



IDGC OF CENTRE

“INTERREGIONAL DISTRIBUTION GRID COMPANY OF CENTRE”, PUBLIC JOINT-STOCK COMPANY

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PSRN 1046900099498 TIN 6901067107

## MINUTES

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

«27» July 2015

Moscow

No. 15/15

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, A.N. Kharin, R.A. Filkin, A.V. Shevchuk, N.I. Erpsher.**

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

The quorum is **present.**

**Absence of objections concerning the materials and draft resolutions from V.G. Korolev, the observer of the Federal Antimonopoly Service of the Russian Federation, was taken into account at drawing up of the minutes.**

Date of the minutes: **30.07.2015.**

### AGENDA:

1. On approval of the Activity Plan of the Board of Directors of the Company for 2015-2016.
2. On the composition of the Audit Committee of the Board of Directors of the Company.
3. On the composition of the Personnel and Remuneration Committee of the Board of Directors of the Company.
4. On the composition of the Strategy and Development Committee of the Board of Directors of the Company.
5. On the composition of the Reliability Committee of the Board of Directors of the Company.
6. On the composition of the Grid Connection Committee of the Board of Directors of the Company.
7. On the budget approval of the Personnel and Remuneration Committee, the Strategy and Development Committee, the Reliability Committee, the Grid Connection Committee of the Board of Directors of the Company for 2H 2015.
8. On consideration of the report of General Director of the Company «On implementation of the assignment of the Board of Directors taken on 28.05.2015 (Minutes # 12/15 of 29.05.2015) regarding item # 13».
9. On approval of the target values of Cash Flow of the Company for 3Q 2015.
10. On approval of the Head and members of the Central purchasing authority of the Company.
11. On coordination of holding positions in the governing bodies of other organizations by members of the Management Board of the Company.
12. On approval of amendment #4 to real estate lease agreement of 10.03.2009 №

- 40025096, concluded between the Company (IDGC of Centre - Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction.
13. On approval of amendment #4 to real estate lease agreement of 10.03.2009 № 40025111, concluded between the Company (IDGC of Centre - Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction.
  14. On approval of an agreement for repair work, concluded between the Company and IDGC of South, which is a related party transaction.
  15. On approval of an agreement for repair work, concluded between the Company and IDGC of South, which is a related party transaction.
  16. On approval of an agreement for the lease of pairs of metal strands of the cable (direct line), concluded between the Company and FGC UES, which is a related party transaction.
  17. On approval of an amendment to agreement to perform scientific and research work dated 20.06.2014 № 7700/00270/14, concluded between the Company and NTC POWER, which is a related party transaction.
  18. On amending internal documents of the Company - the Regulations on depositing idle cash of the Company.
  19. On approval of the Action Plan to increase efficiency and improve the financial and economic situation of the Company.
  20. 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 not used for generation, transmission, dispatch and distribution of electrical and heat energy - land plots, located at the address: Voronezh region, Ramonsky district.
  21. On approval of terms and conditions of agreements with specialists (experts) attracted by the Audit Commission of the Company.

**Item 1. On approval of the Activity Plan of the Board of Directors of the Company for 2015-2016.**

**Decision:**

To approve the Activity Plan of the Board of Directors of the Company for 2015-2016 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. Andrey Nikolayevich Kharin      | - «FOR» |
| 9. Roman Alexeyevich Filkin        | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher     | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 2. On the composition of the Audit Committee of the Board of Directors of the Company.**

**Decision:**

1. To define the number of members of the Audit Committee of the Board of Directors of the Company - 7 people.
2. To elect the following personnel of the Audit Committee of the Board of Directors of the Company:

<b>№</b>	<b>Full name of the candidate</b>	<b>Title</b>
1	Yury Nikolayevich Pankstyanov	Director of Tariff Policy Department of PJSC «ROSSETI»
2	Maxim Mikhailovich Saukh	Head of Corporate Relationship Office of Corporate Governance and Interaction with Shareholders and Investors Department of PJSC «ROSSETI»
3	Natalia Ilyinichna Erpsher	Head of Organizational Development Office of Personnel Policy and Organizational Development Department of PJSC «ROSSETI»
4	Denis Alexandrovich Malkov	Director of Electricity Balances and Metering Department of PJSC «ROSSETI»
5	Alexander Viktorovich Shevchuk	Executive Director of Association of Professional Investors
6	Roman Alexeyevich Filkin	Director of Representative Office of Prosperity Capital Management (Russian Federation) Ltd., power engineering, machine building
7	Tatiana Petrovna Dronova	Deputy General Director for Strategy and Development of ZAO «Investment Holding «Energy Alliance»

3. To elect Yury Nikolayevich Pankstyanov as Chairperson of the Audit Committee 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. Andrey Nikolayevich Kharin      | - «FOR» |
| 9. Roman Alexeyevich Filkin        | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher     | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 3. On the composition of the Personnel and Remuneration Committee of the Board of Directors of the Company.**

**Decision:**

1. To define the number of members of the Personnel and Remuneration Committee of the Board of Directors of the Company – 7 people.

**Voting results:**

- |                               |         |
|-------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
|-------------------------------|---------|

- |     |                                       |               |
|-----|---------------------------------------|---------------|
| 2.  | <b>Tatiana Petrovna Dronova</b>       | - «ABSTAINED» |
| 3.  | <b>Oleg Yuryevich Isaev</b>           | - «FOR»       |
| 4.  | <b>Denis Alexandrovich Malkov</b>     | - «FOR»       |
| 5.  | <b>Yury Nikolayevich Mangarov</b>     | - «FOR»       |
| 6.  | <b>Yury Nikolayevich Pankstyanov</b>  | - «FOR»       |
| 7.  | <b>Maxim Mikhailovich Saukh</b>       | - «FOR»       |
| 8.  | <b>Andrey Nikolayevich Kharin</b>     | - «FOR»       |
| 9.  | <b>Roman Alexeyevich Filkin</b>       | - «FOR»       |
| 10. | <b>Alexander Viktorovich Shevchuk</b> | - «FOR»       |
| 11. | <b>Natalia Ilyinichna Erpsher</b>     | - «FOR»       |

**Total:**

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

**Decision is taken.**

2. To elect the following personnel of the Personnel and Remuneration Committee of the Board of Directors of the Company:

1) Natalia Ilyinichna Erpsher – Head of Organizational Development Office of Personnel Policy and Organizational Development Department of PJSC «ROSSETI»

**Voting results:**

- |     |                                       |               |
|-----|---------------------------------------|---------------|
| 1.  | <b>Alexander Markovich Branis</b>     | - «ABSTAINED» |
| 2.  | <b>Tatiana Petrovna Dronova</b>       | - «ABSTAINED» |
| 3.  | <b>Oleg Yuryevich Isaev</b>           | - «FOR»       |
| 4.  | <b>Denis Alexandrovich Malkov</b>     | - «FOR»       |
| 5.  | <b>Yury Nikolayevich Mangarov</b>     | - «FOR»       |
| 6.  | <b>Yury Nikolayevich Pankstyanov</b>  | - «FOR»       |
| 7.  | <b>Maxim Mikhailovich Saukh</b>       | - «FOR»       |
| 8.  | <b>Andrey Nikolayevich Kharin</b>     | - «FOR»       |
| 9.  | <b>Roman Alexeyevich Filkin</b>       | - «ABSTAINED» |
| 10. | <b>Alexander Viktorovich Shevchuk</b> | - «ABSTAINED» |
| 11. | <b>Natalia Ilyinichna Erpsher</b>     | - «FOR»       |

**Total:**

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

**Decision is taken.**

2) Yury Nikolayevich Mangarov – Top Adviser of PJSC «ROSSETI»

**Voting results:**

- |     |                                       |               |
|-----|---------------------------------------|---------------|
| 1.  | <b>Alexander Markovich Branis</b>     | - «ABSTAINED» |
| 2.  | <b>Tatiana Petrovna Dronova</b>       | - «ABSTAINED» |
| 3.  | <b>Oleg Yuryevich Isaev</b>           | - «FOR»       |
| 4.  | <b>Denis Alexandrovich Malkov</b>     | - «FOR»       |
| 5.  | <b>Yury Nikolayevich Mangarov</b>     | - «FOR»       |
| 6.  | <b>Yury Nikolayevich Pankstyanov</b>  | - «FOR»       |
| 7.  | <b>Maxim Mikhailovich Saukh</b>       | - «FOR»       |
| 8.  | <b>Andrey Nikolayevich Kharin</b>     | - «FOR»       |
| 9.  | <b>Roman Alexeyevich Filkin</b>       | - «ABSTAINED» |
| 10. | <b>Alexander Viktorovich Shevchuk</b> | - «ABSTAINED» |
| 11. | <b>Natalia Ilyinichna Erpsher</b>     | - «FOR»       |

**Total:**

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

**Decision is taken.**

3) Yury Nikolayevich Pankstyanov – Director of Tariff Policy Department of PJSC «ROSSETI»

**Voting results:**

Member of the Board of Directors of IDGC of Centre, PJSC, A.N. Kharin, did not take part in the voting on this nomination.

1. Alexander Markovich Branis	- «ABSTAINED»
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	- «ABSTAINED»
9. Alexander Viktorovich Shevchuk	- «ABSTAINED»
10. Natalia Ilyinichna Erpsher	- «FOR»

**Total:**

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

**Decision is taken.**

4) Denis Alexandrovich Malkov – Director of Electricity Balances and Metering Department of PJSC «ROSSETI»

**Voting results:**

Member of the Board of Directors of IDGC of Centre, PJSC, A.N. Kharin, did not take part in the voting on this nomination.

1. Alexander Markovich Branis	- «ABSTAINED»
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	- «ABSTAINED»
9. Alexander Viktorovich Shevchuk	- «ABSTAINED»
10. Natalia Ilyinichna Erpsher	- «FOR»

**Total:**

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

**Decision is taken.**

5) Tatiana Petrovna Dronova – Deputy General Director for Strategy and Development of ZAO «Investment Holding «Energy Alliance»

**Voting results:**

Member of the Board of Directors of IDGC of Centre, PJSC, A.N. Kharin, did not take part

in the voting on this nomination.

- |                                   |         |
|-----------------------------------|---------|
| 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. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Natalia Ilyinichna Erpsher    | - «FOR» |

**Total:**

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

**Decision is taken.**

6) Roman Alexeyevich Filkin – Director of Representative Office of Prosperity Capital Management (Russian Federation) Ltd., power engineering, machine building

**Voting results:**

Member of the Board of Directors of IDGC of Centre, PJSC, A.N. Kharin, did not take part in the voting on this nomination.

- |                                   |         |
|-----------------------------------|---------|
| 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. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Natalia Ilyinichna Erpsher    | - «FOR» |

**Total:**

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

**Decision is taken.**

7) Alexander Viktorovich Shevchuk – Executive Director of Association of Professional Investors

**Voting results:**

Member of the Board of Directors of IDGC of Centre, PJSC, A.N. Kharin, did not take part in the voting on this nomination.

- |                                   |         |
|-----------------------------------|---------|
| 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. Alexander Viktorovich Shevchuk | - «FOR» |

**10. Natalia Ilyinichna Erpsher - «FOR»**

**Total:**

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

**Decision is taken.**

8) Yuliya Vladimirovna Petrieva – Leading Expert of Tariff Rates Department of Economy Office of JSC "OGK-2"

**Voting results:**

1. Alexander Markovich Branis	- «ABSTAINED»
2. Tatiana Petrovna Dronova	- «FOR»
3. Oleg Yuryevich Isaev	- «ABSTAINED»
4. Denis Alexandrovich Malkov	- «AGAINST»
5. Yury Nikolayevich Mangarov	- «ABSTAINED»
6. Yury Nikolayevich Pankstyanov	- «ABSTAINED»
7. Maxim Mikhailovich Saukh	- «AGAINST»
8. Andrey Nikolayevich Kharin	- «FOR»
9. Roman Alexeyevich Filkin	- «ABSTAINED»
10. Alexander Viktorovich Shevchuk	- «ABSTAINED»
11. Natalia Ilyinichna Erpsher	- «ABSTAINED»

**Total:**

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

**Decision is not taken.**

3. To elect Natalia Ilyinichna Erpsher as Chairperson of the Personnel and Remuneration Committee of the Board of Directors of the Company.

**Voting results:**

1. Alexander Markovich Branis	- «FOR»
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. Andrey Nikolayevich Kharin	- «FOR»
9. Roman Alexeyevich Filkin	- «FOR»
10. Alexander Viktorovich Shevchuk	- «ABSTAINED»
11. Natalia Ilyinichna Erpsher	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 4. On the composition of the Strategy and Development Committee of the Board of Directors of the Company.**

**Decision:**

1. To define the number of members of the Strategy and Development Committee of the Board of Directors of the Company - 16 people.
2. To elect the following personnel of the Strategy and Development Committee of the Board of Directors of the Company:

<b>№</b>	<b>Full name</b>	<b>Title</b>
1	Yury Nikolayevich Pankstyanov	Director of Tariff Policy Department of PJSC «ROSSETI»
2	Sergey Yuryevich Lebedev	Director of Strategic Projects Department of PJSC «ROSSETI»
3	Sergey Vasilyevich Podlutsky	Head of Summary Planning and Reporting Office of PJSC «ROSSETI»
4	Maxim Mikhailovich Saukh	Head of Corporate Relationship Office of PJSC «ROSSETI»
5	Elena Viktorovna Bogach	Head of Strategic Planning Office of PJSC «ROSSETI»
6	Dmitry Mikhailovich Andropov	Deputy Head of Finance Office of PJSC «ROSSETI»
7	Nadezhda Vitalyevna Sedyikh	Chief Expert of SDC Economy Department of PJSC «ROSSETI»
8	Sergey Vsevolodovich Belevantsev	General Director of Financial Company «Business Dialogue» LLC
9	Andrey Vitalyevich Gritsenko	General Director of ZAO Capital Asset Management
10	Alexey Nikolayevich Zharikov	Director for Corporate Policy and Work with Shareholders of JSC “Elektrotsentraladka”
11	Sergey Yuryevich Rumyantsev	Deputy General Director for Economy and Finance of IDGC of Centre, PJSC
12	Sergey Vladimirovich Pokrovsky	Deputy Executive Director of Association of Professional Investors
13	Oleg Romanovich Fedorov	Adviser to Head of the Federal Agency for State Property Management (Rosimushchestvo) as a public service
14	Roman Alexeyevich Filkin	Director of Representative Office of Prosperity Capital Management (Russian Federation) Ltd., power engineering, machine building
15	Konstantin Vladimirovich Zavizenov	Deputy Director of Electric Power Industry Development Department of the Russian Ministry of Energy
16	Alexey Nikolayevich Goncharov	Head of Interaction with Entities of the Wholesale and Retail Electricity Markets Office of PJSC «ROSSETI»

3. To elect Yury Nikolayevich Pankstyanov as Chairperson of the Strategy and Development Committee 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»



- |            |                                       |         |
|------------|---------------------------------------|---------|
| <b>5.</b>  | <b>Yury Nikolayevich Mangarov</b>     | - «FOR» |
| <b>6.</b>  | <b>Yury Nikolayevich Pankstyanov</b>  | - «FOR» |
| <b>7.</b>  | <b>Maxim Mikhailovich Saukh</b>       | - «FOR» |
| <b>8.</b>  | <b>Andrey Nikolayevich Kharin</b>     | - «FOR» |
| <b>9.</b>  | <b>Roman Alexeyevich Filkin</b>       | - «FOR» |
| <b>10.</b> | <b>Alexander Viktorovich Shevchuk</b> | - «FOR» |
| <b>11.</b> | <b>Natalia Ilyinichna Erpsher</b>     | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 5: On the composition of the Reliability Committee of the Board of Directors of the Company.**

**Decision:**

1. To define the number of members of the Reliability Committee of the Board of Directors of the Company – 9 people.
2. To elect the following personnel of the Reliability Committee of the Board of Directors of the Company:

<b>№</b>	<b>Full name</b>	<b>Title</b>
1.	Sergey Mikhailovich Kataev	Director of Production Asset Management Department of PJSC «ROSSETI»
2.	Alexander Yurievich Matyushin	Head of Main Equipment Section of Electrical Equipment Operation Office of Production Asset Management Department of PJSC «ROSSETI»
3.	Eduard Valeryevich Bogomolov	First Deputy Director of the branch of PJSC «ROSSETI» - Centre for Technical Supervision
4.	Vladimir Sergeyeich Motin	ZAO «Investment Holding «Energy Alliance»
5.	Andrey Vitalyevich Gritsenko	General Director of ZAO Capital Asset Management
6.	Alexander Viktorovich Pilyugin	First Deputy General Director – Chief Engineer of IDGC of Centre, PJSC
7.	Igor Georgiyevich Polovnev	Financial Director of Nonprofit Association of Professional Investors
8.	Konstantin Alexandrovich Mikhailik	First Deputy General Director of IDGC of Centre, PJSC
9.	Alexander Valeryevich Pavlov	Leading Adviser of Electric Power Industry Development Department of the Russian Ministry of Energy

3. To elect Sergey Mikhailovich Kataev as Chairperson of the Reliability Committee of the Board of Directors of the Company.

**Voting results:**

- |           |                                      |         |
|-----------|--------------------------------------|---------|
| <b>1.</b> | <b>Alexander Markovich Branis</b>    | - «FOR» |
| <b>2.</b> | <b>Tatiana Petrovna Dronova</b>      | - «FOR» |
| <b>3.</b> | <b>Oleg Yuryevich Isaev</b>          | - «FOR» |
| <b>4.</b> | <b>Denis Alexandrovich Malkov</b>    | - «FOR» |
| <b>5.</b> | <b>Yury Nikolayevich Mangarov</b>    | - «FOR» |
| <b>6.</b> | <b>Yury Nikolayevich Pankstyanov</b> | - «FOR» |
| <b>7.</b> | <b>Maxim Mikhailovich Saukh</b>      | - «FOR» |
| <b>8.</b> | <b>Andrey Nikolayevich Kharin</b>    | - «FOR» |

9. **Roman Alexeyevich Filkin** - «FOR»  
 10. **Alexander Viktorovich Shevchuk** - «FOR»  
 11. **Natalia Ilyinichna Erpsher** - «FOR»

**Total:**

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

**Decision is taken.**

**Item 6. On the composition of the Grid Connection Committee of the Board of Directors of the Company.**

**Decision:**

- To define the number of members of the Grid Connection Committee of the Board of Directors of the Company – 9 people.
- To elect the following personnel of the Grid Connection Committee of the Board of Directors of the Company:

1.	Alexey Nikolayevich Zharikov	Director for Corporate Policy and Work with Shareholders of JSC “Elektrotsentraladka”
2.	Alina Khandadashevna Akhmedova	Legal Director of IDGC of Centre, PJSC
3.	Evgeniya Valeryevna Kabanova	Deputy General Director for Development and Sale of Services of IDGC of Centre, PJSC
4.	Olga Alexandrovna Kharchenko	Acting Deputy General Director for Corporate Governance of IDGC of Centre, PJSC
5.	Igor Georgiyevich Polovnev	Financial Director of Nonprofit Association of Professional Investors
6.	Alexander Viktorovich Shevchuk	Executive Director of Association of Professional Investors
7.	Irina Borisovna Masaleva	Director of Perspective Development and Grid Connection Department of PJSC «ROSSETI»
8.	Alexander Yurievich Korneev	Head of Grid Connection Regulation Office of PJSC «ROSSETI»
9.	Alexander Valeryevich Pavlov	Leading Adviser of Electric Power Industry Development Department of the Russian Ministry of Energy

- To elect Alexander Viktorovich Shevchuk as Chairperson of the Grid Connection Committee of the Board of Directors of the Company.

**Voting results:**

- Alexander Markovich Branis** - «FOR»
- Tatiana Petrovna Dronova** - «FOR»
- Oleg Yuryevich Isaev** - «FOR»
- Denis Alexandrovich Malkov** - «FOR»
- Yury Nikolayevich Mangarov** - «FOR»
- Yury Nikolayevich Pankstyanov** - «FOR»
- Maxim Mikhailovich Saukh** - «FOR»
- Andrey Nikolayevich Kharin** - «FOR»
- Roman Alexeyevich Filkin** - «FOR»
- Alexander Viktorovich Shevchuk** - «FOR»
- Natalia Ilyinichna Erpsher** - «FOR»

**Total:**

«FOR»	- «11»
-------	--------

«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 7. On the budget approval of the Personnel and Remuneration Committee, the Strategy and Development Committee, the Reliability Committee, the Grid Connection Committee of the Board of Directors of the Company for 2H 2015.**

**Decision:**

1. To approve the budget of the Personnel and Remuneration Committee of the Board of Directors of the Company for 2H 2015 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. To approve the budget of the Strategy and Development Committee of the Board of Directors of the Company for 2H 2015 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
3. To approve the budget of the Reliability Committee of the Board of Directors of the Company for 2H 2015 in accordance with Appendix # 4 to this decision of the Board of Directors.
4. To approve the budget of the Grid Connection Committee of the Board of Directors of the Company for 2H 2015 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. Andrey Nikolayevich Kharin      | - «FOR» |
| 9. Roman Alexeyevich Filkin        | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher     | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 8. On consideration of the report of General Director of the Company «On implementation of the assignment of the Board of Directors taken on 28.05.2015 (Minutes # 12/15 of 29.05.2015) regarding item # 13».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On implementation of the assignment of the Board of Directors taken on 28.05.2015 (Minutes # 12/15 of 29.05.2015) regarding item # 13» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.
2. To instruct General Director of IDGC of Centre, PJSC O. Y. Isaev to prepare and submit proposals to the Board of Directors of the Company to implement in the branches of IDGC of Centre, PJSC measures to reduce electricity losses complementing the program to reduce electricity losses, approved by the Board of Directors of the Company, (Minutes # 12/15 of 28.05.2015) with calculation of necessary additional funding to achieve the level of losses in accordance with requirements of item 33 of the Fundamentals of pricing in the area

of regulated prices (tariffs) in the electric power industry, approved by Resolution of the Government of the Russian Federation from 29.12.2011 №1178.

Deadline until 30.10.2015

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis      | - «ABSTAINED» |
| 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. Andrey Nikolayevich Kharin      | - «FOR»       |
| 9. Roman Alexeyevich Filkin        | - «ABSTAINED» |
| 10. Alexander Viktorovich Shevchuk | - «FOR»       |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 9. On approval of the target values of Cash Flow of the Company for 3Q 2015.**

**Decision:**

1. To approve the following target values of Cash Flow of the Company for 3Q 2015:

*thousand RUB*

Name	Services for operation and development of the distribution electric grid complex	Dividends (without tax)
July	33 669	821 168
August	33 669	0
September	33 669	0

2. To instruct General Director of the Company:

- no later than 5 (Five) working days from the date of this decision to ensure the formation of Cash Flow draft and its approval;
- no later than 1 (One) day from the date of Cash Flow approval to forward the document to members of the Board of Directors of the Company.

**Voting results:**

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

**Total:**

«FOR»	- «6»
-------	-------

«AGAINST»	- «4»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 10. On approval of the Head and members of the Central purchasing authority of the Company.**

**Decision:**

1. To terminate the authority of the Central Tender Commission of the Company, elected by the decision of the Board of Directors of the Company on 30.09.2014 (Minutes # 22/14 of 03.10.2014).

2. To approve the Head and the following members of the Central Tender Commission of the Company:

**Chairman of the CTC:**

D.V. Sklyarov – Deputy General Director for Investment of the Company;

**Deputy Chairman of the CTC:**

S.Y. Rumyantsev – Deputy General Director for Economy and Finance of the Company;

**Members of the CTC:**

N.A. Loganova – Head of Economy Department of the Company;

E.P. Erokhin – Deputy Head of Department of Competition Policy and Procurement of the Company;

R.V. Solyanin – Head of Department of Logistics and Procurement of the Company;

D.A. Rybnikov – Deputy Chief Engineer for Development and Innovation of the Company;

A.A. Gerasimov – Deputy Chief Engineer for Operation of the Company;

T.I. Glushko – Head of Grid Connection Department of the Company;

S.N. Kondratyev – Head of Capital Construction Department of the Company;

N.V. Sychev – Head of Finance Department of the Company;

E.L. Silin – Head of IT Department of the Company;

V.V. Ozhkalo – Director of Security Department of the Company;

Y.E. Tolmachev – Head of Legal Groundwork Department of the Company;

Y.K. Zafesov – Director of Procurement Department of PJSC «ROSSETI»;

A.M. Kobelyan – Head of overall planning, regulation and procurement Office of Procurement Department of PJSC «ROSSETI»;

**Executive Secretaries of the CTC:**

O.S. Chernykh – Head of methodology and procurement Office of Competition Policy and Procurement Department of IDGC of Centre (voting);

O.Y. Leonova – Leading specialist of methodology and procurement Office of Competition Policy and Procurement Department of IDGC of Centre - acts as Executive Secretary of the CTC while absent (non-voting).

**Voting results:**

1. Alexander Markovich Branis	- «ABSTAINED»
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. Andrey Nikolayevich Kharin	- «FOR»
9. Roman Alexeyevich Filkin	- «ABSTAINED»
10. Alexander Viktorovich Shevchuk	- «ABSTAINED»
11. Natalia Ilyinichna Erpsher	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 11. On coordination of holding positions in the governing bodies of other organizations by members of the Management Board of the Company.**

**Decision:**

To coordinate holding the position of a member of the Board of Directors of OJSC “Energetik” by Inna Vitalievna Gromova, a member of the Management Board 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. Andrey Nikolayevich Kharin	- «FOR»
9. Roman Alexeyevich Filkin	- «FOR»
10. Alexander Viktorovich Shevchuk	- «FOR»
11. Natalia Ilyinichna Erpsher	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 12. On approval of amendment #4 to real estate lease agreement of 10.03.2009 № 40025096, concluded between the Company (IDGC of Centre - Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction.**

**Decision:**

1. To determine in accordance with Report of the independent appraiser of the Moscow branch of the Limited Liability Company «Institute for property and financial performance evaluation» dated 15.04.2015 № MF-2176 the monthly rent under amendment #4 to real estate lease agreement of 10.03.2009 № 40025096, concluded between the Company (IDGC of Centre - Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction, in the amount of 562,80 (Five hundred and sixty-two) rubles 80 kopecks, including VAT (18%) – 85,85 (Eighty-five) rubles 85 kopecks.

2. To approve amendment #4 to real estate lease agreement of 10.03.2009 № 40025096, concluded between the Company (IDGC of Centre - Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction, on the following essential conditions:

**Parties of the Amendment:**

IDGC of Centre, PJSC - Lessor;

SO UES - Lessee.

**Scope of the Amendment:**

The Parties agreed to amend real estate lease agreement of 10.03.2009 № 40025096 as follows:

1. Paragraph 5.1. of the Agreement to read as follows:

*«According to Report № MF-2176 dated 15.04.2015 to evaluate the right to use facilities*

being appraised – non-residential premises in the building, located at the address: the Russian Federation, Kursk region, Kursk, Karl Marx street, 27 and movable property, made by the independent appraiser of the Moscow branch of the Limited Liability Company «Institute for property and financial performance evaluation», the monthly rent is 562,80 (Five hundred and sixty-two) rubles 80 kopecks, including VAT (18%) – 85,85 (Eighty-five) rubles 85 kopecks, including:

Item #	Name of leased movable property	Rental rate per month, RUB		
		net of VAT		
1	Air conditioner Sanyo SPW-C 483 GH (outside)	286,74	51,61	338,35
2	Air conditioner Sanyo SPW-C 483 GH (inside)	190,21	34,24	224,45
<b>Total for the movable property:</b>		<b>476,95</b>	<b>85,85</b>	<b>562,80</b>

2. Paragraph 11.1. of the Agreement to read as follows:

«This agreement shall come into force from the moment of its signature and is valid until 24 hours 00 minutes 30.06.2016».

3. Appendix # 1 to the Agreement – «The list of movable property, still leased since 01.01.2014» to read in the edition of Appendix #1 to this Amendment.

4. Appendix # 3 to the Agreement – «Acceptance and transfer certificate for movable property» to read in the edition of Appendix # 2 to this Amendment.

#### **Duration of the Amendment:**

The Amendment shall come into force from the moment of its signature and is valid for the whole duration of real estate lease agreement dated 10 March 2009 № 40025096. The Amendment shall apply to the legal relationship between the parties arising from 00 hours 00 minutes on 01.07.2015.

#### **Voting results:**

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».

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

#### **Total:**

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

**Decision is taken.**

**Item 13. On approval of amendment #4 to real estate lease agreement of 10.03.2009 № 40025111, concluded between the Company (IDGC of Centre - Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction.**

#### **Decision:**

1. To determine in accordance with Report of the independent appraiser of the Moscow branch of the Limited Liability Company «Institute for property and financial performance evaluation» dated 15.04.2015 № MF-2176 the monthly rent under amendment #4 to real

estate lease agreement of 10.03.2009 № 40025111, concluded between the Company (IDGC of Centre - Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction, in the amount of 335 918,65 (Three hundred thirty-five thousand nine hundred and eighteen) rubles 65 kopecks, including VAT (18%) – 51 241,83 (Fifty-one thousand two hundred forty-one) rubles 83 kopecks.

2. To approve amendment #4 to real estate lease agreement of 10.03.2009 № 40025111, concluded between the Company (IDGC of Centre - Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction, on the following essential conditions:

**Parties of the Amendment:**

IDGC of Centre, PJSC - Lessor;

SO UES - Lessee.

**Scope of the Amendment:**

1. To read the first, second and third sentence of paragraph 6.1. of the Agreement as follows:

*«According to Report № MF-2176 dated 15.04.2015 to determine the market value of the right to use facilities being appraised, located at the address: the Russian Federation, Kursk region, Kursk, Karl Marx street, 27, made by the independent appraiser of the Moscow branch of the Limited Liability Company «Institute for property and financial performance evaluation», the monthly rent is 335 918,65 (Three hundred thirty-five thousand nine hundred and eighteen) rubles 65 kopecks, including VAT (18%) – 51 241,83 (Fifty-one thousand two hundred forty-one) rubles 83 kopecks, including:*

Item #	Name of leased immovable property	Total area, sq. m	Rental rate per month, RUB/sq.m, net of VAT	Rental rate per month, RUB		
				net of VAT		
1	Dispatcher's office	188,90	818,64	154 641,10	27 835,40	182 476,50
2	Production premises	145,70	818,64	119 275,85	21 469,65	140 745,50
3	Diesel control room	33,50	321,19	10 759,87	1 936,78	12 696,65
<b>Total for the immovable property:</b>				<b>284 676,82</b>	<b>51 241,83</b>	<b>335 918,65</b>

The monthly rent under this Agreement includes utilities, maintenance and administrative services».

2. Paragraph 12.1. of the Agreement to read as follows:

*«This agreement shall come into force from the moment of its state registration and is valid until 24 hours 00 minutes 30.06.2016».*

**Duration of the Amendment:**

The Amendment shall enter into force on the date of its state registration and shall apply to the legal relationship between the parties arising from 00 hours 00 on 01.07.2015, and is valid for the whole duration of real estate lease agreement dated 10 March 2009 № 40025111.

**Voting results:**

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».

1. **Alexander Markovich Branis** - «AGAINST»
2. **Tatiana Petrovna Dronova** - «FOR»



- |     |                                       |             |
|-----|---------------------------------------|-------------|
| 3.  | <b>Denis Alexandrovich Malkov</b>     | - «FOR»     |
| 4.  | <b>Yury Nikolayevich Mangarov</b>     | - «FOR»     |
| 5.  | <b>Yury Nikolayevich Pankstyanov</b>  | - «FOR»     |
| 6.  | <b>Maxim Mikhailovich Saukh</b>       | - «FOR»     |
| 7.  | <b>Andrey Nikolayevich Kharin</b>     | - «FOR»     |
| 8.  | <b>Roman Alexeyevich Filkin</b>       | - «AGAINST» |
| 9.  | <b>Alexander Viktorovich Shevchuk</b> | - «FOR»     |
| 10. | <b>Natalia Ilyinichna Erpsher</b>     | - «FOR»     |

**Total:**

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

**Decision is taken.**

**Item 14. On approval of an agreement for repair work, concluded between the Company and IDGC of South, which is a related party transaction.**

**Decision:**

1. To determine the cost of emergency and restoration operations under the agreement between the Company and IDGC of South in the amount of 5 259 939,12 (Five million two hundred fifty-nine thousand nine hundred thirty-nine) rubles 12 kopecks, including VAT 18% - 802 363,59 (Eight hundred and two thousand three hundred sixty-three) rubles 59 kopecks.

2. To approve the agreement for emergency and restoration operations in the aftermath of failures at facilities of IDGC of South - Volgogradenergo, caused by damage to equipment as a result of natural disasters, concluded between the Company and IDGC of South (hereinafter - the Agreement, Appendix # 7 to this decision), which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

«Customer» - IDGC of South;

«Contractor» - IDGC of Centre, PJSC.

**Scope of the Agreement:** Contractor under a request of Customer undertakes to perform emergency and restoration operations in the aftermath of natural disasters at facilities of IDGC of South - Volgogradenergo, with materials of Customer, in accordance with the list of facilities (Appendix # 6 to the Agreement) and transfer the result of work performed under a certificate to Customer, and Customer agrees to accept the result of work and pay for it in the manner prescribed by the Agreement. The list, types, content and scope of work, performed by Contractor, are determined by the Parties in the consolidated calculation of cost of work and local resource estimate calculations (Appendices # 1-4 to the Agreement).

**Price of the Agreement:** The cost of work under the Agreement is determined by the contract price, which is determined by the Estimate Documentation (Appendices # 1-4 to the agreement), by the Contractual price agreement minutes (Appendix # 5 to the agreement) and is 5 259 939,12 (Five million two hundred fifty-nine thousand nine hundred thirty-nine) rubles 12 kopecks, including VAT 18% - 802 363,59 (Eight hundred and two thousand three hundred sixty-three) rubles 59 kopecks.

**Turnaround time:** Turnaround time under the agreement is determined in accordance with the Work schedule (Appendix #7 to the Agreement).

**Duration of the Agreement:** the Agreement shall enter into force upon signature by the Parties, shall apply to the relationship of the parties actually made on 21.12.2014 and is valid until the proper performance of the obligations by the Parties under the Agreement.

**Responsibility of the Parties:**

For failure to perform or improper fulfillment of obligations under the Agreement Contractor and Customer shall be financially responsible in accordance with the current legislation of the Russian Federation.

**Dispute resolution:**

Disputes arising in the course of the Agreement execution, or in connection with it, including those related to its conclusion, change, performance, breach, termination, and validity, the Parties shall settle in the course of pre-court dispute settlement procedure. Term of examination of claims is 20 (twenty) working days of its receipt.

All disputes, controversies and claims arising from the Agreement (contract) or in connection with it, including those related to its conclusion, change, performance, breach, termination, and validity, not settled in the course of pre-court dispute settlement procedure, are subject to consideration by the Arbitration Court at the location of the defendant.

**Voting results:**

The following members of the Board of Directors of the Company did not take part in the voting on this item:

- A.M. Branis, R.A. Filkin, A.V. Shevchuk, A.N. Kharin, Y.N. Pankstyanov, as recognized as interested directors in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies»;

- O.Y. Isaev, as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- |                                      |         |
|--------------------------------------|---------|
| 1. <b>Tatiana Petrovna Dronova</b>   | - «FOR» |
| 2. <b>Denis Alexandrovich Malkov</b> | - «FOR» |
| 3. <b>Yury Nikolayevich Mangarov</b> | - «FOR» |
| 4. <b>Maxim Mikhailovich Saukh</b>   | - «FOR» |
| 5. <b>Natalia Ilyinichna Erpsher</b> | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 15. On approval of an agreement for repair work, concluded between the Company and IDGC of South, which is a related party transaction.**

**Decision:**

1. To determine the cost of emergency and restoration operations under the agreement between the Company and IDGC of South in the amount of 5 142 845,92 (Five million one hundred forty-two thousand eight hundred forty-five) rubles 92 kopecks, including VAT 18% - 784 501,92 (Seven hundred eighty-four thousand five hundred and one) rubles 92 kopecks.

2. To approve the agreement for emergency and restoration operations in the aftermath of natural disasters at facilities of IDGC of South - Rostovenergo, concluded between the Company and IDGC of South (hereinafter - the Agreement, Appendix # 8 to this decision), which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

«Customer» - IDGC of South;

«Contractor» - IDGC of Centre, PJSC.

**Scope of the Agreement:** Contractor under a request of Customer undertakes to perform emergency and restoration operations in the aftermath of natural disasters at facilities of IDGC of South - Rostovenergo, with materials of Customer, in accordance with the List of facilities (Appendix # 3 to the Agreement) and transfer the result of work performed under a

certificate to Customer, and Customer agrees to accept the result of work and pay for it in the manner prescribed by the Agreement.

The list, types, content and scope of work, performed by Contractor, are determined by the Parties in local resource estimate calculations (Appendices 1, 1.1, 1.2, 1.3 and 1.4. to the Agreement).

**Price of the Agreement:** The cost of work under the Agreement is determined by the contract price, which is determined by the Estimate Documentation (Appendix # 1.1-1.4 to the Agreement), by the Contractual price agreement minutes (Appendix # 2 to the Agreement) and is 5 142 845,92 (Five million one hundred forty-two thousand eight hundred forty-five) rubles 92 kopecks, including VAT 18% - 784 501,92 (Seven hundred eighty-four thousand five hundred and one) rubles 92 kopecks.

**Turnaround time:** Turnaround time under the Agreement is determined in accordance with the Work schedule (Appendix # 4 to the Agreement).

**Duration of the Agreement:** the Agreement shall enter into force upon signature by the Parties, shall apply to the relationship of the parties actually made on 24.09.2014 and is valid until the proper performance of the obligations by the Parties under the Agreement.

**Responsibility of the Parties:**

For failure to perform or improper fulfillment of obligations under the Agreement Contractor and Customer shall be financially responsible in accordance with the current legislation of the Russian Federation.

**Dispute resolution:**

Disputes arising in the course of the Agreement execution, or in connection with it, including those related to its conclusion, change, performance, breach, termination, and validity, the Parties shall settle in the course of pre-court dispute settlement procedure. Term of examination of claims is 20 (twenty) working days of its receipt.

All disputes, controversies and claims arising from the Agreement (contract) or in connection with it, including those related to its conclusion, change, performance, breach, termination, and validity, not settled in the course of pre-court dispute settlement procedure, are subject to consideration by the Arbitration Court at the location of the defendant.

**Voting results:**

The following members of the Board of Directors of the Company did not take part in the voting on this item:

- A.M. Branis, R.A. Filkin, A.V. Shevchuk, A.N. Kharin, Y.N. Pankstyanov, as recognized as interested directors in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies»;

- O.Y. Isaev, as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- |                                      |         |
|--------------------------------------|---------|
| 1. <b>Tatiana Petrovna Dronova</b>   | - «FOR» |
| 2. <b>Denis Alexandrovich Malkov</b> | - «FOR» |
| 3. <b>Yury Nikolayevich Mangarov</b> | - «FOR» |
| 4. <b>Maxim Mikhailovich Saukh</b>   | - «FOR» |
| 5. <b>Natalia Ilyinichna Erpsher</b> | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 16. On approval of an agreement for the lease of pairs of metal strands of the cable (direct line), concluded between the Company and FGC UES, which is a related party transaction.**

**Decision:**

1. To determine that the agreement for providing for the use of pairs of metal strands of the cable (direct line), concluded between the Company and FGC UES, is the sole source procurement.
2. To determine the monthly cost of providing for the use of pairs of metal strands of the cable (direct line) under the agreement, concluded between the Company and FGC UES, in the amount of 358 055, 66 (three hundred fifty-eight thousand and fifty-five) rubles 66 kopecks, including VAT 18% - 54 618,66 (fifty-four thousand six hundred and eighteen) rubles 66 kopecks per month.
3. To approve the agreement for providing for the use of pairs of metal strands of the cable (direct line), concluded between the Company and FGC UES, which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

«Customer» - IDGC of Centre, PJSC (IDGC of Centre - Bryanskenergo division).

«Contractor» - FGC UES (Bryansk PMES, a branch of FGC UES).

**Scope of the Agreement:**

Contractor agrees to provide to Customer for temporary compensated use belonging to Contractor on the property right pairs of metal strands of the cable (direct line), in accordance with Appendix 1 to the agreement.

**Price of the Agreement:**

The monthly cost for the use of pairs of metal strands of the cable (direct line) is determined by the Parties in accordance with Appendix 2 to the Agreement and is 358 055,66 rubles (three hundred fifty-eight thousand and fifty-five rubles 66 kopecks) including VAT 18% 54 618,66 rubles (fifty-four thousand six hundred and eighteen rubles 66 kopecks).

**Duration of the Agreement:**

The Agreement shall enter into force upon signature, shall apply to the relations between the Parties arising from 01.01.2015, and is valid until 31.12.2015. The Agreement is considered to be each time extended for 360 (three hundred sixty) days, in the absence of notification by one of the parties refusing renewal of the agreement for the next period or suggesting revision of the terms of the Agreement.

**Voting results:**

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».

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

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»

**Decision is taken.****Item 17. On approval of an amendment to agreement to perform scientific and research work dated 20.06.2014 № 7700/00270/14, concluded between the Company and NTC POWER, which is a related party transaction.****Decision:**

To approve an amendment to Agreement dated 20.06.2014 № 7700/00270/14 to perform scientific and research work, concluded between the Company and NTC POWER, which is a related party transaction, on the following essential conditions:

**Parties of the Amendment:**

Customer - IDGC of Centre, PJSC

Contractor - NTC POWER.

**Scope of the Amendment:**

1. In accordance with paragraph 13.1 of the Agreement the Parties have agreed to amend the terms of work performance and payment (without changing the settlement price of the stages and forms of reporting) in stages 3, 4 and 5 and the Work Schedule (appendix #2 to the Agreement).

Item #	Name of stages of work under the agreement	Turnaround time start/ completion	Settlement price of a stage, RUB with VAT	Form and type of reporting, the structure of reporting materials on the implementation of milestones
3	Production, testing of prototypes			
3.1	Production of prototypes	18 month from the date of contract signature/19 month from the date of contract signature	6 490 000,00	Information report with general view photos of prototypes. Reports of purchased products
3.2	Factory tests. Further development of prototypes and adjustment of Design Documentation, Technical Specifications, Operating Documentation and Technical Documentation on the results of factory tests	18 month from the date of contract signature/19 month from the date of contract signature		Program, certificate and protocols of factory tests with the participation of representatives of Customer. Report of finalizing prototypes and adjusting the Design Documentation, Technical Specifications, Operating Documentation and Technical Documentation on the results of the factory tests
3.3	Acceptance testing of prototypes	18 month from the date of contract signature/19 month from the date of contract signature		Approved by IDGC of Centre test program. Order of appointing the acceptance commission. Certificate and protocols of acceptance tests
3.4	Further development of prototypes and Design Documentation, Technical Specifications, Operating Documentation and Technical Documentation on the results of acceptance tests	18 month from the date of contract signature/19 month from the date of contract signature		Information report on completion of prototypes, Design Documentation, Technical Specifications, Operating Documentation and Technical Documentation. Adjusted Design Documentation, Technical Specifications, Operating Documentation and Technical Documentation on the results of acceptance tests. Operating manual and (or) product certificate

Item #	Name of stages of work under the agreement	Turnaround time start/ completion	Settlement price of a stage, RUB with VAT	Form and type of reporting, the structure of reporting materials on the implementation of milestones
4	Delivery and installation of prototypes. Design and estimate work	18 month from the date of contract signature/19 month from the date of contract signature	2 124 000,00	Certificate of the acceptance commission. Design and estimate documentation, agreed on with Customer. Permission to commissioning (if necessary)
5.	Registration of permits			
5.1.	Making copyright certificates (patents) for a utility model, etc.: 1) invention patent – the control and limitation unit; 2) utility model patent - design of the package transformer substation, combined with the charging infrastructure for electric vehicles	18 month from the date of contract signature/19 month from the date of contract signature	743 400,00	Registered copyright certificates (patents) according to the regulations

2. Paragraph 3.1 of the Agreement to read as follows:

*«Execution of the Work is performed in accordance with the Work Schedule (Appendix # 2): start: from the agreement signature. Completion: within 19 months from the Agreement signature».*

3. Paragraph 7.1 of the Agreement to read as follows:

*«The basis for payment by Customer of work performed by Contractor is signed by the Parties Certificates of the acceptance and transfer of executed work under stages # 3;4;5 (Appendix # 4 to the Agreement), the Certificate of the transfer and receipt of results of work (Appendix # 5 to the Agreement) and provided by Contractor invoices indicating TRRC of Buyer 575102001 – IDGC of Centre - Orelenergo division».*

*Payment of executed work is made by Customer within 30 (thirty) calendar days from the date of signing by the Parties of the Certificate of the transfer and receipt of results of work (Appendix # 5 to the Agreement)».*

4. Paragraph 7.2 of the Agreement to be excluded.

#### **Duration of the Amendment:**

The Amendment shall enter into force upon signature by the Parties.

#### **Voting results:**

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».

- |     |                                       |               |
|-----|---------------------------------------|---------------|
| 1.  | <b>Alexander Markovich Branis</b>     | - «AGAINST»   |
| 2.  | <b>Tatiana Petrovna Dronova</b>       | - «FOR»       |
| 3.  | <b>Denis Alexandrovich Malkov</b>     | - «FOR»       |
| 4.  | <b>Yury Nikolayevich Mangarov</b>     | - «FOR»       |
| 5.  | <b>Yury Nikolayevich Pankstyanov</b>  | - «FOR»       |
| 6.  | <b>Maxim Mikhailovich Saukh</b>       | - «FOR»       |
| 7.  | <b>Andrey Nikolayevich Kharin</b>     | - «FOR»       |
| 8.  | <b>Roman Alexeyevich Filkin</b>       | - «AGAINST»   |
| 9.  | <b>Alexander Viktorovich Shevchuk</b> | - «ABSTAINED» |
| 10. | <b>Natalia Ilyinichna Erpsher</b>     | - «FOR»       |

#### **Total:**

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

**Decision is taken.**

**Item 18. On amending internal documents of the Company - the Regulations on depositing idle cash of the Company.**

**Decision:**

To amend the Regulations on depositing idle cash of the Company, approved by the Board of Directors of the Company on 20.06.2014 (Minutes # 15/14 of 23.06.2014) (hereinafter - the Regulations) taking into account the amendments dated 15.09.2014 (Minutes # 20/14 of 18.09.2014) and on 15.10.2014 (Minutes # 23/14 of 16.10.2014), reading the Regulations in the edition in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis      | - «AGAINST»   |
| 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. Andrey Nikolayevich Kharin      | - «ABSTAINED» |
| 9. Roman Alexeyevich Filkin        | - «AGAINST»   |
| 10. Alexander Viktorovich Shevchuk | - «AGAINST»   |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 19. On approval of the Action Plan to increase efficiency and improve the financial and economic situation of the Company.**

**Decision:**

To defer consideration of the item at a later date.

**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. Andrey Nikolayevich Kharin      | - «FOR»       |
| 9. Roman Alexeyevich Filkin        | - «FOR»       |
| 10. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 20. 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 not used for generation, transmission, dispatch and distribution of electrical and heat energy - land plots, located at the address: Voronezh region, Ramonsky district.**

**Decision:**

To approve the transaction made by the Company, involving the purchase of property, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy - land plots, located at the address: Voronezh region, Ramonsky district, on the following essential conditions:

**Composition of the acquired assets:**

Land plots with total area of 971 square metres, located in the Voronezh region, Ramonsky district in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

**Counterparty:** Citizen of the Russian Federation Valery Valeryevich Malikov, born 25.12.1972.

**Acquisition cost:** 63 600 (Sixty-three thousand six hundred) rubles 00 kopecks (VAT exempt) in accordance with report on the market value № MF-2152 of the independent appraiser "Institute of property valuation and financial performance".

**Acquisition method:** conclusion of an agreement of sale and purchase.

**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. 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. Andrey Nikolayevich Kharin      | - «FOR» |
| 9. Roman Alexeyevich Filkin        | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher     | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 21. On approval of terms and conditions of agreements with specialists (experts) attracted by the Audit Commission of the Company.**

**Decision:**

To approve the terms and conditions of the agreement with specialists (experts) attracted by the Audit Commission of IDGC of Centre, PJSC to audit the financial and business activities of IDGC of Centre, PJSC for 2014 - O.A. Medvedeva, A.A. Ozherelev, in accordance with appendices # 11, 12 to this decision of the Board of Directors.

**Voting results:**

- |                               |               |
|-------------------------------|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 2. Tatiana Petrovna Dronova   | - «FOR»       |
| 3. Oleg Yuryevich Isaev       | - «FOR»       |
| 4. Denis Alexandrovich Malkov | - «FOR»       |
| 5. Yury Nikolayevich Mangarov | - «FOR»       |



- |   |               |
|---|---------------|
| <b>6. Yury Nikolayevich Pankstyanov</b>   | - «FOR»       |
| <b>7. Maxim Mikhailovich Saukh</b>        | - «FOR»       |
| <b>8. Andrey Nikolayevich Kharin</b>      | - «AGAINST»   |
| <b>9. Roman Alexeyevich Filkin</b>        | - «ABSTAINED» |
| <b>10. Alexander Viktorovich Shevchuk</b> | - «FOR»       |
| <b>11. Natalia Ilyinichna Erpsher</b>     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The Activity Plan of the Board of Directors of the Company for 2015-2016 (Appendix # 1).
2. The budget of the Personnel and Remuneration Committee of the Board of Directors of the Company for 2H 2015 (Appendix # 2).
3. The budget of the Strategy and Development Committee of the Board of Directors of the Company for 2H 2015 (Appendix # 3).
4. The budget of the Reliability Committee of the Board of Directors of the Company for 2H 2015 (Appendix # 4).
5. The budget of the Grid Connection Committee of the Board of Directors of the Company for 2H 2015 (Appendix # 5).
6. the report of General Director of the Company «On implementation of the assignment of the Board of Directors taken on 28.05.2015 (Minutes # 12/15 of 29.05.2015) within the consideration of item # 13» (Appendix # 6).
7. The agreement for repair work, concluded between the Company and IDGC of South, which is a related party transaction (Appendix # 7).
8. The agreement for repair work, concluded between the Company and IDGC of South, which is a related party transaction (Appendix # 8).
9. The Regulations on depositing idle cash of the Company (Appendix # 9).
10. The List of the acquired property (land plots, located at the address: Voronezh region, Ramonsky district) (Appendix # 10).
11. The agreements with specialists (experts) attracted by the Audit Commission of the Company (Appendices # 11-12).

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

**Y.N. Mangarov**

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

**S.V. Lapinskaya**