



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

127018, Russia, Moscow, 2nd Yamskaya, 4
Tel.: Contact Centre +7(495) 747 92 92, +7(495) 747 92 96: Fax: +7 (495) 747 92 95
Direct Power Hot Line: 8 800 50 50 115, Trust Line: 8 800 100 9000;
e-mail: posta@mrsk-1.ru; <http://www.mrsk-1.ru>
Primary State Registration Number (OGRN) 1046900099498
Taxpayer Identification Code (INN) 6901067107

MINUTES

of meeting of the Board of Directors of IDGC of Centre
(in presentia-absentia)

«21» August 2013

Moscow

No. 20/13

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

Place of the meeting: **Moscow, 26 Ulansky lane, floor 5, room 526.**

Time of the meeting: **13 hours 00 minutes – 14 hours 25 minutes.**

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

Participants of the meeting: **S.A. Arkhipov, A.M. Branis, V.A. Goncharov, S.A. Demin, O.Y. Isaev, A.V. Molsky, M.M. Saukh, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.**

The written opinion (questionnaire) of the following members was taken into account while defining the results: **M.V. Kaloeva.**

Members who neither participated nor provided 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: **21.08.2013.**

The meeting of the Board of Directors of IDGC of Centre was led by Chairman of the Board of Directors of IDGC of Centre Sergey Alexandrovich Arkhipov.

The following invited persons were present:

O.Y. Isaev – General Director

S.R. Agamaliev – Acting Deputy General Director for Procurement

A.E. Kuranov – First Deputy General Director

I.V. Maximov – Deputy General Director for Capital Construction and Investment

S.Y. Rumyantsev – Deputy General Director for Economy and Finance

L.A. Sklyarova – Chief Accountant – Head of Financial and Tax Accounting and Reporting Department

O.V. Tkacheva – Deputy General Director for Corporate Governance

Y.E. Sharkova – Deputy General Director for Development and Sale of Services

S.A. Shumakher – Deputy General Director for Technical Issues – Chief Engineer

T.E. Titova – Deputy Director of ZAO “KPMG”.

After the announcement of a quorum regarding the agenda items by Chairman of the the Board of Directors of the Company, S.A. Arkhipov, the meeting was called to order.

AGENDA:

1. On approval of the adjusted Business plan of the Company (including the

Investment program) for 2013-2017.

2. On consideration of the Company's proposals to reduce the amount of capital investments for 2013 in the Investment program for 2013-2018.

In accordance with the Regulations on the procedure for convening and holding of meetings of the Board of Directors of the Company at a meeting in person the Corporate Secretary, S.V. Lapinskaya, provided information on the implementation of the decisions of the Board of Directors adopted at previous meetings of the Board of Directors of the Company (from 01.07.2013 to 15.08.2013).

Item 1. On approval of the adjusted Business plan of the Company (including the Investment program) for 2013-2017.

The report in terms of the Business Plan was presented by **S.Y. Rumyantsev**, Deputy General Director for Economy and Finance.

The co-report in terms of the Investment program was presented by **I.V. Maximov** – Deputy General Director for Capital Construction and Investment.

The report / co-report (presentations) on the item is stored in the materials for the meeting of the Board of Directors.

In discussing the report the questions were received from S.A. Arkhipov, A.M. Branis, A.V. Molsky, R.A. Filkin, A.V. Shevchuk.

The explanations and answers to the questions were given by: O.Y. Isaev, I.V. Maximov, S.Y. Rumyantsev, O.V. Shatokhina, S.A. Shumakher, Y.E. Sharkova, O.V. Tkacheva.

After the discussion the members of the Board of Directors proceeded to vote.

Decision:

1. To approve the adjusted Business plan of the Company (including the Investment program) for 2013, taking the Investment program for 2013-2018 as a basis inclusively in accordance with Appendices # 1, 2 to this decision of the Board of Directors.
2. To assign General Director of the Company until 01.10.2013 to ensure approval of the Investment program for 2013-2018, including sources of funding, with the executive authorities of subjects of the Russian Federation in accordance with Resolution of the Government of the Russian Federation of 01.12.2009 № 977.
3. In the event of any discrepancy in the Investment program for 2013-2018, included in the approved by the Board of Directors of the Company Business plan, from the program approved by the executive authorities of the subjects of the Russian Federation in accordance with Resolution of the Government of the Russian Federation of 01.12.2009 № 977, to provide adjustment of the Business plan of the Company, taking into account the inclusion of investment programs duly approved by the subjects of the Russian Federation until 20.10.2013.

Voting results at the meeting:

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

Voting results by filling in the questionnaires:

11. Madina Valeryevna Kaloeva - «ABSTAINED»

Total:

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

Decision is taken.

Item 2. On consideration of the Company's proposals to reduce the amount of capital investments for 2013 in the Investment program for 2013-2018.

The report was presented by **S.Y. Rumyantsev**, Deputy General Director for Economy and Finance.

The report (presentation) on the item is stored in the materials for the meeting of the Board of Directors.

In discussing the report the questions were received from **S.A. Arkhipov**, **A.M. Branis**, **R.A. Filkin**.

The explanations and answers to the questions were given by: **I.V. Maximov**, **S.Y. Rumyantsev**, **O.V. Shatokhina**, **S.A. Shumakher**.

After the discussion the members of the Board of Directors proceeded to vote.

Decision:

To take into consideration the Company's proposals to reduce the amount of capital investments for 2013 in the Investment program for 2013-2018 in the amount of 591 million rubles in accordance with Appendix # 3 to this decision of the Board of Directors of the Company and take them into account while adjusting the Investment program for 2013 - 2018.

Voting results at the meeting:

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

Voting results by filling in the questionnaires:

11. Madina Valeryevna Kaloeva - «ABSTAINED»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

Decision is taken.

The agenda of the meeting of the Board of Directors of IDGC of Centre on 21.08.2013 was exhausted.

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

Appendices:

- 1. The adjusted Business plan of the Company (including the Investment program) for 2013-2017**

(Appendices # 1-2).

2. The Company's proposals to reduce the amount of capital investments for 2013 in the Investment program for 2013-2018 (Appendix # 3).

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

S.A. Arkhipov

**Corporate Secretary
of IDGC of Centre**

S.V. Lapinskaya