



“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)

«23» April 2015

Moscow

No. 09/15

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: 24.04.2015.

AGENDA:

1. On approval of the report of General Director of the Company «On execution of the Business Plan (including the Investment Program performance) of the Company in 4Q 2014 and following the results of 2014».
2. On approval of the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 4Q 2014 and following the results of 2014».

Item 1. On approval of the report of General Director of the Company «On execution of the Business Plan (including the Investment Program performance) of the Company in 4Q 2014 and following the results of 2014».

Decision:

To approve the report of General Director of the Company «On execution of the Business Plan (including the Investment Program performance) of the Company in 4Q 2014 and following the results of 2014» in accordance with Appendices ## 1-7 to this decision of the Board of Directors of 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 | - «AGAINST» |

- | | |
|------------------------------------------|---------------|
| 8. Vladimir Vladimirovich Sofyin | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

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.

Item 2. On approval of the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 4Q 2014 and following the results of 2014».

Decision:

To approve the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 4Q 2014 and following the results of 2014» in accordance with Appendix # 8 to this decision of the Board of Directors of 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 | - «AGAINST» |
| 8. Vladimir Vladimirovich Sofyin | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

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 Report «On execution of the Business Plan of the Company in 4Q 2014 and in 2014» (Appendix #1).
2. The Report «On performance of the Investment Program of the Company in 4Q 2014 and in 2014» (Appendix #2).
3. The Report «On the execution of the Program of energy saving and energy efficiency of IDGC of Centre for 2014 – 2019 in 4Q 2014 and in 2014» (Appendix #3).
4. The Report «On the execution of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre for 2014 – 2019 in 4Q 2014 and in 2014» (Appendix #4).
5. The Report «On execution of the Procurement plan in 4Q 2014 and in 2014» (Appendix #5).

6. The Report «On purchase of power facilities in 2014, the approval of the acquisition for which by the Board of Directors is not required» (Appendix #6).
7. The Report «On performance of activities in 2014 for registration of ownership of immovable property, registration/re-registration of rights of use of land plots, taking into account preparation of information about the boundaries of protected zones of electrical grid facilities» (Appendix #7).
8. The Report «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 4Q 2014 and following the results of 2014» (Appendix #8).
9. The dissenting opinion of the member of the Board of Directors of IDGC of Centre, P.N. Snikkars, regarding item # 1, #2 of the agenda item of the meeting of the Board of Directors of the Company (Appendix # 9).

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

O.V. Shatokhina

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

S.V. Lapinskaya