



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

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PSRN 1046900099498 TIN 6901067107

MINUTES

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

«07» May 2015

Moscow

No. 10/15

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, V.V. Sofyin, R.A. Filkin, O.V. Shatokhina, N.I. Erpsher.**

Members who did not provide questionnaires: **P.N. Snikkars.**

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: **08.05.2015.**

AGENDA:

1. On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding.
2. On the determination of the date, time and place of the Annual General Meeting of Shareholders of the Company, the starting time of registration of persons participating in the Annual General Meeting of Shareholders of the Company.
3. On the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company.
4. On approval of nomination of the Insurer of IDGC of Centre.
5. On amendment of the Program to reduce risk of occurrence of injuries of IDGC of Centre for 2015-2017.
6. On amendment of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2015-2017.
7. On consideration of the report of General Director of the Company «On execution of the Schedule of activities to implement the project for the centralization and automation of the treasury functionality».
8. On approval of the agreement to terminate contract from 02.04.2012 №032/008/4600/02049/12 on the implementation of information exchange for payments made by individuals of goods, works and services and making on their behalf money transfers without opening bank accounts, concluded between IDGC of Centre (IDGC of Centre - Kurskenergo division) and Russian Agricultural Bank, which is a related party transaction.

Item 1. On convening the Annual General Meeting of Shareholders of the Company and determining the form of its holding.

Decision:

To convene the Annual General Meeting of Shareholders of the Company in the form of a meeting (joint attendance).

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. 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 2. On the determination of the date, time and place of the Annual General Meeting of Shareholders of the Company, the starting time of registration of persons participating in the Annual General Meeting of Shareholders of the Company.

Decision:

1. To determine the date of the Annual General Meeting of Shareholders of the Company – 25 June 2015.
2. To determine the time of the Annual General Meeting of Shareholders of the Company – 10 hours 00 minutes local time.
3. To determine the venue of the Annual General Meeting of Shareholders of the Company – Moscow, Dmitrovskoye shosse, 171 (Hotel Holiday Inn Vinogradovo, conference centre).
4. To determine the time of the registration of persons participating in the Annual General Meeting of Shareholders - 09 hours 00 minutes local time.

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. 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 3. On the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company.

Decision:

To determine the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company - «20» May 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. 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 4. On approval of nomination of the Insurer of IDGC of Centre.

Decision:

To approve the following insurance company as the Company's Insurer:

Type of insurance	Insurance company	Period of insurance (period to issue policies)
Comprehensive and collision insurance (Fully Comp)	SOGAZ	15.05.2015-14.05.2016

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

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 5. On amendment of the Program to reduce risk of occurrence of injuries of IDGC of Centre for 2015-2017.

Decision:

To amend the Program to reduce risk of occurrence of injuries of IDGC of Centre for 2015-2017, approved by the decision of the Board of Directors of the Company on 29.01.2015 (Minutes # 01/15 of 30.01.2015), in accordance with Appendix # 1 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. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 6. On amendment of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2015-2017.**Decision:**

To amend the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2015-2017, approved by the decision of the Board of Directors of the Company on 29.01.2015 (Minutes # 01/15 of 30.01.2015), in accordance with Appendix # 2 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. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «ABSTAINED» |
| 9. Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 7. On consideration of the report of General Director of the Company «On execution of the Schedule of activities to implement the project for the centralization and automation of the treasury functionality».**Decision:**

To take into consideration the report of General Director of the Company «On execution of the Schedule of activities to implement the project for the centralization and automation of the treasury functionality» in accordance with Appendix # 3 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. Vladimir Vladimirovich Sofyin | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «AGAINST» |
| 9. Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «8»
«AGAINST»	- «2»
«ABSTAINED»	- «0»

Decision is taken.

Item 8. On approval of the agreement to terminate contract from 02.04.2012 №032/008/4600/02049/12 on the implementation of information exchange for payments made by individuals of goods, works and services and making on their behalf money transfers without opening bank accounts, concluded between IDGC of Centre (IDGC of Centre - Kurskenergo division) and Russian Agricultural Bank, which is a related party transaction.

Decision:

To approve the agreement to terminate contract from 02.04.2012 №032/008/4600/02049/12 on the implementation of information exchange for payments made by individuals of goods, works and services and making on their behalf money transfers without opening bank accounts, concluded between IDGC of Centre (IDGC of Centre - Kurskenergo division) and Russian Agricultural Bank, which is a related party transaction, on the following essential conditions:

Subject of the agreement:

«Recipient of funds» - IDGC of Centre (IDGC of Centre - Kurskenergo division);

«Bank» - Russian Agricultural Bank.

Parties of the agreement:

«The Parties», concluded the Agreement to terminate contract from 02.04.2012 №032/008/4600/02049/12 on the implementation of information exchange for payments made by individuals of goods, works and services and making on their behalf money transfers without opening bank accounts, on the following basis:

1. Pursuant to para. 3 of Art. 450, para. 2 of Art. 453 of the Civil Code of the Russian Federation, the Parties to the Agreement decided to terminate contract from 02.04.2012 №032/008/4600/02049/12 on the implementation of information exchange for payments made by individuals of goods, works and services and making on their behalf money transfers without opening bank accounts from 30 January 2015.
2. Upon termination of the Agreement all mutual obligations of the parties shall terminate relating to its conclusion and execution.
3. In all other cases not covered by this Agreement, the Parties shall be governed by the current legislation of the Russian Federation.

4. 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».

- | | |
|---|---------|
| 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. Vladimir Vladimirovich Sofyin | - «FOR» |
| 7. Roman Alexeyevich Filkin | - «FOR» |
| 8. Oxana Vladimirovna Shatokhina | - «FOR» |
| 9. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Appendices:

1. The amendments to the Program to reduce risk of occurrence of injuries of IDGC of Centre for 2015-2017, approved by the decision of the Board of Directors of the Company on 29.01.2015 (Minutes # 01/15 of 30.01.2015) (Appendix # 1).
2. The amendments to the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2015-2017, approved by the decision of the Board of Directors of the Company on 29.01.2015 (Minutes # 01/15 of 30.01.2015) (Appendix # 2).
3. The report of General Director of the Company «On execution of the Schedule of activities to implement the project for the centralization and automation of the treasury functionality» (Appendix # 3).

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

O.V. Shatokhina

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

S.V. Lapinskaya