



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

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Taxpayer Identification Code (INN) 6901067107

**MINUTES**

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

March 05, 2012

Moscow

No. 04/12

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

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

**Participants of the voting: A.Y. Perepelkin, S.A. Balaeva, A.M. Branis, D.O. Gudzhoyan, M.V. Kaloeva, M.Y. Kurbatov, A.A. Popov, A.V. Sergutin, A.G. Starchenko, R.A. Filkin, 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: **07.03.2012.**

**AGENDA:**

1. On consideration of the proposals of shareholders to bring items in the agenda of the Annual General Meeting of Shareholders and to nominate candidates to the management and control bodies of the Company.
2. On determination of the date of the meeting of the Board of Directors to address issues related to the preparation for the Annual General Meeting of Shareholders.

**Item 1. On consideration of the proposals of shareholders to bring items in the agenda of the Annual General Meeting of Shareholders and to nominate candidates to 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:

<b>Item #</b>	<b>Candidate, proposed by the shareholder to be included into the list for voting to be elected for the Board of Directors of the Company</b>	<b>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</b>	<b>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</b>	<b>Number of voting shares of the Company held by the shareholder (in percent)</b>
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1.	Alexey Vladimirovich Demidov	Member of the Management Board, First Deputy General Director of IDGC Holding	IDGC Holding	50,23%
2.	Madina Valeryevna Kaloeva	Deputy Director of Department of economic regulation and property relations in fuel-and-power sector of Ministry of Energy of Russia	IDGC Holding	50,23%
3.	Mikhail Yuryevich Kurbatov	Member of the Management Board, Deputy General Director of IDGC Holding	IDGC Holding	50,23%
4.	Alexander Albertovich Popov	Deputy General Director - Chief of Staff of IDGC Holding	IDGC Holding	50,23%
5.	Dmitry Olegovich Gudzhoyan	General Director of IDGC of Centre	IDGC Holding	50,23%
6.	Natalya Anatolyevna Umanets	Head of Legal Department of IDGC Holding	IDGC Holding	50,23%
7.	Maxim Mikhailovich Saukh	First Deputy Head of Corporate Governance and Investor Relations Department of IDGC Holding	IDGC Holding	50,23%
8.	Alexey Vladimirovich Sergutin	Director for Economics of IDGC Holding	IDGC Holding	50,23%
9.	Svetlana Alexandrovna Balaeva	Head of Investment Department of IDGC Holding	IDGC Holding	50,23%
10.	Ivan Vladimirovich Vinogradov	Head of Customer Interaction Directorate of IDGC Holding	IDGC Holding	50,23%
11.	Sergey Borisovich Vasilyev	Deputy Head of Production Control and Safety Directorate of IDGC Holding	IDGC Holding	50,23%
12.	Alexander Grigoryevich Starchenko	Director for Power Engineering of NLMK	Company «IMMENSO ENTERPRISES LIMITED»	3,19%
13.	Tatiana Petrovna Dronova	ZAO "Investment Holding Energy Alliance", Deputy General Director for Strategy and Development	Company «Energosouz Holdings Limited»	2,73%
14.	Alexander Markovich Branis	Prosperity Capital Management (Russian Federation) Ltd., Director	Company «Genhold Limited»	15,89%
15.	Denis Alexandrovich Spirin	Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Director for Corporate Governance	Company «Genhold Limited»	15,89%
16.	Roman	Representative Office of Prosperity	Company	15,89%

	Alexeyevich Filkin	Capital Management (Russian Federation) Ltd., Co-Director, power engineering, machine building	«Genhold Limited»	
17.	Denis Viktorovich Kulikov	Nonprofit organization Association for Protection of rights of investors, Executive director	Company «Genhold Limited»	15,89%
18.	Alexander Viktorovich Shevchuk	Nonprofit organization Association for Protection of rights of investors, Deputy Executive director	Company «Genhold Limited»	15,89%

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

Item #	Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Revision 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 Revision 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 Revision Commission of the Company	Number of voting shares of the Company held by the shareholder(s) (in percent)
1.	Izumrud Aligadzhiyevna Alimuradova	Director for Internal Audit and Risk Management (Head of Internal Audit and Risk Management Department) of IDGC Holding	IDGC Holding	50,23%
2.	Vladimir Nikolaevich Arkhipov	Head of Security Department of IDGC Holding	IDGC Holding	50,23%
3.	Igor Yuryevich Bogachev	Leading Expert of Audit and Expertise Section of Internal Audit and Risk Management Department of IDGC Holding	IDGC Holding	50,23%
4.	Galina Ivanovna Meshalova	Chief Expert of Audit and Expertise Section of Internal Audit and Risk Management Department of IDGC Holding	IDGC Holding	50,23%
5.	Olga Viktorovna Popova	Chief of Internal Audit Section of Internal Audit and Risk Management Department of IDGC Holding	IDGC Holding	50,23%
6.	Igor Georgiyevich Polovnev	Nonprofit organization Association for Protection of rights of investors, Financial director	Company «Genhold Limited»	15,89%

#### Voting results:

1. Alexey Yuryevich Perepelkin - «FOR»
2. Svetlana Alexandrovna Balaeva - «FOR»
3. Alexander Markovich Branis - «FOR»
4. Dmitry Olegovich Gudzhoyan - «FOR»
5. Madina Valeryevna Kaloeva - «FOR»
6. Mikhail Yurievich Kurbatov - «FOR»
7. Alexander Albertovich Popov - «FOR»
8. Alexey Vladimirovich Sergutin - «FOR»

9. Alexander Grigoryevich Starchenko - «FOR»  
10. Roman Alexeyevich Filkin - «FOR»  
11. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**The decision is taken.**

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

**Decision:**

To determine the date of the meeting of the Board of Directors held to consider issues relating to the preparation for the Annual General Meeting of Shareholders (including the determination of the date, time and place of the AGM; making the agenda for the AGM; the definition of the date of the list making of the persons entitled to participate in the AGM; approval of the form and text of voting ballots, etc.) - «28» April 2012.

**Voting results:**

12. Alexey Yuryevich Perepelkin - «FOR»  
13. Svetlana Alexandrovna Balaeva - «FOR»  
14. Alexander Markovich Branis - «FOR»  
15. Dmitry Olegovich Gudzhoyan - «FOR»  
16. Madina Valeryevna Kaloeva - «FOR»  
17. Mikhail Yurievich Kurbatov - «FOR»  
18. Alexander Albertovich Popov - «FOR»  
19. Alexey Vladimirovich Sergutin - «FOR»  
20. Alexander Grigoryevich Starchenko - «FOR»  
21. Roman Alexeyevich Filkin - «FOR»  
22. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**The decision is taken.**

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

**Perepelkin A.Y.**

**Corporate Secretary  
of IDGC of Centre**

**Lapinskaya S.V.**

Deputy General Director  
for Corporate Governance

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