



“INTERREGIONAL DISTRIBUTION GRID COMPANY OF CENTRE”, JOINT-STOCK COMPANY

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**MINUTES**  
of meeting of the Strategy and Development Committee  
of the Board of Directors of IDGC of Centre

10 June 2015

Moscow

No. 06/15

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

**Total number of members of the Strategy and Development Committee:** 13 persons.

**Participants of the voting:** D.M. Andropov, S.V. Belevantsev, E.V. Bogach, A.V. Gritsenko, A.N. Zharikov, S.Y. Lebedev, S.V. Podlutsky, .Y. Rummyantsev, Y.A. Savvin, M.M. Saukh, R.A. Filkin, A.V. Shevchuk.

**Members who did not provide questionnaires:** Y.N. Pankstyanov.

**The quorum** is present.

**Date of the minutes:** 10.06.2015.

**AGENDA:**

1. On approval of the budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre for 2H 2015.
2. On the recommendation to the Board of Directors of the Company regarding the item «On termination of the participation of IDGC of Centre in OJSC «Smolensk Energy Repair Company»».
3. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the adjusted Business Plan of the Company, including the Investment Program, for 2015 and outlook for 2016-2019».

**Item 1. On approval of the budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre for 2H 2015.**

**Decision:**

To recommend to members of the Board of Directors of IDGC of Centre to approve the budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre for 2H 2015 in accordance with Appendix # 1 to this decision of the Strategy and Development Committee.

**Voting results:**

<b>Dmitry Mikhailovich Andropov</b>	- «FOR»
<b>Sergey Vsevolodovich Belevantsev</b>	- «FOR»
<b>Elena Viktorovna Bogach</b>	- «FOR»
<b>Andrey Vitalyevich Gritsenko</b>	- «FOR»
<b>Alexey Nikolayevich Zharikov</b>	- «FOR»
<b>Sergey Yuryevich Lebedev</b>	- «FOR»
<b>Sergey Vasilyevich Podlutsky</b>	- «FOR»
<b>Sergey Yuryevich Rummyantsev</b>	- «FOR»
<b>Yury Alexandrovich Savvin</b>	- «FOR»

**Maxim Mikhailovich Saukh** - «FOR»  
**Roman Alexeevich Filkin** - «FOR»  
**Alexander Viktorovich Shevchuk** - «FOR»

**Total:**

«FOR»	- «12»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 2. On the recommendation to the Board of Directors of the Company regarding the item «On termination of the participation of IDGC of Centre in OJSC «Smolensk Energy Repair Company»».**

**Decision:**

To recommend to the Board of Directors of the Company to take the following decision:

*«To approve the termination of the participation of IDGC of Centre in OJSC «Smolensk Energy Repair Company» with the sale of shares with no value declared, on the following terms and conditions:*

- **category, type, nominal value of shares disposed:**
  - ordinary registered uncertificated shares, state registration number 1-01-50106-A, with a par value of 0,34 RUB per share;
  - preference registered uncertificated shares, state registration number 2-01-50106-A, with a par value of 0,34 RUB per share;
- **number of shares belonging to IDGC of Centre, the share in the authorized capital of OJSC «Smolensk Energy Repair Company»:**
  - ordinary shares – 4 105 665 (four million one hundred and five thousand six hundred sixty-five) pieces, which is 1,6919% of the authorized capital;
  - preference shares – 1 581 442 (one million five hundred eighty-one thousand four hundred forty-two) pieces, which is 0,6517% of the authorized capital;
- **book value of the stock of shares as at 31.03.2015:**
  - ordinary shares – 1 395 926 (one million three hundred ninety-five thousand nine hundred twenty-six) RUB 10 kopecks;
  - preference shares – 537 690 (five hundred thirty-seven thousand six hundred and ninety) RUB 28 kopecks;
- **method of disposal of shares** – open for membership sale with no value declared, at which the shares can be sold at the price of the stated maximum, with the concealed form of proposing price bids, in accordance with the Provisions on the organization of the sale of non-core assets of IDGC of Centre, approved by the Board of Directors of the Company on 14.11.2008 (Minutes # 18/08 of 18.11.2008);
- **procedure (term) of payment for shares** – by monetary assets before the transfer of ownership of the shares within 10 (ten) business days from the date of signing the contract of sale and purchase of the shares by transferring funds to the settlement account of the seller».

**Voting results:**

**Dmitry Mikhailovich Andropov** - «FOR»  
**Sergey Vsevolodovich Belevantsev** - «FOR»  
**Elena Viktorovna Bogach** - «FOR»  
**Andrey Vitalyevich Gritsenko** - «FOR»  
**Alexey Nikolayevich Zharikov** - «FOR»  
**Sergey Yuryevich Lebedev** - «FOR»  
**Sergey Vasilyevich Podlutsky** - «FOR»  
**Sergey Yuryevich Rumyantsev** - «FOR»

<b>Yury Alexandrovich Savvin</b>	- «FOR»
<b>Maxim Mikhailovich Saukh</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «ABSTAINED»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

**Total:**

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 3. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the adjusted Business Plan of the Company, including the Investment Program, for 2015 and outlook for 2016-2019».**

**Decision:**

To recommend to the Board of Directors of the Company to take the following decision:

*«To approve the summary on the RAS principles and consolidated on the IFRS principles Business Plan of the Group of IDGC of Centre for 2015-2019, in accordance with the Appendices».*

**Voting results:**

<b>Dmitry Mikhailovich Andropov</b>	- «FOR»
<b>Sergey Vsevolodovich Belevantsev</b>	- «ABSTAINED»
<b>Elena Viktorovna Bogach</b>	- «FOR»
<b>Andrey Vitalyevich Gritsenko</b>	- «FOR»
<b>Alexey Nikolayevich Zharikov</b>	- «AGAINST»
<b>Sergey Yuryevich Lebedev</b>	- «FOR»
<b>Sergey Vasilyevich Podlutsky</b>	- «FOR»
<b>Sergey Yuryevich Rummyantsev</b>	- «FOR»
<b>Yury Alexandrovich Savvin</b>	- «FOR»
<b>Maxim Mikhailovich Saukh</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «ABSTAINED»

**Total:**

«FOR»	- «9»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

**Decision is taken.**

**Appendix:**

The budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre for 2H 2015 (Appendix # 1).

**Deputy Chairman  
of the Strategy and Development Committee**

**S.Y. Lebedev**

**Secretary  
of the Strategy and Development Committee**

**S.V. Lapinskaya**