



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

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Taxpayer Identification Code (INN) 6901067107

MINUTES

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

July 04, 2012

Moscow

No. 13/12

Form of the meeting: joint presence.

Time of the meeting: 11 hours 00 minutes – 14 hours 00 minutes.

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

Participants of the voting: A.V. Demidov, A.N. Zharikov, K.N. Orlov, V.A. Pavlov, R.A. Filkin.

The written opinion (questionnaire) of the following members was taken into account while defining the results: D.V. Kulikov, S.V. Chebotarev.

Members who neither participated nor provided questionnaires: S.A. Balaeva, M.Y. Kurbatov, A.Y. Perepelkin.

The quorum is present.

Date of the minutes: 09.07.2012.

AGENDA:

1. On prior approval of the adjusted Business plan of the Company (including the adjusted Investment program) for 2012.
2. Consideration of the report of General Director of the Company «On the implementation of the risks», including the Company's proposals for management decisions to reduce costs, both operating and investment.
3. On prior consideration of the Action Plan to streamline the process of planning and implementing the acquisition of fixed assets of the Company.
4. On proposals for changes to the KPI system of General Director and top managers of the Company in the allocation of KPI responsibility and specific weight values for General Director and top managers of the Company.
5. Consideration of the information of IDGC of Centre on the main provisions and procedure to implement the Company's Stock Option Plan.

Item 1. On prior approval of the adjusted Business plan of the Company (including the adjusted Investment program) for 2012.

Decision:

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

«To assign the management of IDGC of Centre to present at a meeting of the Strategy and Development Committee and the Board of Directors of the Company a draft of the adjusted Business plan of the Company (including the adjusted Investment program) for 2012, formed with taking into account the adoption of tariff and balance decisions.

Deadline: August 2012».

Decision is taken.

Item 2. Consideration of the report of General Director of the Company «On the implementation of the risks», including the Company's proposals for management decisions to reduce costs, both operating and investment.

Decision:

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

«1. To take into consideration the information of IDGC of Centre on the implementation of the risks following the results of the adoption of tariff and balance decisions.

2. To assign the management of IDGC of Centre to present at a meeting of the Strategy and Development Committee and the Board of Directors of the Company together with the draft of the adjusted Business plan of the Company (including the adjusted Investment program) for 2012, (formed with taking into account the adoption of tariff and balance decisions), the information of IDGC of Centre on the implementation of the risks following the results of the adoption (not only tariff but also balance decisions) of tariff and balance decisions.

Deadline: August 2012».

Decision is taken.

Item 3. On prior consideration of the Action Plan to streamline the process of planning and implementing the acquisition of fixed assets of the Company.

Decision:

Take into consideration the proposals of General Director of the Company to streamline the process of planning and implementing the acquisition of fixed assets in accordance with Appendix # 1 to this decision of the Strategy and Development Committee.

Decision is taken.

Item 4. On proposals for changes to the KPI system of General Director and top managers of the Company in the allocation of KPI responsibility and specific weight values for General Director and top managers of the Company.

Decision:

To assign the management of IDGC of Centre to present at a meeting of the Strategy and Development Committee of the Board of Directors of the Company (with the term of holding not later than 25.07.2012):

- a KPI calculation procedure agreed with field-specific services of IDGC Holding;
- the Company's proposals on KPI specific weight values for General Director and top managers of the Company.

Decision is taken.

Item 5. Consideration of the information of IDGC of Centre on the main provisions and procedure to implement the Company's Stock Option Plan.

Decision:

1. To take into consideration the information of IDGC of Centre on the main provisions and procedure to implement the Company's Stock Option Plan in accordance with Appendix # 2 to this decision of the Strategy and Development Committee.

2. To recommend General Director of the Company to improve the Company's Stock Option Plan taking into account the comments and to submit it for prior consideration by the Strategy and Development Committee.

Decision is taken.

The agenda of the meeting of the Strategy and Development Committee of the Board of

Directors of the Company on 04.07.2012 was exhausted.
The meeting of the Strategy and Development Committee was adjourned.

**Deputy 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.