

APPROVED

By the resolution of the Board of Directors of
OAO "IDGC of Urals"
Protocol # 62 dated November 30, 2009

**REGULATIONS ON
REMUNERATIONS AND COMPENSATIONS
PAID TO MEMBERS OF THE BOD AUDIT COMMITTEE**

**Open Joint-Stock Company "Interregional Distributive Grid
Company of Urals"**

Ekaterinburg
2009

1. The present Regulations are prepared pursuant to the Federal Law “On Joint-Stock Companies” and shall stipulate amount and payment procedures for remuneration and compensation paid to members of the BoD Audit Committee of OAO “IDGC of Urals” (hereinafter referred to as the BoD Committee).

2. The present Regulations shall not be valid for BoD Committee members being the sole executive body of OAO “IDGC of Urals” (hereinafter referred to as the Company) or a member of the collegiate executive body of the Company.

Remunerations and compensations to the BoD Committee Chairperson and members being persons with regard to whom the federal law shall limit or prohibit such payments from commercial organizations shall not be charged and paid.

3. Remunerations and compensations shall be paid by the Company in a monetary form.

Remunerations and compensations shall be paid due to the Committee’s budget approved by the Company’s BoD.

4. Payment of remunerations.

4.1. For participating in a joint-presence session a Committee member shall receive a remuneration in the amount of 2 (Two) minimal monthly tariff rates paid to a 1-rate worker (hereinafter referred to as MMTR) set forth by the industry tariff agreement of the Russian energy sector (hereinafter referred to as the Agreement) as of a Committee session date. The remuneration shall be paid within 30 (Thirty) calendar days following the Committee session, with adjustment for indexation stipulated by the Agreement.

The amount of remuneration paid to the Chairperson (or the Deputy Chairperson for each session when he functioned as the Committee Chairperson) shall be increased by 50%.

The amount of remuneration paid to the Committee Secretary for each session shall be the sum equivalent to 1 (One) MMTR as of a Committee session date. It shall be paid within 30 (Thirty) calendar days following a Committee session, with adjustment for indexation stipulated by the Agreement.

4.2. For participating in an in-absentia session, a Committee member shall receive remuneration in the amount equivalent to 1 (One) MMTR within 30 (Thirty) calendar days following a Committee session, with adjustment for indexation stipulated by the Agreement.

The amount of remuneration paid to the Chairperson (or the Deputy Chairperson for each session when he functioned as the Committee Chairperson) shall be increased by 50%.

The amount of remuneration paid to the Committee Secretary for each session shall be the sum equivalent to 0.5 (Zero point five) MMTR as of a Committee session date within 30 (Thirty) calendar days following a Committee session, with adjustment of indexation stipulated by the Agreement.

4.3. A Committee member shall be able to waive the right for remuneration, stipulated by the present Regulations, in full or partially by sending a corresponding application addressed to the Company’s CEO.

When there exists such written application, all types of remuneration shall be paid only with the written consent of such Committee member. Herewith, when reasons for payment appear, the Company shall be obliged to forward to a Committee member a notification containing the remuneration sum. Such notification shall be sent within the correspondent period for remuneration payment stipulated by the present Regulations.

When there exists a BoD member’s written consent for remuneration receipt the Company shall pay the corresponding remuneration within 30 (Thirty) calendar days following its receipt.

5. Payment of compensations.

5.1. A Committee member shall obtain compensation for his actual expenses regarding his participation in a Committee session (travel, dwelling, per diem allowance) in amount stipulated by item 5.2. hereof.

5.2. If case when Committee members go on a business trip to visit Company's objects, meetings with shareholders and investors, participation in general shareholder meetings as well as to execute other tasks regarding execution of Committee member's functions, they shall receive:

- Per diem allowance paid due to the procedure set forth by the Company;
- Reimbursement of travel expenses (to a place of business trip and back to place of permanent employment), including insurance contribution for obligatory passenger personal insurance, services for travel document filing, within actual expenses confirmed by travel documents but no more than travel costs below:
 - railroad – enhanced comfort carriage;
 - air service – economy class;
 - automobile transport – a common-use vehicle (except for taxi and car rent);
- Reimbursement of lodging expenses (except when a Committee member is provided with chargeless premises) in the amount of actual expenses confirmed by corresponding documents. This reimbursement shall not exceed 3 (Three) MMTRs paid to a 1-rate worker stipulated by the industry tariff agreement of the Russian energy sector as of reimbursement date, with indexation adjusted for each lodging day set forth by the Agreement.

5.3. The Company shall pay compensations within 1 (One) calendar day following submission of documents confirming the expenses.