



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

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MINUTES

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

«16» September 2013

Moscow

No. 22/13

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

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

Participants of the voting: **S.A. Arkhipov, A.M. Branis, V.A. Goncharov, S.A. Demin, M.V. Kaloeva, A.V. Molsky, O.Y. Isaev, M.M. Saukh, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.**

Members who did not provide questionnaires: **none.**

The quorum is **present.**

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

Date of the minutes: **16.09.2013.**

AGENDA:

1. On consideration of the report of General Director of the Company «On the current situation regarding the Company’s activity in the area of new connections of customers to electrical networks in 1H 2013».
2. On the invalidation of item 2.3. of the decision of the Board of Directors of the Company dated from 10.06.2010 (Minutes # 13/10 dated from 15.06.2010) regarding item # 7 «On approval of internal documents of the Company: the Risk Management Policy in IDGC of Centre, Internal Control Policy of IDGC of Centre».
3. On consideration of the report of General Director of the Company «On purchase of power facilities in Q2 2013, the approval of the acquisition for which by the Board of Directors of the Company is not required».
4. On consideration of the report of General Director of the Company «On the execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 2Q 2013 and 1H 2013».
5. On approval of the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 2Q 2013».
6. On approval of General Agreement on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre - Yarenergo division at the direction of «North - Tveritskaya», concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.
7. On approval of General Agreement on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre - Yarenergo division at the direction of «Yaroslavl - DPC», concluded between IDGC of Centre and OJSC «FOCL-

Conductor Administration», which is a related party transaction.

8. On approval of the Head and members of the Central purchasing authority of the Company.
9. On approval of a services provision agreement between JSC «Russian Grids» and the Company, which is a related party transaction.
10. On amendment of the decision of the Board of Directors of the Company dated 15.11.2011 (Minutes # 24/11 of 16.11.2011) regarding item # 8 «On approval of borrowing funds in the 4th quarter 2011 in excess of the Limit of borrowing cost parameters».

Item 1: On consideration of the report of General Director of the Company «On the current situation regarding the Company's activity in the area of new connections of customers to electrical networks in 1H 2013».

Decision:

1. To take into consideration the report of General Director of the Company «On the current situation regarding the Company's activity in the area of new connections of customers to electrical networks in 1H 2013» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To assign General Director of the Company to submit information on the given item within the report on implementation of decisions of the Board of Directors of the Company.

Voting results:

- | | |
|---|---------------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |
| 4. Sergey Alexandrovich Demin | - «FOR» |
| 5. Oleg Yuryevich Isaev | - «FOR» |
| 6. Madina Valeryevna Kaloeva | - «ABSTAINED» |
| 7. Alexey Valeryevich Molsky | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 2: On the invalidation of item 2.3. of the decision of the Board of Directors of the Company dated from 10.06.2010 (Minutes # 13/10 dated from 15.06.2010) regarding item # 7 « On approval of internal documents of the Company: the Risk Management Policy in IDGC of Centre, Internal Control Policy of IDGC of Centre».

Decision:

To consider item 2.3. of the decision of the Board of Directors of the Company, taken on 10.06.2010 (Minutes # 13/10 of 15.06.2010) regarding item #7 «On approval of internal documents of the Company: the Risk Management Policy in IDGC of Centre, Internal Control Policy of IDGC of Centre» to have lost force.

Voting results:

- | | |
|---|---------------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «ABSTAINED» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |

- | | |
|---|---------------|
| 4. Sergey Alexandrovich Demin | - «FOR» |
| 5. Oleg Yuryevich Isaev | - «FOR» |
| 6. Madina Valeryevna Kaloeva | - «ABSTAINED» |
| 7. Alexey Valeryevich Molsky | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 3: On consideration of the report of General Director of the Company «On purchase of power facilities in Q2 2013, the approval of the acquisition for which by the Board of Directors of the Company is not required».

Decision:

1. To take into consideration the report of General Director of the Company «On purchase of power facilities in Q2 2013, the approval of the acquisition for which by the Board of Directors of the Company is not required» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. To consider item 2 of the decision of the Board of Directors of IDGC of Centre dated 15.07.2011 (Minutes # 16/11 of 18.07.2011) regarding item 23 «On definition of cases (sizes) of property transactions, subject to prior approval by the Board of Directors of the Company» to have lost force.
3. To assign General Director of the Company to submit information on the given item within the report on execution of the Business plan (including the Investment program) of the Company for a year.

Voting results:

- | | |
|---|---------------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |
| 4. Sergey Alexandrovich Demin | - «FOR» |
| 5. Oleg Yuryevich Isaev | - «FOR» |
| 6. Madina Valeryevna Kaloeva | - «ABSTAINED» |
| 7. Alexey Valeryevich Molsky | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 4: On consideration of the report of General Director of the Company «On the execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 2Q 2013 and 1H 2013».

Decision:

1. To take into consideration the report of General Director of the Company «On the execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 2Q 2013 and 1H 2013» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

2. To consider item 2.3. of the decision of the Board of Directors of the Company regarding item # 12 of the agenda meeting dated 29.07.2011 (Minutes # 17/11 of 01.08.2011) to have lost force.

Voting results:

- | | |
|---|---------------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |
| 4. Sergey Alexandrovich Demin | - «FOR» |
| 5. Oleg Yuryevich Isaev | - «FOR» |
| 6. Madina Valeryevna Kaloeva | - «ABSTAINED» |
| 7. Alexey Valeryevich Molsky | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 5: On approval of the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 2Q 2013».

Decision:

1. To approve the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 2Q 2013» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

2. General Director of the Company to provide estimates of quarterly bonuses of General Director to Chairman of the Board of Directors no later than 17 calendar days from the date of this decision.

Voting results:

- | | |
|---|---------------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «ABSTAINED» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |
| 4. Sergey Alexandrovich Demin | - «FOR» |
| 5. Oleg Yuryevich Isaev | - «FOR» |
| 6. Madina Valeryevna Kaloeva | - «ABSTAINED» |
| 7. Alexey Valeryevich Molsky | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 6: On approval of General Agreement on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre - Yarenergo division at the direction of «North - Tveritskaya», concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.

Decision:

To approve General Agreement on the construction and operation of fiber-optic lines to be installed at electricity facilities of IDGC of Centre - Yarenergo division at the direction of «North - Tveritskaya», concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», (Appendix # 5 to this decision of the Board of Directors of the Company), which is a related party transaction, on the following conditions:

Parties of the Agreement:

«Owner» - IDGC of Centre

«User» - OJSC «FOCL-Conductor Administration»

Subject of the Agreement:

The Parties confirm their intention to cooperate in the use of overhead lines of Owner, involved in the installation of fiber-optic communication lines of User, the list of which is given in Appendix # 1 to General Agreement, hereinafter - the Electric Grid Facilities, namely:

Owner, in accordance with the requirements of the «Inter-branch regulations on labour protection (safety) for the operation of electrical installations» of Occupational Safety Rules RM-016-2001, as well as «the Program to reduce the risk of injury to third parties at facilities of IDGC of Centre», approved by the Board of Directors of IDGC of Centre (Minutes dated «30» January 2012 № 01/12), shall provide User (its contractors) access to the Electric Grid Facilities for the purpose of installation and further deployment of fiber-optic communication lines of User (consisting of 96 optical fibers and protective shell, power elements and optical modules, hydrophobic gels, connecting and splitting couplings, optical distribution frames and fittings necessary for installation of fiber-optic communication lines), hereinafter – FOCL;

Owner confirms the intention to provide the right of temporary restricted use of the Electric Grid Facilities to install FOCL for a period of 25 years;

User performs installation of FOCL in full compliance with the requirements of the Russian Federation legislation, local regulatory rules of Owner, and in accordance with the issued by Owner Technical Specifications that are an integral part of General Agreement (Appendix # 2 to General Agreement);

User pays to Owner for giving the right of temporary restricted use, including the right of admission, of the Electric Grid Facilities for the installation and further deployment of FOCL the fee under the agreement to grant the rights of temporary restricted use of overhead lines of Owner and the service contract to access overhead lines of Owner concluded between Owner and User.

The relations between the Parties on the use of the Electric Grid Facilities for installation and placement of FOCL, the main provisions of which are set out in this General Agreement shall be subject to consolidation and detailed description in Agreements granting the right of temporary restricted use of overhead lines of Owner. For each involved Electric Grid Facility at the installation of FOCL the Parties conclude a separate contract, and the encumbrance of such Electric Grid Facility, established in the agreement, is subject to state registration in

accordance with the legislation of the Russian Federation.

Upon completion of installation of FOCL, the share of FOCL, consisting of the share in the amount of 1/12 of the optical fibers in FOCL and 1/12 in the rest of the property of FOCL, namely: protective shell, power elements and optical modules, hydrophobic gels, connecting and splitting couplings, optical distribution frames and fittings necessary for installation of FOCL, shall be transferred by User to the property of Owner on the account of the right of temporary restricted use of Conductors. However, if the price, determined by an independent valuation of the right of temporary restricted use of Conductors or with a calculation method, exceeds the value of the transferred property, User will make up the difference in cash in favour of Owner under concluded agreements on compensation (either under agreements in another form). Such an agreement is concluded by the Parties no later than the date of completion of installation of FOCL at the Electric Grid Facilities.

The Parties confirm that they will provide maintenance services of the created FOCL and bear the costs of such services in proportion to FOCL, belonging to the Parties for the duration of the use of FOCL.

Duration of the Agreement:

General Agreement shall enter into force upon signature by both Parties. If, in accordance with the current legislation of the Russian Federation and/or internal documents of the Parties the General Agreement shall be subject to approval by the authorities of the Parties, such approval must be made before it is signed by the Parties.

Voting results:

The following members of the Board of Directors of IDGC of Centre did not take part in the voting on this item: S.A. Arkhipov, O.Y. Isaev, recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- | | |
|--|-------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Valery Anatolyevich Goncharov | - «FOR» |
| 3. Sergey Alexandrovich Demin | - «FOR» |
| 4. Madina Valeryevna Kaloeva | - «FOR» |
| 5. Alexey Valeryevich Molsky | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Roman Alexeyevich Filkin | - «AGAINST» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

«FOR»	- «6»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

Decision is taken.

Item 7. On approval of General Agreement on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre - Yarenergo division at the direction of «Yaroslavl - DPC», concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.

Decision:

To approve General Agreement on the construction and operation of fiber-optic lines to be installed at electricity facilities of IDGC of Centre - Yarenergo division at the direction of «Yaroslavl - DPC», concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», (Appendix # 6 to this decision of the Board of Directors of the Company), which is a related party transaction, on the following conditions:

Parties of the Agreement:

«Owner» - IDGC of Centre

«User» - OJSC «FOCL-Conductor Administration»

Subject of the Agreement:

The Parties confirm their intention to cooperate in the use of overhead lines of Owner, involved in the installation of fiber-optic communication lines of User, the list of which is given in Appendix # 1 to General Agreement, hereinafter - the Electric Grid Facilities, namely:

Owner, in accordance with the requirements of the «Inter-branch regulations on labour protection (safety) for the operation of electrical installations» of Occupational Safety Rules RM-016-2001, as well as «the Program to reduce the risk of injury to third parties at facilities of IDGC of Centre», approved by the Board of Directors of IDGC of Centre (Minutes dated «30» January 2012 № 01/12), shall provide User (its contractors) access to the Electric Grid Facilities for the purpose of installation and further deployment of fiber-optic communication lines of User (consisting of 48 optical fibers and protective shell, power elements and optical modules, hydrophobic gels, connecting and splitting couplings, optical distribution frames and fittings necessary for installation of fiber-optic communication lines), hereinafter – FOCL;

Owner confirms the intention to provide the right of temporary restricted use of the Electric Grid Facilities to install FOCL for a period of 25 years;

User performs installation of FOCL in full compliance with the requirements of the Russian Federation legislation, local regulatory rules of Owner, and in accordance with the issued by Owner Technical Specifications that are an integral part of General Agreement (Appendix # 2 to General Agreement);

User pays to Owner for giving the right of temporary restricted use, including the right of admission, of the Electric Grid Facilities for the installation and further deployment of FOCL the fee under the agreement to grant the rights of temporary restricted use of overhead lines of Owner and the service contract to access overhead lines of Owner concluded between Owner and User.

The relations between the Parties on the use of the Electric Grid Facilities for installation and placement of FOCL, the main provisions of which are set out in this General Agreement shall be subject to consolidation and detailed description in Agreements granting the right of temporary restricted use of overhead lines of Owner. For each involved Electric Grid Facility at the installation of FOCL the Parties conclude a separate contract, and the encumbrance of such Electric Grid Facility, established in the agreement, is subject to state registration in accordance with the legislation of the Russian Federation.

Upon completion of installation of FOCL, the share of FOCL, consisting of the share in the amount of 1/12 of the optical fibers in FOCL and 1/12 in the rest of the property of FOCL, namely: protective shell, power elements and optical modules, hydrophobic gels, connecting and splitting couplings, optical distribution frames and fittings necessary for installation of FOCL, shall be transferred by User to the property of Owner on the account of the right of temporary restricted use of Conductors. However, if the price, determined by an independent valuation of the right of temporary restricted use of Conductors or with a calculation method, exceeds the value of the transferred property, User will make up the difference in cash in favour of Owner under concluded agreements on compensation (either under agreements in another form). Such an agreement is concluded by the Parties no later than the date of completion of installation of FOCL at the Electric Grid Facilities.

The Parties confirm that they will provide maintenance services of the created FOCL and bear the costs of such services in proportion to FOCL, belonging to the Parties for the duration of the use of FOCL.

Duration of the Agreement:

General Agreement shall enter into force upon signature by both Parties. If, in accordance with the current legislation of the Russian Federation and/or internal documents of the Parties the General Agreement shall be subject to approval by the authorities of the Parties, such approval must be made before it is signed by the Parties.

Voting results:

The following members of the Board of Directors of IDGC of Centre did not take part in the voting on this item: S.A. Arkhipov, O.Y. Isaev, recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- | | |
|--|-------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Valery Anatolyevich Goncharov | - «FOR» |
| 3. Sergey Alexandrovich Demin | - «FOR» |
| 4. Madina Valeryevna Kaloeva | - «FOR» |
| 5. Alexey Valeryevich Molsky | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Roman Alexeyevich Filkin | - «AGAINST» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

«FOR»	- «6»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

Decision is taken.

Item 8. On approval of the Head and members of the Central purchasing authority of the Company.

Decision:

1. To terminate the authority of the Central Tender Commission of IDGC of Centre, elected by the decision of the Board of Directors of IDGC of Centre on 15.07.2013 (Minutes # 17/13 of 18.07.2013).
2. To approve the Head and the following members of the Central Tender Commission of IDGC of Centre:

Chairman of the CTC:

Agamaliyev S.R. – Acting Deputy General Director for logistics and procurement of IDGC of Centre;

Deputy Chairman of the CTC:

Yamoldin A.P. – Adviser to General Director of IDGC of Centre;

Members of the CTC:

Paschuk E.A. – Acting Head of Department of competition policy and purchasing activity of IDGC of Centre;

Solyanin R.V. – Acting Head of Department of 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;

Shvedko M.E. – Head of Grid Connection Department of IDGC of Centre;

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

Kondratyev S.N. – Deputy Head of Capital Construction Department of IDGC of Centre;

Arinina A.Y. – Head of Finance Department of IDGC of Centre;

Sharapov S.N. - Head of Security Office of IDGC of Centre;

Dudin A.V. – IT Director – Head of IT Department of IDGC of Centre;
Tolmachev Y.E. – Deputy Head of Legal Groundwork Department of IDGC of Centre;
Zafesov Y.K. – Director of Procurement Department of JSC «Russian Grids»;
Barkalov P.S. – Adviser to First Deputy Chairman of the Management Board of FGC UES;
Executive Secretary of the CTC (voting):

Chernykh O.S. – Head of methodology and procurement Office of the Department of logistics and procurement of IDGC of Centre.

Voting results:

- | | |
|---|---------------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |
| 4. Sergey Alexandrovich Demin | - «FOR» |
| 5. Oleg Yuryevich Isaev | - «FOR» |
| 6. Madina Valeryevna Kaloeva | - «ABSTAINED» |
| 7. Alexey Valeryevich Molsky | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 9: On approval of a services provision agreement between JSC «Russian Grids» and the Company, which is a related party transaction.

Decision:

1. To determine that the cost of the services under the agreement to organize functioning and development of the electric grid complex between IDGC of Centre and JSC «Russian Grids», which is a related party transaction, for one settlement period is 28 533 140,36 (Twenty eight million five hundred thirty-three thousand one hundred forty) rubles 36 kopecks, plus VAT (18%) 5 135 965,26 (Five million one hundred thirty-five thousand nine hundred sixty-five) rubles 26 kopecks. The settlement period is a calendar month of the services provision.

2. To approve the services provision agreement to organize functioning and development of the electric grid complex between IDGC of Centre and JSC «Russian Grids» (Appendix # 7 to this decision of the Board of Directors of the Company), which is a related party transaction, on the following conditions:

Parties of the Agreement:

Contractor - JSC «Russian Grids»;

Customer - IDGC of Centre.

Subject of the Agreement:

Contractor undertakes to provide services to organize functioning and development of the electric grid complex in accordance with the terms of the agreement, and Customer agrees to accept and pay for the services in accordance with the terms of the agreement.

Price of the agreement:

The cost of the services of Contractor under the agreement for one settlement period is 28 533 140,36 (Twenty eight million five hundred thirty-three thousand one hundred forty) rubles 36 kopecks, plus VAT (18%) 5 135 965,26 (Five million one hundred thirty-five

thousand nine hundred sixty-five) rubles 26 kopecks. The settlement period is a calendar month of the services provision.

Duration of the agreement.

The agreement shall enter into force upon signature by the Parties and shall be valid until 1 January 2015, and in regards with settlements until the Parties fulfill their obligations. The agreement covers the relations between the Parties arisen from 01.01.2013.

Voting results:

The following members of the Board of Directors of IDGC of Centre did not take part in the voting on this item: S.A. Arkhipov, O.Y. Isaev, recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- | | |
|--|-------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Valery Anatolyevich Goncharov | - «FOR» |
| 3. Sergey Alexandrovich Demin | - «FOR» |
| 4. Madina Valeryevna Kaloeva | - «FOR» |
| 5. Alexey Valeryevich Molsky | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Roman Alexeyevich Filkin | - «AGAINST» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «AGAINST» |

Total:

«FOR»	- «6»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

Decision is taken.

The member of the Board of Directors of the Company, A.V. Shevchuk, submitted his special opinion regarding this agenda item of the meeting.

Item 10. On amendment of the decision of the Board of Directors of the Company dated 15.11.2011 (Minutes # 24/11 of 16.11.2011) regarding item # 8 «On approval of borrowing funds in the 4th quarter 2011 in excess of the Limit of borrowing cost parameters».

Decision:

To read the decision of the Board of Directors of the Company dated 15.11.2011 (Minutes # 24/11 of 16.11.2011) regarding item # 8 «On approval of borrowing funds in the 4th quarter 2011 in excess of the Limit of borrowing cost parameters» as follows:

«To approve borrowing by IDGC of Centre on the following essential conditions:

- total borrowing amount - 3 920 000 000 (Three billion nine hundred and twenty million rubles;

- form of credit - credit line;

- term of credit lines - 84 calendar months;

- purpose of the credit line - financing of production and economic and investment activity IDGC of Centre;

- interest rate for the use of the credit:

- up to 29.09.2013 (inclusive) - Mosprime 3m plus 2.7% per annum, the value of Mosprime 3m is fixed, based on the value of Mosprime 3m, defined for one working day before the date of the interest period;

- from 30.09.2013 - 8.75% per annum (with the possibility to change the interest rate when the Bank of Russia refinancing rate changes the interest indicator);

- period of availability of the credit line - 120 calendar days from the date of conclusion of the

agreement;

- requirements for the loan provision - unsecured;

- the penalty for late payment on the transfer to pay the principal debt at the 1/365 (366) current interest rate from the amount of the outstanding principal debt for each day of delay;
the penalty for late payment on the transfer of interest – at the 2/365 (366) current interest rate from the amount of the outstanding principal debt for each day of delay».

Voting results:

- | | |
|---|---------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |
| 4. Sergey Alexandrovich Demin | - «FOR» |
| 5. Oleg Yuryevich Isaev | - «FOR» |
| 6. Madina Valeryevna Kaloeva | - «FOR» |
| 7. Alexey Valeryevich Molsky | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Appendices:

1. The report of General Director of the Company «On the current situation regarding the Company's activity in the area of new connections of customers to electrical networks in 1H 2013» (Appendix # 1).
2. The report of General Director of the Company «On purchase of power facilities in Q2 2013, the approval of the acquisition for which by the Board of Directors of the Company is not required» (Appendix # 2).
3. The report of General Director of the Company «On the execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 2Q 2013 and 1H 2013» (Appendix # 3).
4. The report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 2Q 2013» (Appendix # 4).
5. General Agreement on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre - Yarenergo division at the direction of «North - Tveritskaya», concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration» (Appendix # 5).
6. General Agreement on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre - Yarenergo division at the direction of «Yaroslavl - DPC», concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration» (Appendix # 6).
7. Services provision agreement between IDGC of Centre and JSC «Russian Grids» (Appendix # 7).
8. The special opinion of the member of the Board of Directors of the Company, A.V. Shevchuk, regarding item # 9 of the meeting agenda (Appendix # 8).

Chairman of the Board of Directors

of IDGC of Centre

S.A. Arkhipov

**Corporate Secretary
of IDGC of Centre**

S.V. Lapinskaya