

MINUTES No. 01/15
of the Annual General meeting of shareholders
of “Interregional Distribution Grid Company of Centre”, Joint-Stock Company
held in the form of meeting on 25 June 2015

Date of drawing up the minutes: «26» June 2015

Full name of the Company:	Interregional Distribution Grid Company of Centre, Joint-Stock Company
Location of the Company:	Russian Federation, Moscow, 2nd Yamskaya, 4
Type of the General meeting	Annual
Form of holding of the Meeting:	Meeting (joint presence of shareholders to discuss the agenda items and decision-making on matters put to the vote)
Date of the Meeting holding:	25 June 2015
Venue of the General meeting holding:	171, Dmitrovskoe highway, Moscow (hotel complex «Holiday Inn Vinogradovo», conference-centre)
Opening time of registration of persons entitled to participate in the General Meeting:	09 hours 00 minutes
Opening of the General Meeting:	10 hours 00 minutes
Registration closing time of persons eligible to participate in the General Meeting	11 hours 00 minutes
Start of the vote counting:	11 hours 20 minutes
Closing of the General Meeting	13 hours 50 minutes
Record date of the list of persons eligible to participate in the General Meeting:	20 May 2015
Completed voting ballots were sent to the following postal addresses:	1) 127018, Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre; 2) 115172, Russia, Moscow, p/o box 4, Reestr-RN LLC.

Voting results were declared at the Meeting on 25 June 2015 at 13 hours 20 minutes.

Person presiding at the Annual General Meeting of Shareholders - Deputy Chairperson of the Board of Directors of IDGC of Centre, Top Adviser of JSC «Russian Grids»
Yury Nikolayevich Mangarov

Presidium of the Annual General Meeting of Shareholders:

Oleg Yuryevich Isaev - Member of the Board of Directors, Chairman of the Management Board, General Director of IDGC of Centre

Konstantin Alexandrovich - Member of the Management Board, First

Mikhailik Andrey Alexandrovich Demin	Deputy General Director of IDGC of Centre First Deputy General Director for Economy and Finance of JSC «Russian Grids»
Sergey Yuryevich Rumyantsev	- Member of the Management Board, Deputy General Director for Economy and Finance of IDGC of Centre
Alexander Viktorovich Pilyugin	Deputy Chairman of the Management Board, First Deputy General Director – Chief Engineer of IDGC of Centre
Secretary of the Annual General Meeting of Shareholders	- Corporate Secretary of IDGC of Centre Svetlana Vladimirovna Lapinskaya
Tabulation Commission of the Annual General Meeting of Shareholders	- Reestr-RN LLC, Registrar’s location: 115172, Russia, Moscow, p/o box 4, as presented by Chairman of the Tabulation Commission Valery Vasilyevich Filipenko – Deputy General Director of Reestr-RN LLC

Agenda of the Annual General Meeting of Shareholders of IDGC of Centre:

1. On approval of the Annual Report, the annual accounting statements, as well as the distribution of profits and losses of the Company (including the dividend payment) following the results of fiscal year 2014.
2. On election of members of the Board of Directors of the Company.
3. On election of members of the Audit Commission of the Company.
4. On approval of the Auditor of the Company.
5. On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company.
6. On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company.
7. On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company.
8. On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company.
9. On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company.
10. On approval of the Regulation on the General Meeting of Shareholders of the Company in a new edition.
11. On approval of the Regulation on the Board of Directors of the Company in a new edition.
12. On approval of the Regulation on the Audit Commission of the Company in a new edition.
13. On approval of the Regulation on the Management Board of the Company in a new edition.
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.

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.

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

In accordance with paragraph 10.10 of Article 10 of the Articles of Association of the Company, and paragraph 7.2 of Article 7 of the Regulations “On the procedure of preparation and holding of the General Meeting of Shareholders of IDGC of Centre” the presiding functions at the General Meeting of Shareholders were performed by Deputy Chairperson of the Board of Directors of IDGC of Centre - Yury Nikolayevich Mangarov.

In accordance with paragraph 7.6 of Article 7 of the Regulations “On the procedure of preparation and holding of the General Meeting of Shareholders of IDGC of Centre” Svetlana Vladimirovna Lapinskaya - Corporate Secretary of IDGC of Centre was elected as the Secretary of the Annual General Meeting of Shareholders of IDGC of Centre by the decision of the Board of Directors of the Company on 18.05.2015.

In accordance with paragraph 1 of Article 56 of Federal Law “On Joint Stock Companies” dated 26.12.1995 № 208-FZ (in the current edition) and paragraph 11.3 of Article 11 of the Articles of Association of the Company the Company's Registrar - Reestr-RN LLC is performing the functions of the Tabulation Commission at the Annual General Meeting of Shareholders of IDGC of Centre. Chairman of the Tabulation Commission - Valery Vasilyevich Filipenko – Deputy General Director of Reestr-RN LLC, acting on the basis of power of attorney dated 24.06.2015 № 02062421.

In accordance with Article 51 of the Federal Law “On Joint Stock Companies” the decision of the Board of Directors of IDGC of Centre dated 07.05.2015 established that 20.05.2015 is the record date of the list of persons entitled to participate in the Annual General Meeting of Shareholders.

Y.N. Mangarov, presiding at the Annual General meeting gave the floor to Chairman of the Tabulation Commission – V.V. Filipenko to declare the results of registration as of 10 hours 00 minutes and to explain the order of voting on the agenda items.

Total number of placed shares of IDGC of Centre that had voting power at the annual General meeting of shareholders amounted to **42 217 941 468**. Persons, who participated in the annual General meeting of shareholders (with regard to registration held by Reestr-RN LLC as of 10 hours 00 minutes) had **37 642 815 207** votes according to number of ordinary shares held by them.

In accordance with the requirements of item 1 of Article 58 of the Federal Law “On Joint-Stock Companies” and item 11.10. of Article 11 of the Company’s Articles of Association the quorum is present and the annual General meeting of shareholders of IDGC of Centre is entitled to take decisions on all items of the agenda.

Y.N. Mangarov, presiding at the Annual General meeting announced the Annual General Meeting of Shareholders of IDGC of Centre open and read the agenda and rules of procedure of the Annual General Meeting of shareholders of IDGC of Centre.

After that, Y.N. Mangarov, presiding at the Annual General meeting, gave floor to A.A. Demin - First Deputy General Director for Economy and Finance of JSC «Russian Grids» to sum up the results of the Company's activity for the reporting period.

Next, in accordance with the agenda and rules of procedure of the Meeting of shareholders:

1. HEARD a report of Oleg Yuryevich Isaev – Chairman of the Management Board, General Director of IDGC of Centre - regarding item # 1 «On approval of the Annual Report, the annual accounting statements, as well as the distribution of profits and losses of the Company (including the dividend payment) following the results of fiscal year 2014» in regards with *approval of the annual report for the fiscal year of 2014:*

The report on item #1 of the Meeting's agenda is kept in the materials for the Meeting.

The speaker informed that the annual report of the Company was previously approved and recommended for approval by the Annual General Meeting of Shareholders by the Company's Board of Directors on 18.05.2015.

General Director of IDGC of Centre, O.Y. Isaev, presented to shareholders the Company's performance in the following areas:

- the main outcome of 2014;
- strategic development;
- features of grid assets;
- operating highlights;
- retail activities;
- financial performance;
- cost management;
- procurement and investment activities;
- corporate governance;
- social responsibility;
- investment highlights.

The annual report of IDGC of Centre following the results of 2014 is attached (Appendix 1).

HEARD a co-report of Sergey Yuryevich Rumyantsev – Member of the Management Board of IDGC of Centre, Deputy General Director for Economy and Finance of IDGC of Centre - regarding item # 1 «On approval of the Annual Report, the annual accounting statements, as well as the distribution of profits and losses of the Company (including the dividend payment) following the results of fiscal year 2014» in regards *approval of the annual accounting statements, as well as the distribution of profit (including payment of dividends) and losses of the Company following the results of the fiscal year of 2014.*

The co-report on item #1 of the Meeting's agenda is kept in the materials for the Meeting.

The speaker informed that the annual accounting statements for 2014 were previously approved and recommended for approval to the Annual General Meeting of Shareholders by the Company's Board of Directors on 18.05.2015.

The accuracy of the financial (accounting) statements of the Company for 2014 and compliance of accounting procedures in all material respects with the legislation of the Russian Federation were confirmed on 02.03.2015 by the Company's auditor's opinion - Ernst and Young LLC, approved by the Annual General Meeting of Shareholders on 26.06.2014.

The Audit Committee of the Board of Directors acknowledged the audit report in compliance with the Federal rules (standards) of auditing.

The Audit Commission in its report dated 08.05.2015 on the audit results of the financial and economic activities of the Company for 2014 also confirmed that the Company's accounting statements for 2014 present fairly, in all material respects, the financial position of IDGC of Centre as at 31.12.2014 and the results of financial and economic activities of IDGC of Centre for 2014.

The annual accounting statements of IDGC of Centre for 2014 are attached (Appendix 2).

In regards with *the distribution of profit (including dividends) and losses of the Company following the results of the fiscal year of 2014*, S.Y. Rumyantsev said as follows:

The distribution of profit of the Company following the results of fiscal year 2014 was approved and recommended for approval to the Annual General Meeting of Shareholders by the Company's Board of Directors on 18.05.2015

The Company's Board of Directors also recommended to the Annual General Meeting of Shareholders to pay dividends on ordinary stocks of the Company following the results of 2014 in the amount of 0,0197 RUB per ordinary share of the Company in cash to a nominal holder and a beneficial owner being a professional securities market participant within 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.

Regarding item # 1 of the Meeting's agenda the draft decision is presented in voting ballot # 1.

In accordance with item 2 of Article 49 of the Federal Law "On Joint-Stock Companies" and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

2. HEARD a report of Olga Alexandrovna Kharchenko – Acting Deputy General Director for Corporate Governance of IDGC of Centre - regarding item # 2 «On election of members of the Board of Directors of the Company»:

The report on item #2 of the Meeting's agenda is kept in the materials for the Meeting.

21 candidates were included in the voting ballot.

In accordance with item 16.1 of Article 16 of the Articles of Association of the Company the number of members of the Board of Directors of the Company shall be 11 (eleven) persons.

The speaker read out the 21 candidates for the Board of Directors nominated by shareholders of IDGC of Centre (JSC “Russian Grids”, Company “Genhold Limited”, Company “IMMENSO ENTERPRISES LIMITED”, Company “Energosouz Holdings Limited”), who the Board of Directors in accordance with paragraph 1 of Article 53 of the Federal Law “On Joint Stock Companies” at its meeting on 06.03.2015 included in the list for voting on the item «On election of members of the Board of Directors of the Company».

O.A. Kharchenko also reported that the Personnel and Remuneration Committee of the Board of Directors of the Company gave a preliminary assessment of the candidates for the Board of Directors.

The results of the preliminary assessment of the candidates for the Board of Directors confirm that the proposed nominees to the Board of Directors are sufficiently independent from the Company's management to make objective and independent judgment regarding the current operations of the Company, and are able to critically evaluate the current work of the management.

Written consent of the candidates, nominated for election to the Board of Directors of IDGC of Centre, is available.

Regarding item # 2 of the Meeting's agenda the draft decision is presented in voting ballot # 2.

According to item 4 of Article 66 of the Federal Law “On Joint Stock Companies” the election of members of the Board of Directors is made by cumulative voting. The candidates with the highest number of votes are considered elected.

3. HEARD a report of Sergey Yuryevich Rumyantsev – regarding item # 3 «On election of members of the Audit Commission of the Company»:

The report on item #3 of the Meeting's agenda is kept in the materials for the Meeting.

6 candidates were included in the voting ballot.

In accordance with paragraph 24.1 of Article 24 of the Articles of Association of the Company the number of members of the Audit Commission shall be 5 (five) persons.

The speaker read out the 6 candidates for the Audit Commission of the Company nominated by shareholders of IDGC of Centre - (JSC “Russian Grids”, Company “Genhold Limited”), who the Board of Directors in accordance with paragraph 1 of Article 53 of the Federal Law “On Joint Stock Companies” at its meeting on 06.03.2015 included in the list for voting on the item «On election of members of the Audit Commission of the Company».

S.Y. Rumyantsev also reported that all the candidates to the Audit Commission of the Company have higher education, extensive experience in organizing and conducting audits, have a high level of knowledge and skills in management, law, economics and financial management.

Written consent of the candidates, nominated for election to the Audit Commission of IDGC of Centre, is available.

Regarding item # 3 of the Meeting's agenda the draft decision is presented in voting ballot # 3.

In accordance with item 2 of Article 49 of the Federal Law "On Joint-Stock Companies" and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

4. HEARD a report of Sergey Yuryevich Rumyantsev - regarding item # 4 «On approval of the Auditor of the Company»:

The report on item #4 of the Meeting's agenda is kept in the materials for the Meeting.

The Board of Directors of IDGC of Centre at the meeting, held on 18.05.2015, reviewed the auditor's nomination and proposed to the Annual General Meeting of Shareholders for audit and confirmation of the annual financial statements for fiscal year 2015 to approve RSM RUS as the Company's Auditor.

After that the speaker reported on the nomination as the Company's Auditor.

Regarding item # 4 of the Meeting's agenda the draft decision is presented in voting ballot # 1.

In accordance with item 2 of Article 49 of the Federal Law "On Joint-Stock Companies" and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

5-9. HEARD a report of Olga Alexandrovna Kharchenko – regarding items ##5 - 9 «On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company:

The report regarding items ##5-9 of the Meeting's agenda is kept in the materials for the Meeting.

O.A. Kharchenko said that in addition to changes in the Articles of Association, proposed for inclusion in the agenda of the General Meeting of Shareholders by the Company's shareholder - Company «Genhold Limited» (06.03.2015), the Board of Directors of the Company on 18.05.2015 proposed for approval to the Annual General Meeting of the Shareholders the Articles of Association of the Company in the new edition.

The draft of the Articles of Association considers including the proposals of the shareholder Company «Genhold Limited», and changes in corporate legislation since the adoption of the Articles of Association of IDGC of Centre at the Annual General Meeting of Shareholders on 26.06.2014.

The changes to the Articles of Association as a new edition of the Articles of Association are attached (Appendix 3).

Regarding items ## 5-9 of the Meeting's agenda the draft decisions are presented in voting ballot # 4.

In accordance with item 4 of Article 49 of the Federal Law “On Joint-Stock Companies” and item 10.5 of Article 10 of the Articles of Association of IDGC of Centre the decision on the item is taken by three-fourths majority of votes of shareholders - owners of voting shares of the Company participating in the Meeting.

10-15. HEARD a report of Olga Alexandrovna Kharchenko – regarding items ## 10-15: «On approval of the Regulation on the General Meeting of Shareholders of the Company in a new edition», «On approval of the Regulation on the Board of Directors of the Company in a new edition», «On approval of the Regulation on the Audit Commission of the Company in a new edition», «On approval of the Regulation on the Management Board of the Company in a new edition», «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», «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».

The report regarding items ##10-15 of the Meeting’s agenda is kept in the materials for the Meeting.

O.A. Kharchenko said that new edition of internal documents were proposed for approval to the Annual General Meeting of Shareholders by the Board of Directors of the Company on 18.05.2015.

It is proposed to amend the internal documents both relating to the 2014 amendments to the Federal Law "On Joint Stock Companies", the Civil Code of the Russian Federation and the changes taking into account the requirements of the Code of Corporate Governance.

The new editions of the Regulation on the General Meeting of Shareholders of the Company, the Regulation on the Board of Directors of the Company, the Regulation on the Audit Commission of the Company, the Regulation on the Management Board of the Company, the Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company, the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company are attached (Appendices 4-9).

Regarding items ## 10-15 of the Meeting’s agenda the draft decisions are presented in voting ballot # 5.

In accordance with item 2 of Article 49 of the Federal Law “On Joint-Stock Companies” and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre the decisions on the items are taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

16. HEARD a report of Sergey Yuryevich Rummyantsev - regarding item # 16 «On approval of the liability insurance contract of directors and officers of the Company, which is a related party transaction»:

The report on item #16 of the Meeting’s agenda is kept in the materials for the Meeting.

The speaker informed that this item is considered as proposed by the Board of Directors of the Company, which, at its meeting on 18.05.2015 recommended to the

Annual General Meeting of Shareholders of the Company to approve the liability insurance contract of directors and officers, which is a related party transaction.

Then S.Y. Rumyantsev clarified that conclusion of the liability insurance contract of directors and officers will help protect the property interests of the Company and members of its management bodies.

Regarding item # 16 of the Meeting's agenda the draft decision is presented in voting ballot # 6.

In accordance with item 4 of Article 83 of the Federal Law "On Joint-Stock Companies" and item 10.5 of Article 10 of the Articles of Association of IDGC of Centre the decision on the item is taken by a majority of votes of all shareholders - owners of voting shares being not related parties.

After the reports on the items of the agenda, Y.N. Mangarov, presiding at the Annual General Meeting of Shareholders, read out the questions in writing forwarded to the Secretary of the Meeting from shareholders (representatives of shareholders): L.A. Sevalneva (a representative of shareholder E.T. Kresteleva), O.V. Davydenko, A.Y. Martyanov, O.A. Orlova (a representative of shareholder N.I. Utochkin), S.A. Anardovich, G.Y. Ochkova (a representative of shareholder I.M. Polyakov), T.N. Palagina (a representative of shareholder I.B. Mukhina) and gave the floor to the Company's management to answer them.

After the answers to the questions, Y.N. Mangarov, presiding at the Annual General Meeting of Shareholders, informed that all the items of the agenda of the Meeting of shareholders were considered and gave the floor to the Chairman of the Tabulation Commission – V.V. Filipenko to inform the persons, present at the meeting, on the number of votes held by the persons registered (participating) in the general meeting at that moment.

At 11 hours 20 minutes the start of voting was announced.

11 hours 50 minutes was determined to be the time of end of taking ballots from shareholders and a technical break was declared to count the votes.

After completion of the technical break, Y.N. Mangarov, presiding at the Annual General Meeting of Shareholders, gave the floor to the Chairman of the Tabulation Commission, V.V. Filipenko, to announce the voting results and decisions taken by the Shareholders Meeting.

The Chairman of the Tabulation Commission, V.V. Filipenko, announced the voting results and decisions taken by the Meeting.

After that Y.N. Mangarov, presiding at the Annual General Meeting, announced the decisions taken by the Meeting of Shareholders.

ITEMS PUT TO THE VOTE AND VOTING RESULTS ON EACH ITEM OF THE AGENDA:

On item 1 of the agenda:

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.

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	42 217 941 468
Number of votes for cumulative voting, owned by the persons on this item, who participated in the meeting	37 642 815 207
Quorum on this item (%)	89,16

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	37 021 329 255
«AGAINST»	421 154 681
«ABSTAINED»	69 748 297

Number of votes in ballots declared invalid	123 664 311
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Decision is taken.

On item 2 of the agenda:

To elect the following Company's Board of Directors:

Item #	Candidate for the Board of Directors of the Company	Position, Place of Employment of the Candidate for the Board of Directors of the Company (at the moment of nomination)
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

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	464 397 356 148
Number of votes for cumulative voting, owned by the persons on this item, who participated in the meeting	414 070 967 277
Quorum on this item (%)	89,16

Number of votes, cast for each candidate, as chosen the voting option «FOR»:

Item #	Candidate's full name	Number of votes for cumulative voting
«FOR», distribution of votes for candidates		
1	Alexander Grigoryevich Starchenko	11 748 030
2	Sergey Vladimirovich Chebotarev	4 771 008
3	Alexander Markovich Branis	34 196 751 097
4	Denis Alexandrovich Spirin	1 607 596
5	Roman Alexeyevich Filkin	34 135 352 283
6	Denis Viktorovich Kulikov	1 348 962
7	Alexander Viktorovich Shevchuk	34 534 749 948
8	Vladimir Vladimirovich Dudchenko	1 017 835

9	Oleg Romanovich Fedorov	6 522 993
10	Oleg Yuryevich Isaev	42 392 251 944
11	Marina Alexandrovna Lavrova	2 335 335
12	Denis Alexandrovich Malkov	33 186 201 928
13	Yury Nikolayevich Mangarov	33 183 141 798
14	Yury Nikolayevich Pankstyanov	33 183 628 023
15	Nikolay Borisovich Piotrovich	534 277
16	Alexey Viktorovich Rakov	32 523 045 312
17	Maxim Mikhailovich Saukh	33 183 839 117
18	Tatiana Alexandrovna Seliverstova	3 867 835
19	Andrey Nikolayevich Kharin	33 187 096 246
20	Natalia Ilyinichna Erpsher	33 183 215 867
21	Tatiana Petrovna Dronova	33 537 897 275
«AGAINST» all candidates		0
«ABSTAINED» for all candidates		2 141 651 864

Number of votes in ballots declared invalid	151 522 338
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Eleven candidates with the highest number of votes are considered to be elected to the Board of Directors of IDGC of Centre.

Decision is taken.

On item 3 of the agenda:

To elect the following Company's Audit Commission:

Item #	Candidate for the Audit Commission of the Company	Position, Place of Employment of the Candidate for the Audit Commission of the Company (at the moment of nomination)
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»

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	42 217 941 468
Number of votes for cumulative voting, owned by the persons on this item, who participated in the meeting	37 642 815 207
Quorum on this item (%)	89,16

Number of votes cast for each voting option for each candidate:

#	Candidate's full	FOR	AGAINST	ABSTAINED	WERE NOT COUNTED
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	name				since the ballots were recognized invalid, and for other reasons
1	Igor Nikolayevich Repin	13 687 578 068	2 269 415 940	21 474 875 387	93 369 337
2	Svetlana Anatolyevna Kim	23 548 117 604	9 914 529 903	4 031 675 833	30 915 392
3	Oxana Alexeevna Medvedeva	23 549 529 428	9 914 372 712	4 031 243 737	30 092 855
4	Sergey Ivanovich Ochikov	24 465 184 389	8 997 455 133	4 031 131 775	31 467 435
5	Sergey Vladimirovich Malyshev	24 466 188 066	8 997 288 373	4 031 103 359	30 658 934
6.	Tatiana Viktorovna Zaitseva	23 547 597 569	9 912 683 568	3 841 661 347	223 296 248

Five candidates with the highest number of votes are considered to be elected to the Audit Commission of IDGC of Centre.

Decision is taken.

On item 4 of the agenda:

To approve RSM RUS as the Company's Auditor.

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	42 217 941 468
Number of votes for cumulative voting, owned by the persons on this item, who participated in the meeting	37 642 815 207
Quorum on this item (%)	89,16

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	26 026 230 116
«AGAINST»	8 997 442 572
«ABSTAINED»	2 489 367 040

Number of votes in ballots declared invalid	122 856 816
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Decision is taken.

On item 5 of the agenda:

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;».

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	42 217 941 468
Number of votes for cumulative voting, owned by the persons on this item, who participated in the meeting	37 642 815 207
Quorum on this item (%)	89,16

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	13 774 698 179
«AGAINST»	23 662 101 956
«ABSTAINED»	78 553 077

Number of votes in ballots declared invalid	10 551 034
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Decision NOT taken.

On item 6 of the agenda:

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;».

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	42 217 941 468
Number of votes for cumulative voting, owned by the persons on this item, who participated in the meeting	37 642 815 207
Quorum on this item (%)	89,16

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	13 775 334 466
«AGAINST»	23 662 132 366
«ABSTAINED»	77 915 958

Number of votes in ballots declared invalid	10 521 456
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Decision NOT taken.

On item 7 of the agenda:

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;».

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	42 217 941 468
Number of votes for cumulative voting, owned by the persons on this item, who participated in the meeting	37 642 815 207
Quorum on this item (%)	89,16

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	13 775 178 778
«AGAINST»	23 662 187 104
«ABSTAINED»	77 882 942

Number of votes in ballots declared invalid	10 655 422
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Decision NOT taken.

On item 8 of the agenda:

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;».

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	42 217 941 468
Number of votes for cumulative voting, owned by the persons on this item, who participated in the meeting	37 642 815 207
Quorum on this item (%)	89,16

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	13 775 526 640
«AGAINST»	23 656 478 366
«ABSTAINED»	83 377 784

Number of votes in ballots declared invalid	10 521 456
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Decision NOT taken.

On item 9 of the agenda:

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

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	42 217 941 468
Number of votes for cumulative voting, owned by the persons on this item, who participated in the meeting	37 642 815 207
Quorum on this item (%)	89,16

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	37 238 812 054
«AGAINST»	194 175 894
«ABSTAINED»	81 711 919

Number of votes in ballots declared invalid	11 204 379
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Decision is taken.

On item 10 of the agenda:

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

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	42 217 941 468
Number of votes for cumulative voting, owned by the persons on this item, who participated in the meeting	37 642 815 207
Quorum on this item (%)	89,16

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	26 987 439 401
«AGAINST»	10 335 064 456
«ABSTAINED»	192 756 485

Number of votes in ballots declared invalid	120 615 632
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Decision is taken.

On item 11 of the agenda:

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

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	42 217 941 468
Number of votes for cumulative voting, owned by the persons on this item, who participated in the meeting	37 642 815 207
Quorum on this item (%)	89,16

Number of votes cast for each voting option:

Voting options	Number of votes
« FOR »	26 987 960 053
« AGAINST »	10 335 500 782
« ABSTAINED »	191 925 358

Number of votes in ballots declared invalid	120 489 781
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Decision is taken.

On item 12 of the agenda:

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

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	42 217 941 468
Number of votes for cumulative voting, owned by the persons on this item, who participated in the meeting	37 642 815 207
Quorum on this item (%)	89,16

Number of votes cast for each voting option:

Voting options	Number of votes
« FOR »	27 102 827 348
« AGAINST »	10 335 064 456
« ABSTAINED »	77 317 168

Number of votes in ballots declared invalid	120 667 002
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Decision is taken.

On item 13 of the agenda:

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

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	42 217 941 468
Number of votes for cumulative voting, owned by the persons on this item, who participated in the meeting	37 642 815 207
Quorum on this item (%)	89,16

Number of votes cast for each voting option:

Voting options	Number of votes
« FOR »	27 102 720 373
« AGAINST »	10 335 064 456
« ABSTAINED »	77 639 479

Number of votes in ballots declared invalid	120 451 666
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Decision is taken.

On item 14 of the agenda:

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.

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	42 217 941 468
Number of votes for cumulative voting, owned by the persons on this item, who participated in the meeting	37 642 815 207
Quorum on this item (%)	89,16

Number of votes cast for each voting option:

Voting options	Number of votes
« FOR »	25 830 120 261
« AGAINST »	11 632 495 460
« ABSTAINED »	52 707 362

Number of votes in ballots declared invalid	120 552 891
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Decision is taken.

On item 15 of the agenda:

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

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	42 217 941 468
Number of votes for cumulative voting, owned by the persons on this item, who participated in the meeting	37 642 815 207
Quorum on this item (%)	89,16

Number of votes cast for each voting option:

Voting options	Number of votes
« FOR »	25 833 225 198
« AGAINST »	11 629 233 653
« ABSTAINED »	52 965 440

Number of votes in ballots declared invalid	120 451 683
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Decision is taken.

On item 16 of the agenda:

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.

Number of votes for cumulative voting, owned by the persons on this item, included into the list of persons, entitled to participate in the general meeting (owners of placed voting shares)	42 217 941 468
Number of votes, owned by all the persons on this item, included into the list of persons , entitled to participate in the general meeting, not related to this transaction	21 011 321 190
Number of votes, owned by the persons, not related to this transaction, who participated in the general meeting on this agenda item of the general meeting	16 436 341 706
Quorum on this item (%)	78,22

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	3 389 090 813
«AGAINST»	12 839 436 732
«ABSTAINED»	79 454 664

Number of votes in ballots declared invalid	10 888 116
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Decision NOT taken.

DECISIONS TAKEN BY THE MEETING:

On item 1 of the agenda:

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.

On item 2 of the agenda:

To elect the following Company's Board of Directors:

1. Oleg Yuryevich Isaev,
2. Alexander Viktorovich Shevchuk,
3. Alexander Markovich Branis,
4. Roman Alexeyevich Filkin,
5. Tatiana Petrovna Dronova,
6. Andrey Nikolayevich Kharin,
7. Denis Alexandrovich Malkov,
8. Maxim Mikhailovich Saukh,
9. Yury Nikolayevich Pankstyanov,
10. Natalia Ilyinichna Erpsher,
11. Yury Nikolayevich Mangarov

On item 3 of the agenda:

To elect the following Company's Audit Commission:

1. Sergey Vladimirovich Malyshev,
2. Sergey Ivanovich Ochikov,
3. Oxana Alexeevna Medvedeva,
4. Svetlana Anatolyevna Kim,
5. Tatiana Viktorovna Zaitseva

On item 4 of the agenda:

To approve RSM RUS as the Company's Auditor.

On item 9 of the agenda:

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

On item 10 of the agenda:

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

On item 11 of the agenda:

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

On item 12 of the agenda:

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

On item 13 of the agenda:

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

On item 14 of the agenda:

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».

On item 15 of the agenda:

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

After the announcement of the voting results and decisions taken by the Meeting of shareholders, Y.N. Mangarov, presiding at the Annual General Meeting, adjourned the Annual General Meeting of Shareholders of IDGC of Centre.

Appendices:

1. Minutes of voting results at the Annual General Meeting of Shareholders of IDGC of Centre dated 25.06.2015.
2. Minutes on quorum availability at the Annual General Meeting of Shareholders of IDGC of Centre dated 25.06.2015.
3. Annual report of IDGC of Centre following the results of.
4. Annual accounting statements of IDGC of Centre for 2014.
5. The Articles of Association of the Company in a new edition.
6. The Regulation on the General Meeting of Shareholders of the Company in a new edition.
7. The Regulation on the Board of Directors of the Company in a new edition.
8. The Regulation on the Audit Commission of the Company in a new edition.
9. The Regulation on the Management Board of the Company in a new edition.
10. The Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition.

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

12. The questions in writing from shareholders (representatives of shareholders) of IDGC of Centre: L.A. Sevalneva (a representative of shareholder E.T. Kresteleva), O.V. Davydenko, A.Y. Martyanov, O.A. Orlova (a representative of shareholder N.I. Utochkin), S.A. Anardovich, G.Y. Ochkova (a representative of shareholder I.M. Polyakov), T.N. Palagina (a representative of shareholder I.B. Mukhina) on the agenda items of the Meeting.

**Person, presiding
at the Annual General Meeting
of Shareholders of IDGC of Centre**

Y.N. Mangarov

**Secretary of the Annual
General Meeting
of Shareholders of IDGC of Centre**

S.V. Lapinskaya