



"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)

«13» March 2014

Moscow

No. 05/14

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

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

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

Members who did not provide questionnaires: **A.M. Branis, R.A. Filkin.**

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: 17.03.2014.

AGENDA:

1. On approval of the List of titles of the Executive Office of the Company, approval of nominations for which is within the competence of the Board of Directors of the Company.
2. On approval of an agreement, concluded between IDGC of Centre and FGC UES, which is a related party transaction.
3. On determination of the position of IDGC of Centre regarding the agenda item of a meeting of the Board of Directors of JSC "Yargorelectroset": «On approval of the adjusted Business plan of the Company (including the adjusted Investment program) for 2014-2018».
4. Consideration of the report of General Director of IDGC of Centre «On implementation of the decisions taken at the meetings of the Board of Directors of the Company in 4Q 2013».
5. On approval of an internal document of the Company: the Standard «Performance of a public technological and price audit of investment projects of IDGC of Centre».
6. On reviewing the list of investment projects, both planned for inclusion in a draft of the investment program up to 2019, and included in the approved investment program involving the construction, reconstruction, technical re-equipment of capital construction projects with the estimated cost at 1.5 billion rubles and above each (with VAT) at all stages of these projects implementation: preparation and design, implementation (including stages), and commissioning.

Item 1. On approval of the List of titles of the Executive Office of the Company, approval of nominations for which is within the competence of the Board of Directors of the Company.

Decision:

- I. To approve the following list of titles of the Executive Office of the Company, approval of

nominations for which is within the competence of the Board of Directors of the Company:

1. First Deputy General Director;
2. Deputy General Director;
3. Deputy General Director – division director.

II. To consider the list of titles of the Executive Office of the Company, approval of nominations for which is within the competence of the Board of Directors of the Company, approved by the decision of the Board of Directors on 15.10.2013 (Minutes # 24/13 of 18.10.13) to have lost force.

Voting results:

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

Total:

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

Decision is taken.

Item 2. On approval of an agreement, concluded between IDGC of Centre and FGC UES, which is a related party transaction.

Decision:

1. To determine that the total cost of the agreement, concluded between IDGC of Centre and FGC UES, which is a related party transaction, must not exceed 96 884 (Ninety-six thousand eight hundred eighty-four) rubles 06 kopecks, including VAT 18% - 14 778 (Fourteen thousand seven hundred seventy-eight) rubles 92 kopecks.

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

Parties of the Agreement:

Organizer - Federal Grid Company of Unified Energy System (FGC UES).

Participant - Interregional Distribution Grid Company of Centre, Joint-Stock Company (IDGC of Centre).

Subject of the Agreement:

Organizer undertakes to provide services to Participant for the creation and issuance of electronic signature keys and key certificates for verification of electronic signatures in accordance with the Procedure for the use of electronic signatures in FGC UES and ways of cryptographic protection of information in the electronic document management system of the certification centre of FGC UES, approved by Order of FGC UES from 27.12.2011 # 800 (Appendix to the Agreement), and Participant agrees to accept and pay for the services.

Price of the Agreement:

The total cost of the services provided under the Agreement must not exceed 96 884 (Ninety-six thousand eight hundred eighty-four) rubles 06 kopecks, including VAT 18% - 14 778 (fourteen thousand seven hundred seventy-eight) rubles 92 kopecks.

The cost of the services provided under the Agreement is defined as the multiplication of the volume of services in applications (the Form – Appendix 7 to the Agreement) of

Participant, agreed upon with Organizer, by unit prices specified in Appendix 2 to this Agreement.

Settlement procedure:

Participant pays for the services of Organizer by 100% advance payment within 7 (seven) business days on the basis of an invoice issued by Organizer.

Duration of the Agreement:

This Agreement shall enter into force upon signature and shall be valid for one year. The Agreement shall be deemed extended for each subsequent calendar year, unless one of the Parties has notified in writing to the other Party of its desire to terminate the Agreement at least 30 (thirty) calendar days prior to its expiration. The validity of this Agreement shall apply to relations between the parties actually arising from February 1, 2013.

Voting results:

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

- S.A. Arkhipov, O.Y. Isaev, recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies»;
- V.A. Goncharov, recognized as an interested director in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies».

- | | |
|--|---------|
| 1. Sergey Alexandrovich Demin | - «FOR» |
| 2. Madina Valeryevna Kaloeva | - «FOR» |
| 3. Alexey Valeryevich Molsky | - «FOR» |
| 4. Maxim Mikhailovich Saukh | - «FOR» |
| 5. Oxana Vladimirovna Shatokhina | - «FOR» |
| 6. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 3. On determination of the position of IDGC of Centre regarding the agenda item of a meeting of the Board of Directors of JSC “Yargorelectroset”: «On approval of the adjusted Business plan of the Company (including the adjusted Investment program) for 2014-2018».

Decision:

To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC “Yargorelectroset” regarding the item «On approval of the adjusted Business plan of the Company, including the Investment program, for 2014 and outlook for 2015-2018» to vote «FOR»:

1. To approve the adjusted Business plan of the Company, including the Investment program, for 2014 and take into consideration the look-ahead indicators for the period of 2015-2018 in accordance with Appendix # 1 to this decision of the Board of Directors.

2. To approve the draft of the adjusted Investment program of the Company for 2014-2019 in accordance with Appendix # 2 to this decision of the Board of Directors.

3. To instruct General Director of the Company:

3.1. To ensure approval of the adjusted Investment program of the Company for 2014-2019 by the authorized body of executive power in time, as prescribed by the RF Government Resolution № 977 dated 01.12.2009.

3.2. To provide a report on the implementation of paragraph 3.1. of this decision to the Board of Directors of the Company within 30 calendar days after approval of the adjusted Investment program of the Company for 2014-2019 in accordance with the requirements of the

RF Government Resolution № 977 dated 01.12.2009.

3.3. To submit for consideration by the Board of Directors of the Company adjustment of the Business plan, including the Investment program, for 2014 and look-ahead indicators for the period of 2015-2018, in the presence of deviations from the approved parameters of the Business plan, after approval of the Investment program, in accordance with the requirements of the RF Government Resolution № 977 dated 01.12.2009, within 30 calendar days.

Voting results:

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

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 4. Consideration of the report of General Director of IDGC of Centre «On implementation of the decisions taken at the meetings of the Board of Directors of the Company in 4Q 2013».

Decision:

1. To take into consideration the report of General Director of the Company «On implementation of the decisions taken at the meetings of the Board of Directors of the Company in 4Q 2013» in accordance with Appendices # 3 - 15 to this decision of the Board of Directors of the Company.

2. In terms of paragraph 3.10. of the considered report to instruct General Director to bring the procedure for filing applications for grid connection and documents in electronic form on the Company's official website on the "Internet" in accordance with the Rules of electric grid connection of power installations of electricity customers, electricity generation facilities and also electric grid facilities, owned by grid companies and other persons (as amended by Resolution of the Government of the Russian Federation dated 9.12.2013 № 1131).

Voting results:

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

Total:

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

Decision is taken.

Item 5. On approval of an internal document of the Company: the Standard «Performance of a public technological and price audit of investment projects of IDGC of Centre».

Decision:

To approve the Standard «Performance of a public technological and price audit of investment projects of IDGC of Centre» as an internal document of the Company in accordance with Appendix # 16 to this decision of the Board of Directors of the Company.

Voting results:

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

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 6. On reviewing the list of investment projects, both planned for inclusion in a draft of the investment program up to 2019, and included in the approved investment program involving the construction, reconstruction, technical re-equipment of capital construction projects with the estimated cost at 1.5 billion rubles and above each (with VAT) at all stages of these projects implementation: preparation and design, implementation (including stages), and commissioning.

Decision:

To take into consideration the information on the list of investment projects, both planned for inclusion in a draft of the investment program up to 2019, and included in the approved investment program involving the construction, reconstruction, technical re-equipment of capital construction projects with the estimated cost at 1.5 billion rubles and above each (with VAT) at all stages of these projects implementation: preparation and design, implementation (including stages), and commissioning, in accordance with Appendix # 17 to this decision of the Board of Directors of the Company.

Voting results:

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

Total:

«FOR»	- «7»
«AGAINST»	- «0»

Decision is taken.

Appendices:

1. The adjusted Business plan of JSC “Yargorelectroset”, including the Investment program, for 2014 and the look-ahead indicators for the period of 2015-2018 (Appendix # 1).
2. The draft of the adjusted Investment program of the Company for 2014-2019 (Appendix # 2).
3. The report of General Director of the Company «On implementation of the decisions taken at the meetings of the Board of Directors of the Company in 4Q 2013» (Appendices ## 3-15).
4. The Standard «Performance of a public technological and price audit of investment projects of IDGC of Centre» (Appendix # 16).
5. The information on the list of investment projects, both planned for inclusion in a draft of the investment program up to 2019, and included in the approved investment program involving the construction, reconstruction, technical re-equipment of capital construction projects with the estimated cost at 1.5 billion rubles and above each (with VAT) at all stages of these projects implementation: preparation and design, implementation (including stages), and commissioning (Appendix # 17).

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

S.A. Arkhipov

**Corporate Secretary
of IDGC of Centre**

A.A. Varlamov