



“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

September 28, 2010

Moscow

No. 16/10

Form of the meeting: absent voting.

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

Participants of the voting: M.Y. Kurbatov, A.V. Demidov, E.A. Bronnikov, A.Y. Perepelkin, A.V. Klaptsov, S.V. Chebotarev, M.E. Shvedko, R.A. Filkin.

Members who did not provide questionnaires: K.Y. Petukhov.

The quorum is present.

Date of the minutes: 29.09.2010.

AGENDA:

1. Preliminary consideration of the report of the General Director of the Company “On measures taken in August 2010 relating to transfer to regulation of tariffs for power transport services by return on invested capital method (RAB)” for the further submission to the Board of Directors of the Company.
2. On recommendations for the Board of Directors regarding the shareholding of OJSC "Yaroslavl city power networks" by IDGC of Centre.

Item 1: Preliminary consideration of the report of the General Director of the Company “On measures taken in August 2010 relating to transfer to regulation of tariffs for power transport services by return on invested capital method (RAB)” for the further submission to the Board of Directors of the Company.

Decision:

To recommend the members of the Board of Directors regarding the item “Preliminary consideration of the report of the General Director of the Company “On measures taken in August 2010 relating to transfer to regulation of tariffs for power transport services by return on invested capital method (RAB)” for the further submission to the Board of Directors of the Company”, to take the following decision:

«To take into consideration the report of the General Director of the Company “On measures taken in August 2010 relating to transfer to regulation of tariffs for power transport services by return on invested capital method (RAB)”».

Voting results:

Mikhail Yuryevich Kurbatov	- «FOR»
Alexey Vladimirovich Demidov	- «FOR»
Evgeny Alexeevich Bronnikov	- «FOR»
Alexey Vitalyevich Klaptsov	- «FOR»
Alexey Yuryevich Perepelkin	- «FOR»
Sergey Vladimirovich Chebotarev	- «FOR»
Marina Evgenyevna Shvedko	- «FOR»
Roman Alexeevich Filkin	- «FOR»

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Item 2: On recommendations for the Board of Directors regarding the shareholding of OJSC "Yaroslavl city power networks" by IDGC of Centre.**Decision:**

To recommend the members of the Board of Directors to take the following decision:

«To approve the shareholding of OJSC "Yaroslavl city power networks" by IDGC of Centre by acquisition of 490 (Four hundred ninety) shares, which comprise 49% of the charter capital of OJSC "Yaroslavl city power networks", on the following terms and conditions:

- acquisition procedure: bidding;
- seller: Mayor's Office of the city of Yaroslavl;
- bidding institutor: The Committee on Municipal Property Management of the Mayor's Office of the city of Yaroslavl;
- the number of shares to be acquired: uncertificated registered ordinary shares (State Registration Number 1-01-13950-A)- 490 (Four hundred ninety) shares, nominal value 1 175 804 (One million one hundred seventy-five thousand eight hundred and four) roubles each;
- the price of acquisition is not more than 410 000 000 (Four hundred and ten million) roubles;
- payment method: monetary assets (Russian roubles);
- payment term: within 10 days after conclusion of the buy and sell agreement of the block of shares of OJSC "Yaroslavl city power networks".

Voting results:

Mikhail Yuryevich Kurbatov	- «FOR»
Alexey Vladimirovich Demidov	- «FOR»
Evgeny Alexeevich Bronnikov	- «FOR»
Alexey Vitalyevich Klaptsov	- «ABSTAINED»
Alexey Yuryevich Perepelkin	- «FOR»
Sergey Vladimirovich Chebotarev	- «FOR»
Marina Evgenyevna Shvedko	- «FOR»
Roman Alexeevich Filkin	- «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

The decision is taken.

Appendices:

The report of the General Director of the Company "On measures taken in August 2010 relating to transfer to regulation of tariffs for power transport services by return on invested capital method (RAB)" (Appendix 1).

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

M.Y. Kurbatov

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

S.V. Lapinskaya