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MINUTES

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

«30» April 2014

Moscow

No. 11/14

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: **30.04.2014.**

AGENDA:

1. On consideration of the report «On the Company's key risks in 2013».
2. On amendment of the decision of the Board of Directors of the Company dated 26.12.2013 (Minutes # 31/13 of 28.12.2013) regarding item # 3.
3. On approval of nomination of the Insurer of IDGC of Centre.
4. On approval of the agreement to provide operation and maintenance of electric grid equipment - Substation 110/35/10kV «Rudnya», located at the address: Smolensk region, Smolensk district, city of Rudnya, Energetikov str. 1, concluded between IDGC of Centre and FGC UES, which is a related party transaction.
5. On approval of the Head and members of the Central purchasing authority of IDGC of Centre.
6. On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

Item 1. On consideration of the report «On the Company's key risks in 2013».

Decision:

To take into consideration the report «On the Company's key risks in 2013» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|---|---------------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «ABSTAINED» |
| 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 | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 2. On amendment of the decision of the Board of Directors of the Company dated 26.12.2013 (Minutes # 31/13 of 28.12.2013) regarding item # 3.

Decision:

To cancel item 2 of the decision of the Board of Directors of the Company dated 26.12.2013 (Minutes # 31/13 of 28.12.2013) regarding the item «On consideration of the report of General Director of the Company «On implementation of the assignment of the Board of Directors, issued on 30.09.2013 (Minutes # 23/13 of 03.10.2013) regarding item # 9 as amended dated 30.10.2013 (Minutes # 01.11.2013 of 25/13) regarding item # 4».

Voting results:

- | | |
|---|---------------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «ABSTAINED» |
| 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 | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 3. On approval of nomination of the Insurer of IDGC of Centre.

Decision:

To approve the following insurance company as the Insurer of IDGC of Centre:

Type of insurance	Insurance company	Period of insurance
Voluntary medical insurance	SOGAS	01.04.2014 - 30.04.2014

Voting results:

- | | |
|---|-------------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «AGAINST» |
| 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 - «AGAINST»
 10. Oxana Vladimirovna Shatokhina - «FOR»
 11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «2»
«ABSTAINED»	- «0»

Decision is taken.

Item 4. On approval of the agreement to provide operation and maintenance of electric grid equipment - Substation 110/35/10kV «Rudnya», located at the address: Smolensk region, Smolensk district, city of Rudnya, Energetikov str. 1, concluded between IDGC of Centre and FGC UES, which is a related party transaction.

Decision:

1. To determine that the monthly cost of services for operation and maintenance of electric grid equipment - Substation 110/35/10kV «Rudnya» is 85 537 (Eighty-five thousand five hundred thirty-seven) rubles 00 kopecks, including 18% VAT - 13 048 (Thirteen thousand forty-eight) rubles 02 kopecks.

2. To approve the conclusion of the agreement, which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

Customer - «Bryansk PMES», a branch of Federal Grid Company of Unified Energy System (FGC UES).

Contractor - «Smolenskenergo», a branch of Interregional Distribution Grid Company of Centre, Joint-Stock Company (IDGC of Centre).

Scope of the Agreement:

Contractor undertakes in the period from «01» January 2014 to «31» December 2014 by staff of Rudnyansky Distribution Zone to provide operation and maintenance of the electric grid facility Substation 110/35/10kV «Rudnya», belonging to Customer on the property right (Certificate of state registration of November 18, 2008 № 67-AB 336023), located at the address: Smolensk region, Smolensk district, city of Rudnya, Energetikov str. 1, as specified in Appendix # 1 to this Agreement.

Customer undertakes to create the necessary conditions to Contractor to provide services, to accept their results and to pay the price specified in the Agreement and its annexes.

Operation and maintenance of electric grid equipment is a set of work to maintain a reliable and economical mode of operation of the equipment and provision of repair, preventive and other types of work, and includes:

- travel to the location of the electric grid equipment of Customer;
- inspection of the equipment, check of the proper functioning and control of the operation mode of the equipment;
- technical condition inspection and troubleshooting, equipment defects identification;
- testing the operation of emergency and alarm systems and relevant positions of switching devices of relay protection and automation to the operation mode of the equipment and the operational guidelines for the relay protection and automation;
- timely informing Customer about all identified defects and faults in the equipment;
- routine switching;
- preparation of work places, work clearance of maintenance personnel, acceptance of

the workplace, timely putting the equipment into operation upon work completion;

- elimination of disturbance of Customer's equipment operation;
- work performance for the current operation.

Services in the reporting period are considered provided after the signing by the parties of the Certificate of services rendered, in the form, approved in Appendix # 2 to this Agreement.

Price of the Agreement:

The monthly cost of services for operation and maintenance of electric grid equipment under the Agreement is 85 537 (Eighty-five thousand five hundred thirty-seven) rubles 00 kopecks, including 18% VAT - 13 048 (Thirteen thousand forty-eight) rubles 02 kopecks, and is determined in accordance with Appendix # 3 to this Agreement.

Duration of the Agreement:

The Agreement shall enter into force from the date of its signature and is valid till «31» December 2014, and also covers the relationship between the parties arising from «01» January 2014.

If within 15 calendar days prior to the expiration of the Agreement, neither party notifies the other party of its termination, the effect of the Agreement each time shall be extended (prolonged) for 1 (one) year on the same terms and conditions.

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

Total:

«FOR»	- «6»
«AGAINST»	- «2»
«ABSTAINED»	- «0»

Decision is taken.

Item 5. On approval of the Head and members of the Central purchasing authority of IDGC of Centre.

Decision:

1. To terminate the authority of the Central Tender Commission of IDGC of Centre, elected by the decision of the Board of Directors of IDGC of Centre on 14.11.2013 (Minutes # 22/13 of 18.11.2013).

2. To approve the Head and the following members of the Central Tender Commission of IDGC of Centre:

Chairman of the CTC:

D.V. Sklyarov – Acting Deputy General Director for Logistics and Procurement of IDGC of Centre;

Deputy Chairman of the CTC:

S.P. Karpenko – Deputy General Director to Work with Government Agencies and Anti-corruption Activities of IDGC of Centre;

Members of the CTC:

Y.V. Minchenko – Deputy General Director for Corporate Governance of IDGC of Centre;

S.Y. Rumyantsev – Deputy General Director for Economy and Finance of IDGC of Centre;

L.A. Sklyarova – Chief Accountant – Head of Financial and Tax Accounting and Reporting Department of IDGC of Centre;

Y.V. Loginova – Deputy Head of the Department of competition policy and procurement of IDGC of Centre;

R.V. Solyanin – Head of Department of logistics and procurement of IDGC of Centre;

D.A. Rybnikov – Deputy Chief Engineer for Technical Development – Head of Technical Development Department of IDGC of Centre;

E.V. Turapin – Deputy Chief Engineer for electric grid facilities management of IDGC of Centre;

E.K. Rakovsky – Head of Grid Connection Department of IDGC of Centre;

S.N. Kondratyev – Deputy Head of Capital Construction Department of IDGC of Centre;

A.Y. Arinina – Head of Finance Department of IDGC of Centre;

A.V. Dudin - IT Director – Head of IT Department of IDGC of Centre;

V.V. Ozhkalo – Director of Security Department of IDGC of Centre;

Y.E. Tolmachev – Head of Legal Groundwork Department of IDGC of Centre;

S.V. Shpakova – Head of Internal Audit and Risk Management Department of IDGC of Centre;

S.N. Sharapov - Head of Economic Security and Anti-Corruption Office of IDGC of Centre;

Y.K. Zafesov – Director of Procurement Department of JSC «Russian Grids»;

A.M. Kobelyan – Head of overall planning, regulation and procurement Office of Procurement Department of JSC «Russian Grids»;

Executive Secretary of the CTC (voting):

3. O.S. Chernykh – Head of methodology and procurement Office of the Department of competition policy and procurement of IDGC of Centre.

Voting results:

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

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

Decision is taken.

Item 6. On coordination of nominations 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 Alexander Nikolayevich Rudnevsky for the position of Deputy General Director of IDGC of Centre - Kurskenergo division director.

Voting results:

- | | |
|---|---------------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Alexander Markovich Branis | - «FOR» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |
| 4. Sergey Alexandrovich Demin | - «ABSTAINED» |
| 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»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Appendix:

The report «On the Company's key risks in 2013» (Appendix # 1).

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

S.A. Arkhipov

**Corporate Secretary
of IDGC of Centre**

A.A. Varlamov