

"Interregional Distribution Grid Company of Centre", Joint-Stock Company

4/2 Glukharev Lane, Moscow, 129090

MINUTES

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

November 30, 2011 Moscow No. 25/11

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: 02.12.2011.

AGENDA:

- 1. On consideration of the report of the General Director of the Company «On the credit policy of the Company in 3Q 2011».
- 2. On consideration of the report of the General Director of the Company «On the sale of non-core assets of the Company in 3Q 2011».
- 3. On consideration of the report of the General Director «On provision of insurance coverage in 3Q 2011 and following the results of 9 months 2011».
- 4. 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 3Q 2011 and following the results of 9 months 2011».
- 5. On consideration of the report of the General Director of the Company «On the state of reliability in 3Q 2011 and following the results of 9 months 2011».
- 6. On consideration of the report of the General Director of the Company «On organization of the OSH management system in the Company in 3Q 2011 and following the results of 9 months 2011».
- 7. On consideration of the report of the General Director of the Company «On the implementation status of the Program for the implementation of environmental policy of the Company for 2011 in 3Q 2011 and following the results of 9 months 2011».
- 8. On approval of the report of the General Director of the Company «On the execution by the Company of the Program to increase the reliability of IDGC of Centre for 2011-2015 in 3Q 2011 and following the results of 9 months 2011».
- 9. On approval of the report of the 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 2010-2012 in 3Q 2011 and following the results of 9 months 2011».
- 10. On consideration of the report of the General Director of the Company «On the execution by the Company of the Program of long-term development of electric power metering systems at

the retail market of IDGC of Centre for 2011-2015 in 3Q 2011 and following the results of 9 months 2011».

- 11. On consideration of the report of the General Director of the Company «On the execution by the Company of the Program of energy saving and energy efficiency of IDGC of Centre for 2011 2015 in 3Q 2011 and following the results of 9 months 2011».
- 12. On consideration of the report of the General Director of the Company «On the implementation of activities to reduce electrical energy losses following the results of 9 months 2011».
- 13. On the prior approval of the decision made by the Company of a transaction, involving the alienation of immovable property, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy, located at: Belgorod region.
- 14. On the prior approval of the decision made by the Company of a transaction, involving the alienation of immovable property, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy a land lot, located at: Belgorod region, Belgorod, Preobrazhenskaya street.
- 15. On determination of the position of IDGC of Centre regarding the agenda item of the Extraordinary General Meeting of the Shareholders of JSC "Energetik" «On approval of the Regulations on reward and compensation payment to the members of the Board of Directors of JSC "Energetik" in a new edition».
- 16. On determination of the position of IDGC of Centre regarding the agenda item of the Extraordinary General Meeting of the Shareholders of JSC "Energy Service Company":
 - 16.1. «On approval of the Articles of Association of JSC "Energy Service Company" in a new edition».
 - 16.2. «On approval of the Regulations on reward and compensation payment to the members of the Board of Directors of JSC "Energy Service Company"».
 - 16.3. «On approval of the Regulations on reward and compensation payment to the members of the Internal Audit Commission of JSC "Energy Service Company"».
- 17. On approval of the compensation agreement for violation of property rights concluded between IDGC of Center and FGC UES, which is a transaction of interest.
- 18. On approval of the adjusted Work Program of IDGC of Center for registration of ownership of immovable property, registration/re-registration of rights of use of land for the period 2012-2014, taking into account the performance of work on preparing information about the boundaries of protected zones of electric grid facilities.
- 19. On approval of the agreement to provide services for energy audit, concluded between IDGC of Center and JSC "Energy Service Company", which is a transaction of interest.
- 20. On approval of the agreement to provide services on the professional retraining program "Operation and distribution of electric energy in the utilities industry", concluded between IDGC of Center and MPEI, which is a transaction of interest.
- 21. On approval of the agreement to provide services on the professional development program "Fundamentals of the utilities industry", concluded between IDGC of Center and MPEI, which is a transaction of interest.

Item 1. On consideration of the report of the General Director of the Company «On the credit policy of the Company in $3Q\ 2011$ ».

Decision:

To take into consideration the report of the General Director of the Company on the credit policy of the Company in 3Q 2011 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

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»** Roman Alexeyevich Filkin - **«FOR»** 10. **Alexander Viktorovich Shevchuk** 11. - **«FOR»**

Total:

«FOR»	- «11»
«AGAINST»	- «O»
«ABSTAINED»	- «O»

The decision is taken.

Item 2. On consideration of the report of the General Director of the Company «On the sale of non-core assets of the Company in 3Q 2011».

Decision:

- 1. To take into consideration the report of the General Director of the Company on the sale of non-core assets of the Company in 3Q 2011 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
- 2. To exclude the following facilities from the Registry of non-core assets of the Company: items 1.2.2, 1.2.4, 1.2.9, 1.2.10 - 1.2.12, 1.2.14, 1.2.15, 1.2.21, 1.2.22, 1.2.49, 1.4.1, 1.7.1 - 1.7.6, 1.7.18, 1.7.49 - 1.7.53, 1.7.71, 1.7.72, 1.7.85, 1.7.86 in connection with their sale.
- 3. To establish the new term of taking the decision by the Board of Directors in relation to the facility: item $2.3 - 10\ 2012$.
- 4. To establish the new deadline for sale of the facility: item 2.3 202012.

Voting results:

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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»	- «O»
«ABSTAINED»	- «O»

The decision is taken.

Item 3: On consideration of the report of the General Director «On provision of insurance coverage in 3Q 2011 and following the results of 9 months 2011».

Decision:

To take into consideration the report of the General Director of the Company «On provision of insurance coverage in 3Q 2011 and following the results of 9 months 2011» in accordance with Appendix #3 to this decision of the Board of Directors of the Company.

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»	- «O»
«ABSTAINED»	- «O»

The decision is taken.

Item 4. 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 3Q 2011 and following the results of 9 months 2011».

Decision:

To take into consideration 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 3Q 2011 and following the results of 9 months 2011» in accordance with Appendix # 4 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»	- «O»
«ABSTAINED»	- «O»

The decision is taken.

Item 5. On consideration of the report of the General Director of the Company «On the state of reliability in 3Q 2011 and following the results of 9 months 2011».

Decision:

To take into consideration the report of the General Director of the Company «On the state of reliability in 3Q 2011 and following the results of 9 months 2011» in accordance with Appendix # 5 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»	- «O»
«ABSTAINED»	- «O»

The decision is taken.

Item 6: On consideration of the report of the General Director of the Company «On organization of the OSH management system in the Company in 3Q 2011 and following the results of 9 months 2011».

Decision:

To take into consideration the report of the General Director of the Company «On organization of the OSH management system in the Company in 3Q 2011 and following the results of 9 months 2011» in accordance with Appendix # 6 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:	

Total:

«FOR»	- «11»
«AGAINST»	- «O»
«ABSTAINED»	- «O»

The decision is taken.

Item 7. On consideration of the report of the General Director of the Company «On the implementation status of the Program for the implementation of environmental policy of the Company for 2011 in 3O 2011 and following the results of 9 months 2011».

Decision:

To take into consideration the report of the General Director of the Company «On the implementation status of the Program for the implementation of environmental policy of the Company for 2011 in 3Q 2011 and following the results of 9 months 2011» in accordance with Appendix # 7 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»
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Total:

«FOR»	- «11»
«AGAINST»	- «O»
«ABSTAINED»	- «O»

The decision is taken.

Item 8. On approval of the report of the General Director of the Company «On the execution by the Company of the Program to increase the reliability of IDGC of Centre for 2011-2015 in 3Q 2011 and following the results of 9 months 2011».

Decision:

To take into consideration the report of the General Director of the Company «On the execution by the Company of the Program to increase the reliability of IDGC of Centre for 2011-2015 in 3Q 2011 and following the results of 9 months 2011» in accordance with Appendix # 8 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»

- «O» «ABSTAINED» - «O»

The decision is taken.

Item 9. On approval of the report of the 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 2010-2012 in 3Q 2011 and following the results of 9 months 2011».

To take into consideration the report of the 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 2010-2012 in 3Q 2011 and following the results of 9 months 2011» in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

Voting results:

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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»	- «O»
«ABSTAINED»	- «0»

The decision is taken.

Item 10: On consideration of the report of the General Director of the Company «On the execution by the Company of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre for 2011-2015 in 3Q 2011 and following the results of 9 months 2011».

Decision:

To take into consideration the report of the General Director of the Company «On the execution by the Company of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre for 2011-2015 in 3Q 2011 and following the results of 9 months 2011» in accordance with Appendix # 10 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»	- «O»	

- «O»

The decision is taken.

«ABSTAINED»

Item 11. On consideration of the report of the General Director of the Company «On the execution by the Company of the Program of energy saving and energy efficiency of IDGC of Centre for 2011 – 2015 in 3Q 2011 and following the results of 9 months 2011».

Decision:

To take into consideration the report of the General Director of the Company «On the execution by the Company of the Program of energy saving and energy efficiency of IDGC of Centre for 2011 – 2015 in 3Q 2011 and following the results of 9 months 2011» in accordance with Appendix # 11 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:

- «11»
- «O»
- «O»

The decision is taken.

Item 12. On consideration of the report of the General Director of the Company «On the implementation of activities to reduce electrical energy losses following the results of 9 months 2011».

Decision:

To take into consideration the report of the General Director of the Company «On the implementation of activities to reduce electrical energy losses following the results of 9 months 2011» in accordance with Appendix # 12 to this decision of the Board of Directors of the Company.

1.	Alexey Yuryevich Perepelkin	- «FOR»
2.	Svetlana Alexandrovna Balaeva	- «FOR»

3. Alexander Markovich	Branis	- «FOR»
4. Dmitry Olegovich Gue	dzhoyan	- «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 Viktor	ovich Shevchuk	- «FOR»
Total:		
«FOR»	- «11»	
«AGAINST»	- «O»	-

- «O»

The decision is taken.

«ABSTAINED»

Item 13: On the prior approval of the decision made by the Company of a transaction, involving the alienation of immovable property, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy, located at: Belgorod region.

Decision:

To approve the decision made by the Company of a transaction, involving the alienation of immovable property of IDGC of Centre, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy, located at the address: Belgorod region, Belgorod, Volchanskaya street, 108, on the following essential conditions:

- the alienated property, located at the address: Belgorod region, Belgorod, Volchanskaya street, 108:
- dwelling house, purpose: residential, the floor area of 31,9 sq.m., asset identification number: 1177, letter: A1, number of storeys: 1;
- dwelling house, purpose: residential, the floor area of 50,6 sq.m., asset identification number: 1177, letter: A, number of storeys: 1;
- land plot, ground category: land for settlements for individual housing construction, the area of 490 sq.m., cadastre (conditional) number: 31:16:02 12 021:0001;
- **the book (depreciated) value** of the alienated asset as of 01.06.2010 amounts to 3 553 030 (three million five hundred and fifty-three thousand and thirty) rubles and 00 kopecks;
- **the way of alienation** sale without the announcement of the price (the maximum declared price by the participants);
- the participant with the highest offer on the price of the property is recognized as the purchaser of the property;
- **the order (term) of payment for the property** before the transfer of ownership of the property within 14 (fourteen) business days from the date of signing the buy and sell agreement for the property by the Parties the Buyer transfers the monetary funds to the settlement account of the Seller.

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.	

Total:

«FOR»	- «11»
«AGAINST»	- «O»
«ABSTAINED»	- «O»

The decision is taken.

Item 14. On the prior approval of the decision made by the Company of a transaction, involving the alienation of immovable property, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy – a land lot, located at: Belgorod region, Belgorod, Preobrazhenskaya street.

Decision:

To approve the decision made by the Company of a transaction, involving the alienation of immovable property, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy, on the following essential conditions:

- **the alienated property** land plot, ground category: land for settlements for the operation of a non-residential building electricity supply (transformer substation # 295), the area: 60,7 sq.m., cadastral number 31:16:02 08 013:6, located at the address: Belgorod region, Belgorod, Preobrazhenskaya street;
- **the book (depreciated) value** of the alienated asset as of 01.07.2011 amounts to 31 813 (thirty-one thousand eight hundred and thirteen) rubles and 85 kopecks;
- the way of alienation sale by auction open for participants;
- **opening price of the auction** the price equal to the market value of the property determined by the independent appraiser ZAO TPK "PSV" (Report # 249/3100/10145/11), in the amount of (excluding VAT) 613 400 (six hundred and thirteen thousand four hundred) rubles and 00 kopecks;
- **the order (term) of payment for the property** before the transfer of ownership of the property within 14 (fourteen) business days from the date of signing the buy and sell agreement for the property by the Parties the Buyer transfers the monetary funds to the settlement account of the Seller.

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»	- «O»	
«ABSTAINED»	- «O»	

The decision is taken.

Item 15. On determination of the position of IDGC of Centre regarding the agenda item of the Extraordinary General Meeting of the Shareholders of JSC "Energetik" - «On approval of the Regulations on reward and compensation payment to the members of the Board of Directors of JSC "Energetik" in a new edition».

Decision:

To assign the representatives of the Company regarding the agenda item of the Extraordinary General Meeting of the Shareholders of JSC "Energetik" - «On approval of the Regulations on reward and compensation payment to the members of the Board of Directors of JSC "Energetik" in a new edition» to vote «FOR»:

«To approve the Regulations on reward and compensation payment to the members of the Board of Directors of JSC "Energetik" in a new edition in accordance with the Appendix to this decision».

- Alexey Yuryevich Perepelkin «FOR»
 Svetlana Alexandrovna Balaeva «FOR»
- 3. Alexander Markovich Branis «ABSTAINED»

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 - «ABSTAINED»

11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision is taken.

Item 16. On determination of the position of IDGC of Centre regarding the agenda item of the Extraordinary General Meeting of the Shareholders of JSC "Energy Service Company":

- 16.1. «On approval of the Articles of Association of JSC "Energy Service Company" in a new edition».
- 16.2. «On approval of the Regulations on reward and compensation payment to the members of the Board of Directors of JSC "Energy Service Company"».
- 16.3. «On approval of the Regulations on reward and compensation payment to the members of the Internal Audit Commission of JSC "Energy Service Company"».

Decision regarding item 16.1.:

16.1. To assign the representatives of IDGC of Centre regarding the agenda item of the Extraordinary General Meeting of the Shareholders of JSC "Energy Service Company" «On approval of the Articles of Association of JSC "Energy Service Company" in a new edition» to vote «FOR» taking the following decision:

To approve the Articles of Association of JSC "Energy Service Company" in the new edition.

Voting results regarding item 16.1.:

Alexey Yuryevich Perepelkin
 Svetlana Alexandrovna Balaeva
 Alexander Markovich Branis
 Dmitry Olegovich Gudzhoyan

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»	- «O»	
«ABSTAINED»	- «1»	

The decision is taken regarding item 16.1.

Decision regarding item 16.2.:

16.2. To assign the representatives of IDGC of Centre regarding the agenda item of the Extraordinary General Meeting of the Shareholders of JSC "Energy Service Company" - «On approval of the Regulations on reward and compensation payment to the members of the Board of Directors of JSC "Energy Service Company"» to vote «FOR»:

«To approve the Regulations on reward and compensation payment to the members of the Board of Directors of JSC "Energy Service Company" in accordance with the Appendix».

Voting results regarding item 16.2.:

Alexey Yuryevich Perepelkin - «FOR»
 Svetlana Alexandrovna Balaeva - «FOR»

3. Alexander Markovich Branis - «ABSTAINED»

4. Dmitry Olegovich Gudzhoyan - «FOR»

5. Madina Valeryevna Kaloeva - «ABSTAINED»

6. Mikhail Yurievich Kurbatov
 7. Alexander Albertovich Popov
 8. Alexey Vladimirovich Sergutin
 9. Alexander Grigoryevich Starchenko
 «FOR»

10. Roman Alexeyevich Filkin - «ABSTAINED»

11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision is taken regarding item 16.2.

Decision regarding item 16.3.:

16.3. To assign the representatives of IDGC of Centre regarding the agenda item of the Extraordinary General Meeting of the Shareholders of JSC "Energy Service Company" - «On approval of the Regulations on reward and compensation payment to the members of the Internal Audit Commission of JSC "Energy Service Company"» to vote «FOR»:

«To approve the Regulations on reward and compensation payment to the members of the Internal Audit Commission of JSC "Energy Service Company" in accordance with the Appendix».

Voting results regarding item 16.3.:

Alexey Yuryevich Perepelkin - «FOR»
 Svetlana Alexandrovna Balaeva - «FOR»

3. Alexander Markovich Branis - «ABSTAINED»

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 - «ABSTAINED»

11. Alexander Viktorovich Shevchuk - «FOR»

Total:

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

The decision is taken regarding item 16.3.

Item 17. On approval of the compensation agreement for violation of property rights concluded between IDGC of Center and FGC UES, which is a transaction of interest.

Decision:

- 1. To determine the price of the compensation agreement for violation of property rights, concluded between IDGC of Centre and FGC UES, is 13 560 904,71 (Thirteen million five hundred sixty thousand nine hundred and four) rubles 71 kopecks, including VAT (18%) 2 068 612,58 (Two million sixty-eight thousand six hundred twelve) rubles 58 kopecks.
- 2. To approve the compensation agreement for violation of property rights concluded between IDGC of Centre and FGC UES (hereinafter the Agreement), which is a transaction of interest (Appendix # 13 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the Agreement:

«Principal» - FGC UES (subsidiary of FGC UES – MES of Centre); «Owner» - IDGC of Centre (IDGC of Centre – Voronezhenergo division).

Subject of the Agreement:

1.1 The subject of the Agreement is to compensate the Owner for the costs of implementing measures to reconstruct the "Facility of the Owner", which is necessary for the construction of the tap Overhead

Power Line 220 kV Pridonskaya-1,2 (hereinafter – the Facility) for a technological connection of ZAO «Eurocement» (hereinafter – the Reconstruction).

- 1.2 The Owner agrees to use the compensation received in accordance with Clause 1.1 of the Agreement to implement the necessary measures for the Reconstruction of the following power lines belonging to him (hereinafter the Facilities) to install a tap from Overhead Power Line-220 kV Pridonskaya 1,2 to connect ZAO «Eurocement»:
- Overhead Power Line-110 Pridonskaya Podgornoye traction in the spans of poles # 134-136 (inventory #903507 Raynovskaya Georgiyu-Dezh, immovable property, certificate of state registration of the right 36-AB # 019422 of 18.06.2008);
- Overhead Power Line-110 Pridonskaya Evdakovo traction in the spans of poles # 134-136 (inventory #903507 Raynovskaya Georgiyu-Dezh, immovable property, certificate of state registration of the right 36-AB # 019422 of 18.06.2008);
- Overhead Power Line-110 Pridonskaya Podgornoye district in the spans of poles # 136-139 (inventory #900174 Pridonskaya Podgornoye district, immovable property, certificate of state registration of the right 36-AB # 019454 of 18.06.2008);
- Overhead Power Line-110 Pridonskaya Bugaevka tap at the substation «Podgornaya district» in the spans of poles # 136-139 (inventory # 903509 Pridonskaya Podgornoye, immovable property, certificate of state registration of the right 36-AB # 019454 of 18.06.2008).

Price of the Agreement:

The amount of compensation payable to the Principal in accordance with Clause 1.1. of the Agreement is determined according to the agreement price schedule (Appendix # 1 to the Agreement) and is the sum of 13 560 904,71 (Thirteen million five hundred sixty thousand nine hundred and four) rubles 71 kopecks, including VAT (18%) 2 068 612,58 (Two million sixty-eight thousand six hundred twelve) rubles 58 kopecks.

Other provisions recognized as essential by the Parties:

Compensation costs are paid to the Owner by in the following order:

Within 30 (thirty) working days from the date of the Agreement signature the Principal shall pay 100% (Hundred percent) of the amount specified in Clause 2.1. of the Agreement.

The final amount of compensation for activities for the reconstruction of the "Facility of the Owner" pursuant to the Agreement is determined by the Parties, including on the basis of design and estimate documentation, which has the received endorsement of the organization for the public examination in compliance with its requirements of regulations in the design and construction, following the results of the full range of activities by entering into an amendment to the Agreement.

Duration:

The Agreement shall enter into force upon its signing and shall be valid until the Parties perform their obligations in full.

Dispute resolution:

All disputes and controversies that may arise pursuant to the Agreement shall be resolved through negotiations between the Parties or by directing claims. Response time on a claim shall not exceed 14 (Fourteen) days.

In the case of unresolved disputes and controversies through negotiations, their consideration may be referred to arbitration in accordance with legislation of the Russian Federation.

Voting results:

The member of the Board of Directors of IDGC of Centre D.O. Gudzhoyan did not take part in the voting on this item since he is recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies" (General Director and Chairman of the Management Board of IDGC of Centre).

Alexey Yuryevich Perepelkin - «FOR»
 Svetlana Alexandrovna Balaeva - «FOR»

3. Alexander Markovich Branis - «ABSTAINED»

4. Madina Valeryevna Kaloeva
5. Mikhail Yurievich Kurbatov
6. Alexander Albertovich Popov
7. Alexey Vladimirovich Sergutin
8. Alexander Grigoryevich Starchenko
4. «FOR»
4. «FOR»
5. «FOR»
6. Alexander Albertovich Popov
6. «FOR»
7. «FOR»
8. Alexander Grigoryevich Starchenko

9. Roman Alexevevich Filkin - «ABSTAINED»

Alexander Viktorovich Shevchuk 10.

Total	l:

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

The decision is taken.

Item 18. On approval of the adjusted Work Program of IDGC of Center for registration of ownership of immovable property, registration/re-registration of rights of use of land for the period 2012-2014, taking into account the performance of work on preparing information about the boundaries of protected zones of electric grid facilities.

- «FOR»

Decision:

- To approve the adjusted Work Program of IDGC of Center for registration of ownership of immovable property, registration/re-registration of rights of use of land for the period 2012-2014, taking into account the performance of work on preparing information about the boundaries of protected zones of electric grid facilities in accordance with Appendix # 14 to this decision of the Board of Directors of the Company.
- 2. When adopting or updating the business plan (including the investment program) the funding sources of Program can be modified in accordance with the parameters of the business plan (including the investment program).

Voting results:

- 1. Alexey Yurvevich Perepelkin - «FOR» 2. Svetlana Alexandrovna Balaeva - «FOR»
- 3. Alexander Markovich Branis - «ABSTAINED»
- 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»
- Roman Alexeyevich Filkin - «ABSTAINED» **10.**
- 11. **Alexander Viktorovich Shevchuk** - **«FOR»**

Total:

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

The decision is taken.

Item 19. On approval of the agreement to provide services for energy audit, concluded between IDGC of Center and JSC "Energy Service Company", which is a transaction of interest. **Decision:**

- 1. To determine the price of the agreement to provide services for energy audit, concluded between IDGC of Centre and JSC "Energy Service Company", which is a transaction of interest, is 259 681 697 (two hundred fifty-nine million six hundred and eighty-one thousand six hundred ninety-seven) rubles 69 kopecks, including VAT (18%) 39 612 462 (thirty-nine million six hundred and twelve thousand four hundred sixty-two) rubles 36 kopecks.
- 2. To approve the agreement to provide services for energy audit, concluded between IDGC of Centre and JSC "Energy Service Company" (hereinafter - the Agreement), which is a transaction of interest, on the following essential conditions:

Parties of the Agreement:

«Customer» - IDGC of Centre;

«Contractor» - JSC "Energy Service Company".

Subject of the Agreement:

The Contractor undertakes to provide services for energy audit by order of the Customer in accordance with the List of services (Appendix #2 to the Agreement, Appendix #15 to this decision of the Board of Directors of the Company), and the Customer undertakes to accept these services and pay for them.

Price of the Agreement:

The total cost to provide services for energy audit is 259 681 697 (two hundred fifty-nine million six hundred and eighty-one thousand six hundred ninety-seven) rubles 69 kopecks, including VAT (18%) 39 612 462 (thirty-nine million six hundred and twelve thousand four hundred sixty-two) rubles 36 kopecks.

Duration: The Agreement shall enter into force upon its signing by both Parties and is valid until December 31, 2012, with full performance of the obligations by the Parties under the Agreement.

Payment procedure:

Not later than five (5) banking days after signing the Agreement the Customer shall pay the Contractor an advance equal to 30% of the value of the Agreement that is 77 904 509 (seventy-seven million nine hundred and four thousand five hundred and nine) rubles 28 kopecks, including VAT 18% - 11 883 738 (eleven million eight hundred and eighty-three thousand seven hundred thirty-eight) rubles 70 kopecks (Appendix #4 to the Agreement, Appendix # 16 to this decision of the Board of Directors of the Company).

The Customer makes payment for services rendered by wire transferring funds to the account of the Contractor.

Voting results:

The member of the Board of Directors of IDGC of Centre D.O. Gudzhoyan did not take part in the voting on this item since he is recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies" (General Director and Chairman of the Management Board of IDGC of Centre).

Alexey Yuryevich Perepelkin - «FOR»
 Svetlana Alexandrovna Balaeva - «FOR»

3. Alexander Markovich Branis - «ABSTAINED»
4. Madina Valeryevna Kaloeva - «AGAINST»
5. Mikhail Yurievich Kurbatov - «FOR»
6. Alexander Albertovich Popov - «FOR»

7. Alexey Vladimirovich Sergutin - «FOR» 8. Alexander Grigoryevich Starchenko - «FOR»

9. Roman Alexeyevich Filkin - «ABSTAINED»

10. Alexander Viktorovich Shevchuk - «FOR»

Total:

 «FOR»
 - «7»

 «AGAINST»
 - «1»

 «ABSTAINED»
 - «2»

The decision is taken.

Item 20: On approval of the agreement to provide services on the professional retraining program "Generation and distribution of electric energy in the utilities industry", concluded between IDGC of Center and MPEI, which is a transaction of interest.

Decision:

- 1. To determine the price of the agreement to provide services on the professional retraining of 1 (one) specialist on the program «Generation and distribution of electric energy in the utilities industry», concluded between IDGC of Centre and MPEI, which is a transaction of interest, in the amount of 180 000 (One hundred and eighty thousand) rubles 00 kopecks, not subject to VAT under the Tax Code of the Russian Federation, Art. 149, Part 2.
- 2. To approve the agreement to provide services on the professional retraining of 1 (one) specialist on the program «Generation and distribution of electric energy in the utilities industry», concluded between IDGC of Centre and MPEI (hereinafter the Agreement), which is a transaction of interest, on the following essential conditions:

Parties of the Agreement:

«Customer» - IDGC of Centre;

«Contractor» - MPEI.

Subject of the Agreement:

The Customer assigns, and the Contractor performs the retraining of 1 specialist (Appendix 1 to the Agreement, Appendix # 17 to this decision of the Board of Directors of the Company) on the program «Generation and distribution of electric energy in the utilities industry».

Price of the Agreement:

The cost of the professional retraining of 1 (one) specialist is 180 000 (One hundred and eighty thousand) rubles 00 kopecks, not subject to VAT under the Tax Code of the Russian Federation, Art. 149, Part 2.

Duration:

The Agreement shall enter into force upon its signing by both Parties and is valid until October 12, 2012. The validity of the Agreement is applicable to the relations of the Parties arising from November 14, 2011.

Voting results:

The member of the Board of Directors of IDGC of Centre D.O. Gudzhoyan did not take part in the voting on this item since he is recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies" (General Director and Chairman of the Management Board of IDGC of Centre).

 2. Svetlana Alexandrovna Balaeva 3. Alexander Markovich Branis 4. Madina Valervevna Kaloeva - «FOR» - «FOR» 	>
	>
4 Modine Velenwayne Kaleeye	>
4. Madina Valeryevna Kaloeva - «FOR»	>
5. Mikhail Yurievich Kurbatov - «FOR»	>
6. Alexander Albertovich Popov - «FOR»	>
7. Alexey Vladimirovich Sergutin - «FOR»	>
8. Alexander Grigoryevich Starchenko - «FOR»	>
9. Roman Alexeyevich Filkin - «FOR»	>
10. Alexander Viktorovich Shevchuk - «FOR»	>
Total:	
«FOR» «10»	

 «FOR»
 - «10»

 «AGAINST»
 - «0»

 «ABSTAINED»
 - «0»

The decision is taken.

Item 21. On approval of the agreement to provide services on the professional development program "Fundamentals of the utilities industry", concluded between IDGC of Center and MPEI, which is a transaction of interest.

Decision:

- 1. To determine the price of the agreement to provide services on the professional development of 9 specialists on the program «Fundamentals of the utilities industry», concluded between IDGC of Centre and MPEI, which is a transaction of interest, in the amount of 499 999,86 (Four hundred and ninety-nine thousand nine hundred ninety-nine) rubles 86 kopecks, not subject to VAT under the Tax Code of the Russian Federation (Art. 149, Part 2).
- 2. To approve the Agreement to provide services on the professional development of 9 specialists on the program «Fundamentals of the utilities industry», concluded between IDGC of Centre and MPEI (hereinafter the Agreement), which is a transaction of interest, on the following essential conditions:

Parties of the Agreement:

«Customer» - IDGC of Centre;

«Contractor» - MPEI.

Subject of the Agreement:

The Customer assigns, and the Contractor performs the professional development of 9 specialists (Appendix 1 to the Agreement, Appendix # 18 to this decision of the Board of Directors of the Company) on the program «Fundamentals of the utilities industry» at the Centre of training and retraining for general power systems and CHP-plants in MPEI.

Price of the Agreement:

The cost of the professional development of 9 specialists is 499 999 (four hundred and ninety-nine thousand nine hundred ninety-nine) rubles 86 kopecks, not subject to VAT under the Tax Code of the Russian Federation (Art. 149, Part 2).

Duration:

The Agreement shall enter into force upon its signing by both Parties and is valid until January 15, 2012. The validity of the Agreement is applicable to the relations of the Parties arising from November 14, 2011.

Voting results:

The member of the Board of Directors of IDGC of Centre D.O. Gudzhoyan did not take part in the voting on this item since he is recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies" (General Director and Chairman of the Management Board of IDGC of Centre).

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

«FOR»	- «10»
«AGAINST»	- «O»
«ABSTAINED»	- «O»

The decision is taken.

Appendices:

- 1. The report of General Director of the Company «On the credit policy of the Company in 3Q 2011» (Appendix # 1).
- 2. The report of General Director of the Company «On the sale of non-core assets of the Company in 3Q 2011» (Appendix # 2).
- 3. The report of General Director of the Company «On provision of insurance coverage in 3Q 2011 and following the results of 9 months 2011» (Appendix # 3).
- 4. 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 3Q 2011 and following the results of 9 months 2011» (Appendix # 4).
- 5. The report of General Director of the Company «On the state of reliability in 3Q 2011 and following the results of 9 months 2011» (Appendix # 5).
- 6. The report of General Director of the Company «On organization of the OSH management system in the Company in 3Q 2011 and following the results of 9 months 2011» (Appendix # 6).
- 7. The report of General Director of the Company «On the implementation status of the Program for the implementation of environmental policy of the Company for 2011 in 3Q 2011 and following the results of 9 months 2011» (Appendix # 7).
- 8. The report of General Director of the Company «On the execution by the Company of the Program to increase the reliability of IDGC of Centre for 2011-2015 in 3Q 2011 and following the results of 9 months 2011» (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 2010-2012 in 3Q 2011 and following the results of 9 months 2011» (Appendix # 9).
- 10. The report of General Director of the Company «On the execution by the Company of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre for 2011-2015 in 3Q 2011 and following the results of 9 months 2011» (Appendix # 10).
- 11. The report of General Director of the Company «On the execution by the Company of the Program of energy saving and energy efficiency of IDGC of Centre for 2011 2015 in 3Q 2011 and following the results of 9 months 2011» (Appendix # 11).
- 12. The report of General Director of the Company «On the implementation of activities to reduce electrical energy losses following the results of 9 months 2011» (Appendix # 12).

- 13. The compensation agreement for violation of property rights concluded between IDGC of Center and FGC UES (Appendix # 13).
- 14. The adjusted Work Program of IDGC of Center for registration of ownership of immovable property, registration/re-registration of rights of use of land for the period 2012-2014, taking into account the performance of work on preparing information about the boundaries of protected zones of electric grid facilities (Appendix # 14).
- 15. Appendix #2 to the agreement to provide services for energy audit, concluded between IDGC of Center and JSC "Energy Service Company" (Appendix # 15).
- 16. Appendix #4 to the agreement to provide services for energy audit, concluded between IDGC of Center and JSC "Energy Service Company" (Appendix # 16).
- 17. Appendix #1 to the agreement to provide services on the professional retraining program "Operation and distribution of electric energy in the utilities industry" for 1 (one) specialist, concluded between IDGC of Center and MPEI (Appendix # 17).
- 18. Appendix #1 to the agreement to provide services on the professional development program "Fundamentals of the utilities industry", concluded between IDGC of Center and MPEI (Appendix # 18).

Chairman of the Board of Directors of IDGC of Centre	Perepelkin A.Y.
Corporate Secretary of IDGC of Centre	Lapinskaya S.V.
Director of Corporate Governance	
- Head of corporate governance and	
interaction with	
shareholders Department	/ V.A. Alimenko/