



"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)

«28» February 2014

Moscow

No. 03/14

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: 03.03.2014.**

### AGENDA:

1. On consideration of the report of General Director of the Company «On provision of insurance coverage in 4Q 2013 and following the results of 2013».
2. On consideration of the report of General Director of the Company «On the level of reliability and quality of the Company's services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters, for 2013».
3. On approval of the agreement to repair electric grid equipment (10 facilities), concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction.
4. On approval of the agreement to repair electric grid equipment (16 facilities), concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction.
5. On approval of an internal document of the Company: Anti-corruption policy of IDGC of Centre.
6. On participation of the Company in Nonprofit Partnership of Territorial Grid Companies by entry.
7. On early termination of powers of members of the Committee for grid connection to power grids under the Board of Directors of IDGC of Centre and election of members of the Committee for grid connection to power grids under the Board of Directors of IDGC of Centre.
8. On early termination of powers of a member of the Reliability Committee of the Board of Directors of IDGC of Centre and election of a member of the Reliability Committee of the Board of Directors of IDGC of Centre.
9. On termination of powers of a member of the Management Board of the Company

and election of a member of the Management Board of the Company.

**Item 1. On consideration of the report of General Director of the Company «On provision of insurance coverage in 4Q 2013 and following the results of 2013».**

**Decision:**

1. To take into consideration the report of General Director of the Company on provision of insurance coverage in 4Q 2013 and following the results of 2013 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To assign General Director of the Company to work on the analysis of performance by the Company's contractors of their risk insurance liabilities, provided by construction and installation work agreements, as well as the Regulation on insurance coverage of IDGC of Centre for 2013-2015, approved by the Board of Directors of the Company.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 2. On consideration of the report of General Director of the Company «On the level of reliability and quality of the Company's services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters, for 2013».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On the level of reliability and quality of the Company's services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters, for 2013» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. To assign General Director of the Company to send to the executive authorities of the Russian Federation subjects in the field of state regulation of tariffs the actual values for 2013 of the level of reliability and quality of the Company's services provided, referred to in paragraph 1 of this decision.

Deadline: until 01 April 2014.

**Voting results:**

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

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 3. On approval of the agreement to repair electric grid equipment (10 facilities), concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction.**

**Decision:**

1. To determine that the price of the agreement to repair electric grid equipment (10 facilities), concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction, consists of the cost of work actually performed according to requests from Customer and signed by both parties acts of acceptance of the work and should not exceed 118 000,00 (One hundred eighteen thousand) rubles 00 kopecks per month, including VAT – 18 000,00 (Eighteen thousand) rubles 00 kopecks.

2. To approve the agreement to repair electric grid equipment (10 facilities), concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC» (hereinafter – the agreement, appendix # 3 to this decision of the Board of Directors of the Company), which is a related party transaction, on the following essential conditions:

**Parties of the agreement:**

«Customer» - OJSC «YarEGC»;

«Contractor» - IDGC of Centre (IDGC of Centre - Yarenergo division).

**Subject of the agreement:**

Contractor undertakes in the period from the date of signing the agreement until «31» December 2014 to perform the work (Appendix # 2 to the agreement), associated with emergency and restoration repair of electric grid equipment at requests of Customer (Appendix # 6 to the agreement), using its own material (or without material) at the facilities (Appendix # 1 to the agreement), which are the property of Customer.

Customer undertakes to create the necessary conditions to Contractor for work, to take the results and to pay the price stipulated by the agreement and appendices hereto.

**Price of the agreement:**

The total value of the agreement consists of the cost of work actually performed according to requests from Customer and signed by both parties acts of acceptance of the

work and should not exceed 118 000,00 (One hundred eighteen thousand) rubles 00 kopecks per month, including VAT – 18 000 (Eighteen thousand) rubles 00 kopecks.

The cost of the work performed under the agreement is determined in accordance with Appendix # 4 to the agreement.

**Turnaround time:**

Upon signature of the agreement until «31» December 2014.

**Duration of the agreement:**

The Agreement shall enter into force upon its signature and is valid till «31» December 2014.

**Dispute resolution:**

All disputes, controversies and claims arising from the Agreement, or in connection with it, including those related to its conclusion, change, performance, breach, termination, and validity, shall be settled by the Arbitration Court of the Yaroslavl region.

Before applying to the Arbitration Court of the Yaroslavl region to resolve the dispute, the Parties undertake to observe the claim procedure for dispute settlement. Term of examination of claims is 15 (Fifteen) calendar days from the date of presentation of the claim.

**Other provisions recognized as essential by the Parties:**

Customer is responsible for the improper performance or failure to perform its obligations under the agreement, including ensuring safe condition of electrical installations and equipment, the organization of a safe workplace for personnel of Contractor in providing all kinds of services in electrical installations. In this case, in the event of injury (damage) to staff of Contractor in the provision of services as a result of non-fulfillment or improper fulfillment by Customer of its obligations under the agreement, the latter shall reimburse it in full.

For violation of the term to pay for the services listed in Section 3 of the agreement Customer shall pay Contractor a penalty equal to 0,1 % of the agreement amount for each day of delay. Payment of the penalty does not relieve Customer from fulfilling the contractual obligations.

**Voting results:**

The members of the Board of Directors of IDGC of Centre, S.A. Arkhipov and O.Y. Isaev, did not take part in the voting on this item, recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

**Total:**

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

**Decision is taken.**

**Item 4. On approval of the agreement to repair electric grid equipment (16 facilities), concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC**

**«YarEGC», which is a related party transaction.**

**Decision:**

1. To determine that the price of the agreement to repair electric grid equipment (16 facilities), concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction, consists of the cost of work actually performed according to requests from Customer and signed by both parties acts of acceptance of the work and should not exceed 118 000,00 (One hundred eighteen thousand) rubles 00 kopecks per month, including VAT – 18 000,00 (Eighteen thousand) rubles 00 kopecks.

2. To approve the agreement to repair electric grid equipment (16 facilities), concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC» (hereinafter – the agreement, appendix # 4 to this decision of the Board of Directors of the Company), which is a related party transaction, on the following essential conditions:

**Parties of the agreement:**

«Customer» - OJSC «YarEGC»;

«Contractor» - IDGC of Centre (IDGC of Centre - Yarenergo division).

**Subject of the agreement:**

Contractor undertakes in the period from the date of signing the agreement until «31» December 2014 to perform the work (Appendix # 2 to the agreement), associated with emergency and restoration repair of electric grid equipment at requests of Customer (Appendix # 6 to the agreement), using its own material (or without material) at the facilities (Appendix # 1 to the agreement), which are the property of Customer.

Customer undertakes to create the necessary conditions to Contractor for work, to take the results and to pay the price stipulated by the agreement and appendices hereto.

**Price of the agreement:**

The total value of the agreement consists of the cost of work actually performed according to requests from Customer and signed by both parties acts of acceptance of the work and should not exceed 118 000,00 (One hundred eighteen thousand) rubles 00 kopecks per month, including VAT – 18 000 (Eighteen thousand) rubles 00 kopecks.

The cost of the work performed under the agreement is determined in accordance with Appendix # 4 to the agreement.

**Turnaround time:**

Upon signature of the agreement until «31» December 2014.

**Duration of the agreement:**

The Agreement shall enter into force upon its signature and is valid till «31» December 2014.

**Dispute resolution:**

All disputes, controversies and claims arising from the Agreement, or in connection with it, including those related to its conclusion, change, performance, breach, termination, and validity, shall be settled by the Arbitration Court of the Yaroslavl region.

Before applying to the Arbitration Court of the Yaroslavl region to resolve the dispute, the Parties undertake to observe the claim procedure for dispute settlement. Term of examination of claims is 15 (Fifteen) calendar days from the date of presentation of the claim.

**Other provisions recognized as essential by the Parties:**

Customer is responsible for the improper performance or failure to perform its obligations under the agreement, including ensuring safe condition of electrical installations and equipment, the organization of a safe workplace for personnel of Contractor in providing all kinds of services in electrical installations. In this case, in the event of injury

(damage) to staff of Contractor in the provision of services as a result of non-fulfillment or improper fulfillment by Customer of its obligations under the agreement, the latter shall reimburse it in full.

For violation of the term to pay for the services listed in Section 3 of the agreement Customer shall pay Contractor a penalty equal to 0,1 % of the agreement amount for each day of delay. Payment of the penalty does not relieve Customer from fulfilling the contractual obligations.

**Voting results:**

The members of the Board of Directors of IDGC of Centre, S.A. Arkhipov and O.Y. Isaev, did not take part in the voting on this item, recognized as dependent directors 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 5. On approval of an internal document of the Company: Anti-corruption policy of IDGC of Centre.**

**Decision:**

1. To approve the «Anti-corruption policy of IDGC of Centre» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

2. To assign General Director of IDGC of Centre to ensure the development and signing of supplementary agreements on compliance with the requirements of the Anti-corruption policy to employment contracts of employees of IDGC of Centre (in accordance with the appendix to the Anti-Corruption Policy Standard Document for SDCs of JSC "Russian Grids") no later than 14 days from the date of approval of the Anti-corruption policy by the Board of Directors of IDGC of Centre.

**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 6. On participation of the Company in Nonprofit Partnership of Territorial Grid Companies by entry.**

**Decision:**

1. To approve the participation of IDGC of Centre in Nonprofit Partnership of Territorial Grid Companies (hereinafter - NP TGC) by entry on the following essential conditions:

- the size of the entrance (one-time) fee - 300 000 (three hundred thousand) rubles;
- the size of the current (regular) contributions - 100 000 (one hundred thousand) rubles per quarter;
- the form of payment of the entrance (one-time) fee and current (regular) contributions - monetary funds;
- the procedure and terms of the entrance (one-time) fee - no later than 10 (ten) calendar days after receiving a written notice of admission to NP TGC;
- the procedure and terms of payment of current (regular) contributions - on a quarterly basis no later than the 20th day of the first month of a quarter for which the current (regular) contribution is paid;
- the size and procedure to pay current (regular) membership fees in the future is determined by the General Meeting of NP TGC.

2. General Director of IDGC of Centre to provide funding and to ensure the timely payment for the participation of the Company in NP TGC.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 7. On early termination of powers of members of the Committee for grid connection to power grids under the Board of Directors of IDGC of Centre and election of members of the Committee for grid connection to power grids under the Board of Directors of IDGC of Centre.**

**Decision:**

1. To early terminate the powers of the following members of the Committee for grid connection to power grids under the Board of Directors of the Company:

- Yuliya Eduardovna Sharkova;
- Olga Vladimirovna Tkacheva.

2. To elect the following nominations to the Committee for grid connection to power grids under the Board of Directors of the Company:

- Yury Vladimirovich Minchenko, Deputy General Director for Corporate Governance of IDGC of Centre;

- Makar Andreevich Timofeev, Deputy General Director for Development and Sale of Services of IDGC of Centre.

**Voting results:**

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

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 8. On early termination of powers of a member of the Reliability Committee of the Board of Directors of IDGC of Centre and election of a member of the Reliability Committee of the Board of Directors of IDGC of Centre.**

**Decision:**

1. To early terminate the powers of the member of the Reliability Committee of the Board of Directors of the Company, Sergey Anatolievich Shumakher.

2. To elect Alexander Viktorovich Pilyugin, Deputy General Director for Technical Issues – Chief Engineer of IDGC of Centre, as a member of the Reliability Committee of the Board of Directors of the Company.

**Voting results:**

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

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»



«ABSTAINED» - «0»

**Decision is taken.**

**Item 9. On termination of powers of a member of the Management Board of the Company and election of a member of the Management Board of the Company.**

**Decision:**

1. To terminate the powers of the member of the Management Board of the Company, Olga Vladimirovna Tkacheva.
2. To elect Yury Vladimirovich Minchenko – Deputy General Director for Corporate Governance of IDGC of Centre as a member of the Management Board of the Company.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The report of General Director of the Company on provision of insurance coverage in 4Q 2013 and following the results of 2013 (Appendix # 1).
2. The report of General Director of the Company «On the level of reliability and quality of the Company's services provided (broken down by the branches), subject to rate regulation based on long-term activity regulation parameters, for 2013» (Appendix # 2).
3. The agreement to repair electric grid equipment (10 facilities), concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction (Appendix # 3).
4. The agreement to repair electric grid equipment (16 facilities), concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction (Appendix # 4).
5. The Anti-corruption policy of IDGC of Centre (Appendix # 5).

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

**S.A. Arkhipov**

**Corporate Secretary**

