

Admitted to trading on the
exchange in the placement
process « 15 » November 2019 .

Identification number

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PJSC Moscow Exchange

(name of the stock exchange that admitted exchange bonds to trading in the process of their placement)

(post and signature of the authorized person of the stock exchange that admitted exchange bonds to trading in the process of their placement)

Stamp

**THE CONDITIONS FOR THE ISSUE OF EXCHANGE-TRADED
BONDS UNDER THE EXCHANGE-TRADED BONDS PROGRAM**

***Interregional Distribution Grid Company of Centre,
Public Joint-Stock Company***

exchange-traded documentary interest-bearing non-convertible payable to bearer bonds with mandatory centralized storage series 001P-01 in the amount of 5 000 000 (Five million) pieces with a par value of 1 000 (One thousand) rubles each, total face value of 5 000 000 000 (Five billion) rubles with the maturity on the 1 820th (One thousand eight hundred and twentieth) day from the date of the start of the placement of the Exchange bonds placed by public offering

***Exchange-Traded Bonds Program series 001P,
with the identification number 4-10214-A-001P-02E of 21.12.2016***

Approved by the decision of the General Director of IDGC of Centre, PJSC on approval of the Conditions for the issue of exchange-traded bonds under the Exchange-Traded Bonds Program, adopted on «12» November 2019, Order of «12» November 2019 № 516-TSA.

based on the decision on approval of the Exchange-Traded Bonds Program of Interregional Distribution Grid Company of Centre, Public Joint-Stock Company of exchange-traded bonds, adopted by the Board of Directors of Interregional Distribution Grid Company of Centre, Public Joint-Stock Company on «15» November 2016, Minutes of «16» November 2016 № 31/16.

Issuer's location and contact numbers:

Registered office: **Moscow, Russia**

Contact phone numbers: +7 (495) 747-92-92

Postal address: **Moscow, Russia, 127018, 2nd Yamskaya, 4**

**Head of Department of Finance
of IDGC of Centre, PJSC
(power of attorney №D-TSA/186 of 01.10.2019)**

N.V. Sychev

signature

Full name

“ 12 ” November 20 19 .

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Hereinafter in this document the following terms will be used:

The issuer – Interregional Distribution Grid Company of Centre, Public Joint-Stock Company (IDGC of Centre, PJSC).

The program or the Program of bonds – this Program of exchange-traded bonds of series 001P, the first part of the decision on the issue of securities, containing the rights of owners of exchange-traded bonds generally determined and other general conditions for one or several issues of exchange-traded bonds, with the identification number 4-10214-A-001P-02E of 21.12.2016, within the framework of which this issue of exchange-traded bonds is placed;

Issuing conditions – Issuing conditions of exchange-traded bonds within the program of the exchange-traded bonds, the second part of the decision on the issue of securities, containing concrete conditions of a separate issue of exchange-traded bonds;

Issue – separate issue of the exchange-traded bonds placed within the Program;

The exchange-traded bond or the Exchange-traded bond of an issue – the exchange-traded bond placed within the Issue;

Exchange-traded bonds – the exchange-traded bonds placed within the limits of one Issue.

Other terms used in the Conditions of the issue have the meanings defined in the Program.

1. Kind of securities

Type of securities placed under the exchange bonds program: **Exchange-traded bonds to bearer.**

Series: **001P-01.**

Other identification features of the exchange-traded bonds placed within the program of exchange-traded bonds: **exchange-traded bonds interest payable to bearer unconvertible certificated with obligatory centralised storage.**

2. Exchange bond form:

certificated

3. Indication of mandatory centralized storage

Mandatory centralized storage of Exchange-traded bonds is provided.

Information to be specified in this clause is given in clause 3 of the Exchange-Traded Bonds Program.

4. Par value of each exchange-traded bond of the issue (additional issue)

Par value of each exchange-traded bond of the issue: **1 000 (One thousand) rubles.**

5. Number of exchange-traded bonds of the issue (additional issue)

Number of placed exchange-traded bonds of the issue: **5 000 000 (Five million) pieces.**

Exchange bonds are not supposed to be placed in tranches.

6. Total number of exchange-traded bonds of this issue placed earlier

The Exchange-traded bonds of this issue have not been previously placed; the issue of the Exchange-traded bonds is not additional.

7. Rights of the owner of each exchange-traded bond of the issue (additional issue)

Information, to be specified in this paragraph, is given in clause 7 of the Exchange-Traded Bonds Program.

8. Terms and procedure for the placement of exchange-traded bonds of the issue (additional issue)

8.1. Method of placement of exchange bonds: **public offering.**

8.2. Term of placement of exchange bonds

The start date for the placement of the Exchange bonds is determined by the Issuer's sole executive body.

Other information on the procedure for determining the start date for the placement of the Exchange bonds is given in clause 8.2 of the Exchange-Traded Bonds Program.

Date of end of placement of exchange bonds or the procedure for determining the term for placement of exchange bonds:

The end date for the placement of the Exchange bonds is the earliest of the following dates:

a) the 3rd (Third) business day from the start date of the placement of the Exchange bonds;

b) the date of placement of the last Exchange bond of the issue.

The issue of the Exchange bonds is not supposed to be placed in tranches.

The deadline for the placement of Exchange-traded bonds is not determined by the date of disclosure of any information on the issue of Exchange-traded bonds.

8.3. Order of placing of securities

Placing of the Exchange-traded bonds is conducted by the conclusion of transactions of purchase and sale at the price of placing of the Exchange-traded bonds, determined according to item 8.4 of the Program and Issuing conditions (hereinafter – the placing Price).

Placement is carried out in the form of a tender to determine the coupon rate for the first coupon period (the Tender).

The placement procedure, including the procedure and conditions for concluding agreements aimed at alienating securities to first owners during their placement, is given in subclause 1) of clause 8.3 of the Exchange-Traded Bonds Program.

The placement of securities is carried out by the issuer with the involvement of brokers providing the issuer with services for the placement and organization of the placement of securities:

Information about the organization that provides the Issuer with services for organizing the placement of Exchange-traded bonds and the placement of Exchange-traded bonds, acting on behalf of and at the expense of the Issuer (hereinafter and earlier – the Organizer or Underwriter):

Full company name: **Gazprombank (Joint-stock company)**

Abbreviated business name: **GPB Bank (JSC)**

TIN: **7744001497**

PSRN: **1027700167110**

Location: **Moscow**

Postal address: **16, Building 1, Nametkina Street, 117420, Moscow, Russia**

License number: **Brokerage License № 177-04229-100000**

Date of issue: **27.12.2000**

Validity: **no expiration date**

Authority issuing the specified license: **Federal Securities Commission of Russia**

The main functions of a person, providing services to the Issuer in organizing the placement and placement of Exchange-traded bonds, is given in clause 8.3 of the Program.

Other information, to be indicated in this paragraph, is given in clause 8.3 of the Program.

8.4. Price (prices) or the procedure for determining the offering price of exchange-traded bonds

The placement price of the Exchange bonds is set equal to 1 000 (One thousand) rubles for the Exchange bonds, which corresponds to 100% of the par value of the Exchange bonds.

Starting from the second day of the placement of the Exchange bonds, the buyer, when making a purchase and sale transaction for the Exchange bonds, also pays the accumulated coupon yield on the Exchange bonds (hereinafter referred to as the ACY), determined by the formula established in clause 18 of the Program.

8.5. Terms and conditions of payment for exchange bonds

Exchange-traded bonds are paid in accordance with the clearing rules of the Clearing Organization in cash by bank transfer in Russian rubles.

Details of the account to which funds should be transferred as payment for securities of the issue:

Full company name: **Gazprombank (Joint-stock company)**

Abbreviated business name: **GPB Bank (JSC)**

Number of the account: **30411810600000000123**

RRC of the recipient of funds received as payment for securities: **997950001**

TIN of the recipient of funds received as payment for securities: **7744001497**

Credit organization:

Full company name in Russian: **Non-bank credit organisation, joint stock company «National settlement depositary».**

Abbreviated name in Russian: **NRD**

Location: **Moscow, Spartakovsky street, 12**

Postal address: **105066, Moscow, Spartakovsky street, 12**

TIN: **7702165310**

BIC: 044525505

PPC: 770101001

Correspondent account: № 30105810345250000505 in the Central Bank of Russia on the Central Federal District

Other information, to be indicated in this paragraph, is given in clause 8.5. of the Exchange-Traded Bonds Program.

8.6. Information on the document containing the actual results of the placement of exchange-traded bonds, which is submitted after the completion of the placement of exchange-traded bonds

Information, to be indicated in this paragraph, is given in clause 8.6. of the Exchange-Traded Bonds Program.

9. Procedure and conditions for repayment and payment of income on exchange-traded bonds

9.1. Maturity bond redemption form

The redemption of Exchange-traded bonds is made in cash in rubles of the Russian Federation by bank transfer.

The option for owners of Exchange-traded bonds to choose the form of redemption of Exchange-traded bonds is not provided.

9.2. Procedure and conditions for redemption of exchange-traded bonds

The period (date) of maturity of exchange-traded bonds or the procedure for determining it.

Exchange-traded bonds are redeemed at face value on the 1 820th (One thousand eight hundred and twentieth) day from the start date of the placement of Exchange-traded bonds.

Start dates and end dates for the redemption of Exchange-traded bonds coincide.

Procedure and conditions for redemption of exchange-traded bonds.

The redemption of Exchange-traded bonds is made in cash in rubles of the Russian Federation by bank transfer.

Other information, to be indicated in this paragraph, is given in clause 9.2. of the Exchange-Traded Bonds Program.

9.2.1. Procedure for determining payments for each structural bond at its redemption

Exchange-traded bonds placed under the Program are not structural bonds.

9.3. Procedure for determining the income paid on each exchange-traded bond

The amount of income or the procedure for determining it, including the amount of income paid on each coupon, or the procedure for determining it:

The yield on Exchange-traded bonds is the amount of coupon income accrued for each coupon period as a percentage of the par value of Exchange-traded bonds and paid on the expiration date of the corresponding coupon period.

Exchange-traded bonds have 10 (Ten) coupon periods. The duration of each of the coupon periods is set equal to 182 (one hundred eighty two) days.

Start date of each coupon period is determined by the formula:

$SDCP(i) = SDP + 182 * (i-1)$, where

SDP – start date for placement of Exchange-traded bonds, set in accordance with clause 8.2 of the Issuing conditions;

i - the indexing number of the coupon period;

SDCP(i) – a start date of the i th coupon period.

End date of each coupon period is determined by the formula:

$EDCP(i) = SDP + 182 * i$, where

SDP – start date for placement of Exchange-traded bonds, set in accordance with clause 8.2 of the Issuing conditions;

i - the indexing number of the coupon period;

EDCP(i) – an end date of the i th coupon period.

Payment amount calculation under each i coupon on one Exchange-traded bond is produced under the following formula:

$CY_i = C_i * Nom * (EDCP(i) - SDCP(i)) / (365 * 100\%)$,

where

CY_i - coupon yield size under each Exchange-traded bond on the *i* th coupon period in rubles of the Russian Federation;

Nom – an outstanding part of a face-value of one Exchange-traded bond in rubles of the Russian Federation;

C_i - the size of the interest rate under *i* coupon, annual interest rates;

SDCP(i) – a start date of the *i* th coupon period.

EDCP(i) – an end date of the *i* th coupon period.

i - the indexing number of the coupon period (*i*=1,2,3...10).

CY_i is calculated with an accuracy to the second decimal place (rounding to the second decimal place is produced by mathematical rounding rules: in case if the third decimal place is more than or equal to 5, the second decimal place increases by one, in case if the third decimal place is less than 5, the second decimal place does not change).

Order of determination of the interest rate under the first coupon:

The interest rate under the first coupon is determined by chief executive officer of the Issuer on a start date of placing of the Exchange-traded bonds following the results of the Tender carrying out at the Stock exchange among potential acquirers of the Exchange-traded bonds in the manner, described in subclause 1) of clause 8.3. of the Exchange-Traded Bonds Program.

Order of determination of the interest rate under coupons, starting from the second one:

The order of determination of the interest rate under coupons, starting from the second one is indicated in subclause a) and b) of clause 9.3. of the Exchange-Traded Bonds Program.

Other information, to be indicated in this paragraph, is given in clause 9.3. of the Exchange-Traded Bonds Program.

9.4. Order and term of payment of income under exchange-traded bonds

Coupon yield under the Exchange-traded bonds, charged for each coupon period, is paid on an end date of the corresponding coupon period.

Coupon yield payment under the Exchange-traded bonds is produced by money funds in rubles of the Russian Federation, by bank transfer.

Other information, to be indicated in this paragraph, is given in clause 9.4 of the Exchange-Traded Bonds Program.

9.5. Order and conditions of advanced repayment of exchange-traded bonds

Possibility of advanced repayment of the Exchange-traded bonds at the discretion of the Issuer and on request of their owners is provided.

Other information, to be indicated in this paragraph, is given in clause 9.5 of the Exchange-Traded Bonds Program.

9.5.1 Advanced repayment on request of their owners

Advanced repayment of the Exchange-traded bonds is produced by money funds by bank transfer in rubles of the Russian Federation.

Other information, to be indicated in this paragraph, is given in clause 9.5.1 of the Exchange-Traded Bonds Program.

Additional cases of early redemption of Exchange-traded bonds at the request of their owners to the cases, specified in clause 9.5.1 of the Exchange-Traded Bonds Program, are not provided.

9.5.2 Advanced repayment of exchange-traded bonds at the discretion of the issuer

There is no possibility of early redemption of Exchange-traded bonds at the Issuer's discretion in accordance with clause 9.5.2.1, 9.5.2.2 of the Exchange-Traded Bonds Program.

There is possibility of early redemption of Exchange-traded bonds at the Issuer's discretion in accordance with clause 9.5.2.3 of the Exchange-Traded Bonds Program. Early redemption of Exchange-traded bonds at the Issuer's discretion is carried out in relation to all Exchange-traded bonds of the issue. Other information, to be indicated in this paragraph, is given in clause 9.5.2.3. of the Exchange-Traded Bonds Program.

Advanced repayment of the Exchange-traded bonds is produced by money funds by bank transfer in rubles of the Russian Federation.

The procedure for making payments to the owners of Exchange-traded bonds upon early redemption of Exchange-traded bonds at the Issuer's discretion is carried out in accordance with clause 9.5.2.4 of the Exchange-Traded Bonds Program.

Additional cases of early redemption of Exchange-traded bonds at the Issuer's discretion to the cases, specified in clause 9.5.2 of the Exchange-Traded Bonds Program, are not provided.

9.6. Data on payment agents under exchange-traded bonds

As of the date of approval of the Issuing conditions, no payment agent has been appointed. Information on the possibility of appointing payment agents, the cancellation of their appointment, as well as on the procedure for disclosing information on such actions are indicated in clause 9.6 and clause 11 of the Exchange-Traded Bonds Program.

10. Information on acquisition of exchange-traded bonds

It is possible to purchase Exchange-traded Bonds by the Issuer at the request of their owner (s) and by agreement with their owner (s) with the possibility of their subsequent circulation.

Other information, to be indicated in this paragraph, is given in clause 10 of the Exchange-Traded Bonds Program.

10.1. Acquisition of exchange-traded bonds at the request of owners

It is possible to purchase Exchange-traded bonds by the Issuer at the request of their owner (s) with the possibility of their subsequent circulation.

Payment of Exchange-traded bonds upon their acquisition is made in cash by bank transfer in Russian rubles.

Other information, to be indicated in this paragraph, is given in clause 10.1, clause 10.3, clause 10.4 of the Exchange-Traded Bonds Program.

10.2. Acquisition of exchange-traded bonds by the issuer by agreement with their owner (owners):

It is possible to purchase Exchange-traded Bonds by the Issuer by agreement with their owner (s) with the possibility of their subsequent circulation before maturity on the terms established by the Program.

Payment of Exchange-traded bonds upon their acquisition is made in cash by bank transfer in Russian rubles.

Other information, to be indicated in this paragraph, is given in clause 10.2, clause 10.3, clause 10.4 of the Exchange-Traded Bonds Program.

11. Procedure for the issuer to disclose information on the issue of exchange-traded bonds

Information, to be indicated in this paragraph, is given in clause 11 of the Exchange-Traded Bonds Program.

12. Information on securing the performance of obligations on exchange-traded bonds of the issue (additional issue)

The provision of security for the fulfillment of the Issuer's obligations to owners of Exchange-traded bonds is not given.

13. Information on a representative of owners of exchange-traded bonds

A representative of owners of Exchange-traded bonds at the date of approval of these Issuing conditions is not defined.

14. The issuer's obligation at the request of the interested person to provide him with a copy of these conditions for the issue (additional issue) of exchange-traded bonds under the exchange-traded bond program for a fee not exceeding the cost of its production

The issuer undertakes at the request of the interested person to provide him with a copy of these Issuing conditions at no cost.

15. The obligation of persons providing security for exchange-traded bonds, in accordance with the terms of the provided security, to ensure the fulfillment of the issuer's obligations to owners of exchange-traded bonds in the event of the issuer's refusal to fulfill obligations or delay in the performance of the corresponding obligations for exchange-traded bonds

The provision of security for the fulfillment of the Issuer's obligations to owners of Exchange-traded bonds is not given.

16. Other information

Other information to be included in the Issuing conditions of the Exchange-Traded Bonds under the Exchange-Traded Bonds Program, in accordance with Regulation of the Bank of Russia No. 428-P of 11 August 2014 “Regulation on securities issue standards, procedure for state registration of the issue (additional issue) of equity securities, state registration of reports on the results of the issue (additional issue) of equity securities and the registration of prospectuses of securities” are indicated in the Exchange-Traded Bonds Program.

Other information, disclosed by the Issuer at its sole discretion, is given in clause 18 of the Exchange-Traded Bonds Program.

Hereinafter in this document the following terms will be used:

The issuer – Interregional Distribution Grid Company of Centre, Public Joint-Stock Company (IDGC of Centre, PJSC).

The program or the Program of bonds – this Program of exchange-traded bonds of series 001P, the first part of the decision on the issue of securities, containing the rights of owners of exchange-traded bonds generally determined and other general conditions for one or several issues of exchange-traded bonds, with the identification number 4-10214-A-001P-02E of 21.12.2016, within the framework of which this issue of exchange-traded bonds is placed;

Issuing conditions – Issuing conditions of exchange-traded bonds within the program of the exchange-traded bonds, the second part of the decision on the issue of securities, containing concrete conditions of a separate issue of exchange-traded bonds;

Issue – separate issue of the exchange-traded bonds placed within the Program;

The exchange-traded bond or the Exchange-traded bond of an issue – the exchange-traded bond placed within the Issue;

Exchange-traded bonds – the exchange-traded bonds placed within the limits of one Issue.

1. Identification features of an exchange-traded bond issue:

Type of securities placed under the exchange bonds program: *Exchange-traded bonds to bearer.*

Series: *001P-01.*

Other identification features of the exchange-traded bonds placed within the program of exchange-traded bonds: *exchange-traded bonds interest payable to bearer unconvertible certificated with obligatory centralised storage.*

Maturity:

Exchange-traded bonds are redeemed at face value on the 1 820th (One thousand eight hundred and twentieth) day from the start date of the placement of Exchange-traded bonds.

Start dates and end dates for the redemption of Exchange-traded bonds coincide.

2. Rights of the owner of each exchange-traded bond of the issue:

Rights of the owner of each exchange-traded bond of the issue

Each Exchange-traded bond has equal volume and terms for exercising rights within one Issue, regardless of the time of purchase of the security. Documents certifying the rights fixed by Exchange-traded bonds are the Certificate of Exchange-traded bonds, the Program and the Issuing conditions.

The owner of the Exchange-traded bond is entitled to receive the par value of the Exchange-traded bond upon redemption of the Exchange-traded bond within the time stipulated by it.

The owner of the Exchange-traded bond has the right to receive income (interest), the procedure for determining the amount of which is specified in clause 9.3 of the Program, and the payment terms in clause 9.4. of the Program.

The owner of Exchange-traded bonds is given the right to demand the purchase of Exchange-traded bonds by the Issuer in the cases and on the conditions specified in clause 10.1. of the Program.

The owner of Exchange-traded bonds has the right to demand early redemption of Exchange-traded bonds and payment of the accumulated coupon income on Exchange-traded bonds calculated on the date of fulfillment of obligations for the early redemption of Exchange-traded bonds, in the cases specified in clause 9.5.1. of the Program, as well as provided for by the legislation of the Russian Federation.

In the event of the Issuer's dissolution, the owner of the Exchange-traded bond is entitled to receive the due funds in the order of priority established in accordance with Article 64 of the Civil Code of the Russian Federation.

All debts of the Issuer on Exchange-traded bonds will be legally equal and equally binding.

The Issuer undertakes to provide the owners of Exchange-traded bonds with a return on investment funds in the event that, in accordance with the current legislation of the Russian Federation, the issue of Exchange-traded bonds is invalid.

The owner of Exchange-traded bonds has the right to freely sell and otherwise alienate Exchange-traded bonds in accordance with the current legislation of the Russian Federation.

The owner of Exchange-traded bonds is entitled to exercise other rights provided for by the legislation of the Russian Federation.

The Issuer undertakes to ensure the rights of the owners of Exchange-traded bonds in compliance with the procedure established by the legislation of the Russian Federation for the exercise of these rights.

The provision of security for Exchange-traded bonds is not given.

Placed securities are not securities intended for qualified investors.