



OPEN JOINT-STOCK COMPANY
INTERREGIONAL DISTRIBUTIVE
GRID COMPANY OF URALS
140 MAMINA SIBIRYAKA ULITSA
EKATERINBURG 620026
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THE BOARD OF DIRECTORS

PROTOCOL #62 Of BoD session OAO "IDGC of Urals"

November 27, 2009

Ekaterinburg

Session form:

absentee voting (by questionnaires)

The following Company's BoD members took part in the session:

Nikolai Nikolayevich SHVETS
Petr Mikhailovich EROKHIN
Sergey Nikolayevich POPOVSKY
Sergey Nikolayevich IVANOV
Valery Nikolayevich RODIN
Andrei Borisovich LUKIN
Yuri Nikolayevich PANKSTYANOV
Aleksey Vladimirovich DEMIDOV
Konstantin Vladimirovich SHEVCHENKO
Svetlana Andreevna MURAVYOVA
Valery Mukhamedovich SHOGENOV

Number of the BoD members that participated in the session is 11 out of 11.

Quorum for decision-taking on the agenda issues reached.

Anna Alekseevna KOZLOVA, a representative of Russian Federal Antimonopoly Service, Head of FAS in Chelyabinsk region, has not forwarded her written opinion in the agenda issues.

Agenda:

1. Approval of a report on the Company's business plan execution as of 1Q2009 an 1H2009.
2. Issuance of commendation to the CEO of OAO "IDGC of Urals".
3. Review of a CEO's report on insurance coverage as of 3Q2009.
4. Approval of a report on executing benchmarks of IDGCU's cash flows as of 3Q2009.
5. Approval of 4Q2009 benchmarks of IDGCU's cash flows.
6. Determination of the Company's position (representatives of the Company) on agenda issues of its SAC general shareholder meetings and BoDs.
7. Approval of the Regulations on Remuneration and Compensation paid to the Company's Personnel and Remuneration Committee members.
8. Approval of the Regulations on Remuneration and Compensation paid to the Company's Strategy and Development Committee members.
9. Approval of the Regulations on Remuneration and Compensation paid to the Company's Audit Committee members.

10. Approval of the Regulations on Remuneration and Compensation paid to the Company's Personnel Reliability Committee members.
11. Approval of candidates to independent appraiser position for determining the property value of OAO "IDGC of Urals".
12. Approval of the membership of the Central Purchase Body of OAO "IDGC of Urals".
13. Determination of the Company's business priorities and development strategy: On Introduction of changes into the Registrar of non-core assets of OAO "IDGC of Urals".
14. Approval of candidates to independent appraiser position for determining the property value of OAO "IDGC of Urals".
15. A preliminary approval of the Company's transaction regarding property disposal being main assets which is not used for production, transfer, dispatching, distributing electric and thermal energy – additional building to a battery room, smithery, tube press room to facilities building, symbol RR1, total square – 76.0 sq.m at: 11 Zavodskaya Ulitsa, Kamensk-Uralskiy, Sverdlovsk region.
16. A preliminary approval of the Company's transaction regarding property disposal being main assets which is not used for production, transfer, dispatching, distributing electric and thermal energy – real and personal property at 35 ZAVODSKAYA ULITSA, Kamensk-Uralskiy, Sverdlovsk region and "Yuzhnyi-4" (cadastral number 017), Kamensk-Uralskiy, Sverdlovsk region.
17. Approval of an interested-party transaction: approval of agreement on design work between OAO "IDGC of Urals" and OAO "Engineer Center of Urals Energy Sector".
18. Approval of an interested-party transaction: approval of agreement on assignment of right of demand between OAO "IDGC of Urals" and OAO "EESK".
19. Approval of an interested-party transaction: approval of agreement on assignment of right of demand between OAO "IDGC of Urals" and OAO "Ekaterinburgenergosbyt".
20. Review of a CEO report on fulfilling the BoD's instruction on transition to RAB tariff system since 01.01.2010.
21. Approval of the Regulations on housing and utility object management in OAO "IDGC of Urals".
22. Approval of a report on the Company's CPI accomplishment as of 2Q2009.
23. Approval of a report on the Company's CPI accomplishment as of 2008.
24. Financial stipulation of the Company's CEO.

ISSUE #1: Approval of a report on the Company's business plan execution as of 1Q2009 and 1H2009.

RESOLUTION:

To approve a CEO's report on the Company's business plan execution as of 1Q2009 and 1H2009 according to Appendices #1, 2 to the present BoD's resolution.

VOTING RESULTS:

"FOR" - 8 (Eight) votes: Nikolai Nikolayevich SHVETS, Valery Nikolayevich RODIN, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Sergey Nikolayevich IVANOV.
"AGAINST" - 2 (Two) votes: Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA.

"ABSTAIN" - 1 (One) vote: Valery Mukhamedovich SHOGENOV.

The resolution is taken by the majority of the BoD's votes participating in the session.

ISSUE #2: Issuance of commendation to the CEO of OAO "IDGC of Urals".

RESOLUTION:

To issue a commendation to Valery Nikolayevich RODIN, the Company's CEO, for a high level of qualification of the Company's team which placed on all-Russian contest off gridco's teams of OAO "IDGC Holding".

VOTING RESULTS:

"FOR" - 10 (Ten) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 1 (One) vote: Valery Mukhamedovich SHOGENOV.

The resolution is taken by the majority of the BoD's votes participating in the session.

ISSUE #3: Review of a CEO's report on insurance coverage as of 3Q2009.

RESOLUTION:

To take notice of the CEO's report on insurance coverage as of 3Q2009 according to Appendix #3 to the present BoD resolution.

VOTING RESULTS:

"FOR" - 11 (Eleven) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Valery Mukhamedovich SHOGENOV, Sergey Nikolayevich POPOVSKY.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

The resolution is taken unanimously.

ISSUE #4: Approval of a report on executing benchmarks of IDGCU's cash flows as of 3Q2009.

RESOLUTION:

To approve the report on executing benchmarks of IDGCU's cash flows as of 3Q2009 according to Appendix #4 to the present BoD resolution.

VOTING RESULTS:

"FOR" - 9 (Nine) votes: Nikolai Nikolayevich SHVETS, Valery Nikolayevich RODIN, Petr Mikhailovich EROKHIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Sergey Nikolayevich IVANOV, Valery Mukhamedovich SHOGENOV, Sergey Nikolayevich POPOVSKY.

"AGAINST" - 2 (Two) votes: Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA.

"ABSTAIN" - 0 (Zero) votes.

The resolution is taken by the majority of the BoD's votes participating in the session.

ISSUE #5: Approval of 4Q2009 benchmarks of IDGCU's cash flows.

RESOLUTION:

1. To approve the following benchmarks of the Company's cash flows for 4Q2009:

RUR, thous.

The Company's name	Services for arrangement of functioning and development of the Russian UES
ОАО "IDGC of Urals"	78 481.8
October	26 160.6
November	26 160.6
December	26 160.6

2. To entrust the sole executive bodies of the Company:
 - 2.1. within 5 days since the present resolution to ensure cash flow project formation and approve it by the Decree;
 - 2.2. within 1st day since cash flows approval date to forward the document to the BoD members.

VOTING RESULTS:

"FOR" - 9 (Nine) votes: Nikolai Nikolayevich SHVETS, Valery Nikolayevich RODIN, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Sergey Nikolayevich IVANOV, Valery Mukhamedovich SHOGENOV.

"AGAINST" - 2 (Two) votes: Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA.

"ABSTAIN" - 0 (Zero) votes.

The resolution is taken by the majority of the BoD's votes participating in the session.

ISSUE #6: Determination of the Company's position (representatives of the Company) on agenda issues of its SAC general shareholder meetings and BoDs.**RESOLUTION:**

1. To entrust the Company's representatives in the BoD of OAO "Permenergotrans" on the following agenda issues of a regular BoD session of OAO "Permenergotrans":

- Approval of a report by the CEO of OAO "Permenergotrans" as of 1H2009 on:
 - Execution of the business plan;
 - Ensuring insurance coverage.

To vote "FOR" while taking the following resolution:

- To take notice of a report by the CEO of OAO "Permenergotrans" on:
 - Execution of 1H2009 business plan;
 - Ensuring 2Q2009 insurance coverage.

2. To entrust the Company's representatives in the BoD of OOO "Security service "Permenergo" on the following agenda issues of a regular BoD session of OOO "Security service "Permenergo":

- Approval of a report by the CEO of OOO "Security service "Permenergo" as of 1H2009 on:
 - Execution of the business plan;
 - Ensuring insurance coverage.

To vote "FOR" while taking the following resolution:

- To take notice of a report by the CEO of OOO "Security service "Permenergo" on:
- Execution of 1H2009 business plan;
 - Ensuring 2Q2009 insurance coverage.

3. To entrust IDGCU's representatives in the BoD of OOO "Security Service "Permenergo" to vote "FOR" introduction to the EGM agenda issue of the following issue:

- Approval on the Charter of OOO "Security Service "Permenergo" in revised edition.

4. To entrust IDGCU's representatives, during the EGM of OOO "Security Service "Permenergo", to vote "FOR" taking the following resolution on the following EGM agenda issue:

- To approve the Charter of OOO "Security Service "Permenergo" in revised edition.

VOTING RESULTS:

"FOR" - 11 (Eleven) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Valery Mukhamedovich SHOGENOV.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

The resolution is taken unanimously.

ISSUE #7: Approval of the Regulations on Remuneration and Compensation paid to the Company's Personnel and Remuneration Committee members.

RESOLUTION:

To approve the Regulations on Remuneration and Compensation paid to the Company's Personnel and Remuneration Committee members according to Appendix #5 to the present resolution of the Company's BoD.

VOTING RESULTS:

"FOR" - 11 (Eleven) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Valery Mukhamedovich SHOGENOV.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

The resolution is taken unanimously.

ISSUE #8: Approval of the Regulations on Remuneration and Compensation paid to the Company's Strategy and Development Committee members.

RESOLUTION:

To approve the Regulations on Remuneration and Compensation paid to the Company's Strategy and Development Committee members according to Appendix #6 to the present resolution of the Company's BoD.

VOTING RESULTS:

"FOR" - 11 (Eleven) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV,

Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Valery Mukhamedovich SHOGENOV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is taken unanimously.

ISSUE #9: Approval of the Regulations on Remuneration and Compensation paid to the Company’s Audit Committee members.

RESOLUTION:

To approve the Regulations on Remuneration and Compensation paid to the Company’s Audit Committee members according to Appendix #7 to the present resolution of the Company’s BoD.

VOTING RESULTS:

“FOR” - 11 (Eleven) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Valery Mukhamedovich SHOGENOV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is taken unanimously.

ISSUE #10: Approval of the Regulations on Remuneration and Compensation paid to the Company’s Reliability Committee members.

RESOLUTION:

To approve the Regulations on Remuneration and Compensation paid to the Company’s Reliability Committee members according to Appendix #8 to the present resolution of the Company’s BoD.

VOTING RESULTS:

“FOR” - 11 (Eleven) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Valery Mukhamedovich SHOGENOV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is taken unanimously.

ISSUE #11: Approval of candidates to independent appraiser position for determining the property value of OAO “IDGC of Urals”.

RESOLUTION:

1. To approve as an independent appraiser for evaluating market property value - 51% share in the charter capital of OOO “Security Service “Permenergo” (legal address: 48 Komsomolsky Prospect, Perm, 614990) the following company - OOO “Institute of Property and Financial

Activities Evaluation” – Moscow Subsidiary (legal address: 96a Frunze Ulitsa, Tomsk, 634061).

2. To entrust the IDGCU’s CEO to conclude an agreement with OOO “Institute of Property and Financial Activities Evaluation” – Moscow representative office for evaluation services according to the terms specified in Appendix #9 to the present BoD resolution.

VOTING RESULTS:

“FOR” - 11 (Eleven) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Valery Mukhamedovich SHOGENOV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is taken unanimously.

ISSUE #12: Approval of the membership of the Central Purchase Body of OAO “IDGC of Urals”.

RESOLUTION:

1. To terminate terms of office of the Central Purchase Body of OAO “IDGC of Urals” elected by the resolution of the BoD dated 22.06.2009 (Protocol #56).
2. To approve the following membership of the IDGCU’s Central Purchase Body:

Evgeny Gennadyevich POPOV	Deputy General Director for Corporate Governance at OAO “IDGC of Urals”.
Yuri Vyacheslavovich LEBEDEV	Deputy General Director for Technical Issues – Chief Operating Officer at OAO “IDGC of Urals”.
Ilya Vladimirovich SHEVELEV	Head of the Tariff Department at OAO “IDGC of Urals”.
Aleksandr Ivanovich OREKHOV	Head of Economic Security and Regime Department at OAO “IDGC of Urals”.
Aleksey Vladimirovich SANIN	Acting Head of Legal Department at AO “IDGC of Urals”.
Aleksey Valeryevich KONDRATYEV	Deputy Head of Logistics and Material Provision Department at OAO “IDGC of Urals”.
Denis Vladimirovich SOBOLEV	Leading expert of Purchase Organization Directorate at OAO “IDGC Holding”.
Aleksey Yuryevich LEBEDINSKY	Head of Logistics and Material Provision Department at OAO “IDGC of Urals”
Aleksey Anatolyevich PRYADEYIN	Head of Section for Purchase Planning of Logistics and Material Provision Department at OAO “IDGC of Urals” – secretary of the Company’s CPB.

3. To elect Evgeny Gennadyevich POPOV as the Chairperson of the Central Purchase Body at OAO “IDGC of Urals”.

VOTING RESULTS:

“FOR” - 11 (Eleven) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Valery Mukhamedovich SHOGENOV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is taken unanimously.

ISSUE #13: Determination of the Company’s business priorities and development strategy: On Introduction of changes into the Registrar of non-core assets of OAO “IDGC of Urals”.

RESOLUTION:

To introduce changes into the Registrar for non-core assets of OAO “IDGC of Urals” according Appendix #10 to the present BoD resolution.

VOTING RESULTS:

“FOR” - 8 (Eight) votes: Nikolai Nikolayevich SHVETS, Valery Nikolayevich RODIN, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Sergey Nikolayevich IVANOV.

“AGAINST” - 2 (Two) votes: Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA.

“ABSTAIN” - 1 (One) vote: Valery Mukhamedovich SHOGENOV.

The resolution is taken by the majority of the BoD’s votes participating in the session.

ISSUE #14: Approval of candidates to independent appraiser position for determining the property value of OAO “IDGC of Urals”.

RESOLUTION:

1. To approve as an independent appraiser for evaluation of the Company’s property market value – residential object, total area 303.5 sq.m., situated at: 63-65, 7 Mikrorayon, Kachkanar - OOO “West Ural Institute for Expertise, Evaluation and Audit” (Legal address: 19 Sovetskaya Ulitsa, Perm, 614000).
2. Approve as an independent appraiser for evaluation of the following objects:
 - Uncompleted non-residential object. Address: 6 Brodokalmaksky, Chelyabinsk;
 - Non-residential object (TP2012), total area 13.3 sq.m., TP2012 equipment, address: Pavshikh Revolyutsyonerov Ploschad, Chelyabinsk;
 - Non-residential object (TP4101), total area 25.5 sq. m, TP4101 equipment, address: object near the house at 34 Kaslinskaya Ulitsa, Chelyabinsk;
 - Non-residential object (TP1164). Area: total 52.4 sq.m. Symbol: A. Number of stories: 1, TP1164 equipment, address: near a bank situated at 48 Dovatora Ulitsa, Chelyabinsk;
 - Objects (heating networks to houses situated at Rossiyskaya Ulitsa #4,5,6,7,7-a,8,8-a,9,9-a,10,11,11-a,11-б,11-b,12,13,13-a,13-б,14,15-б,15-b,17-a,17-б,17-b,19,19-a,19-b,21,21-a,21-b), length 1 554.62 m. Address: Rossiyskaya Ulitsa, Chelyabinsk, Russia, ZAO “Trade Productive Company “PSV” (Legal address: office 3, 11 Svyato-Troytsky Bulvar, Belgorod, 308009).
3. To entrust the IDGCU’s CEO to conclude agreements with OOO “West Ural Institute for Expertise, Evaluation and Audit” (Legal Address: 19 Sovetskaya Ulitsa, Perm, Russia, 614000)

and “Trade Productive Company “PSV” (Legal address: office 3, 11 Svyato-Troytsky Bulvar, Belgorod, 308009) for evaluations services according to Appendix #11 to the present BoD resolution.

VOTING RESULTS:

“FOR” - 11 (Eleven) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Valery Mukhamedovich SHOGENOV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is taken unanimously.

ISSUE #15: A preliminary approval of the Company’s transaction regarding property disposal being main assets which is not used for production, transfer, dispatching, distributing electric and thermal energy – additional building to a battery room, smithery, tube press room to facilities building, symbol RR1, total square – 76.0 sq.m at: 11 Zavodskaya Ulitsa, Kamensk-Uralskiy, Sverdlovsk region.

RESOLUTION:

To approve the Company’s transaction regarding property disposal being main assets which is not used for production, transfer, dispatching, distributing electric and thermal energy in compliance with the following conditions:

- The disposed property - additional building to a battery room, smithery, tube press room to facilities building, symbol RR1, total square – 76.0 sq.m at: 11 Zavodskaya Ulitsa, Kamensk-Uralskiy, Sverdlovsk region;
- balance (depreciated) property value as of 28.02.2009 is RUR 0.00;
- Type of disposal – by public offering, open for all participants, no selling agent engaged;
- Initial offer price – equal to market price determined by the independent appraiser – OOO “Institute of Property and Financial Activities Evaluation” – Moscow Subsidiary (Evaluation report #MF-801 dated 25.02.2009), - in the amount of RUR 645 460.00, including 18% VAT – RUR 98 460.00;
- Minimal offer price – equal to 50% from initial offer price – in the amount of RUR 322 730.00, including 18% VAT – RUR 49 230.00;
- Payment procedure – money paid prior to the transfer of title but within 14 (Fourteen) bank days since the agreement signing date.

VOTING RESULTS:

“FOR” - 10 (Ten) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 1 (One) votes: Valery Mukhamedovich SHOGENOV.

The resolution is taken by the majority of the BoD members participating in the session.

ISSUE #16: A preliminary approval of the Company’s transaction regarding property disposal being main assets which is not used for production, transfer, dispatching, distributing electric and thermal energy – real and personal property at 35 Zavodskaya Ulitsa, Kamensk-Uralskiy, Sverdlovsk region and “Yuzhnyi-4” (cadastral number 017), Kamensk-Uralskiy, Sverdlovsk region.

RESOLUTION:

To approve the Company’s transaction regarding property disposal being main assets which is not used for production, transfer, dispatching, distributing electric and thermal energy in compliance with the following conditions:

- The disposed property - housing and commercial objects at 35 Zavodskaya Ulitsa, Kamensk-Uralskiy, Sverdlovsk region and “Yuzhnyi-4” (cadastral number 017), Kamensk-Uralskiy, Sverdlovsk region (according to Appendix #12 to the present BoD resolution);
- balance (depreciated) value of disposed immovable property as of 30.04.2009 – RUR 3 968 559.91;
- balance (depreciated) value of disposed movable property as of 30.04.2009 - RUR 145 485.63;
- Type of disposal – by public offering, open for all participants, no selling agent engaged;
- Initial offer price for immovable property – equal to market price determined by the independent appraiser – OOO ACG “EKFARD” (Evaluation report #1259/08 dated 03.02.2009), in the amount of RUR 13 034 363.89, including 18% VAT – RUR 1 988 292.80;
- Initial offer price for movable property – equal to market price determined by the independent appraiser OOO ACG “EKFARD” (Evaluation report #1259/08 dated 03.02.2009), in the amount of RUR 1 167 710.73, including 18% VAT – RUR 178 125.37;
- Minimal offer price for immovable property – equal to 50% from initial offer price – in the amount of RUR 6 517 181.95, including 18% VAT – RUR 994 146.40;
- Minimal offer price for movable property – equal to 50% from initial offer price – in the amount of RUR 583 855.37, including 18% VAT – RUR 89 062.68;
- Payment procedure for immovable and movable property – money paid prior to the transfer of title but within 14 (Fourteen) bank days since the agreement signing date

VOTING RESULTS:

“FOR” - 10 (Ten) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 1 (One) votes: Valery Mukhamedovich SHOGENOV.

The resolution is taken by the majority of the BoD members participating in the session.

ISSUE #17: Approval of an interested-party transaction: approval of agreement on design work between OAO “IDGC of Urals” and OAO “Engineer Center of Urals Energy Sector”.

RESOLUTION:

1. To determine the price of Agreement on project services dated 21.07.2009 #16.1417.09 between OAO “IDGC of Urals” and OAO “Engineer Center of Ural Energy Sector” being an interested-party transaction, in the amount of RUR 296 610.17, plus 18% VAT in the amount of RUR 53 389.83.

2. Approve Agreement #16.1417.09 dated 21.07.2009 on project service (hereinafter referred to as the Agreement) between OAO "IDGC of Urals" and OAO "Engineer Center of Ural Energy Sector" being an interested-party transaction in compliance with the following conditions:

Agreement Parties:

The Client - OAO "IDGC of Urals";

The Contractor - OAO "Engineer Center of Ural Energy Sector".

Subject of Agreement: The Contractor shall be obliged to develop technical documents on the Client's instructions (stage – Working documents. Adjustment) on the object: "PS 220/10 Anna" with aerial lines 220 kW" and the Client shall be obliged to accept and pay for the working results.

Price of the Agreement: The price of the Agreement shall be RUR 296 610.17, plus 18% VAT in the amount of RUR 53 389.83.

Terms of the Agreement: The Agreement shall come into force since the signing date and expire when the Parties to perform their liabilities on the Agreement.

3. To the Company's CEO:

- To turn attention to the infringements in transaction approval procedure stipulated by the legislation in force for interested-parties transactions;
- To ensure observance of interested-party transactions approval procedure specified by the legislation in force.

VOTING RESULTS:

"FOR" - 9 (Nine) votes: Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Sergey Nikolayevich IVANOV, Valery Mukhamedovich SHOGENOV.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

Nikolai Nikolayevich SHVETS is a interested party and does not take part in voting on the issue in compliance with item 3, article 83 of Federal Law "On Joint-Stock Companies".

Valery Nikolayevich RODIN is not an independent director and does not take part in voting on the issue in compliance with item 3, article 83 of Federal Law "On Joint-Stock Companies".

The resolution is taken by the majority of the BoD members participating in the session.

ISSUE #18: Approval of an interested-party transaction: approval of agreement on assignment of right of demand between OAO "IDGC of Urals" and OAO "EESK".

RESOLUTION:

1. To determine the price for the agreement on assignment of right of demand between OAO "IDGC of Urals" and OAO "EESK" being an interested-party transaction in the amount of RUR 5 575 402.68, incl. 18 % VAT.

2. To approve the Agreement on assignment of right of demand (hereinafter referred to as the Agreement) between OAO "IDGC of Urals" and OAO "EESK" being an interested-party transaction in compliance with the following conditions:

Agreement Parties:

The Assignor: OAO "IDGC of Urals";

The Assignee: OAO "EESK".

Subject of Agreement: The Assignor shall concede and the Assignee shall take a claim for money in the amount of RUR 5 575 402.68, including 18% VAT to the Debtor – OOO "D.A.K.S." (TIN 6662106465, 106-63 Tsyolkovskogo Ulitsa, Ekaterinburg).

The Claim for money to the Debtor appeared in compliance to the table below:

The agreement details	Service	Period of the agreement	Details of Acceptance act	Details of invoice, invoice sum, including VAT, RUR	The sum of claim according to the agreement, RUR
Immovable lease arrangement #00/88-08 dated February, 01, 2008.	Real Estate Lease	July, 2008	Acceptance Act #9900000567 dated 31.07.2008 to the amount of RUR 1 278 667.10	Invoice #01-78/9900000567 dated 31.07.2008 to the amount of RUR 1 278 667.10	1 217 911.52
	Real Estate Lease	August, 2008	Acceptance Act #9900000719 dated 31.08.2008 to the amount of RUR 1 278 667.10	Invoice #01-78/9900000719 dated 31.08.2008 to the amount of RUR 1 278 667.10	1 278 667.10
	Real Estate Lease	September, 2008	Acceptance Act #9900000882 dated 30.09.2008 to the amount of RUR 1 278 667.10	Invoice #01-78/9900000882 dated 30.09.2008 to the amount of RUR 1 278 667.,10	1 278 667.10
	Real Estate Lease	October, 2008	Acceptance Act #9900001084 dated 31.10.2008 to the amount of RUR 1 278 667.10	Invoice #01-78/9900001084 dated 31.10.2008 to the amount of RUR 1 278 667.,10	1 278 667.10
	Real Estate Lease	November, 2008	Acceptance Act #9900001205 dated 30.11.2008 to the amount of RUR 1 278 667.10	Invoice #01-78/9900001205 dated 30.11.2008 to the amount of RUR 1 278 667.10	521 489.86
Total:					5 575 402.68

Price of Agreement:

The price of agreement is RUR 5 575 402.68, including 18 % VAT.

Terms of Agreement: The Agreement shall come into force since the signing date, expire when the Parties fulfill their liabilities in full and cover dealing between the Parties since July 01, 2009.

VOTING RESULTS:

“FOR” - 9 (Nine) votes: Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Sergey Nikolayevich IVANOV, Valery Mukhamedovich SHOGENOV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

Nikolai Nikolayevich SHVETS is an interested party and does not take part in voting on the issue in compliance with item 3, article 83 of Federal Law “On Joint-Stock Companies”.

Valery Nikolayevich RODIN is not an independent director and does not take part in voting on the issue in compliance with item 3, article 83 of Federal Law “On Joint-Stock Companies”.

The resolution is taken by the majority of the BoD members participating in the session.

ISSUE #19: Approval of an interested-party transaction: approval of agreement on assignment of right of demand between OAO “IDGC of Urals” and OAO “Ekaterinburgenergosbyt”.

RESOLUTION:

1. To determine the price for the agreement on assignment of right of demand between OAO "IDGC of Urals" and OAO "Ekaterinburgenergosbyt" being an interested-party transaction in the amount of RUR 398 705.94, including 18% VAT.

2. To approve the Agreement on assignment of right of demand (hereinafter referred to as the Agreement) between OAO "IDGC of Urals" and OAO "Ekaterinburgenergosbyt" being an interested-party transaction in compliance with the following conditions:

Agreement Parties:

The Assignor: OAO "IDGC of Urals".

The Assignee: OAO "Ekaterinburgenergosbyt".

Subject of the Agreement: The Assignor shall concede and the Assignee shall take a claim for money in the amount of RUR 398 705.94, including 18 % VAT to the Debtor – OOO "D.A.K.S." (TIN 6662106465, 106-63, Tsyolkovskogo Ulitsa, Ekaterinburg).

The Claim for money to the Debtor appeared in compliance to the table below:

The agreement details	Service	Period of the agreement	Details of Acceptance act	Details of invoice, invoice sum, including VAT, RUR	The sum of claim according to the agreement, RUR
Immovable lease arrangement #00/88-08 dated February 01, 2008	Real Estate Lease	November, 2008	Acceptance Act #9900001205 dated 30.11.2008 г. To the amount of RUR 1 278 667.10	Invoice #01-78/9900001205 Dated 30.11.2008 to the amount of RUR 1 278 667.10	398 705.94
TOTAL:					398 705.94

Price of Agreement: The price is RUR 398 705.94, including 18% VAT.

Terms of Agreement: The Agreement shall come into force since the signing date, expire when the Parties fulfill their liabilities in full and cover dealing between the Parties since July 01, 2009.

VOTING RESULTS:

"FOR" - 9 (Nine) votes: Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Sergey Nikolayevich IVANOV, Valery Mukhamedovich SHOGENOV.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

Nikolai Nikolayevich SHVETS is a interested party and does not take part in voting on the issue in compliance with item 3, article 83 of Federal Law "On Joint-Stock Companies".

Valery Nikolayevich RODIN is not an independent director and does not take part in voting on the issue in compliance with item 3, article 83 of Federal Law "On Joint-Stock Companies".

The resolution is taken by the majority of the BoD members participating in the session.

ISSUE #20: Review of a CEO report on fulfilling the BoD's instruction on transition to RAB tariff system since 01.01.2010.

RESOLUTION:

To take notice of a CEO report on fulfilling the BoD's instruction on transition to RAB tariff system since 01.01.2010 according to Appendix #13 to the present BoD resolution.

VOTING RESULTS:

“FOR” - 11 (Eleven) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Valery Mukhamedovich SHOGENOV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is taken unanimously.

ISSUE #21: Approval of the Regulations on housing and utility object management in OAO “IDGC of Urals”.

RESOLUTION:

To approve the Regulations on housing and utility object management in OAO “IDGC of Urals” according to Appendix #14 to the present BoD resolution.

VOTING RESULTS:

“FOR” - 8 (Eight) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 3 (Three) votes: Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Valery Mukhamedovich SHOGENOV.

The resolution is taken by the majority of the BoD members participating in the session.

ISSUE #22: Approval of a report on the Company’s CPI accomplishment as of 2Q2009.

RESOLUTION:

To approve a report on the Company’s CPI accomplishment as of 2Q2009 according to Appendix #15 to the present BoD resolution.

VOTING RESULTS:

“FOR” - 11 (Eleven) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Valery Mukhamedovich SHOGENOV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is taken unanimously.

ISSUE #23: Approval of a report on the Company’s CPI accomplishment as of 2008.

RESOLUTION:

To approve a report on the Company’s CPI accomplishment as of 2008 according to Appendix #16 to the BoD resolution.

VOTING RESULTS:

“FOR” - 11 (Eleven) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA, Valery Mukhamedovich SHOGENOV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is taken unanimously.

ISSUE #24: Financial stipulation of the Company’s CEO.

RESOLUTION:

1. According to item 3.4 of the Regulations on financial stimulation of the Company’s CEO and inspection acts of the Company’s Audit Commission (Protocol #2 dated 28.08.2008 and #4 dated 29.01.2009).
 - 1.1. Not to pay a bonus for CPI fulfilling as of 2008 to A.O. BOBROV who was the Company’s CEO in 2008.
 - 1.2. Not to pay additional bonus to A.O BOBROV for the 2008 Company results.
 - 1.3. Not to pay special bonus to A.O. BOBROV for the 2008 Company’s results.
2. To recommend V.N. RODIN, Company’s CEO, to approve issue of the financial stimulation of top managers, statements in inspection acts of the Audit Commission as well as the present resolution.

VOTING RESULTS:

“FOR” - 9 (Nine) votes: Nikolai Nikolayevich SHVETS, Petr Mikhailovich EROKHIN, Sergey Nikolayevich POPOVSKY, Sergey Nikolayevich IVANOV, Valery Nikolayevich RODIN, Andrei Borisovich LUKIN, Yuri Nikolayevich PANKSTYANOV, Aleksey Vladimirovich DEMIDOV, Valery Mukhamedovich SHOGENOV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 2 (Two) votes: Konstantin Vladimirovich SHEVCHENKO, Svetlana Andreevna MURAVYOVA.

The resolution is taken by the majority of the BoD members participating in the session

Appendix #1, 2: Report on the Company’s business plan execution as of 1Q2009 an 1H2009.

Appendix #3: CEO’s report on insurance coverage as of 3Q2009.

Appendix #4: Report on executing benchmarks of IDGCU’s cash flows as of 3Q2009.

Appendix #5: Regulations on Remuneration and Compensation paid to the Company’s Personnel and Remuneration Committee members.

Appendix #6: Regulations on Remuneration and Compensation paid to the Company’s Strategy and Development Committee members.

Appendix #7: Regulations on Remuneration and Compensation paid to the Company’s Audit Committee members.

Appendix #8: Regulations on Remuneration and Compensation paid to the Company’s Reliability Committee members.

Appendix #9: Conditions of agreement with “Institute of Property and Financial Activities Evaluation” – Moscow Subsidiary.

Appendix #10: Changes to the Registrar of non-core assets of OAO “IDGC of Urals”.

Appendix #11: Conditions of agreements on evaluation services.

Appendix #12: The list of disposable property – immovable and movable property.

Appendix #13: CEO’s report on transition to RAB tariff system.

Appendix #14: Regulations on housing and utility object management in OAO “IDGC of Urals”.

Appendix #15: Report on the Company’s CPI accomplishment as of 2Q2009.

Appendix #16: Report on the Company’s CPI accomplishment as of 2008.

Appendix #17 - 27: Questionnaires of Nikolai Nikolayevich Shvets, Petr Mikhailovich Erokhin, Sergey Nikolayevich Popovsky, Sergey Nikolayevich Ivanov, Valery Nikolayevich Rodin, Andrei Borisovich Lukin, Yuri Nikolayevich Pankstyanov, Aleksey Vladimirovich Demidov, Konstantin Vladimirovich Shevchenko, Svetlana Andreevna Muravyova, Valery Mukhamedovich Shogenov.

The BoD Chairperson

N.N. Shvets

The Corporate Secretary

S.A. Gusak

The Protocol compiled on 30.11.2009