



IDGC OF CENTRE

"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)

«10» July 2014

Moscow

No. 16/14

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

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

Participants of the voting: **A.M. Branis, D.V. Kulikov, O.Y. Isaev, M.V. Lazareva, Y.N. Mangarov, M.M. Saukh, P.N. Snikkars, V.V. Sofyin, R.A. Filkin, O.V. Shatokhina, N.I. Erpsher.**

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: **14.07.2014.**

### AGENDA:

1. Election of Chairperson of the Board of Directors of the Company.
2. Election of Deputy Chairperson of the Board of Directors of the Company.
3. Election of Corporate Secretary of the Company.
4. On approval of an internal document of the Company: The Purchasing Policy of the Company».
5. On approval of an internal document of the Company: The Standard «The technical policy. Electricity metering systems with remote data collection of wholesale and retail electricity markets at the Company's facilities».

### Item 1: Election of Chairperson of the Board of Directors of the Company.

#### Decision:

To elect Oxana Vladimirovna Shatokhina, Deputy General Director for Economy of JSC «Russian Grids», as Chairperson of the Board of Directors of the Company.

#### Voting results:

- |                                   |               |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis     | - «FOR»       |
| 2. Oleg Yuryevich Isaev           | - «FOR»       |
| 3. Denis Viktorovich Kulikov      | - «FOR»       |
| 4. Maria Valeryevna Lazareva      | - «FOR»       |
| 5. Yury Nikolayevich Mangarov     | - «FOR»       |
| 6. Maxim Mikhailovich Saukh       | - «FOR»       |
| 7. Pavel Nikolayevich Snikkars    | - «ABSTAINED» |
| 8. Vladimir Vladimirovich Sofyin  | - «FOR»       |
| 9. Roman Alexeyevich Filkin       | - «FOR»       |
| 10. Oxana Vladimirovna Shatokhina | - «FOR»       |
| 11. Natalia Ilyinichna Erpsher    | - «FOR»       |

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

## **Item 2: Election of Deputy Chairperson of the Board of Directors of the Company.**

### **Decision:**

To elect Yury Nikolayevich Mangarov, Adviser of JSC «Russian Grids», as Deputy Chairperson of the Board of Directors of the Company.

### **Voting results:**

- |                                   |               |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis     | - «AGAINST»   |
| 2. Oleg Yuryevich Isaev           | - «FOR»       |
| 3. Denis Viktorovich Kulikov      | - «FOR»       |
| 4. Maria Valeryevna Lazareva      | - «FOR»       |
| 5. Yury Nikolayevich Mangarov     | - «FOR»       |
| 6. Maxim Mikhailovich Saukh       | - «FOR»       |
| 7. Pavel Nikolayevich Snikkars    | - «ABSTAINED» |
| 8. Vladimir Vladimirovich Sofyin  | - «FOR»       |
| 9. Roman Alexeyevich Filkin       | - «AGAINST»   |
| 10. Oxana Vladimirovna Shatokhina | - «FOR»       |
| 11. Natalia Ilyinichna Erpsher    | - «FOR»       |

### **Total:**

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

**Decision is taken.**

## **Item 3: Election of Corporate Secretary of the Company.**

### **Decision:**

1. To elect Svetlana Vladimirovna Lapinskaya - Head of Corporate Events Office of Corporate Governance and Shareholder Relations Department of IDGC of Centre as Corporate Secretary of IDGC of Centre.

2. To authorize General Director of IDGC of Centre, Oleg Yuryevich Isaev, to define the terms and conditions and to sign on behalf of the Company an agreement with the person elected to the position of Corporate Secretary.

### **Voting results:**

- |                                   |               |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis     | - «FOR»       |
| 2. Oleg Yuryevich Isaev           | - «FOR»       |
| 3. Denis Viktorovich Kulikov      | - «FOR»       |
| 4. Maria Valeryevna Lazareva      | - «FOR»       |
| 5. Yury Nikolayevich Mangarov     | - «FOR»       |
| 6. Maxim Mikhailovich Saukh       | - «FOR»       |
| 7. Pavel Nikolayevich Snikkars    | - «ABSTAINED» |
| 8. Vladimir Vladimirovich Sofyin  | - «FOR»       |
| 9. Roman Alexeyevich Filkin       | - «FOR»       |
| 10. Oxana Vladimirovna Shatokhina | - «FOR»       |
| 11. Natalia Ilyinichna Erpsher    | - «FOR»       |

### **Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 4: On approval of an internal document of the Company: The Purchasing Policy of the Company.**

**Decision:**

To approve the Purchasing Policy of JSC «Russian Grids» as an internal document of the Company in accordance with Appendix # 1 to this decision of the Board of Directors.

**Voting results:**

- |                                   |               |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis     | - «AGAINST»   |
| 2. Oleg Yuryevich Isaev           | - «FOR»       |
| 3. Denis Viktorovich Kulikov      | - «AGAINST»   |
| 4. Maria Valeryevna Lazareva      | - «FOR»       |
| 5. Yury Nikolayevich Mangarov     | - «FOR»       |
| 6. Maxim Mikhailovich Saukh       | - «FOR»       |
| 7. Pavel Nikolayevich Snikkars    | - «ABSTAINED» |
| 8. Vladimir Vladimirovich Sofyin  | - «FOR»       |
| 9. Roman Alexeyevich Filkin       | - «AGAINST»   |
| 10. Oxana Vladimirovna Shatokhina | - «FOR»       |
| 11. Natalia Ilyinichna Erpsheer   | - «FOR»       |

**Total:**

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 5: On approval of an internal document of the Company: The Standard «The Technical Policy. Electricity metering systems with remote data collection of wholesale and retail electricity markets at the Company's facilities».**

**Decision:**

1. To approve the Standard «The Technical Policy. Electricity metering systems with remote data collection of wholesale and retail electricity markets at the Company's facilities» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. To recognize the decision of the Board of Directors of the Company dated 03.11.2011 (Minutes # 23/11 of 03.11.2011) regarding item # 4 «On approval of an internal document of the Company – the Standard of organization of technical policy for electricity metering in the distribution grid complex of IDGC of Centre, JSC» to have lost force from the date of taking this decision.

**Voting results:**

- |                                   |               |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis     | - «ABSTAINED» |
| 2. Oleg Yuryevich Isaev           | - «FOR»       |
| 3. Denis Viktorovich Kulikov      | - «AGAINST»   |
| 4. Maria Valeryevna Lazareva      | - «FOR»       |
| 5. Yury Nikolayevich Mangarov     | - «FOR»       |
| 6. Maxim Mikhailovich Saukh       | - «FOR»       |
| 7. Pavel Nikolayevich Snikkars    | - «ABSTAINED» |
| 8. Vladimir Vladimirovich Sofyin  | - «FOR»       |
| 9. Roman Alexeyevich Filkin       | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR»       |
| 11. Natalia Ilyinichna Erpsheer   | - «FOR»       |

**Total:**

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «3»

**Decision is taken.**

A dissenting opinion was received from the member of the Board of Directors of the Company, P.N. Snikkars, for all items on the agenda of the Board of Directors of IDGC of Centre.

**Appendices:**

1. The Purchasing Policy of JSC «Russian Grids» (Appendix # 1).
2. The Standard «The Technical Policy. Electricity metering systems with remote data collection of wholesale and retail electricity markets at the Company's facilities» (Appendix # 2).
3. The dissenting opinion of the member of the Board of Directors of IDGC of Centre, P.N. Snikkars, for the items on the agenda of the Board of Directors of the Company (Appendix # 3).

**Chairperson of the Board of Directors  
of IDGC of Centre**

**O.V. Shatokhina**

**Corporate Secretary  
of IDGC of Centre**

**S.V. Lapinskaya**