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MINUTES

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

«28» April 2014

Moscow

No. 10/14

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: **30.04.2014.**

AGENDA:

1. Consideration of issues associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.
2. On the prior approval of the Company's Annual Report for 2013.
3. Consideration of the nomination of the Auditor of the Company.

Item 1. Consideration of issues associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.

Decision:

1. To read the decision of the Board of Directors of the Company dated 06.03.2014 (Minutes # 04/14) regarding agenda 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» as follows:

«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 28, 2014 and not later than May 19, 2014».

2. To read item 1 of the decision of the Board of Directors of the Company dated 11.04.2014 (Minutes # 08/14) regarding agenda item # 2 «On determination of the date, time and place of the Annual General Meeting of Shareholders of the Company, the starting time of registration of persons participating in the Annual General Meeting of Shareholders of the Company», as follows:

«1. To determine the date of the Annual General Meeting of Shareholders of the Company –

June 26, 2014».

3. To read the decision of the Board of Directors of the Company dated 11.04.2014 (Minutes # 08/14) regarding agenda item # 4 «On definition of the record date of the list of persons entitled to participate in the Annual General Meeting of Shareholders of the Company», as follows:

«To determine the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company - May 12, 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.

Item 2. On the prior approval of the Company's Annual Report for 2013.

Decision:

Tentatively to approve the Company's Annual Report for 2013. To recommend to the Annual General Meeting of Shareholders of the Company to approve the Company's Annual Report in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

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.

Item 3. Consideration of the nomination of the Auditor of the Company.

Decision:

To propose the Annual General Meeting of Shareholders of the Company to approve

Ernst & Young LLC as the Company's Auditor.

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.

Appendix:

The Company's Annual Report (Appendix # 1).

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

S.A. Arkhipov

**Corporate Secretary
of IDGC of Centre**

A.A. Varlamov