



IDGC OF CENTRE

"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)

«28» August 2014

Moscow

No. 19/14

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

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

Participants of the voting: **A.M. Branis, D.V. Kulikov, O.Y. Isaev, M.V. Lazareva, Y.N. Mangarov, M.M. Saukh, P.N. Snikkars, V.V. Sofyin, R.A. Filkin, O.V. Shatokhina, N.I. Erpsher.**

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: **29.08.2014.**

AGENDA:

1. On consideration of the report of General Director of the Company «On implementation of the assignments taken in 2Q 2014 at the meetings of the Board of Directors of the Company».
2. On consideration of the report of General Director of the Company «On provision of insurance coverage in 2Q and 1H 2014».
3. On approval of an internal document of the Company – the Regulation on the technical policy of the Company in the field of telecommunications of the Company.
4. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC “Energetik”:
 - 4.1. On approval of adjusted values of key performance indicators of the Company for 2014.
 - 4.2. On approval of the adjusted Business plan of the Company for 2014-2018.
5. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC “Yargorelectroset”:
 - 5.1. On approval of adjusted values of key performance indicators of the Company for 2014.
 - 5.2. On approval of the adjusted Business plan of the Company (including the adjusted Investment program) for 2014-2018.
6. On the Company’s priority activity area: ensuring accessibility of energy infrastructure and quality of connection to the Company’s electricity grid.
7. On approval of an internal document of the Company: the Policy of interaction with the public, customers and authorities.
8. On determination of cases (amounts) of property transactions of the Company, subject to prior approval by the Board of Directors.

9. On coordination of candidates for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
10. On the prior approval of the decision made by the Company of a transaction, involving the gratuitous alienation of movable property, which is used for generation, transmission, and distribution of electrical and heat energy - backup sources of electricity supply.
11. On approval of an agency agreement, concluded between IDGC of Centre and Mobile GTES, which is a related party transaction.

Item 1: On consideration of the report of General Director of the Company «On implementation of the assignments taken in 2Q 2014 at the meetings of the Board of Directors of the Company».

Decision:

1. To take into consideration the report of General Director of the Company «On implementation of the assignments taken in 2Q 2014 at the meetings of the Board of Directors of the Company» in accordance with Appendices # 1 - 6 to this decision of the Board of Directors of the Company.
2. To set a new date to implement paragraph 2.1 of the decision of the Board of Directors dated 03.02.2014 regarding item # 3 «On approval of the Action Plan of the Company to implement the Strategy of the Company in the area of information technology, automation and telecommunications up to 2016» - no later than 15.10.2014.

Voting results:

- | | |
|-----------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsheer | - «FOR» |

Total:

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

Decision is taken.

Item 2: On consideration of the report of General Director of the Company «On provision of insurance coverage in 2Q and 1H 2014».

Decision:

To take into consideration the report of General Director of the Company «On provision of insurance coverage in 2Q and 1H 2014» in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |

- | | |
|--|---------|
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 3: On approval of an internal document of the Company – the Regulation on the technical policy of the Company in the field of telecommunications of the Company.

Decision:

1. To approve the Regulation on the technical policy of the Company in the field of telecommunications of the Company in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company:

2.1. To ensure compliance with the requirements of the Regulation on the technical policy in the field of telecommunications of IDGC of Centre.

2.2. To initiate the development and adoption of a set of regulatory and technical documentation defining the priorities and rules of application of technical solutions of this Regulation within the innovative and long-term development of the Company, the implementation of programs of new construction, complex modernization and reconstruction of power grid facilities.

Voting results:

- | | |
|--|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «ABSTAINED» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 4: On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC “Energetik”:

4.1. On approval of adjusted values of key performance indicators of the Company for 2014.

4.2. On approval of the adjusted Business plan of the Company for 2014-2018.

Decision regarding item 4.1.:

4.1. To instruct representatives of IDGC of Centre at the meeting of the Board of Directors

of JSC “Energetik” regarding the item «On approval of adjusted values of key performance indicators of the Company for 2014» to vote «FOR»:

«To approve the adjusted values of key performance indicators of the Company for 2014 in accordance with Appendix # 9 to this decision of the Board of Directors».

Voting results:

- | | |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «ABSTAINED» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Decision regarding item 4.2.:

4.2. To instruct representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Energetik” regarding the item «On approval of the adjusted Business plan of the Company for 2014-2018» to vote «FOR»:

«To approve the adjusted Business plan of the Company for 2014 in accordance with Appendix # 10 to this decision of the Board of Directors».

Voting results:

- | | |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «ABSTAINED» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 5: On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC “Yargorelectroset”:

5.1. On approval of adjusted values of key performance indicators of the Company for 2014».

5.2. On approval of the adjusted Business plan of the Company (including the

adjusted Investment program) for 2014-2018».

Decision:

To defer consideration of the item at a later date.

Voting results:

- | | |
|-----------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 6: On the Company's priority activity area: ensuring accessibility of energy infrastructure and quality of connection to the Company's electricity grid.

Decision:

1. To determine the Company's provision of access to the Company's energy infrastructure and the quality of connection to the electricity grid as a priority activity area of the Company.
2. To approve the Guidelines for determination of reserve power for feeding centres of the Company in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.
3. To approve the «Standard Form of Terms of Reference for the development of the Comprehensive Program to develop electrical grids of 35 kV and above in the territory of the Russian Federation for the period of five years» in accordance with Appendix # 12 to this decision of the Board of Directors of the Company.
4. To approve the «Standard documents on grid connection» (hereinafter - the Standard documents) in accordance with Appendices # 13-17 to this decision of the Board of Directors of the Company.
5. To instruct General Director of the Company:
 - 5.1. to ensure preparation of drafts of terms of reference for the development of the Comprehensive Program to develop electrical grids of 35 kV and above in the territory of the Russian Federation for the period of five years using the template specified in paragraph 3;
 - 5.2. to ensure preparation of drafts of Agreements on the procedure of interaction between the parties until the conclusion of the Contract on the implementation of grid connection under an individual project, drafts of Contracts for grid connection with a maximum capacity of not less than 670 kW, drafts of Terms of Reference for grid connection with the use of the Standard documents, approved in paragraph 4 of this decision of the Board of Directors of the Company and applicable to the specific conditions, based on the conditions of the application and features of connected facilities, as well as in compliance with the legislation in force (at the conclusion of Agreements and Contracts referred to in this paragraph of the decision).

Voting results:

1. Alexander Markovich Branis - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Viktorovich Kulikov - «FOR»
4. Maria Valeryevna Lazareva - «FOR»
5. Yury Nikolayevich Mangarov - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Vladimir Vladimirovich Sofyin - «FOR»
8. Pavel Nikolayevich Snikkars - «FOR»
9. Roman Alexeyevich Filkin - «FOR»
10. Oxana Vladimirovna Shatokhina - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

Total:

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

Decision is taken.**Item 7: On approval of an internal document of the Company: the Policy of interaction with the public, customers and authorities.****Decision:**

To approve the Policy of interaction with the public, customers and authorities of JSC «Russian Grids» as an internal document of the Company in accordance with Appendix # 18 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Markovich Branis - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Viktorovich Kulikov - «FOR»
4. Maria Valeryevna Lazareva - «FOR»
5. Yury Nikolayevich Mangarov - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Vladimir Vladimirovich Sofyin - «FOR»
8. Pavel Nikolayevich Snikkars - «FOR»
9. Roman Alexeyevich Filkin - «FOR»
10. Oxana Vladimirovna Shatokhina - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

Total:

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

Decision is taken.**Item 8: On determination of cases (amounts) of property transactions of the Company, subject to prior approval by the Board of Directors.****Decision:**

To establish that in accordance with part d) of subparagraph 40 of paragraph 15.1. of Article 15 of the Articles of Association of IDGC of Centre transactions on receipt or transfer for temporary possession and use or for temporary use for a period of more than 5 years of fixed assets classified in accordance with the law as real estate, book or market value of which exceeds 30 million RUB, except for the acceptance for temporary possession and use or temporary use, are subject to prior approval by the Board of Directors:

- land plots for operation or construction (reconstruction) of electricity facilities in accordance with investment projects, as well as land plots under the real estate of the Company;

- electric grid facilities, carried out in accordance with paragraphs 6 - 8 of Article 8 of Federal Law of March 26, 2003 # 35-FZ «On Electric Power Industry».

Voting results:

- | | |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 9: On coordination of candidates for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

Decision:

To agree upon the nomination of Konstantin Viktorovich Kotikov for the position of Deputy General Director of IDGC of Centre - Yarenergo division director.

Voting results:

- | | |
|-----------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 10: On the prior approval of the decision made by the Company of a transaction, involving the gratuitous alienation of movable property, which is used for generation, transmission, and distribution of electrical and heat energy - backup sources of electricity supply.

Decision:

To approve the gratuitous transfer by the Company of movable property, which is used for generation, transmission, and distribution of electrical and heat energy - backup sources of electricity supply on the following essential conditions:

- the scope and carrying value of the alienated property is specified in Appendix # 19 to this decision of the Board of Directors;

- the method of disposal of the property - under an agreement of gratuitous transfer of the property to the Black Sea Fleet of the Ministry of Defense of the Russian Federation, to the ownership of the Republic of Crimea and the federal significance city of Sevastopol.

Voting results:

- | | |
|-----------------------------------|-------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «AGAINST» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «AGAINST» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

Decision is taken.

Item 11: On approval of an agency agreement, concluded between IDGC of Centre and Mobile GTES, which is a related party transaction.

Decision:

1. To determine that the remuneration of the Agent under the agency agreement, concluded between IDGC of Centre and Mobile GTES, on the basis of the documents, submitted to the Principal, attached to the Report of the Agent, is 5% of the expenses incurred by the Agent to perform the agreement, namely to organize the conclusion and conclude on behalf of the Principal agreements on transfer of the backup sources of electricity supply to the property of users in the territory of the Republic of Crimea and the federal significance city of Sevastopol, determined by authorized bodies of power and the administration of the Republic of Crimea, the federal significance city of Sevastopol and the Ministry of Defense of the Russian Federation and to perform the transfer of the backup sources of electricity supply to specified users under certificates of acceptance and transfer.

To determine that the cost of the services of the Agent under the agreement cannot be more than 2 percent of the book value of the assets of the Principal according to its financial statements for the last reporting date preceding the adoption of this decision.

2. To approve the agency agreement, concluded between IDGC of Centre and Mobile GTES, which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

Principal - IDGC of Centre

Agent - Mobile GTES

Scope of the Agreement:

The Principal instructs, and the Agent undertakes to perform legal and other actions on behalf of and for the account of the Principal, namely to organize conclusion and sign on behalf of the Principal agreements on transfer of the backup sources of electricity supply to

the property of users in the territory of the Republic of Crimea and the federal significance city of Sevastopol, determined by authorized bodies of power and the administration of the Republic of Crimea, the federal significance city of Sevastopol and the Ministry of Defense of the Russian Federation and to perform the transfer of the backup sources of electricity supply to specified users under certificates of acceptance and transfer, and the Principal shall pay to the Agent compensation for the performance of this order, and to compensate for costs incurred by the Agent to execute instructions of the Principal.

Price of the Agreement:

The Agent's remuneration is determined on the basis of the documents, submitted to the Principal, attached to the Report of the Agent, and is 5% of the expenses incurred by the Agent to perform the agreement, namely to organize the conclusion and conclude on behalf of the Principal agreements on transfer of the backup sources of electricity supply to the property of users in the territory of the Republic of Crimea and the federal significance city of Sevastopol, determined by authorized bodies of power and the administration of the Republic of Crimea, the federal significance city of Sevastopol and the Ministry of Defense of the Russian Federation and to perform the transfer of the backup sources of electricity supply to specified users under certificates of acceptance and transfer.

Duration of the Agreement:

The Agreement shall enter into force from the date of its conclusion (signature) by the Parties and is valid till 31 «October» 2014. The agreement validity may be extended by written agreement of the parties.

Voting results:

Member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

Voting results:

- | | |
|----------------------------------|-------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Denis Viktorovich Kulikov | - «AGAINST» |
| 3. Maria Valeryevna Lazareva | - «FOR» |
| 4. Yury Nikolayevich Mangarov | - «FOR» |
| 5. Maxim Mikhailovich Saukh | - «FOR» |
| 6. Vladimir Vladimirovich Sofyin | - «FOR» |
| 7. Pavel Nikolayevich Snikkars | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «AGAINST» |
| 9. Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. Natalia Ilyinichna Erpsheer | - «FOR» |

Total:

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

Decision is taken.

Appendices:

1. The report of General Director of the Company «On implementation of the assignments taken in 2Q 2014 at the meetings of the Board of Directors of the Company» (Appendices ## 1-6).
2. The report of General Director of the Company «On provision of insurance coverage in 2Q and 1H 2014» (Appendix # 7).
3. The Regulation on the technical policy of the Company in the field of telecommunications of the Company (Appendix # 8).
4. The adjusted values of key performance indicators of JSC «Energetik» for 2014 (Appendix # 9).
5. The adjusted Business plan of JSC «Energetik» for 2014 (Appendix # 10).

6. The Guidelines for determination of reserve power for feeding centres of the Company (Appendix # 11).
7. The Standard Form of Terms of Reference for the development of the Comprehensive Program to develop electrical grids of 35 kV and above in the territory of the Russian Federation for the period of five years (Appendix # 12).
8. The Standard documents on grid connection (Appendices ## 13-17).
9. The Policy of interaction with the public, customers and authorities of JSC «Russian Grids» (Appendix # 18).
10. The list of property transferred to the Black Sea Fleet of the Ministry of Defense of the Russian Federation, the Republic of Crimea and the federal significance city of Sevastopol (Appendix # 19).

**Chairperson of the Board of Directors
of IDGC of Centre**

O.V. Shatokhina

**Corporate Secretary
of IDGC of Centre**

S.V. Lapinskaya