



IDGC OF CENTRE

"INTERREGIONAL DISTRIBUTION GRID COMPANY OF CENTRE", JOINT-STOCK COMPANY

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

«06» March 2015

Moscow

No. 04/15

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. Koroley, 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: **06.03.2015.****Item 1: On consideration of shareholders' proposals for the inclusion of items on the agenda of the Annual General Meeting of Shareholders and nomination of candidates for the management and control bodies of the Company.****Decision:**

1. To include the following issues into the agenda of the Annual General Meeting of Shareholders of the Company:

Item #	Wording of the question proposed by the shareholder (s)	Wording of the resolution proposed by the shareholder (s)	Full name/ name of the shareholder (s)	Number of voting shares of the Company held by the shareholder (s) (in percentage terms)
1	On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company	Subparagraph 24 of paragraph 15.1 of the Articles of Association to amend as follows: «preliminary approval of one or more interconnected transactions of the Company related to the placement or possibility of the placement of funds in credit institutions in the form of deposits (bank deposits) in the amount of more than 1 billion rubles;»	Company «Genhold Limited»	15,00%
2	On amending the Articles of Association of Interregional Distribution Grid Company of Centre,	Subparagraph 24 of paragraph 15.1 of the Articles of Association to amend as follows: «preliminary approval of one or more interconnected transactions of the	Company «Genhold Limited»	15,00%

	Joint-Stock Company	Company relating to the acquisition or possible acquisition of options, notes, investment shares of mutual funds and/or bonds worth more than 1 billion rubles;»		
3	On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company	Subparagraph 24 of paragraph 15.1 of the Articles of Association to amend as follows: «preliminary approval of one or more interconnected transactions of the Company relating to the transfer or possibility of the transfer of property by the Company in trust management worth more than 1 billion rubles;»	Company «Genhold Limited»	15,00%
4	On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company	Subparagraph 24 of paragraph 15.1 of the Articles of Association to amend as follows: «preliminary approval of one or more interconnected transactions of the Company relating to the receipt or possibility of the receipt of bank guarantees by the Company in the amount of more than 1 billion rubles;»	Company «Genhold Limited»	15,00%
5	On amending the Articles of Association of Interregional Distribution Grid Company of Centre, Joint-Stock Company	Not provided	Company «Genhold Limited»	15,00%

2.

3.

Decision is taken.

Minutes signed by:

Chairperson of the Board of Directors
of IDGC of Centre

O.V. Shatokhina

Corporate Secretary of
of IDGC of Centre

S.V. Lapinskaya

Extract is correct:

Corporate Secretary
of IDGC of Centre
15.05.2015.

S.V. Lapinskaya