



IDGC OF CENTRE

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)

«04» May 2018

Moscow

No. 16/18

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

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

Participants of the voting: **T.P. Dronova, O.Y. Isaev, Y.N. Mangarov, A.I. Pavlov, A.V. Rakov, M.M. Saukh, P.N. Snikkars, D.A. Spirin, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.**

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

The quorum **is present.**

Date of the minutes: **07.05.2018.**

### AGENDA:

1. On consideration of reports of General Director of the Company «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 2017».
2. 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.
3. On consideration of the report of General Director of the Company «On the work performed in 1Q 2018 to reduce costs of servicing the loan portfolio».
4. On consideration of the report of General Director of the Company «On compliance with the Information Policy of the Company in 2017».
5. On consideration of the report of General Director of the Company «On measures taken to prevent deviations in the implementation of the Company's Investment Program in 2018».
6. On consideration of the report of General Director of the Company «On the execution in 1Q 2018 of the Action Plan for the preparation of power grid facilities of SDCs of PJSC Rosseti for the 2018 World Cup and the 2017 Confederations Cup».

**Item 1. On consideration of reports of General Director of the Company «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 2017».**

#### Decision:

To take into consideration the report on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 2017 in accordance with Appendices # 1-2 to this decision of the Board of Directors of the Company.

#### Voting results:

- |                               |         |
|-------------------------------|---------|
| 1. Tatiana Petrovna Dronova   | - «FOR» |
| 2. Oleg Yuryevich Isaev       | - «FOR» |
| 3. Yury Nikolayevich Mangarov | - «FOR» |
| 4. Alexey Igorevich Pavlov    | - «FOR» |
| 5. Alexey Viktorovich Rakov   | - «FOR» |

- |     |                                |         |
|-----|--------------------------------|---------|
| 6.  | Maxim Mikhailovich Saukh       | - «FOR» |
| 7.  | Pavel Nikolayevich Snikkars    | - «FOR» |
| 8.  | Denis Alexandrovich Spirin     | - «FOR» |
| 9.  | Roman Alexeyevich Filkin       | - «FOR» |
| 10. | Oxana Vladimirovna Shatokhina  | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 2. 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 of the Russian Federation.
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) 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 Amendment 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.

**Persons related to the transaction, and grounds for relation:**

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

**Voting results:**

- |     |                                |               |
|-----|--------------------------------|---------------|
| 1.  | Tatiana Petrovna Dronova       | - «ABSTAINED» |
| 2.  | Yury Nikolayevich Mangarov     | - «FOR»       |
| 3.  | Alexey Igorevich Pavlov        | - «FOR»       |
| 4.  | Alexey Viktorovich Rakov       | - «FOR»       |
| 5.  | Maxim Mikhailovich Saukh       | - «FOR»       |
| 6.  | Pavel Nikolayevich Snikkars    | - «AGAINST»   |
| 7.  | Denis Alexandrovich Spirin     | - «AGAINST»   |
| 8.  | Roman Alexeyevich Filkin       | - «AGAINST»   |
| 9.  | Oxana Vladimirovna Shatokhina  | - «FOR»       |
| 10. | Alexander Viktorovich Shevchuk | - «AGAINST»   |

**Total:**

«FOR»	- «5»
«AGAINST»	- «4»
«ABSTAINED»	- «1»

*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 NOT taken.**

**Item 3. On consideration of the report of General Director of the Company «On the work performed in 1Q 2018 to reduce costs of servicing the loan portfolio».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On the work performed in 1Q 2018 to reduce costs of servicing the loan portfolio» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

2. To revoke clause 2.1 of the decision of the Board of Directors of the Company dated 29.09.2016 (Minutes # 27/16 of 30.09.2016) regarding item # 9 «On amendment of the decision of the Board of Directors of the Company dated 31.05.2016 (Minutes # 16/16 of 02.06.2016) regarding item # 4 «On consideration of the report of General Director of the Company «On the credit policy of the Company in 1Q 2016».

**Voting results:**

- |     |                                |         |
|-----|--------------------------------|---------|
| 1.  | Tatiana Petrovna Dronova       | - «FOR» |
| 2.  | Oleg Yuryevich Isaev           | - «FOR» |
| 3.  | Yury Nikolayevich Mangarov     | - «FOR» |
| 4.  | Alexey Igorevich Pavlov        | - «FOR» |
| 5.  | Alexey Viktorovich Rakov       | - «FOR» |
| 6.  | Maxim Mikhailovich Saukh       | - «FOR» |
| 7.  | Pavel Nikolayevich Snikkars    | - «FOR» |
| 8.  | Denis Alexandrovich Spirin     | - «FOR» |
| 9.  | Roman Alexeyevich Filkin       | - «FOR» |
| 10. | Oxana Vladimirovna Shatokhina  | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 4. On consideration of the report of General Director of the Company «On compliance with the Information Policy of the Company in 2017».**

**Decision:**

To take into consideration the report of General Director of the Company «On compliance with the Information Policy of the Company in 2017» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

**Voting results:**

- |     |                                |         |
|-----|--------------------------------|---------|
| 1.  | Tatiana Petrovna Dronova       | - «FOR» |
| 2.  | Oleg Yuryevich Isaev           | - «FOR» |
| 3.  | Yury Nikolayevich Mangarov     | - «FOR» |
| 4.  | Alexey Igorevich Pavlov        | - «FOR» |
| 5.  | Alexey Viktorovich Rakov       | - «FOR» |
| 6.  | Maxim Mikhailovich Saukh       | - «FOR» |
| 7.  | Pavel Nikolayevich Snikkars    | - «FOR» |
| 8.  | Denis Alexandrovich Spirin     | - «FOR» |
| 9.  | Roman Alexeyevich Filkin       | - «FOR» |
| 10. | Oxana Vladimirovna Shatokhina  | - «FOR» |
| 11. | Alexander Viktorovich Shevchuk | - «FOR» |

**Total:**

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

**Decision is taken.****Item 5. On consideration of the report of General Director of the Company «On measures taken to prevent deviations in the implementation of the Company's Investment Program in 2018».****Decision:**

To take into consideration the report of General Director of the Company «On measures taken to prevent deviations in the implementation of the Company's Investment Program in 2018» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Tatiana Petrovna Dronova - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Yury Nikolayevich Mangarov - «FOR»
4. Alexey Igorevich Pavlov - «FOR»
5. Alexey Viktorovich Rakov - «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»

**Total:**

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

*Member of the Board of Directors of the Company, P.N. Snikkars, did not take part in the voting on this item.*

**Decision is taken.****Item 6. On consideration of the report of General Director of the Company «On the execution in 1Q 2018 of the Action Plan for the preparation of power grid facilities of SDCs of PJSC Rosseti for the 2018 World Cup and the 2017 Confederations Cup».****Decision:**

To take into consideration the report of General Director of the Company «On the execution in 1Q 2018 of the Action Plan for the preparation of power grid facilities of SDCs of PJSC Rosseti for the 2018 World Cup and the 2017 Confederations Cup» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Tatiana Petrovna Dronova - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Yury Nikolayevich Mangarov - «FOR»
4. Alexey Igorevich Pavlov - «FOR»
5. Alexey Viktorovich Rakov - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Pavel Nikolayevich Snikkars - «FOR»
8. Denis Alexandrovich Spirin - «ABSTAINED»
9. Roman Alexeyevich Filkin - «ABSTAINED»
10. Oxana Vladimirovna Shatokhina - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.****Appendices:**

1. The reports of General Director of the Company «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 2017» (Appendices ## 1-2).
2. The report of General Director of the Company «On the work performed in 1Q 2018 to reduce costs of servicing the loan portfolio» (Appendix # 3).
3. The report of General Director of the Company «On compliance with the Information Policy of the Company in 2017» (Appendix # 4).
4. The report of General Director of the Company «On measures taken to prevent deviations in the implementation of the Company's Investment Program in 2018» (Appendix # 5).
5. The report of General Director of the Company «On the execution in 1Q 2018 of the Action Plan for the preparation of power grid facilities of SDCs of PJSC Rosseti for the 2018 World Cup and the 2017 Confederations Cup» (Appendix # 6).

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

**Y.N. Mangarov**

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

**S.V. Lapinskaya**