



"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)

«06» March 2013

Moscow

No. 04/13

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

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

Participants of the voting: **A.E. Murov, A.V. Kazachenkov, A.M. Branis, D.V. Kulikov, D.I. Romeyko, V.N. Sedunov, M.G. Tikhonova, O.V. Shatokhina, A.V. Shevchuk, R.A. Filkin.**

Members who did not provide questionnaires: **D.O. Gudzhoyan.**

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: **07.03.2013.**

### AGENDA:

1. On consideration of shareholders' proposals for the inclusion of items on the agenda of the Annual General Meeting of Shareholders and nomination of candidates for the management and control bodies of the Company.
2. On determination of the date of a meeting of the Board of Directors to consider issues related to the preparation for the Annual General Meeting of Shareholders of the Company.

**Item 1. On consideration of shareholders' proposals for the inclusion of items on the agenda of the Annual General Meeting of Shareholders and nomination of candidates for the management and control bodies of the Company.**

#### Decision:

1. To include the following persons into the list of candidates for voting to be elected for the Board of Directors of the Company:

Item #	Candidate, proposed by the shareholder to be included into the list for voting to be elected for the Board of Directors of the	Position, Place of Employment of the Candidate, proposed by the shareholder to be included into the list for voting to be elected for the Board of Directors of the Company	Name of the shareholder, who proposed to include the Candidate into the list for voting to be elected for the Board of Directors of the	Number of voting shares of the Company held by the shareholder (in percentage)
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	<b>Company</b>		<b>Company</b>	<b>terms)</b>
1.	Sergey Alexandrovich Arkhipov	Deputy Executive Director – Technical Director of IDGC Holding	IDGC Holding	50,23%
2.	Valery Anatolyevich Goncharov	Deputy Executive Director for Investment of IDGC Holding	IDGC Holding	50,23%
3.	Sergey Alexandrovich Demin	First Deputy General Director of FGC UES – MES of Centre – Chief Engineer	IDGC Holding	50,23%
4.	Olga Valentinovna Zuikova	Head of Directorate for Production Control and Labour Protection of IDGC Holding	IDGC Holding	50,23%
5.	Vladimir Vyacheslavovich Inozemtsev	Director for Electric Energy Delivery and Energy Conservation of IDGC Holding	IDGC Holding	50,23%
6.	Oleg Yuryevich Isaev	Acting General Director of IDGC of Centre	IDGC Holding	50,23%
7.	Madina Valeryevna Kaloeva	Deputy Director of Corporate Governance, Pricing Environment and Auditing in fuel-and-power sector of Ministry of Energy of Russia	IDGC Holding	50,23%
8.	Alexey Valeryevich Molsky	Deputy Chairman of the Management Board of FGC UES	IDGC Holding	50,23%
9.	Maxim Mikhailovich Saukh	Head of Corporate Governance and Investor Relations Department of IDGC Holding	IDGC Holding	50,23%
10.	Xenia Valeryevna Khokholkova	Head of Disclosure Section of Corporate Governance and Investor Relations Department of IDGC Holding	IDGC Holding	50,23%
11.	Oxana Vladimirovna Shatokhina	Director for Economy of IDGC Holding	IDGC Holding	50,23%
12.	Alexander Grigoryevich Starchenko	Director for Power Engineering of NLMK	Company «IMMENSO ENTERPRISES LIMITED»	3,20%
13.	Sergey	Head of Power Engineering	Company	3,20%

	Vladimirovich Chebotarev	Policy Office of NLMK	«IMMENSO ENTERPRISES LIMITED»	
14.	Tatiana Petrovna Dronova	ZAO "Investment Holding "Energy Alliance", Deputy General Director for Strategy and Development	Company «Energosouz Holdings Limited»	2,73%
15.	Alexander Markovich Branis	Prosperity Capital Management (Russian Federation) Ltd., Director	Company «Genhold Limited»	15,39%
16.	Denis Alexandrovich Spirin	Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Director for Corporate Governance	Company «Genhold Limited»	15,39%
17.	Roman Alexeyevich Filkin	Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Co-Director, power engineering, machine building	Company «Genhold Limited»	15,39%
18.	Denis Viktorovich Kulikov	Nonprofit organization Association for Protection of rights of investors, Executive Director	Company «Genhold Limited»	15,39%
19.	Alexander Viktorovich Shevchuk	Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director	Company «Genhold Limited»	15,39%
20.	Demid Vadimovich Fedorov	Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director	Company «Genhold Limited»	15,39%

2. To include the following persons into the list of candidates for voting to be elected for the Audit Commission of the Company:

<b>Item #</b>	<b>Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company</b>	<b>Position, Place of Employment of the Candidate, proposed by the shareholder (s) to be included into the list for voting to be elected for the Audit Commission of the Company</b>	<b>Full name/name of the shareholder (s), who proposed to include the Candidate into the list for voting to be elected for the Audit Commission of the Company</b>	<b>Number of voting shares of the Company held by the shareholder (s) (in percentage terms)</b>
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1.	Marina Alexeyevna Lelekova	Head of Control and Audit Department of FGC UES	IDGC Holding	50,23%
2.	Galina Ivanovna Meshalova	Chief Expert of Audit and Expertise Section of Internal Audit and Risk Management Department of IDGC Holding	IDGC Holding	50,23%
3.	Igor Yuryevich Bogachev	Leading Expert of Audit and Expertise Section of Internal Audit and Risk Management Department of IDGC Holding	IDGC Holding	50,23%
4.	Olga Vladimirovna Golubeva	Leading Expert of Corporate Governance Analysis and Control Section of Corporate Governance and Investor Relations Department of IDGC Holding	IDGC Holding	50,23%
5.	Ivan Alexeyevich Gaychenya	First Deputy Director for Security of FGC UES	IDGC Holding	50,23%
6.	Igor Georgiyevich Polovnev	Nonprofit organization Association for Protection of rights of investors, Financial Director	Company «Genhold Limited»	15,39%
7.	Sergey Vadimovich Pokrovsky	Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director	Company «Genhold Limited»	15,39%

**Voting results:**

- |  |         |
|--|---------|
| <b>1. Andrey Evgenyevich Murov</b>         | - «FOR» |
| <b>2. Andrey Valentinovich Kazachenkov</b> | - «FOR» |
| <b>3. Alexander Markovich Branis</b>       | - «FOR» |
| <b>4. Denis Viktorovich Kulikov</b>        | - «FOR» |
| <b>5. Dmitry Igorevich Romeyko</b>         | - «FOR» |
| <b>6. Valery Nikolayevich Sedunov</b>      | - «FOR» |
| <b>7. Maria Gennadyevna Tikhonova</b>      | - «FOR» |
| <b>8. Oxana Vladimirovna Shatokhina</b>    | - «FOR» |
| <b>9. Alexander Viktorovich Shevchuk</b>   | - «FOR» |
| <b>10. Roman Alexeyevich Filkin</b>        | - «FOR» |

**Total:**

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

**The decision is taken.**

**Item 2. On determination of the date of a meeting of the Board of Directors to consider issues related to the preparation for the Annual General Meeting of Shareholders of**

**the Company.**

**Decision:**

To determine the date of the meeting of the Board of Directors held to consider issues relating to the preparation for the Annual General Meeting of Shareholders of the Company (including the determination of the date, time and place of the AGM; making the agenda for the AGM; the definition of the date of the list making of the persons entitled to participate in the AGM; approval of the form and text of voting ballots, etc.) - April 26, 2013.

**Voting results:**

- |  |         |
|--|---------|
| <b>1. Andrey Evgenyevich Murov</b>         | - «FOR» |
| <b>2. Andrey Valentinovich Kazachenkov</b> | - «FOR» |
| <b>3. Alexander Markovich Branis</b>       | - «FOR» |
| <b>4. Denis Viktorovich Kulikov</b>        | - «FOR» |
| <b>5. Dmitry Igorevich Romeyko</b>         | - «FOR» |
| <b>6. Valery Nikolayevich Sedunov</b>      | - «FOR» |
| <b>7. Maria Gennadyevna Tikhonova</b>      | - «FOR» |
| <b>8. Oxana Vladimirovna Shatokhina</b>    | - «FOR» |
| <b>9. Alexander Viktorovich Shevchuk</b>   | - «FOR» |
| <b>10. Roman Alexeyevich Filkin</b>        | - «FOR» |

**Total:**

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

**The decision is taken.**

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

**A.E. Murov**

**Corporate Secretary  
of IDGC of Centre**

**S.V. Lapinskaya**

