



"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)

«15» October 2012

Moscow

No. 25/12

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

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

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

Members who did not provide questionnaires: **M.G. Tikhonova**

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: **18.10.2012.**

AGENDA:

1. On consideration of the report of the General Director of the Company «On the expenditure on the preparation and conducting the Extraordinary General Meeting of Shareholders of IDGC of Centre on 23.08.2012».
2. On approval of the target values of Cash Flow of the Company for quarter 4 of 2012.
3. On approval of General Agreement # 1 (with discrepancy report) on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre at the direction of "Yaroslavl - Data Centre", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.
4. On approval of General Agreement # 2 (with discrepancy report) on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre at the direction of "Yaroslavl – Pereslavl-Zalesskiy", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.
5. On approval of General Agreement # 3 (with discrepancy report) on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre at the direction of "Rzhev - Torzhok", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.
6. On approval of General Agreement # 4 (with discrepancy report) on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre at the direction of "Borok - Susanino", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.
7. On approval of General Agreement # 5 (with discrepancy report) on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre at the direction of "Kostroma - Sudislavl", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.
8. On approval of agreement # UVV-77D-3079-12 on access provision to electric grid facilities for the construction and maintenance of fiber-optic lines (with discrepancy report), concluded

between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.

9. On approval of agreement # UVV-77D-3130-12 on access provision to electric grid facilities for the construction and maintenance of fiber-optic lines (with discrepancy report), concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.
10. On approval of agreement # UVV-77D-3149-12 on access provision to electric grid facilities for the construction and maintenance of fiber-optic lines (with discrepancy report), concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.
11. On approval of the adjusted Action Plan for implementing the mandatory energy audit of facilities of industrial and economic needs and electric grid facilities of IDGC of Centre.
12. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC “Energy Service Company” - «On approval of the Business plan of the Company for 2012».
13. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of Volga, which is a related party transaction.
14. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of Northern Caucasus, which is a related party transaction.
15. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of South, which is a related party transaction.
16. On approval of the confidentiality agreement, concluded between IDGC of Centre and Tyumenenergo, which is a related party transaction.
17. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of Siberia, which is a related party transaction.

Item 1. On consideration of the report of the General Director of the Company «On the expenditure on the preparation and conducting the Extraordinary General Meeting of Shareholders of IDGC of Centre on 23.08.2012».

Decision:

To take into consideration the report of the General Director of the Company «On the expenditure on the preparation and conducting the Extraordinary General Meeting of Shareholders of IDGC of Centre on 23.08.2012» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

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

Total:

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

The decision is taken.

Item 2. On approval of the target values of Cash Flow of the Company for quarter 4 of 2012.

Decision:

Commercial secret.

Voting results:

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

Total:

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

The decision is taken.

Item 3. On approval of General Agreement # 1 (with discrepancy report) on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre at the direction of "Yaroslavl - Data Centre", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.

Decision:

To defer consideration of the item at a later date.

Voting results:

Members of the Board of Directors of IDGC of Centre, D.O. Gudzhoyan, A.E. Murov did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

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

Total:

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

The decision is taken.

Item 4. On approval of General Agreement # 2 (with discrepancy report) on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre at the direction of "Yaroslavl – Pereslavl-Zalesskiy", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.

Decision:

To defer consideration of the item at a later date.

Voting results:

Members of the Board of Directors of IDGC of Centre, D.O. Gudzhoyan, A.E. Murov did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

- | | |
|--------------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
|--------------------------------------|---------|

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

Total:

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

The decision is taken.

Item 5. On approval of General Agreement # 3 (with discrepancy report) on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre at the direction of "Rzhev - Torzhok", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.

Decision:

To defer consideration of the item at a later date.

Voting results:

Members of the Board of Directors of IDGC of Centre, D.O. Gudzhoyan, A.E. Murov did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

Voting results:

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

Total:

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

The decision is taken.

Item 6. On approval of General Agreement # 4 (with discrepancy report) on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre at the direction of "Borok - Susanino", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.

Decision:

To defer consideration of the item at a later date.

Voting results:

Members of the Board of Directors of IDGC of Centre, D.O. Gudzhoyan, A.E. Murov did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

1. **Alexander Markovich Branis** - «FOR»
2. **Andrey Valentinovich Kazachenkov** - «FOR»
3. **Denis Viktorovich Kulikov** - «FOR»
4. **Dmitry Igorevich Romeyko** - «FOR»

5. Valery Nikolayevich Sedunov - «FOR»
6. Roman Alexeyevich Filkin - «FOR»
7. Oxana Vladimirovna Shatokhina - «FOR»
8. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision is taken.

Item 7. On approval of General Agreement # 5 (with discrepancy report) on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre at the direction of "Kostroma - Sudislavl", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.

Decision:

To defer consideration of the item at a later date.

Voting results:

Members of the Board of Directors of IDGC of Centre, D.O. Gudzhoyan, A.E. Murov did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

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

Total:

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

The decision is taken.

Item 8. On approval of agreement # UVV-77D-3079-12 on access provision to electric grid facilities for the construction and maintenance of fiber-optic lines (with discrepancy report), concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.

Decision:

To defer consideration of the item at a later date.

Voting results:

Members of the Board of Directors of IDGC of Centre, D.O. Gudzhoyan, A.E. Murov did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

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

Total:

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

The decision is taken.

Item 9. On approval of agreement # UVV-77D-3130-12 on access provision to electric grid facilities for the construction and maintenance of fiber-optic lines (with discrepancy report), concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.

Decision:

To defer consideration of the item at a later date.

Voting results:

Members of the Board of Directors of IDGC of Centre, D.O. Gudzhoyan, A.E. Murov did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

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

Total:

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

The decision is taken.

Item 10. On approval of agreement # UVV-77D-3149-12 on access provision to electric grid facilities for the construction and maintenance of fiber-optic lines (with discrepancy report), concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.

Decision:

To defer consideration of the item at a later date.

Voting results:

Members of the Board of Directors of IDGC of Centre, D.O. Gudzhoyan, A.E. Murov did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

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

Total:

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

The decision is taken.

Item 11. On approval of the adjusted Action Plan for implementing the mandatory energy audit of facilities of industrial and economic needs and electric grid facilities of IDGC of Centre.

Decision:

To approve the adjusted Action Plan for implementing the mandatory energy audit of facilities of industrial and economic needs and electric grid facilities of the Company in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

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

Total:

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

The decision is taken.

Item 12. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC “Energy Service Company” - «On approval of the Business plan of the Company for 2012».

Decision:

To assign representatives of IDGC of Centre regarding the agenda item of the meeting of the Board of Directors of JSC “Energy Service Company” «On approval of the Business plan of the Company for 2012» to vote «FOR»:

«To approve the Business plan of the Company for 2012 in accordance with the Appendix».

Voting results:

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

Total:

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

The decision is not taken.

Item 13. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of Volga, which is a related party transaction.

Decision:

To approve the confidentiality agreement, concluded between IDGC of Centre and IDGC of Volga (Appendix # 3 to this decision of the Board of Directors of the Company), which is a related party transaction (hereinafter – the Agreement), on the following essential conditions:

Parties of the Agreement:

Party 1 – IDGC of Centre;

Party 2 – IDGC of Volga.

Subject of the Agreement:

1. Granting access to the information resources of Party 1, containing information that constitutes a trade secret, and conditions for the transfer of information that constitutes a trade secret.

2. Undertaking obligations by Party 2 to disclose information that constitutes a trade secret to Party 1, providing special measures to protect and use such information and liability for breach of obligations in accordance with the current legislation of the Russian Federation and the Agreement.

Responsibilities of the Parties:

Party 2 in the event of damaging Party 1 due to nonfulfillment or improper fulfillment of the conditions of the Agreement shall compensate damages, limited to actual damages, in accordance with the current legislation of the Russian Federation.

Duration of the Agreement:

The Agreement shall be concluded for a term of one (1) year and shall enter into force upon signature by the Parties. If one month before the expiry of the Agreement, neither party requires its termination, the Agreement is recognized to be extended on the same conditions and for the same term.

Voting results:

Members of the Board of Directors of IDGC of Centre, D.O. Gudzhoyan, A.E. Murov did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

1. **Alexander Markovich Branis** - «ABSTAINED»
2. **Andrey Valentinovich Kazachenkov** - «FOR»
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»

Total:

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

The decision is taken.

Item 14. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of Northern Caucasus, which is a related party transaction.

Decision:

To approve the confidentiality agreement, concluded between IDGC of Centre and IDGC of Northern Caucasus (Appendix # 4 to this decision of the Board of Directors of the Company), which is a related party transaction (hereinafter – the Agreement), on the following essential conditions:

Parties of the Agreement:

Party 1 – IDGC of Centre;

Party 2 – IDGC of Northern Caucasus.

Subject of the Agreement:

1. Granting access to the information resources of Party 1, containing information that constitutes a trade secret, and conditions for the transfer of information that constitutes a trade secret.

2. Undertaking obligations by Party 2 to disclose information that constitutes a trade secret to Party

1, providing special measures to protect and use such information and liability for breach of obligations in accordance with the current legislation of the Russian Federation and the Agreement.

Responsibilities of the Parties:

Party 2 in the event of damaging Party 1 due to nonfulfillment or improper fulfillment of the conditions of the Agreement shall compensate damages, limited to actual damages, in accordance with the current legislation of the Russian Federation.

Duration of the Agreement:

The Agreement shall be concluded for a term of one (1) year and shall enter into force upon signature by the Parties. If one month before the expiry of the Agreement, neither party requires its termination, the Agreement is recognized to be extended on the same conditions and for the same term.

Voting results:

Members of the Board of Directors of IDGC of Centre, D.O. Gudzhoyan, A.E. Murov, D.I. Romeyko did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

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

Total:

«FOR»	- «5»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

The decision is taken.

Item 15. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of South, which is a related party transaction.

Decision:

To approve the confidentiality agreement, concluded between IDGC of Centre and IDGC of South (Appendix # 5 to this decision of the Board of Directors of the Company), which is a related party transaction (hereinafter – the Agreement), on the following essential conditions:

Parties of the Agreement:

Party 1 – IDGC of Centre;

Party 2 – IDGC of South.

Subject of the Agreement:

1. Granting access to the information resources of Party 1, containing information that constitutes a trade secret, and conditions for the transfer of information that constitutes a trade secret.
2. Undertaking obligations by Party 2 to disclose information that constitutes a trade secret to Party 1, providing special measures to protect and use such information and liability for breach of obligations in accordance with the current legislation of the Russian Federation and the Agreement.

Responsibilities of the Parties:

Party 2 in the event of damaging Party 1 due to nonfulfillment or improper fulfillment of the conditions of the Agreement shall compensate damages, limited to actual damages, in accordance with the current legislation of the Russian Federation.

Duration of the Agreement:

The Agreement shall be concluded for a term of one (1) year and shall enter into force upon signature by the Parties. If one month before the expiry of the Agreement, neither party requires its termination, the Agreement is recognized to be extended on the same conditions and for the same

term.

Voting results:

Members of the Board of Directors of IDGC of Centre, D.O. Gudzhoyan, A.E. Murov, A.A. Branis, R.A. Filkin, A.V. Shevchuk did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

1. **Andrey Valentinovich Kazachenkov** - «FOR»
2. **Denis Viktorovich Kulikov** - «FOR»
3. **Dmitry Igorevich Romeyko** - «FOR»
4. **Valery Nikolayevich Sedunov** - «FOR»
5. **Oxana Vladimirovna Shatokhina** - «FOR»

Total:

«FOR»	- «5»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Item 16. On approval of the confidentiality agreement, concluded between IDGC of Centre and Tyumenenergo, which is a related party transaction.

Decision:

To approve the confidentiality agreement, concluded between IDGC of Centre and Tyumenenergo (Appendix # 6 to this decision of the Board of Directors of the Company), which is a related party transaction (hereinafter – the Agreement), on the following essential conditions:

Parties of the Agreement:

Party 1 – IDGC of Centre;

Party 2 – Tyumenenergo.

Subject of the Agreement:

1. Granting access to the information resources of Party 1, containing information that constitutes a trade secret, and conditions for the transfer of information that constitutes a trade secret.
2. Undertaking obligations by Party 2 to disclose information that constitutes a trade secret to Party 1, providing special measures to protect and use such information and liability for breach of obligations in accordance with the current legislation of the Russian Federation and the Agreement.

Responsibilities of the Parties:

Party 2 in the event of damaging Party 1 due to nonfulfillment or improper fulfillment of the conditions of the Agreement shall compensate damages, limited to actual damages, in accordance with the current legislation of the Russian Federation.

Duration of the Agreement:

The Agreement shall be concluded for a term of one (1) year and shall enter into force upon signature by the Parties. If one month before the expiry of the Agreement, neither party requires its termination, the Agreement is recognized to be extended on the same conditions and for the same term.

Voting results:

Members of the Board of Directors of IDGC of Centre, D.O. Gudzhoyan, A.E. Murov, M.G. Tikhonova did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

1. **Alexander Markovich Branis** - «ABSTAINED»
2. **Andrey Valentinovich Kazachenkov** - «FOR»
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»

Total:

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

The decision is taken.

Item 17. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of Siberia, which is a related party transaction.

Decision:

To approve the confidentiality agreement, concluded between IDGC of Centre and IDGC of Siberia (Appendix # 7 to this decision of the Board of Directors of the Company), which is a related party transaction (hereinafter – the Agreement), on the following essential conditions:

Parties of the Agreement:

Party 1 – IDGC of Centre;

Party 2 – IDGC of Siberia.

Subject of the Agreement:

1. Granting access to the information resources of Party 1, containing information that constitutes a trade secret, and conditions for the transfer of information that constitutes a trade secret.

2. Undertaking obligations by Party 2 to disclose information that constitutes a trade secret to Party 1, providing special measures to protect and use such information and liability for breach of obligations in accordance with the current legislation of the Russian Federation and the Agreement.

Responsibilities of the Parties:

Party 2 in the event of damaging Party 1 due to nonfulfillment or improper fulfillment of the conditions of the Agreement shall compensate damages, limited to actual damages, in accordance with the current legislation of the Russian Federation.

Duration of the Agreement:

The Agreement shall be concluded for a term of one (1) year and shall enter into force upon signature by the Parties. If one month before the expiry of the Agreement, neither party requires its termination, the Agreement is recognized to be extended on the same conditions and for the same term.

Voting results:

Members of the Board of Directors of IDGC of Centre, D.O. Gudzhoyan, A.E. Murov, O.V. Shatokhina did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

1. **Alexander Markovich Branis** - «ABSTAINED»

2. **Andrey Valentinovich Kazachenkov** - «FOR»

3. **Denis Viktorovich Kulikov** - «FOR»

4. **Dmitry Igorevich Romeyko** - «FOR»

5. **Valery Nikolayevich Sedunov** - «FOR»

6. **Roman Alexeyevich Filkin** - «ABSTAINED»

7. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

«FOR»	- «5»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Appendices:

1. The report of the General Director of the Company «On the expenditure on the preparation and

conducting the Extraordinary General Meeting of Shareholders of IDGC of Centre on 23.08.2012» (Appendix #1).

2. The adjusted Action Plan for implementing the mandatory energy audit of facilities of industrial and economic needs and electric grid facilities of the Company (Appendix # 2).

3. The confidentiality agreement, concluded between IDGC of Centre and IDGC of Volga (Appendix # 3).

4. The confidentiality agreement, concluded between IDGC of Centre and IDGC of Northern Caucasus (Appendix # 4).

5. The confidentiality agreement, concluded between IDGC of Centre and IDGC of South (Appendix # 5).

6. The confidentiality agreement, concluded between IDGC of Centre and Tyumenenergo (Appendix # 6).

7. The confidentiality agreement, concluded between IDGC of Centre and IDGC of Siberia (Appendix # 7).

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

A.E. Murov

**Corporate Secretary
of IDGC of Centre**

S.V. Lapinskaya