



IDGC OF CENTRE

“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

28 October 2015

Moscow

No. 11/15

Form of the meeting: joint presence.

Time of the meeting: 10 hours 00 minutes – 11 hours 35 minutes.

Total number of members of the Strategy and Development Committee: 16 persons.

Participants of the voting: D.M. Andropov, E.V. Bogach, A.N. Goncharov, A.N. Zharikov, S.Y. Lebedev, S.V. Podlutsky, S.V. Pokrovsky, S.Y. Rummyantsev, R.A. Filkin.

The written opinion (questionnaire) of the following members was taken into account while defining the results: S.V. Belevantsev, A.V. Gritsenko, K.V. Zavizenov, Y.N. Pankstyanov, M.M. Saukh, N.V. Sedyikh.

Members who neither participated nor provided questionnaires: O.R. Fedorov.

The quorum is present.

Date of the minutes: 30.10.2015.

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 Deputy Chairperson of the Strategy and Development Committee, S.Y. Lebedev.

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

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

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

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

D.V. Sklyarov – Deputy General Director for Investment.

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

O.A. Kharchenko - Acting Deputy General Director for Corporate Governance.

At the beginning of the meeting Deputy Chairperson of the Strategy and Development Committee, S.Y. Lebedev, informed the audience about the presence of a quorum for the meeting of the Committee, opened the meeting and announced the agenda for the meeting.

AGENDA:

1. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the adjusted Business Plan of IDGC of Centre, PJSC, including the Investment Program and information about key operational risks, for 2015».

Item 1: On the recommendation to the Board of Directors of the Company regarding the item «On approval of the adjusted Business Plan of IDGC of Centre, PJSC,

including the Investment Program and information about key operational risks, for 2015».

Speaker – S.Y. Rumyantsev – Member of the Management Board, Deputy General Director for Economy and Finance.

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

In discussing the report the questions were received from the following members of the Committee: E.V. Bogach, A.N. Zharikov, S.Y. Lebedev, S.V. Podlutsky, R.A. Filkin.

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

Decision (put for voting):

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

«To approve the adjusted Business Plan of IDGC of Centre, PJSC, including the Investment Program and information about key operational risks, for 2015 in accordance with the Appendix».

2. To mark the growth of receivables against the originally approved Company's Business Plan for 2015.

2. To recommend to the Company's management:

2.1. To examine the need for additional coordination with both the executive bodies of the Subjects of the Russian Federation, and with the Company's Board of Directors of funding sources of the Investment Program. If necessary, initiate the approval by the Company's Board of Directors of the adjusted Investment Program of the Company in terms of funding sources and adoption with the executive bodies of the Subjects of the Russian Federation.

2.2. To present for a meeting of the Board of Directors of the Company detailed information regarding:

- the dynamics of changes in the number of staff (broken down by managers, specialists and workers) in comparable conditions with account of OJSC "Yargorelectroset" (as of 31.12.2014 and as of 31.12.2015);

- the key operational risks in terms of the risk of deviation of outstanding receivables from the value set in the Business Plan, as well as information on creating a provision for doubtful debts and estimated liabilities.

2.3. To analyze the feasibility of increase of planned cash balance in the accounts as of 31.12.2015.

Voting results at the meeting:

- | | |
|-----------------------------------|---------------|
| 1. Dmitry Mikhailovich Andropov | - «FOR» |
| 2. Elena Viktorovna Bogach | - «FOR» |
| 3. Alexey Nikolayevich Goncharov | - «FOR» |
| 4. Alexey Nikolayevich Zharikov | - «AGAINST» |
| 5. Sergey Yuryevich Lebedev | - «FOR» |
| 6. Sergey Vasilyevich Podlutsky | - «AGAINST» |
| 7. Sergey Vladimirovich Pokrovsky | - «FOR» |
| 8. Sergey Yuryevich Rumyantsev | - «FOR» |
| 9. Roman Alexeevich Filkin | - «ABSTAINED» |

Voting results by filling in the questionnaires:

- | | |
|--|-------------|
| 10. Sergey Vsevolodovich Belevantsev | - «FOR» |
| 11. Andrey Vitalyevich Gritsenko | - «FOR» |
| 12. Konstantin Vladimirovich Zavizenov | - «AGAINST» |
| 13. Yury Nikolayevich Pankstyanov | - «FOR» |
| 14. Maxim Mikhailovich Saukh | - «FOR» |
| 15. Nadezhda Vitalyevna Sedyikh | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

Decision is taken.

The agenda of the meeting of the Strategy and Development Committee of the Board of Directors of the Company on 28.10.2015 was exhausted.

The meeting of the Strategy and Development Committee was adjourned.

Presiding at the meeting

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

S.Y. Lebedev

Secretary

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

S.V. Lapinskaya