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MINUTES

of meeting of the Board of Directors of IDGC of Centre
(in the form of absent voting)

«11» April 2014

Moscow

No. 08/14

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

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

Participants of the voting: **S.A. Arkhipov, A.M. Branis, V.A. Goncharov, S.A. Demin, M.V. Kaloeva, A.V. Molsky, O.Y. Isaev, M.M. Saukh, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.**

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: **14.04.2014.**

AGENDA:

1. On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding.
2. On determination of the date, time and place of the Annual General Meeting of Shareholders of the Company, the starting time of registration of persons participating in the Annual General Meeting of Shareholders of the Company.
3. On determination of the agenda of the Annual General Meeting of Shareholders of the Company.
4. On definition of the record date of the list of persons entitled to participate in the Annual General Meeting of Shareholders of the Company.

Item 1. On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding.

Decision:

To convene the Annual General Meeting of Shareholders of the Company in the form of a meeting (joint attendance).

Voting results:

- | | |
|---|---------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |
| 4. Sergey Alexandrovich Demin | - «FOR» |
| 5. Oleg Yuryevich Isaev | - «FOR» |
| 6. Madina Valeryevna Kaloeva | - «FOR» |
| 7. Alexey Valeryevich Molsky | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |

- | | |
|---|---------|
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 2. On determination of the date, time and place of the Annual General Meeting of Shareholders of the Company, the starting time of registration of persons participating in the Annual General Meeting of Shareholders of the Company.

Decision:

1. To determine the date of the Annual General Meeting of Shareholders of the Company – «11» June 2014.

2. To determine the time of the Annual General Meeting of Shareholders of the Company – 10 hours 00 minutes.

3. To determine the venue of the Annual General Meeting of Shareholders of the Company – Moscow, Dmitrovskoye shosse, 171 (Hotel Holiday Inn Vinogradovo, conference centre).

4. To determine the time of the registration of persons participating in the Annual General Meeting of Shareholders - 09 hours 00 minutes.

Voting results:

- | | |
|---|---------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |
| 4. Sergey Alexandrovich Demin | - «FOR» |
| 5. Oleg Yuryevich Isaev | - «FOR» |
| 6. Madina Valeryevna Kaloeva | - «FOR» |
| 7. Alexey Valeryevich Molsky | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 3. On determination of the agenda of the Annual General Meeting of Shareholders of the Company.

Decision:

To defer consideration of the item at a later date.

Voting results:

- | | |
|---|---------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |
| 4. Sergey Alexandrovich Demin | - «FOR» |
| 5. Oleg Yuryevich Isaev | - «FOR» |
| 6. Madina Valeryevna Kaloeva | - «FOR» |
| 7. Alexey Valeryevich Molsky | - «FOR» |

- | | |
|---|---------|
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 4. On definition of the record date of the list of persons entitled to participate in the Annual General Meeting of Shareholders of the Company.

Decision:

To determine the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company – «23» April 2014.

Voting results:

- | | |
|---|---------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |
| 4. Sergey Alexandrovich Demin | - «FOR» |
| 5. Oleg Yuryevich Isaev | - «FOR» |
| 6. Madina Valeryevna Kaloeva | - «FOR» |
| 7. Alexey Valeryevich Molsky | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

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

S.A. Arkhipov

**Corporate Secretary
of IDGC of Centre**

A.A. Varlamov