



"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» December 2013

Moscow

No. 30/13

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: **19.12.2013.**

### AGENDA:

1. On preliminary approval for the provision of charity by IDGC of Centre.
2. On approval of amendment # 7 to real estate lease agreement of 01.06.2005 № 07-6/250(2005), concluded between IDGC of Centre (IDGC of Centre - Kostromaenergo division) and SO UES (Kostroma TCC, a branch of SO UES), which is a related party transaction.
3. Consideration of the information of the Committee for Personnel and Remuneration regarding the estimation of personnel reserve in the Company.
4. On coordination of candidates for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
5. On preliminary approval of the decision to provide sponsor support by IDGC of Centre.

### Item 1: On preliminary approval for the provision of charity by IDGC of Centre.

#### Decision:

To approve the provision of beneficent (financial) aid by the Company through the gratuitous transfer of property on the List in accordance with Appendix # 1 to this decision of the Board of Directors to assist in the aftermath of flooding in the Far Eastern Federal District.

#### Voting results:

- |   |               |
|---|---------------|
| 1. <b>Sergey Alexandrovich Arkhipov</b> | - «FOR»       |
| 2. <b>Alexander Markovich Branis</b>    | - «ABSTAINED» |
| 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>     | - «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 approval of amendment # 7 to real estate lease agreement of 01.06.2005 № 07-6/250(2005), concluded between IDGC of Centre (IDGC of Centre - Kostromaenergo division) and SO UES (Kostroma TCC, a branch of SO UES), which is a related party transaction.**

**Decision:**

1. To determine the value of the rent for the period from 01.01.2014 to 31.12.2014 under real estate lease agreement of 01.06.2005 № 07-6/250(2005) with regard to amendment # 7, concluded between IDGC of Centre and SO UES, in accordance with the report of an independent appraiser LLC "Lair" dated 25.07.2013 № H-16431/13, in the amount of 2 948 (Two thousands nine forty-eight) rubles 85 kopecks per month, including VAT (18%) - 449 (Four hundred forty nine) rubles 82 kopecks.

The rent includes costs for utilities and maintenance services.

The total cost of the agreement may not exceed two percent of the book value of the Company based on the financial statements for the latest reporting date preceding the date of approval of the agreement.

2. To approve Amendment # 7 to real estate lease agreement of 01.06.2005 № 07-6/250(2005), concluded between IDGC of Centre and SO UES (hereinafter - the Amendment, Appendix # 2 to this decision of the Board of Directors), which is a related party transaction, on the following essential conditions:

**Parties of the Amendment:**

IDGC of Centre - Lessor;

SO UES - Lessee.

**Scope and price of the Amendment:**

To amend real estate lease agreement of 01.06.2005 № 07-6/250(2005) as follows:

1.1.1. To read paragraph 5.2 of the Agreement as follows:

"In accordance with the report of an independent appraiser LLC "Lair" dated 25.07.2013 № H-16431/13, the value of the rent is 2 948 (Two thousands nine forty-eight) rubles 85 kopecks per month, including VAT (18%) - 449 (Four hundred forty nine) rubles 82 kopecks, for the period from 01.01.2014 to 31.12.2014. The rent includes costs for utilities and maintenance services. These changes will take effect from 01.01.2014".

1.1.2. To read paragraph 9.1 of the Agreement as follows:

"The Lease Agreement for the "Facility" is valid for 15 years from the date of its state registration".

1.1.3. Appendix # 1 to the Agreement to read in the edition of Appendix # 1 to the Amendment.

**Duration of the Amendment:**

The Amendment shall enter into force on the date of its state registration and is valid for the duration of the Agreement.

**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>      | - «ABSTAINED» |
| 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>        | - «ABSTAINED» |
| 9. <b>Oxana Vladimirovna Shatokhina</b>   | - «FOR»       |
| 10. <b>Alexander Viktorovich Shevchuk</b> | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 3: Consideration of the information of the Committee for Personnel and Remuneration regarding the estimation of personnel reserve in the Company.**

**Decision:**

To take into consideration the information of the Committee for Personnel and Remuneration regarding the estimation of personnel reserve in the Company (personnel reserve for senior positions and youth personnel reserve) in accordance with Appendix # 3 to this 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>       | - «FOR» |
| 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»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 4. On coordination of candidates for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.**

**Decision:**

To agree upon the nomination of Muhammad Abdul-Mutalipovich Bogatyrev for the position of Deputy General Director of IDGC of Centre – Orelenergo division director.

**Voting results:**

- |   |               |
|---|---------------|
| 1. <b>Sergey Alexandrovich Arkhipov</b>   | - «FOR»       |
| 2. <b>Alexander Markovich Branis</b>      | - «ABSTAINED» |
| 3. <b>Valery Anatolyevich Goncharov</b>   | - «FOR»       |
| 4. <b>Sergey Alexandrovich Demin</b>      | - «ABSTAINED» |
| 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>        | - «ABSTAINED» |
| 9. <b>Roman Alexeyevich Filkin</b>        | - «ABSTAINED» |
| 10. <b>Oxana Vladimirovna Shatokhina</b>  | - «FOR»       |
| 11. <b>Alexander Viktorovich Shevchuk</b> | - «FOR»       |

**Total:**

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «5»

**Decision is taken.**

**Item 5: On preliminary approval of the decision to provide sponsor support by IDGC of Centre.**

**Decision:**

1. To approve the provision of the sponsorship by the Company to People's Artist of the USSR, Hero of Socialist Labour, Laureate of Lenin and State Prize E.V. Obraztsova for the organization of a gala concert dedicated to the 50th anniversary of her creative activities in the amount of 3 000 000 (Three million) rubles.

2. To instruct General Director of the Company to consider the provision of the said sponsorship while adjusting the business plan for 2013 within the limit under Article № 2.21 "Other expenses" in Section № 11 "Other income and expenses".

**Voting results:**

- |   |               |
|---|---------------|
| 1. <b>Sergey Alexandrovich Arkhipov</b>   | - «FOR»       |
| 2. <b>Alexander Markovich Branis</b>      | - «AGAINST»   |
| 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>        | - «AGAINST»   |
| 10. <b>Oxana Vladimirovna Shatokhina</b>  | - «FOR»       |
| 11. <b>Alexander Viktorovich Shevchuk</b> | - «ABSTAINED» |

**Total:**

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

**Decision is taken.**

**Appendices:**

1. The List of the gratuitously transferred property to assist in the aftermath of flooding in the Far Eastern Federal District (Appendix # 1).
2. Amendment # 7 to real estate lease agreement of 01.06.2005 № 07-6/250(2005), concluded between IDGC of Centre and SO UES (Appendix # 2).
3. The information of the Committee for Personnel and Remuneration regarding the estimation of personnel

reserve in the Company (personnel reserve for senior positions and youth personnel reserve) (Appendix # 3).

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

**S.A. Arkhipov**

**Corporate Secretary  
of IDGC of Centre**

**S.V. Lapinskaya**

Deputy General Director  
for Corporate Governance \_\_\_\_\_ / O.V. Tkacheva /