



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)

«26» January 2018

Moscow

No. 02/18

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: **26.01.2018.**

AGENDA:

1. On approval of the Register of key operational risks of IDGC of Centre, PJSC in a new edition.
2. On determination of the position of IDGC of Centre, PJSC regarding the agenda item of a meeting of the Board of Directors of JSC “Sanatorium “Energetik”: On approval of the Business Plan of the Company for 2018 and forecast indicators for 2019-2022.
3. On approval of the adjusted Program for the implementation of the environmental policy of IDGC of Centre, PJSC for 2018.
4. On the consent to enter into a deal (provision of technical supervision services), concluded between IDGC of Centre, PJSC and PJSC Rosseti, which is a related party transaction.
5. On the consent to enter into a deal, which is a related party transaction.

Item 1 On approval of the Register of key operational risks of IDGC of Centre, PJSC in a new edition.

Decision:

To approve the Register of key operational risks of the Company, with assignment of risk owners in a new edition, in accordance with Appendix # 1 to this decision 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 | - «FOR» |
| 8. | Denis Alexandrovich Spirin | - «FOR» |
| 9. | Roman Alexeyevich Filkin | - «FOR» |
| 10. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 2 On determination of the position of IDGC of Centre, PJSC regarding the agenda item of a meeting of the Board of Directors of JSC “Sanatorium “Energetik”: On approval of the Business Plan of the Company for 2018 and forecast indicators for 2019-2022.

Decision:

To instruct representatives of IDGC of Centre, PJSC at the meeting of the Board of Directors of JSC “Sanatorium “Energetik” regarding the item «On approval of the Business Plan of the Company for 2018 and forecast indicators for 2019-2022» to vote «FOR»:

«To approve the Business Plan of the Company for 2018 and take into consideration the forecast indicators for 2019-2022 in accordance with the Appendix».

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 - «FOR»
8. Denis Alexandrovich Spirin - «ABSTAINED»
9. Roman Alexeyevich Filkin - «ABSTAINED»
10. Oxana Vladimirovna Shatokhina - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 3 On approval of the adjusted Program for the implementation of the environmental policy of IDGC of Centre, PJSC for 2018.

Decision:

To approve the adjusted Program for the implementation of the environmental policy of IDGC of Centre, PJSC for 2018 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results: 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 - «ABSTAINED»
8. Denis Alexandrovich Spirin - «ABSTAINED»
9. Roman Alexeyevich Filkin - «ABSTAINED»
10. Oxana Vladimirovna Shatokhina - «FOR»

11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «5»

Decision is taken.

Item 4 On the consent to enter into a deal (provision of technical supervision services), 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 between IDGC of Centre, PJSC and PJSC Rosseti, is a related party transaction of the controlling person of the Company – PJSC Rosseti, simultaneously being a party to the transaction.

Decision:

1. To determine the price of services under the Agreement for provision of paid services for the implementation of technical supervision, which is a related party transaction:

- The cost of the Contractor's services under the Agreement for the calendar year is 42 249 000 (Forty-two million two hundred forty-nine thousand) rubles 00 kopecks, plus 18% VAT calculated in accordance with the legislation of the Russian Federation in the amount of 7 604 820 (Seven million six hundred and four thousand eight hundred twenty) rubles 00 kopecks.

- The cost of the Customer's services under the Agreement for the calendar year is 779 857 (Seven hundred seventy-nine thousand eight hundred and fifty-seven) rubles 20 kopecks, plus 18% VAT calculated in accordance with the legislation of the Russian Federation in the amount of 140 374 (One hundred and forty thousand three hundred and seventy four) rubles 30 kopecks.

To determine that the cost of services of PJSC Rosseti under the Agreement shall not be 10 or more percent of the book value of assets of IDGC of Centre, PJSC, according to its financial statements as of the last reporting date.

2. To give consent for the conclusion of the party related transaction, the Agreement for provision of paid services for the implementation of technical supervision on the following essential conditions:

Parties to the transaction:

IDGC of Centre, PJSC - «Customer»;

PJSC Rosseti - «Contractor».

Subject of the transaction:

The Customer instructs, and the Contractor assumes the obligation to implement technical supervision at the Customer's electric grid facilities, including new construction, reconstruction and technical re-equipment facilities, and the Customer undertakes to accept and pay for these services.

The Customer to create the necessary conditions for activities of the Contractor's personnel, who directly provide services at the Customer's Facilities, provides the Contractor on a reimbursable basis throughout the entire term of the Agreement workplaces (rooms) provided with furniture, computer and organizational equipment, office equipment, fixed-line and Internet services, office supplies.

Transaction price:

The cost of the Contractor's services under the Agreement for the calendar year is 42 249 000 (Forty-two million two hundred forty-nine thousand) rubles 00 kopecks, plus 18% VAT calculated in accordance with the legislation of the Russian Federation in the amount of 7 604 820 (Seven million six hundred and four thousand eight hundred twenty) rubles 00 kopecks.

The cost of the Customer's services under the Agreement for the calendar year is 779 857 (Seven hundred seventy-nine thousand eight hundred and fifty-seven) rubles 20 kopecks, plus 18% VAT calculated in accordance with the legislation of the Russian Federation in the amount of 140 374 (One hundred and forty thousand three hundred and seventy four) rubles 30 kopecks.

To determine that the cost of services of PJSC Rosseti under the Agreement shall not be 10 or more percent of the book value of assets of IDGC of Centre, PJSC, according to its financial statements as of the last reporting date.

Other material terms of the transaction/procedure for determining them:

Term of rendering services under the Agreement:

The general term for rendering services under the Agreement: from 01.01.2018 to 31.12.2020.

Duration of the Agreement:

The Agreement shall enter into force from the moment of its signing by both Parties and shall remain in effect until completion by proper performance by the Parties of the obligations based on the Agreement.

If none of the Parties has notified the other party about the termination of the Agreement 30 (thirty) calendar days prior to the end date for the provision of services under the Agreement, the period for rendering services under the Agreement is extended by 1 (one) calendar year, without limiting the number of such prolongations.

Persons related to the transaction, and grounds for relation:

the controlling person of the Company - PJSC Rosseti - simultaneously being a party to the transaction.

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. Pavel Nikolayevich Snikkars | - «FOR» |
| 7. Denis Alexandrovich Spirin | - «AGAINST» |
| 8. Roman Alexeyevich Filkin | - «AGAINST» |
| 9. Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

«FOR»	- «6»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

The following person 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».

Decision is taken.

The following dissenting opinion was received from a member of the Board of Directors of the Company, A.V. Shevchuk regarding item # 4: «*I vote «Against»: the rationale for the market value of services and the need for conclusion was not provided».*

Item 5 On the consent to enter into a deal, 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 Rosseti, is a related party transaction of the controlling person of the Company – PJSC Rosseti, simultaneously being a party to the transaction.

Decision:

1. To determine that the cost of PJSC Rosseti's service under the agreement for the provision

of services for the organization and operation of the power grid complex between IDGC of Centre, PJSC and PJSC Rosseti, which is a party related transaction, for one year shall not be more than 242 405 273 (Two hundred and forty two million four hundred and five thousand two hundred and seventy-three) rubles 43 kopecks, plus VAT (18%) 43 632 949 (Forty-three million six hundred thirty-two thousand nine hundred forty-nine) rubles 22 kopecks.

The cost of PJSC Rosseti's service under the agreement for the provision of services for the organization and operation of the power grid complex may be reviewed.

To determine that the cost of PJSC Rosseti's service under the service agreement shall not be 10 or more percent of the book value of assets of IDGC of Centre, PJSC according to its financial statements as of the last reporting date.

2. To give consent for the transaction conclusion - the agreement for the provision of services for the organization and operation of the power grid complex between IDGC of Centre, PJSC and PJSC Rosseti, which is a party related transaction, on the following essential conditions:

Parties to the Agreement:

PJSC Rosseti - «Contractor»;

IDGC of Centre, PJSC - «Customer».

Subject of the Agreement:

The Contractor undertakes to provide the Customer with the service for organizing the functioning and development of the power grid complex in accordance with the terms of the Agreement, and the Customer undertakes to accept and pay for the service in accordance with the terms of the Agreement.

Price of the Agreement:

The cost of the Contractor's services for one year shall not be more than 242 405 273 (Two hundred and forty two million four hundred and five thousand two hundred and seventy-three) rubles 43 kopecks, plus VAT (18%) 43 632 949 (Forty-three million six hundred thirty-two thousand nine hundred forty-nine) rubles 22 kopecks.

The cost of PJSC Rosseti's service under the agreement for the provision of services for the organization and operation of the power grid complex may be reviewed.

Term of the Service:

The term of rendering the service under the Agreement is from 01.01.2018 to 31.12.2020.

Duration of the Agreement:

The Agreement enters into force from the date of signing the agreement and is valid until 31 December 2020, and in the part of settlements until the Parties completely fulfill their obligations.

Persons related to the transaction, and grounds for relation:

PJSC Rosseti is the controlling person of IDGC of Centre, PJSC and simultaneously being a party to the transaction.

Voting results:

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

Total:

«FOR»

- «6»

«AGAINST»

- «4»

«ABSTAINED»

- «0»

The following person 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».

Decision is taken.

The following dissenting opinion was received from a member of the Board of Directors of the Company, A.V. Shevchuk regarding item # 5: *«I vote «Against»: the rationale for the market value of services and the need for conclusion was not provided».*

Appendices:

1. The Register of key operational risks of IDGC of Centre, PJSC (Appendix # 1).
2. The Program for the implementation of the environmental policy of IDGC of Centre, PJSC for 2018 (Appendix # 2).

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

Y.N. Mangarov

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

S.V. Lapinskaya