



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)

«05» September 2018

Moscow

No. 30/18

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

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

Participants of the voting: **D.B. Akopyan, A.V. Varvarin, A.I. Kazakov, A.I. Pavlov, A.V. Rakov, L.A. Romanovskaya, M.M. Saukh, D.A. Spirin, R.A. Filkin, A.V. Shevchuk.**

Members who did not provide questionnaires: **O.Y. Isaev.**

The quorum is **present.**

Date of the minutes: **05.09.2018.**

### AGENDA:

1. On the consent to enter into a deal, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction.
2. On the consent to enter into a deal on granting an interest-bearing loan, concluded between IDGC of Centre, PJSC and PJSC Rosseti, which is a related party transaction.

### **Item 1: On the consent to enter into a deal, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction.**

*In accordance with Article 81 of the Federal Law «On Joint Stock Companies» the deal, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction of the controlling person of the Company – PJSC Rosseti, at the same time is the controlling person of the legal entity that is a party to the transaction (JSC «FOCL-Conductor Administration»).*

### **Decision:**

1. To determine that the maximum cost of granting non-exclusive rights for the use of the Software under the Agreement for the purchase of licenses for the update and technical support of software for protection against information leaks for the needs of IDGC of Centre, PJSC (branches "Belgorodenergo", "Bryanskenergo", "Voronezhenergo", "Kostromaenergo", "Kurskenergo", "Lipetskenergo", "Orelenergo", "Smolenskenergo", "Tambovenergo", "Tverenergo" and "Yarenergo") (hereinafter referred to as the "Agreement"), concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction, in accordance with the Minutes on the results of open tender No. 0228-IA-18-2 dated 12.07.2018, shall not exceed 164 918 000 (One hundred and sixty-four million nine hundred and eighteen thousand) Russian rubles 00 kopecks.

The fee for granting the rights for the Software is not subject to value added tax in accordance with subparagraph 26 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation, paragraph 5 of Article 1238 of the Civil Code of the Russian Federation.

2. To give consent to making the related party transaction – to conclude an agreement for

the purchase of licenses for the update and technical support of the software for protection against information leaks for the needs of IDGC of Centre, PJSC (branches "Belgorodenergo", "Bryanskenergo", "Voronezhenergo", "Kostromaenergo", "Kurskenergo", "Lipetskenergo", "Orelenergo", "Smolenskenergo", "Tambovenergo", "Tverenergo" and "Yarenergo") on the following essential conditions.

**Parties of the Agreement.**

«Sublicensee» – Interregional Distribution Grid Company of Centre, Public Joint-Stock Company (IDGC of Centre, PJSC).

«Licensee» – Joint Stock Company «Administration of fiber-optic communication lines on overhead transmission lines of interregional distribution grid companies» (JSC «FOCL-Conductor Administration»).

**Subject of the Agreement.**

The Licensee grants the Sublicensee the non-exclusive rights to update and provide technical support of software for protection against information leaks for the needs of IDGC of Centre, PJSC (branches "Belgorodenergo", "Bryanskenergo", "Voronezhenergo", "Kostromaenergo", "Kurskenergo", "Lipetskenergo", "Orelenergo", "Smolenskenergo", "Tambovenergo", "Tverenergo" and "Yarenergo"), hereinafter referred to as «the Software», within the limits stipulated by the Agreement and for the duration of the Agreement, and the Sublicensee for granting these non-exclusive rights shall pay the fee to the Licensee.

The name of individual parts of the Software, the number of users (installations, workplaces) for the Software, the period of the non-exclusive rights transfer, the territory of use, the amount of fee are determined by the Parties in the Specification (Appendix #1 to the Agreement).

**Price of the Agreement.**

For the provision of the non-exclusive rights for the use of the Software under the Agreement, the Sublicensee pays to the Licensee a fee, the total amount of which is determined on the basis of the Specification (Appendix #1 to the Agreement) and is 164 918 000 (One hundred and sixty-four million nine hundred and eighteen thousand) rubles 00 kopecks.

The fee for granting the rights for the Software is not subject to value added tax in accordance with subparagraph 26 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation, paragraph 5 of Article 1238 of the Civil Code of the Russian Federation.

**Term of use of the Software:**

The Licensee grants the Sublicensee the right to use licenses for the update and technical support of the software to protect against information leakage for a period (term of use) – until 31.07.2021 inclusive.

**Other material terms of the Agreement.**

The Agreement shall enter into force upon signature by both Parties and shall remain in force until the Parties fulfill their obligations under the Agreement in full. The Agreement covers the relations of the Parties actually arisen from 01.08.2018.

**Persons related to the transaction, and grounds for relation:**

The controlling person of the Company – PJSC Rosseti, at the same time is the controlling person of the legal entity that is a party to the transaction (JSC «FOCL-Conductor Administration»).

**Voting results:**

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Alexander Ivanovich Kazakov - «FOR»
4. Alexey Igorevich Pavlov - «FOR»

5. Alexey Viktorovich Rakov - «FOR»
6. Larisa Anatolievna Romanovskaya - «FOR»
7. Maxim Mikhailovich Saukh - «FOR»
8. Denis Alexandrovich Spirin - «AGAINST»
9. Roman Alexeyevich Filkin - «AGAINST»
10. Alexander Viktorovich Shevchuk - «AGAINST»

**Total:**

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

**Decision is taken.**

*Member of the Board of Directors of the Company, O.Y. Isaev, did not take part in the voting on this item as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».*

**Item 2: On the consent to enter into a deal on granting an interest-bearing loan, concluded between IDGC of Centre, PJSC and PJSC Rosseti, which is a related party transaction.**

*In accordance with Article 81 of the Federal Law «On Joint Stock Companies» the deal, concluded between IDGC of Centre, PJSC and PJSC Rosseti, which is a related party transaction of the controlling person of the Company – PJSC Rosseti, at the same time is a party to the transaction.*

**Decision:**

1. To determine the amount of the money loan under the Agreement of the interest-bearing loan between IDGC of Centre, PJSC and PJSC Rosseti, which is a related party transaction, as 4 900 000 000 (Four billion nine hundred million) rubles 00 kopecks.

To determine that from the moment the Borrower receives the money from the Lender until the Borrower fulfills its obligations under the Agreement of the interest-bearing loan for the amount of the loan actually received by the Borrower, interest is accrued on the basis of a rate of 6.5% per annum.

To determine that the price of the Agreement of the interest-bearing loan shall not be 10 or more percent of the book value of the Company's assets according to its financial statements as of the last reporting date.

2 To give consent to making the related party transaction – the Agreement of the interest-bearing loan between IDGC of Centre, PJSC and PJSC Rosseti, on the essential conditions in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Alexander Ivanovich Kazakov - «FOR»
4. Alexey Igorevich Pavlov - «FOR»
5. Alexey Viktorovich Rakov - «FOR»
6. Larisa Anatolievna Romanovskaya - «FOR»
7. Maxim Mikhailovich Saukh - «FOR»
8. Denis Alexandrovich Spirin - «AGAINST»
9. Roman Alexeyevich Filkin - «AGAINST»
10. Alexander Viktorovich Shevchuk - «AGAINST»

**Total:**

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

**Decision is taken.**

*Member of the Board of Directors of the Company, O.Y. Isaev, did not take part in the voting on this item as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».*

**Appendix:** The essential conditions of the Agreement of the interest-bearing loan between IDGC of Centre, PJSC and PJSC Rosseti (Appendix # 1).

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

**A.I. Kazakov**

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

**S.V. Lapinskaya**