



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)

«20» April 2018

Moscow

No. 13/18

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

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

The quorum **is present.**

Date of the minutes: **23.04.2018.**

AGENDA:

1. On consideration of the report of General Director of the Company «On the sales status of the Registry of non-core assets of IDGC of Centre, PJSC in 1Q 2018».
2. On consideration of the report of General Director of the Company «On the management of key operational risks of the Company for 2017».
3. On consideration of the report of General Director of the Company «On the organization and functioning of the internal control system, including the implementation of measures to improve the internal control system and the risk management system, which ensure raising the maturity level of the internal control system and the risk management system in 2017».
4. On the Regulation on the Internal Technical Control System of IDGC of Centre, PJSC.
5. On consideration of the report of the Company's internal audit «On the effectiveness of the Company's internal control system, the risk management system and corporate governance in 2017».

Item 1. On consideration of the report of General Director of the Company «On the sales status of the Registry of non-core assets of IDGC of Centre, PJSC in 1Q 2018».

Decision:

1. To take into consideration the report of General Director of the Company «On the sales status of the Registry of non-core assets of IDGC of Centre, PJSC in 1Q 2018» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To set a new deadline to sell the following items:
- items – 5, 7, 8, 9, 10, 11, 12, 13, 14 – 4Q 2018.
3. To approve the updated Registry of non-core assets of the Company as of 31.03.2018 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

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 | - «AGAINST» |
| 8. | Denis Alexandrovich Spirin | - «FOR» |
| 9. | Roman Alexeyevich Filkin | - «FOR» |
| 10. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

Decision is taken.

Item 2. On consideration of the report of General Director of the Company «On the management of key operational risks of the Company for 2017».

Decision:

1. To take into consideration the report of General Director of the Company «On the management of key operational risks of the Company for 2017» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to ensure the implementation of the measures planned for 2018 to manage key operational risks of the Company, paying special attention to risks with a critical and significant level of materiality in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

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 3. On consideration of the report of General Director of the Company «On the organization and functioning of the internal control system, including the implementation of measures to improve the internal control system and the risk management system, which ensure raising the maturity level of the internal control system and the risk management system in 2017».

Decision:

To take into consideration the report of General Director of the Company «On the organization, functioning of the internal control system, including information on the implementation of measures to improve the internal control system for 2017» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

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 4. On the Regulation on the Internal Technical Control System of IDGC of Centre, PJSC.

Decision:

1. To instruct General Director of the Company:

1.1. to approve by the Company's organizational and administrative document of the Regulations on the Internal Technical Control System of IDGC of Centre, PJSC;

1.2. to ensure timely updating the Regulations on the Internal Technical Control System of IDGC of Centre, PJSC.

2. To consider the decision of the Board of Directors of the Company on 28.12.2015 regarding the item «On approval of an internal document of the Company - the Regulations on the internal technical control system in IDGC of Centre, PJSC» (Minutes of 29.12.2015 # 27/15) to have lost force from the date of approval by the Company's organizational and administrative document of the Regulations on the Internal Technical Control System of IDGC of Centre, PJSC.

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 - «ABSTAINED»
8. Denis Alexandrovich Spirin - «ABSTAINED»
9. Roman Alexeyevich Filkin - «ABSTAINED»
10. Oxana Vladimirovna Shatokhina - «FOR»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

Decision is taken.

Item 5. On consideration of the report of the Company's internal audit «On the effectiveness of the Company's internal control system, the risk management system and corporate governance in 2017».

Decision:

To take into consideration the report of the Company's internal auditor «On the effectiveness of the Company's internal control system, the risk management system and corporate governance in 2017» in accordance with Appendices # 6, 7 to this decision of the Board of Directors of the Company.

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.

Appendices:

1. The report of General Director of the Company «On the sales status of the Registry of non-core assets of IDGC of Centre, PJSC in 1Q 2018» (Appendix # 1).
2. The Registry of non-core assets of IDGC of Centre, PJSC (Appendix # 2).
3. The report of General Director of the Company «On the management of key operational risks of the Company for 2017» (Appendix # 3).
4. The List of risks with a critical and significant level of materiality (Appendix # 4).
5. The report of General Director of the Company «On the organization, functioning of the internal control system, including information on the implementation of measures to improve the internal control system for 2017» (Appendix # 5).
6. The report of the Company's internal auditor «On the effectiveness of the Company's internal control system, the risk management system and corporate governance in 2017» (Appendices ## 6-7).

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

Y.N. Mangarov

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

S.V. Lapinskaya