



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

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MINUTES

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

30 March 2015

Moscow

No. 03/15

Form of the meeting: joint presence.

Time of the meeting: 09 hours 30 minutes – 11 hours 30 minutes.

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

Participants of the voting: D.M. Andropov, S.V. Belevantsev, E.V. Bogach (video conference call), A.N. Zharikov, S.Y. Lebedev (video conference call), Y.N. Pankstyanov (video conference call), S.V. Podlutsky (video conference call regarding item 1), S.Y. Rumyantsev, Y.A. Savvin, M.M. Saukh (video conference call), R.A. Filkin, A.V. Shevchuk.

The written opinion (questionnaire) of the following members was taken into account while defining the results: A.V. Gritsenko, S.V. Podlutsky (regarding item 2)

Members who neither participated nor provided questionnaires: none.

The quorum is present.

Date of the minutes: 30.03.2015.

The meeting of the Strategy and Development Committee was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Strategy and Development Committee was chaired by Chairman of the Strategy and Development Committee, Yury Nikolayevich Pankstyanov.

The following representatives of the management of IDGC of Centre were present:

I.V. Gromova – Deputy General Director for Human Resources and Organizational Design

E.V. Kabanova – Deputy General Director for Development and Sale of Services

I.V. Maximov - Deputy General Director for Capital Construction

K.A. Mikhailik – First Deputy General Director

A.V. Pilyugin – First Deputy General Director – Chief Engineer

D.V. Sklyarov – Deputy General Director for Investment

L.A. Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department

O.A. Kharchenko - Acting Deputy General Director for Corporate Governance

At the beginning of the meeting Chairman of the Strategy and Development Committee, Y.N. Pankstyanov, informed the audience about the presence of a quorum for the meeting of the Committee, opened the meeting and announced the agenda for the meeting.

AGENDA:

1. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the report of General Director of the Company «On execution of the Business Plan (including the Investment Program performance) of the Company in 4Q 2014 and following the results of 2014».

2. On the recommendation to the Board of Directors of the Company regarding the item

«On approval of the adjusted Business plan of the Company, including the Investment program, for 2015 and outlook for 2016-2019».

Item 1: On the recommendation to the Board of Directors of the Company regarding the item «On approval of the report of General Director of the Company «On execution of the Business Plan (including the Investment Program performance) of the Company in 4Q 2014 and following the results of 2014».

Speaker in terms of the Business plan execution report – .Y. Rumyantsev – Member of the Management Board, Deputy General Director for Economy and Finance.

Co-speaker in terms of the Investment program execution report – I.V. Maximov – Member of the Management Board, Deputy General Director for Capital Construction.

The reports (presentations) on the item are stored in the materials for the meeting of the Committee.

In discussing the reports the questions were received from: S.Y. Lebedev, Y.N. Pankstyanov, E.V. Bogach, S.V. Podlutsky, Y.A. Savvin, A.V. Shevchuk, M.M. Saukh, R.A. Filkin.

The explanations and answers to the questions were given by: S.Y. Rumyantsev, I.V. Maximov, E.V. Kabanova, A.V. Pilyugin, I.V. Gromova.

Following the results of the item discussion the Company's management was recommended for the meeting of the Board of Directors of the Company and in the future in the report for subsequent periods to present to the Strategy Development Committee to complement the presentation with information on the indicators of quality and reliability of power supply to customers.

Decision (put for voting):

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

«To approve the report of General Director of the Company «On execution of the Business Plan (including the Investment Program performance) of the Company in 4Q 2014 and following the results of 2014» in accordance with the Appendices».

Voting results at the meeting:

Dmitry Mikhailovich Andropov	- «FOR»
Elena Viktorovna Bogach	- «FOR»
Sergey Vsevolodovich Belevantsev	- «FOR»
Alexey Nikolayevich Zharikov	- «FOR»
Sergey Yuryevich Lebedev	- «FOR»
Yury Nikolayevich Pankstyanov	- «FOR»
Sergey Vasilyevich Podlutsky	- «FOR»
Sergey Yuryevich Rumyantsev	- «FOR»
Yury Alexandrovich Savvin	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeevich Filkin	- «ABSTAINED»
Alexander Viktorovich Shevchuk	- «FOR»

Voting results by filling in the questionnaires:

Andrey Vitalyevich Gritsenko - «FOR»

Total:

«FOR»	- «12»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 2: On the recommendation to the Board of Directors of the Company regarding the item «On approval of the adjusted Business plan of the Company, including the Investment program, for 2015 and outlook for 2016-2019».

Speaker - S.Y. Rumyantsev – Member of the Management Board, Deputy General Director for Economy and Finance.

For information in terms of the Investment program – D.V. Sklyarov – Deputy General Director for Investment.

The reports (presentations) on the item are stored in the materials for the meeting of the Committee.

In discussing the reports the questions were received from: S.Y. Lebedev, Y.N. Pankstyanov, E.V. Bogach, Y.A. Savvin, A.V. Shevchuk, R.A. Filkin.

The explanations and answers to the questions were given by: D.V. Sklyarov, S.Y. Rumyantsev.

Decision (put for voting):

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

«To approve the adjusted Business plan of the Company, including the Investment program, for 2015 and outlook for 2016-2019 in accordance with the Appendix».

Voting results at the meeting:

Dmitry Mikhailovich Andropov	- «FOR»
Elena Viktorovna Bogach	- «FOR»
Sergey Vsevolodovich Belevantsev	- «ABSTAINED»
Alexey Nikolayevich Zharikov	- «AGAINST»
Sergey Yuryevich Lebedev	- «FOR»
Yury Nikolayevich Pankstyanov	- «FOR»
Sergey Yuryevich Rumyantsev	- «FOR»
Yury Alexandrovich Savvin	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeevich Filkin	- «AGAINST»
Alexander Viktorovich Shevchuk	- «AGAINST»

Voting results by filling in the questionnaires:

Andrey Vitalyevich Gritsenko	- «FOR»
Sergey Vasilyevich Podlutsky	- «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

Decision is taken.

The agenda of the meeting of the Strategy and Development Committee of the Board of Directors of the Company on 30.03.2015 was exhausted.

The meeting of the Strategy and Development Committee was adjourned.

**Deputy Chairman
of the Strategy and Development Committee
of the Board of Directors of IDGC of Centre**

Y.N. Pankstyanov

**Secretary
of the Strategy and Development Committee
of the Board of Directors of IDGC of Centre**

S.V. Lapinskaya