

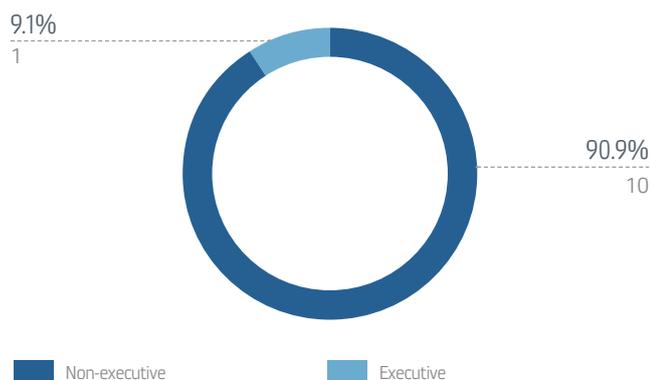
BOARD OF DIRECTORS

The Board of Directors exercises strategic management of the Company and is accountable to the General Meeting of Shareholders.

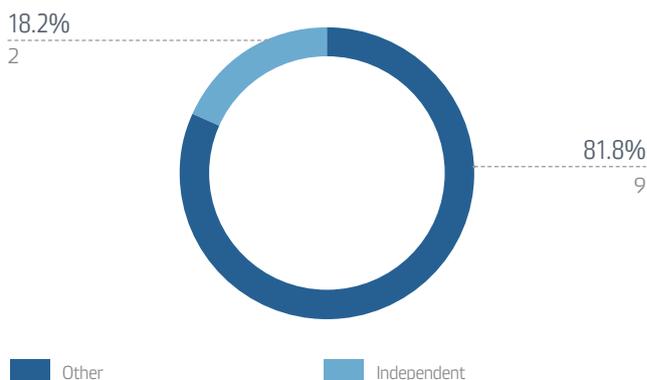
The Board of Directors of IDGC of Centre conducts its business pursuant to the Articles of Association and the following internal documents of the Company:

- Regulations on the Board of Directors approved by the annual General Meeting of Shareholders, minutes No. 01/15 dated June 26, 2015;
- Regulations on the Corporate Secretary of the Company approved by the Board of Directors, minutes No. 26/12 dated November 2, 2012.

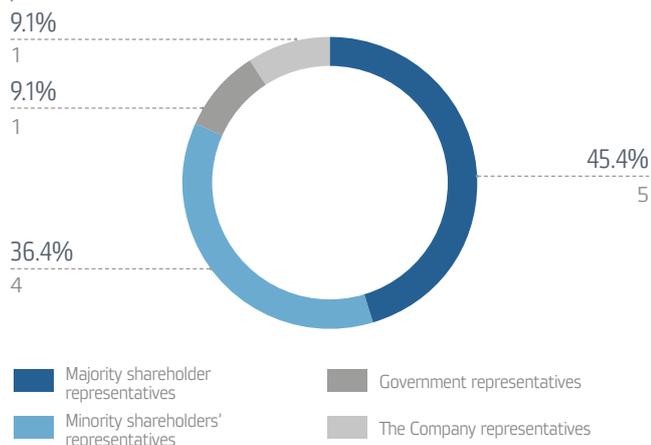
Non-executive directors in the Board of Directors, persons



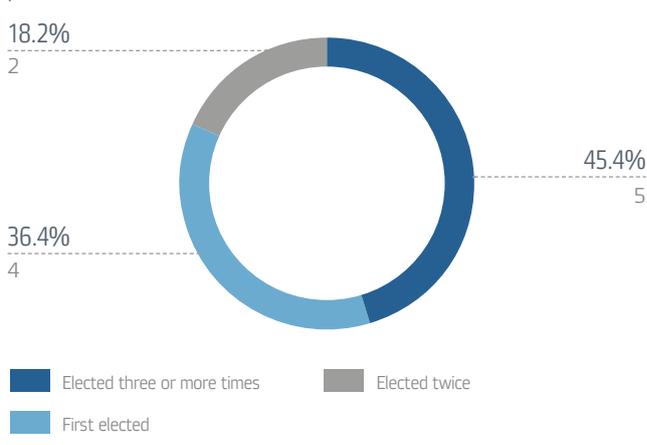
Independent directors in the Board of Directors, persons



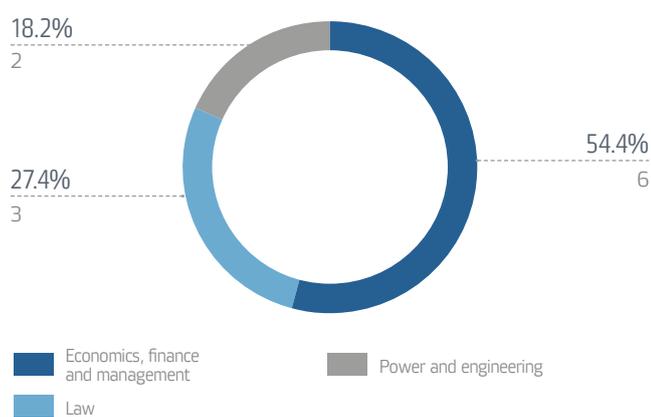
Structure of representatives in the Board of Directors, persons



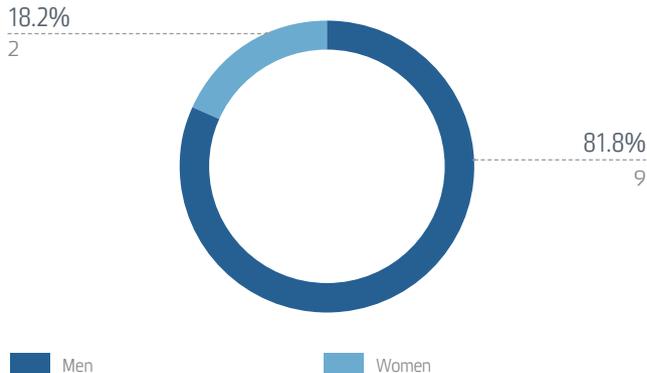
Number of the new members of the Board of Directors, persons



Education of the Board members, persons



Gender composition of the Board of Directors, persons



STRUCTURE OF THE BOARD OF DIRECTORS

On June 25, 2015, the shareholders elected four representatives of the minority shareholders (A.M. Branis, T.P. Dronova, R.A. Filkin, A.V. Shevchuk) and a representative of the Russian Ministry of Energy (A.N. Kharin) into the Board of Directors of IDGC of Centre.

Two of the first elected directors – T.P. Dronova and A.V. Shevchuk – fully conform to the requirements of independence established by the Corporate Governance Code and the Listing Rules of Moscow Exchange.

In 2015, the Company had two boards¹:

Before June 25, 2015	After June 25, 2015
Oksana V. Shatokhina – Deputy General Director for Economics, JSC Russian Grids	Yury N. Mangarov – Adviser, JSC Russian Grids
Alexander M. Branis – Director, Prosperity Capital Management (Russia) Ltd	Alexander M. Branis – Director, Prosperity Capital Management (Russia) Ltd
Oleg Yu. Isaev – General Director, Chairman of the Board, IDGC of Centre	Tatyana P. Dronova – Deputy Director for Strategy and Development, JSC Investment Holding “E-Union”
Denis V. Kulikov – Adviser to the Executive Director, Association of Institutional Investors	Oleg Yu. Isaev – General Director, Chairman of the Board, IDGC of Centre
Maria V. Lazareva – Head of the Expert and Analytical Department, JSC Russian Grids	Denis A. Malkov – Head of the Balance and Energy Accounting Department, JSC Russian Grids
Yury N. Mangarov – Adviser, JSC Russian Grids	Yury N. Pankstyanov – Head of the Tariff Policy Department, JSC Russian Grids
Maxim M. Saukh – Head of Corporate Relations Section of the Department for Corporate Governance and Shareholder and Investor Interactions, JSC Russian Grids	Maxim M. Saukh – Head of the Corporate Relations Section of the Department for Corporate Governance and Shareholder and Investor Interactions, JSC Russian Grids
Pavel N. Snikkars – Director of the Electrical Utility Industry Development Department of the Ministry of Energy of the Russian Federation	Roman A. Filkin – Co-Director, Power Engineering and Machine Building, of the Representative Office of Prosperity Capital Management (Russia) Ltd.
Vladimir V. Sofyin – Head of the Technological Development and Innovations Department, JSC Russian Grids	Andrey N. Kharin – Deputy Director for Corporate Governance, Price Environment and Control and Audit in the Energy Complex of the Ministry of Energy of the Russian Federation
Roman A. Filkin – Co-Director, Power Engineering, Machine Building of the Representative Office of Prosperity Capital Management (Russia) Ltd.	Alexander V. Shevchuk – Executive Director, Association of Institutional Investors
Natalia I. Erpsher – Head of the Organisational Development Office, HR Policy and Organisational Development Department, JSC Russian Grids	Natalia I. Erpsher – Head of the Organisational Development Office, HR Policy and Organisational Development Department, JSC Russian Grids

¹ The given positions of the Board members are as of the date of election.

Brief information on the present Board of Directors of IDGC of Centre (elected June 25, 2015 at the Annual General Meeting of Shareholders)¹



**MANGAROV
YURY N.**

Chairman of the Board
Non-executive director
Representative of the majority shareholder

Chief Adviser, PJSC Rosseti

Born in 1956, Russian citizen.

Graduated from the Plekhanov Moscow Institute of the National Economy with a degree in Economic Cybernetics in 1978.

Over the past 5 years he worked as: Adviser at JSC Russian Grids, Deputy Chief Executive Officer, Deputy Chairman of the Management Board, Member of the Management Board, Director for Control and Audit Operations at JSC FGC UES, Deputy Chief Executive Officer of JSC IDGC Holding.

At present: Chairman of the Board of Directors of JSC Ingushenergo, JSC Kubanenergo, JSC Sevkavkazenergo, JSC Kabbalkenergo, JSC Dagestan power supply company, JSC Kalmenergosbyt, JSC Tyvaenergosbyt, JSC Karachaevo-Cherkesskenergo, JSC Yantarenergo, Deputy Chairman of the Board of Directors of JSC IDGC North Caucasus, Member of the Board of Directors of JSC MOESK, Chairman of the Nomination and Remuneration Committee of the Board of Directors of IDGC of Centre.

First elected to the Company's Board of Directors on June 26, 2014.



**PANKSTYANOV
YURY N.**

Deputy Chairman of the Board
Non-executive director
Representative of the majority shareholder

Head of the Tariff Policy Department, PJSC Rosseti

Born in 1980, Russian citizen.

In 2002 he graduated from the State University of Management with the qualification of Manager.

Over the past 5 years he worked as: Head of Tariff Policy Department at JSC IDGC Holding, Head of Tariff Policy Department at JSC Russian Grids, Member of the Board of Directors at JSC IDGC of the Volga Region and at JSC Tyumenenergo.

At present: Member of the Board of Directors at JSC IDGC of South, Chairman of the Audit Committee and the Strategy and Development Committee of the Board of Directors at JSC IDGC of Centre, Member of the Personnel and Remuneration Committee of the Board of Directors of JSC IDGC of Centre.

First elected to the Company's Board of Directors on June 25, 2015.



**ISAEV
OLEG YU.**

Executive Director
Representative of the Company

Chairman of the Management Board, General Director, IDGC of Centre, PJSC

Born in 1969, Russian citizen.

Graduated from the USSR Military Institute as a lawyer in 1992, and in 2004 from the Russian Public Administration Academy under the President of the Russian Federation. He completed a professional retraining programme in Power Industry Business Management in 2011-2012. Doctor of Law.

Over the past 5 years he was: Director General, Interim Director General, First Deputy Director General of JSC VO Technopromexport, Chairman of the Board of Directors of JSC VO Tyazhpromexport.

At present: Member of the Management Board of the Moscow Chamber of Commerce and Industry.

He has state and industry awards.

First elected to the Company's Board of Directors on June 14, 2013.



**BRANIS
ALEXANDER M.**

Non-executive director
Representative of the minority shareholder

Director, Prosperity Capital Management (Russia) Ltd

Born in 1977, Russian citizen.

Graduated from the Academy of National Economy under the Government of the Russian Federation in 2001 with a Bachelor's degree in Management.

Over the past 5 years was: Chief Accountant, Chairman of the Liquidation Commission of Prosperity Capital Management Ltd., Member of the Board of Directors of JSC Bashkirenergo and JSC TGC-6.

At present:

Chief Investment Officer of Prosperity Capital Management (Russia) Ltd., Member of the Board of Directors of JSC TGC-2, JSC IDGC South, JSC IDGC of the Central and Volga Regions, Association of Institutional Investors.

First elected to the Company's Board of Directors on December 9, 2004.

¹ The information as of December 31, 2015 pursuant to the laws of the Russian Federation on personal data.



**DRONOVA
TATYANA P.**

Independent director
Representative of the minority
shareholder

Deputy Director for Strategy and Development, JSC Investment Holding "E-Union"

Born in 1954, Russian citizen.

Graduated from the Financial Academy under the Government of the Russian Federation with a degree in Finance and Credit in 2001.

Over the past 5 years she has been: Deputy General Director for Economics and Finance at JSC Electrocentronaladka, and is Chairman of the Board of Directors at JSC Bank Agroros and a member of the Board of Directors at JSC Electrocentronaladka.

Since 2015, she has been a member of the Board of Directors of JSC IDGC of the North-West, and a member of the Audit Committee and the Personnel and Remuneration Committee of the Board of Directors of JSC IDGC of Centre.

First elected to the Company's Board of Directors on June 25, 2015.



**MALCOV
DENIS A.**

Non-executive director
Representative of the majority
shareholder

Head of Balance and Energy Accounting Department, PJSC Rosseti

Born in 1974, Russian citizen.

Graduated from the Ural Federal University (former Ural Technical Institute) named after the first President of Russia B.N. Yeltsin with a qualification in electric drive and automation of industrial installations and technological complexes in 1996.

Over the past 5 years he was: Head of the Technical Development Department at JSC IDGC Ural, Head of the Substations Department at JSC FGC UES, Member of the Board of Directors at JSC IDGC Ural, JSC ESK Ural, JSC IDGC of the Volga Region, JSC ESK and JSC Kalmenergosbyt.

At present: Member of the Board of Directors at JSC MOESK, member of the Audit Committee and the Personnel and Remuneration Committee of the Board of Directors of JSC IDGC of Centre.

First elected to the Company's Board of Directors on June 25, 2015.



**SAUKH
MAXIM M.**

Non-executive director
Representative of the majority
shareholder

Head of the Corporate Governance and Shareholder Relations Department, PJSC Rosseti

Born in 1979, Russian citizen.

Graduated from the St. Petersburg Institute of Humanities a degree in Law in 2001.

Over the past 5 years he was: Deputy Head and Head of the Corporate Governance and Shareholder Relations Department at JSC IDGC Holding, Member of the Board of Directors at a number of energy sector companies.

At present: Member of the Board of Directors of JSC NIC EES, IT Energy Service LLC, JSC Pskovenergosbyt, JSC Ekaterinburg Power Grid Company, JSC Kabbalkenergo.

Member of the Audit Committee, Strategy and Development Committee of the Board of Directors of IDGC of Centre.

First elected to the Company's Board of Directors on June 15, 2012.



**FILKIN
ROMAN A.**

Non-executive director
Representative of the minority
shareholder

Director, Power Engineering, Machine Building of the Representative Office of Prosperity Capital Management (Russia) Ltd

Born in 1983, Russian citizen.

In 2005, he graduated from the Financial Academy under the Government of the Russian Federation with a degree in Finance and Credit.

Over the past 5 years he was: Co-Director, Power Engineering, Machine Building of the Representative Office of Prosperity Capital Management (Russia) Ltd., Member of the Board of Directors of energy and pipeline companies.

At present: Member of the Board of Directors of JSC IDGC of the North-West, JSC TGK-2, JSC Dalenergomontazh, JSC Smolensk Power Maintenance Company, JSC IDGC of the South, JSC IDGC of the Central and Volga Regions, Member of the Audit Committee, Personnel and Remuneration Committee and the Strategy and Development Committee of the Board of Directors of IDGC of Centre.

First elected to the Company's Board of Directors on June 11, 2009.



**SHEVCHUK
ALEXANDER V.**

Independent director
Representative of the minority
shareholder

Executive Director, Association of Institutional Investors

Born in 1983, Russian citizen.

Graduated from the Financial Academy under the Government of the Russian Federation with a degree in Finance and Credit in 2005.

Over the past 5 years he was: expert, chief expert, Deputy Executive Director of the Association of Institutional Investors, Member of the Board of Directors of JSC UAZ, JSC IDGC North Caucasus, JSC Volgogradgaz, JSC Urengoitruboprovodstroj, JSC Yuzhtruboprovodstroj, JSC Centertelecom, JSC YTK, JSC Sibirtelecom, JSC NSS, JSC Dalsvyaz.

At present: Member of the Board of Directors of JSC MOSTOTREST, JSC IDGC of South, JSC OGC-2, JSC IDGC of the Central and Volga Regions, Chairman of the Grid Connection Committee, Deputy Chairman of the Personnel and Remuneration Committee, Member of the Audit Committee at JSC IDGC of Centre.

First elected to the Company's Board of Directors on June 17, 2011.

Has no shares of IDGC of Centre or stake in the charter capital of the Company



**KHARIN
ANDREY N.**

Non-executive director
Representative of
the Russian Government

Deputy Director for Corporate Governance, Price Environment and Control and Audit in the Energy Complex at the Russian Ministry of Energy

Born in 1979, Russian citizen.

Graduated from Stavropol State University majoring in Law in 2001.

Over the past 5 years he was: Corporate Governance Director, Deputy General Director at JSC IDGC North Caucasus, advisor of the General Director at JSC DVEUK, Member of the Board of Directors at JSC IDGC of the Central and Volga regions and JSC NIC EES.

At present: Member of the Board of Directors at JSC IDGC of the Volga Region, JSC Arctichselfneftegaz, JSC VNIMI, JSC Kubanenergo, JSC IDGC of South and JSC CGE.

First elected to the Company's Board of Directors on June 25, 2015.



**ERPSHER
NATALIA I.**

Non-executive director
Representative of the majority
shareholder

Head of the Organisational Development Office, HR Policy and Organisational Development Department, PJSC Rosseti

Born in 1969, Russian citizen.

Graduated from the Moscow State University of Railway Engineering with a degree in Systems Engineering in 1991; in 2002 from Lomonosov Moscow State University with a degree in Psychology of Personnel Management; in 2012 from the Institute of Electric Engineering (MPEI), Presidential Management Training Programme in Production and Project Management

Over the past 5 years she was: Head of the Organisational Development Department of JSC FGC UES, Head of the Organisational Development Department of JSC IDGC Holding, Member of the Board of Directors of JSC IDGC of South, JSC TRK, JSC NIC of the South, JSC VNIPlenergoprom.

At present: Member of the Board of Directors of JSC SZUEK, Chairman of the Personnel and Remuneration Committee and Deputy Chairman of the Audit Committee of the Board of Directors of IDGC of Centre.

First elected to the Company's Board of Directors on June 26, 2014.

Has no shares of IDGC of Centre or stake in the charter capital of the Company.

THE DIRECTORS THAT WERE THE MEMBERS OF THE BOARD IN 2015, BUT LEFT THEIR POSITIONS ON JUNE 25, 2015¹

Oksana V. Shatokhina

Chairman of the Board
Non-executive director,
Representative of the majority shareholder

Deputy General Director for Economics, JSC Russian Grids

Born in 1975, Russian citizen.
Graduated from the Financial Academy under the Government of the Russian Federation with a degree in Finance and Credit in 1999.

Maria V. Lazareva

Non-executive director,
Representative of the majority shareholder

Head of the Expert and Analytical Department,
JSC Russian Grids

Born in 1973, Russian citizen.
Graduated from the Russian State Tax Academy of the Ministry of the Russian Federation for Taxes and Levies with a degree in Finance and Credit in 2006, and in 1997 from the Moscow State Open Pedagogical University.

Denis V. Kulikov

Independent director,
Representative of the minority shareholder

Adviser to the Executive Director,
Association of Institutional Investors

Born in 1975, Russian citizen.
Graduated from the Moscow State Law Academy with the qualification of lawyer in 2005.
Shareholder of IDGC of Centre, with a stake in the charter capital of the Company of 0.0007106% (300,000 shares.)

Pavel N. Snikkars

Non-executive director,
Representative of the Russian Government

Director of the Power Industry Development Department,
Russian Ministry of Energy

Born in 1978, Russian citizen.
Graduated from the Siberian Academy of Public Administration with a degree in State and Municipal Management in 2000, and in 2005 from the Siberian University of Consumer Cooperation with a degree in Law. Ph.D. in Economics.

Vladimir V. Sofyin

Non-executive director,
Representative of the majority shareholder

Head of the Technological Development and Innovations
Department, JSC Russian Grids

Born in 1969, Russian citizen.
Graduated from the Ural Polytechnic Institute named after S.M. Kirov with a degree in Electric Systems and Networks in 1992.

¹ Information as of June 30, 2015 – the last date these members shall provide their personal information pursuant to the laws of the Russian Federation on personal data.

Additional information on members of the Board of Directors in 2015

Holder of the Company's shares	No
Transactions with shares of the Company in 2015	No
Participation in the charter capital of the Company's subsidiaries	No
Transactions between members of the Company's Board of Directors in 2015	No
Lawsuits against members of the Board of Directors	No
Training of the Board members at the Company's expense	No
Work or participation in the management bodies of competitor companies	No

REPORT OF THE CHAIRMAN ON PERFORMANCE OF THE BOARD OF DIRECTORS

Our meetings are held on a regular basis in accordance with the preliminarily approved plan - at least twice a month. The Board meeting is held in the form of joint presence at least once per quarter.

When preparing for a meeting, the Company informs the Board members on its convening, and provides the materials on the agenda items within 15 working days prior to the meeting.

In 2015, we had 28 meetings, including four on-site meetings. During these meetings the Board discussed 245 issues, the major being as follows:

- reports of the General Director on core operations of the Company;

- resolutions on approval of business priorities, various programmes, plans and internal documents;
- resolutions on convening and holding the annual General Meeting of the Shareholders of the Company and its subsidiaries;
- approval of the Company's transactions, including related-party transactions.

We strive for taking more balanced decisions, so the key issues such as approval of the Company's business plan for the upcoming year, including the investment programme, and reports on its fulfilment, the KPI of the Company and reports on their fulfilment, are preliminarily discussed and approved at the meetings of the Strategy and Development Committee.



"We did a good job in 2015. Despite the negative economic environment and the legislative problems of the distribution sector, we tried to take balanced decisions aimed at improving the quality and reliability of electricity supply, at maintaining financial stability and solvency of the Company, as well as providing for dividend payments to our shareholders."

Yury N. Mangarov, Chairman of the Board of Directors

INITIATION OF NEW BOARD MEMBERS

Within a month after the election, the Corporate Secretary instructs the new Board members on the internal documents of the Company and resolutions by the previous Board and the Board Committees, and sends all the contact information to them. The representatives of the Company management usually have personal meetings with the new Board members.

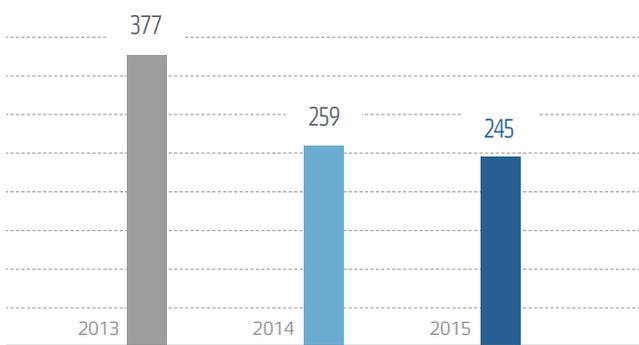
IDGC of Centre informs the Board members on their main duties, responsibilities, rules and procedures pursuant to which they shall perform their duties.

The same introduction procedure is for members of the Board Committees.

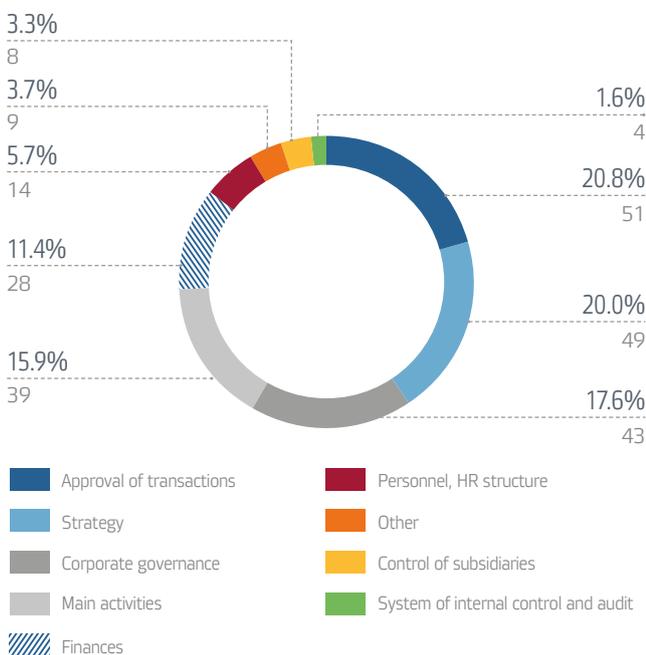
Number and form of the meetings by the Board of Directors



Number of issues discussed by the Board of Directors



Structure of issues discussed by the Board of Directors



For details on resolutions by the Board of Directors, please visit the official website of the Company.

Activity of the Board members at Board meetings and Committee meetings in 2015¹

Full name of the Board member	Board of Directors	Committees of the Board				
		Strategy and Development	Audit	Reliability	Grid Connection	Personnel and Remuneration
The Board members throughout 2015						
Alexander M. Branis	28(1)/ 28(4)	-	-	-	-	-
Oleg Yu. Isaev	26(3)/ 28(4)	-	-	-	-	-
Yury N. Mangarov	28(3)/ 28(4)	-	8(1)/8(1)	-	-	11/11
Maxim M. Saukh	28(3)/ 28(4)	12(3)/12(4)	13(1)/13(1)	-	-	-
Roman A. Filkin	28(4)/ 28(4)	12(3)/12(4)	12(1)/13(1)	-	-	8/11
Natalia I. Erpsher	28(4)/ 28(4)	-	13(1)/13(1)	-	-	11/11
The Board members that left the Board on June 25, 2015						
Denis V. Kulikov	13(1)/ 13(1)	-	7/8	-	7/7	7/7
Maria V. Lazareva	13(1)/ 13(1)	-	-	-	-	7/7
Pavel N. Snikkars	12(0)/ 13(1)	-	-	-	-	-
Vladimir V. Sofyin	13(1)/ 13(1)	-	8/8	-	-	-
Oksana V. Shatokhina	13(1)/ 13(1)	-	8/8	-	-	-
The Board members that were elected on June 25, 2015						
Tatyana P. Dronova	10(2)/ 15(3)	-	5(1)/5(1)	-	-	3/4
Denis A. Malkov	15(3)/ 15(3)	-	5(1)/5(1)	-	-	4/4
Yury N. Pankstyanov	15(2)/ 15(3)	11(2)/12(4)	5(1)/5(1)	-	-	4/4
Andrey N. Kharin	14(1)/ 15(3)	-	-	-	-	-
Alexander V. Shevchuk	15(2)/ 15(3)	6(2)/6(2)	5(0)/5(1)	-	7/7	4/4

¹ X (n)/Y(m): X – number of meetings at which the member was present, Y – the total number of meetings at which the member could be present, n, m – number of meetings with joint presence.

REMUNERATION OF THE BOARD MEMBERS

The General Meeting of Shareholders approved a new Regulation on Remuneration to the Board members in 2015, with the purpose of improving its corporate governance practice and conformance to CGC principles of the Bank of Russia. This document significantly changed the Company's policy in remuneration payment.

Starting from June 25, 2015, short-term remuneration for participation in each meeting was abolished. Pursuant to the new regulation, the remuneration shall be the single payment as per results of the year during which the Board member performed the work.

Criteria of remuneration payment until June 25, 2015

Type of remuneration	Criteria and calculation	Amount paid in 2015
For participation in the Board meetings	5 minimum monthly wages for off-site participation in the meeting	RUB 4,556 thousand
	10 minimum monthly wages for on-site participation in the meeting	
	+ 50% to the Chairman of the Board	
Additional remuneration (if the Board Member participated in over 50% of the meetings (since his election until his removal)):		
For net profit (as per annual financial statements approved by the annual GSM)	Calculated based on: <ul style="list-style-type: none"> – amount of net profit as per annual financial statements approved by the annual GSM; – number of the Board Members according to the Articles of Association of the Company; – number of the meetings during the year in which the Board Member participated. 	RUB 27,698 thousand
	Remuneration to the Chairman is with 1.5 coefficient	
	May not exceed: <ul style="list-style-type: none"> – 5 fixed salaries of the General Director – for the Board Member; – 7 fixed salaries of the General Director – for the Chairman. 	
For an increase in the Company's market capitalisation during the work of the Board	0.0175% of the increase of the market value of the Company, calculated for the period from the member's election until election of the new Board	Not paid in 2015
	The average monthly volume of stock exchange transactions with the Company's ordinary shares shall amount to at least RUB 1.5 mln during the term of the office of the Board	
	May not exceed 5 fixed salaries of the General Director	

Criteria of remuneration payment starting from June 25, 2015

Type of remuneration	Criteria and calculation	Amount paid in 2015
For participation in the Board meetings	<p>Calculation per formula: $S(1) = R_{bas} \times 100 / 130 (n / m)$, R_{bas} – the basic part of the remuneration as per the amount of net profit according to RAS statements; n – number of meetings between 2 annual GSM at which the member was present; m – total number of meetings between 2 annual GSM.</p>	Not paid in 2015
	<p>R_{bas} depends on the amount of net profit according to RAS statements:</p> <ul style="list-style-type: none"> Over RUB 200 bln = RUB 1,000,000; Over RUB 30 bln = RUB 900,000; Over RUB 10 bln = RUB 800,000; Over RUB 1 bln = RUB 700,000; Over RUB 600 mln = RUB 600,000; Less RUB 600 mln = RUB 500,000. 	
For an increase in the Company's market capitalisation	<p>Bonuses: + 30% – to the Board Chairman + 20% – to the Chairman of the Board Committee + 10% – to the Board Committee Member Condition: The total amount of remuneration may not exceed R_{bas}</p>	Not paid in 2015
	<p>0.0175% of the increase of the market value of the Company, calculated for the period from the member's election until the election of the new Board. Condition: May not exceed 5% of the net profit according to RAS statements.</p>	

Remuneration to the Board Members of the Company in 2015

Type of remuneration	Amount of remuneration, RUB thousand (personal income tax included)
Remuneration for participation in the Board	32,254
including:	
For participation in meetings in 2015	4,556
Additional remuneration based on 2014 results	27,698
Other types of remuneration ¹	1,167
Total	33,421

¹ Payments to individual members of the Board of Directors for their work on the Board committees.

Amounts of remuneration paid to the Board members of IDGC of Centre in 2015¹

No	Full name of the Board member	Amount of remuneration in 2015 (personal income tax included)
1.	Alexander M. Branis	2,264.2
2.	Alexander V. Shevchuk	1,697.6
3.	Sergey A. Arkhipov	2,590.0
4.	Natalia I. Erpsher	2,085.4
5.	Roman A. Filkin	2,534.6
6.	Vladimir V. Sofyin	2,008.8
7.	Valery A. Goncharov	1,511.8
8.	Sergey A. Demin	1,511.8
9.	Alexey V. Molsky	1,511.8
10.	Denis V. Kulikov	2,113.9
11.	Oksana V. Shatokhina	3,335.5
12.	Oleg Yu. Isaev	2,232.3
13.	Yury N. Mangarov	2,071.5
14.	Maria V. Lazareva	2,002.4
15.	Yury N. Pankstyanov	0
16.	Tatyana P. Dronova	0
17.	Denis A. Malkov	0
18.	Andrey N. Kharin	-
19.	Pavel N. Snikkars	-

The Board Members T.P. Dronova, D.A. Malkov and Yu.N. Pankstyanov didn't receive any remuneration in 2015 as it was their first election to the Board. A new regulation on Remuneration to the Board members came into force,

according to which the Board members receive only a single payment as per the year's results.

¹ The information is provided with the written consent of the above Board members. The amounts of individual remuneration to M.V. Kaloeva and M.M. Saikh are not disclosed, since there is no consent of these members of the Board of Directors to publish such information

COMMITTEES OF THE BOARD OF DIRECTORS

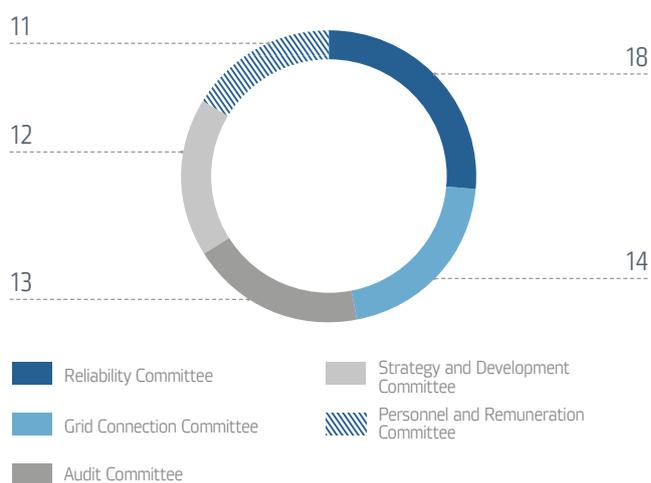
The Committees of the Board of Directors are consultative and advisory bodies; their purpose is to consider and make preliminary recommendations on the most important issues addressed to the competence of the Board of Directors.

IDGC of Centre has five Committees of the Board of Directors:

- the Reliability Committee;
- the Grid Connection Committee;
- the Strategy and Development Committee;
- the Audit Committee;
- the Personnel and Remuneration Committee.

The Committees consist of representatives of various groups of the Company's shareholders which make their work more effective and increases objectiveness and independence of their decisions.

Number of Committee meetings in 2015



REPORT OF THE CHAIRMAN OF THE RELIABILITY COMMITTEE

The Reliability Committee was established in January 2006. The main goal of the Committee is to give recommendations to the Board of Directors on the following:

- examination of production programmes and target programmes to improve reliability and plans for retooling and modernisation, reconstruction, new construction and repair of the Company's grid facilities, analysis of its development and execution in terms of compliance with reliability requirements for operation and maintenance of electric grids;
- evaluation of the completeness and sufficiency of the measures based on the accident investigation results pursuant to the Rules of accident reasons investigation in the energy industry (approved by Decree No. 846 of the Government of the Russian Federation dated October 28, 2009); control over execution of these measures;
- examination of the quality of technological violations (accidents) reasons investigation;
- examination of the accident-prevention measures of the Company (emergency preparedness, organisation and carrying out of emergency recovery operations at power grid facilities);
- examination of the programmes to prevent and reduce the risk of injury for Company employees and third parties, as well as control of their execution;
- control and assessment of performance of the Company's technical services in terms of ensuring operational reliability and safety of grids;
- examination of the internal technical control system of the Company, examination of the safety management system of the Company, examination of implementation of the environmental policy programme, examination of the fire safety system.

The Committee operates in accordance with the Regulations on the Reliability Committee of the Board of Directors of IDGC of Centre, in particular its new version (approved by the Board of Directors, Minutes No. 16/15 dated August 19, 2015).



For details on this document, please visit the Company's website.

At present the Committee consists of

Sergey M. Katayev, Chairman of the Committee	Head of Operational and Technological Management Department, PJSC Rosseti
Alexander V. Pilyugin, Deputy Chairman of the Committee	Deputy Chairman of the Management Board, First Deputy General Director – Chief Engineer of IDGC of Centre
Eduard V. Bogomolov	First Deputy Director of Centre for Technical Inspection – branch of PJSC Rosseti
Andrey V. Gritsenko	General Director of CJSC Capital Asset Management
Evgenia V. Kabanova	Deputy General Director for Service Sale and Development of IDGC of Centre
Sergey Yu. Rummyantsev	Member of the Management Board, Deputy General Director for Economy and Finance of IDGC of Centre
Vladimir S. Motin	Head of the Development Department at the Moscow branch of Bank Agroros CJSC
Alexander V. Pavlov	Chief Adviser at the Energy Development Department, Ministry of Energy of the Russian Federation
Igor G. Polovnev	Financial Director, Association of Institutional Investors

In 2015, we had 18 meetings and discussed the following key issues:

- programmes on reducing the risk of injury / on reducing the risk of injury to third parties at the Company facilities / on implementation of environmental policy / on increasing reliability / on repairs / on elimination of hazards in operation of hazardous equipment, machinery and mechanisms / Investment programmes;
- reports on execution of the said programmes;
- reports on the Company performance in accident prevention and other.



“In a difficult macroeconomic situation, we managed to achieve positive results in providing reliable and good-quality electricity supply to our consumers and in creating favourable conditions for economic development of the regions of our operation.”

Sergey M. Katayev, Chairman of the Reliability Committee



For details on the Committee Members, please visit the Company's website.



For details on the Committee resolutions, please visit the Company website.

REPORT OF THE CHAIRMAN OF THE GRID CONNECTION COMMITTEE

The Grid Connection Committee was established in February 2009. The main goal of the Committee is to give recommendations to the Board of Directors on the following:

- preparation of proposals on improvement of antimonopoly laws and non-discriminatory access to grid connection services;
- preparation of proposals on improvement of internal regulations and standards of the Company on non-discriminatory access to grid connection services;
- elaboration of the principle and criteria for evaluation of the Company's performance in grid connection of consumers;

- evaluation of the effectiveness of the Company's grid connection services to consumers;
- analysis of the Company's current situation with grid connection of consumers, and preparation of proposals to be considered by the Board concerning grid connection of consumers.

The Committee operates in accordance with the Regulations on the Grid Connection Committee of the Board of Directors of IDGC of Centre (approved by the Board of Directors, Minutes No. 01/09 dated February 13, 2009).



For details on this document, please visit the Company website.

In 2015, we had 14 meetings and discussed the following issues:

- work with complaints and applications related to grid connection;
- results of grid connection of consumers / grid connection of generating facilities / federal consumers / small and medium-sized businesses / population;
- preliminary discussion of the report by the General Director on execution of the Plan by the Tverenergo branch to fulfil liabilities under grid connection contracts not later than December 31, 2015.



"Last year we connected a number of companies which are important for social and economic development of our regions. The Company succeeded to fulfil its obligations for timely connection of large industrial, residential and social facilities, and small and medium-sized businesses. By the end of the year the volume of connected capacity increased by 1.8% compared to 2014, and the grid connection revenue amounted to RUB 1,159.7 mln."

Alexander V. Shevchuk, Chairman of the Grid Connection Committee of the Board of Directors



For details on the Committee Members, please visit the Company's website.



For details on the Committee resolutions, please visit the Company's website.

At present the Committee consists of

Alexander V. Shevchuk, Chairman of the Committee	Executive Director, Association of Institutional Investors
Evgenia V. Kabanova, Deputy Chairman of the Committee	Deputy General Director for Service Sale and Development of IDGC of Centre
Alina Kh. Akhmedova	Head of the Legal Support Department of IDGC of Centre
Alexey N. Zharikov	Head of the Department of Corporate Policy and Shareholder Relations, JSC Electrocentronaladka
Alexander Yu. Korneev	Head of the Grid Connection Regulation Department, PJSC Rosseti
Irina B. Masaleva	Director of Perspective Development and Grid Connection Department, PJSC Rosseti
Alexander V. Pavlov	Chief Adviser at the Energy Development Department, Ministry of Energy of the Russian Federation
Igor G. Polovnev	Financial Director, Association of Institutional Investors
Olga A. Kharchenko	Corporate Governance Director – Head of the Department of Corporate Governance and Shareholder Relations, IDGC of Centre

REPORT OF THE CHAIRMAN OF THE STRATEGY AND DEVELOPMENT COMMITTEE

The Strategy and Development Committee of the Board of Directors of the Company was established in April 2008. The main goal of the Committee is to give recommendations to the Board of Directors on the following:

- defining the Company's business priorities, strategic goals and key principles of the Company's strategic development;
- improving the Company's investment appeal, its investment activity and taking balanced investment decisions;

- adjustment of the Company's current development strategy;
- control over the execution of programmes and projects.

The Committee operates in accordance with the Regulations on the Strategy and Development Committee of the Board of Directors of IDGC of Centre (approved by the Board of Directors, Minutes No 09/08 dated April 30, 2008).



For details on this document, please visit the Company's website.

Twelve meetings were held in 2015, including 4 on-site meetings. The following issues were considered:

- Business plan of the Company (including the Investment programme and information on main operational risks), including adjustment;
- Reports on their execution;
- Internal documents of the Company;
- Programmes for innovation development; energy saving and energy efficiency increase; perspective development of electricity metering systems on the retail market;
- Participation/termination of participation in other companies;
- Defining the Company's business priorities.



"We continued to improve the financial and operational efficiency of the Company. Despite the negative influence of the external factors, we managed to preserve financial stability, in particular by successful implementation of the programme on costs decrease which allowed us to reduce operating expenses by 8.5%."

Yury N. Pankstyanov, Chairman of the Strategy and Development Committee



For details on the Committee Members, please visit the Company's website.



For details on the Committee resolutions, please visit the Company's website.

At present the Committee consists of

Yury N. Pankstyanov, Chairman of the Committee	Director of the Tariff Policy Department, PJSC Rosseti
Sergey Yu. Lebedev, Deputy Chairman of the Committee	Director of the Strategic Development Department, PJSC Rosseti
Dmitry M. Andropov	Head of the Credit and Structural Financing Office, Finance Department, PJSC Rosseti
Sergey V. Belevantsev	General Director, Business Dialogue Financial Company LLC
Elena V. Bogach	Head of the Strategic Planning Office, Strategic Development Department, PJSC Rosseti
Aleksey N. Goncharov	Head of the Department of Relations and Settlements with Energy Market Players, PJSC Rosseti
Andrey V. Gritsenko	General Director of CJSC Capital Asset Management
Konstantin V. Zavizenov	Deputy Director of the Energy Development Department, Ministry of Energy of the Russian Federation
Alexey N. Zharikov	Head of the Department of Corporate Policy and Shareholder Relations, JSC Electrocentraladka
Sergey V. Podlutsky	Head of the Summary Planning and the Reporting Office, Investment Department, PJSC Rosseti
Sergey V. Pokrovsky	Deputy Executive Director, Association of Institutional Investors
Sergey Yu. Rumyantsev	Member of the Management Board, Deputy General Director for Economy and Finance of IDGC of Centre
Nadezhda V. Sedykh	Chief Expert for Subsidiaries Performance, Department of Economic Planning and Budgeting, PJSC Rosseti
Maxim M. Saukh	Head of the Corporate Governance and Shareholder Relations Department, PJSC Rosseti
Oleg R. Fedorov	Adviser of Director of the Federal Agency of State Property Management (Rosimushchestvo) on a volunteer basis
Roman A. Filkin	Deputy Director, Representative Office of Prosperity Capital Management (Russia) Ltd

REPORT OF THE CHAIRMAN OF THE AUDIT COMMITTEE

The Audit Committee of the Board of Directors was established in April 2008. The main goal of the Committee is to assist the Board of Directors in executing their duties in the following issues:

- consideration of the financial (accounting) statements and control of their preparation;
- control of the risk management system, internal control and corporate governance systems;
- control of the audit execution and selection of the external auditor;
- organising and providing for independence and objectivity of the internal audit;

Thirteen meetings of our Committee were held in 2015, including one on-site meeting. The following significant issues were considered in the reporting year:

- Quarterly and annual financial (accounting) statements of the Company;
- Comments by the external auditor on the main problems of financial (accounting) statements;
- Significant aspects of the accounting policy of the Company;
- Reports on: key risks of the Company, on results of internal audit performance, on efficiency of the internal control system, on conforming to requirements of insider information control by the Company; reports by independent evaluators on the market value assessment;
- Operational risks registers;
- Preliminary consideration of the new version of Regulations on the Audit Committee of the Board of Directors;
- Terms of the contract with the external auditor and recommendations to the Board of Directors on the amount of remuneration to the external auditor;
- Considering the candidate of the external auditor for 2015 financial (accounting) statements of the Company.

- control of efficiency of the system of combating fraud by employees and third parties.

The Committee operates in accordance with the Regulations on the Audit Committee of the Board of Directors of IDGC of Centre (approved by the Board of Directors, Minutes No 05/15 dated March 16, 2015).



For details on this document, please visit the Company's website.



For details on the Committee Members, please visit the Company's website.



"Evaluation of the internal control system efficiency in 2015 shows positive dynamics that suggest the maturity level of ICS is close to "optimal". This is thanks to the performance by the management to improve internal control and risk management policy, which will be continued next year."

Yury N. Pankstyanov, Chairman of the Audit Committee



For details on the Committee resolutions, please visit the Company's website.

At present the Committee consists of

Yury N. Pankstyanov, Chairman of the Committee	Director of the Tariff Policy Department, PJSC Rosseti
Natalia I. Erpsher, Deputy Chairman of the Committee	Head of the Organisational Development Office, HR Policy and Organisational Development Department, PJSC Rosseti
Tatyana P. Dronova	Deputy Director for Strategy and Development, JSC Investment Holding "E-Union"
Denis A. Malkov	Head of Balance and Energy Accounting Department, PJSC Rosseti
Maxim M. Saukh	Head of the Corporate Governance and Shareholder Relations Department, PJSC Rosseti
Roman A. Filkin	Director, Power Engineering, Machine Building of the Representative Office of Prosperity Capital Management (Russia) Ltd
Alexander V. Shevchuk	Executive Director, Association of Institutional Investors

REPORT OF THE CHAIRMAN OF THE PERSONNEL AND REMUNERATION COMMITTEE

The Personnel and Remuneration Committee of the Board of Directors of the Company was established in April 2008. Its main goals are as follows:

- giving recommendations on the amount of remunerations to the Company's Board members;
- defining the principles and criteria for remuneration and incentives for the members of the collegial executive body and the person acting as the sole executive of the Company, including a managing company or a manager; as well as assessment of their performance;

- defining the criteria for selecting candidates to the Board of Directors, and to the position of the sole executive body of the Company.

The Committee operates in accordance with the Regulations on the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre (approved by the Board of Directors, Minutes No 17/14 dated August 1, 2014).



For details on this document, please visit the Company's website.



"The key elements of corporate culture are formation of the material incentive policy for the management bodies, assessment of candidates for administrative positions, and assessment of performance by the Company's employees and of their activities' results, which enables us to enhance the Board efficiency."

Natalia I. Erpsher – Chairman of the Personnel and Remuneration Committee



For details on the Committee Members, please visit the Company's website.



For details on the Committee resolutions, please visit the Company's website.

At present the Committee consists of

Natalia I. Erpsher, Chairman of the Committee	Head of the Organisational Development Office, HR Policy and Organisational Development Department, PJSC Rosseti
Alexander V. Shevchuk, Deputy Chairman of the Committee	Executive Director, Association of Institutional Investors
Tatyana P. Dronova	Deputy Director for Strategy and Development, JSC Investment Holding "E-Union"
Denis A. Malkov	Head of the Balance and Energy Accounting Department, PJSC Rosseti
Yury N. Mangarov	Chief Adviser, PJSC Rosseti
Yury N. Pankstyanov	Director of the Tariff Policy Department, PJSC Rosseti
Roman A. Filkin	Director, Power Engineering, Machine Building of the Representative Office of Prosperity Capital Management (Russia) Ltd

Eleven meetings were held in the reporting year. The following was performed:

- preliminary assessment of the candidates to the Board of Directors;
- recommendations to the Board on removal/election of the members of the Management Board of the Company;
- consideration of the performance results of the deputy general directors and preparation of relevant recommendations to the General Director of the Company;
- approval of the management personnel reserve and the young specialists reserve.

We gave preliminary approval of the candidates for certain positions and considered the following issues prior to discussion at the Board meeting:

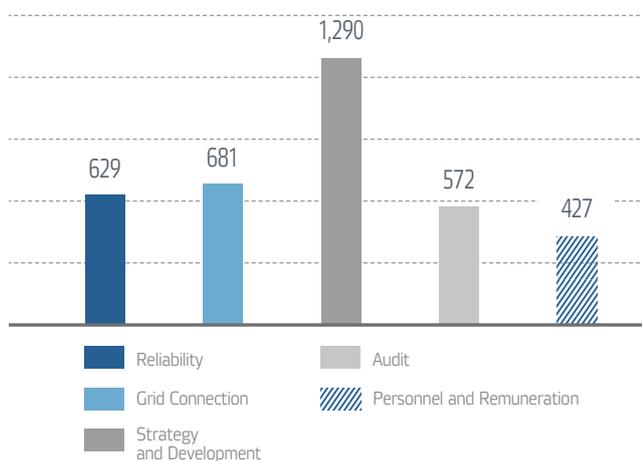
- The structure of the executive bodies;
- Methods of calculation and assessment of the key performance indicators for the General Director;
- Regulations on material incentives for the General Director, a new version of the regulations on remuneration and compensation to the Board members, a new version of the regulations on remuneration and compensation to the Audit Commission.

REMUNERATION OF THE MEMBERS OF THE COMMITTEES

In accordance with the approved policy, remuneration to the members of the Committees in 2015 was paid for participation in committee meetings. The amount of the remuneration depended on the form of the meeting:

- for participation in the joint presence meeting – 2 minimum monthly wages of the first category worker (hereinafter – minimum monthly wage);
- for off-site participation – 1 minimum monthly wage.

Remuneration paid to the Committees' members of the Board of Directors in 2015, thousand RUB



The amount of the remuneration to the Committee Chairman is double (+50%). Remuneration is not paid to members who are also members of the Management Board of the Company.

Events after the reporting date

Amendments were made to the Regulations on remunerations and compensations to the members of the committees in December 2015. Starting from 2016, remuneration to the members of the committees who are also the members of the Board of Directors of the Company will be made in the form and amount pursuant to the Regulations on remunerations and compensations to the Board members. These Directors will receive an additional allowance in the amount of:

- 10% for the Committee member,
- 20% for the Chairman of the Committee.



Remunerations and compensations to the members of Committees of the Board of Directors of IDGC of Centre are paid pursuant to the relevant regulations approved by the Board of Directors of the Company.

CORPORATE SECRETARY

The Corporate Secretary of IDGC of Centre performs the activity in accordance with the Company's Articles of Association and Regulation on the Corporate Secretary (approved by the Board of Directors, Minutes No. 26/12 dated November 2, 2012).

The Corporate Secretary of the Company has the following functions:

- to organize and hold the General Meeting of Shareholders;
- to provide for work of the Board of Directors and five committees under the Board of Directors;
- to assist the members of the Board of Directors and committees in exercising their functions;
- to organize interaction between the Company and its shareholders and others.

The Corporate Secretary is elected at the first meeting of the Board of Directors for a term until the first Board meeting after the Annual General Meeting of Shareholders. The Corporate Secretary reports to the Board of Directors of the Company.

The Corporate Secretary gives quarterly reports on execution of the Board resolutions to be considered by the Board of Directors. The quarterly reports are also discussed at the joint presence meeting.

The Corporate Secretary of the Company is Svetlana V. Lapinskaya (resolution by the Board of Directors, Minutes No 14/15 dated July 14, 2015).

Svetlana V. Lapinskaya has large experience in corporate governance; she's been working in the Corporate Service of IDGC of Centre for over 11 years, 9 of them as the Corporate Secretary.

At present Svetlana V. Lapinskaya is the Head of Corporate Events of the Company and a member of the National Association of Corporate Secretaries. She was born in 1980 and is a Russian citizen. She graduated from the State Classic Academy named after Maymonides with a law degree in 2002. Svetlana V. Lapinskaya does not own any shares of the Company nor of its subsidiaries. There have been no claims filed against her.



For details on the Regulation on the Corporate Secretary, please visit the Company's website.