Isaev** - «FOR»
4. **Denis Alexandrovich Malkov** - «FOR»
5. **Yury Nikolayevich Mangarov** - «FOR»
6. **Yury Nikolayevich Pankstyanov** - «FOR»
7. **Maxim Mikhailovich Saukh** - «FOR»
8. **Roman Alexeyevich Filkin** - «FOR»

9. **Andrey Nikolayevich Kharin** - «FOR»  
10. **Alexander Viktorovich Shevchuk** - «FOR»  
11. **Natalia Ilyinichna Erpsher** - «FOR»

**Total:**

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

**Decision is taken**

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

**Y.N. Mangarov**

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

**S.V. Lapinskaya**