



“INTERREGIONAL DISTRIBUTION GRID COMPANY OF CENTRE”, PUBLIC JOINT-STOCK COMPANY

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MINUTES

of meeting of the Strategy and Development Committee
of the Board of Directors of IDGC of Centre, PJSC

22 December 2015

Moscow

No. 12/15

Form of the meeting: absent voting.

Total number of members of the Strategy and Development Committee: 16 persons.

Participants of the voting: Y.N. Pankstyanov, D.M. Andropov, S.V. Belevantsev, E.V. Bogach, A.N. Goncharov, A.V. Gritsenko, A.N. Zharikov, K.V. Zavizenov, S.Y. Lebedev, S.V. Podlutsky, S.V. Pokrovsky, S.Y. Rumyantsev, M.M. Saukh, N.V. Sedyikh, O.R. Fedorov, R.A. Filkin.

Members who did not provide questionnaires: none.

The quorum is present.

Date of the minutes: 22.12.2015.

AGENDA:

1. On the recommendation to the Board of Directors of the Company on approval of the Program of energy conservation and energy efficiency of IDGC of Centre, PJSC for 2016 – 2021.
2. On the recommendation to the Board of Directors of the Company on approval of the adjusted Program of long-term development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2016-2020.
3. On approval of the budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC for 1H 2016.
4. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the report of General Director of the Company «On execution of the Business Plan of IDGC of Centre, PJSC, including the Investment Program and information about key operational risks, in 3Q 2015 and following the results of 9 months of 2015».
5. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Business Plan of IDGC of Centre, PJSC, including the Investment Program and information about key operational risks, for 2016 and forecast for 2017-2020».

Item 1. On the recommendation to the Board of Directors of the Company on approval of the Program of energy conservation and energy efficiency of IDGC of Centre, PJSC for 2016 – 2021.

Decision:

To recommend to members of the Board of Directors of the Company to take the following decision:

«To approve the Program of energy conservation and energy efficiency of IDGC of Centre, PJSC for 2016 – 2021 in accordance with the Appendix».

Voting results:

- | | |
|--|---------------|
| 1. Yury Nikolayevich Pankstyanov | - «FOR» |
| 2. Dmitry Mikhailovich Andropov | - «FOR» |
| 3. Sergey Vsevolodovich Belevantsev | - «FOR» |
| 4. Elena Viktorovna Bogach | - «ABSTAINED» |
| 5. Alexey Nikolayevich Goncharov | - «FOR» |
| 6. Andrey Vitalyevich Gritsenko | - «FOR» |
| 7. Alexey Nikolayevich Zharikov | - «ABSTAINED» |
| 8. Konstantin Vladimirovich Zavizenov | - «ABSTAINED» |
| 9. Sergey Yuryevich Lebedev | - «ABSTAINED» |
| 10. Maxim Mikhailovich Saukh | - «FOR» |
| 11. Nadezhda Vitalyevna Sedyikh | - «ABSTAINED» |
| 12. Sergey Vasilyevich Podlutsky | - «AGAINST» |
| 13. Sergey Vadimovich Pokrovsky | - «FOR» |
| 14. Sergey Yuryevich Rummyantsev | - «FOR» |
| 15. Oleg Romanovich Fedorov | - «FOR» |
| 16. Roman Alexeevich Filkin | - «ABSTAINED» |

Total:

«FOR»	- «9»
«AGAINST»	- «1»
«ABSTAINED»	- «6»

Decision is taken.

Item 2. On the recommendation to the Board of Directors of the Company on approval of the adjusted Program of long-term development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2016-2020.

Decision:

To recommend to members of the Board of Directors of the Company to take the following decision:

«To approve the adjusted Program of long-term development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2016-2020, taking into account, inter alia, the implementation of additional measures to reduce electric energy losses by installation of additional volumes of electricity meters in the branches of "Voronezhenergo", "Kostromaenergo", "Kurskenergo", "Lipetskenergo", "Orelenergo", "Smolenskenergo", "Tambovenergo", "Tverenergo" with the total amount of 4 629.9 million rubles (excluding VAT) in accordance with the Appendix».

Voting results:

- | | |
|--|---------------|
| 1. Yury Nikolayevich Pankstyanov | - «FOR» |
| 2. Dmitry Mikhailovich Andropov | - «FOR» |
| 3. Sergey Vsevolodovich Belevantsev | - «FOR» |
| 4. Elena Viktorovna Bogach | - «FOR» |
| 5. Alexey Nikolayevich Goncharov | - «FOR» |
| 6. Andrey Vitalyevich Gritsenko | - «FOR» |
| 7. Alexey Nikolayevich Zharikov | - «ABSTAINED» |
| 8. Konstantin Vladimirovich Zavizenov | - «ABSTAINED» |
| 9. Sergey Yuryevich Lebedev | - «FOR» |
| 10. Maxim Mikhailovich Saukh | - «FOR» |
| 11. Nadezhda Vitalyevna Sedyikh | - «FOR» |

- | | |
|---|---------------|
| 12. Sergey Vasilyevich Podlutsky | - «AGAINST» |
| 13. Sergey Vadimovich Pokrovsky | - «FOR» |
| 14. Sergey Yuryevich Rummyantsev | - «FOR» |
| 15. Oleg Romanovich Fedorov | - «AGAINST» |
| 17. Roman Alexeevich Filkin | - «ABSTAINED» |

Total:

«FOR»	- «11»
«AGAINST»	- «2»
«ABSTAINED»	- «3»

Decision is taken.

A dissenting opinion of a member of the Strategy and Development Committee of the Board of Directors of the Company, O.R. Fedorov, was received under this agenda item.

Item 3. On approval of the budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC for 1H 2016.

Decision:

To recommend to members of the Board of Directors of IDGC of Centre, PJSC to approve the budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC for 1H 2016 in accordance with Appendix # 1 to this decision of the Strategy and Development Committee.

Voting results:

- | | |
|--|---------------|
| 1. Yury Nikolayevich Pankstyanov | - «FOR» |
| 2. Dmitry Mikhailovich Andropov | - «FOR» |
| 3. Sergey Vsevolodovich Belevantsev | - «FOR» |
| 4. Elena Viktorovna Bogach | - «FOR» |
| 5. Alexey Nikolayevich Goncharov | - «FOR» |
| 6. Andrey Vitalyevich Gritsenko | - «FOR» |
| 7. Alexey Nikolayevich Zharikov | - «FOR» |
| 8. Konstantin Vladimirovich Zavizenov | - «ABSTAINED» |
| 9. Sergey Yuryevich Lebedev | - «FOR» |
| 10. Maxim Mikhailovich Saukh | - «FOR» |
| 11. Nadezhda Vitalyevna Sedyikh | - «FOR» |
| 12. Sergey Vasilyevich Podlutsky | - «FOR» |
| 13. Sergey Vadimovich Pokrovsky | - «FOR» |
| 14. Sergey Yuryevich Rummyantsev | - «FOR» |
| 15. Oleg Romanovich Fedorov | - «FOR» |
| 16. Roman Alexeevich Filkin | - «FOR» |

Total:

«FOR»	- «15»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 4. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the report of General Director of the Company «On execution of the Business Plan of IDGC of Centre, PJSC, including the Investment Program and information about key operational risks, in 3Q 2015 and following the results of 9 months of 2015»».

Decision:

To recommend to the Board of Directors of the Company to take the following decision:

«To approve the report of General Director of the Company «On execution of the Business Plan of IDGC of Centre, PJSC, including the Investment Program and information about key operational risks, in 3Q 2015 and following the results of 9 months of 2015» in accordance with the Appendices».

Voting results:

- | | |
|--|---------------|
| 1. Yury Nikolayevich Pankstyanov | - «FOR» |
| 2. Dmitry Mikhailovich Andropov | - «FOR» |
| 3. Sergey Vsevolodovich Belevantsev | - «FOR» |
| 4. Elena Viktorovna Bogach | - «FOR» |
| 5. Alexey Nikolayevich Goncharov | - «FOR» |
| 6. Andrey Vitalyevich Gritsenko | - «FOR» |
| 7. Alexey Nikolayevich Zharikov | - «FOR» |
| 8. Konstantin Vladimirovich Zavizenov | - «ABSTAINED» |
| 9. Sergey Yuryevich Lebedev | - «FOR» |
| 10. Maxim Mikhailovich Saukh | - «FOR» |
| 11. Nadezhda Vitalyevna Sedyikh | - «FOR» |
| 12. Sergey Vasilyevich Podlutsky | - «FOR» |
| 13. Sergey Vadimovich Pokrovsky | - «FOR» |
| 14. Sergey Yuryevich Rummyantsev | - «FOR» |
| 15. Oleg Romanovich Fedorov | - «FOR» |
| 16. Roman Alexeevich Filkin | - «FOR» |

Total:

«FOR»	- «15»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

A dissenting opinion of a member of the Strategy and Development Committee of the Board of Directors of the Company, N.V. Sedyikh, was received under this agenda item.

Item 5. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Business Plan of IDGC of Centre, PJSC, including the Investment Program and information about key operational risks, for 2016 and forecast for 2017-2020».

Decision:

To recommend to the Board of Directors of the Company to take the following decision:

«To approve the Business Plan of the Company, including the Investment Program and information about key operational risks, for 2016, and to take into consideration the estimated figures for the period of 2017-2020 in accordance with the Appendices».

Voting results:

- | | |
|--|---------------|
| 1. Yury Nikolayevich Pankstyanov | - «FOR» |
| 2. Dmitry Mikhailovich Andropov | - «FOR» |
| 3. Sergey Vsevolodovich Belevantsev | - «FOR» |
| 4. Elena Viktorovna Bogach | - «FOR» |
| 5. Alexey Nikolayevich Goncharov | - «FOR» |
| 6. Andrey Vitalyevich Gritsenko | - «FOR» |
| 7. Alexey Nikolayevich Zharikov | - «AGAINST» |
| 8. Konstantin Vladimirovich Zavizenov | - «ABSTAINED» |
| 9. Sergey Yuryevich Lebedev | - «FOR» |
| 10. Maxim Mikhailovich Saukh | - «FOR» |
| 11. Nadezhda Vitalyevna Sedyikh | - «FOR» |

- | | |
|---|---------------|
| 12. Sergey Vasilyevich Podlutsky | - «AGAINST» |
| 13. Sergey Vadimovich Pokrovsky | - «ABSTAINED» |
| 14. Sergey Yuryevich Rumyantsev | - «FOR» |
| 15. Oleg Romanovich Fedorov | - «ABSTAINED» |
| 16. Roman Alexeevich Filkin | - «ABSTAINED» |

Total:

«FOR»	- «10»
«AGAINST»	- «2»
«ABSTAINED»	- «4»

Decision is taken.

Dissenting opinions of members of the Strategy and Development Committee of the Board of Directors of the Company, N.V. Sedyikh and O.R. Fedorov, were received under this agenda item.

Appendices:

1. The budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC for 1H 2016 (Appendix # 1).
2. The dissenting opinion of the member of the Strategy and Development Committee of the Board of Directors of the Company, O.R. Fedorov, regarding items ##2,5 on the agenda of the meeting of the Committee (Appendix # 2).
3. The dissenting opinion of the member of the Strategy and Development Committee of the Board of Directors of the Company, N.V. Sedyikh, regarding items ##4,5 on the agenda of the meeting of the Committee (Appendix # 3).

**Chairperson
of the Strategy and Development Committee**

Y.N. Pankstyanov

**Secretary
of the Strategy and Development Committee**

S.V. Lapinskaya