



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

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Primary State Registration Number (OGRN) 1046900099498

Taxpayer Identification Code (INN) 6901067107

MINUTES

**Of the meeting of the Strategy and Development Committee, IDGC of Centre, JSC Board of Directors
(in the form of postal voting)**

15 October, 2008

No.05/08

Moscow

Form of the meeting: **postal voting**

Number of the Board of Directors members: **nine people**

Present: **A.M.Airapetyan, A.V.Zemskov, A.V.Klaptsov, A.V.Lisitsyn, V.L.Nazin, P.A.Obukhov, R.A.Filkin, S.V.Chebotaryov.**

Did not file in questionnaires: **E.A.Bronnikov**

The quorum is **present.**

Date of drawing up of the minutes: **15 October, 2008.**

AGENDA:

1. On termination of participation of IDGC of Centre, JSC in TGC-4, JSC.

Item No.1: On termination of participation of IDGC of Centre, JSC in TGC-4, JSC.

RESOLVED:

That IDGC of Centre, JSC Board of Directors be recommended:

1. That participation of IDGC of Centre, JSC in TGC-4, JSC be terminated by way of making obligatory proposal of ONEXIM HOLDINGS LIMITED on acquisition of TGC-4, JSC shares under the following essentials:

- Balance cost of the shares –RUR 82,406,967.31 (eighty-two million four hundred and six thousand nine hundred and sixty-seven roubles and thirty-one kopeck)
- category, type, par value and number of carved-off shares of TGC-4, JSC - ordinary nominal uncertified shares with a par value of 0,01 (one hundredth) rouble for one share in the amount of 2,914,248,848 (two billion nine hundred and

fourteen million two hundred and forty-eight thousand eight hundred and forty-eight) pieces;

- price of the obligatory proposal is RUR 0.027 (one twenty-seven thousandth) for one ordinary nominal uncertified share of TGC-4, JSC;
- redemption cost of shares is RUR 78,684,718.90 (seventy-eight million six hundred and eighty-four thousand seven hundred and eighteen roubles 90 kopecks).
- the order and term of shares payment - by money resources within 15 (fifteen) days from the date of transfer of ordinary nominal uncertified shares on the personal account of ONEXIM HOLDINGS LIMITED;
- period of validity of the obligatory proposal - no later than on 17 October, 2008.

Results of the voting:

Arman Mushegovich Airapetyan – FOR

Alexander Vladimirovich Zemskov – FOR

Alexei Vitalievich Klaptsov – FOR

Alexei Viktorovich Lisitsyn – FOR

Vladislav Lvovich Nazin – FOR

Pavel Andreevich Obukhov – FOR

Roman Alexeevich Filkin – FOR

Sergei Vladimirovich Chebotaryov – FOR

Total:

FOR	8
AGAINST	0
ABSTAINED	0

The item was resolved.

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

A.V.Lisitsyn

Secretary of the Committee

O.I.Dubova