



IDGC OF CENTRE

“INTERREGIONAL DISTRIBUTION GRID COMPANY OF CENTRE”, JOINT-STOCK COMPANY

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## MINUTES

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

«06» March 2015

Moscow

No. 04/15

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: **06.03.2015.**

### AGENDA:

1. On consideration of shareholders' proposals for the inclusion of items on the agenda of the Annual General Meeting of Shareholders and nomination of candidates for the management and control bodies of the Company.
2. On determination of the date of a meeting of the Board of Directors of the Company to consider issues related to the preparation for the Annual General Meeting of Shareholders of the Company.

**Item 1: On consideration of shareholders' proposals for the inclusion of items on the agenda of the Annual General Meeting of Shareholders and nomination of candidates for the management and control bodies of the Company.**

### Decision:

1. To include the following issues into the agenda of the Annual General Meeting of Shareholders of the Company:

Item #	Wording of the question proposed by the shareholder (s)	Wording of the resolution proposed by the shareholder (s)	Full name/ name of the shareholder (s)	Number of voting shares of the Company held by the shareholder (s) (in percentage terms)
1	On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company	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	Company «Genhold Limited»	15,00%

		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;»		
2	On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company	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;»	Company «Genhold Limited»	15,00%
3	On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company	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;»	Company «Genhold Limited»	15,00%
4	On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company	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;»	Company «Genhold Limited»	15,00%
5	On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company	Not provided	Company «Genhold Limited»	15,00%

2. To include the following nominees into the list of candidates for voting to be elected for the Board of Directors of the Company:

Item #	Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Board of Directors of the Company	Position, Place of Employment of the Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Board of Directors of the Company	Full name/name of the shareholder (s), who proposed to include the Candidate into the list for voting to be elected for the Board of Directors of the Company	Number of voting shares of the Company held by the shareholder (s) (in percentage terms)
1	Alexander Grigoryevich Starchenko	Vice-President for Power Engineering of NLMK	Company «IMMENSO ENTERPRISES LIMITED»	3,20%
2	Sergey Vladimirovich Chebotarev	Director for Energy Efficiency and Energy Markets of NLMK	Company «IMMENSO ENTERPRISES LIMITED»	3,20%
3	Alexander Markovich Branis	Prosperity Capital Management (Russian Federation) Ltd., Director	Company «Genhold Limited»	15,00%
4	Denis Alexandrovich Spirin	Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Director for Corporate Governance	Company «Genhold Limited»	15,00%
5	Roman Alexeyevich Filkin	Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Director for Corporate Governance	Company «Genhold Limited»	15,00%

		Federation) Ltd., Co-Director, power engineering, machine building		
6	Denis Viktorovich Kulikov	Nonprofit organization Association for Protection of rights of investors, Adviser to Executive Director	Company «Genhold Limited»	15,00%
7	Alexander Viktorovich Shevchuk	Nonprofit organization Association for Protection of rights of investors, Executive Director	Company «Genhold Limited»	15,00%
8	Vladimir Vladimirovich Dudchenko	Financial Director of LLC "SoftBCom"	Company «Genhold Limited»	15,00%
9	Oleg Romanovich Fedorov	Adviser to Head of the Federal Agency for State Property Management (Rosimushchestvo) as a public service	Company «Genhold Limited»	15,00%
10	Oleg Yuryevich Isaev	General Director of IDGC of Centre, JSC	JSC «Russian Grids»	50,23%
11	Marina Alexandrovna Lavrova	Head of SDC Economy Office of Economic Planning and Budgeting Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
12	Denis Alexandrovich Malkov	Director of Electricity Balances and Metering Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
13	Yury Nikolayevich Mangarov	Top Adviser of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
14	Yury Nikolayevich Pankstyanov	Director of Tariff Policy Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
15	Nikolay Borisovich Piotrovich	Deputy Head of the Directorate of Organizing the Activities of Management Bodies of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
16	Alexey Viktorovich Rakov	Director of Sale of Electric Grid Services and Interaction with Stakeholders of Electricity Markets Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
17	Maxim Mikhailovich Saukh	Head of Corporate Governance Office of Corporate Governance and Interaction with Shareholders and Investors Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
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»	JSC «Russian Grids»	50,23%
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	JSC «Russian Grids»	50,23%
20	Natalia Ilyinichna Erpsher	Head of Organizational Development Office of Personnel Policy and Organizational Development Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
21	Tatiana Petrovna Dronova	ZAO "Investment Holding "Energy Alliance", Deputy General Director for Strategy and Development	Company «Energosouz Holdings Limited»	2,73%

3. To include the following nominees into the list of candidates for voting to be elected for the Audit Commission:

Item #	Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company	Position, Place of Employment of the Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company	Full name/name of the shareholder (s), who proposed to include the Candidate into the list for voting to be elected for the Audit	Number of voting shares of the Company held by the shareholder (s) (in
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			<b>Commission of the Company</b>	<b>percentage terms)</b>
1	Igor Nikolayevich Repin	Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director	Company «Genhold Limited»	15,00%
2	Svetlana Anatolyevna Kim	Head of Audit Activities and Internal Audit Office of Internal Audit and Control Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
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»	JSC «Russian Grids»	50,23%
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»	JSC «Russian Grids»	50,23%
5	Sergey Vladimirovich Malyshev	Leading Expert of Audit Activities and Internal Audit Office of Internal Audit and Control Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%
6	Tatiana Viktorovna Zaitseva	Principal Expert of Methodology Section of Control and Risk Office of Internal Audit and Control Department of JSC «Russian Grids»	JSC «Russian Grids»	50,23%

#### **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. **Pavel Nikolayevich Snikkars** - «FOR»
8. **Vladimir Vladimirovich Sofyin** - «FOR»
9. **Roman Alexeyevich Filkin** - «FOR»
10. **Oxana Vladimirovna Shatokhina** - «FOR»
11. **Natalia Ilyinichna Erpsheer** - «FOR»

#### **Total:**

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

**Decision is taken.**

**Item 2: On determination of the date of a meeting of the Board of Directors of the Company to consider issues related to the preparation for the Annual General Meeting of Shareholders of the Company.**

#### **Decision:**

To determine the date of meetings of the Board of Directors of the Company held to consider issues relating to the preparation for the Annual General Meeting of Shareholders of the Company (including the determination of the date, time and place of the AGM; making the agenda for the AGM; the definition of the record date of the list of persons entitled to participate in the AGM; approval of the form and text of voting ballots, etc.) - not later than «07» May 2015 and not later than «18» May 2015.

**Voting results:**

- |  |         |
|--|---------|
| <b>12. Alexander Markovich Branis</b>    | - «FOR» |
| <b>13. Oleg Yuryevich Isaev</b>          | - «FOR» |
| <b>14. Denis Viktorovich Kulikov</b>     | - «FOR» |
| <b>15. Maria Valeryevna Lazareva</b>     | - «FOR» |
| <b>16. Yury Nikolayevich Mangarov</b>    | - «FOR» |
| <b>17. Maxim Mikhailovich Saukh</b>      | - «FOR» |
| <b>18. Pavel Nikolayevich Snikkars</b>   | - «FOR» |
| <b>19. Vladimir Vladimirovich Sofyin</b> | - «FOR» |
| <b>20. Roman Alexeyevich Filkin</b>      | - «FOR» |
| <b>21. Oxana Vladimirovna Shatokhina</b> | - «FOR» |
| <b>22. Natalia Ilyinichna Erpsher</b>    | - «FOR» |

**Total:**

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

**Decision is taken.**

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

**O.V. Shatokhina**

**Secretary of the Audit Committee  
of the Board of Directors of IDGC of Centre**

**S.V. Lapinskaya**