

**MINUTES**  
**of the Meeting of the Board of Directors**

June 20, 2011

No. 61

Moscow

The decision of the Board of Directors of JSC IDGC Holding was approved by absentee voting (voting by ballot).

The following members of the Board of Directors participated in the voting: S. I. Shmatko, N. N. Shvets, S. R. Borisov, V. A. Gulyaev, V. M. Kravchenko, V. V. Kudryavy, G. P. Kutovoy, S. V. Maslov, S. Remes, S. V. Serebryannikov, V. V. Tatsiy, A. P. Terekhov, V. N. Titov, I. V. Khvalin, and P. O. Shatsky.

**Agenda:**

1. Approval of the Innovative Development Program of JSC IDGC Holding.

2. Information from the Director General of JSC IDGC Holding on the item on the agenda of the General Meeting of Shareholders of OAO Tomsk Distribution Company “Early termination of the powers of the sole executive body of OAO Tomsk Distribution Company, OAO IDGC of Siberia as a management organization, and transfer of the powers of the sole executive body of OAO Tomsk Distribution Company to a management organization.”

1. Approval of the Innovative Development Program of JSC IDGC Holding.

IT WAS RESOLVED AS FOLLOWS:

1.1. The Innovative Development Program of JSC IDGC Holding shall be approved (Appendix 1).

S. I. Shmatko, N. N. Shvets, S. R. Borisov (with a dissenting opinion (Appendix 3)), V. A. Gulyaev, V. M. Kravchenko, V. V. Kudryavy, G. P. Kutovoy, S. V. Maslov, S. Remes, S. V. Serebryannikov, V. V. Tatsiy, A. P. Terekhov, V. N. Titov, I. V. Khvalin, and P. O. Shatsky voted "For."

Approved unanimously.

2. Information from the Director General of JSC IDGC Holding on the item on the agenda of the General Meeting of Shareholders of OAO Tomsk Distribution Company "Early termination of the powers of the sole executive body of OAO Tomsk Distribution Company, OAO IDGC of Siberia as a management organization, and transfer of the powers of the sole executive body of OAO Tomsk Distribution Company to a management organization."

IT WAS RESOLVED AS FOLLOWS:

2.1. Note shall be taken of JSC IDGC Holding's information about the procedure for selecting a management organization for OAO Tomsk Distribution Company (Appendix 2).

2.2. The proposal of the Director General of JSC IDGC Holding to vote "for" at the General Meeting of Shareholders of OAO Tomsk Distribution on the issue "Early termination of the powers of the sole executive body of OAO Tomsk Distribution Company, OAO IDGC of Siberia as a management organization, and transfer of the powers of the sole executive body of OAO Tomsk Distribution Company to a management organization" shall be accepted with the following wording:

1. The powers of the sole executive body of OAO Tomsk Distribution Company, OAO IDGC of Siberia as a management organization, shall be terminated earlier.

2. The powers of the sole executive body of OAO Tomsk Distribution Company shall be transferred to a management organization that and/or whose affiliate has experience in implementing major international projects for the management of electric grid companies after:

- the antimonopoly agency's consent is received to the acquisition by the management organization of the rights enabling the management organization to exercise the powers of the sole executive body of the Company;

- the Board of Directors of the Company selects the management organization and defines the terms and conditions of the agreement for the transfer of the powers of the Company's sole executive body to the management organization, and this agreement is entered into;

- the certificate of delivery and acceptance is signed with respect to the corporate seal and documents under the agreement for the transfer of the powers of the Company's sole executive body to the management organization.

2.3. Based on the results of the completed work, the Director General of JSC IDGC Holding shall be instructed to report to the Board of Directors on entering into the agreement with the management organization.

S. I. Shmatko, N. N. Shvets, S. R. Borisov, V. A. Gulyaev, V. M. Kravchenko, V. V. Kudryavy, G. P. Kutovoy, S. V. Maslov, S. Remes, S. V. Serebryannikov, V. V. Tatsiy, A. P. Terekhov, V. N. Titov, I. V. Khvalin, and P. O. Shatsky voted "For."

Approved unanimously.

Ballots attached.

S. I. Shmatko  
Chairman of the Board of Directors

A. Yu. Perepyolkin  
Acting Secretary of the Board of Directors

Date of the Minutes of the Meeting: June 23, 2011