



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)

«02» February 2018

Moscow

No. 03/18

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, P.N. Snikkars.**

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

The quorum **is present.**

Date of the minutes: **02.02.2018.**

AGENDA:

1. On approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre, PJSC for 2018 and forecast for 2019-2022.
2. On coordination of nominations for positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
3. On consideration of the report of General Director «On the status of the Registry (sales plan) of non-core assets of IDGC of Centre, PJSC in 2017 and the Company's internal audit information on the results of the evaluation of the execution of the program for the disposition of non-core assets and the plan of measures for the sale of non-core assets of the Company in 2017».
4. On approval of an internal document of the Company - the Regulations on Dividend Policy of IDGC of Centre, PJSC in a new edition.

Item 1 On approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre, PJSC for 2018 and forecast for 2019-2022.

Decision:

To approve the summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre, PJSC for 2018 and take into consideration the forecast indicators for 2019-2022 in accordance with Appendices # 1-2 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. Pavel Nikolayevich Snikkars | - «FOR» |

- | | | |
|-----|--------------------------------|-------------|
| 8. | Denis Alexandrovich Spirin | - «AGAINST» |
| 9. | Roman Alexeyevich Filkin | - «AGAINST» |
| 10. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

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

Decision is taken.

Item 2 On coordination of nominations for positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

Decision:

To agree upon the nomination of Anton Alexandrovich Gerasimov for the position of Deputy General Director of IDGC of Centre – Yarenergo division director.

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. | Pavel Nikolayevich Snikkars | - «FOR» |
| 8. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 9. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 3 On consideration of the report of General Director «On the status of the Registry (sales plan) of non-core assets of IDGC of Centre, PJSC in 2017 and the Company's internal audit information on the results of the evaluation of the execution of the program for the disposition of non-core assets and the plan of measures for the sale of non-core assets of the Company in 2017».

Decision:

1. To take into consideration the report of General Director «On the status of the Registry (sales plan) of non-core assets of IDGC of Centre, PJSC in 2017» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To defer consideration of the internal audit information on the results of the evaluation of the execution of the program for the disposition of non-core assets and the plan of measures for the sale of non-core assets of the Company in 2017 until the 1st half of March of 2018.
3. To exclude the following facilities from the Registry (sales plan) of non-core assets of the Company (2-5, 8, 10-26, 29, 32, 33, 40, 50, 53, 54, 62, 63, 68, 69, 77) in connection with their sale (liquidation or sale).
4. To set a new method of sale for the following facilities:
 - items – 12, 34 – «Liquidation»;
 - items – 67, 69 – «Gratuitous transfer».

5. To set a new deadline to sell the following facilities:
- items – 12 – 1 Quarter 2018;
 - items – 14, 19, 24, 25, 26, 27, 34, 36 – 2 Quarter 2018;
 - items – 1, 2, 3, 37, 39, 40, 45– 3 Quarter 2018;
 - items – 20, 21, 22, 28, 29, 30, 46, 47, 55, 56 – 4 Quarter 2018;
 - items – 66, 67, 68, 69 – 1 Quarter 2019.

6. To approve the updated Registry (sales plan) of non-core assets of the Company in accordance with Appendix # 4 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. | Pavel Nikolayevich Snikkars | - «AGAINST» |
| 8. | Denis Alexandrovich Spirin | - «AGAINST» |
| 9. | Roman Alexeyevich Filkin | - «AGAINST» |
| 10. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

Decision is taken.

A dissenting opinion on the given item was received from a member of the Board of Directors of the Company, P.N. Snikkars (Appendix # 6).

Item 4 On approval of an internal document of the Company - the Regulations on Dividend Policy of IDGC of Centre, PJSC in a new edition.

Decision:

To approve the Regulations on Dividend Policy of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 5 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. | Pavel Nikolayevich Snikkars | - «FOR» |
| 8. | Denis Alexandrovich Spirin | - «AGAINST» |
| 9. | Roman Alexeyevich Filkin | - «AGAINST» |
| 10. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

Decision is taken.

The following dissenting opinion was received from a member of the Board of Directors of the Company, A.V. Shevchuk: *«I vote «Against» regarding item 4. I do not agree with the calculation logic proposed in the dividend policy, which actually provides for the residual principle of dividend distribution, which contradicts the recommendations of Moscow Exchange regarding dividend policies of public companies. I think the correct approach is the payment of dividends based on the actual amount of free cash flow, the target amount of the company's debt and the rate of return on investment. In addition, I believe that if the company adheres to the position of the state as the main shareholder to pay at least 50% of profit under IFRS, this does not contradict the RF Government's Resolution No. 1094-r of 29 May 2017, where in paragraph 1. a) it is directly stated that "the amount allocated for the payment of dividends is not less than 50 percent of the company's net profit determined according to the financial statements, including IFRS." That is, meaning "no less" does not prevent the company from paying a higher profit value if the main factors affecting the distribution of profits allow the Board of Directors to take such a decision. I draw the attention of members of the Board of Directors that changing the approach from residual to reasonable profit distribution will significantly increase the value of the company by showing a reasonable dividend yield of the company's shares».*

Appendices:

1. The summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre, PJSC for 2018 and the forecast indicators for 2019-2022 (Appendices ## 1-2).
2. The report «On the status of the Registry (sales plan) of non-core assets of IDGC of Centre, PJSC in 2017» (Appendix # 3).
3. The updated Registry (sales plan) of non-core assets of IDGC of Centre, PJSC (Appendix # 4).
4. The Regulations on Dividend Policy of IDGC of Centre, PJSC in a new edition (Appendix # 5).
5. The dissenting opinion of the member of the Board of Directors of the Company, P.N. Snikkars, regarding item # 3 of the agenda (Appendix # 6).

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

Y.N. Mangarov

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

S.V. Lapinskaya