



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

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MINUTES

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

October 30, 2012

Moscow

No. 19/12

Form of the meeting: joint presence.

Time of the meeting: 11 hours 05 minutes – 13 hours 00 minutes.

Total number of members of the Strategy and Development Committee: 11 persons.

Participants of the voting: A.V. Demidov, S.A. Balaeva, A.A. Bashindzhagyan, E.A. Bronnikov, K.N. Orlov, R.A. Filkin, A.V. Shevchuk.

The written opinion (questionnaire) of the following members was taken into account while defining the results: A.N. Zharikov, V.A. Pavlov.

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

The quorum is present.

Date of the minutes: 01.11.2012.

AGENDA:

1. On the results of the function performance «Call Centre» by JSC “Energy Service Company” from 01.01.2012 to 30.06.2012.
2. Consideration of the results of the activity of JSC “Energy Service Company” in terms of ROW expansion.
3. On the recommendation to the Board of Directors of the Company regarding the item on the determination of the priority activity of the Company: a system change of key performance indicators of General Director and senior managers of the Company.
4. Consideration of the Action Plan of the Company, aimed at stabilizing the financial condition of the Company (including the synchronization of funding sources and costs of operating and investing activities).

Item 1. On the results of the function performance «Call Centre» by JSC “Energy Service Company” from 01.01.2012 to 30.06.2012.

Decision (put for voting):

1. To take into consideration the results of the function performance «Call Centre» by JSC “Energy Service Company” from 01.01.2012 to 30.09.2012.
2. To submit to the Strategy and Development Committee a detailed analysis of the function performance «Call Centre» by JSC “Energy Service Company” in comparison with IDGC of Centre and other companies for the period of 2011-2012.

Deadline: no later than February 2013.

Voting results:

Alexey Vladimirovich Demidov	- «FOR»
Svetlana Alexandrovna Balaeva	- «FOR»
Astkhik Artashesovna Bashindzhagyan	- «FOR»
Evgeny Alexeevich Bronnikov	- «FOR»
Konstantin Nikolayevich Orlov	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Voting results by filling in the questionnaires:

Alexey Nikolayevich Zharikov	- «FOR»
Vadim Alexeevich Pavlov	- «FOR»

Total:

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

Total:

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

Decision is taken.

Item 2. Consideration of the results of the activity of JSC “Energy Service Company” in terms of ROW expansion.

Decision (put for voting):

1. To defer consideration of this item at a later date.
2. To submit to the Strategy and Development Committee a detailed analysis (including data on efficiency) of the ROW expansion activity performance by JSC “Energy Service Company” in comparison with other companies for the period of 2010-2012.

Deadline: no later than December 2012.

Voting results:

Alexey Vladimirovich Demidov	- «FOR»
Svetlana Alexandrovna Balaeva	- «FOR»
Astkhik Artashesovna Bashindzhagyan	- «FOR»
Evgeny Alexeevich Bronnikov	- «FOR»
Konstantin Nikolayevich Orlov	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Voting results by filling in the questionnaires:

Alexey Nikolayevich Zharikov	- «FOR»
Vadim Alexeevich Pavlov	- «FOR»

Total:

«FOR»	- «2»
«AGAINST»	- «0»

«ABSTAINED»	- «0»
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Total:

«FOR»	- «9»
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«AGAINST»	- «0»
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«ABSTAINED»	- «0»
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Decision is taken.

Item 3. On the recommendation to the Board of Directors of the Company regarding the item on the determination of the priority activity of the Company: a system change of key performance indicators of General Director and senior managers of the Company.

Decision (put for voting):

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

«1. To determine the following priority activity of the Company: a system change of key performance indicators of General Director and senior managers of the Company.

2. To approve the system of key performance indicators (list and bonus shares, the method of calculation and performance evaluation) for General Director and senior managers of the Company in accordance with the appendices.

3. General Director of the Company to:

3.1. perform transition to the new KPI system starting from 01.01.2013;

3.2. provide reporting (setting targets/adjusted values, summary execution) for the KPI system in the formats of the appendix;

3.3. prepare proposals to amend regulatory documents of the Company in regards with motivation of General Director and senior managers of the Company».

Voting results:

Alexey Vladimirovich Demidov - «FOR»

Svetlana Alexandrovna Balaeva - «FOR»

Astkhik Artashesovna Bashindzhagyan - «FOR»

Evgeny Alexeevich Bronnikov - «FOR»

Konstantin Nikolayevich Orlov - «FOR»

Roman Alexeevich Filkin - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «7»
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«AGAINST»	- «0»
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«ABSTAINED»	- «0»
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Voting results by filling in the questionnaires:

Alexey Nikolayevich Zharikov - «FOR»

Vadim Alexeevich Pavlov - «FOR»

Total:

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

«FOR»	- «9»
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«AGAINST»	- «0»
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«ABSTAINED»	- «0»
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Decision is taken.

Item 4. Consideration of the Action Plan of the Company, aimed at stabilizing the financial condition of the Company (including the synchronization of funding sources and costs of operating and investing activities).

Decision (put for voting):

1. To defer consideration of this item at a later date.
2. To instruct the Company's management to present at a meeting of the Strategy and Development Committee and the Board of Directors of the Company together with a draft of the Business plan of IDGC of Centre for 2013 the Action Plan of the Company, aimed to stabilize the financial condition of the Company (including the tariff model before the end of the planned RAB-regulation period).

Deadline: no later than November 2012.

Voting results:

Alexey Vladimirovich Demidov	- «FOR»
Svetlana Alexandrovna Balaeva	- «FOR»
Astkhik Artashesovna Bashindzhagyan	- «FOR»
Evgeny Alexeevich Bronnikov	- «FOR»
Konstantin Nikolayevich Orlov	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Voting results by filling in the questionnaires:

Alexey Nikolayevich Zharikov	- «FOR»
Vadim Alexeevich Pavlov	- «FOR»

Total:

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

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«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 30.10.2012 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.