



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)

«30» March 2018

Moscow

No. 12/18

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.**

Members who did not provide questionnaires: **P.N. Snikkars.**

The quorum **is present.**

Date of the minutes: **30.03.2018.**

**AGENDA:**

1. On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
2. On consideration of the report of General Director of the Company «On implementation of the decisions taken in 4Q 2017 at the meetings of the Board of Directors of the Company».
3. On the consent to enter into a deal, concluded between IDGC of Centre, PJSC and IEC Energoefficiency technologies, JSC, which is a related party transaction.
4. On approval of the Program of non-state pension provision for employees of IDGC of Centre, PJSC for the 1st quarter of 2018.
5. 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 2017».
6. On consideration of the report of General Director of the Company «On implementation of the Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018 in 2017».
7. On consideration of the Report of the Company's Internal Audit Department «On the implementation of the Work Plan and the results of internal audit activities, including the results of self-assessment of the quality of internal audit activities following the results of 2017, as well as the implementation of the Action Plan for developing and improving the Company's internal audit activities for the period from 2017 to 2019».
8. On approval of an internal document of the Company: the Regulations on Information Policy of IDGC of Centre, PJSC in a new edition.
9. 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 01.01.2018.

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

**Decision:**

To agree upon the nomination of Alexander Valerievich Inozemtsev for the position of

Deputy General Director for Economy and Finance of IDGC of Centre, PJSC.

**Voting results:**

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

**Total:**

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 2: On consideration of the report of General Director of the Company «On implementation of the decisions taken in 4Q 2017 at the meetings of the Board of Directors of the Company».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On implementation of the decisions taken in 4Q 2017 at the meetings of the Board of Directors of the Company» in accordance with Appendices ## 1 - 13 to this decision of the Board of Directors of the Company.
2. To recognize the decision of the Board of Directors of the Company, taken on 31.10.2016 (Minutes of 01.11.2016 # 30/16) regarding item # 3, and para.2 of the decision of the Board of Directors of the Company, taken on 15.04.2014 (Minutes of 17.04.2014 # 09/14) regarding item # 3, to have lost force.

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

**Total:**

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

**Decision is taken.**

**Item 3: On the consent to enter into a deal, concluded between IDGC of Centre, PJSC and IEC Energoefficiency technologies, JSC, which is a related party transaction.**

*In accordance with Article 81 of the Federal Law «On Joint Stock Companies» the deal, concluded between IDGC of Centre, PJSC and IEC Energoefficiency technologies, JSC, is a related party transaction of the controlling*

*person of the Company – PJSC Rosseti, as the other controlled entity of PJSC Rosseti (indirectly - through IDGC of Centre and Volga Region, PJSC) - IEC Energoefficiency technologies, JSC, is a party to the transaction with IDGC of Centre, PJSC.*

**Decision:**

1. To determine that the cost of services of IEC Energoefficiency technologies, JSC under the agreement for the provision of compulsory energy inspection services for the needs of IDGC of Centre, PJSC between IDGC of Centre, PJSC and IEC Energoefficiency technologies, JSC, which is a related party transaction, is 187 815 834,29 (One hundred and eighty-seven million eight hundred fifteen thousand eight hundred and thirty-four) rubles 29 kopecks, including VAT (18%) 28 649 873,03 (Twenty-eight million six hundred forty-nine thousand eight hundred and seventy-three) rubles 03 kopecks.

2. To give consent for the transaction conclusion – the agreement for the provision of compulsory energy inspection services for the needs of IDGC of Centre, PJSC between IDGC of Centre, PJSC and IEC Energoefficiency technologies, JSC, which is a related party transaction (hereinafter - the Agreement), on the following essential conditions:

**Parties of the Agreement:**

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

«Contractor» – IEC Energoefficiency technologies, Joint Stock Company (IEC Energoefficiency technologies, JSC).

**Subject of the Agreement:**

The Contractor undertakes, on instructions of the Customer, to provide services for the mandatory energy inspection of electric grid facilities, buildings and structures of IDGC of Centre, PJSC, in accordance with the Terms of Reference, and the Customer undertakes to accept these services and pay for them.

**Price of the Agreement:**

The cost of services of IEC Energoefficiency technologies, JSC, rendered under the Agreement, is 187 815 834,29 (One hundred and eighty-seven million eight hundred fifteen thousand eight hundred and thirty-four) rubles 29 kopecks, including VAT (18%) 28 649 873,03 (Twenty-eight million six hundred forty-nine thousand eight hundred and seventy-three) rubles 03 kopecks.

**Other material terms of the transaction:**

**Duration of the Agreement:**

The Agreement enters into force from the moment of its signing by both Parties and is valid until 24.11.2018, provided that the Parties completely fulfill their obligations under the Agreement.

**Term of rendering services under the Agreement:**

Term of rendering services under the Agreement - from the moment of signing the Agreement by both Parties until 24.11.2018.

**Persons related to the transaction, and grounds for relation:**

PJSC Rosseti is the controlling person of IDGC of Centre, PJSC, as the other controlled entity of PJSC Rosseti (indirectly - through IDGC of Centre and Volga Region, PJSC) - IEC Energoefficiency technologies, JSC, is a party to the transaction with IDGC of Centre, PJSC.

**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. | Oxana Vladimirovna Shatokhina | - «FOR»       |

9. Alexander Viktorovich Shevchuk - «ABSTAINED»

**Total:**

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

*Member of the Board of Directors of the Company, O.Y. Isaev, 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 4: On approval of the Program of non-state pension provision for employees of IDGC of Centre, PJSC for the 1st quarter of 2018.**

**Decision:**

To approve the Program of non-state pension provision for employees of IDGC of Centre, PJSC for the 1st quarter of 2018 in accordance with Appendix # 14 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. Denis Alexandrovich Spirin - «AGAINST»
8. Roman Alexeyevich Filkin - «AGAINST»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 5: 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 2017».**

**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 2017» in accordance with Appendix # 15 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to send to the executive authorities of the subjects of the Russian Federation in the field of state regulation of tariffs the actual values for 2017 of indicators of the level of reliability and quality of the Company's services provided, specified in paragraph 1 of this decision.

Deadline: until 01 April 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. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

**Item 6: On consideration of the report of General Director of the Company «On implementation of the Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018 in 2017».**

**Decision:**

To take into consideration the report of General Director of the Company «On implementation of the Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018 in 2017» in accordance with Appendix # 16 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. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

**Item 7: On consideration of the Report of the Company's Internal Audit Department «On the implementation of the Work Plan and the results of internal audit activities, including the results of self-assessment of the quality of internal audit activities following the results of 2017, as well as the implementation of the Action Plan for developing and improving the Company's internal audit activities for the period from 2017 to 2019».**

**Decision:**

To approve the report on the implementation of the action plan of the Internal Audit Department of IDGC of Centre, PJSC for 2017, including the results of self-assessment of the quality of internal audit activities in 2017, in accordance with Appendix # 17 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. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

**Item 8: On approval of an internal document of the Company: the Regulations on Information Policy of IDGC of Centre, PJSC in a new edition.**

**Decision:**

To approve the Regulations on Information Policy of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 18 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. Denis Alexandrovich Spirin - «AGAINST»
8. Roman Alexeyevich Filkin - «AGAINST»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 9: 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 01.01.2018.**

**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 01.01.2018, in accordance with Appendix # 19 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 30.11.2017 (Minutes of 30.11.2017 # 26/17), in accordance with Appendix # 20 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 4Q 2017» in accordance with Appendix # 21 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 4Q of 2017 of overdue accounts receivable, formed on 01.01.2017» in accordance with Appendix # 22 to this decision of the Board of Directors of the Company.

5. To instruct General Director of the Company:

5.1. To ensure the repayment in 2018 of 1 124 million rubles of overdue accounts receivable from the value established as of 01.01.2018, including 332 million rubles in the I quarter of 2018, 219 million rubles in the II quarter of 2018, 264 million rubles in the III quarter of 2018, 309 million rubles in the IV quarter of 2018.

5.2. To provide quarterly representation within the framework of this question of information on the progress of the execution of the instruction specified in paragraph 5.1. of this decision.

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

**Total:**

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Appendices:**

1. The report of General Director of the Company «On implementation of the decisions taken in 4Q 2017 at the meetings of the Board of Directors of the Company» (Appendices ## 1-13).

2. The Program of non-state pension provision for employees of IDGC of Centre, PJSC for the 1st quarter of 2018 (Appendix # 14).

3. 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 2017» (Appendix # 15).

4. The report of General Director of the Company «On implementation of the Plan to develop the production assets management system of IDGC of Centre, PJSC for 2016-2018 in 2017» (Appendix # 16).

5. The report of the Company's Internal Audit Department «On the implementation of the action plan of the Internal Audit Department of IDGC of Centre, PJSC for 2017, including the results of self-assessment of the quality of internal audit activities in 2017» (Appendix # 17).

6. The Regulations on Information Policy of IDGC of Centre, PJSC in a new edition (Appendix # 18).

7. 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 01.01.2018 (Appendix # 19).

8. 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 30.11.2017 (Minutes of 30.11.2017 # 26/17) (Appendix # 20).

9. 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

4Q 2017» (Appendix # 21).

10. The report of General Director of the Company «On the repayment in 4Q of 2017 of overdue accounts receivable, formed on 01.01.2017» (Appendix # 22).

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

**Y.N. Mangarov**

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

**S.V. Lapinskaya**