



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 presentia-absentia)

«20» September 2016

Moscow

No. 26/16

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

Place of the meeting: **Moscow, 2nd Yamskaya, 4, floor 5, office 507.**

Video conference room A5-048 (5th floor) at the address: Moscow, Belovezhskaya str., 4.

Time of the meeting: **16 hours 00 minutes – 17 hours 00 minutes.**

Participants of the meeting: **O.Y. Isaev, D.A. Malkov (video conference call), Y.N. Mangarov, I.B. Masaleva (video conference call), M.M. Saukh, R.A. Filkin, A.V. Shevchuk, N.I. Erpsher.**

The written opinion (questionnaire) of the following members was taken into account while defining the results: **A.E. Bogashov, D.A. Spirin, O.V. Shatokhina.**

Members who neither participated nor provided questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **21.09.2016.**

The meeting of the Board of Directors of IDGC of Centre, PJSC was led by Chairperson of the Board of Directors of IDGC of Centre, Yury Nikolayevich Mangarov.

The following invited persons – the management of IDGC of Centre were present:

A.K. Akhmedova - Legal Director of Legal Provision Department

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

A. Y. Zemskov – Acting Deputy General Director for Investment

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

K.A. Mikhailik – First Deputy General Director

V.V. Nikiforova – Deputy General Director for Work with Public Authorities and Anti-Corruption Activities

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

S.Y. Rummyantsev - Deputy General Director for Economy and Finance

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

S.N. Sharapov - Deputy General Director for Corporate Governance

S.V. Shpakova – Head of Internal Audit Department

After the announcement of a quorum regarding the agenda items by Chairperson at the meeting of the Board of Directors of the Company, Y.N. Mangarov, the meeting was called to order.

AGENDA:

1. On approval of the report of General Director of the Company «On execution of the

Business Plan of the Company (including the Investment Program) in 2Q 2016 and 1H 2016».

Item 1. On approval of the report of General Director of the Company «On execution of the Business Plan of the Company (including the Investment Program) in 2Q 2016 and 1H 2016».

Speaker in terms of the report on the Business Plan and risk management - S.Y. Rumyantsev.

Co-speaker in terms of the report on the Investment Program - R.P. Mitrofanov.

Co-speaker in terms of the report on the Program of energy conservation and energy efficiency – A.V. Pilyugin.

Co-speaker in terms of the report on the Program of long-term development of electricity metering systems in the retail market – K.A. Mikhailik.

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

In discussing the report the questions were received from Y.N. Mangarov, M.M. Saukh, R.A. Filkin, A.V. Shevchuk.

The explanations and answers to the questions were given by: O.Y. Isaev, K.A. Mikhailik, S.Y. Rumyantsev, R.P. Mitrofanov, A.V. Pilyugin.

During the discussion of the reports on the agenda, a member of the Board of Directors of the Company, General Director of the Company, O.Y. Isaev, drew special attention of the members of the Board of Directors – representatives of minority shareholders on the need to support the Company's position in the development of legislative initiatives to amend the regulations governing the activities of grid connection of preferential categories of applicants.

After the discussion the members of the Board of Directors proceeded to vote.

Decision, taken at the meeting:

1. To approve the report of General Director of the Company «On execution of the Business Plan of the Company (including the Investment Program) in 2Q 2016 and 1H 2016» in accordance with Appendices # 1 - 4 to this decision of the Board of Directors of the Company.

2. To mark:

2.1 exceeding the target indicator «Accounts payable (short-term)» by 511 mln RUB or 5,3% (plan - 9 627 mln RUB, actual - 10 138 mln RUB);

2.2 the failure to comply with the planned development of the volume of capital investments, approved by the Ministry of Energy of Russia, under the following facilities:

2.2.1 the reconstruction of Substation-110kV Korochoa with relocation of the Substation to a new site. Two transformers of type TDTN-40000/110/35/10 are installed instead of transformers TDTN-16000/110/35/10;

2.2.2 the reconstruction of Substation 110/10 kV South. Replacement of power transformers 2x40 for 2x40 and 2x25 MVA, Switchgear-110, 10, 6kV, Relay Protection and Automatic Equipment panels; the construction of a building of Switchgear for Secondary Distribution Systems-110kV, Switchgear-6 and 10 kV;

2.2.3 the retrofitting of Substation 110 kV №9 SKHI with replacement of 110 kV circuit breakers;

2.2.4 the construction of Conductor-35kV Aleksandrovka-Gostischevo;

2.3 the failure to comply with the planned funding of the Investment Program,

approved by the Ministry of Energy of Russia, under the following facilities:

2.3.1 the reconstruction of Substation-110kV Korocha with relocation of the Substation to a new site. Two transformers of type TDTN-40000/110/35/10 are installed instead of transformers TDTN-16000/110/35/10;

2.3.2 the reconstruction of Substation 110/10 kV South. Replacement of power transformers 2x40 for 2x40 and 2x25 MVA, Switchgear-110, 10, 6kV, Relay Protection and Automatic Equipment panels; the construction of a building of Switchgear for Secondary Distribution Systems-110kV, Switchgear-6 and 10 kV;

2.3.3 the reconstruction of Substation 35 kV Malinovka to Substation 110/35/10 with elimination of power deficit and replacement of 2 transformers 10 for 16 MVA (Grid connection contract: №40301867 dated 08.04.11);

2.4 the excess of the funding over the net book value of the facility as at the beginning of the year under 41 titles of the Investment Program for a total amount of 201 mln RUB VAT included;

2.5 the implementation of the key operational risks in 2Q 2016 and 1H 2016, listed in Appendix # 5 to this decision of the Board of Directors.

Voting results under the decision draft, announced at the meeting:

- | | |
|-----------------------------------|---------|
| 1. Oleg Yuryevich Isaev | - «FOR» |
| 2. Denis Alexandrovich Malkov | - «FOR» |
| 3. Yury Nikolayevich Mangarov | - «FOR» |
| 4. Irina Borisovna Masaleva | - «FOR» |
| 5. Maxim Mikhailovich Saukh | - «FOR» |
| 6. Roman Alexeyevich Filkin | - «FOR» |
| 7. Alexander Viktorovich Shevchuk | - «FOR» |
| 8. Natalia Ilyinichna Erpsher | - «FOR» |

Voting results by filling in the questionnaires:

- | | |
|-----------------------------------|---------|
| 9. Alexander Evgenyevich Bogashov | - «FOR» |
| 10. Denis Alexandrovich Spirin | - «FOR» |
| 11. Oxana Vladimirovna Shatokhina | - «FOR» |

Total:

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

Decision is taken.

Then, in accordance with the Regulation on the Board of Directors of the Company while holding a meeting in person the Corporate Secretary of the Company presented information on the implementation of decisions of the Board of Directors, taken at previous meetings of the Board of Directors of the Company from 01.07.2016 to 15.09.2016.

The agenda of the meeting of the Board of Directors of IDGC of Centre, PJSC on 20.09.2016 was exhausted.

The meeting of the Board of Directors of the Company was adjourned.

Appendices:

1. The report of General Director of the Company «On execution of the Business Plan of the Company in 2Q 2016 and 1H 2016» (Appendix #1).
2. The report of General Director of the Company «On execution of the Investment Program of the Company in 2Q 2016 and 1H 2016» (Appendix #2).

3. The report of General Director of the Company «On execution of the Program of energy conservation and energy efficiency of the Company in 2Q 2016 and 1H 2016» (Appendix #3).
4. The report of General Director of the Company «On execution of the Program of long-term development of electricity metering systems in the retail market of the Company in 2Q 2016 and 1H 2016» (Appendix #4).
5. The list of risks of IDGC of Centre, PJSC implemented in 1H 2016 (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