



"INTERREGIONAL DISTRIBUTION GRID COMPANY OF CENTRE", JOINT-STOCK COMPANY

2nd Yamskaya, 4, Moscow, Russia, 127018,
Tel: Contact Centre +7(495) 747 92 92, Fax: +7 (495) 747 92 95
e-mail: posta@mrsk-1.ru; http://www.mrsk-1.ru
PSRN 1046900099498 TIN 6901067107

MINUTES

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

«15» October 2014

Moscow

No. 23/14

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

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

Participants of the voting: **A.M. Branis, D.V. Kulikov, O.Y. Isaev, M.V. Lazareva, Y.N. Mangarov, M.M. Saukh, P.N. Snikkars, V.V. Sofyin, R.A. Filkin, O.V. Shatokhina, N.I. Erpsher.**

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: **16.10.2014.**

AGENDA:

1. On approval of the report of General Director of the Company «On execution of target key performance indications for General Director and senior managers of the Company in 2Q 2014».
2. On amendment of the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016 in terms of updating the roadmap.
3. On approval of nomination of the Insurer of IDGC of Centre.
4. On approval of a cash loan with interest, concluded between IDGC of Centre and JSC «Energetik», which is a related party transaction.
5. On the determination of cases (amounts) of property transactions of IDGC of Centre, subject to prior approval by the Board of Directors, as amended.
6. On approval of the agreement on coordination and development of the regulatory and technical support to the electric grid between JSC "Russian Grids" and its subsidiaries and affiliates (hereinafter - SAC), which is a related party transaction.
7. 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.
8. On early termination of powers of a member of the Grid Connection Committee under the Board of Directors of IDGC of Centre and election of a member of the Grid Connection Committee under the Board of Directors of IDGC of Centre.
9. On amending internal documents of the Company - the Regulations on depositing idle cash of the Company.
10. On amendment of the decision of the Board of Directors of the Company dated 28.08.2014 (Minutes # 19/14 of 29.08.2014) regarding item # 11 «On approval of an agency agreement, concluded between IDGC of Centre and Mobile GTES».

11. On approval of the adjusted Business plan of the Company for 2014 in terms of accounts receivable, accounts payable, and debt financing.
12. On approval of the adjusted annual (for the KPI «Accounts receivable turnover for electricity transmission services») and quarterly target values of key performance indicators of General Director and senior managers of the Company for 2014.
13. On approval of the adjusted Program of energy conservation and energy efficiency of IDGC of Centre for 2014 – 2019.
14. On approval of the adjusted Program of long-term development of electricity metering systems in the retail market of IDGC of Centre for 2014-2019.

Item 1: On approval of the report of General Director of the Company «On execution of target key performance indications for General Director and senior managers of the Company in 2Q 2014».

Decision:

To approve the report of General Director of the Company «On execution of target key performance indications for General Director and senior managers of the Company in 2Q 2014» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-----------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 2: On amendment of the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016 in terms of updating the roadmap.

Decision:

1. To defer consideration of the item at a later date.
2. To instruct General Director of the Company:
 - 2.1. To ensure adjusting the roadmap of the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016 in terms of business processes automation to the emerging costs at a level not higher than last year (including synchronization of arising costs with the Company's business plan for the period until 2018).
 - 2.2. To ensure re-submitting the item to the Board of Directors no later than October 31, 2014.

Voting results:

1. Alexander Markovich Branis - «ABSTAINED»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Viktorovich Kulikov - «ABSTAINED»
4. Maria Valeryevna Lazareva - «FOR»
5. Yury Nikolayevich Mangarov - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Vladimir Vladimirovich Sofyin - «FOR»
8. Pavel Nikolayevich Snikkars - «FOR»
9. Roman Alexeyevich Filkin - «ABSTAINED»
10. Oxana Vladimirovna Shatokhina - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

Total:

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

Decision is taken.

Item 3: On approval of nomination of the Insurer of IDGC of Centre.

Decision:

To approve the following nomination as the Insurer of the Company:

Type of insurance	Insurance company	Period of insurance
Civil liability insurance for injury as a result of defects in the work, which affect the safety of capital construction	AlfaStrakhovanie	03.10.2014-14.02.2017

Voting results:

1. Alexander Markovich Branis - «FOR»
2. Oleg Yuryevich Isaev - «FOR»
3. Denis Viktorovich Kulikov - «FOR»
4. Maria Valeryevna Lazareva - «FOR»
5. Yury Nikolayevich Mangarov - «FOR»
6. Maxim Mikhailovich Saukh - «FOR»
7. Vladimir Vladimirovich Sofyin - «FOR»
8. Pavel Nikolayevich Snikkars - «ABSTAINED»
9. Roman Alexeyevich Filkin - «FOR»
10. Oxana Vladimirovna Shatokhina - «FOR»
11. Natalia Ilyinichna Erpsher - «FOR»

Total:

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

Decision is taken.

Item 4: On approval of a cash loan with interest, concluded between IDGC of Centre and JSC "Energetik", which is a related party transaction.

Decision:

1. To determine the price of the cash loan with interest, concluded between IDGC of Centre and JSC "Energetik", which is a related party transaction, as the amount of the loan of 5 000 000 (Five million) rubles, drawn in tranches, and interest for using the loan at a rate of 12% (twelve) per cent per annum, which is calculated on the amount of the tranche, starting

from the day following the day the funds are credited to the account of Borrower, till the date of actual repayment of funds, including the date of repayment. The interest period is set as a calendar month. Interest is paid on a monthly basis, not later than the 15th day of the month following the last month of the period (month) for which the interest is paid.

2. To approve the cash loan with interest, concluded between IDGC of Centre and JSC “Energetik” (hereinafter - the Agreement), which is a related party transaction, on the following essential conditions:

Parties of the agreement:

«Lender» - IDGC of Centre;

«Borrower» - JSC “Energetik”.

Scope of the agreement:

Lender transfers the funds in the amount of 5 000 000,00 (Five million) rubles into the ownership of Borrower, and Borrower agrees to return within the contracted period of the loan amount received with interest.

The loan is transferred to Borrower for the purpose of working capital of Borrower.

Price of the agreement:

The loan amount is 5 000 000,00 (Five million) rubles.

For the loan use Borrower shall pay to Lender interest at the rate of 12% (twelve) per cent per annum. Interest is accrued on the tranche amount at the rate of 12% (twelve) per cent per annum. Interest accrual and accounting on each tranche shall be determined separately.

Interest is accrued in rubles on the actually received money from the day following the day the funds are credited to the account of Borrower, till the date of actual repayment of funds, including the date of repayment. The interest period is set as a calendar month.

Interest is paid on a monthly basis, not later than the 15th day of the month following the last month of the period (month) for which the interest is paid.

Repayment date:

Borrower agrees to repay the loan amount until 12.01.2017.

Procedure for issuing the loan:

The loan is provided in tranches based on an application for disbursement of a tranche.

Other provisions recognized as essential by the Parties:

Responsibility of the parties: If Borrower violates the loan repayment term, Borrower shall pay to Lender interest at a rate of 0.1% (zero point one percent) of the unpaid amount for each day of delay, but not more than 10% (ten percent) of the loan amount.

Voting results:

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

- | | |
|----------------------------------|---------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Denis Viktorovich Kulikov | - «AGAINST» |
| 3. Maria Valeryevna Lazareva | - «FOR» |
| 4. Yury Nikolayevich Mangarov | - «FOR» |
| 5. Maxim Mikhailovich Saukh | - «FOR» |
| 6. Vladimir Vladimirovich Sofyin | - «FOR» |
| 7. Pavel Nikolayevich Snikkars | - «ABSTAINED» |
| 8. Roman Alexeyevich Filkin | - «AGAINST» |
| 9. Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «6»
«AGAINST»	- «3»

Decision is taken.**Item 5: On the determination of cases (amounts) of property transactions of IDGC of Centre, subject to prior approval by the Board of Directors, as amended.****Decision:**

1. To establish that in accordance with sections c) and d) of subparagraph 40 of paragraph 15.1 of Article 15 of the Articles of Association of IDGC of Centre decisions of the Company's transactions (including several interconnected transactions) shall be tentatively approved by the Board of Directors, which are associated with the alienation or possible alienation of:

1.1. fixed assets, classified according to the law as real estate, construction in progress, intended for the generation, transmission, dispatch and distribution of electrical and heat energy, regardless of their book or market value;

1.2. fixed assets, classified according to the law as real estate, construction in progress, not intended for the generation, transmission, dispatch and distribution of electrical and heat energy, the book or market value of which is over 30 million rubles, except for the alienation at no cost (including in accordance with subparagraph 32 of paragraph 15.1 of Article 15 of the Articles of Association of the Company in terms of transactions related to the transfer of property without compensation by the Company) to the state or municipal ownership of housing and public utilities and public engineering infrastructure regardless of their book or market value;

1.3. fixed assets, except for those classified according to the law as real estate, regardless of intended use (purpose), the book or market value of which is over 30 million rubles;

1.4. intangible assets, regardless of their intended use (purpose) and their book or market value.

2. To establish that transactions associated with the alienation of fixed assets, classified according to the law as real estate, construction in progress, not intended for the generation, transmission, dispatch and distribution of electrical and heat energy, are subject to execution in accordance with the Regulations on the sale of noncore assets of the Company, approved by the decision of the Board of Directors of the Company dated from 14.11.2008 (Minutes # 18/08 of 18.11.2008).

3. To assign General Director of the Company in the first quarter of the year following the reporting one to submit for consideration of the Board of Directors of the Company a report on transactions related to alienation of fixed assets, classified according to the law as real estate, construction in progress, not intended for the generation, transmission, dispatch and distribution of electrical and heat energy, and as well as stocks (shares) of subsidiaries and affiliates, which are not engaged in the generation, transmission, dispatching, distribution and retail of electrical and heat energy (a report on the progress of sale of noncore assets).

4. To consider items 1, 2, 3 of the decision of the Board of Directors of the Company on 31.07.2013 (Minutes # 18/13 of 01.08.2013) regarding item #5 «On definition of cases (sizes) of property transactions of IDGC of Centre, subject to prior approval by the Board of Directors» to have lost force.

Voting results:

- | | |
|-------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |

- | | |
|--|---------|
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 6: On approval of the agreement on coordination and development of the regulatory and technical support to the electric grid between JSC "Russian Grids" and its subsidiaries and affiliates (hereinafter - SAC), which is a related party transaction.

Decision:

1. To approve the agreement on coordination and development of the regulatory and technical support (hereinafter-the regulatory and technical support) to the electric grid between JSC "Russian Grids" and its subsidiaries and affiliates (hereinafter - the agreement), which is a related party transaction, on the following essential conditions:

Parties of the agreement:

JSC "Russian Grids";
 FGC UES;
 IDGC of Centre;
 IDGC of North-West;
 IDGC of Centre and Volga Region;
 IDGC of Volga;
 IDGC of Urals;
 IDGC of Siberia;
 IDGC of South;
 Kubanenergo;
 IDGC of Northern Caucasus;
 Tyumenenergo;
 Lenenergo;
 MOESK;
 Yantarenergo;
 TPK.

Scope of the agreement:

In order to develop common approaches to management and development of the system of the regulatory and technical support the Parties entered into the agreement as follows:

For reliable and efficient operation of transmission and distribution grids of the electric grid complex of the Russian Federation the Parties consider it necessary to introduce a system of coordination of the development of the system of the regulatory and technical support.

1. The coordination should be provided to synchronize the development and revision of standard technical documents in the field of technical regulation and standardization (hereinafter - the standard technical documents), as well as the expansion of the practice of a comprehensive examination of the standard technical documents.

2. The agreement does not apply to provisions, instructions, regulations, programs and other documents defining the order of technological interaction of SAC of JSC "Russian Grids" (their branches) with SO UES (its control centres), the need for the development,

application and execution of which provides for the applicable regulatory acts, the agreements between SO UES and FGC UES, the agreements on technological cooperation between SO UES and SAC of JSC "Russian Grids" in order to ensure the reliable functioning of the UES of Russia or other documents signed between SO UES (its branches) and SAC of JSC "Russian Grids" until the conclusion of the agreement.

The Parties consider it necessary to establish the Unified Register of the standard technical documents, which will include documents developed by each of the Parties, and in consultation with third parties – developed by such third parties documents in the field of technical regulation.

Requirements of the standard technical documents, included in the Unified Register of the standard technical documents, shall be recorded for each of the Parties in accordance with the area of their distribution in the exercise of their production and business activities, except for the provisions of the standard technical documents, contrary to federal, regional or local laws.

To ensure coordination and effective cooperation the Parties consider it necessary to establish the Coordination Council for development of the system of the regulatory and technical support.

Duration of the agreement:

The agreement shall enter into force on the date of its signing and is concluded for an indefinite period.

2. General Director of the Company to ensure the signing of the agreement in the prescribed order in the company.

Voting results:

The following members of the Board of Directors of IDGC of Centre did not take part in the voting on this item:

- O.Y. Isaev, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies»;

- A.M. Branis, D.V. Kulikov, Y.N. Mangarov, M.M. Saukh, P.N. Snikkars, V.V. Sofyin, O.V. Shatokhina, R.A. Filkin, N.I. Erpsher.

1. **Maria Valeryevna Lazareva** - «FOR»

Total:

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

Decision is taken.

Item 7: 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, Yury Vladimirovich Minchenko.

2. To elect Lyudmila Alexeevna Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department of IDGC of Centre as a member of the Management Board of the Company.

Voting results:

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

2. **Oleg Yuryevich Isaev** - «FOR»

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

4. **Maria Valeryevna Lazareva** - «FOR»

5. **Yury Nikolayevich Mangarov** - «FOR»

- | | |
|--|---------|
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 8: On early termination of powers of a member of the Grid Connection Committee under the Board of Directors of IDGC of Centre and election of a member of the Grid Connection Committee under the Board of Directors of IDGC of Centre.

Decision:

1. To early terminate the powers of the member of the Grid Connection Committee under the Board of Directors of the Company, Yury Vladimirovich Minchenko.
2. To elect Olga Alexandrovna Kharchenko as a member of the Grid Connection Committee under the Board of Directors of the Company.

Voting results:

- | | |
|--|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 9: On amending internal documents of the Company - the Regulations on depositing idle cash of the Company.

Decision:

To amend the Regulations on depositing idle cash of the Company, reading Appendix 1 to these Regulations in the edition in accordance with Appendix # 2 to this decision of the Board of Directors.

Voting results:

- | | |
|--------------------------------------|-------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «AGAINST» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |

- | | |
|--|-------------|
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «AGAINST» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 10: On amendment of the decision of the Board of Directors of the Company dated 28.08.2014 (Minutes # 19/14 of 29.08.2014) regarding item # 11 «On approval of an agency agreement, concluded between IDGC of Centre and Mobile GTES».

Decision:

To amend the decision of the Board of Directors of the Company dated 28.08.2014 (Minutes # 19/14 of 29.08.2014) regarding item # 11 «On approval of an agency agreement, concluded between IDGC of Centre and Mobile GTES», which is a related party transaction» and read the paragraph «Duration of the Agreement» as follows:

«Duration of the Agreement:

This Agreement shall enter into force from the date of its conclusion (signature) by the Parties and is valid till 31 «December» 2014. The agreement validity may be extended by written agreement of the parties.

The terms and conditions of this Agreement shall cover the relationship of the Parties arisen from 01 «March» 2014».

Voting results:

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

- | | |
|---|-------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Denis Viktorovich Kulikov | - «AGAINST» |
| 3. Maria Valeryevna Lazareva | - «FOR» |
| 4. Yury Nikolayevich Mangarov | - «FOR» |
| 5. Maxim Mikhailovich Saukh | - «FOR» |
| 6. Vladimir Vladimirovich Sofyin | - «FOR» |
| 7. Pavel Nikolayevich Snikkars | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «AGAINST» |
| 9. Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

Decision is taken.

Item 11. On approval of the adjusted Business plan of the Company for 2014 in terms of accounts receivable, accounts payable, and debt financing.

Decision:

To approve the indicators of the adjusted Business plan of the Company for 2014 in terms

of accounts receivable, accounts payable in accordance with Appendices # 3, 4 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-----------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 12. On approval of the adjusted annual (for the KPI «Accounts receivable turnover for electricity transmission services») and quarterly target values of key performance indicators of General Director and senior managers of the Company for 2014.

Decision:

To approve the adjusted annual target values of key performance indicators of General Director and senior managers of the Company for 2014 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-----------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 13. On approval of the adjusted Program of energy conservation and energy efficiency of IDGC of Centre for 2014 – 2019.

Decision:

To approve the adjusted Program of energy conservation and energy efficiency of IDGC of

Centre for 2014 – 2019 in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 14. On approval of the adjusted Program of long-term development of electricity metering systems in the retail market of IDGC of Centre for 2014-2019.

Decision:

To defer consideration of the item at a later date.

Voting results:

- | | |
|-----------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Appendices:

1. The report of General Director of the Company «On execution of target key performance indications for General Director and senior managers of the Company in 2Q 2014» (Appendix # 1).
2. Appendix 1 to the Regulations on depositing idle cash of the Company (Appendix # 2).
3. The indicators of the adjusted Business plan of the Company for 2014 in terms of accounts receivable, accounts payable (Appendices # 3 and # 4).
4. The adjusted annual target values of key performance indicators of General Director and senior managers of the Company for 2014 (for the KPI «Accounts receivable turnover for electricity transmission services») (Appendix # 5).
5. The adjusted Program of energy conservation and energy efficiency of IDGC of Centre for 2014 – 2019

(Appendix # 6).

**Chairperson of the Board of Directors
of IDGC of Centre**

O.V. Shatokhina

**Corporate Secretary
of IDGC of Centre**

S.V. Lapinskaya