



“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» December 2015

Moscow

No. 28/15

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

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

Participants of the voting: **A.M. Branis, 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: **T.P. Dronova.**

The quorum **is present.**

Absence of objections concerning the materials and draft resolutions from V.G. Korolev, the observer of the Federal Antimonopoly Service of the Russian Federation, was taken into account at drawing up of the minutes.

Date of the minutes: **31.12.2015.**

AGENDA:

1. On approval of an internal document of the Company - the Regulation on the Investment activity of IDGC of Centre, PJSC in a new edition.
2. 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.
3. On approval of internal documents of the Company - the Regulations on remuneration and compensation payment to members of Committees under the Board of Directors of IDGC of Centre, PJSC in a new edition.
4. On consideration of the report of General Director of the Company «On approval of the Investment Program of IDGC of Centre, PJSC for the period of 2016-2020».

Item 1: 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. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Alexandrovich Malkov | - «FOR» |
| 4. Yury Nikolayevich Mangarov | - «FOR» |
| 5. Yury Nikolayevich Pankstyanov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Roman Alexeyevich Filkin | - «FOR» |
| 8. Andrey Nikolayevich Kharin | - «FOR» |

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

Total:

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

Decision is taken.

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

Total:

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

Decision is taken.

Item 3: On approval of internal documents of the Company - the Regulations on remuneration and compensation payment to members of Committees under the Board of Directors of IDGC of Centre, PJSC in a new edition.

Decision:

To amend all the Regulations on remuneration and compensation payment to members of Committees under the Board of Directors of the Company (hereinafter – the Regulations) as follows:

To add paragraph 2 of the Regulations as follows:

«If Chairperson and/or members of the Committees of the Board of Directors at the same time are also members of the Board of Directors of the Company, their remuneration payment is made in a manner and amount prescribed by an internal document governing the payment of remuneration and compensation to members of the Board of Directors, approved by the General Meeting of Shareholders of the Company».

Voting results:

1. Alexander Markovich Branis - «ABSTAINED»
 2. Oleg Yuryevich Isaev - «FOR»
 3. Denis Alexandrovich Malkov - «FOR»
 4. Yury Nikolayevich Mangarov - «FOR»
 5. Yury Nikolayevich Pankstyanov - «FOR»
 6. Maxim Mikhailovich Saukh - «FOR»

- | | |
|--|---------------|
| 7. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 8. Andrey Nikolayevich Kharin | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 10. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 4: On consideration of the report of General Director of the Company «On approval of the Investment Program of IDGC of Centre, PJSC for the period of 2016-2020».

Decision:

To take into consideration the report of General Director of the Company «On approval of the Investment Program of IDGC of Centre, PJSC for the period of 2016-2020» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

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

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Appendix:

The report of General Director of the Company «On approval of the Investment Program of IDGC of Centre, PJSC for the period of 2016-2020» (Appendix # 1).

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

Y.N. Mangarov

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

S.V. Lapinskaya