

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

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Taxpayer Identification Code (INN) 6901067107

**MINUTES**

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

October 14, 2011

Moscow

No. 22/11

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, R.A. Filkin, A.V. Shevchuk.**

Members who did not provide 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: 17.10.2011.**

**AGENDA:**

1. Consideration of the report of the Committee for Audit «On transactions of insiders of the Company with securities of the Company and its subsidiaries and associates in August 2011».
2. Consideration of the report «On the financial and economic activity of JSC “Yargorelectroset” in 1 Half 2011».
3. On determination of the position of IDGC of Centre regarding the agenda items of the meeting of the Board of Directors of JSC “Yargorelectroset”:
  - 3.1. On approval of the report of the General Director of the Company «On execution of the annual and quarterly target values of key performance indicators in 2Q 2011».
  - 3.2. On approval of the report of the General Director of the Company «On execution of the Business plan of the Company (including execution of the Investment Program) in 2Q 2011 and 1 Half 2011».
4. Consideration of the report of the General Director of the Company «On implementation of the decisions taken at the meetings of the Board of Directors of the Company».
5. On approval of the terms and conditions of the contract with the Registrar of the Company.
6. On approval of the Standard of IDGC of Centre «The centralized customer service system» in a new edition.
7. About priority areas of activities of the Company: on performance of the mandatory energy audit of sites of industrial and economic needs and electric grid facilities of the

Company in 2011-2012.

8. On approval of internal documents of the Company – the Regulations of Information Policy of IDGC of Centre in a new edition.
9. About priority areas of activities of the Company: on implementation of a construction management system of major investment projects.

**Item 1. Consideration of the report of the Committee for Audit «On transactions of insiders of the Company with securities of the Company and its subsidiaries and associates in August 2011».**

**Decision:**

To take into consideration the report of the Committee for Audit «On transactions of insiders of the Company with securities of the Company and its subsidiaries and associates in August 2011» 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. 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. Roman Alexeyevich Filkin         | - «FOR» |
| 11. Alexander Viktorovich Shevchuk   | - «FOR» |

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**The decision is taken.**

**Item 2. Consideration of the report «On the financial and economic activity of JSC “Yargorelectroset” in 1 Half 2011».**

**Decision:**

To take into consideration the report «On the financial and economic activity of JSC “Yargorelectroset” in 1 Half 2011» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

**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         | - «ABSTAINED» |
| 6. Mikhail Yurievich Kurbatov        | - «FOR»       |
| 7. Alexander Albertovich Popov       | - «FOR»       |
| 8. Alexey Vladimirovich Sergutin     | - «FOR»       |
| 9. Alexander Grigoryevich Starchenko | - «FOR»       |
| 10. Roman Alexeyevich Filkin         | - «FOR»       |
| 11. Alexander Viktorovich Shevchuk   | - «FOR»       |

**Total:**

«FOR»	- «10»
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«AGAINST»	- «0»
«ABSTAINED»	- «1»

The decision is taken.

**Item 3: On determination of the position of IDGC of Centre regarding the agenda items of the meeting of the Board of Directors of JSC “Yargorelectroset”:**

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

**3.2. On approval of the report of the General Director of the Company «On execution of the Business plan of the Company (including execution of the Investment Program) in 2Q 2011 and 1 Half 2011».**

**Decision in regards with item 3.1.:**

3.1. To assign the representatives of the Company regarding the agenda items of the meeting of the Board of Directors of JSC “Yargorelectroset” to vote «FOR» taking the following decisions

In regards with the item: On approval of the report of the General Director of the Company «On execution of the annual and quarterly target values of key performance indicators in 2Q 2011»:

«To approve the report of the General Director of the Company «On execution of the annual and quarterly target values of key performance indicators in 2Q 2011»

KPI	2Q 2011		Performance
	planned	actual	
Reliability criterion, simultaneously:			
Non-admission of emergencies exceeding the limiting number that subject to conditions of par. 2.1. of the Instruction	0	0	achieved
Absence of fatal industrial accidents or group accident, if there are severely injured persons	0	0	achieved
CAIFI (for feeders of 6 kV and above)	<1	<1	achieved
CAIDI (for feeders of 6 kV and above)	<1	<1	achieved
Efficiency of investment program implementation with respect to the current year (according to terms and value), %	≥95	≥95	achieved

**Voting results:**

- |   |               |
|---|---------------|
| <b>1. Alexey Yuryevich Perepelkin</b>       | - «FOR»       |
| <b>2. Svetlana Alexandrovna Balaeva</b>     | - «FOR»       |
| <b>3. Alexander Markovich Branis</b>        | - «FOR»       |
| <b>4. Dmitry Olegovich Gudzhoyan</b>        | - «FOR»       |
| <b>5. Madina Valeryevna Kaloeva</b>         | - «ABSTAINED» |
| <b>6. Mikhail Yurievich Kurbatov</b>        | - «FOR»       |
| <b>7. Alexander Albertovich Popov</b>       | - «FOR»       |
| <b>8. Alexey Vladimirovich Sergutin</b>     | - «FOR»       |
| <b>9. Alexander Grigoryevich Starchenko</b> | - «FOR»       |
| <b>10. Roman Alexeyevich Filkin</b>         | - «FOR»       |
| <b>11. Alexander Viktorovich Shevchuk</b>   | - «FOR»       |

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

The decision is taken.

**Decision in regards with item 3.2.:**

3.2. To assign the representatives of IDGC of Centre regarding the agenda item of the meeting of the Board of Directors of JSC "Yargorelectroset" «On approval of the report of the General Director of the Company «On execution of the Business plan of the Company (including execution of the Investment Program) in 2Q 2011 and 1 Half 2011» to vote «FOR»:

«To approve the report of the General Director of the Company «On execution of the Business plan of the Company (including execution of the Investment Program) in 2Q 2011 and 1 Half 2011».

**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         | - «ABSTAINED» |
| 6. Mikhail Yurievich Kurbatov        | - «FOR»       |
| 7. Alexander Albertovich Popov       | - «FOR»       |
| 8. Alexey Vladimirovich Sergutin     | - «FOR»       |
| 9. Alexander Grigoryevich Starchenko | - «FOR»       |
| 10. Roman Alexeyevich Filkin         | - «FOR»       |
| 11. Alexander Viktorovich Shevchuk   | - «FOR»       |

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**The decision is taken.**

**Item 4. Consideration of the report of the General Director of the Company «On implementation of the decisions taken at the meetings of the Board of Directors of the Company».****Decision:**

1. To take into consideration the report of the General Director of the Company «On implementation of the decisions taken at the meetings of the Board of Directors of the Company» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

2. To note the absence of approved sources of financing of investment programs for the period of tariff regulation, including the year of 2011, by the authorized bodies of executive power of the Russian Federation in the format of Annex # 4.2. to Order of the Ministry of Energy of the Russian Federation #114 of 24.03.2010.

3. To assign General Director of the Company from now to ensure approval of sources of financing of investment programs for the period of tariff regulation by the authorized bodies of executive power of the Russian Federation in the format of Annex # 4.2. to Order of the Ministry of Energy of the Russian Federation #114 of 24.03.2010 in accordance with the Investment Program approved as part of the Company's Business Plan.

**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» |

- |   |         |
|---|---------|
| <b>8. Alexey Vladimirovich Sergutin</b>     | - «FOR» |
| <b>9. Alexander Grigoryevich Starchenko</b> | - «FOR» |
| <b>10. Roman Alexeyevich Filkin</b>         | - «FOR» |
| <b>11. Alexander Viktorovich Shevchuk</b>   | - «FOR» |

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**The decision is taken.**

**Item 5. On approval of the terms and conditions of the contract with the Registrar of the Company.**

**Decision:**

1. To approve the terms and conditions of the Amendment to Contract #7700/00592/10/247-P dated from 02.12.2010 on provision of services to keep the register of holders of registered securities of the Company with the Registrar of the Company in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

2. To assign General Director of the Company to sign the Amendment to Contract #7700/00592/10/247-P dated from 02.12.2010 on provision of services to keep the register of holders of registered securities of the Company with the Registrar of the Company, set forth in Appendix # 4 to this decision of the Board of Directors of the Company.

**Voting results:**

- |   |         |
|---|---------|
| <b>1. Alexey Yuryevich Perepelkin</b>       | - «FOR» |
| <b>2. Svetlana Alexandrovna Balaeva</b>     | - «FOR» |
| <b>3. Alexander Markovich Branis</b>        | - «FOR» |
| <b>4. Dmitry Olegovich Gudzhoyan</b>        | - «FOR» |
| <b>5. Madina Valeryevna Kaloeva</b>         | - «FOR» |
| <b>6. Mikhail Yurievich Kurbatov</b>        | - «FOR» |
| <b>7. Alexander Albertovich Popov</b>       | - «FOR» |
| <b>8. Alexey Vladimirovich Sergutin</b>     | - «FOR» |
| <b>9. Alexander Grigoryevich Starchenko</b> | - «FOR» |
| <b>10. Roman Alexeyevich Filkin</b>         | - «FOR» |
| <b>11. Alexander Viktorovich Shevchuk</b>   | - «FOR» |

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**The decision is taken.**

**Item 6: On approval of the Standard of IDGC of Centre «The centralized customer service system» in a new edition.**

**Decision:**

1. To approve the Standard of IDGC of Centre «The centralized customer service system» in a new edition in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

2. To assign General Director of the Company to develop and submit for approval by the Board of Directors a plan to bring the customer service system of the Company in accordance with the Standard.

**Voting results:**

- |   |         |
|---|---------|
| <b>1. Alexey Yuryevich Perepelkin</b>   | - «FOR» |
| <b>2. Svetlana Alexandrovna Balaeva</b> | - «FOR» |
| <b>3. Alexander Markovich Branis</b>    | - «FOR» |

- |   |         |
|---|---------|
| <b>4. Dmitry Olegovich Gudzhoyan</b>        | - «FOR» |
| <b>5. Madina Valeryevna Kaloeva</b>         | - «FOR» |
| <b>6. Mikhail Yurievich Kurbatov</b>        | - «FOR» |
| <b>7. Alexander Albertovich Popov</b>       | - «FOR» |
| <b>8. Alexey Vladimirovich Sergutin</b>     | - «FOR» |
| <b>9. Alexander Grigoryevich Starchenko</b> | - «FOR» |
| <b>10. Roman Alexeyevich Filkin</b>         | - «FOR» |
| <b>11. Alexander Viktorovich Shevchuk</b>   | - «FOR» |

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**The decision is taken.**

**Item 7. About priority areas of activities of the Company: on performance of the mandatory energy audit of sites of industrial and economic needs and electric grid facilities of the Company in 2011-2012.**

**Decision:**

1. To determine the performance of the mandatory energy audit of sites of industrial and economic needs and electric grid facilities of the Company in 2011-2012 as a priority area of activities of the Company.
2. To approve the Action Plan to perform the mandatory energy audit of sites of industrial and economic needs and electric grid facilities of the Company in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.
3. To assign General Director of the Company to submit to the Board of Directors a monthly report «On execution of the Action Plan to perform the mandatory energy audit of sites of industrial and economic needs and electric grid facilities of the Company» in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

**Voting results:**

- |   |               |
|---|---------------|
| <b>1. Alexey Yuryevich Perepelkin</b>       | - «FOR»       |
| <b>2. Svetlana Alexandrovna Balaeva</b>     | - «FOR»       |
| <b>3. Alexander Markovich Branis</b>        | - «FOR»       |
| <b>4. Dmitry Olegovich Gudzhoyan</b>        | - «FOR»       |
| <b>5. Madina Valeryevna Kaloeva</b>         | - «ABSTAINED» |
| <b>6. Mikhail Yurievich Kurbatov</b>        | - «FOR»       |
| <b>7. Alexander Albertovich Popov</b>       | - «FOR»       |
| <b>8. Alexey Vladimirovich Sergutin</b>     | - «FOR»       |
| <b>9. Alexander Grigoryevich Starchenko</b> | - «FOR»       |
| <b>10. Roman Alexeyevich Filkin</b>         | - «FOR»       |
| <b>11. Alexander Viktorovich Shevchuk</b>   | - «FOR»       |

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**The decision is taken.**

**Item 8. On approval of internal documents of the Company – the Regulations of Information Policy of IDGC of Centre in a new edition.**

**Decision:**

1. To approve the Regulations of Information Policy of IDGC of Centre in a new edition in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

2. To assign General Director of IDGC of Centre quarterly, no later than 30 days after the end of the quarter, to submit to the Board of Directors a report on compliance with the Regulations of Information Policy of IDGC of Centre.

**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. Roman Alexeyevich Filkin         | - «FOR» |
| 11. Alexander Viktorovich Shevchuk   | - «FOR» |

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**The decision is taken.**

**Item 9. About priority areas of activities of the Company: on implementation of a construction management system of major investment projects.**

**Decision:**

1. To determine the implementation of a construction management system of major investment projects as a priority area of activities of the Company.
2. To assign General Director of the Company to approve the Regulation on implementation of a construction management system of major investment projects of the Company within a month's period.

**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         | - «ABSTAINED» |
| 6. Mikhail Yurievich Kurbatov        | - «FOR»       |
| 7. Alexander Albertovich Popov       | - «FOR»       |
| 8. Alexey Vladimirovich Sergutin     | - «FOR»       |
| 9. Alexander Grigoryevich Starchenko | - «FOR»       |
| 10. Roman Alexeyevich Filkin         | - «FOR»       |
| 11. Alexander Viktorovich Shevchuk   | - «FOR»       |

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**The decision is taken.**

**Appendices:**

1. The report of the Committee for Audit «On transactions of insiders of the Company with securities of the Company and its subsidiaries and associates in August 2011» (Appendix #1).
2. The report «On the financial and economic activity of JSC “Yargorelectroset” in 1 Half 2011» (Appendix # 2).

3. The report of the General Director of the Company «On implementation of the decisions taken at the meetings of the Board of Directors of the Company» (Appendix # 3).
4. The Amendment to Contract #7700/00592/10/247-P dated from 02.12.2010 on provision of services to keep the register of holders of registered securities of the Company with the Registrar of the Company (Appendix # 4).
5. The Standard of IDGC of Centre «The centralized customer service system» in a new edition (Appendix # 5).
6. The Action Plan to perform the mandatory energy audit of sites of industrial and economic needs and electric grid facilities of the Company (Appendix # 6).
7. The form of the monthly report «On execution of the Action Plan to perform the mandatory energy audit of sites of industrial and economic needs and electric grid facilities of the Company» (Appendix #7).
8. The Regulations of Information Policy of IDGC of Centre in a new edition (Appendix # 8).

**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

\_\_\_\_\_/O.V. Tkacheva/