



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)

«24» March 2016

Moscow

No. 07/16

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

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

Participants of the voting: **A.M. Branis, T.P. Dronova, O.Y. Isaev, D.A. Malkov, Y.N. Mangarov, Y.N. Pankstyanov, M.M. Saukh, R.A. Filkin, A.N. Kharin, A.V. Shevchuk, N.I. Erpsher.**

Members who did not provide questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **24.03.2016.**

AGENDA:

1. On consideration of the report of General Director of the Company «On the level of reliability and quality of the Company's services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters for 2015».
2. On consideration of the report of General Director of the Company «About qualification of maximum power of electricity consumers».
3. On approval of the target Program of development of an automated process control system (ACS) of IDGC of Centre, PJSC.
4. On approval of the Agreement for provision of services to organize and hold the Interregional competitions of professional skills of staff for repair and maintenance of substation equipment and cable grids, concluded between IDGC of Centre, PJSC and Lenenergo, which is a related party transaction.

Item 1: On consideration of the report of General Director of the Company «On the level of reliability and quality of the Company's services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters for 2015».

Decision:

1. To take into consideration the report of General Director of the Company «On the level of reliability and quality of the Company's services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters for 2015» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to send to the executive bodies of subjects of the Russian Federation in the field of state regulation of tariffs actual values of 2015 of indicators of reliability and quality of the Company's services provided, specified in paragraph 1 of this decision.

Deadline: till 01 April 2016.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 2: On consideration of the report of General Director of the Company «About qualification of maximum power of electricity consumers».

Decision:

To take into consideration the report of General Director of the Company «About qualification of maximum power of electricity consumers» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Andrey Nikolayevich Kharin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 3: On approval of the target Program of development of an automated process control system (ACS) of IDGC of Centre, PJSC.

Decision:

To approve the target Program of development of an automated process control system (ACS) of IDGC of Centre, PJSC in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-------------------------------|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
|-------------------------------|---------------|

- | | | |
|-----|---------------------------------------|---------------|
| 2. | Tatiana Petrovna Dronova | - «FOR» |
| 3. | Oleg Yuryevich Isaev | - «FOR» |
| 4. | Denis Alexandrovich Malkov | - «FOR» |
| 5. | Yury Nikolayevich Mangarov | - «FOR» |
| 6. | Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. | Maxim Mikhailovich Saukh | - «FOR» |
| 8. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. | Andrey Nikolayevich Kharin | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. | Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «8»	<hr/>
«AGAINST»	- «0»	<hr/>
«ABSTAINED»	- «3»	<hr/>

Decision is taken.

Item 4: On approval of the Agreement for provision of services to organize and hold the Interregional competitions of professional skills of staff for repair and maintenance of substation equipment and cable grids, concluded between IDGC of Centre, PJSC and Lenenergo, which is a related party transaction.

In accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies» the transaction between IDGC of Centre, PJSC and Lenenergo is recognized as a related party transaction of the shareholder of the Company - PJSC «Rosseti», which holds more than 20% of voting shares of the parties to the transaction.

Decision:

1. To determine in accordance with Appendix # 1 to the agreement the cost of services under the agreement to organize and hold the Interregional competitions of professional skills of staff for repair and maintenance of substation equipment and cable grids, concluded between IDGC of Centre, PJSC and Lenenergo, in the amount of 2 320 000,00 (Two million three hundred twenty thousand rubles) 00 kopecks, including VAT 18% - 353 898,31 (Three hundred fifty-three thousand eight hundred ninety-eight) rubles 31 kopecks.
2. To approve the agreement for provision of services to organize and hold the Interregional competitions of professional skills of staff for repair and maintenance of substation equipment and cable grids, concluded between IDGC of Centre, PJSC and Lenenergo, which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

«Customer» - IDGC of Centre, PJSC;

«Contractor» - Lenenergo.

Subject of the Agreement:

Contractor undertakes to provide services to organize and hold the Event at the training centre of Lenenergo in the settlement of Tervolovo in Gatchina municipal district of the Leningrad region from 25 to 29 July 2016, in accordance with the Provision on holding Interregional competitions of professional skills of staff for repair and maintenance of substation equipment and cable grids, Customer undertakes to pay for the services in accordance with terms and conditions of the Agreement.

Price of the Agreement:

In accordance with Appendix # 1 to the agreement the cost of services is 2 320 000,00 (Two million three hundred twenty thousand rubles) 00 kopecks, including VAT 18% - 353 898,31 (Three hundred fifty-three thousand eight hundred ninety-eight rubles) 31 kopecks.

Turnaround Time:

From 25 to 29 July 2016.

Duration of the Agreement:

The Agreement shall enter into force on the date of signature and is valid until the parties fulfill their obligations.

Voting results:

- | | |
|-----------------------------------|-------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Denis Alexandrovich Malkov | - «FOR» |
| 4. Yury Nikolayevich Mangarov | - «FOR» |
| 5. Yury Nikolayevich Pankstyanov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Roman Alexeyevich Filkin | - «AGAINST» |
| 8. Andrey Nikolayevich Kharin | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

O.Y. Isaev, a member of the Board of Directors of IDGC of Centre, PJSC, 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».

Decision is taken.

Appendices:

1. The report of General Director of the Company «On the level of reliability and quality of the Company's services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters for 2015» (Appendix # 1).
2. The report of General Director of the Company «About qualification of maximum power of electricity consumers» (Appendix # 2).
3. The target Program of development of an automated process control system (ACS) of IDGC of Centre, PJSC (Appendix # 3).

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

Y.N. Mangarov

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

S.V. Lapinskaya