

Appendix # 7
to the decision of the Board of Directors of IDGC of
Centre
Minutes #26/12 of November 02nd, 2012

REGULATION
on the Corporate Secretary
of Interregional Distribution Grid Company
of Centre, Joint-Stock Company
(new edition)

Moscow, 2012

This Regulation is developed on the basis of the current legislation of the Russian Federation, Articles of Association of IDGC of Centre (hereinafter – the Company) and internal documents of the Company.

The Regulation determines the status, functions and powers of the Corporate secretary, the procedure of his/her election and the termination of powers, procedure of his/her work and interaction with Company's controls.

1. GENERAL PROVISIONS

The Corporate secretary – an authorised person which primary goal is provision of observance by controls and office holders of the Company of the procedural requirements warranting realisation of the rights and legitimate interests of shareholders of the Company.

At realisation of tasks of the corporate control the Corporate secretary will organise and provides interaction of the Company with its shareholders and the Company's Board of Directors.

The Corporate secretary reports in his/her activity to the Company's Board of Directors.

The Corporate secretary has the right to combine the activity with accomplishment of other functions in the Company only with the consent of the Company's Board of Directors.

2. THE PROCEDURE OF ELECTION OF THE CORPORATE SECRETARY

2.1. The Corporate secretary is elected by members of the Board of Directors at the first session of the Board of Directors of the Company on representation of members of the Board of Directors or the General director of the Company by majority of votes of its members who are taking part in the session, with the term till the first session of the Board of Directors of the Company after an annual shareholders general meeting of the Company.

For an all-round estimation of the candidate applying for a post of the Corporate secretary, the decision on his/her election, whenever possible, is accepted at the session of the Board of Directors which is conducted in the form of joint presence.

The Board of Directors has the right to re-elect the Corporate secretary at any time.

The Board of Directors has the right to make the decision on exemption from a post of the Corporate secretary of the Company and termination of the concluded with him/her employment contract only in the order established by the Labour Code of the Russian Federation.

2.2. An employment contract is entered with the Corporate secretary which is signed on behalf of the Company by the Chairman of the Board of Directors of the Company or the person authorised by the Board of Directors of the Company.

Conditions of the Employment contract with the Corporate secretary of the Company are determined by the Board of Directors of the Company or the person authorised by the Board of Directors of the Company on signing the Employment contract.

Compensation of the Corporate secretary is determined by the sum of the official pay rate established by the Employment contract.

Under the decision of the Board of Directors of the Company the Corporate secretary can be awarded following the results of work for a quarter and year.

Representation about awarding of the Corporate secretary can be directed to the address of the Chairman of the Board of Directors by any member of the Board of Directors of the Company.

The representation about awarding should contain the information on reasons of awarding the Corporate secretary, the offered size of awarding and the information is specified for what period of work it is offered to award the Corporate secretary.

2.3. At election of the Corporate secretary of the Company the Board of Directors should estimate capability of the candidate to perform functions of the Corporate secretary, including his/her education, work experience and business qualities.

Concerning a nominee of the Corporate secretary the following information should be presented to the Board of Directors (in the form of biographical particulars according to Appendix 1 to this Regulation):

- surname, name and patronymic of the candidate;
- year of birth;
- place of registration and the address of actual residence;
- education;
- data on work places over the last 5 years;
- data on quantity, type, category of stocks of the Company belonging to the candidate;
- data on availability (absence) of affiliation with members of controls of the Company, shareholders of the Company;
- a criminal record (absence of previous convictions);
- data on the person's administrative offences, first of all in the field of an entrepreneurial activity, in the field of the finance, taxes and tax collections, securities market;
- data on negotiating skills;
- written consent of the candidate on election.

The candidate can give the supplementary information at his/her own discretion.

The person meeting the following requirements can be elected for a post of the Corporate secretary:

- faultless reputation (thus commitment by the person of a crime in sphere of economic activities or a crime against the government, interests of public service and service in local governments, and also an administrative offence, first of all in the field of an entrepreneurial activity, in the field of the finance, taxes and tax collections, securities market, is one of the factors negatively influencing his/her reputation);
- higher legal or financial and economic education;
- length of service in sphere of corporate management not less than 3 years;
- knowledge of rules of the legislation of the Russian Federation regarding the corporate right, securities, and also norms of organizational-administrative documents of the Company;
- skills of negotiating.

2.4. The Board of Directors has the right to make the decision on transfer of functions of the Corporate secretary to a legal person on the basis of the agreement concluded with it.

3. FUNCTIONS OF THE CORPORATE SECRETARY

3.1. The organisation of preparation and provision of carrying out the Shareholders general meeting according to requirements of the current legislation of the Russian Federation, the Articles of Association and other internal documents of the Company, including:

- acceptance of offers of shareholders concerning the agenda of Shareholders general meeting and promotion of nominees in the elected bodies arriving in the Company; marking the receipt of an offer; conducting accounting of entering offers and carrying out their legal examination; informing the Chairman of the Board of Directors on offers of shareholders not later than the day following day of their receipt with an appendix of his/her own legal estimation upon the entered offer; direction to shareholders of the decision of the Board of Directors accepted under the entered offer;

- in a case if the agenda of the Shareholders general meeting contains a question on election of members of the Board of Directors, members of the Audit Commission, members of the tabulation commission, about formation of a sole executive body of the Company – preparation and direction to the candidate of an inquiry about the consent to election of the persons nominated for given posts;

- on the basis of the decision of the Board of Directors on carrying out the General meeting he/she will organise preparation and direction to a registry holder of the Company an inquiry about submission of the list of the persons having the right to participate in the Shareholders general meeting from the registrar of the Company

- preparation of a draft of the notification of shareholders about forthcoming General meeting, layout of bulletins for voting;
- provision of preparation of the documents (materials) necessary for the organisation and carrying out of the Shareholders general meeting;
- providing access to documents for obligatory presentation to persons, having the right to participate in General meeting, and also production and presentation of copies of these documents on request of a shareholder;
- provision of accounting of the filled in bulletins which have entered in the Company for voting and their transfer to the tabulation commission;
- record-keeping of Shareholders general meeting, if necessary – the organisation of taking shorthand, video and audio records of the meeting;
- consultation of the presidium of the meeting under the legal questions arising during its carrying out;
- informing participants of General meeting on the questions connected with the procedure of its carrying out;
- control over execution of the decisions accepted by the Shareholders general meeting;
- registration, including signing of extracts from minutes of the Shareholders general meeting;
- other functions provided by internal documents of the Company.

3.2. Provision of work of the Board of Directors and Committees of the Board of Directors¹, including:

- development and representation to the Chairman of the Board of Directors/Chairman of Committee of the Board of Directors of a draft of the agenda of the next session of the Board of Directors/Committee of the Board of Directors according to the Work plan of the Board of Directors/Committee of the Board of Directors and the offers which have been received from members of the Board of Directors, members of the Committee of the Board of Directors, the General director of the Company, the Audit Commission and the Auditor of the Company;
- provision of preparation and mailing of the documents (materials) necessary for the organisation and carrying out of session of the Board of Directors (the notification of carrying out of sessions, drafts of decisions concerning the session agenda, drafts of documents for familiarity, etc.)/Committee of the Board of Directors in the order the terms established by internal documents of the Company;
- organizational and technical support of carrying out of voting at session of the Board of Directors/Committee of the Board of Directors, including collection of questionnaires filled in by members of the Board of Directors of the Company/members of the Committee of the Board of Directors;
- organisation of interaction of the Board of Directors with an executive office and Company control bodies, with Committees of the Board of Directors and structural divisions of the Company;
- organisation of preparation and representation of documents (information) by inquiries of members of the Board of Directors/members of the Committee of the Board of Directors;
- preparation of inquiries and answers to letters under questions of competence of the Corporate secretary;
- preparation of inquiries to operating units of the Company on the questions connected with provision of work of the Board of Directors of the Company;
- collection of biographical particulars of members of the Board of Directors/Committee of the Board of Directors on a regular basis (not fewer than once a quarter) (the form of the questionnaire of the member of the Board of Directors is given in Appendix 2 to this Regulation and their presentation to structural divisions of the Company on their demand;
- registration of minutes of sessions of the Board of Directors/Committee of the Board of Directors, registration and signing of extracts from minutes of sessions of the Board of

¹ Functions to ensure the work of the Committees of the Board of Directors are performed by the Corporate Secretary in the event of overlapping positions of the Secretary of the Committees.

Directors/Committee of the Board of Directors;

- mailing of the documents approved by the Board of Directors to members of the Board of Directors and structural divisions of the Company;

- development and maintaining the nomenclature of affairs of the Board of Directors/Committee of the Board of Directors;

- ordering and archiving documents and materials of the Board of Directors/Committee of the Board of Directors;

- examination and, at necessity, bringing in conformity with requirements of the current legislation, the Articles of Association and internal documents of the Company, of drafts of decisions of the Board of Directors;

- preparation on an instruction of the Chairman of the Board of Directors (and in case of his/her absence – Deputy Chairman of the Board of Directors)/Chairman of the Committee of the Board of Directors of drafts of separate documents and decisions of the Board of Directors/Committee of the Board of Directors, including the draft of the Work plan of the Board of Directors/Committee of the Board of Directors;

- organisation of record keeping of a course of sessions of the Board of Directors/Committee of the Board of Directors, including, with the consent of present members, on magnetic carriers;

- control over execution of the decisions approved by the Board of Directors of the Company/Committee of the Board of Directors (including preparation of the draft of an order on execution by internal divisions of the Company of decisions approved by the Board of Directors of the Company), timely informing of the Chairman of the Board of Directors on inadequate accomplishment/not accomplishment of decisions of the Board of Directors;

- accomplishment of other functions provided by this Regulation, orders of the Chairman and members of the Board of Directors of the Company/Committee of the Board of Directors.

3.3. Provision of assistance to members of the Board of Directors/Committee of the Board of Directors at realisation of the functions by them, namely:

- provision to members of the Board of Directors/Committee of the Board of Directors of assistance to receive the information which is necessary for them, including their acquaintance with orders of the General director, minutes of sessions and opinions of the Audit Commission and the auditor of the Company, and also under the decision of the Chairman of the Board of Directors with primary documents of the business accounting;

- explanation to newly elected members of the Board of Directors/Committee of the Board of Directors of rules of activity of the Board of Directors/Committee of the Board of Directors acting in the Company, informing on office holders of the Company, organizational structure of the Company, acquaintance with the internal documents of the Company, acting decisions of Shareholders general meeting, Board of Directors, provision of other information important for proper execution by members of the Board of Directors/Committee of the Board of Directors of their obligations;

- provision to members of the Board of Directors/Committee of the Board of Directors of explanations of requirements of the legislation of the Russian Federation, the Articles of Association, internal documents of the Company, concerning procedural issues of preparation and carrying out of Shareholders general meeting, sessions of the Board of Directors/Committee of the Board of Directors, disclosure (provision) of the information on the Company.

3.4. The Corporate secretary keeps the following documents:

- minutes of shareholders general meetings, sessions of the Board of Directors and Committees of the Board of Directors of the Company;

- materials of shareholders general meetings, sessions of the Board of Directors and Committees of the Board of Directors of the Company;

- biographical particulars of members of the Board of Directors of the Company;

- incoming and outgoing documentation on questions of competence of the Corporate secretary of the Company.

3.5. The interaction organisation between the Company (in the name of the Board of Directors and the General director) and its shareholders, including:

- control over timely consideration by bodies and divisions of the Company of requests of shareholders;
- accepting measures to promote fast and effective resolving of any conflicts, including those connected with shareholders' register keeping;
- as much as possible complete and prompt revealing of conflicts if they can arise in the Company;
- record keeping and provisional estimate of corporate conflicts (representation to the Chairman of the Board of Directors and the General director of conclusions following the results of such estimation), registration of requests which have arrived from shareholders, letters and requirements, preparation of drafts of corresponding answers;

3.6. Other functions determined by internal documents of the Company or separate decisions of the Board of Directors of the Company can be assigned to the Corporate secretary.

3.7. At accomplishment by the Corporate secretary of the functions assigned to him/her, the Company on behalf of the General director is obliged to assist the Corporate secretary in material and technical support of his/her activity and granting the information enquired by the Corporate secretary within the limits of his/her powers.

4. THE RIGHTS, OBLIGATIONS AND RESPONSIBILITY OF THE CORPORATE SECRETARY

4.1. The Corporate secretary has the right:

- to enquire and receive from office holders of the Company, heads of its structural divisions the necessary information and documents (including drafts of decisions of the Board of Directors/Committee of the Board of Directors, and also other documents necessary for preparation and carrying out of a session of the Board of Directors/Committees of the Board of Directors, provided by the current legislation and internal documents of the Company);
- to request from office holders and heads of structural divisions of the Company reports on execution of the decisions accepted by the Board of Directors and Shareholders general meeting, if necessary – to demand a written explanation of the reasons of a failure to execute the decisions;
- to receive correspondence, requests and applications from shareholders with indication of date and receipt time of corresponding documents in the Company;
- to prepare and direct to shareholders answers and explanations;
- to enquire information from the Company's registry holder.

4.2. The Corporate secretary is obliged:

- performing his/her functions, strictly to observe rules and requirements of the legislation of the Russian Federation, the Articles of Association and internal documents of the Company;
- at solving issues to follow the presumption of observance of the rights and legitimate interests of shareholders;
- to perform orders of the Chairman of the Board of Directors and the General director;
- regularly to report about the activity to the Chairman of the Board of Directors of the Company (the reporting information presented by the Corporate secretary goes to members of the Board of Directors for acquaintance);
- to inform the Board of Directors on origin of situations creating threat of infringement of rules of the current legislation of the Russian Federation, shareholder rights, and also origin of a corporate conflict;
- to inform the Board of Directors on intention to make a transaction with securities of the Company or its affiliated/dependent companies before fulfilment of such transactions;
- to reveal infringements of the legislation on activity of the Company and securities market by office holders of the Company, members of the Board of Directors and shareholders and to put questions on termination of the revealed infringements

4.3. With a view of effective fulfilment by the Corporate secretary of his/her obligations, it is allowed to create in the Company the office of the Corporate secretary of the Company –

Secretariat, - the composition, number, structure and job responsibilities of its employees are determined by internal documents of the Company.

4.4. The Corporate secretary bears responsibility for disclosure of any data constituting according to internal documents acting in the Company commercial secret, use of the insider information to suit his/her own ends and goals which are not equitable to interests of the Company.

5. FINAL PROVISIONS

This Regulation on the Corporate Secretary of IDGC of Centre is approved, changed and supplemented under a decision of the Board of Directors of the Company with majority of votes of members of the Board of Directors participating in a corresponding session.

If as a result of change of legislative or other regulations of the Russian Federation individual clauses of this Regulation conflict with them, such clauses become invalid and till their modification in the Regulation the Company is guided by requirements of the legislative and regulatory legal acts of the Russian Federation.

The questionnaire of the Corporate Secretary of IDGC of Centre

General information

Family Name, First Name, Patronymic Name	
Date of birth (day, month, year)	
Passport data (series, number, issued by, date of issue)	
Education: (educational institution, specialization, qualification, year of graduation)	
Permanent address (with post code indication) and current address	
Current position and place of work	
Number, type, category of your owned shares of the Company	
Presence (lack) of affiliation with the members of the Company's Governing Bodies, the Company's shareholders	
Criminal record (absence of previous convictions)	
Violations of administrative law concerning entrepreneurship in the field of finance, taxes and dues, the securities market	
Negotiating skills	

Work experience for the last 5 years

It is necessary to indicate the main place of work, and also other positions occupied by you **(including the Governing Bodies of other companies) for the last 5 years**

Period	
Organisation (Full name)	
Area of activity	
Legal address	
Position	
Ownership interest in the Issuer's stock	
Ownership interest in affiliated/dependent companies of the Issuer	

Additional information

Questionnaire for a member of the Board of Directors of IDGC of Centre

General information

Family Name, First Name, Patronymic Name	
Date of birth (day, month, year)	
Passport data (series, number, issued by, date of issue)	
Education: (educational institution, specialization, qualification, year of graduation)	
Permanent address (with post code indication)	
Current position and place of work	
INN (Taxpayer identification number)	
Number of the Insurance Certificate of the State Pension Insurance Fund	
Contact phone/fax	
E-mail address	
Bank details for transfer of the remuneration for participating in the Board of Directors meetings (including account number, name, RCBIC and correspondent account number of the financial institution)	
Ownership interest of the member of the Board of Directors in the authorized Issuer's capital Ownership interest of the member of the Board of Directors in the ordinary stock of the Company	
Ownership interest of the member of the Board of Directors in the authorized capital of associated and dependent companies of the Issuer (with indication of the name, area of activity and the location of such company) Ownership interest of the member of the Board of Directors in the ordinary stock	

of the associated or dependent company and number of shares (with indication of the name, area of activity and the location of such company)	
Character of any relations with other persons who are a part of governing bodies of the issuer and/or controls over financial and economic activities of the issuer	
Ownership interest of the member of the Board of Directors in the authorized capital of other companies (with indication of the name, area of activity and the location of such company) Ownership interest of the member of the Board of Directors in the ordinary stock of other companies and number of shares (with indication of the name, area of activity and the location of such company)	
Affiliation of the member of the Board of Directors	

Work experience for the last 5 years

It is necessary to indicate the main place of work, and also other work positions occupied by you **(including the Governing Bodies of other companies) for the last 5 years**

Period	
Organisation (Full name)	
Area of activity	
Legal address	
Position	
Ownership interest in the Issuer's stock	
Ownership interest in affiliated/dependent companies of the Issuer	

Other information

Have any claims ever been made to you?	
Have you ever been claimed guilty for committing crimes in the sphere of business activities, crimes against state authorities, civil service and the local government?	
Have administrative penalties ever been applied to you for the violations of administrative law concerning entrepreneurship in the field of finance, taxes and dues, the securities market?	
Are you a participant, a general director, a member of an authoritative body or a	

representative of a legal entity, a competitor with the Company (if Yes, specify the name of the company and your current position)	
Specify the transactions known to you that are being made or to be made in the future in which you can be recognized as an interested party	

I express the consent to handling and the subsequent publication of my personal data at disclosing annual and quarterly reports, the list of affiliated persons of IDGC of Centre, including on an official website of the Company, according to requirements of the legislation of the Russian Federation.

_____ / _____ /
 (signature)

_____ 200 ____