

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

«28» April 2016

Moscow

No. 13/16

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

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

Participants of the voting: **A.M. Branis, T.P. Dronova, O.Y. Isaev, D.A. Malkov, Y.N. Mangarov, Y.N. Pankstyanov, M.M. Saukh, R.A. Filkin, A.N. Kharin, A.V. Shevchuk, N.I. Erpsher.**

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

The quorum **is present.**

Date of the minutes: **29.04.2016.**

AGENDA:

1. On the prior approval of the Company's Annual Report for 2015.
2. On consideration of the annual accounting statements of the Company for 2015, including recommendations on the distribution of profits and losses of the Company based on the results of fiscal year 2015.
3. On the recommendations of the amount of dividends on shares of the Company for 2015 and their payment procedure and proposals to the Annual General Meeting of Shareholders of determining the record date of a list of persons entitled to receive dividends.
4. On consideration of the nomination of the Auditor of the Company.
5. On consideration of a draft of amendments to the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC.
6. On consideration of a draft of amendments to the Regulation on the Board of Directors of IDGC of Centre, PJSC.
7. On consideration of a draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.
8. On the determination of the agenda of the Annual General Meeting of Shareholders of the Company.
9. 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.
10. 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.
11. On approval of form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company.
12. 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.
13. 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.
 14. On election of the Secretary of the Annual General Meeting of Shareholders of the Company.
 15. On approval of cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.
 16. On approval of the terms and conditions of the agreement with the Registrar of the Company.
 17. On consideration of a draft of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.
 18. On approval of the adjusted Program of increasing operational efficiency and reducing costs of IDGC of Centre, PJSC for 2016-2020 taking into account the achievement of the target to reduce specific operating costs by at least 3% annually.

Item 1. On the prior approval of the Company's Annual Report for 2015.

Decision:

Tentatively to approve the Company's Annual Report for 2015 (Appendix # 1).

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

Voting results:

- | | |
|------------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2: On consideration of the annual accounting statements of the Company for 2015, including recommendations on the distribution of profits and losses of the Company based on the results of fiscal year 2015.

Decision:

1. To submit the annual accounting (financial) statements of the Company for 2015 to be approved by the Annual General Meeting of Shareholders of the Company (Appendix # 2).
2. To recommend to the Annual General Meeting of Shareholders of the Company to approve the following distribution of profits (losses) of the Company for fiscal year 2015:

Name	(thous. RUB)
Retained earnings (loss) for the reporting period:	908 987

To be distributed to:	
Reserve fund	0
Profit for development	453 033
Dividends	455 954
Repayment of losses of previous years	0

3. To agree upon an opportunity of attraction of additional credit facilities in the amount of 228 million RUB in the 3rd quarter of 2016 in excess of the approved Company's Business Plan, followed by recording while adjusting the Company's Business Plan of the current year.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «ABSTAINED» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 3: On the recommendations of the amount of dividends on shares of the Company for 2015 and their payment procedure and proposals to the Annual General Meeting of Shareholders of determining the record date of a list of persons entitled to receive dividends.

Decision:

To recommend to the Annual General Meeting of Shareholders to take the following decision:

1. To pay dividends on common stocks of the Company following the results of 2015 in the amount of 0,0108 RUB per ordinary share of the Company in cash.

The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.

2. To define the record date of the list of persons entitled to receive dividends as 27 June 2016.

Voting results:

- | | |
|----------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «FOR» |

- | | |
|------------------------------------|---------|
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 4: On consideration of the nomination of the Auditor of the Company.

Decision:

To propose to the Annual General Meeting of Shareholders of the Company to approve "RSM RUS" Ltd. as the Auditor of the Company (INN/KPP 7722020834/772901001, registered office: 4 Pudovkina street, Moscow 119285, Russia).

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Tatiana Petrovna Dronova | - «ABSTAINED» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «AGAINST» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

Decision is taken.

Item 5: On consideration of a draft of amendments to the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC.

OPTION 1 of the decision:

To recommend to the Annual General Meeting of Shareholders of the Company not to approve the draft of amendments to the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC.

Voting results:

- | | |
|------------------------------------|-------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Tatiana Petrovna Dronova | - «AGAINST» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «AGAINST» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «AGAINST» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision regarding option 1 is taken.

OPTION 2 of the decision (Proposal of A.V. Shevchuk):

To recommend to the Annual General Meeting of Shareholders of the Company to approve the draft of amendments to the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC.

Voting results:

1. Alexander Markovich Branis	- «FOR»
2. Tatiana Petrovna Dronova	- «FOR»
3. Oleg Yuryevich Isaev	- «AGAINST»
4. Denis Alexandrovich Malkov	- «AGAINST»
5. Yury Nikolayevich Mangarov	- «AGAINST»
6. Yury Nikolayevich Pankstyanov	- «AGAINST»
7. Maxim Mikhailovich Saukh	- «AGAINST»
8. Roman Alexeyevich Filkin	- «FOR»
9. Andrey Nikolayevich Kharin	- «AGAINST»
10. Alexander Viktorovich Shevchuk	- «FOR»
11. Natalia Ilyinichna Erpsher	- «AGAINST»

Total:

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

Decision regarding option 2 is NOT taken.

Item 6: On consideration of a draft of amendments to the Regulation on the Board of Directors of IDGC of Centre, PJSC.**OPTION 1 of the decision:**

To recommend to the Annual General Meeting of Shareholders of the Company not to approve the draft of amendments to the Regulation on the Board of Directors of IDGC of Centre, PJSC.

Voting results:

1. Alexander Markovich Branis	- «AGAINST»
2. Tatiana Petrovna Dronova	- «AGAINST»
3. Oleg Yuryevich Isaev	- «FOR»
4. Denis Alexandrovich Malkov	- «FOR»
5. Yury Nikolayevich Mangarov	- «FOR»
6. Yury Nikolayevich Pankstyanov	- «FOR»
7. Maxim Mikhailovich Saukh	- «FOR»
8. Roman Alexeyevich Filkin	- «AGAINST»
9. Andrey Nikolayevich Kharin	- «FOR»
10. Alexander Viktorovich Shevchuk	- «AGAINST»
11. Natalia Ilyinichna Erpsher	- «FOR»

Total:

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

Decision regarding option 1 is taken.

OPTION 2 of the decision (Proposal of A.V. Shevchuk):

To recommend to the Annual General Meeting of Shareholders of the Company to approve the draft of amendments to the Regulation on the Board of Directors of IDGC of Centre, PJSC.

Voting results:

- | | |
|------------------------------------|-------------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «AGAINST» |
| 4. Denis Alexandrovich Malkov | - «AGAINST» |
| 5. Yury Nikolayevich Mangarov | - «AGAINST» |
| 6. Yury Nikolayevich Pankstyanov | - «AGAINST» |
| 7. Maxim Mikhailovich Saukh | - «AGAINST» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Andrey Nikolayevich Kharin | - «AGAINST» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «AGAINST» |

Total:

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

Decision regarding option 2 is NOT taken.

Item 7: On consideration of a draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.

OPTION 1 of the decision:

To recommend to the Annual General Meeting of Shareholders of the Company not to approve the draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.

Voting results:

- | | |
|------------------------------------|-------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Tatiana Petrovna Dronova | - «AGAINST» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «AGAINST» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «AGAINST» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision regarding option 1 is taken.

OPTION 2 of the decision (Proposal of A.V. Shevchuk):

To recommend to the Annual General Meeting of Shareholders of the Company to approve the draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.

Voting results:

- | | |
|------------------------------------|-------------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «AGAINST» |
| 4. Denis Alexandrovich Malkov | - «AGAINST» |
| 5. Yury Nikolayevich Mangarov | - «AGAINST» |
| 6. Yury Nikolayevich Pankstyanov | - «AGAINST» |
| 7. Maxim Mikhailovich Saukh | - «AGAINST» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Andrey Nikolayevich Kharin | - «AGAINST» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «AGAINST» |

Total:

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

Decision regarding option 2 is NOT taken.

Item 8: 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, as well as the distribution of profits and losses of the Company (including the dividend payment) following the results of the reporting year of 2015.
2. On election of members of the Board of Directors of the Company.
3. On election of members of the Audit Commission of the Company.
4. On approval of the Auditor of the Company.
5. On amending the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC.
6. On amending the Regulation on the Board of Directors of Interregional Distribution Grid Company of Centre, Public Joint-Stock Company.
7. On approval of the Regulation on the payment of remuneration and compensation to members of the Board of Directors 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.

Voting results:

- | | |
|----------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |

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

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 9: 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 item of the Annual General Meeting of Shareholders of the Company, is not to be taken.

Voting results:

1. Alexander Markovich Branis - «FOR»
 2. Tatiana Petrovna Dronova - «FOR»
 3. Oleg Yuryevich Isaev - «FOR»
 4. Denis Alexandrovich Malkov - «FOR»
 5. Yury Nikolayevich Mangarov - «FOR»
 6. Yury Nikolayevich Pankstyanov - «FOR»
 7. Maxim Mikhailovich Saukh - «FOR»
 8. Roman Alexeyevich Filkin - «FOR»
 9. Andrey Nikolayevich Kharin - «FOR»
 10. Alexander Viktorovich Shevchuk - «FOR»
 11. Natalia Ilyinichna Erpsher - «FOR»

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 10: 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 statements, including the Auditor's Report, the conclusion of the Audit Commission of the Company on the audit of the annual accounting 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 statements and recommendations to the Annual General Meeting of Shareholders on the distribution of profits (losses) of the Company for the 2015 fiscal year;
 - the Annual Report of the Company;
 - extract from the decision of the Board of Directors on the prior approval of the Company's Annual Report for 2015 and recommendations to the Annual General Meeting of Shareholders for its approval;

- the conclusion of the Audit Commission about the data reliability contained in the Company's Annual Report;
 - the information about the nominations to the Board of Directors of the Company;
 - the information about the nominations to the Audit Commission of the Company;
 - 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 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 Regulation on the General Meeting of Shareholders of the Company as at present in force;
 - the draft of amendments to the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC;
 - the summary table of amendments to the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC;
 - the Regulation on the Board of Directors of the Company as at present in force;
 - the draft of amendments to the Regulation on the Board of Directors of IDGC of Centre, PJSC;
 - the draft Regulation on the Board of Directors of IDGC of Centre, PJSC as amended;
 - the summary table of amendments to the Regulation on the Board of Directors of IDGC of Centre, PJSC;
 - the Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company as at present in force;
 - the draft Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC as amended;
 - the explanatory note to the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC as amended;
 - 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 Audit Committee of the Company on 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.
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 06 May 2016 to 07 June 2016 from 10 hours 00 minutes to 17 hours 00 minutes, excluding weekends and holidays, as well as 08 June 2016 during the meeting at the following addresses:
- Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre, PJSC,

- Russia, Moscow, Podkopaevsky pereulok, 2/6, building 3-4, Reestr-RN Ltd.,
- as well from 06 May 2016 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 06 May 2016 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 Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 11: On approval of form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company.

Decision:

To approve the form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company in accordance with Appendices ## 3 - 5 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»

«ABSTAINED»

- «0»

Decision is taken.

Item 12: 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 2016.

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,

- 115172, Russia, Moscow, p/o box 4, Reestr-RN Ltd.

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. To determine that in defining the quorum and voting results the votes represented by ballots received by the Company not later than 05 June 2016 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.

Voting results:

1. Alexander Markovich Branis - «FOR»

2. Tatiana Petrovna Dronova - «FOR»

3. Oleg Yuryevich Isaev - «FOR»

4. Denis Alexandrovich Malkov - «FOR»

5. Yury Nikolayevich Mangarov - «FOR»

6. Yury Nikolayevich Pankstyanov - «FOR»

7. Maxim Mikhailovich Saukh - «FOR»

8. Roman Alexeyevich Filkin - «FOR»

9. Andrey Nikolayevich Kharin - «FOR»

10. Alexander Viktorovich Shevchuk - «FOR»

11. Natalia Ilyinichna Erpsher - «FOR»

Total:

«FOR» - «11»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

Item 13: 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 # 6 to this decision of the Board of Directors of the Company.

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 06 May 2016.

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 «06» May 2016.

Voting results:

- | | |
|------------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 14: 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 Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 15: On approval of cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.

Decision:

1. To approve the cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.
2. General Director not later than two months after the holding of the Annual General Meeting of Shareholders of the Company to submit to the Board of Directors a report on the expenditure of funds for preparation and holding of the Annual General Meeting of Shareholders.

Voting results:

- | | |
|------------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 16: On approval of the terms and conditions of the agreement with the Registrar of the Company.

Decision:

1. To approve the terms and conditions of the service agreement for preparation and holding of the Annual General Meeting of Shareholders of the Company with the Registrar of the Company in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to sign the service agreement for preparation and holding of the Annual General Meeting of Shareholders of the Company with the Registrar of the Company with the terms and conditions in accordance with Appendix # 8.

Voting results:

- | | |
|------------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 17: On consideration of a draft of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.**Decision:**

To propose to the Annual General Meeting of Shareholders of IDGC of Centre, PJSC to approve the Regulation on the Board of Directors of the Company in a new edition in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Tatiana Petrovna Dronova | - «ABSTAINED» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «AGAINST» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «2»

Decision is taken.

Item 18: On approval of the adjusted Program of increasing operational efficiency and reducing costs of IDGC of Centre, PJSC for 2016-2020 taking into account the achievement of the target to reduce specific operating costs by at least 3% annually.**Decision:**

To approve the adjusted Program of increasing operational efficiency and reducing costs of IDGC of Centre, PJSC for 2016-2020 taking into account the achievement of the target to reduce specific operating costs by at least 3% annually in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.**Appendices:**

1. The Annual Report of IDGC of Centre, PJSC for 2015 (Appendix # 1).
2. The annual accounting (financial) statements of IDGC of Centre, PJSC for 2015. (Appendix # 2).
3. The form and content of ballots for voting at the Annual General Meeting of Shareholders of IDGC of Centre, PJSC (Appendices ## 3-5).
4. The form and text of the notice about holding the Annual General Meeting of Shareholders of IDGC of Centre, PJSC (Appendix # 6).
5. The cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of IDGC of Centre, PJSC (Appendix # 7).
6. The service agreement for preparation and holding of the Annual General Meeting of Shareholders of IDGC of Centre, PJSC with the Registrar (Appendix # 8).
7. The draft of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition (Appendix # 9).
8. The adjusted Program of increasing operational efficiency and reducing costs of IDGC of Centre, PJSC for 2016-2020 taking into account the achievement of the target to reduce specific operating costs by at least 3% annually (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