



“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)

«30» October 2014

Moscow

No. 24/14

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

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

Participants of the voting: **A.M. Branis, D.V. Kulikov, O.Y. Isaev, M.V. Lazareva, Y.N. Mangarov, M.M. Saukh, P.N. Snikkars, V.V. Sofyin, R.A. Filkin, O.V. Shatokhina, N.I. Erpsher.**

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: **31.10.2014.**

AGENDA:

1. On approval of the Action Plan of the Company for implementation of not performed grid connection contracts by IDGC of Centre - Tverenergo division not later than Q3 2015.
2. On approval of an internal document of the Company – the Concept of centralized information systems and data centres of IDGC of Centre.
3. On approval of the list of titles, included in the category of Senior managers of IDGC of Centre.
4. On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

Item 1: On approval of the Action Plan of the Company for implementation of not performed grid connection contracts by IDGC of Centre - Tverenergo division not later than Q3 2015.

Decision:

1. To approve the Action Plan of IDGC of Centre - Tverenergo division for implementation of not performed grid connection contracts not later than 3Q 2015, the deadline for which was on 01.01.2014, in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to provide quarterly presentation to the Company's Board of Directors a report on the implementation of the Action Plan of IDGC of Centre - Tverenergo division for implementation of not performed grid connection contracts not later than 3Q 2015 as part of the quarterly report of General Director of the Company on the implementation of decisions taken at meetings of the Company's Board of Directors.

Deadline: no later than 45 days after the end of the reporting quarter.

3. To consider the program of measures to reduce the number of unexecuted grid connection contracts of IDGC of Centre - Tverenergo division and the Schedule to reduce the number of overdue grid connection contracts, approved by the Board of Directors of the Company on 31.03.2014 (Minutes # 07/14 of 02.04.2014), to have lost force.

Voting results:

- | | |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «AGAINST» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

Decision is taken.

A dissenting opinion of a member of the Board of Directors of the Company, P.N. Snikkars, was received under this agenda item.

Item 2: On approval of an internal document of the Company – the Concept of centralized information systems and data centres of IDGC of Centre.

Decision.

To defer consideration of this item at a later date.

Voting results:

- | | |
|-----------------------------------|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 3: On approval of the list of titles, included in the category of Senior managers of IDGC of Centre.

Decision:

1. To approve and put in force starting from 01 October 2014 the following list of titles, included in the category of Senior managers of IDGC of Centre:

Senior managers of category 1:

1. First Deputy General Director;
2. First Deputy General Director – Chief Engineer;
3. Deputy General Director for Capital Construction;
4. Deputy General Director for Investment;
5. Deputy General Director for Economy and Finance;
6. Chief Accountant – Head of Financial and Tax Accounting and Reporting Department;
7. Deputy General Director for Development and Sale of Services;
8. Deputy General Director for Corporate Governance;
9. Deputy General Director for Human Resources and Organization Design;
10. Deputy General Director for Security;
11. Deputy General Director – division director.

2. To consider the list of titles, included in the category of Senior managers of IDGC of Centre, approved by the decision of the Board of Directors of IDGC of Centre on 30.09.2013 (Minutes # 23/13 of 03.10.2013) to have lost force starting from 01 October 2014.

Voting results:

- | | |
|--|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «ABSTAINED» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 4: On coordination of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

Decision:

1. To agree upon the nomination of Evgeniya Valeryevna Kabanova for the position of Deputy General Director for Development and Sale of Services of IDGC of Centre.
2. To agree upon the nomination of Alexander Viktorovich Pilyugin for the position of First Deputy General Director - Chief Engineer of IDGC of Centre.
3. To agree upon the nomination of Dmitry Vladimirovich Sklyarov for the position of Deputy General Director for Investment of IDGC of Centre.
4. To agree upon the nomination of Mikhail Ivanovich Pilavov for the position of Deputy General Director of IDGC of Centre - Tverenergo division director.

Voting results:

- | | |
|--------------------------------------|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
|--------------------------------------|---------------|

- | | |
|--|---------------|
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Appendices:

1. The Action Plan of IDGC of Centre - Tverenergo division for implementation of not performed grid connection contracts not later than 3Q 2015, the deadline for which was on 01.01.2014 (Appendix # 1).
2. The dissenting opinion of the member of the Board of Directors of IDGC of Centre, P.N. Snikkars, regarding item # 1 of the agenda item of the meeting of the Board of Directors of the Company (Appendix # 2).

**Chairperson of the Board of Directors
of IDGC of Centre**

O.V. Shatokhina

**Corporate Secretary
of IDGC of Centre**

S.V. Lapinskaya