



“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)

«26» December 2013

Moscow

No. 31/13

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: 28.12.2013.**

### AGENDA:

1. On approval of the adjusted Activity Plan of the Board of Directors of the Company for 1H 2014.
2. On consideration of proposals of the Company to perform activities in full provided by the Work Program of IDGC of Centre for registration of ownership of immovable property, registration/re-registration of rights of use of land for the period of 2012-2014 with forecast of duration and cost of their performance.
3. On consideration of the report of General Director «On implementation of the assignment issued by the Board of Directors on 30.09.2013 (Minutes #23/13 of 03.10.2013) regarding item # 9, with amendments on 30.10.2013 (Minutes # 25/13 of 01.11.2013) regarding item # 4».
4. On amendment of the Registry of non-core assets of IDGC of Centre.
5. On approval of terms and conditions of the agreement with the Registrar of the Company.
6. On approval of the agreement to repair electric grid equipment (16 facilities), concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction.
7. On approval of the agreement to repair electric grid equipment (10 facilities), concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction.
8. On approval of the agreement to provide operation and maintenance of electric grid equipment, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction.
9. On approval of the agreement to provide operation and maintenance of electric grid equipment, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction.
10. On approval of the agreement to provide operation and maintenance of electric grid equipment, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction.
11. On approval of the Program of insurance coverage of IDGC of Centre for 2014.

12. On approval of candidatures of insurers of IDGC of Centre.
13. On approval of the agreement to ensure reliable functioning of electric grid facilities for the period of preparation and holding the XXII Olympic Winter Games and XI Paralympic Winter Games of 2014 in Sochi, concluded between IDGC of Centre and OJSC "Kubanenergo", which is a related party transaction.
14. On approval of the agreement to train under the educational program of occupational retraining «Production management and project management» in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre and Federal State Budget Institution of Higher Education «National Research University «MPEI» (MPEI), which is a related party transaction.
15. On approval of the Private pension program for employees of the Company for 2014.
16. On approval of the service agreement to provide property, concluded between IDGC of Centre and FGC UES, which is a related party transaction.
17. On termination of the participation of IDGC of Centre in Open Joint Stock Company "Group of public utilities" (OJSC "CCS Group").
18. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC "Energetik":
  - 18.1. On approval of the report of General Director of the Company «On the execution of the target values of key performance indicators in 3Q 2013».
  - 18.2. On approval of the report of General Director of the Company «On the execution of the Business plan of the Company in 3Q 2013 and following the results of 9 months of 2013».
  - 18.3. On approval of the target values of key performance indicators of the Company for 2014.
  - 18.4. On approval of the Business plan of the Company for 2014-2018.
19. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC "Yargorelectroset":
  - 19.1. On approval of the report of Director of the Company «On the execution of the target values of key performance indicators in 3Q 2013».
  - 19.2. On approval of the report of Director of the Company « On the execution of the Business plan of the Company (including the Investment program) in 3Q 2013 and following the results of 9 months of 2013».
  - 19.3. On approval of the target values of key performance indicators of the Company for 2014.
  - 19.4. On approval of the Business plan of the Company for 2014-2018.
20. On approval of an amendment to real estate lease agreement dated 10.03.2009 № 40025111, concluded between IDGC of Centre (IDGC of Centre-Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction.
21. On approval of an amendment to movable property lease agreement dated 10.03.2009 №40025096, concluded between IDGC of Centre (IDGC of Centre-Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction.
22. On approval of the target values of Cash Flow of the Company for 4Q 2013.
23. On approval of the agreement to transfer and protect confidential information, concluded between IDGC of Centre and JSC «Russian Grids», which is a related party transaction.
24. On approval of the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 3Q 2013».
25. On approval of adjusted annual and quarterly target values of key performance indicators of General Director and senior managers of the Company for 2013.
26. On approval of annual and quarterly target values of key performance indicators of General Director and senior managers of the Company for 2014.
27. Termination of the powers of Corporate Secretary of IDGC of Centre and election of Corporate Secretary of IDGC of Centre.
28. On prior approval of the decision made by the Company of a transaction, involving the alienation of immovable property of IDGC of Centre, which constitutes the construction in progress that is not used for generation, transmission, dispatch and distribution of electrical and heat energy – an office building, located at the address: Russia, Kursk region, Kursk, Engels - Red Army street.

29. On approval of an internal document of the Company: Uniform Technical Policy in the Electric Grid.
30. On coordination of candidates for the positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
31. On approval of the adjusted Innovative Development Program of IDGC of Centre for 2013-2018.

**Item 1: On approval of the adjusted Activity Plan of the Board of Directors of the Company for 1H 2014.**

**Decision:**

To approve the adjusted Activity Plan of the Board of Directors of the Company for 1H 2014 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 2: On consideration of proposals of the Company to perform activities in full provided by the Work Program of IDGC of Centre for registration of ownership of immovable property, registration/re-registration of rights of use of land for the period of 2012-2014 with forecast of duration and cost of their performance.**

**Decision:**

1. To take into consideration the proposals to perform activities in full provided by the Work Program for registration of ownership of immovable property, registration/re-registration of rights of use of land plots considering the establishment of exclusion zones of power grid facilities in 2012-2014 with forecast of duration and cost of their performance.
2. To recommend General Director to further develop and implement measures to increase within the planned funding the work scope for registration of ownership of immovable property, registration/re-registration of rights of use of land plots considering the establishment of exclusion zones of power grid facilities by reducing the cost of their performance.

**Voting results:**

1. **Sergey Alexandrovich Arkhipov** - «FOR»
2. **Alexander Markovich Branis** - «FOR»
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** - «FOR»
9. **Oxana Vladimirovna Shatokhina** - «FOR»
10. **Alexander Viktorovich Shevchuk** - «FOR»

**Total:**

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

**Decision is taken.**

**Item 3: On consideration of the report of General Director «On implementation of the assignment issued by the Board of Directors on 30.09.2013 (Minutes #23/13 of 03.10.2013) regarding item # 9, with amendments on 30.10.2013 (Minutes # 25/13 of 01.11.2013) regarding item # 4».**

**Decision:**

1. To take into consideration the report of General Director «On implementation of the assignment issued by the Board of Directors on 30.09.2013 (Minutes #23/13 of 03.10.2013) regarding item # 9, with amendments on 30.10.2013 (Minutes # 25/13 of 01.11.2013) regarding item # 4» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to submit no later than 15.04.2014 to be considered by the Board of Directors of IDGC of Centre materials on the item «On determination of the position of IDGC of Centre regarding the agenda item of the Extraordinary General Meeting of Shareholders of JSC “Energy Service Company”» - «On dissolution of the Company».

**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 4: On amendment of the Registry of non-core assets of IDGC of Centre.**

**Decision:**

To amend the Registry (program of sale) of non-core assets of the Company in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

**Voting results:**

1. **Sergey Alexandrovich Arkhipov** - «FOR»
2. **Alexander Markovich Branis** - «FOR»
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** - «FOR»
9. **Oxana Vladimirovna Shatokhina** - «FOR»
10. **Alexander Viktorovich Shevchuk** - «FOR»

**Total:**

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

**Decision is taken.**

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

**Decision:**

1. To approve Amendment # 4 to agreement dated 02.12.2010 № 7700/00592/10/247-P to provide services for keeping the register of holders of registered securities of the Company with the Registrar of the Company on the terms and conditions in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to sign Amendment # 4 to agreement dated 02.12.2010 № 7700/00592/10/247-P to provide services for keeping the register of holders of registered securities of the Company with the Registrar of the Company on the terms and conditions in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

**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 | - «ABSTAINED» |

**Total:**

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

**Decision is taken.**

**Item 6: On approval of the agreement to repair electric grid equipment (16 facilities), concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction.**

**Decision:**

To defer consideration of the item at a later date.

**Voting results:**

The member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

**Total:**

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

**Decision is taken.**

**Item 7: On approval of the agreement to repair electric grid equipment (10 facilities), concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction.**

**Decision:**

To defer consideration of the item at a later date.

**Voting results:**

The member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

**Total:**

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

**Decision is taken.**

**Item 8: On approval of the agreement to provide operation and maintenance of electric grid equipment, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction.**

**Decision:**

1. To determine in accordance with Appendix # 3 to the Agreement the monthly cost of services for operation and maintenance of electric grid equipment in the amount of 8 267,27 (Eight thousand two hundred sixty-seven) rubles 27 kopecks, including VAT (18%) in the amount of 1261,11 (One thousand two hundred sixty-one) rubles 11 kopecks.

2. To approve the agreement to provide operation and maintenance of electric grid equipment, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction, on the following essential conditions:

**Parties of the agreement:**

«Customer» - OJSC «YarEGC»;

«Contractor» - IDGC of Centre (IDGC of Centre - Yarenergo division);

**Scope of the agreement:**

Contractor undertakes in the period from the date of signing the agreement until «31» December 2014 to provide operation and maintenance of electric grid equipment, specified in Appendix # 1 to the Agreement, in accordance with the requirements of Appendix # 4 to the Agreement (Memo to the consumer-owner of existing electrical installations up to 220 kV).

**Price of the agreement:**

The monthly cost of services for operation and maintenance of electric grid equipment under the Agreement is determined in the Contractual Price Agreement (Appendix #3 to the Agreement) and is 8 267,27 (Eight thousand two hundred sixty-seven) rubles 27 kopecks, including VAT (18%) in the amount of 1261,11 (One thousand two hundred sixty-one) rubles 11 kopecks.

**Duration of the agreement:**

The Agreement shall enter into force from the date of its signature and is valid till «31» December 2014;

**Dispute resolution:**

All disputes, controversies and claims arising from the Agreement, or in connection with it, including those related to its conclusion, change, performance, breach, termination, and validity, shall be settled by the Arbitration Court of the Yaroslavl region.

Before applying to the Arbitration Court of the Yaroslavl region to resolve the dispute, the Parties undertake to observe the claim procedure for dispute settlement. Term of examination of claims is 15 (fifteen) calendar days from the date of presentation of the claim.

**Other provisions recognized as essential by the Parties:**

Customer is responsible for the improper performance or failure to perform its obligations under the Agreement, including ensuring safe condition of electrical installations and equipment, the organization of a safe workplace for personnel of Contractor in providing all kinds of services in electrical installations. In this case, in the event of injury (damage) to staff of Contractor in the provision of services as a result of non-fulfillment or improper fulfillment by Customer of its obligations under the Agreement, the latter shall reimburse it in full.

For violation of the term to pay for the services listed in Section 3 of the Agreement Customer shall pay Contractor a penalty equal to 0,1 % (zero point seven percent) of the Agreement amount for each day of delay. Payment of the penalty does not relieve Customer from fulfilling the contractual obligations.

If within 15 calendar days prior to the expiration of the Agreement, neither party notifies the other party of its termination, the effect of the Agreement each time shall be extended (prolonged) for the next year on the same terms and conditions.

**Voting results:**

The member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

**Total:**

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

**Decision is taken.**

**Item 9: On approval of the agreement to provide operation and maintenance of electric grid equipment, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction.**

**Decision:**

1. To determine in accordance with Appendix # 3 to the Agreement the monthly cost of services for operation and maintenance of electric grid equipment in the amount of 13 090,09 (Thirteen thousand ninety) rubles 09 kopecks, including VAT (18%) in the amount of 1 996,79 (One thousand nine hundred ninety-six) rubles 79 kopecks.

2. To approve the agreement to provide operation and maintenance of electric grid equipment, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction, on the following essential conditions:

**Parties of the agreement:**

«Customer» - OJSC «YarEGC»;

«Contractor» - IDGC of Centre (IDGC of Centre - Yarenergo division);

**Scope of the agreement:**

Contractor undertakes in the period from the date of signing the agreement until «31» December 2014 to provide operation and maintenance of electric grid equipment, specified in Appendix # 1 to the Agreement, in accordance with the requirements of Appendix # 4 to the Agreement (Memo to the consumer-owner of existing electrical installations up to 220 kV).

**Price of the agreement:**

The monthly cost of services for operation and maintenance of electric grid equipment under the Agreement is determined in the Contractual Price Agreement (Appendix #3 to the Agreement) and is 13 090,09 (Thirteen thousand ninety) rubles 09 kopecks, including VAT (18%) in the amount of 1 996,79 (One thousand nine hundred ninety-six) rubles 79 kopecks;

**Duration of the agreement:**

The Agreement shall enter into force from the date of its signature and is valid till «31» December 2014;

**Dispute resolution:**

All disputes, controversies and claims arising from the Agreement, or in connection with it, including those related to its conclusion, change, performance, breach, termination, and validity, shall be settled by the Arbitration Court of the Yaroslavl region.

Before applying to the Arbitration Court of the Yaroslavl region to resolve the dispute, the Parties undertake to observe the claim procedure for dispute settlement. Term of examination of claims is 15 (fifteen) calendar days from the date of presentation of the claim.

**Other provisions recognized as essential by the Parties:**

Customer is responsible for the improper performance or failure to perform its obligations under the Agreement, including ensuring safe condition of electrical installations and equipment, the organization of a safe workplace for personnel of Contractor in providing all kinds of services in electrical installations. In this case, in the event of injury (damage) to staff of Contractor in the provision of services as a result of non-fulfillment or improper fulfillment by Customer of its obligations under the Agreement, the latter shall reimburse it in full.

For violation of the term to pay for the services listed in Section 3 of the Agreement Customer shall pay Contractor a penalty equal to 0,1 % (zero point seven percent) of the Agreement amount for each day of delay. Payment of the penalty does not relieve Customer from fulfilling the contractual obligations.

If within 15 calendar days prior to the expiration of the Agreement, neither party notifies the other party of its termination, the effect of the Agreement each time shall be extended (prolonged) for the next year on the same terms and conditions.

**Voting results:**

The member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

**Total:**

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

**Decision is taken.**

**Item 10: On approval of the agreement to provide operation and maintenance of electric grid equipment, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and**



## **OJSC «YarEGC», which is a related party transaction.**

### **Decision:**

1. To determine in accordance with Appendix # 3 to the Agreement the monthly cost of services for operation and maintenance of electric grid equipment in the amount of 48 076,09 (Forty-eight thousand seventy-six) rubles 09 kopecks, including VAT (18%) in the amount of 7 333,64 (Seven thousand three hundred thirty three) rubles 64 kopecks.

2. To approve the agreement to provide operation and maintenance of electric grid equipment, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction, on the following essential conditions:

#### **Parties of the agreement:**

«Customer» - OJSC «YarEGC»;

«Contractor» - IDGC of Centre (IDGC of Centre - Yarenergo division);

#### **Scope of the agreement:**

Contractor undertakes in the period from the date of signing the agreement until «31» December 2014 to provide operation and maintenance of electric grid equipment, specified in Appendix # 1 to the Agreement, in accordance with the requirements of Appendix # 4 to the Agreement (Memo to the consumer-owner of existing electrical installations up to 220 kV).

#### **Price of the agreement:**

The monthly cost of services for operation and maintenance of electric grid equipment under the Agreement is determined in the Contractual Price Agreement (Appendix #3 to the Agreement) and is 48 076,09 (Forty-eight thousand seventy-six) rubles 09 kopecks, including VAT (18%) in the amount of 7 333,64 (Seven thousand three hundred thirty three) rubles 64 kopecks.

#### **Duration of the agreement:**

The Agreement shall enter into force from the date of its signature and is valid till «31» December 2014;

#### **Dispute resolution:**

All disputes, controversies and claims arising from the Agreement, or in connection with it, including those related to its conclusion, change, performance, breach, termination, and validity, shall be settled by the Arbitration Court of the Yaroslavl region.

Before applying to the Arbitration Court of the Yaroslavl region to resolve the dispute, the Parties undertake to observe the claim procedure for dispute settlement. Term of examination of claims is 15 (fifteen) calendar days from the date of presentation of the claim.

#### **Other provisions recognized as essential by the Parties:**

Customer is responsible for the improper performance or failure to perform its obligations under the Agreement, including ensuring safe condition of electrical installations and equipment, the organization of a safe workplace for personnel of Contractor in providing all kinds of services in electrical installations. In this case, in the event of injury (damage) to staff of Contractor in the provision of services as a result of non-fulfillment or improper fulfillment by Customer of its obligations under the Agreement, the latter shall reimburse it in full.

For violation of the term to pay for the services listed in Section 3 of the Agreement Customer shall pay Contractor a penalty equal to 0,1 % (zero point seven percent) of the Agreement amount for each day of delay. Payment of the penalty does not relieve Customer from fulfilling the contractual obligations.

If within 15 calendar days prior to the expiration of the Agreement, neither party notifies the other party of its termination, the effect of the Agreement each time shall be extended (prolonged) for the next year on the same terms and conditions.

#### **Voting results:**

The member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

6. Maxim Mikhailovich Saukh - «FOR»
7. Roman Alexeyevich Filkin - «FOR»
8. Oxana Vladimirovna Shatokhina - «FOR»
9. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

**Item 11: On approval of the Program of insurance coverage of IDGC of Centre for 2014.**

**Decision:**

To approve the Program of insurance coverage of IDGC of Centre for 2014 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Sergey Alexandrovich Arkhipov - «FOR»
2. Alexander Markovich Branis - «AGAINST»
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 - «AGAINST»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

**Item 12: On approval of candidatures of insurers of IDGC of Centre.**

**Decision:**

To approve the following insurance company as the Company's Insurer for 2014:

Type of insurance	Insurance company	Period of insurance
Compulsory insurance of civil liability of vehicle owners (MTPL)	SOGAZ	01.01.2014-31.12.2014

**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 - «ABSTAINED»

**Total:**

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

**Decision is taken.**

**Item 13: On approval of the agreement to ensure reliable functioning of electric grid facilities for the period of preparation and holding the XXII Olympic Winter Games and XI Paralympic Winter Games of 2014 in Sochi, concluded between IDGC of Centre and OJSC «Kubanenergo», which is a related party transaction.**

**Decision:**

1. To determine that the cost of work under the Agreement cannot be equal to or greater than 2% of the book value of assets of IDGC of Centre according to its financial statements for the last reporting date. The cost of the work is determined in accordance with Appendix # 3 to the Agreement, based on the Calculation Procedure for the cost of works (services) of subsidiaries and affiliates of JSC «Russian Grids» while ensuring reliable operation of power grid facilities of Sochi power region of the Kuban power system of OJSC «Kubanenergo» and a branch of FGC UES - MES of South during the preparation and holding of the XXII Olympic Winter games and XI Paralympic Winter games of 2014 in Sochi, approved by Order of JSC «Russian Grids» dated 01.11.2013 № 637.

Final cost of work performed is determined on the basis of documents presented by Party 2 to Party 1 confirming the costs incurred:

- an act of acceptance of works performed under Form №KC-2, signed by representatives of Party 1 and Party 2;
- information on the cost of works performed under Form №KC-3;
- an invoice for payment;
- a detailed tax invoice.

2. To approve the agreement to ensure reliable operation of the power grid facilities in the preparation and holding of the XXII Olympic Winter Games and XI Paralympic Winter Games of 2014 in Sochi, concluded between IDGC of Centre and OJSC «Kubanenergo», which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

Party 1 - Open Joint Stock Company for Energy and Electrification of Kuban (OJSC «Kubanenergo»).

Party 2 - Interregional Distribution Grid Company of Centre, Joint-Stock Company (IDGC of Centre).

**Scope of the Agreement:**

Party 2 undertakes to perform on instructions of Party 1 the work on technical and operational maintenance and repair of the Facilities belonging to Party 1 on the right of ownership or other legal rights, and deliver the results to Party 1, and Party 1 shall accept the work results and pay for them on the conditions of the Agreement.

Party 2 undertakes to perform emergency repair work at the Facilities of Party 1 listed in Appendix 1 to the Agreement.

Party 2 undertakes to perform all the works specified in the Agreement with its own forces, and, if necessary, by written agreement with Party 1, with attracted subcontractors.

The list of the Facilities, where the work is performed as specified in the Agreement, is provided in Appendix 1 to the Agreement.

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

The cost of work is determined in accordance with Appendix # 3 to the Agreement, based on the Calculation Procedure for the cost of works (services) of subsidiaries and affiliates of JSC «Russian Grids» while ensuring reliable operation of power grid facilities of Sochi power region of the Kuban power system of OJSC «Kubanenergo» and a branch of FGC UES - MES of South during the preparation and holding of the XXII Olympic Winter games and XI Paralympic Winter games of 2014 in Sochi, approved by Order of JSC «Russian Grids» dated 01.11.2013 № 637.

Final cost of work performed is determined on the basis of documents presented by Party 2 to Party 1 confirming the costs incurred:

- an act of acceptance of works performed under Form №KC-2, signed by representatives of Party 1 and Party 2;
- information on the cost of works performed under Form №KC-3;
- an invoice for payment;

- a detailed tax invoice.

**Work performance duration:**

Start of the work performance under the Agreement - «08» August 2013.

Completion of the work performance under the Agreement - «23» March 2014.

Completion dates of individual milestones are defined by the Schedule of work performance (Appendix # 2 to the agreement).

**Duration of the Agreement:**

The Agreement shall enter into force upon signature by the Parties and is valid until the Parties fulfill all their obligations under the Agreement. The terms and conditions of the agreement are applicable to the relationship of the parties effective from 08.08.2013 in fact.

**Voting results:**

The member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

**Total:**

«FOR»	- «6»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 14: On approval of the agreement to train under the educational program of occupational retraining «Production management and project management» in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre and Federal State Budget Institution of Higher Education «National Research University «MPEI» (MPEI), which is a related party transaction.**

**Decision:**

1. To determine that the cost of a specialist training under the occupational retraining program for the entire period of study is 79 800,00 (Seventy-nine thousand eight hundred) rubles 00 kopecks, not subject to VAT (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

Tuition of a specialist is calculated on the basis of Governmental telegram dated 10.10.2011 № 22152-AA/D04 on the increase of the base cost of a specialist training.

Payment of tuition fees for the occupational retraining program is made in the following order:

Source of funding	Amount (RUB)	Payment period
IDGC of Centre	27 132 (Twenty seven thousand one hundred thirty-two)	from 11.11.13. to 25.11.13. (I stage of the Program: 11.11.13. - 16.02.14.)
Budget of the Russian Federation entity	26 334 (Twenty six thousand three hundred thirty-four)	II stage of the Program: 17.02.14. - 18.05.14.
Budget of the Russian Federation	26 334 (Twenty six thousand three hundred thirty-four)	III stage of the Program: 19.05.14. - 11.07.14.

2. To approve the agreement to train the Specialist in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction, on the following essential conditions:

**Parties of the agreement:**

«Recommending organization» - IDGC of Centre;

«Contractor» - and Federal State Budget Institution of Higher Education «National Research University «MPEI» (MPEI);

«Specialist» - Olesya Vitalievna Reshetnikova.

**Scope of the agreement:**

Contractor shall provide the Specialist, having higher education, the training services under the educational program of occupational retraining «Production management and project management» (type B) (hereinafter referred to as the Program - Appendix 1), in accordance with the State plan of training managers for companies of the national economy of the Russian Federation in 2007/08-2014/15 academic years (hereinafter referred to as the State plan), approved by Resolutions of the Government of the Russian Federation dated 24.03.2007 №177, dated 26.09.2011 №783, dated 27.12.2010 №1126, and Customer agrees to pay for services rendered in the amount and under the conditions specified in the agreement.

**Price of the agreement and settlement procedure:**

The cost of the Specialist training under the occupational retraining program for the entire period of study is 79 800,00 (Seventy-nine thousand eight hundred) rubles 00 kopecks, not subject to VAT (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

Tuition of a specialist is calculated on the basis of Governmental telegram dated 10.10.2011 № 22152-AA/D04 on the increase of the base cost of a specialist training.

Payment of tuition fees for the occupational retraining program is made in the following order:

Source of funding	Amount (RUB)	Payment period
Recommending organization	27 132 (Twenty seven thousand one hundred thirty-two)	from 11.11.13. to 25.11.13. (I stage of the Program: 11.11.13. - 16.02.14.)
Budget of the Russian Federation entity	26 334 (Twenty six thousand three hundred thirty-four)	II stage of the Program: 17.02.14. - 18.05.14.
Budget of the Russian Federation	26 334 (Twenty six thousand three hundred thirty-four)	III stage of the Program: 19.05.14. - 11.07.14.

**Duration of training:**

In accordance with the Program curriculum it is one academic year.

Training start date: «11» November 2013.

Training completion date: «11» July 2014.

**Duration of the agreement:**

The Agreement shall enter into force upon signature by the Parties and is valid until the end of the period of study of the Specialist.

The terms and conditions of the agreement are applicable to the parties effective from 11.11.2013 in fact.

In the case of expulsion of the Specialist on the grounds stipulated by the legislation of the Russian Federation, the Charter of Contractor and the agreement, the agreement is terminated from the date of issuance of the enrollment termination order for the Specialist.

**Voting results:**

The member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

**Total:**

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 15: On approval of the Private pension program for employees of the Company for 2014.**

**Decision:**

To approve the Private pension program for employees of the Company for 2014 in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

**Voting results:**

1. **Sergey Alexandrovich Arkhipov** - «FOR»
2. **Alexander Markovich Branis** - «AGAINST»
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** - «AGAINST»
9. **Oxana Vladimirovna Shatokhina** - «FOR»
10. **Alexander Viktorovich Shevchuk** - «ABSTAINED»

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 16: On approval of the service agreement to provide property, concluded between IDGC of Centre and FGC UES, which is a related party transaction.**

**Decision:**

To defer consideration of the item at a later date.

**Voting results:**

The member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

**Total:**

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

**Decision is taken.**

**Item 17: On termination of the participation of IDGC of Centre in Open Joint Stock Company "Group of public utilities" (OJSC "CCS Group").**

**Decision:**

To approve the termination of the participation of the Company in Open Joint Stock Company "Group of public utilities" (OJSC "CCS Group") by alienation of shares on the following terms:

- category, type, nominal value of shares disposed: ordinary registered uncertificated shares, state registration number 1-01-55462-E, with a par value of 0.0050 RUB per share;
- number of shares belonging to IDGC of Centre, the share in the authorized capital of OJSC "CCS Group": 666 667 (six hundred sixty-six thousand six hundred sixty-seven) shares, representing 0.022% of the share capital;
- book value of the stock of shares: 116 162 (one hundred sixteen thousand one hundred sixty-two) rubles 06 kopecks;
- method of disposal of shares – shares presentation for redemption in accordance with paragraph 1 of Art. 75 of the Federal Law "On Joint Stock Companies" in connection with the decision to approve major transactions at the Extraordinary General Meeting of Shareholders of OJSC "CCS Group" on 25.11.2013;
- repurchase price: at market value determined by the independent appraiser LLC "Shogin and Partners" (report № 113/2 of 19.08.2013), at a rate of 0.174243 (zero point one hundred seventy-four thousand two hundred forty-three millionth) ruble per share;
- procedure (term) of payment for shares: by monetary assets within 30 days after the deadline for shares presentation for redemption by money transfer to the account of the seller.

**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 18: On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC "Energetik":**

**18.1. On approval of the report of General Director of the Company «On the execution of the target values of key performance indicators in 3Q 2013».**

**18.2. On approval of the report of General Director of the Company «On the execution of the Business plan of the Company in 3Q 2013 and following the results of 9 months of 2013».**

**18.3. On approval of the target values of key performance indicators of the Company for 2014.**

**18.4. On approval of the Business plan of the Company for 2014-2018.**

**Decision:**

18.1. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC “Energetik” regarding the item «On approval of the report of General Director of the Company «On the execution of the target values of key performance indicators in 3Q 2013» to vote «FOR»:

To approve the report of General Director of the Company «On the execution of the target values of key performance indicators in 3Q 2013» in accordance with Appendix # 7 to this decision of the Board of Directors.

18.2. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC “Energetik” regarding the item «On approval of the report of General Director of the Company «On the execution of the Business plan of the Company in 3Q 2013 and following the results of 9 months of 2013» to vote «FOR»:

1. To take into consideration the report of General Director of the Company «On the execution of the Business plan of the Company in 3Q 2013 and following the results of 9 months of 2013 in accordance with Appendix # 8 to this decision of the Board of Directors.

2. To mark the failure to perform the indicator «Net profit (loss)» following the results of 9 months of 2013 (625 thousand rubles as planned, 7 thousand rubles as performed).

18.3. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC “Energetik” regarding the item «On approval of the target values of key performance indicators of the Company for 2014» to vote «FOR»:

To approve the target values of key performance indicators of the Company for 2014 in accordance with Appendix # 9 to this decision of the Board of Directors.

18.4. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC “Energetik” regarding the item «On approval of the Business plan of the Company for 2014-2018» to vote «FOR»:

To approve the Business plan of the Company for 2014-2018 in accordance with Appendix # 10 to this decision of the Board of Directors.

**Voting results:**

- |   |               |
|---|---------------|
| 1. <b>Sergey Alexandrovich Arkhipov</b>   | - «FOR»       |
| 2. <b>Alexander Markovich Branis</b>      | - «ABSTAINED» |
| 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>        | - «ABSTAINED» |
| 9. <b>Oxana Vladimirovna Shatokhina</b>   | - «FOR»       |
| 10. <b>Alexander Viktorovich Shevchuk</b> | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 19: On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC “Yargorelectroset”:**

**19.1. On approval of the report of Director of the Company «On the execution of the target values of key performance indicators in 3Q 2013».**

**19.2. On approval of the report of Director of the Company «On the execution of the Business plan of the Company (including the Investment program) in 3Q 2013 and following the results of 9 months of 2013».**

**19.3. On approval of the target values of key performance indicators of the Company for 2014.**

**19.4. On approval of the Business plan of the Company for 2014-2018.**

**Decision:**

19.1. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of



JSC "Yargorelectroset" regarding the item «On approval of the report of Director of the Company «On the execution of the target values of key performance indicators in 3Q 2013» to vote «FOR»:

To approve the report of Director of the Company «On the execution of the target values of key performance indicators in 3Q 2013» in accordance with Appendix # 11 to this decision of the Board of Directors.

19.2. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC "Yargorelectroset" regarding the item «On approval of the report of Director of the Company «On the execution of the Business plan of the Company (including the Investment program) in 3Q 2013 and following the results of 9 months of 2013» to vote «FOR»:

1. To approve the report of Director of the Company «On the execution of the Business plan of the Company (including the Investment program) in 3Q 2013 and following the results of 9 months of 2013» in accordance with Appendices # 12, 13 to this decision of the Board of Directors.

2. To mark the failure to perform the indicator «Net profit (loss)» following the results of 9 months of 2013 (74 571 thousand rubles as planned, 26 395 thousand rubles as performed).

19.3. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC "Yargorelectroset" regarding the item «On approval of the target values of key performance indicators of the Company for 2014» to vote «FOR»:

To defer consideration of the item at a later date.

19.4. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC "Yargorelectroset" regarding the item «On approval of the Business plan of the Company for 2014-2018» to vote «FOR»:

1. To approve the business plan of JSC "Yargorelectroset", including the investment program, for 2014 and take into consideration the forecast indicators for the period of 2015-2018 in accordance with Appendix # 14 to this decision of the Board of Directors.

2. To instruct General Director of JSC "Yargorelectroset" to ensure consideration by the Board of Directors of the adjustment of the business - plan for 2014 - 2018 taking into account the approved investment program for the period from 2014, in the manner prescribed by the RF Government Resolution № 977 dated 01.12.2009, as well as the approved tariff and balance decisions of JSC "Yargorelectroset" until March 15, 2014.

#### **Voting results:**

- |   |               |
|---|---------------|
| 1. <b>Sergey Alexandrovich Arkhipov</b>   | - «FOR»       |
| 2. <b>Alexander Markovich Branis</b>      | - «ABSTAINED» |
| 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>        | - «ABSTAINED» |
| 9. <b>Oxana Vladimirovna Shatokhina</b>   | - «FOR»       |
| 10. <b>Alexander Viktorovich Shevchuk</b> | - «FOR»       |

#### **Total:**

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

**Decision is taken.**

**Item 20: On approval of an amendment to real estate lease agreement dated 10.03.2009 №40025111, concluded between IDGC of Centre (IDGC of Centre-Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction.**

#### **Decision:**

1. To determine in accordance with Report of the independent appraiser of the Moscow branch of the Limited Liability Company «Institute for property and financial performance evaluation» dated 11.11.2013 № MF-1841 the monthly rent under the amendment to real estate lease agreement dated 10.03.2009 № 40025111, concluded between IDGC of Centre (IDGC of

Centre-Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction, in the amount of 312 862,33 (Three hundred twelve thousand eight hundred sixty-two) rubles 33 kopecks, including VAT (18%) – 47724,76 (Forty seven thousand seven hundred twenty-four) rubles 76 kopecks.

2. To approve the amendment to real estate lease agreement dated 10.03.2009 № 40025111, concluded between IDGC of Centre (IDGC of Centre-Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction, on the following essential conditions:

**Parties of the Amendment:**

IDGC of Centre - Lessor;

SO UES - Lessee.

**Scope of the Amendment:**

1. To read the first, second and third sentence of paragraph 6.1. of the Agreement as follows:  
 «According to Report dated 11.11.2013 № MF-1841 to determine the market value of the right to use the property being appraised, located at the address: the Russian Federation, Kursk region, Kursk, Karl Marx street, 27, made by the independent appraiser of the Moscow branch of the Limited Liability Company «Institute for property and financial performance evaluation», the monthly rent is 312 862,33 (Three hundred twelve thousand eight hundred sixty-two) rubles 33 kopecks, including VAT (18%) – 47724,76 (Forty seven thousand seven hundred twenty-four) rubles 76 kopecks, including:

Item #	Name of leased immovable property	Total area, sq. m	Rental rate per month, RUB/sq.m, net of VAT	Rental rate per month, RUB		
				net of VAT	VAT amount	with VAT
1	Dispatcher's office	188,90	791,31	149 478,46	26 906,12	176 384,58
2	Production premises	145,70	728,67	106 167,22	19 110,10	125 277,32
3	Diesel control room	33,50	283,34	9 491,89	1 708,54	11 200,43
<b>Total for the immovable property:</b>				<b>265 137,57</b>	<b>47 724,76</b>	<b>312 862,33</b>

The monthly rent under this Agreement includes utilities, maintenance and administrative services».

2. Paragraph 12.1. of the Agreement to read as follows:

«This agreement shall come into force from the moment of its state registration and is valid until 24 hours 00 minutes 30.06.2014».

3. Appendix # 1 to the Agreement – «The list of non-residential premises, transferred to SO UES (Kursk TCC, a branch of SO UES) on a leasehold basis from 01.07.2010» to read in the edition of Appendix #1 to the Amendment.

4. Appendix # 2 to the Agreement – «Agreement on the rent for immovable property» shall be considered to have lost force.

5. Appendix # 4 to the Agreement – «Acceptance and transfer certificate to real estate lease agreement dated 10.03.2009 № 40025111» to read in the edition of Appendix # 2 to the Amendment.

**Duration of the Amendment:**

The Amendment shall enter into force on the date of its state registration and is valid till 30.06.2014 inclusive.

The terms and conditions of the amendment shall apply to the legal relationship between the parties arising from 01.01.2014.

**Voting results:**

The member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

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

**Total:**

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 21: On approval of an amendment to movable property lease agreement dated 10.03.2009 № 40025096, concluded between IDGC of Centre (IDGC of Centre-Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction.**

**Decision:**

1. To determine in accordance with the Report of the independent appraiser of the Moscow branch of the Limited Liability Company «Institute for property and financial performance evaluation» dated 11.11.2013 № MF-1841 the monthly rent under the amendment to movable property lease agreement dated 10.03.2009 № 40025096, concluded between IDGC of Centre (IDGC of Centre-Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction, in the amount of 1072,00 (One thousand seventy-two) rubles 00 kopecks, including VAT (18%) – 163,52 (One hundred and sixty-three) rubles 52 kopecks.

2. To approve the amendment to movable property lease agreement dated 10.03.2009 № 40025096, concluded between IDGC of Centre (IDGC of Centre-Kurskenergo division) and SO UES (Kursk TCC, a branch of SO UES), which is a related party transaction, on the following essential conditions:

**Parties of the Amendment:**

IDGC of Centre - Lessor;

SO UES - Lessee.

**Scope of the Amendment:**

1. Paragraph 5.1. of the Agreement to read as follows:

«According to Report dated 11.11.2013 № MF-1841 to determine the market value of the right to use the property being appraised, located at the address: the Russian Federation, Kursk region, Kursk, Karl Marx street, 27, made by the independent appraiser of the Moscow branch of the Limited Liability Company «Institute for property and financial performance evaluation», the monthly rent is 1072,00 (One thousand seventy-two) rubles 00 kopecks, including VAT (18%) – 163,52 (One hundred and sixty-three) rubles 52 kopecks, including:

Item #	Name of leased movable property	Rental rate per month, RUB		
		net of VAT	VAT amount	with VAT
1	Air conditioner Sanyo SPW-X	454,24	81,76	536,00
2	Air conditioner Sanyo SPW-C 483 GH (outside)	275,38	49,57	324,95
3	Air conditioner Sanyo SPW-C 483 GH (inside)	178,86	32,19	211,05
<b>Total for the movable property:</b>		<b>908,48</b>	<b>163,52</b>	<b>1 072,00</b>

2. Paragraph 11.1. of the Agreement to read as follows:

«This agreement shall come into force from the moment of its state registration and is valid until 24 hours 00 minutes 30.06.2014».

3. Appendix # 1 to the Agreement – «The list of movable property, still leased since

01.07.2010» to read in the edition of Appendix #1 to the Amendment.

4. Appendix # 2 to the Agreement – «Agreement on the rent for movable property» shall be considered to have lost force.

5. Appendix # 3 to the Agreement – «Acceptance and transfer certificate for movable property» to read in the edition of Appendix # 2 to the Amendment.

**Duration of the Amendment:**

The Amendment shall enter into force from 00 hours 00 minutes 01.01.2014 and is valid till 30.06.2014 inclusive.

The terms and conditions of the amendment shall apply to the legal relationship between the parties arising from 01.01.2014.

**Voting results:**

The member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

**Total:**

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 22: On approval of the target values of Cash Flow of the Company for 4Q 2013.**

**Decision:**

1. To approve the following target values of Cash Flow of the Company for 4Q 2013:

*thousand RUB*

Name	Services for operation and development of the distribution electric grid complex	Dividends (without tax)
October	0	0
November	0	0
December	383 828	0

2. To instruct General Director of the Company:

– no later than 5 (Five) working days from the date of this decision to ensure the formation of Cash Flow draft and its approval;

– no later than 1 (One) day from the date of Cash Flow approval to forward the document to the members of the Board of Directors of the Company.

– not to put the report on the implementation of target values of Cash Flow of the Company to be considered by the Board of Directors of the Company in the case the Company performs the approved target values of Cash Flow in 2014.

**Voting results:**

1. **Sergey Alexandrovich Arkhipov** - «FOR»
2. **Alexander Markovich Branis** - «AGAINST»
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** - «AGAINST»  
 9. **Oxana Vladimirovna Shatokhina** - «FOR»  
 10. **Alexander Viktorovich Shevchuk** - «ABSTAINED»

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 23: On approval of the agreement to transfer and protect confidential information, concluded between IDGC of Centre and JSC «Russian Grids», which is a related party transaction.**

**Decision:**

To approve the agreement to transfer and protect information, which constitutes a trade secret of JSC «Russian Grids», concluded between IDGC of Centre and JSC «Russian Grids», which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

Open Joint Stock Company «Russian Grids» (JSC «Russian Grids»).

Interregional Distribution Grid Company of Centre, Joint-Stock Company (IDGC of Centre).

**Scope of the Agreement:**

On the terms and conditions of the Agreement the Parties shall exchange information and undertake to ensure the protection of information by eliminating access to information of any third party without the consent of the Disclosing Party and the proper use of information by workers of the Receiving Party without violating the non-disclosure that is in place at the Receiving Party and meets the standards established by Federal Laws «On Trade Secrets» dated 29.07.2004 № 98-FZ, «On Personal Data» dated 27 July 2006 152-FZ. A fact of information transfer is to certify by signing by the Parties of the Act of receipt and transfer of the Information (under the form in accordance with the appendix to the Agreement). The Agreement defines how to transfer information and conditions of the acceptance of measures by the Receiving Party to ensure the confidentiality and use of information that will be transferred to the Receiving Party by the Disclosing Party during the validity of the Agreement.

**Duration of the Agreement:**

The Agreement is concluded for a term of one year and shall enter into force upon signature. If one month before the expiry of the Agreement, neither party will require its termination, the Agreement is recognized to be extended on the same conditions and for the same term.

**Voting results:**

The member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

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

**Total:**

«FOR»	- «6»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 24: On approval of the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 3Q 2013».**

**Decision:**

To approve the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 3Q 2013» in accordance with Appendix # 15 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                    |             |
|------------------------------------|-------------|
| 1. Sergey Alexandrovich Arkhipov   | - «FOR»     |
| 2. Alexander Markovich Branis      | - «AGAINST» |
| 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        | - «AGAINST» |
| 9. Oxana Vladimirovna Shatokhina   | - «FOR»     |
| 10. Alexander Viktorovich Shevchuk | - «FOR»     |

**Total:**

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

**Decision is taken.**

**Item 25: On approval of adjusted annual and quarterly target values of key performance indicators of General Director and senior managers of the Company for 2013.**

**Decision:**

To approve the adjusted annual and quarterly target values of key performance indicators of IDGC of Centre for 2013 in accordance with Appendix # 16 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Sergey Alexandrovich Arkhipov   | - «FOR»       |
| 2. Alexander Markovich Branis      | - «AGAINST»   |
| 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        | - «AGAINST»   |
| 9. Oxana Vladimirovna Shatokhina   | - «FOR»       |
| 10. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 26: On approval of annual and quarterly target values of key performance indicators of General Director and senior managers of the Company for 2014.**

**Decision under option # 1:**

1. To approve the annual and quarterly target values of key performance indicators of

General Director and senior managers of the Company for 2014 in accordance with Appendix # 17 to this decision of the Board of Directors of the Company.

2. Target values of setpoints for priority projects of the investment program in the annual KPI «Efficiency of investment activity: Implementation of the schedule to commission capacity and plan for financing and capital investments, confirmed by work completion certificates (for the year)» are established by the date of completion of work (event) of the approved Milestone schedule for implementation of the investment project in accordance with the format of appendix № 3.1 to order of the Russian Ministry of Energy dated 24.03.2010 № 114 as part of the investment program of the Company.

**Voting results:**

- |   |             |
|---|-------------|
| 1. <b>Sergey Alexandrovich Arkhipov</b>   | - «FOR»     |
| 2. <b>Alexander Markovich Branis</b>      | - «AGAINST» |
| 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>        | - «AGAINST» |
| 9. <b>Oxana Vladimirovna Shatokhina</b>   | - «FOR»     |
| 10. <b>Alexander Viktorovich Shevchuk</b> | - «AGAINST» |

**Total:**

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

**Decision is taken.**

**Decision under option # 2:**

1. To defer consideration of the item at a later date.  
2. To finalize the item and report to the Board of Directors of the Company until January 31, 2014, taking into account the following proposals as well:

2.1. To make changes in the Methodology for target KPIs:

2.1.1. to establish when considering planned annual KPI values, especially while determining the amount of planned profit, the necessity to take into account retrospective values of the relevant parameters for the last 3 years (planned values of indicators are to be more effective than weighted average of the actual values from the previous 3 years prior the planning period, and for indicators, which were introduced later - for the previous period of 1 or 2 years);

2.1.2. to establish the necessity for relevant economic, financial and industrial (technical) justification of the proposed KPIs based on the approved tariff and balance decisions, Business Plan and Investment Program of the Company;

2.2. To make the following changes in the methodology of forming the KPIs:

2.2.1. KPI value «Net income» as a condition of awarding to determine in accordance with the approved business plan of the Company for the relevant period. It is necessary to proceed from the fact, that the current value  $> 0$  does not stimulate the efforts of the executive bodies of the Company to achieve positive results of financial and economic activities;

2.2.2. KPI «TSR, total shareholder return» to be transferred from the «indicative» indicators into the category of «determining the size of bonuses» as part of annual KPIs, weighing not less than 30% of the total annual bonuses;

2.2.3. To adjust the list and share of annual KPIs based on input of the TSR indicator: to move the indicators of quality of services, reliability, load of newly commissioned capacity to the quarterly KPIs based on the need to adjust the weights;

2.2.4. To consider the appropriateness of use of the performance indicator in the annual KPI «specific revenues (net of irregular components) per employee». In establishing the target value of the indicator to use the actual value of the previous year (if necessary, adjusted by the ratio of the target profit of the current year to the actual average revenue earnings for the previous 3 years);

2.2.5. To consider the appropriateness of making changes and additions to the methodology for calculating and assessing the KPI «Growth rate of controllable operating expenses in the period to the fact of the previous period» in accordance with the comments set out in Appendix # 18 to this decision of the Board of Directors of the Company;

2.2.6. To consider the appropriateness of establishing values of a series of economic and financial KPIs, including higher EBITDA (for indicators for which a positive effect is a lower value - much lower), than that calculated based on the approved business plan of the Company, to motivate the executive bodies of the Company to perform over and above targets.

**Voting results:**

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

**Total:**

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

**Decision is not taken.**

**Item 27: Termination of the powers of Corporate Secretary of IDGC of Centre and election of Corporate Secretary of IDGC of Centre.**

**Decision:**

1. To terminate the powers of Corporate Secretary of IDGC of Centre, Svetlana Vladimirovna Lapinskaya.

2. To elect Andrey Alexandrovich Varlamov – Chief Specialist of Corporate Events Office of Corporate Governance and Shareholder Relations Department of IDGC of Centre as Corporate Secretary of IDGC of Centre.

3. To authorize General Director of IDGC of Centre, Oleg Yuryevich Isaev, to define the terms and conditions and to sign on behalf of the Company an agreement with the person elected to the position of Corporate Secretary.

**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>      | - «ABSTAINED» |
| 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»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 28: On prior approval of the decision made by the Company of a transaction, involving**



the alienation of immovable property of IDGC of Centre, which constitutes the construction in progress that is not used for generation, transmission, dispatch and distribution of electrical and heat energy – an office building, located at the address: Russia, Kursk region, Kursk, Engels - Red Army street.

**Decision:**

To defer consideration of the item at a later date.

**Voting results:**

1. Sergey Alexandrovich Arkhipov - «FOR»
2. Alexander Markovich Branis - «FOR»
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 - «FOR»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

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

**Decision is taken.**

**Item 29: On approval of an internal document of the Company: Uniform Technical Policy in the Electric Grid.**

**Decision:**

To approve the Regulation of JSC “Russian Grids” on the Uniform Technical Policy in the Electric Grid as an internal document of the Company in accordance with Appendix # 19 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Sergey Alexandrovich Arkhipov - «FOR»
2. Alexander Markovich Branis - «AGAINST»
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 - «AGAINST»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 30: On coordination of candidates for the positions in the Executive Office of the Company, determined by the Board of Directors of the Company.**

**Decision:**

To agree upon the nomination of Roman Evgenyevich Stefanov for the position of Deputy General Director of IDGC of Centre – Bryanskenergo division director.

**Voting results:**

1. Sergey Alexandrovich Arkhipov - «FOR»
2. Alexander Markovich Branis - «ABSTAINED»

3. Valery Anatolyevich Goncharov - «FOR»
4. Sergey Alexandrovich Demin - «ABSTAINED»
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 - «ABSTAINED»

**Total:**

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

**Decision is taken.**

**Item 31: On approval of the adjusted Innovative Development Program of IDGC of Centre for 2013-2018.**

**Decision:**

To approve the adjusted Innovative Development Program of IDGC of Centre for 2013-2018 in accordance with Appendix # 20 to this decision of the Board of Directors of the Company.

**Voting results:**

1. Sergey Alexandrovich Arkhipov - «FOR»
2. Alexander Markovich Branis - «AGAINST»
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 - «AGAINST»
9. Oxana Vladimirovna Shatokhina - «FOR»
10. Alexander Viktorovich Shevchuk - «ABSTAINED»

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

**Decision is taken.**

**Appendices:**

1. The adjusted Activity Plan of the Board of Directors of the Company for 1H 2014 (Appendix # 1).
2. The report of General Director «On implementation of the assignment issued by the Board of Directors on 30.09.2013 (Minutes #23/13 of 03.10.2013) regarding item # 9, with amendments on 30.10.2013 (Minutes # 25/13 of 01.11.2013) regarding item # 4» (Appendix # 2).
3. The amendments to the Registry (program of sale) of non-core assets of the Company (Appendix # 3).
4. Amendment # 4 to agreement dated 02.12.2010 № 7700/00592/10/247-P to provide services for keeping the register of holders of registered securities of the Company with the Registrar of the Company (Appendix # 4).
5. The Program of insurance coverage of IDGC of Centre for 2014 (Appendix # 5).
6. The Private pension program for employees of the Company for 2014 (Appendix # 6).
7. The report of General Director of JSC «Energetik» «On the execution of the target values of key performance indicators in 3Q 2013» (Appendix # 7).
8. The report of General Director of JSC «Energetik» «On the execution of the Business plan of the Company in 3Q 2013 and following the results of 9 months of 2013» (Appendix # 8).
9. The target values of key performance indicators of JSC «Energetik» for 2014 (Appendix # 9).
10. The Business plan of JSC «Energetik» for 2014-2018 (Appendix # 10).
11. The report of Director of JSC «Yargorelectroset» «On the execution of the target values of key performance indicators in 3Q 2013» (Appendix # 11).
12. The report of Director of JSC «Yargorelectroset» «On the execution of the Business plan of the

- Company (including the Investment program) in 3Q 2013 and following the results of 9 months of 2013» (Appendices ## 12-13).
13. The Business plan of JSC “Yargorelectroset” for 2014-2018 (Appendix # 14).
  14. The report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 3Q 2013» (Appendix # 15).
  15. The adjusted annual and quarterly target values of key performance indicators of IDGC of Centre for 2013 (Appendix # 16).
  16. The annual and quarterly target values of key performance indicators of General Director and senior managers of the Company for 2014 (Appendix # 17).
  17. The proposal of the member of the Board of Directors of the Company, A.V. Shevchuk, to calculate and assess the KPI performance «Growth rate of controllable operating expenses in the period to the fact of the previous period» (Appendix # 18).
  18. The Regulation of JSC “Russian Grids” on the Uniform Technical Policy in the Electric Grid as an internal document of the Company (Appendix # 19).
  19. The adjusted Innovative Development Program of IDGC of Centre for 2013-2018 (Appendix # 20).

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

**S.A. Arkhipov**

**Corporate Secretary  
of IDGC of Centre**

**A.A. Varlamov**