



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)

«01» September 2017

Moscow

No. 21/17

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, D.A. Spirin, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.**

Members who did not provide questionnaires: **P.N. Snikkars.**

The quorum is **present.**

Date of the minutes: **04.09.2017.**

### AGENDA:

1. On approval of the Schedule of activities to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.07.2017.
2. On consideration of the report of General Director of the Company «On the credit policy of the Company in 2Q 2017».
3. On approval of amendments to the Work Plan of the Internal Audit Department of the Company for 2017.
4. On determination of the position of IDGC of Centre, PJSC regarding the agenda items of a meeting of the Board of Directors of JSC “Sanatorium “Energetik”: On approval of the report of General Director of the Company «On execution of the target values of quarterly key performance indicators in 1Q 2017».
5. On approval of the adjusted Program to increase operational efficiency and reduce costs of IDGC of Centre, PJSC for 2017-2021.
6. On approval of scenario conditions for formation of the Business Plan of IDGC of Centre, PJSC for 2018 and forecast indicators for 2019-2022.
7. On approval of the Action Plan to implement the Program for the implementation of environmental policy for 2017-2019.
8. On approval of the Program for the modernization of electric grids in the territory of the Yaroslavl region for 2018-2022.
9. On approval of the Program for equipping with aerial work platforms to perform work on poles of overhead lines, including on the basis of off-road vehicles for use in hard-to-reach places for the period of 2017-2021 of IDGC of Centre, PJSC.
10. On approval of the Program for equipping with modern means of safety for specialized vehicles and motor vehicles, used to perform work and transport personnel for the period of 2017-2021, by upgrading or retrofitting/ modernizing of IDGC of Centre, PJSC.
11. On approval of the Program of modernization (renovation) of power grid facilities of IDGC of Centre, PJSC for the period of 2017-2026.
12. On early termination of powers of a member of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC and election of a member of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC.
13. On coordination of nominations for certain positions in the Executive Office of the

Company, determined by the Board of Directors of the Company.

**Item 1: On approval of the Schedule of activities to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.07.2017.**

**Decision:**

1. To approve the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.07.2017 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To take into consideration the report of General Director of the Company «On execution of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.01.2017, approved by the decision of the Board of Directors of the Company on 29.05.2017 (Minutes of 31.05.2017 # 14/17), in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

3. To take into consideration the report of General Director of the Company «On the work performed by IDGC of Centre, PJSC in relation to newly created overdue accounts receivable for the services of electric power transmission in 2Q 2017» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

4. To take into consideration the report of General Director of the Company «On the repayment in the II quarter of 2017 of overdue accounts receivable, formed on 01.01.2017» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

5. To amend para. 5.1 of the decision of the Board of Directors of the Company (Minutes of 22.02.2017 # 03/17), taken regarding item 1: «On approval of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.01.2017», reading as follows:

*«5.1. To ensure repayment in 2017 of 2 152,3 mln RUB of overdue accounts receivable from the value established by 01.01.2017, including 742,8 mln RUB in the I quarter of 2017, 343,6 mln RUB in the II quarter of 2017, 268,9 mln RUB in the III quarter of 2017, 797,0 mln RUB in the IV quarter of 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.  | Denis Alexandrovich Spirin     | - «ABSTAINED» |
| 8.  | Roman Alexeyevich Filkin       | - «ABSTAINED» |
| 9.  | Oxana Vladimirovna Shatokhina  | - «FOR»       |
| 10. | Alexander Viktorovich Shevchuk | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 2: On consideration of the report of General Director of the Company «On the credit policy of the Company in 2Q 2017».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On the credit policy of the Company in 2Q 2017» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.
2. To note that according to the results of the calculation of the debt position limits as of 30 June 2017, the Company belongs to the credit quality group "A".
3. To note the need to strengthen the work aimed at reducing the costs of servicing the Company's loan portfolio.
4. To instruct the General Director of the Company to ensure that at a meeting of the Board of Directors of the Company a report on the work carried out to reduce the costs of servicing the loan portfolio be reviewed in the following terms:
  - quarterly not later than the 5th day of the second month following the reporting quarter, if the Company belongs to the credit quality group "A".
  - in accordance with the terms and within the framework of the issue «On consideration of the report of General Director of the Company «On the credit policy of the Company», if the Company belongs to the credit quality group "B" or "C".

**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.  | Denis Alexandrovich Spirin     | - «FOR» |
| 8.  | Roman Alexeyevich Filkin       | - «FOR» |
| 9.  | Oxana Vladimirovna Shatokhina  | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 3: On approval of amendments to the Work Plan of the Internal Audit Department of the Company for 2017.**

**Decision:**

To approve the amendments to the Work Plan of the Internal Audit Department of the Company for 2017 in accordance with Appendix # 6 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.  | Denis Alexandrovich Spirin     | - «FOR» |
| 8.  | Roman Alexeyevich Filkin       | - «FOR» |
| 9.  | Oxana Vladimirovna Shatokhina  | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 4: On determination of the position of IDGC of Centre, PJSC regarding the agenda items of a meeting of the Board of Directors of JSC “Sanatorium “Energetik”: On approval of the report of General Director of the Company «On execution of the target values of quarterly key performance indicators in 1Q 2017».**

**Decision:**

To instruct representatives of IDGC of Centre, PJSC at the meeting of the Board of Directors of JSC “Sanatorium “Energetik” regarding the item «On approval of the report of General Director of the Company «On execution of the target values of quarterly key performance indicators in 1Q 2017» to vote «FOR» taking the following decision:

*«To approve the report of General Director of the Company «On execution of the target values of quarterly key performance indicators in 1Q 2017» in accordance with Appendix # 7 to this decision of 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. Denis Alexandrovich Spirin      | - «ABSTAINED» |
| 8. Roman Alexeyevich Filkin        | - «ABSTAINED» |
| 9. Oxana Vladimirovna Shatokhina   | - «FOR»       |
| 10. Alexander Viktorovich Shevchuk | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 5: On approval of the adjusted Program to increase operational efficiency and reduce costs of IDGC of Centre, PJSC for 2017-2021.**

**Decision:**

To approve the adjusted Program to increase operational efficiency and reduce costs of IDGC of Centre, PJSC for 2017-2021 in accordance with Appendix # 8 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. Denis Alexandrovich Spirin      | - «ABSTAINED» |
| 8. Roman Alexeyevich Filkin        | - «ABSTAINED» |
| 9. Oxana Vladimirovna Shatokhina   | - «FOR»       |
| 10. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

**Total:**

«FOR»	- «7»
«AGAINST»	- «0»

«ABSTAINED»

- «3»

**Decision is taken.**

**Item 6: On approval of scenario conditions for formation of the Business Plan of IDGC of Centre, PJSC for 2018 and forecast indicators for 2019-2022.**

**Decision:**

1. To defer the consideration of the item at a later date.
2. To note the inconsistency between the parameters of the scenario conditions for formation of the Business Plan of IDGC of Centre, PJSC for 2018 and forecast indicators for 2019-2022, in terms of investment activity, the parameters of the draft of the Investment Program of IDGC of Centre, PJSC, sent for approval by the Ministry of Energy of Russia, in accordance with the applicable regulations.

**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. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

«FOR»

- «10»

«AGAINST»

- «0»

«ABSTAINED»

- «0»

**Decision is taken.**

**Item 7: On approval of the Action Plan to implement the Program for the implementation of environmental policy for 2017-2019.**

**Decision:**

1. To join the implementation of environmental policy in the power grid complex (hereinafter – the Policy), approved by the decision of the Board of Directors of PJSC Rosseti dated 01.03.2017 (Minutes # 254 of 03.03.2017) and approve the Policy as an internal document of the Company in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.
2. To approve the Action Plan IDGC of Centre, PJSC to implement the environmental policy for 2017-2019 in accordance with Appendix # 10 to this decision of 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. Denis Alexandrovich Spirin - «AGAINST»
8. Roman Alexeyevich Filkin - «AGAINST»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»

**Total:**

«FOR»

- «6»

«AGAINST»	- «2»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 8: On approval of the Program for the modernization of electric grids in the territory of the Yaroslavl region for 2018-2022.**

**Decision:**

To approve the Program for the modernization of electric grids in the territory of the Yaroslavl region for 2018-2022 in accordance with Appendix # 11 to this decision of 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.  | Denis Alexandrovich Spirin     | - «ABSTAINED» |
| 8.  | Roman Alexeyevich Filkin       | - «ABSTAINED» |
| 9.  | Oxana Vladimirovna Shatokhina  | - «FOR»       |
| 10. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

**Total:**

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

**Decision is taken.**

**Item 9: On approval of the Program for equipping with aerial work platforms to perform work on poles of overhead lines, including on the basis of off-road vehicles for use in hard-to-reach places for the period of 2017-2021 of IDGC of Centre, PJSC.**

**Decision:**

To defer the 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.  | Denis Alexandrovich Spirin     | - «FOR» |
| 8.  | Roman Alexeyevich Filkin       | - «FOR» |
| 9.  | Oxana Vladimirovna Shatokhina  | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 10: On approval of the Program for equipping with modern means of safety for specialized vehicles and motor vehicles, used to perform work and transport personnel for the period of 2017-2021, by upgrading or retrofitting/ modernizing of IDGC of Centre, PJSC.**

**Decision:**

To defer the 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. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.****Item 11: On approval of the Program of modernization (renovation) of power grid facilities of IDGC of Centre, PJSC for the period of 2017-2026.****Decision:**

1. To approve the Program of modernization (renovation) of power grid facilities of IDGC of Centre, PJSC for the period of 2017-2026 (hereinafter - the Program) in accordance with Appendix # 14 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company:

2.1. To ensure the update of the Program:

2.1.1. After approval of the industry normative legal acts (hereinafter – the NLA), establishing or changing the frequency, methods, volumes and technical means of control, the system of indicators of technical condition and their permissible and limiting values, allowing to reliably determine the actual technical condition of the main equipment and its change in the period of operation until the next inspection deadline.

Deadline: upon the release of the relevant NLA.

2.1.2. Annually, when adjusting the Investment Program of IDGC of Centre, PJSC, taking into account changes in the technical condition of the equipment and other factors affecting the safe operation of the equipment, as well as the need to include facilities according to the instructions of the supervisory authorities.

Deadline: till 1 December of the year preceding the adjustment of the Investment Program.

2.2. When forming the Investment Program of IDGC of Centre, PJSC, to include into the Investment Program of IDGC of Centre, PJSC the projects from this Program in accordance with the sources of financing available, the target indicators for the implementation of the Program's projects and the scenario conditions for the formation of the Investment Program.

Term: permanently.

**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. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»

10. Alexander Viktorovich Shevchuk - «AGAINST»

**Total:**

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

**Decision is taken.**

**Item 12: On early termination of powers of a member of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC and election of a member of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC.**

**Decision:**

1. To early terminate the powers of the member of the Strategy and Development Committee of the Board of Directors of the Company, Sergey Vadimovich Pokrovsky.

2. To elect Alexander Viktorovich Shevchuk as a member of the Strategy and Development Committee 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. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

**Item 13: On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.**

**Decision:**

To agree upon the nomination of Vyacheslav Alexandrovich Gorev for the position of Deputy General Director for Capital Construction of IDGC of Centre, PJSC.

**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. Denis Alexandrovich Spirin - «ABSTAINED»
8. Roman Alexeyevich Filkin - «ABSTAINED»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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



## **Decision is taken.**

### **Appendices:**

1. The Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.07.2017 (Appendix # 1).
2. The report «On execution of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.01.2017, approved by the decision of the Board of Directors of the Company on 29.05.2017 (Minutes of 31.05.2017 # 14/17) (Appendix # 2).
3. The report «On the work performed by IDGC of Centre, PJSC in relation to newly created overdue accounts receivable for the services of electric power transmission in 2Q 2017» (Appendix # 3).
4. The report «On the repayment in the II quarter of 2017 of overdue accounts receivable, formed on 01.01.2017» (Appendix # 4).
5. The report «On the credit policy of the Company in 2Q 2017» (Appendix # 5).
6. The amendments to the Work Plan of the Internal Audit Department of the Company for 2017 (Appendix # 6).
7. The report «On execution of the target values of quarterly key performance indicators in 1Q 2017 by JSC “Sanatorium “Energetik”» (Appendix # 7).
8. The adjusted Program to increase operational efficiency and reduce costs of IDGC of Centre, PJSC for 2017-2021 (Appendix # 8).
9. The environmental policy in the power grid complex, approved by the decision of the Board of Directors of PJSC Rosseti dated 01.03.2017 (Minutes # 254 of 03.03.2017) (Appendix # 9).
10. The Action Plan IDGC of Centre, PJSC to implement the environmental policy for 2017-2019 (Appendix # 10).
11. The Program for the modernization of electric grids in the territory of the Yaroslavl region for 2018-2022 (Appendix # 11).
12. The Program of modernization (renovation) of power grid facilities of IDGC of Centre, PJSC for the period of 2017-2026 (Appendix # 12).

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

**Y.N. Mangarov**

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

**S.V. Lapinskaya**