



Interregional Distribution Grid Company of Centre,
Public Joint-Stock Company
2nd Yamskaya, 4, Moscow, Russia, 127018
Tel.: +7 (495) 747-92-92, Fax: +7 (495) 747-92-95,
Power Engineers' Direct Line: 8-800-50-50-115,
Trust Line: +7 (495) 747-92-99,
e-mail: posta@mrsk-1.ru, www.mrsk-1.ru

MINUTES
of meeting of the Board of Directors of IDGC of Centre, PJSC
(in the form of absent voting)

«30» November 2017

Moscow

No. 26/17

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, P.N. Snikkars, D.A. Spirin, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.**

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

The quorum is **present.**

Date of the minutes: **30.11.2017.**

AGENDA:

1. On approval of the Schedule of activities to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.10.2017.
2. On the prior approval of the decision made by the Company of a transaction, involving the purchase of property, which constitutes the fixed assets that are used for generation, transmission, dispatch and distribution of electrical and heat energy – power supply facilities, located within the area of the city of Rzhev of the Tver region.

Item 1: On approval of the Schedule of activities to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.10.2017.

Decision:

1. To approve the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.10.2017 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To take into consideration the report of General Director of the Company «On execution of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.01.2017, approved by the decision of the Board of Directors of the Company on 01.09.2017 (Minutes of 02.09.2017 # 21/17), in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
3. To take into consideration the report of General Director of the Company «On the work performed by IDGC of Centre, PJSC in relation to newly created overdue accounts receivable for the services of electric power transmission in 3Q 2017» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
4. To take into consideration the report of General Director of the Company «On the repayment in 3Q of 2017 of overdue accounts receivable, formed on 01.01.2017» in accordance with Appendix # 4 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 | - «ABSTAINED» |
| 8. | Denis Alexandrovich Spirin | - «FOR» |
| 9. | Roman Alexeyevich Filkin | - «FOR» |
| 10. | Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 2: On the prior approval of the decision made by the Company of a transaction, involving the purchase of property, which constitutes the fixed assets that are used for generation, transmission, dispatch and distribution of electrical and heat energy – power supply facilities, located within the area of the city of Rzhev of the Tver region.

Decision:

To approve the decision to make the transaction by the Company, involving the purchase of property, which constitutes the fixed assets that are used for generation, transmission, dispatch and distribution of electrical and heat energy – power supply facilities, located within the area of the city of Rzhev of the Tver region, on the following essential conditions:

Composition of the acquired assets: Items of immovable and movable property, located within the area of the city of Rzhev of the Tver region, in accordance with Appendix # 5 to this decision.

Counterparty: Limited Liability Company "InfraHeat Montazh".

Acquisition method: Conclusion of the contract of assignment of the right (claim) (cession), according to which the Company concedes to LLC "InfraHeat Montazh" the right (claim) of the debt to the debtor – CJSC "Energoseti" in the amount of the principal amount of 105 472 855 RUB 32 kopecks, interest for the use of other entity's money for the period from 18.06.2013 to 19.11.2015 in the amount of 17 954 751 RUB 28 kopecks, expenses on payment of the state fee in the amount of 188 234 RUB 74 kopecks, and interest for the use of other entity's money for each day of delay from 20.11.2015 to the date of actual payment of the debt, based on the amount of 105 472 855 RUB 32 kopecks at rates stipulated by Article 395 of the Civil Code of the Russian Federation (as at 27.08.2017 it is 17 081 204 RUB 88 kopecks); and "InfraHeat Montazh" LLC transfers to the Company the items of immovable and movable property, located within the area of the city of Rzhev of the Tver region, in accordance with Appendix # 5 to this decision.

Price of the transaction (property value): in the amount of the debt of CJSC "Energoseti", but not higher than the market value of the property determined by an independent appraisal organization LLC "LAIR" (Evaluation report № I-24809/17 dated 07.08.2017), in the amount of 140 715 000 (One hundred forty million seven hundred fifteen thousand) rubles 00 kopecks, incl. VAT 18 % 21 465 000 RUB 00 kopecks.

Terms of payment: repayment of the debt of CJSC "Energoseti".

Procedure of the property transfer: The ownership of the property passes according to the procedure established by the legislation of the Russian Federation.

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 | - «AGAINST» |

Total:

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

Decision is taken.

Appendices:

1. The draft of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.10.2017 (Appendix # 1).
2. The report on the execution of the Schedule of activities of the Company to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.07.2017 (Appendix # 2).
3. The report on the work performed by IDGC of Centre, PJSC in relation to newly created overdue accounts receivable for the services of electric power transmission in 3Q 2017 (Appendix # 3).
4. The report on the repayment in 3Q of 2017 of overdue accounts receivable, formed on 01.01.2017 (Appendix # 4).
5. The list of items of immovable and movable property, located within the area of the city of Rzhev of the Tver region (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