



IDGC OF CENTRE

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

2nd Yamskaya, 4, Moscow, Russia, 127018,
Tel: Contact Centre +7(495) 747 92 92, Fax: +7 (495) 747 92 95
e-mail: posta@mrsk-1.ru; http://www.mrsk-1.ru
PSRN 1046900099498 TIN 6901067107

MINUTES

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

«29» January 2015

Moscow

No. 01/15

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, 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: **30.01.2015.**

AGENDA:

1. On the budget approval of the Audit Committee, the Reliability Committee, the Personnel and Remuneration Committee, the Strategy and Development Committee, the Grid Connection Committee of the Board of Directors of IDGC of Centre for 1H 2015.
2. On approval of the target values of Cash Flow of the Company for 1Q 2015.
3. On approval of the Program to reduce risk of occurrence of injuries of IDGC of Centre for 2015-2017.
4. On approval of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2015-2017.
5. On approval of the Program for the implementation of environmental policy of IDGC of Centre for 2015-2018.
6. On approval of the Private pension program for employees of IDGC of Centre for 2015.
7. On approval of the Innovative Development Program of IDGC of Centre for 2015-2019.
8. On approval of the Registry of key operational risks of the Company in a new edition.
9. On coordination of holding positions in the governing bodies of other organizations by General Director of the Company.
10. On early termination of powers of a member of the Strategy and Development Committee of the Board of Directors of IDGC of Centre and election of a member of the Strategy and Development Committee of the Board of Directors of IDGC of Centre.
11. On consideration of the report of General Director of the Company «On causes of the failure to perform the planned target of relative value of electricity losses for 9 months of 2014 by the branches of IDGC of Centre - "Kurskenergo" and "Tverenergo", on measures taken to prevent exceeding the indicator».
12. On approval of the Schedule of activities for the Company's accounts receivable for the services of electric power transmission during 2015.
13. On termination of the participation of IDGC of Centre in OJSC «Smolensk Energy

Repair Company».

14. On amendment of the decision of the Board of Directors of the Company dated 27.11.2014 (Minutes # 26/14 of 28.11.2014) regarding item # 8 «On approval of the agreement to perform scientific and research and development work, concluded between IDGC of Centre (IDGC of Centre - Belgorodenergo division) and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction».
15. On approval of nomination of the Insurer of IDGC of Centre.
16. On approval of a deal, which is a related party transaction (confidential).

Item 1: On the budget approval of the Audit Committee, the Reliability Committee, the Personnel and Remuneration Committee, the Strategy and Development Committee, the Grid Connection Committee of the Board of Directors of IDGC of Centre for 1H 2015.

Decision:

1. To approve the budget of the Audit Committee of the Board of Directors of IDGC of Centre for 1H 2015 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To approve the budget of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre for 1H 2015 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
3. To approve the budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre for 1H 2015 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
4. To approve the budget of the Reliability Committee of the Board of Directors of IDGC of Centre for 1H 2015 in accordance with Appendix # 4 to this decision of the Board of Directors.
5. To approve the budget of the Grid Connection Committee of the Board of Directors of IDGC of Centre for 1H 2015 in accordance with Appendix # 5 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 | - «ABSTAINED» |
| 8. Vladimir Vladimirovich Sofyin | - «FOR» |
| 9. Roman Alexeyevich Filkin | - «FOR» |
| 10. Oxana Vladimirovna Shatokhina | - «FOR» |
| 11. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 2: On approval of the target values of Cash Flow of the Company for 1Q 2015.

Decision:

1. To approve the following target values of Cash Flow of the Company for 1Q 2015:

Name	Services for operation and development of the distribution electric grid complex	Dividends (without tax)
January	33 669	0
February	33 669	0
March	33 669	0

2. To instruct General Director of the Company:

- no later than 5 (Five) working days from the date of this decision to ensure the formation of Cash Flow draft and its approval;
- no later than 1 (One) day from the date of Cash Flow approval to forward the document to the members of the Board of Directors of the Company;
- not to submit for consideration by the Board of Directors of the report on the implementation of the Company's Cash flow target values in cases where the Company has performed the Cash flow target values approved in 2015.

Voting results:

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

Total:

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

Decision is taken.

Item 3: On approval of the Program to reduce risk of occurrence of injuries of IDGC of Centre for 2015-2017.

Decision:

To approve the Program to reduce risk of occurrence of injuries of IDGC of Centre for 2015-2017 in accordance with Appendix # 6 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 approval of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2015-2017.

Decision:

To approve the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2015-2017 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 | - «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 5: On approval of the Program for the implementation of environmental policy of IDGC of Centre for 2015-2018.

Decision:

To approve the Program for the implementation of environmental policy of IDGC of Centre for 2015-2018 in accordance with Appendix # 8 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 Private pension program for employees of IDGC of Centre for 2015.

Decision:

To approve the Private pension program for employees of IDGC of Centre for 2015 in accordance with Appendix # 9 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 | - «ABSTAINED» |
| 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 Erpsheer | - «FOR» |

Total:

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

Decision is taken.

Item 7: On approval of the Innovative Development Program of IDGC of Centre for 2015-2019.

Decision:

To approve the Innovative Development Program of IDGC of Centre for 2015-2019 in accordance with Appendix # 10 to this decision of the Board of Directors of the Company with R&D funding in the amount of 136.69 million rubles in accordance with the approved Business Plan of IDGC of Centre for 2015-2017.

Voting results:

- | | |
|-----------------------------------|-------------|
| 1. Alexander Markovich Branis | - «AGAINST» |
| 2. Oleg Yuryevich Isaev | - «FOR» |
| 3. Denis Viktorovich Kulikov | - «AGAINST» |
| 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 Erpsheer | - «FOR» |

Total:

«FOR»	- «7»
«AGAINST»	- «4»

«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 10: On early termination of powers of a member of the Strategy and Development Committee of the Board of Directors of IDGC of Centre and election of a member of the Strategy and Development Committee of the Board of Directors of IDGC of Centre.

Decision:

1. To early terminate the powers of the member of the Strategy and Development Committee of the Board of Directors of the Company, Valery Ivanovich Isaev.
2. To elect Dmitry Mikhailovich Andropov - Deputy Head of Finance Office of Corporate Finance Department of JSC «Russian Grids» as a member of the Strategy and Development Committee 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 11: On consideration of the report of General Director of the Company «On causes of the failure to perform the planned target of relative value of electricity losses for 9 months of 2014 by the branches of IDGC of Centre - "Kurskenergo" and "Tverenergo", on measures taken to prevent exceeding the indicator».

Decision:

To take into consideration the report of General Director of the Company «On causes of the failure to perform the planned target of relative value of electricity losses for 9 months of 2014 by the branches of IDGC of Centre - "Kurskenergo" and "Tverenergo", on measures taken to prevent exceeding the indicator» in accordance with Appendix # 12 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 12: On approval of the Schedule of activities for the Company's accounts receivable for the services of electric power transmission during 2015.

Decision:

To approve the Schedule of activities for the Company's accounts receivable for the services of electric power transmission during 2015 in accordance with Appendix # 13 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 13: On termination of the participation of IDGC of Centre in OJSC «Smolensk Energy Repair Company».

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);
- 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:

- | | |
|------------------------------------------|---------|
| 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 14: On amendment of the decision of the Board of Directors of the Company dated 27.11.2014 (Minutes # 26/14 of 28.11.2014) regarding item # 8 «On approval of the agreement to perform scientific and research and development work, concluded between IDGC of Centre (IDGC of Centre - Belgorodenergo division) and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction».

Decision:

To amend the decision of the Board of Directors of the Company dated 27.11.2014 (Minutes # 26/14 of 28.11.2014) regarding item # 8 «On approval of the agreement to perform scientific and research and development work, concluded between IDGC of Centre (IDGC of Centre - Belgorodenergo division) and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction» and

read the section «Turnaround time» in the following edition:

«The Work is performed in accordance with the Schedule of the Agreement (Appendix # 2 to the Agreement):

- Delivery time of performance of scientific and research work:

start - 01.12.2014, completion - 27.02.2015.

- Delivery time of performance of development work:

start - 28.02.2015, completion - 29.04.2016

The total period of the work performance under the Agreement - not more than 17 months from the date of the Agreement conclusion».

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 | - «ABSTAINED» |
| 2. Denis Viktorovich Kulikov | - «AGAINST» |
| 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»	- «6»
«AGAINST»	- «1»
«ABSTAINED»	- «3»

Decision is taken.

Item 15: On approval of nomination of the Insurer of IDGC of Centre.

Decision:

To approve the following insurance companies of the Company:

Type of insurance	Insurance company	Period of insurance
Property insurance	SOGAZ	01.01.2015-31.12.2017
Compulsory insurance of civil liability of vehicle owners (MTPL)	SOGAZ	01.01.2015-31.12.2015 (period of issue of policy)

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 | - «FOR» |
| 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.

Item 16: On approval of a deal, which is a related party transaction (confidential).

Decision:

In accordance with Clause 6.2.2.8 of the provisions on disclosure of information by issuers of securities approved by Order of the FFMS of Russia from 04.10.2011 № 11-46/pz-n, information about the persons who are parties and beneficiaries, essential terms and the price of the agreement approved by this decision are not disclosed.

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 | - «AGAINST» |
| 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 | - «AGAINST» |
| 9. Oxana Vladimirovna Shatokhina | - «FOR» |
| 10. Natalia Ilyinichna Erpsher | - «FOR» |

Total:

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

Decision is taken.

Appendices:

- The budgets of the Audit Committee, the Reliability Committee, the Personnel and Remuneration Committee, the Strategy and Development Committee, the Grid Connection Committee of the Board of Directors of IDGC of Centre for 1H 2015 (Appendices # 1-5).
- The Program to reduce risk of occurrence of injuries of IDGC of Centre for 2015-2017 (Appendix # 6).
- The Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2015-2017 (Appendix # 7).
- The Program for the implementation of environmental policy of IDGC of Centre for 2015-2018 (Appendix # 8).
- The Private pension program for employees of IDGC of Centre for 2015 (Appendix # 9).
- The Innovative Development Program of IDGC of Centre for 2015-2019 (Appendix # 10).
- The Registry of key operational risks of the Company with assignment of risk owners in a new edition (Appendix # 11).
- The report of General Director of the Company «On causes of the failure to perform the planned target of relative value of electricity losses for 9 months of 2014 by the branches of IDGC of Centre - "Kurskenergo" and "Tverenergo", on measures taken to prevent exceeding the indicator»

(Appendix # 12).

9. The Schedule of activities for the Company's accounts receivable for the services of electric power transmission during 2015 (Appendix # 13).

10. The supply agreement for goods and materials (products) (Appendix # 14).

11. The dissenting opinion of the member of the Board of Directors of IDGC of Centre, P.N. Snikkars, regarding items # 7, # 8 of the agenda of the meeting of the Board of Directors of the Company (Appendix #15).

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

O.V. Shatokhina

**Corporate Secretary
of IDGC of Centre**

S.V. Lapinskaya