



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 presentia-absentia)

«30» March 2017

Moscow

No. 06/17

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

Place of the meeting: **Moscow, 2nd Yamskaya, 4, floor 5, office 507.**

Video conference room A5-048 (5<sup>th</sup> floor) at the address: Moscow, Belovezhskaya str., 4.

Time of the meeting: **10 hours 30 minutes – 12 hours 05 minutes.**

Participants of the meeting: **O.Y. Isaev, D.A. Malkov, Y.N. Mangarov (video conference call), M.M. Saukh (video conference call), R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk, N.I. Erpsher (video conference call).**

The written opinion (questionnaire) of the following members was taken into account while defining the results: **A.E. Bogashov, I.B. Masaleva, D.A. Spirin.**

Members who neither participated nor provided questionnaires:

The quorum **is present.**

Date of the minutes: **31.03.2017.**

The meeting of the Board of Directors of IDGC of Centre, PJSC was led by Chairperson of the Board of Directors of IDGC of Centre, Yury Nikolayevich Mangarov.

**The following invited persons – the management of IDGC of Centre were present:**

A.K. Akhmedova - Legal Director of Legal Provision Department

I.V. Gromova – Deputy General Director for Human Resources and Organizational Design

E.V. Kabanova - Deputy General Director for Development and Sale of Services

R.P. Mitrofanov - Deputy General Director for Capital Construction

K.A. Mikhailik – First Deputy General Director

A.V. Pilyugin - First Deputy General Director - Chief Engineer

D.V. Sklyarov – Deputy General Director for Investment

O.V. Tikhomirova - Deputy General Director for Economy and Finance

S.N. Sharapov - Deputy General Director for Corporate Governance

S.V. Shpakova – Head of Internal Audit Department

After the announcement of a quorum regarding the agenda items by Chairperson at the meeting of the Board of Directors of the Company, Y.N. Mangarov, the meeting was called to order.

**AGENDA:**

**1.** On consideration of a draft of amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2020, approved by Order of the Ministry of Energy of Russia dated 22.12.2016 № 1386, with the extension of the planning period up to 2022.

2. On approval of the report of General Director of the Company «On execution of the Company's Business Plan in 4Q 2016 and in 2016 (including performance of the Investment Program and information about key operational risks)».

**Item 1. On consideration of a draft of amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2020, approved by Order of the Ministry of Energy of Russia dated 22.12.2016 № 1386, with the extension of the planning period up to 2022.**

**Speaker** – D.V. Sklyarov.

The report (presentation) on the item are stored in the materials for the meeting of the Board of Directors.

**In discussing the report the questions were received from** O.V. Shatokhina, R.A. Filkin, A.V. Shevchuk.

**The explanations and answers to the questions were given by** O.Y. Isaev, K.A. Mikhailik, O.V. Tikhomirova, D.V. Sklyarov, S.N. Sharapov.

**After the discussion the members of the Board of Directors proceeded to vote.**

**Decision taken at the meeting:**

1. To approve the draft of amendments, entered into the Investment Program of the Company for 2016-2020, approved by Order of the Ministry of Energy of Russia dated 22.12.2016 № 1386, with the extension of the planning period up to 2022, in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company:

2.1. To ensure the approval of the draft of amendments, entered into the Investment Program of the Company for 2016-2020, approved by Order of the Ministry of Energy of Russia dated 22.12.2016 № 1386, with the extension of the planning period up to 2022, in the Ministry of Energy of the Russian Federation in the manner provided for by Resolution of the Government of the Russian Federation dated 01.12.2009 № 977.

2.2. To provide a report on the implementation of paragraph 2.1 of this decision for consideration by the Board of Directors of the Company within 30 days after the approval of the draft of amendments, entered into the Investment Program of the Company for 2016-2020, approved by Order of the Ministry of Energy of Russia dated 22.12.2016 № 1386, with the extension of the planning period up to 2022, in accordance with the requirements of Resolution of the Government of the Russian Federation dated 01.12.2009 № 977.

3. To instruct General Director of the Company with the next adjustment of the Investment Program:

3.1. To provide funding sources in the required amount to equip outgoing connections of substations of 35 kV and above with electricity metering devices;

3.2. To conduct an assessment of the level of electric energy losses in 0.4-20 kV lines to which 10 (6)/0.4 kV transformer substations are connected, if they are planned to be reconstructed in accordance with the Investment Program of the Company.

**Voting results under the decision draft, announced at the meeting:**

- |                                  |               |
|----------------------------------|---------------|
| 1. Oleg Yuryevich Isaev          | - «FOR»       |
| 2. Denis Alexandrovich Malkov    | - «FOR»       |
| 3. Yury Nikolayevich Mangarov    | - «FOR»       |
| 4. Maxim Mikhailovich Saukh      | - «FOR»       |
| 5. Roman Alexeyevich Filkin      | - «ABSTAINED» |
| 6. Oxana Vladimirovna Shatokhina | - «FOR»       |

7. Alexander Viktorovich Shevchuk - «ABSTAINED»  
 8. Natalia Ilyinichna Erpsher - «FOR»  
**Voting results by filling in the questionnaires:**  
 9. Alexander Evgenyevich Bogashov - «ABSTAINED»  
 10. Irina Borisovna Masaleva - «FOR»  
 11. Denis Alexandrovich Spirin - «ABSTAINED»

**Total:**

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

**Decision is taken.**

**Item 2. On approval of the report of General Director of the Company «On execution of the Company’s Business Plan in 4Q 2016 and in 2016 (including performance of the Investment Program and information about key operational risks)».**

**Speaker** in terms of the report on the Business Plan and information about key operational risks – O.V. Tikhomirova.

**Co-speaker** in terms of the report on the Investment Program - R.P. Mitrofanov.

**Co-speaker** in terms of the report on the Program of energy saving and energy efficiency – A.V. Pilyugin.

**Co-speaker** in terms of the report on the Program of long-term development of electric power metering systems at the retail market, as well as in terms of the report on the repayment in 2016 of overdue accounts receivable from the amount established at 01.01.2016 – E.V. Kabanova.

**Co-speaker** in terms of the report on purchase of power facilities, the approval of the acquisition for which by the Board of Directors of the Company is not required, as well as in terms of the report on work performed for registration of ownership of immovable property, registration/re-registration of rights of use of land plots - S.N. Sharapov.

**Co-speaker** in terms of the report on the Procurement plan – D.V. Sklyarov.

The reports (presentations) on the item are stored in the materials for the meeting of the Board of Directors.

**In discussing the report the questions were received from** M.M. Saukh, O.V. Shatokhina, R.A. Filkin, A.V. Shevchuk.

**The explanations and answers to the questions were given by** O.Y. Isaev, K.A. Mikhailik, E.V. Kabanova, D.V. Sklyarov, O.V. Tikhomirova.

**After the discussion the members of the Board of Directors proceeded to vote.**

**Decision taken at the meeting:**

To approve the report of General Director of the Company «On execution of the Business Plan of IDGC of Centre, PJSC, including the Investment Program and information about key operational risks, in 2016» according to Appendices # 2-10 to this decision of the Board of Directors of the Company.

**Voting results under the decision draft, announced at the meeting:**

1. Oleg Yuryevich Isaev - «FOR»  
 2. Denis Alexandrovich Malkov - «FOR»  
 3. Yury Nikolayevich Mangarov - «FOR»  
 4. Maxim Mikhailovich Saukh - «FOR»  
 5. Roman Alexeyevich Filkin - «FOR»

6. **Oxana Vladimirovna Shatokhina** - «FOR»  
 7. **Alexander Viktorovich Shevchuk** - «FOR»  
 8. **Natalia Ilyinichna Erpsheer** - «FOR»

**Voting results by filling in the questionnaires:**

9. **Alexander Evgenyevich Bogashov** - «AGAINST»  
 10. **Irina Borisovna Masaleva** - «FOR»  
 11. **Denis Alexandrovich Spirin** - «FOR»

**Total:**

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

**Decision is taken.**

Then, with the consent of all members of the Board of Directors of the Company present at the meeting, they took into consideration the information on the implementation of decisions taken at previous meetings of the Board of Directors of the Company from 01.01.2017 to 01.03.2017, presented by Corporate Secretary of the Company in accordance with the Regulation on the Board of Directors of the Company while holding a meeting in person.

The agenda of the meeting of the Board of Directors of IDGC of Centre, PJSC on 30.03.2017 was exhausted.

The meeting of the Board of Directors of the Company was adjourned.

**Appendices:**

1. The amendments, entered into the Investment Program of the Company for 2016-2020, approved by Order of the Ministry of Energy of Russia dated 22.12.2016 № 1386, with the extension of the planning period up to 2022 (Appendix #1).
2. The report of General Director of the Company «On execution of the Company's Business Plan in 4Q 2016 and in 2016» (Appendix #2).
3. The report of General Director of the Company «On performance of the Company's Investment Program in 4Q 2016 and in 2016» (Appendix #3).
4. The information about key operational risks (Appendix #4).
5. The report of General Director of the Company «On execution of the Company's Program of energy saving and energy efficiency in 4Q 2016 and in 2016» (Appendix #5).
6. The report of General Director of the Company «On execution of the Company's Program of long-term development of electric power metering systems at the retail market in 4Q 2016 and in 2016» (Appendix #6).
7. The report of General Director of the Company «On the repayment in 2016 of overdue accounts receivable from the amount established at 01.01.2016» (Appendix #7).
8. The report of General Director of the Company «On purchase of power facilities in 2016, the approval of the acquisition for which by the Board of Directors of the Company is not required» (Appendix #8).
9. The report of General Director of the Company «On work performed in 2016 for registration of ownership of immovable property, registration/re-registration of rights of use of land plots taking into account preparation of information about the boundaries of security zones of electric grid facilities» (Appendix #9).
10. The report of General Director of the Company «On performance of the Procurement plan in 4Q 2016 and in 2016» (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**