



Interregional Distribution Grid Company of Centre,  
Public Joint-Stock Company  
2nd Yamskaya, 4, Moscow, Russia, 127018  
Tel.: +7 (495) 747-92-92, Fax: +7 (495) 747-92-95,  
Power Engineers' Direct Line: 8-800-50-50-115,  
Trust Line: +7 (495) 747-92-99,  
e-mail: posta@mrsk-1.ru, www.mrsk-1.ru

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

«06» March 2018

Moscow

No. 09/18

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, D.A. Spirin, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk, P.N. Snikkars.**

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

The quorum **is present.**

Date of the minutes: **07.03.2018.**

**AGENDA:**

1. On consideration of the Company's shareholders' proposals for the inclusion of items on the agenda of the Annual General Meeting of Shareholders and nomination of candidates for the Company's management and control bodies.
2. On determination of the date of the meeting of the Board of Directors of the Company to consider issues related to the preparation for the Annual General Meeting of Shareholders of the Company.

**Item 1: On consideration of the Company's shareholders' proposals for the inclusion of items on the agenda of the Annual General Meeting of Shareholders and nomination of candidates for the Company's management and control bodies.**

**Decision:**

1. To include the following nominees into the list of candidates for voting to be elected for the Board of Directors of the Company:

Item ##	Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Board of Directors of the Company	Position, Place of Employment of the Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Board of Directors of the Company	Full name/name of the shareholder (s), who proposed to include the Candidate into the list for voting to be elected for the Board of Directors of the Company	Number of voting shares of the Company held by the shareholder (s) (in percentage terms)
1	Tatiana Petrovna Dronova	Deputy General Director for Strategy and Development ZAO "Investment Holding "Energy Alliance"	Company «BRINDIMI INVESTMENTS LIMITED»	2,73
2	Denis Alexandrovich Spirin	Director for Corporate Governance, Representative Office of Prosperity Capital Management (Russian Federation) Ltd.	Company «Genhold Limited»	15,00
3	Roman Alexeyevich Filkin	Director, power engineering, machine building, Representative Office of Prosperity Capital Management (Russian Federation) Ltd.	Company «Genhold Limited»	15,00
4	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors	Company «Genhold Limited»	15,00
5	Alexander Viktorovich Shevchuk	Executive Director, Association of Institutional Investors	Company «Genhold Limited»	15,00

6	Alexey Yuryevich Krashakov		Joint-Stock Company Commercial Bank "Solidarnost"	2,00
7	Sergey Vladimirovich Chebotarev	Vice-President for Power Engineering, NLMK	Company «FLETCHER GROUP HOLDINGS LIMITED»	3,20
8	Anastasiya Igorevna Krupenina	Head of Securities Office of JSC "GUTA-BANK"	Sergey Valerievich Ilyushko	2,20
9	Dmitry Borisovich Akopyan	Director of Investment Activity Department of PJSC «Rosseti»	Public Joint Stock Company «Rosseti»	50,23
10	Alexander Viktorovich Varvarin	Vice-President - Managing Director for Corporate Relations and Legal Support of Russian Union of Industrialists and Entrepreneurs	Public Joint Stock Company «Rosseti»	50,23
11	Oleg Yuryevich Isaev	General Director of IDGC of Centre, PJSC	Public Joint Stock Company «Rosseti»	50,23
12	Alexander Ivanovich Kazakov	Chairman of the Board of Directors of JSC "DVEUK", professional director	Public Joint Stock Company «Rosseti»	50,23
13	Ruslan Raisovich Magadeyev	Deputy Chief Engineer of PJSC «Rosseti»	Public Joint Stock Company «Rosseti»	50,23
14	Alexey Igorevich Pavlov	Director of Treasury Department of PJSC «Rosseti»	Public Joint Stock Company «Rosseti»	50,23
15	Elena Borisovna Peshkhonova	Head of the Personnel Audit and Analysis Office of the Personnel Policy and Organizational Development Department of PJSC «Rosseti»	Public Joint Stock Company «Rosseti»	50,23
16	Alexey Viktorovich Rakov	Director of Electricity Metering and Interaction with Stakeholders of Electricity Markets Department of PJSC «Rosseti»	Public Joint Stock Company «Rosseti»	50,23
17	Larisa Anatolievna Romanovskaya	Top Advisor of PJSC «Rosseti»	Public Joint Stock Company «Rosseti»	50,23
18	Maxim Mikhailovich Saukh	Head of Corporate Governance Office of Corporate Governance and Interaction with Shareholders Department of PJSC «Rosseti»	Public Joint Stock Company «Rosseti»	50,23
19	Oxana Vladimirovna Shatokhina	Deputy General Director for Economy of PJSC «Rosseti»	Public Joint Stock Company «Rosseti»	50,23

2. To include the following nominees into the list of candidates for voting to be elected for the Audit Commission of the Company:

Item ##	Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company	Position, Place of Employment of the Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company	Full name/name of the shareholder (s), who proposed to include the Candidate into the list for voting to be elected for the Audit Commission of the Company	Number of voting shares of the Company held by the shareholder (s) (in percentage terms)
1	Marina Alekseevna Lelekova	Director of Internal Audit and Control Department of PJSC «Rosseti»	Public Joint Stock Company «Rosseti»	50,23
2	Svetlana Anatolyevna Kim	Head of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»	Public Joint Stock Company «Rosseti»	50,23
3	Elena Alexandrovna Kabizskina	Deputy Head of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»	Public Joint Stock Company «Rosseti»	50,23
4	Sergey Vladimirovich Malyshev	Leading Expert of Investment Audit Section of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»	Public Joint Stock Company «Rosseti»	50,23
5	Oxana Alexeevna Medvedeva	Chief Expert of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»	Public Joint Stock Company «Rosseti»	50,23

### 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 2: On determination of the date of the meeting of the Board of Directors of the Company to consider issues related to the preparation for the Annual General Meeting of Shareholders of the Company.**

**Decision:**

To determine the date of the meeting of the Board of Directors of the Company held to consider issues relating to the preparation for the Annual General Meeting of Shareholders of the Company (including the determination of the date, time and place of the AGM; making the agenda for the AGM; the definition of the record date of the list of persons entitled to participate in the AGM; the approval of the form and text of voting ballots, etc.) - not later than «24» April 2018.

**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.**

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

**Y.N. Mangarov**

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

**S.V. Lapinskaya**