



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)

«28» December 2016

Moscow

No. 36/16

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

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

Participants of the voting: **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: **A.E. Bogashov.**

The quorum is **present.**

Date of the minutes: **30.12.2016.**

AGENDA:

1. On consideration of the report of General Director of the Company «On the sale of non-core assets of IDGC of Centre, PJSC following the results of 9 months of 2016».
2. On the procedure of identification and sale of non-core assets of IDGC of Centre, PJSC.
3. On amendment of the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC.
4. On approval of the adjusted Program of elimination of risks of injury of traumatic electrical equipment, used machinery and mechanisms in service of IDGC of Centre, PJSC for the period of 2017-2021.
5. On coordination of holding positions in the governing bodies of other organizations by a member of the Management Board of IDGC of Centre, PJSC.
6. On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
7. On approval of the Private pension program for employees of IDGC of Centre, PJSC for 1H 2017.
8. On approval of an amendment to private pension provision agreement dated 17.11.2008 № 375/4677-230, concluded between IDGC of Centre, PJSC and JSC "NPF of the electric power industry", which is a related party transaction.

Item 1. On consideration of the report of General Director of the Company «On the sale of non-core assets of IDGC of Centre, PJSC following the results of 9 months of 2016».

Decision:

1. To take into consideration the information «On the sale of non-core assets of IDGC of Centre, PJSC following the results of 9 months of 2016».
2. General Director of the Company to ensure consideration by the Board of Directors of the Company of the item «On consideration of the report of General Director on the sale of non-core assets of the Company for 2016» until 30.01.2017.

Voting results:

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. Denis Alexandrovich Spirin - «FOR»
7. Roman Alexeyevich Filkin - «FOR»
8. Oxana Vladimirovna Shatokhina - «FOR»
9. Alexander Viktorovich Shevchuk - «FOR»
10. Natalia Ilyinichna Erpsher - «FOR»

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2. On the procedure of identification and sale of non-core assets of IDGC of Centre, PJSC.

Decision:

1. Pursuant to the orders of the RF Government Directives dated from 07.07.2016 № 4863p-P13 to approve:

1.1. the Program of alienation of non-core assets of IDGC of Centre, PJSC in accordance with Appendix # 1 to this decision of the Board of Directors of the Company;

1.2. the Registry (the plan of sale) of non-core assets of IDGC of Centre, PJSC in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. To recognize the decision of the Board of Directors of IDGC of Centre, PJSC dated 29.08.2013 (Minutes of 02.09.2013 # 21/13) regarding item #11 «On approval of the updated Registry of non-core assets of IDGC of Centre, JSC, with amendments of the Registry of non-core assets of the Company, approved by the decisions of the Board of Directors of the Company dated 26.12.2013 (Minutes of 28.12.2013 # 31/13), dated 15.04.2014 (Minutes of 17.04.2014 # 09/14), dated 31.07.2014 (Minutes of 01.08.2014 # 17/14), 15.09.2014 (Minutes of 18.09.2014 # 20/14), 15.12.2014 (Minutes of 17.12.2014 # 28/14), 26.03.2015 (Minutes of 27.03.2015 # 06/15), 16.03.2016 (Minutes of 17.03.2016 # 06/16), 30.06.2016 (Minutes of 01.07.2016 # 19/16), dated 15.09.2016 (Minutes of 16.09.2016 # 25/16) to have lost force.

3. To instruct General Director of the Company to provide quarterly review by the Company's Board of Directors of the report «On the status of execution of the Registry (the plan of sale) of non-core assets of the Company».

Deadline: no later than 20 calendar days of the quarter following the reporting one.

4. To amend the decision of the Board of Directors of IDGC of Centre, PJSC, taken on 15.10.2014 (Minutes of 16.10.2014 # 23/14) regarding item # 5 as follows «On determination of cases (amounts) of property transactions of the Company, subject to prior approval by the Board of Directors, in a new edition»:

4.1. to amend the decision of para.1.5. as follows:

«1.5. fixed assets classified in accordance with the law as real estate, construction in progress, the purpose of which is not generation, transmission, dispatching, distribution of electric and heat energy their below book value».

4.2. to read para. 3 in the following edition:

«To instruct General Director of the Company to submit, on a quarterly basis, no later than 20 calendar days of the quarter, following the reporting one, to the Company's Board of Directors a report on transactions related to disposal of fixed assets, classified in

accordance with the law as real estate, construction in progress, the purpose of which is not generation, transmission, dispatching, distribution of electric and heat energy, as well as shares (stakes) of subsidiaries and affiliates, which are not engaged in the generation, transmission, dispatching, distribution and sale of electric and heat energy (a report on the status of sale of non-core assets)».

Voting results:

- | | |
|-----------------------------------|---------------|
| 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. Denis Alexandrovich Spirin | - «ABSTAINED» |
| 7. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 3. On amendment of the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC.

Decision:

1. Pursuant to the orders of the RF Government Directives dated from 29.03.2016 № 2073p-P13 to amend and enter into force from 01 January 2016 the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of the Company on 31.03.2016 (Minutes of 01.04.2016 #09/16) in the edition of 29.04.2016 (Minutes of 03.05.2016 # 14/16), in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To recognize the decision of the Board of Directors of the Company, taken on 31.03.2016 (Minutes of 01.04.2016 # 09/16) regarding item # 6 «On approval of target values of key performance indicators of General Director of the Company for 2016» to have lost force».

Voting results:

- | | |
|-----------------------------------|---------------|
| 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. Denis Alexandrovich Spirin | - «AGAINST» |
| 7. Roman Alexeyevich Filkin | - «AGAINST» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 10. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

Decision is taken.

Item 4. On approval of the adjusted Program of elimination of risks of injury of traumatic electrical equipment, used machinery and mechanisms in service of IDGC of Centre, PJSC for the period of 2017-2021.

Decision:

To approve the adjusted Program of elimination of risks of injury of traumatic electrical equipment, used machinery and mechanisms in service of IDGC of Centre, PJSC for the period of 2017-2021 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

- | | | |
|-----|--------------------------------|---------|
| 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. | Denis Alexandrovich Spirin | - «FOR» |
| 7. | Roman Alexeyevich Filkin | - «FOR» |
| 8. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. | Alexander Viktorovich Shevchuk | - «FOR» |
| 10. | Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 5. On coordination of holding positions in the governing bodies of other organizations by a member of the Management Board of IDGC of Centre, PJSC.

Decision:

To coordinate holding the position of a member of the Management Board of IDGC of Centre and Volga Region, PJSC by Alexander Viktorovich Pilyugin, Deputy Chair of the Management Board of the Company.

Voting results:

- | | | |
|-----|--------------------------------|---------------|
| 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. | Denis Alexandrovich Spirin | - «AGAINST» |
| 7. | Roman Alexeyevich Filkin | - «AGAINST» |
| 8. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 10. | Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

Decision is taken.

Item 6. On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

Decision:

To agree upon the nomination of Yury Alexeevich Volchenkov for the position of Deputy General Director of IDGC of Centre - Orelenergo division director.

Voting results:

- | | | |
|-----|--------------------------------|---------------|
| 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. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 7. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 8. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 10. | Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 7. On approval of the Private pension program for employees of IDGC of Centre, PJSC for 1H 2017.

Decision:

To approve the Private pension program for employees of IDGC of Centre, PJSC for 1H 2017 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

Voting results:

- | | | |
|-----|--------------------------------|-------------|
| 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. | Denis Alexandrovich Spirin | - «AGAINST» |
| 7. | Roman Alexeyevich Filkin | - «AGAINST» |
| 8. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. | Alexander Viktorovich Shevchuk | - «AGAINST» |
| 10. | Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

Decision is taken.

Item 8. On approval of an amendment to private pension provision agreement dated 17.11.2008 № 375/4677-230, concluded between IDGC of Centre, PJSC and JSC "NPF of the electric power industry", 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 JSC "NPF of the electric power industry" is recognized as a related party transaction of the following persons:

- Chair of the Board of Directors of the Company Y.N. Mangarov, holding the position of a member of the Supervisory Board of JSC "NPF of the electric power industry";

- Member of the Management Board of IDGC of Centre, PJSC I.V. Gromova, holding the position of a member of the Supervisory Board of JSC "NPF of the electric power industry".

Decision:

1. To determine in accordance with an amendment to private pension provision agreement dated 17.11.2008 № 375/4677-230, concluded between IDGC of Centre, PJSC and JSC "NPF of the electric power industry", the pension contribution for 1H 2017 in the amount of 105 080 712,00 (One hundred and eighty-five million seven hundred and twelve thousand) rubles 00 kopecks.

2. To approve the amendment to private pension provision agreement dated 17.11.2008 № 375/4677-230, concluded between IDGC of Centre, PJSC and JSC "NPF of the electric power industry", which is a related party transaction, in accordance with Appendix # 6 to this decision of the Board of Directors of the Company, on the following essential conditions:

Parties of the Amendment:

«Contributor» – IDGC of Centre, PJSC;

«Fund» – JSC "NPF of the electric power industry".

Scope of the Amendment:

The Parties agreed to conclude the Amendment to Private Pension Provision Agreement dated 17.11.2008 № 375/4677-230 as follows:

1. In accordance with para. 2.2.1 of the Agreement to determine the pension contribution for 1H 2017 in the amount of 105 080 712,00 (One hundred and eighty-five million seven hundred and twelve thousand) rubles 00 kopecks.

2. Size and frequency of transfer of pension contributions in 1H 2017 under this Amendment is defined by a payment schedule (Appendix #1 to the Amendment).

Duration of the Amendment:

The Amendment shall enter into force upon its signing and covers the relations of the Contributor with the Fund arising in connection with the non-state pension provision of employees of the Contributor from 01.01.2017 to 30.06.2017.

Voting results:

- | | |
|-----------------------------------|-------------|
| 1. Denis Alexandrovich Malkov | - «FOR» |
| 2. Irina Borisovna Masaleva | - «FOR» |
| 3. Maxim Mikhailovich Saukh | - «FOR» |
| 4. Denis Alexandrovich Spirin | - «AGAINST» |
| 5. Roman Alexeyevich Filkin | - «AGAINST» |
| 6. Oxana Vladimirovna Shatokhina | - «FOR» |
| 7. Alexander Viktorovich Shevchuk | - «AGAINST» |
| 8. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «5»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

Members of the Board of Directors of the Company did not take part in the voting on this item: Y.N. Mangarov as recognized as a related party in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies» and O.Y. Isaev as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

Decision is taken.

Appendices:

1. The Program of alienation of non-core assets of IDGC of Centre, PJSC (Appendix # 1).
2. The Registry (the plan of sale) of non-core assets of IDGC of Centre, PJSC (Appendix # 2).
3. The amended Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of the Company

on 31.03.2016 (Minutes of 01.04.2016 #09/16) in the edition of 29.04.2016 (Minutes of 03.05.2016 # 14/16) (Appendix # 3).

4. The adjusted Program of elimination of risks of injury of traumatic electrical equipment, used machinery and mechanisms in service of IDGC of Centre, PJSC for the period of 2017-2021 (Appendix # 4).

5. The Private pension program for employees of IDGC of Centre, PJSC for 1H 2017 (Appendix # 5).

6. Amendment to private pension provision agreement dated 17.11.2008 № 375/4677-230, concluded between IDGC of Centre, PJSC and JSC "NPF of the electric power industry" (Appendix # 6).

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

Y.N. Mangarov

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

S.V. Lapinskaya