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AUDIT COMMITTEE

Protocol # KA - 22 Of Audit Committee session IDGC of Urals, OAO

October 31, 2012
Session form:

Ekaterinburg
absentee voting (by questionnaires)

The following Committee members took part in the session: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

Quorum for decision-taking on all agenda issues reached.

Agenda:

1. Election of the Committee Deputy Chairperson.
2. Election of the Committee Secretary.
3. Engagement of an expert to the Committee's activities.
4. Approval of the Committee working plan in 2012-2013.
5. Review of the Committee budget in 4Q 2012.
6. Review of a progress report prepared by IA&RM Department as of 2Q 2012.
7. Review of an observation report on the implementation of documents focused on the perfection and development of internal control, audit and risk management at IDGC of Urals, OAO in 2Q 2012.
8. Review of a 2Q 2012 report prepared by IA&RM Department on the control dealing with protection and circulation of insider information.
9. Review of 1H 2012 RAS financial statements.
10. Review of 1H 2012 IAS financial statements.

Issue 1: Election of the Committee Deputy Chairperson.

Resolution:

To elect Roman Nikolayevich BERDNIKOV, Deputy MB Chairperson at FSK UES, OAO, First Deputy Executive Director at IDGC Holding, OAO as the Committee Deputy Chairperson.

Voting results:

“FOR” – 4 (Four) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is adopted unanimously.

Issue 2: Election of the Committee Secretary.

Resolution:

To elect Dmitry Vyacheslavovich TIKHANOV, Head of Corporate Event Section of Corporate Governance and Shareholder Relations Department at IDGC of Urals as the Committee Secretary.

Voting results:

“FOR” – 4 (Four) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is adopted unanimously.

Issue 3: Engagement of an expert to the Committee’s activities.

Resolution:

1. To acknowledge expedient the engagement of an expert to the Committee’s activities.
2. To approve Olga Viktorovna POPOVA, Head of Internal Audit Section at IA&RM Department at IDGC Holding, OAO as an expert working for the Committee.

Voting results:

“FOR” – 3 (Three) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 1 (One) vote: D.S. Fedorov.

The resolution is adopted by the majority of votes.

Issue 4: Approval of the Committee working plan in 2012-2013.

Resolution:

To approve the Committee working plan in 2012-2013 according to the Appendix hereof.

Voting results:

“FOR” – 4 (Four) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is adopted unanimously.

Issue 5: Review of the Committee budget in 4Q 2012.

Resolution:

1. To approve the Committee budget in 4Q 2012 according to the Appendix hereof.
2. To recommend the BoD members to approve the budget draft at the regular BoD session.

Voting results:

“FOR” – 4 (Four) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is adopted unanimously.

Issue 6: Review of a progress report prepared by IA&RM Department as of 2Q 2012.

Resolution:

To take into account a progress report prepared by IA&RM Department as of 2Q 2012 according to the Appendix hereof.

Voting results:

“FOR” – 4 (Four) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is adopted unanimously.

Issue 7: Review of an observation report on the implementation of documents focused on the perfection and development of internal control, audit and risk management at IDGC of Urals, OAO in 2Q 2012.

Resolution:

1. To take into account an observation report on the implementation of documents focused on the perfection and development of internal control, audit and risk management at IDGC of Urals, OAO in 2Q 2012.
2. To take into account a report prepared by IA&RM Department on significant risks at IDGC of Urals, OAO in 2Q 2012.

Voting results:

“FOR” – 4 (Four) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is adopted unanimously.

Issue 8: Review of a 2Q 2012 report prepared by IA&RM Department on the control dealing with protection and circulation of insider information.

Resolution:

To take into account a 2Q 2012 report prepared by IA&RM Department on the control dealing with protection and circulation of insider information according to the Appendix hereof.

Voting results:

“FOR” – 4 (Four) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is adopted unanimously.

Issue 9: Review of 1H 2012 RAS financial statements.

Resolution:

To take into account 1H 2012 RAS financial statements.

Voting results:

“FOR” – 4 (Four) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is adopted unanimously.

Issue 10: Review of 1H 2012 IAS financial statements.

Resolution:

To take into account 1H 2012 IAS financial statements.

Voting results:

“FOR” – 4 (Four) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is adopted unanimously.

The Committee Chairperson

A.V. Demidov

The Committee Secretary

D.V. Tikhanov

The Protocol was compiled on: 02.11.2012.