



“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](mailto: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

November 28, 2012

Moscow

No. 21/12

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

Time of the meeting: 16 hours 00 minutes – 17 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, K.N. Orlov, M.M. Saukh, 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, Pavlov V.A.

**Members who neither participated nor provided questionnaires:** P.V. Golubev.

**The quorum** is present.

**Date of the minutes:** 04.12.2012.

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 Chairman of the Strategy and Development Committee **Alexey Vladimirovich Demidov**.

*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.

Gurenkova I.S. – Acting Deputy General Director for development and sale of services.

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

Loganova N.A. – Head of Economics Department.

At the beginning of the meeting Chairman of the Strategy and Development Committee, A.V. Demidov, 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 Business Plan of the Company (including the Investment Program) for 2013 – 2017.

**2.** Consideration of the Action Plan of the Company, aimed to stabilize the financial condition of the Company (including the tariff model before the end of the planning period of RAB-regulation).

**Item 1. On prior approval of the Business Plan of the Company (including the Investment Program) for 2013 – 2017.**

**Speaker** (in terms of approval 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 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** A.V. Demidov, S.A. Balaeva, E.A. Bronnikov, A.N. Zharikov, M.M. Saukh, R.A. Filkin, A.V. Shevchuk.

**The explanations and answers to the questions were given by:** Orlov K.N., Andryushin D.A., Gurenkova I.S., Loganova N.A., Tkacheva O.V.

**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 Business plan of the Company (including the Investment program) for 2013-2017 in accordance with Appendices # 1 and # 2 to this decision of the Board of Directors of the Company.*

2. *To mark the discrepancy of financing sources of the investment program for the period 2012-2017 for the Branch "Lipetskenergo", approved in accordance with applicable law, and included in the Company's Business plan for the period 2013-2017 in terms of 2013. To draw the attention of General Director of the Company on the need to avoid such discrepancies in the future. To take note of the letter of the Office of Energy and Tariffs of the Lipetsk region that states no objection to the approval of current sources of funding included in the Business plan for 2013-2017, while approving tariff-balance decisions for 2013»».*

2. To instruct management of the Company to finalize the presentation on the approval of the Business plan of the Company for the Board of Directors’ meeting, by adding the following information:

- Key economic and financial indicators of the Business plan of the Company for 2013-2017.
- Risk analysis of "last mile" elimination.

3. To instruct the Secretary of the Strategy and Development Committee to organize a regular meeting of the Committee with the item «On the recommendation to the Board of Directors on approval of the target values of annual and quarterly key performance indicators (annual, quarterly) of General Director and senior managers of the Company for 2013».

Deadline: 07.12.2012.

**Voting results:**

<b>Alexey Vladimirovich Demidov</b>	- «FOR»
<b>Svetlana Alexandrovna Balaeva</b>	- «FOR»
<b>Evgeny Alexeevich Bronnikov</b>	- «FOR»
<b>Alexey Nikolayevich Zharikov</b>	- «FOR»
<b>Konstantin Nikolayevich Orlov</b>	- «FOR»
<b>Maxim Mikhailovich Saukh</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

**Total:**

«FOR»	- «8»
«AGAINST»	- «0»

«ABSTAINED» - «0»

**Voting results by filling in the questionnaires:**

**Astkhik Artashesovna Bashindzhagyan - «AGAINST»**

**Vadim Alexeevich Pavlov - «FOR»**

**Total:**

«FOR» - «1»

«AGAINST» - «1»

«ABSTAINED» - «0»

**Total:**

«FOR» - «9»

«AGAINST» - «1»

«ABSTAINED» - «0»

**Decision is taken.**

**Item 2. Consideration of the Action Plan of the Company, aimed to stabilize the financial condition of the Company (including the tariff model before the end of the planning period of RAB-regulation).**

**Speaker** - Konstantin Nikolayevich Orlov – Member of the Committee, Deputy General Director for Economics and Finance.

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** A.V. Demidov, E.A. Bronnikov, R.A. Filkin.

**The explanations and answers to the questions were given by:** Orlov K.N., Gurenkova I.S., Loganova N.A.

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

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

**Decision (put for voting):**

To instruct the management of the Company to finalize the Action Plan of the Company, aimed to stabilize the financial condition of the Company, subject to the Company's risk management assessment of the current model of the financial condition of the Company, provided the "last mile" elimination and changing balance values for the period 2013-2017.

**Voting results:**

**Alexey Vladimirovich Demidov - «FOR»**

**Svetlana Alexandrovna Balaeva - «FOR»**

**Evgeny Alexeevich Bronnikov - «FOR»**

**Alexey Nikolayevich Zharikov - «FOR»**

**Konstantin Nikolayevich Orlov - «FOR»**

**Maxim Mikhailovich Saukh - «FOR»**

**Roman Alexeevich Filkin - «FOR»**

**Alexander Viktorovich Shevchuk - «FOR»**

**Total:**

«FOR» - «8»

«AGAINST» - «0»

«ABSTAINED» - «0»

**Voting results by filling in the questionnaires:**

**Astkhik Artashesovna Bashindzhagyan - «AGAINST»**

**Vadim Alexeevich Pavlov - «FOR»**

**Total:**

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

**Total:**

«FOR»	- «9»
«AGAINST»	- «1»
«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 28.11.2012 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**

**Demidov A.V.**

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

**Lapinskaya S.V.**