



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)

«30» January 2017

Moscow

No. 01/17

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: **01.02.2017.**

**AGENDA:**

- 1.** On the budget approval of the Committees of the Board of Directors of IDGC of Centre, PJSC for 1H 2017.
- 2.** On approval of the adjusted Program to reduce risk of occurrence of injuries of IDGC of Centre, PJSC for 2017.
- 3.** On approval of the adjusted Program to reduce risk of injury to third-parties at facilities of IDGC of Centre, PJSC for 2017.
- 4.** On approval of the adjusted Program for the implementation of environmental policy of IDGC of Centre, PJSC for 2017-2018.
- 5.** On the composition of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC.
- 6.** On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
- 7.** On consideration of the report of General Director of the Company «On the sale of non-core assets of IDGC of Centre, PJSC in 2016».
- 8.** On consideration of the report of General Director of the Company «On approval of the adjusted Investment Program of IDGC of Centre, PJSC for 2016-2020 with authorized bodies of executive power of the Russian Federation in accordance with the requirements of Resolution of the Government of the Russian Federation dated 01.12.2009 № 977».
- 9.** On approval of an internal document of the Company - the Regulations on formation of the Investment Program and reporting preparation on its performance, increase of investment efficiency and reduction of expenses in IDGC of Centre, PJSC in a new edition.

**Item 1. On the budget approval of the Committees of the Board of Directors of IDGC of Centre, PJSC for 1H 2017.**

**Decision:**

- 1.** To approve the budget of the Audit Committee of the Board of Directors of the Company for 1H 2017 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To approve the budget of the Personnel and Remuneration Committee of the Board of Directors of the Company for 1H 2017 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
3. To approve the budget of the Strategy and Development Committee of the Board of Directors of the Company for 1H 2017 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
4. To approve the budget of the Reliability Committee of the Board of Directors of the Company for 1H 2017 in accordance with Appendix # 4 to this decision of the Board of Directors.
5. To approve the budget of the Grid Connection Committee under the Board of Directors of the Company for 1H 2017 in accordance with Appendix # 5 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 adjusted Program to reduce risk of occurrence of injuries of IDGC of Centre, PJSC for 2017.**

**Decision:**

To approve the adjusted Program to reduce risk of occurrence of injuries of IDGC of Centre, PJSC for 2017 in accordance with Appendix # 6 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 3. On approval of the adjusted Program to reduce risk of injury to third-parties at facilities of IDGC of Centre, PJSC for 2017.**

**Decision:**

To approve the adjusted Program to reduce risk of injury to third-parties at facilities of IDGC of Centre, PJSC for 2017 in accordance with Appendix # 7 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 4. On approval of the adjusted Program for the implementation of environmental policy of IDGC of Centre, PJSC for 2017-2018.**

**Decision:**

To approve the adjusted Program for the implementation of environmental policy of IDGC of Centre, PJSC for 2017-2018 in accordance with Appendix # 8 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 - «ABSTAINED»
8. Roman Alexeyevich Filkin - «ABSTAINED»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

«FOR» - «9»  
«AGAINST» - «0»  
«ABSTAINED» - «2»

**Decision is taken.**

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

**Decision:**

1. To early terminate powers of the member of the Reliability Committee of the Board of Directors of the Company, Alexander Yurievich Matyushin.
2. To elect Andrey Vladimirovich Ivanov - Head of Technical Office of Operating and Technological Management Department of PJSC «Rosseti» as a member of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC.

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

**Total:**

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 6. On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.**

**Decision:**

To agree upon the nomination of Olga Vladimirovna Tikhomirova for the position of Deputy General Director for Economy and Finance of IDGC of Centre, PJSC.

**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 7. On consideration of the report of General Director of the Company «On the sale of non-core assets of IDGC of Centre, PJSC in 2016».**

**Decision:**

1. To approve the report of General Director of the Company «On the sale of non-core assets of IDGC of Centre, PJSC in 2016» in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.
2. General Director of the Company to take further measures to strengthen the quality of work for the disposal of non-core assets and the achievement of planned for 2017 results on sale of non-core assets.

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

**Total:**

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

**Decision is taken.**

A dissenting opinion of a member of the Board of Directors of the Company, A.E. Bogashov, was received on the given item:

*«Taking into account that many of the non-core assets have not been sold in a timely manner, I think it appropriate to update the Register of non-core assets in terms of timing and methods of sale of the said assets in accordance with the Program of alienation of non-core assets of the Company in the 1st quarter of 2017».*

**Item 8. On consideration of the report of General Director of the Company «On approval of the adjusted Investment Program of IDGC of Centre, PJSC for 2016-2020 with authorized bodies of executive power of the Russian Federation in accordance with the requirements of Resolution of the Government of the Russian Federation dated 01.12.2009 № 977».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On approval of the adjusted Investment Program of IDGC of Centre, PJSC for 2016-2020 with authorized bodies of executive power of the Russian Federation in accordance with the requirements of Resolution of the Government of the Russian Federation dated 01.12.2009 № 977» in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.
2. To mark the deviation of the investment program (the decline of the funding volume in 2017 is 4 billion RUB), approved by Order of the Ministry of Energy of Russia dated 22.12.2016 № 1386, from the investment program, approved by the Board of Directors of IDGC of Centre, PJSC (Minutes # 28/16 of 04.10.2016).
3. To instruct General Director of the Company to bring to the next meeting of the Board of Directors the issue about the reasons for the differences of the investment program, approved by the Ministry of Energy of Russia, and the investment program, approved by 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 9. On approval of an internal document of the Company - the Regulations on formation of the Investment Program and reporting preparation on its performance, increase of investment efficiency and reduction of expenses in IDGC of Centre, PJSC in a new edition.**

**Decision:**

To approve the Regulations on formation of the Investment Program and reporting preparation on its performance, increase of investment efficiency and reduction of expenses in IDGC of Centre, PJSC in a new edition in accordance with Appendix # 11 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.**

A member of the Board of Directors of the Company, A.E. Bogashov, submitted his remarks on the given item to the Regulations on formation of the Investment Program and reporting preparation on its performance, increase of investment efficiency and reduction of expenses in IDGC of Centre, PJSC in a new edition (Appendix 12).

**Appendices:**

1. The budgets of the Committees of the Board of Directors of IDGC of Centre, PJSC for 1H 2017 (Appendices ## 1-5).

2. The adjusted Program to reduce risk of occurrence of injuries of IDGC of Centre, PJSC for 2017 (Appendix # 6).
3. The adjusted Program to reduce risk of injury to third-parties at facilities of IDGC of Centre, PJSC for 2017 (Appendix # 7).
4. The adjusted Program for the implementation of environmental policy of IDGC of Centre, PJSC for 2017-2018 (Appendix # 8).
5. The report of General Director of the Company «On the sale of non-core assets of IDGC of Centre, PJSC in 2016» (Appendix # 9).
6. The report of General Director of the Company «On approval of the adjusted Investment Program of IDGC of Centre, PJSC for 2016-2020 with authorized bodies of executive power of the Russian Federation in accordance with the requirements of Resolution of the Government of the Russian Federation dated 01.12.2009 № 977» (Appendix # 10).
7. The Regulations on formation of the Investment Program and reporting preparation on its performance, increase of investment efficiency and reduction of expenses in IDGC of Centre, PJSC in a new edition (Appendix # 11).
8. The remarks of the member of the Board of Directors of the Company, A.E. Bogashov, to the Regulations on formation of the Investment Program and reporting preparation on its performance, increase of investment efficiency and reduction of expenses in IDGC of Centre, PJSC in a new edition (Appendix # 12).

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

**Y.N. Mangarov**

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

**S.V. Lapinskaya**