



IDGC OF CENTRE

"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)

«30» September 2014

Moscow

No. 22/14

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

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

Participants of the voting: **A.M. Branis, D.V. Kulikov, O.Y. Isaev, M.V. Lazareva, Y.N. Mangarov, M.M. Saukh, P.N. Snikkars, V.V. Sofyin, R.A. Filkin, O.V. Shatokhina, N.I. Erpsher.**

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: **03.10.2014.**

AGENDA:

1. On approval of the Confidentiality Agreement, concluded between IDGC of Centre and IDGC of Centre and Volga Region, which is a related party transaction.
2. On approval of an agreement to perform repair, concluded between IDGC of Centre and IDGC of South, which is a related party transaction.
3. On approval of the Registry of key operational risks of the Company.
4. Payment to General Director of the Company of a lump sum bonus in connection with picking up industry and corporate awards.
5. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC "Energetik":
 - 5.1. On approval of the report of General Director of the Company «On execution of the target values of key performance indicators in 2Q 2014».
 - 5.2. On approval of the report of General Director of the Company «On execution of the Business Plan of the Company in 2Q 2014 and 1H 2014».
6. On approval of the Head and members of the Central purchasing authority of IDGC of Centre.
7. On approval of internal documents of the Company: the Regulations of the activity of the Central Purchasing Authority of IDGC of Centre in a new edition.
8. On approval of the target values of Cash Flow of the Company for 4Q 2014.

Item 1: On approval of the Confidentiality Agreement, concluded between IDGC of Centre and IDGC of Centre and Volga Region, which is a related party transaction.

Decision:

To approve the Confidentiality Agreement, concluded between IDGC of Centre and IDGC of Centre and Volga Region, which is a related party transaction (hereinafter – the Agreement), on the following essential conditions:

Parties of the Agreement:

- Party 1 – IDGC of Centre;
- Party 2 – IDGC of Centre and Volga Region.

Subject of the Agreement:

1. The Parties undertake to ensure compliance with the conditions of the information protection provided by the other Party that constitutes a trade secret, and (or) other confidential information, to prevent its disclosure to third parties and not to use to harm each other. Each Party undertakes to apply the level of the information protection that constitutes a trade secret, and (or) other confidential information of the other Party, no less than for the protection of its own information that constitutes a trade secret, and (or) other confidential information.

2. All activities of the Parties under of the Agreement shall be made exclusively for the implementation of the joint project "Support of the Reference Data".

Responsibilities of the Parties:

1. The Parties shall be liable for the disclosure or misuse of confidential information.

2. The Receiving Party, who has caused the loss, unauthorized use or disclosure of confidential information, shall reimburse documented losses incurred by the Disclosing Party.

Duration of the Agreement:

The Agreement is concluded for a term of 1 (one) year and shall enter into force upon signature by the Parties. If one month before the expiry of the Agreement, neither party requires its termination, the Agreement is recognized extended on the same conditions and for the same term.

Voting results:

- | | |
|----------------------------------|---------|
| 1. Denis Viktorovich Kulikov | - «FOR» |
| 2. Maria Valeryevna Lazareva | - «FOR» |
| 3. Yury Nikolayevich Mangarov | - «FOR» |
| 4. Maxim Mikhailovich Saukh | - «FOR» |
| 5. Vladimir Vladimirovich Sofyin | - «FOR» |
| 6. Pavel Nikolayevich Snikkars | - «FOR» |
| 7. Oxana Vladimirovna Shatokhina | - «FOR» |
| 8. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies», and Members of the Board of Directors of IDGC of Centre, A.M. Branis and R.A. Filkin, did not take part in the voting on this item as recognized as interested persons in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies».

Item 2: On approval of an agreement to perform repair, concluded between IDGC of Centre and IDGC of South, which is a related party transaction.

Decision:

1. To determine that the cost of the work under the agreement to perform repair, concluded between IDGC of Centre and IDGC of South, which is a related party transaction, is defined by the Estimate Documentation (Appendix # 1.1-1.3 to the Agreement) and the Contractual Price Agreement Protocol (Appendix # 2 to the Agreement) and is 1 816 978 (one million eight hundred and sixteen thousand nine hundred seventy-eight) rubles 58

kopecks, including VAT (18%) in the amount of 277 166 (two hundred seventy-seven thousand one hundred sixty-six) rubles 22 kopecks.

2. To approve the agreement to perform repair, concluded between IDGC of Centre and IDGC of South (hereinafter - the Agreement, Appendix # 1 to this decision of the Board of Directors), which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

«Customer» - IDGC of South;

«Contractor» - IDGC of Centre.

Scope of the Agreement:

Under the Agreement the Contractor shall, upon instructions of the Customer, perform emergency and restoration operations in the aftermath of a natural disaster at facilities of IDGC of South - "Volgogradenergo", with materials of the Customer, in accordance with the List of Facilities (Appendix # 3 to the Agreement) and pass the result of work performed under a certificate to the Customer, and the Customer agrees to accept the result of the work and pay for it in the manner prescribed by the Agreement.

The list, types, content and scope of work, performed by the Contractor, are defined by the Parties in local estimates (Appendices 1.1, 1.2 and 1.3 to the Agreement).

Price of the Agreement:

The cost of work under the Agreement is determined by the contract price, which is defined by the Estimate Documentation (Appendix # 1.1-1.3 to the Agreement) and the Contractual Price Agreement Protocol (Appendix # 2 to the Agreement) and is 1 816 978 (one million eight hundred and sixteen thousand nine hundred seventy-eight) rubles 58 kopecks, including VAT (18%) in the amount of 277 166 (two hundred seventy-seven thousand one hundred sixty-six) rubles 22 kopecks.

Turnaround time:

Turnaround time is determined in accordance with the Work schedule (Appendix # 4 to the Agreement).

Work at the facilities is considered fulfilled by the Contractor after both parties have signed the certificate of acceptance of the work performed.

Duration of the Agreement:

The Agreement shall enter into force upon signature by the Parties, shall apply to the relationship of the parties actually made on 19 March 2014, and is valid until the proper performance of the obligations by the Parties under the Agreement.

Voting results:

- | | |
|----------------------------------|-------------|
| 1. Denis Viktorovich Kulikov | - «FOR» |
| 2. Maria Valeryevna Lazareva | - «FOR» |
| 3. Yury Nikolayevich Mangarov | - «FOR» |
| 4. Maxim Mikhailovich Saukh | - «FOR» |
| 5. Vladimir Vladimirovich Sofyin | - «FOR» |
| 6. Pavel Nikolayevich Snikkars | - «AGAINST» |
| 7. Oxana Vladimirovna Shatokhina | - «FOR» |
| 8. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

Decision is taken.

Member of the Board of Directors of IDGC of Centre, O.Y. Isaev, did not take part in the voting on this item as recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies», and Members of the Board of Directors of IDGC of Centre, A.M. Branis and R.A. Filkin, did not take part in the voting on

this item as recognized as interested persons in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies».

Item 3: On approval of the Registry of key operational risks of the Company.

Decision:

To approve the Registry of key operational risks of the Company with assignment of their owners in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «ABSTAINED» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 4: Payment to General Director of the Company of a lump sum bonus in connection with picking up industry and corporate awards.

Decision:

Commercial secret.

Voting results:

- | | |
|-----------------------------------|---------------|
| 1. Alexander Markovich Branis | - «ABSTAINED» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Item 5: On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC “Energetik”:

5.1. On approval of the report of General Director of the Company «On execution of

the target values of key performance indicators in 2Q 2014».

5.2. On approval of the report of General Director of the Company «On execution of the Business Plan of the Company in 2Q 2014 and 1H 2014».

Decision regarding item 5.1:

5.1. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC “Energetik” regarding the item «On execution of the target values of key performance indicators in 2Q 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 2Q 2014» in accordance with Appendix # 3 to this decision of the Board of Directors».

Voting results:

- | | |
|--|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision regarding item 5.1 taken.

Decision regarding item 5.2:

5.2. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC “Energetik” regarding the item «On execution of the Business Plan of the Company in 2Q 2014 and 1H 2014» to vote «FOR»:

«1. To approve the report of General Director of the Company «On execution of the Business Plan of the Company in 2Q 2014 and 1H 2014 in accordance with Appendix # 4 to this decision of the Board of Directors».

2. To mark the failure to perform the indicator "Net income (loss)" following the results of the 1st half of 2014 (65 thousand RUB as planned, 24 thousand RUB as performed).

3. To instruct General Director of the Company to ensure the unconditional fulfillment of the established Company's business plan targets for the end of 2014».

Voting results:

- | | |
|--|---------|
| 1. Alexander Markovich Branis | - «FOR» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «FOR» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision regarding item 5.2 taken.**Item 6: On approval of the Head and members of the Central purchasing authority of IDGC of Centre.****Decision:**

1. To terminate the authority of the Central Tender Commission of IDGC of Centre, elected by the decision of the Board of Directors of IDGC of Centre on 30.04.2014 (Minutes # 11/14).

2. To approve the Head and the following members of the Central Tender Commission of IDGC of Centre:

Chairman of the CTC:

D.V. Sklyarov – Deputy General Director for Logistics and Procurement of IDGC of Centre;

Deputy Chairman of the CTC:

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

Members of the CTC:

N.A. Loganova – Head of Economy Department of IDGC of Centre;

E.P. Erokhin – Deputy Head of Department of Competition Policy and Procurement of IDGC of Centre;

R.V. Solyanin – Head of Department of Logistics and Procurement of IDGC of Centre;

D.A. Rybnikov – Deputy Chief Engineer for Technical Development – Head of Technical Development Department of IDGC of Centre;

A.A. Gerasimov – Head of Department for Electric Grid Facilities Management of IDGC of Centre;

E.K. Rakovsky – Head of Grid Connection Department of IDGC of Centre;

S.N. Kondratyev – Deputy Head of Capital Construction Department of IDGC of Centre;

A.Y. Arinina – Head of Finance Department of IDGC of Centre;

E.L. Silin – Acting IT Director – Head of IT Department of IDGC of Centre;

V.V. Ozhkalo – Director of Security Department of IDGC of Centre;

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

Y.K. Zafesov – Director of Procurement Department of JSC «Russian Grids»;

A.M. Kobelyan – Head of overall planning, regulation and procurement Office of Procurement Department of JSC «Russian Grids»;

Executive Secretary of the CTC voting:

O.S. Chernykh – Head of methodology and procurement Office of Department of Competition Policy and Procurement of IDGC of Centre (**voting**);

O.Y. Leonova – Leading specialist of methodology and procurement Office of Department of Competition Policy and Procurement of IDGC of Centre - acts as Executive Secretary of the CTC while absent (**non-voting**).

Voting results:

1. **Alexander Markovich Branis** - «FOR»
2. **Oleg Yuryevich Isaev** - «FOR»
3. **Denis Viktorovich Kulikov** - «FOR»
4. **Maria Valeryevna Lazareva** - «FOR»
5. **Yury Nikolayevich Mangarov** - «FOR»
6. **Maxim Mikhailovich Saukh** - «FOR»
7. **Vladimir Vladimirovich Sofyin** - «FOR»

8. Pavel Nikolayevich Snikkars - «FOR»
 9. Roman Alexeyevich Filkin - «FOR»
 10. Oxana Vladimirovna Shatokhina - «FOR»
 11. Natalia Ilyinichna Erpsheer - «FOR»

Total:

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

Decision is taken.

Item 7: On approval of internal documents of the Company: the Regulations of the activity of the Central Purchasing Authority of IDGC of Centre in a new edition.

Decision:

- To approve the Regulations of the activity of the Central Purchasing Authority of IDGC of Centre in a new edition in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.
- The Regulations of the activity of the Central Purchasing Authority of IDGC of Centre, approved by the decision of the Board of Directors of the Company dated 15.07.2013 (Minutes # 17/13 of 18.07.2013) shall be considered to have lost force.

Voting results:

- Alexander Markovich Branis - «ABSTAINED»
- Oleg Yuryevich Isaev - «FOR»
- Denis Viktorovich Kulikov - «FOR»
- Maria Valeryevna Lazareva - «FOR»
- Yury Nikolayevich Mangarov - «FOR»
- Maxim Mikhailovich Saukh - «FOR»
- Vladimir Vladimirovich Sofyin - «FOR»
- Pavel Nikolayevich Snikkars - «FOR»
- Roman Alexeyevich Filkin - «ABSTAINED»
- Oxana Vladimirovna Shatokhina - «FOR»
- Natalia Ilyinichna Erpsheer - «FOR»

Total:

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

Decision is taken.

Item 8: On approval of the target values of Cash Flow of the Company for 4Q 2014.

Decision:

- To approve the following target values of Cash Flow of the Company for 4Q 2014:

thousand RUB

Name	Services for operation and development of the distribution electric grid complex	Dividends (without tax)
October	33 669	0
November	33 669	0
December	33 669	0

- To instruct General Director of the Company:

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

2.2. 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.

Voting results:

- | | |
|--|---------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «ABSTAINED» |
| 4. Maria Valeryevna Lazareva | - «FOR» |
| 5. Yury Nikolayevich Mangarov | - «FOR» |
| 6. Maxim Mikhailovich Saukh | - «FOR» |
| 7. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Pavel Nikolayevich Snikkars | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «AGAINST» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Appendices:

1. The agreement to perform repair, concluded between IDGC of Centre and IDGC of South (Appendix # 1).
2. The Registry of key operational risks of the Company with assignment of their owners (Appendix # 2).
3. The report of General Director of JSC “Energetik” «On execution of the target values of key performance indicators in 2Q 2014» (Appendix # 3).
4. The report of General Director of JSC “Energetik” «On execution of the Business Plan of the Company in 2Q 2014 and 1H 2014» (Appendix # 4).
5. The Regulations of the activity of the Central Purchasing Authority of IDGC of Centre in a new edition (Appendix # 5).

**Chairperson of the Board of Directors
of IDGC of Centre**

O.V. Shatokhina

**Corporate Secretary
of IDGC of Centre**

S.V. Lapinskaya