



“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 presentia-absentia)

«28» May 2012

Moscow

No. 12/12

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

Place of the meeting: **Moscow, 26 Ulansky lane, floor 5, room 525.**

Time of the meeting: **15 hours 00 minutes – 16 hours 30 minutes.**

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

Participants of the voting: **A.Y. Perepelkin, S.A. Balaeva, D.O. Gudzhoyan, .Y. Kurbatov, A.A. Popov, A.V. Shevchuk.**

The written opinion (questionnaire) of members of the Board of Directors was taken into account while defining the results: **A.M. Branis, A.V. Sergutin, A.G. Starchenko, R.A. Filkin.**

Members who neither participate nor provide questionnaires: **M.V. Kaloeva.**

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: **30.05.2012.**

The meeting of the Board of Directors of IDGC of Centre was led by Chairman of the Board of Directors of IDGC of Centre, Alexey Yurevich Perepelkin, Deputy General Director for Corporate Governance and Property of IDGC Holding, a member of the Management Board of IDGC Holding.

### AGENDA:

1. On approval of the report of General Director of the Company «On execution of the Business plan of the Company (including the Investment program) in 4Q 2011 and in 2011».
2. On approval of the report of General Director of the Company «On execution of the target values of quarterly key performance indicators in 4Q 2011 and in 2011».
3. On consideration of the report of General Director of the Company «On purchase of power facilities in 4Q 2011, the approval of the acquisition for which by the Board of Directors of the Company is not required».

**Item 1. On approval of the report of General Director of the Company «On execution of the Business plan of the Company (including the Investment program)**

**in 4Q 2011 and in 2011».**

**The report** (in regards with the approval of the report on execution of the Business plan) was presented by Orlov Konstantin Nikolayevich - member of the Management Board, Deputy General Director for Economics and Finance.

**The report** (in regards with the approval of the report on execution of the Investment program) was presented by Nabiullin Rustem Leronovich – member of the Management Board, Deputy General Director of IDGC of Centre for Capital Construction.

The reports (presentations) regarding the item are stored in the materials to the meeting of the Board of the Directors.

**Decision:**

1. To approve the report of General Director of the Company «On execution of the Business plan of the Company (including the Investment program) in 4Q 2011 and in 2011» in accordance with Appendices # 1,2 to this decision of the Board of Directors of the Company.

2. To draw the attention of General Director of the Company to the excess of the planned volume of construction in progress following the results of 2011 by 168% (the plan for 31.12.2011 = 4 327 million rubles, the fact as at 12.31.2011 = 7 275 million rubles).

3. To instruct General Director of the Company:

3.1 to forward investment programs of the branches of the Company for approval to the executive authorities of RF subjects only after prior review and approval by the Board of Directors of the Company in accordance with the Regulations on formation, adjustment of the Investment Program and reporting preparation on its performance in IDGC of Centre, JSC, approved by the decision of the Board of Directors of the Company (Minutes # 24/11 of 15.11.2011).

3.2. while implementing the Investment Program for 2012 to ensure bringing the volume of the construction in progress by 31.12.2012 to 4.5 billion rubles.

3.3. to submit proposals at the next meeting of the Strategy and Development Committee under the Board of Directors to streamline the planning and implementation process of the acquisition of fixed assets.

4. To instruct General Director of the Company to finalize the agreement of the deals on acquisition of Municipal electric grid property of Nekouzsky Municipal District and premises # # 28-34,37,38 with their floor space of 95 square meters, the part interest in the plot 115/1738, Yaroslavl, Republican street, 80, in the prescribed manner.

**The decision is taken.**

**Item 2. On approval of the report of General Director of the Company «On execution of the target values of quarterly key performance indicators in 4Q 2011 and in 2011».**

**The Speaker:** Madyuskin P.N. – Head of Integrated Management Systems Office of IDGC of Centre.

The report (presentation) regarding the item is stored in the materials to the meeting of the Board of the Directors of the Company.

**Decision:**

To approve the results of the execution of the target values of quarterly key performance indicators of the Company in 4Q 2011 and in 2011 in accordance with Appendices # 3, 4, 5 to this decision of the Board of Directors of the Company.

**The decision is taken.**

**Item 3. On consideration of the report of General Director of the Company «On**

**purchase of power facilities in 4Q 2011, the approval of the acquisition for which by the Board of Directors of the Company is not required».**

**The Speaker:** Tkacheva Olga Vladimirovna – member of the Management Board, Deputy General Director for Corporate Governance.

The report (presentation) regarding the item is stored in the materials to the meeting of the Board of the Directors of the Company.

**Decision:**

To take into consideration the report of General Director of the Company «On purchase of power facilities in 4Q 2011, the approval of the acquisition for which by the Board of Directors of the Company is not required» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

**The decision is taken.**

In accordance with the Regulations on the procedure for convening and holding meetings of the Board of Directors of the Company while holding a meeting in person the information of the Corporate Secretary on the implementation of decisions of the Board of Directors, taken at previous meetings of the Board of Directors of the Company, is heard.

**The Speaker** – Lapinskaya Svetlana Viktorovna – Corporate Secretary of IDGC of Centre.

The report regarding the item is stored in the materials to the meeting of the Board of the Directors of the Company.

The agenda of the meeting of the Board of Directors of IDGC of Centre on 28.05.2012 was exhausted.

The meeting of the Board of Directors of the Company was adjourned.

**Appendices:**

1. The report of General Director of the Company «On execution of the Business plan of the Company (including the Investment program) in 4Q 2011 and in 2011» (Appendices # 1, # 2).
2. The report of General Director of the Company «On execution of the target values of quarterly key performance indicators in 4Q 2011 and in 2011» (Appendices # 3-5).
3. The report of General Director of the Company «On purchase of power facilities in 4Q 2011, the approval of the acquisition for which by the Board of Directors of the Company is not required» (Appendix # 6).

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

**Perepelkin A.Y.**

**Corporate Secretary  
of IDGC of Centre**

**Lapinskaya S.V**