



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

127018, Russia, Moscow, 2nd Yamskaya, 4
Tel.: Contact Centre +7(495) 747 92 92, +7(495) 747 92 96; Fax: +7 (495) 747 92 95
Direct Power Hot Line: 8 800 50 50 115, Trust Line: 8 800 100 9000;
e-mail: posta@mrsk-1.ru; <http://www.mrsk-1.ru>
Primary State Registration Number (OGRN) 1046900099498
Taxpayer Identification Code (INN) 6901067107

MINUTES

of meeting of the Strategy and Development Committee
of the Board of Directors of IDGC of Centre

March 12, 2013

Moscow

No. 03/13

Form of the meeting: joint presence.

Time of the meeting: 11 hours 20 minutes – 13 hours 30 minutes.

Total number of members of the Strategy and Development Committee: 11 persons.

Participants of the voting: A.V. Demidov, S.A. Balaeva, E.A. Bronnikov, A.N. Zharikov, R.A. Filkin, A.V. Shevchuk.

The written opinion (questionnaire) of the following members was taken into account while defining the results: A.A. Bashindzhagyan, V.A. Pavlov.

Members who neither participated nor provided questionnaires: P.V. Golubev, K.N. Orlov, M.M. Saukh.

The quorum is present.

Date of the minutes: 13.03.2013.

AGENDA:

1. On prior consideration of the Investment program of the Company for 2013 – 2018.
2. On recommendations to the Board of Directors of IDGC of Centre on the agenda item of a meeting of the Board of Directors «On the determination of the credit policy of IDGC of Centre: the Company’s public borrowing implementation by issuing corporate bonds».
3. On consideration of the detailed analysis of the performance of the "Contact Centre" functions by JSC "Energy Service Company" in comparison with IDGC of Centre and other companies over the period 2011 to 2012.
4. On consideration of the Development Strategy of JSC “Energy Service Company”.

Item 1. On prior consideration of the Investment program of the Company for 2013 – 2018.

Decision (put for voting):

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

«1. To approve the draft of the Investment program of the Company for 2013 - 2018.

2. To assign Acting General Director of the Company:

2.1. to ensure approval of the agreed Investment program for 2013 - 2018 with authorized bodies of executive power until 15.08.2013;

2.2. to submit a report of the assignment execution pursuant item 2.1 of this decision at a meeting of the Board of Directors of the Company until 15.09.2013.

Voting results at the meeting:

Alexey Vladimirovich Demidov - «FOR»

Svetlana Alexandrovna Balaeva - «FOR»
Evgeny Alexeevich Bronnikov - «FOR»
Alexey Nikolayevich Zharikov - «FOR»
Roman Alexeevich Filkin - «FOR»
Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

Astkhik Artashesovna Bashindzhagyan- «ABSTAINED»

Vadim Alexeevich Pavlov - «FOR»

Total:

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

Decision is taken.

Item 2. On recommendations to the Board of Directors of IDGC of Centre on the agenda item of a meeting of the Board of Directors «On the determination of the credit policy of IDGC of Centre: the Company's public borrowing implementation by issuing corporate bonds».

Decision (put for voting):

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

«1. Taking into account the change in the law, to cancel the decision of the Board of Directors on 31.05.2012 (Minutes #13/12 of 04.06.2012), taken in regards with item # 30 «On the determination of the credit policy of IDGC of Centre: the Company's public borrowing implementation by issuing corporate bonds».

2. To recognize it appropriate to attract by IDGC of Centre borrowings through bond placement by issuing:

- bonds in the amount of not more than 25 billion rubles for up to 10 years;

3. To assign Acting General Director of the Company to undertake the necessary corporate activities aimed at preparing IDGC of Centre for the implementation of public borrowing of monetary funds through bonds offering in 2013 – 2014».

Voting results at the meeting:

Alexey Vladimirovich Demidov - «FOR»
Svetlana Alexandrovna Balaeva - «FOR»
Evgeny Alexeevich Bronnikov - «FOR»
Alexey Nikolayevich Zharikov - «FOR»
Roman Alexeevich Filkin - «FOR»
Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

Astkhik Artashesovna Bashindzhagyan- «ABSTAINED»

Vadim Alexeevich Pavlov - «FOR»

Total:

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

Decision is taken.

Item 3. On consideration of the detailed analysis of the performance of the "Contact Centre" functions by JSC "Energy Service Company" in comparison with IDGC of Centre and other companies over the period 2011 to 2012.

Decision (put for voting):

1. To take into consideration the report on the performance of the "Contact Centre" functions by JSC "Energy Service Company" in comparison with IDGC of Centre and other companies over the period 2011 to 2012.
2. To assign the management of the Company to provide for incentives to reduce the call processing time, including consideration of the payment options for a single call or division of payment under the agreement for the constant and variable components in the paid services Agreement for call processing for 2013.

Voting results at the meeting:

Alexey Vladimirovich Demidov - «FOR»
Svetlana Alexandrovna Balaeva - «FOR»
Evgeny Alexeevich Bronnikov - «FOR»
Alexey Nikolayevich Zharikov - «FOR»
Roman Alexeevich Filkin - «FOR»
Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

Astkhik Artashesovna Bashindzhagyan- «FOR»
Vadim Alexeevich Pavlov - «FOR»

Total:

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

Decision is taken.

Item 4. On consideration of the Development Strategy of JSC “Energy Service Company”.

Decision (put for voting):

1. To defer consideration of the item at a later date.
2. To assign the management of the Company to improve the Development Strategy of JSC “Energy Service Company” taking into account the comments made at the meeting.

Voting results at the meeting:

Alexey Vladimirovich Demidov - «FOR»
Svetlana Alexandrovna Balaeva - «FOR»
Evgeny Alexeevich Bronnikov - «FOR»
Alexey Nikolayevich Zharikov - «FOR»
Roman Alexeevich Filkin - «FOR»
Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

Astkhik Artashesovna Bashindzhagyan- «FOR»
Vadim Alexeevich Pavlov - «FOR»

Total:

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

Decision is taken.

The agenda of the meeting of the Strategy and Development Committee of the Board of Directors of the Company on 12.03.2013 was exhausted.

The meeting of the Strategy and Development Committee was adjourned.

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

Demidov A.V.

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

Lapinskaya S.V.