

“Interregional Distribution Grid Company of Centre”, Joint-Stock Company

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Taxpayer Identification Code (INN) 6901067107

**MINUTES**

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

December 09, 2011

Moscow

No. 22/11

Form of the meeting: **absent voting.**

Total number of members of the Committee for Audit: **7 persons.**

Participants of the voting: **A.Y. Perepelkin, M.Y. Kurbatov, A.A. Popov, A.V. Sergutin, A.G. Starchenko, R.A. Filkin, A.V. Shevchuk.**

Members who did not provide questionnaires: **none.**

The quorum is **present.**

**Absence of objections concerning the materials and draft decisions from I.A. Alimuradova, O.V. Popova, experts of the Committee for Audit of the Board of Directors of the Company, was taken into account.**

Date of the minutes: 09.12.2011.

**AGENDA:**

1. Consideration of the report of an independent appraiser to determine the market value of immovable property of IDGC of Centre, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy, located at the address: Orel region, Orel, Mir square 2.

2. Consideration of the report of an independent appraiser to determine the market value of immovable property of IDGC of Centre, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy – production site of repair-building workshop for plumbing, located at the address: Yaroslavl, Clubnaya str. 19 a.

3. Consideration of the Regulations for the insider information, rules of confidentiality, procedure on access and control over compliance with requirements of current legislation in IDGC of Centre in the new edition.

**Item 1: Consideration of the report of an independent appraiser to determine the market value of immovable property of IDGC of Centre, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy, located at the address: Orel region, Orel, Mir square 2.**

**Decision:**

1. To take into consideration the report of the independent appraiser “Appraisal Agency of Kovaleva and Company” LLC dated from 26.10.2011 dated from 645-3-11 CMK AOK 04 on determination of the market value of real estate of IDGC of Centre, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy, located at the address: Orel region, Orel, Mir square 2, in the amount of 347 000

(three hundred and forty-seven thousand) rubles 00 kopecks (exclusive of VAT).

2. To recommend the members of the Board of Directors of IDGC of Centre while determining the market value of real estate of IDGC of Centre, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy, located at the address: Orel region, Orel, Mir square 2, to follow the report of the independent appraiser “Appraisal Agency of Kovaleva and Company” LLC dated from 26.10.2011 # 645-3-11 CMK AOK 04.

**Voting results:**

<b>Alexey Yuryevich Perepelkin</b>	- «FOR»
<b>Alexey Vladimirovich Sergutin</b>	- «FOR»
<b>Mikhail Yurievich Kurbatov</b>	- «FOR»
<b>Alexander Albertovich Popov</b>	- «FOR»
<b>Alexander Grigoryevich Starchenko</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 2: Consideration of the report of an independent appraiser to determine the market value of immovable property of IDGC of Centre, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy – production site of repair-building workshop for plumbing, located at the address: Yaroslavl, Clubnaya str. 19 a.**

**Decision:**

1. To take into consideration the report of the independent appraiser “Legal Agency YURKON” LLC dated from 06.09.2011 # 1053-1/11 on determination of the market value of real estate of IDGC of Centre, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy – production site of repair-building workshop for plumbing, located at the address: Yaroslavl, Clubnaya str. 19 a, in the amount of 916 745 (Nine hundred and sixteen thousand seven hundred forty-five) rubles 00 kopecks (exclusive of VAT).

2. To recommend the members of the Board of Directors of IDGC of Centre while determining the market value of real estate of IDGC of Centre, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy – production site of repair-building workshop for plumbing, located at the address: Yaroslavl, Clubnaya str. 19 a, to follow the report of the independent appraiser “Legal Agency YURKON” LLC dated from 06.09.2011 # 1053-1/11.

**Voting results:**

<b>Alexey Yuryevich Perepelkin</b>	- «FOR»
<b>Alexey Vladimirovich Sergutin</b>	- «FOR»
<b>Mikhail Yurievich Kurbatov</b>	- «FOR»
<b>Alexander Albertovich Popov</b>	- «FOR»
<b>Alexander Grigoryevich Starchenko</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 3: Consideration of the Regulations for the insider information, rules of confidentiality, procedure on access and control over compliance with requirements of current legislation in IDGC of Centre in the new edition.**

**Decision:**

1. To approve the Regulations for the insider information of IDGC of Centre in the new edition according to Appendix # 1.
2. To recommend the Board of Directors of IDGC of Centre:
  - 2.1. the Regulations for the insider information, approved by the decision of the Board of Directors of IDGC of Centre and Northern Caucasus dated from 14.10.2005 (Minutes # 008/05 of 14.10.2005), shall be considered to have lost force;
  - 2.2. to approve IDGC of Centre in the new edition according to the Appendix.

**Voting results:**

<b>Alexey Yuryevich Perepelkin</b>	- «FOR»
<b>Alexey Vladimirovich Sergutin</b>	- «FOR»
<b>Mikhail Yurievich Kurbatov</b>	- «FOR»
<b>Alexander Albertovich Popov</b>	- «FOR»
<b>Alexander Grigoryevich Starchenko</b>	- «AGAINST»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

**Total:**

«FOR»	- «6»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

**Decision is taken.**

**Appendix:**

The Regulations for the insider information of IDGC of Centre in the new edition (Appendix 1).

**Chairman of the Committee for Audit  
of the Board of Directors of IDGC of Centre**

**A.Y. Perepelkin**

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

**S.V. Lapinskaya**