

**MINUTES No. 02/12**  
**of the Extraordinary General meeting of shareholders**  
**of “Interregional Distribution Grid Company of Centre”, Joint-Stock Company**  
**held in the form of meeting on August 23, 2012**

**Date of drawing up the minutes: «24» August 2012**

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

Location of the Company: **127018, Russia, Moscow, 2nd Yamskaya, 4.**

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

Form of holding – **Meeting (joint presence).**

Date of the General meeting holding: **August 23, 2012.**

Place of the General meeting holding: **Moscow, Sushevsky Val, 74 (Hotel "Holiday Inn Sushevsky", conference centre).**

The time of registration of persons participating in the General Meeting of Shareholders - **09 hours 00 minutes.**

The time of the General Meeting – **10 hours 00 minutes.**

Registration closing time – **10 hours 26 minutes.**

Start of the vote counting – **10 hours 56 minutes.**

Closing of the meeting – **11 hours 40 minutes.**

The postal addresses to which filled in voting ballots were sent:

**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 August 23, 2012 at 11 hours 35 minutes.

**Person presiding at the Extraordinary General meeting of shareholders** - Member of the Board of Directors  
Alexey Vladimirovich Demidov

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

Dmitry Olegovich Gudzhoyan - Chairman of the Management Board of IDGC of Centre, General Director of IDGC of Centre

Olga Vladimirovna Tkacheva - Member of the Management Board of IDGC of Centre, Deputy General Director of IDGC of Centre for Corporate Governance

Konstantin Nikolayevich Orlov - Member of the Management Board of IDGC of Centre, Deputy General Director of IDGC of Centre for Economy and Finance

**Secretary of the Extraordinary General meeting of shareholders** - Svetlana Vladimirovna Lapinskaya  
Corporate Secretary of IDGC of Centre

**Tabulation Commission of the Extraordinary General** - Reestr-RN LLC, Registrar’s location: 115172, Russia, Moscow, p/o box 4, Chairman of the

**meeting of shareholders**

Tabulation Commission, Shakotko Vladimir Vladislavovich – General Director of Reestr-RN LLC

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

- 1. Early termination of the powers of members of the Board of Directors of the Company;**
- 2. Election of members of the Board of Directors of the Company.**

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 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 - Alexey Vladimirovich Demidov.

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 IDGC of Centre" Svetlana Vladimirovna Lapinskaya - Corporate Secretary of IDGC of Centre was elected as the Secretary of the Extraordinary General Meeting of Shareholders of IDGC of Centre by the decision of the Board of Directors on 27.07.2012.

In accordance with paragraph 1 of Article 56 of Federal Law "On Joint Stock Companies" dated 26.12.1995 № 208-FZ (as amended) 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 Extraordinary General Meeting of Shareholders of IDGC of Centre.

Chairman of the Tabulation Commission, Shakotko Vladimir Vladislavovich – General Director of Reestr-RN LLC, acting on the basis of the By-Laws.

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 04.06.2012 established that 04.07.2012 is the record date of the list of persons entitled to participate in the Extraordinary General Meeting of Shareholders.

A.V. Demidov, presiding at the Extraordinary General meeting gave the floor to Chairman of the Tabulation Commission, Shakotko Vladimir Vladislavovich 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 Extraordinary General meeting of shareholders amounted to 42 217 941 468. Persons, who participated in the Extraordinary General meeting of shareholders (with regard to registration held by Reestr-RN LLC as of 10 hours 00 minutes) had **38 293 064 564** votes according to number of ordinary shares held by them, which is **90.7033 %** of the total number of votes held by the persons included in the list of persons entitled to participate in the general meeting on the given item of the agenda.

In accordance with the requirements of paragraph 1 of Article 58 of the Federal Law "On Joint-Stock Companies" and paragraph 11.10. of Article 11 of the Company's Articles of Association the quorum is present and the Extraordinary

General meeting of shareholders of IDGC of Centre is entitled to take decisions on all items of the agenda.

A.V. Demidov, presiding at the Extraordinary General meeting announced the Extraordinary General Meeting of Shareholders of IDGC of Centre open and read the agenda and rules of procedure of the Extraordinary 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 on item No. 1 «Early termination of the powers of members of the Board of Directors of the Company» of the agenda of the Extraordinary General meeting of shareholders:**

made by Olga Vladimirovna Tkacheva – Member of the Management Board of IDGC of Centre, Deputy General Director of IDGC of Centre for Corporate Governance.

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

The speaker said that the given item is considered in accordance with the decision of the Board of Directors dated 04.06.2012, on the basis of the request of the Company's shareholder - IDGC Holding.

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

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 vote of shareholders – the owners of voting shares of the Company participating in the Meeting.

**2. HEARD a report on item No. 2 «Election of members of the Board of Directors of the Company» of the agenda of the Extraordinary General meeting of shareholders:**

made by Olga Vladimirovna Tkacheva – Member of the Management Board of IDGC of Centre, Deputy General Director of IDGC of Centre for Corporate Governance.

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

The voting ballot included 17 candidates.

In accordance with paragraph 16.1 of Article 16 of the Articles of Association of the Company the personnel of the Board of Directors of the Company is eleven (11) members.

The speaker read out the 17 candidates for the Board of Directors nominated by shareholders of IDGC of Centre (IDGC Holding, Company "Genhold Limited", Company "IMMENSO ENTERPRISES LIMITED", Company "Energosouz Holdings Limited"), who were included in the voting list on the item "Election of members of the Board of Directors of the Company" by the Board of Directors in accordance with

Article 53 of the Federal Law "On Joint Stock Companies" at its meeting on 27.07.2012.

Tkacheva O.V. also reported that the Committee for Personnel and Remuneration of the Company' Board of Directors on 31.07.2012 gave preliminary evaluation of the candidates for the Board of Directors.

The preliminary evaluation of the candidates to the Board of Directors confirms that the proposed nominees to the Board of Directors are fairly independent of the Company's management to make objective and independent judgments with respect to the current operations of the Company, and are able to critically evaluate the current work of the management.

The 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.

After the reports on the items of the agenda, A.V. Demidov, presiding at the Extraordinary General meeting of shareholders, answered the written questions forwarded to the Secretary of the Meeting from shareholders (representatives of shareholders): Ochkova G.Y. and Toporikov A.V. (Appendix 1).

After the answers to the questions A.V. Demidov, presiding at the Extraordinary General meeting of shareholders, informed that all the items of the agenda of the Meeting of shareholders were considered.

At 10 hours 26 minutes the start of voting was announced.

10 hours 56 minutes was determined to be the time of end of taking ballots from shareholders.

At 10 hours 56 minutes a technical break was declared to count the votes.

After completion of the technical break A.V. Demidov, presiding at the Extraordinary General meeting of shareholders, gave the floor to the Chairman of the Tabulation Commission, V.V. Shakotko, to announce the voting results and decisions taken by the Shareholders Meeting.

The Chairman of the Tabulation Commission V.V. Shakotko 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:

To early terminate the powers of the members of the Board of Directors of IDGC of Centre.

Number of votes on this item that belonged to the persons <b>included in the list</b> of persons entitled to participate in the 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>39 445 458 540</b>
<b>The quorum</b> on the given item (%)	<b>93.4329</b>

Number of votes cast for each voting option:

Voting options	Number of votes	% of persons participated in the voting
«FOR»	<b>37 445 148 093</b>	<b>94.9289%</b>
«AGAINST»	<b>0</b>	<b>0.0000%</b>
«ABSTAINED»	<b>1 356 292 471</b>	<b>3.4384%</b>

Number of votes in ballots declared invalid	<b>315 718 065</b>
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**The decision is taken.**

### On item 2 of the agenda:

To elect the following candidate members to the Company's Board of Directors:

Item No.	Candidacy to the Board of Directors of the Company	Position, place of work of a candidate to the Board of Directors of the Company (title for the moment of a candidate's nomination)
1.	Andrey Evgenyevich Murov	First Deputy Chairman of the Management Board of FGC UES, Executive Director of IDGC Holding
2.	Maria Gennadyevna Tikhonova	
3.	Andrey Valentinovich Kazachenkov	Member of the Management Board, First Deputy Chairman of the Management Board of FGC UES
4.	Valery Nikolayevich Sedunov	General Director of MES of Centre, Affiliate of JSC Federal Grid Company
5.	Alexey Vladimirovich Demidov	Member of the Management Board, Deputy Executive Director for Economy and Finance of IDGC Holding
6.	Dmitry Igorevich Romeyko	Director for Special Commissions of IDGC Holding
7.	Dmitry Olegovich Gudzhoyan	General Director of IDGC of Centre
8.	Alexander Grigoryevich Starchenko	Director for Power Engineering of NLMK
9.	Evgeny Alexeevich Bronnikov	Adviser to Executive Director of IDGC Holding
10.	Oxana Vladimirovna Shatokhina	Director for Economy of FGC UES, Director for Economy of IDGC Holding
11.	Maxim Mikhailovich Saukh	Head of Corporate Governance and Shareholders Interaction Department of IDGC Holding
12.	Tatiana Petrovna Dronova	Deputy General Director for Strategy and Development of ZAO "Investment Holding Energy Alliance"
13.	Alexander Markovich Branis	Director of Prosperity Capital Management (Russian Federation) Ltd.
14.	Denis Alexandrovich Spirin	Director for Corporate Governance of

		Representative Office of Prosperity Capital Management (Russian Federation) Ltd.
15.	Roman Alexeyevich Filkin	Co-Director, power engineering, machine building of Representative Office of Prosperity Capital Management (Russian Federation) Ltd.
16.	Denis Viktorovich Kulikov	Executive Director of Nonprofit organization Association for Protection of rights of investors
17.	Alexander Viktorovich Shevchuk	Deputy Executive Director of Nonprofit organization Association for Protection of rights of investors

Number of votes for cumulative voting on this item that belonged to the persons <b>included in the list</b> of persons entitled to participate in the General meeting ( <b>holders of placed voting shares</b> )	<b>464 397 356 148</b>
Number of votes for cumulative voting on this item that belonged to the persons <b>participated</b> in the meeting	<b>433 900 043 940</b>
<b>The quorum</b> on the given item (%)	<b>93.4329</b>

Number of votes cast for each candidate:

Item No.	Candidate's full name	Number of votes for cumulative voting
<b>«FOR»</b> , distribution of votes for the candidates		
1	Andrey Evgenyevich Murov	35 857 603 674
2	Maria Gennadyevna Tikhonova	35 090 503 825
3	Andrey Valentinovich Kazachenkov	35 079 078 500
4	Valery Nikolayevich Sedunov	35 084 105 106
5	Alexey Vladimirovich Demidov	1 354 738
6	Dmitry Igorevich Romeyko	35 094 453 782
7	Dmitry Olegovich Gudzhoyan	35 837 255 187
8	Alexander Grigoryevich Starchenko	33 450 932 437
9	Evgeny Alexeevich Bronnikov	237 166
10	Oxana Vladimirovna Shatokhina	35 080 213 174
11	Maxim Mikhailovich Saukh	850 433
12	Tatiana Petrovna Dronova	7 448 935
13	Alexander Markovich Branis	36 129 554 693
14	Denis Alexandrovich Spirin	13 451 434
15	Roman Alexeyevich Filkin	36 134 448 337
16	Denis Viktorovich Kulikov	44 367 370 250
17	Alexander Viktorovich Shevchuk	36 246 060 764
<b>«AGAINST» all candidates</b>		<b>11 200 035</b>
<b>«ABSTAINED» for all candidates</b>		<b>26 864 750</b>
		<b>0.0026</b>
		<b>0.0062</b>

Number of votes in ballots declared invalid	<b>199 889 371</b>
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Eleven candidates having received the majority of votes are considered to be elected to the Board of Directors of IDGC of Centre.

**The decision is taken.**

## **DECISIONS TAKEN BY THE MEETING:**

### **On item 1 of the agenda:**

To early terminate the powers of the members of the Board of Directors of IDGC of Centre.

### **On item 2 of the agenda:**

To elect the following candidate members to the Company's Board of Directors:

1. Denis Viktorovich Kulikov
2. Alexander Viktorovich Shevchuk
3. Roman Alexeyevich Filkin
4. Alexander Markovich Branis
5. Andrey Evgenyevich Murov
6. Dmitry Olegovich Gudzhoyan
7. Dmitry Igorevich Romeyko
8. Maria Gennadyevna Tikhonova
9. Valery Nikolayevich Sedunov
10. Oxana Vladimirovna Shatokhina
11. Andrey Valentinovich Kazachenkov.

After the announcement of the voting results and decisions taken by the Meeting of shareholders, A.V. Demidov, presiding at the Meeting, adjourned the Extraordinary General meeting of shareholders of IDGC of Centre.

### **Appendices:**

Minutes of the Tabulation commission of the quorum at the General Meeting of Shareholders of IDGC of Centre dated from 23.08.2012.

Minutes of the Tabulation Commission on the voting results at the General meeting of shareholders of IDGC of Centre dated from 23.08.2012.

The written questions of the shareholders (representatives of shareholders) of IDGC of Centre: Ochkova G.Y. and Toporikov A.V. on the agenda items of the Meeting.

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

**A.V. Demidov**

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

**S.V. Lapinskaya**