



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)

«18» December 2014

Moscow

No. 29/14

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: **19.12.2014.**

### AGENDA:

1. On approval of the updated Activity Plan of the Board of Directors of the Company for 1H 2015.
2. On consideration of the report of General Director of the Company «Cost and work scope certification on the development of automated process control and telecommunications systems within targeted ACS development programs».
3. On approval of the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 3Q 2014».
4. On amendment of the internal document of the Company: the Regulation on insurance coverage of the Company for 2013-2015.
5. On approval of the Schedule of Activities to bring the customer service system of the Company into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system», approved by the Board of Directors of the Company on 15.11.2011 (Minutes # 24/11 of 16.11.2011).
6. On approval of the adjusted Procurement Plan of IDGC of Centre for 2014.
7. On approval of the Program of energy conservation and energy efficiency of IDGC of Centre for 2015 – 2019.
8. On approval of a list of projects in the field of energy conservation and economic efficiency improvement, feasible for implementation on the conditions of conclusion of energy service agreements (contracts), approved by the Board of Directors of the Company on 28.11.2013 (Minutes # 28/13 of 02.12.2013), in a new edition.
9. On approval of an agreement for the lease of pairs of metal strands of the cable (direct line), concluded between IDGC of Centre and Federal Grid Company of Unified Energy System (Branch of FGC UES - Bryansk PMES), which is a related party transaction.
10. On approval of Termination Agreement to agreement dated 02.04.2013 №

7700/00196/13 to perform engineering work «Typified forms for the design of Schemes of development of grids of 35 kV and below», concluded between IDGC of Centre and NIIC MRSK, which is a related party transaction.

11. On determination of the position of IDGC of Centre regarding the agenda items of an Extraordinary General Meeting of Shareholders and a meeting of the Board of Directors of JSC “Energetik”:
  - 11.1. On approval of an internal document of the Company - the Regulations on reward and compensation payment to the members of the Board of Directors of JSC “Energetik” in a new edition.
  - 11.2. On approval of the report of General Director of the Company «On execution of the target values of key performance indicators in 3Q 2014».
  - 11.3. On approval of the report of General Director of the Company «On execution of the Business Plan of the Company in 3Q 2014 and following the results of 9 months 2014».
  - 11.4. On approval of target values of annual and quarterly key performance indicators of the Company for 2015.
  - 11.5. On approval of the Business plan of the Company for 2015 and predicted indicators for 2016-2019.
12. On approval of a service agreement to operate 10 kV power supply grids of Olympic facilities in the period of holding the XXII Olympic Winter Games and XI Paralympic Winter Games of 2014 in Sochi, concluded between IDGC of Centre and FGC UES, which is a related party transaction.
13. On approval of agreements to change entities to contracts to ensure production and business activities of JSC “Yargorelectroset”, concluded between JSC “Yargorelectroset”, IDGC of Centre (IDGC of Centre - Yarenergo division) and Contractors, which are related party transactions.
14. On approval of the Procurement Plan of IDGC of Centre for 2015.
15. On amending internal documents of the Company: the Regulation on material incentives of General Director of IDGC of Centre and approval of Appendix # 2 to the Regulation on material incentives of General Director of the Company in a new edition.
16. On approval of annual and quarterly target values of key performance indicators of General Director and senior managers of the Company for 2015.

**Item 1: On approval of the updated Activity Plan of the Board of Directors of the Company for 1H 2015.**

**Decision:**

To approve the updated Activity Plan of the Board of Directors of the Company for 1H 2015 in accordance with Appendix # 1 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. Pavel Nikolayevich Snikkars    | - «FOR» |
| 8. Vladimir Vladimirovich Sofyin  | - «FOR» |
| 9. Roman Alexeyevich Filkin       | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher    | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 2: On consideration of the report of General Director of the Company «Cost and work scope certification on the development of automated process control and telecommunications systems within targeted ACS development programs».**

**Decision:**

1. To take into consideration the report of General Director of the Company «Cost and work scope certification on the development of automated process control and telecommunications systems within targeted ACS development programs» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. To instruct Chief Executive Officer of the Company:

2.1. To ensure completion of the formed Targeted ACS Program taking into account standard technical solutions under development.

2.2. To ensure submission to the Board of Directors of the item on approval of the finalized program of the automated process control system (ACS) of IDGC of Centre no later than 2Q 2015.

**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. Pavel Nikolayevich Snikkars	- «FOR»
8. Vladimir Vladimirovich Sofyin	- «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 3: On approval of the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 3Q 2014».**

**Decision:**

To approve the report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 3Q 2014» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

**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. Pavel Nikolayevich Snikkars    | - «FOR»       |
| 8. Vladimir Vladimirovich Sofyin  | - «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 4: On amendment of the internal document of the Company: the Regulation on insurance coverage of the Company for 2013-2015.**

**Decision:**

To amend the Regulation on insurance coverage of IDGC of Centre for 2013-2015 approved by the decision of the Board of Directors of IDGC of Centre on 30.09.2013 (Minutes # 23/13 of 03.10.2013) in a new edition in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                   |             |
|-----------------------------------|-------------|
| 1. Alexander Markovich Branis     | - «AGAINST» |
| 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. Pavel Nikolayevich Snikkars    | - «FOR»     |
| 8. Vladimir Vladimirovich Sofyin  | - «FOR»     |
| 9. Roman Alexeyevich Filkin       | - «AGAINST» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR»     |
| 11. Natalia Ilyinichna Erpsher    | - «FOR»     |

**Total:**

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

**Decision is taken.**

**Item 5: On approval of the Schedule of Activities to bring the customer service system of the Company into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system», approved by the Board of Directors of the Company on 15.11.2011 (Minutes # 24/11 of 16.11.2011).**

**Decision:**

To approve the adjusted Schedule of Activities to bring the customer service system of the Company into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system», approved by the Board of Directors of the Company on 15.11.2011 (Minutes # 24/11 of 16.11.2011), in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

**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. Pavel Nikolayevich Snikkars    | - «FOR»       |
| 8. Vladimir Vladimirovich Sofyin  | - «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 6: On approval of the adjusted Procurement Plan of IDGC of Centre for 2014.**

**Decision:**

To approve the adjusted Procurement Plan 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. Alexander Markovich Branis     | - «AGAINST» |
| 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. Pavel Nikolayevich Snikkars    | - «FOR»     |
| 8. Vladimir Vladimirovich Sofyin  | - «FOR»     |
| 9. Roman Alexeyevich Filkin       | - «AGAINST» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR»     |
| 11. Natalia Ilyinichna Erpsher    | - «FOR»     |

**Total:**

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

**Decision is taken.**

**Item 7: On approval of the Program of energy conservation and energy efficiency of IDGC of Centre for 2015 – 2019.**

**Decision:**

To approve the Program of energy conservation and energy efficiency of IDGC of Centre for 2015 – 2019 in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                |               |
|--------------------------------|---------------|
| 1. Alexander Markovich Branis  | - «ABSTAINED» |
| 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. Pavel Nikolayevich Snikkars | - «ABSTAINED» |

- |  |               |
|--|---------------|
| <b>8. Vladimir Vladimirovich Sofyin</b>  | - «FOR»       |
| <b>9. Roman Alexeyevich Filkin</b>       | - «ABSTAINED» |
| <b>10. Oxana Vladimirovna Shatokhina</b> | - «FOR»       |
| <b>11. Natalia Ilyinichna Erpsheer</b>   | - «FOR»       |

**Total:**

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

**Decision is taken.**

**Item 8: On approval of a list of projects in the field of energy conservation and economic efficiency improvement, feasible for implementation on the conditions of conclusion of energy service agreements (contracts), approved by the Board of Directors of the Company on 28.11.2013 (Minutes # 28/13 of 02.12.2013), in a new edition.**

**Decision:**

To approve the list of projects in the field of energy conservation and economic efficiency improvement, feasible for implementation on the conditions of conclusion of energy service agreements (contracts), approved by the Board of Directors of the Company on 28.11.2013 (Minutes # 28/13 of 02.12.2013), in a new edition in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 9: On approval of an agreement for the lease of pairs of metal strands of the cable (direct line), concluded between IDGC of Centre and Federal Grid Company of Unified Energy System (Branch of FGC UES - Bryansk PMES), which is a related party transaction.**

**Decision:**

To defer consideration of the item at a later date.

**Voting results:**

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».

- |                                      |         |
|--------------------------------------|---------|
| <b>1. Alexander Markovich Branis</b> | - «FOR» |
|--------------------------------------|---------|

- |   |         |
|---|---------|
| <b>2. Denis Viktorovich Kulikov</b>     | - «FOR» |
| <b>3. Maria Valeryevna Lazareva</b>     | - «FOR» |
| <b>4. Yury Nikolayevich Mangarov</b>    | - «FOR» |
| <b>5. Maxim Mikhailovich Saukh</b>      | - «FOR» |
| <b>6. Pavel Nikolayevich Snikkars</b>   | - «FOR» |
| <b>7. Vladimir Vladimirovich Sofyin</b> | - «FOR» |
| <b>8. Roman Alexeyevich Filkin</b>      | - «FOR» |
| <b>9. Oxana Vladimirovna Shatokhina</b> | - «FOR» |
| <b>10. Natalia Ilyinichna Erpsher</b>   | - «FOR» |

**Total:**

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

**Decision is taken.**

**Item 10: On approval of Termination Agreement to agreement dated 02.04.2013 № 7700/00196/13 to perform engineering work «Typified forms for the design of Schemes of development of grids of 35 kV and below», concluded between IDGC of Centre and NIIC MRSK, which is a related party transaction.**

**Decision:**

To approve Termination Agreement to agreement № 7700/00196/13 dated «02» April 2013 to perform engineering work «Typified forms for the design of Schemes of development of grids of 35 kV and below», concluded between IDGC of Centre and NIIC MRSK, which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

Customer - IDGC of Centre

Contractor - NIIC MRSK

**Scope of the Agreement:**

1. In accordance with paragraph 8.8 of the agreement the Parties have agreed on the non-expediency of the work in stages 3 and 4 of the Work Schedule (Appendix # 2 to the agreement) and further work performance under the agreement.
2. Guided by paragraph 1, Article 450 of the Civil Code of the Russian Federation, the Parties of the Agreement have decided to terminate the agreement with the signing date of the Agreement. Obligations of the parties under the Agreement shall terminate after the conclusion of the Agreement with the exception of the obligations under paragraphs 3, 4. of the agreement.
3. The obligations of Contractor under the agreement shall terminate after signing by Customer of the Act of Acceptance of the work under stages 1,2 in accordance with the Work Schedule (Appendix # 2 to the agreement).
4. The obligations of Customer under the agreement shall terminate upon payment for the work under stages 1, 2 of the Work Schedule (Appendix # 2 to the agreement) within 30 (thirty) working days after signing the Act of Acceptance of the work under stages 1,2 and provision of an invoice by Contractor.

**Duration of the Agreement:**

The Agreement shall enter into force upon signature by the Parties.

**Voting results:**

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».

- |                                      |               |
|--------------------------------------|---------------|
| <b>1. Alexander Markovich Branis</b> | - «ABSTAINED» |
|--------------------------------------|---------------|

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

**Total:**

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

**Decision is taken.**

**Item 11: On determination of the position of IDGC of Centre regarding the agenda items of an Extraordinary General Meeting of Shareholders and a meeting of the Board of Directors of JSC “Energetik”.**

**11.1. On approval of an internal document of the Company - the Regulations on reward and compensation payment to the members of the Board of Directors of JSC “Energetik” in a new edition.**

**Decision regarding item 11.1.:**

11.1. To instruct representatives of IDGC of Centre regarding the agenda of an Extraordinary General Meeting of Shareholders of JSC “Energetik” «On approval of an internal document of the Company - the Regulations on reward and compensation payment to the members of the Board of Directors of JSC “Energetik” in a new edition» to vote «FOR»:

*«To approve the Regulations on reward and compensation payment to the members of the Board of Directors of JSC “Energetik” in a new edition in accordance with Appendix # 9 to this decision».*

**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. Pavel Nikolayevich Snikkars    | - «ABSTAINED» |
| 8. Vladimir Vladimirovich Sofyin  | - «FOR»       |
| 9. Roman Alexeyevich Filkin       | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR»       |
| 11. Natalia Ilyinichna Erpsher    | - «FOR»       |

**Total:**

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

**Decision is taken.**

**11.2. On approval of the report of General Director of the Company «On execution of the target values of key performance indicators in 3Q 2014».**

**Decision regarding item 11.2.:**



11.2. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC “Energetik” regarding the item «On approval of the report of General Director of the Company «On execution of the target values of key performance indicators in 3Q 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 3Q 2014» in accordance with Appendix # 10 to this decision».*

**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. Pavel Nikolayevich Snikkars    | - «ABSTAINED» |
| 8. Vladimir Vladimirovich Sofyin  | - «FOR»       |
| 9. Roman Alexeyevich Filkin       | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR»       |
| 11. Natalia Ilyinichna Erpsheer   | - «FOR»       |

**Total:**

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

**Decision is taken.**

**11.3. On approval of the report of General Director of the Company «On execution of the Business Plan of the Company in 3Q 2014 and following the results of 9 months 2014».**

**Decision regarding item 11.3.:**

11.3. 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 3Q 2014 and following the results of 9 months 2014» to vote «FOR»:

*11.3.1. To approve the report of General Director of the Company «On execution of the Business Plan of the Company in 3Q 2014 and following the results of 9 months 2014» in accordance with Appendix # 11 to this decision».*

*11.3.2. To mark the failure to perform the planned financial results for 9 months of 2014 (1,027 thousand rubles of profit as planned, 879 thousand rubles of profit as performed)*

*11.3.3. To instruct General Director of the Company to ensure performance of the planned financial results by the end of 2014.*

**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. Pavel Nikolayevich Snikkars    | - «ABSTAINED» |
| 8. Vladimir Vladimirovich Sofyin  | - «FOR»       |
| 9. Roman Alexeyevich Filkin       | - «ABSTAINED» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR»       |
| 11. Natalia Ilyinichna Erpsheer   | - «FOR»       |

**Total:**

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

**Decision is taken.**

**11.4. On approval of target values of annual and quarterly key performance indicators of the Company for 2015.****Decision regarding item 11.4.:**

11.4. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC “Energetik” regarding the item «On approval of target values of annual and quarterly key performance indicators of the Company for 2015» to vote «FOR»:

*«To approve the target values of annual and quarterly key performance indicators of the Company for 2015 in accordance with Appendix # 12 to this decision».*

**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. Pavel Nikolayevich Snikkars	- «ABSTAINED»
8. Vladimir Vladimirovich Sofyin	- «FOR»
9. Roman Alexeyevich Filkin	- «ABSTAINED»
10. Oxana Vladimirovna Shatokhina	- «FOR»
11. Natalia Ilyinichna Erpsher	- «FOR»

**Total:**

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

**Decision is taken.**

**11.5. On approval of the Business plan of the Company for 2015 and predicted indicators for 2016-2019.****Decision regarding item 11.5.:**

11.5. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC “Energetik” regarding the item «On approval of the Business plan of the Company for 2015 and predicted indicators for 2016-2019» to vote «FOR»:

*«To approve the Business plan of the Company for 2015 and take into consideration the predicted indicators for 2016-2019 in accordance with Appendix # 13 to this decision».*

**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. Pavel Nikolayevich Snikkars	- «ABSTAINED»
8. Vladimir Vladimirovich Sofyin	- «FOR»
9. Roman Alexeyevich Filkin	- «ABSTAINED»
10. Oxana Vladimirovna Shatokhina	- «FOR»

**11. Natalia Ilyinichna Erpsheer** - «FOR»

**Total:**

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

**Decision is taken.**

**Item 12: On approval of a service agreement to operate 10 kV power supply grids of Olympic facilities in the period of holding the XXII Olympic Winter Games and XI Paralympic Winter Games of 2014 in Sochi, concluded between IDGC of Centre and FGC UES, which is a related party transaction.**

**Decision:**

1. The cost of services to operate 10 kV power supply grids of Olympic facilities in the period of holding the XXII Olympic Winter Games and XI Paralympic Winter Games of 2014 in Sochi is determined with the Imputed Value of Services (Appendix 2 to the Agreement) and is not more than 4 027 557,49 (Four million twenty-seven thousand five hundred fifty-seven) rubles 49 kopecks, and VAT (18%) – not more than 724 960,35 (Seven hundred twenty-four thousand nine hundred sixty) rubles 35 kopecks.

2. To approval the service agreement to operate 10 kV power supply grids of Olympic facilities in the period of holding the XXII Olympic Winter Games and XI Paralympic Winter Games of 2014 in Sochi, concluded between IDGC of Centre and FGC UES, which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

«Customer» - FGC UES;

«Contractor» - IDGC of Centre.

**Scope of the Agreement:**

In order to ensure safe and reliable operation of 10 kV power supply grids of Olympic venues during the XXII Olympic Winter Games and XI Paralympic Winter Games of 2014 in Sochi in the service area of a branch of FGC UES - Sochi PMES, CUSTOMER assigns and CONTRACTOR undertakes to perform operation and maintenance of the Facilities in accordance with the Terms of Reference (Appendix 1 to the Agreement).

**Price of the Agreement:**

The cost of services under the Agreement is determined with the Imputed Value of Services (Appendix 2 to the Agreement) and is not more than 4 752 517,84 (Four million seven hundred and fifty two thousand five hundred seventeen) rubles 84 kopecks, including VAT (18%) – not more than 724 960,35 (Seven hundred twenty-four thousand nine hundred sixty) rubles 35 kopecks.

**Service performance time:**

The services are performed in the period from 01.12.2013 to 31.03.2014.

**Duration of the Agreement:**

The Agreement shall enter into force upon signature, shall apply to the legal relationship of the parties, in fact, established from 01.12.2013, and is valid until the Parties fulfill all their obligations under the Agreement.

**Voting results:**

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».

- 1. Alexander Markovich Branis** - «AGAINST»
- 2. Denis Viktorovich Kulikov** - «FOR»

- |   |               |
|---|---------------|
| 3. <b>Maria Valeryevna Lazareva</b>     | - «FOR»       |
| 4. <b>Yury Nikolayevich Mangarov</b>    | - «FOR»       |
| 5. <b>Maxim Mikhailovich Saukh</b>      | - «FOR»       |
| 6. <b>Pavel Nikolayevich Snikkars</b>   | - «ABSTAINED» |
| 7. <b>Vladimir Vladimirovich Sofyin</b> | - «FOR»       |
| 8. <b>Roman Alexeyevich Filkin</b>      | - «AGAINST»   |
| 9. <b>Oxana Vladimirovna Shatokhina</b> | - «FOR»       |
| 10. <b>Natalia Ilyinichna Erpsheer</b>  | - «FOR»       |

**Total:**

«FOR»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 13: On approval of agreements to change entities to contracts to ensure production and business activities of JSC “Yargorelectroset”, concluded between JSC “Yargorelectroset”, IDGC of Centre (IDGC of Centre - Yarenergo division) and Contractors, which are related party transactions.**

**Decision:**

1. In connection with the decision on the elimination of a subsidiary - JSC “Yargorelectroset” (the decision of the sole shareholder dated 23.09.2014 # 21/14) and to transfer rights and obligations of JSC “Yargorelectroset” to IDGC of Centre under contracts, aimed to ensure production and business activities of JSC “Yargorelectroset”, to determine that the scope of the transferred obligations from JSC “Yargorelectroset” to IDGC of Centre under agreements to change entities under the obligations, concluded between IDGC of Centre, JSC “Yargorelectroset”, and Contractors, which are related party transactions, is based on the cost of services of concluded contracts under the Registry (Appendix # 14 to this decision), and concluded contracts by JSC “Yargorelectroset” with Contractors in the future until the actual date of winding up JSC “Yargorelectroset”, aimed to ensure production and business activities of JSC “Yargorelectroset”, and shall not be more than 2 per cent of the book value of the Company's assets according to its financial statements for the last reporting date.

2. To approve the agreements to change entities to contracts to ensure production and business activities of JSC “Yargorelectroset”, concluded between JSC “Yargorelectroset”, IDGC of Centre and Contractors (hereinafter - the Agreement), which are related party transactions, the form of which is Appendix # 15 to this decision, on the following essential conditions:

**Parties of the Agreements:**

«Liquidated grid company» - JSC “Yargorelectroset”;

«Grid company» - IDGC of Centre;

«Contractor» - a natural person or an entity specified in the Registry (Appendix # 14 to this decision), and/or a natural person or an entity who will enter into a future agreement with JSC “Yargorelectroset”, aimed to ensure production and business activities of JSC “Yargorelectroset”.

**Scope of the Agreements:**

Transfer with consent of the Contractor of all rights and obligations of Liquidated grid company to Grid company under the contracts in accordance with the Registry (Appendix # 14 to this decision), and concluded contracts by Liquidated grid company with Contractors in the future until the actual date of winding up, aimed to ensure production and business activities of Liquidated grid company.

**Price of the Agreements:**

The transfer of the rights and obligations from Liquidated grid company to Grid company is made to the extent and under the conditions that existed at the time of the transfer, and in the manner specified by the Agreement.

**Other provisions recognized as essential by the Parties:**

The Parties have agreed that the time of transfer of assets, for maintenance of which a contract is signed, (signing of the delivery acceptance report) of Liquidated grid company to Grid company, shall be considered the moment of transfer of the rights and obligations.

**Voting results:**

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».

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

**Total:**

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

**Decision is taken.**

**Item 14: On approval of the Procurement Plan of IDGC of Centre for 2015.**

**Decision:**

To approve the Procurement Plan of IDGC of Centre for 2015 in accordance with Appendix # 16 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                   |             |
|-----------------------------------|-------------|
| 1. Alexander Markovich Branis     | - «AGAINST» |
| 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. Pavel Nikolayevich Snikkars    | - «FOR»     |
| 8. Vladimir Vladimirovich Sofyin  | - «FOR»     |
| 9. Roman Alexeyevich Filkin       | - «AGAINST» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR»     |
| 11. Natalia Ilyinichna Erpsher    | - «FOR»     |

**Total:**

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

**Decision is taken.**

**Item 15: On amending internal documents of the Company: the Regulation on material incentives of General Director of IDGC of Centre and approval of Appendix # 2 to the Regulation on material incentives of General Director of the Company in a new edition.**

**Decision:**

1. To approve and put into force from 01.01.2014 the Regulation on material incentives of General Director of IDGC of Centre in accordance with Appendix # 17 to this decision of the Board of Directors.

2. To approve and put into force from 01.01.2014 Appendix # 2 to the Regulation on material incentives of General Director of IDGC of Centre in accordance with Appendix # 18 to this decision of the Board of Directors. To consider Appendix # 2 to the Regulation on material incentives of General Director of the Company, approved in a new edition by the decision of the Board of Directors of IDGC of Centre on 27.12.2012 (Minutes # 33/12 of 29.12.2012), to have lost force from 01 January 2014.

**Voting results:**

- |                                   |             |
|-----------------------------------|-------------|
| 1. Alexander Markovich Branis     | - «AGAINST» |
| 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. Pavel Nikolayevich Snikkars    | - «FOR»     |
| 8. Vladimir Vladimirovich Sofyin  | - «FOR»     |
| 9. Roman Alexeyevich Filkin       | - «AGAINST» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR»     |
| 11. Natalia Ilyinichna Erpsher    | - «FOR»     |

**Total:**

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

**Decision is taken.**

**Item 16: On approval of annual and quarterly target values of key performance indicators of General Director and senior managers of the Company for 2015.**

**Decision:**

To approve the annual and quarterly target values of key performance indicators of General Director and senior managers of IDGC of Centre for 2015 in accordance with Appendix # 19 to this decision of the Board of Directors of the Company.

**Voting results:**

- |                                   |             |
|-----------------------------------|-------------|
| 1. Alexander Markovich Branis     | - «AGAINST» |
| 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. Pavel Nikolayevich Snikkars    | - «AGAINST» |
| 8. Vladimir Vladimirovich Sofyin  | - «FOR»     |
| 9. Roman Alexeyevich Filkin       | - «AGAINST» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR»     |
| 11. Natalia Ilyinichna Erpsher    | - «FOR»     |

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The updated Activity Plan of the Board of Directors of the Company for 1H 2015 (Appendix # 1).
2. The report of General Director of the Company «Cost and work scope certification on the development of automated process control and telecommunications systems within targeted ACS development programs» (Appendix # 2).
3. The report of General Director of the Company «On the results of execution of the target values of key performance indicators of General Director and senior managers of the Company in 3Q 2014» (Appendix # 3).
4. The amendments to the Regulation on insurance coverage of IDGC of Centre for 2013-2015 approved by the decision of the Board of Directors of IDGC of Centre on 30.09.2013 (Minutes # 23/13 of 03.10.2013) in a new edition (Appendix # 4).
5. The adjusted Schedule of Activities to bring the customer service system of the Company into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system», approved by the Board of Directors of the Company on 15.11.2011 (Minutes # 24/11 of 16.11.2011) (Appendix # 5).
6. The adjusted Procurement Plan of IDGC of Centre for 2014 (Appendix # 6).
7. The Program of energy conservation and energy efficiency of IDGC of Centre for 2015 – 2019 (Appendix # 7).
8. The list of projects in the field of energy conservation and economic efficiency improvement, feasible for implementation on the conditions of conclusion of energy service agreements (contracts), approved by the Board of Directors of the Company on 28.11.2013 (Minutes # 28/13 of 02.12.2013), in a new edition (Appendix # 8).
9. The Regulations on reward and compensation payment to the members of the Board of Directors of JSC “Energetik” in a new edition (Appendix # 9).
10. The report of General Director of the Company «On execution of the target values of key performance indicators in 3Q 2014» (Appendix # 10).
11. The report of General Director of the Company «On execution of the Business Plan of the Company in 3Q 2014 and following the results of 9 months 2014» (Appendix # 11).
12. The target values of annual and quarterly key performance indicators of the Company for 2015 (Appendix # 12).
13. The Business plan of the Company for 2015 (Appendix # 13)
14. The Registry of contracts, aimed to ensure production and business activities of JSC “Yargorelectroset” (Appendix # 14).
15. The Agreement to change entities to contracts, aimed to ensure production and business activities of JSC “Yargorelectroset” (Appendix # 15).
16. The Procurement Plan of IDGC of Centre for 2015 (Appendix # 16).
17. The amendments to the Regulation on material incentives of General Director of IDGC of Centre (Appendix # 17)
18. Appendix # 2 to the Regulation on material incentives of General Director of IDGC of Centre in a new edition (Appendix # 18).
19. The annual and quarterly target values of key performance indicators of General Director and senior managers of IDGC of Centre for 2015 (Appendix # 19).

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

**O.V. Shatokhina**

**Corporate Secretary  
of IDGC of Centre**

**S.V. Lapinskaya**