



“Interregional Distribution Grid Company of Centre”, Joint-Stock Company
(IDGC of Centre, JSC)

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

March 26, 2012

Moscow

No. 05/12

Form of the meeting: joint presence.

Time of the meeting: 16 hours 10 minutes – 19 hours 10 minutes.

Total number of members of the Strategy and Development Committee: 10 persons.

Participants of the voting: Kurbatov M.Y., S.A. Balaeva, D.V. Kulikov, K.N. Orlov, V.A. Pavlov, Chebotarev S.V.

The written opinion (questionnaire) of the following members was taken into account while defining the results: Perepelkin A.Y, A.N. Zharikov.

Members who neither participated nor provided questionnaires: Demidov A.V., Filkin R.A.

The quorum is present.

Date of the minutes: 30.03.2012.

AGENDA:

- 1. On consideration of the information of JSC «Energy Service Company» «On the feasibility and effectiveness of performing a call center function by JSC «Energy Service Company»».**
- 2. On consideration of the draft of the KPI list.**
- 3. On consideration of the proposals of IDGC of Centre for optimizing the size of stocks.**

Item 1. On consideration of the information of JSC «Energy Service Company» «On the feasibility and effectiveness of performing a call center function by JSC «Energy Service Company»».

Decision:

1. To mention that the transfer of functions of «Call Centre» by IDGC of Centre to JSC «Energy Service Company» is contrary to the objectives of JSC «Energy Service Company». The decision on the transfer of personnel from IDGC of Centre to JSC «Energy Service Company» was taken by the management of IDGC of Centre without the approval of the Strategy and Development Committee under the Board of Directors of IDGC of Centre and the Board of Directors of IDGC of Centre.

2. To instruct the management of IDGC of Centre to conclude a contract with JSC «Energy Service Company» to perform the functions of «Call Centre» on the following conditions:

- validity of the agreement - 6 months (from 01.01.2012 to 30.06.2012).
- the value of the agreement – in accordance with the schedule submitted to the Committee for Strategy and Development (Appendix # 1 to the decision of the Strategy and Development Committee of the Board of Directors of the Company).
- responsibilities of the parties – an opportunity to present to JSC «Energy Service Company» a recourse in the event of failure to reach the planned values of reliability and quality of services provided by one of the branches of IDGC of Centre established by the governing body.

3. To instruct the management of JSC «Energy Service Company» to analyze the performance from 01.01.2012 to 30.06.2012 of the functions of «Call Centre» and submit an activity report to the Committee's members, which includes a detailed comparative analysis of the costs for maintenance of «Call Centre» by JSC «Energy Service Company» and IDGC of Centre, for the same period.

Deadline: no later than 30.07.2012.

4. To create a working group whose main task will be to submit proposals on optimization of the activity of «Call Centre».

5. To include the following persons into the working group: from IDGC Holding Vinogradov I.V., from OJSC "FOCL-Conductors Administration" Norveyshis I.D., from IDGC of Centre Orlov K.N., from JSC «Energy Service Company» Slonimsky M.L., Tarasov S.G.

Decision is taken.

Item 2. On consideration of the draft of the KPI list.

Decision:

1. To take as the basis for subsequent development of a motivation system the draft KPI list, submitted in accordance with Appendix # 2 to this decision of the Strategy and Development Committee of the Board of Directors of the Company, taking into account the following adjustments:

- To consider the feasibility of the allocation of responsibility for the performance indicator «*Market share of electricity transmission services in the regions of the service area*» except the corporate division and the financial and economic division, also to the sale division.
- To share responsibility for the indicator «*Lack of accidents with fatalities or a group accident, if there is a sufferer with serious injuries due to failure (poor performance) of their duties by employees of the Company*» among all the top managers of the Company.
- To share responsibility for the indicator «*Level of service quality provided*» except the sale and technical divisions also by the capital construction division.
- To assign responsibility for the indicator «*Investment activity efficiency*» also to the financial and economic division in the component «*Investment program efficiency*».
- To establish that the performance of the indicator «*Level of service quality provided*» and «*System Average Interruption Duration Indicator*» for IDGC as a whole is assessed in proportion to RGR of the branches that fulfilled these indicators in the total RGR of IDGC.
- The calculation procedure for summarizing and determining the KPI performance «*Investment activity efficiency*», in the component «*Investment program implementation efficiency*», to provide the parameters of comparison with the best performance of this indicator among the subsidiaries of IDGC Holding for the reporting period, as an indicator.

Decision is taken.

Item 3. On consideration of the proposals of IDGC of Centre for optimizing the size of stocks.

Decision:

1. To take into consideration the proposals of IDGC of Centre for optimizing the size of stocks in accordance with Appendix # 3 to this decision of the Strategy and Development Committee.
2. To recommend General Director of the Company to supplement the Action Plan to reduce inventory in 2012 with the following paragraph «To review the use of «Supplier's consignment warehouse»».

Decision is taken.

The agenda of the meeting of the Strategy and Development Committee of the Board of Directors of the Company on 26.03.2012 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**

Kurbatov M.Y.

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

Lapinskaya S.V.