



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

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MINUTES
of the meeting of the Audit Committee
of the Board of Directors of IDGC of Centre
(in the form of absent voting)

12 February 2015

Moscow

No. 03/15

Form of the meeting: absent voting.

Total number of members of the Audit Committee: 5 persons.

Participants of the voting: O.V. Shatokhina, Y.N. Mangarov, R.A. Filkin, V.V. Sofyin, D.V. Kulikov.

Members who did not provide questionnaires: none.

The quorum is present.

Absence of objections concerning the materials and draft decisions from I.V. Shmakov, an expert of the Audit Committee of the Board of Directors of the Company, was taken into account while drawing up the minutes.

Date of the minutes: 12.02.2015.

AGENDA:

1. Consideration of the report of an independent appraiser to evaluate the market rental value of immovable property, located at the address: Yaroslavl, North Substation Street, 9, to conclude a non-residential premises lease agreement between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC».
2. On the results of the activities implementation in 4Q 2014 to comply with the requirements of the legislation on the control of insider information in the Company.

Item 1: Consideration of the report of an independent appraiser to evaluate the market rental value of immovable property, located at the address: Yaroslavl, North Substation Street, 9, to conclude a non-residential premises lease agreement between IDGC of Centre (IDGC of Centre - Yarenergo division) and OJSC «YarEGC».

Decision:

1. To take into consideration Report of the independent appraiser LLC «LAIR» from 24.09.2014 № N-18830/14 to evaluate the market rental value of the immovable property, located at the address: Yaroslavl, North Substation Street, 9, according to which the rental rate for 1 square metre of premises offered for rent (premises ## 18-37 with their total area of 304.56 square metres (a part of the building of a materials warehouse and a workshop – letter M2, a building of the service for insulation, surge protection and testing of electrical equipment – letter M1, letter M3)), per month, excluding the cost of utilities and the necessary administrative and economic services, is 153 (One hundred and fifty-three) rubles 40 kopecks, including 18% VAT 23 (Twenty-three) rubles 40 kopecks.
2. To recommend to the Board of Directors of IDGC of Centre while determining the market value of rent for the use of the immovable property under the non-residential premises lease agreement, concluded between IDGC of Centre (IDGC of Centre -

Yarenergo division) and OJSC «YarEGC», to follow the report of the independent appraiser LLC «LAIR» from 24.09.2014 № N-18830/14.

Voting results:

Oxana Vladimirovna Shatokhina	- «FOR»
Denis Viktorovich Kulikov	- «FOR»
Yury Nikolayevich Mangarov	- «FOR»
Vladimir Vladimirovich Sofyin	- «FOR»
Roman Alexeevich Filkin	- «AGAINST»

Total:

«FOR»	- «4»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

Decision is taken.

Item 2: On the results of the activities implementation in 4Q 2014 to comply with the requirements of the legislation on the control of insider information in the Company.

Decision:

To approve the report on the results of the activities implementation in 4Q 2014 to comply with the requirements of the legislation on the control of insider information in IDGC of Centre in accordance with Appendix #1 to this decision of the Audit Committee of the Board of Directors of the Company.

Voting results:

Oxana Vladimirovna Shatokhina	- «FOR»
Denis Viktorovich Kulikov	- «FOR»
Yury Nikolayevich Mangarov	- «FOR»
Vladimir Vladimirovich Sofyin	- «FOR»
Roman Alexeevich Filkin	- «FOR»

Total:

«FOR»	- «5»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Appendix:

The report on the results of the activities implementation in 4Q 2014 to comply with the requirements of the legislation on the control of insider information in the Company (Appendix # 1).

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

O.V. Shatokhina

**Secretary of the Audit Committee
of the Board of Directors of IDGC of Centre**

S.V. Lapinskaya