



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,

**MINUTES**  
of meeting of the Board of Directors of IDGC of Centre, PJSC  
(in the form of absent voting)

«15» February 2018

Moscow

No. 05/18

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

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

Participants of the voting: **T.P. Dronova, O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, D.A. Spirin, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk, P.N. Snikkars.**

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

The quorum **is present.**

Date of the minutes: **16.02.2018.**

**AGENDA:**

1. On a special bonus payment to General Director of IDGC of Centre, PJSC following the results of 2016 for the KPI implementation «Efficiency of innovation activities».
2. On the budget approval of the Committees of the Board of Directors of IDGC of Centre, PJSC for 1H 2018.
3. On approval of an internal document of the Company - the Scenario conditions for formation of investment programs of IDGC of Centre, PJSC in a new edition.

**Item 1: On a special bonus payment to General Director of IDGC of Centre, PJSC following the results of 2016 for the KPI implementation «Efficiency of innovation activities».**

**Decision:**

In accordance with para. 3.5. of the Regulation on material incentives of General Director of the Company, the decision of the Board of Directors dated 29.06.2017 (Minutes #16/17 of 30.06.2017), taken under item # 9, to pay the special bonus to General Director of IDGC of Centre, PJSC O.Y. Isaev following the results of 2016 for the KPI implementation «Efficiency of innovation activities» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Tatiana Petrovna Dronova        | - «ABSTAINED» |
| 2. Oleg Yuryevich Isaev            | - «FOR»       |
| 3. Yury Nikolayevich Mangarov      | - «FOR»       |
| 4. Alexey Igorevich Pavlov         | - «FOR»       |
| 5. Alexey Viktorovich Rakov        | - «FOR»       |
| 6. Maxim Mikhailovich Saukh        | - «FOR»       |
| 7. Pavel Nikolayevich Snikkars     | - «FOR»       |
| 8. Denis Alexandrovich Spirin      | - «AGAINST»   |
| 9. Roman Alexeyevich Filkin        | - «AGAINST»   |
| 10. Oxana Vladimirovna Shatokhina  | - «FOR»       |
| 11. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «2»

**Decision is taken.****Item 2: On the budget approval of the Committees of the Board of Directors of IDGC of Centre, PJSC for 1H 2018.****Decision:**

1. To approve the budget of the Audit Committee of the Board of Directors of the Company for 1H 2018 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. To approve the budget of the Personnel and Remuneration Committee of the Board of Directors of the Company for 1H 2018 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
3. To approve the budget of the Strategy and Development Committee of the Board of Directors of the Company for 1H 2018 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
4. To approve the budget of the Reliability Committee of the Board of Directors of the Company for 1H 2018 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.
5. To approve the budget of the Grid Connection Committee under the Board of Directors of the Company for 1H 2018 in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Tatiana Petrovna Dronova - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Yury Nikolayevich Mangarov - «FOR»
4. Alexey Igorevich Pavlov - «FOR»
5. Alexey Viktorovich Rakov - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Pavel Nikolayevich Snikkars - «AGAINST»
8. Denis Alexandrovich Spirin - «ABSTAINED»
9. Roman Alexeyevich Filkin - «ABSTAINED»
10. Oxana Vladimirovna Shatokhina - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.****Item 3: On approval of an internal document of the Company - the Scenario conditions for formation of investment programs of IDGC of Centre, PJSC in a new edition.****Decision:**

1. To approve the Scenario conditions for formation of investment programs of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to ensure the formation of the Company's investment program in accordance with the Scenario conditions, specified in paragraph 1 of this decision, with a view to its subsequent approval in the manner established by the current

legislation of the Russian Federation.

3. To recognize the Scenario conditions for formation of investment programs of the Company, approved by the decision of IDGC of Centre dated 15.10.2013 (Minutes #24/13 of 18.10.2013), to have lost force».

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Tatiana Petrovna Dronova        | - «ABSTAINED» |
| 2. Oleg Yuryevich Isaev            | - «FOR»       |
| 3. Yury Nikolayevich Mangarov      | - «FOR»       |
| 4. Alexey Igorevich Pavlov         | - «FOR»       |
| 5. Alexey Viktorovich Rakov        | - «FOR»       |
| 6. Maxim Mikhailovich Saukh        | - «FOR»       |
| 7. Pavel Nikolayevich Snikkars     | - «AGAINST»   |
| 8. Denis Alexandrovich Spirin      | - «AGAINST»   |
| 9. Roman Alexeyevich Filkin        | - «AGAINST»   |
| 10. Oxana Vladimirovna Shatokhina  | - «FOR»       |
| 11. Alexander Viktorovich Shevchuk | - «AGAINST»   |

**Total:**

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

**Decision is taken.**

A dissenting opinion on the given item was received from a member of the Board of Directors of the Company, P.N. Snikkars (Appendix # 8).

**Appendices:**

1. The calculation of the special bonus to General Director of IDGC of Centre, PJSC O.Y. Isaev following the results of 2016 for the KPI implementation «Efficiency of innovation activities» (Appendix # 1).
2. The budget of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 1H 2018 (Appendix # 2).
3. The budget of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC (Appendix # 3).
4. The budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC (Appendix # 4).
5. The budget of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC for 1H 2018 (Appendix # 5).
6. The budget of the Grid Connection Committee under the Board of Directors of IDGC of Centre, PJSC for 1H 2018 (Appendix # 6).
7. The Scenario conditions for formation of investment programs of IDGC of Centre, PJSC in a new edition (Appendix # 7).
8. The dissenting opinion of the member of the Board of Directors of the Company, P.N. Snikkars, regarding item # 3 of the agenda (Appendix # 8).

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

**Y.N. Mangarov**

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

**S.V. Lapinskaya**