

**DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF IDGC OF CENTRE, JSC**

ITEM 1: On approval of the annual report, annual accounting statements, as well as the distribution of profit (including payment of dividends) and losses of the Company following the results of fiscal year 2014.

DRAFT RESOLUTION:

1. To approve the Company's annual report for 2014, the Company's annual accounting statements for 2014.
2. To approve the following profit (loss) distribution of the Company according to the results of 2014 fiscal year:

Name	(thousand RUB)
Retained earnings (loss) for the reporting period:	3 325 939
To be distributed to: Reserve fund	0
Profit for development	2 494 246
Dividends	831 693
Repayment of losses of previous years	0

3. To pay dividends on common stocks of the Company following the results of 2014 in the amount of 0,0197 RUB per ordinary share of the Company in cash.

The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.

To define the record date of the list of persons entitled to receive dividends as 07 July 2015.

ITEM 2: Election of members of the Board of Directors of the Company.

DRAFT RESOLUTION:

To elect the following Company's Board of Directors:

1. Alexander Grigoryevich Starchenko - Vice-President for Power Engineering of NLMK
2. Sergey Vladimirovich Chebotarev - Director for Energy Efficiency and Energy Markets of NLMK
3. Alexander Markovich Branis - Prosperity Capital Management (Russian Federation) Ltd., Director
4. Denis Alexandrovich Spirin - Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Director for Corporate Governance
5. Roman Alexeyevich Filkin - Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Co-Director, power engineering, machine building
6. Denis Viktorovich Kulikov - Adviser to Executive Director of Association of Professional Investors
7. Alexander Viktorovich Shevchuk - Executive Director of Association of Professional Investors
8. Vladimir Vladimirovich Dudchenko - Financial Director of LLC "SoftBCom"
9. Oleg Romanovich Fedorov - Adviser to Head of the Federal Agency for State Property Management (Rosimushchestvo) as a public service
10. Oleg Yuryevich Isaev - General Director of IDGC of Centre, JSC
11. Marina Alexandrovna Lavrova - Head of SDC Economy Office of Economic Planning and Budgeting Department of JSC «Russian Grids»
12. Denis Alexandrovich Malkov - Director of Electricity Balances and Metering Department of JSC «Russian Grids»
13. Yury Nikolayevich Mangarov - Top Adviser of JSC «Russian Grids»
14. Yury Nikolayevich Pankstyanov - Director of Tariff Policy Department of JSC «Russian Grids»
15. Nikolay Borisovich Piotrovich - Deputy Head of the Directorate of Organizing the Activities of Management Bodies of JSC «Russian Grids»
16. Alexey Viktorovich Rakov - Director of Sale of Electric Grid Services and Interaction with Stakeholders of Electricity Markets Department of JSC «Russian Grids»

17. Maxim Mikhailovich Saukh - Head of Corporate Governance Office of Corporate Governance and Interaction with Shareholders and Investors Department of JSC «Russian Grids»
18. Tatiana Alexandrovna Seliverstova - Head of Securities and Information and Analytical Support Section of Corporate Governance and Interaction with Shareholders and Investors Department of JSC «Russian Grids»
19. Andrey Nikolayevich Kharin - Deputy Director of Corporate Governance, Pricing Environment and Supervisory Work in the Fuel and Energy Industry Department of the Ministry of Energy of Russia
20. Natalia Ilyinichna Erpsheer - Head of Organizational Development Office of Personnel Policy and Organizational Development Department of JSC «Russian Grids»
21. Tatiana Petrovna Dronova - ZAO "Investment Holding "Energy Alliance", Deputy General Director for Strategy and Development

** - in accordance with item 16.1. of Article 16 of the Articles of Association of IDGC of Centre the Board of Directors of the Company consists of 11 (Eleven) persons.*

ITEM 3: Election of members of the Audit Commission of the Company.

DRAFT RESOLUTION:

To elect the following Company's Audit Commission:

1. Igor Nikolayevich Repin - Deputy Executive Director of Association of Professional Investors
2. Svetlana Anatolyevna Kim - Head of Audit Activities and Internal Audit Office of Internal Audit and Control Department of JSC «Russian Grids»
3. Oxana Alexeevna Medvedeva - Head of General Audit and Audit Activities Section of Audit Activities and Internal Audit Office of Internal Audit and Control Department of JSC «Russian Grids»
4. Sergey Ivanovich Ochikov - Leading Expert of General Audit and Audit Activities Section of Audit Activities and Internal Audit Office of Internal Audit and Control Department of JSC «Russian Grids»
5. Sergey Vladimirovich Malyshev - Leading Expert of Audit Activities and Internal Audit Office of Internal Audit and Control Department of JSC «Russian Grids»
6. Tatiana Viktorovna Zaitseva - Principal Expert of Methodology Section of Control and Risk Office of Internal Audit and Control Department of JSC «Russian Grids»

** - in accordance with item 24.1. of Article 24 of the Articles of Association of IDGC of Centre the Audit Commission of the Company consists of 5 (Five) persons.*

ITEM 4: On approval of the Company's Auditor.

DRAFT RESOLUTION: To approve RSM RUS as the Company's Auditor.

ITEM 5: On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company.

DRAFT RESOLUTION:

Subparagraph 24 of paragraph 15.1 of the Articles of Association to amend as follows:

«preliminary approval of one or more interconnected transactions of the Company related to the placement or possibility of the placement of funds in credit institutions in the form of deposits (bank deposits) in the amount of more than 1 billion rubles;».

ITEM 6: On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company.

DRAFT RESOLUTION:

Subparagraph 24 of paragraph 15.1 of the Articles of Association to amend as follows:

«preliminary approval of one or more interconnected transactions of the Company relating to the acquisition or possible acquisition of options, notes, investment shares of mutual funds and/or

bonds worth more than 1 billion rubles;».

ITEM 7: On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company.

DRAFT RESOLUTION:

Subparagraph 24 of paragraph 15.1 of the Articles of Association to amend as follows:

«preliminary approval of one or more interconnected transactions of the Company relating to the transfer or possibility of the transfer of property by the Company in trust management worth more than 1 billion rubles;».

ITEM 8: On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company.

DRAFT RESOLUTION:

Subparagraph 24 of paragraph 15.1 of the Articles of Association to amend as follows:

«preliminary approval of one or more interconnected transactions of the Company relating to the receipt or possibility of the receipt of bank guarantees by the Company in the amount of more than 1 billion rubles;».

ITEM 9: On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company.

DRAFT RESOLUTION:

To amend the Articles of Association of the Company by adopting the Articles of Association of the Company in a new edition.

ITEM 10: On approval of the Regulation on the General Meeting of Shareholders of the Company in a new edition.

DRAFT RESOLUTION:

To approve the Regulation on the General Meeting of Shareholders of the Company in a new edition.

ITEM 11: On approval of the Regulation on the Board of Directors of the Company in a new edition.

DRAFT RESOLUTION:

To approve the Regulation on the Board of Directors of the Company in a new edition.

ITEM 12: On approval of the Regulation on the Audit Commission of the Company in a new edition.

DRAFT RESOLUTION:

To approve the Regulation on the Audit Commission of the Company in a new edition.

ITEM 13: On approval of the Regulation on the Management Board of the Company in a new edition.

DRAFT RESOLUTION:

To approve the Regulation on the Management Board of the Company in a new edition.

ITEM 14: On approval of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition.

DRAFT RESOLUTION:

1. To approve the Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition.

2. To establish that this Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition is applicable to members of the Board of Directors, elected at the present and future General Meetings of Shareholders of the Company.

ITEM 15: On approval of the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition.

DRAFT RESOLUTION:

To approve the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition.

ITEM 16: On approval of the liability insurance contract of directors and officers of the Company, which is a related party transaction.

DRAFT RESOLUTION:

1. To determine the price of the liability insurance contract of directors and officers, concluded between the Company and the preferred bidder determined by the results of procurement procedures to select an insurance company, which is a related party transaction, in the amount of the insurance premium, which is not more than 2 600 000 (two million six hundred thousand) rubles.

2. To approve the liability insurance contract of directors and officers between the Company and the preferred bidder determined by the results of procurement procedures to select an insurance company (hereinafter - the Agreement), which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

the Company - «the Insured Party»;

The preferred bidder determined by the results of procurement procedures to select an insurance company - «the Insurer».

The Insured:

- the Company;
- The Insured persons: any natural or a legal person who, in particular, was, is or becomes: a member of the board of directors, supervisory board or another similar body of the Company irrespective of its denomination in any jurisdiction, chief executive officer of the Company (General Director), deputy chief executive officer (First Deputy General Director, Deputy General Director) of the Company, a member of the Management Board of the Company, chief accountant of the Company.

The Insured Persons: any third parties, who may incur losses and the Insured.

Scope of the Agreement: The Insurer agrees upon the occurrence of any of the specified in the Agreement insurance claims to pay in accordance with the Agreement insurance compensation (depending on the situation) to the corresponding Insured and/or any other person entitled to such compensation.

Object of insurance:

In terms of the insurance liability of the Insured - the property interests of the Insured related to the emergence with such Insured of the obligation to compensate the losses incurred by other persons.

In terms of the insurance of any costs of the Insured - the property interests of the Insured related to incurring and/or the need to incurring any costs.

In terms of the insurance of costs of the Company under the insurance coverage B - the property interests of the Company, related to the reimbursement of any costs to the Company.

Event insured:

In terms of the liability insurance of the Insured - the onset of the following circumstances:

(a) the emergence with the Insured in accordance with the applicable law of the obligation to compensate any losses incurred by other persons in connection with any wrongful act of the Insured, and

(b) the presentation to the Insured any claim in connection with the losses of other persons specified in para. (A) above.

In terms of the insurance of any expenses of the Insured - presentation of any claim to the Insured, which necessarily leads to any cost of the Insured, even if such costs have not actually been incurred.

In terms of the insurance of costs of the Company under the insurance coverage B - the Company incurring any expenses/costs for the reimbursement of the Company of any loss to any

Insured person and/or any other person acting on behalf of the Insured person and/or for the benefit of any Insured person in connection with any claim brought against any Insured person and/or liability arising of any Insured person for any losses incurred by other persons, even if such losses have not actually been incurred.

Insurance coverage:

Insurance coverage A - the Insurer agrees to pay for any losses arising from any claim, which was first presented to any Insured person during the Policy Period or Discovery Period except in cases where the Company has reimbursed such losses (within such reimbursement);

Insurance coverage B - the Insurer agrees to pay the Company any losses associated with any claim, which was first presented to any Insured person during the Policy Period or Discovery Period;

Insurance coverage C - the Insurer agrees to pay any damages in connection with any claim for securities, which was first presented to the Company during the Policy Period or Discovery Period.

Exclusions from the insurance coverage:

The Agreement does not cover claims relating to:

- receipt by a certain Insured Person of income or benefits for which the Insured Person had no lawful right;
- committing by a certain Insured Person any deliberate criminal or malicious act, deliberate error or omission or any willful or intentional violation of the law;
- bodily injuries and damage to property;
- previous claims and circumstances;
- environmental pollution;
- pension and social programs;
- claims brought by one Insured to another Insured in the U.S. and Canada.

Total limit of liability: for all the Insured under all claims not less than 1 500 000 000 (One billion five hundred million) rubles.

Additional limit of liability: for each independent director is not less than 50 000 000 (fifty million) rubles provided that the aggregate limit of liability for all independent directors in the aggregate amount is not more than 250 000 000 (two hundred and fifty million) rubles.

Franchises:

- not more than 5 000 000 (five million) rubles - in relation to claims under securities, filed in the U.S. or Canada (coverage C);
- not more than 4 000 000 (four million) rubles - in relation to claims under securities, filed in other countries (coverage C);
- not more than 2 500 000 (two million five hundred thousand) rubles - for the remaining claims filed in the United States or Canada (coverage B);
- not more than 2 500 000 (two million five hundred thousand) rubles - for the remaining claims filed in other countries (coverage B).

Insurance period (validity of the Agreement): 12 months.

Continuity date – 17.12.2004.

Discovery Period:

- 60 days after the end of the insurance period automatically, without payment of an additional premium;
- 1 year subject to payment of an additional premium in the amount of not more than 100% of the premium under the Agreement.

The Agreement shall enter into force upon signature and shall be valid until the expiration of the period of insurance, and if there is a discovery period - before the expiration of the applicable discovery period.