



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)

«28» April 2017

Moscow

No. 10/17

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

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

Participants of the voting: **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: **O.Y. Isaev.**

The quorum **is present.**

Date of the minutes: **28.04.2017.**

AGENDA:

1. 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».
2. On approval of the report of General Director of the Company «On execution of the Innovative Development Program of IDGC of Centre, PJSC in 2016 for the period of 2015-2019».
3. On approval of nomination of the Insurer of IDGC of Centre, PJSC.
4. On coordination of holding paid positions in other organizations by members of the Management Board of IDGC of Centre, PJSC.
5. On preliminary approval of the decision for provision of charity by IDGC of Centre, PJSC.

Item 1. 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 defer the consideration of the item at a later date.

Voting results:

- | | |
|-----------------------------------|---------|
| 1. Alexander Evgenyevich Bogashov | - «FOR» |
| 2. Denis Alexandrovich Malkov | - «FOR» |
| 3. Yury Nikolayevich Mangarov | - «FOR» |
| 4. Irina Borisovna Masaleva | - «FOR» |
| 5. Maxim Mikhailovich Saukh | - «FOR» |
| 6. Denis Alexandrovich Spirin | - «FOR» |
| 7. Roman Alexeyevich Filkin | - «FOR» |
| 8. Oxana Vladimirovna Shatokhina | - «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 the report of General Director of the Company «On execution of the Innovative Development Program of IDGC of Centre, PJSC in 2016 for the period of 2015-2019».

Decision:

To approve the report of General Director of the Company «On execution of the Innovative Development Program of IDGC of Centre, PJSC in 2016, including the Medium Term Implementation Plan of the Innovative Development Program of IDGC of Centre, PJSC for 2017-2019» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Evgenyevich Bogashov	- «ABSTAINED»
2. Denis Alexandrovich Malkov	- «FOR»
3. Yury Nikolayevich Mangarov	- «FOR»
4. Irina Borisovna Masaleva	- «FOR»
5. Maxim Mikhailovich Saukh	- «FOR»
6. Denis Alexandrovich Spirin	- «FOR»
7. Roman Alexeyevich Filkin	- «FOR»
8. Oxana Vladimirovna Shatokhina	- «FOR»
9. Alexander Viktorovich Shevchuk	- «FOR»
10. Natalia Ilyinichna Erpsher	- «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 3. On approval of nomination of the Insurer of IDGC of Centre, PJSC.

Decision:

To approve the following nominee as the Company's Insurer:

Type of insurance	Insurance company	Period of insurance (period of issue of policies of insurance)
Comprehensive and collision insurance (Fully Comp)	SOGAZ	from 15.05.2017 to 14.05.2018

Voting results:

1. Alexander Evgenyevich Bogashov	- «FOR»
2. Denis Alexandrovich Malkov	- «FOR»
3. Yury Nikolayevich Mangarov	- «FOR»
4. Irina Borisovna Masaleva	- «FOR»
5. Maxim Mikhailovich Saukh	- «FOR»

- | | | |
|-----|--------------------------------|---------|
| 6. | Denis Alexandrovich Spirin | - «FOR» |
| 7. | Roman Alexeyevich Filkin | - «FOR» |
| 8. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. | Alexander Viktorovich Shevchuk | - «FOR» |
| 10. | Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 4. On coordination of holding paid positions in other organizations by members of the Management Board of IDGC of Centre, PJSC.

Decision:

To coordinate holding the position of Deputy General Director of IDGC of Centre and Volga Region – Nizhnovenergo division director by Ivan Petrovich Kleymenov, a member of the Management Board of IDGC of Centre, PJSC.

Voting results:

- | | | |
|-----|--------------------------------|---------------|
| 1. | Alexander Evgenyevich Bogashov | - «ABSTAINED» |
| 2. | Denis Alexandrovich Malkov | - «FOR» |
| 3. | Yury Nikolayevich Mangarov | - «FOR» |
| 4. | Irina Borisovna Masaleva | - «FOR» |
| 5. | Maxim Mikhailovich Saukh | - «FOR» |
| 6. | Denis Alexandrovich Spirin | - «AGAINST» |
| 7. | Roman Alexeyevich Filkin | - «AGAINST» |
| 8. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 10. | Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 5. 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 # 2 to this decision of the Board of Directors of the Company.
2. To instruct General Director of IDGC of Centre 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 as planned in the approved Business Plan of IDGC of Centre for 2017.

Voting results:

- | | | |
|----|--------------------------------|---------|
| 1. | Alexander Evgenyevich Bogashov | - «FOR» |
| 2. | Denis Alexandrovich Malkov | - «FOR» |
| 3. | Yury Nikolayevich Mangarov | - «FOR» |

- | | | |
|-----|--------------------------------|---------------|
| 4. | Irina Borisovna Masaleva | - «FOR» |
| 5. | Maxim Mikhailovich Saukh | - «FOR» |
| 6. | Denis Alexandrovich Spirin | - «AGAINST» |
| 7. | Roman Alexeyevich Filkin | - «AGAINST» |
| 8. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 10. | Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

Decision is taken.

Appendices:

1. The report of General Director of the Company «On execution of the Innovative Development Program of IDGC of Centre, PJSC in 2016, including the Medium Term Implementation Plan of the Innovative Development Program of IDGC of Centre, PJSC for 2017-2019» (Appendix # 1).
2. The terms and conditions of the provision of charity by IDGC of Centre, PJSC in 2017 (Appendix # 2).

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

Y.N. Mangarov

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

S.V. Lapinskaya