



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

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MINUTES

of the meeting of the Committee for Strategy and Development
of the Board of Directors of IDGC of Centre, JSC

August 09, 2010

Moscow

No. 13/10

Form of the meeting: joint presence.

Time of the meeting: 17.30 p.m. – 20.20 p.m.

Total number of members of the Committee for Strategy and Development: **9 persons.**

Participants of the voting: M.Yu. Kurbatov, A.V. Demidov, A.Yu. Perepelkin (regarding item 2), K.Yu. Petukhov, A.V. Klaptsov (regarding item 2), S.V. Chebotarev, R.A. Filkin, M.E. Shvedko.

Members who did not participate in voting and did not provide questionnaires: E.A. Bronnikov

The quorum is present.

Date of the minutes: August 11, 2010.

AGENDA:

1. Election of Deputy Chairman of the Committee for Strategy and Development of the Board of Directors of IDGC of Centre.
2. Risk management when using outsourcing scheme of service functions of the Company and implementation of strategy of management of the Company resources.
3. Recommendations to the Company Board of Directors regarding issue of establishment of the Company Division.

Item No. 1: Election of Deputy Chairman of the Committee for Strategy and Development of the Board of Directors of IDGC of Centre.

Decision:

To elect Alexey Vladimirovich Demidov to the position of Deputy Chairman of the Committee for Strategy and Development of the Board of Directors of IDGC of Centre.

Voting results:

| | |
|--|--------------------|
| Mikhail Yuryevich Kurbatov | - FOR |
| Alexey Vladimirovich Demidov | - ABSTAINED |
| Konstantin Yuryevich Petukhov | - FOR |
| Sergey Vladimirovich Chebotarev | - FOR |
| Roman Alexeevich Filkin | - FOR |
| Marina Evgenyevna Shvedko | - FOR |

Total:

| | |
|-----------|---|
| FOR | 5 |
| AGAINST | 0 |
| ABSTAINED | 1 |

The decision is taken.

Item No. 2: Risk management when using outsourcing scheme of service functions of the Company and implementation of strategy of management of the Company resources.

Decision:

1. To take into consideration information of IDGC of Centre “On risk management when using outsourcing scheme of service functions of the Company and implementation of strategy of management of the Company resources”.
2. To note existence of risks when using outsourcing scheme by the Company as well as unsatisfactory leveling of mentioned risks in current contracts concluded with outsourcer in 2007-2008.
3. To charge M.Yu. Kurbatov, Chairman of the Committee for Strategy and Development of the Company Board of Directors, to form working group under the Committee for Strategy and Development for the purpose of audit and analysis of the following documents prepared by IDGC of Centre:
 - ✓ plan of refusal from outsourcing scheme use (transfer to self-dependent performance of functions of secondary processes of IT-servicing, accounting and treasury) (hereinafter referred to as Plan);
 - ✓ estimate of cost of services of “Corporate service systems”, JSC according to years and types of activity, calculation procedure of prime cost of these services.
4. To recommend the Company General Director:
 - 4.1. to prepare draft Plan of refusal from outsourcing scheme use which includes information on economical estimation and losses of the Company taking into account held discussion for further submission of mentioned Plan to the Committee for Strategy and Development of the Company Board of Directors.

Term: prior to August 25, 2010.

- 4.2. to present estimate of cost of services of “Corporate service systems”, JSC according to years and types of activity including calculation procedure of prime cost of these services.

Term: prior to August 20, 2010.

- 4.3. to prepare and submit for consideration draft contract/supplementary agreement (rendering of services, lease) concluded with “Corporate service systems”, JSC, which validity term is since September 01, 2010 till April 01, 2011 to the Committee for Strategy and Development. The following requirements should be taken into consideration when preparing draft contract:

- ✓ to provide for responsibility of outsourcer regarding each risk mentioned in presentation submitted by the Company and existing when using outsourcing scheme of service functions of the Company;
- ✓ to provide for responsibility of outsourcer for integrity and availability of data processed by IDGC of Centre and in case of their transfer to the other data processing center as well;
- ✓ to provide for the Company right of lease/purchase of constructions, equipment and software (licenses) being used within frameworks of rendering of services of outsourcing (data processing center, licenses, communication channels, automatic telephone stations) at expiration/early termination of the Contract

Term: prior to August 18, 2010.

- 4.4. for the purposes of determination of cost of equipment, works and services, monitoring of mature market of producers and suppliers of equipment and services to conduct open inquiry of proposals without obligation of contract conclusion:

- ✓ for execution of project documentation and performance of construction and assembly works referred to creation of main and reserve data processing centre;

- ✓ for services of lease of computational power and application hosting of data processing centres;
- ✓ for performance of complex of works referred to organization of digital reserved communication channels;
- ✓ for organizing and performance of complex of works referred to organization of network of automatic telephone stations;
- ✓ for rendering services referred to transfer of data to the other data processing centre;
- ✓ for office equipment installation in order work places to be supplied;
- ✓ for acquisition non-exclusive rights of use (licenses) for software.

Term: prior to October 08, 2010.

Voting results:

| | |
|--|--------------------|
| Mikhail Yuryevich Kurbatov | - FOR |
| Alexey Vladimirovich Demidov | - FOR |
| Alexey Vitalyevich Klaptsov | - FOR |
| Alexey Yuryevich Perepelkin | - FOR |
| Konstantin Yuryevich Petukhov | - FOR |
| Sergey Vladimirovich Chebotarev | - ABSTAINED |
| Roman Alexeevich Filkin | - FOR |
| Marina Evgenyevna Shvedko | - FOR |

Total:

| | |
|-----------|---|
| FOR | 7 |
| AGAINST | 0 |
| ABSTAINED | 1 |

The decision is taken.

By the decision of M.Yu. Kurbatov, Chairman of the Committee for Strategy and Development, and by virtue of absence of objections of the members of the Committee being present at the meeting of the Committee consideration of the item No. 3 “Recommendations to the Company Board of Directors regarding issue of establishment of the Company Division” was found to be unreasonable.

The agenda of the meeting of the Committee for Strategy and Development of the Board of Directors of the Company held on August 09, 2010 was settled.

The meeting of the Committee for Strategy and Development was adjourned.

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

M.Yu. Kurbatov

**Secretary of the Committee for Strategy
and Development of the Board of Directors
of IDGC of Centre**

S.V. Lapinskaya