



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

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## MINUTES

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

September 12, 2012

Moscow

No. 15/12

**Form of the meeting:** joint presence.

Time of the meeting: 17 hours 00 minutes – 20 hours 55 minutes.

**Total number of members of the Strategy and Development Committee:** 12 persons.

**Participants of the voting:** S.A. Balaeva (on items 1-3), A.A. Bashindzhagyan, E.A. Bronnikov, P.V. Golubev (on item 1), A.N. Zharikov, Orlov K.N., Pavlov V.A., M.M. Saikh, R.A. Filkin. (on items 1-3), S.V. Chebotarev (on items 1-2).

**The written opinion (questionnaire) of the following members was taken into account while defining the results:** none.

**Members who neither participated nor provided questionnaires:** A.V. Demidov, A.V. Shevchuk.

**The quorum** is present.

**Date of the minutes:** 14.09.2012.

The meeting of the Strategy and Development Committee was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Strategy and Development Committee was chaired by Member of the Strategy and Development Committee, Head of Centre for Strategy, Development and Innovation of IDGC Holding, **Vadim Alexeevich Pavlov**.

*The following representatives of the management of IDGC of Centre were present:*

Andryushin D.A. - Member of the Management Board, Deputy General Director for Investment.

Gotlib D.I. - Member of the Management Board, Deputy General Director for development and sale of services.

Nabiullin R.L. - Member of the Management Board, Deputy General Director for Capital Construction.

Tkacheva O.V. – Member of the Management Board, Deputy General Director for Corporate Governance.

Sakieva N.S. – Acting Head of Innovation Department.

At the beginning of the meeting the Chairperson of this meeting of the Strategy and Development Committee, Pavlov V.A., informed the audience about the presence of a quorum for the meeting of the Committee, opened the meeting and announced the agenda for the meeting.

## **AGENDA:**

- 1.** On prior approval of the report of General Director of the Company «On execution of the Business plan of the Company (including the Investment program) in 2Q 2012 and 1H 2012».
- 2.** On prior approval of the adjusted Business plan of the Company (including the Investment program) for 2012-2016.
- 3.** On prior approval of the report of General Director of the Company «On execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 2Q 2012 and 1H 2012».
- 4.** On prior approval of the adjusted Innovative Development Program of IDGC of Centre for 2011-2016.

### **Item 1. On prior approval of the report of General Director of the Company «On execution of the Business plan of the Company (including the Investment program) in 2Q 2012 and 1H 2012».**

**Speaker** (in terms of approval of the report on execution of the Business plan) – Orlov Konstantin Nikolayevich – Member of the Committee, Deputy General Director for Economics and Finance.

**Co-Speaker** (in terms of approval of the report on execution of the Investment program) – Nabiullin Rustem Leronovich - Deputy General Director of IDGC of Centre for Capital Construction.

The reports (presentations) on the item are stored in the materials for the meeting of the Committee.

**In discussing the report the questions were received from** Pavlov V.A., P.V. Golubev, S.A. Balaeva, E.A. Bronnikov, R.A. Filkin.

**The explanations and answers to the questions were given by:** Orlov K.N., Gotlib D.I., Nabiullin R.L.

**After the discussion the Committee's members proceeded to vote.**

#### **Decision (put for voting):**

- 1.** To defer consideration of the item at a later date.
- 2.** To instruct management of the Company to present at the next meeting of the Strategy and Development Committee:
  - 2.1.** a revised report on «On execution of the Investment program of the Company in 2Q 2012 and 1H 2012» with the following requirements:
    - to provide comparative information about deviations of the Investment program implementation, approved by the Board of Directors of 28.12.2011 and the Investment program approved in the subjects of the Russian Federation.
    - to specify the correct sources of financing the Investment program along with the appropriate sources approved in the subjects of the Russian Federation;
    - to complete the report with information on the R&D implementation;
    - to present the execution status by the objects included in the Investment program, approved in the subjects of the Russian Federation;
  - 2.2.** information about the deviation in the indicator "Average number of employees", including changes in the cost item "Wages and salaries";
  - 2.3.** information on the calculation of depreciation.

Deadline: 17.09.2012.

#### **Voting results:**

**Svetlana Alexandrovna Balaeva - «FOR»**

**Astkhik Artashesovna Bashindzhagyan - «FOR»**  
**Evgeny Alexeevich Bronnikov - «FOR»**  
**Pavel Vladilenovich Golubev - «FOR»**  
**Alexey Nikolayevich Zharikov - «FOR»**  
**Konstantin Nikolayevich Orlov - «FOR»**  
**Vadim Alexeevich Pavlov - «FOR»**  
**Maxim Mikhailovich Saukh - «FOR»**  
**Roman Alexeevich Filkin - «FOR»**  
**Sergey Vladimirovich Chebotarev - «FOR»**  
**Total:**

|             |        |
|-------------|--------|
| «FOR»       | - «10» |
| «AGAINST»   | - «0»  |
| «ABSTAINED» | - «0»  |

**Decision is taken.**

**Item 2. On prior approval of the adjusted Business plan of the Company (including the Investment program) for 2012-2016.**

**Speaker** (in terms of approval of the Business plan) – Konstantin Nikolayevich Orlov – Member of the Committee, Deputy General Director for Economics and Finance.

**Co-Speaker** (in terms of approval of the Investment program) – Dmitry Alexandrovich Andryushin - Deputy General Director for Investment.

The reports (presentations) on the item are stored in the materials for the meeting of the Committee.

**In discussing the report the questions were received from Pavlov V.A., S.A. Balaeva, E.A. Bronnikov, R.A. Filkin., A.A. Bashindzhagyan.**

**The explanations and answers to the questions were given by: Orlov K.N., Andryushin D.A., Gotlib D.I.**

**After the discussion the Committee’s members proceeded to vote.**

**Decision (put for voting):**

1. To recommend to the Board of Directors of the Company to take the following decision:  
*«1. To approve the adjusted Business plan for 2012 - 2016, including the agreed adjusted Investment program for 2012 - 2017 in accordance with the Appendices.*
2. To instruct General Director of the Company:
  - 2.1. *To have the agreed adjusted Investment program for 2012 – 2017, included in the adjusted Business plan of the Company, approved by the authorized body of executive power until 01.10.2012;*
  - 2.2. *To provide a report on execution of the order of item 2.1 of this decision to the Board of Directors of the Company until 30.10.2012;*
  - 2.3 *To provide the report on the implementation of the Investment program for the II and the III quarter of 2012 as part of the report on the execution of the Business plan of the Company for the periods indicated in 2012 along with the approved Investment program of the Company in accordance with the resolution of the Government of the Russian Federation from December 1, 2009 №;*
  - 2.4. *To provide the report on the execution of performance indicators in terms of the investment activity in 2012 along with the approved Investment program of the Company in accordance with the resolution of the Government of the Russian Federation from December 1, 2009 № 977;*
  - 2.5. *If the approved Investment program of the Company for 2012 - 2017 following the results of performance of item 2.1 of this decision is different from the adjusted Investment program for 2012 – 2017, included in the adjusted Business plan of the Company, the adjusted*

*Business plan for 2012 to be put for consideration by the Board of Directors taking into account the approved Investment program of the Company for 2012 - 2017 in accordance with the resolution of the Government of the Russian Federation from December 1, 2009 № 977 until 30.10.2012».*

**2.** To instruct management of the Company:

**2.1.** To provide for the meeting of the Board of Directors of relevant funding for the Investment program of the Company in the Investment program and Business plan of the Company.

**2.2.** To provide members of the Strategy and Development Committee information about the increase of the cost of grid connection.

**2.3.** To present at the next meeting of the Strategy and Development Committee the synchronization of sources of funding and spending on operating and investing activities.

**Deadline:** no later than one month from the date of this decision.

**Voting results:**

|  |             |
|--|-------------|
| <b>Svetlana Alexandrovna Balaeva</b>       | - «FOR»     |
| <b>Astkhik Artashesovna Bashindzhagyan</b> | - «AGAINST» |
| <b>Evgeny Alexeevich Bronnikov</b>         | - «FOR»     |
| <b>Alexey Nikolayevich Zharikov</b>        | - «AGAINST» |
| <b>Konstantin Nikolayevich Orlov</b>       | - «FOR»     |
| <b>Vadim Alexeevich Pavlov</b>             | - «FOR»     |
| <b>Maxim Mikhailovich Saukh</b>            | - «FOR»     |
| <b>Roman Alexeevich Filkin</b>             | - «AGAINST» |
| <b>Sergey Vladimirovich Chebotarev</b>     | - «AGAINST» |

**Total:**

|             |       |
|-------------|-------|
| «FOR»       | - «5» |
| «AGAINST»   | - «4» |
| «ABSTAINED» | - «0» |

**Decision is taken.**

**Item 3. On prior approval of the report of General Director of the Company «On execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 2Q 2012 and 1H 2012».**

**Speaker** – Matalia Shamilyevna Sakieva – Acting Head of Innovation Department.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

**In discussing the report the questions were received from Pavlov V.A., S.A. Balaeva, E.A. Bronnikov, R.A. Filkin.**

**The explanations and answers to the questions were given by: Sakieva N.S., Orlov K.N.**

**After the discussion the Committee's members proceeded to vote.**

**Decision (put for voting):**

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

*«To take into consideration the report of General Director of the Company «On execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 2Q 2012 and 1H 2012 in accordance with the Appendix».*

|  |         |
|--|---------|
| <b>Svetlana Alexandrovna Balaeva</b>       | - «FOR» |
| <b>Astkhik Artashesovna Bashindzhagyan</b> | - «FOR» |
| <b>Evgeny Alexeevich Bronnikov</b>         | - «FOR» |
| <b>Alexey Nikolayevich Zharikov</b>        | - «FOR» |
| <b>Konstantin Nikolayevich Orlov</b>       | - «FOR» |

**Vadim Alexeevich Pavlov** - «FOR»  
**Maxim Mikhailovich Saukh** - «FOR»  
**Roman Alexeevich Filkin** - «FOR»

**Total:**

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

**Decision is taken.**

**Item 4. On prior approval of the adjusted Innovative Development Program of IDGC of Centre for 2011-2016.**

**Speaker** – Matalia Shamilyevna Sakieva – Acting Head of Innovation Department.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

**In discussing the report the questions were received from V.A. Pavlov, E.A. Bronnikov.**

**The explanations and answers to the questions were given by: Sakieva N.S., Orlov K.N.**

**After the discussion the Committee's members proceeded to vote.**

**Decision (put for voting):**

To defer consideration of the item at a later date.

**Voting results:**

**Astkhik Artashesovna Bashindzhagyan - «FOR»**

**Evgeny Alexeevich Bronnikov** - «FOR»

**Alexey Nikolayevich Zharikov** - «FOR»

**Konstantin Nikolayevich Orlov** - «FOR»

**Vadim Alexeevich Pavlov** - «FOR»

**Maxim Mikhailovich Saukh** - «FOR»

**Total:**

|             |       |
|-------------|-------|
| «FOR»       | - «6» |
| «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 12.09.2012 was exhausted.

The meeting of the Strategy and Development Committee was adjourned.

**Chairperson of this meeting of the Strategy and Development  
Committee of the Board of Directors  
of IDGC of Centre**

**Pavlov V.A.**

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

**Lapinskaya S.V.**