



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» November 2016

Moscow

No. 31/16

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

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

Participants of the voting: **A.E. Bogashov, O.Y. Isaev, D.A. Malkov, Y.N. Mangarov, I.B. Masaleva, M.M. Saukh, D.A. Spirin, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk, N.I. Erpsher**.

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

The quorum is **present**.

Date of the minutes: **16.11.2016**.

**AGENDA:**

1. On consideration of the report of General Director of the Company «On provision of insurance coverage in 3Q 2016».
2. On approval of the Exchange-Traded Bonds Program of IDGC of Centre, PJSC of series 001P.
3. On approval of the Prospectus of securities of IDGC of Centre, PJSC (exchange-traded bonds, placed within the Exchange-Traded Bonds Program of IDGC of Centre, PJSC of series 001P).
4. On approval of an internal document of the Company – the Procedure for sale of non-core assets of IDGC of Centre, PJSC.
5. On termination of the agreement with the Company's Registrar, which performs the Company's share register management.
6. On approval of the confidentiality agreement, concluded between IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC, which is a related party transaction.
7. On coordination of holding positions in the governing bodies of other organizations by General Director of IDGC of Centre, PJSC.

**Item 1: On consideration of the report of General Director of the Company «On provision of insurance coverage in 3Q 2016».**

**Decision:**

To take into consideration the report of General Director of the Company «On provision of insurance coverage in 3Q 2016» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»

5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

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

**Decision is taken.**

**Item 2: On approval of the Exchange-Traded Bonds Program of IDGC of Centre, PJSC of series 001P.**

**Decision:**

To approve in accordance with Appendix # 2 to this decision of the Board of Directors of the Company the Exchange-Traded Bonds Program - certificated interest payable to bearer unconvertible with mandatory centralized custody of total nominal value of all issues of bonds placed under the program of exchange-traded bonds of series 001P, up to 40 000 000 000 (Forty billion) Russian rubles inclusive with a maturity date that occurs no later than 10 920 (Ten thousand nine hundred and twentieth) day from the date of commencement of placement of an issue of bonds under the program of exchange-traded bonds to be placed by public offering.

**Voting results:**

1. Alexander Evgenyevich Bogashov - «ABSTAINED»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «AGAINST»
8. Roman Alexeyevich Filkin - «AGAINST»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 3: On approval of the Prospectus of securities of IDGC of Centre, PJSC (exchange-traded bonds, placed within the Exchange-Traded Bonds Program of IDGC of Centre, PJSC of series 001P).**

**Decision:**

To approve in accordance with Appendix # 3 to this decision of the Board of Directors of the Company the Prospectus of securities – certificated interest payable to bearer unconvertible exchange-traded bonds with mandatory centralized custody of total nominal value of all issues of bonds placed under the program of exchange-traded bonds

of series 001P, up to 40 000 000 000 (Forty billion) Russian rubles inclusive with a maturity date that occurs no later than 10 920 (Ten thousand nine hundred and twentieth) day from the date of commencement of placement of an issue of bonds under the program of exchange-traded bonds to be placed by public offering.

**Voting results:**

1. Alexander Evgenyevich Bogashov - «ABSTAINED»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «AGAINST»
8. Roman Alexeyevich Filkin - «AGAINST»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 4: On approval of an internal document of the Company – the Procedure for sale of non-core assets of IDGC of Centre, PJSC.**

**Decision:**

1. To approve the Procedure for sale of non-core assets of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
2. To recognize the Regulation for sale of non-core assets of IDGC of Centre, JSC, approved by the decision of the Board of Directors of the Company on 14.11.2008 (Minutes of 14.11.2008 # 18/08, item 16) to have lost force.
3. To recognize paragraph 2 the decision of the Board of Directors of IDGC of Centre, PJSC regarding item # 5 dated 15.10.2014 (Minutes of 16.10.2014 # 23/14) to have lost force.
4. To establish that transactions, involving the alienation of fixed assets, referring to immovable property in accordance with legislation, incomplete construction projects, which is not used for generation, transmission, dispatch and distribution of electrical and heat energy, shall be made in accordance with the Procedure for sale of non-core assets of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «ABSTAINED»
8. Roman Alexeyevich Filkin - «ABSTAINED»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

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

**Decision is taken.****Item 5: On termination of the agreement with the Company's Registrar, which performs the Company's share register management.****Decision:**

1. To accept the management's proposal to terminate the agreement with Reestr-RN Ltd. to manage the register of registered owners dated 02.12.2010 № 7700/00592/10/247-P in the manner prescribed by the agreement.

2. To assign General Director of the Company:

- to carry out all necessary tendering procedures for a new registrar of the Company;
- on the results of the tendering procedures to ensure consideration by the Board of Directors of the item «On approval of the Company's Registrar and the terms and conditions of an agreement with it for keeping the register of holders of registered securities of the Company».

**Voting results:**

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «ABSTAINED»
8. Roman Alexeyevich Filkin - «ABSTAINED»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

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

**Decision is taken.****Item 6: On approval of the confidentiality agreement, concluded between IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC, which is a related party transaction.**

*In accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies» the deal between*

*IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC is recognized as a related party transaction of the following persons:*

- *the shareholder of the Company – PJSC «Rosseti», which holds more than 20% of voting shares of the parties under the deal;*
- *members of the Board of Directors of the Company R.A. Filkin and A.V. Shevchuk, who are members of the Board of Directors of IDGC of Centre and Volga Region, PJSC;*
- *General Director of the Company O.Y Isaev, who is Chief Executive Officer of IDGC of Centre and Volga Region, PJSC.*

**Decision:**

To approve the Confidentiality Agreement, concluded between IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC, which is a related party transaction, on the essential conditions in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Alexander Evgenyevich Bogashov - «FOR»
2. Denis Alexandrovich Malkov - «FOR»
3. Yury Nikolayevich Mangarov - «FOR»
4. Irina Borisovna Masaleva - «FOR»
5. Maxim Mikhailovich Saukh - «FOR»
6. Denis Alexandrovich Spirin - «AGAINST»
7. Oxana Vladimirovna Shatokhina - «FOR»
8. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

*The following members of the Board of Directors of the Company did not take part in the voting on this item:*

- R.A. Filkin and A.V. Shevchuk, as recognized as related parties in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies»;
- O.Y. Isaev, as recognized as a related party in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies», and as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

**Decision is taken.****Item 7: On coordination of holding positions in the governing bodies of other organizations by General Director of IDGC of Centre, PJSC.****Decision:**

To coordinate serving as Acting General Director of IDGC of Centre and Volga Region, PJSC by General Director of the Company Oleg Yuryevich Isaev.

**Voting results:**

1. Alexander Evgenyevich Bogashov - «ABSTAINED»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «AGAINST»
8. Roman Alexeyevich Filkin - «AGAINST»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «2»

**Decision is taken.**

**Appendices:**

1. The report of General Director of the Company «On provision of insurance coverage in 3Q 2016» (Appendix # 1).
2. The Exchange-Traded Bonds Program of IDGC of Centre, PJSC of series 001P (Appendix # 2).
3. The Prospectus of securities of IDGC of Centre, PJSC (exchange-traded bonds, placed within the Exchange-Traded Bonds Program of IDGC of Centre, PJSC of series 001P) (Appendix # 3).
4. The Procedure for sale of non-core assets of IDGC of Centre, PJSC (Appendix # 4).
5. The Confidentiality Agreement, concluded between IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC (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**