



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)

«27» December 2017

Moscow

No. 30/17

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

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

Participants of the voting: **T.P. Dronova, O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, D.A. Spirin, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk, P.N. Snikkars.**

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

The quorum **is present.**

Date of the minutes: **29.12.2017.**

AGENDA:

1. On coordination of nominations for positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
2. On the composition of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC.
3. On the consent to enter into a deal, concluded between IDGC of Centre, PJSC and PJSC FGC UES, which is a related party transaction.
4. On approval of the Report on the KPI implementation «Efficiency of Innovation Activity» of General Director of IDGC of Centre, PJSC for 2016.
5. On approval of nomination of the Insurer of IDGC of Centre, PJSC.

Item 1: On coordination of nominations for positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

Decision:

1. To agree upon the nomination of Vladislav Alexandrovich Shevel for the position of Deputy General Director – Chief of Staff of IDGC of Centre, PJSC.
2. To agree upon the nomination of Alexander Sergeevich Glebov for the position of Deputy General Director of IDGC of Centre - Kostromaenergo division director.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Tatiana Petrovna Dronova | - «ABSTAINED» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Yury Nikolayevich Mangarov | - «FOR» |
| 4. Alexey Igorevich Pavlov | - «FOR» |
| 5. Alexey Viktorovich Rakov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Pavel Nikolayevich Snikkars | - «AGAINST» |
| 8. Denis Alexandrovich Spirin | - «ABSTAINED» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «6»
«AGAINST»	- «1»
«ABSTAINED»	- «4»

Decision is taken.**Item 2: On the composition of the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC.****Decision:**

1. To early terminate powers of the member of the Reliability Committee of the Board of Directors of the Company, Olga Vladimirovna Tikhomirova.
2. To elect Alexander Valeryevich Inozemtsev - Acting Deputy General Director for Economy and Finance of IDGC of Centre, PJSC as a member of the Reliability Committee of the Board of Directors of the Company.

Voting results:

1. Tatiana Petrovna Dronova - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Yury Nikolayevich Mangarov - «FOR»
4. Alexey Igorevich Pavlov - «FOR»
5. Alexey Viktorovich Rakov - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Pavel Nikolayevich Snikkars - «AGAINST»
8. Denis Alexandrovich Spirin - «FOR»
9. Roman Alexeyevich Filkin - «FOR»
10. Oxana Vladimirovna Shatokhina - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «10»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

Decision is taken.**Item 3: On the consent to enter into a deal, concluded between IDGC of Centre, PJSC and PJSC FGC UES, which is a related party transaction.**

In accordance with Article 81 of the Federal Law «On Joint Stock Companies» the deal between IDGC of Centre, PJSC and PJSC FGC UES is recognized as a related party transaction of:

- 1) *the controlling person of the Company – PJSC «Rosseti», simultaneously being the controlling person of a legal entity that is a party to the transaction (PJSC FGC UES);*
- 2) *members of the Board of Directors of the Company P.N. Snikkars, O.V. Shatokhina, simultaneously being members of the Board of Directors of a legal entity that is a party to the transaction (PJSC FGC UES).*

Decision:

1. To determine that the amount of compensation under the Agreement for compensation of violated property rights dated 05.03.2011 № 3100/14220/10 (with an amendment), concluded between IDGC of Centre, PJSC and PJSC FGC UES, which is a related party transaction, shall not be more than 400 000 000 rubles.
2. To give consent to the conclusion of the related party transaction – entering into an amendment to the Agreement for compensation of violated property rights dated 05.03.2011 № 3100/14220/10 on the following material terms and conditions:

Parties to the transaction:

Applicant – Public Joint Stock Company "Federal Grid Company of the Unified Energy System" (PJSC FGC UES);

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

Beneficiary (ies): none.

Subject of the transaction:

The Parties came to an agreement to amend the terms of the Agreement for compensation of the violated property right dated 05.03.2011 № 3100/14220/10 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Transaction price:

The preliminary amount of compensation to be paid by the Applicant to the Owner is, but is not limited to: the costs for the development of working and design estimates for the reconstruction of all 110 kV overhead lines under the title "Integrated technical re-equipment and reconstruction of the 330 kV Substation Belgorod"; for Stage 1: all actual costs of the Owner for construction and installation works (with materials and equipment), dismantling, expenses for payment of state duty and other fees, costs associated with creation/modification of land management documentation, technical documentation and cadastral certificates for the Facility, registration of the land use right and making changes to the information on the registered rights of the Owner in subdivisions of the Rosreestr (Federal Service of State Registration, Land Register and Mapping), reimbursement of the Owner's losses, other costs, including 25% of the expenditure in capital nature in the framework of Stage 1, as well as profitability of 1% of the costs incurred.

The estimated cost of compensation for expenses under Stage 1 of the agreement is 96 371 674,22 (Ninety six million three hundred and seventy-one thousand six hundred and seventy-four rubles) 22 kopecks, incl. VAT (18%) 14 700 763,86 (Fourteen million seven hundred thousand seven hundred and sixty three) rubles 86 kopecks, while this amount does not include other expenses in the amount of 25% of capital expenditures in the framework of Stage 1, as well as profitability of 1 % of the costs incurred.

The final cost of reimbursement of costs under Stage 1, including the profitability of 1% of the costs incurred, as well as other costs in the amount of 25% of capital expenditures in the framework of Stage 1, is determined by actually incurred costs/expenses of the Owner. If necessary, at the request of any party, an amendment to the agreement may be signed to fix the final cost of compensation under Stage 1 of the agreement.

The estimated cost and composition of activities under Stage 2 of the agreement, including profitability of 1% of costs incurred, as well as other costs in the amount of 25% of capital expenditures under Stage 2, will be determined in an amendment to be concluded upon receipt of a positive opinion examination of the estimated part of the project documentation issued in accordance with the procedure provided for by the current legislation of the Russian Federation.

The final cost of compensation for costs under Stage 2, including the profitability of 1% of costs incurred, as well as other costs in the amount of 25% of capital expenditures in the framework of Stage 2, is determined by actually incurred costs/expenses of the Owner. If necessary, at the request of any party, an amendment to the agreement may be signed to fix the final cost of compensation under Stage 2 of the agreement.

Other material terms and conditions of the transaction:

The Owner undertakes to carry out a set of measures to transfer power line poles:

under Stage 1: within 150 days from the date of approval of the design estimates, agreed with the Applicant and obtaining a positive decision of the State Expertise;

under Stage 2: within 2019 (until 31.12.2019).

Persons related to the transaction, and grounds for relation:

1) members of the Board of Directors of the Company P.N. Snikkars, O.V. Shatokhina, simultaneously being members of the Board of Directors of a legal entity that is a party to the transaction (PJSC FGC UES);

2) the controlling person of the Company - PJSC «Rosseti», simultaneously being the controlling person of a legal entity that is a party to the transaction (PJSC FGC UES).

Voting results:

1. Tatiana Petrovna Dronova - «ABSTAINED»
2. Yury Nikolayevich Mangarov - «FOR»
3. Alexey Igorevich Pavlov - «FOR»
4. Alexey Viktorovich Rakov - «FOR»
5. Maxim Mikhailovich Saukh - «FOR»
6. Denis Alexandrovich Spirin - «AGAINST»
7. Roman Alexeyevich Filkin - «AGAINST»
8. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «4»
«AGAINST»	- «2»
«ABSTAINED»	- «2»

The following persons did not take part in the voting on this item:

– Member of the Board of Directors of the Company, O.Y. Isaev, as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies»;

– Members of the Board of Directors of the Company, P.N. Snikkars and O.V. Shatokhina, as recognized as related directors in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies».

Decision is NOT taken.

Item 4: On approval of the Report on the KPI implementation «Efficiency of Innovation Activity» of General Director of IDGC of Centre, PJSC for 2016.

Decision:

To approve the Report on the KPI implementation «Efficiency of Innovation Activity» of General Director of IDGC of Centre, PJSC for 2016 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

1. Tatiana Petrovna Dronova - «ABSTAINED»
2. Oleg Yuryevich Isaev - «FOR»
3. Yury Nikolayevich Mangarov - «FOR»
4. Alexey Igorevich Pavlov - «FOR»
5. Alexey Viktorovich Rakov - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Pavel Nikolayevich Snikkars - «AGAINST»
8. Denis Alexandrovich Spirin - «AGAINST»
9. Roman Alexeyevich Filkin - «AGAINST»
10. Oxana Vladimirovna Shatokhina - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

Decision is taken.

Item 5: On approval of nomination of the Insurer of IDGC of Centre, PJSC.

Decision:

To approve the following nominees as the Company's Insurers:

Type of insurance	Insurance company	Period of insurance (period of issue of policies of insurance)
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Corporate property insurance «against all risks»	SOGAZ	from 01.01.2018 to 31.12.2020
Compulsory insurance of civil liability of the owner of a dangerous facility for injury in an accident at the hazardous facility	SOGAZ	from 01.01.2018 to 31.12.2018

Voting results:

- | | | |
|-----|--------------------------------|---------------|
| 1. | Tatiana Petrovna Dronova | - «FOR» |
| 2. | Oleg Yuryevich Isaev | - «FOR» |
| 3. | Yury Nikolayevich Mangarov | - «FOR» |
| 4. | Alexey Igorevich Pavlov | - «FOR» |
| 5. | Alexey Viktorovich Rakov | - «FOR» |
| 6. | Maxim Mikhailovich Saukh | - «FOR» |
| 7. | Pavel Nikolayevich Snikkars | - «AGAINST» |
| 8. | Denis Alexandrovich Spirin | - «ABSTAINED» |
| 9. | Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

Decision is taken.

Appendices:

1. Amendment to Agreement for compensation of violated property rights dated 05.03.2011 № 3100/14220/10 (Appendix # 1).
2. The Report on the KPI implementation «Efficiency of Innovation Activity» of General Director of IDGC of Centre, PJSC for 2016 (Appendix # 2).
3. The dissenting opinion of the member of the Board of Directors of the Company, P.N. Snikkars, regarding all the agenda items (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