



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)

«10» August 2018

Moscow

No. 27/18

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: **10.08.2018.**

### AGENDA:

1. On amending an internal document of the Company – the Regulations on Dividend Policy of IDGC of Centre, PJSC.
2. On consideration of the report of General Director «On the investment project implementation status in 2Q 2018 «Construction of smart grids» (in accordance with Order of the Government of the Russian Federation dated 16.06.2014 № 1059-r)».
3. On the payment to General Director of IDGC of Centre, PJSC of a one-time bonus for the performance of a particularly important task.
4. On the consent to enter into a deal, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction.
5. On the composition of the Grid Connection Committee under the Board of Directors of IDGC of Centre, PJSC.
6. On approval of terms and conditions of an agreement with a specialist (expert) attracted by the Audit Commission of the Company.

### Item 1: On amending an internal document of the Company – the Regulations on Dividend Policy of IDGC of Centre, PJSC.

#### Decision:

To amend the Regulations on Dividend Policy of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of IDGC of Centre, PJSC on 02.02.2018 (Minutes of 02.02.2018 # 03/18), in accordance with Appendix # 1 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 - «ABSTAINED»
10. Roman Alexeyevich Filkin - «ABSTAINED»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

**Total:**

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

**Decision is taken.**

A dissenting opinion on the given item was received from a member of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 5).

**Item 2: On consideration of the report of General Director «On the investment project implementation status in 2Q 2018 «Construction of smart grids» (in accordance with Order of the Government of the Russian Federation dated 16.06.2014 № 1059-r)».**

**Decision:**

1. To take into consideration the report of General Director «On the investment project implementation status in 2Q 2018 «Construction of smart grids» (in accordance with Order of the Government of the Russian Federation dated 16.06.2014 № 1059-r)» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. General Director of IDGC of Centre, PJSC to take measures to complete the construction phase as soon as possible in IDGC of Centre - Yarenergo division.

**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 3: On the payment to General Director of IDGC of Centre, PJSC of a one-time bonus for the performance of a particularly important task.**

**Decision:**

In accordance with section 4 of the Regulation on material incentives for General Director of the Company to pay General Director of IDGC of Centre, PJSC O.Y. Isaev a one-time bonus for the performance of a particularly important task - providing reliable and safe power supply for sports and infrastructure facilities of the 2018 FIFA World Cup 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 - «ABSTAINED»
10. Roman Alexeyevich Filkin - «ABSTAINED»
11. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

**Item 4: On the consent to enter into a deal, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», 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 of equipment/works offered by JSC «FOCL-Conductor Administration» under an agreement of supply, performance of work within the implementation of 10 kV commercial metering points at the balance participation boundary with set-up of remote data collection, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction, in accordance with minutes on the results of open tender № 8/125r of 24.11.2017 shall not exceed 542 522 000 (five hundred forty two million five hundred twenty two thousand) rubles 00 kopecks of the Russian Federation, including VAT 82 757 593 (eighty two million seven hundred fifty seven thousand five hundred ninety three) rubles 22 kopecks.
2. To give consent to the conclusion of the related party transaction – the conclusion of the agreement of supply, performance of works within the implementation of 10 kV commercial metering points at the balance participation boundary with set-up of remote data collection on the following essential conditions.

**Parties of the Agreement.**

«Customer» – Interregional Distribution Grid Company of Centre, Public Joint-Stock Company (IDGC of Centre, PJSC).

«Contractor» – Joint Stock Company «Administration of fiber-optic communication lines on overhead transmission lines of interregional distribution grid companies» (JSC «FOCL-Conductor Administration»).

**Subject of the Agreement.**

The Customer instructs, and the Contractor undertakes in accordance with the Terms of Reference, which is an integral part of the Agreement:

- a) on the basis of an Amendment (s) concluded by the Parties for the supply of the Equipment to transfer the Equipment to the ownership of the Customer, and/or
- b) on the basis of an Amendment (s) concluded by the Parties for the supply of the Equipment with set-up of remote data collection, to transfer the Equipment to the ownership of the Customer, as well as perform work on the set-up of data output from the Equipment to the upper level of the information and computing complex of the Customer's top level, and/or

c) on the basis of an Amendment (s) concluded by the Parties for the supply of the Equipment and the implementation of a set of works on the implementation of 10 kV commercial metering points on the balance participation boundary with set-up of remote data collection, to transfer the Equipment to the ownership of the Customer, and also to perform design, installation, commissioning of the Equipment on the Customer's infrastructure, work on the set-up of data output from the Equipment to the upper level of the information and computing complex of the of the Customer's top level, and the Customer undertakes to accept this equipment/work and pay for it.

The Agreement determines the main terms of cooperation of the Parties in the performance of the obligations established by the Agreement and is recognized by the Parties as a framework agreement, as defined in Article 429.1. of the Civil Code of the Russian Federation.

#### **Price of the Agreement.**

The cost of the Agreement is defined as the sum of actual values of all concluded Amendments within the framework of the implementation of the Agreement. The cost of each Amendment is determined on the basis of unit prices established in the Agreement.

The cost of each of Amendments includes the cost of all works, services required to perform such Amendment, other costs of the Contractor, including:

- necessary taxes, duties, fees and other payments in accordance with the current legislation of the Russian Federation;

- expenses related to the warranty for the Equipment;

- expenses associated with the assignment of the Contractor's specialists to perform work under the Agreement.

The price of the supplied Equipment includes the cost of the Equipment, its packaging, delivery, insurance (at the time of delivery), unloading at the place of delivery of the Equipment.

The maximum cost of the Agreement, including all and any Amendments thereto, shall not exceed 542 522 000 (five hundred forty two million five hundred twenty two thousand) rubles 00 kopecks of the Russian Federation, including VAT 82 757 593 (eighty two million seven hundred fifty seven thousand five hundred ninety three) rubles 22 kopecks of the Russian Federation, including all taxes and fees payable under the laws of the Russian Federation.

#### **Other material terms of the Agreement.**

The Agreement enters into force from the moment of its conclusion and is valid until 01.01.2022.

#### **Turnaround time.**

The work is carried out in accordance with the Terms of Reference, as well as the Schedule of the relevant Amendment.

#### **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»

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«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 5: On the composition of the Grid Connection Committee under the Board of Directors of IDGC of Centre, PJSC.**

**Decision:**

To early terminate the powers of the following members of the Grid Connection Committee under the Board of Directors of the Company:

- Alexander Yurievich Korneev;
- Irina Veniaminovna Kim.

1. To elect the following persons to the Grid Connection Committee under the Board of Directors of the Company:

##	Full name	Title
1.	Alexander Mikhailovich Pyatigor	Deputy Director General for Development and Sale of Services of PJSC «Rosseti»
2.	Vladimir Alexandrovich Davydkin	Head of Grid Connection Regulation Office of Prospective Grid Development and Grid Connection Department of PJSC «Rosseti»

2. To elect Alexander Mikhailovich Pyatigor as Chairperson of the Grid Connection Committee under the Board of Directors of IDGC of Centre, PJSC.

**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 6: 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 Tatyana Viktorovna Zaitseva - a specialist (expert) attracted by the Audit Commission of the Company to participate in the audit of financial and economic activities of IDGC of Centre, PJSC for 2017 in accordance with Appendix # 4 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.**

**Appendices:**

1. The Regulations on Dividend Policy of IDGC of Centre, PJSC (Appendix # 1).
2. The report «On the investment project implementation status in 2Q 2018 «Construction of smart grids» (in accordance with Order of the Government of the Russian Federation dated 16.06.2014 № 1059-р)» (Appendix # 2).
3. The procedure of payment of a one-time bonus to General Director of IDGC of Centre, PJSC O.Y. Isaev for the performance of a particularly important task (Appendix # 3).
4. The agreement with T.V. Zaitseva, a specialist attracted by the Audit Commission to audit financial and economic activities of the Company for 2017 (Appendix # 4).
5. The dissenting opinion of the member of the Board of Directors of the Company, A.V. Shevchuk, regarding item # 1 of the agenda of the Board of Directors of the Company (Appendix # 5).

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

**A.I. Kazakov**

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

**S.V. Lapinskaya**