

"Interregional Distribution Grid Company of Centre", Joint-Stock Company

127018, Russia, Moscow, 2nd Yamskaya, 4 Tel.: Contact Centre +7(495) 747 92 92, +7(495) 747 92 96: Fax: +7 (495) 747 92 95 Direct Power Hot Line: 8 800 50 50 115, Trust Line: 8 800 100 9000; e-mail: <u>posta@mrsk-1.ru</u>; <u>http://www.mrsk-1.ru</u> Primary State Registration Number (OGRN) 1046900099498 Taxpayer Identification Code (INN) 6901067107

MINUTES

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

March 13, 2014

Moscow

No. 05/14

Form of the meeting: joint presence.

Time of the meeting: 17 hours 05 minutes – 20 hours 20 minutes.

Total number of members of the Strategy and Development Committee: 11 persons.

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

The written opinion (questionnaire) of the following members was taken into account while defining the results: A.N. Zharikov.

Members who neither participated nor provided questionnaires: S.A. Balaeva, A.A. Bashindzhagyan.

The quorum is present.

Date of the minutes: 18.03.2014.

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:

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

A.V. Pilyugin – Member of the Management Board, Deputy General Director for Technical Issues – Chief Engineer;

Y.V. Minchenko – Member of the Management Board, Deputy General Director for Corporate Governance;

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

E.V. Turapin – Deputy Chief Engineer for electric grid assets management;

A.V. Dudin – IT Director – Head of IT Department;

D.V. Sklyarov – Acting Deputy General Director for Logistics and Procurement, Head of Investment Department;

E.K. Rakovsky - Head of Grid Connection Department;

D.V. Marchenkov - Director of Innovation Department;

N.V. Sychev – Deputy Head of Finance Department;

N.A. Loganova - Head of Economics Department;

E.Y. Kalinina – Head of Production Safety Office;

D.A. Meneylyuk – Head of Department for property management and consolidation of electric grid assets;

A.L. Khaleev – Head of Electricity Metering Department;

E.V. Kabanova – Head of Electricity Delivery Department;

V.L. Volovikis – Chief specialist of energy conservation and energy efficiency and sale of value-added services Department.

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. Consideration of the information on target programs of IDGC of Centre.

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 2014 and outlook for 2015-2018».

Item 1: Consideration of the information on target programs of IDGC of Centre.

Speakers: S.Y. Rumyantsev – Member of the Management Board, Deputy General Director for Economy and Finance, A.L. Khaleev – Head of Electricity Metering Department, V.L. Volovikis – Chief specialist of energy conservation and energy efficiency and sale of value-added services Department, E.V. Turapin – Deputy Chief Engineer for electric grid assets management, N.V. Sychev – Deputy Head of Finance Department, D.V. Marchenkov – Director of Innovation Department, A.V. Dudin – IT Director – Head of IT Department, E.Y. Kalinina – Head of Production Safety Office, Y.V. Minchenko – Member of the Management Board, Deputy General Director for Corporate Governance, I.V. Gromova – Deputy General Director for Human Resources and Organizational Design.

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 Y.N. Pankstyanov, S.Y. Lebedev, E.V. Bogach, A.V. Gritsenko, M.M. Saukh, R.A. Filkin, A.V. Shevchuk.

The explanations and answers to the questions were given by: S.Y. Rumyantsev, A.L. Khaleev, V.L. Volovikis, A.V. Dudin, Y.V. Minchenko, D.A. Meneylyuk, D.V. Marchenkov, A.V. Pilyugin, E.V. Turapin, E.Y. Kalinina, N.V. Sychev.

Decision (put for voting):

1. To mark the positive work of the management of IDGC of Centre in preparation of analytical and presentation material related to the execution of target programs of IDGC of Centre.

2. To take into consideration the information on the status of implementation of the target programs of IDGC of Centre in accordance with Appendix # 1 to this decision of the Strategy and Development Committee.

3. To assign the management of the Company to submit to the Strategy and Development Committee within the report of General Director of the Company «On execution of the Business plan of the Company in the 1st quarter of 2014» information on the results of the execution of target programs of the Company in the first quarter of 2014, taking into account comments made by members of the Committee. At the same time to prepare proposals for optimization of existing target programs.

Voting results at the meeting:

Yury Nikolayevich Panks	styanov - «FOR»
Elena Viktorovna Bogach	- «FOR»

Sergey Yuryevich Lebedev		- «FOR»		
Andrey Vitalyevich Gritsenk	0	- «ABSTAINED»		
Sergey Yuryevich Rumyantsev		- «FOR»		
Maxim Mikhailovich Saukh		- «FOR»		
Alexander Viktorovich Shevchuk		- «ABSTAINED»		
Roman Alexeevich Filkin		- «ABSTAINED»		
Voting results by filling in the questionnaires:				
Alexey Nikolayevich Zharikov		- «AGAINST»		
Total:				
«FOR»	- «5»			
«AGAINST»	- «1»			
«ABSTAINED»	- «3»			

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 2014 and outlook for 2015-2018».

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

Co-speaker in terms of the adjusted Investment program – D.V. Sklyarov – Acting Deputy General Director for Logistics and Procurement, Head of Investment Department.

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 Y.N. Pankstyanov, S.Y. Lebedev, E.V. Bogach, A.V. Gritsenko, M.M. Saukh, R.A. Filkin, A.V. Shevchuk.

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

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 2014 and outlook for 2015-2018 in accordance with the Appendices».*

Voting results at the meeting:

0	0			
Yury Nikolayevich Pankstyanov		- «FOR»		
Elena Viktorovna Bogach		- «FOR»		
Sergey Yuryevich Lebedev		- «FOR»		
Andrey Vitalyevich Gritsenko	0	- «ABSTAINED»		
Sergey Yuryevich Rumyantse	ev	- «FOR»		
Maxim Mikhailovich Saukh		- «FOR»		
Alexander Viktorovich Shevchuk		- «ABSTAINED»		
Roman Alexeevich Filkin		- «ABSTAINED»		
Voting results by filling in the questionnaires:				
Alexey Nikolayevich Zharikov		- «ABSTAINED»		
Total:				
«FOR»	- «5»			
«AGAINST»	- «0»			
«ABSTAINED»	- «4»			
Decision is taken				

Decision is taken.

The agenda of the meeting of the Strategy and Development Committee of the Board of Directors of the Company on 13.03.2014 was exhausted.

The meeting of the Strategy and Development Committee was adjourned.

Appendix:

The information on the status of implementation of the target programs of IDGC of Centre (Appendix # 1).

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

A.A. Varlamov