



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 the form of absent voting)

«06» March 2017

Moscow

No. 04/17

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

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

Participants of the voting: **O.Y. Isaev, A.E. Bogashov, D.A. Malkov, Y.N. Mangarov, I.B. Masaleva, M.M. Saukh, D.A. Spirin, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk, N.I. Erpsher.**

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

The quorum is **present.**

Date of the minutes: **07.03.2017.**

**AGENDA:**

1. On consideration of the Company's shareholders' proposals for the inclusion of items on the agenda of the Annual General Meeting of Shareholders and nomination of candidates for the Company's management and control bodies.
2. On determination of the date of the meeting of the Board of Directors of the Company to consider issues related to the preparation for the Annual General Meeting of Shareholders of the Company.

**Item 1. On consideration of the Company's shareholders' proposals for the inclusion of items on the agenda of the Annual General Meeting of Shareholders and nomination of candidates for the Company's management and control bodies.**

**Decision:**

1. To include the following nominees into the list of candidates for voting to be elected for the Board of Directors of the Company:

Item ##	Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Board of Directors of the Company	Position, Place of Employment of the Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Board of Directors of the Company	Full name/name of the shareholder (s), who proposed to include the Candidate into the list for voting to be elected for the Board of Directors of the Company	Number of voting shares of the Company held by the shareholder (s) (in percentage terms)
1	Tatiana Petrovna Dronova	Deputy General Director for Strategy and Development of ZAO "Investment Holding "Energy Alliance"	Company «Energosouz Holdings Limited»	2,73
2	Denis Alexandrovich Spirin	Director for Corporate Governance of Representative Office of Prosperity Capital Management (Russian Federation) Ltd.	Company «Genhold Limited»	15,00
3	Roman Alexeyevich Filkin	Director, power engineering, machine building of Representative Office of Prosperity Capital Management (Russian Federation) Ltd.	Company «Genhold Limited»	15,00
4	Oleg Romanovich Fedorov	Member of the Supervisory Board of ALROSA	Company «Genhold Limited»	15,00

5	Alexander Viktorovich Shevchuk	Executive Director of Association of Institutional Investors	Company «Genhold Limited»	15,00
6	Denis Viktorovich Kulikov	Adviser to Executive Director of Association of Institutional Investors	Company «Genhold Limited»	15,00
7	Sergey Vladimirovich Chebotarev	Vice-President for Power Engineering of NLMK	Company «FLETCHER GROUP HOLDINGS LIMITED»	3,20
8	Alexander Gennadievich Batalov	Director of Economic Security and Anti-Corruption Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23
9	Alexander Viktorovich Varvarin	Vice-President - Managing Director for Corporate Relations and Legal Support of Russian Union of Industrialists and Entrepreneurs	PJSC «Rosseti»	50,23
10	Oleg Yuryevich Isaev	General Director of IDGC of Centre, PJSC, Acting General Director of IDGC of Centre and Volga Region, PJSC	PJSC «Rosseti»	50,23
11	Marina Alexandrovna Lavrova	Head of SDC Economy Office of Economic Planning and Budgeting Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23
12	Yury Nikolayevich Mangarov	Deputy Chief of Staff of PJSC «Rosseti»	PJSC «Rosseti»	50,23
13	Alexey Igorevich Pavlov	Director of Treasury Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23
14	Pavel Nikolayevich Snikkars	Director of Electric Power Industry Development Department of the Ministry of Energy of Russia	PJSC «Rosseti»	50,23
15	Alexey Viktorovich Rakov	Director of Electricity Metering and Interaction with Stakeholders of Electricity Markets Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23
16	Maxim Mikhailovich Saukh	Head of Corporate Governance Office of Corporate Governance and Interaction with Shareholders Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23
17	Oxana Vladimirovna Shatokhina	Deputy General Director for Economy of PJSC «Rosseti»	PJSC «Rosseti»	50,23
18	Natalia Ilyinichna Erpsher	Head of Organizational Development Office of Personnel Policy and Organizational Development Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23
19	Anastasiya Igorevna Krupenina		Sergey Valerievich Ilyushko	2,30
20	Pavel Alexandrovich Litvinov		Sergey Valerievich Ilyushko	2,30

2. To include the following nominees into the list of candidates for voting to be elected for the Audit Commission of the Company:

Item ##	Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company	Position, Place of Employment of the Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company	Full name/name of the shareholder (s), who proposed to include the Candidate into the list for voting to be elected for the Audit Commission of the Company	Number of voting shares of the Company held by the shareholder (s)
1	Svetlana Anatolyevna Kim	Head of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23
2	Oxana Alexeevna Medvedeva	Chief Expert of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23
3	Sergey Vladimirovich Malyshev	Leading Expert of Investment Audit Section of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23
4	Elena Stanislavovna Erandina	Chief Expert of Control and Expert Office of Internal Audit and Control Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23%

5	Elena Borisovna Sinitsyna	Head of Control and Expert Office of Internal Audit and Control Department of PJSC «Rosseti»	PJSC «Rosseti»	50,23
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**Voting results:**

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

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

**Decision is taken.**

**Item 2. On determination of the date of the meeting of the Board of Directors of the Company to consider issues related to the preparation for the Annual General Meeting of Shareholders of the Company.**

**Decision:**

To determine the date of the meeting of the Board of Directors of the Company held to consider issues relating to the preparation for the Annual General Meeting of Shareholders of the Company (including the determination of the date, time and place of the AGM; making the agenda for the AGM; the definition of the record date of the list of persons entitled to participate in the AGM; the approval of the form and text of voting ballots, etc.) - not later than «03» May 2017.

**Voting results:**

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

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

**Decision is taken.**

**Chairperson of the Board of Directors**

**of IDGC of Centre, PJSC**

**Y.N. Mangarov**

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

**S.V. Lapinskaya**