



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

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

«23» December 2016

Moscow

No. 35/16

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

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

Participants of the voting: **A.E. Bogashov, O.Y. Isaev, D.A. Malkov, Y.N. Mangarov, I.B. Masaleva, M.M. Saukh, D.A. Spirin, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk, N.I. Erpsher.**

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

The quorum is **present.**

Date of the minutes: **23.12.2016.**

**AGENDA:**

1. On approval of the adjusted Activity Plan of the Board of Directors of IDGC of Centre, PJSC for 1H 2017.
2. On approval of the report of General Director of the Company «On execution of the summary on the RAS principles Business Plan of the Group of IDGC of Centre, PJSC for 9 months of 2016».
3. On approval of the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director of IDGC of Centre, PJSC in 3Q 2016».
4. On approval of the agreement to perform emergency and restoration operations, concluded between IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC, which is a related party transaction.
5. On determination of the position of IDGC of Centre, PJSC regarding the agenda items of a meeting of the Board of Directors of JSC “Sanatorium “Energetik”:
  - 5.1. On approval of target values of annual and quarterly key performance indicators of the Company for 2017.
  - 5.2. On approval of the Business Plan of the Company for 2017 and estimated figures for 2018-2021.
6. On approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre, PJSC for 2017 and estimated figures for 2018-2021.
7. On approval of nomination of the Insurer of IDGC of Centre, PJSC.
8. On approval of the Agreement on terms and conditions and the procedure of transfer of the register of holders of registered securities of the Company.
9. On approval of the Company’s Registrar and the terms and conditions of an agreement with it for keeping the register of holders of registered securities of the Company, as well other related services.
10. On approval of a framework agreement to perform contract work, concluded between IDGC of Centre, PJSC and LESR ZAO, which is a related party transaction.

**Item 1. On approval of the adjusted Activity Plan of the Board of Directors of IDGC of Centre, PJSC for 1H 2017.**

**Decision:**

To approve the adjusted Activity Plan of the Board of Directors of IDGC of Centre, PJSC for 1H 2017 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

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

**Decision is taken.**

**Item 2. On approval of the report of General Director of the Company «On execution of the summary on the RAS principles Business Plan of the Group of IDGC of Centre, PJSC for 9 months of 2016».**

**Decision:**

To approve the report of General Director of the Company «On execution of the summary on the RAS principles Business Plan of the Group of IDGC of Centre, PJSC for 9 months of 2016» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

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

**Decision is taken.**

**Item 3. On approval of the report of General Director of the Company «On the results**

**of execution of the target values of key performance indicators of General Director of IDGC of Centre, PJSC in 3Q 2016».**

**Decision:**

To approve the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director of IDGC of Centre, PJSC in 3Q 2016» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

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

**Decision is taken.**

**Item 4. On approval of the agreement to perform emergency and restoration operations, concluded between IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC, which is a related party transaction.**

*In accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies» the deal between IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC is recognized as a related party transaction of the shareholder of the Company - PJSC «Rosseti», which holds more than 20% of voting shares of the Company, members of the Board of Directors of the Company R.A. Filkin and A.V. Shevchuk, who are members of the Board of Directors of IDGC of Centre and Volga Region, PJSC and General Director of the Company O.I. Isaev, who is Chief Executive Officer of IDGC of Centre and Volga Region, PJSC.*

**Decision:**

1. To determine with the requirements of the Calculation Procedure (Appendix # 3 to the agreement) the estimated cost of emergency and restoration operations under the agreement, concluded between IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC in the amount of 62 171 000,00 (Sixty-two million one hundred seventy one thousand) rubles 00 kopecks, including VAT (18%) in the amount of 9 483 711,86 (Nine million four hundred and eighty-three thousand seven hundred eleven) rubles 86 kopecks. The final cost of work performed includes Contractor's compensation costs, remuneration due to him, and is determined on the basis of actual cost estimates prepared by Contractor and approved by Customer.
2. To approve the agreement to perform emergency and restoration operations, concluded between IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC, which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

Customer - Interregional Distribution Grid Company of Centre and Volga Region, Public Joint-Stock Company (IDGC of Centre and Volga Region, PJSC).

Contractor - Interregional Distribution Grid Company of Centre, Public Joint-Stock Company (IDGC of Centre, PJSC).

**Subject of the Agreement:** Contractor undertakes by Customer's request to perform emergency and restoration operations to eliminate consequences of failures at electric grid facilities of Customer (Appendix # 1 to the agreement), caused by equipment damage resulting from natural disasters, and to transfer the result of work to Customer, and Customer agrees to accept the result of work and pay for it in the manner prescribed by the agreement. The scope of works for cost calculation of emergency and restoration operations is determined in accordance with the defect list (Appendix # 2 to the agreement).

**Price of the Agreement and Settlement Procedure:** The cost of works to be performed is determined with the requirements of the Calculation Procedure (Appendix # 3 to the agreement) and is estimated at 62 171 000,00 (Sixty-two million one hundred seventy one thousand) rubles 00 kopecks, including VAT (18%) in the amount of 9 483 711,86 (Nine million four hundred and eighty-three thousand seven hundred eleven) rubles 86 kopecks. The final cost of work performed includes Contractor's compensation costs, remuneration due to him, and is determined on the basis of actual cost estimates prepared by Contractor and approved by Customer. Acceptance and delivery of the work is made as an act of acceptance of works performed under Form KC-2 and information on the cost of works performed under Form KC-3.

**Turnarounf time:**

Work performance time: start - 11.11.2016; completion - 21.11.2016.

The completion of individual stages 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, covers the legal relations between the parties, in fact developed from 01 November 2016, and is valid until the Parties fulfill all their obligations under the agreement.

**Voting results:**

1. Alexander Evgenyevich Bogashov - «ABSTAINED»
2. Denis Alexandrovich Malkov - «FOR»
3. Yury Nikolayevich Mangarov - «FOR»
4. Irina Borisovna Masaleva - «FOR»
5. Maxim Mikhailovich Saukh - «FOR»
6. Denis Alexandrovich Spirin - «AGAINST»
7. Oxana Vladimirovna Shatokhina - «FOR»
8. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

«FOR»	- «6»
«AGAINST»	- «1»
«ABSTAINED»	- «1»

*Members of the Board of Directors of the Company did not take part in the voting on this item: R.A. Filkin and A.V. Shevchuk as recognized as related parties in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies» and O.Y. Isaev as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».*

**Decision is taken.**

**Item 5. On determination of the position of IDGC of Centre, PJSC regarding the agenda items of a meeting of the Board of Directors of JSC “Sanatorium “Energetik”:**

**5.1. On approval of target values of annual and quarterly key performance indicators of the Company for 2017.**

**5.2. On approval of the Business Plan of the Company for 2017 and estimated figures for 2018-2021.**

**Decision regarding item 5.1:**

5.1. To instruct representatives of IDGC of Centre, PJSC at a meeting of the Board of

Directors of JSC "Sanatorium "Energetik" regarding the item «On approval of target values of annual and quarterly key performance indicators of the Company for 2017» to vote «FOR»:

*«To approve the target values of annual and quarterly key performance indicators of the Company for 2017 in accordance with the Appendix».*

**Voting results regarding item 5.1:**

1. Alexander Evgenyevich Bogashov - «ABSTAINED»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «ABSTAINED»
8. Roman Alexeyevich Filkin - «ABSTAINED»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

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

**Decision is taken regarding item 5.1.**

**Decision regarding item 5.2:**

5.2. To instruct representatives of IDGC of Centre, PJSC at a meeting of the Board of Directors of JSC "Sanatorium "Energetik" regarding the item «On approval of the Business Plan of the Company for 2017 and estimated figures for 2018-2021» to vote «FOR»:

*«To approve the Business Plan of the Company for 2017 and take into consideration the estimated figures for 2018-2021 in accordance with the Appendix».*

**Voting results regarding item 5.2:**

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «ABSTAINED»
8. Roman Alexeyevich Filkin - «ABSTAINED»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

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

**Decision is taken regarding item 5.2.**

**Item 6. On approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre, PJSC for 2017 and estimated figures for 2018-2021.**

**Decision:**

To approve the summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre, PJSC for 2017 and estimated figures for 2018-2021 in accordance with Appendices # 4 - 5 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «ABSTAINED»
8. Roman Alexeyevich Filkin - «ABSTAINED»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

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

**Decision is taken.**

**Item 7. On approval of nomination of the Insurer of IDGC of Centre, PJSC.**

**Decision:**

To approve the following insurance companies as the Company's Insurers:

Type of insurance	Insurance company	Period of insurance (period of issue of policies of insurance)
Voluntary medical insurance	SOGAZ	from 01.01.2017 to 31.12.2019
Motor Third-Party Liability (MTPL)	AlfaStrakhovanie	from 01.12.2016 to 31.12.2016
Motor Third-Party Liability (MTPL)	SOGAZ	from 01.01.2017 to 31.12.2017
Accident and illness insurance	Public Joint-Stock Company "Joint-Stock Insurance Company ENERGOGARANT"	from 01.01.2017 to 31.12.2019

**Voting results:**

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»

- |     |                                |               |
|-----|--------------------------------|---------------|
| 5.  | Irina Borisovna Masaleva       | - «FOR»       |
| 6.  | Maxim Mikhailovich Saukh       | - «FOR»       |
| 7.  | Denis Alexandrovich Spirin     | - «ABSTAINED» |
| 8.  | Roman Alexeyevich Filkin       | - «ABSTAINED» |
| 9.  | Oxana Vladimirovna Shatokhina  | - «FOR»       |
| 10. | Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. | Natalia Ilyinichna Erpsher     | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 8. On approval of the Agreement on terms and conditions and the procedure of transfer of the register of holders of registered securities of the Company.**

**Decision:**

1. To approve the Agreement on terms and conditions and the procedure of transfer of the register of holders of registered securities of the Company in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to enter with Reestr-RN Ltd. into the Agreement on terms and conditions and the procedure of transfer of the register of holders of registered securities of the Company on the terms and conditions, approved by the Board of Directors of the Company.

**Voting results:**

- |     |                                |         |
|-----|--------------------------------|---------|
| 1.  | Alexander Evgenyevich Bogashov | - «FOR» |
| 2.  | Oleg Yuryevich Isaev           | - «FOR» |
| 3.  | Denis Alexandrovich Malkov     | - «FOR» |
| 4.  | Yury Nikolayevich Mangarov     | - «FOR» |
| 5.  | Irina Borisovna Masaleva       | - «FOR» |
| 6.  | Maxim Mikhailovich Saukh       | - «FOR» |
| 7.  | Denis Alexandrovich Spirin     | - «FOR» |
| 8.  | Roman Alexeyevich Filkin       | - «FOR» |
| 9.  | Oxana Vladimirovna Shatokhina  | - «FOR» |
| 10. | Alexander Viktorovich Shevchuk | - «FOR» |
| 11. | Natalia Ilyinichna Erpsher     | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 9. On approval of the Company's Registrar and the terms and conditions of an agreement with it for keeping the register of holders of registered securities of the Company, as well other related services.**

**Decision:**

1. To approve the joint stock company VTB Registrar as the Registrar of IDGC of Centre, PJSC.
2. To approve the terms and conditions of an agreement for keeping the register of holders of registered securities, as well other related services between IDGC of Centre, PJSC and the joint stock company VTB Registrar in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

3. To instruct General Director of the Company to enter into an agreement for keeping the register of holders of registered securities, as well other related services with the joint stock company VTB Registrar in accordance with the agreement essential terms and conditions, approved by the Board of Directors of the Company.

**Voting results:**

1. Alexander Evgenyevich Bogashov - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Alexandrovich Malkov - «FOR»
4. Yury Nikolayevich Mangarov - «FOR»
5. Irina Borisovna Masaleva - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Denis Alexandrovich Spirin - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

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

**Decision is taken.**

**Item 10. On approval of a framework agreement to perform contract work, concluded between IDGC of Centre, PJSC and LESR ZAO, which is a related party transaction.**

*In accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies» the deal between IDGC of Centre, PJSC and LESR ZAO is recognized as a related party transaction of the shareholder of the Company - PJSC «Rosseti», whose affiliated person (LESR ZAO) is a party to the transaction.*

**Decision:**

1. To determine the cost of contract work under the framework agreement between IDGC of Centre, PJSC and LESR ZAO, which is a related party transaction, in the amount of not more than 100 000 000, 00 (One hundred million) rubles 00 kopecks, including all taxes and fees established by the law.
2. To approve the framework agreement to perform contract work, concluded between IDGC of Centre, PJSC and LESR ZAO (hereinafter - the Agreement), which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

**Customer** - Closed Joint-Stock Company «LESR» (LESR ZAO).

**Contractor** - Interregional Distribution Grid Company of Centre, Public Joint-Stock Company (IDGC of Centre, PJSC).

**Subject of the Agreement:**

Contractor agrees within the established time limit under Customer's request according to the Orders to perform construction and installation work at electric grid facilities of a branch of PJSC "Lenenergo" "Vyborg Electric Grids" to ensure grid connection under contracts entered into prior to 01.01.2015, to deliver the result of work to Customer and Customer undertakes to accept the result of work and pay for it in the manner prescribed by the Agreement.

Requirements for works performed, their scope, terms of performance and final results are contained in the Orders of Customer. The order form is Appendix # 1 to the Agreement (Appendix # 8 to this decision of the Board of Directors).

**Price of the Agreement:**

The cost of works under the Agreement is limited to a maximum amount of 100 000 000,00



(One hundred million) rubles 00 kopecks, including all taxes and fees established by the law. The cost of work under the Order is defined in the Order and shall not be indexed. The cost of works under the Agreement includes the cost of all works under the Orders. The total cost of all Orders issued by Customer to Contractor under the Agreement, shall not exceed the cost of the works under the Agreement.

**Turnaround time:**

The starting date of performance of works under the Agreement – 05.12.2016.

The completion date of work under all Orders under the Agreement – no later than 31.12.2016.

The turnaround time of the Facility is determined by the Parties in the Order.

**Duration of the Agreement:**

The Agreement shall enter into force upon signature by both Parties and is valid until the Parties fulfill their obligations in full, or termination of the Agreement. The terms and conditions of the Agreement are applicable to the relations of the Parties effective from 05.12.2016.

**Voting results:**

1. Alexander Evgenyevich Bogashov - «ABSTAINED»
2. Denis Alexandrovich Malkov - «FOR»
3. Yury Nikolayevich Mangarov - «FOR»
4. Irina Borisovna Masaleva - «FOR»
5. Maxim Mikhailovich Saukh - «FOR»
6. Denis Alexandrovich Spirin - «AGAINST»
7. Roman Alexeyevich Filkin - «AGAINST»
8. Oxana Vladimirovna Shatokhina - «FOR»
9. Alexander Viktorovich Shevchuk - «ABSTAINED»
10. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

«FOR»	- «6»
«AGAINST»	- «2»
«ABSTAINED»	- «2»

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

**Decision is taken.**

**Appendices:**

1. The adjusted Activity Plan of the Board of Directors of IDGC of Centre, PJSC for 1H 2017 (Appendix # 1).
2. The report of General Director of the Company «On execution of the summary on the RAS principles Business Plan of the Group of IDGC of Centre, PJSC for 9 months of 2016» (Appendix # 2).
3. The report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director of IDGC of Centre, PJSC in 3Q 2016» (Appendix # 3).
4. The summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre, PJSC for 2017 and estimated figures for 2018-2021 (Appendices ## 4-5).
5. The Agreement on terms and conditions and the procedure of transfer of the register of holders of registered securities of the Company (Appendix # 6).
6. The terms and conditions of the agreement for keeping the register of holders of registered securities, as well other related services between IDGC of Centre, PJSC and the joint stock company VTB Registrar (Appendix # 7).
7. The agreement to perform contract work, concluded between IDGC of Centre, PJSC and LESR ZAO (Appendix # 8).

**Chairperson of the Board of Directors**

**of IDGC of Centre, PJSC**

**Y.N. Mangarov**

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

**S.V. Lapinskaya**