



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)

«20» March 2017

Moscow

No. 05/17

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: **22.03.2017.**

AGENDA:

- 1.** On consideration of the report of General Director of the Company «On implementation of the decisions in 4Q 2016 taken at the meetings of the Board of Directors of the Company».
- 2.** On approval of the report of General Director of the Company «On execution of the adjusted Action Plan of IDGC of Centre, PJSC to increase the efficiency of performance and improve the economic and financial condition following the results of 2016».
- 3.** On consideration of the report of General Director of the Company «On reasons of deviations of the Investment Program, approved by the Ministry of Energy of Russia (Order dated 22.12.2016 № 1386), and the Investment Program, approved by the Company's Board of Directors 04.10.2016 (Minutes # 28/16 of 04.10.2016)».
- 4.** On consideration of the report of General Director of the Company «On the conformity of the documents confirming the commissioning of completed construction facilities of the Company in 2016, including compliance with the names of titles, the presence of the approved design and estimate documentation of stages (start-up facilities, phases), the requirements of legal acts and internal normative documents of the Company and the Company's observance of the order to accept completed construction facilities».
- 5.** On approval of the corporate structure of the Executive Office of IDGC of Centre, PJSC.
- 6.** On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
- 7.** On approval of the adjusted Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018.
- 8.** On consideration of the report of General Director of the Company «On implementation of the assignment issued by the Board of Directors of the Company regarding item # 2 (subpara. 2.1) 20.12.2016 (Minutes # 34/16 of 21.12.2016).
- 9.** CONFIDENTIALLY.

Item 1. On consideration of the report of General Director of the Company «On

implementation of the decisions in 4Q 2016 taken at the meetings of the Board of Directors of the Company».

Decision:

1. To take into consideration the report of General Director of the Company «On implementation of the decisions in 4Q 2016 taken at the meetings of the Board of Directors of the Company» in accordance with Appendices # 1 - 14 to this decision of the Board of Directors of the Company.

2. To consider paragraph 2 of the decision of the Board of Directors dated 15.08.2013 regarding the item «On consideration of the report of General Director on the implementation of the Company's Action Plan for 2013 on the execution of the Company's Strategy in the field of information technology, automation and telecommunications for the period until 2016» (Minutes #19/13 of 16.08.2013) 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 - «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 approval of the report of General Director of the Company «On execution of the adjusted Action Plan of IDGC of Centre, PJSC to increase the efficiency of performance and improve the economic and financial condition following the results of 2016».

Decision:

To approve the report of General Director of the Company «On execution of the adjusted Action Plan of IDGC of Centre, PJSC to increase the efficiency of performance and improve the economic and financial condition following the results of 2016» in accordance with Appendix # 15 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 3. On consideration of the report of General Director of the Company «On reasons of deviations of the Investment Program, approved by the Ministry of Energy of Russia (Order dated 22.12.2016 № 1386), and the Investment Program, approved by the Company's Board of Directors 04.10.2016 (Minutes # 28/16 of 04.10.2016)».

Decision:

To take into consideration the report of General Director of the Company «On reasons of deviations of the Investment Program, approved by the Ministry of Energy of Russia (Order dated 22.12.2016 № 1386), and the Investment Program, approved by the Company's Board of Directors 04.10.2016 (Minutes # 28/16 of 04.10.2016)» in accordance with Appendix # 16 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 Erpsheer - «FOR»

Total:

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

Decision is taken.

Item 4. On consideration of the report of General Director of the Company «On the conformity of the documents confirming the commissioning of completed construction facilities of the Company in 2016, including compliance with the names of titles, the presence of the approved design and estimate documentation of stages (start-up facilities, phases), the requirements of legal acts and internal normative documents of the Company and the Company's observance of the order to accept completed construction facilities».

Decision:

1. To take into consideration the report of General Director of the Company «On the conformity of the documents confirming the commissioning of completed construction facilities of the Company in 2016, including compliance with the names of titles, the presence of the approved design and estimate documentation of stages (start-up facilities, phases), the requirements of legal acts and internal normative documents of the Company and the Company's observance of the order to accept completed construction facilities» in accordance with Appendix #17 to this decision of the Board of Directors of the Company.
2. To note the information of General Director of the Company on the existence of violations of the requirements of the organizational and administrative documents of the Company and

the legislative norms regulating the procedure for accepting completed construction projects.

3. To note the information on the response measures of the Company's management aimed at eliminating the facts of violations of the requirements of the organizational and administrative documents of the Company and the legislative norms regulating the procedure for accepting completed construction projects and preventing them in the future, as well as the measures taken in respect to officials, who committed these violations.

4. To recommend to the Audit Commission of the Company to consider the information of the Company on the compliance of documents confirming the commissioning of the Company's completed facilities in 2016, including the conformity of titles, availability of phases (start-up packages, stages) in the approved design and estimate documentation, requirements of regulatory legal acts and internal regulatory documents of the Company and on compliance by the Company with the order of acceptance of completed construction projects.

5. General Director of IDGC of Centre:

5.1 To develop a set of measures aimed at eliminating the facts of violations of the requirements of the organizational and administrative documents of the Company and the legislative norms regulating the procedure for accepting completed construction projects and preventing them in the future.

5.2 To ensure bringing the information on implementation of measures developed in accordance with paragraph 5.1 of this decision for consideration of the Audit Committee of the Board of Directors of IDGC of Centre.

Deadline: not later than 20.04.2017.

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 - «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 5. 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 IDGC of Centre, PJSC in accordance with Appendix # 18 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 11.04.2016 (Minutes # 10/16 of 11.04.2016) 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 6. On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.****Decision:**

1. To agree upon the nomination of Vadim Olegovich Yurchenko for the position of Deputy General Director of IDGC of Centre - Tverenergo division director.

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

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

Decision is taken.

2. To agree upon the nomination of Vladimir Vladimirovich Ozhkalo for the position of Deputy General Director for Security 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 7. On approval of the adjusted Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018.

Decision:

1. To recognize the Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018, approved by the decision of the Board of Directors of IDGC of Centre, PJSC on 11.04.2016 (Minutes # 10/16) to have lost force.
2. To approve the adjusted Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018 in accordance with Appendix # 19 to this decision of the Board of Directors of the Company.
3. To instruct General Director of the Company:
 - to ensure timely implementation of activities of the adjusted Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018;
 - annually until the end of the first quarter of the year following the reporting year, to submit for consideration of the Company's Board of Directors the information regarding the item «On consideration of the report on the implementation of the adjusted Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018».

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

Total:

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

Decision is taken.

Item 8. On consideration of the report of General Director of the Company «On implementation of the assignment issued by the Board of Directors of the Company regarding item # 2 (subpara. 2.1) 20.12.2016 (Minutes # 34/16 of 21.12.2016).

Decision:

1. To take into consideration the report of General Director of the Company «On implementation of the assignment issued by the Board of Directors of the Company regarding item # 2 (subpara. 2.1) 20.12.2016 (Minutes # 34/16 of 21.12.2016)», in regards to

justifying the reasons why it is not advisable to submit the adjusted Business Plan of the Company for 2017 for consideration by the Board of Directors of the Company in accordance with Appendix # 20 to this decision of the Board of Directors of the Company.

2. To remove from control the execution of the instruction of the Board of Directors of the Company in terms of subpara. 2.1 regarding item # 2 (Minutes # 34/16 of 21.12.2016).

Voting results:

1. Alexander Evgenyevich Bogashov - «AGAINST»
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 - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

Total:

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

Decision is taken.

Item 9. CONFIDENTIALLY

Decision:

CONFIDENTIALLY.

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

Total:

«FOR»	- «7»
«AGAINST»	- «3»
«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 (Appendix # 22).

Appendices:

1. The report of General Director of the Company «On implementation of the decisions in 4Q 2016 taken at the meetings of the Board of Directors of the Company» (Appendices ## 1-14).
2. The report of General Director of the Company «On execution of the adjusted Action Plan of IDGC of Centre, PJSC to increase the efficiency of performance and improve the economic and financial condition following the results of 2016» (Appendix # 15).

3. The report of General Director of the Company «On reasons of deviations of the Investment Program, approved by the Ministry of Energy of Russia (Order dated 22.12.2016 № 1386), and the Investment Program, approved by the Company's Board of Directors 04.10.2016 (Minutes # 28/16 of 04.10.2016)» (Appendix # 16).
4. The report of General Director of the Company «On the conformity of the documents confirming the commissioning of completed construction facilities of the Company in 2016, including compliance with the names of titles, the presence of the approved design and estimate documentation of stages (start-up facilities, phases), the requirements of legal acts and internal normative documents of the Company and the Company's observance of the order to accept completed construction facilities» (Appendix # 17).
5. The corporate structure of the Executive Office of IDGC of Centre, PJSC (Appendix # 18).
6. The adjusted Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018 (Appendix # 19).
7. The report of General Director of the Company «On implementation of the assignment issued by the Board of Directors of the Company regarding item # 2 (subpara. 2.1) 20.12.2016 (Minutes # 34/16 of 21.12.2016)» (Appendix # 20).
8. CONFIDENTIALLY (Appendix # 21).
9. The dissenting opinion of the member of the Board of Directors of the Company, A.V. Shevchuk, regarding item # 9 (Appendix # 22).

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

Y.N. Mangarov

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

S.V. Lapinskaya