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## AUDIT COMMITTEE

### Protocol # KA - 10 Of Audit Committee session IDGC of Urals, OAO

February 17, 2011  
Session form:

Ekaterinburg  
absentee voting (by questionnaires)

The following Committee members took part in the session: A.V. DEMIDOV, K.Y. PETUKHOV, S.S. EZIMOV, M.M. SAUKH, M.V. AZOVTSEV.

Quorum for decision-taking on all agenda issues reached.

#### **Agenda:**

1. Evaluation of the auditor's letter to the Company's management in accordance with 2009 IAS statement audit results.
2. Review of a report on the preparation of 2010 IAS statements.
3. Review of 1H2010 RAS statements.
4. Review of 3Q 2010 RAS statements.
5. Review of a report prepared by the external auditors on 1H 2010 RAS statement audit results.
6. Approval of a draft Committee budget for 1-2Q 2011.

#### **Issue #1: Evaluation of the auditor's letter to the Company's management in accordance with 2009 IAS statement audit results.**

##### **Resolution:**

1. To take into consideration the information contained in the auditor's letter to the Company's management in accordance with 2009 IAS statement audit results.
2. To consider 2009 IAS statement audit results satisfactory.

##### **VOTING RESULTS:**

"FOR" – 5 (Five) votes: A.V. DEMIDOV, K.Y. PETUKHOV, M.M. SAUKH, S.S. EZIMOV, M.V. AZOVTSEV.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes:

**The resolution is adopted unanimously.**

#### **Issue #2: Review of a report on the preparation of 2010 IAS statements.**

##### **Resolution:**

To take into consideration a report on the preparation of 2010 IAS statements.

##### **VOTING RESULTS:**

"FOR" – 3 (Three) votes: A.V. DEMIDOV, K.Y. PETUKHOV, M.V. AZOVTSEV.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 2 (Two) votes: M.M. SAUKH, S.S. EZIMOV.

**The resolution is adopted by the majority of votes.**

**Issue #3: Review of 1H2010 RAS statements.**

**Resolution:**

To take into consideration the information on 1H 2010 RAS statements.

**VOTING RESULTS:**

“FOR” – 5 (Five) votes: A.V. DEMIDOV, K.Y. PETUKHOV, M.M. SAUKH, S.S. EZIMOV, M.V. AZOVTSEV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes:

**The resolution is adopted unanimously.**

**Issue #4: Review of 3Q 2010 RAS statements.**

**Resolution:**

To take into consideration the information on 3Q 2010 RAS statements.

**VOTING RESULTS:**

“FOR” – 5 (Five) votes: A.V. DEMIDOV, K.Y. PETUKHOV, M.M. SAUKH, S.S. EZIMOV, M.V. AZOVTSEV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes:

**The resolution is adopted unanimously.**

**Issue #5: Review of a report prepared by the external auditors on 1H 2010 RAS statement audit results.**

**Resolution:**

To take into consideration a report prepared by the external auditors on 1H 2010 RAS statement audit results.

**VOTING RESULTS:**

“FOR” – 4 (Four) votes: A.V. DEMIDOV, K.Y. PETUKHOV, S.S. EZIMOV, M.V. AZOVTSEV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 1 (One) vote: M.M. SAUKH,.

**The resolution is adopted by the majority of votes.**

**Issue #6: Approval of a draft Committee budget for 1-2Q 2011.**

**Resolution:**

1. To approve a draft Committee budget for 1-2Q 2011 according to Appendix to the present resolution.
2. To recommend the BoD members to approve the draft Committee budget during the regular BoD session.

**VOTING RESULTS:**

“FOR” – 5 (Five) votes: A.V. DEMIDOV, K.Y. PETUKHOV, M.M. SAUKH, S.S. EZIMOV, M.V. AZOVTSEV.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes:

**The resolution is adopted unanimously.**

*Appendices:*

*№ 1 – The information contained in the auditor’s letter to the Company’s management in accordance with 2009 IAS statement audit results.*

*№ 2 – A report on the preparation of 2010 IAS statements.*

*№3 – 1H 2010 RAS statements.*

*№4 – 3Q 2010 RAS statements.*

*№5 – A report prepared by the external auditors on 1H 2010 RAS statement audit results.*

*№6 – A draft Committee budget for 1-2Q 2011.*

*№ 7-11 – Questionnaires of the following Committee members: A.V. Demidov, S.S. Ezimov, K.Y.Petukhov, M.M. Saukh, M.V. Azovtsev.*

**The Committee Chairperson**

**A.V. Demidov**

**The Committee Secretary**

**D.V. Tikhanov**

The Protocol was compiled on: 21.02.2011.