



“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)

«17» August 2015

Moscow

No. 16/15

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

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

Participants of the voting: **A.M. Branis, T.P. Dronova, O.Y. Isaev, D.A. Malkov, Y.N. Mangarov, Y.N. Pankstyanov, M.M. Saukh, A.N. Kharin, R.A. Filkin, A.V. Shevchuk, N.I. Erpsher.**

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

The quorum is **present.**

Absence of objections concerning the materials and draft resolutions from V.G. Korolev, the observer of the Federal Antimonopoly Service of the Russian Federation, was taken into account at drawing up of the minutes.

Date of the minutes: **19.08.2015.**

AGENDA:

1. On approval of the list of projects in the field of energy conservation and increasing economic efficiency, suitable for implementation in terms of entering into energy service agreements (contracts), approved by the Board of Directors of the Company on 18.12.2014 (Minutes # 29/14 of 19.12.2014), in a new edition.
2. On the prior approval of an amendment to the collective agreement of the Company for 2013-2015.
3. On consideration of the list of investment projects involving construction, reconstruction, retooling of fixed assets under construction, with their estimated cost of 1.5 bln RUB with VAT for conducting public technological and price audit in 2015.
4. On approval of an internal document of the Company - the Regulation on the Reliability Committee of the Board of Directors of the Company in a new edition.
5. On approval of an agreement for provision of services on the property, concluded between IDGC of Centre, PJSC and FGC UES, which is a related party transaction.
6. On approval of an agreement to perform repair work, concluded between IDGC of Centre, PJSC and Kubanenergo PJSC, which is a related party transaction.

Item 1. On approval of the list of projects in the field of energy conservation and increasing economic efficiency, suitable for implementation in terms of entering into energy service agreements (contracts), approved by the Board of Directors of the Company on 18.12.2014 (Minutes # 29/14 of 19.12.2014), in a new edition.

Decision:

To approve the list of projects in the field of energy conservation and increasing economic efficiency, suitable for implementation in terms of entering into energy service agreements

(contracts), approved by the Board of Directors of the Company on 18.12.2014 (Minutes # 29/14 of 19.12.2014), in a new edition in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Andrey Nikolayevich Kharin | - «ABSTAINED» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

Decision is taken.

Item 2. On the prior approval of an amendment to the collective agreement of the Company for 2013-2015.

Decision:

To approve the amendment to the Collective Agreement of IDGC of Centre, PJSC for 2013-2015 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Andrey Nikolayevich Kharin | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 3. On consideration of the list of investment projects involving construction, reconstruction, retooling of fixed assets under construction, with their estimated cost of 1.5 bln RUB with VAT for conducting public technological and price audit in 2015.

Decision:

To take into consideration the information about the absence of investment projects involving construction, reconstruction, retooling of fixed assets under construction with their estimated cost of 1.5 bln RUB and over in the approved Investment Program of IDGC

of Centre, PJSC for the period of 2015, 2016-2020 and in the approved Investment Program for the period of 2015-2019.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Andrey Nikolayevich Kharin | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 4. On approval of an internal document of the Company - the Regulation on the Reliability Committee of the Board of Directors of the Company in a new edition.

Decision:

To approve the Regulation on the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Denis Alexandrovich Malkov | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Yury Nikolayevich Pankstyanov | - «FOR» |
| 7. Maxim Mikhailovich Saukh | - «FOR» |
| 8. Andrey Nikolayevich Kharin | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 5: On approval of an agreement for provision of services on the property, concluded between IDGC of Centre, PJSC and FGC UES, which is a related party transaction.

Decision:

1. To determined in accordance with the calculation of the Agreement price (Appendix # 1 to the Agreement) the monthly fee for services to provide property of IDGC of Centre for FGC UES in the amount of 6 095,46 (Six thousand ninety five) rubles 46 kopecks, including VAT 929,82 (Nine hundred and twenty-nine) rubles 82 kopecks.

The total price of services under the Agreement for the provision of property for the entire duration of the Agreement, taking into account its extension should not be, or exceed more than 2 (two) percent of the book value of assets of FGC UES according to its financial statements as of the last reporting date.

2. To approve the Agreement on the provision of the property, concluded between IDGC of Centre and FGC UES, which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

Customer - Public Joint-Stock Company «Federal Grid Company of Unified Energy System» (FGC UES)

Contractor - "Interregional Distribution Grid Company of Centre", Public Joint-Stock Company (IDGC of Centre – Bryanskenergo division).

Scope of the Agreement:

Contractor provides to Customer, and Customer pays for the service provision for use of the property owned by the Contractor under the right of ownership (Certificate of state registration of title 32-32-12/003/2008-410 dated 09.06.2008, 32-32-05/001/2008-353 dated 28.05.2008, 32-32-02/006/2008-833 dated 11.06.2008, 32-32-05/007/2008-781 dated 07.06.2008) (hereinafter – the property), namely:

- Elements of structures of power lines of the Conductor-35kV Churovichi-Ivanovka (hereinafter – the Conductor) for installation and operation of Customer-owned fiber optic cable communication lines with the length of 11.6 km;

- Elements of structures of power lines of the Conductor-35kV Red Mountain-Factory (hereinafter – the Conductor) for installation and operation of Customer-owned fiber optic cable communication lines with the length of 3.9 km;

- Elements of structures of power lines of the Conductor-110kV Substation Novobryanskaya - Substation Energoremont (hereinafter – the Conductor), for installation and operation of Customer-owned fiber optic cable communication lines with the length of 3.01 km;

- A part of premises (0.2 sq.m.) of Klintsovsky Distribution Zone (supervisory control system room) to accommodate a Customer-owned telecommunications cabinet (hereinafter – the Equipment) in accordance with Appendix #2 to the Agreement;

Price of the Agreement:

The payment for the provided service is determined with the Calculation of the Agreement price (Appendix # 1 to the Agreement) and is 6 095,46 (Six thousand ninety five) rubles 46 kopecks a month, including VAT – 929,82 (Nine hundred and twenty-nine) rubles 82 kopecks, while the price of services to provide for the use of the property for the period from 01.01.2013 to 31.12.2014 is 146 291 (One hundred forty-six thousand two hundred ninety-one) rubles 04 kopecks, including VAT (18%) - in the amount of 22 315 (Twenty two thousand three hundred and fifteen) rubles 68 kopecks.

Contractor reserves the right to revise the annual rates for the service.

Settlement procedure:

The service fee shall be transferred by Customer no later than 30 (thirty) working days from the date of signing by the Parties of the Act of Acceptance of rendered services in a reporting period.

Turnaround time under the Agreement:

Start of the services provision under the Agreement: 01.01.2013;

Completion of the services provision under the Agreement: 31.12.2014.

Duration of the Agreement:

The Agreement shall enter into force upon its signing and is valid till December 31, 2014. In accordance with para. 2 of Art. 425 of the Civil Code of the Russian Federation the conditions of the Agreement are applicable to the relation of the Parties effective from

January 1, 2013.

If 30 days before the expiry of the Agreement, neither party notifies the other of its intention to terminate it, the Agreement is considered to be each time extended for twelve (12) months, provided that the price of the services under the Agreement shall not exceed 2% of the book value of the assets of Customer according to its financial statements for the last reporting date, preceding the date of extension of the Agreement.

Dispute resolution:

Disputes and disagreements that may arise in the execution of the Agreement shall be settled by means of negotiations. For the consideration of disputes the Parties shall establish the claims-related dispute resolution. Term of consideration of and response to the claim is set at ten (10) days of receipt.

If it is not possible to resolve disputes and differences through negotiations, they shall be settled in the Arbitration Court of the Bryansk region.

In all other cases not provided for by the Agreement, the Parties shall be governed by the legislation of the Russian Federation.

Voting results:

O.Y. Isaev, a member of the Board of Directors of IDGC of Centre, PJSC, 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».

- | | |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Denis Alexandrovich Malkov | - «FOR» |
| 4. Yury Nikolayevich Mangarov | - «FOR» |
| 5. Yury Nikolayevich Pankstyanov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Andrey Nikolayevich Kharin | - «ABSTAINED» |
| 8. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 10. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

Decision is taken.

Item 6. On approval of an agreement to perform repair work, concluded between IDGC of Centre, PJSC and Kubanenergo PJSC, which is a related party transaction.

Decision:

1. To determined in accordance with the planned scope of work, specified in the local estimate (Appendix 1 to the Agreement), the cost of work performed under the Agreement between IDGC of Centre and Kubanenergo in the amount of 10 369 521, 74 (Ten million three hundred sixty-nine thousand five hundred twenty-one) thousand 74 kopecks, including 18% VAT - 1 581 791, 45 (One million five hundred eighty-one thousand seven hundred ninety-one) rubles 45 kopecks.

The total price of work under the Agreement for the whole period of validity of the Agreement shall not be or exceed 2 (two) percent of the book value of assets of IDGC of Centre according to its financial statements as of the last reporting date.

2. To approve the Agreement for the performance of repair work to eliminate consequences of failures at facilities of Kubanenergo PJSC, caused by damage of equipment resulting from natural disasters, concluded between IDGC of Centre, PJSC and Kubanenergo PJSC,

which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

«Customer» - Kubanenergo PJSC;

«Contractor» - IDGC of Centre, PJSC.

Scope of the Agreement: Contractor undertakes to perform work to eliminate consequences of failures at electric power facilities of Customer caused by damage to equipment as a result of natural disasters and deliver to Customer. Types of work, their content and scope are determined by the parties in the budget documentation (Appendix 1 to the Agreement).

Price of the Agreement: The cost of work performed by Contractor is 10 369 521, 74 (Ten million three hundred sixty-nine thousand five hundred twenty-one) thousand 74 kopecks, including 18% VAT - 1 581 791, 45 (One million five hundred eighty-one thousand seven hundred ninety-one) rubles 45 kopecks, in accordance with the planned scope of work specified in the local estimate (Appendix 1 to the Agreement).

Turnaround time: The work is to be performed from January 21, 2014 till February 02, 2014.

Duration of the Agreement: The Agreement shall enter into force upon signature by both parties and is valid until the Parties fulfill the obligations undertaken. The terms and conditions of the Agreement are applicable to the relation of the parties effective from 21.01.2014.

Voting results:

The following members of the Board of Directors of the Company did not take part in the voting on this item:

- Y.N. Mangarov, A.N. Kharin, as recognized as interested directors in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies»;

- O.Y. Isaev, as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- | | |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 2. Tatiana Petrovna Dronova | - «FOR» |
| 3. Denis Alexandrovich Malkov | - «FOR» |
| 4. Yury Nikolayevich Pankstyanov | - «FOR» |
| 5. Maxim Mikhailovich Saukh | - «FOR» |
| 6. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 7. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 8. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «5»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Appendices:

1. The list of projects in the field of energy conservation and increasing economic efficiency, suitable for implementation in terms of entering into energy service agreements (contracts), approved by the Board of Directors of the Company on 18.12.2014 (Minutes # 29/14 of 19.12.2014), in a new edition (Appendix # 1).
2. The amendment to the Collective Agreement of IDGC of Centre, PJSC for 2013-2015 (Appendix # 2).
3. The Regulation on the Reliability Committee of the Board of Directors of IDGC of Centre, PJSC in a new edition (Appendix # 3).

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

Y.N. Mangarov

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

S.V. Lapinskaya