



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)

«29» June 2017

Moscow

No. 16/17

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.**

Members who did not provide questionnaires: **P.N. Snikkars.**

The quorum is **present.**

Date of the minutes: **30.06.2017.**

AGENDA:

1. On approval of the Activity Plan of the Board of Directors of IDGC of Centre, PJSC for 2017-2018.
2. On the composition of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.
3. On the composition of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.
4. On the composition of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC.
5. On the composition of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC.
6. On the composition of the Grid Connection Committee under the Board of Directors of IDGC of Centre, PJSC.
7. On consideration of the report of General Director of the Company «On implementation of the decisions taken in 1Q 2017 at the meetings of the Board of Directors of the Company».
8. On approval of the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director of the Company in 1Q 2017».
9. On a special bonus payment to General Director of IDGC of Centre, PJSC following the results of 2016.
10. On approval of reports of General Director of the Company «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 1Q 2017».
11. On approval of the internal document of the Company: the Order of interaction of IDGC of Centre, PJSC with business companies, whose stocks (shares) are owned by IDGC of Centre, PJSC in a new edition.
12. On approval of the Private pension program for employees of IDGC of Centre, PJSC for 2H 2017.
13. 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»»:
- 13.1. On approval of the report of General Director of the Company «On execution of the

target values of quarterly key performance indicators in 1Q 2017».

13.2. On approval of the report of General Director of the Company «On execution of the Business Plan of the Company in 1Q 2017».

14. On approval of the adjusted Program to increase operational efficiency and reduce costs of IDGC of Centre, PJSC for 2017-2021.

15. On approval of the Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC for 2017.

16. On approval of the corporate structure of the Executive Office of IDGC of Centre, PJSC.

Item 1: On approval of the Activity Plan of the Board of Directors of IDGC of Centre, PJSC for 2017-2018.

Decision:

To approve the Activity Plan of the Board of Directors of IDGC of Centre, PJSC for 2017-2018 in accordance with Appendix # 1 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. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 8. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 2: On the composition of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision (put for voting):

1. To define the number of members of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC - 5 (five) people.

Voting results:

FOR - 8 - T.P. Dronova, O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, O.V. Shatokhina, A.V. Shevchuk.

AGAINST – 2 - D.A. Spirin, R.A. Filkin.

ABSTAINED - 0 -

Decision is taken.

2. To elect the following personnel of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC¹:

Tatiana Petrovna Dronova - Deputy General Director for Strategy and Development of ZAO «Investment Holding «Energy Alliance».

Voting results:

FOR - 10 - T.P. Dronova, O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov,

¹ The elected members will be the 5 members of the Audit Committee, who received the largest number of votes in the voting.

M.M. Saukh, D.A. Spirin, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.

AGAINST - 0

ABSTAINED - 0

Decision is taken.

Alexey Igorevich Pavlov - Director of Treasury Department of PJSC «Rosseti».

Voting results:

FOR - 10 - 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.

AGAINST - 0

ABSTAINED - 0

Decision is taken.

Alexey Viktorovich Rakov - Director of Electricity Metering and Interaction with Stakeholders of Electricity Markets Department of PJSC «Rosseti».

Voting results:

FOR - 2 - D.A. Spirin, R.A. Filkin.

AGAINST – 7 - O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, O.V. Shatokhina, A.V. Shevchuk.

ABSTAINED - 1 - T.P. Dronova.

Decision is NOT taken.

Maxim Mikhailovich Saukh - Head of Corporate Governance Office of Corporate Governance and Interaction with Shareholders Department of PJSC «Rosseti».

Voting results:

FOR - 8 - O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, O.V. Shatokhina, D.A. Spirin, R.A. Filkin.

AGAINST – 1 - A.V. Shevchuk.

ABSTAINED - 1 - T.P. Dronova.

Decision is taken.

Oxana Vladimirovna Shatokhina - Deputy General Director for Economy of PJSC «Rosseti».

Voting results:

FOR - 10 - 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.

AGAINST - 0

ABSTAINED - 0

Decision is taken.

Alexander Viktorovich Shevchuk - Executive Director of Association of Institutional Investors.

Voting results:

FOR - 10 - 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.

AGAINST - 0

ABSTAINED – 0

Decision is taken.

Roman Alexeyevich Filkin - Director, power engineering, machine building of Representative Office of Prosperity Capital Management (Russian Federation) Ltd.

Voting results:

FOR - 4 - T.P. Dronova, D.A. Spirin, R.A. Filkin, A.V. Shevchuk.

AGAINST – 6 - O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, O.V. Shatokhina.

ABSTAINED - 0

Decision is NOT taken.

3. To elect Alexander Viktorovich Shevchuk, Executive Director of Association of Institutional Investors, as Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

Voting results:

FOR - 10 - 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.

AGAINST - 0

ABSTAINED - 0

Decision is taken.

Decision (taken regarding item # 2):

1. To define the number of members of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC - 5 (five) people.

2. To elect the following personnel of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC:

#	Full name of the candidate	Title and place of employment
1.	Alexander Viktorovich Shevchuk	Executive Director of Association of Institutional Investors
2.	Oxana Vladimirovna Shatokhina	Deputy General Director for Economy of PJSC «Rosseti»
3.	Alexey Igorevich Pavlov	Director of Treasury Department of PJSC «Rosseti»
4.	Maxim Mikhailovich Saukh	Head of Corporate Governance Office of Corporate Governance and Interaction with Shareholders Department of PJSC «Rosseti»
5.	Tatiana Petrovna Dronova	Deputy General Director for Strategy and Development of ZAO «Investment Holding «Energy Alliance»

3. To elect Alexander Viktorovich Shevchuk, Executive Director of Association of Institutional Investors, as Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

Item 3: On the composition of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision (put for voting):

1. To define the number of members of the Personnel and Remuneration Committee of the Board of Directors of the IDGC of Centre, PJSC – 3 (three) people.

Voting results:

FOR - 7 - T.P. Dronova, O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, O.V. Shatokhina.

AGAINST – 3 - D.A. Spirin, R.A. Filkin, A.V. Shevchuk.

ABSTAINED – 0

Decision is taken.

2. To elect the following personnel of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC²:

Tatiana Petrovna Dronova - Deputy General Director for Strategy and Development of ZAO «Investment Holding «Energy Alliance».

Voting results:

FOR - 10 - 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.

AGAINST - 0

ABSTAINED - 0

² The elected members will be the 3 members of the Personnel and Remuneration Committee, who received the largest number of votes in the voting.

Decision is taken.

Yury Nikolayevich Mangarov - Deputy Official Secretary of PJSC «Rosseti».

Voting results:

FOR - 8 - O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, D.A. Spirin, R.A. Filkin, O.V. Shatokhina.

AGAINST – 2 - T.P. Dronova, A.V. Shevchuk.

ABSTAINED - 0

Decision is taken.

Oxana Vladimirovna Shatokhina - Deputy General Director for Economy of PJSC «Rosseti».

Voting results:

FOR - 8 - O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, D.A. Spirin, R.A. Filkin, O.V. Shatokhina.

AGAINST – 2 - T.P. Dronova, A.V. Shevchuk.

ABSTAINED – 0

Decision is taken.

Alexander Viktorovich Shevchuk - Executive Director of Association of Institutional Investors.

Voting results:

FOR - 4 - T.P. Dronova, D.A. Spirin, R.A. Filkin, A.V. Shevchuk.

AGAINST – 6 - O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, O.V. Shatokhina.

ABSTAINED - 0

Decision is NOT taken.

Roman Alexeyevich Filkin - Director, power engineering, machine building of Representative Office of Prosperity Capital Management (Russian Federation) Ltd.

Voting results:

FOR - 4 - T.P. Dronova, D.A. Spirin, R.A. Filkin, A.V. Shevchuk.

AGAINST – 6 - O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, O.V. Shatokhina.

ABSTAINED – 0

Decision is NOT taken.

3. To elect Oxana Vladimirovna Shatokhina, Deputy General Director for Economy of PJSC «Rosseti», as Chairperson of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.

Voting results:

FOR - 8 - O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, D.A. Spirin, R.A. Filkin, O.V. Shatokhina.

AGAINST – 2 - T.P. Dronova, A.V. Shevchuk.

ABSTAINED – 0

Decision is taken.

Decision (taken regarding item # 3):

1. To define the number of members of the Personnel and Remuneration Committee of the Board of Directors of the IDGC of Centre, PJSC – 3 (three) people.

2. To elect the following personnel of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC:

#	Full name of the candidate	Title and place of employment
1.	Oxana Vladimirovna Shatokhina	Deputy General Director for Economy of PJSC «Rosseti»
2.	Yury Nikolayevich Mangarov	Deputy Official Secretary of PJSC «Rosseti»
3.	Tatiana Petrovna Dronova	Deputy General Director for Strategy and Development of ZAO «Investment Holding «Energy

3. To elect Oxana Vladimirovna Shatokhina, Deputy General Director for Economy of PJSC «Rosseti», as Chairperson of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.

Item 4: On the composition of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision:

To defer consideration of the item at a later date.

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. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 8. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

«FOR»	- «6»
«AGAINST»	- «1»
«ABSTAINED»	- «3»

Decision is taken.

Item 5: On the composition of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision:

To defer consideration of the item at a later date.

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. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 8. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

«FOR»	- «6»
«AGAINST»	- «1»
«ABSTAINED»	- «3»

Decision is taken.

Item 6: On the composition of the Grid Connection Committee under the Board of Directors of IDGC of Centre, PJSC.

Decision:

To defer consideration of the item at a later date.

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. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 8. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

«FOR»	- «6»
«AGAINST»	- «1»
«ABSTAINED»	- «3»

Decision is taken.**Item 7: On consideration of the report of General Director of the Company «On implementation of the decisions taken in 1Q 2017 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 taken in 1Q 2017 at the meetings of the Board of Directors of the Company» in accordance with Appendices ## 2 - 8 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company in the shortest possible time to organize work pursuant to para. 2 of the decision of the Board of Directors of 28.12.2015 regarding item # 14 (Minutes # 27/15 of 29.12.2015) and para. 2 of the decision of the Board of Directors of 28.11.2016 (Minutes # 32/16 of 29.11.2016) on the conclusion of energy service contracts and provision by the Company of conditions for the performance of already concluded energy service contracts.
3. To recognize para. 2 of the decision of the Board of Directors of the Company, taken on 16.02.2015 (Minutes # 02/15 of 17.02.2015) regarding item # 1 to have lost force.

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. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 8. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.**Item 8: On approval of the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director of the Company in 1Q 2017».****Decision:**

To approve the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director of the Company in 1Q 2017» in accordance with Appendix #9 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. | Denis Alexandrovich Spirin | - «FOR» |
| 8. | Roman Alexeyevich Filkin | - «FOR» |
| 9. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 9: On a special bonus payment to General Director of IDGC of Centre, PJSC following the results of 2016.

Decision:

1. To consider expedient to use the adjusted actual EBITDA value for 2016, taking into account the fact that in 2016 there is no objective factor that is beyond the control of the Company's management - creation of a reserve for the bad debt receivable of JSC «Oboronenergosbyt» in the amount of 706,5 million rubles - for the purpose of evaluating the fulfillment of the terms of payment of the special bonus to General Director of the Company for 2016.

2. In accordance with para. 3.5. of the Regulation on material incentives of General Director of the Company to pay the special bonus following the results of 2016 to General Director of IDGC of Centre, PJSC, O.Y. Isaev, in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

Voting results:

- | | | |
|-----|--------------------------------|---------------|
| 1. | Tatiana Petrovna Dronova | - «AGAINST» |
| 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. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 8. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «6»
«AGAINST»	- «1»
«ABSTAINED»	- «3»

Decision is taken.

Item 10: On approval of reports of General Director of the Company «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 1Q 2017».

Decision:

To approve the reports of General Director of the Company «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 1Q 2017», in accordance with Appendices # 11-12 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. | Denis Alexandrovich Spirin | - «FOR» |
| 8. | Roman Alexeyevich Filkin | - «FOR» |
| 9. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 11: On approval of the internal document of the Company: the Order of interaction of IDGC of Centre, PJSC with business companies, whose stocks (shares) are owned by IDGC of Centre, PJSC in a new edition.**Decision:**

1. To approve the Order of interaction of IDGC of Centre, PJSC with business companies, whose stocks (shares) are owned by IDGC of Centre, PJSC in a new edition in accordance with Appendix # 13 to this decision of the Board of Directors of the Company.
2. To recognize the Order of interaction of IDGC of Centre, JSC with business companies, whose stocks (shares) are owned by IDGC of Centre, JSC, approved by the decision of the Board of Directors of the Company on 29.08.2013 (Minutes # 21/13 of 02.09.2013) to have lost force.

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. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 8. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 12: On approval of the Private pension program for employees of IDGC of Centre, PJSC for 2H 2017.

Decision:

To approve the Private pension program for employees of IDGC of Centre, PJSC for 2H 2017 in accordance with Appendix # 14 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. | Denis Alexandrovich Spirin | - «AGAINST» |
| 8. | Roman Alexeyevich Filkin | - «AGAINST» |
| 9. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

«FOR»	- «6»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

Decision is taken.

Item 13: 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”.

13.1. On approval of the report of General Director of the Company «On execution of the target values of quarterly key performance indicators in 1Q 2017».

13.2. On approval of the report of General Director of the Company «On execution of the Business Plan of the Company in 1Q 2017»

Decision regarding item 13.1:

To defer consideration of the item at a later date.

Voting results regarding item 13.1:

- | | | |
|-----|--------------------------------|---------------|
| 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. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 8. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision regarding item 13.1. taken.**Decision regarding item 13.2:**

To instruct representatives of IDGC of Centre, PJSC at the meeting of the Board of Directors of JSC “Sanatorium “Energetik” regarding the item «On approval of the report of General Director of the Company «On execution of the Business Plan of the Company in 1Q 2017» to vote «FOR» taking the following decision:

«To approve the report of General Director of the Company «On execution of the Business Plan of the Company in 1Q 2017» in accordance with the Appendix».

Voting results regarding item 13.2:

- | | | |
|-----|--------------------------------|---------------|
| 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. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 8. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

Decision regarding item 13.2. NOT taken.

Item 14: On approval of the adjusted Program to increase operational efficiency and reduce costs of IDGC of Centre, PJSC for 2017-2021.**Decision:**

1. To defer consideration of the item at a later date.
2. To instruct General Director of IDGC of Centre, PJSC to finalize the adjusted Program to increase the operational efficiency and reduce costs of IDGC of Centre, PJSC for 2017-2021 (hereinafter referred to as the Program) and ensure that the finalized Program is submitted for consideration by the Board of Directors of the Company until 10.07.2017.

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. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 8. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 15: On approval of the Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC for 2017.**Decision:**

1. To approve the Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC for 2017 in accordance with Appendix # 15 to this decision of the Board of Directors of the Company.
2. To recognize the target Program to reduce electric energy losses in power grids of IDGC of Centre, PJSC for 2016 and the period until 2021, approved by the decision of the Board of Directors of the Company on 31.03.2016 (Minutes # 09/16 of 01.04.2016) to have lost force.

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. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 8. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 16: On approval of the corporate structure of the Executive Office of IDGC of Centre, PJSC.

Decision:

1. To approve the corporate structure of the Executive Office of IDGC of Centre, PJSC in accordance with Appendix # 16 to this decision of the Board of Directors of IDGC of Centre, PJSC and put it into force taking into account the terms stipulated by the legislation of the Russian Federation with the change and termination of labour contracts with employees.
2. From the date of entry into force of the corporate structure of the Executive Office of IDGC of Centre, PJSC to consider the corporate structure of the Executive office of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of IDGC of Centre, PJSC on 16.05.2017 (Minutes # 12/17 of 16.05.2017) 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. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 8. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Appendices:

1. The Activity Plan of the Board of Directors of IDGC of Centre, PJSC for 2017-2018 (Appendix # 1).
2. The report of General Director of the Company «On implementation of the decisions taken in 1Q 2017 at the meetings of the Board of Directors of the Company» (Appendices ## 2-8).
3. The report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director of the Company in 1Q 2017» (Appendix # 9).
4. The calculation of the special bonus amount for General Director of IDGC of Centre, PJSC, O.Y. Isaev (Appendix # 10).
5. The reports of General Director of the Company «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 1Q 2017»

(Appendices ## 11-12).

6. The Order of interaction of IDGC of Centre, PJSC with business companies, whose stocks (shares) are owned by IDGC of Centre, PJSC in a new edition (Appendix # 13).

7. The Private pension program for employees of IDGC of Centre, PJSC for 2H 2017 (Appendix # 14).

8. The Program of measures to reduce electric energy losses at grid facilities of IDGC of Centre, PJSC for 2017 (Appendix # 15).

9. The corporate structure of the Executive Office of IDGC of Centre, PJSC (Appendix # 16).

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

Y.N. Mangarov

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

S.V. Lapinskaya