



"Interregional Distribution Grid Company of Centre", Joint-Stock Company

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Taxpayer Identification Code (INN) 6901067107

MINUTES

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

«19» May 2014

Moscow

No. 12/14

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: **22.05.2014.**

AGENDA:

1. On consideration of a draft of the Articles of Association of the Company in a new edition.
2. On consideration of a draft of an internal document of the Company: the Regulations on the procedure for preparation and holding of general meeting of shareholders of the Company in a new edition.
3. On consideration of a draft of an internal document of the Company: the Regulations on the Audit Commission of the Company in a new edition.
4. On the determination of the agenda of the Annual General Meeting of Shareholders of the Company.
5. Consideration of the annual accounting statements of the Company for 2013, including recommendations on the distribution of profits and losses of the Company based on the results of fiscal year 2013.
6. On the recommendations of the amount of dividends on shares of the Company and the payment procedure following the results of 2013.
7. On the determination of the type (s) of preference shares, whose owners have the right to vote on items of the agenda of the Annual General Meeting of Shareholders of the Company.
8. On the definition of a list of information (materials) provided to shareholders of the Company in preparation for the Annual General Meeting of Shareholders, and the order of providing the shareholders with this information.
9. On approval of form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company.
10. On the determination of the date of sending ballots to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, determination of the address

to which completed ballot papers can be sent.

11. On determining the order of notification of shareholders of the Company about the Company's Annual General Meeting of Shareholders holding, including the approval of the form and text of the notice.
12. On election of the Secretary of the Annual General Meeting of Shareholders of the Company.
13. On approval of cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.
14. On approval of the terms and conditions of the agreement with the Registrar of the Company.
15. On proposals to the Annual General Meeting of Shareholders of IDGC of Centre on the item "Approval of the liability insurance contract of directors and officers of the company, which is a related party transaction".

Item 1. On consideration of a draft of the Articles of Association of the Company in a new edition.

Decision:

To propose to the General Meeting of Shareholders of the Company to approve the Articles of Association of the Company in a new edition in accordance with Appendix # 1 to this decision of the Board of Directors.

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 | - «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»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 2. On consideration of a draft of an internal document of the Company: the Regulations on the procedure for preparation and holding of general meeting of shareholders of the Company in a new edition.

Decision:

To propose to the General Meeting of Shareholders of IDGC of Centre to approve the Regulations on the procedure for preparation and holding of general meeting of shareholders of IDGC of Centre in a new edition in accordance with Appendix # 2 to this decision of the Board of Directors.

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 consideration of a draft of an internal document of the Company: the Regulations on the Audit Commission of the Company in a new edition.

Decision:

To propose to the General Meeting of Shareholders of IDGC of Centre to approve the Regulations on the Audit Commission of IDGC of Centre in a new edition 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 | - «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 4. On the determination of the agenda of the Annual General Meeting of Shareholders of the Company.

Decision:

To approve the following agenda for the Annual General Meeting of Shareholders of the Company:

1. Approval of the annual report, annual accounting statements, as well as the distribution of profit (including payment of dividends) and losses of the Company following the results of fiscal year 2013.
2. Election of members of the Board of Directors of the Company.
3. Election of members of the Audit Commission of the Company.
4. Approval of the Company's Auditor.
5. Approval of the Articles of Association of the Company in a new edition.
6. Approval of the internal document of the Company: the Regulations on the procedure for preparation and holding of general meeting of shareholders of the Company in a new edition.

7. Approval of the internal document of the Company: the Regulations on the Audit Commission of the Company in a new edition.

8. Approval of the liability insurance contract of directors and officers of the Company, which is a related party transaction.

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. Consideration of the annual accounting statements of the Company for 2013, including recommendations on the distribution of profits and losses of the Company based on the results of fiscal year 2013.

Decision:

1. To submit the annual accounting statements of the Company for 2013 to be approved by the Annual General Meeting of Shareholders of the Company (Appendix # 4 to this decision of the Board of Directors).

2. Tentatively to approve and recommend to the Annual General Meeting of Shareholders of the Company to approve the following distribution of profits (losses) of the Company for fiscal year 2013:

Name	(thousand RUB)
Retained earnings (loss) for the reporting period:	292 898
To be distributed to: Reserve fund	0
Profit for development	216 906
Dividends	75 992
Repayment of losses of previous years	0

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 - «ABSTAINED»

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 6. On the recommendations of the amount of dividends on shares of the Company and the payment procedure following the results of 2013.

Decision:

To recommend to the Annual General Meeting of Shareholders of the Company to take the following decision:

To pay dividends on common stocks of the Company following the results of 2013 in the amount of 0,0018 rubles per ordinary share of the Company in cash.

The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.

To define the record date of the list of persons entitled to receive dividends – «14» July 2014.

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** - «ABSTAINED»

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 7. On the determination of the type (s) of preference shares, whose owners have the right to vote on items of the agenda of the Annual General Meeting of Shareholders of the Company.

Decision:

Due to the fact that no preference shares were issued by the Company, the decision on determining the type (s) of preference shares, whose owners have the right to vote on the agenda item of the Annual General Meeting of Shareholders of the Company, is not to be taken.

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 8. On the definition of a list of information (materials) provided to shareholders of the Company in preparation for the Annual General Meeting of Shareholders, and the order of providing the shareholders with this information.

Decision:

1. To determine that information (materials) provided to the persons entitled to participate in the Annual General Meeting of Shareholders of the Company is:

- the annual financial statements, including the Auditor's opinion, the conclusion of the Audit Commission of the Company on the audit of the annual financial statements;
- the Annual Report of the Company;
- the conclusion of the Audit Commission about the data reliability contained in the Company's Annual Report;
- the information about the nominations to the Board of Directors of the Company;
- the information about the nominations to the Audit Commission of the Company;
- the information about the nomination of the Company's Auditor;
- the information about the presence or absence of a written consent of the candidates nominated for election to the Board of Directors of the Company and Audit Commission of the Company;
- the Articles of Association of the Company in the current edition;
- the draft of the Articles of Association of the Company in a new edition;
- the Regulations on the procedure for preparation and holding of general meeting of shareholders of the Company in the current edition;
- the draft of the Regulations on the procedure for preparation and holding of general meeting of shareholders of the Company in a new edition;
- the Regulations on the Audit Commission of the Company in the current edition;
- the draft of the Regulations on the Audit Commission of the Company in a new edition;
- recommendations of the Board of Directors of the Company regarding distribution of profits and losses of the Company following the results of the fiscal year;
- recommendations of the Board of Directors of the Company on the amount of dividends on shares of the Company and the payment procedure;
- draft decisions of the Annual General Meeting of Shareholders of the Company;
- the conclusion of the Audit Committee of the Board of Directors of the Company on the reliability of the annual financial statements;
- the conclusion of the Audit Committee of the Board of Directors of the Company on the assessment of the Company's Auditor's opinion;
- the conclusion of the Audit Committee of the Board of Directors of the Company on the assessment of the nomination of the Auditor of the Company;
- the conclusion of the Personnel and Remuneration Committee of the Board of Directors of the Company on the assessment of the nominations to the Board of Directors of the Company.

2. To establish that persons entitled to participate in the Annual General Meeting of Shareholders of the Company may learn specified information (materials) in the period from 05

June 2014 to 26 June 2014 from 10 hours 00 minutes to 17 hours 00 minutes, excluding weekends and holidays, as well as on 26 June 2014 during the AGM at the following addresses:

- Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre,

- Russia, Moscow, Podkopaevsky pereulok, 2/6, building 3-4, Reestr-RN LLC,

as well from 05.06.2014 on the Company's website at: <http://www.mrsk-1.ru/ru/investors/management/controls/stockholders/material/26062014/>.

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, this information (materials) shall be sent until 05 June 2014 in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder.

The specified information (materials) shall be available to the persons entitled to participate in the Annual General Meeting of Shareholders of the Company on the day of holding the Annual General Meeting of Shareholders of the Company at its venue.

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 9. On approval of form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company.

Decision:

To approve the form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company in accordance with Appendices # 5-9 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 10. On the determination of the date of sending ballots to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, determination of the address to which completed ballot papers can be sent.

Decision:

1. To determine that the voting ballots are to be sent by certified mail (handed out against receipt) to the persons, entitled to participate in the Annual General Meeting of Shareholders of the Company, not later than 05 June 2014.
2. To determine that the completed voting ballots can be sent to one of the following addresses:
 - 127018, Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre,
 - 115172, Russia, Moscow, p/o box 4, Reestr-RN LLC.
3. To determine that in defining the quorum and voting results the votes represented by ballots received by the Company not later than 23 June 2014 are to be taken into account.
4. To assign General Director of the Company to provide sending voting ballots to shareholders of the Company in accordance with this decision.

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 11. On determining the order of notification of shareholders of the Company about the Company's Annual General Meeting of Shareholders holding, including the approval of the form and text of the notice.

Decision:

1. To approve the form and text of the notice about the Company's Annual General Meeting of Shareholders holding in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.
2. To inform the persons entitled to participate in the Annual General Meeting of Shareholders of the Company regarding holding the Annual General Meeting of Shareholders of the Company:
 - to send by certified mail (or hand out) to each person, indicated in the list of persons entitled to participate in the Annual General Meeting of Shareholders, not later than 26 May 2014;
 - by publishing the notice of the Annual General Meeting of Shareholders of the Company in the newspaper "Izvestia" not later than 26 May 2014;
 - by posting the notice of the Annual General Meeting of Shareholders of the Company on the Company's website not later than 26 May 2014.

If a person recorded in the register of shareholders is a nominee holder of shares, the notice of the Annual General Meeting of Shareholders shall be sent in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder not later than 26 May 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.

Item 12. On election of the Secretary of the Annual General Meeting of Shareholders of the Company.

Decision:

To elect as the Secretary of the Annual General Meeting of Shareholders of the Company – Andrey Alexandrovich Varlamov – Corporate Secretary of the Company.

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.

Item 13. On approval of cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company.

Decision:

1. To approve the cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.

2. To assign General Director not later than two months after the holding of the Annual General Meeting of Shareholders of the Company to submit to the Board of Directors a report on the expenditure of funds for preparation and holding of the Annual General Meeting of Shareholders of the Company within a report of implementations of decisions of the Board of Directors.

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 14. On approval of the terms and conditions of the agreement with the Registrar of the Company.

Decision:

1. To approve the terms and conditions of the service agreement for preparation and holding of the Annual General Meeting of Shareholders of the Company with the Registrar of the Company in accordance with Appendix # 12 to this decision of the Board of Directors of the Company.

2. To assign General Director of the Company to sign the service agreement for preparation and holding of the Annual General Meeting of Shareholders of the Company with the Registrar of the Company with the terms and conditions in accordance with Appendix # 12 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 15. On proposals to the Annual General Meeting of Shareholders of IDGC of Centre on the item «Approval of the liability insurance contract of directors and officers of the company, which is a related party transaction».

Decision:

To propose to the General Meeting of Shareholders of the Company to take the following decision regarding the item «Approval of the liability insurance contract of directors and officers of the company, which is a related party transaction»:

1. To determine the price of the liability insurance contract of directors and officers between the Company and the preferred bidder determined by the results of the 2014 procurement procedures to select an insurance company (hereinafter - Contractor), in the amount of the insurance premium, which is not more than 50 000 (Fifty thousand) US dollars.

2. To approve the liability insurance contract of directors and officers (hereinafter - the Agreement) between the Company and Contractor, which is a related party transaction, on the following essential conditions:

2.1. Parties of the Agreement:

Company - «the Insured Party»;

Contractor - «the Insurer».

2.2. The Insured:

- the Company;

- the Insured persons:

- any natural person who, in particular, was, is or becomes:
 - Member of the Board of Directors of the Company;
 - General Director of the Company;
 - Member of the Management Board of the Company;
 - First Deputy General Director of the Company;
 - Deputy General Director (not a member of the Management Board) of the Company;
 - Chief Accountant of the Company.
- any natural or legal person who was, is or becomes the sole executive body of the Company.

2.3. Subject of the Agreement: The Insured Party agrees within a specified period in the Agreement to pay the insurance premium and comply with the terms and conditions of the Agreement, and the Insurer agrees with an insured event to pay insurance compensation in accordance with the terms and conditions of the Agreement.

2.4. Object of insurance: property interests of the Insured related to incurring losses.

2.5. Insured event: fact of presentation to the Insured during the period of coverage or the discovery period of a claim in connection with a wrongful act occurring after the date of incorporation of the Company (retroactive date), which necessarily leads to the loss of the Insured, even if such losses have not been actually incurred yet.

2.6. Insurance coverage:

Coverage A: The Insurer will cover the losses of the Insured Person;

Coverage B: The Insurer indemnifies for losses paid by the Company of the Insured Person;

Coverage C: The Insurer pays the Company's losses arising from securities claims, first claimed against the Company during the period of insurance for any incorrect operation of the Company.

2.7. Exclusions from the coverage:

the Agreement does not cover claims relating to:

- receipt by a certain Insured Person of income or benefits for which the Insured Person had no lawful right;

- committing by a certain Insured Person any deliberate criminal or malicious act, deliberate

error or omission or any willful or intentional violation of the law;

- bodily injuries and damage to property;
- previous claims and circumstances;
- environmental pollution;
- pension and social programs;
- claims brought by one Insured to another Insured in the U.S. and Canada;
- claims related to improper operation, made by the sole executive body and associated with performance of the functions of the sole executive body to a person other than the Company.

2.8. The total limit of liability for all the Insured under all claims - 30 000 000 US dollars.

2.9. Additional limit of liability for each independent director is not less than 1 000 000 US dollars provided that the aggregate limit of liability for all independent directors in the aggregate amount is not less than 5 000 000 US dollars.

2.10. Franchises:

- no more than 100 000 US dollars - in relation to claims under securities, filed in the U.S. or Canada;
- no more than 80 000 US dollars - in relation to claims under securities, filed in other countries;
- no more than 50 000 US dollars - for the remaining claims filed in the United States or Canada;
- no more than 50 000 US dollars - for the remaining claims filed in other countries.

2.11. Insurance period (validity of the Agreement): 12 months.

2.12. Discovery period:

- 60 days after the end of the insurance period automatically, without payment of an additional premium;
- 1 year subject to payment of an additional premium in the amount of 100% of the premium under the Agreement.

2.13. Price of the Agreement (Total insurance premium): no more than 50 000 (Fifty thousand) US dollars. The price of the agreement can be changed to the lower side on the results of the procurement procedures.

2.14. The Agreement shall enter into force upon signature and shall be valid until the expiration of the period of insurance, and if there is a discovery period - before the expiration of the applicable discovery period.

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.

Appendices:

1. The Articles of Association of the Company in a new edition (Appendix # 1).
2. The Regulations on the procedure for preparation and holding of general meeting of shareholders of IDGC of Centre (Appendix # 2).
3. The Regulations on the Audit Commission of IDGC of Centre in a new edition (Appendix # 3).
4. The annual accounting statements of the Company for 2013 (Appendix # 4).
5. The form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company (Appendices ## 5-9).
6. The form and text of the notice about the Company's Annual General Meeting of Shareholders holding (Appendix # 10).
7. The cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company (Appendix # 11).
8. The service agreement for preparation and holding of the Annual General Meeting of Shareholders of the Company with the Registrar of the Company (Appendix # 12).

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

S.A. Arkhipov

**Corporate Secretary
of IDGC of Centre**

A.A. Varlamov