



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)

«16» May 2017

Moscow

No. 12/17

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: **16.05.2017.**

AGENDA:

1. On consideration of the report of General Director of the Company «On provision of insurance coverage in 1Q 2017».
2. On consideration of the report of General Director of the Company «On the execution in 1Q 2017 of the Action Plan for the preparation of power grid facilities of subsidiaries and affiliates of PJSC «Rosseti» for the 2018 World Cup and the 2017 Confederations Cup».
3. On approval of the corporate structure of the Executive Office of IDGC of Centre, PJSC.
4. On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
5. On approval of the report of General Director of the Company «On execution of target key performance indications for General Director in 4Q 2016 and in 2016».
6. On the recommendations on the distribution of profit (loss) of the Company following the results of 2016.
7. On the recommendations on the amount of dividends on shares of the Company for 2016 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.
8. On consideration of the nomination of the Auditor of the Company.
9. On consideration of a draft of the Articles of Association of IDGC of Centre, PJSC in a new edition.
10. On consideration of a draft of the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC in a new edition.
11. On consideration of a draft of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.
12. On consideration of a draft of the Regulation on the Audit Commission of IDGC of Centre, PJSC in a new edition.
13. On approval of form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company, as well as wording of decisions on items of the agenda of the Annual General Meeting of Shareholders of the Company.
14. On approval of cost estimates associated with the preparation and holding of the Annual

General Meeting of Shareholders of the Company.

Item 1. On consideration of the report of General Director of the Company «On provision of insurance coverage in 1Q 2017».

Decision:

To take into consideration the report of General Director of the Company «On provision of insurance coverage in 1Q 2017» in accordance with Appendix # 1 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 consideration of the report of General Director of the Company «On the execution in 1Q 2017 of the Action Plan for the preparation of power grid facilities of subsidiaries and affiliates of PJSC «Rosseti» for the 2018 World Cup and the 2017 Confederations Cup».

Decision:

1. To take into consideration the report of General Director of the Company «On the execution in 1Q 2017 of the Action Plan for the preparation of power grid facilities of subsidiaries and affiliates of PJSC «Rosseti» for the 2018 World Cup and the 2017 Confederations Cup» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. General Director of IDGC of Centre, PJSC to ensure the completion of all work and the availability of the facilities under the concluded grid connection contracts for infrastructure facilities involved in the preparation and conduct of the 2018 World Cup, with the deadline until 30.08.2017.

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 - «ABSTAINED»

11. Natalia Ilyinichna Erpsher - «FOR»

Total:

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

Decision is taken.

Item 3. On approval of the corporate structure of the Executive Office of IDGC of Centre, PJSC.

Decision:

1. To approve the corporate structure of the Executive Office of the Company in accordance with Appendix # 3 to this decision of the Board of Directors and put it into force taking into account the terms stipulated by the legislation of the Russian Federation with the change and termination of labour contracts with employees.

2. From the date of entry into force of the corporate structure of the Executive Office of IDGC of Centre, PJSC to consider the corporate structure of the Executive office of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of IDGC of Centre, PJSC on 20.03.2017 (Minutes # 05/17 of 22.03.2017) to have lost force.

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

Total:

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

Decision is taken.

Item 4. 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 Alina Khandadashevna Akhmedova for the position of Deputy General Director for Legal Provision 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 - «ABSTAINED»

11. Natalia Ilyinichna Erpsher - «FOR»

Total:

«FOR» - «8»

«AGAINST» - «0»

«ABSTAINED» - «3»

Decision is taken.

Item 5. On approval of the report of General Director of the Company «On execution of target key performance indications for General Director in 4Q 2016 and in 2016».

Decision:

To approve the report of General Director of the Company «On execution of target key performance indications for General Director in 4Q 2016 and in 2016» in accordance with Appendix # 4 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 6. On the recommendations on the distribution of profit (loss) of the Company following the results of 2016.

Decision:

To recommend to the Annual General Meeting of Shareholders of the Company to approve the following distribution of profits (losses) of the Company for the reporting year of 2016:

Name	(thous. RUB)
Retained earnings (loss) for the reporting period:	
To be distributed to:	1 866 675
Reserve fund	0
Profit for development	0
Dividends	1 866 675
Repayment of losses of previous years	0

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.

Member of the Board of Directors of the Company, A.E. Bogoshov, submitted a dissenting opinion on this issue: an exhaustive justification for the proposed decision, as well as materials on the issue under consideration, were not presented.

Item 7. On the recommendations on the amount of dividends on shares of the Company for 2016 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 2016 in the amount of **0,044215195 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

21 June 2017.

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.

Item 8. 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, 4 Pudovkina street, Moscow 119285, Russia).

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

Total:

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

Decision is taken.

Item 9. On consideration of a draft of the Articles of Association of IDGC of Centre, PJSC in a new edition.

Decision:

To propose to the Annual General Meeting of Shareholders of the Company to approve the Articles of Association of the Company in a new edition 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 10. On consideration of a draft of the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC in a new edition.

Decision:

To propose to the Annual General Meeting of Shareholders of the Company to approve the Regulation on the General Meeting of Shareholders of the Company in a new edition 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 11. 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 the Company to approve the Regulation on the Board of Directors of the Company in a new edition 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 12. On consideration of a draft of the Regulation on the Audit Commission 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 Audit Commission of the Company in a new edition 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 - «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 13. On approval of form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company, as well as wording of decisions on items of the agenda of the Annual General Meeting of Shareholders of the Company.

Decision:

1. To approve the form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company in accordance with Appendices # 9 - 11 to this decision of the Board of Directors of the Company.
2. To send in electronic form (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders, the wording of decisions specified in the voting ballots shall be used.

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.

Item 14. 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 # 12 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 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.

Appendices:

1. The report of General Director of the Company «On provision of insurance coverage in 1Q 2017» (Appendix # 1).
2. The report of General Director of the Company «On the execution in 1Q 2017 of the Action Plan for the preparation of power grid facilities of subsidiaries and affiliates of PJSC «Rosseti» for the 2018 World Cup and the 2017 Confederations Cup» (Appendix # 2).
3. The corporate structure of the Executive Office of IDGC of Centre, PJSC (Appendix # 3).
4. The report of General Director of the Company «On execution of target key performance indications for General Director in 4Q 2016 and in 2016» (Appendix # 4).
5. The draft of the Articles of Association of IDGC of Centre, PJSC in a new edition (Appendix # 5).
6. The draft of the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC in a new edition (Appendix # 6).
7. The draft of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition (Appendix # 7).
8. The draft of the Regulation on the Audit Commission of IDGC of Centre, PJSC in a new edition (Appendix # 8).
9. The form and content of ballots for voting at the Annual General Meeting of Shareholders of IDGC of Centre, PJSC (Appendices ## 9-11).
10. The cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of IDGC of Centre, PJSC (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