



“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)

«18» March 2013

Moscow

No. 06/13

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

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

Participants of the voting: **A.E. Murov, A.V. Kazachenkov, A.M. Branis, D.V. Kulikov, D.I. Romeyko, V.N. Sedunov, M.G. Tikhonova, O.V. Shatokhina, A.V. Shevchuk, R.A. Filkin.**

Members who did not provide questionnaires: **D.O. Gudzhoyan.**

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: **21.03.2013.**

AGENDA:

1. Consideration of the report of Acting General Director of the Company «On the state of reliability in 4Q 2012 and 2012».
2. Consideration of the report of Acting General Director of the Company «On execution of the Program to increase the reliability of IDGC of Centre for 2012-2015 in 4Q 2012 and 2012».
3. Consideration of the report of Acting General Director of the Company «On organization of the OSH management system in the Company in 4Q 2012 and 2012».
4. Consideration of the report of Acting General Director of the Company «On execution of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2012 in 4Q 2012 and 2012».
5. Consideration of the report of Acting General Director of the Company «On the execution status of the Program for the implementation of environmental policy of the Company for 2012-2013 in 4Q 2012 and 2012».
6. Consideration of the report of Acting General Director of the Company «On the execution status of the Program to consolidate electric grid assets of IDGC of Centre for 2011-2015».
7. Consideration of the report of Acting General Director of the Company «On execution of activities in 2012 for registration of ownership of immovable property, registration/re-registration of rights of use of land plots».
8. On approval of an amendment to loan agreement of 15.11.2011 №7700/00190/11, concluded between IDGC of Centre and JSC “Yargorelectroset”, which is a related party transaction.

9. On approval of terms and conditions of an agreement with the Registrar of the Company.
10. On approval of an educational services agreement, concluded between IDGC of Centre (IDGC of Centre – Smolenskenergo division) and Federal State Budget Institution of Higher Education "National Research University "MPEI" (branch of "National Research University "MPEI" in Smolensk), which is a related party transaction.
11. On implementation of the assignment of the Board of Directors of the Company: On consideration of a new system of key performance indicators for Director and senior managers of JSC “Yargorelectroset”.
12. On approval of internal documents of the Company: the Regulations of the activity of the Central Purchasing Authority of IDGC of Centre.
13. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC “Energy Service Company”:
 - 13.1. On approval of the report of General Director of the Company «On execution of the target values of key performance indicators in 1Q 2012».
 - 13.2. On approval of the report of General Director of the Company «On execution of the Business plan of the Company in 1Q 2012».
 - 13.3. On approval of the report of General Director of the Company «On execution of the target values of key performance indicators in 2Q 2012».
 - 13.4. On approval of the report of General Director of the Company «On execution of the Business plan of the Company in 2Q 2012 and following the results of 6 months 2012».
 - 13.5. On approval of the report of General Director of the Company «On execution of the target values of key performance indicators in 3Q 2012».
 - 13.6. On approval of the report of General Director of the Company «On execution of the Business plan of the Company in 3Q 2012 and following the results of 9 months 2012».
14. On approval of an amendment to the private pension provision agreement, concluded between IDGC of Centre and Private Pension Power Engineering Fund, which is a related party transaction.
15. On approval of amendment № 5 to commercial property rental agreement of 31.10.2006 № 34-Bukh-06/a-1, concluded between IDGC of Centre and SO UES, which is a related party transaction.
16. On approval of internal documents of the Company:
 - the Regulation on the Company Investment Activity in a new edition.
 - Scenarios for the formation of investment programs of IDGC of Centre».
17. On termination of powers of a member of the Management Board of the Company.
18. On approval of a consulting services agreement, concluded between IDGC of Centre and IT Energy, which is a related party transaction.
19. On approval of Sale and Purchase Agreement for key carrier e-Token PRO (Java) 72K, concluded between IDGC of Centre and OJSC “Trading System Administrator”, which is a related party transaction.
20. On approval of Certification Centre Services Provision Agreement, concluded between IDGC of Centre and OJSC “Trading System Administrator”, which is a related party transaction.
21. On approval of Agreement to provide paid services of operational-dispatching office in the power industry in terms of ensuring the reliability of electric power system operation by organizing selection of contractors and payment services to ensure system reliability, services to provide elimination of emergencies in the UES of Russia, and services to create future technological capacity reserve, concluded between IDGC of Centre and SO UES, which is a related party transaction.

22. On approval of Wholesale Market Trading System Accession Agreement, concluded between IDGC of Centre, NP "Market Council", SO UES, OJSC "Trading System Administrator", FGC UES and OJSC "Centre of Financial Payments", which is a related party transaction.

Item 1. Consideration of the report of Acting General Director of the Company «On the state of reliability in 4Q 2012 and 2012».

Decision:

To take into consideration the report of Acting General Director of the Company «On the state of reliability in 4Q 2012 and 2012» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-------------------------------------|---------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «FOR» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «FOR» |

Total:

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

The decision is taken.

Item 2. Consideration of the report of Acting General Director of the Company «On execution of the Program to increase the reliability of IDGC of Centre for 2012-2015 in 4Q 2012 and 2012».

Decision:

To take into consideration the report of Acting General Director of the Company «On execution of the Program to increase the reliability of IDGC of Centre for 2012-2015 in 4Q 2012 and 2012» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-------------------------------------|---------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «FOR» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»

«ABSTAINED» - «0»

The decision is taken.

Item 3. Consideration of the report of Acting General Director of the Company «On organization of the OSH management system in the Company in 4Q 2012 and 2012».

Decision:

To take into consideration the report of Acting General Director of the Company «On organization of the OSH management system in the Company in 4Q 2012 and 2012» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «ABSTAINED» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

The decision is taken.

Item 4. Consideration of the report of Acting General Director of the Company «On execution of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2012 in 4Q 2012 and 2012».

Decision:

To take into consideration the report of Acting General Director of the Company «On execution of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2012 in 4Q 2012 and 2012» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «ABSTAINED» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

The decision is taken.

Item 5. Consideration of the report of Acting General Director of the Company «On the execution status of the Program for the implementation of environmental policy of the Company for 2012-2013 in 4Q 2012 and 2012».

Decision:

To take into consideration the report of Acting General Director of the Company «On the execution status of the Program for the implementation of environmental policy of the Company for 2012-2013 in 4Q 2012 and 2012» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-------------------------------------|---------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «FOR» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «FOR» |

Total:

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

The decision is taken.

Item 6. Consideration of the report of Acting General Director of the Company «On the execution status of the Program to consolidate electric grid assets of IDGC of Centre for 2011-2015».

Decision:

To take into consideration the report of Acting General Director of the Company «On the execution status of the Program to consolidate electric grid assets of IDGC of Centre for 2011-2015» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-------------------------------------|---------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «FOR» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «FOR» |

Total:

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

The decision is taken.

Item 7. Consideration of the report of Acting General Director of the Company «On execution of activities in 2012 for registration of ownership of immovable property, registration/re-registration of rights of use of land plots».

Decision:

1. To take into consideration the report of Acting General Director of the Company «On execution of activities in 2012 for registration of ownership of immovable property, registration/re-registration of rights of use of land plots» in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

2. Acting General Director of the Company:

2.1. To take the necessary measures to ensure in 2013 cadastral registration of land plots while performing re-registration of rights for land plots granted to the Company on the right of termless (not limited in time) use for placement of aerial facilities.

2.2. To submit in 4Q 2013 to the Board of Directors of the Company proposals with the organization of the complete work pursuant to the Program, with the forecast of time and costs of their implementation.

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «ABSTAINED» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «FOR» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «ABSTAINED» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

The decision is taken.

Item 8. On approval of an amendment to loan agreement of 15.11.2011 №7700/00190/11, concluded between IDGC of Centre and JSC “Yargorelectroset”, which is a related party transaction.

Decision:

To approve amendment to loan agreement of 15.11.2011 №7700/00190/11 (hereinafter - the Agreement), concluded between IDGC of Centre and JSC “Yargorelectroset”, which is a related party transaction, on the following essential conditions:

Parties of the Amendment:

«Lender» - IDGC of Centre;

«Borrower» - JSC “Yargorelectroset”.

Subject of the Amendment:

The Parties have entered into an amendment as follows:

To read paragraph 2.5. of the Agreement in the following edition:

«Repayment of the principal debt is made according to the following schedule:

20 000 000 (twenty million) rubles 00 kopecks - 26.12.2014,

60 000 000 (sixty million) rubles 00 kopecks - 29.12.2015,

77 000 000 (seventy seven million) rubles 00 kopecks - 01.10.2016».

Duration of the Amendment:

The Amendment shall enter into force upon signature by the Parties.

Voting results:

A.E. Murov did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- | | |
|--|---------|
| 1. Andrey Valentinovich Kazachenkov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Dmitry Igorevich Romeyko | - «FOR» |
| 5. Valery Nikolayevich Sedunov | - «FOR» |
| 6. Maria Gennadyevna Tikhonova | - «FOR» |
| 7. Oxana Vladimirovna Shatokhina | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |

Total:

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

The decision is taken.

Item 9. On approval of terms and conditions of an agreement with the Registrar of the Company.**Decision:**

1. To approve the conditions of Amendment # 2 to agreement dated 02.12.2010 № 7700/00592/10/247-R to provide services for keeping the register of holders of securities of the Company with the Registrar of the Company under the terms and conditions in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

2. To assign Acting General Director of the Company to sign Amendment # 2 to agreement dated 02.12.2010 № 7700/00592/10/247-R to provide services for keeping the register of holders of securities of the Company with the Registrar of the Company under the terms and conditions in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|--|-------------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Denis Viktorovich Kulikov | - «AGAINST» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «FOR» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «AGAINST» |
| 10. Roman Alexeyevich Filkin | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «0»

The decision is taken.

Item 10. On approval of an educational services agreement, concluded between IDGC of Centre (IDGC of Centre – Smolenskenergo division) and Federal State Budget Institution of Higher Education "National Research University "MPEI" (branch of "National Research University "MPEI" in Smolensk), which is a related party transaction.

Decision:

1. To determine that the cost of the educational services agreement, concluded between IDGC of Centre (IDGC of Centre – Smolenskenergo division) and Federal State Budget Institution of Higher Education "National Research University "MPEI" (branch of "National Research University "MPEI" in Smolensk) for 2013 is 2 004 600,00 (Two million four thousand six hundred) rubles 00 kopecks, VAT is not provided (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

2. To approve the educational services agreement for 2013 between IDGC of Centre (IDGC of Centre – Smolenskenergo division) and Federal State Budget Institution of Higher Education "National Research University "MPEI" (branch of "National Research University "MPEI" in Smolensk), which is a related party transaction (hereinafter – the Agreement, Appendix # 9 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the agreement:

«Customer» - IDGC of Centre (IDGC of Centre – Smolenskenergo division);

«Contractor» - Federal State Budget Institution of Higher Education "National Research University "MPEI" (branch of "National Research University "MPEI" in Smolensk).

Subject of the agreement:

Contractor shall provide the services of organizing and conducting training courses for 126 (one hundred and twenty-six) employees and retraining for 28 (twenty eight) employees of Customer, and Customer shall pay for these services in the amount and on the terms specified in the agreement.

Price of the agreement and settlement procedure:

The cost of the services under the Agreement is 2 004 600,00 (Two million four thousand six hundred) rubles 00 kopecks, VAT is not provided (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

Payment under the Agreement is made by Customer to Contractor with a bank transfer within thirty (30) days of the signing of the Acceptance of Services for each study group in accordance with Appendices #5, #6, #7 to the Agreement.

Duration of the services provision:

From 23 January 2013 to 31 December 2013.

Venue of the services delivery:

214013, Smolensk, Energy lane, 1.

Duration of the agreement:

The Agreement shall enter into force upon signature by both parties, subject to approval by the competent authorities of the Parties.

In accordance with paragraph 2 of Art. 425 of the Civil Code of the Russian Federation the Parties agree that the terms of the agreement apply to their relations that arose prior to the signing of the agreement on January 23, 2013 and are valid until December 31, 2013.

Voting results:

A.E. Murov did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- | | |
|--|---------------|
| 1. Andrey Valentinovich Kazachenkov | - «FOR» |
| 2. Alexander Markovich Branis | - «ABSTAINED» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Dmitry Igorevich Romeyko | - «FOR» |
| 5. Valery Nikolayevich Sedunov | - «FOR» |
| 6. Maria Gennadyevna Tikhonova | - «FOR» |
| 7. Oxana Vladimirovna Shatokhina | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |

Total:

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

The decision is taken.

Item 11. On implementation of the assignment of the Board of Directors of the Company: On consideration of a new system of key performance indicators for Director and senior managers of JSC “Yargorelectroset”.

Decision:

To instruct representatives of IDGC of Centre at the meeting of the Board of Directors of JSC "Yargorelectroset" on the agenda of the meeting of the Board of Directors of JSC “Yargorelectroset” «On consideration of a new system of key performance indicators for Director and senior managers of JSC “Yargorelectroset” to vote «FOR» to take the following decision:

«1. To approve the system of key performance indicators (list and bonus shares, the method of performance calculation and evaluation, targets) for Director and senior managers of the Company in accordance with the Appendices to this decision of the Board of Directors of the Company.

2. To assign Director of the Company:

2.2. To move to the new KPI system from 01.01.2013;

2.3. To provide reporting (setting targets / adjusted values, performance summary execution) on KPIs according to the format in the Appendix to this decision of the Board of Directors to this decision of the Board of Directors.

3. Planned values of checkpoints of priority projects of the investment program in the annual KPI «Efficiency of the investment activity: Execution of the capacity commissioning schedule and plan for financing and amount of capital investments, closed with acts of performed works (by year)» are set to the date of completion of work (event) of the approved Enlarged Schedule for implementation of the investment project in accordance with the format of Appendix # 3.1. to Order of the Ministry of Energy of Russia from 24.03.2010 # 114».

Voting results:

- | | |
|--|---------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «FOR» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

10. Roman Alexeyevich Filkin - «FOR»

Total:

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

The decision is taken.

Item 12. On approval of internal documents of the Company: the Regulations of the activity of the Central Purchasing Authority of IDGC of Centre.

Decision:

1. To approve the Regulations of the activity of the Central Purchasing Authority of IDGC of Centre in a new edition in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

2. The Regulations of the activity of the Central Purchasing Authority of IDGC of Centre and Northern Caucasus, approved by the decision of the Board of Directors of the Company dated 30.05.2005 (Minutes # 005/05) shall be considered to have lost force.

Voting results:

- 1. Andrey Evgenyevich Murov** - «FOR»
- 2. Andrey Valentinovich Kazachenkov** - «FOR»
- 3. Alexander Markovich Branis** - «FOR»
- 4. Denis Viktorovich Kulikov** - «FOR»
- 5. Dmitry Igorevich Romeyko** - «FOR»
- 6. Valery Nikolayevich Sedunov** - «FOR»
- 7. Maria Gennadyevna Tikhonova** - «FOR»
- 8. Oxana Vladimirovna Shatokhina** - «FOR»
- 9. Alexander Viktorovich Shevchuk** - «FOR»
- 10. Roman Alexeyevich Filkin** - «FOR»

Total:

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

The decision is taken.

Item 13. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC “Energy Service Company”:

13.1. On approval of the report of General Director of the Company «On execution of the target values of key performance indicators in 1Q 2012».

13.2. On approval of the report of General Director of the Company «On execution of the Business plan of the Company in 1Q 2012».

13.3. On approval of the report of General Director of the Company «On execution of the target values of key performance indicators in 2Q 2012».

13.4. On approval of the report of General Director of the Company «On execution of the Business plan of the Company in 2Q 2012 and following the results of 6 months 2012».

13.5. On approval of the report of General Director of the Company «On execution of the target values of key performance indicators in 3Q 2012».

13.6. On approval of the report of General Director of the Company «On execution of the Business plan of the Company in 3Q 2012 and following the results of 9 months 2012».

Decision regarding item 13.1:

13.1. To instruct representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Energy Service Company” regarding the item «On execution of the target values of key performance indicators in 1Q 2012» to vote «FOR»:

«To approve the report of General Director of the Company «On execution of the target values of key performance indicators in 1Q 2012» in accordance with the Appendix to this decision of the Board of Directors».

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «ABSTAINED» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «ABSTAINED» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «ABSTAINED» |

Total:

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

The decision is taken.

Decision regarding item 13.2:

13.2. To instruct representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Energy Service Company” regarding the item «On approval of the report of General Director of the Company «On execution of the Business plan of the Company in 1Q 2012» to vote «FOR»:

«To approve the report of General Director of the Company «On execution of the Business plan of JSC “Energy Service Company” in 1Q 2012» in accordance with the Appendix».

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «ABSTAINED» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «ABSTAINED» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «ABSTAINED» |

Total:

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

The decision is taken.

Decision regarding item 13.3:

13.3. To instruct representatives of IDGC of Centre at the meeting of the Board of Directors of JSC "Energy Service Company" regarding the item «On execution of the target values of key performance indicators in 2Q 2012» to vote «FOR»:

«To approve the report of General Director of the Company «On execution of the target values of key performance indicators in 2Q 2012» in accordance with the Appendix to this decision of the Board of Directors».

Voting results:

- | | |
|--|---------------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «ABSTAINED» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «ABSTAINED» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «ABSTAINED» |

Total:

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

The decision is taken.

Decision regarding item 13.4:

13.4. To instruct representatives of IDGC of Centre at the meeting of the Board of Directors of JSC "Energy Service Company" regarding the item «On execution of the Business plan of JSC "Energy Service Company" in 2Q 2012 and following the results of 6 months 2012» to vote «FOR»:

«1. To approve the report of General Director of the Company «On execution of the Business plan of JSC "Energy Service Company" in 2Q 2012 and following the results of 6 months 2012» in accordance with the Appendix».

2. To mark the failure to achieve the planned target "Revenue (net) from the sale of products (services)", based on execution of the business plan of the Company in 2Q 2012 and following the results of 6 months 2012 (plan - 393 596,7 thousand RUB, actual - 305 497,9 thousand RUB)».

Voting results:

- | | |
|--|---------------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «ABSTAINED» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «ABSTAINED» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «ABSTAINED» |

Total:

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

The decision is taken.

Decision regarding item 13.5:

13.5. To instruct representatives of IDGC of Centre at the meeting of the Board of Directors of JSC "Energy Service Company" regarding the item «On execution of the target values of key performance indicators in 3Q 2012» to vote «FOR»:

«To approve the report of General Director of the Company «On execution of the target values of key performance indicators in 3Q 2012» in accordance with the Appendix to this decision of the Board of Directors».

Voting results:

- | | |
|--|---------------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «ABSTAINED» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «ABSTAINED» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «ABSTAINED» |

Total:

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

The decision is taken.

Decision regarding item 13.6:

13.6. To instruct representatives of IDGC of Centre at the meeting of the Board of Directors of JSC "Energy Service Company" regarding the item «On execution of the Business plan of JSC "Energy Service Company" in 3Q 2012 and following the results of 9 months 2012» to vote «FOR»:

«1. To approve the report of General Director of the Company «On execution of the Business plan of JSC "Energy Service Company" in 3Q 2012 and following the results of 9 months 2012» in accordance with the Appendix.

2. To mark the failure to achieve the planned target "Revenue (net) from the sale of products (services)", based on execution of the business plan of the Company in 3Q 2012 and following the results of 9 months 2012 (plan - 669 471,1 thousand RUB, actual - 461 069,7 thousand RUB).

3. To mark the failure to implement the investment program by 36% (plan 26 521,3 thousand RUB, actual 16 949,5 thousand RUB)».

Voting results:

- | | |
|--|---------------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «ABSTAINED» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «ABSTAINED» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

10. Roman Alexeyevich Filkin

- «ABSTAINED»

Total:

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

The decision is taken.**Item 14. On approval of an amendment to the private pension provision agreement, concluded between IDGC of Centre and Private Pension Power Engineering Fund, which is a related party transaction.****Decision:**

1. To determine that the price of the amendment to private pension provision agreement dated 17.11.2008 №375/4677-230, concluded between IDGC of Centre and Private Pension Power Engineering Fund, which is a related party transaction, is 142 737 400,00 (One hundred forty-two million seven hundred thirty-seven thousand four hundred) rubles 00 kopecks.

2. To approve conclusion of the amendment to private pension provision agreement dated 17.11.2008 №375/4677-230, concluded between IDGC of Centre and Private Pension Power Engineering Fund, which is a related party transaction (hereinafter – amendment, Appendix # 11 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the Amendment:

Depositor - IDGC of Centre;

Fund - Private Pension Power Engineering Fund.

Subject and Price of the Amendment:

The Parties have entered into the amendment to private pension provision agreement dated 17.11.2008 № 375/4677-230 (hereinafter – the Agreement) as follows:

1. In accordance with paragraph 2.2.1 of the Agreement to establish pension contribution for 2013 in the amount of 142 737 400,00 (One hundred forty-two million seven hundred thirty-seven thousand four hundred) rubles 00 kopecks.

2. Amount and frequency of transfers of pension contributions in 2013 according to this amendment is defined by the payment schedule (Appendix #1 to the amendment).

3. To supplement paragraph 4.5 of the Agreement with the following text: «on the grounds provided by the Regulation on private pension provision of employees of IDGC of Centre».

Duration of the Amendment:

1. The Amendment shall enter into force upon signature by the Parties.

2. Effect of the amendment is applied to the relations of Depositor with Fund, arising from private pension provision of employees of Depositor, from 01.01.2013.

Voting results:

The following members did not take part in the voting on this item: A.E. Murov, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies»; A.V. Kazachenkov, recognized as an interested director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- 1. Alexander Markovich Branis** - «AGAINST»
- 2. Denis Viktorovich Kulikov** - «FOR»
- 3. Dmitry Igorevich Romeyko** - «FOR»
- 4. Valery Nikolayevich Sedunov** - «FOR»
- 5. Maria Gennadyevna Tikhonova** - «FOR»

6. **Oxana Vladimirovna Shatokhina** - «FOR»
 7. **Alexander Viktorovich Shevchuk** - «FOR»
 8. **Roman Alexeyevich Filkin** - «AGAINST»

Total:

«FOR»	- «6»
«AGAINST»	- «2»
«ABSTAINED»	- «0»

The decision is taken.

Item 15. On approval of amendment № 5 to commercial property rental agreement of 31.10.2006 № 34-Bukh-06/a-1, concluded between IDGC of Centre and SO UES, which is a related party transaction.

Decision:

1. To determine that according to amendment № 5 to commercial property rental agreement of 31.10.2006 № 34-Bukh-06/a-1, concluded between IDGC of Centre (IDGC of Centre – Bryanskenergo division) and SO UES (branch of SO UES Smolensk TCC), which is a related party transaction, the rent for the use and occupancy of the leased premises is set in the amount of 5158,43 (Five thousand one hundred and fifty-eight) rubles 43 kopecks, including 18 % VAT - 786,88 (Seven hundred and eighty-six) rubles 88 kopecks per month for the period from 01.01.2013 till 31.12.2013.

The rent includes utilities.

2. To approve Amendment № 5 to commercial property rental agreement of 31.10.2006 № 34-Bukh-06/a-1, concluded between IDGC of Centre (IDGC of Centre – Bryanskenergo division) and SO UES (branch of SO UES Smolensk TCC), which is a related party transaction (hereinafter – Agreement, Appendix # 12 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the Agreement:

Lessor - IDGC of Centre;

Lessee - SO UES.

Subject of the Agreement: Making changes to commercial property rental agreement of 31.10.2006 № 34-Bukh-06/a-1 (hereinafter-the Agreement):

1.1. Due to changes in the bank account of Lessor, in section 16 of the Agreement the address and details of Lessor to set forth in the following edition:

IDGC of Centre

127018, Moscow, Russia, 2nd Yamskaya, 4

TIN 6901067107 / CRR 771501001

PSRN 1046900099498

IDGC of Centre – Bryanskenergo division

TIN 6901067107 / CRR 325743001

241050, Bryansk, Sovetskaya street 35.

Bank details:

s/a 40702810408000010158

in Branch № 8605 of Sberbank of Russia

RCBIC 041501601

c/a 30101810400000000601

1.2. Paragraph 2.1. of Section 2 of the Agreement shall read as follows:

«The monthly rent for the use of the "Facility" under the Rent calculation (Appendix #1 to the Agreement) is 5 158 (Five thousand one hundred and fifty-eight) rubles 43 kopecks, including 18 % VAT – 786,88 (Seven hundred and eighty-six) rubles 88 kopecks».

1.3. To read Appendix # 1 to the Agreement in the edition of Appendix #1 to the

Amendment.

Price of the Agreement:

The rent for the use and occupancy of the leased premises is set in the amount of 5158,43 (Five thousand one hundred and fifty-eight) rubles 43 kopecks, including 18 % VAT - 786,88 (Seven hundred and eighty-six) rubles 88 kopecks per month for the period from 01.01.2013 till 31.12.2013.

The rent includes utilities.

Duration of the Agreement:

The Agreement shall enter into force upon signature and shall be valid for the duration of the agreement № 34-Bukh-06/a-1 of 31.10.2006.

The conditions of paragraph 1.1. of the Agreement shall apply to the relations of the Parties effective from 08.11.2012, the conditions of paragraph 1.2. of the Agreement shall apply to the legal relations between the Parties arising from 01.01.2013.

Voting results:

A.E. Murov did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- | | |
|--|---------|
| 1. Andrey Valentinovich Kazachenkov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Dmitry Igorevich Romeyko | - «FOR» |
| 5. Valery Nikolayevich Sedunov | - «FOR» |
| 6. Maria Gennadyevna Tikhonova | - «FOR» |
| 7. Oxana Vladimirovna Shatokhina | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |

Total:

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

The decision is taken.

Item 16. On approval of internal documents of the Company:

- the Regulation on the Company Investment Activity in a new edition.

- Scenarios for the formation of investment programs of IDGC of Centre.

Decision:

1. To approve the Regulation on the Company Investment Activity in a new edition in accordance with Appendix # 13 to this decision of the Board of Directors of the Company.

2. To approve the internal document of the Company: Scenarios for the formation of the investment program in accordance with Appendix # 14 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|--|---------------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «AGAINST» |
| 4. Denis Viktorovich Kulikov | - «ABSTAINED» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «ABSTAINED» |

- | | |
|--|---------------|
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 10. Roman Alexeyevich Filkin | - «AGAINST» |

Total:

«FOR»	- «5»
«AGAINST»	- «2»
«ABSTAINED»	- «3»

The decision is taken.

Item 17. On termination of powers of a member of the Management Board of the Company.

Decision:

To terminate the powers of the member of the Management Board of the Company, Dmitry Alexandrovich Andryushin.

Voting results:

- | | |
|--|---------------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «ABSTAINED» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

The decision is taken.

Item 18. On approval of a consulting services agreement, concluded between IDGC of Centre and IT Energy, which is a related party transaction.

Decision:

1. To determine that the cost of services under the consulting services agreement, concluded between IDGC of Centre and IT Energy, according to the calculation of the agreement price (Appendix # 4 to the Agreement) is 1 890 784,60 (One million eight hundred ninety thousand seven hundred and eighty-four) rubles 60 kopecks, including 18% VAT – 288 424,73 (Two hundred eighty-eight thousand four hundred twenty-four) rubles 73 kopecks.

2. To approve conclusion of the consulting services agreement, concluded between IDGC of Centre and IT Energy, which is a related party transaction (hereinafter – the Agreement, Appendix #15 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the agreement:

«Customer» - IDGC of Centre

«Contractor» - IT Energy.

Subject of the agreement:

Contractor shall, on the instructions of Customer, provide consulting services to develop a single ICT services catalog - (hereinafter referred to as – the Services), according to the List of consulting services (Appendix # 1 to the Agreement), which is an integral part of the

Agreement, and Customer shall accept the services and pay for them in the manner and on the conditions, provided for by this Agreement.

The scope of the Services, the requirements for the provision of the Services and its results are defined by the Terms of reference, which are set forth in Appendix # 2 to the Agreement.

Duration of the Services provision: determined in accordance with Appendix # 1 to the Agreement.

Price of the agreement and settlement procedure:

The price of the consulting services agreement, concluded between IDGC of Centre and IT Energy, according to the calculation of the agreement price (Appendix # 4 to the Agreement) is 1 890 784,60 (One million eight hundred ninety thousand seven hundred and eighty-four) rubles 60 kopecks, including 18% VAT – 288 424,73 (Two hundred eighty-eight thousand four hundred twenty-four) rubles 73 kopecks.

Duration of the agreement:

The Agreement shall enter into force upon signature by both Parties and shall be valid until the Parties fulfill the obligations under this Agreement in full.

Voting results:

A.E. Murov did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- | | |
|--|-------------|
| 1. Andrey Valentinovich Kazachenkov | - «FOR» |
| 2. Alexander Markovich Branis | - «AGAINST» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Dmitry Igorevich Romeyko | - «FOR» |
| 5. Valery Nikolayevich Sedunov | - «FOR» |
| 6. Maria Gennadyevna Tikhonova | - «FOR» |
| 7. Oxana Vladimirovna Shatokhina | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «AGAINST» |

Total:

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

The decision is taken.

Item 19. On approval of Sale and Purchase Agreement for key carrier e-Token PRO (Java) 72K, concluded between IDGC of Centre and OJSC “Trading System Administrator”, which is a related party transaction.

Decision:

1. To determine that the cost of key carriers e-Token PRO (Java) 72K under the sale and purchase agreement, concluded between IDGC of Centre and OJSC “Trading System Administrator”, which is a related party transaction, is set by OJSC “Trading System Administrator” and published on the website of the Certification Centre at www.atsenergo.ru in the Internet.

The cost of key carriers eToken PRO (Java) 72K is determined according to the Specification (Appendix # 1 to the Agreement) and cannot be more than 2 percent of the book value of the assets of IDGC of Centre according to its financial statements for the last reporting date preceding taking this decision.

2. To approve the sale and purchase agreement for key carriers e-Token PRO (Java) 72K

(hereinafter - the Agreement, Appendix # 16 to this decision of the Board of Directors of the Company), concluded between IDGC of Centre and OJSC “Trading System Administrator”, which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

«Seller» – OJSC “Trading System Administrator”;

«Buyer» – IDGC of Centre.

Subject of the Agreement:

Seller agrees to transfer into Buyer’s ownership, and Buyer shall accept and pay for alienated key carriers eToken PRO (Java) 72K in the quantity and at the price according to the Specification (Appendix # 1 to the Agreement).

Price of the Agreement:

The cost of carriers is set by Seller and published on the website of the Certification Centre at www.atsenergo.ru in the Internet.

The cost of key carriers eToken PRO (Java) 72K is determined according to the Specification (Appendix # 1 to the Agreement).

Procedure for the transfer of key carriers:

Transfer of key carriers is made to an authorized representative of Buyer at the address: Moscow, Krasnopresnenskaya embankment, 12, entrance 7, floor 7.

Duration of the Agreement:

The Agreement shall enter into force upon signature by the Parties and is valid until the obligations of the Parties under the Agreement are discharged in full.

Voting results:

A.E. Murov did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- | | |
|--|---------|
| 1. Andrey Valentinovich Kazachenkov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Dmitry Igorevich Romeyko | - «FOR» |
| 5. Valery Nikolayevich Sedunov | - «FOR» |
| 6. Maria Gennadyevna Tikhonova | - «FOR» |
| 7. Oxana Vladimirovna Shatokhina | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |

Total:

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

The decision is taken.

Item 20. On approval of Certification Centre Services Provision Agreement, concluded between IDGC of Centre and OJSC “Trading System Administrator”, which is a related party transaction.

Decision:

1. To determine that the cost of the Certification Centre Services Provision Agreement between IDGC of Centre and OJSC “Trading System Administrator”, which is a related party transaction, is 5500,00 (Five thousand five hundred) rubles 00 kopecks, including 18% VAT in the amount of 838,98 (Eight hundred and thirty-eight) rubles 98 kopecks, based on each key digital signature created by the Certification Centre upon an application of the

Participant of the electronic document management system, duly completed according to the Schedule of services of the Certification Centre (hereinafter - the Schedule).

The total cost of services cannot be more than 2 percent of the book value of the assets of IDGC of Centre according to its financial statements for the last reporting date preceding taking this decision.

2. To approve the Certification Centre Services Provision Agreement (hereinafter - the Agreement, Appendix # 17 to this decision of the Board of Directors of the Company), concluded between IDGC of Centre and OJSC "Trading System Administrator", which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

«Certification Centre» – OJSC "Trading System Administrator".

«Participant of the electronic document management system» – IDGC of Centre.

Subject of the Agreement:

The Certification Centre provides services of a certification center of an electronic document management system as defined by the Schedule (hereinafter - the services), and the Participant of the electronic document management system receives and pays for the services according to the procedure and terms, specified by the Agreement.

Price of the Agreement:

The cost of the services is 5500,00 (Five thousand five hundred) rubles 00 kopecks, including 18% VAT in the amount of 838,98 (Eight hundred and thirty-eight) rubles 98 kopecks, based on each key digital signature created by the Certification Centre upon an application of the Participant of the electronic document management system, duly completed according to the Schedule.

Duration of the services provision:

The services are provided for the duration of the Agreement.

Duration of the Agreement:

The Agreement shall enter into force upon signature by Parties.

The Agreement is terminated in the following cases:

- a) upon the written agreement of the Parties, signed by authorized representatives of the Parties;
 - b) in the unilateral extrajudicial procedure as decided by any of the Parties of the Agreement. With this the validity of the Agreement is terminated within 15 (Fifteen) working days from the date of the notice of termination as forwarded by the Party, wishing to terminate the Agreement in the unilateral extrajudicial procedure, to the other Party;
- in other cases stipulated by the legislation of the Russian Federation.

Voting results:

A.E. Murov did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- | | |
|--|---------|
| 1. Andrey Valentinovich Kazachenkov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Dmitry Igorevich Romeyko | - «FOR» |
| 5. Valery Nikolayevich Sedunov | - «FOR» |
| 6. Maria Gennadyevna Tikhonova | - «FOR» |
| 7. Oxana Vladimirovna Shatokhina | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |

Total:

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

The decision is taken.

Item 21. On approval of Agreement to provide paid services of operational-dispatching office in the power industry in terms of ensuring the reliability of electric power system operation by organizing selection of contractors and payment services to ensure system reliability, services to provide elimination of emergencies in the UES of Russia, and services to create future technological capacity reserve, concluded between IDGC of Centre and SO UES, which is a related party transaction.

Decision:

1. To determine that under the Agreement to provide paid services of operational-dispatching office in the power industry in terms of ensuring the reliability of electric power system operation between IDGC of Centre and SO UES, which is a related party transaction, the amount of payment (cost) of services for the settlement period is determined based on:

- the price of these services, determined by Contractor, is equal to the marginal level of prices (tariffs) for the given service, set by an authorized by the Government of the Russian Federation federal body of executive power on the tariff regulation as provided by methodological guidelines approved by this federal body of executive power, and
- the value of the actual amount of electricity consumption for the period preceding settlement, for all delivery point clusters, registered for Customer for the wholesale market (in case of export transactions performed by Customer, - the actual amount of electricity purchased for the period preceding settlement, for all registered delivery point clusters at the wholesale market for him, used to perform the export transactions), determined in accordance with the Accession Agreement, except the consumption of electric energy for their utility needs, and (or) economic needs of power plants and to compensate for the loss of electrical energy in electric networks.

The total cost of services cannot be more than 2 percent of the book value of the assets of Customer according to its financial statements for the last reporting date preceding taking this decision.

2. To approve the Agreement to provide paid services of operational-dispatching office in the power industry in terms of ensuring the reliability of electric power system operation (hereinafter - the Agreement, Appendix # 18 to this decision of the Board of Directors of the Company), concluded between IDGC of Centre and SO UES, which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

«Contractor» – SO UES.

«Customer» – IDGC of Centre.

Subject of the Agreement:

Contractor provides Customer services of operational-dispatching office in the power industry in terms of ensuring the reliability of electric power system operation by organizing selection of contractors and payment services to ensure system reliability, services to provide elimination of emergencies in the UES of Russia, and services to create future technological capacity reserve in the order and on the terms and conditions stipulated by the law and the Agreement, and Customer shall pay for these services in the amount, manner and time stipulated by the current legislation, the Accession Agreement, the regulations of the wholesale market and the Agreement, and performs other undertaken obligations under the Agreement.

Price of the Agreement:

The amount of payment (cost) of services of operational-dispatching office in the power industry in terms of ensuring the reliability of electric power system operation, provided by Contractor in accordance with the Agreement, for the settlement period is determined based on:

- the price of these services, determined by Contractor, is equal to the marginal level of prices (tariffs) for the given service, set by an authorized by the Government of the Russian Federation federal body of executive power on the tariff regulation as provided by methodological guidelines approved by this federal body of executive power, and
- the value of the actual amount of electricity consumption for the period preceding settlement, for all delivery point clusters, registered for Customer for the wholesale market (in case of export transactions performed by Customer, - the actual amount of electricity purchased for the period preceding settlement, for all registered delivery point clusters at the wholesale market for him, used to perform the export transactions), determined in accordance with the Accession Agreement, except the consumption of electric energy for their utility needs, and (or) economic needs of power plants and to compensate for the loss of electrical energy in electric networks.

The settlement period under the Agreement is one (1) calendar month.

The settlement year is the calendar year, which accounts for the settlement period.

Duration of the services provision:

The services are provided for the duration of the Agreement.

Duration of the Agreement:

The Agreement is deemed to be concluded from the date of its signature by the Parties. The Agreement is concluded for an indefinite period.

Voting results:

A.E. Murov did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- | | |
|--|---------|
| 1. Andrey Valentinovich Kazachenkov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Dmitry Igorevich Romeyko | - «FOR» |
| 5. Valery Nikolayevich Sedunov | - «FOR» |
| 6. Maria Gennadyevna Tikhonova | - «FOR» |
| 7. Oxana Vladimirovna Shatokhina | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |

Total:

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

The decision is taken.

Item 22. On approval of Wholesale Market Trading System Accession Agreement, concluded between IDGC of Centre, NP "Market Council", SO UES, OJSC "Trading System Administrator", FGC UES and OJSC "Centre of Financial Payments", which is a related party transaction.

Decision:

1. To determine that the price of Wholesale Market Trading System Accession Agreement between IDGC of Centre, NP «Market Council», SO UES, OJSC “Trading System Administrator”, FGC UES and OJSC “Centre of Financial Payments”, which is a related party transaction, cannot be more than 2 percent of the book value of the assets of IDGC of Centre (Participant of the wholesale market) according to its financial statements for the last reporting date preceding taking this decision and is calculated as follows:

1.1. During the procedure for admission to the trading system of the wholesale market the Participant of the wholesale market is obliged to transfer to the account of Commercial Operator a fee for providing, in accordance with the Agreement, the Participant of the wholesale market with the non-exclusive right to the software "WKS applications" in the amount of 54 400 (Fifty four thousand four hundred) rubles without VAT.

1.2. The service of Commercial Operator, provided to the Participant of the wholesale market, in accordance with the terms and conditions of the Agreement, is paid at the rate set by the federal body of executive power in the area of state regulation of prices (tariffs).

The Participant of the wholesale market pays for the service of Commercial Operator on time and in the manner provided by the Agreement, according to the Schedule of financial payments in the wholesale market (Appendix # 16 to the Agreement).

1.3. Cost of the service of OJSC "Centre of Financial Payments" in the settlement period is calculated based on the amount of the service fee of OJSC "Centre of Financial Payments", approved by the Supervisory Board of Nonprofit Partnership "Market Council for organizing an effective system of wholesale and retail electric power and capacity market". Procedure for calculating the cost of the service is set by the Schedule of financial payments in the wholesale market (Appendix # 16 to the Agreement).

If the Supervisory Board of Nonprofit Partnership "Market Council for organizing an effective system of wholesale and retail electric power and capacity market" changes the amount of payment for the service of OJSC "Centre of Financial Payments", OJSC "Centre of Financial Payments" shall notify the Participant of the wholesale market within 5 (five) working days after the decision by the Supervisory Board of the Non-Profit Partnership "Market Council on establishing an effective system of wholesale and retail electric power and capacity market". Cost of the service of OJSC "Centre of Financial Payments" is calculated in accordance with the newly approved amount of payment from the date specified in the decision on the approval (change) of the size of the service fee of OJSC "Centre of Financial Payments".

2. To approve the Wholesale Market Trading System Accession Agreement (Appendix # 19 to this decision of the Board of Directors of the Company), concluded between IDGC of Centre, NP "Market Council", SO UES, OJSC “Trading System Administrator”, FGC UES and OJSC “Centre of Financial Payments”, which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

Party 1 - Non-Profit Partnership "Market Council on establishing an effective system of wholesale and retail electric power and capacity market" (NP "Market Council"),

Party 2 - OJSC “Trading System Administrator” (Commercial Operator),

Party 3 - SO UES (System Operator),

Party 4 - Federal Grid Company of Unified Energy System (FGC),

Party 5 - OJSC “Centre of Financial Payments”,

Party 6 - Interregional Distribution Grid Company of Centre, Joint-Stock Company (Participant of the wholesale market).

Subject of the Agreement:

1. The Agreement regulates the relations between the Parties connected with the handling of electricity at the wholesale market, with specification of grounds, methods and conditions of the support and development of electricity generation at renewable energy generation facilities.

2. In the performance of the Agreement the Parties undertake:

- to comply with the requirements, specified by the Agreement and Schedules of the wholesale market, approved by the Supervisory Council of Nonprofit Partnership "Market Council for organizing an effective system of wholesale and retail electric energy and power market" and are an integral part of the Agreement;

- to comply with the terms and procedure for submission of the information listed in the Agreement and Schedules of the wholesale market, and to ensure the accuracy and completeness of the information provided;

- to exchange operational and statistical information about:

a) performance of the terms and conditions of the Agreement and other agreements entered into at the wholesale market;

b) compliance with technical requirements, documentation, registration and reporting at the wholesale market under the Agreement and Schedules of the wholesale market.

Price of the Agreement:

1.1. During the procedure for admission to the trading system of the wholesale market the Participant of the wholesale market is obliged to transfer to the account of Commercial Operator a fee for providing, in accordance with the Agreement, the Participant of the wholesale market with the non-exclusive right to the software "WKS applications" in the amount of 54 400 (Fifty four thousand four hundred) rubles without VAT.

1.2. The service of Commercial Operator, provided to the Participant of the wholesale market, in accordance with the terms and conditions of the Agreement, is paid at the rate set by the federal body of executive power in the area of state regulation of prices (tariffs).

The Participant of the wholesale market pays for the service of Commercial Operator on time and in the manner provided by the Agreement, according to the Schedule of financial payments in the wholesale market (Appendix # 16 to the Agreement).

1.3. Cost of the service of OJSC "Centre of Financial Payments" in the settlement period is calculated based on the amount of the service fee of OJSC "Centre of Financial Payments", approved by the Supervisory Board of Nonprofit Partnership "Market Council for organizing an effective system of wholesale and retail electric power and capacity market". Procedure for calculating the cost of the service is set by the Schedule of financial payments in the wholesale market (Appendix # 16 to the Agreement).

If the Supervisory Board of Nonprofit Partnership "Market Council for organizing an effective system of wholesale and retail electric power and capacity market" changes the amount of payment for the service of OJSC "Centre of Financial Payments", OJSC "Centre of Financial Payments" shall notify the Participant of the wholesale market within 5 (five) working days after the decision by the Supervisory Board of the Non-Profit Partnership "Market Council on establishing an effective system of wholesale and retail electric power and capacity market". Cost of the service of OJSC "Centre of Financial Payments" is calculated in accordance with the newly approved amount of payment from the date specified in the decision on the approval (change) of the size of the service fee of OJSC "Centre of Financial Payments".

The Participant of the wholesale market pays for the service of Commercial Operator on time and in the manner provided by the Agreement, according to the Schedule of financial payments in the wholesale market (Appendix # 16 to the Agreement).

Duration of the Agreement:

The Agreement shall enter into force upon signature by the Parties. In this case:

- the rights and obligations of Participants of the wholesale market appear in the part of performance of the actions provided by the procedure for obtaining the status of a wholesale market subject and maintenance of the register of wholesale market subjects (Appendix # 1.1 to the Agreement) – from the date of signature of the Agreement, with regard to the performance of the actions required to obtain the status of a wholesale market subject, for the rest – from the date of obtaining the status of a wholesale market subject, and the status of a wholesale market subject is obtained by the Participants of the wholesale market in accordance with the Regulations on the procedure for obtaining the status of a wholesale market subject and the maintenance of the register of wholesale market subjects (Appendix # 1.1 to the Agreement);

- the rights and obligations of other Participants of the wholesale market appear in the part of performance of the actions provided by the Schedule of admission to the trading system – from the date of signature of the Agreement, with regard to performance of the actions necessary to ensure the receipt of the right to participate in the sale of electric energy and power at the wholesale market of electric energy and power – two days before the date of obtaining the right to trade electricity and power on the wholesale market, for the rest – from the date of obtaining the right to trade electric energy and power at the wholesale market, and the right to participate in trading electric energy and power at the wholesale market is obtained by Participants of the wholesale market according to the Schedule of admission to the trading system of the wholesale market (Appendix # 1 to the Agreement).

Other essential terms and conditions of the Agreement, approved by the decisions of the Supervisory Board of NP "Market Council", in accordance with Federal Law of 26.03.2003 N 35-FZ "On Power Industry" and the Rules of the wholesale market of electric energy and power, approved by Resolution of the Government of the Russian Federation of 27.12.2010 N 1172.

Voting results:

A.E. Murov did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies», A.V. Kazachenkov and V.N Sedunov did not take part in the voting on this item, recognized as interested directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- | | |
|--|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Denis Viktorovich Kulikov | - «FOR» |
| 3. Dmitry Igorevich Romeyko | - «FOR» |
| 4. Maria Gennadyevna Tikhonova | - «FOR» |
| 5. Oxana Vladimirovna Shatokhina | - «FOR» |
| 6. Alexander Viktorovich Shevchuk | - «FOR» |
| 7. Roman Alexeyevich Filkin | - «FOR» |

Total:

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

The decision is taken.

Appendices:

1. The report of Acting General Director of the Company «On the state of reliability in 4Q 2012 and 2012» (Appendix # 1).

2. The report of Acting General Director of the Company «On execution of the Program to increase the reliability of IDGC of Centre for 2012-2015 in 4Q 2012 and 2012» (Appendix # 2).
3. The report of Acting General Director of the Company «On organization of the OSH management system in the Company in 4Q 2012 and 2012» (Appendix # 3).
4. The report of Acting General Director of the Company «On execution of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2012 in 4Q 2012 and 2012» (Appendix # 4).
5. The report of Acting General Director of the Company «On the execution status of the Program for the implementation of environmental policy of the Company for 2012-2013 in 4Q 2012 and 2012» (Appendix # 5).
6. The report of Acting General Director of the Company «On the execution status of the Program to consolidate electric grid assets of IDGC of Centre for 2011-2015» (Appendix # 6).
7. The report of Acting General Director of the Company «On execution of activities in 2012 for registration of ownership of immovable property, registration/re-registration of rights of use of land plots» (Appendix # 7).
8. Amendment # 2 to agreement dated 02.12.2010 № 7700/00592/10/247-R to provide services for keeping the register of holders of securities of the Company with the Registrar of the Company (Appendix # 8).
9. Educational services agreement, concluded between IDGC of Centre (IDGC of Centre – Smolenskenergo division) and Federal State Budget Institution of Higher Education "National Research University "MPEI" (branch of "National Research University "MPEI" in Smolensk), which is a related party transaction (Appendix # 9).
10. The Regulations of the activity of the Central Purchasing Authority of IDGC of Centre in a new edition (Appendix # 10).
11. Amendment to private pension provision agreement dated 17.11.2008 №375/4677-230, concluded between IDGC of Centre and Private Pension Power Engineering Fund, which is a related party transaction (Appendix # 11).
12. Amendment № 5 to commercial property rental agreement of 31.10.2006 № 34-Bukh-06/a-1, concluded between IDGC of Centre (IDGC of Centre – Bryanskenergo division) and SO UES (branch of SO UES Smolensk TCC), which is a related party transaction (Appendix # 12).
13. The Regulation on the Company Investment Activity in a new edition (Appendix # 13).
14. Scenarios for the formation of investment programs of IDGC of Centre (Appendix # 14).
15. Consulting services agreement, concluded between IDGC of Centre and IT Energy, which is a related party transaction (Appendix # 15).
16. Sale and Purchase Agreement for key carrier e-Token PRO (Java) 72K, concluded between IDGC of Centre and OJSC “Trading System Administrator”, which is a related party transaction (Appendix # 16).
17. Certification Centre Services Provision Agreement, concluded between IDGC of Centre and OJSC “Trading System Administrator”, which is a related party transaction (Appendix # 17).
18. Agreement to provide paid services of operational-dispatching office in the power industry in terms of ensuring the reliability of electric power system operation, concluded between IDGC of Centre and SO UES, which is a related party transaction (Appendix # 18).
19. Wholesale Market Trading System Accession Agreement, concluded between IDGC of Centre, NP "Market Council", SO UES, OJSC “Trading System Administrator”, FGC UES and OJSC “Centre of Financial Payments”, which is a related party transaction (Appendix # 19).

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

A.E. Murov

**Corporate Secretary
of IDGC of Centre**

S.V. Lapinskaya

Deputy General Director
for Corporate Governance _____/O.V. Tkacheva/

Director of Corporate Governance –
Head of corporate governance
and interaction with shareholders Department _____/V.A. Alimenko /