



“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

December 17, 2012

Moscow

No. 24/12

Form of the meeting: joint presence.

Time of the meeting: 15 hours 00 minutes – 17 hours 40 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, Pavlov V.A, 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.

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

The quorum is present.

Date of the minutes: 18.12.2012.

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.

Loganova N.A. – Head of Economics Department.

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

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

Slonimsky M.L. – General Director of JSC “Energy Service Company”.

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

Turapin E.V. – Deputy Chief Engineer for electric grid assets management

At the beginning of the meeting Chairman of the Strategy and Development Committee, Demidov A.V., 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 the execution of the Business plan of the Company (including the Investment program) in 3Q 2012O and following the results of 9 months of 2012».
2. On prior approval of the report of General Director of the Company «On the execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 3Q 2012 and following the results of 9 months of 2012».
3. Consideration of a detailed analysis of the execution by JSC “Energy Service Company” of work to expand ROWs in comparison with other companies for the period of 2010-2012.

Item 1. On prior approval of the report of General Director of the Company «On the execution of the Business plan of the Company (including the Investment program) in 3Q 2012O and following the results of 9 months of 2012».

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 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 Demidov A.V., Pavlov V.A., S.A. Balaeva, E.A. Bronnikov, R.A. Filkin.

The explanations and answers to the questions were given by: Orlov K.N., Loganova N.A., Nabiullin R.L.

Following the discussion of materials on the item Chairman of the Strategy and Development Committee Demidov A.V. gave a minutes' assignment:

«To instruct the management of the Company to finalize the following presentations to a meeting of the Board of Directors:

1. on the execution of the Business plan of the Company:
 - to specify the actions taken and current status on the disputed accounts receivable and payable broken down by counterparties;
 - to submit the breakdown of accounts receivable and payable.
2. on execution of the Investment program of the Company:
 - to specify the ratio of the fact to the plan in terms of the indicator "the source of financing of the Investment program (development)";
 - to provide an explanation for the reasons of occurrence of unplanned items in the amount of 68 million rubles and their inclusion while adjusting the Investment program for 2012.

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

Decision (put for voting):

1. To note a significant increase of overdue accounts receivable for electricity transmission services.
2. To recommend to the Board of Directors of the Company to take the following decision:
 - «1. To approve the report of General Director of the Company «On the execution of the Business plan of the Company (including the Investment program) in 3Q 2012 in accordance with the Appendices.
 - 2. To note the presence of unplanned items in the report, which do not refer to grid connection, for a total of 68 million rubles with VAT included».

Voting results:

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

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Voting results by filling in the questionnaires:

Astkhik Artashesovna Bashindzhagyan - «ABSTAINED»

Total:

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

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 2. On prior approval of the report of General Director of the Company «On the execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 3Q 2012 and following the results of 9 months of 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 Demidov A.V., Pavlov V.A., S.A. Balaeva, A.V. Shevchuk.

The explanations and answers to the questions were given by: Sakieva N.S.

Following the discussion of materials on the item Chairman of the Strategy and Development Committee Demidov A.V. noted that the Company efficiently and informally approached the preparation of the materials.

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

Decision (put for voting):

1. To recommend to members of 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 the execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 3Q 2012 and following the results of 9 months of 2012 in accordance with the Appendix».

2. To instruct the management of the Company to organize the consideration of the report «On the execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 2012» at a meeting of the Board of Directors of the Company held in the form of joint presence.

Voting results:

Alexey Vladimirovich Demidov - «FOR»

Svetlana Alexandrovna Balaeva - «FOR»
Evgeny Alexeevich Bronnikov - «FOR»
Alexey Nikolayevich Zharikov - «FOR»
Konstantin Nikolayevich Orlov - «FOR»
Vadim Alexeevich Pavlov - «FOR»
Maxim Mikhailovich Saukh - «FOR»
Roman Alexeevich Filkin - «FOR»
Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Voting results by filling in the questionnaires:

Astkhik Artashesovna Bashindzhagyan - «ABSTAINED»

Total:

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

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 3. Consideration of a detailed analysis of the execution by JSC “Energy Service Company” of work to expand ROWs in comparison with other companies for the period of 2010-2012.

Speaker – Slonimsky Mark Lvovich – General Director of JSC “Energy Service Company”.

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 Demidov A.V., S.A. Balaeva, E.A. Bronnikov, R.A. Filkin.

The explanations and answers to the questions were given by: Slonimsky M.L., Orlov K.N., Andryushin D.A., Tkacheva O.V., Turapin E.V.

Following the discussion of materials on the item Chairman of the Strategy and Development Committee Demidov A.V. noted that JSC “Energy Service Company” has the right to continue performing work to expand ROWs according to the 3-year concluded agreements following the results of the tender.

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

Decision (put for voting):

To instruct JSC “Energy Service Company”:

1. To develop and submit to a meeting of the Strategy and Development Committee the Development Strategy of JSC “Energy Service Company” for 2013-2014.
2. Until the decision taking on the strategy of its further development JSC “Energy Service Company” is to follow the acting up to 2014 (inclusive) agreement to perform work on ROWs expansion.

Voting results:

Alexey Vladimirovich Demidov - «FOR»
Svetlana Alexandrovna Balaeva - «FOR»

Evgeny Alexeevich Bronnikov	- «FOR»
Alexey Nikolayevich Zharikov	- «FOR»
Konstantin Nikolayevich Orlov	- «FOR»
Vadim Alexeevich Pavlov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Voting results by filling in the questionnaires:

Astkhik Artashesovna Bashindzhagyan - «ABSTAINED»

Total:

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

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

The agenda of the meeting of the Strategy and Development Committee of the Board of Directors of the Company on 17.12.2012 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.