



“Interregional Distribution Grid Company of Centre”, Joint-Stock Company

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MINUTES

of meeting of the Board of Directors of IDGC of Centre
(in the form of absent voting)

«06» March 2014

Moscow

No. 04/14

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

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

Participants of the voting: **S.A. Arkhipov, A.M. Branis, V.A. Goncharov, S.A. Demin, M.V. Kaloeva, A.V. Molsky, O.Y. Isaev, M.M. Saukh, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.**

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

The quorum is **present.**

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

Date of the minutes: **11.03.2014.**

AGENDA:

1. On consideration of shareholders' proposals for the inclusion of items on the agenda of the Annual General Meeting of Shareholders and nomination of candidates for the management and control bodies of the Company.
2. On determination of the date of a meeting of the Board of Directors of the Company to consider issues related to the preparation for the Annual General Meeting of Shareholders of the Company.

Item 1. On consideration of shareholders' proposals for the inclusion of items on the agenda of the Annual General Meeting of Shareholders and nomination of candidates for the management and control bodies of the Company.

Decision:

1. To include the following persons into the list of candidates for voting to be elected for the Board of Directors of the Company:

Item #	Candidate, proposed by the shareholder to be included into the list for voting to be elected for the Board of Directors of the Company	Position, Place of Employment of the Candidate, proposed by the shareholder to be included into the list for voting to be elected for the Board of Directors of the Company	Name of the shareholder, who proposed to include the Candidate into the list for voting to be elected for the Board of Directors of the Company	Number of voting shares of the Company held by the shareholder (in percentage terms)
1.	Tatiana Petrovna Dronova	ZAO "Investment Holding "Energy Alliance", Deputy General Director for Strategy and Development	Company «Energosouz Holdings Limited»	2,73%

2.	Alexander Grigoryevich Starchenko	Vice-President for Power Engineering of NLMK	Company «IMMENSO ENTERPRISES LIMITED»	3,20%
3.	Sergey Vladimirovich Chebotarev	Director for Energy Efficiency and Energy Markets of NLMK	Company «IMMENSO ENTERPRISES LIMITED»	3,20%
4.	Alexander Markovich Branis	Prosperity Capital Management (Russian Federation) Ltd., Director	Company «Genhold Limited»	15,01%
5.	Denis Alexandrovich Spirin	Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Director for Corporate Governance	Company «Genhold Limited»	15,01%
6.	Roman Alexeyevich Filkin	Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Co-Director, power engineering, machine building	Company «Genhold Limited»	15,01%
7.	Denis Viktorovich Kulikov	Nonprofit organization Association for Protection of rights of investors, Executive Director	Company «Genhold Limited»	15,01%
8.	Alexander Viktorovich Shevchuk	Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director	Company «Genhold Limited»	15,01%
9.	Oxana Vladimirovna Shatokhina	Deputy General Director for Economy of of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
10.	Maria Valeryevna Lazareva	Director of Expert-Analytical Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
11.	Yury Nikolayevich Mangarov	Adviser of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
12.	Oleg Yuryevich Isaev	General Director of IDGC of Centre, JSC	JSC «Russian Grids»	50,23%
13.	Vladimir Vladimirovich Sofyin	Director of Technology Development and Innovation Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
14.	Maxim Mikhailovich Saukh	Head of Corporate Governance Office of Corporate Governance and Interaction with Shareholders and Investors Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
15.	Pavel Nikolayevich Snikkars	Director of Electric Power Industry Development Department of the Russian Ministry of Energy	JSC «Russian Grids»	50,23%
16.	Xenia Valeryevna Khokholkova	Deputy Head of Office – Head of Shareholder Rights Provision Section of Corporate Governance and Interaction with Shareholders and Investors Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
17.	Tatiana Alexandrovna Ivanova	Head of Tariff Methodology Office of Tariff Policy Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
18.	Natalia Ilyinichna Erpsher	Head of Organizational Development Office of Personnel Policy and Organizational Development Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
19.	Nikolay Borisovich Piotrovich	Deputy Head of the Directorate of Organizing the Activities of Management Bodies of JSC «Russian Grids»	JSC «Russian Grids»	50,23%

2. To include the following persons into the list of candidates for voting to be elected for the Audit Commission of the Company:

Item #	Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company	Position, Place of Employment of the Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company	Full name/name of the shareholder (s), who proposed to include the Candidate into the list for voting to be elected for the Audit Commission of the Company	Number of voting shares of the Company held by the shareholder(s) (in percentage terms)
1.	Igor Nikolayevich Repin	Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director	Company «Genhold Limited»	15,01%
2.	Marina Alexeyevna Lelekova	Director of Internal Audit and Control Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
3.	Elena Polikarpovna Kuznetsova	Head of Corporate Audit Section of Internal Audit Office of Internal Audit and Control Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
4.	Elena Yuryevna Guseva	Leading Expert of Internal Audit Office of Internal Audit and Control Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
5.	Sergey Vladimirovich Malyshev	Leading Expert of Internal Audit Office of Internal Audit and Control Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
6.	Sergey Ivanovich Ochikov	Leading Expert of Internal Audit Office of Internal Audit and Control Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%

Voting results:

- | | |
|---|---------------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |
| 4. Sergey Alexandrovich Demin | - «ABSTAINED» |
| 5. Oleg Yuryevich Isaev | - «FOR» |
| 6. Madina Valeryevna Kaloeva | - «FOR» |
| 7. Alexey Valeryevich Molsky | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 2. On determination of the date of a meeting of the Board of Directors of the Company to consider issues related to the preparation for the Annual General Meeting of Shareholders of the Company.

Decision:

To determine the date of meetings of the Board of Directors of the Company held to consider issues relating to the preparation for the Annual General Meeting of Shareholders of the Company (including the determination of the date, time and place of the AGM; making the agenda for the AGM; the definition of the record date of the list of persons entitled to participate in the AGM; approval of the form and text of voting ballots, etc.) – not later than April 11, 2014 and not later than April 22, 2014.

Voting results:

- | | |
|---|---------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |
| 4. Sergey Alexandrovich Demin | - «FOR» |
| 5. Oleg Yuryevich Isaev | - «FOR» |
| 6. Madina Valeryevna Kaloeva | - «FOR» |
| 7. Alexey Valeryevich Molsky | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

**Chairman of the Board of Directors
of IDGC of Centre**

S.A. Arkhipov

**Corporate Secretary
of IDGC of Centre**

A.A. Varlamov