



IDGC OF CENTRE

“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)

«15» September 2015

Moscow

No. 19/15

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.**

Absence of objections concerning the materials and draft resolutions from V.G. Korolev, the observer of the Federal Antimonopoly Service of the Russian Federation, was taken into account at drawing up of the minutes.

Date of the minutes: **18.09.2015.**

AGENDA:

1. On consideration of the report of General Director of the Company «On implementation of the decisions in 2Q 2015 taken at the meetings of the Board of Directors of the Company».
2. On consideration of the report of General Director of the Company «On approval of the adjusted Investment program of IDGC of Centre, PJSC for 2015 and the period of 2016-2020 with the authorized bodies of executive power of the Russian Federation».
3. On the composition of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC.
4. On approval of the adjusted Program of long-term development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2015-2020.
5. On approval of an agreement to perform repair work, concluded between IDGC of Centre, PJSC and IDGC of South, PJSC, which is a related party transaction.
6. On approval of an agreement to provide services to organize training and improve skills of technical staff of IDGC of Centre, PJSC, concluded between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction.
7. On approval of an agreement to provide services, concluded between IDGC of Centre, PJSC and TGK #2, which is a related party transaction.
8. On approval of a movable property lease agreement, concluded between IDGC of Centre, PJSC and SO UES, which is a related party transaction.
9. On determination of the position of IDGC of Centre, PJSC regarding the agenda items of a meeting of the Board of Directors of JSC “Energetik”:
 - 9.1. On approval of the report of General Director of the Company «On execution of the target values of annual and quarterly key performance indicators in 2Q 2015».
 - 9.2. On approval of the report of General Director of the Company «On execution of the

Business Plan of the Company in 2Q 2015 and 1H 2015».

10. On amendment of the decision of the Board of Directors of the Company dated 22.06.2015 (Minutes # 13/15 of 23.06.2015) regarding item # 11 «On reduction in operating expenses (costs) by not less than 2-3 percent annually».

Item 1: On consideration of the report of General Director of the Company «On implementation of the decisions in 2Q 2015 taken at the meetings of the Board of Directors of the Company».

Decision:

1. To take into consideration the report of General Director of the Company «On implementation of the decisions in 2Q 2015 taken at the meetings of the Board of Directors of the Company» in accordance with Appendices # 1 - 7 to this decision of the Board of Directors of the Company.

2. To set a new deadline to perform paragraph 2.2 of the decision of the Board of Directors on 18.12.2014 regarding item # 2 «On approval of the finalized program of development of the automated process control system (ACS) of IDGC of Centre, PJSC» (Minutes # 29/14) - no later than 1Q 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.

Item 2: On consideration of the report of General Director of the Company «On approval of the adjusted Investment program of IDGC of Centre, PJSC for 2015 and the period of 2016-2020 with the authorized bodies of executive power of the Russian Federation».

Decision:

1. To take into consideration the report of General Director of the Company «On approval of the adjusted Investment program of IDGC of Centre, PJSC for 2015 and the period of 2016-2020 with the authorized bodies of executive power of the Russian Federation» in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to ensure the consideration of the report on approval of the adjusted Investment program of the Company for 2015 and the period of 2016-2020 by the Board of Directors of the Company until October 30, 2015.

Voting results:

- | | |
|---|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 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 - «ABSTAINED»
 9. Andrey Nikolayevich Kharin - «FOR»
 10. Alexander Viktorovich Shevchuk - «ABSTAINED»
 11. Natalia Ilyinichna Erpsher - «FOR»

Total:

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

Decision is taken.

Item 3: On the composition of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision:

1. To early terminate powers of the following members of the Reliability Committee of the Board of Directors of the Company, elected by the Board of Directors of the Company on 27.07.2015 (Minutes # 15/15 of 30.07.2015):

1.	Konstantin Alexandrovich Mikhailik	First Deputy General Director of IDGC of Centre, PJSC
2.	Alexander Yurievich Matyushin	Head of Main Equipment Section of Production Asset Management Department of PJSC «Rosseti»

2. To elect the following persons to the Reliability Committee of the Board of Directors of the Company:

1.	Evgeniya Valeryevna Kabanova	Deputy General Director for Development and Sale of Services of IDGC of Centre, PJSC
2.	Sergey Yuryevich Rumyantsev	Deputy General Director for Economy and Finance of IDGC of Centre, PJSC

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 4: On approval of the adjusted Program of long-term development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2015-2020.

Decision:

1. To approve the adjusted Program of long-term development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2015-2020 in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.
 2. To instruct General Director of the Company to identify and provide consideration at a meeting of the Board of Directors of the Company of a mechanism of implementation and

sources of funding necessary for the full implementation of the Program of long-term development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2015-2020, with division of the volume of operating and investment costs.

Deadline - November 2015.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Tatiana Petrovna Dronova | - «ABSTAINED» |
| 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 | - «AGAINST» |
| 9. Andrey Nikolayevich Kharin | - «ABSTAINED» |
| 10. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «6»
«AGAINST»	- «2»
«ABSTAINED»	- «3»

Decision is taken.

Item 5: On approval of an agreement to perform repair work, concluded between IDGC of Centre, PJSC and IDGC of South, PJSC, which is a related party transaction.

Decision:

1. To determine under the work performance agreement between IDGC of Centre, PJSC and IDGC of South, PJSC cost of repair work in accordance with the contract price, which is determined by the Estimate Documentation at the time of signing of the Agreement (Appendix # 1.1-1.2 to the Agreement), by the Contractual price agreement minutes (Appendix # 2 to the Agreement) and is 1 778 347,84 (One million seven hundred seventy-eight thousand three hundred forty-seven) rubles 84 kopecks, including VAT 18% - 271 273,40 (Two hundred seventy-one thousand two hundred seventy-three) rubles 40 kopecks.

2. To approve the agreement to perform repair work in the aftermath of natural disasters at facilities of IDGC of South - Rostovenergo between IDGC of Centre, PJSC and IDGC of South, PJSC (hereinafter – the Agreement, Appendix # 10 to this decision of the Board of Directors) as a related party transaction, on the following essential conditions:

Parties of the Agreement:

«Customer» - IDGC of South, PJSC;

«Contractor» - IDGC of Centre, PJSC.

Scope of the Agreement:

Contractor under a request of Customer undertakes to perform emergency and restoration operations in the aftermath of natural disasters at facilities of IDGC of South - Rostovenergo, with materials of Customer, in accordance with the List of facilities (Appendix # 3 to the Agreement) and transfer the result of work performed under a certificate to Customer, and Customer agrees to accept the result of work and pay for it in the manner prescribed by the Agreement.

The list, types, content and scope of work, performed by Contractor, are determined by the Parties in local resource estimate calculations (Appendices 1, 1.1, 1.2 to the Agreement).

Price of the Agreement:

The cost of work under the Agreement is determined by the contract price, which is determined by the Estimate Documentation at the time of signing of the Agreement (Appendix # 1.1-1.2 to the Agreement), by the Contractual price agreement minutes (Appendix # 2 to the Agreement) and is 1 778 347,84 (One million seven hundred seventy-eight thousand three hundred forty-

seven) rubles 84 kopecks, including VAT - 271 273,40 (Two hundred seventy-one thousand two hundred seventy-three) rubles 40 kopecks.

Turnaround time:

Turnaround time under the Agreement is determined in accordance with the Work schedule (Appendix # 4 to the Agreement).

Work at the facility is considered performed by Contractor after the signing by both Parties of a certificate of acceptance of the executed work.

Duration of the Agreement:

The Agreement shall enter into force upon signature by the Parties, shall apply to the relationship of the parties actually made on 29.03.2015, and is valid until the proper performance of all the obligations by the Parties under the Agreement.

Responsibility of the Parties:

For failure to perform or improper fulfillment of obligations under the Agreement Contractor and Customer shall be financially responsible in accordance with the current legislation of the Russian Federation.

Dispute resolution:

Disputes arising in the course of the Agreement execution, or in connection with it, including those related to its conclusion, change, performance, breach, termination, and validity, the Parties shall settle in the course of pre-court dispute settlement procedure. Term of examination of claims is 20 (twenty) working days of its receipt.

All disputes, controversies and claims arising from the Agreement (contract) or in connection with it, including those related to its conclusion, change, performance, breach, termination, and validity, not settled in the course of pre-court dispute settlement procedure, are subject to consideration by the Arbitration Court at the location of the defendant.

Voting results:

The following members of the Board of Directors of IDGC of Centre, PJSC did not take part in the voting on this item:

- A.M. Branis, Y.N. Pankstyanov, R.A. Filkin, A.N. Kharin, A.V. Shevchuk, as recognized as interested directors in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies»;

- O.Y. Isaev, as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- | | |
|-------------------------------|---------|
| 1. Tatiana Petrovna Dronova | - «FOR» |
| 2. Denis Alexandrovich Malkov | - «FOR» |
| 3. Yury Nikolayevich Mangarov | - «FOR» |
| 4. Maxim Mikhailovich Saukh | - «FOR» |
| 5. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «5»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 6: On approval of an agreement to provide services to organize training and improve skills of technical staff of IDGC of Centre, PJSC, concluded between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction.

Decision:

1. To determine that the cost of training of technical and engineering staff of IDGC of Centre, PJSC under the training program "Energy efficiency and conservation in the design of power grid facilities" for the entire period of study is 870 000 (Eight hundred seventy thousand)

rubles, VAT is not provided on the basis of subpara. 14, para. 2, Art. 149 of the Tax Code of the Russian Federation.

Payment of tuition fees for the skills improvement program is composed as follows:

- at the expense of the federal budget for the implementation of the departmental target program "Improving the skills of technical and engineering staff in 2015 - 2016" in the amount of 435 000 (Four hundred and thirty-five thousand) rubles 00 kopecks;
- at the expense of co-financing of IDGC of Centre, PJSC in the amount of 435 000 (Four hundred and thirty-five thousand) rubles 00 kopecks.

2. To approve the agreement to provide services to organize training and improve skills of technical and engineering staff of IDGC of Centre, PJSC, concluded between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI» (hereinafter – the Agreement, Appendix # 11 to this decision of the Board of Directors), which is a related party transaction, on the following essential conditions:

Scope of the Agreement:

Contractor undertakes in the framework of the implementation of additional programs, recognized as the winner of the competitive tender of 2015 (Order of the Russian Ministry of Energy dated 02.09.2015 2015 № 946 "On approval of the list of additional professional programs to improve skills for technical and engineering staff and the amount of funds from the federal budget allocated for their implementation in 2015"), conducted as part of the departmental target program "Improving skills of technical and engineering staff for 2015 - 2016" to provide services for the organization and implementation of staff development of Customer under the program "Energy efficiency and conservation in the design of electric grid facilities" that includes training of 72 hours, training on the site of enterprises, in research and engineering centres in Russia, training on the site of enterprises, in research and engineering centres abroad, and Customer agrees to send its employees to training in the number and terms in accordance with Appendices # 1 "The List of engineering and technical personnel of Customer, sent to improve skills" and # 2 "The Schedule of implementation of training programs to improve skills" and to make co-financing of the cost of training at its own expense in accordance with Appendix # 3 «Estimate of cost» to the Agreement and section 2 of the Agreement.

Parties of the Agreement:

«Customer» - IDGC of Centre, PJSC

«Contractor» - Federal State Budget Institution of Higher Education «National Research University «MPEI»

Price of the Agreement:

The total cost of services for the organization and implementation of professional development (training, site training in Russia, site training abroad) of employees of Customer under the Agreement is 870 000,00 (Eight hundred seventy thousand) rubles 00 kopecks (Appendix # 3 «Estimate of cost» to the Agreement), VAT is not provided on the basis of subpara. 14, para. 2, Art. 149 of the Tax Code of the Russian Federation, including:

- at the expense of the federal budget for the implementation of the departmental target program "Improving the skills of technical and engineering staff in 2015 - 2016" 435 000,00 (Four hundred and thirty-five thousand) rubles 00 kopecks;
- at the expense of co-financing of Customer 435 000,00 (Four hundred and thirty-five thousand) rubles 00 kopecks:

Turnaround time:

Services are provided by Contractor within the term and in the scope specified in Appendices # 1 "The List of engineering and technical personnel of Customer, sent to improve skills" and # 2 "The Schedule of implementation of training programs to improve skills" to the Agreement.

Duration of the Agreement:

The Agreement shall enter into force upon signature and shall be valid until the Parties fulfill the obligations taken in full.

Voting results:

O.Y. Isaev, a member of the Board of Directors of IDGC of Centre, PJSC, did not take part in the voting on this item as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.**Item 7: On approval of an agreement to provide services, concluded between IDGC of Centre, PJSC and TGK #2, which is a related party transaction.****Decision:**

1. To determine the cost of services to limit (terminate) the power supply and the resumption of power supply to consumers in the amount of 516,54 (Five hundred and sixteen) rubles 54 kopecks, plus VAT 18% - 92,98 (Ninety two) rubles 98 kopecks - for one switching off OS-6kV and 387,43 (Three hundred and eighty-seven) rubles 43 kopecks, plus VAT 18% - 69,74 (Sixty nine) rubles 74 kopecks – for one switching on OS-6kV.

Total cost of services is 609,52 (Six hundred and nine) rubles 52 kopecks - for one switching off OS-6kV and 457,17 (Four hundred and fifty-seven) rubles 17 kopecks - for one switching on OS-6kV.

2. To approve the agreement to provide services, concluded between IDGC of Centre, PJSC and TGK #2 (hereinafter – the Agreement, Appendix # 12 to this decision of the Board of Directors), which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

«Contractor» - TGK #2

«Customer» - IDGC of Centre, PJSC;

Scope of the Agreement: Contractor undertakes within the established by the Agreement term to provide for Customer the following services: limitation (termination) of power supply and the resumption of power supply to consumers of OJSC "Kostroma Retail Company", connected to 6kV buses of isolated divisions "Kostroma CHP-1", "Kostroma CHP-2" of Main Directorate of TGK #2 in the Upper Volga region, and Customer – to accept and pay for the services in accordance with the calculations (Appendix # 1 and Appendix # 2), which are an integral part of the Agreement.

Price of the Agreement: The cost of services under the Agreement is 516,54 (Five hundred and sixteen) rubles 54 kopecks, plus VAT 18% - 92,98 (Ninety two) rubles 98 kopecks - for one switching off OS-6kV and 387,43 (Three hundred and eighty-seven) rubles 43 kopecks, plus VAT 18% - 69,74 (Sixty nine) rubles 74 kopecks – for one switching on OS-6kV.

Total cost under the Agreement is 609,52 (Six hundred and nine) rubles 52 kopecks - for one switching off OS-6kV and 457,17 (Four hundred and fifty-seven) rubles 17 kopecks - for one switching on OS-6kV.

Duration of the Agreement: The Agreement shall enter into force upon signature and is valid until 31.12.2015, and in terms of fulfillment of the obligations – till their complete fulfillment.

Voting results:

The following members of the Board of Directors of IDGC of Centre, PJSC did not take part in the voting on this item:

- A.M. Branis, R.A. Filkin, as recognized as interested directors in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies»;

- O.Y. Isaev, as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- | | |
|--|---------|
| 1. Tatiana Petrovna Dronova | - «FOR» |
| 2. Denis Alexandrovich Malkov | - «FOR» |
| 3. Yury Nikolayevich Mangarov | - «FOR» |
| 4. Yury Nikolayevich Pankstyanov | - «FOR» |
| 5. Maxim Mikhailovich Saukh | - «FOR» |
| 6. Andrey Nikolayevich Kharin | - «FOR» |
| 7. Alexander Viktorovich Shevchuk | - «FOR» |
| 8. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 8: On approval of a movable property lease agreement, concluded between IDGC of Centre, PJSC and SO UES, which is a related party transaction.

Decision:

1. According to Valuation Report of FSUE "Rostekhinventarizatsiya - Federal BTI" dated 27.04.2015 № 18-O-15 to determine the market value of the monthly rent under the movable property lease agreement, located at the address: Tambov region, Tambov, Morshansk Highway, 23, in the amount of 110 264,20 (One hundred and ten thousand two hundred sixty-four) rubles 20 kopecks, plus VAT (18%) – 19 847,56 (Nineteen thousand eight hundred forty-seven) rubles 56 kopecks.

2. To approve the movable property lease agreement, concluded between IDGC of Centre, PJSC (IDGC of Centre - Tambovenergo division) and SO UES (a branch of "SO UES" "Regional dispatch control centre of power systems of the Lipetsk and Tambov regions") (hereinafter – the Agreement, Appendix # 13 to this decision of the Board of Directors), which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

IDGC of Centre, PJSC (IDGC of Centre - Tambovenergo division) - Lessee;

SO UES (a branch of "SO UES" "Regional dispatch control centre of power systems of the Lipetsk and Tambov regions") - Lessor.

Scope of the Agreement

Lessor agrees to provide Lessee with temporary compensated ownership and use (hereinafter – the Rent) of movable property (hereinafter – the Property), specified in the List of movable property transferred for rent (Appendix # 1 to the Agreement), and Lessee undertakes to receive the Property and promptly pay rent under the terms of the Agreement.

Cost of the service and payment procedure

The monthly rent for the temporary compensated ownership and use of the Property of Lessor is 110 264,20 (One hundred and ten thousand two hundred sixty-four) rubles 20 kopecks, plus VAT (18%) – 19 847,56 (Nineteen thousand eight hundred forty-seven) rubles 56 kopecks (according to Valuation Report of FSUE "Rostekhinventarizatsiya - Federal BTI" dated 27.04.2015 № 418-O-15).

Lessee is obliged to pay the monthly rental fee to Lessor for the current calendar month of the rent at the rate prescribed in paragraph 5.1. of the Agreement, no later than the 10th (Tenth) day

of each calendar month then current by transferring money to the account of Lessor in accordance with the details provided in the Agreement and/or notification of change in details. Payment of rent for the incomplete calendar month is made based on the amount of rent for the last month (paragraph 5.1. of the Agreement) and the actual number of days of rent of the Property in proportion to the number of calendar days in the billing month.

Duration of the Agreement

The Agreement shall enter into force from the moment (on the date) of its conclusion (signing) by the Parties and is valid till June 30, 2018 (inclusive), and in terms of the obligations taken - until their full (proper) execution.

Voting results:

O.Y. Isaev, a member of the Board of Directors of IDGC of Centre, PJSC, did not take part in the voting on this item as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

Total:

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «0»

Decision is taken.

Item 9: On determination of the position of IDGC of Centre, PJSC regarding the agenda items of a meeting of the Board of Directors of JSC “Energetik”:

9.1. On approval of the report of General Director of the Company «On execution of the target values of annual and quarterly key performance indicators in 2Q 2015».

Decision regarding item 9.1.:

9.1. To assign representatives of IDGC of Centre, PJSC at the meeting of the Board of Directors of JSC “Energetik” regarding the agenda item «On execution of the target values of annual and quarterly key performance indicators in 2Q 2015» to vote «FOR»:

«To approve the report of General Director of the Company «On execution of the target values of annual and quarterly key performance indicators in 2Q 2015» in accordance with the Appendix».

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «ABSTAINED» |
| 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»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.**9.2. On approval of the report of General Director of the Company «On execution of the Business Plan of the Company in 2Q 2015 and 1H 2015».****Decision regarding item 9.2.:**

9.2. To assign representatives of IDGC of Centre, PJSC at the meeting of the Board of Directors of JSC “Energetik” regarding the agenda item «On execution of the Business Plan of the Company in 2Q 2015 and 1H 2015» to vote «FOR»:

«1. To approve the report of General Director of the Company «On execution of the Business Plan of the Company in 2Q 2015 and 1H 2015» in accordance with the Appendix».

2. To mark the failure to perform following the results of 1H 2015 the planned level of production, economic and financial indicators, including the financial result (plan: loss of 1 439 thousand rubles, fact: loss of 2 149 thousand rubles).

3. To instruct General Director of the Company to ensure the unconditional implementation of the Business Plan of the Company for 2015».

Voting results:

1. Alexander Markovich Branis	- «FOR»
2. Tatiana Petrovna Dronova	- «ABSTAINED»
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»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.**Item 10: On amendment of the decision of the Board of Directors of the Company dated 22.06.2015 (Minutes # 13/15 of 23.06.2015) regarding item # 11 «On reduction in operating expenses (costs) by not less than 2-3 percent annually».****Decision:**

To read paragraph 2 of the decision of the Board of Directors of the Company on 22.06.2015 (Minutes # 13/15 of 23.06.2015) regarding item # 11 «On reduction in operating expenses (costs) by not less than 2-3 percent annually» as follows:

«2. To submit to be considered by the Board of Directors of the Company the item on approval of the adjusted business plan for 2015, including, ensuring the implementation of the Reduction in operating expenses indicator, in accordance with the Directive of the Government of the Russian Federation dated 16.04.2015 № 2303-P13 to reduce operating expenses by not less than 2-3 percent annually.

Deadline: 15.10.2015.».

Voting results:

1. Alexander Markovich Branis	- «ABSTAINED»
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 | - «ABSTAINED» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Appendices:

1. The report of General Director of the Company «On implementation of the decisions in 2Q 2015 taken at the meetings of the Board of Directors of the Company» (Appendices ## 1-7).
2. The report of General Director of the Company «On approval of the adjusted Investment program of IDGC of Centre, PJSC for 2015 and the period of 2016-2020 with the authorized bodies of executive power of the Russian Federation» (Appendix # 8).
3. The adjusted Program of long-term development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2015-2020 (Appendix # 9).
4. The draft of the agreement to perform repair work, concluded between IDGC of Centre, PJSC and IDGC of South, PJSC (Appendix # 10).
5. The draft of the agreement to provide services to organize training and improve skills of technical and engineering staff of IDGC of Centre, PJSC, concluded between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI» (Appendix # 11).
6. The draft of the agreement to provide services, concluded between IDGC of Centre, PJSC and TGK #2 (Appendix # 12).
7. The draft of the movable property lease agreement, concluded between IDGC of Centre, PJSC and SO UES (Appendix # 13).

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

Y.N. Mangarov

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

S.V. Lapinskaya