



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)

«27» March 2018

Moscow

No. 11/18

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

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

Video conference room A5-048 (5th floor) at the address: Moscow, Belovezhskaya str., 4.

Time of the meeting: **10 hours 30 minutes – 12 hours 05 minutes.**

Participants of the meeting: **T.P. Dronova, O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov (video conference call), M.M. Saukh (video conference call), R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.**

The written opinion (questionnaire) of the following members was taken into account while defining the results: **A.V. Rakov, D.A. Spirin.**

Members who neither participated nor provided questionnaires: **P.N. Snikkars.**

The quorum **is present.**

Date of the minutes: **28.03.2018.**

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, Yury Nikolayevich Mangarov.

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

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

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

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

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

K.A. Mikhailik - First Deputy General Director

V.V. Ozhkalo - Deputy General Director for Security

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

S.N. Sharapov - Deputy General Director for Corporate Governance

S.V. Shpakova - Head of Internal Audit Department

After the announcement of a quorum regarding the agenda items by Chairperson at the meeting of the Board of Directors of the Company, Y.N. Mangarov, the meeting was called to order.

AGENDA:

1. On consideration of the report on execution of the Company's Business Plan in 2017.
2. On approval of the report on execution of the Company's Investment Program following the results of 4Q 2017 and 2017.

Item 1. On consideration of the report on execution of the Company's Business Plan in 2017.

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

Co-speaker in the part of the report on the Program of energy conservation and energy efficiency – A.V. Pilyugin.

Co-speaker in the part of the report on the Program of long-term development of electricity metering systems in the retail market – K.A. Mikhailik.

Co-speaker in the part of the report on acquisition of power facilities, the approval of which is not required by the Board of Directors, as well as in the part of the report on performance of activities for registration of ownership of immovable property, registration/re-registration of rights of use of land plots - S.N. Sharapov.

Co-speaker in the part of the report on the Procurement Plan – D.V. Sklyarov.

The reports (presentations) on the item are stored in the materials for the meeting of the Board of Directors.

In discussing the report the questions were received from T.P. Dronova, A.I. Pavlov, R.A. Filkin, A.V. Shevchuk.

The explanations and answers to the questions were given by O.Y. Isaev, K.A. Mikhailik, A.V. Inozemtsev, L.A. Sklyarova.

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 Business Plan of IDGC of Centre, PJSC in 2017 in accordance with Appendices ## 1-8 to this decision of the Board of Directors of the Company.

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

1. Tatiana Petrovna Dronova - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Yury Nikolayevich Mangarov - «FOR»
4. Alexey Igorevich Pavlov - «FOR»
5. Maxim Mikhailovich Saukh - «FOR»
6. Roman Alexeyevich Filkin - «FOR»
7. Oxana Vladimirovna Shatokhina - «FOR»
8. Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

9. Alexey Viktorovich Rakov - «FOR»
10. Denis Alexandrovich Spirin - «FOR»

Total:

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

Decision is taken.

Item 2. On approval of the report on execution of the Company's Investment Program following the results of 4Q 2017 and 2017.

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 T.P. Dronova, A.I. Pavlov.

The explanations and answers to the questions were given by K.A. Mikhailik, D.V. Sklyarov.

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

Decision taken at the meeting:

1. To approve the report of General Director of the Company «On execution of the Company's Investment Program following the results of 4Q 2017 and 2017» in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.
2. To note deviations from the planned parameters of the approved Investment Program of IDGC of Centre, PJSC based on the implementation results of the Investment Program for 2017, in accordance with Appendix # 10 to this decision.
3. To instruct General Director of the Company to submit to the regular meeting of the Board of Directors of the Company a report on measures taken to prevent such deviations during the implementation of the Company's Investment Program in 2018.

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

1. Tatiana Petrovna Dronova - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Yury Nikolayevich Mangarov - «FOR»
4. Alexey Igorevich Pavlov - «FOR»
5. Maxim Mikhailovich Saukh - «FOR»
6. Roman Alexeyevich Filkin - «FOR»
7. Oxana Vladimirovna Shatokhina - «FOR»
8. Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

9. Alexey Viktorovich Rakov - «FOR»
10. Denis Alexandrovich Spirin - «FOR»

Total:

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

Decision is taken.

Then, with the consent of all members of the Board of Directors 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 01.01.2018 to 15.03.2018, 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 person.

The agenda of the meeting of the Board of Directors of IDGC of Centre, PJSC on 27.03.2018 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» (Appendix #1).
2. The report «On the implementation of the Program for increasing the operational efficiency of the Company» (Appendix #2).
3. The report «On the implementation of the Action Plan for increasing the efficiency of operations and improving the financial and economic status of IDGC of Centre, PJSC (IDGC of Centre - Tverenergo division)» (Appendix #3).
4. The report «On key operational risks» (Appendix #4).
5. The report «On the implementation of the Program of energy conservation and energy efficiency of the Company» (Appendix #5).
6. The report «On the implementation of the Program of long-term development of electricity metering systems in the retail market of the Company» (Appendix #6).
7. The report «On performance of activities for registration of ownership of immovable property, registration/re-registration of rights of use of land plots taking into account the preparation of information on boundaries of exclusion zones of electric grid facilities» (Appendix #7).
8. The report «On the implementation of the Procurement Plan» (Appendix #8).
9. The report «On the implementation of the Investment Program of the Company» (Appendix #9).
10. The deviations from the planned parameters of the approved Investment Program of IDGC of Centre, PJSC based on the implementation results of the Investment Program for 2017 (Appendix # 10).

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

Y.N. Mangarov

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

S.V. Lapinskaya