



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

«24» December 2018

Moscow

No. 43/18

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: **24.12.2018.**

**AGENDA:**

1. On consideration of the report of General Director of the Company “On the organization of interaction with the executive authorities of the constituent entities of the Russian Federation to synchronize the implementation by the single centre of competence on the future development of the electric power industry (JSC “Institute “Energosetproekt”) of “Schemes and programs for development of the electric power industry of the Russian Federation for a 5-year long-term period” and “Comprehensive programs of development of electric grids for a 5-year long-term period”.
2. On approval of the adjusted Target Program “Strengthening the anti-terrorism and anti-sabotage protection of facilities of IDGC of Centre, PJSC for 2019-2020”.
3. On determination of the position of IDGC of Centre, PJSC regarding the agenda item of a meeting of the Board of Directors of JSC “Sanatorium “Energetik”: On approval of the report on execution of key performance indicators of General Director of JSC “Sanatorium “Energetik” in 3Q 2018.
4. On amending the internal document of the Company - the Scenario conditions for formation of an investment program of IDGC of Centre, PJSC.
5. On approval of an internal document as amended - the Rules of payments completion of IDGC of Centre, PJSC.
6. On approval of changes to the Action Plan for development and improvement of the internal audit activity of IDGC of Centre, PJSC for 2017-2019.
7. On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tambov region, Mordovsky district, the village of Shulgino, Mira street, house 24.
8. On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and

thermal energy, located at the address: Tambov region, Uvarovsky district, the village of Novaya, Novoderevenskaya street, house 29.

9. On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tambov region, Tokarevsky district, the village of Malaya Zveryaevka, Zarechnaya street, house 10.

10. On amending the Private Pension Program for employees of IDGC of Centre, PJSC for 2H 2018.

11. On approval of the Private Pension Program for employees of IDGC of Centre, PJSC for 2019.

**Item 1: On consideration of the report of General Director of the Company “On the organization of interaction with the executive authorities of the constituent entities of the Russian Federation to synchronize the implementation by the single centre of competence on the future development of the electric power industry (JSC “Institute “Energosetproekt”) of “Schemes and programs for development of the electric power industry of the Russian Federation for a 5-year long-term period” and “Comprehensive programs of development of electric grids for a 5-year long-term period”.**

**Decision:**

To take into consideration the report of General Director of the Company “On the organization of interaction with the executive authorities of the constituent entities of the Russian Federation to synchronize the implementation by the single centre of competence on the future development of the electric power industry (JSC “Institute “Energosetproekt”) of “Schemes and programs for development of the electric power industry of the Russian Federation for a 5-year long-term period” and “Comprehensive programs of development of electric grids for a 5-year long-term period” 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 | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 2: On approval of the adjusted Target Program “Strengthening the anti-terrorism and anti-sabotage protection of facilities of IDGC of Centre, PJSC for**

**2019-2020”.**

**Decision:**

To approve the adjusted Target Program “Strengthening the anti-terrorism and anti-sabotage protection of facilities of IDGC of Centre, PJSC for 2019-2020” in accordance with Appendix # 2 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 | - «ABSTAINED» |

**Total:**

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

**Decision is taken.**

**Item 3: On determination of the position of IDGC of Centre, PJSC regarding the agenda item of a meeting of the Board of Directors of JSC “Sanatorium “Energetik”: On approval of the report on execution of key performance indicators of General Director of JSC “Sanatorium “Energetik” in 3Q 2018.**

**Decision:**

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 report on execution of key performance indicators of General Director of JSC “Sanatorium “Energetik” in 3Q 2018» to vote «FOR» taking the following decision:

*«To approve the Report on execution of key performance indicators of General Director of the Company in 3Q 2018 in accordance with the Appendix».*

**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 amending the internal document of the Company - the Scenario conditions for formation of an investment program of IDGC of Centre, PJSC.**

**Decision:**

To amend the Scenario conditions for formation of an investment program of IDGC of Centre, PJSC, approved by the Board of Directors of IDGC of Centre, PJSC on 15.02.2018 (Minutes of 16.02.2018 # 05/18), 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  | - «ABSTAINED» |

**Total:**

«FOR»

- «8»

«AGAINST»

- «0»

«ABSTAINED»

- «3»

**Decision is taken.**

**Item 5: On approval of an internal document as amended - the Rules of payments completion of IDGC of Centre, PJSC.**

**Decision:**

1. To approve the Rules of payments completion of IDGC of Centre, PJSC as amended in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

2. To consider the Rules of payments completion of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of IDGC of Centre, PJSC on 31.08.2018 (Minutes of 31.08.2018 # 29/18), to have lost force.

**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      | - «AGAINST»   |
| 10. | Roman Alexeyevich Filkin        | - «AGAINST»   |
| 11. | Alexander Viktorovich Shevchuk  | - «ABSTAINED» |

**Total:**

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

**Decision is taken.****Item 6: On approval of changes to the Action Plan for development and improvement of the internal audit activity of IDGC of Centre, PJSC for 2017-2019.****Decision:**

1. To approve the changes to the Action Plan for development and improvement of the internal audit activity of IDGC of Centre, PJSC for 2017-2019 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.
2. To amend paragraph 3 of the decision of the Board of Directors of the Company taken on 12.12.2016 (Minutes of 13.12.2016 # 33/16) regarding item # 9, having set a new deadline: not later than 31.12.2019.

**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 7: On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tambov region, Mordovsky district, the village of Shulgino, Mira street, house 24.****Decision:**

To approve the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, on the following essential conditions:

- the alienated property: name: non-residential buildings, purpose: non-residential, area: 93,2 sq. m., cadastral number: 68:08:1113015:15, located at the address: Tambov region, Mordovsky district, the village of Shulgino, Mira street, house 24;
- the book (residual) value of the alienated property as of 01.10.2018 is 231 459 (Two hundred thirty one thousand four hundred fifty nine) rubles 60 kopecks;
- the method of disposal of the property: auction sale, open by the composition of

participants and open in the form of submission of proposals;

- the initial price of the auction: the cost equal to the market price of the property, determined by an independent appraiser LLC "Valuation Institute" (Valuation report № M-2597/a), in the amount of 84 745 (Eighty four thousand seven hundred forty five) rubles 76 kopecks, excluding VAT;

- if the auction is declared invalid due to filing of the application by only one participant, the property is alienated at a price equal to the initial price of the auction by concluding a sale and purchase agreement of the property with the single participant;

- the procedure and term for payment of the property: in cash prior to transfer of the title to the property, within 10 (Ten) calendar days from the date of signing by the parties of the sale and purchase agreement.

**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      | - «AGAINST» |
| 10. | Roman Alexeyevich Filkin        | - «AGAINST» |
| 11. | Alexander Viktorovich Shevchuk  | - «FOR»     |

**Total:**

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

**Decision is taken.**

**Item 8: On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tambov region, Uvarovsky district, the village of Novaya, Novoderevenskaya street, house 29.**

**Decision:**

To approve the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, on the following essential conditions:

- the alienated property: name: a garage, purpose: non-residential, area: 90,6 sq. m., cadastral number: 68:22:0801006:135, located at the address: Tambov region, Uvarovsky district, the village of Novaya, Novoderevenskaya street, house 29;

- the book value of the alienated property as of 01.10.2018 is 297 034 (Two hundred ninety seven thousand thirty four) rubles 44 kopecks;

- the method of disposal of the property: auction sale, open by the composition of participants and open in the form of submission of proposals;

- the initial price of the auction: the cost equal to the market price of the property, determined by an independent appraiser LLC "Valuation Institute" (Valuation report № M-2597/a), in the amount of 84 745 (Eighty four thousand seven hundred forty five)

rubles 76 kopecks, excluding VAT;

- if the auction is declared invalid due to filing of the application by only one participant, the property is alienated at a price equal to the initial price of the auction by concluding a sale and purchase agreement of the property with the single participant;
- the procedure and term for payment of the property: in cash prior to transfer of the title to the property, within 10 (Ten) calendar days from the date of signing by the parties of the sale and purchase agreement.

**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      | - «AGAINST» |
| 10. | Roman Alexeyevich Filkin        | - «AGAINST» |
| 11. | Alexander Viktorovich Shevchuk  | - «FOR»     |

**Total:**

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

**Decision is taken.**

**Item 9: On the prior approval of the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, located at the address: Tambov region, Tokarevsky district, the village of Malaya Zveryaevka, Zarechnaya street, house 10.**

**Decision:**

To approve the decision made by the Company of a transaction, related to alienation of fixed assets classified in accordance with the law to real estate, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, on the following essential conditions:

- the alienated property: name: a garage, purpose: non-residential, area: 42,6 sq. m., cadastral number: 68:21:1001004:94, located at the address: Tambov region, Tokarevsky district, the village of Malaya Zveryaevka, Zarechnaya street, house 10;
- the book (residual) value of the alienated property as of 01.10.2018 is 73 107 (Seventy three thousand one hundred seven) rubles 13 kopecks;
- the method of disposal of the property: auction sale, open by the composition of participants and open in the form of submission of proposals;
- the initial price of the auction: the cost equal to the market price of the property, determined by an independent appraiser LLC “Valuation Institute” (Valuation report № M-2597/a), in the amount of 33 898 (Thirty three thousand eight hundred ninety eight) rubles 31 kopecks, excluding VAT;
- if the auction is declared invalid due to filing of the application by only one participant, the property is alienated at a price equal to the initial price of the auction by

concluding a sale and purchase agreement of the property with the single participant;  
- the procedure and term for payment of the alienated property: in cash prior to transfer of the title to the property, within 10 (Ten) calendar days from the date of signing by the parties of the sale and purchase agreement.

**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      | - «AGAINST» |
| 10. Roman Alexeyevich Filkin       | - «AGAINST» |
| 11. Alexander Viktorovich Shevchuk | - «FOR»     |

**Total:**

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

**Decision is taken.**

**Item 10: On amending the Private Pension Program for employees of IDGC of Centre, PJSC for 2H 2018.**

**Decision:**

To amend the Private Pension Program for employees of IDGC of Centre, PJSC for 2H 2018 in accordance with Appendix # 6 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 | - «ABSTAINED» |

**Total:**

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

**Decision is taken.**

**Item 11: On approval of the Private Pension Program for employees of IDGC of Centre, PJSC for 2019.**

**Decision:**



To approve the Private Pension Program for employees of IDGC of Centre, PJSC for 2019 in accordance with Appendix # 7 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  | - «ABSTAINED» |

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The report “On the organization of interaction with the executive authorities of the constituent entities of the Russian Federation to synchronize the implementation by the single centre of competence on the future development of the electric power industry (JSC “Institute “Energosetproekt”) of “Schemes and programs for development of the electric power industry of the Russian Federation for a 5-year long-term period” and “Comprehensive programs of development of electric grids for a 5-year long-term period” (Appendix # 1).
2. The adjusted Target Program “Strengthening the anti-terrorism and anti-sabotage protection of facilities of IDGC of Centre, PJSC for 2019-2020” (Appendix # 2).
3. The amendments to the Scenario conditions for formation of an investment program of IDGC of Centre, PJSC (Appendix # 3).
4. The Rules of payments completion of IDGC of Centre, PJSC as amended (Appendix # 4).
5. The changes to the Action Plan for development and improvement of the internal audit activity of IDGC of Centre, PJSC for 2017-2019 (Appendix # 5).
6. The amendments to the Private Pension Program for employees of IDGC of Centre, PJSC for 2H 2018 (Appendix # 6).
7. The Private Pension Program for employees of IDGC of Centre, PJSC for 2019 (Appendix # 7).

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

**A.I. Kazakov**

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

**S.V. Lapinskaya**