



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

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

## MINUTES

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

«14» March 2014

Moscow

No. 06/14

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

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

Time of the meeting: **10 hours 20 minutes – 11 hours 20 minutes.**

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

Participants of the meeting: **S.A. Arkhipov, S.A. Demin, O.Y. Isaev, A.V. Molsky, M.M. Saikh, A.V. Shevchuk.**

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

Members who neither participated nor provided questionnaires: **A.M. Branis, R.A. Filkin.**

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: **17.03.2014.**

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

### **The following invited persons were present:**

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

S.P. Karpenko – Deputy General Director to Work with Government Agencies and Anti-corruption Activities of IDGC of Centre

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

Y.V. Minchenko – Deputy General Director for Corporate Governance of IDGC of Centre

A.V. Pilyugin – Deputy General Director for Technical Issues – Chief Engineer of IDGC of Centre

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

D.V. Sklyarov – Acting Deputy General Director for Logistics and Procurement of IDGC of Centre, Head of Investment Department

V.N. Startsun – Deputy General Director for Security of IDGC of Centre

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

Y.E. Tolmachev – Head of Legal Groundwork Department of IDGC of Centre.

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

## **AGENDA:**

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

### **Item 1. On approval of the adjusted Business plan of the Company, including the Investment program, for 2014 and outlook for 2015-2018.**

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

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

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

In discussing the report / co-report the questions were received from **S.A. Arkhipov, S.A. Demin, A.V. Molsky, M.M. Saukh, A.V. Shevchuk.**

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

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

#### **Decision:**

1. To approve the adjusted Business plan of the Company, including the Investment program, for 2014 and take into consideration the look-ahead indicators for the period of 2015-2018 in accordance with Appendix # 1, 2 to this decision of the Board of Directors of the Company.

2. To approve the draft of the adjusted Investment program of the Company for 2014-2019 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

3. To instruct General Director of the Company:

3.1. To ensure approval of the adjusted Investment program of the Company for 2014-2019 by the authorized body of executive power in time, as prescribed by the RF Government Resolution № 977 dated 01.12.2009.

3.2. To provide a report on the implementation of paragraph 3.1. of this decision to the Board of Directors of the Company within 30 calendar days after approval of the adjusted Investment program of the Company for 2014-2019 in accordance with the requirements of the RF Government Resolution № 977 dated 01.12.2009.

3.3. To submit for consideration by the Board of Directors of the Company adjustment of the Business plan, including the Investment program, for 2014 and look-ahead indicators for the period of 2015-2018, in the presence of deviations from the approved parameters of the Business plan, after approval of the Investment program, in accordance with the requirements of the RF Government Resolution № 977 dated 01.12.2009, within 30 calendar days.

3.4. To ensure execution of targets set by the adjusted Business plan of the Company in terms of the dynamics of loan debt, the debt position compliance with the limits and performance of the established financial covenants (Current Ratio and Debt/EBITDA).

#### **Voting results at the meeting:**

- |  |               |
|--|---------------|
| 1. <b>Sergey Alexandrovich Arkhipov</b>  | - «FOR»       |
| 2. <b>Sergey Alexandrovich Demin</b>     | - «FOR»       |
| 3. <b>Oleg Yuryevich Isaev</b>           | - «FOR»       |
| 4. <b>Alexey Valeryevich Molsky</b>      | - «FOR»       |
| 5. <b>Maxim Mikhailovich Saukh</b>       | - «FOR»       |
| 6. <b>Alexander Viktorovich Shevchuk</b> | - «ABSTAINED» |

**Voting results by filling in the questionnaires:**

7. Valery Anatolyevich Goncharov - «FOR»  
8. Madina Valeryevna Kaloeva - «ABSTAINED»  
9. Oxana Vladimirovna Shatokhina - «FOR»

**Total:**

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

**Decision is taken.**

In accordance with the Regulations on the procedure for convening and holding meetings of the Board of Directors of the Company while holding a meeting in person the Corporate Secretary of the Company, A.A. Varlamov, presented a report on the implementation of decisions of the Board of Directors, taken at previous meetings of the Board of Directors of the Company (from 01.01.2014 to 10.03.2014).

The agenda of the meeting of the Board of Directors of IDGC of Centre on 14.03.2014 was exhausted.

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

**Appendices:**

1. The adjusted Business plan of the Company for 2014, and outlook for 2015-2018 (Appendix # 1-2).
2. The draft of the adjusted Investment program of the Company for 2014-2019 (Appendix # 3).

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

**S.A. Arkhipov**

**Corporate Secretary  
of IDGC of Centre**

**A.A. Varlamov**