



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 presentia-absentia)

«03» November 2018

Moscow

No. 39/18

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

Place of the meeting: **Moscow, 2nd Yamskaya, 4, floor 5, office 507.**

Video conference room A2-017 (2nd floor) at the address: Moscow, Belovezhskaya str., 4.

Time of the meeting: **16 hours 00 minutes – 17 hours 00 minutes.**

Participants of the meeting: **D.B. Akopyan (video conference call), A.V. Varvarin, A.I. Kazakov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, R.A. Filkin, A.V. Shevchuk (video conference call).**

The written opinion (questionnaire) of the following members was taken into account while defining the results: **L.A. Romanovskaya, D.A. Spirin, O.Y. Isaev.**

Members who neither participated nor provided questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **04.12.2018.**

The meeting of the Board of Directors of IDGC of Centre, PJSC was led by Chairperson of the Board of Directors of IDGC of Centre, Alexander Ivanovich Kazakov.

The following invited persons – the management of IDGC of Centre were present:

A.K. Akhmedova - Deputy General Director for Legal Provision

V.A. Gorev - Acting Deputy General Director for Capital Construction

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

A.V. Inozemtsev - Deputy General Director for Economy and Finance

K.A. Mikhailik - First Deputy General Director

K.Y. Petukhov - Deputy General Director for Development and Sale of Services

A.V. Pilyugin - First Deputy General Director - Chief Engineer

D.V. Sklyarov - Deputy General Director for Investment

L.A. Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department

After the announcement of a quorum regarding the agenda items by Chairperson at the meeting of the Board of Directors of the Company, A.I. Kazakov, the meeting was called to order.

AGENDA:

1. On consideration of the report on execution of the Company's Business Plan following the results of 9 months of 2018.

2. On approval of the report on execution of the Company's Investment Program in 3Q and following the results of 9 months of 2018.

Item 1. On consideration of the report on execution of the Company's Business Plan following the results of 9 months of 2018.

Speaker in terms of the report on the Business Plan – A.V. Inozemtsev.

The report (presentation) on the item is stored in the materials for the meeting of the Board of Directors.

In discussing the report the questions were received from R.A. Filkin, A.V. Shevchuk, A.V. Rakov.

The explanations and answers to the questions were given by A.V. Inozemtsev, K.Y. Petukhov.

After the discussion the members of the Board of Directors proceeded to vote.

Decision taken at the meeting:

1. To take into consideration the report «On execution of the Company's Business Plan following the results of 9 months of 2018 in accordance with Appendices ## 1-3 to this decision of the Board of Directors of the Company.

2. Based on the results of the Company's work for 9 months of 2018, to note:

2.1. the failure to comply with the indicators of the approved Business Plan for the provision of grid connection services;

2.2. the non-fulfillment of the planned indicator of the financial result from electricity transmission services at 522 million rubles (the plan is 409 million rubles, the fact is (-113) million rubles);

2.3. the loss-making activity from the sale of electricity (-79 million rubles).

3. To instruct General Director of IDGC of Centre, PJSC on the results of work for 2018 to ensure the implementation of:

3.1. the planned financial result from the provision of grid connection services;

3.2. the planned financial result from the electricity transmission services and the sale of electricity.

Voting results under the decision draft, announced at the meeting:

- | | | |
|----|--------------------------------|---------|
| 1. | Dmitry Borisovich Akopyan | - «FOR» |
| 2. | Alexander Viktorovich Varvarin | - «FOR» |
| 3. | Alexander Ivanovich Kazakov | - «FOR» |
| 4. | Alexey Igorevich Pavlov | - «FOR» |
| 5. | Alexey Viktorovich Rakov | - «FOR» |
| 6. | Maxim Mikhailovich Saukh | - «FOR» |
| 7. | Roman Alexeyevich Filkin | - «FOR» |
| 8. | Alexander Viktorovich Shevchuk | - «FOR» |

Voting results by filling in the questionnaires:

- | | | |
|-----|---------------------------------|---------|
| 9. | Oleg Yuryevich Isaev | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. | Denis Alexandrovich Spirin | - «FOR» |

Total:

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

Decision is taken.

Item 2. On approval of the report on execution of the Company's Investment Program in 3Q and following the results of 9 months of 2018.

Speaker – V.A. Gorev.

The report (presentation) on the item is stored in the materials for the meeting of the Board of Directors.

In discussing the report the questions were received from D.B. Akopyan, A.I. Pavlov. The explanations and answers to the questions were given by V.A. Gorev, D.V. Sklyarov.

After the discussion the members of the Board of Directors proceeded to vote.

Decision taken at the meeting:

To take into consideration the report on execution of the Company's Investment Program in 3Q and following the results of 9 months of 2018 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results under the decision draft, announced at the meeting:

- | | | |
|----|--------------------------------|---------|
| 1. | Dmitry Borisovich Akopyan | - «FOR» |
| 2. | Alexander Viktorovich Varvarin | - «FOR» |
| 3. | Alexander Ivanovich Kazakov | - «FOR» |
| 4. | Alexey Igorevich Pavlov | - «FOR» |
| 5. | Alexey Viktorovich Rakov | - «FOR» |
| 6. | Maxim Mikhailovich Saukh | - «FOR» |
| 7. | Roman Alexeyevich Filkin | - «FOR» |
| 8. | Alexander Viktorovich Shevchuk | - «FOR» |

Voting results by filling in the questionnaires:

- | | | |
|-----|---------------------------------|---------|
| 9. | Oleg Yuryevich Isaev | - «FOR» |
| 10. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 11. | Denis Alexandrovich Spirin | - «FOR» |

Total:

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

Decision is taken.

Then, with the consent of all members of the Board of Directors of the Company present at the meeting, they took into consideration the information on the implementation of decisions of the Board of Directors taken at the meetings of the Board of Directors of the Company from 01.10.2018 to 30.11.2018, presented by Corporate Secretary of the Company in accordance with the Regulation on the Board of Directors of the Company while holding a meeting in presentia-absentia.

The agenda of the meeting of the Board of Directors of IDGC of Centre, PJSC on 03.12.2018 was exhausted.

The meeting of the Board of Directors of the Company was adjourned.

Appendices:

1. The report of General Director of the Company «On execution of the Company's Business Plan following the results of 9 months of 2018» (Appendix #1).
2. The report «On execution of the Action Plan following the results of 9 months of 2018 to increase the efficiency of performance and improve the economic and financial condition of IDGC of Centre, PJSC (the branch «Tverenergo»)» (Appendix #2).
3. The report «On key operational risks following the results of 9 months of 2018» (Appendix #3).
4. The report «On execution of the Company's Investment Program in 3Q and following the results of 9 months of 2018» (Appendix #4).

Chairperson of the Board of Directors

A.I. Kazakov

Corporate Secretary

S.V. Lapinskaya