

Enclosure №2  
Approved by  
the Board of Directors  
of IDGC of Centre, JSC  
Minutes No. 05/09  
dated March 27, 2009

Provision  
On Remuneration and Reimbursement Policy for Members of  
“IDGC of Centre” JSC Board of Directors Committee for  
Technological Connection to Electric Networks

Moscow, 2009

1. This Provision has been developed under Federal Law “On Joint Stock Companies” and stipulates the amount and system of remuneration and reimbursement payment to members of IDGC of Centre, JSC Board of directors Committee of Technological Connection to Electric Networks (hereinafter referred to as BD Committee)

2. This Provision shall not apply to those BD Committee members who act as a sole executive body at IDGC of Centre, JSC (hereinafter referred to as Company) or as a member of the Company executive authority.

Remuneration and compensation payment to the Chairman and BD Committee members shall not be effected should they fall into a category of persons in respect to whom the federal law restricts or prohibits payments on behalf of profit organizations

3. Remuneration and reimbursement payments shall be effected by the Company in monetary form.

Remuneration and reimbursement payments shall be effected on the basis of the Committee budget approved by the Company Board of Directors. The Committee budget shall be approved quarterly. The total quarterly amount of remuneration and reimbursement payments shall not exceed the quarterly volume of the approved Committee budget.

4. Remuneration payments

4.1. For direct participation in the committee meeting, a committee member shall receive a remuneration equivalent to 2 (two) minimal monthly first class tariff rates of workers (hereinafter referred to as MMTR) set by branch tariff agreement for RF power industry (hereinafter referred to as the Agreement”) valid for the date of the meeting, provided an indexation acc. to the Agreement to be paid within seven running days after the Committee meeting.

The amount of the remuneration paid to the Chairman (Deputy Chairman for each meeting at which he/ she acted as Committee Chairman) shall be increased by 50%.

The amount of the remuneration paid to the Committee Secretary for each meeting shall amount to 2 (two) MMTR valid for the date of Committee meeting, provided an indexation acc. to the Agreement to be paid within seven running days after the Committee meeting.

4.2. For absentee participation in the Committee meeting a Committee member shall receive a remuneration equivalent to 1 (one) MMTR, provided an indexation acc. to the Agreement to be paid within seven running days after the Committee meeting.

The amount of the remuneration paid to the Chairman (Deputy Chairman for each meeting at which he/she acted as Committee Chairman) shall be increased by 50%.

The amount of the remuneration paid to the Committee Secretary for each meeting shall amount to 1 (one) MMTR valid for the date of Committee meeting, provided an indexation acc. to the Agreement to be paid within seven running days after the Committee meeting.

4.3. Member of BD Committee has the right to waive the remuneration stipulated in this Provision, either fully, or partially, if he/she writes a respective application in the name of the Company General Director.

Given a respective application made by a BD Committee member in writing, all remunerations shall be paid with written consent of the above member only. Should any grounds for a remuneration arise, the Company shall notify the BD Committee member thereof, stipulating the amount of the remuneration. Such notification shall be referred not later than due time of the remuneration payment as stipulated by this Provision.

Given a written consent to a remuneration from a BD Committee member, the respective remuneration shall be paid to him/her within seven running days from the date of this consent.

## 5. Reimbursement

5.1. A BD Committee member shall receive a reimbursement for actual expenses connected with the participation in the Company BD Committee meeting (travel expenses, accommodation, boarding etc) at the rate stipulated in 5.2. of this Provision (excl. payment of per diem allowance).

5.2. BD Committee members, should they go on business trip to attend the Company branches, to meet shareholders and investors, take part in Company shareholder meetings, as well as to perform other duties of BD Committee members, shall receive:

- payment of per diem allowance as stipulated for sole executive body of the Company or for sole executive body of the Company managing authority
- reimbursement of the cost of travel from the point of origin to the point of destination and return travel to the place of permanent work or residence (incl. travel insurance, booking tickets etc) – in the amount equal to the actual expenses confirmed with tickets, but not exceeding the cost of travel:
  - by train – in a comfortable business-class sleeper carriage;
  - by marine and river transport – according to tariffs set by the carrier but not exceeding the cost of travel in a lux cabin
  - by air – the cost of business-class travel;
  - by car – the cost of travel by public transport (except taxi and car hire)

- compensation of accommodation rent (unless free accommodation is provided for the Committee member) – in the amount of actual expenses confirmed by respective documents, but not exceeding three MMTR for first class tariff rate of workers set by branch tariff agreement for RF power industry valid for the date of the remuneration, provided an indexation acc. to the Agreement to be paid for each day of the renting.

5.3. Payment of remuneration shall be effected by the Company within one running day after submitting the documents confirming the expenses incurred.