



“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)

«28» January 2013

Moscow

No. 01/13

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

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

Participants of the voting: **A.E. Murov, A.V. Kazachenkov, A.M. Branis, D.V. Kulikov, D.I. Romeyko, V.N. Sedunov, M.G. Tikhonova, O.V. Shatokhina, A.V. Shevchuk, R.A. Filkin.**

Members who did not provide questionnaires: **D.O. Gudzhoyan.**

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: **31.01.2013.**

AGENDA:

1. On the budget approval of the Committee for Audit, the Reliability Committee, the Committee for Personnel and Remuneration, the Strategy and Development Committee, the Committee for grid connection to power grids under the Board of Directors of IDGC of Centre for the 1st half of 2013.
2. On approval of the report of General Director of the Company «On the execution of the Annual integrated purchasing program in 3Q 2012 and following the results of 9 months of 2012».
3. On approval of the Private pension program for employees of the Company for 2013.
4. Consideration of the report of General Director «On the implementation status of the activities of the Development Strategy Implementation Plan of IDGC Holding in the Company up to 2015 and outlook up to 2020 in 2H 2012».
5. On approval of the Annual integrated purchasing program of the Company for 2013.
6. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of North-West, which is a related party transaction.
7. On approval of candidatures of insurers of IDGC of Centre.
8. On approval of amendment # 1 to agreement dated 11.04.2012 #7800/00051/12, concluded between IDGC of Centre and NIIC MRSK, which is a related party transaction.
9. On approval of agreement to perform engineering work «Typified forms for the design of Schemes of development of grids of 35 kV and below» for the needs of IDGC of Centre, concluded between IDGC of Centre and NIIC MRSK, which is a related party transaction.

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

Item 1. On the budget approval of the Committee for Audit, the Reliability Committee, the Committee for Personnel and Remuneration, the Strategy and Development Committee, the Committee for grid connection to power grids under the Board of Directors of IDGC of Centre for the 1st half of 2013.

Decision:

1. To approve the budget of the Committee for Audit of the Board of Directors of IDGC of Centre for the 1st half of 2013 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To approve the budget of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for the 1st half of 2013 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
3. To approve the budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre for the 1st half of 2013 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
4. To approve the budget of the Reliability Committee of the Board of Directors of IDGC of Centre for the 1st half of 2013 in accordance with Appendix # 4 to this decision of the Board of Directors.
5. To approve the budget of the Committee for grid connection to power grids under the Board of Directors of IDGC of Centre for the 1st half of 2013 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

Voting results:

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

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Item 2. On approval of the report of General Director of the Company «On the execution of the Annual integrated purchasing program in 3Q 2012 and following the results of 9 months of 2012».

Decision:

To approve the report of General Director of the Company «On the execution of the Annual integrated purchasing program in 3Q 2012 and following the results of 9 months of 2012» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-------------------------------------|---------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |

- | | |
|-----------------------------------|-------------|
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «AGAINST» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

The decision is taken.

Item 3. On approval of the Private pension program for employees of the Company for 2013.

Decision:

1. To approve the Private pension program for employees of the Company for 2013 in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.
2. Implementation of the Private pension program for employees of IDGC of Centre is to be carried out on the basis of the Non-state pension fund of power industry.
3. Executive Body of the Company to conclude an amendment to the private pension provision agreement with the Non-state pension fund of power industry.

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «AGAINST» |
| 4. Denis Viktorovich Kulikov | - «ABSTAINED» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «ABSTAINED» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 10. Roman Alexeyevich Filkin | - «AGAINST» |

Total:

«FOR»	- «5»
«AGAINST»	- «2»
«ABSTAINED»	- «3»

The decision is taken.

Members of the Board of Directors of the Company, D. V. Kulikov and A.V. Shevchuk, submitted their special opinion regarding this agenda item.

Item 4. Consideration of the report of General Director «On the implementation status of the activities of the Development Strategy Implementation Plan of IDGC Holding in the Company up to 2015 and outlook up to 2020 in 2H 2012».

Decision:

To defer consideration of the item at a later date.

Voting results:

- | | |
|-------------------------------------|---------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |

- | | |
|-----------------------------------|---------|
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Denis Viktorovich Kulikov | - «FOR» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «FOR» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |
| 10. Roman Alexeyevich Filkin | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Members of the Board of Directors of the Company, D. V. Kulikov and A.V. Shevchuk, submitted their special opinion regarding this agenda item.

Item 5. On approval of the Annual integrated purchasing program of the Company for 2013.

Decision:

To approve the Annual integrated purchasing program of the Company for 2013 in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Andrey Evgenyevich Murov | - «FOR» |
| 2. Andrey Valentinovich Kazachenkov | - «FOR» |
| 3. Alexander Markovich Branis | - «AGAINST» |
| 4. Denis Viktorovich Kulikov | - «ABSTAINED» |
| 5. Dmitry Igorevich Romeyko | - «FOR» |
| 6. Valery Nikolayevich Sedunov | - «FOR» |
| 7. Maria Gennadyevna Tikhonova | - «AGAINST» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
| 10. Roman Alexeyevich Filkin | - «AGAINST» |

Total:

«FOR»	- «5»
«AGAINST»	- «3»
«ABSTAINED»	- «2»

The decision is taken.

Item 6. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of North-West, which is a related party transaction.

Decision:

To approve the confidentiality agreement, concluded between IDGC of Centre and IDGC of North-West (Appendix # 9 to this decision of the Board of Directors of the Company), which is a related party transaction (hereinafter – the Agreement), on the following essential conditions:

Parties of the Agreement:

Party 1 – IDGC of Centre;

Party 2 – IDGC of North-West.

Subject of the Agreement:

1. Granting access to the information resources of Party 1, containing information that

constitutes a trade secret, and conditions for the transfer of information that constitutes a trade secret.

2. Undertaking obligations by Party 2 to disclose information that constitutes a trade secret to Party 1, providing special measures to protect and use such information and liability for breach of obligations in accordance with the current legislation of the Russian Federation and the Agreement.

Responsibilities of the Parties:

Party 2 in the event of damaging Party 1 due to nonfulfillment or improper fulfillment of the conditions of the Agreement shall compensate damages, limited to actual damages, in accordance with the current legislation of the Russian Federation.

Duration of the Agreement:

The Agreement shall be concluded for a term of one (1) year and shall enter into force upon signature by the Parties. If one month before the expiry of the Agreement, neither party requires its termination, the Agreement is recognized to be extended on the same conditions and for the same term.

Voting results:

Member of the Board of Directors of IDGC of Centre, A.E. Murov, did not take part in the voting on this item, since he is recognized as a dependent director in accordance with Article 83 of the Federal Law "On Joint Stock Companies" and members of the Board of Directors of IDGC of Centre, D. V. Kulikov and R.A. Filkin, did not take part in the voting on this item, since they are recognized as interested directors in accordance with Article 81 of the Federal Law "On Joint Stock Companies".

1. **Andrey Valentinovich Kazachenkov** - «FOR»
2. **Alexander Markovich Branis** - «FOR»
3. **Dmitry Igorevich Romeyko** - «FOR»
4. **Valery Nikolayevich Sedunov** - «FOR»
5. **Maria Gennadyevna Tikhonova** - «FOR»
6. **Oxana Vladimirovna Shatokhina** - «FOR»
7. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Item 7. On approval of candidatures of insurers of IDGC of Centre.

Decision:

To approve the following insurance companies as insurers of the Company:

Type of insurance	Insurance company	Duration of insurance
Compulsory insurance of civil liability of the owner of a hazardous facility for injury resulting from an accident at the hazardous facility	OJSIC "SOGAZ"	01.01.2013-31.12.2013
Compulsory civil liability motor-vehicle insurance (MTPL)	Rosgostrah LLC	01.01.2013 – 02.04.2014
Comprehensive and collision insurance (CNC insurance)	OJSIC "RESO Garantiya"	01.01.2013-31.12.2013

Voting results:

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

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Item 8. On approval of amendment # 1 to agreement dated 11.04.2012 #7800/00051/12, concluded between IDGC of Centre and NIIC MRSK, which is a related party transaction.

Decision:

To approve amendment # 1 to agreement dated 11.04.2012 #7800/00051/12 to perform research and development and technological works on creating a model of a pole-mounted transformer substation of 6-10/0.4 kV, and design and technological documentation to it, concluded between IDGC of Centre and NIIC MRSK, which is a related party transaction (Appendix # 10 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the Amendment:

IDGC of Centre (Customer);
NIIC MRSK (Contractor).

Subject of the Amendment:

According to the Amendment the Parties have agreed to amend agreement dated 11.04.2012 #7800/00051/12 to perform research and development and technological works on creating a model of a pole-mounted transformer substation of 6-10/0.4 kV, and design and technological documentation to it as follows:

1. To make the changes in Clause 3.1. of the Agreement to read as follows:

«3.1. Work completion start and end dates:

Start date – 11 April 2012.

End date – 11 May 2013».

2. To read Appendix #2 «Work schedule» of the Agreement in the edition of Appendix #1 to this Amendment.

3. To add the following clause to Section 2. Subject and scope of the Agreement:

«2.5. Installation, operational test and commercial operation of the developed model of a pole-mounted transformer substation of 6-10/0.4 kV will be performed in electrical networks of IDGC of Centre – Belgorodenergo division at the address: Stary Oskol Distribution Zone, 309506, Belgorod region, Stary Oskol, 1st Cavalry Army str., 25-b».

Duration of the Amendment:

The Amendment covers the relationship of the parties, in fact changed since December 12, 2012.

Voting results:

Member of the Board of Directors of IDGC of Centre, A.E. Murov, did not take part in the voting on this item, since he is recognized as a dependent director in accordance with Article 83 of the Federal Law "On Joint Stock Companies".

1. **Andrey Valentinovich Kazachenkov** - «FOR»
2. **Alexander Markovich Branis** - «ABSTAINED»
3. **Denis Viktorovich Kulikov** - «FOR»
4. **Dmitry Igorevich Romeyko** - «FOR»
5. **Valery Nikolayevich Sedunov** - «FOR»
6. **Maria Gennadyevna Tikhonova** - «FOR»
7. **Oxana Vladimirovna Shatokhina** - «FOR»
8. **Alexander Viktorovich Shevchuk** - «FOR»
9. **Roman Alexeyevich Filkin** - «ABSTAINED»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

The decision is taken.

Item 9. On approval of agreement to perform engineering work «Typified forms for the design of Schemes of development of grids of 35 kV and below» for the needs of IDGC of Centre, concluded between IDGC of Centre and NIIC MRSK, which is a related party transaction.

Decision:

1. To determine that the cost of the Agreement according to the Summary statement of the cost to perform engineering work «Typified forms for the design of Schemes of development of grids of 35 kV and below» (Appendix # 3 to the Agreement), is 6 779 661,02 (Six million seven hundred seventy-nine thousand six hundred sixty-one) rubles 02 kopecks, plus VAT of 1 220 338,98 (One million two hundred twenty thousand three hundred and thirty-eight) rubles 98 kopecks.

Total cost of the work with VAT under the Agreement is 8 000 000,00 (Eight hundred million) rubles 00 kopecks.

2. To approve the agreement to perform engineering work «Typified forms for the design of Schemes of development of grids of 35 kV and below» for the needs of IDGC of Centre (Appendix # 11 to this decision of the Board of Directors of the Company), concluded between IDGC of Centre and NIIC MRSK, which is a related party transaction.

Parties of the Agreement:

IDGC of Centre (Customer);

NIIC MRSK (Contractor).

Subject of the Agreement:

Contractor shall personally, in accordance with the Terms of Reference of Customer, perform engineering work «Typified forms for the design of Schemes of development of grids of 35 kV and below».

The content and scope of the Work, technical and other requirements to the Work under the Agreement are defined in the Terms of Reference (Appendix # 1).

Stages and turnaround time to perform the Work by Contractor, as specified in clause 2.1, are determined by the Work Schedule (Appendix # 2).

Price of the Agreement:

The cost of the Agreement according to the Summary statement of the cost to perform engineering work «Typified forms for the design of Schemes of development of grids of 35 kV and below» (Appendix # 3 to the Agreement), is 6 779 661,02 (Six million seven

hundred seventy-nine thousand six hundred sixty-one) rubles 02 kopecks, plus VAT of 1 220 338,98 (One million two hundred twenty thousand three hundred and thirty-eight) rubles 98 kopecks.

Total cost of the work with VAT under the Agreement is 8 000 000,00 (Eight hundred million) rubles 00 kopecks.

Duration of the Agreement:

The Agreement shall enter into force upon signature and shall continue until the Parties fulfill their obligations in full (including warranty).

Voting results:

Member of the Board of Directors of IDGC of Centre, A.E. Murov, did not take part in the voting on this item, since he is recognized as a dependent director in accordance with Article 83 of the Federal Law "On Joint Stock Companies".

- | | |
|--|---------------|
| 1. Andrey Valentinovich Kazachenkov | - «FOR» |
| 2. Alexander Markovich Branis | - «ABSTAINED» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Dmitry Igorevich Romeyko | - «FOR» |
| 5. Valery Nikolayevich Sedunov | - «FOR» |
| 6. Maria Gennadyevna Tikhonova | - «FOR» |
| 7. Oxana Vladimirovna Shatokhina | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

The decision is taken.

Item 10. On coordination of candidates for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

Decision:

To agree upon the nomination of Yuliya Eduardovna Sharkova for the position of Deputy General Director for Development and Sale of Services of IDGC of Centre.

Voting results:

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

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

The decision is taken.

Appendices:

1. The budget of the Committee for Audit of the Board of Directors of IDGC of Centre for the 1st half of 2013 (Appendix #1).
2. The budget of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for the 1st half of 2013 (Appendix # 2).
3. The budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre for the 1st half of 2013 (Appendix # 3).
4. The budget of the Reliability Committee of the Board of Directors of IDGC of Centre for the 1st half of 2013 (Appendix # 4).
5. The budget of the Committee for grid connection to power grids under the Board of Directors of IDGC of Centre for the 1st half of 2013 (Appendix # 5).
6. The report of General Director of the Company «On the execution of the Annual integrated purchasing program in 3Q 2012 and following the results of 9 months of 2012» (Appendix # 6).
7. The Private pension program for employees of the Company for 2013 (Appendix # 7).
8. The Annual integrated purchasing program of the Company for 2013 (Appendix # 8).
9. The confidentiality agreement, concluded between IDGC of Centre and IDGC of North-West (Appendix # 9).
10. Amendment #1 to agreement dated 11.04.2012 #7800/00051/12 to perform research and development and technological works on creating a model of a pole-mounted transformer substation of 6-10/0.4 kV, and design and technological documentation to it, concluded between IDGC of Centre and NIIC MRSK (Appendix # 10).
11. Agreement to perform engineering work «Typified forms for the design of Schemes of development of grids of 35 kV and below» for the needs of IDGC of Centre, concluded between IDGC of Centre and NIIC MRSK (Appendix # 11).
12. The special opinion of the members of the Board of Directors of the Company, D. V. Kulikov and A.V. Shevchuk, regarding agenda items ## 3-4 (Appendix # 12).

**Chairman of the Board of Directors
of IDGC of Centre**

A.E. Murov

**Corporate Secretary
of IDGC of Centre**

S.V. Lapinskaya