

Appendix #3  
to the decision of the Board of Directors of IDGC of Centre, PJSC  
Minutes dated 25.05.2018 # 17/18

## **REGULATION**

**«ON ACTIVITY OF THE CENTRAL PURCHASING AUTHORITY  
of IDGC of Centre, PJSC»  
in a new edition**

**POU 31-05/2018**

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## General provisions

1.1. The regulation «On activity of the Central Purchasing Authority of IDGC of Centre, PJSC» is developed with a view of regulation of activity of a joint purchasing activity management body of IDGC of Centre, PJSC (hereinafter – the Company).

1.2. The Central Purchasing Authority of IDGC of Centre, PJSC (hereinafter - the CPA) – a joint constantly acting body created for the control and coordination of purchasing activity. «The Central Purchasing Authority» is a functional, but not an organizational concept; such body carries out the functions fixed to it, thus, depending on the management system accepted in the Company, can be called as «the Central Tender Committee» etc. The membership of the CPA is personal.

1.3. The main objectives of the CPA's activity are:

- control provision over observance of provisions of a uniform policy of purchases for the needs of the Company, financed in full or in part at the expense of the Company's funds;

- provision of the maximum cost efficiency of purchases for of the Company.

1.4. For realisation of the specified purposes the CPA is obliged to be guided by the following principles:

- decision making on the basis of trustworthy information about activity of the Company;

- exclusion of restrictions of the rights of members of the CPA on participation in management of the Company's purchasing activity;

- accepting by the CPA as much as possible objective decisions in interests of the Company.

1.5. The CPA performs the activity according to the legislation of the Russian Federation, the Articles of Association of the Company, decisions of the Boards of Directors of the Company, orders, instructions and other decisions of executive powers of the Company, the Uniform standard of purchases of PJSC "Rosseti" (the Regulation about purchases), decisions of the Central purchasing authority of PJSC "Rosseti" (as the main purchasing body in SDC of PJSC "Rosseti"), and also this Regulation.

## Standard references

At development of this Regulation the requirements of actual versions of the following standard documents were considered:

- The Uniform standard of purchases of PJSC "Rosseti" (the Regulation about purchases);

- Federal law «About purchases of goods, works, services by separate kinds of legal entities» dated 18.07.2011 # 223-FZ, taking into account changes brought in it;

- the Russian Federation Government Resolution of 22.11.2012 #1211 «On the maintenance of the register of unfair suppliers, under the Federal Law «About purchases of goods, works, services by separate kinds of legal entities» taking into account changes brought in it;

- Legal acts, adopted in the development of the Federal Law « About purchases of goods, works, services by separate kinds of legal entities» dated 18.07.2011 # 223-FZ;

- the Articles of Association of IDGC of Centre, PJSC;

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– Procedure regulations «Preparation of materials for sessions of the Board of Directors, Committees under the Board of Directors, the Management Board of the Company and execution of decisions accepted by the Board of Directors, Committees under the Board of Directors and the Management Board of the Company».

### Terms, definitions and abbreviations

3.1. In this Regulation the terms and definitions according to Appendix # 1 are used.

3.2. In this Regulation the following abbreviations are used:

Abbreviation	Meaning
Internal standard document	Internal standard document
The procurement plan	The plan of purchases of IDGC of Centre, PJSC
Company	IDGC of Centre, PJSC
Management Bodies	Controls
Trading-purchasing procedure	Trading-purchasing procedure
the CPA	The Central Purchasing Authority (the Central Tender Commission of IDGC of Centre, PJSC)
the CPC	The Central Purchasing Authority - the Central purchasing commission of PJSC "Rosseti"
The Standard	The Uniform standard of purchases of PJSC "Rosseti" (the Regulation about purchases) (confirmed by the Company's Board of Directors, Minutes dated 29.12.2015 # 27/15)

### Structure of the CPA:

- Chairperson of the CPA;
- Deputy Chairperson of the CPA;
- Members of the CPA;
- Executive secretary of the CPA.

### The primary goals of the CPA

5.1. Participation in forming and realisation of a policy of purchases in the conditions of the competitive environment specially created by provision of competitiveness of offers of participants of the trading-purchasing procedure.

5.2. Provision of participation in development and approval when due hereunder of standard-methodical base of purchases.

5.3. Provision of due level of a competition at purchases, objectivity, impartiality and transparency of procedures of purchases, the fair and equal attitude to all participants of the trading-purchasing procedure.

### Functions of the CPA

6.1. Coordination of creation of purchasing bodies in addition to the CPA, besides directly provided by the Standard.

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6.2. Organisation of development and approval/granting for approval to the Company's controls or to other authorised bodies of necessary standard and methodical documents on planning and organisation of the trading-purchasing procedure, in development of provisions of the Standard.

6.3. Operational management of purchases of the Company, including questions of their planning, organisation, and also control over purchasing activity realisation, according to the Standard, within the competence.

6.4. Consideration of questions on the conclusion of contracts, additional agreements to contracts concluded by results of carrying out of the trading-purchasing procedure, or refusal of their conclusion, in the cases specified by the Standard, within the competence.

6.5. Establishment of requirements and (or) recommendations about carrying out and (or) not to carrying out of purchases by separate methods and (or) in a separate form (with application of special procedures) in quantitative and (or) price expression provided that such requirements and (or) recommendations do not contradict rates of the current legislation of the Russian Federation.

6.6. Coordination of change of a method of purchase as a result of acknowledgement of the before conducted trading-purchasing procedure not taken place, and also coordination of selection of a method of the purchase, which application under the available grounds provided by the Standard, is not allowed, under conditions and in the cases specified by the Standard.

6.7. Coordination of reducing of terms of carrying out of the trading-purchasing procedure according to the Standard.

6.8. Coordination (if necessary) of additional sources of placing of the information about the conducted open trading-purchasing procedure (in the form of a copy of the Notice on carrying out of purchase, extracts from it, or in the form of electronic references) besides the uniform information system and a site of the Customer and (or) the Organizer of purchase.

6.9. Organisation of formation, coordination (including the approval procedure by the CPC when due hereunder) and direction for approval by the Board of Directors of the Company of the Plan of purchase.

6.10. Consideration and coordination of current changes (adjustments) of the Plan of purchase under the conditions specified by the Standard.

6.11. Decision making about realisation of procedures on purchase of goods, works and services with actual requirements of the Company in case of need of carrying out of purchases which have not been provided by the confirmed Plan of purchase under the conditions, specified by the Standard.

6.12. Coordination of carrying out of a purchasing procedure in the paper form (without application of the functionality of electronic trading platforms) provided that such coordination does not contradict rates of the Standard and the current legislation of the Russian Federation.

6.13. Quarterly consideration of the Report on execution of the Plan of purchase of the Company for its subsequent granting for coordination CPC (and also for granting for consideration by the Company's Board of Directors, in the cases specified by the Standard) under the procedure and within the terms established by the Standard.

6.14. Initiation of consideration by the Company's controls of a question of bringing to a disciplinary responsibility of persons guilty of poor-quality planning of purchases, persons who have admitted infringement of the provisions of the documents regulating the

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Company's purchasing activity, and also persons who have caused a failure to perform of decisions and orders of the CPA.

6.15. Consideration of complaints of participants of the trading-purchasing procedure which officially have arrived to the CPA address, according to the Standard.

6.16. Consideration and coordination according to the Standard of purchases planned to carrying out by the method «purchase at the single supplier (contractor, performer)», within the competence.

6.17. Realisation of other functions on the purchasing activity, determined by the Standard, decisions of the CPC, orders, instructions and other decisions of executive powers of the Company, and also local regulations of the Company.

### **Principles of formation of the composition of the CPA and the organisation of its activity**

7.1. The composition of the CPA is approved according to provisions of the Standard in the number of not fewer than 5 (five) persons (taking into account the Executive secretary of the CPA, appointed with a vote).

7.2. The CPA performs the activity by carrying out of sessions (item 10.2 of this Regulation).

7.3. Decisions, accepted at sessions of the CPA, are obligatory for execution by all structural divisions and employees of the Company in which relation such decisions, after the approval of the Minutes of session by the chairperson of the CPA, or an alternate person, are made.

7.4. The Chairperson of the CPA.

7.4.1. The management of the CPA is performed by its Chairperson. The Chairperson of the CPA, and also Deputy Chairperson of the CPA, in a post not below Deputy General Director of the Company, is approved according to subparagraph 7.1 of this Regulation.

7.4.2. In case of absence of the Chairperson of the CPA his or her functions are performed by Deputy Chairperson of the CPA.

7.4.3. In exceptional cases at absence of the Chairperson of the CPA and Deputy Chairperson of the CPA, the functions of the Chairperson of the CPA can be carried out by a member of the CPA, appointed by the Chairperson of the CPA in private capacity.

7.5. Members of the CPA:

7.5.1. Are appointed from heads and officials of the Company. Representatives of higher organisations can be appointed as members of the CPA;

7.5.2. Are approved according to subparagraph 7.1 of this Regulation.

7.6. The Executive secretary of the CPA.

7.6.1. Is appointed from employees of a structural division of the Company regulating the Company's purchasing activity;

7.6.2. Is approved according to subparagraph 7.1 of this Regulation in the composition of the CPA. It is possible to approve a nominee of the Executive secretary of the CPA both with the right and without the right to vote. The Executive secretary, whose nomination is confirmed with a vote, belongs to members of the CPA;

7.6.3. In the composition of the CPA an employee of the structural division of the Company regulating the Company's purchasing activity can be confirmed, who the duties of the Executive secretary of the CPA at absence is assigned. The nominee is approved without a vote.

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7.6.4. In exceptional cases at simultaneous absence of the Executive secretary of the CPA and the confirmed employee fulfilling his or her obligations (item 7.6.3), the functions of the Executive secretary of the CPA (without a vote) can be carried out by another person from among employees of the structural division of the Company regulating the Company’s purchasing activity, appointed by the Chairperson of the CPA in private capacity. In the specified cases the assignee is referred to as «performing the obligations of the Executive secretary of the CPA».

**The rights of the CPA**

8.1. The CPA has the right:

8.1.1. To perform analysis, control and operational management of the Company’s purchasing activity.

8.1.2. To confirm (if necessary) the schedule of carrying out of sessions of the CPA (for lack of such necessity dates of carrying out of sessions, without dependence on the form of their carrying out, are appointed by the Chairperson of the CPA, or a person, substituting him).

8.1.3. To initiate consideration by the Company’s controls of a question of bringing to a disciplinary responsibility of persons (employees) guilty of poor-quality planning of purchases and in their poor-quality carrying out.

8.1.4. To initiate consideration of questions on determination of the circle of persons, responsible for coordination of questions placed for consideration by the CPC.

8.1.5. To consider in the first instance contentious issues and complaints, according to the Standard.

8.1.6. To accept management decisions regarding the Company’s purchasing activity within the competence according to the Standard.

8.1.7. To enquire and receive information to solve questions entering into its competence, and to make decisions on them.

8.1.8. To bring (if necessary) changes in earlier accepted by the CPA decisions, or to make decisions on cancellation or suspension of action of decisions of the CPA.

8.1.9. For accomplishment of its tasks and realisation of the above-stated activity the CPA has the right to enquire necessary documents and information from employees and/or the Company’s divisions, to give instructions to employees and/or divisions of the Company within the competence, in cases if it is necessary to solve questions, concerning the purchasing activity organisation, to employ employees of the Company, and also external consultants and experts according to the procedure established by local regulations of the Company.

8.1.10. By a separate decision, accepted in the order established by this Regulation to determine (confirm) an order of preparation and granting of materials for consideration, including requirements on a set of approvals, terms of granting of materials for their inclusion in the agenda of a next session and similar requirements.

8.1.11. To invite for participation in session persons who are not members of the CPA.

8.2. A decision of the CPA is obligatory for all personnel of the Company.

**The main functions and rights of members of the CPA**

9.1. The functions and rights of the Chairperson of the CPA:

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- determines the form of carrying out of sessions of the CPA;
- appoints a date and time of carrying out of sessions of the CPA;
- confirms the agenda of sessions of the CPA;
- determines the list of persons invited for discussion of individual questions of agendas of sessions of the CPA;
- supervises observance of the agenda of sessions of the CPA;
- puts on voting on first come drafts of decisions on questions considered during carrying out of sessions of the CPA;
- signs Minutes of sessions, notifications of carrying out of sessions, without dependence on the form of their carrying out;
- has the right of a casting vote in case of equality of votes given for alternative variants of a decision of the CPA;
- makes decisions on carrying out of extraordinary meetings of the CPA, and also changes of terms of their convocation and reduction of terms of sending materials concerning the agenda of such sessions;
- initiates consideration of questions which have not been included in the agenda of a session, in coordination with members of the CPA;
- carries out other functions which do not contradict rates of this Regulation and the Standard, and also functions at the level of members of the CPA.

9.2. The functions and rights of the Deputy Chairperson of the CPA:

- carries out functions of the Chairperson of the CPA in his absence;
- carries out other functions at the level of members of the CPA.

9.3. The functions and rights of members of the CPA:

- when due hereunder offer questions for inclusion in the agenda of sessions;
- in coordination with the Chairperson of the CPA, or a person substituting him, invite to sessions of persons who are not members of the CPA for participation in discussion of questions of the agenda;
- take part in discussion of questions within the competence of the CPA and development of an agreed joint decision on cases in point by voting;
- have the right of access to all working materials concerning agendas of sessions of the CPA;
- have the right during carrying out of sessions of the CPA to offer for consideration of questions which have not been included in the agenda;
- have the right to state/give dissenting opinions concerning the session agenda of the CPA and to initiate attachment of such opinions to the corresponding Minutes, and also to offer formulations of a decision draft, which are distinct from initial, at carrying out sessions in the correspondence form in an order, specified within section 12 of this Regulation;
- perform control over realisation of decisions within their competence;
- participate in implementation of decisions accepted at session.

Are obliged:

- personally to participate in sessions; replacement of a member of the CPA by another person is not allowed;
- to promote realisation of decisions;
- to carry out orders of the CPA.

9.4. The functions and rights of the Executive secretary of the CPA.

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- performs technical (informational, documentary, legal, secretarial) activity provision of the CPA, on the basis of this Regulation, other local regulations of the Company and according to orders of the Chairperson of the CPA;
- forms and submits for approval to the Chairperson of the CPA schedules of carrying out of sessions (in need of their drawing up);
- forms and submits for approval to the Chairperson of the CPA drafts of the agenda of a next session of the CPA on the basis of materials which have arrived when due hereunder for consideration of the CPA, and also offers of members of the CPA;
- performs work on organisation of sessions of the CPA: provides preparation and timely sending of documents (materials) necessary for organisation and carrying out of a session of the CPA (notification of carrying out of sessions, drafts of decisions concerning the session agenda, drafts of documents for familiarity, etc.);
- has the right to enquire and receive the information necessary for work of the CPA, including according to inquiries of members of the CPA, from employees and divisions of the executive office and the Company's branches;
- prepares inquiries about granting of the necessary information (materials) concerning the agenda of sessions of the CPA to specialized divisions of the Company corresponding to an inquiry;
- performs control over correctness of official registration of documents, placed for consideration of the CPA;
- performs collection of questionnaires filled in by members of the CPA, as it should be according to this Regulation;
- organises conducting record of a course of sessions of the CPA, including, with the consent of present members of the CPA, on any data carriers;
- arranges Minutes of sessions of the CPA;
- communicates decisions of the CPA to performers in the form of session minutes abstracts of the CPA;
- systematises and bears responsibility for storage of documents and materials of the CPA;
- carries out other functions provided by this Regulation, orders of the Chairperson and Deputy Chairperson of the CPA.

### **Carrying out of sessions of the CPA**

10.1. Sessions of the CPA are passed as required on the basis of a corresponding decision of the Chairperson of the CPA (and in his absence – Deputy Chairperson of the CPA) and/or according to the confirmed schedule of sessions of the CPA (if such a schedule has been confirmed).

10.2. Sessions of the CPA can be conducted in the form of:

- joint presence of members of the CPA (in-person session);
- correspondence voting on questions of the agenda of session (correspondence session);
- in-person-correspondence.

10.3. In case of need the Chairperson of the CPA can make the decision on an extraordinary meeting carrying out of the CPA, or transfer the term of carrying out of the planned session of the CPA.

10.4. At the initiative of members of the CPA, in coordination with the Chairperson of the CPA (or a person substituting him), persons, who are not members of the CPA, can

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be invited to a session, for participation in discussion of individual questions of the agenda of sessions.

10.5. A session of the CPA is convoked by sending to members of the CPA notifications of a session carrying out of the CPA.

10.6. The notification of a session carrying out of the CPA should contain:

- full name of a session body;
- date, place and time of carrying out of a session;
- form of carrying out of a session;
- date and time of end of acceptance of questionnaires concerning the session agenda (for sessions which are conducted in in-person-correspondence or correspondence forms);
- the session agenda (as a part of the notification or as an appendix to it).

10.7. The notification of a session carrying out is arranged by the Executive secretary of the CPA (or a person substituting him, appointed in the order established by the Regulation) and signed by the Chairperson of the CPA or Deputy Chairperson of the CPA (in the cases provided by this Regulation).

10.8. The notification of a session carrying out should be sent to members of the CPA and also to persons invited for participation in the session of the CPA:

- a) At the in-person and in-person-correspondence form – 3 (three) working days prior to the planned (appointed) date of carrying out of a session of the CPA;
- b) At the correspondence form – 5 (five) working days prior to an expiry date of acceptance of questionnaires.

10.9. The information and materials concerning the agenda go to members of the CPA and also to persons invited for participation in a session of the CPA:

- a) At the in-person and in-person-correspondence form – 2 (two) working days prior to date of carrying out of the session;
- b) At the correspondence form – 5 (five) working days prior to an expiry date of acceptance of questionnaires.

10.10. Under the decision of the Chairperson of the CPA specified in subparagraphs 10.8, 10.9 and 12.3 the terms can be reduced, but cannot constitute less than 1 (one) working day before the planned (appointed) date of carrying out of a session of the CPA (expiry dates of acceptance of questionnaires at correspondence sessions).

10.11. The notification of a session carrying out of the CPA and the information (materials) concerning the agenda can be given (sent) to members of the CPA and also to persons invited for participation in an in-person session of the CPA personally, a facsimile message, by means of e-mail or another resource of information exchange officially accepted in the Company.

10.12. To persons invited for participation in an in-person session of the CPA, information (materials) on those questions of the agenda of session of the CPA are sent, in which discussion they are supposed to participate.

10.13. The information (materials) concerning the session agenda includes:

- drafts of decisions of the CPA on the questions included in the agenda of the session of the CPA;
- materials explaining (if necessary confirming) the data stated in drafts of decisions;
- other information materials on the questions included in the agenda of the session of the CPA.

10.14. In a case, decision making about extraordinary meeting carrying out, when questions placed for consideration of the CPA have urgent character, terms of convocation of an extraordinary meeting and direction of information (materials) concerning the agenda of such a session can be reduced under the decision of the Chairperson of the CPA, without taking into account requirements of subparagraph 10.10 of this Regulation.

10.15. At a session of the CPA, conducted in the form of joint presence (in-person session), with the consent of all present members of the CPA questions, which have not been included in the agenda of the session, can be considered.

10.16. Regardless of the chosen form of holding a meeting of the CPA, if any member of the CPA votes "against" in the course of voting on the results of the discussion of the issue, the adoption and execution of a decision on this issue is carried out with unconditional consideration of the features set forth in Section 15 of this Regulation.

### **Order of carrying out of an in-person session of the CPA**

11.1. An in-person session of the CPA is opened by the Presiding person over the session – the Chairperson of the CPA, and in case of his absence – Deputy Chairperson of the CPA, or another person appointed according to subparagraph 7.4.3 of this Regulation.

11.2. Members of the CPA take part in an in-person session of the CPA, and also invited persons.

11.3. An in-person session of the CPA is competent (has quorum) in case of presence at the session of at least half from the number of the elected members of the CPA.

11.4. The Executive secretary of the CPA (and in his absence – a person substituting him) determines availability of quorum for carrying out of an in-person session of the CPA.

11.5. The Presiding person over the in-person session reports to those present about availability of quorum for the session carrying out of the CPA and announces the session agenda.

11.6. In the absence of quorum the session is declared unauthorized. Thus, the Presiding person over the session accepts one of the following decisions:

- by consultations with persons present at the session determines time of carrying over of the beginning of the session;
- determines date of a repeated session with the same agenda;
- includes questions, which should be considered at the not taken place session of the CPA, into the agenda of the following planned session of the CPA.

11.7. Session of the CPA includes the following stages:

- speech of the Executive secretary of the CPA (or a person, substituting him), and in case of a person invited on a case in point, speech of the invited person with the report concerning the agenda;
- discussion of questions of the agenda;
- offers under the decision formulation on each question of the agenda;
- voting by agenda questions;
- counting of votes and voting summarising;
- announcement of results of voting and the decision, accepted concerning the agenda;
- if necessary consideration and decision making on the questions, which are not included into the agenda.

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11.18. Decisions at an in-person session of the CPA of the Company are accepted by majority of votes of members present at the session of the CPA, [taking into account the features set forth in Section 15 of this Regulation](#).

11.19. At carrying out of in-person sessions personal presence of members of the CPA is obligatory. Replacement of a member of the CPA by another person for participation in voting is not allowed.

### **Order of carrying out of a correspondence session of the CPA**

12.1. The decision on a session carrying out of the CPA in the form of correspondence voting (by poll) is accepted by the Chairperson of the CPA, and in his absence by the Deputy Chairperson of the CPA.

12.2. For decision making by correspondence voting each member of the CPA is sent a notification of carrying out of correspondence voting by agenda questions as it should be and within the terms established by points 10.7 - 10.11 of this Regulation.

12.3. At availability with a member of the CPA of offers to change any presented drafts of decisions:

- a) The member of the CPA in time not later than 3 (three) working days prior to an expiry date of acceptance of questionnaires, specified in the notification of carrying out of the corresponding session, directs to the address of the Chairperson of the CPA (or a person, substituting him) and the Executive secretary of the CPA (or a person, substituting him) a letter/service record with his or her signature with statement of corresponding offers;
- b) The Executive secretary of the CPA (or a person substituting him) at the coordination with the Chairperson of the CPA (or a person substituting him) immediately notifies each member of the CPA on the arrived offers and entering of respective alterations into drafts of decisions.

12.4. Questionnaires for voting (under the form according to appendix 2) taking into account available offers under drafts of decisions are sent to each member of the CPA not later than 1 (one) working day prior to the end of term of acceptance of questionnaires specified in the corresponding notification of carrying out of the correspondence session, by means of the facsimile message, e-mail or another resource of information exchange officially accepted in the Company.

12.5. At filling of the questionnaire for correspondence voting by a member of the CPA on each question put on voting, one of possible variants of voting (pro, contra, "has refrained") should be left not crossed out only. The filled questionnaire should be signed by the member of the CPA (on each sheet of the questionnaire) with indication of his or her surname, initials and filling date.

12.6. The filled and signed questionnaire should be presented by a member of the CPA to the Executive secretary of the CPA (or to a person substituting him) not later than the date and time of end of acceptance of questionnaires specified in the notification, in the original to the address specified in the questionnaire, or a scanned copy by means of a fax communication, e-mail or other means of information exchange officially applied in the Company.

12.7. The unsigned questionnaire, and also the questionnaire filled with infringement of subparagraph 12.5 of this Regulation and/or presented with infringement of the terms

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specified in subparagraph 12.6 of this Regulation, is nullified, does not participate in determination of the quorum necessary for decision making by correspondence voting, is not considered at counting of votes and determination of results of voting.

12.8. Those members of the CPA are considered taken part in correspondence session, whose questionnaires have been received by the Executive secretary of the CPA (or a person substituting him) in the original, or by means of a fax communication, e-mail or other means of the information exchange officially applied in the Company, not later than the established in the order by this Regulation date and time of the end of acceptance of questionnaires.

12.9. Correspondence session of the CPA is considered competent (has quorum) if at least half of elected members of the CPA have taken part in it.

12.10. Results of voting by questions of the agenda of the session, which is held in the correspondence form, are summed up on the basis of filled and signed by members of the CPA questionnaires received by the Executive secretary of the CPA (or a person substituting him) in time, established in the notification of carrying out of correspondence voting. On the basis of the received questionnaires the Executive secretary of the CPA (or a person substituting him) arranges Minutes of the session of the CPA in the order established by this Regulation, [taking into account the features set forth in Section 15 of this Regulation](#).

### **Order of carrying out of an in-person-correspondence session of the CPA**

13.1. The decision on a session carrying out of the CPA in the form of in-person-correspondence voting is accepted by the Chairperson of the CPA, and in his absence by the Deputy Chairperson of the CPA.

13.2. At the session organisation in the in-person-correspondence form a member of the CPA can provide the participation in it with one of the following methods:

- personal (in-person) presence at the session;
- provision of a written opinion (questionnaire) concerning the session agenda of the CPA, arranged as it should be and within the terms provided by this Regulation.

13.3. A session in the in-person-correspondence form is conducted by joint (in-person) presence of members of the CPA in the number of at least 3 (three) persons (without the Executive secretary of the CPA or a person, substituting him). Thus a member of the CPA can participate in such a session of the CPA by means of phone or video conferencing that is equated to personal (in-person) presence at the session, which is conducted in the in-person-correspondence form.

13.4. Members of the CPA personally (in-person) present at a session and members absent at the session of the CPA, whose written opinions (questionnaires) have been arranged and received as it should be and within the terms provided by this Regulation, are considered taken part in the in-person-correspondence session.

13.5. An in-person-correspondence session of the CPA is considered competent (has quorum) if at least half of elected members of the CPA have taken part in it.

13.6. Written opinions of members of the CPA, absent at a session are arranged exclusively by filling by a member of the CPA of a questionnaire for voting on questions of the agenda, constituted according to appendix 3.1 to this Regulation, taking into account the cases provided by subparagraph 13.11 of this Regulation.

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13.7. At filling of the questionnaire for in-person-correspondence voting by a member absent at the session of the CPA on each question put on voting, one of possible variants of voting (pro, contra, "has refrained") should be left not crossed out only. The filled questionnaire should be signed by a member of the CPA (on each sheet of the questionnaire) with indication of his or her surname, initials and filling date.

13.8. The filled and signed questionnaire should be presented by a member absent at the session of the CPA to the Executive secretary of the CPA (or to a person substituting him) not later than the date and time of the end of acceptance of questionnaires (prior to the beginning of the session of the CPA carrying out), specified in the notification, in the original to the address specified in the questionnaire, or a scanned copy by means of a fax communication, e-mail or other means of the information exchange officially applied in the Company.

13.9. The unsigned questionnaire, and also the questionnaire presented with infringement of requirements and terms, specified in subparagraphs 13.7, 13.8, 13.13 of this Regulation, is nullified (in case of infringements of requirements to filling of variants of voting only regarding a corresponding question is nullified), does not participate in determination of the quorum necessary for decision making by in-person-correspondence voting, is not considered at counting of votes and determination of results of voting.

13.10. In due time arrived written opinion (questionnaire) of a member of the CPA, absent at a session of the CPA, should be without fail presented by the Executive secretary of the CPA (or a person substituting him) for acquaintance to members present at the session of the CPA.

13.11. If during discussion of questions of the agenda at a session of the CPA changes (amendments) or additions, written opinions (questionnaires) of members are made to the formulation of a question of the agenda of the session or a draft of a decision concerning the session agenda of the CPA, absent at the session, at determination of quorum and results of voting by corresponding questions are considered in an order established by subparagraphs 13.12 and 13.13 of this Regulation.

13.12. The Executive secretary of the CPA (or a person substituting him) constitutes the questionnaire (under the form according to appendix 3.2) with brought in the formulation of a question and/or a draft of a decision changes, which is sent next day after carrying out of a session to members of the CPA, absent at the specified session and earlier presented written opinions, for its filling and signing.

13.13. A filled and signed by a member of the CPA questionnaire, constituted according to subparagraph 13.12, should be transferred by a member of the CPA to the Executive secretary of the CPA (or to a person substituting him) not later than 3 (three) working days after the date of carrying out of a session in an order specified in such questionnaire.

13.14. At determination of results of voting by the questions included in the agenda of an in-person session of the CPA, the following is simultaneously considered:

- opinions of members of the CPA, present at a session;
- written opinions (questionnaires) of members of the CPA, absent at the session, arranged and received in an order provided by this Regulation.

13.15. On the basis of made results the Executive secretary of the CPA (or a person substituting him) sums up voting by questions of the agenda and arranges the session Minutes of the CPA in an order established by this Regulation, **taking into account the features set forth in Section 15 of this Regulation.**

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13.16. Filled questionnaires of members of the CPA, considered at determination of results of voting, are attached to Minutes of sessions of the CPA.

### **Registration of decisions accepted at a session of the CPA**

14.1. Decisions at a session of the CPA are accepted by majority of votes of members of the CPA, participating in the session, [taking into account the features set forth in Section 15 of this Regulation](#).

14.2. In case if:

- the number of votes "pro" exceeds a total number of votes "contra" and "has refrained" – the decision on a question put on voting is considered accepted and is displayed in voting results as "the Decision is accepted";
- total number of votes "contra" and "has refrained" exceeds the number of votes "pro" – the decision on a question put on voting is considered not accepted and it is displayed in voting results as "the Decision is not accepted".

14.3. At the decision making of questions at a session each member of the CPA possesses one vote. In case of equality of votes the vote of the Chairperson of the CPA is casting (equality of votes is understood as equality between the number of votes "pro" and the total number of votes "contra" and "has refrained"). The vote transfer by one member of the CPA to another member of the CPA or to another person is not allowed. Thus, in case if at carrying out of a session the powers of the Chairperson of the CPA are performed by the Deputy Chairperson of the CPA, the casting vote right passes to him or her.

14.4. The Chairperson of the CPA (and in his or her absence the Deputy Chairperson of the CPA) has no right to refrain from voting on the discussed decision and votes the last.

14.5. In case if the powers of the Chairperson of the CPA are carried out by a member of the CPA (Meeting Chairperson) appointed in an order, described in subparagraph 7.4.3 of this Regulation, decisions of the commission are accepted by simple majority of votes, without use by the Meeting Chairperson of the casting vote right. Thus the Meeting Chairperson votes with observance of requirements of subparagraph 14.4 of this Regulation.

14.6. Minutes of a session report of the CPA are constituted not later than within 3 (three) working days after the date of its carrying out (summarising of correspondence, in-person-correspondence voting) by the Executive secretary of the CPA (or a person substituting him).

14.7. The session Minutes of the CPA specify:

- a form of carrying out of a session;
- date, place and time of carrying out of a session (date and time of end of acceptance of questionnaires);
- date of drawing up of the Minutes;
- a list of members of the CPA, taken part in an in-person session and a list of invited persons (for sessions which have been conducted in the in-person or in-person-correspondence forms), and also a list of members of the CPA, voted in absentia (in addition for sessions which have been conducted in the in-person-correspondence form);



- a list of members of the CPA, who has given and not provided questionnaires (for sessions which have been conducted in the correspondence form);
- information on availability of quorum;
- the session agenda;
- offers of members of the CPA concerning the agenda (if any);
- questions put on voting, results of voting by them, with indication of character of voting of each member of the CPA. Thus, if voting by a question is conducted unanimously, the indication of character of voting is not required; at division of voices – listing of members of the CPA is sufficient, who voted both "contra" and "has refrained";
- decisions made by results of voting.

Samples of forms of Minutes are provided in appendices 4, 5, 6. The samples can be supplemented with any other necessary information by results of a session.

14.8. The session Minutes of the CPA are signed by the Presiding person over the session and the Executive secretary of the CPA (or a person substituting him). Signing of the session Minutes of the CPA can be performed if necessary by all members of the CPA, participating in a corresponding session of the CPA (for sessions in the in-person or in-person-correspondence forms).

14.9. Responsibility for correctness of drawing up of the session Minutes of the CPA is born by the Meeting Chairperson and the person who was carrying out the functions of the Executive secretary of the CPA at carrying out of a corresponding session.

14.10. At will of a member of the CPA the summary of his or her opinion can be attached to the session Minutes of the CPA concerning the session agenda of the CPA. Such opinion is prepared by the member of the CPA and is transferred to the Executive secretary of the CPA.

14.11. Decisions, accepted by the CPA, are brought to the notice of initiators of questions and other interested persons in the form of abstracts of the session Minutes of the CPA in time not later than 3 (three) working days from the moment of signing of the session Minutes of the CPA. The session Minutes abstract of the CPA is sent in the format of a scanned copy by means of e-mail, a fax communication or another resource of the information exchange established in the Company.

14.12. The control over execution of the accepted decisions of the CPA is provided by the specialized division of the Company initiating a question for consideration by the CPA.

## **15. Features of the adoption and execution of decisions in the presence of votes "against"**

15.1. If the vote (s) is "against" during the initial consideration of the question on the results of voting, the following sequence of actions is carried out:

- a) The issue is withdrawn from consideration;
- b) The Executive Secretary of the CPA (or his substitute):
  - no later than 2 (two) business days from the date of the meeting, information on the issue is sent to the structural subdivision of the Company supervising issues of economic security and combating corruption;

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– coordinates with the structural division of the Company supervising issues of economic security and counteracting corruption a new date for reconsideration of the withdrawn issue in the framework of forthcoming meetings of the CPA (regular/extraordinary - in agreement with the Chairman of the CPA or a person substituting for him);

– includes the issue in the agenda of the CPA meeting, taking into account the agreed date for reconsideration and for making a final decision by a majority vote of members of the CPA.

15.2. If the vote "against" is expressed by a member of the CPA, being a representative of PJSC "Rosseti", the measures outlined in paragraph 15.1 (b) are implemented to address and in cooperation with the Department of Economic Security and Anti-Corruption of PJSC "Rosseti".

15.3. Decision making in minutes of the CPA meeting on the issues specified in paragraph 15.1 is carried out as follows:

a) The minutes shall indicate the initial draft decision on the issue put to the vote;  
 b) Counting of votes is conducted in accordance with paragraphs 14.3-14.5 of this Regulation, with a summary of the votes with names of members of the CPA for each option ("for", "against", "abstained") without displaying the total voting result in the form "Decision adopted"/"Decision not adopted", provided for in paragraph 14.2 of this Regulation;

c) As an output, information is provided with a reference to this section on the withdrawal of the issue from consideration (on the grounds of paragraph 15.1 of this Regulation) and a description of subsequent actions provided for in this section.

15.4. If there is a negative vote in the course of a repeat vote on the issue, the decision on the issue shall be adopted by a majority vote, without reapplication of the actions provided for in paragraph 15.1 of this Regulation, and the minutes are drawn up in the manner specified in Section 14 of this Regulation.

## 16. Confidentiality

16.1. In execution of the obligations, and also within one year after the termination of a term of appointment in the CPA, the persons, being (were) members of the CPA, the Executive secretary of the CPA and the third parties employed in the CPA (including those responsible for technical equipment for conducting in-person and in-person-absentee meetings – set up of videoconferencing, audio communication, etc.), are obliged to observe requirements of confidentiality concerning received by them in connection with their activity in the CPA information which is not publicly available. The concept of the information which is not publicly available with reference to the Company’s activity, and its content is established by the decision of the authorised management body of the Company.

16.2. Members of the CPA, the Executive secretary of the CPA and the third parties employed in the CPA, have the right to receive the specified information under condition of their conclusion with the Company an agreement on use of the specified information.

16.3. All documents connected with the CPA’s activity should be stored in the location of the Company according to the order of storage of documents established in the Company. The Executive secretary of the CPA is responsible for storage of the specified documents.

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**Terms and definitions**

Note: the basic terms and definitions concerning the purchasing activity are determined by the Uniform standard of purchases of PJSC "Rosseti" (the Regulation about purchases).

Concept/term	Definition
Company (Customer)	The legal body, in interests and at the expense of which purchases are made (IDGC of Centre, PJSC)
Purchase	A set of actions provided by the Uniform standard of purchases of PJSC "Rosseti" (the Regulation about purchases) and directed on timely and complete satisfaction of requirements of the Customer in goods on the basis of an agreement with necessary indicators of price, quality and reliability
Organizer of purchase	The Customer or the third party acting under the agreement with him - a specialised legal body acting as the organizer of purchase or a physical person, registered when due hereunder and performing enterprise activity without formation of a legal person (an individual businessman).
Participant of purchase (of the trading-purchasing procedure)	Any legal body irrespective of the organizational and legal form, pattern of ownership, location and a place of origin of the capital or any physical person, including an individual businessman who evidently has taken part in corresponding procedures
Trading and purchasing procedure (trading-purchasing procedure)	The ordered set of actions which are carried out by the Organizer and participants of a purchase at its carrying out (from the announcement of the purchase to summarising) in an order, established by the Uniform standard of purchases of PJSC "Rosseti" (the Regulation about purchases)
Purchasing commission	A body in advance created by the Organizer of purchase for accepting of major decisions during a concrete purchase of goods (first of all — to choose a successful bidder)
Procurement plan	The plan of purchases of goods, works, services for a corresponding calendar year formed according to the Uniform standard of purchases of PJSC "Rosseti" (the Regulation about purchases)

**THE CENTRAL TENDER COMMITTEE**  
**Interregional Distribution Grid Company of Centre,**  
**Public Joint-Stock Company**  
**127018, Moscow, 2nd Yamskaya, 4**

**The questionnaire**  
for correspondence voting by agenda items  
of the session of the Central Tender Committee of IDGC of Centre, PJSC (hereinafter – the  
CTC), conducted \_\_\_\_ \_\_\_\_\_ year

Dear member of the CTC!

You can express the opinion on the items included in the agenda of the given session,  
**leaving not crossed out the variant of the answer corresponding to your decision.**

**Item #1:** \_\_\_\_\_

**The decision draft on item # 1:**

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>
------------	----------------	------------------

*(Leave not crossed out your variant of the answer)*

**Item # 2:** \_\_\_\_\_

**The decision draft on item # 2:**

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>
------------	----------------	------------------

*(Leave not crossed out your variant of the answer)*

...

**Member of the Central Tender Committee  
of IDGC of Centre, PJSC**

\_\_\_\_\_  
(signature is obligatory) (Full print name)

\* the questionnaire unsigned by the member of the CTC is void, is not considered at determination of quorum and voting summary.

**The filled and signed questionnaire is sent according to the notification of the session carrying out not later \_\_\_\_ . \_\_\_\_ . \_\_\_\_\_ by fax/e-mail: \_\_\_\_\_ / \_\_\_\_\_**

**The questionnaire which has been received by the Company after the above-stated term, is not considered at counting of votes and summary of correspondence voting.**

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**THE CENTRAL TENDER COMMITTEE**  
**Interregional Distribution Grid Company of Centre,**  
**Public Joint-Stock Company**  
**127018, Moscow, 2nd Yamskaya, 4**

**The questionnaire**

for correspondence voting by agenda items  
of the session of the Central Tender Committee of IDGC of Centre, PJSC (hereinafter – the  
CTC), conducted in the in-person-correspondence form \_\_\_\_\_ year

Dear member of the CTC!

You can express the opinion on the items included in the agenda of the given session,  
**leaving not crossed out the variant of the answer corresponding to your decision.**

**Item #1:** \_\_\_\_\_

**The decision draft on item # 1:**

**FOR**

**AGAINST**

**ABSTAINED**

*(Leave not crossed out your variant of the answer)*

Dissenting opinion on the item (if any):

\_\_\_\_\_

–

**Item # 2:** \_\_\_\_\_

**The decision draft on item # 2:**

**FOR**

**AGAINST**

**ABSTAINED**

*(Leave not crossed out your variant of the answer)*

Dissenting opinion on the item (if any):

\_\_\_\_\_

–

...

**Member of the Central Tender Committee  
of IDGC of Centre, PJSC**

\_\_\_\_\_ (signature is obligatory)

\_\_\_\_\_ (Full print name)

\* the questionnaire unsigned by the member of the CTC is void, is not considered at determination of quorum and voting summary.

**The filled and signed questionnaire is sent according to the notification of the session carrying out not later \_\_\_\_ . \_\_\_\_ . \_\_\_\_\_ by fax/e-mail: \_\_\_\_\_ / \_\_\_\_\_.**

**The questionnaire which has been received by the Company after the above-stated term, is not considered at counting of votes and summarising of in-person-correspondence voting.**

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**THE CENTRAL TENDER COMMITTEE**  
**Interregional Distribution Grid Company of Centre,**  
**Public Joint-Stock Company**  
**127018, Moscow, 2nd Yamskaya, 4**

**The questionnaire**  
for correspondence voting by agenda items  
of the session of the Central Tender Committee of IDGC of Centre, PJSC (hereinafter – the  
CTC), conducted in the in-person-correspondence form \_\_\_\_ \_\_\_\_ year.

Dear member of the CTC!

During the session of the CTC which was conducted \_\_\_\_ . \_\_\_\_ . \_\_\_\_ year in the in-person-  
correspondence form, changes in *[the formulation (s) / the draft (s) of decisions]* of the mentioned  
below items were made. You can express the opinion under the accepted decisions, **leaving not  
crossed out the variant of the answer corresponding to your decision.**

**Item #N:** \_\_\_\_\_

**Decision concerning # N, accepted at the session:**

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>
------------	----------------	------------------

*(Leave not crossed out your variant of the answer)*

...

**Member of the Central Tender Committee  
of IDGC of Centre, PJSC**

\_\_\_\_\_  
(signature is obligatory)

\_\_\_\_\_  
(Full print name)

\* the questionnaire unsigned by the member of the CTC is void, is not considered at determination of quorum and voting summary.

**The filled and signed questionnaire is sent not later than 3 (three) working days from the above-stated date of carrying out of the session by fax/e-mail: \_\_\_\_\_ / \_\_\_\_\_.**

**The questionnaire which has been received by the Company after the above-stated term, is not considered at counting of votes and summary of in-person-correspondence voting.**

**THE SAMPLE OF THE FORM OF MINUTES OF IN-PERSON SESSION**

ARRANGED ON THE COMPANY'S BLANK

**MINUTES**

**of in-person session  
of the Central Tender Committee of IDGC of Centre, PJSC**

\_\_\_\_. \_\_\_\_\_. \_\_\_\_\_  
*/date of drawing up of the Minutes/to be specified*

**No** \_\_\_\_\_

**Date of carrying out of session:** \_\_\_\_ . \_\_\_\_ . \_\_\_\_\_

**Actual time of carrying out of session:** from \_\_\_\_\_ to \_\_\_\_\_ hours.

**Session venue:** \_\_\_\_\_, street \_\_\_\_\_, bldg \_\_\_\_\_, office \_\_\_\_\_.

**Members of the CTC present at the session:**

**Full name** - *Membership in the CPA* - post;

... - ...

**Total number of members of the CTC:** \_\_\_\_ persons.

**The session was taken part in by:** \_\_\_\_ persons.

**The session was not taken part in by:** Full name, ...

**The quorum is available.**

**The invited persons/speakers:**

**Full name** - **Post**

... - ...

**The session agenda:**

***Item # 1:***...

***Item # 2:***...

***Item #N:***...

**Additional items considered at the session:**

*/if any/*

**Consideration of the items:**

***Item # 1:*** ...

***They heard:***

Full name - *post.*

**Information:**

...

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**THEY NOTED:**

*/stated at necessity/*

**Decision concerning #1:**

...

**Results of voting on item # 1:**

For - ;  
Against -  (Full name, ...);  
Abstained -  (Full name, ...).

**The decision is accepted/The decision is NOT accepted.**

...

**Item #N:...**

***They heard:***

*Full name - post.*

**The information:**

...

**THEY NOTED:**

*/stated at necessity/*

**Decision concerning #N:**

...

**Results of voting on item #N:**

For - ;  
Against -  (Full name, ...);  
Abstained -  (Full name, ...).

**The decision is accepted/The decision is NOT accepted.**

**Chairperson of the CTC**

\_\_\_\_\_

Full name

**Members of the CTC** */at necessity/*

\_\_\_\_\_

Full name

...

...

**Executive secretary of the CTC**

*/or Acting Executive secretary of the CTC/*

\_\_\_\_\_

Full name

---

NOTE: the fields marked grey, while preparing a document, are subject to exclusion or filling with corresponding information, as required.



**THE SAMPLE OF THE FORM OF MINUTES OF CORRESPONDENCE SESSION**

ARRANGED ON THE COMPANY'S BLANK

**MINUTES**of correspondence session  
of the Central Tender Committee of IDGC of Centre, PJSC\_\_\_\_. \_\_\_\_ . \_\_\_\_  
*/date of drawing up of the Minutes/to be specified*

№ \_\_\_\_\_

Date and time of end of acceptance of questionnaires: \_\_\_\_ . \_\_\_\_ . \_\_\_\_ hours.

Venue of counting of votes: \_\_\_\_\_, street \_\_\_\_\_, bldg \_\_\_\_, office \_\_\_\_.

Total quantity of members of the CTC: \_\_\_\_ persons.

The session was taken part in by: \_\_\_\_ persons.

Questionnaires have been provided by: Full name, ...

Questionnaires have not been provided by: Full name, ...

The quorum is available.

The presented questionnaires are attached to the Minutes.

**The session agenda:*****Item # 1:*** ...***Item # 2:*** ...***Item #N:*** ...**Consideration of the items:*****Item # 1:***...***The initiator of the question:****Full name - post.***Information:**

...

**Decision concerning #1:**

...

**Results of voting on item # 1 according to the questionnaires:**For - ;Against -  (Full name, ...);Abstained -  (Full name, ...).**The decision is accepted/The decision is NOT accepted.**

...

***Item #N:***...***The initiator of the question:****Full name - post.***Information:**

...

**Decision concerning #N:**

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...

**Results of voting on item #N according to the questionnaires:**

- For - ;  
Against -  (Full name, ...);  
Abstained -  (Full name, ...).

**The decision is accepted/The decision is NOT accepted.**

**Chairperson of the CTC** \_\_\_\_\_ Full name

**Executive secretary of the CTC**  
**/or Acting Executive secretary of the CTC/** \_\_\_\_\_ Full name

---

NOTE: the fields marked grey, while preparing a document, are subject to exclusion or filling with corresponding information, as required.

**THE SAMPLE OF THE FORM OF MINUTES OF IN-PERSON-CORRESPONDENCE SESSION**

ARRANGED ON THE COMPANY'S BLANK

**MINUTES**

**of in-person-correspondence session  
of the Central Tender Committee of IDGC of Centre, PJSC**

\_\_\_\_. \_\_\_\_\_. \_\_\_\_\_  
*/date of drawing up of the Minutes/to be specified*

**No** \_\_\_\_\_

**Date of carrying out of session:** \_\_\_\_ . \_\_\_\_ . \_\_\_\_\_

**Actual time of carrying out of session:** from \_\_\_\_\_ to \_\_\_\_\_ hours.

**Session venue:** \_\_\_\_\_, street \_\_\_\_\_, bldg \_\_\_\_\_, office \_\_\_\_\_.

**Date and time of end of acceptance of questionnaires:** \_\_\_\_ . \_\_\_\_ . \_\_\_\_\_ hours.

**Members of the CTC who were present at the session:**

**Full name** - *Membership in the CPA* - post;

... - ...

**Members of the CTC who have given the questionnaires:** **Full name, ...**

**Total number of members of the CTC:** \_\_\_\_ persons.

**The session was taken part in by:** \_\_\_\_ persons.

**The session was not taken part in by:** **Full name, ...**

**The quorum is available.**

The presented questionnaires are attached to the Minutes.

**The invited persons/speakers:**

**Full name** - **Post**

... - ...

**The session agenda:**

***Item # 1:*** ...

***Item # 2:*** ...

***Item #N:*** ...

**Additional items considered at the session:**

*/if any/*

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**Consideration of the items:**

***Item # 1:***...

***They heard:***

*Full name - post.*

**Information:**

...

**THEY NOTED:**

*/stated at necessity/*

**Decision concerning #1:**

...

**Results of voting on item # 1:**

For - ;  
 Against -  (Full name, ...);  
 Abstained -  (Full name, ...).

**The decision is accepted/The decision is NOT accepted.**

...

***Item #N:***...

***They heard:***

*Full name - post.*

**Information:**

...

**THEY NOTED:**

*/stated at necessity/*

**Decision concerning #N:**

...

**Results of voting on item #N:**

For - ;  
 Against -  (Full name, ...);  
 Abstained -  (Full name, ...).

**The decision is accepted/The decision is NOT accepted.**

**Chairperson of the CTC**

\_\_\_\_\_

Full name

**Members of the CTC** */at necessity/*

\_\_\_\_\_

Full name

...

...

**Executive secretary of the CTC**

*/or Acting Executive secretary of the CTC/*

\_\_\_\_\_

Full name

**NOTE:** the fields marked grey, while preparing a document, are subject to exclusion or filling with corresponding information, as required.

**The record of changes and additions**

Indexing number of the change/ addition	Change/ addition of a point	Contents of the change (addition)	Reason (reference to organizational and executive documentation)	Date of entering of the change/ addition	Surname, initials, post of the employee who has entered changes (additions)	Signature of the employee who has entered changes (additions)

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