

Statement of material fact

«On holding meeting of the Board of Directors of the issuer, as well as the separate decisions taken by the Board of Directors of the issuer»

Statement on insider information

«On the agenda of the meeting of the Board of Directors of the issuer, as well as the decisions taken by it»

1. General information

1.1. Full issuer's business name (for non-commercial organization – name)	Interregional Distribution Grid Company of Centre, Joint-Stock Company
1.2. Brief issuer's business name	IDGC of Centre, JSC
1.3. Issuer's location	127018, Moscow, Russia, 2nd Yamskaya, 4
1.4. Primary State Registration Number of the issuer	1046900099498
1.5. Tax payer number of the issuer	6901067107
1.6. Issuer's Unique code, assigned by registering authority	10214-A
1.7. Web page address used by the issuer for information disclosure	http://www.e-disclosure.ru/portal/company.aspx?id=7985 ; http://www.mrsk-1.ru/ru/information/

2. Contents of the statement

2.1. The quorum of the meeting of the Board of Directors and the voting results:

Total number of members of the Board of Directors: 11 persons. Participants of the meeting: 10 persons. The quorum for all the items is present. Voting results:

Item 1: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 2: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 3: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 4: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 5: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 6: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 7: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 8: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 9: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 10: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

Item 11.

11.1. «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

11.2. «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

11.3. «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

Item 12.

12.1. «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

12.2. «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

Item 13: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 14: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 15: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 16: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 2.

One member of the Board of Directors of the Company 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».

Item 17: «FOR» - 5; «AGAINST» - 0; «ABSTAINED» - 1.

One member of the Board of Directors of the Company 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», and also three members of the Board of Directors of the Company did not take part in the voting on this item, recognized as interested directors in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies».

Item 18: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 2.

One member of the Board of Directors of the Company 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».

Item 19: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

Item 20: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

Item 21: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

2.2. The content of the decisions taken by the Board of Directors of the issuer:

Item 1: On approval of the Activity Plan of the Board of Directors for 2014-2015.

Decision:

To approve the Activity Plan of the Board of Directors for 2014-2015 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

DECISION IS TAKEN.

Item 2: On the composition of the Audit Committee of the Board of Directors of IDGC of Centre.

Decision:

1. To approve the number of members of the Audit Committee of the Board of Directors of the Company – 5 persons.

2. To elect the following personnel of the Audit Committee of the Board of Directors of the Company:

№	Full name	Job title
1.	Oxana Vladimirovna Shatokhina	Deputy General Director for Economy of JSC «Russian Grids»
2.	Yury Nikolayevich Mangarov	Adviser of JSC «Russian Grids»
3.	Vladimir Vladimirovich Sofyin	Director of Technology Development and Innovation Department of JSC «Russian Grids»
4.	Roman Alexeevich Filkin	Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Co-Director, power engineering, machine building
5.	Denis Viktorovich Kulikov	Adviser to Executive Director of Association for Protection of rights of investors

3. To elect Oxana Vladimirovna Shatokhina as the Chairperson of the Audit Committee of the Board of Directors of the Company.

DECISION IS TAKEN.

Item 3: On the composition of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre.

Decision:

1. To define the number of members of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre - 5 persons.

2. To elect the following personnel of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre:

№	Full name	Job title
1.	Yury Nikolayevich Mangarov	Adviser of JSC «Russian Grids»
2.	Maria Valeryevna Lazareva	Director of Expert-Analytical Department of JSC «Russian Grids»
3.	Natalia Ilyinichna Erpsher	Head of Organizational Development Office of Personnel Policy and Organizational Development Department of JSC «Russian Grids»
4.	Denis Viktorovich Kulikov	Adviser to Executive Director of Association for Protection of rights of investors
5.	Roman Alexeevich Filkin	Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Co-Director, power engineering, machine building

3. To elect Yury Nikolayevich Mangarov as the Chairperson of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre.

DECISION IS TAKEN.

Item 4: On the composition of the Strategy and Development Committee of the Board of Directors of IDGC of Centre.

Decision:

1. To define the number of members of the Strategy and Development Committee of the Board of Directors of the Company – 13 persons.

2. To elect the following personnel of the Strategy and Development Committee of the Board of Directors of the Company:

№	Full name	Job title
1.	Elena Viktorovna Bogach	Chief of Strategic Planning Office of JSC «Russian Grids»
2.	Maxim Mikhailovich Saukh	Head of Corporate Governance Office of JSC «Russian Grids»
3.	Sergey Vasilyevich Podlutsky	Head of Summary Planning and Reporting Office of JSC «Russian Grids»
4.	Sergey Yuryevich Lebedev	Director of Strategic Development Department of JSC «Russian Grids»

5.	Yury Nikolayevich Pankstyanov	Director of Tariff Policy Department of JSC «Russian Grids»
6.	Valery Ivanovich Isaev	Head of Finance Office of Corporate Finance Department of JSC «Russian Grids»
7.	Yury Alexandrovich Savvin	Deputy Head of Economics of SDC Office of Economic Planning and Budgeting Department of JSC «Russian Grids»
8.	Sergey Yuryevich Rummyantsev	Deputy General Director for Economy and Finance of IDGC of Centre
9.	Roman Alexeevich Filkin	Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Co-Director, power engineering, machine building
10.	Alexey Nikolayevich Zharikov	Director of Department for Corporate Policy and Work with Shareholders of JSC «Elektrotsentraladka»
11.	Alexander Viktorovich Shevchuk	Executive Director of Association for Protection of rights of investors
12.	Andrey Vitalyevich Gritsenko	General Director of ZAO Capital Asset Management
13.	Sergey Vsevolodovich Belevantsev	Adviser to Chair of the Management Board of JSCB «Derzhava»

3. To elect Yury Nikolayevich Pankstyanov as the Chairperson of the Strategy and Development Committee of the Board of Directors of the Company.

DECISION IS TAKEN.

Item 5: On the composition of the Reliability Committee of the Board of Directors of IDGC of Centre.

Decision:

1. To define the number of members of the Reliability Committee of the Board of Directors of the Company – 6 persons.

2. To elect the following personnel of the Reliability Committee of the Board of Directors of the Company:

№	Full name	Job title
1.	Olga Valentinovna Zuikova	Head of Production Safety Office of JSC «Russian Grids»
2.	Sergey Viktorovich Ivanov	Chief Expert of Assets Health Analysis Office of JSC «Russian Grids»
3.	Andrey Vitalyevich Gritsenko	General Director of ZAO Capital Asset Management
4.	Alexander Viktorovich Pilyugin	Deputy General Director for Technical Issues – Chief Engineer of IDGC of Centre
5.	Igor Georgiyevich Polovnev	Financial Director of Nonprofit Association for Protection of rights of investors
6.	Sergey Yuryevich Rummyantsev	Deputy General Director for Economy and Finance of IDGC of Centre

3. To elect Olga Valentinovna Zuikova as the Chairperson of the Reliability Committee of the Board of Directors of the Company.

DECISION IS TAKEN.

Item 6: On the composition of the Grid Connection Committee of the Board of Directors of IDGC of Centre.

Decision:

1. To define the number of members of the Grid Connection Committee of the Board of Directors of the Company – 6 persons.

2. To elect the following personnel of the Grid Connection Committee of the Board of Directors of the Company:

1.	Alina Khandadashevna Akhmedova	Legal Director of IDGC of Centre
2.	Denis Viktorovich Kulikov	Adviser to Executive Director of Association for Protection of rights of investors
3.	Yury Vladimirovich Minchenko	Deputy General Director for Corporate Governance of IDGC of Centre
4.	Igor Georgiyevich Polovnev	Financial Director of Nonprofit Association for Protection of rights of investors
5.	Irina Borisovna Masaleva	Director of Perspective Development of the Grid and Grid Connection Department of JSC «Russian Grids»
6.	Evgeniya Valeryevna Kabanova	Head of Electricity Delivery Department of IDGC of Centre

3. To elect Denis Viktorovich Kulikov as the Chairperson of the Grid Connection Committee of the Board of Directors of the Company.

DECISION IS TAKEN.

Item 7: On the budget approval of the Reliability Committee, the Personnel and Remuneration Committee, the Strategy and Development Committee, the Grid Connection Committee of the Board of Directors of IDGC of Centre for 2H 2014.

Decision:

1. To approve the budget of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre for 2H 2014 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. To approve the budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre for 2H 2014 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
3. To approve the budget of the Reliability Committee of the Board of Directors of IDGC of Centre for 2H 2014 in accordance with Appendix # 4 to this decision of the Board of Directors.
4. To approve the budget of the Grid Connection Committee of the Board of Directors of IDGC of Centre for 2H 2014 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

DECISION IS TAKEN.

Item 8: On coordination of holding positions in the governing bodies of other organizations by a member of the Management Board of the Company.

Decision:

To approve holding the position in the Board of Directors of JSC "Yargorelectroset" by the member of the Management Board of IDGC of Centre Sergey Yuryevich Rumyantsev.

DECISION IS TAKEN.

Item 9: On determining the amount of payment for the services of the Company's auditor to audit accounting (financial) statements for 2014 prepared under RAS, and to audit consolidated financial statements for 2014 prepared under IFRS.

Decision:

To determine the price of the contract for audit services by the external auditor on the audit of the accounting (financial) statements for 2014, prepared in accordance with RAS, and the audit of consolidated financial statements, prepared under IFRS, being concluded between the Company and Ernst & Young LLC, in the amount of 4 732 788, 77 RUB, including VAT.

DECISION IS TAKEN.

Item 10: On amendment to item 2.1. of the decision of the Board of Directors of the Company dated 31.08.2011 (Minutes # 19/11 of 02.09.2011), regarding item #21 «On the priority areas of the Company's activity: provision by the Company of a specified level of reliability and quality of services provided in accordance with the regulations».

Decision:

To amend item 2.1. of the decision of the Board of Directors of the Company dated 31.08.2011 (Minutes # 19/11 of 02.09.2011), regarding item #21 «On the priority areas of the Company's activity: provision by the Company of a specified level of reliability and quality of services provided in accordance with the regulations», reading as follows:

«2.1. To submit to the Company's Board of Directors information on indicators of the level of reliability and quality of services provided by all branches of the Company, subject to tariff rate regulation based on long-term regulation of activities, over the past fiscal year (settlement period of tariff regulation) in a format according to Appendix #16 to this decision of the Board of Directors of the Company, each year not later than April 1 of the year following the reporting one».

DECISION IS TAKEN.

Item 11: On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC "Energetik":

11.1. On approval of the report of General Director of the Company «On execution of the target values of key performance indicators in 1Q 2014».

11.2. On approval of the report of General Director of the Company «On execution of the Business Plan of the Company in 1Q 2014».

11.3. Election of General Director of JSC "Energetik".

Decision:

11.1. To instruct representatives of IDGC of Centre at the meeting of the Board of Directors of JSC "Energetik" regarding the item «On execution of the target values of key performance indicators in 1Q 2014» to vote «FOR»: *«To approve the report of General Director of the Company «On execution of the target values of key performance indicators in 1Q 2014» in accordance with Appendix # 6 to this decision of the Board of Directors».*

DECISION IS TAKEN.

11.2. To instruct representatives of IDGC of Centre at the meeting of the Board of Directors of JSC "Energetik" regarding the item «On execution of the Business Plan of the Company in 1Q 2014» to vote «FOR»: *«To approve the report of General Director of the Company «On execution of the Business Plan of the Company in 1Q 2014» in accordance with Appendix # 7 to this decision of the Board of Directors».*

DECISION IS TAKEN.

11.3. To instruct representatives of IDGC of Centre at the meeting of the Board of Directors of JSC "Energetik"

regarding the item «Election of General Director of JSC “Energetik” to vote «FOR»:

«1. To elect Alla Vyacheslavovna Zaichenko as General Director of the Company for a term of one year.

2. To authorize Oleg Yuryevich Isaev, General Director of IDGC of Centre, to carry out on behalf of JSC "Energetik" the rights and obligations of the employer in respect of General Director of JSC "Energetik" Alla Vyacheslavovna Zaichenko, including to determine the terms and conditions of an employment contract with General Director of JSC "Energetik" and sign the employment contract, amendments thereto and agreements related to termination of the employment contract».

DECISION IS TAKEN.

Item 12: On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC “Yargorelectroset”:

12.1. On approval of the report of Director of the Company «On execution of the target values of key performance indicators in 1Q 2014».

12.2. On approval of the report of Director of the Company «On execution of the Business Plan (including the Investment Program) of the Company in 1Q 2014».

Decision:

12.1. To instruct representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Yargorelectroset” regarding the item «On execution of the target values of key performance indicators in 1Q 2014» to vote «FOR»:

«To approve the report of Director of the Company «On execution of the target values of key performance indicators in 1Q 2014» in accordance with Appendix # 8 to this decision of the Board of Directors».

DECISION IS TAKEN.

12.2. To instruct representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Yargorelectroset” regarding the item «On execution of the Business Plan (including the Investment Program) of the Company in 1Q 2014» to vote «FOR»:

«1. To approve the report of Director of the Company «On execution of the Business Plan (including the Investment Program) of the Company in 1Q 2014» in accordance with Appendix # 9 to this decision of the Board of Directors».

2. To mark the failure to perform the indicator "Net profit (loss)" in the 1st quarter of 2014 (15 188 thous. RUB as planned, 9 483 thous. RUB as performed)».

DECISION IS TAKEN.

Item 13: On consideration of the report of General Director of the Company «On the progress and results of the activities included in the List of energy service projects».

Decision:

1. To take into consideration the report of General Director of the Company «On the progress and results of the activities included in the List of energy service projects» in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company to submit at a meeting of the Board of Directors a report on the progress and results of the activities included in the List of energy service projects for 2014.

Deadline: 15 February 2015.

DECISION IS TAKEN.

Item 14: On amendment of the Registry of non-core assets of IDGC of Centre.

Decision:

To amend the Registry of non-core assets of the Company in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.

DECISION IS TAKEN.

Item 15: On approval of the Program to eliminate traumatic injury hazards in operation of electrical equipment, used machinery and devices in IDGC of Centre for the period 2014-2017.

Decision:

To defer consideration of the item at a later date.

DECISION IS TAKEN.

Item 16: On approval of an agreement for repair of electric grid equipment and operational management, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction.

Decision:

1. To determine that the cost of work under the agreement for repair of electric grid equipment and operational management, concluded between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC», which is a related party transaction, consists of the cost of work actually performed according to requests from the Customer and acts of acceptance of the work signed by both parties and should not exceed 100 000,00 (One hundred thousand) rubles 00 kopecks per month.

The cost of work performed under the Agreement is determined in accordance with Appendix # 4 to the Agreement.

2. To approve the agreement for repair of electric grid equipment and operational management, 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: The Contractor undertakes in the period from the date of signing the agreement until «31» December 2014 to perform the work (Appendix # 2 to the Agreement), related with emergency – restoration repair of electric grid equipment and operational - technical management under requests from the Customer (Appendix # 6 to the Agreement), using his own material (or without material) at facilities (Appendix # 1 to the Agreement), which are property of the Customer.

At performance of work under the agreement the requirements of Appendix # 5 to the Agreement must be followed (Memo to the user that owns the existing electrical installations up to 220 kV).

Repair of electric grid equipment is a complex of organizational and technical measures to restore the function of faulty equipment with repair and includes:

- a travel to the location of the electric grid equipment of the Customer;
- execution of works on the identification and removal of faults in the electric grid equipment with replacement of equipment components that have got out of order (Appendix # 1 to the Agreement).

Operational - technical management includes:

- operational management of switching;
- operational management of emergency response;
- review and approval of operational requests.

Price of the Agreement:

The total cost of the agreement consists in the cost of work actually performed according to requests from the Customer and acts of acceptance of the work signed by both parties and should not exceed 118 000,00 (One hundred and eighteen thousand) rubles 00 kopecks per month, including VAT – 18 000,00 (Eighteen thousand) rubles 00 kopecks. The cost of work performed under the Agreement is determined in accordance with Appendix # 4 to the Agreement.

Duration of the Agreement:

The Agreement shall enter into force from the date of its signature till «31» December 2014.

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 same term and on the same conditions.

DECISION IS TAKEN.

Item 17: On approval of an agreement to perform emergency and restoration and repair work, concluded between IDGC of Centre and IDGC of North-West, which is a related party transaction.

Decision:

1. To determine that the agreement to perform emergency and restoration work, concluded between IDGC of Centre and IDGC of North-West, is a purchase from a sole contractor.

2. To determine that the cost of work under the agreement to perform emergency and restoration and repair work, concluded between IDGC of Centre and IDGC of North-West, which is a related party transaction, in accordance with the scope of work specified in the summary calculation of the cost of work and local estimates (Appendix # 1 to the Agreement), in the amount of 1 620 853,93 rubles (One million six hundred twenty thousand eight hundred fifty-three rubles) and 93 kopecks.

3. To approve the agreement to perform emergency and restoration work, concluded between IDGC of Centre and IDGC of North-West, which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

Customer – IDGC of Centre

Contractor - IDGC of North-West

Scope of the Agreement:

The Contractor shall perform the work in the aftermath of accidents at electric power facilities of the Customer, caused by damage to equipment as a result of natural disasters (emergency and restoration and repair work), and pass the results to the Customer. Electric power facilities of the Customer (hereinafter – the Facilities) are located on the territory of branches of the Customer – «Kostromaenergo» and «Yarenergo». The complete list of the Facilities, as well as a list, types, content and scope of work performed by the Contractor, were determined by the parties in the Summary calculation of the cost of work and local estimates (Appendix #1 to the Agreement).

Price of the Agreement and the settlement procedure:

The cost of work performed by the Contractor in accordance with the scope of work, specified in the summary calculation of the cost of work and local estimates (Appendix #1 to the Agreement), is 1 912 607,64 (One million nine hundred twelve thousand six hundred and seven) rubles 64 kopecks, including VAT (18%) 291 753,71 (Two hundred ninety-one thousand seven hundred fifty-three) rubles 71 kopecks.

The Customer shall make payment for emergency and restoration and repair work performed by the Contractor on the basis of the actual amount of work performed in accordance with the actual estimates, approved by the Customer after the final determination of the amount of work performed, within 5 (five) working days from the date of signing by the parties of the Act of Acceptance of the work performed.

Turnaround time:

Start of the work performance under the Agreement - 26 November 2013.

Completion of the work performance under the Agreement - 03 December 2013.

Duration of the Agreement:

The Agreement shall enter into force upon signature by both Parties and shall be valid until the Parties fulfill their obligations undertaken. This Agreement shall apply to the relations between the parties actually occurred since 26 November 2013.

DECISION IS TAKEN.

Item 18: On approval of an educational services agreement, concluded between IDGC of Centre (IDGC of Centre - Bryanskenergo division) and Federal State Budget Institution of Higher Education "National Research University "MPEI" (a branch of "National Research University "MPEI" in Smolensk), which is a related party transaction.

Decision:

«1. To determine that the cost of services under the educational services agreement, concluded between IDGC of Centre (IDGC of Centre - Bryanskenergo division) and Federal State Budget Institution of Higher Education "National Research University "MPEI" (a branch in Smolensk) as follows:

- 1 250,00 (One thousand two hundred and fifty) rubles 00 kopecks - cost of training per employee per month for the educational program of professional retraining "Electric power systems and grids" of 18 months (544 hours). Over the entire training course of 18 months – 22 500,00 (Twenty two thousand five hundred) rubles 00 kopecks for one trainee. Not subject to VAT.

- 12 800,00 (Twelve thousand eight hundred) rubles 00 kopecks – cost of training per employee on the training program lasting 72 hours. Not subject to VAT.

- 30 000,00 (Thirty thousand) rubles 00 kopecks – cost of training per year per employee for higher education. Not subject to VAT.

Total cost of services under the agreement shall not exceed:

- in 2014 - 380 000,00 (Three hundred eighty thousand) rubles 00 kopecks;

- in 2015 – 500 000,00 (Five hundred thousand) rubles 00 kopecks;

- in 2016 – 500 000,00 (Five hundred thousand) rubles 00 kopecks.

2. To approve the educational services agreement, concluded between IDGC of Centre (IDGC of Centre - Bryanskenergo division) and Federal State Budget Institution of Higher Education "National Research University "MPEI" (a branch in Smolensk) (hereinafter - the Agreement), which is a related party transaction, in accordance with Appendix # 12 to this decision on the following essential conditions:

Parties of the Agreement:

«Customer» - IDGC of Centre (IDGC of Centre - Bryanskenergo division)

«Contractor» - Federal State Budget Institution of Higher Education "National Research University "MPEI" (a branch in Smolensk).

Scope of the Agreement: The Contractor shall, upon instructions of the Customer, based on requests of the Customer, provide the services specified in the Agreement, and the Customer shall pay for these services.

Price of the Agreement:

The cost of educational services to improve the skills, retraining and higher education in accordance with the calculation of the cost of services (Appendix 4 to the Agreement) is:

- 1 250,00 (One thousand two hundred and fifty) rubles 00 kopecks - cost of training per employee per month for the educational program of professional retraining "Electric power systems and grids" of 18 months (544 hours). Over the entire training course of 18 months – 22 500,00 (Twenty two thousand five hundred) rubles 00 kopecks for one trainee. Not subject to VAT.

- 12 800,00 (Twelve thousand eight hundred) rubles 00 kopecks – cost of training per employee on the training program lasting 72 hours. Not subject to VAT.

- 30 000,00 (Thirty thousand) rubles 00 kopecks – cost of training per year per employee for higher education. Not subject to VAT.

Total cost of services under the agreement shall not exceed:

- in 2014 - 380 000,00 (Three hundred eighty thousand) rubles 00 kopecks;

- in 2015 – 500 000,00 (Five hundred thousand) rubles 00 kopecks;

- in 2016 – 500 000,00 (Five hundred thousand) rubles 00 kopecks.

Term and location of the services provision:

From 01.08.2014 to 31.12.2016.

The location of the services provision: city of Smolensk, a branch of MPEI in Smolensk.

Duration of the Agreement:

The Agreement shall enter into force upon signature by both parties and is valid until 31.12.2016. The Agreement shall apply to the relations between the parties actually occurred since 01.08.2014».

DECISION IS TAKEN.

Item 19: On approval of internal documents of the Company - the Regulation on the Personnel and Remuneration Committee of the Board of Directors of the Company in a new edition.

Decision:

To approve the Regulation on the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre in a new edition in accordance with Appendix # 13 to this decision.

DECISION IS TAKEN.

Item 20: On approval of internal documents of the Company - the Regulation on the Reliability Committee of the Board of Directors of the Company in a new edition.

Decision:

To approve the Regulation on the Reliability Committee of the Board of Directors of IDGC of Centre in a new edition in accordance with Appendix # 14 to this decision of the Board of Directors of the Company.

DECISION IS TAKEN.

Item 21: On updating the calculation procedure of the limit of borrowing cost parameters.

Decision:

1. To approve the calculation procedure of the limit of borrowing cost parameters in accordance with Appendix # 15 to this decision of the Board of Directors of the Company.
2. To determine that the amount of borrowing cost parameters includes interest payments, all fees, consulting and other expenses to attract and/or arrange financing.

DECISION IS TAKEN.

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **31.07.2014.**

2.4. Date of drawing up and number of minutes of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **Minutes # 17/14 of 01.08.2014.**

3. Signature

3.1. Director of Corporate Governance –
Head of corporate governance and interaction
with shareholders Department, acting under
power of attorney # D-CA/32 of 22.01.2014

(signature)

O.A. Kharchenko

Stamp here.

3.2. Date «01» August 2014.