



Interregional Distribution Grid Company of Centre,
Public Joint-Stock Company
2nd Yamskaya, 4, Moscow, Russia, 127018
Tel.: +7 (495) 747-92-92, Fax: +7 (495) 747-92-95,
Power Engineers' Direct Line: 8-800-50-50-115,
Trust Line: +7 (495) 747-92-99,
e-mail: posta@mrsk-1.ru, www.mrsk-1.ru

MINUTES

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

05 September 2016

Moscow

No. 15/16

Form of the meeting: absent voting.

Time of the meeting: 10 hours 35 minutes – 12 hours 10 minutes.

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

Video conference A5-048 at the address: Moscow, Belovezhskaya str., 4

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

Participants of the voting: T.V. Zobkova, S.Y. Lebedev (Video conference), S.V. Podlutsky (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.N. Goncharov, A.V. Gritsenko, T.P. Dronova, A.A. Ozherelev, Y.N. Pankstyanov.

Members who neither participated nor provided questionnaires: none.

The quorum is present.

Date of the minutes: 05.09.2016.

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 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

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.N. Sharapov - Deputy General Director for Corporate Governance

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

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 report of General Director of the Company «On execution of the Business Plan of the Company (including the Investment Program performance) in 2Q 2016 and 1H 2016»».
2. On consideration of the report of General Director of the Company «On the management the Company's key operational risks in the 1st half of 2016».
3. On consideration of principles and techniques of calculation of economic efficiency of investment projects implemented by the Company during the period from 2010 to 2015.

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 Business Plan of the Company (including the Investment Program performance) in 2Q 2016 and 1H 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: S.Y. Lebedev, S.V. Pokrovsky, R.A. Filkin, T.V. Zobkova.

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

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 Business Plan of the Company (including the Investment Program performance) in 2Q 2016 and 1H 2016» accordance with the Appendices».

Voting results at the meeting:

- | | |
|-----------------------------------|---------|
| 1. Tatiana Valentinovna Zobkova | - «FOR» |
| 2. Sergey Yuryevich Lebedev | - «FOR» |
| 3. Sergey Vasilyevich Podlutsky | - «FOR» |
| 4. Sergey Vladimirovich Pokrovsky | - «FOR» |
| 5. Sergey Yuryevich Rumyantsev | - «FOR» |
| 6. Nadezhda Vitalyevna Sedykh | - «FOR» |
| 7. Roman Alexeyevich Filkin | - «FOR» |

Voting results by filling in the questionnaires:

- | | |
|------------------------------------|---------|
| 8. Alexey Nikolayevich Goncharov | - «FOR» |
| 9. Andrey Vitalyevich Gritsenko | - «FOR» |
| 10. Tatiana Petrovna Dronova | - «FOR» |
| 11. Alexey Alexandrovich Ozherelev | - «FOR» |
| 12. Yuri Nikolayevich Pankstyanov | - «FOR» |

Total:

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

Decision is taken.

Item 2. On consideration of the report of General Director of the Company «On the management the Company's key operational risks in the 1st half of 2016»».

Speaker – V.V. Nikiforova.

The report (presentation) on the item is 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: S.Y. Lebedev, S.V. Podlutsky, N.V. Sedyikh.

The explanations and answers to the questions were given by: S.Y. Rumyantsev, A.A. Gerasimov, S.V. Shpakova.

During the item discussion members of the Committee assigned to provide the members of the Committee with the following additional information under KOR-015 "The risk of an accident due to the Company's fault":

- about the consequences of the accident happened in the Company for the injured worker;

- about system activities undertaken by the Company's management on the basis of the accident.

Deadline – until 12.09.2016.

Decision (put for voting):

To take into consideration the report of General Director of the Company «On the management the Company's key operational risks in the 1st half of 2016» in accordance with Appendix # 1 to this decision of the Strategy and Development Committee.

Voting results at the meeting:

- | | |
|-----------------------------------|---------|
| 1. Tatiana Valentinovna Zobkova | - «FOR» |
| 2. Sergey Yuryevich Lebedev | - «FOR» |
| 3. Sergey Vasilyevich Podlutsky | - «FOR» |
| 4. Sergey Vladimirovich Pokrovsky | - «FOR» |
| 5. Sergey Yuryevich Rumyantsev | - «FOR» |
| 6. Nadezhda Vitalyevna Sedykh | - «FOR» |
| 7. Roman Alexeyevich Filkin | - «FOR» |

Voting results by filling in the questionnaires:

- | | |
|------------------------------------|---------|
| 8. Alexey Nikolayevich Goncharov | - «FOR» |
| 9. Andrey Vitalyevich Gritsenko | - «FOR» |
| 10. Tatiana Petrovna Dronova | - «FOR» |
| 11. Alexey Alexandrovich Ozherelev | - «FOR» |
| 12. Yuri Nikolayevich Pankstyanov | - «FOR» |

Total:

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

Decision is taken.

Item 3. On consideration of principles and techniques of calculation of economic efficiency of investment projects implemented by the Company during the period from 2010 to 2015.

Speaker – D.V. Sklyarov.

The report (presentation) on the item is 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: S.Y. Lebedev, S.V. Pokrovsky, R.A. Filkin, T.V. Zobkova.

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

During the item discussion members of the Committee gave a proposal to provide the members of the Committee with modified, in view of the discussion, presentation materials, including adding factorial analysis of the causes of economic inefficiency of implemented

investment projects, dividing them into internal and external.

Deadline – no later than 12.09.2016.

Decision (put for voting):

1. To take into consideration the information on principles and techniques of calculation of economic efficiency of investment projects implemented by the Company during the period from 2010 to 2015 in accordance with Appendix # 2 to this decision of the Strategy and Development Committee.

2. To recommend to the Board of Directors of the Company to take into consideration the analysis of the Investment Program of IDGC of Centre, PJSC for 2016-2021, conducted by the Company's management, pursuant to the assignment recorded in the minutes of the Board of Directors issued 19.04.2016 (Minutes of 19.04.2016 # 11/16) regarding item # 1.

3. To recommend to the Company's management to continue monitoring the targets of economic efficiency of investment projects (feeding centres of 35-110 kV with the increase of installed capacity), included in the Company's Investment Program, with subsequent submission of the Annual Report to the Strategy and Development Committee.

Deadline: annually, no later than 30 April.

Voting results at the meeting:

- | | |
|-----------------------------------|---------|
| 1. Tatiana Valentinovna Zobkova | - «FOR» |
| 2. Sergey Yuryevich Lebedev | - «FOR» |
| 3. Sergey Vasilyevich Podlutsky | - «FOR» |
| 4. Sergey Vladimirovich Pokrovsky | - «FOR» |
| 5. Sergey Yuryevich Romyantsev | - «FOR» |
| 6. Nadezhda Vitalyevna Sedykh | - «FOR» |
| 7. Roman Alexeyevich Filkin | - «FOR» |

Voting results by filling in the questionnaires:

- | | |
|------------------------------------|---------|
| 8. Alexey Nikolayevich Goncharov | - «FOR» |
| 9. Andrey Vitalyevich Gritsenko | - «FOR» |
| 10. Tatiana Petrovna Dronova | - «FOR» |
| 11. Alexey Alexandrovich Ozherelev | - «FOR» |
| 12. Yury Nikolayevich Pankstyanov | - «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 05.09.2016 was exhausted.

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

Appendices:

1. The report of General Director of the Company «On the management the Company's key operational risks in the 1st half of 2016» (Appendix # 1).

2. The principles and techniques of calculation of economic efficiency of investment projects implemented by the Company during the period from 2010 to 2015 (Appendix # 2).

**Deputy Chairperson
of the Strategy and Development Committee**

S.Y. Lebedev

**Secretary
of the Strategy and Development Committee**

S.V. Lapinskaya