



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

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

MINUTES

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

«16» December 2013

Moscow

No. 29/13

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

Place of the meeting: **Moscow, 2nd Yamskaya, 4, floor 5, office 507.**

Time of the meeting: **10 hours 45 minutes – 13 hours 45 minutes.**

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

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

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

Members who neither participated nor provided questionnaires: **none.**

The quorum is **present.**

Absence of objections concerning the materials and draft resolutions from V.G. Korolev, the observer of the Federal Antimonopoly Service of the Russian Federation, was taken into account at drawing up of the minutes.

Date of the minutes: **19.12.2013.**

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

The following invited persons were present:

A.K. Akhmedova - Legal Director of IDGC of Centre

A.E. Kuranov – First Deputy General Director of IDGC of Centre

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

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

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

O.V. Tkacheva – Deputy General Director for Corporate Governance of IDGC of Centre

M.A. Timofeev - Acting Deputy General Director for Development and Sale of Services of IDGC of Centre

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

T.E. Titova - Deputy Director of ZAO KPMG

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

AGENDA:

1. On approval of the adjusted Business plan of the Company (including the Investment program) for 2013.
2. On approval of the report of General Director of the Company «On the execution of the Business plan of the Company (including the Investment program) following the results of 9 months of 2013».
3. On approval of the Business plan of the Company, including the Investment program, for 2014 and outlook for 2015-2018.

In accordance with the Regulations on the procedure for convening and holding of meetings of the Board of Directors of the Company at a meeting in person the Corporate Secretary, S.V. Lapinskaya, provided information on the implementation of the decisions of the Board of Directors adopted at previous meetings of the Board of Directors of the Company (from 01.10.2013 to 30.11.2013).

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

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

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

Without discussion the members of the Board of Directors proceeded to vote.

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

Decision:

To approve the adjusted Business plan of the Company for 2013, including the Investment program of the Company for 2013, approved in accordance with the requirements of Resolution № 977 of 01.12.2009 of the Russian Federation Government, in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

To take into consideration the targets for 2014-2018.

Voting results at the meeting:

1. **Sergey Alexandrovich Arkhipov** - «FOR»
2. **Sergey Alexandrovich Demin** - «FOR»
3. **Oleg Yuryevich Isaev** - «FOR»
4. **Maxim Mikhailovich Saukh** - «FOR»
5. **Roman Alexeyevich Filkin** - «FOR»
6. **Oxana Vladimirovna Shatokhina** - «FOR»
7. **Alexander Viktorovich Shevchuk** - «ABSTAINED»

Voting results by filling in the questionnaires:

8. **Alexander Markovich Branis** - «FOR»
9. **Valery Anatolyevich Goncharov** - «FOR»
10. **Madina Valeryevna Kaloeva** - «AGAINST»
11. **Alexey Valeryevich Molsky** - «FOR»

Total:

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

Decision is taken.

Item 2. On approval of the report of General Director of the Company «On the execution of the Business plan of the Company (including the Investment program)

following the results of 9 months of 2013».

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

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

The co-report in terms of the report on the Response Program to improve the activity in the field of energy conservation, energy efficiency and reduction of electricity losses was presented by **Makar Andreevich Timofeev** – Acting Deputy General Director for Development and Sale of Services.

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

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

The explanations and answers to the questions were given by: O.Y. Isaev, I.V. Maximov, S.Y. Rummyantsev, M.A. Timofeev.

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

Decision:

1. To take into consideration the report of General Director of the Company «On the execution of the Business plan of the Company (including the Investment program) following the results of 9 months of 2013» in accordance with Appendices # 2, 3, 4 to this decision of the Board of Directors.

2. To mark the failure to perform the indicator "Net income (loss)" following the results of 9 months of 2013 (1 809 million rubles as planned, and 110 million rubles as performed).

3. To instruct General Director of the Company to take all necessary measures to improve the Company's performance and improve the financial results for 2013.

4. To instruct General Director of the Company in the report on the execution of the Company's business plan on the results in 2013 to submit to the Board of Directors minutes of meetings with the heads of executive bodies to regulate tariffs in the subjects of the Russian Federation in the service area of the Company for the execution of item 4 and 5 of the Response Program addressing problems hindering reduction of electricity losses (Appendix # 4 to the Company 's Board of Directors).

Voting results at the meeting:

- | | |
|--|---------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Sergey Alexandrovich Demin | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Maxim Mikhailovich Saukh | - «FOR» |
| 5. Roman Alexeyevich Filkin | - «FOR» |
| 6. Oxana Vladimirovna Shatokhina | - «FOR» |
| 7. Alexander Viktorovich Shevchuk | - «FOR» |

Voting results by filling in the questionnaires:

- | | |
|---|-------------|
| 8. Alexander Markovich Branis | - «FOR» |
| 9. Valery Anatolyevich Goncharov | - «FOR» |
| 10. Madina Valeryevna Kaloeva | - «AGAINST» |
| 11. Alexey Valeryevich Molsky | - «FOR» |

Total:

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

Decision is taken.

Item 3. On approval of the Business plan of the Company, including the Investment program, for 2014 and outlook for 2015-2018.

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

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

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

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

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

Decision:

1. To approve the Business plan of the Company, including the Investment program, for 2014 and take into consideration the outlook for 2015-2018 in accordance with Appendices # 5, 6 to this decision of the Board of Directors.

2. To instruct General Director of the Company to submit for consideration by the Board of Directors adjustments of the Business plan for 2014 - 2018 taking into account the approved Investment program for 2014 in the order provided by Resolution № 977 of 01.12.2009 of the Russian Federation Government, as well as taking into account the approved tariff and balance decisions of IDGC of Centre until 15 March 2014.

3. To instruct General Director of the Company to submit the payroll system for 2014 at a meeting of the Committee for Personnel and Remuneration of the Company's Board of Directors.

Deadline: no later than December 2013.

4. To instruct General Director of the Company to submit at a meeting of the Strategy and Development Committee of the Company's Board of Directors detailed information about the target programs of the Company (including the cost of implementation and effects of the implementation of these programs).

Deadline: no later than December 2013.

Voting results at the meeting:

- | | |
|--|-------------|
| 1. Sergey Alexandrovich Arkhipov | - «FOR» |
| 2. Sergey Alexandrovich Demin | - «FOR» |
| 3. Oleg Yuryevich Isaev | - «FOR» |
| 4. Maxim Mikhailovich Saukh | - «FOR» |
| 5. Roman Alexeyevich Filkin | - «AGAINST» |
| 6. Oxana Vladimirovna Shatokhina | - «FOR» |
| 7. Alexander Viktorovich Shevchuk | - «AGAINST» |

Voting results by filling in the questionnaires:

- | | |
|---|-------------|
| 8. Alexander Markovich Branis | - «AGAINST» |
| 9. Valery Anatolyevich Goncharov | - «FOR» |
| 10. Madina Valeryevna Kaloeva | - «AGAINST» |
| 11. Alexey Valeryevich Molsky | - «FOR» |

Total:

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

Decision is taken.

The agenda of the meeting of the Board of Directors of IDGC of Centre on 16.12.2013 was exhausted.

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

Appendices:

1. The adjusted Business plan of the Company for 2013 (Appendix # 1).
2. The report «On the execution of the Business plan of the Company (including the Investment program), and the Response Program to improve the activity in the field of energy conservation, energy efficiency and reduction of electricity losses following the results of 9 months of 2013» (Appendices # 2-4).
3. The Business plan of the Company, including the Company's Performance Management Program for 2014-2018 to achieve the effect of reducing the cost of servicing the unit of electrical equipment (Appendix # 5-6).

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

S.A. Arkhipov

**Corporate Secretary
of IDGC of Centre**

S.V. Lapinskaya

Deputy General Director
for Corporate Governance

O.V. Tkacheva