



Interregional Distribution Grid Company of Centre,  
Public Joint-Stock Company  
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## MINUTES

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

«31» August 2016

Moscow

No. 24/16

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

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

Participants of the voting: **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: **A.E. Bogashov.**

The quorum **is present.**

Date of the minutes: **01.09.2016.**

### AGENDA:

1. On approval of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.07.2016.
2. On approval of the Program to consolidate electric grid assets of IDGC of Centre for 2016-2018.
3. On approval of the agreement to terminate contract from 01.12.2014 № 7700/00350/14, concluded between IDGC of Centre, PJSC and "R&D Center for power engineering", which is a related party transaction.
4. On approval of an amendment to agreement to provide operation and maintenance of electric grid equipment dated 22.10.2014 №6700/12075/14-SS 110/35/10 kV «Rudnya», concluded between IDGC of Centre, PJSC and FGC UES, which is a related party transaction.
5. On approval of an agreement for the provision of services for the use of untwisted pair for the needs of IDGC of Centre - Belgorodenergo division, concluded between IDGC of Centre, PJSC and Russian Railways, which is a related party transaction.
6. On approval of an agreement for the provision of telephony services in dedicated communications network of Russian Railways for the needs of IDGC of Centre - Belgorodenergo division, concluded between IDGC of Centre, PJSC and Russian Railways, which is a related party transaction.
7. On approval of an agreement for the regulation of relations connected with process of crossing infrastructure of Russian Railways by a cable line of Customer on the section Belgorod – Belomestnoye of South-Eastern Railroad, concluded between IDGC of Centre, PJSC and Russian Railways, which is a related party transaction.
8. On approval of an agreement for the regulation of relations connected with process of crossing infrastructure of Russian Railways by a cable line of Customer on the section Valuyki – Rai of South-Eastern Railroad, concluded between IDGC of Centre, PJSC and Russian Railways, which is a related party transaction.
9. On approval of an agreement for the regulation of relations connected with process of

crossing infrastructure of Russian Railways by a cable line of Customer on the section Nasonovo – Palatovka of South-Eastern Railroad, concluded between IDGC of Centre, PJSC and Russian Railways, which is a related party transaction.

**10.** On termination of the participation of IDGC of Centre in Private Institution «Medical Centre «Matyrskiy».

**11.** On the prior approval of the decision made by the Company of a transaction, involving the alienation of immovable property (gratuitous transfer), which constitutes fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy – Hospital buildings and facilities, located at the address: city of Lipetsk, Vinogradny lane, 16.

**12.** On the prior approval of the decision made by the Company of a transaction, involving the alienation of movable property (gratuitous transfer), which constitutes fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy.

**13.** On approval of internal documents of the Company - the Standard «Production Asset Management in IDGC of Centre, PJSC» in a new edition.

**Item 1: On approval of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.07.2016.**

**Decision:**

1. To approve the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.07.2016, in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To take into consideration the report of General Director of the Company «On execution of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.04.2016, approved by the decision of the Board of Directors of the Company on 31.05.2016 (Minutes of 02.06.2016 # 16/16), in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

3. To take into consideration the report of General Director of the Company «On the work performed by IDGC of Centre, PJSC in relation to newly created overdue accounts receivable for the services of electric power transmission in 2Q 2016» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

4. To take into consideration the report of General Director of the Company «On repayment in 1H 2016 of overdue accounts receivable, established by 01.01.2016» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**Total:**

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

**Decision is taken.****Item 2: On approval of the Program to consolidate electric grid assets of IDGC of Centre for 2016-2018.****Decision:**

To defer consideration of the item at a later date.

**Voting results:**

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

**Total:**

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

**Decision is taken.****Item 3: On approval of the agreement to terminate contract from 01.12.21014 № 7700/00350/14, concluded between IDGC of Centre, PJSC and “R&D Center for power engineering”, 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 the Company and “R&D Center for power engineering” is recognized as a related party transaction of the shareholder of the Company – PJSC «Rosseti», which holds more than 20% of voting shares of IDGC of Centre, PJSC, whose affiliate (“R&D Center for power engineering”) is a party to the transaction.*

**Decision:**

To approve the agreement to terminate contract from 01.12.21014 № 7700/00350/14, concluded between IDGC of Centre, PJSC and “R&D Center for power engineering”, which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

«Contractor» - “R&D Center for power engineering”;

«Customer» - IDGC of Centre, PJSC.

**Subject of the Agreement:**

The Parties concluded the agreement to terminate contract from 01.12.2014 № 7700/00350/14 (hereinafter – the Agreement) and complete the work under the Agreement at the 3<sup>rd</sup> stage in connection with:

– the lack of economic benefit for the Customer (based on the records of the 2nd stage of the R&D project "Climate zoning maps") and the complexity of the further commercialization of the results of the work (on the basis of data on the coating value and its application by 1 metre of bare wire of an operating overhead line, considerable complexity of the coating technology in the field);

– the non-expediency of further work to implement the R&D related to the inability to secure patent rights of already received ferromagnetic coating compositions (according to the patent search, the 3rd stage).

**Duration of the Agreement:**

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

**Voting results:**

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

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «0»

*Member of the Board of Directors of IDGC of Centre, PJSC 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.**

**Item 4: On approval of an amendment to agreement to provide operation and maintenance of electric grid equipment dated 22.10.2014 №6700/12075/14-SS 110/35/10 kV «Rudnya», concluded between IDGC of Centre, PJSC and FGC UES, 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 Federal Grid Company is recognized as a related party transaction of the shareholder of the Company – PJSC «Rosseti», whose affiliate (Federal Grid Company) is a party to the transaction, and whose affiliates (O.M. Budargin, A.E. Murov and A.A. Demin) hold positions in management bodies of Federal Grid Company.*

**Decision:**

1. To determine that the cost of services, established by the amendment to agreement to provide operation and maintenance of electric grid equipment dated 22.10.2014 №6700/12075/14, concluded between IDGC of Centre, PJSC and Federal Grid Company, which is a related party transaction, is 91 498,00 (Ninety-one thousand four hundred ninety-eight) rubles 00 kopecks, including VAT (18%) in the amount of 13 957,32 (Thirteen thousand nine hundred fifty-seven) rubles 32 kopecks per month.

The cost of services under agreement to provide operation and maintenance of electric grid equipment dated 22.10.2014 №6700/12075/14 for the period from 01.01.2014 to 01.04.2016 was 2 309 499,00 (Two million three hundred and nine thousand four hundred and ninety-nine) rubles 00 kopecks, including VAT (18%) in the amount of 352 296,46 (Three hundred fifty-two thousand two hundred ninety-six) rubles 46 kopecks.

The total cost for the entire term of agreement to provide operation and maintenance of electric grid equipment dated 22.10.2014 №6700/12075/14, in view of its prolongation shall not constitute or be more than 2 (two) percent of the book value of assets of IDGC of Centre, PJSC according its financial statements for the last reporting date.

2. To approve the amendment to agreement to provide operation and maintenance of

electric grid equipment dated 22.10.2014 №6700/12075/14, which is a related party transaction, on the following essential conditions:

**Parties of the amendment:**

**Customer** - Public Joint-Stock Company Federal Grid Company of Unified Energy System (Branch of Federal Grid Company – Novgorod PMES).

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

**Subject of the amendment:**

To amend agreement to provide operation and maintenance of electric grid equipment dated 22.10.2014 №6700/12075/14 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

**Duration of the amendment:**

The amendment shall enter into force upon signature, covers the relations of the Parties arising from 01.04.2016 and is valid during the entire term of agreement to provide operation and maintenance of electric grid equipment dated 22.10.2014 № 6700/12075/14.

**Voting results:**

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

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «0»

*Member of the Board of Directors of IDGC of Centre, PJSC 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.**

**Item 5: On approval of an agreement for the provision of services for the use of untwisted pair for the needs of IDGC of Centre - Belgorodenergo division, concluded between IDGC of Centre, PJSC and Russian Railways, 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 Russian Railways is recognized as a related party transaction of the shareholder of the Company – PJSC «Rosseti», whose affiliate (N.R. Podguzov) is a member of the Board of Directors of Russian Railways.*

**Decision:**

1. To determine the monthly cost of services under the agreement for the provision of services for the use of untwisted pair for the needs of IDGC of Centre - Belgorodenergo division, concluded between IDGC of Centre, PJSC and Russian Railways, which is a related party transaction, in the amount of 699,04 (Six hundred and ninety-nine) rubles 04 kopecks, including VAT 18% 106,63 (One hundred and six) rubles 63 kopecks.

To determine that the size of monthly payments under the Agreement is determined based on the length and cross section of untwisted pair in accordance with the rates of the

Contractor, applicable at the time of payment (Appendix 1 to the Agreement).

The total cost of the service agreement to provide from 01.09.2016 to 30.04.2017 for the use of untwisted pair for the needs of IDGC of Centre - Belgorodenergo division may not exceed 5 592, 32 (Five thousand five hundred and ninety-two) rubles 32 kopecks with VAT (18%).

2. To approve the agreement for the provision of services for the use of untwisted pair for the needs of IDGC of Centre - Belgorodenergo division, concluded between IDGC of Centre, PJSC and Russian Railways, which is a related party transaction, on the following essential conditions:

**Subject of the Agreement:**

The Contractor shall provide for the temporary use the physical circuit (hereinafter – the untwisted pair), owned by the Contractor and the Customer undertakes to accept and pay for the provided services under the terms of the Agreement.

The ROW of the untwisted pair, its length and the value are listed in the Specifications (Appendix № 1 to the Agreement).

**Parties of the Agreement:**

Customer - IDGC of Centre, PJSC - branch «Belgorodenergo».

Contractor - Russian Railways.

**Price of the Agreement:**

The monthly payment for the Services at the time of conclusion of the Agreement amounts to 699,04 (Six hundred and ninety-nine) rubles 04 kopecks, including VAT 18% - 106,63 (One hundred and six) rubles 63 kopecks.

**Turnaround time:**

01.09.2016 - 30.04.2017.

**Duration of the Agreement:**

The Agreement shall enter into force upon its signature by both Parties and covers the relations between the Parties arising from 01.09.2016, and is valid until 30.04.2017.

**Voting results:**

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

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «0»

*Member of the Board of Directors of IDGC of Centre, PJSC 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.**

**Item 6: On approval of an agreement for the provision of telephony services in dedicated communications network of Russian Railways for the needs of IDGC of Centre - Belgorodenergo division, concluded between IDGC of Centre, PJSC and**

## **Russian Railways, 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 Russian Railways is recognized as a related party transaction of the shareholder of the Company – PJSC «Rosseti», whose affiliate (N.R. Podguzov) is a member of the Board of Directors of Russian Railways.*

### **Decision:**

1. To determine the price of telephony services under the agreement, concluded between IDGC of Centre, PJSC and Russian Railways, which is a related party transaction, in accordance with the Rate Plan of OPERATOR (Appendix # 1 to the agreement).

The total cost of telephony services for the entire term of the agreement, in view of its prolongation shall not constitute or be more than 2 (two) percent of the book value of assets of IDGC of Centre, PJSC according its financial statements for the last reporting date.

2. To approve the agreement for the provision of telephony services in dedicated communications network of Russian Railways for the needs of IDGC of Centre - Belgorodenergo division, concluded between IDGC of Centre, PJSC and Russian Railways, which is a related party transaction, on the following essential conditions:

### **Parties of the Agreement:**

SUBSCRIBER – IDGC of Centre, PJSC - branch «Belgorodenergo».

OPERATOR – Russian Railways.

### **Subject of the Agreement:**

OPERATOR ensures the provision to SUBSCRIBER of access to the dedicated communications network of Russian Railways, connections with the dedicated communications network of Russian Railways with the user (subscriber) equipment with provision to the subscriber of Russian Railways of a number (s) of the numbering plan of the dedicated communications network for the transmission of voice data, fax transmissions, data transmission, access to communication services of dedicated communications networks, interacting with the communications network of Russian Railways, and SUBSCRIBER accepts and pays for received telephony services under the terms of the Agreement.

OPERATOR based on a request of SUBSCRIBER also provides other services, technologically interconnected with the telephony services in the dedicated communications network of OPERATOR.

**Price of the Agreement:** The price of the telephony services under the agreement is determined in accordance with the Rate Plan (Appendix # 1 to the agreement).

The payment system of the telephony services in the dedicated network – subscriber revenue.

The procedure for payment of the telephony services provided in the dedicated network – deferred payment.

The settlement period for the telephony services is set to 1 (one) month.

### **Duration of the Agreement:**

The Agreement shall enter into force on the day of its signature by the parties. The Agreement covers the relations between the parties arising from 01.09.2016.

Duration of the Agreement: for an indefinite term.

### **Voting results:**

1. Denis Alexandrovich Malkov - «FOR»
2. Yury Nikolayevich Mangarov - «FOR»
3. Irina Borisovna Masaleva - «FOR»
4. Maxim Mikhailovich Saukh - «FOR»
5. Denis Alexandrovich Spirin - «AGAINST»

6. Roman Alexeyevich Filkin - «AGAINST»
7. Oxana Vladimirovna Shatokhina - «FOR»
8. Alexander Viktorovich Shevchuk - «FOR»
9. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «0»

*Member of the Board of Directors of IDGC of Centre, PJSC 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.**

**Item 7: On approval of an agreement for the regulation of relations connected with process of crossing infrastructure of Russian Railways by a cable line of Customer on the section Belgorod – Belomestnoye of South-Eastern Railroad, concluded between IDGC of Centre, PJSC and Russian Railways, 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 Russian Railways is recognized as a related party transaction of the shareholder of the Company – PJSC «Rosseti», whose affiliate (N.R. Podguzov) is a member of the Board of Directors of Russian Railways.*

**Decision:**

To approve the Agreement for the regulation of relations connected with process of crossing infrastructure of Russian Railways by a cable line of Customer on the section Belgorod – Belomestnoye of South-Eastern Railroad, concluded between IDGC of Centre, PJSC and Russian Railways, which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

Customer - IDGC of Centre, PJSC;

Contractor - Russian Railways.

**Subject of the Agreement:**

Contractor undertakes to render LLC «SK «RES» in accordance with Agreement №3100/11194/16 dated 13.05.2016 for the performance of work between IDGC of Centre, PJSC (branch of IDGC of Centre, PJSC - Belgorodenergo) and LLC «SK «RES», the following services:

- to choose location of crossing infrastructure of Russian Railways on the section Belgorod – Belomestnoye of South-Eastern Railroad by a cable line of Customer,
- to develop and issue technical specifications of crossing infrastructure of Russian Railways on the section Belgorod – Belomestnoye of South-Eastern Railroad by a cable line of Customer,
- to review and agree upon the design documentation.

The Agreement is concluded pursuant to the requirements of «the Regulation of interaction of involved departments of Russian Railways at the site of South-Eastern Railway in the organization of processes of construction and installation and other works by third parties on land plots owned by Russian Railways on the right of ownership, as well as the right of lease, including land plots of the railroad right of way», approved by Order of Chief of the South-Eastern Railroad – a branch of Russian Railways dated 20.04.2015 № YUVOST-212r, the Provision «On ensuring the safe operation of technical installations and railway equipment in the construction, reconstruction and (or) repair infrastructure facilities of Russian Railways dated 30.08.2013 № 1932r, which are



binding on the Parties under the Agreement.

The signature of the Agreement confirms that the Parties are familiar with the above documents.

**Price of the agreement:** nonmonetary.

**Turnaround time:**

The service provision term is determined in accordance with Appendix # 1 to the Agreement.

**Duration of the Agreement:**

The Agreement shall enter into force upon signature by both Parties and is valid until 31.12.2016, provided that the parties perform their obligations under the Agreement in full.

**Voting results:**

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

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «0»

*Member of the Board of Directors of IDGC of Centre, PJSC 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.**

**Item 8: On approval of an agreement for the regulation of relations connected with process of crossing infrastructure of Russian Railways by a cable line of Customer on the section Valuyki – Rai of South-Eastern Railroad, concluded between IDGC of Centre, PJSC and Russian Railways, 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 Russian Railways is recognized as a related party transaction of the shareholder of the Company – PJSC «Rosseti», whose affiliate (N.R. Podguzov) is a member of the Board of Directors of Russian Railways.*

**Decision:**

To approve the Agreement for the regulation of relations connected with process of crossing infrastructure of Russian Railways by a cable line of Customer on the section Valuyki – Rai of South-Eastern Railroad, concluded between IDGC of Centre, PJSC and Russian Railways, which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

Customer - IDGC of Centre, PJSC

Contractor - Russian Railways

**Subject of the Agreement:**

Contractor undertakes to render CCEI in accordance with Agreement №3100/09262/16 dated 15.04.2016 for the performance of work between IDGC of Centre, PJSC (branch of IDGC of Centre, PJSC - Belgorodenergo) and CCEI, the following services:

- to choose location of crossing infrastructure of Russian Railways on the section Valuyki – Rai of South-Eastern Railroad by a cable line of Customer,
- to develop and issue technical specifications of crossing infrastructure of Russian Railways on the section Valuyki – Rai of South-Eastern Railroad by a cable line of Customer,
- to review and agree upon the design documentation,
- to agree and approve a project for work performance, issue a certificate of work clearance, to carry out technical supervision with Contractor's forces over the work performance of crossing infrastructure of Russian Railways on the section Valuyki – Rai of South-Eastern Railroad by a cable line of Customer.

The Agreement is concluded pursuant to the requirements of «the Regulation of interaction of involved departments of Russian Railways at the site of South-Eastern Railway in the organization of processes of construction and installation and other works by third parties on land plots owned by Russian Railways on the right of ownership, as well as the right of lease, including land plots of the railroad right of way», approved by Order of Chief of the South-Eastern Railroad – a branch of Russian Railways dated 20.04.2015 № YUVOST-212r, the Provision «On ensuring the safe operation of technical installations and railway equipment in the construction, reconstruction and (or) repair infrastructure facilities of Russian Railways dated 30.08.2013 № 1932r, which are binding on the Parties under the Agreement. The signature of the Agreement confirms that the Parties are familiar with the above documents.

**Price of the agreement:** nonmonetary.

**Turnaround time:**

The service provision term is determined in accordance with Appendix # 1 to the Agreement.

**Duration of the Agreement:**

The Agreement shall enter into force upon signature by both Parties and is valid until 31.12.2016, provided that the parties perform their obligations under the Agreement in full.

**Voting results:**

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

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «0»

*Member of the Board of Directors of IDGC of Centre, PJSC 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.**

**Item 9: On approval of an agreement for the regulation of relations connected with process of crossing infrastructure of Russian Railways by a cable line of Customer**

**on the section Nasonovo – Palatovka of South-Eastern Railroad, concluded between IDGC of Centre, PJSC and Russian Railways, 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 Russian Railways is recognized as a related party transaction of the shareholder of the Company – PJSC «Rosseti», whose affiliate (N.R. Podguzov) is a member of the Board of Directors of Russian Railways.*

**Decision:**

To approve the Agreement for the regulation of relations connected with process of crossing infrastructure of Russian Railways by a cable line of Customer on the section Nasonovo – Palatovka of South-Eastern Railroad, concluded between IDGC of Centre, PJSC and Russian Railways, which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

Customer - IDGC of Centre, PJSC

Contractor - Russian Railways

**Subject of the Agreement:**

Contractor undertakes to render LLC «SK «RES» in accordance with Agreement №3100/11585/16 dated 12.05.2016 for the performance of work between IDGC of Centre, PJSC (branch of IDGC of Centre, PJSC - Belgorodenergo) and LLC «SK «RES», the following services:

- to choose location of crossing infrastructure of Russian Railway on the section Nasonovo – Palatovka of South-Eastern Railroad by a cable line of Customer,
- to develop and issue technical specifications of crossing infrastructure of Russian Railway on the section Nasonovo – Palatovka of South-Eastern Railroad by a cable line of Customer,
- to review and agree upon the design documentation.

The Agreement is concluded pursuant to the requirements of «the Regulation of interaction of involved departments of Russian Railways at the site of South-Eastern Railway in the organization of processes of construction and installation and other works by third parties on land plots owned by Russian Railways on the right of ownership, as well as the right of lease, including land plots of the railroad right of way», approved by Order of Chief of the South-Eastern Railroad – a branch of Russian Railways dated 20.04.2015 № YUVOST-212r, the Provision «On ensuring the safe operation of technical installations and railway equipment in the construction, reconstruction and (or) repair infrastructure facilities of Russian Railways dated 30.08.2013 № 1932r, which are binding on the Parties under the Agreement. The signature of the Agreement confirms that the Parties are familiar with the above documents.

**Price of the agreement:** nonmonetary.

**Turnaround time:**

The service provision term is determined in accordance with Appendix # 1 to the Agreement.

**Duration of the Agreement:**

The Agreement shall enter into force upon signature by both Parties and is valid until 31.12.2016, provided that the parties perform their obligations under the Agreement in full.

**Voting results:**

1. Denis Alexandrovich Malkov - «FOR»
2. Yury Nikolayevich Mangarov - «FOR»
3. Irina Borisovna Masaleva - «FOR»
4. Maxim Mikhailovich Saukh - «FOR»

5. Denis Alexandrovich Spirin - «AGAINST»
6. Roman Alexeyevich Filkin - «AGAINST»
7. Oxana Vladimirovna Shatokhina - «FOR»
8. Alexander Viktorovich Shevchuk - «FOR»
9. Natalia Ilyinichna Erpsheer - «FOR»

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «0»

*Member of the Board of Directors of IDGC of Centre, PJSC 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.**

**Item 10: On termination of the participation of IDGC of Centre in Private Institution «Medical Centre «Matyrskiy».**

**Decision:**

To approve the termination of the participation of IDGC of Centre in Private Institution “Medical Centre “Matyrskiy” by means of winding-up of Private Institution “Medical Centre “Matyrskiy” in the manner prescribed by the legislation of the Russian Federation.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 11: On the prior approval of the decision made by the Company of a transaction, involving the alienation of immovable property (gratuitous transfer), which constitutes fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy – Hospital buildings and facilities, located at the address: city of Lipetsk, Vinogradny lane, 16.**

**Decision:**

To approve the decision made by the Company of a transaction, involving the alienation of immovable property (gratuitous transfer), which constitutes fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy – Hospital buildings and facilities, located at the address: city of Lipetsk, Vinogradny lane, 16, on the following essential conditions:

- the alienated property: hospital buildings and facilities, located at the address: city of

Lipetsk, Vinogradny lane, 16, in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

- the book (residual) value of the alienated property as of 30.11.2015 was 15 992 762,05 (Fifteen million nine hundred ninety-two thousand seven hundred sixty-two) rubles 05 kopecks (for reference: the book value as of 30.06.2016 is 14 220 009,75 (Fourteen million two hundred and twenty-nine thousand) rubles 75 kopecks;

- the method of disposal of the property: under an agreement of gratuitous transfer of the property to ownership of the Lipetsk region.

**Voting results:**

- |     |                                |             |
|-----|--------------------------------|-------------|
| 1.  | Oleg Yuryevich Isaev           | - «FOR»     |
| 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 | - «FOR»     |
| 10. | Natalia Ilyinichna Erpsher     | - «FOR»     |

**Total:**

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

**Decision is taken.**

**Item 12: On the prior approval of the decision made by the Company of a transaction, involving the alienation of movable property (gratuitous transfer), which constitutes fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy.**

**Decision:**

To approve the decision made by the Company of a transaction, involving the alienation of movable property (gratuitous transfer), which constitutes fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy on the following essential conditions:

- the alienated movable property in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

- the book (residual) value of the alienated property as of 31.05.2016 is 2 725,64 (Two thousand seven hundred twenty-five) rubles 64 kopecks;

- the method of disposal of the property: under an agreement of gratuitous transfer of the property to ownership of the Lipetsk region.

**Voting results:**

- |    |                               |             |
|----|-------------------------------|-------------|
| 1. | Oleg Yuryevich Isaev          | - «FOR»     |
| 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 - «FOR»  
 10. Natalia Ilyinichna Erpsher - «FOR»

**Total:**

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

**Decision is taken.**

**Item 13: On approval of internal documents of the Company - the Standard «Production Asset Management in IDGC of Centre, PJSC» in a new edition.**

**Decision:**

To approve the Standard «Production Asset Management in IDGC of Centre, PJSC» in a new edition in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.07.2016 (Appendix # 1).
2. The report «On execution of the Schedule of activities of IDGC of Centre, PJSC to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.04.2016, approved by the decision of the Board of Directors of the Company on 31.05.2016 (Minutes of 02.06.2016 # 16/16) (Appendix # 2).
3. The report «On the work performed by IDGC of Centre, PJSC in relation to newly created overdue accounts receivable for the services of electric power transmission in 2Q 2016» (Appendix # 3).
4. The report «On repayment in 1H 2016 of overdue accounts receivable, established by 01.01.2016» (Appendix # 4).
5. The amendments to agreement to provide operation and maintenance of electric grid equipment dated 22.10.2014 №6700/12075/14 (Appendix # 5).
6. The alienated property: hospital buildings and facilities, located at the address: city of Lipetsk, Vinogradny lane, 16 (Appendix # 6).
7. The alienated movable property (Appendix # 7).
8. The Standard «Production Asset Management in IDGC of Centre, PJSC» in a new edition (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**