



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

28 March 2017

Moscow

No. 05/17

Form of the meeting: joint presence.

Time of the meeting: 10 hours 30 minutes – 12 hours 30 minutes.

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

Video conference A5-048 at the address: Moscow, Belovezhskaya str., 4 (PJSC «Rosseti»)

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

Participants of the meeting: A.N. Goncharov (Video conference), T.V. Zobkova, Y.N. Pankstyanov (Video conference), A.A. Ozherelev (Video conference), S.V. Podlutsky (Video conference), S.V. Pokrovsky, N.V. Sedyikh (Video conference), R.A. Filkin.

The written opinion (questionnaire) of the following members was taken into account while defining the results: S.Y. Lebedev, T.P. Dronova.

Members who neither participated nor provided questionnaires: A.V. Gritsenko, S.Y. Rummyantsev.

The quorum is present.

Date of the minutes: 29.03.2017.

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 Chairperson of the Committee, Y.N. Pankstyanov.

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

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

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

R.P. Mitrofanov – Deputy General Director for Capital Construction

D.V. Sklyarov – Deputy General Director for Investment

O.V. Tikhomirova - Deputy General Director for Economy and Finance

S.N. Sharapov - Deputy General Director for Corporate Governance

At the beginning of the meeting Chairperson of the Committee, Y.N. Pankstyanov, informed the audience about the presence of a quorum for the meeting, and opened the meeting. At the suggestion of the management and with the consent of all the members of the Strategy and Development Committee present, Chairperson of the Committee changed the order of consideration of items ## 1 and 2, the agenda of the meeting of the Committee was adjusted.

AGENDA:

1. On the recommendation to the Board of Directors of the Company regarding the item «On consideration 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».

2. 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 Company's Business Plan in 4Q 2016 and in 2016 (including performance of the Investment Program and information about key operational risks)».

Item 1. On the recommendation to the Board of Directors of the Company regarding the item «On consideration 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».

Speaker - D.V. Sklyarov.

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: Y.N. Pankstyanov, A.N. Goncharov, R.A. Filkin, S.V. Pokrovsky, T.V. Zobkova, A.A. Ozherelev.

The explanations and answers to the questions were given by: D.V. Sklyarov, S.N. Sharapov, O.V. Tikhomirova.

Decision (put for voting):

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

«1. To approve the draft of amendments, entered into the Investment Program of the Company 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, according to the Appendix.

2. To instruct General Director of the Company:

2.1. To ensure the approval of the draft of amendments, entered into the Investment Program of the Company 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 the Ministry of Energy of the Russian Federation in the manner provided for by Resolution of the Government of the Russian Federation dated 01.12.2009 № 977.

2.2. To provide a report on the implementation of paragraph 2.1 of this decision for consideration by the Board of Directors of the Company within 30 days after the approval of the draft of amendments, entered into the Investment Program of the Company 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 the requirements of Resolution of the Government of the Russian Federation dated 01.12.2009 № 977».

Voting results at the meeting:

- | | |
|-----------------------------------|---------------|
| 1. Alexey Nikolayevich Goncharov | - «FOR» |
| 2. Tatiana Valentinovna Zobkova | - «ABSTAINED» |
| 3. Alexey Alexandrovich Ozherelev | - «FOR» |
| 4. Yury Nikolayevich Pankstyanov | - «FOR» |
| 5. Sergey Vasilyevich Podlutsky | - «FOR» |
| 6. Sergey Vladimirovich Pokrovsky | - «ABSTAINED» |
| 7. Nadezhda Vitalyevna Sedykh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «ABSTAINED» |

Voting results by filling in the questionnaires:

- | | |
|------------------------------|-------------|
| 9. Tatiana Petrovna Dronova | - «AGAINST» |
| 10. Sergey Yuryevich Lebedev | - «FOR» |

Total:

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

Decision is taken.

Item 2. 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 Company's Business Plan in 4Q 2016 and in 2016 (including performance of the Investment Program and information about key operational risks)».

Speaker in terms of the report on execution of the Business Plan and information about key operational risks – O.V. Tikhomirova.

Co-Speaker in terms of the report on execution 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: A.N. Goncharov, S.V. Podlutsky, S.V. Pokrovsky, R.A. Filkin, T.V. Zobkova.

The explanations and answers to the questions were given by: O.V. Tikhomirova, D.V. Sklyarov, R.P. Mitrofanov.

During the discussion of the materials on the item, the following official assignments were received from the members of the Committee:

1. To provide the Committee's members with the following additional information:

- on the arrears of the branch of the Company "Tverenergo" for the supplied electricity during the period of performance of functions of the supplier of last resort;

- on the structure of disagreements for the branches of the Company "Tverenergo" and "Lipetskenergo";

- on the reasons for the change in the current accounts receivable (from 9 023 million rubles to 11 258 million rubles);

- how the dynamics of accounts receivable (for example - for 2 large debtors) was affected by adopted Resolution of the Government of the Russian Federation of December dated 21.12.2016 N 1419 «On Amendments to the Rules for Non-discriminatory Access to Electricity Transmission Services and the Provision of These Services on the Synchronization of Payments for Services on Electric Energy Transmission».

2. To finalize for the meeting of the Board of Directors of the Company materials on this item in the part of completing presentation materials with the following information:

- a report on the performance in the 4th quarter of 2016 of the main financial and economic indicators in comparison with the same period last year;

- targets of accounts receivable;

- on the periods of receivables origination by the largest debtors;

- on the KPI implementation «Reduction of operating costs (expenses)» in accordance with the directives of the Government of the Russian Federation (with the provision of calculations).

Decision (put for voting):

1. To recommend the Company's management to finalize the materials on this item for the meeting of the Board of Directors of the Company, taking into account the discussion held at the meeting of the Strategy and Development Committee of the Board of Directors of the Company.

2. 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 Company's Business Plan in 4Q 2016 and in 2016 (including performance of the Investment Program and information about key operational risks)» according to the Appendices».

Voting results at the meeting:

1. Alexey Nikolayevich Goncharov - «FOR»

2. Tatiana Valentinovna Zobkova - «FOR»

3. Alexey Alexandrovich Ozherelev - «FOR»

4. Yury Nikolayevich Pankstyanov - «FOR»

5. Sergey Vasilyevich Podlutsky - «FOR»

6. Sergey Vladimirovich Pokrovsky - «FOR»

7. Nadezhda Vitalyevna Sedykh - «FOR»

8. Roman Alexeyevich Filkin - «FOR»

Voting results by filling in the questionnaires:

9. Sergey Yuryevich Lebedev - «FOR»

10. Tatiana Petrovna Dronova - «ABSTAINED»

Total:

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

Decision is taken.

The agenda of the meeting of the Committee on 28.03.2017 was exhausted. The meeting of the Committee was adjourned.

**Chairperson
of the Strategy and Development Committee**

Y.N. Pankstyanov

**Secretary
of the Strategy and Development Committee**

S.V. Lapinskaya