



“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)

«14» November 2013

Moscow

No. 26/13

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: **18.11.2013.**

### AGENDA:

1. On consideration of the report of General Director of the Company «On compliance with the Regulations on Information Policy of the Company in 3Q 2013».
2. On consideration of the report of General Director of the Company «On execution of the target values of Cash Flow of the Company in 3Q 2013».
3. On approval of the Schedule of activities of IDGC of Centre to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.10.2013.
4. On determination of the position of IDGC of Centre regarding the agenda item of a meeting of the Board of Directors of JSC “Energetik” – On approval of adjusted target values of key performance indicators of the Company for 2013.
5. On approval of the agreement to perform emergency recovery work, concluded between IDGC of Centre and FGC UES, which is a related party transaction.
6. On approval of the agreement for the provision of temporary use of places on poles of Conductors-110 kV # 126 East-Vyazma with a tap at the substation Vyazma traction, concluded between IDGC of Centre and FGC UES, which is a related party transaction.
7. On approval of the Head and members of the Central purchasing authority of the Company.
8. On consideration of the report of General Director of the Company «On the credit policy of the Company in 3Q 2013».

**Item 1: On consideration of the report of General Director of the Company «On compliance with the Regulations on Information Policy of the Company in 3Q 2013».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On compliance with the Regulations on Information Policy of the Company in 3Q 2013» in accordance with Appendix # 1 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 the Company dated 14.10.2011 (Minutes # 22/11 of 17.10.2011) regarding item # 8 «On approval of internal documents of the Company – the Regulations of Information Policy of IDGC of Centre in a new edition» 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       | - «FOR»       |
| 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»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 2: On consideration of the report of General Director of the Company «On execution of the target values of Cash Flow of the Company in 3Q 2013».**

**Decision:**

To take into consideration the Report on the execution of the target values of Cash Flow of IDGC of Centre in 3Q 2013 in accordance with Appendix # 2 to this decision.

**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.**

**Item 3: On approval of the Schedule of activities of IDGC of Centre to reduce overdue accounts receivable for the services of electric power transmission and settlement of**

**disputes established by 01.10.2013.**

**Decision:**

To approve the Schedule of activities of IDGC of Centre to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.10.2013 in accordance with Appendix # 3 to this decision 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 4: On determination of the position of IDGC of Centre regarding the agenda item of a meeting of the Board of Directors of JSC “Energetik” – On approval of adjusted target values of key performance indicators of the Company for 2013.**

**Decision:**

To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Energetik” regarding the item «On approval of adjusted target values of key performance indicators of the Company for 2013» to vote «FOR»:

*«To approve the adjusted target values of key performance indicators of JSC “Energetik” for 4Q 2013 in accordance with Appendix # 4 to this decision of the Board of Directors».*

**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       | - «FOR»       |
| 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»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 5: On approval of the agreement to perform emergency recovery work, concluded between IDGC of Centre and FGC UES, which is a related party transaction.**

**Decision:**

1. To determine that according to the planned estimate the initial cost of the emergency recovery work performed is 15 183 688,94 (Fifteen million one hundred eighty-three thousand six hundred eighty-eight) rubles 94 kopecks, including VAT (18%) - 2 316 155,94 (Two million three hundred sixteen thousand one hundred fifty-five ) rubles 94 kopecks for the actual work performed in accordance with the actual estimates.

2. To approve the agreement to perform emergency recovery work between IDGC of Centre and FGC UES, which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

Contractor» - IDGC of Centre»

FGC UES - «Customer»

**Subject of the Agreement:**

Performance by Contractor at the Customer sites of emergency recovery activities associated with the liquidation of damages, emergency operations carried out in order to prevent human exposure to hazardous factors that may lead to injury or other sudden sharp deterioration in health as well as the elimination of faults and damage threatening failure of the normal operation of the equipment, structures, devices (hereinafter - the work), and Customer undertakes to accept and pay for the work performed under the terms of the Agreement.

The Agreement sets out the relationship of the Parties in addressing the emergency situation at Customer's facility Conductor 750 kV Kursk NPP–Novobryanskaya, caused by the passage of atmospheric fronts in the Bryansk region during the period from 28.04.2013 to 29.04.2013.

**Turnaround time:**

Start of the work performance under the Agreement - «30» April 2013.

Completion of the work performance under the Agreement - «05» May 2013.

**Price of the Agreement:**

The cost of the work under the Agreement is 15 183 688,94 (fifteen million one hundred eighty-three thousand six hundred eighty-eight) rubles 94 kopecks, including VAT (18%) - 2 316 155,94 (two million three hundred sixteen thousand one hundred fifty-five ) rubles 94 kopecks.

**Duration of the Agreement:**

The Agreement shall enter into force on the date of its signing and is valid until the Parties fulfill their obligations in full.

In accordance with paragraph 2 of Article 425 of the Civil Code of the Russian Federation, the conditions of the Agreement are applicable to the Parties arising from "29" April 2013. The Parties confirm that on the date of the Agreement Customer has not violated the terms of fulfillment of obligations under the Agreement.

**Liability of the parties:**

For any failure to perform the obligations under this Agreement the Parties shall be liable in accordance with the laws of the Russian Federation and signed contracts.

**Voting results:**

The member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

- |   |               |
|---|---------------|
| 5. <b>Madina Valeryevna Kaloeva</b>       | - «ABSTAINED» |
| 6. <b>Alexey Valeryevich Molsky</b>       | - «FOR»       |
| 7. <b>Maxim Mikhailovich Saukh</b>        | - «FOR»       |
| 8. <b>Roman Alexeyevich Filkin</b>        | - «ABSTAINED» |
| 9. <b>Oxana Vladimirovna Shatokhina</b>   | - «FOR»       |
| 10. <b>Alexander Viktorovich Shevchuk</b> | - «ABSTAINED» |

**Total:**

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

**Decision is taken.**

**Item 6: On approval of the agreement for the provision of temporary use of places on poles of Conductors-110 kV # 126 East-Vyazma with a tap at the substation Vyazma traction, concluded between IDGC of Centre and FGC UES, which is a related party transaction.**

**Decision:**

To defer consideration of the item at a later date.

**Voting results:**

The member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

**Total:**

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

**Decision is taken.**

**Item 7: 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 16.09.2013 (Minutes # 22/13 of 16.09.2013).
2. To approve the Head and the following members of the Central Tender Commission of IDGC of Centre:

**Chairman of the CTC:**

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

**Deputy Chairman of the CTC:**

Startsun V.N. – Deputy General Director for Security of IDGC of Centre;

**Members of the CTC:**

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

Solyanin R.V. – Head of Department of logistics and procurement of IDGC of Centre;

Rybnikov D.A. – Deputy Chief Engineer for Technical Development – Head Technical Development Department 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 Economic Security and Anticorruption Office of IDGC of Centre;

Dudin A.V. – IT Director – Head of IT Department of IDGC of Centre;

Tolmachev Y.E. – Head of Legal Groundwork Department of IDGC of Centre;

Zafesov Y.K. – Director of Procurement Department of JSC «Russian Grids»;

Kobelyan A.M. – Head of Integrated Planning, Regulation and Procurement Office of Procurement Department of JSC «Russian Grids»;

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

**Total:**

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

**Decision is taken.****Item 8: On consideration of the report of General Director of the Company «On the credit policy of the Company in 3Q 2013».****Decision:**

1. To take into consideration the report of General Director of the Company «On the credit policy of the Company in 3Q 2013» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

2. To mark the failure to perform the target limits on medium-term liquidity, to cover the debt and to cover the debt service as of 30.09.2013.

3. To instruct General Director of the Company to ensure the performance of the provisions of the Regulations on the credit policy, approved by the decision of the Board of Directors of the Company.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The report of General Director of the Company «On compliance with the Regulations on Information Policy of the Company in 3Q 2013» (Appendix # 1).
2. The report of General Director of the Company «On execution of the target values of Cash Flow of the Company in 3Q 2013» (Appendix # 2).
3. The Schedule of activities of IDGC of Centre to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.10.2013 (Appendix # 3).
4. The draft of the adjusted target value of the key performance indicator of JSC “Energetik” for 4Q 2013 (Appendix # 4).
5. The report of General Director of the Company «On the credit policy of the Company in 3Q 2013» (Appendix # 5).

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

**S.A. Arkhipov**

**Corporate Secretary  
of IDGC of Centre**

**S.V. Lapinskaya**