



"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 the form of absent voting)

«29» August 2013

Moscow

No. 21/13

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

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

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

Members who did not 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: **02.09.2013.**

### AGENDA:

1. On consideration of the report «The results of the activities implementation in 2Q 2013 to comply with the requirements of the legislation on the control of insider information in IDGC of Centre».
2. On consideration of the report of General Director of the Company «On execution of the Program of measures to improve the activity of IDGC of Centre in the field of energy conservation, energy efficiency and reduction of electricity losses in 2Q 2013».
3. On consideration of the report of General Director of the Company «On the credit policy of the Company in 2Q 2013».
4. On consideration of the report of General Director «On the status of construction and operation of fiber-optic communication lines in 1H 2013».
5. On consideration of the information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 2Q 2013».
6. On consideration of the report of General Director of the Company «On the state of reliability in 2Q 2013 and 1H 2013».
7. On consideration of the report of General Director of the Company «On the execution of the Program to increase the reliability of IDGC of Centre for 2011-2015 in 2Q 2013 and 1H 2013».
8. On consideration of the report of General Director of the Company «On organization of the OSH management system in the Company in 2Q 2013 and 1H 2013».
9. On consideration of the report of General Director of the Company «On the execution by the Company of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2013 in 2Q 2013 and 1H 2013».
10. On consideration of the report of General Director of the Company «On the execution of

the Program for the implementation of environmental policy of IDGC of Centre for 2013 in 2Q 2013 and 1H 2013».

11. On approval of the updated Registry of non-core assets of IDGC of Centre.
12. On approval of the internal document of the Company: the Regulations on Information Policy of the Company in a new edition.
13. On approval of the internal document of the Company: the Regulations on insurance coverage of IDGC of Centre for 2013-2015 in a new edition.
14. On approval of the internal document of the Company: the Standard of formation of management and control bodies of subsidiaries and affiliates of IDGC of Centre in a new edition.
15. On approval of the internal document of the Company: the Standard of organization of activity of representatives of IDGC of Centre in the management bodies of companies, subsidiaries and affiliates in relation to IDGC of Centre in a new edition.
16. On approval of the internal document of the Company: the Order of interaction of IDGC of Centre with business companies, whose stocks (shares) are owned by IDGC of Centre in a new edition.
17. On approval of the target Program of development of an automated process control system (ACS).
18. On consideration of the Company's proposals on the list of essential terms of concluded by IDGC of Centre agreements for the provision of a temporary right of limited use of power facilities.
19. On amendment to the decision of the Board of Directors of the Company dated 02.04.2013 (Minutes #08/13) regarding the item «Election of General Director of the Company».
20. On approval of amendment # 3 to Agreement to perform reconstruction of Conductor 10-110 kV with ROW expansion in 2012-2014 dated 21.03.2012 №179(2012), concluded between IDGC of Centre (IDGC of Centre - Kostromaenergo division) and JSC “Energy Service Company”, which is a related party transaction.
21. On approval of amendment # 3 to Agreement to perform design and exploration work and construction and installation work to reconstruct and expand ROW of Conductor 35-110 kV dated 21.03.2012 № 02-ESK-12, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and JSC “Energy Service Company”, which is a related party transaction.
22. On approval of amendment # 3 to Agreement to perform reconstruction of Conductor 10-110 kV with ROW expansion in 2012-2014 dated 10.04.2012 № TB-1-2012, concluded between IDGC of Centre (IDGC of Centre - Tverenergo division) and JSC “Energy Service Company”, which is a related party transaction.
23. On approval of paid services agreement to perform technical supervision between FGC UES and IDGC of Centre, which is a related party transaction.
24. On preliminary approval of the decision to provide sponsor support by IDGC of Centre.

**Item 1: On consideration of the report «The results of the activities implementation in 2Q 2013 to comply with the requirements of the legislation on the control of insider information in IDGC of Centre».**

**Decision:**

1. To take into consideration the report «The results of the activities implementation in 2Q 2013 to comply with the requirements of the legislation on the control of insider information in IDGC of Centre» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To assign General Director of the Company starting from Q3 2013 to submit the report on the implementation of measures to comply with the requirements of the legislation on the control of insider information within the report «On implementation of decisions taken at meetings of the Board of Directors of the Company».

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 2: On consideration of the report of General Director of the Company «On execution of the Program of measures to improve the activity of IDGC of Centre in the field of energy conservation, energy efficiency and reduction of electricity losses in 2Q 2013».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On execution of the Program of measures to improve the activity of IDGC of Centre in the field of energy conservation, energy efficiency and reduction of electricity losses in 2Q 2013» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. To assign General Director of the Company starting from Q3 2013 to submit the given information within the report «On execution of the Business plan (including the Investment program) of the Company».

**Voting results:**

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

**Total:**

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

**Decision is taken.**

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

### **credit policy of the Company in 2Q 2013».**

#### **Decision:**

1. To take into consideration the report of General Director of the Company «On the credit policy of the Company in 2Q 2013» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To assign General Director of the Company not to propose to the Board of Directors of the Company to consider the report of General Director of the Company on the credit policy of the Company, in case the Company refers to the credit solvency group «A» according to the data of the last accounting reporting of the Company.

#### **Voting results:**

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

#### **Total:**

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

**Decision is taken.**

### **Item 4: On consideration of the report of General Director «On the status of construction and operation of fiber-optic communication lines in 1H 2013».**

#### **Decision:**

1. To take into consideration the report of General Director of the Company «On the status of construction and operation of fiber-optic communication lines in 1H 2013» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
2. To consider the decision regarding item #32 of the meeting of the Board of Directors of IDGC of Centre dated 15.07.2013 (Minutes #17/13) to have lost force.

#### **Voting results:**

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

#### **Total:**

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

**Decision is taken.**

**Item 5: On consideration of the information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 2Q 2013».**

**Decision:**

To take into consideration the information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 2Q 2013» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 6: On consideration of the report of General Director of the Company «On the state of reliability in 2Q 2013 and 1H 2013».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On the state of reliability in 2Q 2013 and 1H 2013» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.
2. To assign General Director of the Company to submit information on the given item within the report on implementation of decisions of the Board of Directors of the Company.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 7. On consideration of the report of General Director of the Company «On the execution of the Program to increase the reliability of IDGC of Centre for 2011-2015 in 2Q 2013 and 1H 2013».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On the execution of the Program to increase the reliability of IDGC of Centre for 2011-2015 in 2Q 2013 and 1H 2013» in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.
2. To assign General Director to submit the report «On the execution of the Program to increase the reliability of IDGC of Centre for 2011-2015» annually within the report on implementation of decisions of the Board of Directors of the Company.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 8. On consideration of the report of General Director of the Company «On organization of the OSH management system in the Company in 2Q 2013 and 1H 2013».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On organization of the OSH management system in the Company in 2Q 2013 and 1H 2013» in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.
2. To assign General Director to submit the report «On organization of the OSH management system in the Company» annually within the report on implementation of decisions of the Board of Directors of the Company.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 9: On consideration of the report of General Director of the Company «On the execution by the Company of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2013 in 2Q 2013 and 1H 2013».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On the execution by the Company of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2013 in 2Q 2013 and 1H 2013» in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.
2. To assign General Director to submit the report «On execution of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2013» annually within the report on implementation of decisions of the Board of Directors of the Company.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 10. On consideration of the report of General Director of the Company «On the execution of the Program for the implementation of environmental policy of IDGC of Centre for 2013 in 2Q 2013 and 1H 2013».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On the execution of the Program for the implementation of environmental policy of IDGC of Centre for 2013 in 2Q 2013 and 1H 2013» in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.
2. To assign General Director to submit the report «On execution of the Program for the implementation of environmental policy of IDGC of Centre for 2013» annually within the report on implementation of decisions of the Board of Directors of the Company.

**Voting results:**

- |   |         |
|---|---------|
| 1. <b>Sergey Alexandrovich Arkhipov</b> | - «FOR» |
| 2. <b>Alexander Markovich Branis</b>    | - «FOR» |
| 3. <b>Valery Anatolyevich Goncharov</b> | - «FOR» |
| 4. <b>Sergey Alexandrovich Demin</b>    | - «FOR» |
| 5. <b>Oleg Yuryevich Isaev</b>          | - «FOR» |
| 6. <b>Alexey Valeryevich Molsky</b>     | - «FOR» |

- |   |         |
|---|---------|
| <b>7. Maxim Mikhailovich Saukh</b>        | - «FOR» |
| <b>8. Roman Alexeyevich Filkin</b>        | - «FOR» |
| <b>9. Oxana Vladimirovna Shatokhina</b>   | - «FOR» |
| <b>10. Alexander Viktorovich Shevchuk</b> | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 11. On approval of the updated Registry of non-core assets of IDGC of Centre.**

**Decision:**

To approve the updated Registry of non-core assets of IDGC of Centre in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**Total:**

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 12. On approval of the internal document of the Company: the Regulations on Information Policy of the Company in a new edition.**

**Decision:**

1. To approve the Regulations on Information Policy of Interregional Distribution Grid Company of Centre, Joint-Stock Company in a new edition in accordance with Appendix # 12 to this decision of the Board of Directors.

2. To consider the internal document of the Company: the Regulations on Information Policy of IDGC of Centre, approved by the decision of the Board of Directors of IDGC of Centre, 14.10.2011 (Minutes # 22/11 dated 17.10.2011) to have lost force.

**Voting results:**

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



**10. Alexander Viktorovich Shevchuk - «FOR»**

**Total:**

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 13. On approval of the internal document of the Company: the Regulations on insurance coverage of IDGC of Centre for 2013-2015 in a new edition.**

**Decision:**

To defer consideration of the item at a later date.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 14. On approval of the internal document of the Company: the Standard of formation of management and control bodies of subsidiaries and affiliates of IDGC of Centre in a new edition.**

**Decision:**

1. To approve the Standard of formation of management and control bodies of subsidiaries and affiliates of IDGC of Centre in a new edition in accordance with Appendix # 13 to this decision of the Board of Directors of the Company.

2. To consider the Standard of formation of management and control bodies of subsidiaries and affiliates of IDGC of Centre and Northern Caucasus, approved by the decision of the Board of Directors of the Company on 12.12.2005 (Minutes # 010/05) to have lost force.

**Voting results:**

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

**Total:**

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

**Decision is taken.**

The member of the Board of Directors of the Company, A.V. Shevchuk, submitted his special opinion regarding this agenda item of the meeting.

**Item 15. On approval of the internal document of the Company: the Standard of organization of activity of representatives of IDGC of Centre in the management bodies of companies, subsidiaries and affiliates in relation to IDGC of Centre IDGC of Centre in a new edition.**

**Decision:**

1. To approve the Standard of organization of activity of representatives of IDGC of Centre in the management bodies of companies, subsidiaries and affiliates in relation to IDGC of Centre in a new edition in accordance with Appendix # 14 to this decision of the Board of Directors of the Company.
2. To consider the Standard of organization of activity of representatives of IDGC of Centre and Northern Caucasus in the management bodies of companies, subsidiaries and affiliates in relation to IDGC of Centre and Northern Caucasus, approved by the decision of the Board of Directors of the Company on 12.12.2005 (Minutes # 010/05) to have lost force.

**Voting results:**

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** - «FOR»

**Total:**

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 16. On approval of the internal document of the Company: the Order of interaction of IDGC of Centre with business companies, whose stocks (shares) are owned by IDGC of Centre in a new edition.**

**Decision:**

1. To approve the Order of interaction of IDGC of Centre with business companies, whose stocks (shares) are owned by IDGC of Centre in a new edition in accordance with Appendix # 15 to this decision of the Board of Directors of the Company.
2. To consider the Order of interaction of IDGC of Centre with business companies, whose stocks (shares) are owned by IDGC of Centre, approved by the decision of the Board of Directors of the Company on 25.03.2009 (Minutes # 05/09 dated 27.03.2009) to have lost force.

**Voting results:**

1. **Sergey Alexandrovich Arkhipov** - «FOR»

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

**Total:**

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 17. On approval of the target Program of development of an automated process control system (ACS).**

**Decision:**

To defer consideration of the item at a later date.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 18. On consideration of the Company's proposals on the list of essential terms of concluded by IDGC of Centre agreements for the provision of a temporary right of limited use of power facilities.**

**Decision:**

To take the Company's proposals on the list of essential terms as a basis in accordance with Appendix # 16 to this decision of the Board of Directors of the Company for their further inclusion into agreements for the provision of a temporary right of limited use of power facilities, concluded by the Company.

**Voting results:**

- |   |         |
|---|---------|
| <b>1. Sergey Alexandrovich Arkhipov</b> | - «FOR» |
| <b>2. Alexander Markovich Branis</b>    | - «FOR» |
| <b>3. Valery Anatolyevich Goncharov</b> | - «FOR» |
| <b>4. Sergey Alexandrovich Demin</b>    | - «FOR» |
| <b>5. Oleg Yuryevich Isaev</b>          | - «FOR» |

- |   |         |
|---|---------|
| <b>6. Alexey Valeryevich Molsky</b>       | - «FOR» |
| <b>7. Maxim Mikhailovich Saukh</b>        | - «FOR» |
| <b>8. Roman Alexeyevich Filkin</b>        | - «FOR» |
| <b>9. Oxana Vladimirovna Shatokhina</b>   | - «FOR» |
| <b>10. Alexander Viktorovich Shevchuk</b> | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 19. On amendment to the decision of the Board of Directors of the Company dated 02.04.2013 (Minutes #08/13) regarding the item «Election of General Director of the Company».**

**Decision:**

To amend item 2 of the decision of the Board of Directors of the Company dated 02.04.2013 (Minutes #08/13) regarding «Election of General Director of the Company» as follows:

«To authorize Oleg Mikhailovich Budargin, General Director of JSC “Russian Grids”, to carry out on the Company’s behalf the rights and obligations of the employer in respect of General Director of the Company Oleg Yuryevich Isaev, including determining terms and conditions of a labour agreement, to sign the labour agreement, amendments and agreements related to the termination of the labour agreement».

**Voting results:**

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

**Total:**

«FOR»	- «9»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

**Decision is taken.**

The member of the Board of Directors of the Company, A.V. Shevchuk, submitted his special opinion regarding this agenda item of the meeting.

**Item 20. On approval of amendment # 3 to Agreement to perform reconstruction of Conductor 10-110 kV with ROW expansion in 2012-2014 dated 21.03.2012 №179(2012), concluded between IDGC of Centre (IDGC of Centre - Kostromaenergo division) and JSC “Energy Service Company”, which is a related party transaction.**

**Decision:**

- To determine that the cost of the work performed is 207 874 250, 54 (Two hundred and seven million eight hundred seventy-four thousand two hundred and fifty) rubles 54

kopecks, including VAT (18%) – 31 709 631, 44 (Thirty-one million seven hundred and nine thousand six hundred thirty-one) rubles 44 kopecks.

The total cost of EAD and construction and installation work to reconstruct 1 hectare of ROW broken down by years is determined in accordance with Appendix #4.

2. To approve the amendment to Agreement to perform reconstruction of Conductor 10-110 kV with ROW expansion in 2012-2014 dated 21.03.2012 №179 (2012), concluded between JSC “Energy Service Company” and IDGC of Centre (IDGC of Centre - Kostromaenergo division), which is a related party transaction (Appendix # 17 to this decision of the Board of Directors of the Company), on the following essential conditions:

**Parties of the Amendment:**

«Customer» – IDGC of Centre (IDGC of Centre - Kostromaenergo division);

«Contractor» – JSC “Energy Service Company”.

**Subject of the Amendment:**

The Parties agreed to amend Agreement to perform reconstruction of Conductor 10-110 kV with ROW expansion in 2012-2014 dated 21.03.2012 №179(2012) (hereinafter – «the Agreement») as follows:

1. Item 4.1 of the Agreement to read as follows:

«The cost of the work performed under this Agreement is 207 874 250, 54 (Two hundred and seven million eight hundred seventy-four thousand two hundred and fifty) rubles 54 kopecks, including VAT (18%) – 31 709 631, 44 (Thirty-one million seven hundred and nine thousand six hundred thirty-one) rubles 44 kopecks. The total cost of EAD and construction and installation work to reconstruct 1 hectare of ROW broken down by years is determined in accordance with Appendix #4.».

2. Appendix #1 of the Agreement («Estimate to perform work to widen ROW») to read in the edition, presented in Appendix #1 to this agreement.

3. Appendix #2 of the Agreement («Technical specifications to widen ROW») to read in the edition, presented in Appendix #2 to this Agreement.

4. Appendix #3 of the Agreement («Work performance schedule to widen ROW along Conductor 10-110 kV») to read in the edition, presented in Appendix #3 to this Agreement.

5. Appendix #4 of the Agreement («The total cost of EAD and construction and installation work to reconstruct 1 hectare of ROW broken down by years») to read in the edition, presented in Appendix #4 to this Agreement.

6. To supplement the Agreement with item 2.1.18:

«Within 5 (five) working days from the date of signing by the Parties of this Agreement, to provide to the address of Customer information on the full chain of their owners (legal entities and individuals, including the final beneficiaries), their data, data on their managers, in the format of Appendix # 5 to this Agreement, with provision of relevant certified copies of supporting documents (articles of association, an extract from the Unified State register of Legal Entities, an extract from the register of shareholders (for joint stock companies)) and other required documents.

If during the term of this Agreement, the information on the complete chain of owners (legal and natural persons, including the final beneficiaries) of Contractor, previously provided by him in accordance with Appendix # 5 to this Agreement, is to change, for whatever reason, Contractor shall, within 5 (five) working days from the date of occurrence of the relevant changes, in a written form to notify Customer of such changes in the format of Appendix # 5 to this Agreement.

In providing the above information by Contractor with respect to his owners/beneficiaries who are natural persons, Contractor shall also provide written consent of these individuals on the processing and transfer of personal data (in accordance with the requirements of

Federal Law of 27.07.2006 № 152- FZ "On Personal Data") to the address of Customer, in the form set out in Appendix # 5 to this Agreement.

Customer shall have the right to refuse performance of the Agreement in his sole non-judicial procedure in the following cases:

- Contractor does not provide information on the chain of his owners (legal and natural persons, including the final beneficiaries), in the terms established by this Agreement,
- Contractor provides the information in violation of the terms set,
- Contractor provides such information not in full and/or not in accordance with the format set out in Appendix # 5 to this Agreement,
- Contractor provides such information with respect to his owners/beneficiaries who are natural persons, without the written consent of these individuals on the processing and transfer of personal data (in the form with Appendix # 6 to this Agreement),
- violations of the timing and format of this information provision at subsequent change of the chain of owners (legal and natural persons, including the final beneficiaries) of Contractor during the term of this Agreement,
- Contractor provides false information with respect to the entire chain of his owners (individuals and legal entities, including the finale beneficiaries).

In the presence of these violations of Contractor, Customer shall have the right to notify Contractor in writing to waive the execution of this Agreement in his sole non-judicial procedure. The Agreement shall be deemed terminated at the expiration of 5 (five) working days of receipt by Contractor of Customer's written notice on termination of the Agreement in his sole non-judicial procedure».

7. To supplement the Agreement with Appendix #5 «Format of information provision», presented in Appendix #5 to this Agreement.

8. To supplement the Agreement with Appendix #6 «Form of the written consent of the owners/beneficiaries », presented in Appendix #6 to this Agreement.

9. To supplement the Agreement with item 2.6 in the edition:

«JSC "Energy Service Company" confirms that the form of documents on the performance of its obligations (the act of acceptance of work performed KC-2, proof of value of work performed and costs KC- 3), which are listed in Appendix #7 to this Agreement, are forms of primary reporting documents, approved by Order approving the forms of primary reporting documents, used in JSC "Energy Service Company" dated 31.12.2013 №104-OD».

10. To supplement the Agreement with Appendix #7 «Forms of primary reporting documents», presented in appendix #7 to this Agreement.

#### **Duration of the Amendment:**

The Agreement shall enter into force upon signature and shall cover the relations between the Parties from July 1, 2013 and is valid for the duration of Agreement to perform reconstruction of Conductor 10-110 kV with ROW expansion in 2012-2014 dated 21.03.2012 № 179(2012).

#### **Voting results:**

The following members of the Board of Directors of IDGC of Centre did not take part in the voting on this item: S.A. Arkhipov, O.Y. Isaev, recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

#### **Voting results:**

1. **Alexander Markovich Branis** - «FOR»
2. **Valery Anatolyevich Goncharov** - «FOR»
3. **Sergey Alexandrovich Demin** - «FOR»
4. **Alexey Valeryevich Molsky** - «FOR»
5. **Maxim Mikhailovich Saukh** - «FOR»

6. **Roman Alexeyevich Filkin** - «FOR»  
 7. **Oxana Vladimirovna Shatokhina** - «FOR»  
 8. **Alexander Viktorovich Shevchuk** - «AGAINST»

**Total:**

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

**Decision is taken.**

The member of the Board of Directors of the Company, A.V. Shevchuk, submitted his special opinion regarding this agenda item of the meeting.

**Item 21. On approval of amendment # 3 to Agreement to perform design and exploration work and construction and installation work to reconstruct and expand ROW of Conductor 35-110 kV dated 21.03.2012 № 02-ESK-12, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and JSC “Energy Service Company”, which is a related party transaction.**

**Decision:**

1. The cost of the work performed is determined on the basis of the minutes of the procurement committee to select a winner dated 30.12.2011 № 2675 and is 281 915 925,94 (Two hundred and eighty-one million nine hundred fifteen thousand nine hundred twenty-five) rubles 94 kopecks, including 18% VAT - 43 004 124,30 (Forty-three million four thousand one hundred twenty-four) rubles 30 kopecks.

According to the extract from Minutes # 17 of 13.05.2013 of the meeting of the Central Tender Commission of IDGC of Centre the cost of work for 1 ha in the III quarter of 2013 is decreased by 10% of the original cost of work for 1 ha, the cost of work for 1 ha in the IV quarter of 2013 till the end of the fulfillment of the obligations under the agreement is reduced by 35% of the original cost of work for 1 ha.

The total cost of the work performed under this Agreement is not fixed (lump sum) and subject to specification (reduction) in accordance with the terms of this item of the Agreement.

2. To approve the amendment to Agreement to perform design and exploration work and construction and installation work to reconstruct and expand ROW of Conductor 35-110 kV dated 21.03.2012 № 02-ESK-12, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and JSC “Energy Service Company”, which is a related party transaction (Appendix # 18 to this decision of the Board of Directors of the Company), on the following essential conditions:

**Parties of the Amendment:**

«Customer» – IDGC of Centre (IDGC of Centre - Yarenergo division);

«Contractor» – JSC “Energy Service Company”.

**Subject of the Amendment:**

The Parties agreed to amend Agreement to perform work dated 21.03.2012 № 02-ESK-12, as follows:

**1. Item 4.1 of the Agreement to read as follows:**

«4.1. The cost of the work performed under the Agreement is determined on the basis of the minutes of the procurement committee to select a winner dated 30.12.2011 № 2675 and is 281 915 925,94 (Two hundred and eighty-one million nine hundred fifteen thousand nine hundred twenty-five) rubles 94 kopecks, including 18% VAT - 43 004 124,30 (Forty-three million four thousand one hundred twenty-four) rubles 30 kopecks.

According to the extract from Minutes # 17 of 13.05.2013 of the meeting of the Central Tender Commission of IDGC of Centre the cost of work for 1 ha in the III quarter of 2013

is decreased by 10% of the original cost of work for 1 ha, the cost of work for 1 ha in the IV quarter of 2013 till the end of the fulfillment of the obligations under the agreement is reduced by 35% of the original cost of work for 1 ha.

The total cost of the work performed under this Agreement is not fixed (lump sum) and subject to specification (reduction) in accordance with the terms of this item of the Agreement.

2. Appendix # 2 («Summary table of the cost of work») to the Agreement to read in the edition of Appendix # 1 to this amendment.

3. Appendix # 3.3 («Estimate to perform design and exploration work») to include into the Agreement and to read in the edition of Appendix # 2 to this amendment.

4. Appendix # 3.4 («Estimate to perform design and exploration work») to include into the Agreement and to read in the edition of Appendix # 3 to this amendment.

5. Appendix # 3.5 («Estimate to perform design and exploration work») to include into the Agreement and to read in the edition of Appendix # 4 to this amendment.

6. Appendix # 3.6 («Estimate to perform design and exploration work») to include into the Agreement and to read in the edition of Appendix # 5 to this amendment.

#### **Duration of the Amendment:**

The Agreement shall enter into force upon signature by the parties and shall cover the relations between the Parties from July 1, 2013 and is valid for the duration of Agreement to perform design and exploration work and construction and installation work to reconstruct and expand ROW of Conductor 35-110 kV dated 21.03.2012 № 02-ESK-12.

#### **Voting results:**

The following members of the Board of Directors of IDGC of Centre did not take part in the voting on this item: S.A. Arkhipov, O.Y. Isaev, recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

#### **Voting results:**

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

#### **Total:**

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

#### **Decision is taken.**

The member of the Board of Directors of the Company, A.V. Shevchuk, submitted his special opinion regarding this agenda item of the meeting.

**Item 22. On approval of amendment # 3 to Agreement to perform reconstruction of Conductor 10-110 kV with ROW expansion in 2012-2014 dated 10.04.2012 № TB-1-2012, concluded between IDGC of Centre (IDGC of Centre - Tverenergo division) and JSC “Energy Service Company”, which is a related party transaction.**

#### **Decision:**

1. The cost of the work performed is determined on the basis of the minutes of the procurement committee to select a winner dated 30.12.2011 № 2675 and is 441 603 555,93 (Four hundred and forty-one million six hundred and three thousand five hundred fifty-five)



rubles 93 kopecks, including 18% VAT - 67 363 254,29 (Sixty-seven million three hundred sixty-three thousand two hundred fifty-four) rubles 29 kopecks.

According to the extract from Minutes # 17 of 13.05.2013 of the meeting of the Central Tender Commission of IDGC of Centre the cost of work for 1 ha in the III quarter of 2013 is decreased by 10% of the original cost of work for 1 ha, the cost of work for 1 ha in the IV quarter of 2013 till the end of the fulfillment of the obligations under the agreement is reduced by 35% of the original cost of work for 1 ha.

The total cost of the work performed under this Agreement is not fixed (lump sum) and subject to specification (reduction) in accordance with the terms of this item of the Agreement.

2. To approve the amendment to Agreement to perform reconstruction of Conductor 10-110 kV with ROW expansion in 2012-2014 dated 10.04.2012 № TB-1-2012, concluded between IDGC of Centre (IDGC of Centre - Tverenergo division) and JSC "Energy Service Company", which is a related party transaction (Appendix # 19 to this decision of the Board of Directors of the Company), on the following essential conditions:

**Parties of the Amendment:**

«Customer» – IDGC of Centre (IDGC of Centre - Tverenergo division);

«Contractor» – JSC "Energy Service Company".

**Subject of the Amendment:**

The Parties agreed to amend Agreement to perform work dated 10.04. 2012 №TB-1-2012 as follows:

1. Item 4.1 of the Agreement to read as follows:

«The cost of the work performed is determined on the basis of the minutes of the procurement committee to select a winner dated 30.12.2011 № 2675 and is 441 603 555,93 (Four hundred and forty-one million six hundred and three thousand five hundred fifty-five) rubles 93 kopecks, including 18% VAT - 67 363 254,29 (Sixty-seven million three hundred sixty-three thousand two hundred fifty-four) rubles 29 kopecks.

According to the extract from Minutes # 17 of 13.05.2013 of the meeting of the Central Tender Commission of IDGC of Centre the cost of work for 1 ha in the III quarter of 2013 is decreased by 10% of the original cost of work for 1 ha, the cost of work for 1 ha in the IV quarter of 2013 till the end of the fulfillment of the obligations under the agreement is reduced by 35% of the original cost of work for 1 ha.

The total cost of the work performed under this Agreement is not fixed (lump sum) and subject to specification (reduction) in accordance with the terms of this item of the Agreement.

2. Appendix # 1 («Estimate to perform work to widen ROW along Conductor 10-110 kV») to the Agreement to read in the edition of Appendices # 1, 2., 3, 4, 5, 6, 7 to the amendment.

**Duration of the Amendment:**

The Agreement shall enter into force upon signature by the parties and shall cover the relations between the Parties from July 1, 2013 and is valid for the duration of Agreement to perform reconstruction of Conductor 10-110 kV with regards to ROW expansion in 2012-2014 dated 10.04.2012 № TB-1-2012.

**Voting results:**

The following members of the Board of Directors of IDGC of Centre did not take part in the voting on this item: S.A. Arkhipov, O.Y. Isaev, recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

**Voting results:**

1. **Alexander Markovich Branis** - «FOR»
2. **Valery Anatolyevich Goncharov** - «FOR»
3. **Sergey Alexandrovich Demin** - «FOR»

- |    |                                       |             |
|----|---------------------------------------|-------------|
| 4. | <b>Alexey Valeryevich Molsky</b>      | - «FOR»     |
| 5. | <b>Maxim Mikhailovich Saukh</b>       | - «FOR»     |
| 6. | <b>Roman Alexeyevich Filkin</b>       | - «FOR»     |
| 7. | <b>Oxana Vladimirovna Shatokhina</b>  | - «FOR»     |
| 8. | <b>Alexander Viktorovich Shevchuk</b> | - «AGAINST» |

**Total:**

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

**Decision is taken.**

The member of the Board of Directors of the Company, A.V. Shevchuk, submitted his special opinion regarding this agenda item of the meeting.

**Item 23. On approval of paid services agreement to perform technical supervision between FGC UES and IDGC of Centre, which is a related party transaction.**

**Decision:**

1. To determine the cost of services to perform technical supervision in accordance with the Memorandum of price agreement (Appendix 6 to the agreement) in the amount of 12 585 648 (Twelve million five hundred eighty-five thousand six hundred forty-eight) rubles 44 kopecks, including VAT (18%) – 1 919 844 (One million nine hundred nineteen thousand eight hundred forty-four) rubles 68 kopecks.

To determine the monthly cost of services to perform the technical supervision in the amount of 3 146 412 (Three million one hundred forty-six thousand four hundred twelve) rubles 11 kopecks, including VAT (18%) – 479 961 (Four hundred seventy-nine thousand nine hundred sixty-one) rubles 17 kopecks.

2. To approve the Agreement to perform paid services for technical supervision between FGC UES as represented by the branch of FGC UES - «Technical Supervision Centre» and IDGC of Centre (hereinafter - the Agreement, Appendix # 20 to this decision of the Board of Directors of the Company), which is a related party transaction on the following essential conditions:

**Parties of the Agreement:**

IDGC of Centre - Customer

FGC UES - Contractor

**Subject of the Agreement:**

Customer orders, and Contractor undertakes to perform the technical supervision of electric grid facilities beneficially owned by Customer or based on any other legal rights (hereinafter – the Facilities), and Customer agrees to accept and pay for these services.

The Facilities, which are subject to technical supervision, are agreed upon by the Parties at the date of signing of the Agreement as in appendix 1 to the Agreement.

**Price of the Agreement, settlement procedure:**

The cost of services under the Agreement in accordance with the Memorandum of price agreement (Appendix 6 to the Agreement) is 12 585 648 (Twelve million five hundred eighty-five thousand six hundred forty-eight) rubles 44 kopecks, including VAT (18%) – 1 919 844 (One million nine hundred nineteen thousand eight hundred forty-four) rubles 68 kopecks.

The monthly payment for the services to perform the technical supervision in the amount – 3 146 412 (Three million one hundred forty-six thousand four hundred twelve) rubles 11 kopecks, including VAT (18%) – 479 961 (Four hundred seventy-nine thousand nine hundred sixty-one) rubles 17 kopecks is made by Customer in the following order:

- advance payment of 70% of the cost of services provided under the Service Agreement is made before the 5th day of the calendar month;
- final payment of 30% of the cost of services provided under the Service Agreement is made via a bank transfer within 5 (five) business days after the signing of the Act of the services rendered by the Parties and the provision of an invoice.

**Turnaround time under the Agreement:**

From 01.09.2013 to 31.12.2013.

**Duration of the Agreement:**

The Agreement shall enter into force upon signature by both Parties and is valid until the proper fulfillment of the obligations by the parties based on the Agreement. In accordance with paragraph 2 of Art. 425 of the Civil Code of the Russian Federation, the Agreement covers the relations between the Parties arising from 01.09.2013.

If before the expiration of the Agreement neither Party notifies the other party of the termination of the Agreement, the Agreement may be extended for the next year with an amendment between the parties.

**Voting results:**

The following members of the Board of Directors of IDGC of Centre did not take part in the voting on this item: S.A. Arkhipov, O.Y. Isaev, recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

**Voting results:**

- |  |             |
|--|-------------|
| <b>1. Alexander Markovich Branis</b>     | - «AGAINST» |
| <b>2. Valery Anatolyevich Goncharov</b>  | - «FOR»     |
| <b>3. Sergey Alexandrovich Demin</b>     | - «FOR»     |
| <b>4. Alexey Valeryevich Molsky</b>      | - «FOR»     |
| <b>5. Maxim Mikhailovich Saukh</b>       | - «FOR»     |
| <b>6. Roman Alexeyevich Filkin</b>       | - «AGAINST» |
| <b>7. Oxana Vladimirovna Shatokhina</b>  | - «FOR»     |
| <b>8. Alexander Viktorovich Shevchuk</b> | - «AGAINST» |

**Total:**

«FOR»	- «5»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

**Decision is taken.**

The member of the Board of Directors of the Company, A.V. Shevchuk, submitted his special opinion regarding this agenda item of the meeting.

**Item 24. On preliminary approval of the decision to provide sponsor support by IDGC of Centre.**

**Decision:**

To approve the provision of sponsor support by the Company to the Football Club “Avangard” in the amount of 15 000 000 (Fifteen million) rubles.

**Voting results:**

- |   |             |
|---|-------------|
| <b>1. Sergey Alexandrovich Arkhipov</b> | - «FOR»     |
| <b>2. Alexander Markovich Branis</b>    | - «AGAINST» |
| <b>3. Valery Anatolyevich Goncharov</b> | - «FOR»     |
| <b>4. Sergey Alexandrovich Demin</b>    | - «FOR»     |
| <b>5. Oleg Yuryevich Isaev</b>          | - «FOR»     |
| <b>6. Alexey Valeryevich Molsky</b>     | - «FOR»     |
| <b>7. Maxim Mikhailovich Saukh</b>      | - «FOR»     |
| <b>8. Roman Alexeyevich Filkin</b>      | - «AGAINST» |

9. **Oxana Vladimirovna Shatokhina** - «FOR»  
 10. **Alexander Viktorovich Shevchuk** - «AGAINST»

**Total:**

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

**Decision is taken.**

The member of the Board of Directors of the Company, A.V. Shevchuk, submitted his special opinion regarding this agenda item of the meeting.

**Appendices:**

1. The report «The results of the activities implementation in 2Q 2013 to comply with the requirements of the legislation on the control of insider information in IDGC of Centre» (Appendix # 1).
2. The report of General Director of the Company «On execution of the Program of measures to improve the activity of IDGC of Centre in the field of energy conservation, energy efficiency and reduction of electricity losses in 2Q 2013» (Appendix # 2).
3. The report of General Director of the Company «On the credit policy of the Company in 2Q 2013» (Appendix # 3).
4. The report of General Director of the Company «On the status of construction and operation of fiber-optic communication lines in 1H 2013» (Appendix # 4).
5. The information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 2Q 2013» (Appendix # 5).
6. The report of General Director of the Company «On the state of reliability in 2Q 2013 and 1H 2013» (Appendix # 6).
7. The report of General Director of the Company «On the execution of the Program to increase the reliability of IDGC of Centre for 2011-2015 in 2Q 2013 and 1H 2013» (Appendix # 7).
8. The report of General Director of the Company «On organization of the OSH management system in the Company in 2Q 2013 and 1H 2013» (Appendix # 8).
9. The report of General Director of the Company «On the execution by the Company of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2013 in 2Q 2013 and 1H 2013» (Appendix # 9).
10. The report of General Director of the Company «On the execution of the Program for the implementation of environmental policy of IDGC of Centre for 2013 in 2Q 2013 and 1H 2013» (Appendix # 10).
11. The updated Registry (sale program) of non-core assets of IDGC of Centre (Appendix # 11).
12. The Regulations on Information Policy of Interregional Distribution Grid Company of Centre, Joint-Stock Company in a new edition (Appendix # 12).
13. The Standard of formation of management and control bodies of subsidiaries and affiliates of IDGC of Centre in a new edition (Appendix # 13).
14. The Standard of organization of activity of representatives of IDGC of Centre in the management bodies of companies, subsidiaries and affiliates in relation to IDGC of Centre in a new edition (Appendix # 14).
15. The Order of interaction of IDGC of Centre with business companies, whose stocks (shares) are owned by IDGC of Centre in a new edition (Appendix # 15).
16. The Company's proposals on the list of essential terms of concluded by IDGC of Centre agreements for the provision of a temporary right of limited use of power facilities (Appendix # 16).
17. Amendment # 3 to Agreement to perform reconstruction of Conductor 10-110 kV with ROW expansion in 2012-2014 dated 21.03.2012 №179(2012), concluded between IDGC of Centre (IDGC of Centre - Kostromaenergo division) and JSC "Energy Service Company" (Appendix # 17).

18. Amendment # 3 to Agreement to perform design and exploration work and construction and installation work to reconstruct and expand ROW of Conductor 35-110 kV dated 21.03.2012 № 02-ESK-12, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and JSC “Energy Service Company” (Appendix # 18).
19. Amendment # 3 to Agreement to perform reconstruction of Conductor 10-110 kV with ROW expansion in 2012-2014 dated 10.04.2012 № TB-1-2012, concluded between IDGC of Centre (IDGC of Centre - Tverenergo division) and JSC “Energy Service Company” (Appendix # 19).
20. Paid services agreement to perform technical supervision between FGC UES and IDGC of Centre (Appendix # 20).
21. The special opinion of the member of the Board of Directors of the Company, A.V. Shevchuk, regarding items # 14, 19-24 of the agenda of the meeting (Appendix # 21).

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

**S.A. Arkhipov**

**Corporate Secretary  
of IDGC of Centre**

**S.V. Lapinskaya**