

MINUTES

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

«30» January 2014

Moscow

No. 01/14

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, M.V. Kaloeva, A.V. Molsky, O.Y. Isaev, M.M. Saukh, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.**

Members who did not provide questionnaires: **none.**

The quorum is **present.**

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

Date of the minutes: **03.02.2014.**

AGENDA:

1. On the budget approval of the Committee for Audit, the Reliability Committee, the Committee for Personnel and Remuneration, the Strategy and Development Committee, the Committee for grid connection to power grids under the Board of Directors of IDGC of Centre for 1H 2014.

2. On approval of the target values of Cash Flow of the Company for 1Q 2014.

3. On approval of the Action Plan of the Company to implement the Strategy of the Company in the area of information technology, automation and telecommunications up to 2016.

4. On approval of the Program to reduce risk of occurrence of injuries of IDGC of Centre for 2014.

5. On approval of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2014.

6. On approval of the Program for the implementation of environmental policy of IDGC of Centre for 2014-2019.

7. On approval of the Program of energy saving and energy efficiency of IDGC of Centre for 2014 – 2019.

8. On approval of the Standard «Performance of a public technological and price audit of investment projects of IDGC of Centre».

9. 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.

10. On approval of server equipment supply agreement for the needs of IDGC of Centre (Belgorodenergo division) concluded between IDGC of Centre (Belgorodenergo division) and IT Energy, which is a related party transaction.

11. On consideration of the report of General Director of the Company «Cost certification and structure of the work on the development of automated process control and telecommunications systems within the targeted development programs for automated process control systems».

12. On approval of an amendment to agreement to provide treasury services

№7700/00047/11/1791 dated from 18.04.2011, concluded between IDGC of Centre and JSC “Yargorelectroset”, which is a related party transaction.

13. On approval of an amendment to agreement to provide treasury services №7700/00333/13 dated from 28.05.2011, concluded between IDGC of Centre and JSC “Energy Service Company”, which is a related party transaction.

14. On approval of terms and conditions of agreements with specialists (experts) attracted by the Audit Commission of IDGC of Centre.

15. On execution of activities by IDGC of Centre of the "Road map to improve access to energy infrastructure", approved by Resolution of the Russian Federation Government dated 30.06.2012 № 1144-p, including performance of grid connection contracts.

Item 1. On the budget approval of the Committee for Audit, the Reliability Committee, the Committee for Personnel and Remuneration, the Strategy and Development Committee, the Committee for grid connection to power grids under the Board of Directors of IDGC of Centre for 1H 2014.

Decision:

1. To approve the budget of the Committee for Audit of the Board of Directors of IDGC of Centre for 1H 2014 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

2. To approve the budget of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for 1H 2014 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

3. To approve the budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre for 1H 2014 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

4. To approve the budget of the Reliability Committee of the Board of Directors of IDGC of Centre for 1H 2014 in accordance with Appendix # 4 to this decision of the Board of Directors.

5. To approve the budget of the Committee for grid connection to power grids under the Board of Directors of IDGC of Centre for 1H 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 | - «FOR» |
| 3. Valery Anatolyevich Goncharov | - «FOR» |
| 4. Sergey Alexandrovich Demin | - «FOR» |
| 5. Oleg Yuryevich Isaev | - «FOR» |
| 6. Madina Valeryevna Kaloeva | - «FOR» |
| 7. Alexey Valeryevich Molsky | - «FOR» |
| 8. Maxim Mikhailovich Saukh | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2. On approval of the target values of Cash Flow of the Company for 1Q 2014.

Decision:

1. To approve the following target values of Cash Flow of the Company for 1Q 2014:

thousand RUB

Name	Services for the operation and development of the distribution grid complex	Dividends (net of tax)
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January	32 669	0
February	32 669	0
March	32 669	0

2. To assign General Director of the Company:

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

- no later than 1 (One) day from the date of approval of the Cash Flow to send the document to members 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. **Madina Valeryevna Kaloeva** - «FOR»
7. **Alexey Valeryevich Molsky** - «FOR»
8. **Maxim Mikhailovich Saukh** - «FOR»
9. **Roman Alexeyevich Filkin** - «AGAINST»
10. **Oxana Vladimirovna Shatokhina** - «FOR»
11. **Alexander Viktorovich Shevchuk** - «ABSTAINED»

Total:

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

Decision is taken.

Item 3. On approval of the Action Plan of the Company to implement the Strategy of the Company in the area of information technology, automation and telecommunications up to 2016.

Decision:

1. To defer consideration of the item at a later date.

2. To assign General Director of the Company:

2.1. No later than 16 June 2014 to ensure the consideration of the item by the Board of Directors of the Company «On amendment of the Strategy of the Company in the area of information technology, automation and telecommunications up to 2016 in terms of updating the road map», containing the Action Plan to implement the ICT Strategy, synchronized with the updated road map to implement the ICT Strategy with included achievable performance indicators.

2.2. No later than 31 July 2014 to ensure the consideration of the item by the Board of Directors of the Company «On approval of the Action Plan of the Company to implement the Strategy of the Company in the area of information technology, automation and telecommunications up to 2016», containing the Action Plan to implement the ICT Strategy, synchronized with the updated road map to implement the ICT Strategy.

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. **Madina Valeryevna Kaloeva** - «FOR»
7. **Alexey Valeryevich Molsky** - «FOR»
8. **Maxim Mikhailovich Saukh** - «FOR»
9. **Roman Alexeyevich Filkin** - «FOR»
10. **Oxana Vladimirovna Shatokhina** - «FOR»
11. **Alexander Viktorovich Shevchuk** - «ABSTAINED»

Total:

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

Decision is taken.**Item 4. On approval of the Program to reduce risk of occurrence of injuries of IDGC of Centre for 2014.****Decision:**

To approve the Program to reduce risk of occurrence of injuries of IDGC of Centre 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** - «ABSTAINED»
3. **Valery Anatolyevich Goncharov** - «FOR»
4. **Sergey Alexandrovich Demin** - «FOR»
5. **Oleg Yuryevich Isaev** - «FOR»
6. **Madina Valeryevna Kaloeva** - «FOR»
7. **Alexey Valeryevich Molsky** - «FOR»
8. **Maxim Mikhailovich Saukh** - «FOR»
9. **Roman Alexeyevich Filkin** - «ABSTAINED»
10. **Oxana Vladimirovna Shatokhina** - «FOR»
11. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.**Item 5. On approval of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2014.****Decision:**

To approve the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2014 in accordance with Appendix # 7 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. **Madina Valeryevna Kaloeva** - «FOR»
7. **Alexey Valeryevich Molsky** - «FOR»
8. **Maxim Mikhailovich Saukh** - «FOR»
9. **Roman Alexeyevich Filkin** - «ABSTAINED»
10. **Oxana Vladimirovna Shatokhina** - «FOR»
11. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.**Item 6. On approval of the Program for the implementation of environmental policy of IDGC of Centre for 2014-2019.****Decision:**

To approve the Program for the implementation of environmental policy of IDGC of Centre for 2014-2019 in accordance with Appendix # 8 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. **Madina Valeryevna Kaloeva** - «FOR»
7. **Alexey Valeryevich Molsky** - «FOR»
8. **Maxim Mikhailovich Saukh** - «FOR»
9. **Roman Alexeyevich Filkin** - «ABSTAINED»
10. **Oxana Vladimirovna Shatokhina** - «FOR»
11. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 7. On approval of the Program of energy saving and energy efficiency of IDGC of Centre for 2014 – 2019.

Decision:

1. To approve the Program of energy saving and energy efficiency of IDGC of Centre for 2014 – 2019 in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

2. To assign General Director of the Company within 30 days after the approval of the investment program of IDGC of Centre for the period of 2014-2018, in accordance with the Russian Federation legislation, to submit for consideration by the Board of Directors of the Company of the adjusted Program of energy saving and energy efficiency of IDGC of Centre for 2014 – 2019.

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. **Madina Valeryevna Kaloeva** - «FOR»
7. **Alexey Valeryevich Molsky** - «FOR»
8. **Maxim Mikhailovich Saukh** - «FOR»
9. **Roman Alexeyevich Filkin** - «ABSTAINED»
10. **Oxana Vladimirovna Shatokhina** - «FOR»
11. **Alexander Viktorovich Shevchuk** - «ABSTAINED»

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 8. On approval of the Standard «Performance of a public technological and price audit of investment projects of IDGC of Centre».

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. **Madina Valeryevna Kaloeva** - «FOR»
7. **Alexey Valeryevich Molsky** - «FOR»
8. **Maxim Mikhailovich Saukh** - «FOR»
9. **Roman Alexeyevich Filkin** - «FOR»
10. **Oxana Vladimirovna Shatokhina** - «FOR»
11. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 9. 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 approve the decision made by the Company of a transaction, involving the alienation of immovable property, 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, on the following essential conditions:

- the alienated property: a construction in progress – an office building, located at the address: Russia, Kursk region, Kursk, Engels – Red Army street, asset identification number: 33593, 46:29:102251:0025:38:401:002:000335930, 38:401:002:000335930, Letter: A, cadastral number: 46:29:102241:349;
- the book (depreciated) value of the alienated asset as of 30.06.2013 is 219 238 046 (Two hundred and nineteen million two hundred thirty-eight thousand and forty-six) rubles 87 kopecks;
- the way of alienation of the property: bidding in an open auction for membership;
- the initial price of the auction is 279 070 000 (Two hundred seventy-nine million seventy thousand) rubles 00 kopecks (with VAT) and was determined based on the Report № H-15810/13, prepared by the independent appraiser LLC «LAIR»;
- the order (term) of payment for the property: before the transfer of ownership of the property within 14 (fourteen) business days from the date of signing the buy and sell agreement for the property by the Parties the Buyer transfers the monetary funds to the settlement account of the Seller.

Voting results:

1. **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. **Madina Valeryevna Kaloeva** - «AGAINST»
7. **Alexey Valeryevich Molsky** - «FOR»
8. **Maxim Mikhailovich Saukh** - «FOR»
9. **Roman Alexeyevich Filkin** - «ABSTAINED»
10. **Oxana Vladimirovna Shatokhina** - «FOR»
11. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

«FOR»	- «8»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

Decision is taken.

Item 10. On approval of server equipment supply agreement for the needs of IDGC of Centre (Belgorodenergo division) concluded between IDGC of Centre (Belgorodenergo division) and IT Energy, which is a related party transaction.

Decision:

1. To determine the price of the server equipment supply agreement for the needs of IDGC of Centre (Belgorodenergo division) concluded between IDGC of Centre (Belgorodenergo division) and IT Energy, which is a related party transaction, in the amount of 4 229 828 (Four million two hundred twenty-nine thousand eight hundred twenty-eight) rubles, including VAT (18 percent) 645 228 (Six hundred forty-five thousand two hundred twenty-eight) rubles.

2. To approve the server equipment supply agreement for the needs of IDGC of Centre (Belgorodenergo division) concluded between IDGC of Centre (Belgorodenergo division) and IT Energy, which is a related party transaction (hereinafter - the Agreement, Appendix # 10 to this decision of the Board of Directors), on the following essential conditions:

Parties of the Agreement:

Buyer – IDGC of Centre - Belgorodenergo division.

Supplier – IT Energy.

Scope of the Agreement:

Supplier undertakes to deliver the goods to the consignee, and Buyer shall accept and pay for the goods indicated in the Specifications (Appendix # 3 to the Agreement).

Nomenclature and quantity, its quality and packing (technical part), and terms and conditions, delivery periods, delivery procedure, shipping and (or) receipt point for the goods, and dates of delivery are determined according to Appendices #1 – 3 to the Agreement.

The commodity price is indicated in the Specifications and corresponds to the price established in the purchase minutes.

In the Specifications, invoices and commercial invoices the Parties indicate material codes of the directory of logistical resources.

Price of the Agreement and settlement procedure:

The price under the Agreement is determined according to the Specifications (Appendix # 3 to the Agreement), and is 4 229 828 (Four million two hundred twenty-nine thousand eight hundred twenty-eight) rubles, including VAT (18 percent) 645 228 (Six hundred forty-five thousand two hundred twenty-eight) rubles.

The commodity price includes all costs of Supplier, related to the implementation of supply, including the cost of transporting the goods to the consignee, the cost of packaging, locking devices, protective packaging, non-returnable containers and other costs associated with the delivery of the goods to the consignee, including premiums, taxes, charges, fees and other mandatory deductions made by Supplier in accordance with a procedure established by law.

The cost under the Agreement cannot be changed unilaterally. Change in the value is possible only by written agreement of the Parties and recorded in amendments to the Agreement. In case of change of prices for goods, the cost under the Agreement and the total cost of delivery stipulated in the Specifications to the Agreement is changed from the date of the signing of an amendment.

Payment of Supplier's goods will be made in cash in rubles with payment orders.

Settlements with Supplier are made in the following order:

Payment of 100 % of the cost of purchased inventory items is made with wire transfer cashless within 30 (thirty) business days from the date of signing certificates of acceptance and upon receipt of a complete set of the following documents from Supplier:

- an invoice – 1 (one) original copy (Article 168, Article 169 of the Tax Code of the Russian Federation) with a signature of an authorized representative of Supplier;
- a waybill - 1 (one) original copy;

- shipping documents (consignment notes, railway receipt for the Goods to be transported, waybills, etc.) - 1 (one) original copy.

Delivery time:

Start date of delivery: from the conclusion of the Agreement.

End date of delivery: within 60 (sixty) calendar days after the conclusion of the Agreement.

Duration of the Agreement:

The Agreement shall enter into force on the date of its signing and is valid till the complete fulfillment of the obligations by the Parties.

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», and the member of the Board of Directors of IDGC of Centre, M.M. Saukh, did not take part in the voting on this item, recognized as an interested director in accordance with paragraph 1 of Article 81 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. **Madina Valeryevna Kaloeva** - «FOR»
6. **Alexey Valeryevich Molsky** - «FOR»
7. **Roman Alexeyevich Filkin** - «AGAINST»
8. **Oxana Vladimirovna Shatokhina** - «FOR»
9. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

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

Decision is taken.

Item 11. On consideration of the report of General Director of the Company «Cost certification and structure of the work on the development of automated process control and telecommunications systems within the targeted development programs for automated process control systems».

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** - «ABSTAINED»
5. **Oleg Yuryevich Isaev** - «FOR»
6. **Madina Valeryevna Kaloeva** - «FOR»
7. **Alexey Valeryevich Molsky** - «FOR»
8. **Maxim Mikhailovich Saukh** - «FOR»
9. **Roman Alexeyevich Filkin** - «FOR»
10. **Oxana Vladimirovna Shatokhina** - «FOR»
11. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

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

Decision is taken.

Item 12. On approval of an amendment to agreement to provide treasury services

№7700/00047/11/1791 dated from 18.04.2011, concluded between IDGC of Centre and JSC “Yargorelectroset”, which is a related party transaction.

Decision:

To approve the amendment to agreement to provide treasury services №7700/00047/11/1791 dated from 18.04.2011, concluded between IDGC of Centre and JSC “Yargorelectroset”, which is a related party transaction, on the following essential conditions:

Parties of the amendment:

«Contractor» - IDGC of Centre;
«Customer» - JSC “Yargorelectroset”.

Scope of the amendment:

«The Parties» have concluded the Amendment to the Agreement dated from 18.04.2011 №7700/00047/11/1791 to modify as follows:

1. Item 3.1. of the Agreement to read as follows:

«3.1. The cost of the Services, specified in item 1.1. of this agreement is 2 300 000,00 (Two million three hundred thousand) rubles, including VAT of 18%, which is 350 847,46 (Three hundred fifty thousand eight hundred forty seven) rubles 46 kopecks, and can be changed during the term of the agreement by the parties when the scope of services is changed».

2. Item 10.1. of the Agreement to read as follows:

«10.1. This Agreement shall enter into force on the day of its signing by both parties, and shall apply to the relations between the parties, in fact arisen from 01.03.2011 and is valid until December 31, 2014 (inclusive)».

Duration of the amendment:

The Amendment shall enter into force upon its signature by both parties, and shall apply to the relations between the parties, in fact arisen from 01.01.2014, and is valid for the term of the Agreement.

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. Madina Valeryevna Kaloeva | - «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 13. On approval of an amendment to agreement to provide treasury services №7700/00333/13 dated from 28.05.2011, concluded between IDGC of Centre and JSC “Energy Service Company”, which is a related party transaction.

Decision:

To approve the amendment to agreement to provide treasury services №7700/00333/13 dated from 28.05.2011, concluded between IDGC of Centre and JSC “Energy Service Company”, which is a related party transaction, on the following essential conditions:

Parties of the amendment:

«Contractor» - IDGC of Centre;
«Customer» - JSC “Energy Service Company”.

Scope of the amendment:

«The Parties» have concluded the Amendment to the Agreement dated from 28.05.2011 №7700/00333/13 to modify as follows:

1.1. Item 3.1. of the Agreement to read as follows:

«3.1. The cost of the Services, specified in item 1.1. of this agreement is 756 000,00 (Seven hundred and fifty-six thousand) rubles, including VAT of 18%, which is 115 322,03 (One hundred fifteen thousand three hundred twenty-two) rubles 03 kopecks, and can be changed during the term of the agreement by the parties when the scope of services is changed»

1.2. Item 10.1. of the Agreement to read as follows:

«10.1. This Agreement shall enter into force on the day of its signing by both parties, and shall apply to the relations between the parties, in fact arisen from 08.04.2013 and is valid until December 31, 2014 (inclusive)».

Duration of the amendment:

The Amendment shall enter into force upon its signature by both parties, and shall apply to the relations between the parties, in fact arisen from 01.01.2014, and is valid for the term of the Agreement.

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. **Madina Valeryevna Kaloeva** - «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 14. On approval of terms and conditions of agreements with specialists (experts) attracted by the Audit Commission of IDGC of Centre.****Decision:**

1. To approve the terms and conditions of an agreement with S.V. Shpakova - an involved specialist by the Company's Audit Commission to perform an audit of IDGC of Centre's execution of the requirements of the regulations, approved by the federal executive authorities, to implement the action plan of the "road map" "Improving access to energy infrastructure" in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.

2. To approve the terms and conditions of an agreement with S.A. Kim - an involved specialist by the Company's Audit Commission to perform an audit of IDGC of Centre's purchasing activity in 1H 2013 in accordance with Appendix # 12 to this decision of the Board of Directors of the Company.

3. To approve the terms and conditions of an agreement with S.A. Kim – an involved specialist by the Company's Audit Commission to perform an audit of IDGC of Centre's financial and economic activities following the results of 9 months of 2013 in accordance with Appendix # 13 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. **Madina Valeryevna Kaloeva** - «ABSTAINED»
7. **Alexey Valeryevich Molsky** - «FOR»
8. **Maxim Mikhailovich Saukh** - «FOR»
9. **Roman Alexeyevich Filkin** - «ABSTAINED»
10. **Oxana Vladimirovna Shatokhina** - «FOR»
11. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 15. On execution of activities by IDGC of Centre of the "Road map to improve access to energy infrastructure", approved by Resolution of the Russian Federation Government dated 30.06.2012 № 1144-p, including performance of grid connection contracts.

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. **Madina Valeryevna Kaloeva** - «FOR»
7. **Alexey Valeryevich Molsky** - «FOR»
8. **Maxim Mikhailovich Saukh** - «FOR»
9. **Roman Alexeyevich Filkin** - «FOR»
10. **Oxana Vladimirovna Shatokhina** - «FOR»
11. **Alexander Viktorovich Shevchuk** - «FOR»

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Appendices:

1. The budget of the Committee for Audit of the Board of Directors of IDGC of Centre for 1H 2014 (Appendix # 1).
2. The budget of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for 1H 2014 (Appendix # 2).
3. The budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre for 1H 2014 (Appendix # 3).
4. The budget of the Reliability Committee of the Board of Directors of IDGC of Centre for 1H 2014 (Appendix # 4).
5. The budget of the Committee for grid connection to power grids under the Board of Directors of IDGC of Centre for 1H 2014 (Appendix # 5).
6. The Program to reduce risk of occurrence of injuries of IDGC of Centre for 2014 (Appendix # 6).
7. The Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2014 (Appendix # 7).
8. The Program for the implementation of environmental policy of IDGC of Centre for 2014-2019 (Appendix # 8).
9. The Program of energy saving and energy efficiency of IDGC of Centre for 2014 – 2019 (Appendix # 9).

10. Server equipment supply agreement for the needs of IDGC of Centre (Belgorodenergo division) concluded between IDGC of Centre (Belgorodenergo division) and IT Energy, which is a related party transaction (Appendix # 10).
11. The agreement with S.V. Shpakova - an involved specialist by the Company's Audit Commission to perform an audit of IDGC of Centre's execution of the requirements of the regulations, approved by the federal executive authorities, to implement the action plan of the "road map" "Improving access to energy infrastructure" (Appendix # 11).
12. The agreement with S.A. Kim - an involved specialist by the Company's Audit Commission to perform an audit of IDGC of Centre's purchasing activity in 1H 2013 (Appendix # 12).
13. The agreement with S.A. Kim – an involved specialist by the Company's Audit Commission to perform an audit of IDGC of Centre's financial and economic activities following the results of 9 months of 2013 (Appendix # 13).

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

S.A. Arkhipov

**Corporate Secretary
of IDGC of Centre**

A.A. Varlamov