



Interregional Distribution Grid Company of Centre,  
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## MINUTES

of meeting of the Strategy and Development Committee  
of the Board of Directors of IDGC of Centre, PJSC

07 December 2016

Moscow

No. 17/16

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

**Time of the meeting:** 10 hours 30 minutes – 12 hours 15 minutes.

**Venue:** Moscow, 2nd Yamskaya, 4, Floor 5, Room 507.

Video conference A5-048 at the address: Moscow, Belovezhskaya str., 4 (PJSC «Rosseti»)

**Total number of members of the Strategy and Development Committee:** 12 persons.

**Participants of the voting:** A.N. Goncharov (Video conference), T.P. Dronova, S.Y. Lebedev (Video conference regarding items ## 1-2), Y.N. Pankstyanov (Video conference), S.V. Pokrovsky, S.Y. Rumyantsev, N.V. Sedyikh (Video conference), R.A. Filkin.

**The written opinion (questionnaire) of the following members was taken into account while defining the results:** A.V. Gritsenko, T.V. Zobkova, S.Y. Lebedev (regarding item # 3), A.A. Ozherelev, S.V. Podlutsky.

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

**The quorum** is present.

**Date of the minutes:** 07.12.2016.

The meeting of the Strategy and Development Committee was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Strategy and Development Committee was chaired by Chairperson of the Strategy and Development Committee, Y.N. Pankstyanov.

*The following representatives of the management of IDGC of Centre, PJSC were present:*

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

A.A. Gerasimov - Deputy Chief Engineer for Operations

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

E.V. Kabanova – Deputy General Director for Development and Sale of Services

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

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

V.V. Ozhkalo – Acting Deputy General Director for Security

D.V. Sklyarov – Deputy General Director for Investment

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

S.V. Shpakova – Head of Internal Audit and Control Department

At the beginning of the meeting Chairperson of the Strategy and Development Committee, Y.N. Pankstyanov, informed the audience about the presence of a quorum for the meeting of the Committee, and opened the meeting.

On the proposal of Chairperson of the Strategy and Development Committee, Y.N. Pankstyanov, and with the consent of all members present at the meeting of the Committee the adjusted agenda of the meeting was approved.

**AGENDA:**

1. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the report of General Director of the Company «On execution of the Company's Business Plan, including the Investment Program, in 3Q 2016 and following the results of 9 months of 2016»».
2. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Business Plan of IDGC of Centre, PJSC, including the Investment Program, for 2017 and guidance for the period of 2018-2021»».
3. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Action Plan to manage key operational risks of the Company for 2017»».

**Item 1. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the report of General Director of the Company «On execution of the Company's Business Plan, including the Investment Program, in 3Q 2016 and following the results of 9 months of 2016»».**

**Speaker** in terms of the report on execution of the Business Plan – S.Y. Rumyantsev.

**Co-Speaker** in terms of the report on performance of the Investment Program – R.P. Mitrofanov.

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

**In discussing the reports the questions were received from the following members of the Committee:** N.V. Sedyikh, Y.N. Pankstyanov, T.P. Dronova, S.Y. Lebedev, R.A. Filkin.

**The explanations and answers to the questions were given by:** S.Y. Rumyantsev, E.V. Kabanova, D.V. Sklyarov.

**Decision (put for voting):**

To recommend to the Board of Directors of the Company to take the following decision:

*«To approve the report of General Director of the Company «On execution of the Company's Business Plan, including the Investment Program, in 3Q 2016 and following the results of 9 months of 2016» in accordance with the Appendices».*

**Voting results at the meeting:**

- |                                   |         |
|-----------------------------------|---------|
| 1. Alexey Nikolayevich Goncharov  | - «FOR» |
| 2. Tatiana Petrovna Dronova       | - «FOR» |
| 3. Sergey Yuryevich Lebedev       | - «FOR» |
| 4. Yury Nikolayevich Pankstyanov  | - «FOR» |
| 5. Sergey Vladimirovich Pokrovsky | - «FOR» |
| 6. Sergey Yuryevich Rumyantsev    | - «FOR» |
| 7. Nadezhda Vitalyevna Sedykh     | - «FOR» |
| 8. Roman Alexeyevich Filkin       | - «FOR» |

**Voting results by filling in the questionnaires:**

- |                                    |         |
|------------------------------------|---------|
| 9. Andrey Vitalyevich Gritsenko    | - «FOR» |
| 10. Tatiana Valentinovna Zobkova   | - «FOR» |
| 11. Alexey Alexandrovich Ozherelev | - «FOR» |
| 12. Sergey Vasilyevich Podlutsky   | - «FOR» |

**Total:**

«FOR»	- «12»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 2. On the recommendation to the Board of Directors of the Company regarding**

**the item «On approval of the Business Plan of IDGC of Centre, PJSC, including the Investment Program, for 2017 and guidance for the period of 2018-2021».**

**Speaker** in terms of approval of the Business Plan – S.Y. Rumyantsev.

**Co-Speaker** in terms of approval of the Investment Program - D.V. Sklyarov.

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

**In discussing the reports the questions were received from the following members of the Committee:** A.N. Goncharov, S. Y. Lebedev, N. V. Sedyikh, R.A. Filkin.

**The explanations and answers to the questions were given by:** S.Y. Rumyantsev, E.V. Kabanova, I.V. Gromova, D.V. Sklyarov.

**Decision (put for voting):**

To recommend to the Board of Directors of the Company to take the following decision:

*«1. To approve the Business Plan of IDGC of Centre, PJSC, including the Investment Program, for 2017 and take into consideration estimated figures for the period of 2018-2021 in accordance with the Appendices.*

*2. To instruct General Director of the Company:*

*2.1. To ensure adjustment of the Business Plan of the Company for 2017-2021 in the case of non-compliance of parameters of the Company's Business Plan with the Company's Investment Program, approved by Order of the Ministry of Energy of Russia, if appropriate sources of financing of the Investment Program are available.*

*Deadline: 28.02.2017.*

*2.2. To ensure taking measures to manage key operational risks of the Company, planned for 2017».*

**Voting results at the meeting:**

- |                                   |               |
|-----------------------------------|---------------|
| 1. Alexey Nikolayevich Goncharov  | - «FOR»       |
| 2. Tatiana Petrovna Dronova       | - «ABSTAINED» |
| 3. Sergey Yuryevich Lebedev       | - «FOR»       |
| 4. Yury Nikolayevich Pankstyanov  | - «FOR»       |
| 5. Sergey Vladimirovich Pokrovsky | - «ABSTAINED» |
| 6. Sergey Yuryevich Rumyantsev    | - «FOR»       |
| 7. Nadezhda Vitalyevna Sedykh     | - «FOR»       |
| 8. Roman Alexeyevich Filkin       | - «ABSTAINED» |

**Voting results by filling in the questionnaires:**

- |                                    |               |
|------------------------------------|---------------|
| 9. Andrey Vitalyevich Gritsenko    | - «FOR»       |
| 10. Tatiana Valentinovna Zobkova   | - «ABSTAINED» |
| 11. Alexey Alexandrovich Ozherelev | - «FOR»       |
| 12. Sergey Vasilyevich Podlutsky   | - «FOR»       |

**Total:**

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

**Decision is taken.**

**Item 3. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Action Plan to manage key operational risks of the Company for 2017».**

**Speaker** – V.V. Nikiforova.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

**Without discussing the report the Committee's members proceeded to vote.**

**Decision (put for voting):**

To recommend to the Board of Directors of the Company to take the following decision:

*«1. To take into consideration the Action Plan to manage key operational risks of IDGC of Centre, PJSC for 2017 in accordance with the Appendix.*

*2. To instruct General Director of the Company to ensure approval of the Action Plan to manage key operational risks of the Company for 2017 in accordance with the existing procedure».*

**Voting results at the meeting:**

- |                                   |         |
|-----------------------------------|---------|
| 1. Alexey Nikolayevich Goncharov  | - «FOR» |
| 2. Tatiana Petrovna Dronova       | - «FOR» |
| 3. Yury Nikolayevich Pankstyanov  | - «FOR» |
| 4. Sergey Vladimirovich Pokrovsky | - «FOR» |
| 5. Sergey Yuryevich Rummyantsev   | - «FOR» |
| 6. Nadezhda Vitalyevna Sedykh     | - «FOR» |
| 7. Roman Alexeyevich Filkin       | - «FOR» |

**Voting results by filling in the questionnaires:**

- |                                    |         |
|------------------------------------|---------|
| 8. Andrey Vitalyevich Gritsenko    | - «FOR» |
| 9. Tatiana Valentinovna Zobkova    | - «FOR» |
| 10. Sergey Yuryevich Lebedev       | - «FOR» |
| 11. Alexey Alexandrovich Ozherelev | - «FOR» |
| 12. Sergey Vasilyevich Podlutsky   | - «FOR» |

**Total:**

«FOR»	- «12»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

The agenda of the meeting of the Strategy and Development Committee of the Board of Directors of the Company on 07.12.2016 was exhausted.

The meeting of the Strategy and Development Committee of the Board of Directors of the Company was adjourned.

**Chairperson****of the Strategy and Development Committee****Y.N. Pankstyanov****Secretary****of the Strategy and Development Committee****S.V. Lapinskaya**