



“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)

«15» October 2015

Moscow

No. 21/15

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

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **A.M. Branis, T.P. Dronova, O.Y. Isaev, D.A. Malkov, Y.N. Mangarov, Y.N. Pankstyanov, M.M. Saukh, R.A. Filkin, A.N. Kharin, A.V. Shevchuk, N.I. Erpsher.**

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

The quorum is **present.**

**Absence of objections concerning the materials and draft resolutions from V.G. Korolev, the observer of the Federal Antimonopoly Service of the Russian Federation, was taken into account at drawing up of the minutes.**

Date of the minutes: **16.10.2015.**

**AGENDA:**

1. On approval of the target values of Cash Flow of the Company for 4Q 2015.
2. On approval of an internal document of the Company - The Guidelines to implement the unified communication policy of IDGC of Centre, PJSC.
3. On approval of an internal document of the Company - The Regulation to manage the corporate identity of IDGC of Centre, PJSC.
4. On approval of the adjusted Program of elimination of risks of injury of traumatic electrical equipment, used machinery and mechanisms in service of IDGC of Centre, PJSC for the period of 2015-2019.
5. On approval of the Action Plan to increase the efficiency of the activity and improve the financial and economic situation of IDGC of Centre, PJSC.
6. On the prior approval of the decision made by the Company of a transaction, involving the purchase of property, which constitutes the fixed assets that are used for generation, transmission, dispatch and distribution of electrical and heat energy – an electric grid facility, located within the area of Uglichsky district of the Yaroslavl region.

**Item 1: On approval of the target values of Cash Flow of the Company for 4Q 2015.**

**Decision:**

1. To approve the following target values of Cash Flow of the Company for 4Q 2015:  
*thousand RUB*

Name	Services for operation and development of the distribution electric grid complex	Dividends (without tax)	Repayment of loans of PJSC "Rosseti"	
			Repayment of principal	Interest (coupons) payment

			<b>debt</b>	
October	33 669	0	0	0
November	33 669	0	0	0
December	33 669	0	0	309 650

2. To instruct Chief Executive Officer of the Company:

- no later than 5 days from the date of this decision to ensure the formation of Cash Flow draft and its approval;
- no later than 1 day from the date of Cash Flow approval to forward the given document to members of the Board of Directors of the Company.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis      | - «AGAINST»   |
| 2. Tatiana Petrovna Dronova        | - «AGAINST»   |
| 3. Oleg Yuryevich Isaev            | - «FOR»       |
| 4. Denis Alexandrovich Malkov      | - «FOR»       |
| 5. Yury Nikolayevich Mangarov      | - «FOR»       |
| 6. Yury Nikolayevich Pankstyanov   | - «FOR»       |
| 7. Maxim Mikhailovich Saukh        | - «FOR»       |
| 8. Roman Alexeyevich Filkin        | - «AGAINST»   |
| 9. Andrey Nikolayevich Kharin      | - «ABSTAINED» |
| 10. Alexander Viktorovich Shevchuk | - «AGAINST»   |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

«FOR»	- «6»
«AGAINST»	- «4»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 2: On approval of an internal document of the Company - The Guidelines to implement the unified communication policy of IDGC of Centre, PJSC.**

**Decision:**

To approve the Guidelines to implement the unified communication policy of IDGC of Centre, PJSC in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis      | - «AGAINST»   |
| 2. Tatiana Petrovna Dronova        | - «ABSTAINED» |
| 3. Oleg Yuryevich Isaev            | - «FOR»       |
| 4. Denis Alexandrovich Malkov      | - «FOR»       |
| 5. Yury Nikolayevich Mangarov      | - «FOR»       |
| 6. Yury Nikolayevich Pankstyanov   | - «FOR»       |
| 7. Maxim Mikhailovich Saukh        | - «FOR»       |
| 8. Roman Alexeyevich Filkin        | - «AGAINST»   |
| 9. Andrey Nikolayevich Kharin      | - «FOR»       |
| 10. Alexander Viktorovich Shevchuk | - «FOR»       |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 3: On approval of an internal document of the Company - The Regulation to manage the corporate identity of IDGC of Centre, PJSC.**

**Decision:**

To approve the Regulation to manage the corporate identity of IDGC of Centre, PJSC in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis      | - «AGAINST»   |
| 2. Tatiana Petrovna Dronova        | - «ABSTAINED» |
| 3. Oleg Yuryevich Isaev            | - «FOR»       |
| 4. Denis Alexandrovich Malkov      | - «FOR»       |
| 5. Yury Nikolayevich Mangarov      | - «FOR»       |
| 6. Yury Nikolayevich Pankstyanov   | - «FOR»       |
| 7. Maxim Mikhailovich Saukh        | - «FOR»       |
| 8. Roman Alexeyevich Filkin        | - «AGAINST»   |
| 9. Andrey Nikolayevich Kharin      | - «FOR»       |
| 10. Alexander Viktorovich Shevchuk | - «FOR»       |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 4: On approval of the adjusted Program of elimination of risks of injury of traumatic electrical equipment, used machinery and mechanisms in service of IDGC of Centre, PJSC for the period of 2015-2019.**

**Decision:**

To approve the adjusted Program of elimination of risks of injury of traumatic electrical equipment, used machinery and mechanisms in service of IDGC of Centre, PJSC for the period of 2015-2019 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis      | - «ABSTAINED» |
| 2. Tatiana Petrovna Dronova        | - «ABSTAINED» |
| 3. Oleg Yuryevich Isaev            | - «FOR»       |
| 4. Denis Alexandrovich Malkov      | - «FOR»       |
| 5. Yury Nikolayevich Mangarov      | - «FOR»       |
| 6. Yury Nikolayevich Pankstyanov   | - «FOR»       |
| 7. Maxim Mikhailovich Saukh        | - «FOR»       |
| 8. Roman Alexeyevich Filkin        | - «ABSTAINED» |
| 9. Andrey Nikolayevich Kharin      | - «ABSTAINED» |
| 10. Alexander Viktorovich Shevchuk | - «FOR»       |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 5: On approval of the Action Plan to increase the efficiency of the activity and improve the financial and economic situation of IDGC of Centre, PJSC.**

**Decision:**

1. To approve the Action Plan of the Company to increase the efficiency of the activity and improve the financial and economic situation of the Company in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to provide for consideration by the Board of Directors a report on the implementation of the Action Plan to increase the efficiency of the activity and improve the financial and economic situation of the Company, taking into account the report on the implementation of measures to ensure the financial stability of the Company, including the assessment of the management's activity, in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

Deadline: on a quarterly basis, not later than the 20th day of the second month following the reporting quarter.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis      | - «AGAINST»   |
| 2. Tatiana Petrovna Dronova        | - «ABSTAINED» |
| 3. Oleg Yuryevich Isaev            | - «FOR»       |
| 4. Denis Alexandrovich Malkov      | - «FOR»       |
| 5. Yury Nikolayevich Mangarov      | - «FOR»       |
| 6. Yury Nikolayevich Pankstyanov   | - «FOR»       |
| 7. Maxim Mikhailovich Saukh        | - «FOR»       |
| 8. Roman Alexeyevich Filkin        | - «AGAINST»   |
| 9. Andrey Nikolayevich Kharin      | - «AGAINST»   |
| 10. Alexander Viktorovich Shevchuk | - «FOR»       |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 6: On the prior approval of the decision made by the Company of a transaction, involving the purchase of property, which constitutes the fixed assets that are used for generation, transmission, dispatch and distribution of electrical and heat energy – an electric grid facility, located within the area of Uglichsky district of the Yaroslavl region.**

**Decision:**

To approve the transaction made by the Company, involving the purchase of property, which constitutes the fixed assets that are used for generation, transmission, dispatch and distribution of electrical and heat energy – an electric grid facility, located within the area of Uglichsky district of the Yaroslavl region, on the following essential conditions:

**Composition of the acquired assets:**

Real and personal property, located within the area of Uglichsky district of the Yaroslavl region, in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

**Counterparty:** Uglich Municipal District Administration of the Yaroslavl region.

**Acquisition cost:**

In accordance with the price defined by the results of the auction for the sale of municipal property, but no more 108 669 599,46 (One hundred and eight million six hundred and sixty-nine thousand five hundred ninety-nine) rubles 46 kopecks, including VAT 18% (the value of land plots is not subject to VAT).

**Acquisition method:**

Conclusion of an agreement of sale and purchase of the property on the basis of participation in the auction held by the authorized person to sell the municipal property in accordance with the applicable legislation of the Russian Federation on the privatization of municipal property.

**Procedure of the property transfer:**

The ownership of the property passes according to the procedure established by the legislation of the Russian Federation.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis      | - «AGAINST»   |
| 2. Tatiana Petrovna Dronova        | - «ABSTAINED» |
| 3. Oleg Yuryevich Isaev            | - «FOR»       |
| 4. Denis Alexandrovich Malkov      | - «FOR»       |
| 5. Yury Nikolayevich Mangarov      | - «FOR»       |
| 6. Yury Nikolayevich Pankstyanov   | - «FOR»       |
| 7. Maxim Mikhailovich Saukh        | - «FOR»       |
| 8. Roman Alexeyevich Filkin        | - «AGAINST»   |
| 9. Andrey Nikolayevich Kharin      | - «FOR»       |
| 10. Alexander Viktorovich Shevchuk | - «AGAINST»   |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

**Decision is taken.**

**Appendices:**

1. The Guidelines to implement the unified communication policy of IDGC of Centre, PJSC (Appendix # 1).
2. The Regulation to manage the corporate identity of IDGC of Centre, PJSC (Appendix # 2).
3. The Program of elimination of risks of injury of traumatic electrical equipment, used machinery and mechanisms in service of IDGC of Centre, PJSC for the period of 2015-2019 (Appendix # 3).
4. The Action Plan to increase the efficiency of the activity and improve the financial and economic situation of IDGC of Centre, PJSC (Appendix # 4).
5. The report format «On the implementation of the Action Plan to increase the efficiency of the activity and improve the financial and economic situation of IDGC of Centre, PJSC» (Appendix # 5).
6. The list of electric grid facilities, located within the area of Uglichsky district of the Yaroslavl region (Appendix # 6).

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

**Y.N. Mangarov**

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

**S.V. Lapinskaya**