



“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)

«17» February 2014

Moscow

No. 02/14

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: **20.02.2014.**

### AGENDA:

1. On early termination of powers of a member of the Strategy and Development Committee of the Board of Directors of IDGC of Centre and election of a member of the Strategy and Development Committee of the Board of Directors of IDGC of Centre.
2. On determination of the position of IDGC of Centre regarding the agenda item of a meeting of the Board of Directors of JSC “Yargorelectroset”: On approval of target values of key performance indicators of the Company for 2014.
3. On approval of the Procurement plan of IDGC of Centre for 2014.
4. On approval of an internal document of the Company: the Standard «Implementation of deals by IDGC of Centre with bills of third parties».
5. On approval of the confidentiality agreement, concluded between IDGC of Centre and OJSC "Kubanenergo", which is a related party transaction.
6. On approval of the non-residential premises lease Agreement between IDGC of Centre (IDGC of Centre - Voronezhenergo division) and SO UES (Voronezh Transmission Control Centre, a branch of SO UES), which is a related party transaction.
7. On consideration of the report of General Director «On implementation of the assignment of the Board of Directors issued on 15.08.2013 (Minutes #19/13 of 16.08.2013) regarding item 14».
8. 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 01.01.2014.
9. On termination of powers of a member of the Management Board of the Company and election of a member of the Management Board of the Company.
10. On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

**Item 1. On early termination of powers of a member of the Strategy and Development Committee of the Board of Directors of IDGC of Centre and election of a member of the Strategy and Development Committee of the Board of Directors of IDGC of Centre.**

**Decision:**

1. To early terminate the powers of the member of the Strategy and Development Committee of the Board of Directors of IDGC of Centre and Chairman of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, Dmitry Igorevich Gotlib.

2. To elect Yury Nikolayevich Pankstyanov as Chairman of the Strategy and Development Committee of the Board of Directors of IDGC of Centre.

3. To elect Elena Viktorovna Bogach, Chief of Strategic Planning Office of Strategic Development Department of JSC «Russian Grids», as a member of the Strategy and Development Committee of the Board of Directors of IDGC of Centre.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 2. On determination of the position of IDGC of Centre regarding the agenda item of a meeting of the Board of Directors of JSC “Yargorelectroset”: On approval of target values of key performance indicators of the Company for 2014.**

**Decision:**

To assign representatives of IDGC of Centre at a meeting of the Board of Directors of JSC “Yargorelectroset” regarding the item: «On approval of target values of key performance indicators of the Company for 2014» to vote «FOR»:

«To approve the target values of key performance indicators of the Company’s Director for 2014 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company».

**Voting results:**

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

**Total:**

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

**Decision is taken.**

### **Item 3. On approval of the Procurement plan of IDGC of Centre for 2014.**

#### **Decision:**

1. To approve the Procurement plan of IDGC of Centre for 2014 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. To assign General Director of IDGC of Centre:

- within 30 days after the approval of the investment program for 2014-2018, in accordance with the Russian legislation, to submit for consideration by the Board of Directors of the Company the adjusted Procurement plan for 2014 under the form in accordance with Appendix # 3 to this decision of the Board of Directors;

- to form planned initial marginal prices of lots at notice/notification, applying the procedure to reduce costs by 30% relative to the price level in 2012, in accordance with Appendix # 4 to this decision of the Board of Directors.

#### **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>      | - «ABSTAINED» |
| 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»	- «6»
«AGAINST»	- «3»
«ABSTAINED»	- «2»

**Decision is taken.**

### **Item 4. On approval of an internal document of the Company: the Standard «Implementation of deals by IDGC of Centre with bills of third parties».**

#### **Decision:**

To approve the Standard «Implementation of deals by IDGC of Centre with bills of third parties» as an internal document of the Company in accordance with Appendix # 5 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>      | - «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. <b>Alexey Valeryevich Molsky</b>       | - «FOR»       |
| 8. <b>Maxim Mikhailovich Saukh</b>        | - «FOR»       |
| 9. <b>Roman Alexeyevich Filkin</b>        | - «ABSTAINED» |
| 10. <b>Oxana Vladimirovna Shatokhina</b>  | - «FOR»       |
| 11. <b>Alexander Viktorovich Shevchuk</b> | - «FOR»       |

#### **Total:**

«FOR»	- «9»
«AGAINST»	- «0»

«ABSTAINED»

- «2»

**Decision is taken.**

**Item 5. On approval of the confidentiality agreement, concluded between IDGC of Centre and OJSC "Kubanenergo", which is a related party transaction.**

**Decision:**

To approve the confidentiality agreement between IDGC of Centre and OJSC "Kubanenergo" (hereinafter referred to as the Agreement) as a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

- IDGC of Centre
- OJSC "Kubanenergo"

**Subject of the Agreement:**

The Parties undertake to ensure compliance with the protection provided by the other Party information, which constitutes a trade secret, and (or) other confidential information, to prevent its disclosure to third parties, and not to use it to harm each other. Each Party undertakes to apply the level of protection of the information, which constitutes a trade secret, and (or) other confidential information of the other Party, no less than for the protection of proprietary information, which constitutes a trade secret, and (or) other confidential information.

**Responsibilities of the Parties:**

The Parties are responsible for the unauthorized use or disclosure of confidential information. A receiving party, which has caused the loss or unauthorized use or disclosure of confidential information, is required to reimburse documented losses incurred by the disclosing party.

**Dispute resolution:**

Disputes arising between the Parties in connection with the agreement shall be settled by negotiation between them. In case of failure by the Parties to reach any agreement on the dispute it shall be settled by the Moscow Arbitration Court.

**Duration of the Agreement:**

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

**Voting results:**

The members of the Board of Directors of IDGC of Centre, S.A. Arkhipov and O.Y. Isaev, did not take part in the voting on this item, 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** - «FOR»

**Total:**

«FOR» - «7»

«AGAINST» - «2»

«ABSTAINED» - «0»

**Decision is taken.**

**Item 6. On approval of the non-residential premises lease Agreement between IDGC of Centre (IDGC of Centre - Voronezhenergo division) and SO UES (Voronezh Transmission Control Centre, a branch of SO UES), which is a related party transaction.**

**Decision:**

1. To determine the monthly rent (taking into account utility bills) under the non-residential premises lease agreement, concluded between IDGC of Centre and SO UES, which is a related party transaction, in the amount of 413 084 (Four hundred thirteen thousand eighty-four) rubles 40 kopecks, including 18% VAT – 63 012 (Sixty three thousand and twelve) rubles 87 kopecks.

2. To approve the non-residential premises lease Agreement, concluded between IDGC of Centre and SO UES, which is a related party transaction (hereinafter - the Agreement, Appendix # 6 to this decision), on the following essential conditions:

**Parties of the Agreement:**

IDGC of Centre - Lessor;

SO UES - Lessee.

**Subject of the Agreement:**

Lessor shall provide Lessee with temporary gratuitous use and possession of the leased premises - non-residential premises in the building located at: Voronezh region, Voronezh, Arzamasskaya str., 2 , a total area of 781.8 m<sup>2</sup>, in accordance with Appendices # 1,2,3, and Lessee shall accept the leased premises in the gratuitous use and possession on the terms and conditions of the Agreement.

**Price of the Agreement and settlement procedure:**

Lessee shall pay rent in equal installments on a monthly basis in the amount (taking into account utility bills) 413 084 (Four hundred thirteen thousand eighty-four) rubles 40 kopecks, including 18% VAT – 63 012 (Sixty three thousand and twelve) rubles 87 kopecks.

Payment of 100% of the monthly rent is made not later than the 10th day of the month following the settlement one by transferring funds to Lessor's account.

In the case of an incomplete month's rent, the amount of rent is paid in proportion to the number of days in a month rent.

Tax invoices are issued by Lessor not later than the 5th (fifth) day of the month following the reporting one.

**Duration of the Agreement:**

The Agreement shall enter into force on the date of its registration in the Office of the Federal Service for State Registration, Cadastre and Cartography and is valid till 31.12.2018.

Terms and conditions of the Agreement shall apply to the actual relations between the Parties arising from January 1, 2014.

**Voting results:**

The members of the Board of Directors of IDGC of Centre, S.A. Arkhipov and O.Y. Isaev, did not take part in the voting on this item, 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. 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       | - «ABSTAINED» |
| 8. Oxana Vladimirovna Shatokhina  | - «FOR»       |
| 9. Alexander Viktorovich Shevchuk | - «FOR»       |

**Total:**

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 7. On consideration of the report of General Director «On implementation of the assignment of the Board of Directors issued on 15.08.2013 (Minutes #19/13 of 16.08.2013) regarding item 14».**

**Decision:**

To defer consideration of the item at a later date.

**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 8. 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 01.01.2014.**

**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 01.01.2014, in accordance with Appendix # 7 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 9. On termination of powers of a member of the Management Board of the Company and election of a member of the Management Board of the Company.**

**Decision:**

1. To terminate the powers of the member of the Management Board of the Company, Sergey Anatolievich Shumakher.

2. To elect Alexander Viktorovich Pilyugin – Deputy General Director for Technical Issues – Chief Engineer of IDGC of Centre as a member of the Management Board of the Company.

**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 10. On coordination of nominations 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 Alexander Viktorovich Pilyugin for the position of Deputy General Director for Technical Issues – Chief Engineer of IDGC of Centre.

**Voting results:**

1. **Sergey Alexandrovich Arkhipov** - «FOR»
2. **Alexander Markovich Branis** - «ABSTAINED»
3. **Valery Anatolyevich Goncharov** - «FOR»
4. **Sergey Alexandrovich Demin** - «ABSTAINED»
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»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

**Decision is taken.**

**Appendices:**

1. The target values of key performance indicators of Director of JSC “Yargorelectroset” for 2014 (Appendix # 1).
2. The Procurement plan of IDGC of Centre for 2014 (Appendix # 2).
3. The form of the Procurement plan (Appendix # 3).
4. The procedure to reduce costs by 30% relative to the price level in 2012 (Appendix # 4).
5. The Standard «Implementation of deals by IDGC of Centre with bills of third parties» as an internal document of the Company (Appendix # 5).
6. The non-residential premises lease Agreement, concluded between IDGC of Centre and SO UES, which is a related party transaction (Appendix # 6).
7. 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 01.01.2014 (Appendix # 7).

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

**S.A. Arkhipov**

**Corporate Secretary  
of IDGC of Centre**

**A.A. Varlamov**