

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

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: 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 consideration of the report of General Director of the Company «On implementation of the decisions in 3Q 2016 taken 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 in 3Q 2016 taken at the meetings of the Board of Directors of the Company» in accordance with Appendices ## 1 - 7 to this decision of the Board of Directors of the Company.

2. To amend paragraph 2 of the decision of the Board of Directors, taken on 28.12.2015 (Minutes # 27/15 of 29.12.2015) regarding item # 14, taking into account the changes, taken by the Board of Directors on 30.06.2016 (Minutes # 19/16 of 01.07.2016) regarding item # 1, reading in the following edition:

«2. To instruct General Director of the Company while adjusting the investment program in the absence of sources of financing for 2016-2017 for the implementation of measures to modernize electricity metering to ensure their implementation by concluding energy service contracts.

Deadline: 1 Quarter 2017».

Voting results:

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

DECISION IS TAKEN.

Item 2: On approval of the Action Plan to manage key operational risks of IDGC of Centre, PJSC for 2017.

Decision:

1. To take into consideration the Action Plan to manage key operational risks of IDGC of Centre, PJSC for 2017 in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to ensure approval of the Action Plan to manage key operational risks of the Company for 2017 in accordance with the existing procedure.

Voting results:

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

DECISION IS TAKEN.

Item 3: On approval of an internal document of the Company - The Program of assurance and improvement of the internal audit quality of IDGC of Centre, PJSC.

Decision:

1. To approve the Program of assurance and improvement of the internal audit quality of IDGC of Centre, PJSC (hereinafter – the Program of assurance) in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

2. The division performing the internal audit function to provide an internal assessment and its presentation in accordance with para. 7.2 of the Program of assurance to the Company's Board of Directors with a preliminary examination by the Audit Committee starting with evaluation for 2016.

Deadline: the evaluation for 2016 – no later than 10.04.2017, evaluation of the following reporting periods – no later

than 28 February of the year following the reporting one.

3. General Director of the Company to ensure an external evaluation of the quality of the Company's internal audit activities as of 31.12.2018 and presentation of its results to the Board of Directors with a preliminary examination by the Audit Committee.

Deadline: no later than 31.03.2019.

4. To cancel paragraph 2.2 of the decision of the Board of Directors of IDGC of Centre, PJSC dated 20.08.2014 regarding item 4 (Minutes # 18/14 of 22.08.2014).

Voting results:

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

DECISION IS TAKEN.

Item 4: On approval of the adjusted Procurement plan of IDGC of Centre, PJSC for 2016.

Decision:

To approve the adjusted Procurement plan of IDGC of Centre, PJSC for 2016 in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

Voting results:

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

DECISION IS TAKEN.

Item 5: On approval of the Procurement plan of IDGC of Centre, PJSC for 2017.

Decision:

To approve the Procurement plan of IDGC of Centre, PJSC for 2017 in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.

Voting results:

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

DECISION IS TAKEN.

Item 6: On approval of an amendment to movable property lease agreement dated 23.05.2012 № 4632003321, 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 IDGC of Centre, PJSC 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, V.M. Kravchenko and A.E. Murov) are members of the Board of Directors of SO UES.

Decision:

1. To establish that the rent value, determined by an amendment to movable property lease agreement dated 23.05.2012 № 4632003321, concluded between IDGC of Centre, PJSC and SO UES, which is a related party transaction, is 43 679,58 (Forty-three thousand six hundred seventy-nine) rubles 58 kopecks, including VAT (18 %) in the amount of 6 662,99 (Six thousand six hundred sixty-two) rubles 99 kopeks per month.

The rent value under movable property lease agreement dated 23.05.2012 № 4632003321 for the period from «01» January 2012 to «30» June 2017 is 480 475,38 (Four hundred and eighty thousand four hundred and seventy-five) rubles 38 kopecks, including VAT (18 %) in the amount of 73 292,85 (Seventy-three thousand two hundred ninety-two) rubles 85 kopecks.

The total rent value for the whole duration of movable property lease agreement dated 23.05.2012 № 4632003321, including its prolongation, shall not be or exceed 2 (two) percent of the book value of assets of IDGC of Centre, PJSC according to its financial statements as of the last reporting date.

2. To approve the amendment to movable property lease agreement dated 23.05.2012 № 4632003321, concluded between IDGC of Centre, PJSC and SO UES, which is a related party transaction, on the following essential conditions:

Parties of the Amendment:

«Lessor» - SO UES;

«Lessee» - IDGC of Centre, PJSC.

Subject and Price:

To amend movable property lease agreement dated 23.05.2012 № 4632003321 in accordance with Appendix # 12 to this decision of the Board of Directors.

Duration of the Amendment:

The Amendment shall enter into force on the day of its signing by both Parties and is valid during the whole term of the Agreement.

Voting results:

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

Member of the Board of Directors of IDGC of Centre, PJSC 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».

DECISION IS TAKEN.

Item 7: 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”.

7.1. On approval of the report of General Director of the Company «On execution of the target values of quarterly key performance indicators in 3Q 2016».

7.2. On approval of the report of General Director of the Company «On execution of the Business Plan of the Company in 3Q 2016 and following the results of 9 months of 2016».

Decision regarding item 7.1:

7.1. To instruct representatives of IDGC of Centre, PJSC at a meeting of the Board of Directors of JSC “Sanatorium “Energetik” regarding item «On approval of the report of General Director of the Company «On execution of the target values of quarterly key performance indicators in 3Q 2016» to vote «FOR» taking the following decision: *«To approve the report of General Director of the Company «On execution of the target values of quarterly key performance indicators in 3Q 2016» in accordance with the Appendix».*

Voting results:

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

DECISION REGARDING ITEM 7.1. IS TAKEN.

Decision regarding item 7.2:

7.2. To instruct representatives of IDGC of Centre, PJSC at a meeting of the Board of Directors of JSC “Sanatorium “Energetik” regarding item «On approval of the report of General Director of the Company «On execution of the Business Plan of the Company in 3Q 2016 and following the results of 9 months of 2016» to vote «FOR» taking the following decision:

«1. To approve the report of General Director of the Company «On execution of the Business Plan of the Company in 3Q 2016 and following the results of 9 months of 2016» in accordance with the Appendix.

2. To instruct General Director of the Company to ensure achieving the target financial result for 2016».

Voting results:

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

DECISION REGARDING ITEM 7.2. IS TAKEN.

Item 8: On approval of the Head and members of the Central purchasing authority of IDGC of Centre, PJSC.

Decision:

1. To terminate the authority of the Central Tender Commission of IDGC of Centre, PJSC, elected by the decision of the Board of Directors of IDGC of Centre, PJSC on 28.12.2015 (Minutes # 27/15 of 29.12.2015).

2. To approve the Head and the following members of the Central Tender Commission of IDGC of Centre, PJSC:

Chairman of the CTC:

D.V. Sklyarov – Deputy General Director for Investment of IDGC of Centre, PJSC;

Deputy Chairman of the CTC:

S.N. Sharapov – Deputy General Director for Corporate Governance of IDGC of Centre, PJSC;

Members of the CTC:

N.A. Loganova – Head of Economy Department of IDGC of Centre, PJSC;

E.P. Erokhin – Head of Department of Competition Policy and Procurement of IDGC of Centre, PJSC;

R.V. Solyanin – Head of Department of Logistics and Procurement of IDGC of Centre, PJSC;

D.A. Rybnikov – Deputy Chief Engineer for Development and Innovation of IDGC of Centre, PJSC;

A.A. Gerasimov – Deputy Chief Engineer for Operation of IDGC of Centre, PJSC;

R.V. Rubtsov – Head of Grid Connection Department of IDGC of Centre, PJSC;

S.N. Kondratyev – Head of Capital Construction Department of IDGC of Centre, PJSC;

N.V. Sychev – Head of Finance Department of IDGC of Centre, PJSC;

V.V. Ozhkalo – Director of Security Department of IDGC of Centre, PJSC;

O.A. Danshina – Head of Legal Groundwork Department of IDGC of Centre, PJSC;

Y.K. Zafesov – Director of Procurement Department of PJSC «Rosseti»;

A.M. Kobelyan – Head of overall planning, regulation and procurement Office of Procurement Department of PJSC «Rosseti»;

Executive Secretaries of the CTC:

O.S. Aleksashina – Head of methodology and procurement Office of Competition Policy and Procurement Department of IDGC of Centre, PJSC (voting);

O.Y. Leonova – Leading specialist of methodology and procurement Office of Competition Policy and Procurement Department of IDGC of Centre, PJSC - acts as Executive Secretary of the CTC while absent (non-voting), not taken into account when calculating the quorum.

Voting results:

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

DECISION IS TAKEN.

Item 9: On approval of the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2017.

Decision:

To approve the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2017 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 10: On approval of the budget of the Internal Audit Department of IDGC of Centre, PJSC for 2017.

Decision:

To approve the budget of the Internal Audit Department of IDGC of Centre, PJSC for 2017 in accordance with Appendix# 14 to this decision of the Board of Directors of the Company.

Voting results:

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

DECISION IS TAKEN.

Item 11: On consideration of the report of General Director of the Company «On implementation of the assignment issued by the Board of Directors of the Company regarding item # 2 (para. 2.4) 19.04.2016 (Minutes # 11/16 of 20.04.2016)».

Decision:

1. To take into consideration the report of General Director of the Company «On implementation of the assignment issued by the Board of Directors of the Company regarding item # 2 (para. 2.4) 19.04.2016 (Minutes # 11/16 of 20.04.2016)», in terms of justification of the reasons for inappropriate submission to the Board of Directors of the adjusted Business Plan of the Company for 2016 in accordance with Appendix # 15 to this decision of the Board of Directors.

2. To recognize the assignment of the Board of Directors of the Company regarding para. 2.4. of item # 2 (Minutes # 11/16 of 20.04.2016) to have lost force.

Voting results:

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

DECISION IS TAKEN.

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **12.12.2016.**

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 # 33/16 of 13.12.2016.**

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)

O.A. Kharchenko

Stamp here.

3.2. Date «14» December 2016.