

**MINUTES**  
**of the Meeting of the Board of Directors**

June 21, 2011

No. 62

Moscow

The decision of the Board of Directors of JSC IDGC Holding was approved by absentee voting (voting by ballot).

The following members of the Board of Directors participated in the voting: S. I. Shmatko, N. N. Shvets, S. R. Borisov, V. A. Gulyaev, V. M. Kravchenko, V. V. Kudryavy, G. P. Kutovoy, S. V. Maslov, S. Remes, V. V. Tatsiy, A. P. Terekhov, V. N. Titov, I. V. Khvalin, and P. O. Shatsky.

S. V. Serebryannikov did not participate in the voting.

**Agenda:**

1. Defining of the position of JSC IDGC Holding (representatives of JSC IDGC Holding) on the item on the agenda of the meeting of the Board of Directors of OAO Yantarenergo “Tentative approval of the decision on the Company’s entering into a transaction associated with transferring title to the real property that is capital assets intended for use other than the generation, transmission, dispatching, and distribution of electricity and heat, namely the building of a kindergarten located at: Kaliningrad, ul. Leningradskaya, 12.”

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## IT WAS RESOLVED AS FOLLOWS:

1.1. Concerning the item on the agenda of the meeting of the Board of Directors of OAO Yantarenergo “Tentative approval of the decision on the Company’s entering into a transaction associated with transferring title to the real property that is capital assets intended for use other than the generation, transmission, dispatching, and distribution of electricity and heat, namely the building of a kindergarten located at: Kaliningrad, ul. Leningradskaya, 12,” representatives of JSC IDGC Holding shall be instructed to vote “For” the approval of the transaction subject to the following material terms and conditions:

- transferred property: kindergarten building; letter designation: A; total area: 854.6 square meters; metal fence length: 252 meters; location address: Kaliningrad, ul. Leningradskaya, 12;

- book (residual) value of the transferred property as at February 1, 2011: zero (0) rubles;

- method for transferring title to the property: through entering into a purchase and sale agreement;

- buyer: Center for Development of Interpersonal Communications Interregional Public Foundation;

- total market value of the transferred property as determined by an independent appraiser, LAIR Limited Liability Company (Report No. N-12982/11): forty-one million, eight hundred thousand (41,800,000) rubles and 00 kopecks, exclusive of VAT;

- selling price: equal to the market value of the transferred property;

- payment procedure (period) for the transferred property: cash, before the transfer of title to the property, within thirty (30) business days after the date of execution of the purchase and sale agreement and the property delivery and acceptance certificate.

S. I. Shmatko, N. N. Shvets, S. R. Borisov, V. A. Gulyaev, V. M. Kravchenko, V. V. Kudryavy, G. P. Kutovoy, S. V. Maslov, S. Remes, V. V. Tatsiy, V. N. Titov, I. V. Khvalin, and P. O. Shatsky voted “For.”

A. P. Terekhov “Abstained.”

Approved by a majority of votes.

Ballots attached.

S. I. Shmatko

Chairman of the Board of Directors

A. Yu. Perepyolkin

Acting Secretary of the Board of Directors

Date of the Minutes of the Meeting: \_\_\_\_\_, 2011