

MINUTES
of meeting of the Board of Directors of IDGC of Centre, PJSC
(in the form of absent voting)

«11» April 2016

Moscow

No. 10/16

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: **11.04.2016.**

AGENDA:

1. On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding.
2. On the determination of the date, time and place of the Annual General Meeting of Shareholders of the Company, the starting time of registration of persons participating in the Annual General Meeting of Shareholders of the Company.
3. On the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company.
4. On approval of the target values of Cash Flow of the Company for 2Q 2016.
5. On consideration of the Company's proposals on the target values of reliability and quality indicators of services provided of all branches of IDGC of Centre, PJSC for 2017-2022.
6. On approval of the Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018.
7. On approval of the corporate structure of the Executive Office of IDGC of Centre, PJSC.
8. On approval of the list of titles, included in the category of Senior managers of IDGC of Centre, PJSC.

Item 1: On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding.

Decision:

To convene the Annual General Meeting of Shareholders of the Company in the form of a meeting (joint attendance).

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 the determination of the date, time and place of the Annual General Meeting of Shareholders of the Company, the starting time of registration of persons participating in the Annual General Meeting of Shareholders of the Company.

Decision:

1. To determine the date of the Annual General Meeting of Shareholders of the Company – **08 June 2016.**
2. To determine the time of the Annual General Meeting of Shareholders of the Company – **10 hours 00 minutes.**
3. To determine the venue of the Annual General Meeting of Shareholders of the Company – **Moscow, Dmitrovskoye shosse, 171 (Hotel Holiday Inn Vinogradovo, conference centre).**
4. To determine the time of the registration of persons participating in the Annual General Meeting of Shareholders, - **09 hours 00 minutes.**

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 3: On the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company.

Decision:

To determine the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company, - **22 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.

Item 4: On approval of the target values of Cash Flow of the Company for 2Q 2016.

Decision:

1. To approve the target values of Cash Flow of the Company for 2Q 2016 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company:
 - no later than 5 (Five) days from the date of this decision to ensure the formation of Cash Flow draft and its approval;
 - no later than 1 (One) day from the date of Cash Flow approval to forward the specified document to the members of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Tatiana Petrovna Dronova | - «AGAINST» |
| 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»	- «3»
«ABSTAINED»	- «2»

Decision is taken.

Item 5: On consideration of the Company's proposals on the target values of

reliability and quality indicators of services provided of all branches of IDGC of Centre, PJSC for 2017-2022.

Decision:

1. To take into consideration the Company's proposals on the target values of reliability and quality indicators of services provided of the branches of IDGC of Centre, PJSC for each settlement period for 2017-2022 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company:

2.1. To submit to the executive authority in the field of state regulation of tariffs of the Lipetsk region the proposals on the target values of indicators of reliability and quality of services provided of IDGC of Centre - Lipetskenenergo division, referred to in paragraph 1 of this decision, as part of a tariff application for the establishment of tariffs for services on electric power transmission.

Deadline: no later than 01 May 2016.

2.2. In the case of forming the tariff application for the extension of the long-term regulation period beyond 2017 in relation to other branches of the Company to use the proposals on the target values of indicators of reliability and quality of services referred to in paragraph 1 of this decision.

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 6: On approval of the Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018.

Decision:

1. To approve the Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018 in accordance with Appendix # 3 to this decision of the Board of Directors.

2. To instruct General Director of the Company:

- to ensure timely implementation of the Plan to develop the production assets management system;

- to submit for consideration of the Company's Board of Directors the report on the implementation of the Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018 as part of the report of General Director on implementation of assignments of the Board of Directors of the Company for 4Q.

Voting results:

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

Total:

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

Decision is taken.

Item 7: On approval of the corporate structure of the Executive Office of IDGC of Centre, PJSC.

Decision:

1. To approve the corporate structure of the Executive Office of the Company in accordance with Appendix # 4 to this decision of the Board of Directors and put it into force taking into account the terms stipulated by the legislation of the Russian Federation with the change and termination of labour contracts with employees.

2. From the date of entry into force of the corporate structure of the Executive Office of the Company to consider the corporate structure of the executive office of the Company, approved by the decision of the Board of Directors of the Company on 18.05.2015 (Minutes # 11/15 of 20.05.2015), to have lost force.

Voting results:

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

Total:

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

Decision is taken.

Item 8: On approval of the list of titles, included in the category of Senior managers of IDGC of Centre, PJSC.

Decision:

1. To approve the list of titles, included in the category of Senior managers of IDGC of

Centre, PJSC in a new edition:

Senior managers of category 1:

Member of the Management Board;

First Deputy General Director in a line of activity;

Deputy General Director in a line of activity;

Deputy General Director – division director;

Chief Accountant – Head of Financial and Tax Accounting and Reporting Department.

2. To consider the list of titles, included in the category of Senior managers of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of IDGC of Centre on 30.10.2014 (Minutes # 24/14 of 31.10.2014), to have lost force.

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.

Appendices:

1. The target values of Cash Flow of the Company for 2Q 2016 (Appendix # 1).
2. The Company's proposals on the target values of reliability and quality indicators of services provided of the branches of IDGC of Centre, PJSC for each settlement period for 2017-2022 (Appendix # 2).
3. The Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018 (Appendix # 3).
4. The corporate structure of the Executive Office of IDGC of Centre, PJSC (Appendix #4).

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

Y.N. Mangarov

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

S.V. Lapinskaya