

**Statement of material fact**  
**«On holding meeting of the Board of Directors of the issuer, as well as the separate decisions taken by**  
**the Board of Directors of the issuer»**  
**(insider information disclosure)**

**1. General information**

|   |   |
|---|---|
| 1.1. Full issuer's business name (for non-commercial organization – name) | <b>Interregional Distribution Grid Company of Centre, Public Joint-Stock Company</b>  |
| 1.2. Abbreviated issuer's business name                                   | <b>IDGC of Centre, PJSC</b>   |
| 1.3. Issuer's location  | <b>Russia, Moscow</b>   |
| 1.4. Primary State Registration Number of the issuer                      | <b>1046900099498</b>  |
| 1.5. Tax payer number of the issuer                                       | <b>6901067107</b>   |
| 1.6. Issuer's Unique code, assigned by registering authority              | <b>10214-A</b>  |
| 1.7. Web page address used by the issuer for information disclosure       | <a href="http://www.e-disclosure.ru/portal/company.aspx?id=7985">http://www.e-disclosure.ru/portal/company.aspx?id=7985;</a><br><a href="http://www.mrsk-1.ru/ru/information/">http://www.mrsk-1.ru/ru/information/</a> |

**2. Contents of the statement**

2.1. The quorum of the meeting of the Board of Directors:

Total number of members of the Board of Directors: 11 persons. Participants of the meeting: 11 persons. The quorum for all the items is present.

2.2. The content of the decisions taken by the Board of Directors of the issuer, and voting results on the decisions taken:

**Item 1. On approval of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.04.2016.**  
**Decision:**

1. To approve the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.04.2016 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To take into consideration the Report «On execution of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.01.2016, approved by the decision of the Board of Directors of the Company on 29.02.2016 (Minutes of 01.03.2016 # 04/16)» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

3. To take into consideration the Report «On the work performed by IDGC of Centre, PJSC in relation to newly created overdue accounts receivable for the services of electric power transmission in 1Q 2016» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

4. To instruct General Director of the Company:

4.1. To ensure collection of overdue accounts receivable in 2016 of 4 018 mln RUB from the value established by 01.01.2016, including 2 731 mln RUB in 1Q 2016, 190 mln RUB in 2Q 2016, 326 mln RUB in 3Q 2016, 771 mln RUB in 4Q 2016.

4.2. To provide quarterly presentation in the framework of the issue of information on the execution of the order referred to in para. 4.1. of this decision.

**Voting results:**

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

**DECISION IS TAKEN.**

**Item 2. On consideration of reports of the Committees of the Board of Directors of the Company «On the work performed in 2015-2016 corporate year».**  
**Decision:**

1. To take into consideration the report of the Audit Committee of the Board of Directors of the Company «On the work performed in 2015-2016 corporate year» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

2. To take into consideration the report of the Personnel and Remuneration Committee of the Board of Directors of the Company «On the work performed in 2015-2016 corporate year» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

3. To take into consideration the report of the Strategy and Development Committee of the Board of Directors of the Company «On the work performed in 2015-2016 corporate year» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

4. To take into consideration the report of the Reliability Committee of the Board of Directors of the Company «On the work performed in 2015-2016 corporate year» in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

5. To take into consideration the report of the Grid Connection Committee under the Board of Directors of the Company «On the work performed in 2015-2016 corporate year» in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 3. On consideration of the report of General Director of the Company «On provision of insurance coverage in 1Q 2016».**

**Decision:**

To take into consideration the report of General Director of the Company «On provision of insurance coverage in 1Q 2016» in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

**Voting results:**

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

**DECISION IS TAKEN.**

**Item 4. On consideration of the report of General Director of the Company «On the credit policy of the Company in 1Q 2016».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On the credit policy of the Company in 1Q 2016» in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

2. To mark the excess of the target limit of the debt service coverage as of 31.03.2016.

3. To agree upon temporary excess of the target limit of the debt service coverage as of 31.03.2016.

4. To take into consideration the report of General Director of the Company «On the activities undertaken, aimed at reducing the cost of servicing the Company's debt portfolio held in the 1st quarter of 2016» in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.

5. To instruct General Director of the Company:

5.1. to ensure implementation of measures aimed at reducing the cost of servicing the debt portfolio, and achievement of the targets in accordance with Appendix # 12 to this decision of the Board of Directors of the Company.

5.2. to consider at a meeting of the Board of Directors of the Company information on the implementation of para. 5.1 of this decision in the following timeframes:

- in terms of the measures aimed at reducing the cost of servicing the debt portfolio for the first half of 2016, as well as achievement of the indicator «Average weighted interest rate on the debt portfolio as of 30.06.2016».

Deadline: no later than 31.08.2016.

- in terms of the measures aimed at reducing the cost of servicing the debt portfolio for the first 9 months of 2016, as well as achievement of the indicator «Total amount of payments on the loan capital from 01.01.2016 to 30.09.2016 (inclusive)».

Deadline: no later than 30.11.2016.

**Voting results:**

«FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 2.

**DECISION IS TAKEN.**

**Item 5. On consideration of the report of General Director of the Company «On the reasons for existing deviations in 2015 in the implementation of the approved Investment Program of IDGC of Centre, PJSC».**

**Decision:**

To take into consideration the report of General Director of the Company «On the reasons for existing deviations in 2015 in the implementation of the approved Investment Program of IDGC of Centre, PJSC» in accordance with Appendix # 13 to this decision of the Board of Directors of the Company.

**Voting results:**

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

**DECISION IS TAKEN.**

**Item 6. On consideration of the report of General Director of the Company «On the project implementation status «Construction of smart grids».**

**Decision:**

To take into consideration the report of General Director of the Company «On the project implementation status «Construction of smart grids» (hereinafter – the Project) in accordance with Appendix # 14 to this decision of the Board of Directors of the Company.

**Voting results:**

«FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 2.

**DECISION IS TAKEN.**

**Item 7. On consideration of the report of General Director of the Company «On the results of operation through the autumn-winter period of 2015-2016».**

**Decision:**

To take into consideration the report of General Director of the Company «On the results of operation through the autumn-winter period of 2015-2016» in accordance with Appendix # 15 to this decision of the Board of Directors of the Company.

**Voting results:**

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

**DECISION IS TAKEN.**

**Item 8. On consideration of the report of General Director of the Company «On implementation of the assignment of the Board of Directors issued on 16.03.2016 (Minutes # 06/16 of 17.03.2016), regarding item # 6».**

**Decision:**

To take into consideration the report of General Director of the Company «On implementation of the assignment of the Board of Directors issued on 16.03.2016 (Minutes # 06/16 of 17.03.2016), regarding item # 6», in accordance with Appendix # 16 to this decision of the Board of Directors of the Company.

**Voting results:**

«FOR» - 8; «AGAINST» - 1; «ABSTAINED» - 2.

**DECISION IS TAKEN.**

**Item 9. On approval of an internal document of the Company - the Regulations of the activity of the Central Purchasing Authority of IDGC of Centre, PJSC in a new edition.**

**Decision:**

1. To approve the Regulations of the activity of the Central Purchasing Authority of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 17 to this decision of the Board of Directors of the Company.

2. To recognize the Regulations of the activity of the Central Purchasing Authority of IDGC of Centre, JSC, approved by the decision of the Board of Directors of the Company on 30.09.2014 (Minutes of 02.10.2014 # 22/14) to have lost force.

**Voting results:**

«FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 3.

**DECISION IS TAKEN.**

**Item 10. On approval of the Private pension program for employees of IDGC of Centre, PJSC for 2H 2016.**

**Decision:**

To defer consideration of the item at a later date.

**Voting results:**

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

**DECISION IS TAKEN.**

**Item 11. On determination of the position of IDGC of Centre, PJSC regarding the agenda items of a meeting of the Board of Directors and the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik”.  
11.1. Distribution of profit (including dividend payment) and losses of JSC “Sanatorium “Energetik” following the results of fiscal year 2015.**

**Decision regarding item 11.1.:**

11.1. To instruct representatives of IDGC of Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Distribution of profit (including dividend payment) and losses of JSC “Sanatorium “Energetik” following the results of fiscal year 2015» to vote «FOR»:

«To approve the following distribution of profits (losses) of the Company for fiscal year 2015:

|  | (thous. RUB) |
|--|--------------|
| Retained earnings (loss) for the reporting period: | 388          |
| To be distributed to: Reserve fund                 | 20           |
| Profit for development                             | 174          |
| Dividends  | 194          |
| Repayment of losses of previous years              | 0            |

**Voting results:**

«FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 2.

**DECISION IS TAKEN.**

**11.2. Recommendations regarding the amount of dividends on shares and their payment procedure.****Decision regarding item 11.2.:**

11.2. To instruct representatives of IDGC of Centre, PJSC at the meeting of the Board of Directors of JSC “Sanatorium “Energetik” regarding the item «Recommendations regarding the amount of dividends on shares and their payment procedure» to vote «FOR»:

*«To pay dividends on common stocks of the Company following the results of 2015 in the amount of 0,01264 RUB per ordinary share of the Company in cash.*

*The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.*

*To define the record date of the list of persons entitled to receive dividends – «13» July 2016».*

**Voting results:**

«FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 2.

**DECISION IS TAKEN.**

**11.3. Election of members of the Board of Directors of JSC “Sanatorium “Energetik”.****Decision regarding item 11.3.:**

11.3. To instruct representatives of IDGC of Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Election of members of the Board of Directors of JSC “Sanatorium “Energetik”» to vote «FOR»:

*«To elect the following Board of Directors of JSC “Sanatorium “Energetik”:*

| <i>Item #</i> | <i>Nominee proposed by the shareholder for inclusion in the voting list for election to the Board of Directors of the Company</i> | <i>Title, place of employment of the nominee proposed by the shareholder for inclusion in the list for election to the Board of Directors of the Company</i> |
|---------------|---|--|
| 1.            | <i>Alina Khandadashevna Akhmedova</i>   | <i>Legal Director of Legal Groundwork Department of IDGC of Centre, PJSC</i>   |
| 2.            | <i>Inna Vitalyevna Gromova</i>  | <i>Deputy General Director for Human Resources and Organizational Design of IDGC of Centre, PJSC</i>   |
| 3.            | <i>Dmitry Alexandrovich Meneylyuk</i>   | <i>Head of Department for property management of IDGC of Centre, PJSC</i>  |
| 4.            | <i>Olga Alexandrovna Kharchenko</i>   | <i>Director of Corporate Governance – Head of corporate governance and interaction with shareholders Department of IDGC of Centre, PJSC</i>                  |
| 5.            | <i>Sergey Yuryevich Nasyrov</i>   | <i>Chief expert of Securities Section of Corporate Governance and Shareholder and Investor Relations Department of PJSC «Rosseti»</i>                        |

**Voting results:**

«FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 2.

**DECISION IS TAKEN.**

**11.4. Election of members of the Audit Commission of JSC “Sanatorium “Energetik”.****Decision regarding item 11.4.:**

11.4. To instruct representatives of IDGC of Centre, PJSC regarding the agenda item of the Annual General Meeting of Shareholders of JSC “Sanatorium “Energetik” «Election of members of the Audit Commission of JSC “Sanatorium “Energetik”» to vote «FOR»:

*«To elect the following Audit Commission of JSC “Sanatorium “Energetik”:*

| <i>Item #</i> | <i>Nominee proposed by the shareholder for inclusion in the voting list for election to the Audit Commission of the Company</i> | <i>Title, place of employment of the nominee proposed by the shareholder for inclusion in the list for election to the Audit Commission of the Company</i> |
|---------------|---|--|
| 1.            | <i>Svetlana Yurievna Kuznetsova</i>   | <i>Principal expert of Section for Audit and Expertise of Internal Audit and Control Department of IDGC of Centre, PJSC</i>                                |
| 2.            | <i>Elena Ivanovna Chitaya</i>   | <i>Principal specialist of Section of Audit and Expertise of Internal Audit and Control Department of IDGC of Centre, PJSC</i>                             |
| 3.            | <i>Vladimir Vladimirovich Ozhkalo</i>   | <i>Director of Security Department of IDGC of Centre, PJSC</i>   |

**Voting results:**

«FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 2.

**DECISION IS TAKEN.****Item 12. On approval of an amendment to non-residential premises lease agreement dated 28.11.2014 №3600/21290/14, concluded between IDGC of Centre, PJSC and SO UES, which is a related party transaction.**

*In accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies» the deal between the Company and SO UES is recognized as a related party transaction of the shareholder of the Company - PJSC «Rosseti», which holds more than 20% of voting shares of the Company, whose affiliated persons (B.I. Ayuev, A.S. Kalinin and A.E. Murov) are members of the Board of Directors of SO UES.*

**Decision:**

1. To determine the price of the monthly rent for the use and possession of «the Rented premises» under the amendment to non-residential premises lease agreement dated 28.11.2014 №3600/21290/14, concluded between IDGC of Centre, PJSC (IDGC of Centre - Voronezhenergo division) and SO UES (Branch of SO UES - «Regional Dispatch Office of the power system of the Voronezh region»), which is a related party transaction, in the amount (including utilities) of 56 997,56 (Fifty-six thousand nine hundred ninety-seven) rubles 56 kopecks, including VAT (18 %) - 8 694,50 (Eight thousand six hundred ninety-four) rubles 50 kopecks.

To determine the price of the monthly rent for the use and possession of «the Rented premises» in the amount (including utilities) of 5 206,12 (Five thousand two hundred and six) rubles 12 kopecks, including VAT (18 %) – 794,15 (Seven hundred and ninety-four) rubles 15 kopecks, with the exception of the rent for December 2015.

The size of the rent for December 2015 (including utilities) is 4 936,36 (Four thousand nine hundred thirty-six) rubles 36 kopecks, including VAT (18%) 753,00 (Seven hundred and fifty-three) rubles 00 kopecks.

2. To approve the amendment to the non-residential premises lease agreement dated 28.11.2014 № 3600/21290/14, concluded between IDGC of Centre, PJSC (IDGC of Centre - Voronezhenergo division) and SO UES (Branch of SO UES - «Regional Dispatch Office of the power system of the Voronezh region»), which is a related party transaction, on the following essential conditions:

**Parties of the Amendment:**

IDGC of Centre, PJSC - Lessor;

SO UES - Lessee.

**Scope of the Amendment:**

Under the Amendment the Parties agreed to amend non-residential premises lease Agreement dated 28.11.2014 № 3600/21290/14 (hereinafter – the Agreement) as follows:

1. The first paragraph of point 5.1 of the section «Rent» to read as follows:

«The size of the rent for the use and possession of the Rented premises is set as a fixed sump in rubles in the amount (including utilities) of 56 997,56 (Fifty-six thousand nine hundred ninety-seven) rubles 56 kopecks, including VAT (18 %) - 8 694,50 (Eight thousand six hundred ninety-four) rubles 50 kopecks».

2. Point 5.3 of the section «Rent» to read as follows:

«Lessee shall pay rent on a monthly basis in equal installments in the amount (including utilities) of 5 206,12 (Five thousand two hundred and six) rubles 12 kopecks, including VAT (18 %) – 794,15 (Seven hundred and ninety-four) rubles 15 kopecks, with the exception of the rent for December 2015.

The size of the rent for December 2015 (including utilities) is 4 936,36 (Four thousand nine hundred thirty-six) rubles 36 kopecks, including VAT (18%) 753,00 (Seven hundred and fifty-three) rubles 00 kopecks».

3. To amend Appendix # 5 to non-residential premises lease Agreement dated 28.11.2014 № 3600/21290/14, reading it in the edition of Appendix # 1 to the Amendment.

4. To supplement non-residential premises lease Agreement dated 28.11.2014 № 3600/21290/14 with Appendix # 8 «Anti-corruption clause» in the edition of Appendix #2 to the Amendment.

**Duration of the Amendment:**

The Amendment shall enter into force upon signature by the parties. The terms and conditions of the Amendment (except p. 5.1 and p. 5.3 of paragraph 1 of the Agreement) shall apply to the actual relations between the Parties effective from 1 December 2015. The terms of the rent increase (points 5.1, 5.3 of paragraph 1 of the Agreement) shall apply to the actual relations between the Parties effective from 1 January 2016.

The Amendment is valid for the entire duration of non-residential premises lease Agreement dated 28.11.2014 № 3600/21290/14.

**Voting results:**

*Member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies»*

«FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

**DECISION IS TAKEN.****Item 13. On approval of amendment № 2 to non-residential premises lease agreement dated 03.03.2014 №**

**3600/02199/14, concluded between IDGC of Centre, PJSC and SO UES, which is a related party transaction.**

*In accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies» the deal between the Company and SO UES is recognized as a related party transaction of the shareholder of the Company - PJSC «Rosseti», which holds more than 20% of voting shares of the Company, whose affiliated persons (B.I. Ayuev, A.S. Kalinin and A.E. Murov) are members of the Board of Directors of SO UES.*

**Decision:**

1. To determine the price of the monthly rent for the use and possession of «the Rented premises» under amendment № 2 to non-residential premises lease agreement dated 03.03.2014 № 3600/02199/14, concluded between IDGC of Centre, PJSC (IDGC of Centre - Voronezhenergo division) and SO UES (Branch of SO UES - «Regional Dispatch Office of the power system of the Voronezh region»), which is a related party transaction, in the amount (including utilities) of 430 364,93 (Four hundred and thirty thousand three hundred and sixty-four) rubles 93 kopecks, including VAT (18 %) – 65 648,89 (Sixty-five thousand six hundred forty-eight) rubles 89 kopecks.

To determine the annual rent (including utilities) in the amount of 5 164 379,16 (Five million one hundred sixty-four thousand three hundred seventy-nine) rubles 16 kopecks, including VAT (18 %) 787 786,68 (Seven hundred eighty-seven thousand seven hundred eighty-six) rubles 68 kopecks.

2. To approve amendment №2 to non-residential premises lease agreement dated 03.03.2014 № 3600/02199/14, concluded between IDGC of Centre, PJSC (IDGC of Centre - Voronezhenergo division) and SO UES (Branch of SO UES - «Regional Dispatch Office of the power system of the Voronezh region»), which is a related party transaction, on the following essential conditions:

**Parties of the Amendment:**

IDGC of Centre, PJSC - Lessor;

SO UES - Lessee.

**Scope of the Amendment:**

Under the Amendment the Parties agreed to amend non-residential premises lease Agreement dated 03.03.2014 № 3600/02199/14 as follows:

1. The first paragraph of point 5.1 of the section «Rent» to read as follows:

«The size of the annual rent for the use and possession of the Rented premises is set as a fixed sum in rubles (including utilities) in the amount of 5 164 379,16 (Five million one hundred sixty-four thousand three hundred seventy-nine) rubles 16 kopecks, including VAT (18 %) 787 786,68 (Seven hundred eighty-seven thousand seven hundred eighty-six) rubles 68 kopecks».

2. Point 5.3 of the section «Rent» to read as follows:

3. «Lessee shall pay rent on a monthly basis in equal installments in the amount (including utilities) of 430 364,93 (Four hundred and thirty thousand three hundred and sixty-four) rubles 93 kopecks, including VAT (18 %) – 65 648,89 (Sixty-five thousand six hundred forty-eight) rubles 89 kopecks».

4. To amend Appendix # 6 to non-residential premises lease Agreement dated 03.03.2014 № 3600/02199/14, reading it in the edition of Appendix # 1 to the Amendment.

5. To supplement non-residential premises lease Agreement dated 03.03.2014 № 3600/02199/14 with Appendix #7 «Anti-corruption clause» in the edition of Appendix #2 to the Amendment.

**Duration of the Amendment:**

The Amendment shall enter into force on the date of its registration at the Office of the Federal Service for State Registration, Cadastre and Cartography in the Voronezh region and is valid for the entire duration of non-residential premises lease Agreement dated 03.03.2014 № 3600/02199/14.

The terms and conditions of the Amendment shall apply to the actual relations between the Parties effective from 1 January 2016.

**Voting results:**

*Member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies»*

«FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

**DECISION IS TAKEN.**

**Item 14. On approval of the Work Plan of the Internal Audit Division of IDGC of Centre, PJSC for 2016.**

**Decision:**

To approve the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2016 in accordance with Appendix # 18 to this decision of the Board of Directors of the Company.

**Voting results:**

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

**DECISION IS TAKEN.**

**Item 15. On approval of an agreement, concluded between IDGC of Centre, PJSC and MPEI Endowment Fund, which is a related party transaction.**

*In accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies» the deal between IDGC of Centre, PJSC and MPEI Endowment Fund is recognized as a related party transaction of the shareholder of the Company - PJSC «Rosseti», which holds more than 20% of voting shares of the Company, whose affiliates (A.V. Novak, O.M. Budargin, A.E. Murov and S.I. Shmatko) are members of the Board of Trustees and the Academic Council of Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a beneficiary under the deal.*

**Decision:**

1. To approve the provision by IDGC of Centre, PJSC of charitable assistance to MPEI Endowment Fund.
2. To determine the size of monetary funds gratuitously transferred to MPEI Endowment Fund under the agreement for the provision of charitable assistance, concluded between IDGC of Centre, PJSC and MPEI Endowment Fund (hereinafter - the Agreement), in the amount of 7 500 000 (Seven million five hundred thousand rubles, not subject to VAT (under subparagraph 12 of paragraph 3 of Article 149 of the Tax Code of the Russian Federation).
3. To approve the Agreement, which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

«Organization» - IDGC of Centre, PJSC

«Fund» - MPEI Endowment Fund

«Beneficiary» - Federal State Budget Institution of Higher Education «National Research University «MPEI»

**Scope of the Agreement:**

The Organization agrees to gratuitously transfer the monetary funds to the Fund in the amount of 7 500 000 (Seven million five hundred thousand rubles, not subject to VAT (under subparagraph 12 of paragraph 3 of Article 149 of the Tax Code of the Russian Federation) to engage in educational activities.

The Fund is obliged to use the funds, received from the Organization, solely in the interests of Federal State Budget Institution of Higher Education «National Research University «MPEI» (Beneficiary).

**Price of the Agreement:**

The amount of the monetary funds transferred under the agreement for the provision of charitable assistance is 7 500 000 (Seven million five hundred thousand rubles, not subject to VAT (under subparagraph 12 of paragraph 3 of Article 149 of the Tax Code of the Russian Federation).

**Duration of the Agreement:**

The Agreement shall enter into force upon signature by both Parties and is valid until the Parties fulfill all of the obligations assumed under the terms and conditions of the Agreement.

4. To instruct the sole executive body of IDGC of Centre, PJSC to provide funding of the charitable assistance without impairing the planned financial results of operations with ensuring the unconditional implementation of the indicator to reduce specific operating expenses (costs) on the results of 2016, planned in the approved business plan the Company for 2016.

**Voting results:**

*Member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies»*

«FOR» - 6; «AGAINST» - 2; «ABSTAINED» - 2.

**DECISION IS TAKEN.**

**Item 16. On approval of an internal document of the Company – the Regulation on interaction between IDGC of Centre, PJSC and Branch of JSC "SO UES" United Dispatching Centre of Energy Systems of Centre (ODU Centre) at development, review and approval of documentation, developed for grid connection and construction (reconstruction) of electric power facilities.**

**Decision:**

To approve the Regulation on interaction between IDGC of Centre, PJSC and Branch of JSC "SO UES" United Dispatching Centre of Energy Systems of Centre (ODU Centre) at development, review and approval of documentation, developed for grid connection and construction (reconstruction) of electric power facilities in accordance with Appendix # 19 to this decision of the Board of Directors of the Company.

**Voting results:**

«FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 2.

**DECISION IS TAKEN.**

**Item 17. On approval of an internal document of the Company – the Regulation on interaction of IDGC of Centre, PJSC and Branch of JSC "SO UES" United Dispatching Centre of Energy Systems of Centre (ODU Centre) at development and coordination of complex development programs of electric grids of 35 kV and above on the territory of the Russian Federation subjects and review of schemes and programs for development of electric power facilities of the Russian Federation subjects.**

**Decision:**

To approve the Regulation on interaction of IDGC of Centre, PJSC and Branch of JSC "SO UES" United Dispatching Centre of Energy Systems of Centre (ODU Centre) at development and coordination of complex

development programs of electric grids of 35 kV and above on the territory of the Russian Federation subjects and review of schemes and programs for development of electric power facilities of the Russian Federation subjects in accordance with Appendix # 20 to this decision of the Board of Directors of the Company.

**Voting results:**

«FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 2.

**DECISION IS TAKEN.**

**Item 18. On a special bonus payment to General Director of IDGC of Centre, PJSC following the results of 2015.**

**Decision:**

In accordance with para. 3.5. of the Regulation on material incentives of General Director of the Company to pay the special bonus following the results of 2015 to General Director of IDGC of Centre, PJSC, O.Y. Isaev, in accordance with Appendix # 21 to this decision of the Board of Directors of the Company.

**Voting results:**

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

**DECISION IS TAKEN.**

**Item 19. On approval of the report of General Director of the Company «On execution of the adjusted Action Plan of IDGC of Centre, PJSC to increase the efficiency of performance and improve the economic and financial condition in 1Q 2016.**

**Decision:**

To approve the report of General Director of the Company «On execution of the adjusted Action Plan of IDGC of Centre, PJSC to increase the efficiency of performance and improve the economic and financial condition in 1Q 2016» in accordance with Appendix # 22 to this decision of the Board of Directors of the Company.

**Voting results:**

«FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

**DECISION IS TAKEN.**

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **31.05.2016.**

2.4. Date of drawing up and number of minutes of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **Minutes # 16/16 of 02.06.2016.**

**3. Signature**

3.1. Director of Corporate Governance –  
Head of corporate governance and interaction  
with shareholders Department, acting under  
power of attorney # D-CA/42 of 10.02.2016

\_\_\_\_\_  
(signature)  
Stamp here.

O.A. Kharchenko

3.2. Date «02» June 2016.