



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

4/2 Glukharev Lane, Moscow, 129090
Tel.: reception +7(495) 747 92 90, +7(495) 747 92 96, contact centre: +7 (495) 747 92 92,
direct power hot line: 8 800 50 50 115, hot line: 8 800 100 9000;
Fax: +7(495) 747 92 95, 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

November 25, 2011

Moscow

No. 14/11

Form of the meeting: joint presence.

Time of the meeting: 14 hours 15 minutes – 15 hours 33 minutes.

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

Participants of the voting: Kurbatov M.Y., A.N. Zharikov, D.V. Kulikov, K.N. Orlov, Perepelkin A.Y, Filkin R.A., Chebotarev S.V.

In determining the results a written opinion (questionnaire) was taken into account: S.A. Balaeva, V.A. Pavlov.

Members who did not participate or provide questionnaires: Demidov A.V.

The quorum is present.

Date of the minutes: 28.11.2011.

This meeting of the Strategy and Development Committee was audiotaped (hereinafter - the Strategy and Development Committee), which is stored in the materials for the meeting of the Strategy and Development Committee.

The meeting of the Strategy and Development Committee was chaired by the Chairman of the Strategy and Development Committee, Deputy General Director of IDGC Holding, JSC, Kurbatov Mikhail Yurievich.

In attendance were:

Shevchuk A.V. – Member of the Board of Directors of IDGC of Centre, Deputy Executive director of Association for Protection of rights of investors

Representatives of IDGC of Centre management:

Andryushin D.A. - Deputy General Director for Investments

Tkacheva O.V. - Deputy General Director for Corporate Governance

Shumakher S.A. – Deputy General Director on Technical Policy

Representatives of IDGC Holding:

Tsiku R.K. – Head of Business Planning Department

Gubanova I.V. - Deputy Head of the Directorate of Consolidated Analytical Accounting

At the beginning of the meeting Chairman of the Strategy and Development Committee, Kurbatov M.Y., informed the persons in attendance that the quorum was

present on the agenda, opened the meeting and read out the agenda of the meeting.

AGENDA:

1. On consideration of the proposals on the list of conditional performance indicators, which evaluate the operating efficiency of IDGC of Centre.

Item 1. On consideration of the proposals on the list of conditional performance indicators, which evaluate the operating efficiency of IDGC of Centre.

The Speaker Konstantin Nikolayevich Orlov – Member of the Management Board, Deputy General Director for Economy and Finance.

The Co-Speaker Alexander Viktorovich Shevchuk - Member of the Board of Directors of IDGC of Centre, Deputy Executive director of Association for Protection of rights of investors.

The Co-Speaker Roman Alexeevich Filkin - Member of the Board of Directors of IDGC of Centre, Member of the Committee for Strategy and Development of IDGC of Centre, Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Co-Director, utilities, machine building.

The reports (presentations) regarding the item are stored in the materials to the meeting of the Committee.

When discussing the reports the questions were received from Kurbatov M.Y., D.V. Kulikov, A.N. Zharikov, A.Y. Perepelkin.

The explanations and answers to the questions were given by: Gubanova I.V., Tsiku R.K., K.N. Orlov, Shumakher S.A., Tkacheva O.V.

The members of the Committee for Strategy and Development defined the principles, which the KPI should be based on:

- restriction of priority KPI;
- KPI applicability both for benchmarking and for the calculation of bonuses for top management;
- exclusion of KPI duplication;
- decomposition between management / differentiation between Divisions;
- administration;
- validity.

After the discussions the members of the Committee proceeded to voting.

Decision:

1. To create a working group chaired by Kurbatov M.Y. to develop the list of conditional performance indicators, which evaluate the operating efficiency of IDGC of Centre.
2. To include into the working group the following persons: R.A. Filkin, Shevchuk A.V., K.N. Orlov, Shumakher S.A., Tsiku R.K., Pankov D.L., Zuikova O.V.
3. To assign the responsible persons in the following areas:
 - reliability and quality - Shumakher S.A., Pankov D.L., Zuikova O.V.;
 - economics and finances - R.A. Filkin, Shevchuk A.V., K.N. Orlov, Tsiku R.K.
4. To assign the working group to submit a draft of conditional performance indicators to the Committee for Strategy and Development no later than February 2012.

Voting results:

Mikhail Yuryevich Kurbatov	- «FOR»
Alexey Nikolayevich Zharikov	- «FOR»
Denis Vladimirovich Kulikov	- «FOR»
Konstantin Nikolayevich Orlov	- «FOR»

Alexey Yuryevich Perepelkin - «FOR»
Roman Alexeevich Filkin - «FOR»
Sergey Vladimirovich Chebotarev - «FOR»

Total:

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

Voting results by means of filling in questionnaires:

Svetlana Alexandrovna Balaeva - «FOR»
Vadim Alexeevich Pavlov - «FOR»

Total:

«FOR»	- «2»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Total:

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

Decision is taken.

Appendices:

1. Proposals of IDGC of Centre (Appendix 1).
2. Proposal of the member of the Board of Directors of IDGC of Centre A.V. Shevchuk (Appendix 2).
3. Proposal of the member of the Board of Directors of IDGC of Centre R.A. Filkin (Appendix 3).

The agenda of the meeting of Strategy and Development Committee of the Board of Directors of the Company on 25.11.2011 was exhausted.

The meeting of 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.