



Interregional Distribution Grid Company of
Centre,
Public Joint-Stock Company
2nd Yamskaya, 4, Moscow, Russia, 127018
Tel: +7 (495) 747-92-92, Fax: +7 (495)
747-92-95,

MINUTES

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

«24» May 2019

Moscow

No. 19/19

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **D.B. Akopyan, A.V. Varvarin, O.Y. Isaev, A.I. Kazakov, A.I. Pavlov, A.V. Rakov, L.A. Romanovskaya, M.M. Saukh, D.A. Spirin, R.A. Filkin, A.V. Shevchuk.**

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

The quorum is **present.**

Date of the minutes: **27.05.2019.**

AGENDA:

1. On consideration of the report of General Director of the Company «On the progress of implementation in 1Q 2019 of the corrective action plan to eliminate the deficiencies identified during the field audits conducted by the Ministry of Energy of the Russian Federation».
2. On consideration of the report of General Director of the Company «On the results of the Company's operation through the autumn-winter period of 2018-2019».
3. On approval of the report of Corporate Secretary of IDGC of Centre, PJSC «On the work performed for the 2018-2019 corporate year».
4. On consideration of reports of the Committees to the Board of Directors of the Company «On the work performed in the 2018-2019 corporate year».
5. On approval of terms and conditions of an agreement with a specialist (expert) attracted by the Audit Commission of the Company.
6. On the consent to enter into inter-connected deals, concluded between IDGC of Centre, PJSC and the Collective Participant (including JSC «FOCL-Conductor Administration» and Expert-PROEKT LLC), which is a related party transaction.
7. On consideration of the report of General Director of the Company «On provision of insurance coverage in 1Q 2019».

Item 1: On consideration of the report of General Director of the Company «On the progress of implementation in 1Q 2019 of the corrective action plan to eliminate the deficiencies identified during the field audits conducted by the Ministry of Energy of the Russian Federation».

Decision:

1. To take into consideration the report of General Director of the Company «On the progress of implementation in 1Q 2019 of the corrective action plan to eliminate the deficiencies identified during the field audits conducted by the Ministry of Energy of the Russian Federation», in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to ensure the execution of paragraph 1 of the corrective action plan to eliminate the deficiencies identified during the field audits conducted by the Ministry of Energy of the Russian Federation.

Deadline: no later than 31.12.2019.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 2: On consideration of the report of General Director of the Company «On the results of the Company's operation through the autumn-winter period of 2018-2019».

Decision:

To take into consideration the report of General Director of the Company «On the results of the Company's operation through the autumn-winter period of 2018-2019» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 3: On approval of the report of Corporate Secretary of IDGC of Centre, PJSC «On the work performed for the 2018-2019 corporate year».

Decision:

To approve the report of Corporate Secretary of IDGC of Centre, PJSC «On the work performed for the 2018-2019 corporate year» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»

7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 4: On consideration of reports of the Committees to the Board of Directors of the Company «On the work performed in the 2018-2019 corporate year».

Decision:

To take into consideration the reports of the Committees of the Board of Directors of the Company «On the work performed in the 2018-2019 corporate year» in accordance with Appendices # 4-8 to this decision of the Board of Directors of the Company.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «FOR»
10. Roman Alexeyevich Filkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 5: On approval of terms and conditions of an agreement with a specialist (expert) attracted by the Audit Commission of the Company.

Decision:

To approve the terms and conditions of the agreement with Dmitry Nikolayevich Ponomarev - a specialist (expert) attracted by the Company's Audit Commission to participate in the audit of financial and economic activities of IDGC of Centre, PJSC for 2018 in accordance with Appendix # 9 to this decision.

Voting results:

1. Dmitry Borisovich Akopyan - «FOR»
2. Alexander Viktorovich Varvarin - «FOR»
3. Oleg Yuryevich Isaev - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexey Viktorovich Rakov - «FOR»
7. Larisa Anatolievna Romanovskaya - «FOR»
8. Maxim Mikhailovich Saukh - «FOR»
9. Denis Alexandrovich Spirin - «ABSTAINED»
10. Roman Alexeyevich Filkin - «ABSTAINED»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.**Item 6: On the consent to enter into inter-connected deals, concluded between IDGC of Centre, PJSC and the Collective Participant (including JSC «FOCL-Conductor Administration» and Expert-PROEKT LLC), which is a related party transaction.**

In accordance with Article 81 of the Federal Law «On Joint Stock Companies» the deal, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction of the controlling person of the Company – PJSC Rosseti, at the same time is the controlling person of the legal entity that is a party to the transaction (JSC «FOCL-Conductor Administration»).

Decision:

1. To determine that the maximum cost under the agreements for the design, installation and commissioning of the electricity metering system with automated data collection for the needs of IDGC of Centre, PJSC (branches of Belgorodenergo, Bryanskenergo, Kostromaenergo, Kurskenergo, Orelenergo, Smolenskenergo, Tverenergo and Yarenergo) (hereinafter referred to as the Agreements), concluded between IDGC of Centre, PJSC and the Collective Participant (including JSC «FOCL-Conductor Administration» and Expert-PROEKT LLC), which are interrelated party transactions, in accordance with Minutes of the results of the open tender dated 05.04.2019 № 0357-IA-18-7 and № 0360-IA-18-7 shall not exceed 694 734 995,55 (six hundred ninety-four million seven hundred thirty-four thousand nine hundred ninety-five) rubles 55 kopecks of the Russian Federation, including VAT in the amount of 115 789 165,93 (one hundred fifteen million seven hundred eighty nine thousand one hundred sixty five) rubles 93 kopecks of the Russian Federation.

2. To give consent for making the interrelated party transactions – concluding agreements for the design, installation and commissioning of the electricity metering system with automated data collection for the needs of IDGC of Centre, PJSC (branches of Belgorodenergo, Bryanskenergo, Kostromaenergo, Kurskenergo, Orelenergo, Smolenskenergo, Tverenergo and Yarenergo) under the following essential conditions.

Parties of the transactions.

Customer: IDGC of Centre, PJSC (branches of Belgorodenergo, Bryanskenergo, Kostromaenergo, Kurskenergo, Orelenergo, Smolenskenergo, Tverenergo and Yarenergo).

Contractor: Collective Participant, including JSC «FOCL-Conductor Administration» and Expert-PROEKT LLC.

Subject of the transactions.

The Contractor undertakes, within the established period of time on instructions of the Customers, to carry out design, installation and commissioning of the electricity metering system with automated data collection and deliver the results to the Customers, and the Customers undertake to accept the results of work and pay for them in the manner prescribed by the Agreements.

The Contractor undertakes to perform the work in full compliance with the Terms of Reference for the execution of the works (Appendices # 10-17 to the decision of the Board of Directors of the Company). The works under the Agreements are performed by the Contractor's work and labour.

Types and volumes of the works, as well as requirements for their implementation are defined in Appendices # 10-17 to the decision of the Board of Directors of the Company and the Agreement price estimate (Appendices # 18-25 to the decision of the Board of Directors of the Company).

The facilities, at which the system is to be installed, are specified in Appendices # 26-33 to the decision of the Board of Directors of the Company.

Price of the transactions.

The maximum cost of the works, performed by the Contractor on the design, installation and commissioning of the electricity metering system with automated data collection for the needs of IDGC of Centre, PJSC, is determined based on the Minutes of the meeting of the tender commission and in accordance with the Agreement price estimate (Appendices # 18-25 to the decision of the Board of Directors of the Company) and is 694 734 995,55 (six hundred ninety-four million seven hundred thirty-four thousand nine hundred ninety-five) rubles 55 kopecks of the Russian Federation, including VAT in the amount of 115 789 165,93 (one hundred fifteen million seven hundred eighty nine thousand one hundred sixty five) rubles 93 kopecks of the Russian Federation, including by the branches:

- Belgorodenergo 165 023 506,43 (one hundred sixty-five million twenty-three thousand five hundred six) rubles 43 kopecks of the Russian Federation, including VAT in the amount of 27 503 917,74 (twenty-seven million five hundred three thousand nine hundred seventeen) rubles 74 kopecks of the Russian Federation;
- Bryanskenergo 88 887 170,27 (eighty-eight million eight hundred eighty-seven thousand one hundred seventy) rubles 27 kopecks of the Russian Federation, including VAT in the amount of 14 814 528,38 (fourteen million eight hundred fourteen thousand five hundred twenty-eight) rubles 38 kopecks of the Russian Federation;
- Kostromaenergo 107 028 055,58 (one hundred seven million twenty-eight thousand fifty-five) rubles 58 kopecks of the Russian Federation, including VAT in the amount of 17 838 009,26 (seventeen million eight hundred thirty-eight thousand nine) rubles 26 kopecks of the Russian Federation;
- Kurskenergo 68 481 930,36 (sixty-eight million four hundred eighty-one thousand nine hundred thirty) rubles 36 kopecks of the Russian Federation, including VAT in the amount of 11 413 655,06 (eleven million four hundred thirteen thousand six hundred fifty-five) rubles 6 kopecks of the Russian Federation;
- Orelenergo 41 536 351,84 (forty-one million five hundred thirty-six thousand three hundred fifty-one) rubles 84 kopecks of the Russian Federation, including VAT in the amount of 6 922 725,31 (six million nine hundred twenty-two thousand seven hundred twenty-five) rubles 31 kopecks of the Russian Federation;
- Smolenskenergo 25 859 038,42 (twenty-five million eight hundred fifty-nine thousand thirty-eight) rubles 42 kopecks of the Russian Federation, including VAT in the amount of 4 309 839,74 (four million three hundred nine thousand eight hundred thirty-nine) rubles 74 kopecks of the Russian Federation;
- Tverenergo 59 603 101,63 (fifty-nine million six hundred three thousand one hundred one) rubles 63 kopecks of the Russian Federation, including VAT in the amount of 9 933 850,27 (nine million nine hundred thirty-three thousand eight hundred fifty) rubles 27 kopecks of the Russian Federation;
- Yarenergo 138 315 841,02 (one hundred thirty-eight million three hundred fifteen thousand eight hundred forty-one) rubles 2 kopecks of the Russian Federation, including VAT in the amount of 23 052 640,17 (twenty-three million fifty-two thousand six hundred forty) rubles 17 kopecks of the Russian Federation.

The price of the works performed includes all expenses, including the purchase of material and technical resources and equipment of the system, transportation costs, payment of taxes, payment of all other works and expenses, whatever they may be.

Turnaround time.

The beginning of the execution of the works – from the moment of signing the agreements.

The completion of the works – under the Agreements concluded on the basis of Minutes on the results of the open tender dated 05.04.2019 № 0357-IA-18-7 – until 30.11.2019, Minutes dated 05.04.2019 № 0360-IA-18-7 - in accordance with the requirements of the Terms of Reference (Appendices # 10-17 to the decision of the Board of Directors of the Company).

The deadlines for the implementation of specific stages of the works are determined by the Work Schedule (Appendices # 34-41 to the decision of the Board of Directors of the Company) and agreed by the parties to the Agreement.

Other material terms of the transactions.

The Agreements enter into force from the date of their signing and are valid until the Parties fulfill their obligations (including warranty).

Related parties in making the interrelated transactions and grounds of relation:

The controlling person of the Company – PJSC Rosseti, at the same time is the controlling person of the legal entity that is a party to the transactions (JSC «FOCL-Conductor»).

Voting results:

- | | | |
|-----|---------------------------------|-------------|
| 1. | Dmitry Borisovich Akopyan | - «FOR» |
| 2. | Alexander Viktorovich Varvarin | - «FOR» |
| 3. | Alexander Ivanovich Kazakov | - «FOR» |
| 4. | Alexey Igorevich Pavlov | - «FOR» |
| 5. | Alexey Viktorovich Rakov | - «FOR» |
| 6. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 7. | Maxim Mikhailovich Saukh | - «FOR» |
| 8. | Denis Alexandrovich Spirin | - «AGAINST» |
| 9. | Roman Alexeyevich Filkin | - «AGAINST» |
| 10. | Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

Decision is taken.

Member of the Board of Directors of the Company, O.Y. Isaev, did not take part in the voting on this item as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

Item 7: On consideration of the report of General Director of the Company «On provision of insurance coverage in 1Q 2019».**Decision:**

1. To take into consideration the report of General Director of the Company on provision of insurance coverage in 1Q 2019 in accordance with Appendix # 42 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to ensure the execution of the Insurance Coverage Program in 2019, approved by the Board of Directors of the Company.

Voting results:

- | | | |
|-----|---------------------------------|---------|
| 1. | Dmitry Borisovich Akopyan | - «FOR» |
| 2. | Alexander Viktorovich Varvarin | - «FOR» |
| 3. | Oleg Yuryevich Isaev | - «FOR» |
| 4. | Alexander Ivanovich Kazakov | - «FOR» |
| 5. | Alexey Igorevich Pavlov | - «FOR» |
| 6. | Alexey Viktorovich Rakov | - «FOR» |
| 7. | Larisa Anatolievna Romanovskaya | - «FOR» |
| 8. | Maxim Mikhailovich Saukh | - «FOR» |
| 9. | Denis Alexandrovich Spirin | - «FOR» |
| 10. | Roman Alexeyevich Filkin | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Appendices:

1. The report «On the progress of implementation in 1Q 2019 of the corrective action plan to eliminate the deficiencies identified during the field audits conducted by the Ministry of Energy of the Russian Federation» (Appendix # 1).
2. The report «On the results of the Company's operation through the autumn-winter period of 2018-2019» (Appendix # 2).
3. The report of Corporate Secretary of IDGC of Centre, PJSC «On the work performed for the 2018-2019 corporate year» (Appendix # 3).
4. The reports of the Committees of the Board of Directors of the Company «On the work performed in the 2018-2019 corporate year» (Appendices ## 4-8).
5. The terms and conditions of the agreement with Dmitry Nikolayevich Ponomarev - a specialist (expert) attracted by the Company's Audit Commission to participate in the audit of financial and economic activities of IDGC of Centre, PJSC for 2018 (Appendix # 9).
6. The Appendices to the Agreements of performance of work for the design, installation and commissioning of the electricity metering system with automated data collection for the needs of IDGC of Centre, PJSC (branches of Belgorodenergo, Bryanskenergo, Kostromaenergo, Kurskenergo, Orelenergo, Smolenskenergo, Tverenergo and Yarenergo) (Appendices ## 10-41).
7. The report «On provision of insurance coverage in 1Q 2019» (Appendix # 42).

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

A.I. Kazakov

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

S.V. Lapinskaya