



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

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Primary State Registration Number (OGRN) 1046900099498
Taxpayer Identification Code (INN) 6901067107

MINUTES

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

April 28, 2012

Moscow

No. 10/12

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

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

Participants of the voting: A.Y. Perepelkin, S.A. Balaeva, D.O. Gudzhoyan, M.Y. Kurbatov, A.A. Popov, A.V. Sergutin, A.G. Starchenko, A.V. Shevchuk.

Members who did not provide questionnaires: **A.M. Branis, M.V. Kaloeva, R.A. Filkin.**

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: **02.05.2012.**

AGENDA:

1. On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding.
2. On the determination of the date, time and place of the Annual General Meeting of Shareholders, the starting time of registration of persons participating in the Annual General Meeting of Shareholders.
3. On the prior approval of the Company's Annual Report for 2011.
4. Consideration of the annual accounting statements of the Company for 2011, including recommendations on the distribution of profits and losses of the Company based on the results of fiscal year 2011.
5. On the recommendations of the amount of dividends on shares of the Company and the payment procedure following the results of 2011.
6. Consideration of the draft of the Articles of Association of the Company with amendments and supplements.
7. Consideration of the draft of the internal document of the Company: the Regulations on the procedure for convening and holding meetings of the Board of Directors of the Company in the new edition.
8. Consideration of the nomination of the Auditor of the Company.
9. On the determination of the agenda of the Annual General Meeting of Shareholders of the Company.
10. On the determination of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company.
11. 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.
12. On the definition of a list of information (materials) provided to the shareholders of the

Company in preparation for the Annual General Meeting of Shareholders, and the order of providing the shareholders with this information.

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

14. 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.

15. 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.

16. On election of the Secretary of the Annual General Meeting of Shareholders of the Company.

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

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

Item 1. On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding.

Decision:

To convene the Annual General Meeting of Shareholders of the Company in the form of a meeting (joint attendance).

Voting results:

- | | |
|--------------------------------------|---------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 4. Mikhail Yurievich Kurbatov | - «FOR» |
| 5. Alexander Albertovich Popov | - «FOR» |
| 6. Alexey Vladimirovich Sergutin | - «FOR» |
| 7. Alexander Grigoryevich Starchenko | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

The decision is taken.

Item 2. On the determination of the date, time and place of the Annual General Meeting of Shareholders of the Company, the starting time of registration of persons participating in the Annual General Meeting of Shareholders of the Company.

Decision:

1. To determine the date of the Annual General Meeting of Shareholders of the Company – June 15, 2012.

2. To determine the time of the Annual General Meeting of Shareholders of the Company – 11 hours 00 minutes.

3. To determine the location of the Annual General Meeting of Shareholders of the Company – Moscow, Dmitrovskoye shosse 171 (Hotel Holiday Inn Vinogradovo, conference center).

4. To determine the time of the registration of persons participating in the AGM, - 09 hours 00 minutes.

Voting results:

- | | |
|----------------------------------|---------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Dmitry Olegovich Gudzhoyan | - «FOR» |

- 4. Mikhail Yurievich Kurbatov - «FOR»
- 5. Alexander Albertovich Popov - «FOR»
- 6. Alexey Vladimirovich Sergutin - «FOR»
- 7. Alexander Grigoryevich Starchenko - «FOR»
- 8. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision is taken.

Item 3. On the prior approval of the Company's Annual Report for 2011.

Decision:

Tentatively to approve the Company's Annual Report for 2011. To recommend the Annual General Meeting of Shareholders of the Company to approve the Annual Report in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

- 1. Alexey Yuryevich Perepelkin - «FOR»
- 2. Svetlana Alexandrovna Balaeva - «FOR»
- 3. Dmitry Olegovich Gudzhoyan - «FOR»
- 4. Mikhail Yurievich Kurbatov - «FOR»
- 5. Alexander Albertovich Popov - «FOR»
- 6. Alexey Vladimirovich Sergutin - «FOR»
- 7. Alexander Grigoryevich Starchenko - «FOR»
- 8. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision is taken.

Item 4. Consideration of the annual accounting statements of the Company for 2011, including recommendations on the distribution of profits and losses of the Company based on the results of fiscal year 2011.

Decision:

1. To approve the annual accounting statements of the Company for 2011 (Appendix # 2 to this decision of the Board of Directors of the Company) and submit them for their approval by the Annual General Meeting of Shareholders of the Company.
2. To approve and recommend the Annual General Meeting of Shareholders of the Company to approve the following distribution of profits (losses) of the Company for fiscal year 2011:

	(thousand rubles)
Retained earnings (loss) for the reporting period:	5 203 492
To distribute to:	
Reserve fund	0
Profit for development	4 781 313
Dividends	422 179
Repayment of losses of previous years	0

Voting results:

- 1. Alexey Yuryevich Perepelkin - «FOR»
- 2. Svetlana Alexandrovna Balaeva - «FOR»
- 3. Dmitry Olegovich Gudzhoyan - «FOR»

- 4. Mikhail Yurievich Kurbatov - «FOR»
- 5. Alexander Albertovich Popov - «FOR»
- 6. Alexey Vladimirovich Sergutin - «FOR»
- 7. Alexander Grigoryevich Starchenko - «FOR»
- 8. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision is taken.

Item 5. On the recommendations of the amount of dividends on shares of the Company and the payment procedure following the results of 2011.

Decision:

To recommend 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 2011 at 0,01 rubles per ordinary share of the Company in cash within 60 days from the date of the decision on the payment.

Voting results:

- 1. Alexey Yuryevich Perepelkin - «FOR»
- 2. Svetlana Alexandrovna Balaeva - «FOR»
- 3. Dmitry Olegovich Gudzhoyan - «FOR»
- 4. Mikhail Yurievich Kurbatov - «FOR»
- 5. Alexander Albertovich Popov - «FOR»
- 6. Alexey Vladimirovich Sergutin - «FOR»
- 7. Alexander Grigoryevich Starchenko - «FOR»
- 8. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision is taken.

Item 6. Consideration of the draft of the Articles of Association of the Company with amendments and supplements.

Decision:

To propose the Annual General Meeting of Shareholders of the Company to approve the amendments and supplements to the Articles of Association of the Company in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

- 1. Alexey Yuryevich Perepelkin - «FOR»
- 2. Svetlana Alexandrovna Balaeva - «FOR»
- 3. Dmitry Olegovich Gudzhoyan - «FOR»
- 4. Mikhail Yurievich Kurbatov - «FOR»
- 5. Alexander Albertovich Popov - «FOR»
- 6. Alexey Vladimirovich Sergutin - «FOR»
- 7. Alexander Grigoryevich Starchenko - «FOR»
- 8. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision is taken.

Item 7. Consideration of the draft of the internal document of the Company: the Regulations on the procedure for convening and holding meetings of the Board of Directors of the Company in the new edition.

Decision:

To propose the Annual General Meeting of Shareholders of IDGC of Centre to approve the Regulations on the procedure for convening and holding meetings of the Board of Directors of IDGC of Centre in the new edition in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|--------------------------------------|---------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 4. Mikhail Yurievich Kurbatov | - «FOR» |
| 5. Alexander Albertovich Popov | - «FOR» |
| 6. Alexey Vladimirovich Sergutin | - «FOR» |
| 7. Alexander Grigoryevich Starchenko | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

The decision is taken.

Item 8. Consideration of the nomination of the Auditor of the Company.

Decision:

To propose the Annual General Meeting of Shareholders to approve ZAO “KPMG” as the Company's Auditor.

Voting results:

- | | |
|--------------------------------------|---------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 4. Mikhail Yurievich Kurbatov | - «FOR» |
| 5. Alexander Albertovich Popov | - «FOR» |
| 6. Alexey Vladimirovich Sergutin | - «FOR» |
| 7. Alexander Grigoryevich Starchenko | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

The decision is taken.

Item 9. 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, including profit and loss statement of the Company, as well as the distribution of income (including dividends) and losses of the Company following the results of fiscal year 2011;
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. On amendments to the Company's Articles of Association;
6. Approval of the Regulations on the procedure for convening and holding meetings of the Board of Directors of IDGC of Centre in the new edition.

Voting results:

- | | |
|---|----------------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 4. Mikhail Yurievich Kurbatov | - «FOR» |
| 5. Alexander Albertovich Popov | - «FOR» |
| 6. Alexey Vladimirovich Sergutin | - «FOR» |
| 7. Alexander Grigoryevich Starchenko | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

The decision is taken.

Item 10. On the determination of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company.

Decision:

To determine the date of creation of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company, – «07» May 2012.

Voting results:

- | | |
|---|----------------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 4. Mikhail Yurievich Kurbatov | - «FOR» |
| 5. Alexander Albertovich Popov | - «FOR» |
| 6. Alexey Vladimirovich Sergutin | - «FOR» |
| 7. Alexander Grigoryevich Starchenko | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

The decision is taken.

Item 11. 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 the preferred shares were not issued by the Company, the decision on determining the type (s) of preference shares, whose owners have the right to vote on item of the agenda of the Annual General Meeting of Shareholders of the Company, is not to be taken.

Voting results:

- | | |
|---|----------------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 4. Mikhail Yurievich Kurbatov | - «FOR» |
| 5. Alexander Albertovich Popov | - «FOR» |
| 6. Alexey Vladimirovich Sergutin | - «FOR» |
| 7. Alexander Grigoryevich Starchenko | - «FOR» |

8. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision is taken.

Item 12. On the definition of a list of information (materials) provided to the 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:

- 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;
- Annual Report of the Company;
- conclusion of the Audit Commission about the data contained in the Company's annual report;
- information about candidates to the Board of Directors of the Company;
- information about the candidates to the Audit Commission of the Company;
- information about the candidate to be the Company's auditor;
- 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;
- draft of the Articles of Association of the Company with amendments and supplements;
- Company's Articles of Association in the current edition;
- draft of the Regulations on the procedure for convening and holding meetings of the Board of Directors of IDGC of Centre in the 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 financial 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;
- conclusion of the Audit Committee of the Board of Directors of the Company on the reliability of the annual financial statements;
- conclusion of the Audit Committee of the Board of Directors of the Company on the assessment of the Company's auditor's opinion;
- 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;
- conclusion of the Committee on Personnel and Remuneration of the Board of Directors of the Company on the assessment of candidates to the Board of Directors;

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 May 25, 2012 to June 14, 2012, from 10 hours 00 minutes to 17 hours 00 minutes, excluding weekends and holidays, as well as on June 15, 2012 during the AGM, at the following addresses:

- 127018, Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre,
- 115172, Russia, Moscow, p/o box 4, Reestr-RN LLC,
- at the Company's website: <http://www.mrsk-1.ru/ru/investors/management/controls/stockholders/material/15062012/>.

Voting results:

- 1. Alexey Yuryevich Perepelkin - «FOR»**
- 2. Svetlana Alexandrovna Balaeva - «FOR»**
- 3. Dmitry Olegovich Gudzhoyan - «FOR»**
- 4. Mikhail Yurievich Kurbatov - «FOR»**
- 5. Alexander Albertovich Popov - «FOR»**
- 6. Alexey Vladimirovich Sergutin - «FOR»**

7. Alexander Grigoryevich Starchenko - «FOR»

8. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision is taken.

Item 13. 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 text of the ballot papers for voting at the Annual General Meeting of Shareholders of the Company in accordance with Appendices # 5, 7 to this decision of the Board of Directors.

Voting results:

1. Alexey Yuryevich Perepelkin - «FOR»

2. Svetlana Alexandrovna Balaeva - «FOR»

3. Dmitry Olegovich Gudzhoyan - «FOR»

4. Mikhail Yurievich Kurbatov - «FOR»

5. Alexander Albertovich Popov - «FOR»

6. Alexey Vladimirovich Sergutin - «FOR»

7. Alexander Grigoryevich Starchenko - «FOR»

8. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision is taken.

Item 14. 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 ballot papers should be sent by certified mail (awarded on receipt) to the persons entitled to participate in the AGM of the Company, no later than May 25, 2012.

2. To determine that the completed 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 June 13, 2012 are taken into account.

4. To assign General Director of the Company to provide sending ballots to shareholders of the Company in accordance with this decision.

Voting results:

1. Alexey Yuryevich Perepelkin - «FOR»

2. Svetlana Alexandrovna Balaeva - «FOR»

3. Dmitry Olegovich Gudzhoyan - «FOR»

4. Mikhail Yurievich Kurbatov - «FOR»

5. Alexander Albertovich Popov - «FOR»

6. Alexey Vladimirovich Sergutin - «FOR»

7. Alexander Grigoryevich Starchenko - «FOR»

8. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «8»
«AGAINST»	- «0»

«ABSTAINED»

- «0»

The decision is taken.

Item 15. 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 message of the Annual General Meeting of Shareholders of the Company in accordance with Appendix 8 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:
 - by publishing notice of the Annual General Meeting of shareholders of the Company in the newspaper "Izvestia";
 - by posting on the Company's website no later than May 15, 2012.

Voting results:

- | | |
|--------------------------------------|---------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 4. Mikhail Yurievich Kurbatov | - «FOR» |
| 5. Alexander Albertovich Popov | - «FOR» |
| 6. Alexey Vladimirovich Sergutin | - «FOR» |
| 7. Alexander Grigoryevich Starchenko | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»

- «8»

«AGAINST»

- «0»

«ABSTAINED»

- «0»

The decision is taken.

Item 16. 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 – Lapinskaya Svetlana Vladimirovna – Corporate Secretary of the Company.

Voting results:

- | | |
|--------------------------------------|---------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 4. Mikhail Yurievich Kurbatov | - «FOR» |
| 5. Alexander Albertovich Popov | - «FOR» |
| 6. Alexey Vladimirovich Sergutin | - «FOR» |
| 7. Alexander Grigoryevich Starchenko | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»

- «8»

«AGAINST»

- «0»

«ABSTAINED»

- «0»

The decision is taken.

Item 17. 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 # 9 to this decision of the Board of Directors of the Company.

2. To assign General Director no 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.

Voting results:

- | | |
|--------------------------------------|---------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 4. Mikhail Yuriyevich Kurbatov | - «FOR» |
| 5. Alexander Albertovich Popov | - «FOR» |
| 6. Alexey Vladimirovich Sergutin | - «FOR» |
| 7. Alexander Grigoryevich Starchenko | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

The decision is taken.

Item 18. 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 with the terms and conditions in accordance with Appendix # 10 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 # 10 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|--------------------------------------|---------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Dmitry Olegovich Gudzhoyan | - «FOR» |
| 4. Mikhail Yuriyevich Kurbatov | - «FOR» |
| 5. Alexander Albertovich Popov | - «FOR» |
| 6. Alexey Vladimirovich Sergutin | - «FOR» |
| 7. Alexander Grigoryevich Starchenko | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

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

The decision is taken.

Appendices:

1. The Company's Annual Report for 2011 (Appendix # 1).
2. The annual accounting statements of the Company for 2011 (Appendix # 2).
3. The amendments and supplements to the Articles of Association of the Company (Appendix # 3).
4. The Regulations on the procedure for convening and holding meetings of the Board of

Directors of the Company in the new edition (Appendix # 4).

5. The form and content of ballots for voting at the Annual General Meeting of Shareholders of the Company (Appendices ## 5-7).

6. The form and text of the notice about the Company's Annual General Meeting of Shareholders holding (Appendix # 8).

7. The cost estimates associated with the preparation and holding of the Annual General Meeting of Shareholders of the Company (Appendix # 9).

8. The agreement with the Registrar of the Company for preparation and holding the Annual General Meeting of Shareholders of the Company (Appendix # 10).

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

Perepelkin A.Y.

**Corporate Secretary
of IDGC of Centre**

Lapinskaya S.V.