



“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 presentia-absentia)

«29» May 2013

Moscow

No. 13/13

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

Place of the meeting: **Moscow, 26 Ulansky lane, floor 5, room 525.**

Time of the meeting: **11 hours 20 minutes – 12 hours 55 minutes.**

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

Participants of the voting: **A.E. Murov, D.I. Romeyko (in the form of a video conference call), A.M. Branis (regarding items 1-2), D.V. Kulikov, V.N. Sedunov, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.**

The written opinion (questionnaire) of the following members was taken into account while defining the results: **A.V. Kazachenkov, A.M. Branis (regarding items 3-6), M.G. Tikhonova.**

Members who neither participated nor provided 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: **30.05.2013.**

The meeting of the Board of Directors of IDGC of Centre was led by Chairman of the Board of Directors of IDGC of Centre, Andrey Evgenyevich Murov.

AGENDA:

1. On approval of the report of General Director of the Company «On execution of the Business plan of the Company (including the Investment program) in 4Q 2012 and in 2012».
2. On approval of the report of General Director of the Company «On execution of key performance indications for General Director of the Company in 4Q 2012 and in 2012».
3. On consideration of the report of General Director of the Company «On execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 4Q 2012 and in 2012».
4. On consideration of the report of General Director of the Company «On execution of the Program of energy saving and energy efficiency of IDGC of Centre for 2012 – 2016 in 4Q 2012 and in 2012».
5. On consideration of the report of General Director of the Company «On execution of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre up to 2020 in 4Q 2012 and in 2012».
6. On consideration of the report of General Director of the Company «On purchase of

power facilities in 4Q 2012, the approval of the acquisition for which by the Board of Directors is not required».

Item 1. On approval of the report of General Director of the Company «On execution of the Business plan of the Company (including the Investment program) in 4Q 2012 and in 2012».

The report in terms of the report on the Business Plan was presented by **S.Y. Rumyantsev**, Deputy General Director for Economy and Finance.

The co-report in terms of the report on the Investment Program was presented by **I.V. Maximov** – Deputy General Director for Capital Construction.

The report / co-report (presentation) on the item is stored in the materials for the meeting of the Board of Directors.

Decision:

1. To approve the report of General Director of the Company «On execution of the Business plan of the Company (including the Investment program) in 4Q 2012 and in 2012» in accordance with Appendix # 1 and #2 to this decision of the Board of Directors of the Company.
2. To mark the deviation for the implementation of the investment program in 2012:
 - 2.1. in terms of commissioning of fixed assets by 10% (plan - 18,792 mln rubles, fact - 16,929 mln rubles)
 - 2.2. inclusion in the report of 36 unscheduled facilities except for grid connection.
3. To instruct General Director of the Company:
 - 3.1. to present at a regular meeting of the Board of Directors a report on the measures taken and an action plan aimed at ensuring the implementation of the investment program in 2013.
 - 3.2. to provide up to 30 June 2013 to be reviewed by the Board of Directors the organizational and administrative documents of the Company, excluding the implementation of unplanned investment projects (except those specified in paragraph 23 of Resolution of the Government of the Russian Federation # 977 dated 01.12.2009 and activities to ensure the timely implementation of grid connection of consumers).

Voting results at the meeting:

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

Voting results by filling in the questionnaires:

- | | |
|--|---------------|
| 9. Andrey Valentinovich Kazachenkov | - «FOR» |
| 10. Maria Gennadyevna Tikhonova | - «ABSTAINED» |

Total:

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

The decision is taken.

Item 2. On approval of the report of General Director of the Company «On execution

of key performance indications for General Director of the Company in 4Q 2012 and in 2012».

The report was presented by **P.N. Madyuskin** – Head of Integrated Management Systems Office.

The report (presentation) on the item is stored in the materials for the meeting of the Board of Directors.

Decision:

To approval the report of General Director of the Company «On execution of key performance indications for General Director of the Company in 4Q 2012 and in 2012» in accordance with Appendices # 3,4,5 to this decision of the Board of Directors of the Company.

Voting results at the meeting:

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

Voting results by filling in the questionnaires:

- | | |
|--|---------------|
| 9. Andrey Valentinovich Kazachenkov | - «FOR» |
| 10. Maria Gennadyevna Tikhonova | - «ABSTAINED» |

Total:

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

The decision is taken.

Item 3. On consideration of the report of General Director of the Company «On execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 4Q 2012 and in 2012».

The report was presented by **N.S. Sakieva** – Deputy Head of Innovation Department.

The report (presentation) on the item is stored in the materials for the meeting of the Board of Directors.

After the discussion the members of the Board of Directors proceeded to vote.

Decision:

To take into consideration the report of General Director of the Company «On execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 4Q 2012 and in 2012» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

Voting results at the meeting:

- | | |
|--|---------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Denis Viktorovich Kulikov | - «FOR» |
| 3. Dmitry Igorevich Romeyko | - «FOR» |
| 4. Valery Nikolayevich Sedunov | - «FOR» |
| 5. Roman Alexeyevich Filkin | - «FOR» |
| 6. Oxana Vladimirovna Shatokhina | - «FOR» |
| 7. Alexander Viktorovich Shevchuk | - «FOR» |

Voting results by filling in the questionnaires:

- | | |
|--|---------------|
| 8. Alexander Markovich Branis | - «FOR» |
| 9. Andrey Valentinovich Kazachenkov | - «FOR» |
| 10. Maria Gennadyevna Tikhonova | - «ABSTAINED» |

Total:

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

The decision is taken.

Item 4. On consideration of the report of General Director of the Company «On execution of the Program of energy saving and energy efficiency of IDGC of Centre for 2012 – 2016 in 4Q 2012 and in 2012».

The report was presented by **Y.E. Sharkova** – Deputy General Director for Development and Sale of Services.

The report (presentation) on the item is stored in the materials for the meeting of the Board of Directors.

Decision:

To take into consideration the report of General Director of the Company « On execution of the Program of energy saving and energy efficiency of IDGC of Centre for 2012 – 2017 in 4Q 2012 and in 2012» in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

Voting results at the meeting:

- | | |
|--|---------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Denis Viktorovich Kulikov | - «FOR» |
| 3. Dmitry Igorevich Romeyko | - «FOR» |
| 4. Valery Nikolayevich Sedunov | - «FOR» |
| 5. Roman Alexeyevich Filkin | - «FOR» |
| 6. Oxana Vladimirovna Shatokhina | - «FOR» |
| 7. Alexander Viktorovich Shevchuk | - «FOR» |

Voting results by filling in the questionnaires:

- | | |
|--|---------------|
| 8. Alexander Markovich Branis | - «FOR» |
| 9. Andrey Valentinovich Kazachenkov | - «FOR» |
| 10. Maria Gennadyevna Tikhonova | - «ABSTAINED» |

Total:

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

The decision is taken.

Item 5. On consideration of the report of General Director of the Company «On execution of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre up to 2020 in 4Q 2012 and in 2012».

The report was presented by **Y.E. Sharkova** – Deputy General Director for Development and Sale of Services.

The report (presentation) on the item is stored in the materials for the meeting of the Board of Directors.

Decision:

1. To take into consideration the report of General Director of the Company «On execution of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre up to 2020 in 4Q 2012 and in 2012» in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.
2. To mark the failure to execute the investment program of IDGC of Centre for 2012 in the part of the Program of long-term development of electric power metering systems at the retail market to finance by 10% (plan - 1,115 mln rubles, fact - 1 000 mln rubles).

Voting results at the meeting:

1. **Andrey Evgenyevich Murov** - «FOR»
2. **Denis Viktorovich Kulikov** - «FOR»
3. **Dmitry Igorevich Romeyko** - «FOR»
4. **Valery Nikolayevich Sedunov** - «FOR»
5. **Roman Alexeyevich Filkin** - «FOR»
6. **Oxana Vladimirovna Shatokhina** - «FOR»
7. **Alexander Viktorovich Shevchuk** - «FOR»

Voting results by filling in the questionnaires:

8. **Alexander Markovich Branis** - «FOR»
9. **Andrey Valentinovich Kazachenkov** - «FOR»
10. **Maria Gennadyevna Tikhonova** - «ABSTAINED»

Total:

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

The decision is taken.

Item 6. On consideration of the report of General Director of the Company «On purchase of power facilities in 4Q 2012, the approval of the acquisition for which by the Board of Directors is not required».

The report was presented by **O.V. Tkacheva** – Deputy General Director for Corporate Governance.

The report (presentation) on the item is stored in the materials for the meeting of the Board of Directors.

Decision:

To take into consideration the report of General Director of the Company «On purchase of power facilities in 4Q 2012, the approval of the acquisition for which by the Board of Directors is not required» in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

Voting results at the meeting:

1. **Andrey Evgenyevich Murov** - «FOR»
2. **Denis Viktorovich Kulikov** - «FOR»
3. **Dmitry Igorevich Romeyko** - «FOR»
4. **Valery Nikolayevich Sedunov** - «FOR»
5. **Roman Alexeyevich Filkin** - «FOR»
6. **Oxana Vladimirovna Shatokhina** - «FOR»
7. **Alexander Viktorovich Shevchuk** - «FOR»

Voting results by filling in the questionnaires:

8. **Alexander Markovich Branis** - «FOR»
9. **Andrey Valentinovich Kazachenkov** - «FOR»
10. **Maria Gennadyevna Tikhonova** - «ABSTAINED»

Total:

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

The decision is taken.

The agenda of the meeting of the Board of Directors of IDGC of Centre on 29.05.2013 was exhausted.

The meeting of the Board of Directors of the Company was adjourned.

Appendices:

1. The report of General Director of the Company «On execution of the Business plan of the Company (including the Investment program) in 4Q 2012 and in 2012» (Appendices # 1-2).
2. The report of General Director of the Company «On execution of key performance indications for General Director of the Company in 4Q 2012 and in 2012» (Appendices # 3-5).
3. The report of General Director of the Company «On execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 4Q 2012 and in 2012» (Appendix # 6).
4. The report of General Director of the Company «On execution of the Program of energy saving and energy efficiency of IDGC of Centre for 2012 – 2016 in 4Q 2012 and in 2012» (Appendix # 7).
5. The report of General Director of the Company «On execution of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre up to 2020 in 4Q 2012 and in 2012» (Appendix # 8).
6. The report of General Director of the Company «On purchase of power facilities in 4Q 2012, the approval of the acquisition for which by the Board of Directors is not required» (Appendix # 9).

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

A.E. Murov

**Corporate Secretary
of IDGC of Centre**

S.V. Lapinskaya