

Statement of material fact
«On holding meeting of the Board of Directors of the issuer, as well as the separate decisions taken by
the Board of Directors of the issuer»
(insider information disclosure)

Part 1

1. General information

1.1. Full issuer's business name (for non-commercial organization – name)	Interregional Distribution Grid Company of Centre, Public Joint-Stock Company
1.2. Abbreviated issuer's business name	IDGC of Centre, PJSC
1.3. Issuer's location	Russia, Moscow
1.4. Primary State Registration Number of the issuer	1046900099498
1.5. Tax payer number of the issuer	6901067107
1.6. Issuer's Unique code, assigned by registering authority	10214-A
1.7. Web page address used by the issuer for information disclosure	http://www.e-disclosure.ru/portal/company.aspx?id=7985;http://www.mrsk-1.ru/ru/information/

2. Contents of the statement

2.1. The quorum of the meeting of the Board of Directors:

Total number of members of the Board of Directors: 11 persons. Participants of the meeting: 10 persons. The quorum for all the items is present.

2.2. The content of the decisions taken by the Board of Directors of the issuer, and voting results on the decisions taken:

Item 1: On consideration of the Report of the Company's Internal Audit «On the efficiency of the internal control and risk management system of the Company in 2015».

Decision:

1. To approve the Report on the efficiency of the internal control and risk management system of IDGC of Centre, PJSC in 2015 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To instruct Chief Executive Officer of the Company:

2.1. To develop not later than 15.04.2016 and implement a set of measures to improve the internal control system and risk management system, providing increased maturity level of the internal control system and risk management system on the results of 2016.

2.2. To submit for consideration of the Board of Directors of the Company the Report on implementation of the specified measures together with the Report of the Internal Audit of the Company on efficiency of the internal control and risk management system in 2016.

Deadline: not later than 01.04.2017.

Voting results:

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

DECISION IS TAKEN.

Item 2: On consideration of the Report of the Internal Audit and Control Department of the Company «On the execution of the Work plan for 2015 and the internal audit performance».

Decision:

To approve the Report of the Internal Audit and Control Department of IDGC of Centre, PJSC «On the execution of the Work plan for 2015 and the internal audit performance» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

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

DECISION IS TAKEN.

Item 3: On consideration of the report of General Director of the Company «On the management of key operational risks of the Company for 2015».

Decision:

To take into consideration the report of General Director of the Company «On the management of key operational

risks of the Company for 2015» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

To pay attention to the need for more effective measures to reduce the factors that affect the implementation of the risk KOR 007 - «Risk of deviation in overdue receivables from the set in the business plan».

Voting results:

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

DECISION IS TAKEN.

Item 4: On consideration of the report of General Director of the Company «On the credit policy of the Company in 4Q 2015».

Decision:

1. To take into consideration the report of General Director of the Company «On the credit policy of the Company in 4Q 2015» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

2. To mark the exceeded target limit value to service the debt as of 31.12.2015.

3. To agree upon the temporary excess of the target limit to service the debt as of 31.12.2015.

4. To instruct General Director of the Company:

- to ensure compliance with the requirements of the Regulations on credit policy, approved by the Board of Directors of the Company.

- to carry out activities aimed at reducing the cost of servicing the debt portfolio and to submit to the Board of Directors of the Company a report on the measures undertaken within the item «On consideration of the report of General Director of the Company «On the credit policy of the Company in 1Q 2016».

Voting results:

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

DECISION IS TAKEN.

Item 5: On approval of the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC.

Decision:

1. To approve the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC (hereinafter - the Method) in accordance with Appendix # 5 to this decision of the Board of Directors of the Company. To determine the entry date of the Method into force - from 01.01.2016.

2. To recognize the decision of the Board of Directors of the Company, taken on 26.02.2015 (Minutes # 03/15 of 27.02.2015) regarding item # 5 «On approval of the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC» to have lost force.

Voting results:

«FOR» - 5; «AGAINST» - 3; «ABSTAINED» - 2.

DECISION IS TAKEN.

Item 6: On approval of target values of annual and quarterly key performance indicators of General Director of the Company for 2016.

Decision:

1. To approve the target values of annual and quarterly key performance indicators of General Director of the Company for 2016 in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

2. To recognize the decision of the Board of Directors of the Company, taken on 28.12.2016 (Minutes # 27/15 of 29.12.2015) regarding item # 8 «On approval of target values of key performance indicators of General Director of the Company for 2016» to have lost force.

Voting results:

«FOR» - 5; «AGAINST» - 2; «ABSTAINED» - 3.

DECISION IS TAKEN.

Item 7: On approval of the Program of increasing operational efficiency and reducing costs of IDGC of Centre, PJSC for 2016 – 2020.

Decision:

To approve the Program of increasing operational efficiency and reducing costs of IDGC of Centre, PJSC for 2016 – 2020 in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

Voting results:

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

DECISION IS TAKEN.

Item 8: On approval of Agreement of temporary limited use of an overhead power line at the section «SS Voronezhskaya 500 – SS №40 Kirovskaya», concluded between IDGC of Centre, PJSC, Federal Grid Company, MTS, MegaFon and LLC «Torsion-Telecom», 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, Federal Grid Company, LLC «Torsion-Telecom», MTS and MegaFon 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, S.I. Shmatko, A.E. Murov and A.A. Demin) hold positions in management bodies of Federal Grid Company.

Decision:

1. To determine in accordance with the Accounting memorandum (Appendix # 8 to the Agreement) the total cost of the provided to the Users rights for temporary limited use of an overhead power line in the section with its length of 19 088 metres (from SS Voronezhskaya 500 to SS №40 Kirovskaya) for the term of use (payment) of 25 (twenty five) years in the amount of 1 350 476,00 (One million three hundred fifty thousand four hundred seventy-six) rubles 00 kopecks, including VAT (18%) 206 004,81 (Two hundred and six thousand and four) rubles 81 kopecks, including:

- for **User 1** the cost of the right of temporary limited use of the Used Property during the Term of Use is 16/24 of the amount and the equivalent amount of 900 317,32 (Nine hundred thousand three hundred and seventeen) rubles 32 kopecks, including VAT (18%) 137 336,54 (One hundred thirty-seven thousand three hundred thirty-six) rubles 54 kopecks.

- for **User 2** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 225 079,33 (Two hundred twenty-five thousand and seventy-nine) rubles 33 kopecks, including VAT (18%) 34 334,14 (Thirty-four thousand three hundred thirty-four) rubles 14 kopecks.

- for **User 3** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 225 079,33 (Two hundred twenty-five thousand and seventy-nine) rubles 33 kopecks, including VAT (18%) 34 334,14 (Thirty-four thousand three hundred thirty-four) rubles 14 kopecks.

2. To determine the monthly cost of the provided to the Users rights for temporary limited use of an overhead power line in the section with its length of 19 088 metres (from SS Voronezhskaya 500 to SS №40 Kirovskaya) in the amount of 13 504,75 (Thirteen thousand five hundred four) rubles 75 kopecks, including VAT (18%) 2060,04 (Two thousand and sixty) rubles 04 kopecks, including:

- for **User 1** the cost of the right of temporary limited use of the property is 16/24 of the amount and the equivalent amount of 9 003,17 (Nine hundred thousand three hundred and seventeen) rubles 32 kopecks, including VAT (18%) 1 373,36 (One thousand three hundred seventy-three) rubles 36 kopecks.

- for **User 2** the cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 2 250,79 (Two thousand two hundred and fifty) rubles 79 kopecks, including VAT (18%) 343,34 (Three hundred and forty-three) rubles 34 kopecks.

- for **User 3** the cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 2 250,79 (Two thousand two hundred and fifty) rubles 79 kopecks, including VAT (18%) 343,34 (Three hundred and forty-three) rubles 34 kopecks.

3. To approve the agreement of temporary limited use of an overhead power line, concluded between IDGC of Centre, PJSC, Federal Grid Company, MTS, MegaFon and LLC «Torsion-Telecom», which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

Owner - IDGC of Centre, PJSC

User 1 - Federal Grid Company

User 2 - MTS

User 3 - MegaFon

Customer - LLC «Torsion-Telecom»

Subject of the Agreement:

Owner under the terms of the Agreement provides to Users for a fee for the term of use the right of temporary (limited) use of the property used for the purpose of installation of fiber-optic communication line (FOCL) and operation of Shares in FOCL of Users.

The Used property is provided under the Act of used property, which is Appendix # 2 to the Agreement and shall be signed on the date of signature of the Agreement.

The property belonging to Owner under the right of ownership and provided by him for temporary limited use to Users in the manner and under the terms of this Agreement (the used property) – it is Structure «PL-OPL-100 kV 11;12;39;40 SS12 - SS43 - SS40 - SS21 - SS37 - SS47, address: the city of Voronezh and Novousmansk district of the Voronezh region, from SS40 to SS37 and SS12, floor space: length 31,3 km, inventory number: 011291/C («OPL 110 kV 11-12 Otrozhka tap to SS Somovo»), letter: 1A, 1B, 1V, 1P, 1D, 1E», belonging to Owner under the right of ownership (Certificate of state registration of the right Series 36-AB № 019411 dated 17.06.2008; cadastral (or conditional) number: 36:34:21:00-00-00:00:7534/7:2003-55-36)».

Users are provided with the right to use metal structures (cross-arms, lightning conductor mounting frames) of the poles of the Used property specified in the Agreement along the entire length, i.e. in the section with its length of 19 088 metres (from SS Voronezhskaya 500 to SS №40 Kirovskaya).

Price of the Agreement:

The cost of the provided rights to Users under the Agreement for the term of use (payment) of 25 (twenty five) years is 1 350 476,00 (One million three hundred fifty thousand four hundred seventy-six) rubles 00 kopecks, including VAT (18%) 206 004,81 (Two hundred and six thousand and four) rubles 81 kopecks, including:

- for **User 1** the cost of the right of temporary limited use of the Used Property during the Term of Use is 16/24 of the amount and the equivalent amount of 900 317,32 (Nine hundred thousand three hundred and seventeen) rubles 32 kopecks, including VAT (18%) 137 336,54 (One hundred thirty-seven thousand three hundred thirty-six) rubles 54 kopecks.
- for **User 2** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 225 079,33 (Two hundred twenty-five thousand and seventy-nine) rubles 33 kopecks, including VAT (18%) 34 334,14 (Thirty-four thousand three hundred thirty-four) rubles 14 kopecks.
- for **User 3** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 225 079,33 (Two hundred twenty-five thousand and seventy-nine) rubles 33 kopecks, including VAT (18%) 34 334,14 (Thirty-four thousand three hundred thirty-four) rubles 14 kopecks.

Settlement procedure:

Starting from the date of granting the right of temporary limited use of the Used property, Owner quarterly until the 5th (fifth) day of the month following the reporting quarter, sends Users certificates on the implementation of commitments to provide the Used property in limited use for the reporting quarter, as well as invoices, based on the following value:

- for **User 1** the quarterly cost of the right of temporary limited use of the property is 16/24 of the amount and the equivalent amount of 9 003,17 (Nine hundred thousand three hundred and seventeen) rubles 32 kopecks, including VAT (18%) 1 373,36 (One thousand three hundred seventy-three) rubles 36 kopecks.
- for **User 2** the quarterly cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 2 250,79 (Two thousand two hundred and fifty) rubles 79 kopecks, including VAT (18%) 343,34 (Three hundred and forty-three) rubles 34 kopecks.
- for **User 3** the quarterly cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 2 250,79 (Two thousand two hundred and fifty) rubles 79 kopecks, including VAT (18%) 343,34 (Three hundred and forty-three) rubles 34 kopecks.

The cost of the provided rights to Users under the Agreement for an incomplete month is determined on the basis of cost (limited) use in the month, in proportion to the number of days in the month.

Owner agrees that Users should not pay to Owner any sums and/or transfer any property and/or provide any services in connection with the fulfillment of obligations on making the Payment under the Agreement and all obligations to pay relevant cash elements of the Payment to Owner are undertaken by Customer in full, including:

- Obligations of **User 1** to make the payment to Owner in the amount of 900 317,32 (Nine hundred thousand three hundred and seventeen) rubles 32 kopecks, including VAT, are fulfilled by Customer in full.
- Obligations of **User 2** to make the payment to Owner in the amount of 225 079,33 (Two hundred twenty-five thousand and seventy-nine) rubles 33 kopecks, including VAT, are fulfilled by Customer in full.
- Obligations of **User 3** to make the payment to Owner in the amount of 225 079,33 (Two hundred twenty-five thousand and seventy-nine) rubles 33 kopecks, including VAT, are fulfilled by Customer in full.

The specified Payment is made by Customer to Owner by bank transfer by offsetting.

Term of use:

Owner provides to User the right of temporary (limited) use of the used property for a period (period of use) of 25 (twenty five) years from the date of signing the Certificate of provision of the used property (Appendix # 2).

At the end of the period of use in case the Term of use is not extended in accordance with paragraph 5.3 of the Agreement, Users agree to stop using the Used property, which must be confirmed by the relevant certificate.

State registration of encumbrance:

Users will bear all the costs, in the amount, proportionate to the cost of the rights of each User, defined by the Agreement 1) associated with the state registration of temporary limited use in the bodies carrying out state registration of rights to immovable property and transactions with them, 2) that may arise during the implementation of state registration of temporary restricted use associated with the development and registration of measurements, diagrams, cadastral plans and other documents necessary for state registration of temporary limited use of the used property, 3) associated with changes in constitutive and operational documents for the used equipment, which may arise in connection with the execution of the Agreement.

Duration of the Agreement:

The Agreement shall enter into force from the moment of its signing by both Parties and is valid until the Parties fulfill their obligations under the Agreement in full.

Voting results:

«FOR» - 7; «AGAINST» - 2; «ABSTAINED» - 1.

DECISION IS TAKEN.

Item 9: On approval of Agreement of temporary limited use of an overhead power line at the section «SS CHP-1 – SS 6», concluded between IDGC of Centre, PJSC, Federal Grid Company, MTS, MegaFon and LLC «Torsion-Telecom», 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, Federal Grid Company, LLC «Torsion-Telecom», MTS and MegaFon 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, S.I. Shmatko, A.E. Murov and A.A. Demin) hold positions in management bodies of Federal Grid Company.

Decision:

1. To determine in accordance with the Accounting memorandum (Appendix # 8 to the Agreement) the total cost of the provided to the Users rights for temporary limited use of an overhead power line in the section with its length of 4 171 metres (from SS CHP-1 to SS 6 Voronezhenergo) for the term of use (payment) of 25 (twenty five) years in the amount of 267 859,50 (Two hundred sixty-seven thousand eight hundred fifty-nine) rubles 50 kopecks, including VAT (18%) 40 859,92 (Forty thousand eight hundred fifty-nine) rubles 92 kopecks, including:

- for **User 1** the cost of the right of temporary limited use of the Used Property during the Term of Use is 16/24 of the amount and the equivalent amount of 178 573,00 (One hundred seventy-eight thousand five hundred seventy-three) rubles 00 kopecks, including VAT (18%) 27 239,95 (Twenty-seven thousand two hundred thirty-nine) rubles 95 kopecks.

- for **User 2** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 44 643,25 (Forty-four thousand six hundred forty-three) rubles 25 kopecks, including VAT (18%) 6 809,99 (Six thousand eight hundred and nine) rubles 99 kopecks.

- for **User 3** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 44 643,25 (Forty-four thousand six hundred forty-three) rubles 25 kopecks, including VAT (18%) 6 809,99 (Six thousand eight hundred and nine) rubles 99 kopecks.

2. To determine the monthly cost of the provided to the Users rights for temporary limited use of an overhead power line in the section with its length of 4 171 metres (from SS CHP-1 to SS 6 Voronezhenergo) in the amount of 2 678,59 (Two thousand six hundred seventy-eight) rubles 59 kopecks, including VAT (18%) 408,59 (Four hundred eight) rubles 59 kopecks, including:

- for **User 1** the cost of the right of temporary limited use of the property is 16/24 of the amount and the equivalent amount of 1 785,73 (One thousand seven hundred eighty-five) rubles 73 kopecks, including VAT (18%) 272,39 (Two hundred and seventy-two) rubles 39 kopecks.

- for **User 2** the cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 446,43 (Four hundred and forty-six) rubles 43 kopecks, including VAT (18%) 68,09 (Sixty eight) rubles 09 kopecks.

- for **User 3** the cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 446,43 (Four hundred and forty-six) rubles 43 kopecks, including VAT (18%) 68,09 (Sixty eight) rubles 09 kopecks.

3. To approve the agreement of temporary limited use of an overhead power line, concluded between IDGC of Centre, PJSC, Federal Grid Company, MTS, MegaFon and LLC «Torsion-Telecom», which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

Owner - IDGC of Centre, PJSC

User 1 - Federal Grid Company

User 2 - MTS

User 3 - MegaFon

Customer - LLC «Torsion-Telecom»

Subject of the Agreement:

Owner under the terms of the Agreement provides to Users for a fee for the term of use the right of temporary (limited) use of the property used for the purpose of installation of fiber-optic communication line (FOCL) and operation of Shares in FOCL of Users.

The Used property is provided under the Act of used property, which is Appendix # 2 to the Agreement and shall be signed on the date of signature of the Agreement.

The property belonging to Owner under the right of ownership and provided by him for temporary limited use to Users in the manner and under the terms of this Agreement (the used property) – it is Structure «OPL 110 kV 23,24 SS CHP-1 - SS6 SS2, address: the city of Voronezh, from SS CHP-1 to SS 6, length 5,3 km, inventory number 015552/C, letter 1A, 1B», belonging to Owner under the right of ownership (Certificate of state registration of the right Series 36-AB № 019449 dated 19.06.2008), cadastral (or conditional) number: 36:34:03:00-00-00:00:7534/23:2002-151-172)».

Users are provided with the right to use metal structures (cross-arms, lightning conductor mounting frames) of the poles of the Used property specified in the Agreement along the entire length, i.e. in the section with its length of 4

171 metres (from SS CHP-1 to SS 6 Voronezhenergo).

Price of the Agreement:

The cost of the provided rights to Users under the Agreement for the term of use (payment) of 25 (twenty five) years is 267 859,50 (Two hundred sixty-seven thousand eight hundred fifty-nine) rubles 50 kopecks, including VAT (18%) 40 859,92 (Forty thousand eight hundred fifty-nine) rubles 92 kopecks, including:

- for **User 1** the cost of the right of temporary limited use of the Used Property during the Term of Use is 16/24 of the amount and the equivalent amount of 178 573,00 (One hundred seventy-eight thousand five hundred seventy-three) rubles 00 kopecks, including VAT (18%) 27 239,95 (Twenty-seven thousand two hundred thirty-nine) rubles 95 kopecks.
- for **User 2** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 44 643,25 (Forty-four thousand six hundred forty-three) rubles 25 kopecks, including VAT (18%) 6 809,99 (Six thousand eight hundred and nine) rubles 99 kopecks.
- for **User 3** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 44 643,25 (Forty-four thousand six hundred forty-three) rubles 25 kopecks, including VAT (18%) 6 809,99 (Six thousand eight hundred and nine) rubles 99 kopecks.

Settlement procedure:

Starting from the date of granting the right of temporary limited use of the Used property, Owner quarterly until the 5th (fifth) day of the month following the reporting quarter, sends Users certificates on the implementation of commitments to provide the Used property in limited use for the reporting quarter, as well as invoices, based on the following value:

- for **User 1** the quarterly cost of the right of temporary limited use of the property is 16/24 of the amount and the equivalent amount of 1 785,73 (One thousand seven hundred eighty-five) rubles 73 kopecks, including VAT (18%) 272,39 (Two hundred and seventy-two) rubles 39 kopecks.
- for **User 2** the quarterly cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 446,43 (Four hundred and forty-six) rubles 43 kopecks, including VAT (18%) 68,09 (Sixty eight) rubles 09 kopecks.
- for **User 3** the quarterly cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 446,43 (Four hundred and forty-six) rubles 43 kopecks, including VAT (18%) 68,09 (Sixty eight) rubles 09 kopecks.

The cost of the provided rights to Users under the Agreement for an incomplete month is determined on the basis of cost (limited) use in the month, in proportion to the number of days in the month.

Owner agrees that Users should not pay to Owner any sums and/or transfer any property and/or provide any services in connection with the fulfillment of obligations on making the Payment under the Agreement and all obligations to pay relevant cash elements of the Payment to Owner are undertaken by Customer in full, including:

- Obligations of **User 1** to make the payment to Owner in the amount of 178 573,00 (One hundred seventy-eight thousand five hundred seventy-three) rubles 00 kopecks, including VAT, are fulfilled by Customer in full.
- Obligations of **User 2** to make the payment to Owner in the amount of 44 643,25 (Forty-four thousand six hundred forty-three) rubles 25 kopecks, including VAT, are fulfilled by Customer in full.
- Obligations of **User 3** to make the payment to Owner in the amount of 44 643,25 (Forty-four thousand six hundred forty-three) rubles 25 kopecks, including VAT, are fulfilled by Customer in full.

The specified Payment is made by Customer to Owner by bank transfer by offsetting.

Term of use:

Owner provides to User the right of temporary (limited) use of the used property for a period (period of use) of 25 (twenty five) years from the date of signing the Certificate of provision of the used property (Appendix # 2).

At the end of the period of use in case the Term of use is not extended in accordance with paragraph 5.3 of the Agreement, Users agree to stop using the Used property, which must be confirmed by the relevant certificate.

State registration of encumbrance:

Users will bear all the costs, in the amount, proportionate to the cost of the rights of each User, defined by the Agreement 1) associated with the state registration of temporary limited use in the bodies carrying out state registration of rights to immovable property and transactions with them, 2) that may arise during the implementation of state registration of temporary restricted use associated with the development and registration of measurements, diagrams, cadastral plans and other documents necessary for state registration of temporary limited use of the used property, 3) associated with changes in constitutive and operational documents for the used equipment, which may arise in connection with the execution of the Agreement.

Duration of the Agreement:

The Agreement shall enter into force from the moment of its signing by both Parties and is valid until the Parties fulfill their obligations under the Agreement in full.

Voting results:

«FOR» - 7; «AGAINST» - 2; «ABSTAINED» - 1.

DECISION IS TAKEN.

Item 10: On approval of Agreement of temporary limited use of an overhead power line at the section «SS 12 – SS CHP-1», concluded between IDGC of Centre, PJSC, Federal Grid Company, MTS, MegaFon and LLC «Torsion-Telecom», 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, Federal Grid Company, LLC «Torsion-Telecom», MTS and MegaFon 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, S.I. Shmatko, A.E. Murov and A.A. Demin) hold positions in management bodies of Federal Grid Company.

Decision:

1. To determine in accordance with the Accounting memorandum (Appendix # 8 to the Agreement) the total cost of the provided to the Users rights for temporary limited use of an overhead power line in the section with its length of 4 700 metres (from SS 12 to SS CHP-1) for the term of use (payment) of 25 (twenty five) years in the amount of 332 525,00 (Three hundred thirty-two thousand five hundred twenty-five) rubles 00 kopecks, including VAT (18%) 50 724,15 (Fifty thousand seven hundred twenty-four) rubles 15 kopecks, including:

- for **User 1** the cost of the right of temporary limited use of the Used Property during the Term of Use is 16/24 of the amount and the equivalent amount of 221 683,32 (Two hundred twenty-one thousand six hundred eighty-three) rubles 32 kopecks, including VAT (18%) 33 816,10 (Thirty-three thousand eight hundred and sixteen) rubles 10 kopecks.
- for **User 2** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 55 420,83 (Fifty-five thousand four hundred and twenty) rubles 83 kopecks, including VAT (18%) 8 454,02 (Eight thousand four hundred fifty-four) rubles 02 kopecks.
- for **User 3** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 55 420,83 (Fifty-five thousand four hundred and twenty) rubles 83 kopecks, including VAT (18%) 8 454,02 (Eight thousand four hundred fifty-four) rubles 02 kopecks.

2. To determine the monthly cost of the provided to the Users rights for temporary limited use of an overhead power line in the section with its length of 4 700 metres (from SS 12 to SS CHP-1) in the amount of 3 325, 25 (Three thousand three hundred twenty-five) rubles 25 kopecks, including VAT (18%) 507,24 (Five hundred and seven) rubles 24 kopecks, including:

- for **User 1** the cost of the right of temporary limited use of the property is 16/24 of the amount and the equivalent amount of 2 216,83 (Two thousand two hundred and sixteen) rubles 83 kopecks, including VAT (18%) 338,16 (Three hundred and thirty-eight) rubles 16 kopecks.
- for **User 2** the cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 554,21 (Five hundred and fifty-four) rubles 21 kopecks, including VAT (18%) 84,54 (Eighty four) rubles 54 kopecks.
- for **User 3** the cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 554,21 (Five hundred and fifty-four) rubles 21 kopecks, including VAT (18%) 84,54 (Eighty four) rubles 54 kopecks.

3. To approve the agreement of temporary limited use of an overhead power line, concluded between IDGC of Centre, PJSC, Federal Grid Company, MTS, MegaFon and LLC «Torsion-Telecom», which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

Owner - IDGC of Centre, PJSC

User 1 - Federal Grid Company

User 2 - MTS

User 3 - MegaFon

Customer - LLC «Torsion-Telecom»

Subject of the Agreement:

Owner under the terms of the Agreement provides to Users for a fee for the term of use the right of temporary (limited) use of the property used for the purpose of installation of fiber-optic communication line (FOCL) and operation of Shares in FOCL of Users.

The Used property is provided under the Act of used property, which is Appendix # 2 to the Agreement and shall be signed on the date of signature of the Agreement.

The property belonging to Owner under the right of ownership and provided by him for temporary limited use to Users in the manner and under the terms of this Agreement (the used property) – it is Structure «PL-OPL 110 kV 3,4 SS 12- SS CHP-1, address: the city of Voronezh, from SS 12 to SS CHP-1, length 4,7 km, inventory number 015521/1/C, letter 1», belonging to Owner under the right of ownership (Certificate of state registration of the right Series 36-AB № 032174 dated 02.07.2008, cadastral (or conditional) number: 36:34:03:00-00-00:00:7534/2:2002-151-161)».

Users are provided with the right to use metal structures (cross-arms, lightning conductor mounting frames) of the poles of the Used property specified in the Agreement along the entire length, i.e. in the section with its length of 4 700 metres (from SS 12 to SS CHP-1).

Price of the Agreement:

The cost of the provided rights to Users under the Agreement for the term of use (payment) of 25 (twenty five) years is 332 525,00 (Three hundred thirty-two thousand five hundred twenty-five) rubles 00 kopecks, including VAT (18%) 50 724,15 (Fifty thousand seven hundred twenty-four) rubles 15 kopecks, including:

- for **User 1** the cost of the right of temporary limited use of the Used Property during the Term of Use is 16/24 of the amount and the equivalent amount of 221 683,32 (Two hundred twenty-one thousand six hundred eighty-three) rubles 32 kopecks, including VAT (18%) 33 816,10 (Thirty-three thousand eight hundred and sixteen) rubles 10 kopecks.
- for **User 2** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 55 420,83 (Fifty-five thousand four hundred and twenty) rubles 83 kopecks, including VAT (18%) 8 454,02 (Eight thousand four hundred fifty-four) rubles 02 kopecks.
- for **User 3** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 55 420,83 (Fifty-five thousand four hundred and twenty) rubles 83 kopecks, including VAT (18%) 8 454,02 (Eight thousand four hundred fifty-four) rubles 02 kopecks.

Settlement procedure:

Starting from the date of granting the right of temporary limited use of the Used property, Owner quarterly until the 5th (fifth) day of the month following the reporting quarter, sends Users certificates on the implementation of commitments to provide the Used property in limited use for the reporting quarter, as well as invoices, based on the following value:

- for **User 1** the quarterly cost of the right of temporary limited use of the property is 16/24 of the amount and the equivalent amount of 2 216,83 (Two thousand two hundred and sixteen) rubles 83 kopecks, including VAT (18%) 338,16 (Three hundred and thirty-eight) rubles 16 kopecks.
- for **User 2** the quarterly cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 554,21 (Five hundred and fifty-four) rubles 21 kopecks, including VAT (18%) 84,54 (Eighty four) rubles 54 kopecks.
- for **User 3** the quarterly cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 554,21 (Five hundred and fifty-four) rubles 21 kopecks, including VAT (18%) 84,54 (Eighty four) rubles 54 kopecks.

The cost of the provided rights to Users under the Agreement for an incomplete month is determined on the basis of cost (limited) use in the month, in proportion to the number of days in the month.

Owner agrees that Users should not pay to Owner any sums and/or transfer any property and/or provide any services in connection with the fulfillment of obligations on making the Payment under the Agreement and all obligations to pay relevant cash elements of the Payment to Owner are undertaken by Customer in full, including:

- Obligations of **User 1** to make the payment to Owner in the amount of 221 683,32 (Two hundred twenty-one thousand six hundred eighty-three) rubles 32 kopecks, including VAT, are fulfilled by Customer in full.
- Obligations of **User 2** to make the payment to Owner in the amount of 55 420,83 (Fifty-five thousand four hundred and twenty) rubles 83 kopecks, including VAT, are fulfilled by Customer in full.
- Obligations of **User 3** to make the payment to Owner in the amount of 55 420,83 (Fifty-five thousand four hundred and twenty) rubles 83 kopecks, including VAT, are fulfilled by Customer in full.

The specified Payment is made by Customer to Owner by bank transfer by offsetting.

Term of use:

Owner provides to User the right of temporary (limited) use of the used property for a period (period of use) of 25 (twenty five) years from the date of signing the Certificate of provision of the used property (Appendix # 2).

At the end of the period of use in case the Term of use is not extended in accordance with paragraph 5.3 of the Agreement, Users agree to stop using the Used property, which must be confirmed by the relevant certificate.

State registration of encumbrance:

Users will bear all the costs, in the amount, proportionate to the cost of the rights of each User, defined by the Agreement 1) associated with the state registration of temporary limited use in the bodies carrying out state registration of rights to immovable property and transactions with them, 2) that may arise during the implementation of state registration of temporary restricted use associated with the development and registration of measurements, diagrams, cadastral plans and other documents necessary for state registration of temporary limited use of the used property, 3) associated with changes in constitutive and operational documents for the used equipment, which may arise in connection with the execution of the Agreement.

Duration of the Agreement:

The Agreement shall enter into force from the moment of its signing by both Parties and is valid until the Parties fulfill their obligations under the Agreement in full.

Voting results:

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

DECISION IS TAKEN.

Item 11: On approval of Agreement of temporary limited use of an overhead power line at the section «SS 43 – SS Upper Karachan», concluded between IDGC of Centre, PJSC, Federal Grid Company, MTS, MegaFon

and LLC «Torsion-Telecom», 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, Federal Grid Company, LLC «Torsion-Telecom», MTS and MegaFon 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, S.I. Shmatko, A.E. Murov and A.A. Demin) hold positions in management bodies of Federal Grid Company.

Decision:

1. To determine in accordance with the Accounting memorandum (Appendix # 8 to the Agreement) the total cost of the provided to the Users rights for temporary limited use of an overhead power line in the section with its length of 9 678 metres (from pole № 43 to SS Upper Karachan) for the term of use (payment) of 25 (twenty five) years in the amount of 684 718,50 (Six hundred eighty-four thousand seven hundred and eighteen) rubles 50 kopecks, including VAT (18%) 104 448,58 (One hundred and four thousand four hundred forty-eight) rubles 58 kopecks, including:

- for **User 1** the cost of the right of temporary limited use of the Used Property during the Term of Use is 16/24 of the amount and the equivalent amount of 456 479,00 (Four hundred fifty-six thousand four hundred seventy-nine) rubles 00 kopecks, including VAT (18%) 69 632,39 (Sixty-nine thousand six hundred thirty-two) rubles 39 kopecks.
- for **User 2** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 114 119,75 (One hundred and fourteen thousand one hundred and nineteen) rubles 75 kopecks, including VAT (18%) 17 408,10 (Seventeen thousand four hundred and eight) rubles 10 kopecks.
- for **User 3** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 114 119,75 (One hundred and fourteen thousand one hundred and nineteen) rubles 75 kopecks, including VAT (18%) 17 408,10 (Seventeen thousand four hundred and eight) rubles 10 kopecks.

2. To determine the monthly cost of the provided to the Users rights for temporary limited use of an overhead power line in the section with its length of 9 678 metres (from pole №43 to SS Upper Karachan) in the amount of 6 847,18 (Six thousand eight hundred forty-seven) rubles 18 kopecks, including VAT (18%) 1 044,48 (One thousand and forty-four) rubles 48 kopecks, including:

- for **User 1** the cost of the right of temporary limited use of the property is 16/24 of the amount and the equivalent amount of 4 564,79 (Four thousand five hundred sixty-four) rubles 79 kopecks, including VAT (18%) 696,32 (Six hundred and ninety-six) rubles 32 kopecks.
- for **User 2** the cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 1 141,20 (One thousand one hundred forty-one) rubles 20 kopecks, including VAT (18%) 174,08 (One hundred seventy-four) rubles 08 kopecks.
- for **User 3** the cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 1 141,20 (One thousand one hundred forty-one) rubles 20 kopecks, including VAT (18%) 174,08 (One hundred seventy-four) rubles 08 kopecks.

3. To approve the agreement of temporary limited use of an overhead power line, concluded between IDGC of Centre, PJSC, Federal Grid Company, MTS, MegaFon and LLC «Torsion-Telecom», which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

Owner - IDGC of Centre, PJSC

User 1 - Federal Grid Company

User 2 - MTS

User 3 - MegaFon

Customer - LLC «Torsion-Telecom»

Subject of the Agreement:

Owner under the terms of the Agreement provides to Users for a fee for the term of use the right of temporary (limited) use of the property used for the purpose of installation of fiber-optic communication line (FOCL) and operation of Shares in FOCL of Users.

The Used property is provided under the Act of used property, which is Appendix # 2 to the Agreement and shall be signed on the date of signature of the Agreement.

The property belonging to Owner under the right of ownership and provided by him for temporary limited use to Users in the manner and under the terms of this Agreement (the used property) – it is Structure «OPL-110 kV Upper Karachan-Listopadovka, address: Voronezh region, Gribovsky district, from SS Upper Karachan to SS Listopadovka, length 24,132 km, inventory number: 5907/B», belonging to Owner under the right of ownership (Certificate of state registration of the right Series 36-AB № 769649 dated 18.06.2008; cadastral (or conditional) number: 36:09:00 00 000:0005:5907)».

Users are provided with the right to use metal structures (cross-arms, lightning conductor mounting frames) of the poles of the Used property specified in the Agreement along the entire length, i.e. in the section with its length of 9 678 metres (from pole №43 to SS Upper Karachan).

Price of the Agreement:

The cost of the provided rights to Users under the Agreement for the term of use (payment) of 25 (twenty five) years

is 684 718,50 (Six hundred eighty-four thousand seven hundred and eighteen) rubles 50 kopecks, including VAT (18%) 104 448,58 (One hundred and four thousand four hundred forty-eight) rubles 58 kopecks, including:

- for **User 1** the cost of the right of temporary limited use of the Used Property during the Term of Use is 16/24 of the amount and the equivalent amount of 456 479,00 (Four hundred fifty-six thousand four hundred seventy-nine) rubles 00 kopecks, including VAT (18%) 69 632,39 (Sixty-nine thousand six hundred thirty-two) rubles 39 kopecks.
- for **User 2** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 114 119,75 (One hundred and fourteen thousand one hundred and nineteen) rubles 75 kopecks, including VAT (18%) 17 408,10 (Seventeen thousand four hundred and eight) rubles 10 kopecks.
- for **User 3** the cost of the right of temporary limited use of the Used Property during the Term of Use is 4/24 of the amount and the equivalent amount of 114 119,75 (One hundred and fourteen thousand one hundred and nineteen) rubles 75 kopecks, including VAT (18%) 17 408,10 (Seventeen thousand four hundred and eight) rubles 10 kopecks.

Settlement procedure:

Starting from the date of granting the right of temporary limited use of the Used property, Owner quarterly until the 5th (fifth) day of the month following the reporting quarter, sends Users certificates on the implementation of commitments to provide the Used property in limited use for the reporting quarter, as well as invoices, based on the following value:

- for **User 1** the quarterly cost of the right of temporary limited use of the property is 16/24 of the amount and the equivalent amount of 4 564,79 (Four thousand five hundred sixty-four) rubles 79 kopecks, including VAT (18%) 696,32 (Six hundred and ninety-six) rubles 32 kopecks.
- for **User 2** the quarterly cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 1 141,20 (One thousand one hundred forty-one) rubles 20 kopecks, including VAT (18%) 174,08 (One hundred seventy-four) rubles 08 kopecks.
- for **User 3** the quarterly cost of the right of temporary limited use of the property is 4/24 of the amount and the equivalent amount of 1 141,20 (One thousand one hundred forty-one) rubles 20 kopecks, including VAT (18%) 174,08 (One hundred seventy-four) rubles 08 kopecks.

The cost of the provided rights to Users under the Agreement for an incomplete month is determined on the basis of cost (limited) use in the month, in proportion to the number of days in the month.

Owner agrees that Users should not pay to Owner any sums and/or transfer any property and/or provide any services in connection with the fulfillment of obligations on making the Payment under the Agreement and all obligations to pay relevant cash elements of the Payment to Owner are undertaken by Customer in full, including:

- Obligations of **User 1** to make the payment to Owner in the amount of 456 479,00 (Four hundred fifty-six thousand four hundred seventy-nine) rubles 00 kopecks, including VAT, are fulfilled by Customer in full.
- Obligations of **User 2** to make the payment to Owner in the amount of 114 119,75 (One hundred and fourteen thousand one hundred and nineteen) rubles 75 kopecks, including VAT, are fulfilled by Customer in full.
- Obligations of **User 3** to make the payment to Owner in the amount of 114 119,75 (One hundred and fourteen thousand one hundred and nineteen) rubles 75 kopecks, including VAT, are fulfilled by Customer in full.

The specified Payment is made by Customer to Owner by bank transfer by offsetting.

Term of use:

Owner provides to User the right of temporary (limited) use of the used property for a period (period of use) of 25 (twenty five) years from the date of signing the Certificate of provision of the used property (Appendix # 2).

At the end of the period of use in case the Term of use is not extended in accordance with paragraph 5.3 of the Agreement, Users agree to stop using the Used property, which must be confirmed by the relevant certificate.

State registration of encumbrance:

Users will bear all the costs, in the amount, proportionate to the cost of the rights of each User, defined by the Agreement 1) associated with the state registration of temporary limited use in the bodies carrying out state registration of rights to immovable property and transactions with them, 2) that may arise during the implementation of state registration of temporary restricted use associated with the development and registration of measurements, diagrams, cadastral plans and other documents necessary for state registration of temporary limited use of the used property, 3) associated with changes in constitutive and operational documents for the used equipment, which may arise in connection with the execution of the Agreement.

Duration of the Agreement:

The Agreement shall enter into force from the moment of its signing by both Parties and is valid until the Parties fulfill their obligations under the Agreement in full.

Voting results:

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

DECISION IS TAKEN.

Item 12: On approval of Agreement of temporary limited use of an overhead power line at the section CHP-3 – SS Privolzhskaya (SS Yartsevo), concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor

Administration», 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 JSC «FOCL-Conductor Administration» is recognized as a related party transaction of the shareholder of the Company – PJSC «Rosseti», which holds more than 20% of voting shares of the parties to the transaction.

Decision:

1. To determine in accordance with the Evaluation report of the independent appraiser LLC «LAIR» №H-16591/13 the cost of the provided to the User rights for temporary limited use of an overhead power line in the section with its length of 16 731 metres (from CHP-3 to SS Privolzhskaya (SS Yartsevo) in the amount of 5 264,69 (Five thousand two hundred sixty-four) rubles 69 kopecks, including VAT (18%) 803,09 (Eight hundred and three) rubles 09 kopecks.

The total cost of the provided to the User rights for temporary limited use of an overhead power line for the term of use (payment) is 1 579 406,40 (One million five hundred seventy-nine thousand four hundred and six) rubles 40 kopecks, including VAT (18%) 240 926,40 (Two hundred and forty thousand nine hundred twenty-six) rubles 40 kopecks.

2. To approve the agreement of temporary limited use of an overhead power line, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

Owner - IDGC of Centre, PJSC

User - JSC «FOCL-Conductor Administration»

Subject of the Agreement:

Owner under the terms of the Agreement provides to User for a fee for the term of use the right of temporary (limited) use of the property used for the purpose of installation of fiber-optic communication line (FOCL) and operation of Shares in FOCL of User.

The Used property is provided under the Act of used property, which is Appendix # 2 to the Agreement and shall be signed on the date of signature of the Agreement.

The property belonging to Owner under the right of ownership and provided by him for temporary limited use to User in the manner and under the terms of this Agreement (the used property) – it is: The system of high voltage lines OPL-110: «Nerekhta-2», ROW length 50,64 km, circuit length 50,64 km, «Pioneer», ROW length 25,41 km, «Nerekhta-1», ROW length 1,77 km, circuit length 28,77 km, inventory № 1727, the facility address: Yaroslavl region, Yaroslavl district, CHP-3 – substation Nerekhta, CHP-3 – substation Lyutovo, substation Lyutovo - substation Nerekhta, belonging to Owner under the right of ownership (Certificate of state registration of the right 76AA 701103 issued by the Office of Federal Registration Service in the Yaroslavl region from «19» May 2008); cadastral (or conditional) number: 76:17:010000:0003:001727\00.

User is provided with the right to use metal structures (cross-arms, lightning conductor mounting frames) of the poles specified below of the Used property in the section with its length of 16 731 metres (from CHP-3 to SS Privolzhskaya (SS Yartsevo).

Price of the Agreement:

The monthly cost of the provided rights to User under the Agreement for the term of use (payment) is 5 264,69 (Five thousand two hundred sixty-four) rubles 69 kopecks, including VAT (18%) 803,09 (Eight hundred and three) rubles 09 kopecks.

The cost is determined on the basis of the Evaluation report № H-16591/13, performed by the independent appraiser LLC «LAIR».

The fee is charged on a monthly basis in equal installments from the date of signing by the Parties of the Act of provision of the Used property.

Payment under this Agreement is made in advance for the entire period of use.

Term of use:

Owner provides to User the right of temporary (limited) use of the used property for a period (period of use) of 25 (twenty five) years from the date of signing the Certificate of provision of the used property (Appendix # 2).

At the end of the period of use in case the Term of use is not extended in accordance with paragraph 6.3 of the Agreement, User agrees to stop using the Used property, which must be confirmed by the relevant certificate.

State registration of encumbrance:

User will bear all the costs, 1)associated with the state registration of temporary limited use in the bodies carrying out state registration of rights to immovable property and transactions with them, 2)that may arise during the implementation of state registration of temporary restricted use associated with the development and registration of measurements, diagrams, cadastral plans and other documents necessary for state registration of temporary limited use of the used property, 3)associated with changes in constitutive and operational documents for the used equipment, which may arise in connection with the execution of the Agreement.

Duration of the Agreement:

The Agreement shall enter into force from the moment of its signing by both Parties and is valid until the Parties fulfill their obligations under the Agreement in full. The Agreement extends to the legal relations of the parties, in fact arisen from 01.01.2014.

Voting results:

«FOR» - 6; «AGAINST» - 3; «ABSTAINED» - 1.

DECISION IS TAKEN.**Item 13: On approval of Agreement of temporary limited use of an overhead power line at the section CHP-3 – SS North, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», 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 JSC «FOCL-Conductor Administration» is recognized as a related party transaction of the shareholder of the Company – PJSC «Rosseti», which holds more than 20% of voting shares of the parties to the transaction.

Decision:

1. To determine in accordance with the Evaluation report of the independent appraiser LLC «LAIR» №H-16582/13 the cost of the provided to the User rights for temporary limited use of an overhead power line in the section with its length of 18 691 metres (from Portal CHP-3 to Portal North) in the amount of 5 881,44 (Five thousand eight hundred eighty-one) ruble 44 kopecks, including VAT (18%) 897,17 (Eight hundred ninety-seven) rubles 17 kopecks.

The total cost of the provided to the User rights for temporary limited use of an overhead power line for the term of use (payment) is 1 764 430,40 (One million seven hundred sixty-four thousand four hundred and thirty) rubles 40 kopecks, including VAT (18%) 269 150,40 (Two hundred sixty-nine thousand one hundred and fifty) rubles 40 kopecks.

2. To approve the agreement of temporary limited use of an overhead power line, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

Owner - IDGC of Centre, PJSC

User - JSC «FOCL-Conductor Administration»

Subject of the Agreement:

Owner under the terms of the Agreement provides to User for a fee for the term of use the right of temporary (limited) use of the property used for the purpose of installation of fiber-optic communication line (FOCL) and operation of Shares in FOCL of User.

The Used property is provided under the Act of used property, which is Appendix # 2 to the Agreement and shall be signed on the date of signature of the Agreement.

The property belonging to Owner under the right of ownership and provided by him for temporary limited use to User in the manner and under the terms of this Agreement (the used property) – it is: The system of high voltage lines OPL-110 kV: «Frunzenskaya-1», ROW length 16,69 km, circuit length 16,69 km, «Frunzenskaya-2», ROW length 7,2 km, circuit length 21,21 km, «Perekopskaya», ROW length 11,32 km, circuit length 11,32 km, «Traction», ROW length 3,26 km, circuit length 10,84 km, inventory № 1724. The facility address: Yaroslavl region, city of Yaroslavl, CHP-3 — CHP-2, CHP-3 — substation North, CHP-3 — substation Perekop, substation Perekop — substation North, belonging to Owner under the right of ownership (Certificate of state registration of the right 76AA 704364 issued by the Office of Federal Registration Service in the Yaroslavl region «20» May 2008); cadastral (or conditional) number: 76:23:060000:0030:001724\00.

User is provided with the right to use metal structures (cross-arms, lightning conductor mounting frames) of the poles specified below of the Used property in the section with its length of 18 691 metres (from Portal CHP-3 to Portal North).

Price of the Agreement:

The monthly cost of the provided rights to User under the Agreement for the term of use (payment) is 5 881,44 (five thousand eight hundred eighty-one) rubles 44 kopecks, including VAT (18%) 897,17 (eight hundred ninety-seven) rubles 17 kopecks

The cost is determined on the basis of the Evaluation report № H-16582/13, performed by the independent appraiser LLC «LAIR».

The fee is charged on a monthly basis in equal installments from the date of signing by the Parties of the Act of provision of the Used property.

Payment under this Agreement is made in advance for the entire period of use.

Term of use:

Owner provides to User the right of temporary (limited) use of the used property for a period (period of use) of 25 (twenty five) years from the date of signing the Certificate of provision of the used property (Appendix # 2).

At the end of the period of use in case the Term of use is not extended in accordance with paragraph 6.3 of the Agreement, User agrees to stop using the Used property, which must be confirmed by the relevant certificate.

State registration of encumbrance:

User will bear all the costs, 1) associated with the state registration of temporary limited use in the bodies carrying out state registration of rights to immovable property and transactions with them, 2) that may arise during the

implementation of state registration of temporary restricted use associated with the development and registration of measurements, diagrams, cadastral plans and other documents necessary for state registration of temporary limited use of the used property, 3) associated with changes in constitutive and operational documents for the used equipment, which may arise in connection with the execution of the Agreement.

Duration of the Agreement:

The Agreement shall enter into force from the moment of its signing by both Parties and is valid until the Parties fulfill their obligations under the Agreement in full. The Agreement extends to the legal relations of the parties, in fact arisen from 01.01.2014.

Voting results:

«FOR» - 6; «AGAINST» - 3; «ABSTAINED» - 1.

DECISION IS TAKEN.

Item 14: On approval of Agreement of temporary limited use of an overhead power line at the section pole №71(30) Conductor 110kV «South-Institutskaya» (Conductor 110kV «Frunzenskaya 1,2») – SS South with taps to SS Chaika, SS Institutskaya, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», 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 JSC «FOCL-Conductor Administration» is recognized as a related party transaction of the shareholder of the Company – PJSC «Rosseti», which holds more than 20% of voting shares of the parties to the transaction.

Decision:

1. To determine in accordance with the Evaluation report of the independent appraiser LLC «LAIR» №H-16504/13 the cost of the provided to the User rights for temporary limited use of an overhead power line in the section with its length of 8 630 metres (from pole №71(30) OPL 110kV «South-Institutskaya» (OPL 110kV «Frunzenskaya 1,2») to SS South with taps to SS Chaika, SS Institutskaya) in the amount of 2 715,57 (Two thousand seven hundred and fifteen) rubles 57 kopecks, including VAT (18%) 414,24 (Four hundred and fourteen) rubles 24 kopecks.

The total cost of the provided to the User rights for temporary limited use of an overhead power line for the term of use (payment) is 814 672,00 (Eight hundred and fourteen thousand six hundred seventy-two) rubles 00 kopecks, including VAT (18%) 124 272,00 (One hundred twenty-four thousand two hundred seventy-two) rubles 00 kopecks.

2. To approve the agreement of temporary limited use of an overhead power line, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

Owner - IDGC of Centre, PJSC

User - JSC «FOCL-Conductor Administration»

Subject of the Agreement:

Owner under the terms of the Agreement provides to User for a fee for the term of use the right of temporary (limited) use of the property used for the purpose of installation of fiber-optic communication line (FOCL) and operation of Shares in FOCL of User.

The Used property is provided under the Act of used property, which is Appendix # 2 to the Agreement and shall be signed on the date of signature of the Agreement.

The property belonging to Owner under the right of ownership and provided by him for temporary limited use to User in the manner and under the terms of this Agreement (the used property) – it is: High voltage power line 110kV «South — Institutskaya», ROW length 22,03 km, circuit length 44,06 km, inventory № 1718. The facility address: Yaroslavl region, city of Yaroslavl, from substation Yaroslavskaya to substation South, belonging to Owner under the right of ownership (Certificate of state registration of the right 76AA 704372 issued by the Office of Federal Registration Service in the Yaroslavl region «20» May 2008); cadastral (or conditional) number: 76:23:060000:0029:001718\01.

User is provided with the right to use metal structures (cross-arms, lightning conductor mounting frames) of the poles specified below of the Used property in the section with its length of 8 630 metres (from pole №71(30) OPL 110kV «South-Institutskaya» (OPL 110kV «Frunzenskaya 1,2») to SS South with taps to SS Chaika, SS Institutskaya).

Price of the Agreement:

The monthly cost of the provided rights to User under the Agreement for the term of use (payment) is 2 715,57 (Two thousand seven hundred and fifteen) rubles 57 kopecks, including VAT (18%) 414,24 (Four hundred and fourteen) rubles 24 kopecks.

The cost is determined on the basis of the Evaluation report № H-16504/13, performed by the independent appraiser LLC «LAIR».

The fee is charged on a monthly basis in equal installments from the date of signing by the Parties of the Act of provision of the Used property.

Payment under this Agreement is made in advance for the entire period of use.

Term of use:

Owner provides to User the right of temporary (limited) use of the used property for a period (period of use) of 25 (twenty five) years from the date of signing the Certificate of provision of the used property (Appendix # 2).

At the end of the period of use in case the Term of use is not extended in accordance with paragraph 6.3 of the Agreement, User agrees to stop using the Used property, which must be confirmed by the relevant certificate.

State registration of encumbrance:

User will bear all the costs, 1) associated with the state registration of temporary limited use in the bodies carrying out state registration of rights to immovable property and transactions with them, 2) that may arise during the implementation of state registration of temporary restricted use associated with the development and registration of measurements, diagrams, cadastral plans and other documents necessary for state registration of temporary limited use of the used property, 3) associated with changes in constitutive and operational documents for the used equipment, which may arise in connection with the execution of the Agreement.

Duration of the Agreement:

The Agreement shall enter into force from the moment of its signing by both Parties and is valid until the Parties fulfill their obligations under the Agreement in full. The Agreement extends to the legal relations of the parties, in fact arisen from 01.01.2014.

Voting results:

«FOR» - 6; «AGAINST» - 3; «ABSTAINED» - 1.

DECISION IS TAKEN.**Item 15: On approval of Agreement of temporary limited use of an overhead power line at the section SS «Nero» – SS «Rostov», concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», 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 JSC «FOCL-Conductor Administration» is recognized as a related party transaction of the shareholder of the Company – PJSC «Rosseti», which holds more than 20% of voting shares of the parties to the transaction.

Decision:

1. To determine in accordance with the Evaluation report of the independent appraiser LLC «LAIR» №H-16587/13 the cost of the provided to the User rights for temporary limited use of an overhead power line in the section with its length of 2 500 metres (from Portal Nero to Portal Rostov) in the amount of 786,67 (Seven hundred eighty-six) rubles 67 kopecks, including VAT (18%) 120,00 (One hundred and twenty) rubles 00 kopecks.

The total cost of the provided to the User rights for temporary limited use of an overhead power line for the term of use (payment) is 236 000,00 (Two hundred and thirty-six thousand) rubles 00 kopecks, including VAT (18%) 36 000,00 (Thirty six thousand) rubles 00 kopecks.

2. To approve the agreement of temporary limited use of an overhead power line, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

Owner - IDGC of Centre, PJSC

User - JSC «FOCL-Conductor Administration»

Subject of the Agreement:

Owner under the terms of the Agreement provides to User for a fee for the term of use the right of temporary (limited) use of the property used for the purpose of installation of fiber-optic communication line (FOCL) and operation of Shares in FOCL of User.

The Used property is provided under the Act of used property, which is Appendix # 2 to the Agreement and shall be signed on the date of signature of the Agreement.

The property belonging to Owner under the right of ownership and provided by him for temporary limited use to User in the manner and under the terms of this Agreement (the used property) – it is: OPL 110 kV «City 1-2», purpose: non-residential, total area 2,5 sq.m, inventory № 242, the facility address: Yaroslavl region, Rostovsky district, belonging to Owner under the right of ownership (Certificate of state registration of the right 76AA 688939 issued by the Office of Federal Registration Service in the Yaroslavl region 21 May 2008); cadastral (or conditional) number: 76:13:000000:0017:000242\00.

User is provided with the right to use metal structures (cross-arms, lightning conductor mounting frames) of the poles specified below of the Used property in the section with its length of 2 500 metres (from Portal Nero to Portal Rostov).

Price of the Agreement:

The monthly cost of the provided rights to User under the Agreement for the term of use (payment) is 786,67 (Seven hundred and eighty-six) rubles 67 kopecks, including VAT (18%) 120,00 (One hundred and twenty) rubles 00 kopecks.

The cost is determined on the basis of the Evaluation report № H-16587/13, performed by the independent appraiser

LLC «LAIR».

The fee is charged on a monthly basis in equal installments from the date of signing by the Parties of the Act of provision of the Used property.

Payment under this Agreement is made in advance for the entire period of use.

Term of use:

Owner provides to User the right of temporary (limited) use of the used property for a period (period of use) of 25 (twenty five) years from the date of signing the Certificate of provision of the used property (Appendix # 2).

At the end of the period of use in case the Term of use is not extended in accordance with paragraph 6.3 of the Agreement, User agrees to stop using the Used property, which must be confirmed by the relevant certificate.

State registration of encumbrance:

User will bear all the costs, 1) associated with the state registration of temporary limited use in the bodies carrying out state registration of rights to immovable property and transactions with them, 2) that may arise during the implementation of state registration of temporary restricted use associated with the development and registration of measurements, diagrams, cadastral plans and other documents necessary for state registration of temporary limited use of the used property, 3) associated with changes in constitutive and operational documents for the used equipment, which may arise in connection with the execution of the Agreement.

Duration of the Agreement:

The Agreement shall enter into force from the moment of its signing by both Parties and is valid until the Parties fulfill their obligations under the Agreement in full. The Agreement extends to the legal relations of the parties, in fact arisen from 01.01.2014.

Voting results:

«FOR» - 6; «AGAINST» - 3; «ABSTAINED» - 1.

DECISION IS TAKEN.

Item 16: On approval of Agreement of temporary limited use of an overhead power line at the section SS Pereslavl – SS Cybernetist, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», 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 JSC «FOCL-Conductor Administration» is recognized as a related party transaction of the shareholder of the Company – PJSC «Rosseti», which holds more than 20% of voting shares of the parties to the transaction.

Decision:

1. To determine in accordance with the Evaluation report of the independent appraiser LLC «LAIR» №H-16601/13 the cost of the provided to the User rights for temporary limited use of an overhead power line in the section with its length of 10 210 metres (from Portal Pereslavl to Portal Cybernetist, from pole №14 OPL 35kV Pereslavl-Cybernetist to Portal Red) in the amount of 3 212,75 (Three thousand two hundred and twelve) rubles 75 kopecks, including VAT (18%) 490,08 (Four hundred and ninety) rubles 08 kopecks.

The total cost of the provided to the User rights for temporary limited use of an overhead power line for the term of use (payment) is 963 824,00 (Nine hundred sixty-three thousand eight hundred twenty-four) rubles 00 kopecks, including VAT (18%) 147 024,00 (One hundred forty-seven thousand and twenty-four) rubles 00 kopecks.

2. To approve the agreement of temporary limited use of an overhead power line, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

Owner - IDGC of Centre, PJSC

User - JSC «FOCL-Conductor Administration»

Subject of the Agreement:

Owner under the terms of the Agreement provides to User for a fee for the term of use the right of temporary (limited) use of the property used for the purpose of installation of fiber-optic communication line (FOCL) and operation of Shares in FOCL of User.

The Used property is provided under the Act of used property, which is Appendix # 2 to the Agreement and shall be signed on the date of signature of the Agreement.

The property belonging to Owner under the right of ownership and provided by him for temporary limited use to User in the manner and under the terms of this Agreement (the used property) – it is: OPL 35 kV «Pereslavl-Cybernetist», purpose: structures of power industry and power transmission, length 10.210,00 ML, inventory № 185, the facility address: Yaroslavl region, Pereslavlsky district, belonging to Owner under the right of ownership (Certificate of state registration of the right 76AA 705334, issued by the Office of Federal Registration Service in the Yaroslavl region «20» May 2008); cadastral (or conditional) number: 76:11:000000:0000:300185\00.

User is provided with the right to use metal structures (cross-arms, lightning conductor mounting frames) of the poles specified below of the Used property in the section with its length of 10 210 metres (from Portal Pereslavl to Portal Cybernetist, from pole №14 OPL 35kV Pereslavl-Cybernetist to Portal Red).

Price of the Agreement:

The monthly cost of the provided rights to User under the Agreement for the term of use (payment) is 3 212,75 (Three thousand two hundred and twelve) rubles 75 kopecks, including VAT (18%) 490,08 (Four hundred and ninety) rubles 08 kopecks.

The cost is determined on the basis of the Evaluation report № H-16601/13, performed by the independent appraiser LLC «LAIR».

The fee is charged on a monthly basis in equal installments from the date of signing by the Parties of the Act of provision of the Used property.

Payment under this Agreement is made in advance for the entire period of use.

Term of use:

Owner provides to User the right of temporary (limited) use of the used property for a period (period of use) of 25 (twenty five) years from the date of signing the Certificate of provision of the used property (Appendix # 2).

At the end of the period of use in case the Term of use is not extended in accordance with paragraph 6.3 of the Agreement, User agrees to stop using the Used property, which must be confirmed by the relevant certificate.

State registration of encumbrance:

User will bear all the costs, 1) associated with the state registration of temporary limited use in the bodies carrying out state registration of rights to immovable property and transactions with them, 2) that may arise during the implementation of state registration of temporary restricted use associated with the development and registration of measurements, diagrams, cadastral plans and other documents necessary for state registration of temporary limited use of the used property, 3) associated with changes in constitutive and operational documents for the used equipment, which may arise in connection with the execution of the Agreement.

Duration of the Agreement:

The Agreement shall enter into force from the moment of its signing by both Parties and is valid until the Parties fulfill their obligations under the Agreement in full. The Agreement extends to the legal relations of the parties, in fact arisen from 01.01.2014.

Voting results:

«FOR» - 6; «AGAINST» - 3; «ABSTAINED» - 1.

DECISION IS TAKEN.

Item 17: On approval of Agreement of temporary limited use of an overhead power line at the section pole № 171/17 Conductor 110kV Pereslavskaya-1 – SS Trubezh, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», 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 JSC «FOCL-Conductor Administration» is recognized as a related party transaction of the shareholder of the Company – PJSC «Rosseti», which holds more than 20% of voting shares of the parties to the transaction.

Decision:

1. To determine in accordance with the Evaluation report of the independent appraiser LLC «LAIR» №H-16595/13 the cost of the provided to the User rights for temporary limited use of an overhead power line in the section with its length of 3 376 metres (from pole № 171/17 OPL 110kV Pereslavskaya-1 to SS Trubezh), in the amount of 1 062,32 (One thousand and sixty-two) rubles 32 kopecks, including VAT (18%) 162,05 (One hundred and sixty-two) rubles 05 kopecks.

The total cost of the provided to the User rights for temporary limited use of an overhead power line for the term of use (payment) is 318 694,40 (Three hundred and eighteen thousand six hundred ninety-four) rubles 40 kopecks, including VAT (18%) 48 614,40 (Forty-eight thousand six hundred and fourteen) rubles 40 kopecks.

2. To approve the agreement of temporary limited use of an overhead power line, concluded between IDGC of Centre, PJSC and JSC «FOCL-Conductor Administration», which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

Owner - IDGC of Centre, PJSC

User - JSC «FOCL-Conductor Administration»

Subject of the Agreement:

Owner under the terms of the Agreement provides to User for a fee for the term of use the right of temporary (limited) use of the property used for the purpose of installation of fiber-optic communication line (FOCL) and operation of Shares in FOCL of User.

The Used property is provided under the Act of used property, which is Appendix # 2 to the Agreement and shall be signed on the date of signature of the Agreement.

The property belonging to Owner under the right of ownership and provided by him for temporary limited use to User in the manner and under the terms of this Agreement (the used property) – it is: Two circuit OPL 110 kV «Pereslavskaya-1», purpose: other structures, length 13.230,00 ML, inventory № 167, the facility address: Yaroslavl region, Pereslavsky district, belonging to Owner under the right of ownership (Certificate of state registration of the right 76AA 705332 issued by the Office of Federal Registration Service in the Yaroslavl region «20» May 2008); cadastral (or conditional) number: 76:11:000000:0000:300167\00.

User is provided with the right to use metal structures (cross-arms, lightning conductor mounting frames) of the poles specified below of the Used property in the section with its length of 3 376 metres (from pole № 171/17 OPL 110kV Pereslavska-1 to SS Trubezh).

Price of the Agreement:

The monthly cost of the provided rights to User under the Agreement for the term of use (payment) is 1 062,32 (One thousand and sixty-two) rubles 32 kopecks, including VAT (18%) 162,05 (One hundred sixty-two) rubles 05 kopecks.

The cost is determined on the basis of the Evaluation report № H-16595/13, performed by the independent appraiser LLC «LAIR».

The fee is charged on a monthly basis in equal installments from the date of signing by the Parties of the Act of provision of the Used property.

Payment under this Agreement is made in advance for the entire period of use.

Term of use:

Owner provides to User the right of temporary (limited) use of the used property for a period (period of use) of 25 (twenty five) years from the date of signing the Certificate of provision of the used property (Appendix # 2).

At the end of the period of use in case the Term of use is not extended in accordance with paragraph 6.3 of the Agreement, User agrees to stop using the Used property, which must be confirmed by the relevant certificate.

State registration of encumbrance:

User will bear all the costs, 1)associated with the state registration of temporary limited use in the bodies carrying out state registration of rights to immovable property and transactions with them, 2)that may arise during the implementation of state registration of temporary restricted use associated with the development and registration of measurements, diagrams, cadastral plans and other documents necessary for state registration of temporary limited use of the used property, 3)associated with changes in constitutive and operational documents for the used equipment, which may arise in connection with the execution of the Agreement.

Duration of the Agreement:

The Agreement shall enter into force from the moment of its signing by both Parties and is valid until the Parties fulfill their obligations under the Agreement in full. The Agreement extends to the legal relations of the parties, in fact arisen from 01.01.2014.

Voting results:

«FOR» - 6; «AGAINST» - 3; «ABSTAINED» -1.

DECISION IS TAKEN.

3. Signature

3.1. Director of Corporate Governance –
Head of corporate governance and interaction
with shareholders Department, acting under
power of attorney # D-CA/42 of 10.02.2016

(signature)
Stamp here.

O.A. Kharchenko

3.2. Date «01» April 2016.