



“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)

June 04, 2012

Moscow

No. 14/12

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, A.M. Branis, D.O. Gudzhoyan, M.V. Kaloeva, M.Y. Kurbatov, A.A. Popov, A.V. Sergutin, A.G. Starchenko, A.V. Shevchuk.

Members who did not provide questionnaires: **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: **07.06.2012.**

AGENDA:

1. On convening the Extraordinary General Meeting of Shareholders of IDGC of Centre.

Item 1. On convening the Extraordinary General Meeting of Shareholders of IDGC of Centre.

Decision:

1. To convene the Extraordinary General Meeting of Shareholders of IDGC of Centre in the form of a meeting (joint attendance) on August 23, 2012.
2. To determine the time of the Extraordinary General Meeting of Shareholders of IDGC of Centre – 10 hours 00 minutes Moscow time.
3. To determine the venue of the Extraordinary General Meeting of Shareholders of IDGC of Centre – Moscow, Sushchevskiy Val, 74 (Hotel Holiday Inn Sushevsky, conference center).
4. To determine the time of the registration of persons participating in the Extraordinary General Meeting of Shareholders of IDGC of Centre – 09 hours 00 minutes Moscow time.
5. To determine that the registration of persons participating in the Extraordinary General Meeting of Shareholders of IDGC of Centre is performed at the venue of holding the Extraordinary General Meeting of Shareholders of IDGC of Centre.
6. To approve the following agenda of the Extraordinary General Meeting of Shareholders of IDGC of Centre:
 - 1) Early termination of the powers of members of the Board of Directors of the Company.
 - 2) Election of members of the Board of Directors of the Company.
7. To determine the date on which the list of owners of persons eligible for participation in the Extraordinary General Meeting of Shareholders of IDGC of Centre is recorded - July 04, 2012.
8. To approve the form and message text about holding the Extraordinary General Meeting of Shareholders of IDGC of Centre (Appendix 1 to this decision of the Board of Directors of the

Company).

9. To publish a notice of holding the Extraordinary General Meeting of Shareholders of IDGC of Centre in the newspaper "Izvestia" and on the official website of IDGC of Centre no later than June 13, 2012.

10. To determine that information (materials) provided to the shareholders while preparing for holding the Extraordinary General Meeting of Shareholders of IDGC of Centre is:

- information about candidates to the Board of Directors of IDGC of Centre;
- information about the presence or absence of a written consent of the candidates nominated for election to the Board of Directors of IDGC of Centre,
- draft decisions on the agenda of the Extraordinary General Meeting of Shareholders of IDGC of Centre,
- 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 of the Company.

11. To establish that persons entitled to participate in the Extraordinary General Meeting of Shareholders of IDGC of Centre may learn the information (materials) specified in paragraph 10 in the period from August 02, 2012 to August 22, 2012 (inclusive), excluding weekends and holidays, from 10 hours 00 minutes to 17 hours 00 minutes Moscow time, as well as on August 23, 2012 during the Extraordinary General Meeting of Shareholders at the following addresses:

- Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre,
- Russia, Moscow, Podkopaevsky pereulok, 2/6, building 3-4, Reestr-RN LLC,
- at the Company's website: <http://www.mrsk-1.ru/ru/investors/management/controls/stockholders/material/23082012/>.

To establish that persons entitled to participate in the Extraordinary General Meeting of Shareholders of IDGC of Centre may learn the information (materials) specified in paragraph 10 on the day of holding the Extraordinary General Meeting of Shareholders of IDGC of Centre at its venue on August 23, 2012.

12. 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 items of the agenda of the Extraordinary General Meeting of Shareholders of the Company, is not to be taken.

13. To determine that the ballot papers are to be sent by certified mail or awarded on receipt to each person, indicated in the recorded list of persons entitled to participate in the Extraordinary General Meeting of Shareholders of IDGC of Centre no later than August 02, 2012.

14. 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.

15. To determine that in defining the quorum and voting results the votes represented by ballots received by the Company or the Registrar not later than August 20, 2012 are taken into account.

16. To establish that the shareholder (s) of IDGC of Centre, holding in aggregate not less than 2 (two) percent of the voting shares of IDGC of Centre, has (have) the right to send to IDGC of Centre proposals for nomination of candidates for election to the Board of Directors of IDGC of Centre, the number of which cannot exceed the number of members of the Board of Directors of IDGC of Centre (no more than 11 candidates).

Such proposals should be received by IDGC of Centre no later than July 23, 2012 at the address: 127018, Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre.

17. To determine the date of the Board of Directors IDGC of Centre to consider proposals of shareholders to nominate candidates for election to the Board of Directors of IDGC of Centre, as well as other issues related to the preparation for the Extraordinary General Meeting of Shareholders of IDGC of Centre no later than July 27, 2012.

Voting results:

- | | |
|---|----------------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Dmitry Olegovich Gudzhoyan | - «FOR» |

5. **Madina Valeryevna Kaloeva** - «FOR»
6. **Mikhail Yurievich Kurbatov** - «FOR»
7. **Alexander Albertovich Popov** - «FOR»
8. **Alexey Vladimirovich Sergutin** - «FOR»
9. **Alexander Grigoryevich Starchenko** - «FOR»
10. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

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

The decision is taken.

Appendix:

The form and message text about holding the Extraordinary General Meeting of Shareholders of IDGC of Centre (Appendix # 1).

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

Perepelkin A.Y.

**Corporate Secretary
of IDGC of Centre**

Lapinskaya S.V.

Deputy General Director
for Corporate Governance

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