



“Interregional Distribution Grid Company of Centre”, Joint-Stock Company

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MINUTES

of meeting of the Strategy and Development Committee
of the Board of Directors of IDGC of Centre

December 11, 2013

Moscow

No. 14/13

Form of the meeting: joint presence.

Time of the meeting (11.12.2013): 11 hours 00 minutes – 13 hours 05 minutes.

The Committee meeting was adjourned: until 17.00 - 12.12.2013.

Time of the meeting (12.12.2013): 17 hours 00 minutes – 19 hours 20 minutes.

Total number of members of the Strategy and Development Committee: 11 persons.

Participants of the voting: S.Y. Lebedev, S.A. Balaeva, M.M. Saukh, A.N. Zharikov, Y.N. Pankstyanov, S.Y. Rumyantsev, R.A. Filkin, A.V. Shevchuk.

The written opinion (questionnaire) of the following members was taken into account while defining the results: D.I. Gotlib, A.V. Gritsenko, A.A. Bashindzhagyan.

Members who neither participated nor provided questionnaires: none.

The quorum is present.

Date of the minutes: 16.12.2013.

The meeting of the Strategy and Development Committee was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Strategy and Development Committee was chaired by Deputy Chairman of the Strategy and Development Committee Sergey Yuryevich Lebedev.

The following representatives of the management of IDGC of Centre were present:

I.V. Maximov – a member of the Management Board, Deputy General Director for Capital Construction and Investment

O.V. Tkacheva – a member of the Management Board, Deputy General Director for Corporate Governance

M.A. Timofeev – Acting Deputy General Director for Development and Sale of Services

L.A. Sklyarova - Chief Accountant – Head of Financial and Tax Accounting and Reporting Department

A.K. Akhmedova – Legal Director

E.V. Kabanova - Head of Electric Energy Delivery Department

N.A. Loganova – Head of Economics Department

D.V. Sklyarov – Head of Investment Department

At the beginning of the meeting Deputy Chairman of the Strategy and Development Committee, S.Y. Lebedev, informed the audience about the presence of a quorum for the meeting of the Committee, opened the meeting and announced the agenda for the meeting.

AGENDA:

1. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the adjusted Business plan of the Company (including the Investment program) for

2013».

2. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the report of General Director of the Company «On the execution of the Business plan of the Company (including the Investment program) following the results of 9 months of 2013».

3. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Business plan of the Company, including the Investment program, for 2014 and outlook for 2015-2018».

Item 1. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the adjusted Business plan of the Company (including the Investment program) for 2013».

Speaker – N.A. Loganova – Head of Economics Department.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

In discussing the report the questions were received from S.Y. Lebedev, S.A. Balaeva, R.A. Filkin, A.V. Shevchuk, A.N. Zharikov.

The explanations and answers to the questions were given by: S.Y. Rumyantsev, N.A. Loganova, M.A. Timofeev, E.V. Kabanova

During the discussion, the Committee's members focused specifically on the inadmissibility to approve the adjusted Business plan of the Company for 2013 by the Company's management excluding results of financial and economic activity of the Company for 9 months of 2013.

Decision (put for voting):

1. To instruct General Director of the Company to adjust the Business plan of the Company for 2013 on the main parameters taking into account the financial and economic activity for 9 months of 2013 and the factors that have a significant impact on the financial results of the Company in 2013, as well as the provision of the Company's break-even activity in 2013, and submit for consideration by the Board of Directors of the Company.

Deadline 13.12.2013.

2. To recommend to the Board of Directors of the Company to take the following decision:

«To approve the adjusted Business plan of IDGC of Centre for 2013 in accordance with the Appendix».

Voting results at the meeting:

Sergey Yuryevich Lebedev	- «FOR»
Svetlana Alexandrovna Balaeva	- «FOR»
Alexey Nikolayevich Zharikov	- «FOR»
Yury Nikolayevich Pankstyanov	- «FOR»
Sergey Yuryevich Rumyantsev	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»
Roman Alexeevich Filkin	- «FOR»

Voting results by filling in the questionnaires:

Astkhik Artashesovna Bashindzhagyan	- «AGAINST»
Dmitry Igorevich Gotlib	- «FOR»
Andrey Vitalyevich Gritsenko	- «FOR»

Total:

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

Decision is taken.

Item 2: On the recommendation to the Board of Directors of the Company regarding the item «On approval of the report of General Director of the Company «On the execution of the Business plan of the Company (including the Investment program) following the results of 9 months of 2013».

Speaker in terms of the Business Plan – N.A. Loganova – Head of Economics Department.

Co-Speaker in terms of the Investment Program - I.V. Maximov – Deputy General Director for Capital Construction and Investment.

Co-Speaker in terms of information on claim-related work - A.K. Akhmedova – Legal Director.

The reports (presentations) on the item are stored in the materials for the meeting of the Committee.

In discussing the report the questions were received from S.Y. Lebedev, S.A. Balaeva, R.A. Filkin, A.V. Shevchuk, A.N. Zharikov.

The explanations and answers to the questions were given by: I.V. Maximov, N.A. Loganova, A.K. Akhmedova

Decision (put for voting):

To recommend to the Board of Directors of the Company to take the following decision:

«To approve the report of General Director of the Company «On the execution of the Business plan of the Company (including the Investment program) following the results of 9 months of 2013 in accordance with the Appendices».

Voting results at the meeting:

Sergey Yuryevich Lebedev	- «FOR»
Svetlana Alexandrovna Balaeva	- «FOR»
Alexey Nikolayevich Zharikov	- «ABSTAINED»
Maxim Mikhailovich Saukh	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»
Roman Alexeevich Filkin	- «ABSTAINED»

Voting results by filling in the questionnaires:

Astkhik Artashesovna Bashindzhagyan	- «AGAINST»
Dmitry Igorevich Gotlib	- «FOR»
Andrey Vitalyevich Gritsenko	- «FOR»
Yury Nikolayevich Pankstyanov	- «FOR»
Sergey Yuryevich Rumyantsev	- «FOR»

Total:

«FOR»	- «8»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

Decision is taken.

Then, the meeting of the Committee in relation to the lack of quorum was adjourned until 17.00 12.12.2013.

On 12.12.2013 at the beginning of the meeting Deputy Chairman of the Strategy and Development Committee, S.Y. Lebedev, informed the audience about the presence of a quorum to continue the meeting of the Committee.

Item 3: On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Business plan of the Company, including the Investment program, for 2014 and outlook for 2015-2018».

Speaker – S.Y. Rumyantsev – a member of the Management Board, Deputy General Director for Economy and Finance.

The reports (presentations) on the item are stored in the materials for the meeting of the Committee.

In discussing the report the questions were received from S.Y. Lebedev, S.A. Balaeva, R.A. Filkin, A.V. Shevchuk, A.N. Zharikov.

The explanations and answers to the questions were given by: I.V. Maximov, N.A. Loganova, A.K. Akhmedova

During the discussion, the Committee's members recommended to the Company's management for the meeting of the Board of Directors on 16.12.2013 to present the additional information as follows:

- factors that affected the change of earnings in 2014 relative to 2013 in terms of the grid activity;
- breakdown of controllable costs (with costs allocated separately for the retail activity).

Decision (put for voting):

To recommend to the Board of Directors of the Company to take the following decision:

«1. To approve the Business plan of the Company, including the Investment program, for 2014 and outlook for 2015-2018, including the Program to manage the Company's performance for 2014-2018 to achieve the effect of reducing the cost of servicing the unit of electrical equipment and reduction parameters of specific construction costs per unit of electrical equipment in accordance with the strategy of development of the power sector in the Russian Federation in accordance with the Appendices.

2. To instruct General Director of the Company to approve adjustments of the Business plan for 2014 - 2018 taking into account the approved Investment program for 2014 in the order provided by Resolution № 977 of 01.12.2009 of the Russian Federation Government, until 15 March 2014».

Voting results at the meeting:

Sergey Yuryevich Lebedev	- «FOR»
Svetlana Alexandrovna Balaeva	- «FOR»
Alexey Nikolayevich Zharikov	- «AGAINST»
Yury Nikolayevich Pankstyanov	- «FOR»
Sergey Yuryevich Rumyantsev	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Alexander Viktorovich Shevchuk	- «AGAINST»
Roman Alexeevich Filkin	- «AGAINST»

Voting results by filling in the questionnaires:

Astkhik Artashesovna Bashindzhagyan	- «AGAINST»
Dmitry Igorevich Gotlib	- «FOR»
Andrey Vitalyevich Gritsenko	- «FOR»

Total:

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

Decision is taken.

The agenda of the meeting of the Strategy and Development Committee of the Board of Directors of the Company on 11.12.2013 was exhausted.

The meeting of the Strategy and Development Committee was adjourned.

**Deputy Chairman
of the Strategy and Development Committee
of the Board of Directors of IDGC of Centre**

S.Y. Lebedev

**Secretary
of the Strategy and Development Committee
of the Board of Directors of IDGC of Centre**

S.V. Lapinskaya