



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@mrsk-1.ru, www.mrsk-1.ru

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

«03» May 2017

Moscow

No. 11/17

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

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

Participants of the voting: **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: **O.Y. Isaev.**

The quorum **is present.**

Date of the minutes: **03.05.2017.**

AGENDA:

1. On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding.
2. On the determination of the date, time and place of the Annual General Meeting of Shareholders of the Company, the starting time of registration of persons participating in the Annual General Meeting of Shareholders of the Company.
3. On the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company.
4. On the prior approval of the Company's Annual Report for 2016.
5. On consideration of the annual accounting (financial) statements of the Company for 2016.
6. On the determination of the agenda of the Annual General Meeting of Shareholders of the Company.
7. On the determination of the type (s) of preference shares, whose owners have the right to vote on items of the agenda of the Annual General Meeting of Shareholders of the Company.
8. On the definition of a list of information (materials) provided to shareholders of the Company in preparation for the Annual General Meeting of Shareholders, and the order of providing the shareholders with this information.
9. On the determination of the date of sending ballots to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, determination of the address to which completed ballot papers can be sent.
10. On determining the order of notification of shareholders of the Company about the Company's Annual General Meeting of Shareholders holding, including the approval of the form and text of the notice.
11. On election of the Secretary of the Annual General Meeting of Shareholders of the Company.

Item 1. On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding.

Decision:

To convene the Annual General Meeting of Shareholders of the Company in the form of a meeting (joint attendance).

Voting results:

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

Total:

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

Decision is taken.

Item 2. On the determination of the date, time and place of the Annual General Meeting of Shareholders of the Company, the starting time of registration of persons participating in the Annual General Meeting of Shareholders of the Company.

Decision:

1. To determine the date of the Annual General Meeting of Shareholders of the Company – **08 June 2017.**
2. To determine the time of the Annual General Meeting of Shareholders of the Company – **10 hours 00 minutes.**
3. To determine the venue of the Annual General Meeting of Shareholders of the Company – **Moscow, Dmitrovskoye shosse, 171 (Hotel Holiday Inn Vinogradovo, conference centre).**
4. To determine the time of the registration of persons participating in the Annual General Meeting of Shareholders, - **09 hours 00 minutes.**

Voting results:

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

Total:

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

Decision is taken.**Item 3. On the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company.****Decision:**

To determine the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company - **15 May 2017**.

Voting results:

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

Total:

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

Decision is taken.**Item 4. On the prior approval of the Company's Annual Report for 2016.****Decision:**

Tentatively to approve the Company's Annual Report for 2016 (Appendix # 1 to this decision of the Board of Directors), to approve the report on related-party transactions concluded by the Company in 2016, which is an appendix to the Annual Report of the Company.

To recommend to the Annual General Meeting of Shareholders of the Company to approve the Annual Report.

Voting results:

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

Total:

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

Decision is taken.

Item 5. On consideration of the annual accounting (financial) statements of the Company for 2016.

Decision:

Tentatively to approve the annual accounting (financial) statements for 2016 (Appendix # 2 to this decision of the Board of Directors).

Voting results:

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

Total:

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

Decision is taken.

Item 6. On the determination of the agenda of the Annual General Meeting of Shareholders of the Company.

Decision:

To approve the following agenda of the Annual General Meeting of Shareholders of the Company:

1. On approval of the Annual Report, the annual accounting (financial) statements of the Company for 2016.
2. On distribution of profits and losses of the Company (including the dividend payment) following the results of the reporting year of 2016.
3. On election of members of the Board of Directors of the Company.
4. On election of members of the Audit Commission of the Company.
5. On approval of the Auditor of the Company.
6. On approval of the Articles of Association of IDGC of Centre, PJSC in a new edition.
7. On approval of the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC in a new edition.
8. On approval of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.
9. On approval of the Regulation on the Audit Commission of IDGC of Centre, PJSC in a new edition.

Voting results:

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

Total:

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

Decision is taken.

Item 7. On the determination of the type (s) of preference shares, whose owners have the right to vote on items of the agenda of the Annual General Meeting of Shareholders of the Company.

Decision:

Due to the fact that no preference shares were issued by the Company, the decision on determining the type (s) of preference shares, whose owners have the right to vote on the agenda items of the Annual General Meeting of Shareholders of the Company, is not to be taken.

Voting results:

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

Total:

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

Decision is taken.

Item 8. On the definition of a list of information (materials) provided to shareholders of the Company in preparation for the Annual General Meeting of Shareholders, and the order of providing the shareholders with this information.

Decision:

1. To determine that information (materials) provided to the persons entitled to participate in the Annual General Meeting of Shareholders of the Company are:

- the annual accounting (financial) statements, including the Auditor's Report, the conclusion of the Audit Commission of the Company following the results of the audit of the annual accounting (financial) statements;
- extract from the decision of the Board of Directors on the submission for approval to the Annual General Meeting of Shareholders of the annual accounting (financial) statements and recommendations to the Annual General Meeting of Shareholders on the distribution of profits (losses) of the Company for the 2016 reporting year;
- the Annual Report of the Company, including the report on related-party transactions concluded by the Company in the reporting year;
- extract from the decision of the Board of Directors on the prior approval of the Company's Annual Report for 2016 and recommendations to the Annual General Meeting of Shareholders for its approval, as well as extracts from the decisions of the Board of Directors on other issues submitted for consideration by the General Meeting of Shareholders of the Company;
- the conclusion of the Audit Commission about the data reliability contained in the Company's Annual Report, and in the report on related-party transactions concluded by the Company in the reporting year;
- the information about the nominations to the Board of Directors of the Company, including the information on who each candidate was nominated by;
- the information about the nominations to the Audit Commission of the Company, including the information on who each candidate was nominated by;
- the information about the nomination of the Company's Auditor;
- the information about the presence or absence of a written consent of the candidates nominated for election to the Board of Directors of the Company and Audit Commission of the Company;
- the Articles of Association of IDGC of Centre, PJSC in the current edition;
- the draft of the Articles of Association of IDGC of Centre, PJSC in a new edition;
- the summary table of amendments to the Articles of Association of IDGC of Centre, PJSC;
- the explanatory note to the draft of the Articles of Association of IDGC of Centre, PJSC in a new edition;
- the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC in the current edition;
- the draft of the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC in a new edition;
- the summary table of amendments to the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC;
- the explanatory note to the draft of the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC in a new edition;
- the Regulation on the Board of Directors of IDGC of Centre, PJSC in the current edition;
- the draft of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition;
- the summary table of amendments to the Regulation on the Board of Directors of IDGC of Centre, PJSC;
- the explanatory note to the draft of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition;
- the Regulation on the Audit Commission of IDGC of Centre, PJSC in the current edition;

- the draft of the Regulation on the Audit Commission of IDGC of Centre, PJSC in a new edition;
- the summary table of amendments to the Regulation on the Audit Commission of IDGC of Centre, PJSC;
- the explanatory note to the draft of the Regulation on the Audit Commission of IDGC of Centre, PJSC in a new edition;
- the recommendations of the Board of Directors of the Company on the amount of dividends on shares of the Company, its payment procedure and determining the date of recording the list of persons entitled to receive dividends;
- the conclusion of the Audit Committee of the Board of Directors of the Company on the level of efficiency and quality of the external audit process (the assessment of the Company's Auditor's Report, confirming the reliability of the annual financial (accounting) statements of the Company under RAS and IFRS);
- the assessment of the Audit Committee of the Company of the nomination of the Auditor of the Company;
- the conclusion of the Personnel and Remuneration Committee of the Board of Directors of the Company on the assessment of the nominations to the Board of Directors of the Company;
- information about the shareholders' agreements entered into during the year prior to the date of the General Meeting of Shareholders;
- directions to the venue of the General Meeting of Shareholders;
- the sample power of attorney, which the shareholder may give his or her representative and its certification procedure;
- draft resolutions of the Annual General Meeting of Shareholders of the Company;
- the information on who proposed each item to the agenda of the Annual General Meeting of Shareholders of the Company.

2. To establish that persons entitled to participate in the Annual General Meeting of Shareholders of the Company may learn the specified information (materials) in the period **from 18 May 2017 to 07 June 2017** from 10 hours 00 minutes to 17 hours 00 minutes, excluding weekends and holidays, as well as **08 June 2017** during the Meeting at the following addresses:

- **Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre, PJSC,**
- **Russia, Moscow, Pravdy St., 23, VTB Registrar,**
- also **from 18 May 2017** on the Company's website at: <http://www.mrsk-1.ru>

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, this information (materials) shall be sent **until 18 May 2017** in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder.

The specified information (materials) shall be available to the persons entitled to participate in the Annual General Meeting of Shareholders of the Company on the day of holding the Annual General Meeting of Shareholders of the Company at its venue: **Moscow, Dmitrovskoye shosse, 171 (hotel "Holiday Inn Vinogradovo", conference centre).**

Voting results:

- | | | |
|-----------|--------------------------------|---------|
| 1. | Alexander Evgenyevich Bogashov | - «FOR» |
| 2. | Denis Alexandrovich Malkov | - «FOR» |
| 3. | Yury Nikolayevich Mangarov | - «FOR» |
| 4. | Irina Borisovna Masaleva | - «FOR» |
| 5. | Maxim Mikhailovich Saukh | - «FOR» |

- | | | |
|-----|--------------------------------|---------|
| 6. | Denis Alexandrovich Spirin | - «FOR» |
| 7. | Roman Alexeyevich Filkin | - «FOR» |
| 8. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. | Alexander Viktorovich Shevchuk | - «FOR» |
| 10. | Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 9. On the determination of the date of sending ballots to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, determination of the address to which completed ballot papers can be sent.

Decision:

1. To determine that the voting ballots are to be sent by certified mail (handed out against receipt) to the persons, entitled to participate in the Annual General Meeting of Shareholders of the Company, **not later than 18 May 2017**.

2. To determine that the completed voting ballots can be sent to one of the following addresses:

- **127018, Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre, PJSC,**
- **127137, Russia, Moscow, p/o box 54, VTB Registrar.**

In addition, the owner of the securities, the rights to which are recorded by a nominal holder or a foreign nominee holder, is entitled to attend the Meeting in person or by giving instructions to the nominal holder or the nominal foreign holder to vote in a certain way, if it is stipulated by the contract concluded with the nominal holder or the foreign nominal holder. Electronic document on voting electronically signed shall be sent by the owner of the securities to the nominal holder or the nominal foreign holder.

3. While defining the quorum and voting results the votes represented by ballots received **not later than 05 June 2017** are to be taken into account.

4. To instruct General Director of the Company to provide sending voting ballots to shareholders of the Company in accordance with this decision of the Board of Directors of the Company.

Voting results:

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

Total:

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

Decision is taken.

Item 10. On determining the order of notification of shareholders of the Company about the Company's Annual General Meeting of Shareholders holding, including the approval of the form and text of the notice.

Decision:

1. To approve the form and text of the notice about the Company's Annual General Meeting of Shareholders holding in accordance with Appendix # 3 to this decision of the Board of Directors.

2. To inform the persons entitled to participate in the Annual General Meeting of Shareholders of the Company regarding holding the Annual General Meeting of Shareholders of the Company:

- by posting the notice on the Company's website at www.mrsk-1.ru not later than **05 May 2017**.

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, the notice about the Company's Annual General Meeting of Shareholders holding shall be sent in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder **not later than 05 May 2017**.

Voting results:

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

Total:

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

Decision is taken.

Item 11. On election of the Secretary of the Annual General Meeting of Shareholders of the Company.

Decision:

To elect as the Secretary of the Annual General Meeting of Shareholders of the Company – Svetlana Vladimirovna Lapinskaya – Corporate Secretary of the Company.

Voting results:

- | | |
|-----------------------------------|---------|
| 1. Alexander Evgenyevich Bogashov | - «FOR» |
| 2. Denis Alexandrovich Malkov | - «FOR» |
| 3. Yury Nikolayevich Mangarov | - «FOR» |
| 4. Irina Borisovna Masaleva | - «FOR» |
| 5. Maxim Mikhailovich Saukh | - «FOR» |
| 6. Denis Alexandrovich Spirin | - «FOR» |
| 7. Roman Alexeyevich Filkin | - «FOR» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |

9. Alexander Viktorovich Shevchuk - «FOR»
10. Natalia Ilyinichna Erpsher - «FOR»

Total:

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

Decision is taken.

Appendices:

1. The draft of the Annual Report of IDGC of Centre, PJSC for 2016 (Appendix # 1).
2. The draft of the annual accounting (financial) statements of IDGC of Centre, PJSC for 2016 (Appendix # 2).
3. The form and text of the notice about the Company's Annual General Meeting of Shareholders holding (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