



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)

«30» October 2017

Moscow

No. 24/17

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

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

Participants of the voting: **T.P. Dronova, O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, P.N. Snikkars, D.A. Spirin, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.**

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

The quorum is **present.**

Date of the minutes: **01.11.2017.**

AGENDA:

1. On consideration of the report of General Director of the Company «On the status of the Registry (sales plan) of non-core assets of IDGC of Centre, PJSC in 3Q 2017».
2. On approval of the Program of energy conservation and energy efficiency of IDGC of Centre, PJSC for 2017 – 2022.
3. On approval of targeted programs for production activities of IDGC of Centre, PJSC for the period from 2018.
4. On consideration of the report of General Director of the Company «On the work performed 3Q 2017 to reduce costs of servicing the loan portfolio».
5. On consideration of the report of General Director of the Company «On the progress of the technological and price audit of the Investment Program and reports on the implementation of the Company's Investment Program».

Item 1: On consideration of the report of General Director of the Company «On the status of the Registry (sales plan) of non-core assets of IDGC of Centre, PJSC in 3Q 2017».

Decision:

1. To take into consideration the report of General Director of the Company «On the status of the Registry (sales plan) of non-core assets of the Company in 3Q 2017» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To exclude the following facilities from the Registry (sales plan) of non-core assets of the Company (1 - 12, 17, 19, 29-31, 70) in connection with their sale (write-off).
3. To set a new method of sale for the following facilities:
 - items – 35 - «Sale»;
 - items – 65, 66 – «Liquidation».
4. To set a new deadline to sell the following facilities:
 - items – 37, 45-47, 52, 55, 61 – 2 Q 2018;
 - items – 35 – 4 Q 2018;
 - items – 65, 66 – 4 Q 2019.
5. To approve the updated Registry (sales plan) of non-core assets of the Company in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

- | | | |
|-----|--------------------------------|---------------|
| 1. | Tatiana Petrovna Dronova | - «FOR» |
| 2. | Oleg Yuryevich Isaev | - «FOR» |
| 3. | Yury Nikolayevich Mangarov | - «FOR» |
| 4. | Alexey Igorevich Pavlov | - «FOR» |
| 5. | Alexey Viktorovich Rakov | - «FOR» |
| 6. | Maxim Mikhailovich Saukh | - «FOR» |
| 7. | Pavel Nikolayevich Snikkars | - «AGAINST» |
| 8. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 9. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «3»

Decision is taken.

Item 2: On approval of the Program of energy conservation and energy efficiency of IDGC of Centre, PJSC for 2017 – 2022.**Decision:**

To defer the consideration of the item at a later date.

Voting results:

- | | | |
|-----|--------------------------------|---------|
| 1. | Tatiana Petrovna Dronova | - «FOR» |
| 2. | Oleg Yuryevich Isaev | - «FOR» |
| 3. | Yury Nikolayevich Mangarov | - «FOR» |
| 4. | Alexey Igorevich Pavlov | - «FOR» |
| 5. | Alexey Viktorovich Rakov | - «FOR» |
| 6. | Maxim Mikhailovich Saukh | - «FOR» |
| 7. | Pavel Nikolayevich Snikkars | - «FOR» |
| 8. | Denis Alexandrovich Spirin | - «FOR» |
| 9. | Roman Alexeyevich Filkin | - «FOR» |
| 10. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 3: On approval of targeted programs for production activities of IDGC of Centre, PJSC for the period from 2018.**Decision:**

To defer the consideration of the item at a later date.

Voting results:

- | | | |
|----|-----------------------------|---------|
| 1. | Tatiana Petrovna Dronova | - «FOR» |
| 2. | Oleg Yuryevich Isaev | - «FOR» |
| 3. | Yury Nikolayevich Mangarov | - «FOR» |
| 4. | Alexey Igorevich Pavlov | - «FOR» |
| 5. | Alexey Viktorovich Rakov | - «FOR» |
| 6. | Maxim Mikhailovich Saukh | - «FOR» |
| 7. | Pavel Nikolayevich Snikkars | - «FOR» |
| 8. | Denis Alexandrovich Spirin | - «FOR» |

- 9. Roman Alexeyevich Filkin - «FOR»
- 10. Oxana Vladimirovna Shatokhina - «FOR»
- 11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 4: On consideration of the report of General Director of the Company «On the work performed 3Q 2017 to reduce costs of servicing the loan portfolio».

Decision:

To take into consideration the report of General Director of the Company «On the work performed in 3Q 2017 to reduce costs of servicing the loan portfolio» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

- 1. Tatiana Petrovna Dronova - «FOR»
- 2. Oleg Yuryevich Isaev - «FOR»
- 3. Yury Nikolayevich Mangarov - «FOR»
- 4. Alexey Igorevich Pavlov - «FOR»
- 5. Alexey Viktorovich Rakov - «FOR»
- 6. Maxim Mikhailovich Saukh - «FOR»
- 7. Pavel Nikolayevich Snikkars - «FOR»
- 8. Denis Alexandrovich Spirin - «ABSTAINED»
- 9. Roman Alexeyevich Filkin - «ABSTAINED»
- 10. Oxana Vladimirovna Shatokhina - «FOR»
- 11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 5: On consideration of the report of General Director of the Company «On the progress of the technological and price audit of the Investment Program and reports on the implementation of the Company's Investment Program».

Decision:

1. To take into consideration the report of General Director of the Company «On the progress of the technological and price audit of changes, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2020, approved by Order of the Ministry of Energy of Russia dated 22.12.2016 № 1386, with the extension of the planning period up to 2022, and reports on the implementation of the Investment Program of IDGC of Centre, PJSC for quarters 1-4 of 2017 and 2017» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to ensure:

2.1 publication of reports on the performance of the technological and price audit of the Investment Program of IDGC of Centre, PJSC and reports on its execution within the timeframe specified in the report of General Director of the Company «On the progress of performance of the technological and price audit of changes to the Investment Program of IDGC of Centre, PJSC for 2016-2020».

2.2 performance in 2018 of the technological and price audit of the Investment Program of IDGC of Centre, PJSC and reports on its execution within the timeframe specified.

Voting results:

- 1. Tatiana Petrovna Dronova - «ABSTAINED»

- | | | |
|-----|--------------------------------|---------------|
| 2. | Oleg Yuryevich Isaev | - «FOR» |
| 3. | Yury Nikolayevich Mangarov | - «FOR» |
| 4. | Alexey Igorevich Pavlov | - «FOR» |
| 5. | Alexey Viktorovich Rakov | - «FOR» |
| 6. | Maxim Mikhailovich Saukh | - «FOR» |
| 7. | Pavel Nikolayevich Snikkars | - «AGAINST» |
| 8. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 9. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «3»

Decision is taken.

A dissenting opinion of a member of the Board of Directors of the Company, P.N. Snikkars, was received on the given item (Appendix # 5).

Appendices:

1. The report «On the status of the Registry (sales plan) of non-core assets of IDGC of Centre, PJSC in 3Q 2017» (Appendix # 1).
2. The Registry (sales plan) of non-core assets of IDGC of Centre, PJSC (Appendix # 2).
3. The report «On the work performed in 3Q 2017 to reduce costs of servicing the loan portfolio» (Appendix # 3).
4. The report «On the progress of the technological and price audit of changes, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2020, approved by Order of the Ministry of Energy of Russia dated 22.12.2016 № 1386, with the extension of the planning period up to 2022, and reports on the implementation of the Investment Program of IDGC of Centre, PJSC for quarters 1-4 of 2017 and 2017» (Appendix # 4).
5. The dissenting opinion of the member of the Board of Directors of the Company, P.N. Snikkars, regarding item # 5 (Appendix # 5).

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

Y.N. Mangarov

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

S.V. Lapinskaya