



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)

«31» July 2017

Moscow

No. 18/17

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

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

Participants of the voting: **T.P. Dronova, O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, P.N. Snikkars, D.A. Spirin, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.**

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

The quorum is **present.**

Date of the minutes: **02.08.2017.**

### AGENDA:

1. On the budget approval of the Audit Committee, the Personnel and Remuneration Committee, the Strategy and Development Committee, the Reliability Committee, the Grid Connection Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2017.
2. On consideration of the report of General Director «On the organization, functioning and efficiency of the risk management system of IDGC of Centre, PJSC for 2016».
3. On approval of the Action Plan to implement the Program for the implementation of environmental policy for 2017-2019».
4. On approval of an internal document of the Company - the Standard of business planning of IDGC of Centre, PJSC in a new edition.
5. On approval of the Scenario conditions for the formation of the Business Plan of IDGC of Centre, PJSC for 2018 and forecast indicators for 2019-2022.
6. On approval of the adjusted Program to increase operational efficiency and reduce costs of IDGC of Centre, PJSC for 2017-2021.
7. On approval of the list of expenses additionally excluded from the scope of operating (controlled) expenses for the calculation and evaluation of the KPI performance of General Director of IDGC of Centre, PJSC «Reduction of unit operating expenses (costs)».
8. On coordination of holding positions in the governing bodies of other organizations by General Director of IDGC of Centre, PJSC.
9. On preliminary approval of the decision for provision of charity by IDGC of Centre, PJSC.
10. On prior approval of an amendment to Agreement dated 01.04.2015 № 7700/00050/15, concluded between IDGC of Centre, PJSC and LLC «Infrastructure investments-3» on movable property lease (with further purchase), which constitutes fixed assets that are used for transmission and distribution of electric energy.

**Item 1: On the budget approval of the Audit Committee, the Personnel and Remuneration Committee, the Strategy and Development Committee, the Reliability Committee, the Grid Connection Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2017.**

**Decision:**

1. To approve the budget of the Audit Committee of the Board of Directors of the Company for 2H 2017 in accordance with Appendix # 1 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 2H 2017 in accordance with Appendix # 2 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 2H 2017 in accordance with Appendix # 3 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 2H 2017 in accordance with Appendix # 4 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 2H 2017 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

**Voting results:**

- |     |                                |             |
|-----|--------------------------------|-------------|
| 1.  | Tatiana Petrovna Dronova       | - «FOR»     |
| 2.  | Oleg Yuryevich Isaev           | - «FOR»     |
| 3.  | Yury Nikolayevich Mangarov     | - «FOR»     |
| 4.  | Alexey Igorevich Pavlov        | - «FOR»     |
| 5.  | Alexey Viktorovich Rakov       | - «FOR»     |
| 6.  | Maxim Mikhailovich Saukh       | - «FOR»     |
| 7.  | Pavel Nikolayevich Snikkars    | - «AGAINST» |
| 8.  | Denis Alexandrovich Spirin     | - «FOR»     |
| 9.  | Roman Alexeyevich Filkin       | - «FOR»     |
| 10. | Oxana Vladimirovna Shatokhina  | - «FOR»     |
| 11. | Alexander Viktorovich Shevchuk | - «FOR»     |

**Total:**

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

**Decision is taken.**

**Item 2: On consideration of the report of General Director «On the organization, functioning and efficiency of the risk management system of IDGC of Centre, PJSC for 2016».**

**Decision:**

1. To take into consideration the report of General Director «On the organization, functioning and efficiency of the risk management system of IDGC of Centre, PJSC for 2016» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company:
  - 2.1. To ensure assessing the effectiveness and sufficiency of risk management activities for 2016 in terms of implemented key operational risks and business process risks associated with them. The authorized Committee under the Board of Directors of the Company shall be informed on evaluation results.
  - 2.2. To take measures to prevent the implementation of risks following the results of 2017 that have a significant and critical level of materiality.
  - 2.3. To ensure implementation of the Action Plan for managing key operational risks for 2017.

**Voting results:**

- |    |                            |         |
|----|----------------------------|---------|
| 1. | Tatiana Petrovna Dronova   | - «FOR» |
| 2. | Oleg Yuryevich Isaev       | - «FOR» |
| 3. | Yury Nikolayevich Mangarov | - «FOR» |
| 4. | Alexey Igorevich Pavlov    | - «FOR» |

5. Alexey Viktorovich Rakov - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Pavel Nikolayevich Snikkars - «FOR»
8. Denis Alexandrovich Spirin - «FOR»
9. Roman Alexeyevich Filkin - «FOR»
10. Oxana Vladimirovna Shatokhina - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

**Item 3: On approval of the Action Plan to implement the Program for the implementation of environmental policy for 2017-2019».**

**Decision:**

To defer consideration of the item at a later date.

**Voting results:**

1. Tatiana Petrovna Dronova - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Yury Nikolayevich Mangarov - «FOR»
4. Alexey Igorevich Pavlov - «FOR»
5. Alexey Viktorovich Rakov - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Pavel Nikolayevich Snikkars - «FOR»
8. Denis Alexandrovich Spirin - «FOR»
9. Roman Alexeyevich Filkin - «FOR»
10. Oxana Vladimirovna Shatokhina - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

**Item 4: On approval of an internal document of the Company - the Standard of business planning of IDGC of Centre, PJSC in a new edition.**

**Decision:**

1. To approve the Standard and Regulation of business planning of IDGC of Centre in a new edition in accordance with Appendices # 7, # 8 to this decision of the Board of Directors of the Company.
2. To recognize the Standard and Regulation of business planning of IDGC of Centre, approved by the Board of Directors of IDGC of Centre dated 26.03.2015 (Minutes # 06/15 of 27.03.2015) to have lost force.

**Voting results:**

1. Tatiana Petrovna Dronova - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Yury Nikolayevich Mangarov - «FOR»
4. Alexey Igorevich Pavlov - «FOR»
5. Alexey Viktorovich Rakov - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Pavel Nikolayevich Snikkars - «ABSTAINED»
8. Denis Alexandrovich Spirin - «ABSTAINED»

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

**Total:**

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

**Decision is taken.**

**Item 5: On approval of scenario conditions for the formation of the Business Plan of IDGC of Centre, PJSC for 2018 and forecast indicators for 2019-2022.**

**Decision:**

To defer consideration of the item at a later date.

**Voting results:**

1. Tatiana Petrovna Dronova - «FOR»  
 2. Oleg Yuryevich Isaev - «FOR»  
 3. Yury Nikolayevich Mangarov - «FOR»  
 4. Alexey Igorevich Pavlov - «FOR»  
 5. Alexey Viktorovich Rakov - «FOR»  
 6. Maxim Mikhailovich Saukh - «FOR»  
 7. Pavel Nikolayevich Snikkars - «FOR»  
 8. Denis Alexandrovich Spirin - «FOR»  
 9. Roman Alexeyevich Filkin - «FOR»  
 10. Oxana Vladimirovna Shatokhina - «FOR»  
 11. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

**Item 6: On approval of the adjusted Program to increase operational efficiency and reduce costs of IDGC of Centre, PJSC for 2017-2021.**

**Decision:**

To instruct General Director of the Company to finalize the adjusted Program to increase operational efficiency and reduce costs of IDGC of Centre, PJSC for 2017-2021 (hereinafter – the Program) and ensure submitting the adjusted Program for consideration by the Board of Directors of the Company until 10.08.2017.

**Voting results:**

1. Tatiana Petrovna Dronova - «FOR»  
 2. Oleg Yuryevich Isaev - «FOR»  
 3. Yury Nikolayevich Mangarov - «FOR»  
 4. Alexey Igorevich Pavlov - «FOR»  
 5. Alexey Viktorovich Rakov - «FOR»  
 6. Maxim Mikhailovich Saukh - «FOR»  
 7. Pavel Nikolayevich Snikkars - «FOR»  
 8. Denis Alexandrovich Spirin - «FOR»  
 9. Roman Alexeyevich Filkin - «FOR»  
 10. Oxana Vladimirovna Shatokhina - «FOR»  
 11. Alexander Viktorovich Shevchuk - «ABSTAINED»

**Total:**

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

**Decision is taken.**

**Item 7: On approval of the list of expenses additionally excluded from the scope of operating (controlled) expenses for the calculation and evaluation of the KPI performance of General Director of IDGC of Centre, PJSC «Reduction of unit operating expenses (costs)».**

**Decision:**

To take the issue off the table.

**Voting results:**

- |     |                                |               |
|-----|--------------------------------|---------------|
| 1.  | Tatiana Petrovna Dronova       | - «FOR»       |
| 2.  | Oleg Yuryevich Isaev           | - «FOR»       |
| 3.  | Yury Nikolayevich Mangarov     | - «FOR»       |
| 4.  | Alexey Igorevich Pavlov        | - «FOR»       |
| 5.  | Alexey Viktorovich Rakov       | - «FOR»       |
| 6.  | Maxim Mikhailovich Saukh       | - «FOR»       |
| 7.  | Pavel Nikolayevich Snikkars    | - «FOR»       |
| 8.  | Denis Alexandrovich Spirin     | - «ABSTAINED» |
| 9.  | Roman Alexeyevich Filkin       | - «ABSTAINED» |
| 10. | Oxana Vladimirovna Shatokhina  | - «FOR»       |
| 11. | Alexander Viktorovich Shevchuk | - «AGAINST»   |

**Total:**

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

**Decision is taken.**

**Item 8: On coordination of holding positions in the governing bodies of other organizations by General Director of IDGC of Centre, PJSC.**

**Decision:**

To agree upon holding the following positions by General Director of the Company, Oleg Yuryevich Isaev:

- Member of the Board of Directors of IDGC of Centre and Volga Region;
- Member of the Board of Directors of MOESK.

**Voting results:**

- |     |                                |               |
|-----|--------------------------------|---------------|
| 1.  | Tatiana Petrovna Dronova       | - «FOR»       |
| 2.  | Oleg Yuryevich Isaev           | - «FOR»       |
| 3.  | Yury Nikolayevich Mangarov     | - «FOR»       |
| 4.  | Alexey Igorevich Pavlov        | - «FOR»       |
| 5.  | Alexey Viktorovich Rakov       | - «FOR»       |
| 6.  | Maxim Mikhailovich Saukh       | - «FOR»       |
| 7.  | Pavel Nikolayevich Snikkars    | - «FOR»       |
| 8.  | Denis Alexandrovich Spirin     | - «FOR»       |
| 9.  | Roman Alexeyevich Filkin       | - «FOR»       |
| 10. | Oxana Vladimirovna Shatokhina  | - «FOR»       |
| 11. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

**Total:**

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

**Decision is taken.**

**Item 9: On preliminary approval of the decision for provision of charity by IDGC of Centre, PJSC.**

**Decision:**

1. To approve the provision of charity by IDGC of Centre, PJSC in 2017 in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to ensure the financing of charitable assistance without worsening the planned financial result of the activity, taking into account the unconditional fulfillment of the reduction in specific operating expenses (costs) based on the results of work for 2017.

**Voting results:**

- |     |                                |               |
|-----|--------------------------------|---------------|
| 1.  | Tatiana Petrovna Dronova       | - «ABSTAINED» |
| 2.  | Oleg Yuryevich Isaev           | - «FOR»       |
| 3.  | Yury Nikolayevich Mangarov     | - «FOR»       |
| 4.  | Alexey Igorevich Pavlov        | - «FOR»       |
| 5.  | Alexey Viktorovich Rakov       | - «FOR»       |
| 6.  | Maxim Mikhailovich Saukh       | - «FOR»       |
| 7.  | Pavel Nikolayevich Snikkars    | - «AGAINST»   |
| 8.  | Denis Alexandrovich Spirin     | - «AGAINST»   |
| 9.  | Roman Alexeyevich Filkin       | - «AGAINST»   |
| 10. | Oxana Vladimirovna Shatokhina  | - «FOR»       |
| 11. | Alexander Viktorovich Shevchuk | - «AGAINST»   |

**Total:**

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

**Decision is taken.****A dissenting opinion of a member of the Board of Directors of the Company, A.V. Shevchuk, was received on the given item:**

*«The materials do not have justification of the management of the proposed size and directions of the charitable aid planned for implementation, including comments on the benefits that the Company receives (for example, PR support, social focus and responsibility, loyalty, positioning in a specific region, etc.). Paragraph 2 of the draft decision assumes significant gaps in the accuracy of planning the financial result of the company».*

**Item 10: On prior approval of an amendment to Agreement dated 01.04.2015 № 7700/00050/15, concluded between IDGC of Centre, PJSC and LLC «Infrastructure investments-3» on movable property lease (with further purchase), which constitutes fixed assets that are used for transmission and distribution of electric energy.****Decision:**

1. To approve an amendment to Agreement dated 01.04.2015 № 7700/00050/15, concluded between IDGC of Centre, PJSC and LLC «Infrastructure investments-3» on movable property lease (with further purchase), which constitutes fixed assets that are used for transmission and distribution of electric energy, on the terms and conditions in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to ensure concluding the amendment to the Agreement on movable property lease with LLC «Infrastructure investments-3» on the terms and conditions, approved by the Board of Directors of the Company.

**Voting results:**

- |    |                             |               |
|----|-----------------------------|---------------|
| 1. | Tatiana Petrovna Dronova    | - «ABSTAINED» |
| 2. | Oleg Yuryevich Isaev        | - «FOR»       |
| 3. | Yury Nikolayevich Mangarov  | - «FOR»       |
| 4. | Alexey Igorevich Pavlov     | - «FOR»       |
| 5. | Alexey Viktorovich Rakov    | - «FOR»       |
| 6. | Maxim Mikhailovich Saukh    | - «FOR»       |
| 7. | Pavel Nikolayevich Snikkars | - «ABSTAINED» |

- |            |                                |             |
|------------|--------------------------------|-------------|
| <b>8.</b>  | Denis Alexandrovich Spirin     | - «AGAINST» |
| <b>9.</b>  | Roman Alexeyevich Filkin       | - «AGAINST» |
| <b>10.</b> | Oxana Vladimirovna Shatokhina  | - «FOR»     |
| <b>11.</b> | Alexander Viktorovich Shevchuk | - «AGAINST» |

**Total:**

«FOR»	- «6»
«AGAINST»	- «3»
«ABSTAINED»	- «2»

**Decision is taken.**

**Appendices:**

1. The budgets of the Audit Committee, the Personnel and Remuneration Committee, the Strategy and Development Committee, the Reliability Committee, the Grid Connection Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2017 (Appendices ## 1-5).
2. The report of General Director «On the organization, functioning and efficiency of the risk management system of IDGC of Centre, PJSC for 2016» (Appendix # 6).
3. The Standard of business planning of IDGC of Centre in a new edition (Appendix # 7).
4. The Regulation of business planning of IDGC of Centre in a new edition (Appendix # 8).
5. The terms and conditions of the provision of charity by IDGC of Centre, PJSC in 2017 (Appendix # 9).
6. The amendment to Agreement dated 01.04.2015 № 7700/00050/15, concluded between IDGC of Centre, PJSC and LLC «Infrastructure investments-3» (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**