



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)

«16» May 2016

Moscow

No. 15/16

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: **17.05.2016.**

**AGENDA:**

- 1.** On approval of the report of General Director of the Company «On execution of target key performance indications for General Director in 4Q 2015 and 2015».
- 2.** On approval of the report of General Director of the Company «On execution of the Action Plan of IDGC of Centre, PJSC to increase the efficiency of performance and improve the economic and financial condition in 1Q 2016 taking into account the report on the implementation of measures to ensure financial stability of the Company, including the performance assessment of the management».
- 3.** On approval of an internal document of the Company - the Regulation on the procedure of formation and use of sponsorship and charity fund of IDGC of Centre, PJSC.
- 4.** On consideration of the report of General Director of the Company «On implementation of the decisions of the Board of Directors taken 30.11.2015 (Minutes # 24/15 of 01.12.2015), regarding item # 3».
- 5.** On approval of a service agreement to maintain reference data for needs of IDGC of Centre, PJSC, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction.
- 6.** On approval of the agreement for training a specialist (S.A. Nikitchenko) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction.
- 7.** On approval of the agreement for training a specialist (N.V. Stolyarov) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction.

8. On approval of the agreement for training a specialist (T.M. Lysenko) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction.

9. On approval of nomination for the head of the internal audit division of IDGC of Centre, PJSC and his or her remuneration.

10. On approval of the budget of the internal audit division of IDGC of Centre, PJSC for 2016.

11. On approval of the Regulation on the internal audit structural division of IDGC of Centre, PJSC.

**Item 1. On approval of the report of General Director of the Company «On execution of target key performance indications for General Director in 4Q 2015 and 2015».**

**Decision:**

To approve the report of General Director of the Company «On execution of target key performance indications for General Director in 4Q 2015 and 2015» in accordance with Appendix # 1 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 2. On approval of the report of General Director of the Company «On execution of the Action Plan of IDGC of Centre, PJSC to increase the efficiency of performance and improve the economic and financial condition in 1Q 2016 taking into account the report on the implementation of measures to ensure financial stability of the Company, including the performance assessment of the management».**

**Decision:**

1. To defer consideration of the item at a later date.
2. To assign General Director of IDGC of Centre, PJSC to ensure delivery and approval by the Company's Board of Directors of the report on execution of the Action Plan of IDGC of Centre, PJSC to increase the efficiency of performance and improve the

economic and financial condition in 1Q 2016, approved by Minutes of the Board of Directors of the Company dated 29.04.2016 # 14/16, until 10.06.2016.

**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 | - «ABSTAINED» |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 3. On approval of an internal document of the Company - the Regulation on the procedure of formation and use of sponsorship and charity fund of IDGC of Centre, PJSC.**

**Decision:**

To approve the Regulation on the procedure of formation and use of sponsorship and charity fund of IDGC of Centre, PJSC in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis      | - «AGAINST»   |
| 2. Tatiana Petrovna Dronova        | - «ABSTAINED» |
| 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        | - «AGAINST»   |
| 9. Andrey Nikolayevich Kharin      | - «FOR»       |
| 10. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 4. On consideration of the report of General Director of the Company «On implementation of the decisions of the Board of Directors taken 30.11.2015 (Minutes # 24/15 of 01.12.2015), regarding item # 3».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On implementation of the decisions of the Board of Directors taken 30.11.2015 (Minutes # 24/15 of 01.12.2015), regarding item # 3».

2. To assign General Director of the Company to submit to the Board of Directors of the Company proposals for the mechanism of implementation and sources of funding for measures to reduce electric energy losses in the branches of IDGC of Centre, PJSC "Kostromaenergo", "Kurskenergo", "Lipetskenergo", "Tverenergo" with mandatory specification of:

- sources of financing to implement measures (including energy service companies);
- contractual structures, within which it is proposed to carry out measures to reduce electric energy losses;
- material terms of the procedure of calculation and payment of the cost of energy service companies;
- the procedure of transition in the Company's ownership of electricity meters with indication of a time frame and cost.

Deadline: no later than 30.09.2016.

**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 5. On approval of a service agreement to maintain reference data for needs of IDGC of Centre, PJSC, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction.**

*In accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies» the deal between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration» 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:**

In connection with the recognition of JSC «FOCL-Conductor Administration» as the successful bidder of the open tender for the right to enter into a service agreement to maintain reference data:

1. To determine, in accordance with the Calculation of the cost of services (Appendix # 2 to the Agreement), the value of the services under the Agreement to provide services to maintain reference data, concluded between IDGC of Centre, PJSC and JSC «FOCL-

Conductor Administration», in the amount of 4 091 333,62 (Four million ninety-one thousand three hundred thirty-three) rubles 62 kopecks, including VAT (18%) – 624 101,74 (Six hundred twenty-four thousand one hundred and one) ruble 74 kopecks.

2. To approve the Agreement to provide services to maintain reference data, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

«Customer» - IDGC of Centre, PJSC

«Contractor» - JSC «FOCL-Conductor Administration»

**Subject of the Agreement:**

Contractor undertakes to provide services to maintain reference data (hereinafter – «the Services») for needs of IDGC of Centre, PJSC (the branches: "Belgorodenergo", "Bryanskenergo", "Voronezhenergo", "Kostromaenergo", "Kurskenergo", "Lipetskenergo", "Orelenergo", "Smolenskenergo", "Tambovenergo", "Tverenergo" and "Yarenergo"), according to the List of services (Appendix # 1 to the Agreement) and in accordance with the Terms of Reference (Appendix # 3 to the Agreement), which are an integral part of the Agreement, and Customer undertakes to accept and pay.

The services to maintain the regulatory and reference information includes:

– Initial one-time events:

- Stage 1: Services for preparation and updating of technical documentation;
- Stage 2: Services for deployment and adaptation of information systems;
- Stage 3: Initial one-time events to update the general information metamodel and maintenance of manuals and classifiers of the centralized reference data management system.

– Ongoing activities:

- Continuous measures for updating the general information metamodel and maintenance of manuals and classifiers of the centralized reference data management system.

**Price of the Agreement:**

The value of the services, provided under the Agreement, is determined in accordance with the Calculation of the cost of services (Appendix # 2 to the Agreement) and is 4 091 333,62 (Four million ninety-one thousand three hundred thirty-three) rubles 62 kopecks, including VAT (18%) – 624 101,74 (Six hundred twenty-four thousand one hundred and one) ruble 74 kopecks, of which:

– the cost of the initial one-time events is 979 799,35 (Nine seventy-nine thousand seven hundred ninety-nine) rubles 35 kopecks, including 18% VAT 149 460,92 (One hundred and forty-nine thousand four hundred and sixty) rubles 92 kopecks;

– the cost of the continuous measures to update the general information metamodel and maintenance of manuals and classifiers of the centralized reference data management system is 3 111 534,27 (Three million one hundred eleven thousand five hundred thirty-four) rubles 27 kopecks, including 18% VAT 474 640,82 (Four hundred seventy-four thousand six hundred forty) rubles 82 kopecks.

**Turnaround time:**

Terms of rendering the services are determined in accordance with Appendix # 1 to the Agreement.

**Duration of the Agreement:**

The Agreement shall enter into force upon signature by both Parties and is valid until 08 February 2019, provided that the obligations of the parties under the Agreement are

fulfilled in full. The Agreement covers the relations between the parties arisen from 09 February 2016.

**Voting results:**

- |                                   |               |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis     | - «AGAINST»   |
| 2. Tatiana Petrovna Dronova       | - «ABSTAINED» |
| 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     | - «AGAINST»   |
| 9. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 10. Natalia Ilyinichna Erpsher    | - «FOR»       |

**Total:**

«FOR»	- «5»
«AGAINST»	- «3»
«ABSTAINED»	- «2»

*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 NOT taken.**

**Item 6. On approval of the agreement for training a specialist (S.A. Nikitchenko) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction.**

*In accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies» the deal between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI» 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 Company, whose affiliates (A.V. Novak, O.M. Budargin, A.E. Murov and S.I. Shmatko) are members of the Board of Trustees and the Academic Council of Federal State Budget Institution of Higher Education «National Research University «MPEI».*

**Decision:**

1. To determine that the cost of the Specialist training (S.A. Nikitchenko) under the occupational retraining program for the entire period of study is 84 000 (Eighty-four thousand) rubles 00 kopecks. It is not subject to VAT (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

Tuition of the Specialist is calculated on the basis of Governmental telegram №22152-AA/D04 dated 10.10.2011 on the increase of the base cost of the Specialist training.

Payment of tuition fees for the occupational retraining program is made in the following order:

Source of funding	Amount (RUB)	Payment period
Recommending organization or the Specialist	28 560 (Twenty-eight thousand five hundred and sixty)	I stage of the Program: 28.03.16 - 31.05.16 Payment from 28.03.16 to 29.04.16
Budget of the Russian Federation	27 720 (Twenty-seven thousand seven hundred and twenty)	II stage of the Program: 01.06.16 - 31.07.16

Budget of the Russian Federation at the expense of the federal budget of the Russian Federation, coming in the form of grants	27 720 (Twenty-seven thousand seven hundred and twenty)	III stage of the Program: 01.08.16 - 30.09.16
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Recommending organization shall transfer to Contractor's bank account its share of the payment for the Specialist training under the program of professional retraining and provide a copy of the payment document to Contractor marked by the bank as executed.

2. To approve the agreement to train the Specialist (S.A. Nikitchenko) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction, on the following essential conditions:

**Subject of the Agreement:**

Contractor undertakes to provide the Specialist, having higher education, the training services under the educational program of occupational retraining «Production management and project management» (type B) (hereinafter referred to as the Program - Appendix 1 to the Agreement), in accordance with the State plan of training managers for companies of the national economy of the Russian Federation in 2007/08-2015/16 academic years (hereinafter referred to as the State plan), approved by Resolutions of the Government of the Russian Federation №177 dated 24 March 2007, №783 dated 26 September 2011, №1126 dated 27 December 2010, and Recommending organization undertakes to pay for the services rendered in the amount and under the conditions established in the agreement.

**Parties of the Agreement:**

«Recommending organization» - IDGC of Centre, PJSC

«Contractor» - Federal State Budget Institution of Higher Education «National Research University «MPEI»

«Specialist» - Sergey Alexandrovich Nikitchenko

**Price of the Agreement:**

The cost of the Specialist training (S.A. Nikitchenko) under the occupational retraining program for the entire period of study is 84 000 (Eighty-four thousand) rubles 00 kopecks. It is not subject to VAT (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

Tuition of the Specialist is calculated on the basis of Governmental telegram №22152-AA/D04 dated 10.10.2011 on the increase of the base cost of the Specialist training.

Payment of tuition fees for the occupational retraining program is made in the following order:

Source of funding	Amount (RUB)	Payment period
Recommending organization or the Specialist	28 560 (Twenty-eight thousand five hundred and sixty)	I stage of the Program: 28.03.16 - 31.05.16 Payment from 28.03.16 to 29.04.16
Budget of the Russian Federation	27 720 (Twenty-seven thousand seven hundred and twenty)	II stage of the Program: 01.06.16 - 31.07.16
Budget of the Russian Federation at the expense of the federal budget of the Russian Federation, coming in the form of grants	27 720 (Twenty-seven thousand seven hundred and twenty)	III stage of the Program: 01.08.16 - 30.09.16

Recommending organization shall transfer to Contractor's bank account its share of the payment for the Specialist training under the program of professional retraining and provide a copy of the payment document to Contractor marked by the bank as executed.

**Duration of training:**

In accordance with the Program curriculum it is 6 calendar months.

Training start date: «28» March 2016.

Training completion date: «30» September 2016.

**Duration of the Agreement:**

The Agreement shall enter into force upon signature by the Parties and covers the relations arisen from 28 March 2016, and is valid until the end of the period of study of the Specialist.

In the case of expulsion of the Specialist on the grounds stipulated by the legislation of the Russian Federation, the Charter of Contractor and the agreement, the agreement is terminated from the date of issuance of the enrollment termination order for the Specialist.

**Voting results:**

- |                                   |               |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis     | - «ABSTAINED» |
| 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       | - «ABSTAINED» |
| 8. Andrey Nikolayevich Kharin     | - «FOR»       |
| 9. Alexander Viktorovich Shevchuk | - «FOR»       |
| 10. Natalia Ilyinichna Erpsher    | - «FOR»       |

**Total:**

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

*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.****Item 7. On approval of the agreement for training a specialist (N.V. Stolyarov) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction.**

*In accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies» the deal between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI» 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 Company, whose affiliates (A.V. Novak, O.M. Budargin, A.E. Murov and S.I. Shmatko) are members of the Board of Trustees and the Academic Council of Federal State Budget Institution of Higher Education «National Research University «MPEI».*

**Decision:**

1. To determine that the cost of the Specialist training (N.V. Stolyarov) under the occupational retraining program for the entire period of study is 84 000 (Eighty-four thousand) rubles 00 kopecks. It is not subject to VAT (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

Tuition of the Specialist is calculated on the basis of Governmental telegram №22152-AA/D04 dated 10.10.2011 on the increase of the base cost of the Specialist training.



Payment of tuition fees for the occupational retraining program is made in the following order:

Source of funding	Amount (RUB)	Payment period
Recommending organization or the Specialist	28 560 (Twenty-eight thousand five hundred and sixty)	I stage of the Program: 28.03.16 - 31.05.16 Payment from 28.03.16 to 29.04.16
Budget of the Russian Federation	27 720 (Twenty-seven thousand seven hundred and twenty)	II stage of the Program: 01.06.16 - 31.07.16
Budget of the Russian Federation at the expense of the federal budget of the Russian Federation, coming in the form of grants	27 720 (Twenty-seven thousand seven hundred and twenty)	III stage of the Program: 01.08.16 - 30.09.16

Recommending organization shall transfer to Contractor's bank account its share of the payment for the Specialist training under the program of professional retraining and provide a copy of the payment document to Contractor marked by the bank as executed.

2. To approve the agreement to train the Specialist (N.V. Stolyarov) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction, on the following essential conditions:

**Subject of the Agreement:**

Contractor undertakes to provide the Specialist, having higher education, the training services under the educational program of occupational retraining «Production management and project management» (type B) (hereinafter referred to as the Program - Appendix 1 to the Agreement), in accordance with the State plan of training managers for companies of the national economy of the Russian Federation in 2007/08-2015/16 academic years (hereinafter referred to as the State plan), approved by Resolutions of the Government of the Russian Federation №177 dated 24 March 2007, №783 dated 26 September 2011, №1126 dated 27 December 2010, and Recommending organization undertakes to pay for the services rendered in the amount and under the conditions established in the agreement.

**Parties of the Agreement:**

«Recommending organization» - IDGC of Centre, PJSC

«Contractor» - Federal State Budget Institution of Higher Education «National Research University «MPEI»

«Specialist» - Nikolay Vladimirovich Stolyarov

**Price of the Agreement:**

The cost of the Specialist training (N.V. Stolyarov) under the occupational retraining program for the entire period of study is 84 000 (Eighty-four thousand) rubles 00 kopecks. It is not subject to VAT (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

Tuition of the Specialist is calculated on the basis of Governmental telegram №22152-AA/D04 dated 10.10.2011 on the increase of the base cost of the Specialist training.

Payment of tuition fees for the occupational retraining program is made in the following order:

Source of funding	Amount (RUB)	Payment period
Recommending organization or the Specialist	28 560 (Twenty-eight thousand five hundred and sixty)	I stage of the Program: 28.03.16 - 31.05.16 Payment from 28.03.16 to 29.04.16

Budget of the Russian Federation	27 720 (Twenty-seven thousand seven hundred and twenty)	II stage of the Program: 01.06.16 - 31.07.16
Budget of the Russian Federation at the expense of the federal budget of the Russian Federation, coming in the form of grants	27 720 (Twenty-seven thousand seven hundred and twenty)	III stage of the Program: 01.08.16 - 30.09.16

Recommending organization shall transfer to Contractor's bank account its share of the payment for the Specialist training under the program of professional retraining and provide a copy of the payment document to Contractor marked by the bank as executed.

**Duration of training:**

In accordance with the Program curriculum it is 6 calendar months.

Training start date: «28» March 2016.

Training completion date: «30» September 2016.

**Duration of the Agreement:**

The Agreement shall enter into force upon signature by the Parties and covers the relations arisen from 28 March 2016, and is valid until the end of the period of study of the Specialist.

In the case of expulsion of the Specialist on the grounds stipulated by the legislation of the Russian Federation, the Charter of Contractor and the agreement, the agreement is terminated from the date of issuance of the enrollment termination order for the Specialist.

**Voting results:**

- |                                   |               |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis     | - «ABSTAINED» |
| 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       | - «ABSTAINED» |
| 8. Andrey Nikolayevich Kharin     | - «FOR»       |
| 9. Alexander Viktorovich Shevchuk | - «FOR»       |
| 10. Natalia Ilyinichna Erpsher    | - «FOR»       |

**Total:**

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

*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.**

**Item 8. On approval of the agreement for training a specialist (T.M. Lysenko) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction.**

*In accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies» the deal between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI» 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 Company, whose affiliates (A.V. Novak, O.M. Budargin, A.E. Murov and S.I. Shmatko) are members of the Board of*

**Decision:**

1. To determine that the cost of the Specialist training (T.M. Lysenko) under the occupational retraining program for the entire period of study is 84 000 (Eighty-four thousand) rubles 00 kopecks. It is not subject to VAT (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

Tuition of the Specialist is calculated on the basis of Governmental telegram №22152-AA/D04 dated 10.10.2011 on the increase of the base cost of the Specialist training.

Payment of tuition fees for the occupational retraining program is made in the following order:

<b>Source of funding</b>	<b>Amount (RUB)</b>	<b>Payment period</b>
Recommending organization or the Specialist	28 560 (Twenty-eight thousand five hundred and sixty)	I stage of the Program: 28.03.16 - 31.05.16 Payment from 28.03.16 to 29.04.16
Budget of the Russian Federation	27 720 (Twenty-seven thousand seven hundred and twenty)	II stage of the Program: 01.06.16 - 31.07.16
Budget of the Russian Federation at the expense of the federal budget of the Russian Federation, coming in the form of grants	27 720 (Twenty-seven thousand seven hundred and twenty)	III stage of the Program: 01.08.16 - 30.09.16

Recommending organization shall transfer to Contractor's bank account its share of the payment for the Specialist training under the program of professional retraining and provide a copy of the payment document to Contractor marked by the bank as executed.

2. To approve the agreement to train the Specialist (T.M. Lysenko) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre, PJSC and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction, on the following essential conditions:

**Subject of the Agreement:**

Contractor undertakes to provide the Specialist, having higher education, the training services under the educational program of occupational retraining «Production management and project management» (type B) (hereinafter referred to as the Program - Appendix 1 to the Agreement), in accordance with the State plan of training managers for companies of the national economy of the Russian Federation in 2007/08-2015/16 academic years (hereinafter referred to as the State plan), approved by Resolutions of the Government of the Russian Federation №177 dated 24 March 2007, №783 dated 26 September 2011, №1126 dated 27 December 2010, and Recommending organization undertakes to pay for the services rendered in the amount and under the conditions established in the agreement.

**Parties of the Agreement:**

«Recommending organization» - IDGC of Centre, PJSC

«Contractor» - Federal State Budget Institution of Higher Education «National Research University «MPEI»

«Specialist» - Tatyana Mikhailovna Lysenko

**Price of the Agreement:**

The cost of the Specialist training (T.M. Lysenko) under the occupational retraining program for the entire period of study is 84 000 (Eighty-four thousand) rubles 00 kopecks. It is not subject to VAT (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

Tuition of the Specialist is calculated on the basis of Governmental telegram №22152-AA/D04 dated 10.10.2011 on the increase of the base cost of the Specialist training.

Payment of tuition fees for the occupational retraining program is made in the following order:

Source of funding	Amount (RUB)	Payment period
Recommending organization or the Specialist	28 560 (Twenty-eight thousand five hundred and sixty)	I stage of the Program: 28.03.16 - 31.05.16 Payment from 28.03.16 to 29.04.16
Budget of the Russian Federation	27 720 (Twenty-seven thousand seven hundred and twenty)	II stage of the Program: 01.06.16 - 31.07.16
Budget of the Russian Federation at the expense of the federal budget of the Russian Federation, coming in the form of grants	27 720 (Twenty-seven thousand seven hundred and twenty)	III stage of the Program: 01.08.16 - 30.09.16

Recommending organization shall transfer to Contractor's bank account its share of the payment for the Specialist training under the program of professional retraining and provide a copy of the payment document to Contractor marked by the bank as executed.

**Duration of training:**

In accordance with the Program curriculum it is 6 calendar months.

Training start date: «28» March 2016.

Training completion date: «30» September 2016.

**Duration of the Agreement:**

The Agreement shall enter into force upon signature by the Parties and covers the relations arisen from 28 March 2016, and is valid until the end of the period of study of the Specialist.

In the case of expulsion of the Specialist on the grounds stipulated by the legislation of the Russian Federation, the Charter of Contractor and the agreement, the agreement is terminated from the date of issuance of the enrollment termination order for the Specialist.

**Voting results:**

- |                                   |               |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis     | - «ABSTAINED» |
| 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       | - «ABSTAINED» |
| 8. Andrey Nikolayevich Kharin     | - «FOR»       |
| 9. Alexander Viktorovich Shevchuk | - «FOR»       |
| 10. Natalia Ilyinichna Erpsher    | - «FOR»       |

**Total:**

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

*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.**

**Item 9. On approval of nomination for the head of the internal audit division of IDGC of Centre, PJSC and his or her remuneration.**

**Decision:**

1. To approve Svetlana Valeryevna Shpakova for the position of the head of the Internal Audit Department of IDGC of Centre, PJSC and determine the remuneration of the head of the Internal Audit Department of IDGC of Centre, PJSC in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To assign General Director of the Company to appoint Svetlana Valeryevna Shpakova for the position of the head of the Internal Audit Department of IDGC of Centre, PJSC.

**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 10. On approval of the budget of the internal audit division of IDGC of Centre, PJSC for 2016.**

**Decision:**

To approve the budget of the Internal Audit Department of IDGC of Centre, PJSC for 2016 in accordance with Appendix # 4 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 11. On approval of the Regulation on the internal audit structural division of IDGC of Centre, PJSC.**

**Decision:**

1. To approve the Regulation on the Internal Audit Department of IDGC of Centre, PJSC in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.
2. To recommend to General Director of the Company to approve the Regulation on the Internal Audit Department of IDGC of Centre, PJSC in accordance with Appendix # 5 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.**

**Appendices:**

1. The report of General Director of the Company «On execution of target key performance indications for General Director in 4Q 2015 and 2015» (Appendix # 1).
2. The Regulation on the procedure of formation and use of sponsorship and charity fund of IDGC of Centre, PJSC (Appendix # 2).
3. The remuneration of the head of the Internal Audit Department of IDGC of Centre, PJSC, S.V. Shpakova (Appendix # 3).
4. The budget of the Internal Audit Department of IDGC of Centre, PJSC for 2016 (Appendix # 4).
5. The Regulation on the Internal Audit Department of IDGC of Centre, PJSC (Appendix # 5).

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

**Y.N. Mangarov**

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

**S.V. Lapinskaya**