



“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)

May 31, 2012

Moscow

No. 13/12

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.Y. Kurbatov, A.A. Popov, A.V. Sergutin, A.G. Starchenko, A.V. Shevchuk.

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

The quorum **is present.**

Absence of objections concerning the materials and draft resolutions from V.G. Korolev, the observer of the Federal Antimonopoly Service of the Russian Federation, was taken into account at drawing up of the minutes.

Date of the minutes: **04.06.2012.**

AGENDA:

1. Consideration of the report «On the financial-economic activity of JSC “Energetik” in 2011».
2. Consideration of the report «On the financial-economic activity of JSC “Yargorelectroset” in 2011».
3. Consideration of the report «On the financial-economic activity of JSC “Energy Service Company” in 2011».
4. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors and Annual General Meeting of the Shareholders of JSC “Energetik”:
 - 4.1. On approval of the report of the General Director of the Company «On the execution of the target values of annual and quarterly key performance indicators in 4Q 2011 and in 2011».
 - 4.2. On approval of the report of the General Director of the Company «On the execution of the Business plan of JSC “Energetik” in 4Q 2011 and in 2011».
 - 4.3. On the distribution of profit (including dividend payment) and losses of JSC “Energetik” following the results of fiscal year 2011.
 - 4.4. Recommendations regarding the amount of dividends on shares and their payment procedure.
 - 4.5. Election of members of the Board of Directors of JSC “Energetik”.
 - 4.6. Election of members of the Audit Commission of JSC “Energetik”.
5. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors and Annual General Meeting of the Shareholders of JSC “Yargorelectroset”:
 - 5.1. On approval of the report of the General Director of the Company «On the execution of the target values of annual and quarterly key performance indicators in 4Q 2011 and in 2011».
 - 5.2. On approval of the report of the General Director of the Company «On the execution of the Business plan of (including the Investment Program) of JSC “Yargorelectroset” in 4Q 2011 and in 2011».
 - 5.3. On the distribution of profit (including dividend payment) and losses of JSC “Yargorelectroset” following the results of fiscal year 2011.

- 5.4.** Recommendations regarding the amount of dividends on shares and their payment procedure.
- 5.5.** Election of members of the Board of Directors of JSC “Yargorelectroset”.
- 5.6.** Election of members of the Audit Commission of JSC “Yargorelectroset”.
- 6.** On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors and Annual General Meeting of the Shareholders of JSC “Energy Service Company”:
 - 6.1.** On approval of the report of the General Director of the Company «On the execution of the target values of annual and quarterly key performance indicators in 4Q 2011 and in 2011».
 - 6.2.** On approval of the report of the General Director of the Company «On the execution of the Business plan of JSC “Energy Service Company” in 4Q 2011 and in 2011».
 - 6.3.** On the distribution of profit (including dividend payment) and losses of JSC “Energy Service Company” following the results of fiscal year 2011.
 - 6.4.** Recommendations regarding the amount of dividends on shares and their payment procedure.
 - 6.5.** Election of members of the Board of Directors of JSC “Energy Service Company”.
 - 6.6.** Election of members of the Audit Commission of JSC “Energy Service Company”.
- 7.** On the nomination of a candidacy of the Auditor of JSC “Yargorelectroset” by the Company.
- 8.** On the nomination of a candidacy of the Auditor of JSC “Energy Service Company” by the Company.
- 9.** Consideration of the report of the Audit Committee of the Board of Directors of IDGC of Centre «On the results of work in 2011-2012».
- 10.** Consideration of the report of the General Director of the Company «On the sale of non-core assets of the Company in 1Q 2012».
- 11.** Consideration of the report of the General Director of the Company «On the credit policy of the Company in 1Q 2012».
- 12.** Consideration of the report of the General Director «On provision of insurance coverage in 1Q 2012».
- 13.** Consideration of the report of the General Director of the Company «On the execution of the Program of energy saving and energy efficiency of IDGC of Centre for 2011 – 2015 in 4Q 2011 and in 2011».
- 14.** Consideration of the report of the General Director of the Company «On the execution of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre for 2011-2017 in 1Q 2012».
- 15.** Consideration of the information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 1Q 2012».
- 16.** Consideration of the report of the General Director of the Company «On the results of operation through the autumn-winter period 2011-2012».
- 17.** Consideration of the report of the General Director of the Company «On the state of reliability in 1Q 2012».
- 18.** Consideration of the report of the General Director of the Company «On organization of the OSH management system in the Company in 1Q 2012».
- 19.** Consideration of the report of the General Director of the Company «On the implementation status of the Program for the implementation of environmental policy of the Company for 2012-2013 in 1Q 2012».
- 20.** Consideration of the report of the General Director of the Company «On the execution of the Program to increase the reliability of IDGC of Centre for 2012-2015 in 1Q 2012».
- 21.** Consideration of the report of the General Director of the Company «On the execution of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2012 in 1Q 2012».
- 22.** On approval of the lease agreement of technical (motor) vehicles without providing driving services and maintenance for the needs of IDGC of Centre – Orelenergo division, concluded between NIC EES and IDGC of Centre, which is a transaction of interest.
- 23.** On approval of the Head and members of the Central purchasing authority of the Company.
- 24.** On approval of the report of the General Director of the Company «On the execution of the Annual integrated purchasing program in 1Q 2012».

25. On placement by Interregional Distribution Grid Company of Centre, Joint-Stock Company of unconvertible documentary interest-bearing commercial papers payable to bearer of series BO-01 with the mandatory centralized custody.
26. On approval of the Decision to issue valuable securities by Interregional Distribution Grid Company of Centre, Joint-Stock Company - unconvertible documentary interest-bearing commercial papers payable to bearer of series BO-01 with the mandatory centralized custody.
27. On approval of the Prospectus of Interregional Distribution Grid Company of Centre, Joint-Stock Company - unconvertible documentary interest-bearing commercial papers payable to bearer of series BO-01 with the mandatory centralized custody.
28. On approval of the Organizer's candidacy to issue commercial papers of IDGC of Centre, JSC.
29. On approval of the paid services agreement for call processing for the period from 30.01.2012 to 30.06.2012, concluded between IDGC of Centre and JSC "Energy Service Company", which is a transaction of interest.
30. On the determination of the credit policy of IDGC of Centre: the Company's public borrowing implementation by issuing corporate bonds.

Item 1. Consideration of the report «On the financial-economic activity of JSC "Energetik" in 2011».

Decision:

To take into consideration the report «On the financial-economic activity of JSC "Energetik" in 2011» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|--------------------------------------|---------------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «ABSTAINED» |
| 4. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 5. Mikhail Yurievich Kurbatov | - «FOR» |
| 6. Alexander Albertovich Popov | - «FOR» |
| 7. Alexey Vladimirovich Sergutin | - «FOR» |
| 8. Alexander Grigoryevich Starchenko | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

The decision is taken.

Item 2. Consideration of the report «On the financial-economic activity of JSC "Yargorelectroset" in 2011».

Decision:

To take into consideration the report «On the financial-economic activity of JSC "Yargorelectroset" in 2011» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|--------------------------------------|---------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 5. Mikhail Yurievich Kurbatov | - «FOR» |
| 6. Alexander Albertovich Popov | - «FOR» |
| 7. Alexey Vladimirovich Sergutin | - «FOR» |
| 8. Alexander Grigoryevich Starchenko | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»

«ABSTAINED»

- «0»

The decision is taken.

Item 3. Consideration of the report «On the financial-economic activity of JSC “Energy Service Company” in 2011».

Decision:

To take into consideration the report «On the financial-economic activity of JSC “Energy Service Company” in 2011» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexey Yuryevich Perepelkin - «FOR»
2. Svetlana Alexandrovna Balaeva - «FOR»
3. Alexander Markovich Branis - «ABSTAINED»
4. Dmitry Olegovich Gudzhoyan - «FOR»
5. Mikhail Yurievich Kurbatov - «FOR»
6. Alexander Albertovich Popov - «FOR»
7. Alexey Vladimirovich Sergutin - «FOR»
8. Alexander Grigoryevich Starchenko - «FOR»
9. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR» - «8»

«AGAINST» - «0»

«ABSTAINED» - «1»

The 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 and Annual General Meeting of the Shareholders of JSC “Energetik”:

4.1. On approval of the report of the General Director of the Company «On the execution of the target values of annual and quarterly key performance indicators in 4Q 2011 and in 2011».

4.2. On approval of the report of the General Director of the Company «On the execution of the Business plan of JSC “Energetik” in 4Q 2011 and in 2011».

4.3. On the distribution of profit (including dividend payment) and losses of JSC “Energetik” following the results of fiscal year 2011.

4.4. Recommendations regarding the amount of dividends on shares and their payment procedure.

4.5. Election of members of the Board of Directors of JSC “Energetik”.

4.6. Election of members of the Audit Commission of JSC “Energetik”.

Decision regarding item 4.1.:

4.1. To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Energetik” regarding the item «On the execution of the target values of annual and quarterly key performance indicators in 4Q 2011 and in 2011» to vote «FOR»:

«To approve the report of the General Director of the Company «On the execution of the target values of annual and quarterly key performance indicators in 4Q 2011 and in 2011» in accordance with the Appendix».

Voting results regarding item 4.1:

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

9. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision regarding item 4.1 is taken.

Decision regarding 4.2.:

4.2. To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Energetik” regarding the item «On the execution of the Business plan of JSC “Energetik” in 4Q 2011 and in 2011» to vote «FOR»:

«To approve the report of the General Director of the Company «On the execution of the Business plan of JSC “Energetik” in 4Q 2011 and in 2011» in accordance with the Appendix».

Voting results regarding item 4.2:

1. Alexey Yuryevich Perepelkin - «FOR»
2. Svetlana Alexandrovna Balaeva - «FOR»
3. Alexander Markovich Branis - «ABSTAINED»
4. Dmitry Olegovich Gudzhoyan - «FOR»
5. Mikhail Yurievich Kurbatov - «FOR»
6. Alexander Albertovich Popov - «FOR»
7. Alexey Vladimirovich Sergutin - «FOR»
8. Alexander Grigoryevich Starchenko - «FOR»
9. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision regarding item 4.2 is taken.

Decision regarding 4.3.:

4.3. To assign the representatives of IDGC of Centre regarding the item of the agenda of the Annual General Meeting of the Shareholders of JSC “Energetik” «On the distribution of profit (including dividend payment) and losses of JSC “Energetik” following the results of fiscal year 2011» to vote «FOR»:

«1. To approve the following distribution of profits (losses) of the Company for fiscal year 2011:

	(thousand rubles)
Retained earnings (loss) for the reporting period:	120
To distribute to: Reserve fund	6,0
Profit for development	114,0
Dividends	-
Repayment of losses of previous years	-

2. Not to pay dividends on ordinary shares of the Company following the results of 2011».

Voting results regarding item 4.3:

1. Alexey Yuryevich Perepelkin - «FOR»
2. Svetlana Alexandrovna Balaeva - «FOR»
3. Alexander Markovich Branis - «ABSTAINED»
4. Dmitry Olegovich Gudzhoyan - «FOR»
5. Mikhail Yurievich Kurbatov - «FOR»
6. Alexander Albertovich Popov - «FOR»
7. Alexey Vladimirovich Sergutin - «FOR»
8. Alexander Grigoryevich Starchenko - «FOR»
9. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «8»
«AGAINST»	- «0»

«ABSTAINED» - «1»

The decision regarding item 4.3 is taken.

Decision regarding 4.4.:

4.4. To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Energetik” regarding the item «On recommendations on the size of dividends on the shares and their payment procedure» to vote «FOR»:

«Not to pay dividends on ordinary shares of the Company following the results of 2011».

Voting results regarding item 4.4:

1. Alexey Yuryevich Perepelkin - «FOR»
2. Svetlana Alexandrovna Balaeva - «FOR»
3. Alexander Markovich Branis - «ABSTAINED»
4. Dmitry Olegovich Gudzhoyan - «FOR»
5. Mikhail Yurievich Kurbatov - «FOR»
6. Alexander Albertovich Popov - «FOR»
7. Alexey Vladimirovich Sergutin - «FOR»
8. Alexander Grigoryevich Starchenko - «FOR»
9. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR» - «8»

«AGAINST» - «0»

«ABSTAINED» - «1»

The decision regarding item 4.4 is taken.

Decision regarding 4.5.:

4.5. To assign the representatives of IDGC of Centre regarding the item of the agenda of the Annual General Meeting of the Shareholders of JSC “Energetik” «Election of members of the Board of Directors of JSC “Energetik”» to vote «FOR»:

«To elect the following members to the Board of Directors of JSC “Energetik”»:

Item #	Full name	Position held
1	Alexander Sergeevich Lyaskin	HR Director - Head of HR management and organizational design of IDGC of Centre
2	Dmitry Alexandrovich Menevlyuk	Acting Head of Department for property management and consolidation of electric grid assets of IDGC of Centre
3	Konstantin Nikolayevich Orlov	Deputy General Director for Economy and Finance of IDGC of Centre
4	Yury Evgenyevich Tolmachev	Deputy Head of Legal Department of IDGC of Centre
5	Sergey Yurievich Nasyrov	Chief Expert of Securities Section of Corporate Governance and Shareholder Relations Department of IDGC Holding

Voting results regarding item 4.5:

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

Total:

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

The decision regarding item 4.5 is taken.

Decision regarding 4.6.:

4.6. To assign the representatives of IDGC of Centre regarding the item of the agenda of the Annual General Meeting of the Shareholders of JSC “Energetik” «Election of members of the Audit Commission of JSC “Energetik”» to vote «FOR»:

«To elect the following members to the Audit Commission of JSC “Energetik”»:

Item #	Full name	Position held
1	Natalia Mikhailovna Novikova	Head of Section for audit and expertise of Internal Control and Audit of IDGC of Centre
2	Nina Petrovna Zavatskaya	Chief Expert of Section for audit and expertise of Internal Control and Audit of IDGC of Centre
3	Elena Ivanovna Chitaya	Principal Specialist of Section for audit and expertise of Internal Control and Audit of IDGC of Centre

Voting results regarding item 4.6:

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

Total:

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

The decision regarding item 4.6 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 and Annual General Meeting of the Shareholders of JSC “Yargorelectroset”:

5.1. On approval of the report of the General Director of the Company «On the execution of the target values of annual and quarterly key performance indicators in 4Q 2011 and in 2011».

5.2. On approval of the report of the General Director of the Company «On the execution of the Business plan of (including the Investment Program) of JSC “Yargorelectroset” in 4Q 2011 and in 2011».

5.3. On the distribution of profit (including dividend payment) and losses of JSC “Yargorelectroset” following the results of fiscal year 2011.

5.4. Recommendations regarding the amount of dividends on shares and their payment procedure.

5.5. Election of members of the Board of Directors of JSC “Yargorelectroset”.

5.6. Election of members of the Audit Commission of JSC “Yargorelectroset”.

Decision regarding 5.1.:

5.1. To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC

“Yargorelectroset” regarding the item «On the execution of the target values of annual and quarterly key performance indicators in 4Q 2011 and in 2011» to vote «FOR»:

«To approve the report of the General Director of the Company «On the execution of the target values of annual and quarterly key performance indicators in 4Q 2011 and in 2011» in accordance with the Appendix».

Voting results regarding item 5.1:

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

Total:

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

The decision regarding item 5.1 is taken.

Decision regarding 5.2.:

5.2. To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Yargorelectroset” regarding the item «On the execution of the Business plan of (including the Investment Program) of JSC “Yargorelectroset” in 4Q 2011 and in 2011» to vote «FOR»:

«To approve the report of the General Director of the Company «On the execution of the Business plan of (including the Investment Program) of JSC “Yargorelectroset” in 4Q 2011 and in 2011» in accordance with the Appendices».

Voting results regarding item 5.2:

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

Total:

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

The decision regarding item 5.2 is taken.

Decision regarding 5.3.:

5.3. To assign the representatives of IDGC of Centre regarding the item of the agenda of the Annual General Meeting of the Shareholders of JSC “Yargorelectroset” «On the distribution of profit (including dividend payment) and losses of JSC “Yargorelectroset” following the results of fiscal year 2011» to vote «FOR»:

«1. To approve the following distribution of profits (losses) of the Company for fiscal year 2011:

	(thousand rubles)
Retained earnings (loss) for the reporting period	131 956
To distribute to: Reserve fund	6 598
Profit for development	0

Dividends	125 358
Repayment of losses of previous years	-

2. To pay dividends on ordinary shares following the results of 2011 in the amount of 125,358 rubles per ordinary share of the Company in cash within 60 days after the decision on their payment».

Voting results regarding item 5.3:

1. **Alexey Yuryevich Perepelkin** - «FOR»
2. **Svetlana Alexandrovna Balaeva** - «FOR»
3. **Alexander Markovich Branis** - «FOR»
4. **Dmitry Olegovich Gudzhoyan** - «FOR»
5. **Mikhail Yurievich Kurbatov** - «FOR»
6. **Alexander Albertovich Popov** - «FOR»
7. **Alexey Vladimirovich Sergutin** - «FOR»
8. **Alexander Grigoryevich Starchenko** - «FOR»
9. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

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

The decision regarding item 5.3 is taken.

Decision regarding 5.4.:

5.4. To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Yargorelectroset” regarding the item «Recommendations regarding the amount of dividends on shares and their payment procedure» to vote «FOR»:

To recommend the Annual General Meeting of Shareholders of the Company to take the following decision:

«To pay dividends on ordinary shares following the results of 2011 in the amount of 125,358 rubles per ordinary share of the Company in cash within 60 days after the decision on their payment».

Voting results regarding item 5.4:

1. **Alexey Yuryevich Perepelkin** - «FOR»
2. **Svetlana Alexandrovna Balaeva** - «FOR»
3. **Alexander Markovich Branis** - «FOR»
4. **Dmitry Olegovich Gudzhoyan** - «FOR»
5. **Mikhail Yurievich Kurbatov** - «FOR»
6. **Alexander Albertovich Popov** - «FOR»
7. **Alexey Vladimirovich Sergutin** - «FOR»
8. **Alexander Grigoryevich Starchenko** - «FOR»
9. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

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

The decision regarding item 5.4 is taken.

Decision regarding 5.5.:

5.5. To assign the representatives of IDGC of Centre regarding the item of the agenda of the Annual General Meeting of the Shareholders of JSC “Yargorelectroset” «Election of members of the Board of Directors of JSC “Yargorelectroset”» to vote «FOR»:

«To elect the following members to the Board of Directors of JSC “Yargorelectroset”:

Item #	Full name	Position held
1	Dmitry Alexandrovich Andryushin	Deputy General Director for Investments of IDGC of Centre
2	Dmitry Igorevich Gotlib	Deputy General Director for Development and Sale of Services of IDGC of Centre
3	Dmitry Alexandrovich	Acting Head of Department for property

	Meneylyuk	management and consolidation of electric grid assets of IDGC of Centre
4	Konstantin Nikolayevich Orlov	Deputy General Director for Economy and Finance of IDGC of Centre
5	Igor Vitalievich Solonikov	Deputy General Director of IDGC of Centre – Yarenergo division director
6	Yury Evgenyevich Tolmachev	Deputy Head of Legal Department of IDGC of Centre
7	Olga Vladimirovna Golubeva	Leading Expert of Section for analysis and control of corporate governance of Corporate Governance and Shareholder Relations Department of IDGC Holding

Voting results regarding item 5.5:

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

Total:

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

The decision regarding item 5.5 is taken.

Decision regarding 5.6.:

5.6. To assign the representatives of IDGC of Centre regarding the item of the agenda of the Annual General Meeting of the Shareholders of JSC “Yargorelectroset” «Election of members of the Audit Commission of JSC “Yargorelectroset”» to vote «FOR»:

«To elect the following members to the Audit Commission of JSC “Yargorelectroset”:

Item #	Full name	Position held
1	Svetlana Yurievna Kuznetsova	Principle Expert of Section for audit and expertise of IDGC of Centre
2	Natalia Mikhailovna Novikova	Head of Section for audit and expertise of Internal Audit and Risk Management of IDGC of Centre
3	Galina Ivanovna Meshalova	Chief Expert of Section for audit and expertise of Internal Control and Risk Management Department of IDGC Holding

Voting results regarding item 5.6:

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

Total:

«FOR»	- «9»
-------	-------

«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision regarding item 5.6 is taken.

Item 6. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors and Annual General Meeting of the Shareholders of JSC “Energy Service Company”:

6.1. On approval of the report of the General Director of the Company «On the execution of the target values of annual and quarterly key performance indicators in 4Q 2011 and in 2011».

6.2. On approval of the report of the General Director of the Company «On the execution of the Business plan of JSC “Energy Service Company” in 4Q 2011 and in 2011».

6.3. On the distribution of profit (including dividend payment) and losses of JSC “Energy Service Company” following the results of fiscal year 2011.

6.4. Recommendations regarding the amount of dividends on shares and their payment procedure.

6.5. Election of members of the Board of Directors of JSC “Energy Service Company”.

6.6. Election of members of the Audit Commission of JSC “Energy Service Company”.

Decision regarding 6.1.:

6.1. To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Energy Service Company” regarding the item «On the execution of the target values of annual and quarterly key performance indicators in 4Q 2011 and in 2011» to vote «FOR»:

«To approve the report of the General Director of the Company «On the execution of the target values of annual and quarterly key performance indicators in 4Q 2011 and in 2011» in accordance with the Appendix».

Voting results regarding item 6.1:

- | | |
|--------------------------------------|---------------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «ABSTAINED» |
| 4. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 5. Mikhail Yurievich Kurbatov | - «FOR» |
| 6. Alexander Albertovich Popov | - «FOR» |
| 7. Alexey Vladimirovich Sergutin | - «FOR» |
| 8. Alexander Grigoryevich Starchenko | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

The decision regarding item 6.1 is taken.

Decision regarding 6.2.:

6.2. To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Energy Service Company” regarding the item «On the execution of the Business plan of JSC “Energy Service Company” in 4Q 2011 and in 2011» to vote «FOR»:

«To approve the report of the General Director of the Company «On the execution of the Business plan of JSC “Energy Service Company” in 4Q 2011 and in 2011» in accordance with the Appendix».

Voting results regarding item 6.2:

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

8. Alexander Grigoryevich Starchenko - «FOR»

9. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision regarding item 6.2 is taken.

Decision regarding 6.3.:

«1. To approve the following distribution of profits (losses) of the Company for fiscal year 2011:

	(thousand rubles)
Retained earnings (loss) for the reporting period:	8 700
To distribute to: Reserve fund	5
Profit for development	8 695
Dividends	-

2. Not to pay dividends on ordinary shares of the Company following the results of 2011».

Voting results regarding item 6.3:

1. Alexey Yuryevich Perepelkin - «FOR»
2. Svetlana Alexandrovna Balaeva - «FOR»
3. Alexander Markovich Branis - «ABSTAINED»
4. Dmitry Olegovich Gudzhoyan - «FOR»
5. Mikhail Yurievich Kurbatov - «FOR»
6. Alexander Albertovich Popov - «FOR»
7. Alexey Vladimirovich Sergutin - «FOR»
8. Alexander Grigoryevich Starchenko - «FOR»
9. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision regarding item 6.3 is taken.

Decision regarding 6.4.:

6.4. To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Energy Service Company” regarding the item «Recommendations regarding the amount of dividends on shares and their payment procedure» to vote «FOR»:

«Not to pay dividends on ordinary shares of the Company following the results of 2011».

Voting results regarding item 6.4:

1. Alexey Yuryevich Perepelkin - «FOR»
2. Svetlana Alexandrovna Balaeva - «FOR»
3. Alexander Markovich Branis - «ABSTAINED»
4. Dmitry Olegovich Gudzhoyan - «FOR»
5. Mikhail Yurievich Kurbatov - «FOR»
6. Alexander Albertovich Popov - «FOR»
7. Alexey Vladimirovich Sergutin - «FOR»
8. Alexander Grigoryevich Starchenko - «FOR»
9. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision regarding item 6.4 is taken.

Decision regarding 6.5.:

6.5. To assign the representatives of IDGC of Centre regarding the item of the agenda of the Annual General Meeting of the Shareholders of JSC “Energy Service Company” «Election of members of the Board of Directors of JSC “Energy Service Company”» to vote «FOR»:

«To elect the following members to the Board of Directors of JSC “Energy Service Company”»:

Item #	Full name	Position held
1	Dmitry Igorevich Gotlib	Deputy General Director for Development and Sale of Services of IDGC of Centre
2	Mikhail Yurievich Matsnev	Head of Finance Department of IDGC of Centre
3	Dmitry Alexandrovich Meneylyuk	Acting Head of Department for property management and consolidation of electric grid assets of IDGC of Centre
4	Alexey Viktorovich Rakov	Deputy Head of Department of electric energy delivery of IDGC of Centre
5	Mark Lvovich Slonimsky	General Director of JSC “Energy Service Company”
6	Vladimir Vyacheslavovich Inozemtsev	Head of Department of electric energy delivery and energy saving of IDGC Holding
7	Yury Veniaminovich Adler	Head of Section of standards and methodology of Corporate Governance and Shareholder Relations Department of IDGC Holding

Voting results regarding item 6.5:

1. **Alexey Yuryevich Perepelkin** - «FOR»
2. **Svetlana Alexandrovna Balaeva** - «FOR»
3. **Alexander Markovich Branis** - «FOR»
4. **Dmitry Olegovich Gudzhoyan** - «FOR»
5. **Mikhail Yurievich Kurbatov** - «FOR»
6. **Alexander Albertovich Popov** - «FOR»
7. **Alexey Vladimirovich Sergutin** - «FOR»
8. **Alexander Grigoryevich Starchenko** - «FOR»
9. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

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

The decision regarding item 6.5 is taken.

Decision regarding 6.6.:

6.6. To assign the representatives of IDGC of Centre regarding the item of the agenda of the Annual General Meeting of the Shareholders of JSC “Energy Service Company” «Election of members of the Audit Commission of JSC “Energy Service Company”» to vote «FOR»:

«To elect the following members to the Audit Commission of JSC “Energy Service Company”»:

Item #	Full name	Position held
1	Galina Ivanovna Meshalova	Chief Expert of Section for audit and expertise of Internal Control and Risk Management Department of IDGC Holding
2	Elena Ivanovna Chitaya	Principal Specialist of Section for audit and expertise of Internal Control and Audit of IDGC of Centre
3	Natalia Mikhailovna Novikova	Head of Section for audit and expertise of Internal Audit and Risk Management of IDGC of Centre

Voting results regarding item 6.6:

1. **Alexey Yuryevich Perepelkin** - «FOR»
2. **Svetlana Alexandrovna Balaeva** - «FOR»

3. Alexander Markovich Branis - «FOR»
4. Dmitry Olegovich Gudzhoyan - «FOR»
5. Mikhail Yurievich Kurbatov - «FOR»
6. Alexander Albertovich Popov - «FOR»
7. Alexey Vladimirovich Sergutin - «FOR»
8. Alexander Grigoryevich Starchenko - «FOR»
9. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision regarding item 6.6 is taken.

Item 7. On the nomination of a candidacy of the Auditor of JSC “Yargorelectroset” by the Company.

Decision:

To nominate the following candidate of the auditor for election at the Annual General Meeting of shareholders of JSC "Yargorelectroset": CJSC "VAL-Audit" (a member of the self-regulating organization of auditors "Non-commercial partnership "Audit Chamber of Russia" (ORNZ # 10301001963).

Voting results:

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

Total:

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

The decision is taken.

Item 8. On the nomination of a candidacy of the Auditor of JSC “Energy Service Company” by the Company.

Decision:

To nominate the following candidate of the auditor for election at the Annual General Meeting of shareholders of JSC “Energy Service Company”: LLC "RSM Top-Audit", a member of the self-regulating organization of auditors NP "Russian Board of Auditors" (ORNZ 10305006873).

Voting results:

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

Total:

«FOR»	- «9»
«AGAINST»	- «0»

«ABSTAINED»

- «0»

The decision is taken.

Item 9. Consideration of the report of the Audit Committee of the Board of Directors of IDGC of Centre «On the results of work in 2011-2012».

Decision:

To take into consideration the report of the Audit Committee of the Board of Directors of IDGC of Centre «On the results of work in 2011-2012» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|--------------------------------------|---------------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «ABSTAINED» |
| 4. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 5. Mikhail Yurievich Kurbatov | - «FOR» |
| 6. Alexander Albertovich Popov | - «FOR» |
| 7. Alexey Vladimirovich Sergutin | - «FOR» |
| 8. Alexander Grigoryevich Starchenko | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR» - «8»

«AGAINST» - «0»

«ABSTAINED» - «1»

The decision is taken.

Item 10. Consideration of the report of the General Director of the Company «On the sale of non-core assets of the Company in 1Q 2012».

Decision:

1. To take into consideration the report of the General Director of the Company «On the sale of non-core assets of the Company in 1Q 2012» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

2. To exclude the following items from the register of non-core assets of the Company (tem 1.2.3, 1.2.5, 1.2.6, 1.2.16, 1.2.17, 1.7.54, 1.7.69, 1.7.73, 1.7.81, 1.7.83, 1.7.84, 1.7.146, 1.7.155, 1.7.157, 1.7.160, 1.7.172) in connection with their sale.

3. To set a new term of decision-making by the Board of Directors in respect of an unfinished building, located at the city of Kursk, Engels street - Red Army street (2.3.) - Q4 2012.

4. To set a new term of sale in respect of the following items:

- item 1.2.18, 1.2.23, 1.6.2, 1.7.8, 1.7.57, 1.7.68, 1.7.70, 1.7.111-1.7.116,

2.4 - Q4 2012;

- item 2.3 – Q1 2013.

5. To amend the register of non-core assets of the Company in accordance with Appendix # 6 to this decision of the Board of Directors.

6. To amend the register of non-core assets of the Company with additions in accordance with Appendix # 7 to this decision of the Board of Directors.

Voting results:

- | | |
|--------------------------------------|---------------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «ABSTAINED» |
| 4. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 5. Mikhail Yurievich Kurbatov | - «FOR» |
| 6. Alexander Albertovich Popov | - «FOR» |
| 7. Alexey Vladimirovich Sergutin | - «FOR» |
| 8. Alexander Grigoryevich Starchenko | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

The decision is taken.

Item 11. Consideration of the report of the General Director of the Company «On the credit policy of the Company in 1Q 2012».

Decision:

To take into consideration the report of the General Director of the Company «On the credit policy of the Company in 1Q 2012» in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|--------------------------------------|---------------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «ABSTAINED» |
| 4. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 5. Mikhail Yurievich Kurbatov | - «FOR» |
| 6. Alexander Albertovich Popov | - «FOR» |
| 7. Alexey Vladimirovich Sergutin | - «FOR» |
| 8. Alexander Grigoryevich Starchenko | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

The decision is taken.

Item 12. Consideration of the report of the General Director «On provision of insurance coverage in 1Q 2012».

Decision:

To take into consideration the report of the General Director «On provision of insurance coverage in 1Q 2012» in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|--------------------------------------|---------------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «ABSTAINED» |
| 4. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 5. Mikhail Yurievich Kurbatov | - «FOR» |
| 6. Alexander Albertovich Popov | - «FOR» |
| 7. Alexey Vladimirovich Sergutin | - «FOR» |
| 8. Alexander Grigoryevich Starchenko | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

The decision is taken.

Item 13. Consideration of the report of the General Director of the Company «On the execution of the Program of energy saving and energy efficiency of IDGC of Centre for 2011 – 2015 in 4Q 2011 and in 2011».

Decision:

To take into consideration the report of the General Director of the Company «On the execution of the Program of energy saving and energy efficiency of IDGC of Centre for 2011 – 2015 in 4Q 2011 and in 2011» in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|--------------------------------------|---------------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «ABSTAINED» |
| 4. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 5. Mikhail Yurievich Kurbatov | - «FOR» |
| 6. Alexander Albertovich Popov | - «FOR» |
| 7. Alexey Vladimirovich Sergutin | - «FOR» |
| 8. Alexander Grigoryevich Starchenko | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

The decision is taken.

Item 14. Consideration of the report of the General Director of the Company «On the execution of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre for 2011-2017 in 1Q 2012».**Decision:**

1. To take into consideration the report of the General Director of the Company «On the execution of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre for 2011-2017 in 1Q 2012» in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.
2. To mark lagging behind the plans to disburse the costs for automating data collection and creation of information-measuring systems (Measurement and Information System) in Q1 2012.
3. To instruct the General Director to strengthen the control over the timing of work execution by the contractor on the execution of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre for 2011-2017.

Voting results:

- | | |
|--------------------------------------|---------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 5. Mikhail Yurievich Kurbatov | - «FOR» |
| 6. Alexander Albertovich Popov | - «FOR» |
| 7. Alexey Vladimirovich Sergutin | - «FOR» |
| 8. Alexander Grigoryevich Starchenko | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

The decision is taken.

Item 15. Consideration of the information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 1Q 2012».**Decision:**

To take into consideration the information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 1Q 2012» in accordance with Appendix # 12 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|----------------------------------|---------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |

4. **Dmitry Olegovich Gudzhoyan** - «FOR»
5. **Mikhail Yurievich Kurbatov** - «FOR»
6. **Alexander Albertovich Popov** - «FOR»
7. **Alexey Vladimirovich Sergutin** - «FOR»
8. **Alexander Grigoryevich Starchenko** - «FOR»
9. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

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

The decision is taken.

Item 16. Consideration of the report of the General Director of the Company «On the results of operation through the autumn-winter period 2011-2012».

Decision:

To take into consideration the report of the General Director of the Company «On the results of operation through the autumn-winter period 2011-2012» in accordance with Appendix # 13 to this decision of the Board of Directors of the Company.

Voting results:

1. **Alexey Yuryevich Perepelkin** - «FOR»
2. **Svetlana Alexandrovna Balaeva** - «FOR»
3. **Alexander Markovich Branis** - «FOR»
4. **Dmitry Olegovich Gudzhoyan** - «FOR»
5. **Mikhail Yurievich Kurbatov** - «FOR»
6. **Alexander Albertovich Popov** - «FOR»
7. **Alexey Vladimirovich Sergutin** - «FOR»
8. **Alexander Grigoryevich Starchenko** - «FOR»
9. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

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

The decision is taken.

Item 17. Consideration of the report of the General Director of the Company «On the state of reliability in 1Q 2012».

Decision:

To take into consideration the report of the General Director of the Company «On the state of reliability in 1Q 2012» in accordance with Appendix # 14 to this decision of the Board of Directors of the Company.

Voting results:

1. **Alexey Yuryevich Perepelkin** - «FOR»
2. **Svetlana Alexandrovna Balaeva** - «FOR»
3. **Alexander Markovich Branis** - «FOR»
4. **Dmitry Olegovich Gudzhoyan** - «FOR»
5. **Mikhail Yurievich Kurbatov** - «FOR»
6. **Alexander Albertovich Popov** - «FOR»
7. **Alexey Vladimirovich Sergutin** - «FOR»
8. **Alexander Grigoryevich Starchenko** - «FOR»
9. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

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

The decision is taken.

Item 18. Consideration of the report of the General Director of the Company «On organization of the OSH management system in the Company in 1Q 2012».

Decision:

To take into consideration the report of the General Director of the Company «On organization of the OSH management system in the Company in 1Q 2012» in accordance with Appendix # 15 to this decision of the Board of Directors of the Company.

Voting results:

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

Total:

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

The decision is taken.

Item 19. Consideration of the report of the General Director of the Company «On the implementation status of the Program for the implementation of environmental policy of the Company for 2012-2013 in 1Q 2012».

Decision:

To take into consideration the report of the General Director of the Company «On the implementation status of the Program for the implementation of environmental policy of the Company for 2012-2013 in 1Q 2012» in accordance with Appendix # 16 to this decision of the Board of Directors of the Company.

Voting results:

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

Total:

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

The decision is taken.

Item 20. Consideration of the report of the General Director of the Company «On the execution of the Program to increase the reliability of IDGC of Centre for 2012-2015 in 1Q 2012».

Decision:

To take into consideration the report of the General Director of the Company «On the execution of the Program to increase the reliability of IDGC of Centre for 2012-2015 in 1Q 2012» in accordance with Appendix # 17 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexey Yuryevich Perepelkin - «FOR»

2. Svetlana Alexandrovna Balaeva - «FOR»
3. Alexander Markovich Branis - «FOR»
4. Dmitry Olegovich Gudzhoyan - «FOR»
5. Mikhail Yurievich Kurbatov - «FOR»
6. Alexander Albertovich Popov - «FOR»
7. Alexey Vladimirovich Sergutin - «FOR»
8. Alexander Grigoryevich Starchenko - «FOR»
9. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision is taken.

Item 21. Consideration of the report of the General Director of the Company «On the execution of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2012 in 1Q 2012».

Decision:

To take into consideration the report of the General Director of the Company «On the execution of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2012 in 1Q 2012» in accordance with Appendix # 18 to this decision of the Board of Directors of the Company.

Voting results:

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

Total:

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

The decision is taken.

Item 22. On approval of the lease agreement of technical (motor) vehicles without providing driving services and maintenance for the needs of IDGC of Centre – Orelenergo division, concluded between NIC EES and IDGC of Centre, which is a transaction of interest.

Decision:

1. To determine that the cost of lease per month is set in the amount of 268 331 (two hundred and sixty-eight thousand three hundred thirty-one) rubles 26 kopecks, including VAT (18%) 40 931 (forty thousand nine hundred and thirty-one) rubles 89 kopecks.

The total amount of the Agreement is: 2 146 650 (two million one hundred and forty-six thousand six hundred fifty) rubles 08 kopecks, including VAT (18%) - 327 455 (three hundred and twenty-seven thousand four hundred fifty-five) rubles 10 kopecks.

2. To approve the lease agreement of technical (motor) vehicles without providing driving services and maintenance for the needs of IDGC of Centre – Orelenergo division, concluded between NIC EES and IDGC of Centre (Appendix # 19 to this decision of the Board of Directors of the Company), which is a transaction of interest, on the following essential conditions:

Parties of the Agreement:

Lessee – IDGC of Centre (IDGC of Centre - Orelenergo division);

Lessor – NIC EES.

Subject of the Agreement:

Lessor gives Lessee, in the temporary possession and use for a fee, technical (motor) vehicles belonging to the Lessor on the property right (hereinafter - Transport).

Price of the Agreement:

The cost of lease per month is set in the amount of 268 331 (two hundred and sixty-eight thousand three hundred thirty-one) rubles 26 kopecks, including VAT (18%) 40 931 (forty thousand nine hundred and thirty-one) rubles 89 kopecks.

The total amount of the Agreement is: 2 146 650 (two million one hundred and forty-six thousand six hundred fifty) rubles 08 kopecks, including VAT (18%) - 327 455 (three hundred and twenty-seven thousand four hundred fifty-five) rubles 10 kopecks.

Lease duration: from 01.05.2012 to 31.12.2012.

Duration of the Agreement:

The Agreement shall enter into force upon signature, extends to the relationship of the parties arising from May 1, 2012, and is valid until December 31, 2012.

Voting results:

Member of the Board of Directors of IDGC of Centre, Gudzhoyan D.O., did not take part in the voting on this item, since he is recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

1. **Alexey Yuryevich Perepelkin** - «FOR»
2. **Svetlana Alexandrovna Balaeva** - «FOR»
3. **Alexander Markovich Branis** - «FOR»
4. **Mikhail Yurievich Kurbatov** - «FOR»
5. **Alexander Albertovich Popov** - «FOR»
6. **Alexey Vladimirovich Sergutin** - «FOR»
7. **Alexander Grigoryevich Starchenko** - «FOR»
8. **Alexander Viktorovich Shevchuk** - «ABSTAINED»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

The decision is taken.

Item 23. On approval of the Head and members of the Central purchasing authority of the Company.

Decision:

1. To establish the Central purchasing authority of the Company - Central Tender Committee of IDGC of Centre.
2. To terminate the authority of the Central Tender Committee of IDGC of Centre, elected by the decision of the Board of Directors of IDGC of Centre on 15.04.2012 (Minutes # 09/11 of 18.04.2011).
3. To approve the Head and the following members of the Central Tender Committee of IDGC of Centre:

Chairman of the CTC:

Andryushin D.A. – Deputy General Director for Investments of IDGC of Centre;

Deputy Chairman of the CTC:

Nabiullin R.L. – Deputy General Director for Capital Construction of IDGC of Centre;

Members of the CTC:

Smirnov A.V. – Deputy Head of Department of competition policy, logistics and procurement of IDGC of Centre;

Lapin S.P. - Deputy Head of Department of competition policy, logistics and procurement of IDGC of Centre;

Rybnikov D.A. – Deputy Chief Engineer for Technical Development of IDGC of Centre;

Turapin E.V. – Deputy Chief Engineer for electric grid facilities management of IDGC of Centre;

Rakovsky E.K. – Head of technological connections Department of IDGC of Centre;

Sklyarov D.V. - Head of Investment Department of IDGC of Centre;

Karaoglanov E.V. – Deputy Head of Capital Construction Department of IDGC of Centre;

Matsnev M.Y. – Head of Finance Department of IDGC of Centre;

Vtorov V.A. - Deputy Head of Security Department of IDGC of Centre;
Balashov A.A. – Advisor to General Director of IDGC of Centre;
Bunin V.E. – Head of Internal Audit and Risk Management Department of IDGC of Centre;
Panayotidi R.I. – Head of Regulatory Support Section of Legal Department of IDGC of Centre;
Shevchenko T.V. – Purchasing Director - Head of Procurement of IDGC Holding;
Tambiev T.H. – Head of analysis and evaluation of investment projects Section of Investment Department of IDGC Holding;
Krylov O.V. – Leading Expert of Procurement Department of IDGC Holding;

Executive Secretary of the CTC (voting):

Chernykh O.S. – Head of methodology and procurement Office of Department for competition policy, logistics and procurement of IDGC of Centre.

Voting results:

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

Total:

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

The decision is taken.

Item 24. On approval of the report of the General Director of the Company «On the execution of the Annual integrated purchasing program in 1Q 2012».

Decision:

To defer consideration of the item at a later date.

Voting results:

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

Total:

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

The decision is taken.

Item 25. On placement by Interregional Distribution Grid Company of Centre, Joint-Stock Company of unconvertible documentary interest-bearing commercial papers payable to bearer of series BO-01 with the mandatory centralized custody.

Decision:

To place by Interregional Distribution Grid Company of Centre, Joint-Stock Company unconvertible documentary interest-bearing commercial papers payable to bearer of series BO-01 with the mandatory centralized custody in the amount of 4 000 000 (Four million) pieces, par value of 1 000 (One thousand) rubles each, maturing in the 1092nd (One thousand ninety-second) day from the date of

placing exchange-traded bonds, with the possibility of early redemption at the request of the owners and at the discretion of the Issuer to be placed by public offering (hereinafter the Commercial papers series BO-01).

To define the following terms and conditions of placement of the securities of IDGC of Centre:

Placing price of the Commercial papers series BO-01: Placing price of the Commercial papers series BO-01 is set equal to 1 000 (One thousand) rubles per one (1) Commercial paper series BO-01 (100% of the nominal value).

Starting from the 2nd (Second) day of placing the Commercial papers series BO-01 the buyer when making purchase transactions for the Commercial papers series BO-01 also pays accrued coupon income on the Commercial papers series BO-01, calculated from the placement start date of the Commercial papers series BO-01 with the following formula:

$ACI = Nom * C(1) * (T - T(0)) / 365 / 100\%$, where

ACI - accumulated coupon income, rubles;

Nom - nominal value of one Commercial paper series BO-01, rubles;

C(1) - the interest rate of the 1st coupon per cent per annum (%);

T – the current placement date of the Commercial papers series BO-01;

T(0) - the placement start date of the Commercial papers series BO-01.

The amount of the accrued coupon is calculated with an accuracy of one kopeck, rounding numbers when calculating is made in accordance with the rules of mathematical rounding. At the same time under the rules of mathematical rounding the rounding method shall be understood where the whole kopeck (whole kopecks) does not change if the rounded number is in the range from 0 to 4 (inclusive), and is incremented by one if the first is a rounded number in the range from 5 to 9 (inclusive).

The form of payment for the Commercial papers series BO-01 being placed: The Commercial papers series BO-01 shall be paid in cash by wire transfer in the currency of the Russian Federation.

Payment of non-cash for the securities is not provided.

The maturity date of the Commercial papers series BO-01: th 1092nd (one thousand ninety second) day from the placement start date of the Commercial papers series BO-01.

Start and end dates of repayment of the Commercial papers series BO-01 are the same.

Form and procedure for redemption of the Commercial papers series BO-01: Repayment of the Commercial papers series BO-01 is made in cash by wire transfer in the currency of the Russian Federation.

Choice of forms of repayment of the Commercial papers series BO-01 by the owners of the Commercial papers series BO-01 is not provided.

Repayment of the Commercial papers series BO-01 is made for the outstanding amount of the face value.

The Issuer fulfills the obligation to repay the Commercial papers series BO-01 by transferring money to NSD. This obligation is considered executed by the Issuer on the date of receipt of funds on the account of NSD.

NSD shall transfer the payment for the Commercial papers series BO-01 to its depositors no later than the next working day after receipt.

The Issuer is liable to the depositors of NSD with subsidiary responsibility for the execution of the said NSD's responsibilities.

At maturity of the Commercial papers series BO-01 the coupon yield is also paid for the last coupon period.

Early repayment of the Commercial papers series BO-01 at the request of their owners: The owner of the Commercial papers series BO-01 has the right to demand early repayment of the Commercial papers series BO-01 and the payment of his accrued coupon income on the Commercial papers series BO-01, calculated as of the date of commitment execution to early repayment of the Commercial papers series BO-01, in the following cases:

- delay of more than 7 (Seven) business days of execution by the Issuer of its obligations to pay the coupon on the Commercial papers series BO-01 from the date of payment of the appropriate coupon, established in accordance with the Decision to issue securities and the Prospectus;
- announcement by the Issuer of its inability to meet financial obligations in respect of the Commercial papers series BO-01;

- delay of more than 30 (Thirty) business days by the Issuer of its obligations to repay (including early repayment) of the Commercial papers series BO-01;
 - delisting of the Commercial papers series BO-01 on all stock exchanges, which included the Commercial papers series BO-01 in the quotation lists, provided that such Commercial papers series BO-01 have been previously listed on the "B" list on any of the stock exchanges.
 - if shares of all categories and types, and/or all bonds of the Issuer of the Commercial papers series BO-01, introduced on the stock exchanges, are excluded from the list of securities introduced on all stock exchanges, which have allowed the introduction of the Commercial papers series BO-01 (except for the delisting of bonds in connection with their expiration or their redemption).
- Early repayment of the Commercial papers series BO-01 is made for the outstanding amount of the face value.

In this case additionally accumulated coupon interest is paid calculated at the date of redemption of the Commercial papers series BO-01.

Early repayment of the Commercial papers series BO-01 at the request of the owners is made by GPB (OJSC) on behalf of and at the expense of the Issuer.

The owners of the Commercial papers series BO-01 can submit notices of early redemption of the Commercial papers series BO-01 for 30 (thirty) days from the date of disclosure of information by the Issuer in the newswire, the creation of the right for the owners of the Commercial papers series BO-01 to demand early repayment of the Commercial papers series BO-01 and the terms and conditions of their redemption, and if the shares of the Issuer of the Commercial papers series BO-01 after their exclusion are not included by the stock exchange in the list of securities introduced for trading within a 30-days' period - the applications for early repayment of the Commercial papers series BO-01 may be submitted by the Owners of the Commercial papers series BO-01 before the redemption date of the Commercial papers series BO-01 (the maturity end date of the Commercial papers series BO-01 in the event that such redemption is carried out within a certain period (time period)).

In case of early repayment of the Commercial papers series BO-01 at the request of the owners the transfer of the Commercial papers series BO-01 from the custody account opened in NSD to an owner of the Commercial papers series BO-01 or his authorized person to the issuer depot account opened in NSD to the Issuer and the transfer of the appropriate amount of monetary funds from a bank account opened in NSD to the Issuer or his authorized representative to a bank account opened in NSD to the owner of the Commercial papers series BO-01 or his authorized person is carried out according to the rules established by NSD for transfer of securities on counter orders of transmitter and recipient with control over settlements with the monetary funds.

The Commercial papers series BO-01, redeemed by the Issuer in advance, cannot be put into circulation.

Early repayment of the Commercial papers series BO-01, at the discretion of the Issuer:

A) The Issuer has the right to decide on the early repayment of the Commercial papers series BO-01 on the end date of the k-th coupon period ($k < 6$), preceding the coupon period, the interest rate for which will be determined after full payment of the Commercial papers series BO-01, disclosure by MICEX Stock Exchange of information on the results of the Commercial papers series BO-01 issue and the notification of the federal executive body for the securities market.

Decision on early redemption of the Commercial papers series BO-01, at the discretion of the Issuer, is made by the authorized governing body of the Issuer and shall be disclosed no later than 14 (Fourteen) days before the end date of the k-th coupon period ($k < 6$) - the date of early redemption of the Commercial papers series BO-01.

Early repayment of the Commercial papers series BO-01, at the discretion of the Issuer, is made in respect of all the Commercial papers series BO-01. Acquisition of the Commercial papers series BO-01 means you agree to be the acquirer of the Commercial papers series BO-01 with the possibility of early redemption at the discretion of the Issuer.

The Commercial papers series BO-01 are repaid ahead of schedule on the outstanding amount of the face value. At the same time paid the coupon yield is paid for the corresponding coupon period.

Early repayment of the Commercial papers series BO-01 is made in cash by wire transfer in the currency of the Russian Federation. Choice of forms of repayment of the Commercial papers series BO-01 by the owners of the Commercial papers series BO-01 is not provided.

Payment of the outstanding face value and coupon income for the Commercial papers series BO-01 at their early redemption is made in the currency of the Russian Federation on a cashless basis.

The Issuer fulfills the duty of early redemption of the Commercial papers series BO-01 by transferring money by NSD. This obligation is executed by the Issuer on the date of receipt of funds at the expense of the NSD.

The Issuer is liable to the depositors of NSD with subsidiary responsibility for the performance of its specified obligation.

The Commercial papers series BO-01, redeemed by the Issuer in advance, cannot be put into circulation.

Early repayment of the Commercial papers series BO-01 shall be permitted only after full payment of the Commercial papers series BO-01, the disclosure by MICEX Stock Exchange of information on the results of the Commercial papers series BO-01 issue and the notification of the federal executive body for the securities market.

In the event the Issuer decides on early redemption at the discretion of the Issuer the Commercial papers series BO-01 will be repaid on the end date of the k coupon period, determined by a decision of the authorized management body of the Issuer.

Start and end dates of early redemption of the Commercial papers series BO-01 are the same.

B) Prior to the start date of placement of the Commercial papers series BO-01 the Issuer has the right to decide on the partial early repayment of the Commercial papers series BO-01 on the next expiration date (s) of the coupon's (s') period (s). In this case the Issuer shall determine the number (s) of the coupon's (s') period (s) on which expiration date (s) the Issuer shall perform early repayment of the nominal value of a certain number of the Commercial papers series BO-01, as well as the percentage of par value, redeemable on a completion date of the required coupon period.

If the decision on partial early repayment of the Commercial papers series BO-01 the purchase of the Commercial papers series BO-01 will mean that the acquirer of the Commercial papers series BO-01 agrees with the possibility of a partial redemption at the discretion of the Issuer.

Partial early repayment of the Commercial papers series BO-01, at the discretion of the Issuer, is made in the same percentage of the nominal value of the Commercial papers series BO-01 in respect of all Commercial papers series BO-01.

Partial early repayment of the Commercial papers series BO-01 is made as a percentage of par value of one Commercial paper series BO-01, specified by the Issuer before placing the Commercial papers series BO-01. At the same time the coupon yield on the k-th coupon period is paid, where k - number of the coupon period on the date of payment of which the partial early repayment of the Commercial papers series BO-01 is made.

The Issuer fulfills the obligation for a partial early redemption of the Commercial papers series BO-01 by transferring money to NSD. This obligation is considered executed by the Issuer on the date of receipt of funds on the account of NSD.

NSD shall transfer the payment for the Commercial papers series BO-01 to its depositors no later than the next working day after receipt.

The Issuer is liable to the depositors of NSD with subsidiary responsibility for the performance by NSD of the specified obligation.

Partial early repayment of the Commercial papers series BO-01 shall be permitted only after full payment of the Commercial papers series BO-01, the disclosure by MICEX Stock Exchange of information on the results of the Commercial papers series BO-01 issue and the notification of the federal executive body for the securities market.

In the event the Issuer decides on partial early redemption at the discretion of the Issuer the Commercial papers series BO-01 will be partially repaid on the date of the coupon's (s') period (s), determined by a decision of the authorized management body of the Issuer prior to the date of placement of the Commercial papers series BO-01.

Start and end dates of partial early repayment of the Commercial papers series BO-01 are the same.

The costs related to making credit entries of crediting the placed Commercial papers series BO-01 on the securities account of the first owners (transferees):

The costs related to making credit entries of crediting the placed Commercial papers series BO-01 on the securities account in a depository (providing centralized custody of the Commercial papers series BO-01) of the first owners (transferees) are paid by the first owners (transferees) of the Commercial

papers series BO-01.

Voting results:

1. Alexey Yuryevich Perepelkin - «FOR»
2. Svetlana Alexandrovna Balaeva - «FOR»
3. Alexander Markovich Branis - «ABSTAINED»
4. Dmitry Olegovich Gudzhoyan - «FOR»
5. Mikhail Yurievich Kurbatov - «FOR»
6. Alexander Albertovich Popov - «FOR»
7. Alexey Vladimirovich Sergutin - «FOR»
8. Alexander Grigoryevich Starchenko - «AGAINST»
9. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «1»

The decision is taken.

Item 26. On approval of the Decision to issue valuable securities by Interregional Distribution Grid Company of Centre, Joint-Stock Company - unconvertible documentary interest-bearing commercial papers payable to bearer of series BO-01 with the mandatory centralized custody.

Decision:

To approve the Decision to issue valuable securities by Interregional Distribution Grid Company of Centre, Joint-Stock Company - unconvertible documentary interest-bearing commercial papers payable to bearer of series BO-01 with the mandatory centralized custody in the amount of 4 000 000 (Four million) pieces, par value of 1 000 (One thousand) rubles each, maturing in the 1092nd (One thousand ninety-second) day from the date of placing exchange-traded bonds, with the possibility of early redemption at the request of the owners and at the discretion of the Issuer to be placed by public offering, in accordance with Appendix # 20 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexey Yuryevich Perepelkin - «FOR»
2. Svetlana Alexandrovna Balaeva - «FOR»
3. Alexander Markovich Branis - «ABSTAINED»
4. Dmitry Olegovich Gudzhoyan - «FOR»
5. Mikhail Yurievich Kurbatov - «FOR»
6. Alexander Albertovich Popov - «FOR»
7. Alexey Vladimirovich Sergutin - «FOR»
8. Alexander Grigoryevich Starchenko - «AGAINST»
9. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «1»

The decision is taken.

Item 27. On approval of the Prospectus of Interregional Distribution Grid Company of Centre, Joint-Stock Company - unconvertible documentary interest-bearing commercial papers payable to bearer of series BO-01 with the mandatory centralized custody.

Decision:

To approve the Prospectus of Interregional Distribution Grid Company of Centre, Joint-Stock Company - unconvertible documentary interest-bearing commercial papers payable to bearer of series BO-01 with the mandatory centralized custody in the amount of 4 000 000 (Four million) pieces, par value of 1 000 (One thousand) rubles each, maturing in the 1092nd (One thousand ninety-second) day from the date of placing exchange-traded bonds, with the possibility of early redemption at the request of the owners and at the discretion of the Issuer to be placed by public offering, in accordance with Appendix # 21 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexey Yuryevich Perepelkin - «FOR»
2. Svetlana Alexandrovna Balaeva - «FOR»
3. Alexander Markovich Branis - «ABSTAINED»
4. Dmitry Olegovich Gudzhoyan - «FOR»
5. Mikhail Yurievich Kurbatov - «FOR»
6. Alexander Albertovich Popov - «FOR»
7. Alexey Vladimirovich Sergutin - «FOR»
8. Alexander Grigoryevich Starchenko - «AGAINST»
9. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «1»

The decision is taken.

Item 28. On approval of the Organizer's candidacy to issue commercial papers of IDGC of Centre, JSC.

Decision:

To approve GPB (OJSC) and CJSC "VTB Capital" as the Organizers to issue commercial papers of the Company of series BO-01 with their total nominal value of 4 000 000 000 (four billion) rubles with their maturity up to three years.

Voting results:

1. Alexey Yuryevich Perepelkin - «FOR»
2. Svetlana Alexandrovna Balaeva - «FOR»
3. Alexander Markovich Branis - «ABSTAINED»
4. Dmitry Olegovich Gudzhoyan - «FOR»
5. Mikhail Yurievich Kurbatov - «FOR»
6. Alexander Albertovich Popov - «FOR»
7. Alexey Vladimirovich Sergutin - «FOR»
8. Alexander Grigoryevich Starchenko - «FOR»
9. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision is taken.

Item 29. On approval of the paid services agreement for call processing for the period from 30.01.2012 to 30.06.2012, concluded between IDGC of Centre and JSC "Energy Service Company", which is a transaction of interest.

Decision:

1. To determine that the cost of services for call processing for the period from 01.02.2012 to 30.06.2012 per the agreement between IDGC of Centre and JSC "Energy Service Company" may not exceed 54 500 000 (Fifty-four million five hundred thousand) rubles 00 kopecks, including 18% VAT - 8 313 559 (Eight million three hundred and thirteen thousand five hundred fifty-nine) rubles 32 kopecks.

The service cost of handling calls is determined in accordance with the Calculation of the cost of services in accordance with Appendix # 6 to the Agreement.

2. To approve the paid services agreement for call processing for the period from 30.01.2012 to 30.06.2012, concluded between IDGC of Centre and JSC "Energy Service Company" (hereinafter – the Agreement, Appendix # 22 to this decision of the Board of Directors of the Company), which is a transaction of interest, on the following essential conditions:

Parties of the Agreement:

«Customer» - IDGC of Centre;

«Contractor» - JSC "Energy Service Company".

Subject of the Agreement:

Contractor shall provide to Customer the services for "Call processing", including 5 (five) types of the Services, according to the List of services (Appendix # 1 to the Agreement), which is an integral part of the Agreement, and Customer shall accept these services and pay for them.

Price of the Agreement:

The cost of services for call processing for the period from 01.02.2012 to 30.06.2012 per the Agreement may not exceed 54 500 000 (Fifty-four million five hundred thousand) rubles 00 kopecks, including 18% VAT - 8 313 559 (Eight million three hundred and thirteen thousand five hundred fifty-nine) rubles 32 kopecks.

The service cost of handling calls is determined in accordance with the Calculation of the cost of services in accordance with Appendix # 6 to the Agreement.

Duration of the Agreement:

The Agreement shall enter into force upon signature by both parties and is valid until June 30, 2012 provided that the parties have fulfilled their obligations under the Agreement in full and covers the relationship between the parties, in fact, arisen from 01.02.2012.

In case if 3 calendar days prior to the expiration of the Agreement neither party notifies the other party of its termination, the effect of the Agreement is extended on the same similar conditions until 31.12.2012.

3. General Director of the Company to present at a meeting of the Board of Directors no later than 30.07.2012 a business case for the provision of services of call processing by JSC "Energy Service Company" per the Agreement with the analysis of reduction/increase of the costs of the Company when the functions are transferred to JSC "Energy Service Company" for call handling for the duration period of the Agreement from 01.02.2012 to 30.06.2012.

Voting results:

Member of the Board of Directors of IDGC of Centre, Gudzhoyan D.O., did not take part in the voting on this item, since he is recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

- | | |
|--------------------------------------|---------------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «AGAINST» |
| 4. Mikhail Yurievich Kurbatov | - «FOR» |
| 5. Alexander Albertovich Popov | - «FOR» |
| 6. Alexey Vladimirovich Sergutin | - «FOR» |
| 7. Alexander Grigoryevich Starchenko | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «6»
«AGAINST»	- «1»
«ABSTAINED»	- «1»

The decision is taken.

Item 30. On the determination of the credit policy of IDGC of Centre: the Company's public borrowing implementation by issuing corporate bonds.

Decision:

To instruct General Director of the Company to undertake the necessary measures to prepare IDGC of Centre for the implementation of public borrowing of monetary funds by placing corporate bonds in the period of 2012 - 2013 in the amount of not more than 5 billion rubles for up to 10 years.

Voting results:

- | | |
|----------------------------------|---------------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «ABSTAINED» |
| 4. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 5. Mikhail Yurievich Kurbatov | - «FOR» |
| 6. Alexander Albertovich Popov | - «FOR» |

7. Alexey Vladimirovich Sergutin - «FOR»
 8. Alexander Grigoryevich Starchenko - «AGAINST»
 9. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «1»

The decision is taken.

Appendices:

1. The report «On the financial-economic activity of JSC “Energetik” in 2011» (Appendix # 1).
2. The report «On the financial-economic activity of JSC “Yargorelectroset” in 2011» (Appendix # 2).
3. The report «On the financial-economic activity of JSC “Energy Service Company” in 2011» (Appendix # 3).
4. The report of the Audit Committee of the Board of Directors of IDGC of Centre «On the results of work in 2011-2012» (Appendix # 4).
5. The report of the General Director of the Company «On the sale of non-core assets of the Company in 1Q 2012» (Appendix # 5).
6. Amendments to the register of non-core assets of the Company (Appendix # 6).
7. Additions to the register of non-core assets of the Company (Appendix # 7).
8. The report of the General Director of the Company «On the credit policy of the Company in 1Q 2012» (Appendix # 8).
9. The report of the General Director «On provision of insurance coverage in 1Q 2012» (Appendix # 9).
10. The report of the General Director of the Company «On the execution of the Program of energy saving and energy efficiency of IDGC of Centre for 2011 – 2015 in 4Q 2011 and in 2011» (Appendix # 10).
11. The report of the General Director of the Company «On the execution of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre for 2011-2017 in 1Q 2012» (Appendix # 11).
12. The information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 1Q 2012» (Appendix # 12).
13. The report of the General Director of the Company «On the results of operation through the autumn-winter period 2011-2012» (Appendix # 13).
14. The report of the General Director of the Company «On the state of reliability in 1Q 2012» (Appendix # 14).
15. The report of the General Director of the Company «On organization of the OSH management system in the Company in 1Q 2012» (Appendix # 15).
16. The report of the General Director of the Company «On the implementation status of the Program for the implementation of environmental policy of the Company for 2012-2013 in 1Q 2012» (Appendix # 16).
17. The report of the General Director of the Company «On the execution of the Program to increase the reliability of IDGC of Centre for 2012-2015 in 1Q 2012» (Appendix # 17).
18. The report of the General Director of the Company «On the execution of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2012 in 1Q 2012» (Appendix # 18).
19. The lease agreement of technical (motor) vehicles without providing driving services and maintenance for the needs of IDGC of Centre – Orelenergo division, concluded between NIC EES and IDGC of Centre (Appendix # 19).
20. Decision to issue valuable securities by Interregional Distribution Grid Company of Centre, Joint-Stock Company - unconvertible documentary interest-bearing commercial papers payable to bearer of series BO-01 with the mandatory centralized custody in the amount of 4 000 000 (Four million) pieces, par value of 1 000 (One thousand) rubles each, maturing in the 1092nd (One thousand ninety-second) day from the date of placing exchange-traded bonds, with the possibility of early redemption at the request of the owners and at the discretion of the Issuer to be placed by public offering (Appendix #

20).

21. Prospectus of Interregional Distribution Grid Company of Centre, Joint-Stock Company - unconvertible documentary interest-bearing commercial papers payable to bearer of series BO-01 with the mandatory centralized custody in the amount of 4 000 000 (Four million) pieces, par value of 1 000 (One thousand) rubles each, maturing in the 1092nd (One thousand ninety-second) day from the date of placing exchange-traded bonds, with the possibility of early redemption at the request of the owners and at the discretion of the Issuer to be placed by public offering (Appendix # 21).

22. The paid services agreement for call processing for the period from 30.01.2012 to 30.06.2012, concluded between IDGC of Centre and JSC "Energy Service Company" (Appendix # 22).

**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

_____ /Tkacheva O.V./