



IDGC OF CENTRE

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

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PSRN 1046900099498 TIN 6901067107

## MINUTES

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

20 January 2015

Moscow

No. 01/15

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

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

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

**Members who did not provide questionnaires:** V.I. Isaev.

**The quorum** is present.

**Date of the minutes:** 21.01.2015.

### AGENDA:

1. On approval of the adjusted Work Plan of the Strategy and Development Committee the Board of Directors of IDGC of Centre for 1H 2015.
2. On the recommendation to the Board of Directors of the Company regarding the item of approval of the Innovative Development Program of IDGC of Centre for 2015-2019.
3. 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».

### Item 1: On approval of the adjusted Work Plan of the Strategy and Development Committee the Board of Directors of IDGC of Centre for 1H 2015.

#### Decision:

To approve the adjusted Work Plan of the Strategy and Development Committee the Board of Directors of IDGC of Centre for 1H 2015 in accordance with Appendix # 1 to this decision of the Strategy and Development Committee.

#### Voting results:

|   |               |
|---|---------------|
| <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>Yury Nikolayevich Pankstyanov</b>    | - «FOR»       |
| <b>Sergey Yuryevich Rumyantsev</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»       | - «11» |
| «AGAINST»   | - «0»  |
| «ABSTAINED» | - «1»  |

**Decision is taken.**

**Item 2: On the recommendation to the Board of Directors of the Company regarding the item of approval of the Innovative Development Program of IDGC of Centre for 2015-2019.**

**Decision:**

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

*«To approve the Innovative Development Program of IDGC of Centre for 2015-2019 in accordance with the Appendix».*

**Voting results:**

|   |               |
|---|---------------|
| <b>Sergey Vsevolodovich Belevantsev</b> | - «FOR»       |
| <b>Elena Viktorovna Bogach</b>          | - «FOR»       |
| <b>Andrey Vitalyevich Gritsenko</b>     | - «FOR»       |
| <b>Alexey Nikolayevich Zharikov</b>     | - «ABSTAINED» |
| <b>Sergey Yuryevich Lebedev</b>         | - «FOR»       |
| <b>Sergey Vasilyevich Podlutsky</b>     | - «FOR»       |
| <b>Yury Nikolayevich Pankstyanov</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>          | - «ABSTAINED» |
| <b>Alexander Viktorovich Shevchuk</b>   | - «ABSTAINED» |

**Total:**

|             |       |
|-------------|-------|
| «FOR»       | - «9» |
| «AGAINST»   | - «0» |
| «ABSTAINED» | - «3» |

**Decision is taken.**

**Item 3: 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 through public offering, 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 of 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 30.09.2014:*
  - *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 by public offering with the price of the original proposal equal to the initial price of the auction that was declared invalid, and the minimum offering price equal to 50 percent of the price of the original proposal, 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);*
- *initial offer price – equal to the initial price of the shares disposed of at the auction that was declared invalid, in the amount of:*

- ordinary registered shares – 714 000 (seven hundred and fourteen thousand) RUB,
- preference registered shares – 246 000 (two hundred forty-six thousand) RUB;
  - the minimum offer price – 50% of the price of the original proposal in the amount of:
- ordinary registered shares – 357 000 (three hundred fifty-seven thousand) RUB;
- preference registered shares – 123 000 (one hundred twenty-three thousand) RUB;
  - procedure (term) of payment for shares – by monetary assets before the transfer of ownership of the shares within 14 (fourteen) 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:**

|   |               |
|---|---------------|
| <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>Yury Nikolayevich Pankstyanov</b>    | - «FOR»       |
| <b>Sergey Yuryevich Rumyantsev</b>      | - «FOR»       |
| <b>Yury Alexandrovich Savvin</b>        | - «FOR»       |
| <b>Maxim Mikhailovich Saukh</b>         | - «FOR»       |
| <b>Roman Alexeevich Filkin</b>          | - «ABSTAINED» |
| <b>Alexander Viktorovich Shevchuk</b>   | - «ABSTAINED» |

**Total:**

|             |        |
|-------------|--------|
| «FOR»       | - «10» |
| «AGAINST»   | - «0»  |
| «ABSTAINED» | - «2»  |

**Decision is taken.**

**Appendix:**

The adjusted Work Plan of the Strategy and Development Committee the Board of Directors of IDGC of Centre for 1H 2015 (Appendix 1).

**Chairman  
of the Strategy and Development Committee**

**Y.N. Pankstyanov**

**Secretary  
of the Strategy and Development Committee**

**S.V. Lapinskaya**