



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@mnsk-1.ru, www.mnsk-1.ru

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

«10» February 2017

Moscow

No. 02/17

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: **13.02.2017.**

AGENDA:

1. On consideration of the report of General Director of the Company «On performed activities aimed at optimizing the debt portfolio cost following the results of 2016».
2. On approval of the Program of energy conservation and energy efficiency of IDGC of Centre, PJSC for 2017 and the period until 2021.
3. On approval of the target Program of development of an automated process control system (ACS) of IDGC of Centre, PJSC in a new edition.
4. On coordination of holding paid positions in other organizations by members of the Management Board of IDGC of Centre, PJSC.
5. On approval of an internal document of the Company - The Anti-corruption Policy of PJSC «Rosseti» and SDCs of PJSC «Rosseti» in a new edition.

Item 1. On consideration of the report of General Director of the Company «On performed activities aimed at optimizing the debt portfolio cost following the results of 2016».

Decision:

To take into consideration the report of General Director of the Company «On performed activities aimed at optimizing the debt portfolio cost following the results of 2016» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

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 approval of the Program of energy conservation and energy efficiency of IDGC of Centre, PJSC for 2017 and the period until 2021.

Decision:

To approve the Program of energy conservation and energy efficiency of IDGC of Centre, PJSC for 2017 and the period until 2021 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Evgenyevich Bogashov - «ABSTAINED»
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 - «ABSTAINED»
8. Roman Alexeyevich Filkin - «ABSTAINED»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»
11. Natalia Ilyinichna Erpsher - «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

Decision is taken.

Item 3. On approval of the target Program of development of an automated process control system (ACS) of IDGC of Centre, PJSC in a new edition.

Decision:

To defer consideration of the item at a later date.

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 4. On coordination of holding paid positions in other organizations by members of the Management Board of IDGC of Centre, PJSC.

Decision:

1. To coordinate holding the position of Advisor to General Director of IDGC of Centre and Volga Region, PJSC by Inna Vitalyevna Gromova, a member of the Management Board of IDGC of Centre, PJSC.
2. To coordinate holding the position of Advisor to General Director of IDGC of Centre and Volga Region, PJSC by Lyudmila Alexeevna Sklyarova, a member of the Management Board of IDGC of Centre, PJSC.

Voting results:

1. Alexander Evgenyevich Bogashov - «ABSTAINED»
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 - «AGAINST»
8. Roman Alexeyevich Filkin - «AGAINST»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»
11. Natalia Ilyinichna Erpsher - «FOR»

Total:

«FOR»

- «7»

«AGAINST»

- «2»

«ABSTAINED»

- «2»

Decision is taken.

Item 5. On approval of an internal document of the Company - The Anti-corruption Policy of PJSC «Rosseti» and SDCs of PJSC «Rosseti» in a new edition.

Decision:

1. To approve the Anti-corruption policy of PJSC «Rosseti» and SDCs of PJSC «Rosseti» in a new edition as an internal document of IDGC of Centre, PJSC (hereinafter – the Company) in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To recognize the Anti-corruption policy of JSC «Rosseti» and SDCs of JSC «Rosseti», approved by the decision of the Board of Directors of the Company on 30.12.2014 (Minutes dated 30.12.2014 # 30/14) to have lost force from the date of adoption of this decision.
3. To instruct General Director of the Company:
 - 3.1. To ensure the implementation of the Anti-corruption policy of PJSC «Rosseti» and SDCs of PJSC «Rosseti» in a new edition in the Company and SDCs.
 - 3.2. To develop and approve by the Company's administrative document the Program of anti-corruption activities of the Company for 2017.
Deadline: within 1 month from the date of adoption of this decision.
 - 3.3. To present to the Board of Directors of the Company information on implementation of items 3.1 and 3.2 of this decision within the framework of a report on implementation of decisions of the Board of Directors of the Company.

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 | - «ABSTAINED» |
| 11. | Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Appendices:

1. The report of General Director of the Company «On performed activities aimed at optimizing the debt portfolio cost following the results of 2016» (Appendix # 1).
2. The Program of energy conservation and energy efficiency of IDGC of Centre, PJSC for 2017 and the period until 2021 (Appendix # 2).
3. The Anti-corruption policy of PJSC «Rosseti» and SDCs of PJSC «Rosseti» in a new edition (Appendix # 3).

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

Y.N. Mangarov

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

S.V. Lapinskaya