

**Public Limited Company “Interregional Distribution Grid Company of the  
Center and North Caucasus”  
170001, 55, Kalinin Ave, City of Tver**

**MINUTES**

of the meeting of the Board of Directors of  
IDGC of Center and North Caucasus, plc  
(in the form of postal voting)

April 28, 2006

No004/06

Moscow

Holding form: **postal voting**

Total number of the members of the Board of Directors: **9**

Participated in the voting: **A.N. Rappoport, D. A. Burnashev, A. M. Branis, A. A. Demin, V. A. Zubakin, V. M. Kravchenko, E. F. Makarov, A. E. Nikulov, A. N. Chistyakov**

Didn't submit enquiry lists: **none**

Quorum secured

**The written opinion of Ms. I. S. Demina, representative of the FAS of Russia, Head of the DFAS of Tver Region was taken into account while compiling the given Minutes.**

**Agenda:**

1. On the election of the Chairman of the Board of Directors.
2. On the election of the Deputy Chairman of the Board of Directors.
3. On the election of the Secretary of the Board of Directors.
4. On the alterations of Provisions on the Material Incentives of Top Managers of IDGC of the Center and North Caucasus, plc.
5. On the lumpsum premium to the General Director of the Company for the decrease of accidents with fatalities.
6. On the participation of IDGC of the Center and North Caucasus, plc in Innovations in the Electroenergetics Non-for-Profit Partnership.

**ITEM No1: On the election of the Chairman of the Board of Directors.**

**RESOLUTION:**

To elect Andrey Natanovich Rappoport as Chairman of the Board of Directors of IDGC of the Center and North Caucasus, plc.

**Voting results:**

<b>Andrey Natanovich Rappoport</b>	- “yes”
<b>Dmitry Alexandrovich Burnashev</b>	- “yes”
<b>Alexandr Markovich Branis</b>	- “yes”

**Andrey Alexandrovich Demin** - “yes”  
**Vasily Alexandrovich Zubakin** - “yes”  
**Vyacheslav Mikhailovich Kravchenko** - “yes”  
**Evgeny Fedorovich Makarov** - “yes”  
**Alexandr Evgenievich Nikulov** - “yes”  
**Alexandr Nikolaevich Chistyakov** - “yes”

**There are no objections to the draft resolution from the representative of the FAS of Russia, Head of the DFAS of Tver Region.**

**Total:**

“YES”	9
“NO”	0
“ABSTAINED”	0

**The resolution is agreed.**

**ITEM No2: On the election of Deputy Chairman of the Board of Directors.**

**RESOLUTION:**

To elect Alexandr Nikolaevich Chistyakov as the Deputy Chairman of the Board of Directors of IDGC of the Center and North Caucasus, plc.

**Voting results:**

**Andrey Natanovich Rappoport** - “yes”  
**Dmitry Alexandrovich Burnashev** - “yes”  
**Alexandr Markovich Branis** - “yes”  
**Andrey Alexandrovich Demin** - “yes”  
**Vasily Alexandrovich Zubakin** - “yes”  
**Vyacheslav Mikhailovich Kravchenko** - “yes”  
**Evgeny Fedorovich Makarov** - “yes”  
**Alexandr Evgenievich Nikulov** - “yes”  
**Alexandr Nikolaevich Chistyakov** - “yes”

**There are no objections to the draft resolution from the representative of the FAS of Russia, Head of the DFAS of Tver Region.**

**Total:**

“YES”	9
“NO”	0
“ABSTAINED”	0

**The resolution is agreed.**

**ITEM No3: On the election of Secretary of the Board of Directors.**

**RESOLUTION:**

To elect Natalia Yurievna Kashtanova as the Secretary of the Board of Directors of IDGC of the Center and North Caucasus, plc.

**Voting results:**

<b>Andrey Natanovich Rappoport</b>	- “yes”
<b>Dmitry Alexandrovich Burnashev</b>	- “yes”
<b>Alexandr Markovich Branis</b>	- “yes”
<b>Andrey Alexandrovich Demin</b>	- “yes”
<b>Vasily Alexandrovich Zubakin</b>	- “yes”
<b>Vyacheslav Mikhailovich Kravchenko</b>	- “yes”
<b>Evgeny Fedorovich Makarov</b>	- “yes”
<b>Alexandr Evgenievich Nikulov</b>	- “yes”
<b>Alexandr Nikolaevich Chistyakov</b>	- “yes”

**There are no objections to the draft resolution from the representative of the FAS of Russia, Head of the DFAS of Tver Region.**

**Total:**

“YES”	9
“NO”	0
“ABSTAINED”	0

**The resolution is agreed.**

**ITEM No4: On the alterations of Provisions on the Material Incentives of Top Managers of IDGC of the Center and North Caucasus, plc.**

**RESOLUTION:**

1. To consider the List of Positions of the top manager category approved by the resolution of the Board of Directors of the Company of January 17, 2006 (Minutes No001/06) inoperative as of April 1, 2006.
2. To approve the redrafted List of Positions of the top manager category of IDGC of the Center and North Caucasus, plc:

**1 category:**

Director of Strategic Management;  
Director of Economy and Finance;  
Director of Corporate Management;  
Technical Director;  
Director of Information Policy;  
Director of Investment and Logistics;  
Director of the Southern Affiliate;  
Director of the Western Affiliate;  
Director of the Upper-Volga Affiliate;  
Director of the Black Earth Directorate;

Managing Director.

**2 category:**

Deputy Technical Director;

Deputy Director of the Southern Affiliate of Technical Policy;

Deputy Director of the Southern Affiliate of Economy and Finance;

Deputy Director of the Southern Affiliate of Management System;

Deputy Director of the Western Affiliate of Technical Policy;

Deputy Director of the Western Affiliate of Economy and Finance;

Deputy Director of the Western Affiliate of Management System;

Deputy Director of the Upper-Volga Affiliate of Technical Policy;

Deputy Director of the Upper-Volga Affiliate of Economy and Finance;

Deputy Director of the Upper-Volga Affiliate of Management System.

3. To consider the List of Positions belonging to the top manager category of IDGC of the Center and North Caucasus, plc operative as of April 1, 2006.

**Voting results:**

**Andrey Natanovich Rappoport** - “yes”

**Dmitry Alexandrovich Burnashev** - “yes”

**Alexandr Markovich Branis** - “yes”

**Andrey Alexandrovich Demin** - “yes”

**Vasily Alexandrovich Zubakin** - “yes”

**Vyacheslav Mikhailovich Kravchenko** - “yes”

**Evgeny Fedorovich Makarov** - “yes”

**Alexandr Evgenievich Nikulov** - “yes”

**Alexandr Nikolaevich Chistyakov** - “yes”

**There are no objections to the draft resolution from the representative of the FAS of Russia, Head of the DFAS of Tver Region.**

**Total:**

“YES” 9

“NO” 0

“ABSTAINED” 0

**The resolution is agreed.**

**ITEM No5: On the lumpsum bonus to the General Director of the Company for the decrease of accidents with fatalities.**

**The resolution is agreed by the majority of votes of the members of the Board of Directors.**

**ITEM No6: On the participation of IDGC of the Center and North Caucasus, plc in Innovations in the Electroenergetics Non-for-Profit Partnership.**

**RESOLUTION:**

To approve the participation of IDGC of the Center and North Caucasus, plc in Innovations in Electroenergetics Non-for-Profit Partnership on the following terms:

- the sum of the membership (one-time) fee in 2006 amounts to 300 000 (three hundred thousand) rubles.

**Voting results:**

<b>Andrey Natanovich Rappoport</b>	- “yes”
<b>Dmitry Alexandrovich Burnashev</b>	- “yes”
<b>Alexandr Markovich Branis</b>	- “no”
<b>Andrey Alexandrovich Demin</b>	- “yes”
<b>Vasily Alexandrovich Zubakin</b>	- “yes”
<b>Vyacheslav Mikhailovich Kravchenko</b>	- “yes”
<b>Evgeny Fedorovich Makarov</b>	- “yes”
<b>Alexandr Evgenievich Nikulov</b>	- “no”
<b>Alexandr Nikolaevich Chistyakov</b>	- “yes”

**There are no objections to the draft resolution from the representative of the FAS of Russia, Head of the DFAS of Tver Region.**

**Total:**

“YES”	7
“NO”	2
“ABSTAINED”	0

**The resolution is agreed.**

Chairman of the Board of Directors

A.N. Rappoport

Secretary of the Board of Directors

N.Y. Kashtanova