



“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

28 August 2015

Moscow

No. 08/15

Form of the meeting: joint presence.

Time of the meeting: 10 hours 00 minutes – 11 hours 35 minutes.

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

Participants of the voting: D.M. Andropov, S.V. Belevantsev, E.V. Bogach, A.N. Goncharov, A.N. Zharikov, S.Y. Lebedev, Y.N. Pankstyanov, S.V. Podlutsky, S.Y. Rumyantsev, M.M. Saukh, N.V. Sedykh.

The written opinion (questionnaire) of the following members was taken into account while defining the results: A.V. Gritsenko, K.V. Zavizenov, S.V. Pokrovsky, O.R. Fedorov, R.A. Filkin.

Members who neither participated nor provided questionnaires: none.

The quorum is present.

Date of the minutes: 31.08.2015.

The meeting of the Strategy and Development Committee was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Strategy and Development Committee was chaired by Chairperson of the Strategy and Development Committee, Y.N. Pankstyanov.

The following representatives of the management of IDGC of Centre, PJSC were present:

I.V. Gromova - Deputy General Director for Human Resources and Organizational Design.

E.V. Kabanova – Deputy General Director for Development and Sale of Services.

R.P. Mitrofanov – Deputy General Director for Capital Construction.

A.V. Pilyugin – First Deputy General Director – Chief Engineer.

D.V. Sklyarov – Deputy General Director for Investment.

L.A. Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department.

O.A. Kharchenko - Acting Deputy General Director for Corporate Governance.

At the beginning of the meeting Chairperson of the Strategy and Development Committee, Y.N. Pankstyanov, informed the audience about the presence of a quorum for the meeting of the Committee, opened the meeting and announced the agenda for the meeting.

AGENDA:

1. 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 (including the Investment Program performance) of the Company in 2Q 2015 and 1H 2015».

2. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the adjusted Investment program of the Company for 2015».

Item 1: 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 (including the Investment Program performance) of the Company in 2Q 2015 and 1H 2015».

Speaker *in terms of the Business plan execution report* – S.Y. Rumyantsev – Member of the Management Board, Deputy General Director for Economy and Finance.

Co-speaker *in terms of the Investment program execution report* – R.P. Mitrofanov – Deputy General Director for Capital Construction.

The reports (presentations) on the item are stored in the materials for the meeting of the Committee.

In discussing the reports the questions were received from the following members of the Committee: E.V. Bogach, A.N. Zharikov, S.Y. Lebedev, Y.N. Pankstyanov.

The explanations and answers to the questions were given by: E.V. Kabanova, A.V. Pilyugin, S.Y. Rumyantsev, D.V. Sklyarov, L.A. Sklyarova.

Decision (put for voting):

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 (including the Investment Program performance) of the Company in 2Q 2015 and 1H 2015» in accordance with the Appendices».

Voting results at the meeting:

Dmitry Mikhailovich Andropov	- «FOR»
Sergey Vsevolodovich Belevantsev	- «FOR»
Elena Viktorovna Bogach	- «FOR»
Alexey Nikolayevich Goncharov	- «FOR»
Alexey Nikolayevich Zharikov	- «ABSTAINED»
Sergey Yuryevich Lebedev	- «FOR»
Yury Nikolayevich Pankstyanov	- «FOR»
Sergey Vasilyevich Podlutsky	- «FOR»
Sergey Yuryevich Rumyantsev	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Nadezhda Vitalyevna Sedyikh	- «FOR»

Voting results by filling in the questionnaires:

Andrey Vitalyevich Gritsenko	- «FOR»
Konstantin Vladimirovich Zavizenov	- «AGAINST»
Sergey Vladimirovich Pokrovsky	- «FOR»
Oleg Romanovich Fedorov	- «FOR»
Roman Alexeevich Filkin	- «ABSTAINED»

Total:

«FOR»	- «13»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

Decision is taken.

A dissenting opinion on this agenda item of the meeting was received from a member of the Strategy and Development Committee of the Board of Directors of the Company, K.V. Zavizenov.

Item 2: On the recommendation to the Board of Directors of the Company regarding the item «On approval of the adjusted Investment program of the Company for 2015».

Speaker – D.V. Sklyarov – Deputy General Director for Investment.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

In discussing the reports the questions were received from the following members of the Committee: A.N. Zharikov, S.Y. Lebedev, Y.N. Pankstyanov, S.V. Podlutsky.

The explanations and answers to the questions were given by: E.V. Kabanova, S.Y. Rumyantsev, D.V. Sklyarov.

Following the results of the item discussion Deputy Chairperson of the Strategy and Development Committee, S.Y. Lebedev, proposed in the minutes to mention the reduction of cost of retooling and reconstruction, and therefore to pay particular attention to the need for compliance with the Company's reliability and quality indicators.

Decision (put for voting):

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

«1. To approve the adjusted Investment program for 2015 in accordance with the Appendix.

2. To instruct General Director of the Company:

2.1. To ensure approval of the draft of the adjusted Investment program of IDGC of Centre, PJSC for 2015 with the authorized bodies of executive power of the Russian Federation in accordance with the requirements of regulatory legal acts of the Russian Federation, regulating investment activities.

2.2. To provide a report on the implementation of paragraph 2.1. of this decision to the Board of Directors of the Company no later than 01.11.2015».

Voting results at the meeting:

Dmitry Mikhailovich Andropov	- «FOR»
Sergey Vsevolodovich Belevantsev	- «FOR»
Elena Viktorovna Bogach	- «FOR»
Alexey Nikolayevich Goncharov	- «FOR»
Alexey Nikolayevich Zharikov	- «AGAINST»
Sergey Yuryevich Lebedev	- «FOR»
Yury Nikolayevich Pankstyanov	- «FOR»
Sergey Vasilyevich Podlutsky	- «FOR»
Sergey Yuryevich Rumyantsev	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Nadezhda Vitalyevna Sedyikh	- «FOR»

Voting results by filling in the questionnaires:

Andrey Vitalyevich Gritsenko	- «FOR»
Konstantin Vladimirovich Zavizenov	- «ABSTAINED»
Sergey Vladimirovich Pokrovsky	- «ABSTAINED»
Oleg Romanovich Fedorov	- «ABSTAINED»
Roman Alexeevich Filkin	- «AGAINST»

Total:

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

Decision is taken.

A dissenting opinion on this agenda item of the meeting was received from a member of the Strategy and Development Committee of the Board of Directors of the Company, K.V. Zavizenov.

Following consideration of the items on the agenda at the suggestion of a member of the Strategy and Development Committee, S.Y. Rumyantsev, and with the consent of all of the members of the Committee at the meeting of the Committee it was decided the meeting of the Committee to address the question «On the recommendation to the Board of Directors of the Company regarding the item «On approval of the summary on the RAS principles and

consolidated on the IFRS principles report «On execution of the Business Plan of the Group of IDGC of Centre, PJSC in 1H 2015», to be held in absentee voting.

The agenda of the meeting of the Strategy and Development Committee of the Board of Directors of the Company on 28.08.2015 was exhausted.

The meeting of the Strategy and Development Committee was adjourned.

Appendix:

The dissenting opinion of the member of the Strategy and Development Committee of the Board of Directors of the Company, K.V. Zavizenov, on agenda items ## 1-2 of the meeting of the Committee (Appendix # 1).

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

Y.N. Pankstyanov

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

S.V. Lapinskaya