



IDGC OF CENTRE

“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)

«16» February 2015

Moscow

No. 02/15

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: **17.02.2015.**

### AGENDA:

1. On consideration of the report of General Director of the Company «On the progress and results of the activities included in the List of energy service projects for 2014».
2. On prior approval of the decision made by the Company of a transaction, involving the alienation of immovable property of IDGC of Centre, which constitutes the construction in progress that is not used for generation, transmission, dispatch and distribution of electrical and heat energy – an office building, located at the address: Russia, Kursk region, Kursk, Engels Street – Red Army Street, through public offering.
3. On approval of the non-residential premises lease agreement, concluded between IDGC of Centre and OJSC «YarEGC», which is a related party transaction.
4. On approval of amendment # 1 to agreement dated 22.08.2014 № 7700/00295/14, concluded between IDGC of Centre and FGC UES, which is a related party transaction.
5. On approval of an internal document of the Company - the Integrated Safety and Security Policy of IDGC of Centre.

**Item 1: On consideration of the report of General Director of the Company «On the progress and results of the activities included in the List of energy service projects for 2014».**

### Decision:

1. To take into consideration the report of General Director of the Company «On the progress and results of the activities included in the List of energy service projects for 2014» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to submit regularly to meetings of the Board of Directors a report on the progress and results of implementation of the activities included in the List of energy service projects, within the framework of the Report of

General Director on the implementation of decisions of the Board of Directors of the Company for the 1st and 3rd quarters.

**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. Pavel Nikolayevich Snikkars    | - «FOR»       |
| 8. Vladimir Vladimirovich Sofyin  | - «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 2: On prior approval of the decision made by the Company of a transaction, involving the alienation of immovable property of IDGC of Centre, which constitutes the construction in progress that is not used for generation, transmission, dispatch and distribution of electrical and heat energy – an office building, located at the address: Russia, Kursk region, Kursk, Engels Street – Red Army Street, through public offering.**

**Decision:**

To approve the decision made by the Company of a transaction, involving the alienation of immovable property of IDGC of Centre, which constitutes the construction in progress that is not used for generation, transmission, dispatch and distribution of electrical and heat energy – an office building, located at the address: Russia, Kursk region, Kursk, Engels Street – Red Army Street, through public offering, on the following essential conditions:

- **the alienated property:** a construction in progress – an office building, located at the address: Russia, Kursk region, Kursk, Engels – Red Army street, asset identification number: 33593, 46:29:102251:0025:38:401:002:000335930, 38:401:002:000335930, Letter: A, cadastral number: 46:29:102241:349;

- **the book value** of the alienated asset as of 30.09.2014 is 222 971 069 (Two hundred and twenty-two million nine hundred seventy-one thousand and sixty-nine) rubles 56 kopecks;

- **the way of alienation of the property:** sale through public offering (with step-change in the initial offer price to the lowest offer price, in accordance with the Regulations on the organization of the sale of non-core assets of IDGC of Centre), open for participants with the assistance of a specialized agent;

- **the initial offer price** – equal to the initial price of the alienated property at the auction that was declared invalid, in the amount (excluding VAT) of 236 500 000 (Two hundred and thirty-six million five hundred thousand) rubles 00 kopecks;

- **the lowest offer price** – 50% of the initial offer price (excluding VAT) - 118 250 000 (One hundred and eighteen million two hundred fifty thousand) rubles 00 kopecks;

- **the order (term) of payment for the property:** before the transfer of ownership of the property within 14 (Fourteen) business days from the date of signing the buy and sell agreement for the property by the Parties the Buyer transfers the monetary funds to the settlement account of the Seller.

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

**Total:**

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

**Decision is taken.****Item 3: On approval of the non-residential premises lease agreement, concluded between IDGC of Centre and OJSC «YarEGC», which is a related party transaction.****Decision:**

1. To determine in accordance with Report of the independent appraiser LLC «LAIR» from 24.09.2014 № N-18830/14 the market rental value for 1 square metre of premises offered for rent under the non-residential premises lease agreement (premises ## 18-37 with their total area of 304.56 square metres (a part of the building of a materials warehouse and a workshop – letter M2, a building of the service for insulation, surge protection and testing of electrical equipment – letter M1, letter M3)), located at the address: Yaroslavl, North Substation Street, 9, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction, excluding the cost of utilities and the necessary administrative and economic services in the amount of 153,40 (One hundred and fifty-three) rubles 40 kopecks per month, including 18% VAT - 23,40 (Twenty-three) rubles 40 kopecks.

**Parties of the Agreement:**

IDGC of Centre - Lessor

OJSC «YarEGC» - Lessee

**Scope of the Agreement:**

Lessor shall provide Lessee with temporary compensated use and possession of the leased premises in accordance with Appendices # 1, 2, 3 to the Agreement, Lessee undertakes to accept the Leased premises in the compensated use and possession under the terms and conditions of the Agreement.

**Price of the Agreement:**

The rent is composed of fixed and variable parts.

The size of the constant part of the rent for the use and possession of the leased premises is set as a fixed amount in rubles in the amount of 46 719,50 (Forty-six thousand seven hundred and nineteen) rubles 50 kopecks, including 18% VAT - 7 126,70 (Seven thousand one hundred and twenty six) rubles 70 kopecks per month.

The rental rate for 1 square metre of the leased facility per month excluding VAT and the cost of utilities and the necessary administrative and economic services is determined based on an expert opinion on evaluation by the independent appraiser LLC «LAIR», in accordance with Report from 24.09.2014 № N-18830/14 and is 130 rubles 00 kopecks.

The variable part of the rent includes the cost of services consumed by Lessee on sanitation,

heating, hot and cold water, as well as tax payments for the land belonging to the leased premises (paragraph 2.6. of the Agreement and Appendix # 5 thereto).

The monthly amount of the variable part of the rent is calculated according to the method of calculating the variable part of the rent - Appendix # 7 to the Agreement. The calculation is made on the basis of meter readings and the total bill for these services, as Lessor receives from suppliers, in proportion to the occupied amount and area of the premises and land by Lessee.

**Duration of the Agreement:**

The Agreement shall enter into force on the date of its registration and is valid until «31» December 2019. The terms and conditions of the Agreement shall apply to the relations of the Parties effective from «01» January 2015.

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

**Total:**

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 4: On approval of amendment # 1 to agreement dated 22.08.2014 № 7700/00295/14, concluded between IDGC of Centre and FGC UES, which is a related party transaction.**

**Decision:**

To approve amendment # 1 (hereinafter – the Amendment) to the Agreement dated 22.08.2014 № 7700/00295/14 (hereinafter – the Agreement), concluded between IDGC of Centre and FGC UES, which is a related party transaction, on the following essential conditions:

**Parties of the Amendment:**

Organizer - FGC UES

Participant - IDGC of Centre.

**Scope of the Amendment:**

The Parties have concluded the Amendment to the Agreement as follows:

To read Appendix # 2 «Cost of services» to the Agreement in accordance with Appendix # 1 to the Amendment.

**Duration of the Amendment:**

The Amendment shall enter into force upon signature by the Parties.

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

**Total:**

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 5: On approval of an internal document of the Company - the Integrated Safety and Security Policy of IDGC of Centre.**

**Decision:**

1. To approve the Integrated Safety and Security Policy of IDGC of Centre (hereinafter - the Policy) as an internal document of the Company in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to ensure implementing the Policy in 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. Pavel Nikolayevich Snikkars    | - «FOR»       |
| 8. Vladimir Vladimirovich Sofyin  | - «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.**

**Appendices:**

1. The report of General Director of the Company «On the progress and results of the activities included in the List of energy service projects for 2014» (Appendix #1).
2. The Integrated Safety and Security Policy of IDGC of Centre (Appendix #2).

**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**