

**MINUTES No. 01/14**  
**of the Annual General meeting of shareholders**  
**of “Interregional Distribution Grid Company of Centre”, Joint-Stock Company**  
**held in the form of meeting on 26 June 2014**

**Date of drawing up the minutes: «30» June 2014**

The full name of the Company: **Interregional Distribution Grid Company of Centre, Joint-Stock Company.**

Location of the Company: **Russian Federation, Moscow, 2nd Yamskaya, 4.**

Type of the General meeting – **Annual.**

Form of holding – **Meeting (joint presence of shareholders to discuss the agenda items and decision-making on matters put to the vote).**

Date of the General meeting holding: **26 June 2014.**

Venue of the General meeting holding: **171, Dmitrovskoe highway, Moscow (hotel complex «Holiday Inn Vinogradovo»), conference-centre).**

Opening time of registration of persons participating in the annual General meeting of shareholders - **09 hours 00 minutes.**

Opening of the General meeting - **10 hours 00 minutes.**

Registration closing time – **11 hours 38 minutes.**

Start of the vote counting – **12 hours 08 minutes.**

Closing of the meeting – **13 hours 15 minutes.**

The record date of the list of persons eligible to participate in the Annual General Meeting: **12 May 2014.**

Completed voting ballots were sent to the following postal addresses:

**1) 127018, Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre;**

**2) 115172, Russia, Moscow, p/o box 4, Reestr-RN LLC.**

Voting results were declared at the Meeting on 26 June 2014 at 13 hours 00 minutes.

**Person presiding at the annual General meeting of shareholders** - Member of the Board of Directors, Chairman of the Management Board, General Director of IDGC of Centre  
Oleg Yuryevich Isaev

**Presidium of the annual General meeting of shareholders:**

Artem Evgenyevich Kuranov - Deputy Chairman of the Management Board, First Deputy General Director of IDGC of Centre

Alexander Viktorovich Pilyugin - Member of the Management Board, Deputy General Director for Technical Issues — Chief Engineer of IDGC of Centre

Sergey Yuryevich Rumyantsev - Member of the Management Board, Deputy General Director for Economy and Finance of IDGC of Centre

**Secretary of the annual General meeting of shareholders** - Andrey Alexandrovich Varlamov  
Corporate Secretary of IDGC of Centre

**Tabulation Commission of the annual General meeting of** - Reestr-RN LLC, Registrar’s location: 115172, Russia, Moscow, p/o box 4, as presented by

**shareholders**

Chairman of the Tabulation Commission Valery  
Vasilyevich Filipenko – Deputy General  
Director of Reestr-RN LLC

**Agenda of the annual General meeting of shareholders  
of IDGC of Centre:**

- 1. Approval of the annual report, annual accounting statements, as well as the distribution of profit (including payment of dividends) and losses of the Company following the results of fiscal year 2013.**
- 2. Election of members of the Board of Directors of the Company.**
- 3. Election of members of the Audit Commission of the Company.**
- 4. Approval of the Company's Auditor.**
- 5. Approval of the Articles of Association of the Company in a new edition.**
- 6. Approval of the internal document of the Company: the Regulations on the procedure for preparation and holding of general meeting of shareholders of the Company in a new edition.**
- 7. Approval of the internal document of the Company: the Regulations on the Audit Commission of the Company in a new edition.**
- 8. Approval of the liability insurance contract of directors and officers of the Company, which is a related party transaction.**

In accordance with paragraph 10.10 of Article 10 of the Articles of Association of the Company, and paragraph 7.2 of Article 7 of the Regulations “On the procedure of preparation and holding of the General Meeting of Shareholders of IDGC of Centre” the presiding functions at the General Meeting of Shareholders were performed by Member of the Board of Directors of IDGC of Centre - Oleg Yuryevich Isaev.

In accordance with paragraph 7.6 of Article 7 of the Regulations “On the procedure of preparation and holding of the General Meeting of Shareholders of IDGC of Centre” Andrey Alexandrovich Varlamov - Corporate Secretary of IDGC of Centre was elected as the Secretary of the Annual General Meeting of Shareholders of IDGC of Centre by the decision of the Board of Directors of the Company on 19.05.2014.

In accordance with paragraph 1 of Article 56 of Federal Law “On Joint Stock Companies” dated 26.12.1995 № 208-FZ (as now or hereafter in effect) and paragraph 11.3 of Article 11 of the Articles of Association of the Company the Company's Registrar - Reestr-RN LLC is performing the functions of the Tabulation Commission at the Annual General Meeting of Shareholders of IDGC of Centre. Chairman of the Tabulation Commission - Valery Vasilyevich Filipenko – Deputy General Director of Reestr-RN LLC, acting on the basis of power of attorney dated 25.06.2014 № 02062501.

In accordance with Article 51 of the Federal Law “On Joint Stock Companies” the decision of the Board of Directors of IDGC of Centre dated 26.04.2013 established that 12.05.2014 is the record date of the list of persons entitled to participate in the Annual General Meeting of Shareholders.

O.Y. Isaev, presiding at the Annual General meeting gave the floor to Chairman of the Tabulation Commission – V.V. Filipenko to declare the results of registration as of 10 hours 00 minutes and to explain the order of voting on the agenda items.

Total number of placed shares of IDGC of Centre that had voting power at the annual General meeting of shareholders amounted to **42 217 941 468**. Persons, who participated in the annual General meeting of shareholders (with regard to registration held by Reestr-RN LLC as of 10 hours 00 minutes) had **38 058 601 794** votes according to number of ordinary shares held by them.

In accordance with the requirements of item 1 of Article 58 of the Federal Law “On Joint-Stock Companies” and item 11.10. of Article 11 of the Company’s Articles of Association the quorum is present and the annual General meeting of shareholders of IDGC of Centre is entitled to take decisions on all items of the agenda.

O.Y. Isaev, presiding at the Annual General meeting announced the Annual General Meeting of Shareholders of IDGC of Centre open and read the agenda and rules of procedure of the Annual General Meeting of shareholders of IDGC of Centre.

Next, in accordance with the agenda and rules of procedure of the Meeting of shareholders:

**1. HEARD a report of Oleg Yuryevich Isaev – Chairman of the Management Board, General Director of IDGC of Centre - regarding item # 1 «Approval of the annual report, annual accounting statements, as well as the distribution of profit (including payment of dividends) and losses of the Company following the results of fiscal year 2013» in regards with *approval of the annual report for the fiscal year of 2013:***

The report on item #1 of the Meeting’s agenda is kept in the materials for the Meeting.

The speaker informed that the annual report of the Company was previously approved and recommended for approval by the Annual General Meeting of Shareholders by the Company's Board of Directors on 28.04.2014.

General Director of IDGC of Centre, O.Y. Isaev, presented to shareholders the Company's performance in the following areas:

- the main outcome of 2013;
- features of grid assets;
- strategic development;
- operating highlights;
- retail activities;
- the corporate governance system;
- financial performance;
- cost management;
- procurement and investment activities;
- social responsibility.

The annual report of IDGC of Centre following the results of 2013 is attached (Appendix 1).

**HEARD a co-report of Sergey Yuryevich Rumyantsev – Member of the Management Board of IDGC of Centre, Deputy General Director for Economy and Finance of IDGC of Centre - regarding item # 1 «Approval of the annual**

**report, annual accounting statements, as well as the distribution of profit (including payment of dividends) and losses of the Company following the results of fiscal year 2013» in regards with approval of the annual accounting statements, as well as the distribution of profit (including payment of dividends) and losses of the Company following the results of fiscal year 2013.**

The co-report on item #1 of the Meeting's agenda is kept in the materials for the Meeting.

The speaker informed that the annual financial statements for 2013 were previously approved and recommended for approval to the Annual General Meeting of Shareholders by the Company's Board of Directors on 19.05.2014.

The accuracy of the financial (accounting) statements of the Company for 2013 and compliance of accounting procedures in all material respects with the legislation of the Russian Federation were confirmed on 03.03.2014 by the Company's auditor's opinion - ZAO "KPMG", elected by the Annual General Meeting of Shareholders on 14.06.2013.

The Audit Committee of the Board of Directors acknowledged the audit report in compliance with the Federal rules (standards) of auditing.

The Audit Commission in its report dated 16.04.2014 on the audit results of the financial and economic activities of the Company for 2013 also confirmed that the Company's accounting statements for 2013 present fairly, in all material respects, the financial position of IDGC of Centre as at 31.12.2013 and the results of financial and economic activities of IDGC of Centre for 2013.

The annual financial statements of IDGC of Centre for 2013 are attached (Appendix 2).

In regards with *the distribution of profit (including dividends) and losses of the Company following the results of fiscal year 2013*, S.Y. Rumyantsev said as follows:

The distribution of profit of the Company following the results of fiscal year 2013 was approved and recommended for approval to the Annual General Meeting of Shareholders by the Company's Board of Directors on 19.05.2014:

Name	(thousand RUB)
Retained earnings (loss) for the reporting period:	292 898
To be distributed to: Reserve fund	0
Profit for development	216 906
Dividends	75 992
Repayment of losses of previous years	0

The Company's Board of Directors also recommended to the Annual General Meeting of Shareholders to pay dividends on common stocks of the Company following the results of 2013 in the amount of 0,0018 rubles per ordinary share of the Company in cash to a nominal holder and a beneficial owner being a professional securities market participant within 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.

Regarding item # 1 of the Meeting's agenda the draft decision is presented in voting ballot # 1.

In accordance with item 2 of Article 49 of the Federal Law “On Joint-Stock Companies” and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

**2. HEARD a report of Yury Vladimirovich Minchenko – Member of the Management Board, Deputy General Director for Corporate Governance of IDGC of Centre - regarding item # 2 «Election of members of the Board of Directors of the Company»:**

The report on item #2 of the Meeting’s agenda is kept in the materials for the Meeting.

19 candidates were included in the voting ballot.

In accordance with item 16.1 of Article 16 of the Articles of Association of the Company the number of members of the Board of Directors of the Company shall be 11 (eleven) persons.

The speaker read out the 19 candidates for the Board of Directors nominated by shareholders of IDGC of Centre (JSC “Russian Grids”, Company “Genhold Limited”, Company “IMMENSO ENTERPRISES LIMITED”, Company “Energousouz Holdings Limited”), who the Board of Directors in accordance with paragraph 1 of Article 53 of the Federal Law “On Joint Stock Companies” at its meeting on 06.03.2014 included in the list for voting on the item «Election of members of the Board of Directors of the Company».

Y.V. Minchenko also reported that the Personnel and Remuneration Committee of the Board of Directors of the Company gave a preliminary assessment of the candidates for the Board of Directors.

The results of the preliminary assessment of the candidates for the Board of Directors confirm that the proposed nominees to the Board of Directors are sufficiently independent from the Company's management to make objective and independent judgment regarding the current operations of the Company, and are able to critically evaluate the current work of the management.

Written consent of the candidates, nominated for election to the Board of Directors of IDGC of Centre, is available.

Regarding item # 2 of the Meeting’s agenda the draft decision is presented in voting ballot # 2.

According to item 4 of Article 66 of the Federal Law “On Joint Stock Companies” the election of members of the Board of Directors is made by cumulative voting. The candidates with the highest number of votes are considered elected.

**3. HEARD a report of Sergey Yuryevich Rummyantsev – Member of the Management Board, Deputy General Director for Economy and Finance of IDGC of Centre - regarding item # 3 «Election of members of the Audit Commission of the Company»:**

The report on item #3 of the Meeting’s agenda is kept in the materials for the Meeting.

6 candidates were included in the voting ballot.

In accordance with paragraph 24.1 of Article 24 of the Articles of Association of the Company the number of members of the Audit Commission shall be 5 (five) persons.

The speaker read out the 6 candidates for the Audit Commission of the Company nominated by shareholders of IDGC of Centre - (JSC "Russian Grids", Company "Genhold Limited"), who the Board of Directors in accordance with paragraph 1 of Article 53 of the Federal Law "On Joint Stock Companies" at its meeting on 06.03.2014 included in the list for voting on the item «Election of members of the Audit Commission of the Company».

S.Y. Rumyantsev also reported that all the candidates to the Audit Commission of the Company have higher education, extensive experience in organizing and conducting audits, have a high level of knowledge and skills in management, law, economics and financial management.

Written consent of the candidates, nominated for election to the Audit Commission of IDGC of Centre, is available.

Regarding item # 3 of the Meeting's agenda the draft decision is presented in voting ballot # 3.

In accordance with the requirements of item 2 of Article 49 of the Federal Law "On Joint-Stock Companies" and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

#### **4. HEARD a report of Sergey Yuryevich Rumyantsev - regarding item # 4 «Approval of the Company's Auditor»:**

The report on item #4 of the Meeting's agenda is kept in the materials for the Meeting.

The Board of Directors of IDGC of Centre at the meeting, held on 28.04.2014, reviewed the auditor's nomination and proposed to the Annual General Meeting of Shareholders for audit and confirmation of the annual financial statements for fiscal year 2014 to approve Ernst & Young LLC as the Company's Auditor.

The speaker reported on the nomination as the Company's Auditor.

Regarding item # 4 of the Meeting's agenda the draft decision is presented in voting ballot # 1.

In accordance with item 2 of Article 49 of the Federal Law "On Joint-Stock Companies" and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

#### **5. HEARD a report of Yury Vladimirovich Minchenko - regarding item # 5 «Approval of the Articles of Association of the Company in a new edition»:**

The report on item #5 of the Meeting's agenda is kept in the materials for the Meeting.

The speaker informed that proposed revision of the Articles of Association of the Company was proposed for approval to the Annual General Meeting of Shareholders by the Company's Board of Directors on 19.05.2014.

The draft of the Articles of Association takes into account changes in corporate legislation since the adoption of the Articles of Association of IDGC of Centre at the Annual General Meeting of Shareholders on 17.06.2011.

The new edition of the Articles of Association is attached (Appendix 3).

Regarding item # 5 of the Meeting's agenda the draft decision is presented in voting ballot # 4.

In accordance with item 2 of Article 49 of the Federal Law "On Joint-Stock Companies" and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre the decision on the item is taken by three-fourths majority of votes of shareholders - owners of voting shares of the Company participating in the Meeting.

**6. HEARD a report of Yury Vladimirovich Minchenko - regarding item # 6 «Approval of the internal document of the Company: the Regulations on the procedure for preparation and holding of General Meeting of Shareholders of the Company in a new edition»:**

The report on item #6 of the Meeting's agenda is kept in the materials for the Meeting.

The speaker informed that the new edition of the Regulations on the procedure for preparation and holding of General Meeting of Shareholders of the Company was proposed for approval to the Annual General Meeting of Shareholders by the Company's Board of Directors on 19.05.2014.

It is proposed to amend the Regulations following the changes entered in 2013 in the Federal Law "On Joint-Stock Companies".

The new edition of the Regulations is attached (Appendix 4).

Regarding item # 6 of the Meeting's agenda the draft decision is presented in voting ballot # 4.

In accordance with item 2 of Article 49 of the Federal Law "On Joint-Stock Companies" and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

**7. HEARD a report of Yury Vladimirovich Minchenko - regarding item # 7 «Approval of the internal document of the Company: the Regulations on the Audit Commission of the Company in a new edition»:**

The report on item #7 of the Meeting's agenda is kept in the materials for the Meeting.

The speaker informed that the new edition of the Regulations on the Audit Commission of the Company was proposed for approval to the Annual General Meeting of Shareholders by the Company's Board of Directors on 19.05.2014.

It is proposed to amend the Regulations as to detailing the duties, responsibilities and work of the Audit Commission. All of these changes are intended to increase the transparency and efficiency of the work of the Audit Commission of the Company.

The new edition of the Regulations is attached (Appendix 5).

Regarding item # 7 of the Meeting's agenda the draft decision is presented in voting ballot # 4.

In accordance with item 2 of Article 49 of the Federal Law "On Joint-Stock Companies" and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

**8. HEARD a report of Sergey Yuryevich Rumyantsev - regarding item # 8 «Approval of the liability insurance contract of directors and officers of the Company, which is a related party transaction»:**

The report on item #8 of the Meeting's agenda is kept in the materials for the Meeting.

The speaker informed that this item is considered as proposed by the Board of Directors of the Company, which, at its meeting on 19.05.2014 recommended to the Annual General Meeting of Shareholders to approve the liability insurance contract of directors and officers of the Company, which is a related party transaction.

Then S.Y. Rumyantsev clarified that conclusion of the liability insurance contract of directors and officers will help protect the property interests of the Company and members of its management bodies.

Regarding item # 8 of the Meeting's agenda the draft decision is presented in voting ballot # 5.

In accordance with item 4 of Article 83 of the Federal Law "On Joint-Stock Companies" and item 10.5 of Article 10 of the Articles of Association of IDGC of Centre the decision on the item is taken by a majority of votes of all shareholders - owners of voting shares being not related parties.

After the reports on the items of the agenda, O.Y. Isaev, presiding at the Annual General Meeting of Shareholders, read out the questions in writing forwarded to the Secretary of the Meeting from shareholders (representatives of shareholders): M.P. Sidenko (a representative of shareholder V.B. Lyschikov), L.V. Bogomaz, T.A. Tsvetkova, R.A. Zerova, G.Y. Ochkova (a representative of shareholder V.N. Konyakhina), A.A. Shchurova, D.I. Zheldakova and I.B. Vinogradova, and gave the floor to the Company's management to answer them.

After the answers to the questions, O.Y. Isaev, presiding at the Annual General Meeting of Shareholders, informed that all the items of the agenda of the Meeting of shareholders were considered and gave the floor to the Chairman of the Tabulation Commission – V.V. Filipenko to inform the persons, present at the meeting, on the number of votes held by the persons registered (participating) in the general meeting at that moment.



At 11 hours 37 minutes the start of voting was announced.

12 hours 07 minutes was determined to be the time of end of taking ballots from shareholders.

At 12 hours 08 minutes a technical break was declared to count the votes.

After completion of the technical break, O.Y. Isaev, presiding at the Annual General Meeting of Shareholders, gave the floor to the Chairman of the Tabulation Commission, V.V. Filipenko, to announce the voting results and decisions taken by the Shareholders Meeting.

The Chairman of the Tabulation Commission, V.V. Filipenko, announced the voting results and decisions taken by the Meeting.

**ITEMS PUT TO THE VOTE AND VOTING RESULTS ON EACH ITEM OF THE AGENDA:**

**On item 1 of the agenda:**

1. To approve the Company's annual report for 2013, the Company's annual accounting statements for 2013.

2. To approve the following profit (loss) distribution of the Company for 2013 fiscal year:

Name	(thousand RUB)
Retained earnings (loss) for the reporting period:	292 898
To be distributed to: Reserve fund	0
Profit for development	216 906
Dividends	75 992
Repayment of losses of previous years	0

3. To pay dividends on common stocks of the Company following the results of 2013 in the amount of 0,0018 rubles 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.

To define the record date of the list of persons entitled to receive dividends – «14» July 2014.

Number of votes on this item that belonged to the persons, <b>included in the list</b> of persons entitled to participate in the annual General meeting ( <b>holders of placed voting shares</b> )	<b>42 217 941 468</b>
Number of votes on this item that belonged to the persons, who <b>participated</b> in the meeting	<b>38 058 601 794</b>
<b>The quorum</b> on the given item (%)	<b>90,14</b>

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	<b>28 175 485 609</b>
«AGAINST»	<b>57 265</b>
«ABSTAINED»	<b>295 953 707</b>

Number of votes in ballots declared invalid	<b>9 459 665 248</b>
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**Decision is taken.**

**On item 2 of the agenda:**

To elect the Company's Board of Directors as follows:

Item #	Nomination to the Board of Directors of the Company	Position, place of work of the nominee to the Board of Directors of the Company (title at the time of nomination)
1.	Oxana Vladimirovna Shatokhina	Deputy General Director for Economy of JSC «Russian Grids»
2.	Maria Valeryevna Lazareva	Director of Expert-Analytical Department of JSC «Russian Grids»
3.	Yury Nikolayevich Mangarov	Adviser of JSC «Russian Grids»
4.	Oleg Yuryevich Isaev	General Director of IDGC of Centre
5.	Vladimir Vladimirovich Sofyin	Director of Technology Development and Innovation Department of JSC «Russian Grids»
6.	Maxim Mikhailovich Saukh	Head of Corporate Governance Office of Corporate Governance and Interaction with Shareholders and Investors Department of JSC «Russian Grids»
7.	Pavel Nikolayevich Snikkars	Director of Electric Power Industry Development Department of the Russian Ministry of Energy
8.	Xenia Valeryevna Khokholkova	Deputy Head of Office – Head of Shareholder Rights Provision Section of Corporate Governance and Interaction with Shareholders and Investors

		Department of JSC «Russian Grids»
9.	Tatiana Alexandrovna Ivanova	Head of Tariff Methodology Office of Tariff Policy Department of JSC «Russian Grids»
10.	Natalia Ilyinichna Erpsher	Head of Organizational Development Office of Personnel Policy and Organizational Development Department of JSC «Russian Grids»
11.	Nikolay Borisovich Piotrovich	Deputy Head of the Directorate of Organizing the Activities of Management Bodies of JSC «Russian Grids»
12.	Alexander Grigoryevich Starchenko	Vice-President for Power Engineering of NLMK
13.	Sergey Vladimirovich Chebotarev	Director for Energy Efficiency and Energy Markets of NLMK
14.	Tatiana Petrovna Dronova	ZAO "Investment Holding "Energy Alliance", Deputy General Director for Strategy and Development
15.	Alexander Markovich Branis	Prosperity Capital Management (Russian Federation) Ltd., Director
16.	Denis Alexandrovich Spirin	Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Director for Corporate Governance
17.	Roman Alexeyevich Filkin	Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Co- Director, power engineering, machine building
18.	Denis Viktorovich Kulikov	Nonprofit organization Association for Protection of rights of investors, Executive Director
19.	Alexander Viktorovich Shevchuk	Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director

Number of votes for cumulative voting on the item that belonged to the persons, <b>included in the list</b> of persons entitled to participate in the annual General meeting ( <b>holders of placed voting shares</b> )	<b>464 397 356 148</b>
Number of votes for cumulative voting on the item that belonged to the persons, who <b>participated</b> in the meeting	<b>418 650 196 921</b>
<b>The quorum</b> on the given item (%)	<b>90,149</b>

Number of votes, cast for each candidate, as chosen the voting option «FOR»:

Item #	Candidate's full name	Number of votes for cumulative voting
<b>«FOR», distribution of votes for candidates</b>		
1	Oxana Vladimirovna Shatokhina	34 793 377 096
2	Maria Valeryevna Lazareva	34 633 223 227
3	Yury Nikolayevich Mangarov	34 632 375 001
4	Oleg Yuryevich Isaev	41 578 038 094
5	Vladimir Vladimirovich Sofyin	34 633 873 551
6	Maxim Mikhailovich Saukh	34 633 176 083
7	Pavel Nikolayevich Snikkars	34 502 278 571
8	Xenia Valeryevna Khokholkova	8 585 879
9	Tatiana Alexandrovna Ivanova	2 551 971
10	Natalia Ilyinichna Erpsher	34 325 128 680
11	Nikolay Borisovich Piotrovich	2 722 209
12	Alexander Grigoryevich Starchenko	4 715 491
13	Sergey Vladimirovich Chebotarev	3 461 711
14	Tatiana Petrovna Dronova	6 411 751
15	Alexander Markovich Branis	33 703 931 734
16	Denis Alexandrovich Spirin	3 892 455

17	Roman Alexeyevich Filkin	33 704 172 012
18	Denis Viktorovich Kulikov	32 963 468 654
19	Alexander Viktorovich Shevchuk	32 898 362 177
<b>«AGAINST» all candidates</b>		<b>0</b>
<b>«ABSTAINED» for all candidates</b>		<b>26 434 617</b>

Number of votes in ballots declared invalid	<b>1 434 025 945</b>
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Eleven candidates with the highest number of votes are considered to be elected to the Board of Directors of IDGC of Centre.

**Decision is taken.**

**On item 3 of the agenda:**

To elect the following Company's Audit Commission:

Item #	Nomination to the Audit Commission of the Company	Position, place of work of the nominee to the Audit Commission of the Company (title at the time of nomination)
1.	Marina Alexeyevna Lelekova	Director of Internal Audit and Control Department of JSC «Russian Grids»
2.	Elena Polikarpovna Kuznetsova	Head of Corporate Audit Section of Internal Audit Office of Internal Audit and Control Department of JSC «Russian Grids»
3.	Elena Yuryevna Guseva	Leading Expert of Internal Audit Office of Internal Audit and Control Department of JSC «Russian Grids»
4.	Sergey Vladimirovich Malyshev	Leading Expert of Internal Audit Office of Internal Audit and Control Department of JSC «Russian Grids»
5.	Sergey Ivanovich Ochikov	Leading Expert of Internal Audit Office of Internal Audit and Control Department of JSC «Russian Grids»
6.	Igor Nikolayevich Repin	Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director

Number of votes on this item that belonged to the persons, <b>included in the list</b> of persons entitled to participate in the annual General meeting ( <b>holders of placed voting shares</b> )	<b>42 217 941 468</b>
Number of votes on this item that belonged to the persons, who <b>participated</b> in the meeting	<b>38 059 108 811</b>
<b>The quorum</b> on the given item (%)	<b>90,149</b>

Number of votes cast for each voting option for each candidate:

#	Candidate's full name	FOR	AGAINST	ABSTAINED	WERE NOT COUNTED since the ballots were recognized invalid, and for other reasons
1	Marina Alexeyevna Lelekova	22 878 631 092	1 241 394 485	3 005 687 355	10 805 302 417
2	Elena Polikarpovna Kuznetsova	24 023 573 094	1 003 514 928	2 098 675 198	10 805 252 129
3	Elena Yuryevna Guseva	24 069 547 130	964 577 525	2 091 007 877	10 805 882 817
4	Sergey Vladimirovich Malyshev	23 845 578 642	1 188 392 386	2 091 236 501	10 805 807 820

5	Sergey Ivanovich Ochikov	23 818 029 685	1 189 143 989	2 090 896 198	10 832 945 477
6.	Igor Nikolayevich Repin	4 860 238 459	776 850 420	22 494 527 906	9 799 677 812

Five candidates with the highest number of votes are considered to be elected to the Audit Commission of IDGC of Centre.

**Decision is taken.**

**On item 4 of the agenda:**

To approve Ernst & Young LLC as the Company's Auditor.

Number of votes on this item that belonged to the persons, <b>included in the list</b> of persons entitled to participate in the annual General meeting ( <b>holders of placed voting shares</b> )	<b>42 217 941 468</b>
Number of votes on this item that belonged to the persons, who <b>participated</b> in the meeting	<b>38 059 108 811</b>
<b>The quorum</b> on the given item (%)	<b>90,149</b>

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	<b>28 107 789 413</b>
«AGAINST»	<b>73 559</b>
«ABSTAINED»	<b>361 550 490</b>

Number of votes in ballots declared invalid	<b>9 461 748 367</b>
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**Decision is taken.**

**On item 5 of the agenda:**

To approve the Articles of Association of the Company in the new edition.

Number of votes on this item that belonged to the persons, <b>included in the list</b> of persons entitled to participate in the annual General meeting ( <b>holders of placed voting shares</b> )	<b>42 217 941 468</b>
Number of votes on this item that belonged to the persons, who <b>participated</b> in the meeting	<b>38 059 108 811</b>
<b>The quorum</b> on the given item (%)	<b>90,149</b>

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	<b>37 349 336 314</b>
«AGAINST»	<b>450 431</b>
«ABSTAINED»	<b>573 979 063</b>

Number of votes in ballots declared invalid	<b>7 287 783</b>
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**Decision is taken.**

**On item 6 of the agenda:**

To approve the Regulations on the procedure for preparation and holding of General Meeting of Shareholders of the Company in the new edition.

Number of votes on this item that belonged to the persons, <b>included in the list</b> of persons entitled to participate in the annual General meeting ( <b>holders of placed voting shares</b> )	<b>42 217 941 468</b>
Number of votes on this item that belonged to the persons, who <b>participated</b> in the meeting	<b>38 059 108 811</b>
<b>The quorum</b> on the given item (%)	<b>90,149</b>

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	<b>37 491 194 938</b>
«AGAINST»	<b>50 978 333</b>
«ABSTAINED»	<b>381 944 348</b>

Number of votes in ballots declared invalid	<b>6 935 972</b>
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**Decision is taken.**

**On item 7 of the agenda:**

To approve the Regulations on the Audit Commission of the Company in the new edition.

Number of votes on this item that belonged to the persons, <b>included in the list</b> of persons entitled to participate in the annual General meeting ( <b>holders of placed voting shares</b> )	<b>42 217 941 468</b>
Number of votes on this item that belonged to the persons, who <b>participated</b> in the meeting	<b>38 059 108 811</b>
<b>The quorum</b> on the given item (%)	<b>90,149</b>

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	<b>37 465 632 879</b>
«AGAINST»	<b>646 857</b>
«ABSTAINED»	<b>457 785 416</b>

Number of votes in ballots declared invalid	<b>6 988 439</b>
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**Decision is taken.**

**On item 8 of the agenda:**

1. To determine the price of the liability insurance contract of directors and officers between the Company and the preferred bidder determined by the results of the 2014 procurement procedures to select an insurance company (hereinafter - Contractor), in the amount of the insurance premium, which is not more than 50 000 (Fifty thousand) US dollars.

2. To approve the liability insurance contract of directors and officers (hereinafter - the Agreement) between the Company and Contractor, which is a related party transaction, on the following essential conditions:

2.1. Parties of the Agreement:

Company - «the Insured Party»;

Contractor - «the Insurer».

2.2. The Insured:

- the Company;

- the Insured persons:

- any natural person who, in particular, was, is or becomes:

- Member of the Board of Directors of the Company;

- General Director of the Company;

- Member of the Management Board of the Company;

- First Deputy General Director of the Company;

- Deputy General Director (not a member of the Management Board) of the Company;

- Chief Accountant of the Company.

- any natural or legal person who was, is or becomes the sole executive body of the Company.

2.3. Subject of the Agreement: The Insured Party agrees within a specified period in the Agreement to pay the insurance premium and comply with the terms and conditions of the Agreement, and the Insurer agrees with an insured event to pay insurance compensation in accordance with the terms and conditions of the Agreement.

2.4. Object of insurance: property interests of the Insured related to incurring losses.

2.5. Insured event: fact of presentation to the Insured during the period of coverage or the discovery period of a claim in connection with a wrongful act occurring after the date of incorporation of the

Company (retroactive date), which necessarily leads to the loss of the Insured, even if such losses have not been actually incurred yet.

2.6. Insurance coverage:

Coverage A: The Insurer will cover the losses of the Insured Person;

Coverage B: The Insurer indemnifies for losses paid by the Company of the Insured Person;

Coverage C: The Insurer pays the Company's losses arising from securities claims, first claimed against the Company during the period of insurance for any incorrect operation of the Company.

2.7. Exclusions from the 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;

- claims related to improper operation, made by the sole executive body and associated with performance of the functions of the sole executive body to a person other than the Company.

2.8. The total limit of liability for all the Insured under all claims - 30 000 000 US dollars.

2.9. Additional limit of liability for each independent director is not less than 1 000 000 US dollars provided that the aggregate limit of liability for all independent directors in the aggregate amount is not less than 5 000 000 US dollars.

2.10. Franchises:

- no more than 100 000 US dollars - in relation to claims under securities, filed in the U.S. or Canada;

- no more than 80 000 US dollars - in relation to claims under securities, filed in other countries;

- no more than 50 000 US dollars - for the remaining claims filed in the United States or Canada;

- no more than 50 000 US dollars - for the remaining claims filed in other countries.

2.11. Insurance period (validity of the Agreement): 12 months.

2.12. 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 100% of the premium under the Agreement.

2.13. Price of the Agreement (Total insurance premium): no more than 50 000 (Fifty thousand) US dollars. The price of the agreement can be changed to the lower side on the results of the procurement procedures.

2.14. 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.

Number of votes on this item that belonged to the persons, <b>included in the list</b> of persons entitled to participate in the annual General meeting ( <b>holders of placed voting shares</b> )	<b>42 217 941 468</b>
Number of votes on the given item <b>that belonged to all the persons, included in the list of persons entitled to participate in the annual General meeting, being not related parties</b>	<b>21 011 467 967</b>
Number of votes that belonged to the persons, <b>being not related parties, who participated</b> in the general Meeting on the given agenda item of the general Meeting	<b>16 852 635 310</b>
<b>The quorum</b> on the given item (%)	<b>80,2068</b>

Number of votes cast for each voting option:

Voting options	Number of votes
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«FOR»	<b>3 595 351 611</b>
«AGAINST»	<b>10 851 903 157</b>
«ABSTAINED»	<b>2 269 256 288</b>

Number of votes in ballots declared invalid	<b>7 362 738</b>
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**Decision is not taken.**



## DECISIONS TAKEN BY THE MEETING:

### On item 1 of the agenda:

1. To approve the Company's annual report for 2013, the Company's annual accounting statements for 2013.

2. To approve the following profit (loss) distribution of the Company for 2013 fiscal year:

Name	(thousand RUB)
Retained earnings (loss) for the reporting period:	292 898
To be distributed to: Reserve fund	0
Profit for development	216 906
Dividends	75 992
Repayment of losses of previous years	0

3. To pay dividends on common stocks of the Company following the results of 2013 in the amount of 0,0018 rubles 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.

To define the record date of the list of persons entitled to receive dividends – «14» July 2014.

### On item 2 of the agenda:

To elect the following Company's Board of Directors:

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

### On item 3 of the agenda:

To elect the following Company's Audit Commission:

1. Marina Alexeyevna Lelekova
2. Elena Polikarpovna Kuznetsova
3. Elena Yuryevna Guseva
4. Sergey Vladimirovich Malyshev
5. Sergey Ivanovich Ochikov

### On item 4 of the agenda:

To approve Ernst & Young LLC as the Company's Auditor.

### On item 5 of the agenda:

To approve the Articles of Association of the Company in the new edition.

**On item 6 of the agenda:**

To approve the Regulations on the procedure for preparation and holding of General Meeting of Shareholders of the Company in the new edition.

**On item 7 of the agenda:**

To approve the Regulations on the Audit Commission of the Company in the new edition.

After the announcement of the voting results and decisions taken by the Meeting of shareholders, O.Y. Isaev, presiding at the Meeting, adjourned the annual General meeting of shareholders of IDGC of Centre.

**Appendices:**

Minutes of the quorum at the General Meeting of Shareholders of IDGC of Centre dated from 26.06.2014.

Minutes of the voting results at the General meeting of shareholders of IDGC of Centre dated from 26.06.2014.

Annual report of IDGC of Centre following the results of 2013.

Annual accounting statements of IDGC of Centre for 2013 (including the Auditor's opinion and Audit Commission's Report).

The Articles of Association of the Company in the new edition.

The Regulations on the procedure for preparation and holding of General Meeting of Shareholders of the Company in the new edition.

The Regulations on the Audit Commission of the Company in the new edition.

The written questions of the shareholders (representatives of shareholders) of IDGC of Centre: M.P. Sidenko (a representative of shareholder V.B. Lyschikov), L.V. Bogomaz, T.A. Tsvetkova, R.A. Zerova, G.Y. Ochkova (a representative of shareholder V.N. Konyakhina), A.A. Shchurova, D.I. Zheldakova and I.B. Vinogradova on the agenda items of the Meeting.

**Person, presiding  
at the annual General meeting  
of shareholders of IDGC of Centre**

**O.Y. Isaev**

**Secretary of the annual  
General meeting  
of shareholders of IDGC of Centre**

**A.A. Varlamov**

Deputy General Director  
for Corporate Governance

\_\_\_\_\_ /Y.V. Minchenko/

Director of Corporate Governance –  
Head of corporate governance and  
interaction with shareholders Department

\_\_\_\_\_ /O.A. Kharchenko/