

Interregional Distribution Grid Company of Centre, Public Joint-Stock Company

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**MINUTES**

of meeting of the Strategy and Development Committee

of the Board of Directors of IDGC of Centre, PJSC

11 August 2016 Moscow No. 14/16

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

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

**Participants of the voting:** Y.N. Pankstyanov, A.N. Goncharov, A.V. Gritsenko, T.P. Dronova, T.V. Zobkova, S.Y. Lebedev, A.A. Ozherelev, S.V. Podlutsky, S.V. Pokrovsky, S.Y. Rumyantsev, N.V. Sedyikh, R.A. Filkin.

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

**The quorum** is present.

**Date of the minutes:** 11.08.2016.

**AGENDA:**

1. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Program of consolidation of power grid assets of IDGC of Centre, PJSC for 2016-2018».
2. On the recommendation to the Board of Directors of the Company regarding the item «On termination of the participation of IDGC of Centre in Private Institution “Medical Centre “Matyrskiy”».
3. On the recommendation to the Board of Directors of the Company regarding the item «On termination of the participation of IDGC of Centre in PJSC “T Plus”».
4. On the recommendation to the Board of Directors of the Company regarding the item «On termination of the participation of IDGC of Centre in PJSC “Quadra”».

**Item 1: On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Program of consolidation of power grid assets of IDGC of Centre, PJSC for 2016-2018».**

**Decision:**

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

*«To approve the Program of consolidation of power grid assets of IDGC of Centre, PJSC for 2016-2018 in accordance with the Appendix».*

**Voting results:**

1. **Yury Nikolayevich Pankstyanov - «FOR»**
2. **Alexey Nikolayevich Goncharov - «FOR»**
3. **Andrey Vitalyevich Gritsenko - «ABSTAINED»**
4. **Tatiana Petrovna Dronova - «FOR»**
5. **Tatiana Valentinovna Zobkova - «FOR»**
6. **Sergey Yuryevich Lebedev - «FOR»**
7. **Alexey Alexandrovich Ozherelev - «FOR»**
8. **Sergey Vasilyevich Podlutsky - «FOR»**
9. **Sergey Vladimirovich Pokrovsky - «ABSTAINED»**
10. **Sergey Yuryevich Rumyantsev - «FOR»**
11. **Nadezhda Vitalyevna Sedykh - «FOR»**
12. **Roman Alexeyevich Filkin - «ABSTAINED»**

**Total:**

|  |  |
| --- | --- |
| «FOR» | - «9» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «3» |

**Decision is taken.**

**Item 2: On the recommendation to the Board of Directors of the Company regarding the item «On termination of the participation of IDGC of Centre in Private Institution “Medical Centre “Matyrskiy”».**

**Decision:**

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

*«To approve the termination of the participation of IDGC of Centre in Private Institution “Medical Centre “Matyrskiy” by means of winding-up of Private Institution “Medical Centre “Matyrskiy” in the manner prescribed by the legislation of the Russian Federation».*

**Voting results:**

1. **Yury Nikolayevich Pankstyanov - «FOR»**
2. **Alexey Nikolayevich Goncharov - «FOR»**
3. **Andrey Vitalyevich Gritsenko - «FOR»**
4. **Tatiana Petrovna Dronova - «FOR»**
5. **Tatiana Valentinovna Zobkova - «FOR»**
6. **Sergey Yuryevich Lebedev - «FOR»**
7. **Alexey Alexandrovich Ozherelev - «FOR»**
8. **Sergey Vasilyevich Podlutsky - «FOR»**
9. **Sergey Vladimirovich Pokrovsky - «FOR»**
10. **Sergey Yuryevich Rumyantsev - «FOR»**
11. **Nadezhda Vitalyevna Sedykh - «FOR»**
12. **Roman Alexeyevich Filkin - «FOR»**

**Total:**

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

**Decision is taken.**

**Item 3. On the recommendation to the Board of Directors of the Company regarding the item «On termination of the participation of IDGC of Centre in PJSC “T Plus”».**

**Decision:**

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

*«To approve the termination of the participation of IDGC of Centre in PJSC “T Plus” on the following terms and conditions:*

* *category, type, nominal value of shares of PJSC “T Plus” disposed by IDGC of Centre: ordinary registered uncertificated shares, state registration number of the issue 1-01-55113-E, with a par value of 1 (one) RUB per share;*
* *number of shares of IDGC of Centre disposed, the share in the authorized capital — 27 853 (Twenty-seven thousand eight hundred fifty-three) pieces, which is 0,0001% of the authorized capital of PJSC “T Plus”, with the book value as at 31.03.2016 — 17 714,51 (Seventeen thousand seven hundred fourteen) rubles 51 kopecks;*
* *method of disposal of shares:*
* *through the sale on the organized securities market with the assistance of a professional participant of the organized securities market at the price, formed as a result of auctions, but not below 0,6369 (zero point six thousand three hundred sixty-nine) RUB per one ordinary registered uncertificated share of PJSC “T Plus” with the term of the proposal for sale no later than the expiry date of the request for redemption of shares of PJSC “T Plus” in accordance with Art. 75 of Federal Law dated 26.12.1995 №208-FZ «On Joint Stock Companies»*

*or*

* *through the request for redemption of shares of PJSC “T Plus” in accordance with Art. 75 of Federal Law dated 26.12.1995 №208-FZ «On Joint Stock Companies» at the repurchase price determined by the Board of Directors of PJSC “T Plus” and is 0,6369 (zero point six thousand three hundred sixty-nine) RUB per one ordinary registered uncertificated share of PJSC “T Plus”;*
* *procedure (term) of payment for the securities – cash under the conditions and within the time frames provided for by the legislation of the Russian Federation».*

**Voting results:**

1. **Yury Nikolayevich Pankstyanov - «FOR»**
2. **Alexey Nikolayevich Goncharov - «FOR»**
3. **Andrey Vitalyevich Gritsenko - «FOR»**
4. **Tatiana Petrovna Dronova - «FOR»**
5. **Tatiana Valentinovna Zobkova - «FOR»**
6. **Sergey Yuryevich Lebedev - «FOR»**
7. **Alexey Alexandrovich Ozherelev - «FOR»**
8. **Sergey Vasilyevich Podlutsky - «FOR»**
9. **Sergey Vladimirovich Pokrovsky - «FOR»**
10. **Sergey Yuryevich Rumyantsev - «FOR»**
11. **Nadezhda Vitalyevna Sedykh - «FOR»**
12. **Roman Alexeyevich Filkin - «FOR»**

**Total:**

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

**Decision is taken.**

**Item 4: On the recommendation to the Board of Directors of the Company regarding the item «On termination of the participation of IDGC of Centre in PJSC “Quadra”».**

**Decision:**

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

*«To approve the termination of the participation of IDGC of Centre in PJSC “Quadra” on the following terms and conditions:*

* *category, type, nominal value of shares of PJSC “Quadra” disposed by IDGC of Centre: preference registered uncertificated shares, state registration number of the issue 2-01-43069-А, with a par value of 0,01 (one hundredth) RUB per share;*
* *number of shares of IDGC of Centre disposed, the share in the authorized capital — 526 543 537 (Five hundred and twenty-six million five hundred forty-three thousand five hundred thirty-seven) pieces, which is 0,0265% of the authorized capital of PJSC “Quadra”, with the book value as at 31.03.2016 – 1 363 747,76 (One million three hundred and sixty-three thousand seven hundred forty-seven) rubles 76 kopecks;*
* *method of disposal of shares:*
* *through the sale on the organized securities market with the assistance of a professional participant of the organized securities market at the price, formed as a result of auctions, but not below 0,0027 (zero point twenty-eight ten-thousandths) RUB per one preference registered uncertificated share of PJSC “Quadra” with the term of the proposal for sale no later than the expiry date of the request for redemption of shares of PJSC “Quadra” in accordance with Art. 75 of Federal Law dated 26.12.1995 №208-FZ «On Joint Stock Companies»*

*or*

* *through the request for redemption of shares of PJSC “Quadra” in accordance with Art. 75 of Federal Law dated 26.12.1995 №208-FZ «On Joint Stock Companies» at the repurchase price determined by the Board of Directors of PJSC “Quadra” and is 0,0027 (zero point twenty-eight ten-thousandths) RUB per one preference registered uncertificated share of PJSC “Quadra”;*
* *procedure (term) of payment for the securities – cash under the conditions and within the time frames provided for by the legislation of the Russian Federation».*

**Voting results:**

1. **Yury Nikolayevich Pankstyanov - «FOR»**
2. **Alexey Nikolayevich Goncharov - «FOR»**
3. **Andrey Vitalyevich Gritsenko - «FOR»**
4. **Tatiana Petrovna Dronova - «FOR»**
5. **Tatiana Valentinovna Zobkova - «FOR»**
6. **Sergey Yuryevich Lebedev - «FOR»**
7. **Alexey Alexandrovich Ozherelev - «FOR»**
8. **Sergey Vasilyevich Podlutsky - «FOR»**
9. **Sergey Vladimirovich Pokrovsky - «FOR»**
10. **Sergey Yuryevich Rumyantsev - «FOR»**
11. **Nadezhda Vitalyevna Sedykh - «FOR»**
12. **Roman Alexeyevich Filkin - «FOR»**

**Total:**

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

**Decision is taken.**

**Chairperson**

**of the Strategy and Development Committee Y.N. Pankstyanov**

**Secretary**

**of the Strategy and Development Committee S.V. Lapinskaya**