

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

«20» April 2016

Moscow

No. 12/16

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: **21.04.2016.**

AGENDA:

1. On approval of an internal document of the Company - the Regulations on Dividend Policy of IDGC of Centre, PJSC in a new edition.
2. On approval of the Program of energy conservation and energy efficiency of IDGC of Centre, PJSC for 2016 – 2020.
3. On approval of the Program of long-term development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2016-2021.
4. On approval of the adjusted Action Plan to increase the efficiency and improve the economic and financial condition of IDGC of Centre, PJSC.
5. On determination of the position of IDGC of Centre, PJSC regarding the agenda items of a meeting of the Board of Directors of JSC “Sanatorium “Energetik”:
 - 5.1. On approval of the report of General Director of the Company «On execution of the target values of annual and quarterly key performance indicators in 4Q 2015 and in 2015».
 - 5.2. On approval of the report of General Director of the Company «On execution of the Business Plan of the Company in 4Q 2015 and 2015».
6. On approval of an amendment to non-residential premises lease agreement dated 28.11.2014 №3600/21290/14, concluded between IDGC of Centre, PJSC and SO UES, which is a related party transaction.
7. On approval of amendment № 2 to non-residential premises lease agreement dated 03.03.2014 № 3600/02199/14, concluded between IDGC of Centre, PJSC and SO UES, which is a related party transaction.

Item 1: On approval of an internal document of the Company - the Regulations on Dividend Policy of IDGC of Centre, PJSC in a new edition.

OPTION 1 of the decision:

1. To approve the Regulations on Dividend Policy of IDGC of Centre, PJSC as amended in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To recognize the Regulations on Dividend Policy of IDGC of Centre, JSC, approved by the decision of the Board of Directors of the Company (Minutes # 18/10 of 03.09.2010), to have lost force from the date of this decision approval.

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

Total:

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

Decision is taken.

OPTION 2 of the decision:

To approve the Regulations on Dividend Policy of IDGC of Centre, PJSC as amended in accordance with Appendix # 1 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 | - «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 is NOT taken.

Item 2: On approval of the Program of energy conservation and energy efficiency of IDGC of Centre, PJSC for 2016 – 2020.

Decision:

To approve the Program of energy conservation and energy efficiency of IDGC of Centre, PJSC for 2016 – 2020 in accordance with Appendix # 2 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.

Item 3: On approval of the Program of long-term development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2016-2021.

Decision:

To approve the Program of long-term development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2016-2021 in accordance with Appendix # 3 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.

Item 4: On approval of the adjusted Action Plan to increase the efficiency and improve the economic and financial condition of IDGC of Centre, PJSC.

Decision:

- To defer consideration of the item at a later date.
- To instruct General Director of IDGC of Centre, PJSC to ensure approval by the Board of Directors of the Company of the adjusted Action Plan to increase the efficiency and improve the economic and financial condition of IDGC of Centre, PJSC until 30.04.2016.

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 5: On determination of the position of IDGC of Centre, PJSC regarding the agenda items of a meeting of the Board of Directors of JSC “Sanatorium “Energetik”:

5.1. On approval of the report of General Director of the Company «On execution of the target values of annual and quarterly key performance indicators in 4Q 2015 and in 2015».

Decision regarding item 5.1.:

5.1. To instruct representatives of IDGC of Centre, PJSC at the meeting of the Board of Directors of JSC “Sanatorium “Energetik” regarding the item «On execution of the target values of annual and quarterly key performance indicators in 4Q 2015 and in 2015» to vote «FOR»:

«To approve the report of General Director of the Company «On execution of the target values of annual and quarterly key performance indicators in 4Q 2015 and in 2015» in accordance with the Appendix».

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 regarding item 5.1 taken.

5.2. On approval of the report of General Director of the Company «On execution of the Business Plan of the Company in 4Q 2015 and 2015».

Decision regarding item 5.2.:

5.2. To instruct representatives of IDGC of Centre, PJSC at the meeting of the Board of

Directors of JSC “Sanatorium “Energetik” regarding the item «On execution of the Business Plan of the Company in 4Q 2015 and 2015» to vote «FOR» taking the following decision:

«To approve the report of General Director of the Company «On execution of the Business Plan of the Company in 4Q 2015 and 2015» in accordance with the Appendix».

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 regarding item 5.2 taken.

Item 6: On approval of an amendment to non-residential premises lease agreement dated 28.11.2014 №3600/21290/14, concluded between IDGC of Centre, PJSC and SO UES, which is a related party transaction.

In accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies» the deal between IDGC of Centre, PJSC and SO UES is recognized as a related party transaction of the shareholder of the Company - PJSC «Rosseti», which holds more than 20% of voting shares of the Company, whose affiliated persons (B.I. Ayuev, A.S. Kalinin and A.E. Murov) are members of the Board of Directors of SO UES.

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 7: On approval of amendment № 2 to non-residential premises lease agreement dated 03.03.2014 № 3600/02199/14, concluded between IDGC of Centre, PJSC and SO UES, which is a related party transaction.

In accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies» the deal between IDGC of Centre, PJSC and SO UES is recognized as a related party transaction of the shareholder of the Company - PJSC «Rosseti», which holds more than 20% of voting shares of the Company, whose affiliated persons (B.I. Ayuev, A.S. Kalinin and A.E. Murov) are members of the Board of Directors of SO UES.

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.

Appendices:

1. The Regulations on Dividend Policy of IDGC of Centre, PJSC as amended (Appendix # 1).
2. The Program of energy conservation and energy efficiency of IDGC of Centre, PJSC for 2016 – 2020 (Appendix # 2).
3. The Program of long-term development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2016-2021 (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