

APPROVED  
by IDGC of Urals' BoD resolution  
Protocol #45 dated September 09, 2008

**REGULATIONS ON  
THE STRATEGY AND DEVELOPMENT COMMITTEE  
OF THE BOARD OF DIRECTORS  
Open Joint-Stock Company  
“Interregional Distributive Grid Company of Urals”**

Ekaterinburg  
2008

## **1. GENERAL PROVISIONS**

1.1. Regulations on the Strategy and Development Committee of the Board of Directors of Open Joint-Stock Company “Interregional Distributive Grid Company of Urals” (further referred to as the Regulations) are prepared pursuant to the Russian legislation, the Charter of OAO “IDGC of Urals” (further referred to as the Company), Regulations on the Procedure for Convention and Arrangement of the Company’s BoD sessions.

1.2. The Company’s BoD Strategy and Development Committee (further referred to as the Committee) shall be formed by a Company’s BoD resolution and shall be a consultative body enabling the Board of Directors to perform its managing functions effectively.

1.3. The Committee shall not be a Company’s body and shall not be able to act on behalf of the Company.

1.4. The Committee resolutions shall be of advisory and recommendatory character to the Company’s BoD.

1.5. The Committee shall perform in accordance with the present Regulations stipulating legal status, aim and goals, rights, liabilities, structure and membership of the Committee. In its activities the Committee shall strictly adhere to the federal legislation, other Russian normative legal acts, the Company’s Charter, Regulations on the Procedure for Convention and Arrangement of the Company’s BoD as well as BoD resolutions.

## **2. AIMS AND GOALS OF THE COMMITTEE**

2.1. The Committee shall be aimed at ensuring effective performance of the Company’s BoD in solving issues under its competence.

2.2. The Committee’s goal shall be to elaborate and submit recommendations (conclusions) to the Company’s BoD on the following BoD directions:

- 1) Definition of priorities, strategic aims and main principles of the Company’s strategic development;
- 2) Increase Company’s investment attractiveness, improvement of investment activity and adoption of grounded investment decisions;
- 3) Adjustment of the current development strategy;
- 4) Control over implementation and realization of adopted programs and projects;
- 5) The Company’s financial planning and dividend policy definition;
- 6) Evaluation of the Company’s business effectiveness.

## **3. THE COMMITTEE COMPETENCE**

3.1. The Committee’s competence shall include a preliminary consideration, analysis and elaboration of recommendations (conclusions) on the following issues:

- 1) Defining the Company’s priorities and development strategy;
- 2) Introducing the following issues to AGM:
  - a) The Company’s restructuring process;
  - b) The Charter Capital enlargement by increasing nominal share value or placing additional share issues;
  - c) Share splitting and consolidation;
  - d) Decision-taking on placement of convertible bonds and other convertible securities;
  - e) Decision-taking on approval of major transactions in cases stipulated by Article 79 Federal law “On Joint-Stock Companies”;
  - f) Decision-taking on placement of convertible bonds and other convertible securities;
  - g) Decision-taking on participation in financial industrial groups, associations and other alliances of commercial organizations;

- 3) Placement of bonds and other securities, except for cases stipulated by Federal law “On Joint-Stock Companies” and present Charter;
- 4) Acquisition of shares, bonds and other securities placed by the Company stipulated by Federal law “On Joint-Stock Companies”;
- 5) Carve-out (selling) of the Company’s shares transferred to the Company’s ownership as a result of acquisition or buy-back as well as in other cases stipulated by the Russian legislation;
- 6) Approval of the Company’s internal documents stipulating procedures for arrangement and usage of the Company’s funds;
- 7) Decision-taking on usage of the Company’s funds; approval of cost sheets on special-purpose funds usage and review of the cost sheet execution results;
- 8) Creation of the Company’s subsidiaries and representative offices and their liquidation;
- 9) On the Company’s participation in other companies and organizations (on joining existing company and organization or creation of a new one) as well as (taking into account statements in sub item 22 item 15.1. Article 15 of the Charter) on acquisition, carve-out and impairment of shares in the charter capitals of participated companies, change of share in the charter capital of such a company, and withdrawal from other companies’ charter capital;
- 10) Approval of major transactions in cases disclosed in Chapter X of Federal law “On Joint-Stock Companies”;
- 11) Other issues on the BoD’s instruction.

#### **4. THE COMMITTEE’S RIGHTS**

- 4.1. To fulfill its functions the Committee shall be entitled:
  - 1) To research issues under its competence;
  - 2) To request and obtain information and documents required for its activities from the CEO and executive persons of the Company according to the list approved by the Committee as well as shall be entitled to request information from external companies through the Company’s CEO and BoD Chairperson;
  - 3) To obtain professional services from external agencies or engage (including conclusion of contracts) third parties as experts (advisers) with special knowledge and skills on the issues referred to the competence of the Committee within its budget. Contracts with persons, involved by the Committee for consulting services shall be concluded on the basis of a corresponding Committee resolution by the authorized person as advised by the Committee Chairperson, or the Committee Chairperson acting according to the proxy issued by individual executive body of the Company;
  - 4) To involve the Company’s personnel, members of other BoD Committees as well as other persons to participate in in-praesentia meetings;
  - 5) If required, to develop and present drafts containing alterations and supplements to the present Regulations for BoD’s review.
- 4.2. The Committee shall enjoy other rights disclosed in the present Regulations.

#### **5. THE COMMITTEE’S DUTIES**

- 5.1. The Committee shall be obliged:
  - 1) To honestly reach the goals entrusted onto the Committee and conduct its activities pursuant to the present Regulations, requirements of the Russian legislation, the Charter and internal documents;
  - 2) To submit to the Board of Directors economically effective and legally grounded recommendations (conclusions) on the issues under the Committee’s competence;
  - 3) To timely inform the Company’s BoD about the risks for the Company;

4) To observe confidentiality requirements and not to disclose commercial and/or official secret information on the Company.

## **6. THE COMMITTEE MEMBERSHIP AND THE ORDER OF ITS ESTABLISHMENT, THE RIGHTS AND DUTIES OF THE COMMITTEE MEMBERS**

6.1. The Committee membership shall be determined by a BoD resolution and shall not exceed 3 (Three) persons.

6.2. Personal composition of the Committee shall be elected by the BoD from among the nominees presented by the BoD members.

6.3. Each BoD member shall be entitled to offer no more than 3 (Three) nominees for the Committee membership.

6.4. The Committee members shall be natural persons only. A Committee member shall not be a BoD member.

6.5. Proposals of the BoD members on the nominees for election to the Committee shall be submitted to the BoD Chairperson in a written form within 5 (Five) days prior to a BoD session date (the final date for questionnaire receipt for absentee voting), which agenda shall contain the issue on the election of Committee members.

6.6. While promoting the Committee nominees there shall be a written consent of the promoted nominee and information on him alongside with the proposal.

6.7. The nominee (nominees) promoting proposal shall contain the following:

Nominee's name ;

Information on nominee's education;

Place of work and nominee position at the moment of proposal submission.

The nominee (nominees) promoting proposal shall be signed by the BoD member who submitted it.

6.8. When Committee members are elected, their education, professional skills, and experience in this sphere of the Committee's activities and other knowledge and skills required for Committee members to perform their functions shall be taken into account.

6.9. The Committee members shall be elected in accordance with the present Regulations for the period up to the first BoD meeting in a new membership.

6.10. A BoD resolution shall be able to early terminate the powers of any Committee member.

6.11. The Committee Chairperson as well as Committee members shall be able to vacate their seats sending applications for it to the BoD and Committee Chairpersons.

6.12. In case when quantitative membership of the Committee becomes less than quorum for Committee sessions, set forth by the Regulations, the BoD Chairperson shall be obliged to convene an extraordinary BoD meeting for election of Committee members or put the election issue onto the agenda of the nearest planned BoD session.

6.13. The Committee members within the Committee competence shall be entitled:

1) To request documents and information required for decision-taking on the issues under the Committee's competence from the Company's CEO and Management Board. The request shall be forwarded in a written form signed by the Committee Chairperson;

2) To introduce written proposals when a Committee's working plan is being drafted ;

3) To introduce issues onto a session agenda in the order stipulated by the Regulations;

4) To demand convenion of a Committee session;

5) To execute other rights disclosed by the Regulations.

6.14. The Committee members shall be obliged to elaborate on materials submitted for the Committee session and to possess own position on each agenda issue.

6.15. The Committee members, while executing their rights and duties, shall act for the benefit of the Company; honestly and reasonably perform their rights and duties regarding the Company.

## **7. THE COMMITTEE CHAIRPERSON AND CHAIRPERSON ELECTION PROCESS**

7.1. The Committee shall be managed by the Committee Chairperson.

7.2. The Chairperson shall be elected by the majority of BoD's votes participating in a BoD meeting from the elected Committee members.

7.3. The Company's BoD shall be entitled to re-elect the Committee Chairperson anytime.

7.4. In case the Committee Chairperson is absent, his Deputy shall be in charge of his duties. The Deputy shall be elected by the Committee members by the majority of elected members' votes among themselves.

7.5. The Committee Chairperson shall:

1) Convene Committee sessions and preside during them;

2) Define the form of a session and approve its agenda;

3) Define the list of persons invited for participation in an in-praesentia session.

Invitation to an in-praesentia session (consideration of certain agenda issues) for executive persons and/or personnel shall be done by forwarding the corresponding invitation to the Company's CEO. The Company's CEO shall be obliged to ensure participation of the invited to the session (consideration of certain agenda issues) executive persons and/or personnel or other persons possessing powers, information and qualifications required for effective participation in the session (consideration of the agenda, information submission, participation in discussions, decision-taking, etc.);

4) Organize keeping records and sign session protocols;

5) Represent the Committee while interacting with the Company's BoD, other BoD Committees, Company's executive bodies, Auditor, Audit Commission and other bodies and persons;

6) Maintain official correspondence of the Committee, sign requests, letters and documents on behalf of the Committee;

7) Distribute duties among the Committee members;

8) Elaborate on a Committee working plan and introduce it to the Committee for approval, control execution of Committee's resolutions and working plans;

9) Ensure the Committee's activity to meet the requirements set forth in the Russian legislation, Company's Charter, other internal documents and present Regulations;

10) Execute other functions stipulated by the current legislation, Company's Charter, present Regulations and other internal documents.

## **8. THE COMMITTEE SECRETARY**

8.1. Functions of the Committee Secretary shall be executed by the Corporate Secretary unless otherwise stated by the Committee resolution. In case the Committee takes a decision to elect other person the Committee Secretary, the Secretary shall be elected by the majority of elected members' votes. In case a nominee for the position is a Company employee, the nominee shall be approved by the Company's General Director.

8.2. The Secretary shall ensure technical (informational, documentary, legal, secretary) facilities for the Committee activities, including:

1) Providing session arrangement;

2) Collecting and arranging materials for sessions;

3) Ensuring timely submission to the Committee members and persons, invited for participation in the Committee session, of notifications on a session convention, agenda, materials and questionnaires;

4) Ensuring organizational and technical maintenance of voting during a session;

5) Ensuring interaction between the Committee and the Company's BoD, other BoD Committees, Company's executive bodies, Auditor, Audit Commission and other bodies and persons;

- 6) Maintaining keeping records of sessions, organizing arrangement of resolution drafts;
- 7) Maintaining keeping records of the correspondence sent to the Committee and/or its members (including requests, claims and petitions), ensuring receipt of all required information by the Committee members;
- 8) Maintaining distribution of documents approved by the Committee;
- 9) Ensuring storage of the protocols and other documents and materials regarding the Committee's activities in compliance with the storage policy of the Company;
- 10) Executing the Committee Chairperson's errands within his powers;
- 11) Executing other functions pursuant to the present Regulations.

8.3. The Secretary shall have remuneration and compensation of expenses for executing his duties.

Remuneration and expenses for executing his duties shall be provided at the Company's budget.

8.4. There shall be a possibility to conclude an agreement with the Secretary on his functions.

The Agreement, on behalf of the Company, shall be signed by the CEO or person authorized by the Board of Directors to determine terms of the agreement.

Terms of the agreement, including the amount of remuneration, shall be determined by the Company's BoD or a person authorized by it.

## **9. THE COMMITTEE SESSIONS**

9.1. The Committee sessions shall be convoked by the Chairperson in accordance with a working plan (planned sessions) approved on a Committee session as well as in other cases set forth by the Regulations (extraordinary sessions).

9.2. A working plan shall be formed by the Chairperson taking into account a BoD working plan and proposals of the BoD Chairperson, Committee members and BoD resolutions.

9.3. A Committee working plan shall be approved on a Committee session following a BoD session which approved a BoD working plan.

9.4. While convoking a Committee session the Chairperson shall define date, time, place and form of the session, agenda as well as list of persons invited for participation in an in-praesentia session.

9.5. The agenda of a planned session shall be formed by the Committee Chairperson in accordance with the approved Committee working plan, BoD resolutions and proposals of BoD Chairperson.

9.6. The Committee members shall be entitled to submit proposals when a planned session agenda is being drafted.

9.7. The Committee Chairperson shall be entitled to include submitted proposals onto planned session agenda or convoke an extraordinary session.

9.8. Extraordinary sessions shall be convened:

- According to a Corporate Secretary's notification on a BoD session which agenda shall contain an issue (issues) under the Committee competence as set forth by the Regulations;
- On a Committee Chairperson's initiative;
- On BoD or Committee resolutions;
- On demands of the BoD Chairperson, Committee member, Audit Commission and Auditor.

9.9. A demand of the BoD Chairperson, Committee member, Audit Commission and Auditor to convene a Committee session shall be forwarded to the Committee Chairperson in a written form within 7 (Seven) working days prior to session date and shall contain issue wording, reasons for considering the issue at the session, resolution draft as well as supporting documents and information.

A demand on a session convention shall be signed by the person who submitted the demand (Audit Commission's demand on session convention shall be signed by its Chairperson; Auditor's demand shall be signed by the person authorized by the Auditor). A copy of the demand including all appendices shall be simultaneously forwarded to the Committee Secretary.

9.10. During 1 (One) working day since submission date of the demand on an extraordinary session convention the Committee Chairperson shall take a decision on holding an extraordinary session, shall define date, time and place of the session (the final date for questionnaire receipt at absentee vote), or shall take a decision to reject an extraordinary session convention. Such reasoned rejection decision shall be submitted to the person or body of the Company that demanded such session within the next day following the day when the Committee Chairperson took a decision to reject a session convention.

9.11. A Committee Chairperson decision to reject extraordinary session convention shall be taken when:

1) Issue (issues), offered for session agenda, is not referred to the Committee's competence by the Regulations;

2) An agenda issue, contained in an extraordinary convention demand, has already been included onto the agenda of the nearest session, convoked according to the Committee Chairperson decision taken prior to receipt of the above-mentioned demand;

3) The form, order and terms of a submitted demand do not observe requirements of item 9.9 of the Regulations.

9.12. The Committee Chairperson shall be entitled to include issues, contained in an extraordinary convention demand onto the agenda of the nearest planned session.

9.13. The notification shall contain a session agenda as well as the form, date, place and time (the final date and time for questionnaire receipt for voting on session agenda). The notification shall be prepared by the Committee Secretary and shall be signed by the Committee Chairperson or his Deputy (in cases set forth by the present Regulations). The notification shall be forwarded to the Committee members and persons invited for participation in a Committee in-praesentia session within 5 (Five) working days prior to the session day (the final day for questionnaire receipt at absentia sessions). Materials and information on agenda shall be forwarded to the Committee members and persons invited for participation in a Committee in-praesentia session within 3 (Three) working days prior to the session day (the final day for questionnaire receipt at absentia sessions), including decisions (recommendations) of the Company's Management Board in cases stipulated in item 9.17 of the present Regulations.

Materials on agenda shall obligingly include resolution drafts on the issues. Preparation of resolution drafts shall be managed by the Committee Chairperson, except for the cases when the Committee considers issues on the demand of persons stipulated in item 9.8. of the Regulations.

Persons, invited for participation in an in-praesentia session, shall receive materials on those agenda issues which they will supposedly discuss.

9.14. A session notification and agenda material (information) shall be submitted (forwarded) to the Committee members and persons invited for participation in an in-praesentia session personally, by fax or e-mail.

9.15. In case issues submitted for extraordinary session are of urgent character, terms for an extraordinary session convention and agenda material forwarding shall be reduced by a Committee Chairperson decision.

During session, held in the form of joint presence, with the consent of all present members there shall be consideration of the issues not being on the session agenda.

9.16. Following a Corporate Secretary's notification on a BoD session, which agenda shall contain issues referred to the Committee's competence by the Regulations, the Committee Chairperson shall take all measures ensuring a timely arrangement of Committee sessions for elaboration of recommendations (resolutions) on the BoD agenda issues and their submission to

the Company's BoD according to the Regulations on the Procedure for Convention and Arrangement of the Company's BoD sessions.

9.17. After a Corporate Secretary's notification on a BoD session, which agenda shall contain issues referred to the Committee's competence and subject to preliminary consideration by the Company's Management Board pursuant to the Regulations on the Company's Management Board, a Committee session shall be held following preliminary consideration of the issues at the MB session. In this case, corresponding MB resolutions (recommendations) shall be forwarded to the Committee members before the session.

The above-mentioned cases shall not include cases when the terms of the mentioned MB session and resolution (recommendation) forwarding set forth by the Regulations on the Company's Management Board, are not observed.

## **10. THE PROCEDURE OF HOLDING A COMMITTEE SESSION**

10.1. Sessions shall be held in the form of joint presence (in-praesentia session) or of absentee voting (absentia session).

10.2. An in-praesentia session shall open by a presiding person - the Chairperson, in case he is absent, it shall open by his Deputy.

10.2.1. The Committee members as well as invited persons shall take part in an in-praesentia session.

10.2.2. The Committee Secretary shall define quorum for holding an in-praesentia session.

A person presiding on an in-praesentia session shall inform the attending participants on quorum for holding the session and announce the session agenda.

10.2.3. In case there is no quorum reached, the session shall be announced void. The presiding person shall take one of the following decisions:

- 1) After consulting the present participants he shall define a transferred starting time;
- 2) He shall define date for a repeated session with the same agenda;
- 3) He shall include the issues that should have been considered on the void session onto the agenda of the following planned session.

10.2.4. An in-praesentia session shall be valid (has quorum) when no less than half of the elected Committee members attend the session.

10.2.5. At defining voting results on the issues of an in-praesentia session agenda written opinions of the Committee members, absent from the session shall be considered. These opinions shall be made and received in the order pursuant to the present Regulations.

10.2.6. Written opinions of the Committee members absent from an in-praesentia session shall be made by filling in the questionnaire.

10.2.7. On an in-praesentia session day the Committee Secretary shall prepare a questionnaire following agenda discussion and voting of the present members according to Appendix 1 to the Regulations signed by the Committee Chairperson, and shall forward the original by e-mail or by fax to the members absent at the session.

10.2.8. When a Committee member fills in the questionnaire, each of the issues for voting shall have only one non-crossed possible voting variant ("For", "Against", "Abstain").

A filled-in questionnaire shall be signed by a Committee member, his surname and name indicated.

A filled-in and signed questionnaire shall be submitted by a member to the Secretary within the following day after the session in original by e-mail or fax, original questionnaire being subsequently sent to the address in the questionnaire.

10.2.9. A questionnaire filled in with the infringements of requirements, specified in the 1<sup>st</sup> paragraph, sub item 10.2.8. of the present Regulations, shall not be taken into consideration at vote counting regarding the corresponding issue.

A non-signed questionnaire as well as a questionnaire submitted with the infringements of terms set forth by the sub item 10.2.8. of the Regulations shall be acknowledged invalid and shall not be taken into consideration in vote counting and vote results definition.

10.2.10. Vote results on an in-*praesentia* session agenda issues shall be defined (calculated) on the basis of the voting results of the attending members as well as filled-in and signed questionnaires received by the Committee Secretary in time. Vote results shall be calculated following the final date for questionnaire receipt.

10.3. A decision on holding a session in the form of absentee voting shall be taken by the Chairperson.

10.3.1. Holding a session in the form of absentee voting members shall be entitled to submit their proposals and (or) comments on proposed resolution drafts.

10.3.2. The questionnaire for absentee voting, according to Appendix 2 to the Regulations, shall be forwarded to the Committee members within 1 (One) working day prior to the final date for questionnaire receipt contained in an absentee voting notification.

10.3.3. While a Committee member fills in the questionnaire for absentee voting, each of the issues for voting shall have only one non-crossed possible voting variant (“For”, “Against”, “Abstain”).

A filled-in questionnaire shall be signed by a Committee member, his surname and name indicated.

A filled-in and signed questionnaire shall be submitted by a member to the Secretary within the final date and time for questionnaire receipt, contained in the questionnaire, in original by e-mail or fax, original questionnaire being subsequently sent to the address in the questionnaire.

10.3.4. A questionnaire filled in with the infringements of requirements, specified in the 1<sup>st</sup> paragraph, sub item 10.3.3. of the present Regulations, shall not be taken into consideration at vote counting regarding corresponding issue.

A non-signed questionnaire as well as a questionnaire submitted with the infringements of terms set forth by the sub item 10.3.3. of the Regulations, shall be acknowledged void and shall not be taken into consideration in calculation of quorum required for taking decision by absentee voting and vote results definition.

10.3.5. An *absentia* session shall be acknowledged authorized (has quorum) if no less than half of elected members took part in it.

10.3.6. The Committee members shall be considered as those who took part in an *absentia* session if questionnaires were received by the Committee Secretary within the date and time of questionnaire receipt.

10.4. At the process of decision-taking over session issues each Committee member shall possess one vote. In case of vote equality the Chairperson vote shall be casting.

A vote transfer by one member to another member or other person shall not be permitted.

10.5. Within 2 (Two) working days since the Committee session the Secretary shall prepare a session protocol.

10.6. A session protocol shall be signed by the presiding person and Secretary. The protocol shall be made in 2 original copies, one of which within 1 (One) working day following its signing shall be forwarded by the Secretary to the BoD, prepared materials and recommendations coming alongside, the other one shall remain at the Committee’s archives. Copies of protocols, prepared materials and recommendations shall be forwarded to all members.

10.7. The presiding person and Secretary shall be responsible for protocol correctness. The Secretary shall be responsible for protocol, questionnaires, materials and recommendation keeping.

10.8. The Committee Protocol shall contain:

The form of a session;

The data, place and time of a session (the final date and time for questionnaire receipt);

The list of members who took part in agenda issue consideration, vote form indicated (in-  
praesentia or by sending questionnaire) as well as the list of other persons attending the session;  
The agenda;  
The proposals of the Committee members on agenda issues;  
The issues for voting, voting results, voting form of each member indicated;  
The taken resolutions.

10.9. If a Committee member wishes, a session protocol shall include a short summary of his opinion over agenda. Such opinion shall be prepared by a Committee member and shall be submitted to the Committee Secretary.

## **11. INTERACTION WITH THE COMPANY'S BODIES AND OTHER PERSONS**

11.1. While executing its duties the Committee shall maintain effective relations with the Company's management and control bodies, departments, other organizations and persons.

11.2. The Committee Chairperson and Secretary shall ensure informational, technical and coordinated interaction between the Committee and the Company's BoD, executive and control bodies and departments as well as other Committees.

11.3. The Company's CEO and Management Board shall be obliged to disclose information and material, required by the Committee members for decision-taking over the issues being the competence of the Committee, upon a request signed by the Committee Chairperson.

These information and materials shall be submitted within 3 (Three) working days since request receipt unless the request states a larger term.

In case of submitting incomplete or unreliable information (materials) the Committee members shall be entitled to request additional information (materials).

11.4. The Chairperson shall submit recommendations (conclusions) prepared (elaborated) by the Committee to the Company's BoD, copies of the recommendations (conclusions) simultaneously submitted to the Company's CEO.

## **12. CONFIDENTIALITY**

12.1. During Committee members' terms of office as well as one year following termination of terms of office, persons which are (were) members, the Secretary and third parties involved into the Committee's activities, shall be obliged to meet requirements of confidentiality regarding non-public information gained during their activities in the Committee. The notion of information being non-public regarding the Company's operations and its content, shall be set forth by a resolution of the Company's authorized management body.

12.2. The Committee members, Secretary and other persons involved into the Committee activities shall be entitled to receive the information in case they concluded agreements on usage of such information.

12.3. All the documents related to the Committee activity shall be kept at the Company's residence according to the storage policy of the Company. The Secretary shall be responsible for storage of these documents.

## **13. THE COMMITTEE ACTIVITIES SUPPORT**

13.1. To ensure the Committee activities, a separate expense budget item shall be provided during drafting expenses in the Company's budget. The Committee's expenses, in particular, shall include remunerations and compensations of the Committee Chairperson, members and Secretary, expenses for external advisers, administrative personnel and other expenses.

13.2. According to a BoD resolution, the Committee members and Secretary shall be able to have remunerations and compensations of expenses for their duties. The amount of such

remunerations and compensations, order and terms of payments shall be stipulated by a separate BoD resolution.

13.3. The proposal on the Committee budget size (item-by-item expense disclosure included) shall be formed on a Committee session and submitted to the Company's BoD.

The Committee budget draft shall include a CEO's conclusion on the possibility to finance the budget within its planned limits during the Company's operations in the corresponding planned period.

13.4. With a view to holding Committee sessions, the Company's CEO, upon the Committee Chairperson petition, shall be obliged to provide the Committee with a room, unhindered access to it for persons stated in the petition as well as take other measures for holding Committee sessions.

#### **14. FINAL PROVISIONS**

14.1. The Company's BoD shall be entitled to request a report on the current Committee activity anytime. The terms for report drafting and submission shall be defined by a BoD resolution.

14.2. The Committee Chairperson shall be entitled to provide the Company's BoD with separate reports on the issues referred to the Committee's competence.

14.3. Information on certain Committee resolutions shall be published on the corporate Internet web-site. The necessity to publish the information shall be defined by the BoD Chairperson.

14.4. Information on the Committee activities shall be included into the Company's annual report.

14.5. The Regulations as well as all supplements and alterations to it shall be approved by the Company's BoD.

14.6. Issues non-stipulated by the Regulations shall be regulated by the Charter, the Regulations on the Procedure for Convention and Arrangement of the Company's BoD sessions and other internal documents, current legislation and BoD resolutions.

14.7. In case the legislation or normative act of the Russian Federation change and separate articles of the Regulations contradict them, these articles shall become void, Committee members shall adhere to RF laws and normative legal documents until alterations are made to the Regulations.

**THE BOARD OF DIRECTORS COMMITTEE  
Of Open Joint-Stock Company "Interregional Distributive Grid Company of  
Urals"**

**QUESTIONNAIRE**

**For voting on agenda issues of the in-praesentia session of Strategy and  
Development BoD Committee  
Of OAO "IDGC of Urals",  
held "\_\_\_" \_\_\_\_\_ 200\_\_.**

**Issue:**

1. \_\_\_\_\_

**Decision (taken at the session):**

1. \_\_\_\_\_

**FOR**

**AGAINST**

**ABSTAIN**

*(leave your variant non-crossed)*

**Issue:**

2. \_\_\_\_\_

**Decision (taken at the session):**

2. \_\_\_\_\_

**FOR**

**AGAINST**

**ABSTAIN**

*(leave your variant non-crossed)*

The filled-in and signed questionnaire should be sent by fax \_\_\_\_\_ or in original within  
\_\_\_\_\_/date, time/.

The questionnaire received by the Company after the final date and time for questionnaire receipt is void and not taken into consideration at quorum definition and vote counting.

Please, send the questionnaire original to: \_\_\_\_\_

**Committee member  
Of the Board of Directors at OAO "IDGC of Urals"**

\_\_\_\_\_/\_\_\_\_\_  
(signature) (Name)

**Committee Chairperson  
Of the Board of Directors at OAO "IDGC of Urals"**

\_\_\_\_\_/\_\_\_\_\_  
(signature) (Name)

**The questionnaire without BoD's Committee Chairperson and member signatures is void**

**THE BOARD OF DIRECTORS COMMITTEE  
Of Open Joint-Stock Company "Interregional Distributive Grid Company of  
Urals"**

**ОПРОСНЫЙ ЛИСТ  
QUESTIONNAIRE**

**For voting on agenda issues of the absentia session of Strategy and Development  
BoD Committee  
Of OAO "IDGC of Urals",  
held " \_\_\_\_ " \_\_\_\_\_ 200\_\_.**

Issue:

1. \_\_\_\_\_

Decision (taken at the session):

2. \_\_\_\_\_

**FOR**

**AGAINST**

**ABSTAIN**

*(leave your variant non-crossed)*

Issue:

2. \_\_\_\_\_

Decision (taken at the session):

2. \_\_\_\_\_

**FOR**

**AGAINST**

**ABSTAIN**

*(leave your variant non-crossed)*

The filled-in and signed questionnaire should be sent by fax \_\_\_\_\_ or in original within \_\_\_\_\_  
/date, time/

The questionnaire received by the Company after the final date and time for questionnaire receipt is void and not taken into consideration at quorum definition and vote counting.

Please, send the questionnaire original to: \_\_\_\_\_

Committee member

Of the Board of Directors at OAO "IDGC of Urals"

\_\_\_\_\_/\_\_\_\_\_  
(signature) (Name)

**The questionnaire without a BoD's Committee member signature is void**