



“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)

«15» April 2014

Moscow

No. 09/14

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: **17.04.2014.**

AGENDA:

1. On consideration of the report of General Director of the Company «On the management of housing and communal facilities in 2013».

2. On consideration of the report of General Director of the Company «On completed in 2013 transactions related to alienation of fixed assets classified in accordance with the law to real estate, construction in progress, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, as well as shares (stakes) of subsidiaries and affiliates, which are not engaged in the generation, transmission, dispatching, distribution and sale of electric and thermal energy».

3. On consideration of the report of General Director of the Company «On the execution status of the Program to consolidate electric grid assets of IDGC of Centre for 2011-2017 in 2013».

4. On consideration of the information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 4Q 2013 and in 2013».

5. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of Northern Caucasus, which is a related party transaction.

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

7. On approval of an amendment to electric grid lease agreement of 17.07.2013 № PM-25/7700/00386/13, concluded between IDGC of Centre and FGC UES, which is a related party transaction.

Item 1. On consideration of the report of General Director of the Company «On the management of housing and communal facilities in 2013».

Decision:

1. To take into consideration the report of General Director of the Company on the management of housing and communal facilities in 2013 in accordance with Appendix # 1 to this decision of the Board of Directors.
2. To instruct General Director of the Company to submit a report on the management of housing and communal utilities in the first quarter of the year following the reporting one as part of a report of General Director of IDGC of Centre on the sale of non-core assets.

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 consideration of the report of General Director of the Company «On completed in 2013 transactions related to alienation of fixed assets classified in accordance with the law to real estate, construction in progress, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, as well as shares (stakes) of subsidiaries and affiliates, which are not engaged in the generation, transmission, dispatching, distribution and sale of electric and thermal energy».

Decision:

1. To take into consideration the report of General Director of the Company on completed in 2013 transactions related to alienation of fixed assets classified in accordance with the law to real estate, construction in progress, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, as well as shares (stakes) of subsidiaries and affiliates, which are not engaged in the generation, transmission, dispatching, distribution and sale of electric and thermal energy in accordance with Appendix # 2 to this decision of the Board of Directors.

2. To exclude the following facilities from the Registry of non-core assets of IDGC of Centre: items 1.7.125 – 1.7.129, 1.7.179 – 1.7.186, 1.7.192 – 1.7.195 in connection with their sale.

3. To set a new deadline to sell the following facilities: items 1.2.40 – 1.2.46., 12.58., 1.2.59., 1.2.68., 1.2.69., 1.7.80., 1.7.82., 1.7.123., 1.7.124., 1.7.131. – 1.7.145., 1.7.191., 1.7.196., 1.7.197., 2.1., 2.2. – 4 Q 2014.

4. To amend the Registry of non-core assets of the Company in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

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 consideration of the report of General Director of the Company «On the execution status of the Program to consolidate electric grid assets of IDGC of Centre for 2011-2017 in 2013».

Decision:

1. To take into consideration the report of General Director of the Company «On the execution status of the Program to consolidate electric grid assets of IDGC of Centre for 2011-2017 in 2013» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to provide a report «On the execution status of the Program to consolidate electric grid assets of IDGC of Centre» as part of a report on implementation of decisions of the Board of Directors of the Company for Quarter 4.

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 consideration of the information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 4Q 2013 and in 2013».

Decision:

To take into consideration the information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 4Q 2013 and in 2013» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

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 5. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of Northern Caucasus, which is a related party transaction.

Decision:

To approve the confidentiality agreement between IDGC of Centre and IDGC of Northern Caucasus (hereinafter referred to as the Agreement) as a related party transaction, on the following essential conditions:

Parties of the Agreement:

Party 1 – IDGC of Centre;

Party 2 – IDGC of Northern Caucasus.

Subject of the Agreement:

1. The Parties undertake to ensure compliance with the protection provided by the other Party information, which constitutes a trade secret, and (or) other confidential information, to prevent its disclosure to third parties, and not to use it to harm each other. Each Party undertakes to apply the level of protection of the information, which constitutes a trade secret, and (or) other confidential information of the other Party, no less than for the protection of proprietary information, which constitutes a trade secret, and (or) other confidential information.

2. All actions of the Parties under this Agreement shall be solely for the purpose of the joint project implementation "Reference Data System Maintenance".

Responsibilities of the Parties:

1. The Parties are responsible for disclosure or unauthorized use of confidential information.

2. A receiving party, which has caused the loss or unauthorized use or disclosure of confidential information, is required to reimburse documented losses incurred by the disclosing party.

Duration of the Agreement:

The Agreement is concluded for a term of one 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 extended on the same conditions and for the same term.

Voting results:

The following members of the Board of Directors of the Company did not take part in the voting on this item:

- S.A. Arkhipov, recognized as an interested person in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies»;
- O.Y. Isaev, 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 | - «ABSTAINED» |
| 2. Valery Anatolyevich Goncharov | - «FOR» |
| 3. Sergey Alexandrovich Demin | - «FOR» |
| 4. Madina Valeryevna Kaloeva | - «FOR» |
| 5. Alexey Valeryevich Molsky | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

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

Decision:

To approve the confidentiality agreement between IDGC of Centre and Yantarenergo (hereinafter referred to as the Agreement) as a related party transaction, on the following essential conditions:

Parties of the Agreement:

Party 1 – IDGC of Centre;

Party 2 – Yantarenergo.

Subject of the Agreement:

1. The Parties undertake to ensure compliance with the protection provided by the other Party information, which constitutes a trade secret, and (or) other confidential information, to prevent its disclosure to third parties, and not to use it to harm each other. Each Party undertakes to apply the level of protection of the information, which constitutes a trade secret, and (or) other confidential information of the other Party, no less than for the protection of proprietary information, which constitutes a trade secret, and (or) other confidential information.

2. All actions of the Parties under this Agreement shall be solely for the purpose of the joint project implementation "Reference Data System Maintenance".

Responsibilities of the Parties:

1. The Parties are responsible for disclosure or unauthorized use of confidential information.

2. A receiving party, which has caused the loss or unauthorized use or disclosure of confidential information, is required to reimburse documented losses incurred by the disclosing party.

Duration of the Agreement:

The Agreement is concluded for a term of one 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 extended on the same conditions and for the same term.

Voting results:

The following members of the Board of Directors of the Company did not take part in the voting on this item:

- S.A. Arkhipov, recognized as an interested person in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies»;

- O.Y. Isaev, 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 | - «ABSTAINED» |
| 2. Valery Anatolyevich Goncharov | - «FOR» |
| 3. Sergey Alexandrovich Demin | - «FOR» |
| 4. Madina Valeryevna Kaloeva | - «FOR» |
| 5. Alexey Valeryevich Molsky | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Item 7. On approval of an amendment to electric grid lease agreement of 17.07.2013 № PM-25/7700/00386/13, concluded between IDGC of Centre and FGC UES, which is a related party transaction.

To approve an amendment to electric grid lease agreement of 17.07.2013 № PM-25/7700/00386/13 (hereinafter - the Agreement), concluded between IDGC of Centre and FGC UES, which is a related party transaction ((hereinafter - the Amendment, Appendix # 6 to this decision), on the following essential conditions:

Parties of the Amendment:

FGC - FGC UES;

User - IDGC of Centre.

Subject of the Amendment:

1. In connection with the change of the list of the leased under the Agreement Facilities from 01.07.2013, the Parties have agreed to amend the Agreement, having modified Appendix # 7 to the Agreement in the edition of the Appendix to this Amendment.

2. The Parties confirm that the Facilities, specified in Appendix # 7 to the Agreement (previously in the agreed edition), were in the temporary possession and exploitation of the User from 01.01.2013 till 30.06.2013 and the User returned them to FGC on 30.06.2013.

3. All other provisions of the Agreement not affected by the Amendment shall remain unchanged, and the Parties reaffirm their obligations on them.

Duration of the Amendment:

The Amendment shall enter into force upon signature and shall apply to the relations of the Parties effective from 01.07.2013.

Voting results:

The following members of the Board of Directors of IDGC of Centre did not take part in the voting on this item:

- V.A. Goncharov, recognized as an interested person in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies»;
- S.A. Arkhipov, O.Y. Isaev, recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- | | |
|--|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Sergey Alexandrovich Demin | - «FOR» |
| 3. Madina Valeryevna Kaloeva | - «FOR» |
| 4. Alexey Valeryevich Molsky | - «FOR» |
| 5. Maxim Mikhailovich Saukh | - «FOR» |
| 6. Roman Alexeyevich Filkin | - «FOR» |
| 7. Oxana Vladimirovna Shatokhina | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

Decision is taken.

Appendices:

1. The report of General Director of the Company on the management of housing and communal facilities in 2013 (Appendix # 1).
2. The report of General Director of the Company on completed in 2013 transactions related to alienation of fixed assets classified in accordance with the law to real estate, construction in progress, which are not used for generation, transmission, dispatching, distribution of electric and thermal energy, as well as shares (stakes) of subsidiaries and affiliates, which are not engaged in the generation, transmission, dispatching, distribution and sale of electric and thermal energy (Appendix # 2).
3. The Registry of non-core assets of the Company (Appendix # 3).
4. The report of General Director of the Company «On the execution status of the Program to consolidate electric grid assets of IDGC of Centre for 2011-2017 in 2013» (Appendix # 4).
5. The information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 4Q 2013 and in 2013» (Appendix # 5).
6. Amendment to electric grid lease agreement of 17.07.2013 № PM-25/7700/00386/13 (hereinafter - the Agreement) between IDGC of Centre and FGC UES, which is a related party transaction (Appendix # 6).

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

S.A. Arkhipov

**Corporate Secretary
of IDGC of Centre**

A.A. Varlamov