

**Statement of material fact**  
**«On a meeting of the Board of Directors of the Issuer and its agenda,**  
**as well as 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	<b><a href="http://www.e-disclosure.ru/portal/company.aspx?id=7985">http://www.e-disclosure.ru/portal/company.aspx?id=7985</a>; <a href="https://www.mrsk-1.ru/information/">https://www.mrsk-1.ru/information/</a></b>

**2. Contents of the statement**

**«on some decisions taken by the Board of Directors  
(Supervisory Board) of the Issuer»**

- 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: 10 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 consideration of the report of General Director of the Company «On execution of the Company's Business Plan following the results of 9 months of 2017».**

**Decision:**

1. To take into consideration the report on the execution of the Business Plan of IDGC of Centre, PJSC following the results of 9 months of 2017 in accordance with Appendices ## 1 - 2 to this decision of the Board of Directors of the Company.
2. To note the assessment of the implementation of key operational risks, in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To instruct General Director of IDGC of Centre:
  - 2.1. to spend the savings received from carrying out of trade-purchasing procedures under the maintenance and repair program on performance of additional volume of works under the maintenance and repair program;
  - 2.2. to take measures to prevent the implementation of risks following the results of 2017, having a significant and critical level of materiality.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 2: On consideration of reports of General Director of the Company «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre following the results of 9 months of 2017».**

**Decision:**

To take into consideration the reports on the execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre following the results of 9 months of 2017 in accordance with Appendices ## 4-5 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 3: On approval of the report of General Director of the Company «On execution of the Company's Investment Program in 3Q and following the results of 9 months of 2017».**

**Decision:**

To take into consideration the report of General Director of the Company «On execution of the Company's Investment Program in 3Q and following the results of 9 months of 2017» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 4: On approval of the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2018.**

**Decision:**

To approve the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2018 in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 5: On approval of the budget of the Internal Audit Department of IDGC of Centre, PJSC for 2018.**

**Decision:**

To approve the budget of the Internal Audit Department of IDGC of Centre, PJSC for 2018 in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 6: On approval of KPI for the head of the internal audit division of IDGC of Centre, PJSC for 2018.**

**Decision:**

1. To approve the Methodology for calculating and evaluating the performance of key performance indicators of the head of the internal audit department of IDGC of Centre, PJSC in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

2. To determine the target values of the key performance indicators of Director of the Internal Audit Department of the Company in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

3. To instruct General Director of the Company:

3.1. 3.1. To approve the Methodology for calculating and evaluating the performance of the key performance indicators of the head of the internal audit department of IDGC of Centre, PJSC, specified in paragraphs 1 and 2 of this decision, the target values of the key performance indicators of Director of the Internal Audit Department of the Company, in the order established in IDGC of Centre, PJSC.

3.2. 3.2. To ensure the adaptation and inclusion of the KPI of the head of the internal audit department in the current incentive system for employees of IDGC of Centre, PJSC in relation to the heads of organizational and structural units within the Internal Audit Department of the Company.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 7: On approval of the Program of insurance coverage of IDGC of Centre, PJSC for 2018.**

**Decision:**

To approve the Program of insurance coverage of IDGC of Centre, PJSC for 2018 in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.

**Voting results:**

«FOR» - 7; «AGAINST» - 2; «ABSTAINED» - 1.

**DECISION IS TAKEN.**

**Item 8: On approval of the report «On the KPI performance of General Director of the Company in 3Q 2017».**

**Decision:**

To approve the Report «On the KPI performance of General Director of the Company in 3Q 2017» in accordance with Appendix # 12 to this decision of the Board of Directors of the Company.

**Voting results:**

«FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.

**DECISION IS TAKEN.**

**Item 9: On determination of the position of IDGC of Centre, PJSC regarding the agenda items of a meeting of the Board of Directors of JSC “Sanatorium “Energetik”:**

**9.1. On approval of the report on execution of key performance indicators of General Director of JSC “Sanatorium “Energetik” in 2Q 2017.**

**Decision regarding item 9.1.:**

To instruct representatives of IDGC of Centre, PJSC at the meeting of the Board of Directors of JSC “Sanatorium “Energetik” regarding the item «On approval of the report on execution of key performance indicators of General Director of JSC “Sanatorium “Energetik” in 2Q 2017» to vote «FOR» taking the following decision:

*«To approve the report on execution of key performance indicators of General Director of JSC “Sanatorium “Energetik” in 2Q 2017 in accordance with the Appendix».*

**Voting results:**

«FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 3.

**DECISION REGARDING ITEM 9.1. IS TAKEN.**

**9.2. On approval of the report on execution of key performance indicators of General Director of JSC “Sanatorium “Energetik” in 3Q 2017».**

**Decision regarding item 9.2.:**

To instruct representatives of IDGC of Centre, PJSC at the meeting of the Board of Directors of JSC “Sanatorium “Energetik” regarding the item «On approval of the report on execution of key performance indicators of General Director of JSC “Sanatorium “Energetik” in 3Q 2017» to vote «FOR» taking the following decision:

*«To approve the report on execution of key performance indicators of General Director of JSC “Sanatorium “Energetik” in 3Q 2017 in accordance with the Appendix».*

**Voting results:**

«FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 3.

**DECISION REGARDING ITEM 9.2. IS TAKEN.**

**Item 10: On consideration of the report of General Director of the Company «On approval with the authorized executive bodies of the Russian Federation of a draft of amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2020, approved by Order of the Ministry of Energy of Russia dated 22.12.2016 № 1386, with the extension of the planning period up to 2022».**

**Decision:**

To take into consideration the report of General Director of the Company «On approval with the authorized executive bodies of the Russian Federation of a draft of amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2020, approved by Order of the Ministry of Energy of Russia dated 22.12.2016 № 1386, with the extension of the planning period up to 2022» in accordance with Appendix # 13 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 11: On consideration of adjusted proposals of the Company on planned values of reliability indicators for 2018-2022 by branches of IDGC of Centre, PJSC, shifting to a new long-term period of regulation.**

**Decision:**

1. To recognize the decision of the Board of Directors of the Company, adopted on 20.04.2017 (Minutes dated 21.04.2017 # 09/17) regarding item # 4, in respect of the Company’s proposals for planned values of reliability indicators for branches of IDGC of Centre, PJSC (except for the branch "Tambovenergo") for 2018-2022, to have lost force.

2. To consider the Company’s adjusted proposals on the planned values of reliability indicators by the branches of IDGC of Centre, PJSC for each accounting period for 2018-2022 in accordance with Appendix # 14 to this decision of the Board of Directors of the Company.

3. To instruct General Director of the Company to forward to the executive authorities in the field of state tariff regulation the adjusted proposals on the planned values of reliability indicators for the Company’s branches specified in paragraph 2 of this decision as part of the adjustment of the tariff application for setting tariffs for electric transmission services for 2018.

**Voting results:**

«FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 3.

**DECISION IS TAKEN.**

**Item 12: On consideration of the results of elimination of violations and deficiencies, revealed by the results of audits of financial and economic activities of IDGC of Centre, PJSC in 2016.**

**Decision:**

To take into consideration the results of the Company’s elimination of violations and deficiencies, revealed by the results of audits of financial and economic activities of IDGC of Centre, PJSC in 2016, in accordance with Appendix # 15 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 13: On prior approval of amendments to Agreement dated 01.04.2015 № 7700/00050/15, concluded between IDGC of Centre, PJSC and LLC «Infrastructure investments-3» on movable property lease (with further purchase), which constitutes fixed assets that are used for transmission and distribution of electric energy.**

**Decision:**

1. To approve amendments to Agreement dated 01.04.2015 № 7700/00050/15, concluded between IDGC of Centre, PJSC and LLC «Infrastructure investments-3» on movable property lease (with further purchase), which constitutes fixed assets that are used for transmission and distribution of electric energy, on the terms and conditions in accordance with Appendix # 16 (Amendment # 2) and # 17 (Amendment # 3) to this decision of the Board of

Directors of the Company.

2. To instruct General Director of IDGC of Centre to ensure the conclusion of the Amendments to the Agreement on movable property lease with LLC «Infrastructure investments-3» on the terms and conditions in accordance with Appendices # 16 - 17 to this decision of the Board of Directors of the Company.

**Voting results:**

«FOR» - 6; «AGAINST» - 4; «ABSTAINED» - 0.

**DECISION IS TAKEN.**

**Item 14: On consideration of the report of General Director of the Company «On implementation of the decisions taken in 3Q 2017 at the meetings of the Board of Directors of the Company».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On implementation of the decisions taken in 3Q 2017 at the meetings of the Board of Directors of the Company» in accordance with Appendices # 18-24 to this decision of the Board of Directors of the Company.

2. To recognize paragraphs 1-2 of the decision of the Board of Directors of the Company, taken 28.11.2013 (Minutes dated 02.12.2013 # 28/13) regarding item # 6, with amendments, taken 18.12.2014 (Minutes dated 19.12.2014 # 29/14) regarding item # 8, and 17.08.2015 (Minutes dated 19.08.2015 # 16/15) regarding item # 1, to have lost force.

**Voting results:**

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

**DECISION IS TAKEN.**

**Item 15: On approval of the Plan for decommissioning of PCB-containing equipment for 2018-2023.**

**Decision:**

1. To approve the Plan for decommissioning of PCB-containing equipment for 2018-2023 (hereinafter – the Plan), which includes the following list of necessary activities:

1.1. Transfer of temporarily stocked dismantled PCB-containing equipment to licensed organizations for subsequent destruction.

Deadline: not later than 01.06.2018.

1.2. First-priority replacement of PCB-containing equipment in an unsatisfactory technical condition, with its transfer to licensed organizations for subsequent destruction.

Deadline: constantly.

1.3. The decommissioning of PCB-containing equipment in accordance with the schedule specified in Appendix # 25 to this decision of the Board of Directors of the Company.

Deadline: not later than 01.11.2023.

1.4. Transfer of decommissioned PCB-containing equipment to licensed organizations for subsequent destruction.

Deadline: within 11 months from the date of decommissioning.

1.5. Transfer of PCB-containing equipment in reserve to licensed organizations for subsequent destruction.

Deadline: not later than 01.11.2023.

1.6. Accounting for the above-mentioned terms of replacing PCB-containing equipment and transferring it to licensed organizations for subsequent destruction in the formation of production and investment programs.

Deadline: constantly.

2. To instruct General Director of IDGC of Centre:

2.1. To ensure the Plan implementation;

2.2. To ensure the financing of activities, in accordance with paragraph 1 of this decision, within the limits of costs approved by the Company's Business Plan.

**Voting results:**

«FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 3.

**DECISION IS TAKEN.**

**Item 16: On approval of the Program of energy saving and energy efficiency of IDGC of Centre, PJSC for 2017 – 2022.**

**Decision:**

To approve the Program of energy saving and energy efficiency of IDGC of Centre, PJSC for 2017 – 2022 in accordance with Appendix # 26 to this decision of the Board of Directors of the Company.

**Voting results:**

«FOR» - 6; «AGAINST» - 1; «ABSTAINED» - 3.

**DECISION IS TAKEN.**

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **22.12.2017.**

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 # 29/17 of 25.12.2017.**

3.1. Director of Corporate Governance –  
Head of corporate governance and interaction  
with shareholders Department, acting under  
power of attorney # D-CA/43 of 23.01.2017

3.2. Date «25» December 2017.

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(signature)

Stamp here.

O.A. Kharchenko