



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

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PSRN 1046900099498 TIN 6901067107

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

«18» May 2015

Moscow

No. 11/15

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: **20.05.2015.**

AGENDA:

1. On the prior approval of the Company's Annual Report for 2014.
2. On consideration of the annual accounting statements of the Company for 2014, including recommendations on the distribution of profits and losses of the Company based on the results of fiscal year 2014.
3. On the recommendations of the amount of dividends on shares of the Company for 2014 and their payment procedure and proposals to the Annual General Meeting of Shareholders of determining the record date of a list of persons entitled to receive dividends.
4. On consideration of the nomination of the Auditor of the Company.
5. On consideration of a draft of amendments to the Articles of Association of the Company.
6. On consideration of a draft of the Regulation on the General Meeting of Shareholders of the Company in a new edition.
7. On consideration of a draft of the Regulation on the Board of Directors of the Company in a new edition.
8. On consideration of a draft of the Regulation on the Audit Commission of the Company in a new edition.
9. On consideration of a draft of the Regulation on the Management Board of the Company in a new edition.
10. On consideration of a draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition.
11. On consideration of a draft of the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition.
12. On the determination of the agenda of the Annual General Meeting of Shareholders of the Company.

13. On the determination of the type (s) of preference shares, whose owners have the right to vote on items of the agenda of the Annual General Meeting of Shareholders of the Company.
14. On the definition of a list of information (materials) provided to shareholders of the Company in preparation for the Annual General Meeting of Shareholders, and the order of providing the shareholders with this information.
15. On approval of form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company.
16. On the determination of the date of sending ballots to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, determination of the address to which completed ballot papers can be sent.
17. On determining the order of notification of shareholders of the Company about the Company's Annual General Meeting of Shareholders holding, including the approval of the form and text of the notice.
18. On election of the Secretary of the Annual General Meeting of Shareholders of the Company.
19. On approval of cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.
20. On approval of the terms and conditions of the agreement with the Registrar of the Company.
21. On approval of the corporate structure of the Executive Office of IDGC of Centre.
22. On approval of amendment # 1 to non-residential premises lease agreement dated 03.03.2014 № 3600/02199/14, concluded between IDGC of Centre and SO UES, which is a related party transaction.
23. On prior approval of the decision on the provision of charitable assistance by IDGC of Centre.
24. On proposals to the Annual General Meeting of Shareholders of IDGC of Centre on the item «Approval of the liability insurance contract of directors and officers of the company, which is a related party transaction».
25. On the implementation of the schedule of activities of IDGC of Centre for the integration into the unified IT system of the Unified Treasury of JSC «Russian Grids».

Item 1. On the prior approval of the Company's Annual Report for 2014.

Decision:

Tentatively to approve the Company's Annual Report for 2014 (Appendix # 1).

To recommend to the Annual General Meeting of Shareholders of the Company to approve the Annual Report.

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 Erpsher | - «FOR» |

Total:

«FOR»

- «11»

«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2. On consideration of the annual accounting statements of the Company for 2014, including recommendations on the distribution of profits and losses of the Company based on the results of fiscal year 2014.

Decision:

1. To submit the annual accounting statements of the Company for 2014 to be approved by the Annual General Meeting of Shareholders of the Company (Appendix # 2).
2. To recommend to the Annual General Meeting of Shareholders of the Company to approve the following distribution of profits (losses) of the Company for fiscal year 2014:

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

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 Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 3. On the recommendations of the amount of dividends on shares of the Company for 2014 and their payment procedure and proposals to the Annual General Meeting of Shareholders of determining the record date of a list of persons entitled to receive dividends.

Decision:

To recommend to the Annual General Meeting of Shareholders to take the following decision:

1. 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.

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

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 Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 4. On consideration of the nomination of the Auditor of the Company.

Decision:

To propose to the Annual General Meeting of Shareholders of the Company to approve "RSM RUS" LLC as the Auditor.

Voting results:

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

Total:

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

Decision is taken.

Item 5. On consideration of a draft of amendments to the Articles of Association of the Company.

Decision:

To propose to the Annual General Meeting of Shareholders of the Company to approve the Articles of Association of the Company in a new edition in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-------------------------------|-------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
|-------------------------------|-------------|

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

Total:

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

Decision is taken.

Item 6. On consideration of a draft of the Regulation on the General Meeting of Shareholders of the Company in a new edition.

Decision:

To propose to the Annual General Meeting of Shareholders of IDGC of Centre to approve the Regulation on General Meeting of Shareholders of the Company in a new edition in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

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

Total:

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

Decision is taken.

Item 7. On consideration of a draft of the Regulation on the Board of Directors of the Company in a new edition.

Decision:

To propose to the Annual General Meeting of Shareholders of IDGC of Centre to approve the Regulation on the Board of Directors of the Company in a new edition in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

Voting results:

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

- | | |
|-----------------------------------|---------------|
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Pavel Nikolayevich Snikkars | - «ABSTAINED» |
| 8. Vladimir Vladimirovich Sofyin | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «AGAINST» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

Decision is taken.

Item 8. On consideration of a draft of the Regulation on the Audit Commission of the Company in a new edition.

Decision:

To propose to the Annual General Meeting of Shareholders of IDGC of Centre to approve the Regulation on the Audit Commission of the Company in a new edition in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

Voting results:

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

Total:

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

Decision is taken.

Item 9. On consideration of a draft of the Regulation on the Management Board of the Company in a new edition.

Decision:

To propose to the Annual General Meeting of Shareholders of IDGC of Centre to approve the Regulation on the Management Board of the Company in a new edition in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|--------------------------------|-------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 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 | - «AGAINST» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 10. On consideration of a draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition.

Decision:

1. To approve the draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre in a new edition (Appendix # 8 to this decision of the Board of Directors of the Company).
2. To propose to the Annual General Meeting of Shareholders of the Company to approve the Regulation on payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition.

Voting results:

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

Total:

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

Decision is taken.

Item 11. On consideration of a draft of the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition.

Decision:

- To propose to the Annual General Meeting of Shareholders of IDGC of Centre to approve the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|--------------------------------------|-------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 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 | - «AGAINST» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 12. On the determination of the agenda of the Annual General Meeting of Shareholders of the Company.

Decision:

To approve the following agenda of the Annual General Meeting of Shareholders of the Company:

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 members of the Board of Directors of the Company.
3. On election 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.

Voting results:

- | | |
|--------------------------------------|-------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Oleg Yuryevich Isaev | - «FOR» |

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

Total:

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

Decision is taken.

Item 13. On the determination of the type (s) of preference shares, whose owners have the right to vote on items of the agenda of the Annual General Meeting of Shareholders of the Company.

Decision:

Due to the fact that no preference shares were issued by the Company, the decision on determining the type (s) of preference shares, whose owners have the right to vote on the agenda item of the Annual General Meeting of Shareholders of the Company, is not to be taken.

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 Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 14. On the definition of a list of information (materials) provided to shareholders of the Company in preparation for the Annual General Meeting of Shareholders, and the order of providing the shareholders with this information.

Decision:

1. To determine that information (materials) provided to the persons entitled to participate in the Annual General Meeting of Shareholders of the Company is:

- the annual financial statements, including the Auditor's opinion, the conclusion of the Audit Commission of the Company on the audit of the annual financial statements;
- extract from the decision of the Board of Directors on the submission for approval to the Annual General Meeting of Shareholders of the annual financial statements and

recommendations to the Annual General Meeting of Shareholders on the distribution of profits (losses) of the Company for the 2014 fiscal year;

- the Annual Report of the Company;
- extract from the decision of the Board of Directors on the prior approval of the Company's Annual Report for 2014 and recommendations to the Annual General Meeting of Shareholders for its approval;
- the conclusion of the Audit Commission about the data reliability contained in the Company's Annual Report;
- the information about the nominations to the Board of Directors of the Company;
- the information about the nominations to the Audit Commission of the Company;
- the information about the nomination of the Company's Auditor;
- the information about the presence or absence of a written consent of the candidates nominated for election to the Board of Directors of the Company and Audit Commission of the Company;
- the recommendations of the Board of Directors of the Company on the amount of dividends on shares of the Company, its payment procedure and determining the date of recording the list of persons entitled to receive dividends;
- the draft of amendments entered into the Articles of Association of the Company;
- the Articles of Association of the Company in the current edition;
- the draft of the Articles of Association of the Company in a new edition;
- the Regulations on the procedure for preparation and holding of general meeting of shareholders of the Company in the current edition;
- the draft of the Regulation on the General Meeting of Shareholders of the Company in a new edition;
- the Regulations on the procedure for convening and holding meetings of the Board of Directors of the Company in the current edition;
- the draft of the Regulation on the Board of Directors of the Company in a new edition;
- the Regulation on the Management Board of the Company in the current edition;
- the draft of the Regulation on the Management Board of the Company in a new edition;
- the Regulation on the Audit Commission of the Company in the current edition;
- the draft of the Regulation on the Audit Commission of the Company in a new edition;
- the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in the current edition;
- the draft of the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition;
- the Regulation on payment of remuneration and compensation to members of the Board of Directors of the Company in the current edition;
- the draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition;
- the assessment of the Audit Committee of the Company on the Company's Auditor's opinion, confirming the reliability of the annual financial (accounting) statements of the Company prepared in accordance with Russian Accounting Standards;
- the assessment of the Audit Committee of the Company on the nomination of the Auditor of the Company;
- the conclusion of the Personnel and Remuneration Committee of the Board of Directors of the Company on the assessment of the nominations to the Board of Directors of the Company;
- draft resolutions of the Annual General Meeting of Shareholders of the Company.

2. To establish that persons entitled to participate in the Annual General Meeting of Shareholders of the Company may learn specified information (materials) in the period **from 05 June 2015 to 24 June 2015**, from 10 hours 00 minutes to 15 hours 00 minutes, excluding weekends and holidays, at the following addresses:

- Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre,
 - Russia, Moscow, Podkopaevsky pereulok, 2/6, building 3-4, Reestr-RN LLC,
- as well **from 25 May 2015** on the Company's website at: www.mrsk-1.ru.

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, this information (materials) shall be sent **until 05 June 2015** in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder.

To determine that the specified information (materials) shall be available to the persons entitled to participate in the Annual General Meeting of Shareholders of the Company on the day of holding the Annual General Meeting of Shareholders of the Company at its venue: **Moscow, Dmitrovskoye shosse, 171 (hotel "Holiday Inn Vinogradovo", conference centre)**.

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 Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 15. On approval of form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company.

Decision:

To approve the form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company in accordance with Appendices ## 10 - 15 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-----------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. 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 16. On the determination of the date of sending ballots to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, determination of the address to which completed ballot papers can be sent.

Decision:

1. To determine that the voting ballots are to be sent by certified mail (handed out against receipt) to the persons, entitled to participate in the Annual General Meeting of Shareholders of the Company, not later than **04 June 2015**.

2. To determine that the completed voting ballots can be sent to one of the following addresses:

- 127018, Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre;
- 115172, Russia, Moscow, p/o box 4, Reestr-RN LLC.

In addition, the owner of the securities, the rights to which are recorded by a nominal holder or a foreign nominee holder, is entitled to attend the Meeting in person or by giving instructions to the nominal holder or the nominal foreign holder to vote in a certain way, if it is stipulated by the contract concluded with the nominal holder or the foreign nominal holder. Electronic document on voting electronically signed shall be sent by the owner of the securities to the nominal holder or the nominal foreign holder.

3. To determine that in defining the quorum and voting results the votes represented by ballots received by the Company not later than **22 June 2015** are to be taken into account.

4. To assign General Director of the Company to provide sending voting ballots to shareholders of the Company in accordance with this decision of the Board of Directors.

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 17. On determining the order of notification of shareholders of the Company about the Company's Annual General Meeting of Shareholders holding, including the approval of the form and text of the notice.

Decision:

1. To approve the form and text of the notice about the Company's Annual General Meeting

of Shareholders holding in accordance with Appendix # 16 to this decision of the Board of Directors of the Company.

2. To inform the persons entitled to participate in the Annual General Meeting of Shareholders of the Company regarding holding the Annual General Meeting of Shareholders of the Company:

• by posting the notice on the Company's website at www.mrsk-1.ru not later than **25 May 2015**.

If a person recorded in the register of shareholders of the Company is a nominal shareholder, the notice of the General Meeting of Shareholders shall be sent to the address of the nominal holder of shares, unless the list of persons entitled to attend the General Meeting of Shareholders does not contain another postal address where the notice of the General Meeting of Shareholders holding shall be sent, no later than **25 May 2015**.

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 Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 18. On election of the Secretary of the Annual General Meeting of Shareholders of the Company.

Decision:

To elect as the Secretary of the Annual General Meeting of Shareholders of the Company – Svetlana Vladimirovna Lapinskaya – Corporate Secretary of the Company.

Voting results:

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

Total:

«FOR»	- «11»
«AGAINST»	- «0»

«ABSTAINED»

- «0»

Decision is taken.

Item 19. On approval of cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.

Decision:

1. To approve the cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company in accordance with Appendix # 17 to this decision of the Board of Directors of the Company.
2. General Director not later than two months after the holding of the Annual General Meeting of Shareholders of the Company to submit to the Board of Directors a report on the expenditure of funds for preparation and holding of the Annual General Meeting of Shareholders.

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 Erpsher | - «FOR» |

Total:

«FOR» - «11»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

Item 20. On approval of the terms and conditions of the agreement with the Registrar of the Company.

Decision:

1. To approve the terms and conditions of the service agreement for preparation and holding of the Annual General Meeting of Shareholders of the Company with the Registrar of the Company in accordance with Appendix # 18 to this decision of the Board of Directors of the Company.
2. To assign General Director of the Company to sign the service agreement for preparation and holding of the Annual General Meeting of Shareholders of the Company with the Registrar of the Company with the terms and conditions in accordance with Appendix # 18.

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 Erpsher - «FOR»

Total:

«FOR» - «11»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

Item 21. On approval of the corporate structure of the Executive Office of IDGC of Centre.

Decision:

1. To approve the corporate structure of the Executive Office of the Company in accordance with Appendix # 19 to this decision and put it into effect with the time frame stipulated by the legislation of the Russian Federation while amending and terminating employment agreements with employees.

2. From the date of the corporate structure of the Executive Office of the Company entry into force, to consider the corporate structure of the Executive Office of the Company, approved by the decision of the Board of Directors of IDGC of Centre on 20.08.2014 (Minutes # 18/14 of 22.08.2014) to have lost its force.

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 22. On approval of amendment # 1 to non-residential premises lease agreement dated 03.03.2014 № 3600/02199/14, concluded between IDGC of Centre and SO UES, which is a related party transaction.

Decision:

1. To determine the price of the monthly rent for the use and possession of «the Rented premises» in the amount (including utilities) of 419 769,56 (Four hundred nineteen thousand seven hundred sixty-nine) rubles 56 kopecks, including VAT (18 %) – 64 032,64 (sixty-four thousand and thirty-two) rubles 64 kopecks,

To determine the annual rent (including utilities) in the amount of 5 037 234,72 (Five million thirty-seven thousand two hundred thirty-four) rubles 72 kopecks, including VAT (18 %) 768 391,74 (Seven hundred sixty-eight thousand three hundred ninety one) rubles 74 kopecks.

2. To approve amendment # 1 to non-residential premises lease agreement dated 03.03.2014 № 3600/02199/14, concluded between IDGC of Centre (IDGC of Centre - Voronezhenergo

division) and SO UES (Branch of SO UES - «Regional Dispatch Office of the power system of the Voronezh region»), which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

IDGC of Centre - Lessor;

SO UES - Lessee.

Scope of the Agreement:

Under the Agreement the Parties agreed to amend non-residential premises lease Agreement dated 03.03.2014 № 3600/02199/14 as follows:

1. The first paragraph of point 5.1 of the section «Rent» to read as follows:

«The size of the annual rent for the use and possession of «the Rented premises» is set as a fixed sump in rubles (including utilities) in the amount of 5 037 234,72 (Five million thirty-seven thousand two hundred thirty-four) rubles 72 kopecks, including VAT (18 %) 768 391,74 (Seven hundred sixty-eight thousand three hundred ninety one) rubles 74 kopecks.

2. Point 5.3 of the section «Rent» to read as follows:

«Lessee shall pay rent on a monthly basis in equal installments in the amount (including utilities) of 419 769,56 (Four hundred nineteen thousand seven hundred sixty-nine) rubles 56 kopecks, including VAT (18 %) – 64 032,64 (sixty-four thousand and thirty-two) rubles 64 kopecks».

3. To amend Appendix # 6 to non-residential premises lease Agreement dated 03.03.2014 № 3600/02199/14, in the edition of Appendix # 1 to the Amendment.

Duration of the Agreement:

The Agreement shall enter into force on the date of its registration at the Office of the Federal Service for State Registration, Cadastre and Cartography in the Voronezh region and is valid until 31.12.2018.

Terms and conditions of the Agreement apply to the actual relations between the Parties, effective from January 1, 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 | - «ABSTAINED» |
| 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 | - «ABSTAINED» |
| 9. Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 23. On prior approval of the decision on the provision of charitable assistance by IDGC of Centre.

Decision:

1. To approve the provision of charitable assistance by IDGC of Centre to non-profit organization «Military Sports Foundation» in accordance with Appendix # 20 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to provide financing costs referred to in paragraph 1 of this decision, within the limits of expenses in accordance with the approved business plan without worsening the planned financial results of the Company's activities.

Voting results:

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

Total:

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

Decision is taken.**Item 24. On proposals to the Annual General Meeting of Shareholders of IDGC of Centre on the item «Approval of the liability insurance contract of directors and officers of the company, which is a related party transaction».****Decision:**

To propose to the Annual General Meeting of Shareholders of IDGC of Centre (hereinafter - the Company) to take the following decision regarding the item «Approval of the liability insurance contract of directors and officers, which is a related party transaction»:

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.

Voting results:

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

Total:

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

Decision is taken.

Item 25. On the implementation of the schedule of activities of IDGC of Centre for the integration into the unified IT system of the Unified Treasury of JSC «Russian Grids».

Decision:

1. To approve the Schedule of activities of IDGC of Centre for the integration into the unified IT system of the Unified Treasury of JSC «Russian Grids» (hereinafter - the Schedule of activities) in accordance with Appendix # 21 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to ensure the timely implementation of the measures provided by the Schedule of activities.

Voting results:

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

Total:

«FOR»	- «7»
«AGAINST»	- «4»
«ABSTAINED»	- «0»

Decision is taken.

A dissenting opinion of a member of the Board of Directors of the Company, P.N. Snikkars, was received under this agenda item.

Appendices:

1. The draft of the Company's Annual Report for 2014 (Appendix # 1).
2. The draft of the annual accounting statements of the Company for 2014 (Appendix # 2).
3. The draft of the amendments to the Articles of Association of the Company in the format of the Articles of Association of the Company in a new edition (Appendix # 3).
4. The draft of the Regulation on General Meeting of Shareholders of the Company in a new edition (Appendix # 4).
5. The draft of the Regulation on the Board of Directors of the Company in a new edition (Appendix #5).
6. The draft of the Regulation on the Audit Commission of the Company in a new edition (Appendix #6).
7. The draft of the Regulation on the Management Board of the Company in a new edition (Appendix # 7).
8. The draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition (Appendix # 8).
9. The draft of the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition (Appendix # 9).
10. The form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company (Appendices ## 10-15).
11. The form and text of the notice about the Company's Annual General Meeting of Shareholders holding (Appendix # 16).
12. The cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company (Appendix # 17).
13. The draft of the service agreement for preparation and holding of the Annual General Meeting of Shareholders of the Company with the Registrar of the Company (Appendix # 18).
14. The corporate structure of the Executive Office of IDGC of Centre (Appendix # 19).

15. The size of the charitable assistance to non-profit organization «Military Sports Foundation» (Appendix # 20).

16. The Schedule of activities of IDGC of Centre for the integration into the unified IT system of the Unified Treasury of JSC «Russian Grids» (Appendix # 21).

17. The dissenting opinion of the member of the Board of Directors of IDGC of Centre, P.N. Snikkars, regarding item # 25 of the agenda item of the meeting of the Board of Directors of the Company (Appendix # 22).

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

O.V. Shatokhina

**Corporate Secretary
of IDGC of Centre**

S.V. Lapinskaya