



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)

«30» December 2014

Moscow

No. 30/14

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: **30.12.2014.**

### AGENDA:

1. On approval of an internal document of the Company - The Anti-corruption Policy of JSC «Russian Grids» and SDCs of JSC «Russian Grids».
2. On approval of a movable property lease agreement, concluded between IDGC of Centre and LLC «Infrastructure investments-3», as a transaction, connected with purchase of property, which constitutes fixed assets that are used for transmission and distribution of electrical energy.

### **Item 1: On approval of an internal document of the Company - The Anti-corruption Policy of JSC «Russian Grids» and SDCs of JSC «Russian Grids».**

#### **Decision:**

1. To approve the Anti-corruption Policy of JSC «Russian Grids» and SDCs of JSC «Russian Grids» as an internal document of the Company in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To consider the Anti-corruption Policy of IDGC of Centre, approved by the Board of Directors of IDGC of Centre on 28.02.2014 (Minutes of the Board of Directors of IDGC of Centre # 03/14 dated 03.03.2014) to have lost force.
3. To assign Chief Executive Officer of the Company to ensure implementing the Anti-corruption Policy of JSC «Russian Grids» and SDCs of JSC «Russian Grids» in the Company.

#### **Voting results:**

- |                                      |               |
|--------------------------------------|---------------|
| 1. <b>Alexander Markovich Branis</b> | - «ABSTAINED» |
| 2. <b>Oleg Yuryevich Isaev</b>       | - «FOR»       |
| 3. <b>Denis Viktorovich Kulikov</b>  | - «ABSTAINED» |
| 4. <b>Maria Valeryevna Lazareva</b>  | - «FOR»       |
| 5. <b>Yury Nikolayevich Mangarov</b> | - «FOR»       |

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

**Total:**

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

**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 a movable property lease agreement, concluded between IDGC of Centre and LLC «Infrastructure investments-3», as a transaction, connected with purchase of property, which constitutes fixed assets that are used for transmission and distribution of electrical energy.**

**Decision:**

To defer consideration of the item at a meeting of the Board of Directors of the Company in the form of joint presence in January 2015.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The Anti-corruption Policy of JSC «Russian Grids» and SDCs of JSC «Russian Grids» (Appendix # 1).
2. The dissenting opinion of the member of the Board of Directors of IDGC of Centre, P.N. Snikkars, regarding item # 1 of the agenda item of the meeting of the Board of Directors of the Company (Appendix # 2).

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

**O.V. Shatokhina**

**Corporate Secretary  
of IDGC of Centre**

**S.V. Lapinskaya**