



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)

«28» January 2016

Moscow

No. 01/16

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: **29.01.2016.**

**AGENDA:**

1. On approval of the target values of Cash Flow of the Company for 1Q 2016.
2. On the budget approval of the Committees of the Board of Directors of IDGC of Centre, PJSC for 1H 2016.
3. On approval of the Private pension program for employees of IDGC of Centre, PJSC for 2016.
4. On approval of an internal document of the Company - the Regulation on the Investment activity of IDGC of Centre, PJSC in a new edition.
5. On approval of an internal document of the Company - the Regulations on formation, adjustment of the Investment Program and reporting preparation on its performance in IDGC of Centre, PJSC in a new edition.
6. On approval of the adjusted Program to reduce risk of occurrence of injuries of IDGC of Centre, PJSC for 2016 – 2017.
7. On approval of the adjusted Program to reduce risk of injury to third-parties at facilities of IDGC of Centre, PJSC for 2016 – 2017.
8. On approval of the adjusted Program for the implementation of environmental policy of IDGC of Centre, PJSC for 2016-2018.
9. On annulment of the Regulations for development, validation, coordination, approval and adjustment of the Program of energy conservation and energy efficiency of IDGC of Centre, JSC.
10. On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
11. On approval of the adjusted summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre for 2015.

**Item 1: On approval of the target values of Cash Flow of the Company for 1Q 2016.**

**Decision:**

1. To approve the target values of Cash Flow of the Company for 1Q 2016 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company:
  - no later than 5 days from the date of this decision to ensure the formation of Cash Flow draft and its approval;
  - no later than 1 day from the date of Cash Flow approval to forward the document to the members of the Board of Directors of the Company.
  - not to submit for consideration by the Board of Directors of the report on the implementation of the Company's Cash Flow target values in cases where the Company has performed the Cash Flow target values approved in 2016.

**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      | - «ABSTAINED» |
| 10. Alexander Viktorovich Shevchuk | - «AGAINST»   |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

«FOR»	- «6»
«AGAINST»	- «4»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 2: On the budget approval of the Committees of the Board of Directors of IDGC of Centre, PJSC for 1H 2016.**

**Decision:**

1. To approve the budget of the Audit Committee of the Board of Directors of the Company for 1H 2016 in accordance with Appendix # 2 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 2016 in accordance with Appendix # 3 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 2016 in accordance with Appendix # 4 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 2016 in accordance with Appendix # 5 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 2016 in accordance with Appendix # 6 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 | - «ABSTAINED» |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 3: On approval of the Private pension program for employees of IDGC of Centre, PJSC for 2016.**

**Decision:**

To approve the Private pension program for employees of IDGC of Centre, PJSC for 1H 2016 in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis      | - «AGAINST»   |
| 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        | - «AGAINST»   |
| 9. Andrey Nikolayevich Kharin      | - «FOR»       |
| 10. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 4: On approval of an internal document of the Company - the Regulation on the Investment activity of IDGC of Centre, PJSC in a new edition.**

**Decision:**

To defer consideration of the item at a later date.

**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 5: On approval of an internal document of the Company - the Regulations on formation, adjustment of the Investment Program and reporting preparation on its performance in IDGC of Centre, PJSC in a new edition.**

**Decision:**

To defer consideration of the item at a later date.

**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 6: On approval of the adjusted Program to reduce risk of occurrence of injuries of IDGC of Centre, PJSC for 2016 – 2017.**

**Decision:**

To approve the adjusted Program to reduce risk of occurrence of injuries of IDGC of Centre, PJSC for 2016 – 2017 in accordance with Appendix # 8 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 | - «FOR»       |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 7: On approval of the adjusted Program to reduce risk of injury to third-parties at facilities of IDGC of Centre, PJSC for 2016 – 2017.**

**Decision:**

To approve the adjusted Program to reduce risk of injury to third-parties at facilities of IDGC of Centre, PJSC for 2016 – 2017 in accordance with Appendix # 9 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 | - «FOR»       |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 8: On approval of the adjusted Program for the implementation of environmental policy of IDGC of Centre, PJSC for 2016-2018.**

**Decision:**

To approve the adjusted Program for the implementation of environmental policy of IDGC of Centre, PJSC for 2016-2018 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 | - «FOR»       |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 9: On annulment of the Regulations for development, validation, coordination, approval and adjustment of the Program of energy conservation and energy efficiency of IDGC of Centre, JSC.**

**Decision:**

To defer consideration of the item at a later date.

**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 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 Sergey Nikolayevich Sharapov for the position of Deputy General Director for Corporate Governance of IDGC of Centre, PJSC.

**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 | - «ABSTAINED» |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 11: On approval of the adjusted summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre for 2015.**

**Decision:**

1. To approve the adjusted summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre for 2015 in accordance with Appendices # 11-12 to this decision of the Board of Directors of the Company.
2. To mark later bringing the matter before the Board of Directors.

**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      | - «AGAINST»   |
| 10. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The target values of Cash Flow of the Company for 1Q 2016 (Appendix # 1).
2. The budgets of the Committees of the Board of Directors of IDGC of Centre, PJSC for 1H 2016 (Appendices ## 2-6).
3. The Private pension program for employees of IDGC of Centre, PJSC for 1H 2016 (Appendix # 7).
4. The adjusted Program to reduce risk of occurrence of injuries of IDGC of Centre, PJSC for 2016 – 2017 (Appendix # 8).
5. The adjusted Program to reduce risk of injury to third-parties at facilities of IDGC of Centre, PJSC for 2016 – 2017 (Appendix # 9).
6. The adjusted Program for the implementation of environmental policy of IDGC of Centre, PJSC for 2016-2018 (Appendix # 10).
7. The adjusted summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre for 2015 (Appendices ## 11-12).

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

**Y.N. Mangarov**

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

**S.V. Lapinskaya**