



“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)

«22» June 2015

Moscow

No. 13/15

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **A.M. Branis, O.Y. Isaev, D.V. Kulikov, 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: **24.06.2015.**

AGENDA:

1. On consideration of the report of General Director of the Company «On implementation of the assignments in 1Q 2015 taken at the meetings of the Board of Directors of the Company».
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 of the Company in 1Q 2015».
3. On consideration of the report of the Audit Committee of the Board of Directors of the Company «On the results of the Audit Committee's work performed in 2014-2015 corporate year».
4. On amendment of an internal document of the Company: the Regulation on material incentives for General Director of IDGC of Centre.
5. On approval of Amendment #2 to terminate contract from 07.10.2013 № 2 on the implementation of information exchange for payments made by individuals of goods, works and services and making on their behalf money transfers without opening bank accounts, concluded between IDGC of Centre (IDGC of Centre - Smolenskenergo division) and Russian Agricultural Bank, which is a related party transaction.
6. On amendment of the decision of the Board of Directors of the Company dated 07.05.2015 (Minutes #10/15 of 08.05.2015) regarding item # 8 «On approval of the agreement to terminate contract from 02.04.2012 №032/008/4600/02049/12 on the implementation of information exchange for payments made by individuals of goods, works and services and making on their behalf money transfers without opening bank accounts, concluded between IDGC of Centre (IDGC of Centre - Kurskenergo division) and Russian Agricultural Bank, which is a related party transaction».
7. On determination of the position of IDGC of Centre regarding the agenda items of a

meeting of the Board of Directors and the Annual General Meeting of Shareholders of JSC “Energetik”:

- 7.1. On approval of the report of General Director of the Company «On execution of the target values of annual and quarterly key performance indicators in 1Q 2015».
- 7.2. On approval of the report of General Director of the Company «On execution of the Business plan of the Company in 1Q 2015».
8. On termination of the participation of IDGC of Centre in OJSC «Smolensk Energy Repair Company».
9. On approval of the Action Plan to improve the performance efficiency and the financial and economic condition of IDGC of Centre.
10. On approval of an internal document of the Company - the Customer Service Quality Standards of IDGC of Centre.
11. On reduction in operating expenses (costs) by not less than 2-3 percent annually.
12. On amending the internal document of the Company: the Regulations for the purchases of goods, works, services for the needs of IDGC of Centre.
13. On approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre for 2015-2019.
14. 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 1Q 2015».
15. On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
16. On a special bonus payment to General Director of IDGC of Centre following the results of 2014.
17. On approval of an internal document of the Company - the Rules of payments completion of IDGC of Centre.
18. On approval of an internal document of the Company - the Rules on internal financing of IDGC of Centre.

Item 1. On consideration of the report of General Director of the Company «On implementation of the assignments in 1Q 2015 taken at the meetings of the Board of Directors of the Company».

Decision:

1. To take into consideration the report of General Director of the Company «On implementation of the assignments in 1Q 2015 taken at the meetings of the Board of Directors of the Company» in accordance with Appendices # 1 - 8 to this decision of the Board of Directors of the Company.
2. To establish a new deadline to implement the decision of the Board of Directors dated 18.12.2014 (Minutes # 29/14 of 19.12.2014) under point 2.2 regarding item # 2 «On consideration of the report of General Director of the Company «Cost and work scope certification on the development of automated process control and telecommunications systems within targeted ACS development programs» - until 30.09.2015.
3. In order to synchronize the Report of risk owners to manage operational risks to the Company with the Report on the execution of the Business Plan of IDGC of Centre, to establish the deadline for the execution of the decision of the Board of Directors dated 20.08.2014 (Minutes # 18/14 of 22.08.2014) under point 2.6 regarding item # 3 «On approval of an internal document of the Company - the Risk Management Policy of the Company in a new edition» - on a quarterly basis, not later than 45 days after the end of the reporting quarter.
4. To ensure submission to be considered by the Board of Directors of reports of General Director on the implementation of decisions taken at meetings of the Board of Directors of

the Company, signed by General Director 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 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 of the Company in 1Q 2015».

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 of the Company in 1Q 2015» in accordance with Appendix # 9 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 Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 3. On consideration of the report of the Audit Committee of the Board of Directors of the Company «On the results of the Audit Committee's work performed in 2014-2015 corporate year».

Decision:

To take into consideration the report of the Audit Committee of the Board of Directors of IDGC of Centre on the work performed in 2014-2015 corporate year in accordance with

Appendix # 10 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 Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 4. On amendment of an internal document of the Company: the Regulation on material incentives for General Director of IDGC of Centre.

Decision:

To remove the item from the agenda.

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 5. On approval of Amendment #2 to terminate contract from 07.10.2013 № 2 on the implementation of information exchange for payments made by individuals of goods, works and services and making on their behalf money transfers without opening bank accounts, concluded between IDGC of Centre (IDGC of Centre - Smolenskenergo division) and Russian Agricultural Bank, which is a related party transaction.

Decision:

To approve Amendment #2 to terminate contract from 07.10.2013 № 2 on the implementation of information exchange for payments made by individuals of goods, works

and services and making on their behalf money transfers without opening bank accounts, concluded between IDGC of Centre (IDGC of Centre - Smolenskenergo division) and Russian Agricultural Bank, which is a related party transaction, on the following essential conditions:

Parties of the amendment:

«Recipient of funds» - IDGC of Centre (IDGC of Centre - Smolenskenergo division);

«Bank» - Russian Agricultural Bank.

Scope of the amendment:

«The Parties», concluded this Amendment as follows:

1. Pursuant to para. 3 of Art. 450, para. 2 of Art. 453 of the Civil Code of the Russian Federation, the Parties decided to terminate contract from 07.10.2013 № 2 on the implementation of information exchange for payments made by individuals of goods, works and services and making on their behalf money transfers without opening bank accounts (hereinafter – the Agreement) from 30.01.2015.
2. Upon termination of the Agreement all mutual obligations of the parties relating to its conclusion and execution shall terminate.
3. In all other cases not provided by this Amendment, the Parties shall be governed by the current legislation of the Russian Federation.
4. 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 | - «ABSTAINED» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «AGAINST» |
| 9. Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

Decision is taken.

Item 6. On amendment of the decision of the Board of Directors of the Company dated 07.05.2015 (Minutes #10/15 of 08.05.2015) regarding item # 8 «On approval of the agreement to terminate contract from 02.04.2012 №032/008/4600/02049/12 on the implementation of information exchange for payments made by individuals of goods, works and services and making on their behalf money transfers without opening bank accounts, concluded between IDGC of Centre (IDGC of Centre - Kurskenergo division) and Russian Agricultural Bank, which is a related party transaction».

Decision:

To amend the decision of the Board of Directors of the Company, taken on 07.05.2015 (Minutes # 10/15 of 08.05.2015) regarding item # 8 «On approval of the agreement to terminate contract from 02.04.2012 №032/008/4600/02049/12 on the implementation of

information exchange for payments made by individuals of goods, works and services and making on their behalf money transfers without opening bank accounts, concluded between IDGC of Centre (IDGC of Centre - Kurskenergo division) and Russian Agricultural Bank, which is a related party transaction», to read point 1 of the amendment as follows:

«1. Pursuant to para. 3 of Art. 450, para. 2 of Art. 453 of the Civil Code of the Russian Federation, the Parties of the Amendment decided to terminate contract from 02.04.2012 №032/008/4600/02049/12 on the implementation of information exchange for payments made by individuals of goods, works and services and making on their behalf money transfers without opening bank accounts from «15» July 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 7. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors and the Annual General Meeting of Shareholders of JSC “Energetik”.

7.1. On approval of the report of General Director of the Company «On execution of the target values of annual and quarterly key performance indicators in 1Q 2015».

Decision regarding item 7.1:

7.1. To assign representatives of IDGC of Centre at a meeting of the Board of Directors of JSC “Energetik” regarding the item «On approval of the report of General Director of the Company «On execution of the target values of key performance indicators in 1Q 2015» to vote «FOR»:

«To approve the report of General Director of the Company «On execution of the target values of key performance indicators in 1Q 2015» in accordance with the Appendix».

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 | - «ABSTAINED» |
| 8. Vladimir Vladimirovich Sofyin | - «FOR» |

- | | |
|--|---------------|
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsheer | - «FOR» |

Total:

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

Decision regarding item 7.1. taken.

7.2. On approval of the report of General Director of the Company «On execution of the Business plan of the Company in 1Q 2015».

Decision regarding item 7.1:

7.2. To assign representatives of IDGC of Centre at a meeting of the Board of Directors of JSC “Energetik” regarding the item «On approval of the report of General Director of the Company «On execution of the Business plan of the Company in 1Q 2015» to vote «FOR»:

«1. To approve the report on execution of the Business plan of the Company in 1Q 2015.

2. To mark the failure to perform of the main financial and economic indicators at the target level in Q1 2015: «Revenue» in the amount of 1 572 thous. RUB (Plan = 8 204 thous. RUB; Fact = 6 632 thous. RUB); «Net profit» in the amount of 1 443 thous. RUB (Plan = 322 thous. RUB; Fact = (1 121) thous. RUB).

3. To instruct General Director of JSC “Energetik” to ensure the performance of the parameters of the approved Business Plan of the Company for 2015».

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

Total:

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

Decision regarding item 7.2. taken.

Item 8. On termination of the participation of IDGC of Centre in OJSC «Smolensk Energy Repair Company».

Decision:

To approve the termination of the participation of IDGC of Centre in OJSC «Smolensk Energy Repair Company» with the sale of shares with no value declared, on the following terms and conditions:

• **category, type, nominal value of shares disposed:**

- ordinary registered uncertificated shares, state registration number 1-01-50106-A, with a par value of 0,34 RUB per share;
- preference registered uncertificated shares, state registration number 2-01-50106-A, with a par value of 0,34 RUB per share;

- **number of shares belonging to IDGC of Centre**, the share in the authorized capital of OJSC «Smolensk Energy Repair Company»:
 - ordinary shares – 4 105 665 (four million one hundred and five thousand six hundred sixty-five) pieces, which is 1,6919% of the authorized capital;
 - preference shares – 1 581 442 (one million five hundred eighty-one thousand four hundred forty-two) pieces, which is 0,6517% of the authorized capital;
- **book value of the stock of shares** as at 31.03.2015:
 - ordinary shares – 1 395 926 (one million three hundred ninety-five thousand nine hundred twenty-six) RUB 10 kopecks;
 - preference shares – 537 690 (five hundred thirty-seven thousand six hundred and ninety) RUB 28 kopecks;
- **method of disposal of shares** – open for membership sale with no value declared, at which the shares can be sold at the price of the stated maximum, with the concealed form of proposing price bids, in accordance with the Provisions on the organization of the sale of non-core assets of IDGC of Centre, approved by the Board of Directors of the Company on 14.11.2008 (Minutes # 18/08 of 18.11.2008);
- **procedure (term) of payment for shares** – by monetary assets before the transfer of ownership of the shares within 10 (ten) business days from the date of signing the contract of sale and purchase of the shares by transferring funds to the settlement account of the seller.

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 9. On approval of the Action Plan to improve the performance efficiency and the financial and economic condition of IDGC of Centre

Decision:

To defer consideration of the item at a later date.

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 10. On approval of an internal document of the Company - the Customer Service Quality Standards of IDGC of Centre.

Decision:

1. To approve the Customer Service Quality Standards of IDGC of Centre in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.
2. To recognize the Customer Service Standard of IDGC of Centre, approved by the Board of Directors of IDGC of Centre on 30.05.2013 (Minutes # 14/13 of 03.06.2013) to have lost 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 11. On reduction in operating expenses (costs) by not less than 2-3 percent annually.

Decision:

To instruct Chief Executive Officer of the Company:

1. To develop a set of measures (a list of activities) aimed at achieving values of the indicator to reduce operating expenses (costs) by not less than 2-3 percent annually (hereinafter - the Reduction in operating expenses (costs) indicator), with definition of target values of indicators of implementation of these activities;
2. To submit to be considered by the Board of Directors of the Company the Business Plan for 2015, in terms of adjusting the parameters to ensure the implementation of the Reduction in operating expenses (costs) indicator by not less than 2-3 percent annually.

Deadline: 01.09.2015.

3. To ensure the unconditional implementation of the Reduction in operating expenses (costs) indicator by not less than 2-3 percent on results of 2015 against 2014.

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 12. On amending the internal document of the Company: the Regulations for the purchases of goods, works, services for the needs of IDGC of Centre.

Decision:

To amend the Regulations for the purchases of goods, works, services for the needs of IDGC of Centre, approved by the Board of Directors of the Company on 10.06.2013 (Minutes # 15/13 of 13.06.2013), with amendments dated 15.04.2015 (Minutes # 08/15 of 16.04.2015) in accordance with Appendices # 12,13,14 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 | - «ABSTAINED» |
| 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 approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre for 2015-2019.

Decision:

To approve the Summary on the RAS principles and Consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre for 2015 and targets for 2016-2019 in accordance with Appendices # 15, 16 to this decision of the Board of Directors.

Voting results:

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

Total:

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

Decision is taken.

Item 14. 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 1Q 2015».

Decision:

1. 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 1Q 2015» in accordance with Appendices # 17, 18, 19 to this decision of the Board of Directors of the Company.

2. To mark:

2.1. the creation of a reserve for legal claims in the amount of 858 million rubles in connection with a high probability of recognition of transactions not valid for cross-cancellation of debts and transactions for compensation with sales companies concluded in 2013 with the purpose of collection of receivables for electricity transmission;

2.2. the deviation from the planned value of the indicator of the number of executed contracts for grid connection in the group of customers up to 15 kW.

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 coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

Decision:

1. To agree upon the nomination of Sergey Nikolayevich Demidov for the position of

Deputy General Director of IDGC of Centre - Belgorodenergo division director.

2. To agree upon the nomination of Ruslan Pavlovich Mitrofanov for the position of Deputy General Director for Capital Construction of IDGC of Centre.

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 16. On a special bonus payment to General Director of IDGC of Centre following the results of 2014.

Decision:

1. Given the existence in 2014 of the objective factors beyond the control of the Company's management (the performance by IDGC of Centre in 2014 of the functions of an electricity supplier of last resort, the lack of growth of tariffs for electricity transmission, etc.) not to sum up the implementation of the priority KPI «Total shareholder return» (TSR) of General Director of the Company for 2014.

2. To consider expedient to pay the maximum possible size of a special bonus of General Director on the results of 2014 on the basis of evaluation of the implementation of the priority KPI EBITDA.

3. In accordance with para. 3.5. of the Regulation on material incentives of General Director to pay a special award following the results of 2014 to General Director of IDGC of Centre O.Y. Isaev in accordance with Appendix # 20 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 | - «ABSTAINED» |
| 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»	- «2»

«ABSTAINED» - «2»

Decision is taken.

Item 17. On approval of an internal document of the Company - the Rules of payments completion of IDGC of Centre.

Decision:

To approve the Rules of payments completion of IDGC of Centre in accordance with Appendix # 21 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 | - «AGAINST» |
| 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 18. On approval of an internal document of the Company - the Rules on internal financing of IDGC of Centre.

Decision:

To approve the Rules on internal financing of IDGC of Centre in accordance with Appendix # 22 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 | - «AGAINST» |
| 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.

Appendices:

1. The report of General Director of the Company «On implementation of the assignments in 1Q 2015 taken at the meetings of the Board of Directors of the Company» (Appendices ## 1-8).

2. The report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director of the Company in 1Q 2015» (Appendix # 9).
3. The report of the Audit Committee of the Board of Directors of the Company «On the results of the Audit Committee's work performed in 2014-2015 corporate year» (Appendix # 10).
4. The Customer Service Quality Standards of IDGC of Centre (Appendix # 11).
5. The amendments to the Regulations for the purchases of goods, works, services for the needs of IDGC of Centre (Appendices ## 12-14).
6. The Summary on the RAS principles and Consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre for 2015 and targets for 2016-2019 (Appendices ## 15-16).
7. The report of General Director of the Company «On execution of the Business Plan (including the Investment Program performance) of the Company in 1Q 2015» (Appendices ## 17-19).
8. The calculation of a special bonus to General Director of IDGC of Centre, O.Y. Isaev, following the results of 2014 (Appendix # 20).
9. The Rules of payments completion of IDGC of Centre (Appendix # 21).
10. The Rules on internal financing of IDGC of Centre (Appendix # 22).

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

O.V. Shatokhina

**Corporate Secretary
of IDGC of Centre**

S.V. Lapinskaya