

APPROVED
by the Board of Directors
of IDGC of North-West
as of August 22, 2008
Minutes No. 35/3

**Regulation on the
Committee for Strategy and Development of the Board of
Directors
of “Interregional Distribution Grid Company of North-West”,
Joint Stock Company**

1. GENERAL PROVISIONS

1.1. Regulation on the Committee for Strategy and Development of the Board of Directors of "Interregional Distribution Grid Company of North-West", Joint Stock Company (hereinafter referred to as "Regulation") was developed according to the legislation of the Russian Federation, the Charter of IDGC of North-West (hereinafter referred to as the "Company"), and Regulation on the procedure of convocation and carrying out the meetings of the Board of Directors of IDGC of North-West.

1.2. The Committee for Strategy and Development of the Board of Directors of "Interregional Distribution Grid Company of North-West", Joint Stock Company (hereinafter referred to in the text as the "Committee") was created under the decision of the Board of Directors of the Company and is a consultation and advisory body providing effective performance by the Company Board of Directors of the functions of general management of the Company activity.

1.3. The Committee is not a body of the Company and shall not be entitled to operate on behalf of the Company.

1.4. Decisions of the Committee are of recommendatory character for the Board of Directors of the Company.

1.5. The Committee shall operate according to the present Regulation disclosing the legal status, goals and tasks, rights, duties, structure and composition of the Committee. In its activity, the Committee shall be guided by federal laws, other normative legal acts of the Russian Federation, the Charter of the Company, Regulation on the procedure of convocation and carrying out the meetings of the Board of Directors of the Company, decisions of the Board of Directors of the Company.

2. GOALS AND TASKS OF THE COMMITTEE

2.1. The main goal of creation of the Committee is maintenance of effective work of the Board of Directors of the Company in the decision of the issues referred to its competence.

2.2. The goal of the Committee is development and representation of recommendations (reports) to the Board of Directors of the Company on the following issues of the Board of Directors' activity:

- 1) Definition of priority directions, strategic goals and main principles of strategic development of the Company;
- 2) Increase of investment appeal of the Company, improvement of investment activity and acceptance of the grounded investment decisions;
- 3) Updating of the existing Company development strategy;
- 4) Control over a course of the accepted programs and projects realization;
- 5) Financial planning, determination of the Company's dividend policy;
- 6) Assessment of the Company's activity productivity.

3. COMPETENCE OF THE COMMITTEE

3.1. Preliminary consideration, analysis and development of recommendations (reports) on the following issues shall fall within the competence of the Committee of the Company Board of Directors:

- 1) Definition of priority directions of activity and strategy of development of the Company;
- 2) Submission for the decision of the General meeting of shareholders of the Company of the following issues:
 - a) Reorganization of the Company;

- b) Increase in the authorized capital of the Company by increase in shares par value or by placement of additional shares;
- d) Splitting and consolidation of the Company shares;
- e) Decision-making on placement by the Company of the bonds convertible into shares, and other issue securities convertible into shares;
- f) Decision-making on approval of large transactions in the cases stipulated by Article 79 of the Federal Law "On joint-stock companies";
- g) Decision-making on participation in financial and industrial groups, associations and other unions of commercial organizations;
- 3) Placed Company shares, bonds and other securities purchase in the cases stipulated by the Federal Law "On joint-stock companies";
- 4) Acquisition of shares, bonds and other equity securities placed by the Company in cases determined by the Federal law "On joint-stock companies".
- 5) Alienation (sale) of the Company shares which were placed at the Company's disposal as a result of their purchase or the repayment from shareholders of the Company, and in other cases stipulated by the legislation of the Russian Federation;
- 6) Adoption of internal documents of the Company defining the procedure of formation and use of funds of the Company;
- 7) Decision taking concerning the use of the Company's funds, approval of the cost estimates concerning the special purpose funds and consideration of the results of the cost estimates implementation from use of means of the special purpose funds.
- 8) Approval of the investment program (corrected investment program) and the report on the results of its implementation.
- 9) Creation of branches and opening of representative offices of the Company, their liquidation;
- 10) Participation of the Company in other organizations (about incorporation into the operating organization or creation of a new organization), and also (in view of provisions of subitem 23 of item 15.1. Article 15 of the Charter of the Company) about purchase, alienation and encumbrance of shares and stakes in authorized capitals of the organizations, in which the Company participates, change of the stake in the authorized capital of the corresponding organization, and the cessation of participation of the Company in other organizations;
- 11) Approval of large transactions in the cases stipulated by chapter X of the Federal Law "On joint-stock companies";
- 12) Other issues, connected with the abovementioned, as well as the issues considered on the instructions of the Company Board of Directors.

4. RIGHTS OF THE COMMITTEE

4.1. For realization of the assigned functions, the Committee shall be vested with the following rights:

- 1) To carry out researches on the items which fall within its competence;
- 2) To request and receive information and documents from the General Director and the Board of the Company which are necessary for realization of its activity; through Chairman of Board of Directors or the General Director of the Company to request the information from outside organizations;
- 3) To receive professional services from the outside organizations, or to involve (including on a contractual basis) the third parties as the experts (advisers) possessing special knowledge on the items referred to the competence of the Committee, within the limits of the budget of the Committee. Contracts with persons

involved by the Committee for rendering consulting services shall be concluded on the basis of the corresponding decision of the Committee by the authorized official of the Company in accordance with the solicitation of Chairman of the Committee, or Chairman of Committee by proxy issued by the sole executive body of the Company;

4) To invite employees, management of the Company, members of other Committees of the Board of Directors of the Company, and also other persons for participation in internal meetings of the Committee;

5) If necessary, to develop and submit to consideration of the Company Board of Directors draft changes and amendments to these Regulation.

4.2. The Committee shall have other rights specified in this Regulation.

5. DUTIES OF THE COMMITTEE

5.1. The Committee shall be obliged:

1) In good faith to carry out the tasks assigned to the Committee and to carry out the activity according to the present Regulation, requirements of the legislation of the Russian Federation, the Charter and internal documents of the Company;

2) To provide the Board of Directors economically effective and legally proved recommendations (reports) on the items within the competence of the Committee;

3) In due time to inform the Board of Directors of the Company on risks the Company is exposed to;

4) To observe the requirement of confidentiality, not to disclose the information on the Company representing commercial and/or service secret.

6. STRUCTURE OF THE COMMITTEE AND PROCEDURE OF ITS FORMATION, RIGHTS AND DUTIES OF THE COMMITTEE MEMBERS

6.1. Quantitative structure of the Committee shall be defined by the decision of the Board of Directors of the Company in quantity of at least 3 (three) persons.

6.2. The personal structure of the Committee shall be elected by the Board of Directors of the Company from among the candidates presented by members of the Board of Directors of the Company.

6.3. Each member of the Board of Directors of the Company shall be entitled to propose no more than 3 (three) candidates for members of the Committee.

6.4. Members of the Committee shall be only physical persons. The member of Committee can not be a member of Board of Directors of the Company.

6.5. Proposals of members of the Board of Directors of the Company on nominees for election to the Committee should be presented to Chairman of Board of Directors of the Company in writing not later than 5 (Five) days prior to the date of carrying out the meeting of the Board of Directors (termination of the term of reception of questionnaires for correspondence voting), the agenda of which includes an issue on election of members of the Committee.

6.6. At nomination of candidates for the Committee, the written approval of the nominee and data on the candidate should be applied to the proposal on nomination of the candidate (candidates) for the Committee.

6.7. The proposal on nomination of the candidate (candidates) for the Committee should contain the following data on the candidate:

Full surname, name, patronymic of the candidate;

Place of work and position of the candidate at the moment of drawing-up the proposal.

The proposal on nomination of the candidate (candidates) to the members of Committee should be signed by a member of the Board of Directors of the Company who presented the specified proposal.

6.8. At election of members of the Committee, their education, vocational training, work experience in the field of activity of the Committee and other special knowledge necessary for realization by members of Committee of the powers should be considered.

6.9. Members of the Committee shall be elected according to the provisions of the present Regulation for the term till carrying out of the first meeting of the Board of Directors elected in a new structure.

6.10. Powers of any member of the Committee can be ahead of schedule terminated by the decision of the Board of Directors of the Company.

6.11. Chairman of Committee, and also members of the Committee may give up their powers sending the application for this to Chairman of the Board of Directors of the Company and Chairman of the Committee.

6.12. In case the quantitative structure of the Committee is less than the structure defined by the Regulation necessary for carrying out a meeting of the Committee, Chairman of Board of directors shall be obliged to convoke an extraordinary meeting of the Board of Directors for election of members of the Committee or to include an item on election of members of Committee in the agenda of the nearest planned meeting of the Company Board of Directors.

6.13. Members of the Committee within the limits of the competence of the Committee shall be entitled:

1) To request documents and information necessary for decision-making on the items within the competence of Committee, from the General Director of the Company and the Board of the Company. The inquiry shall be performed in writing signed by Chairman of the Committee;

2) To make written proposals on formation of the work plan of the Committee;

3) To bring items in the agenda of the Committee meeting in accordance with the procedure established by the Regulation;

4) To demand convocation of the Committee meetings;

5) To exercise other rights stipulated by the Regulation.

6.14. Members of the Committee shall be obliged to get acquainted with materials for the meeting of the Committee and to develop their own opinion on each item of the meeting agenda.

6.14. Members of the Committee at realization of their rights and exercise of duties should operate in interests of the Company, carry out the rights and act concerning the Company in good faith and reasonably.

7. CHAIRMAN OF THE COMMITTEE AND PROCEDURE OF HIS/HER ELECTION

7.1. The management of the Committee and the organization of its activity shall be carried out by Chairman of the Committee.

7.2. Chairman of the Committee shall be elected by the Board of Directors of the Company from among the elected members of the Committee by the majority of votes of members of the Company Board of Directors who take part in the meeting of the Board of Directors.

7.3. The Company Board of Directors shall be entitled to re-elect Chairman of the Committee at any time.

7.4. For the lack of Chairman of the Committee, his/her duties shall be exercised by Deputy Chairman of the Committee. The Deputy Chairman of the Committee shall be elected by members of the Committee from their number by the majority of votes from the total amount of the elected members of the Committee.

7.5. Chairman of the Committee shall:

- 1) Convoke meetings of the Committee and preside over them;
- 2) Define the form of carrying out and approve the agenda of the Committee meetings;
- 3) Define the list of the persons invited for participation in internal meeting of the Committee. The invitation to internal meeting of the Committee (consideration of separate issues of the agenda of the meeting) of the officials and/or employees of the Company shall be carried out by sending the corresponding invitation addressed to General Director of the Company. The General Director of the Company shall be obliged to provide participation of the invited people at the Committee meetings (consideration of separate issues of the agenda of the meetings) of the officials and/or employees of the Company or other persons possessing powers, the information and the qualification necessary for effective participation in the Committee meetings (consideration of items of the meeting agenda, granting of the information, participation in discussion, decision-making, etc.);
- 4) Organize drawing up the minutes of the Committee meetings and sign minutes of the Committee meetings;
- 5) Represents the Committee at interaction with the Board of Directors of the Company, other Committees of the Board of Directors, executive bodies of the Company, the Auditor, the Auditing Committee of the Company and other authorities and persons;
- 6) Carry out official correspondence of the Committee, sign inquiries, letters and documents on behalf of the Committee;
- 7) Distribute duties between members of the Committee;
- 8) Develop the work plan of the Committee and submit the specified plan for approval to the Committee, supervise execution of decisions and work plans of the Committee;
- 9) Provides during activity of the Committee observance of requirements of the legislation of the Russian Federation, the Charter of the Company, other internal documents of the Company and these Regulation;
- 10) Carry out other functions stipulated by the current legislation, the Charter of the Company, these Regulation and other internal documents of the Company.

8. SECRETARY OF THE COMMITTEE

8.1. Functions of the Secretary of Committee shall be carried out by the Corporate Secretary of the Company if otherwise is not stipulated by the decision of the Committee. In case of taking by the Committee of the decision on election of another person to the position of the Secretary of Committee, the Secretary of Committee shall be elected by the majority of votes from the total number of the elected members of the Committee. Should the candidate for the position be an employee of the Company, his/her nominee shall be coordinated with the General Director of the Company.

8.2. The Secretary of Committee shall carry out technical (information, documentary, legal, secretarial) support of the current activity of the Committee, including, he/she shall:

- 1) Provide preparation and carrying out of the Committee meetings;
- 2) Carry out gathering and ordering of materials for meetings;

3) Provide duly sending of notices on carrying out of the Committee meetings, the agenda of meetings, materials on the agenda and questionnaires to members of the Committee and the persons invited for participation in the Committee meetings;

4) Carry out the organizational and technical support of the voting at the Committee meeting;

5) Carry out of interaction of the Committee with the Board of Directors, other committees under the Board of Directors, executive bodies of the Company, Auditor, Auditing Commission of the Company and other persons and bodies

6) Carry out recording of minutes, organize preparation of draft decisions of the Committee;

7) Carry out registration of the correspondence addressed to the Committee and/or Members of the Committee (including inquiries, requirements, petitions), provide reception by members of the Committee of the necessary information;

8) Carry out the sending of documents, approved by the Committee;

9) Provide storage of minutes of the Committee minutes and other documents and materials concerning activity of the Committee according to the procedures of storing of the documentation accepted in the Company;

10) Carry out assignments of Chairman of the Committee within the limits of powers of the Chairman of the Committee;

11) Carry out other functions according to the Regulation.

8.3. Compensation shall be paid to the Secretary of Committee; Charges connected with execution by him/her of the duties shall be compensated.

Compensation and charges connected with execution by it of the duties shall be provided in the budget of the Company.

8.4. The Secretary of the Committee can sign an agreement for implementation of the Committee's Secretary functions.

The agreement with the Committee's Secretary on behalf of the Company shall be signed by the General Director of the Company or the person authorized by the Board of Directors of the Company for determination of the agreement conditions with the Committee's Secretary.

Agreement conditions with the Committee's Secretary, including the amount of remuneration shall be determined by the Board of Directors of the Company or the person, authorized by the Board of Directors of the Company.

9. MEETINGS OF THE COMMITTEE

9.1. Meetings of the Committee shall be convoked by Chairman of the Committee according to the work plan approved at the Committee meeting (scheduled meetings), and in other cases stipulated by the Regulation (extraordinary meetings).

9.2. The work plan of the Committee shall be formed by Chairman of the Committee in view of the approved plan of work of the Board of Directors of the Company and proposals of Chairman of the Board of Directors of the Company, members of the Committee and decisions of the Board of Directors of the Company.

9.3. The work plan of the Committee shall be approved at the meeting of the Committee following after the meeting of the Board of Directors of the Company, at which the work plan of the Board of Directors of the Company was approved.

9.4. At convening the meeting of the Committee, Chairman of the Committee shall define date, time, place and form of carrying out the meeting, agenda, and the list of the persons invited for participation in internal meeting of the Committee.

9.5. The agenda of the scheduled meeting shall be formed by Chairman of the Committee according to the approved work plan of the Committee, decisions of the Board of Directors of the Company and proposals of Chairman of the Board of Directors.

9.6. Members of the Committee shall be entitled to make proposals on drawing up the agenda of the scheduled meeting of the Committee.

9.7. Chairman of the Committee shall be entitled to include the received proposals in the agenda of the scheduled meeting or to convene an emergency meeting of the Committee.

9.8. Extraordinary meetings of the Committee shall be held:

- According to the notice received from the Company Corporate Secretary on the meeting of the Company Board of Directors, the agenda of which includes an item (items) referred to the Committee's competence by the Regulation;

- Upon own initiative of the Chairman of the Committee;

- Under the decision of the Company Board of Directors, or under the decision of the Committee;

- Upon requirement of Chairman of the Board of Directors of the Company, a member of the Committee of the Auditing Committee and external Auditor of the Company.

9.9. The requirement of Chairman of the Board of Directors of the Company, a member of the Committee, the Auditing Committee and the external Auditor of the Company on convocation of a meeting of the Committee shall be forwarded to the Chairman of the Committee in a written form not later than 7 (seven) working days before the date of carrying out the meeting and should contain the wording of an item, substantiation of necessity of consideration of an item at the meeting, draft decision of the Committee, and accompanying materials and information.

The requirement on convocation of a meeting of the Committee shall be signed by the person who sent the specified requirement (the requirement of the Auditing Committee for convocation of meeting of the Committee shall be signed by Chairman of the Auditing Committee, requirement of the Auditor of the Company shall be signed by the authorized person of the Auditor). Simultaneously the copy of the requirement about convocation of the meeting of the Committee with all appendices should be directed to the Secretary of Committee.

9.10. Within 1 (One) working day from the date of presentation of the requirement about convocation of an extraordinary meeting, Chairman of Committee makes a decision on carrying out an extraordinary meeting of the Committee, shall define date, time and place of carrying out a meeting of the Committee (date and time of termination of the term of reception of questionnaires at absentee voting), or shall make a decision on refusal to convoke an extraordinary meeting of the Committee. Motivated decision on refusal to convoke an emergency meeting of the Committee shall be sent to the person or the body of the Company demanding convocation of such a meeting not later than the next day from the date of taking by Chairman of the Committee of the decision on refusal to convoke the meeting.

9.11. The decision of the Chairman of Committee on refusal to convoke an extraordinary meeting of Committee may be taken in the following cases:

- 1) The issue (issues) proposed for inclusion in the agenda of the Committee meeting is (are) not related by the Regulation for the Committee to its competence;

- 2) The item of the agenda containing in the requirement about convocation of an extraordinary meeting of the Committee has been already included in the agenda of the nearest meeting convoked according to the decision of the Chairman of the Committee taken before reception of the above-stated requirement;

3) The form, procedure and terms of presentation of the requirement about convocation of the meeting established by item 9.8 of the Regulation were not observed.

9.12. Chairman of the Committee shall be entitled to include the items containing in the requirement about convocation of an extraordinary meeting of the Committee in the agenda of the nearest scheduled meeting of the Committee.

9.13. The notice on carrying out a Committee meeting should contain the agenda of the meeting, the form of carrying out of the meeting, date, place and time of carrying out of the meeting (date and time of the termination of reception of questionnaires for voting on the agenda of the meeting). The notice on carrying out of meeting shall be drawn up by the Secretary of the Committee and signed by the Chairman of the Committee or the Deputy Chairman of the Committee (in the cases stipulated by these Regulation). The notice on carrying out the meeting should be sent to members of the Committee and the persons invited for participation in the internal meeting of the Committee, not later than 5 (Five) working days prior to the date of carrying out the meeting of the Committee (the date of the end of questionnaires reception at absentee meetings). Materials and information on the agenda items shall be forwarded to members of the Committee and the persons invited for participation in internal meeting of the Committee not later than 3 (three) working days prior to the date of carrying out a meeting (date of the end of questionnaires reception at absentee meetings), including decisions (recommendation) of the Board of the Company in the cases established by item 9.15. of the present Regulation.

Materials on the items of the meeting agenda of the Committee necessarily should include draft decisions on the items. Drawing up of draft decisions (their preparation) will be organized by the Chairman of the Committee, except for cases of consideration by Committee of issues on demand of the persons specified in item 9.8. of the Regulation.

The persons invited for participation in internal meeting of the Committee receive materials on those items of the agenda of the Committee meeting, where their participation in discussion is supposed.

9.14. The notice on carrying out the meeting of the Committee and materials (information) on the agenda items may be given (forwarded) to members of the Committee and the persons invited for participation in internal meeting of the Committee, personally, by a facsimile message or e-mail.

9.15. If items submitted for the extraordinary meeting of the Committee are of urgent character, terms of convocation of an extraordinary meeting and sending of materials on the agenda items of such a meeting may be reduced under the decision of the Chairman of the Committee.

The meeting of the Committee held in the form of joint presence, with the consent of all present members of the Committee, may consider the items which were not included in the agenda of the meeting.

9.16. At reception from the Company Corporate Secretary of the notice on a meeting of the Company Board of Directors, the agenda of which contains the items referred by the Regulation to the competence of the Committee, Chairman of Committee should take all the measures providing duly carrying out of meetings of the Committee for development of recommendations (decisions) on the specified issues of the agenda of the meeting of the Board of Directors of the Company and their sending to the Board of Directors according to the approved Regulation for the procedure of convocation and carrying out of meetings of the Company Board of Directors.

9.17. At reception from the Corporate Secretary of the Company of the notice on meeting of the Board of Directors of the Company, the agenda of which contains the

items referred by the Regulation to the competence of the Committee and entities according to the Regulation for Board of the Company to preliminary consideration by the Board of the Company, meeting of the Committee on such items should be held after their preliminary consideration at the board meeting of the Company. In this case the corresponding decisions (recommendation) of the Board should be presented to members of the Committee for the Committee meeting.

The above-stated shall not extend to the cases when terms of carrying out of the specified board meeting and representation of the decisions (recommendations) to the Committee taken by the Board established by the Regulation for the Board of the Company are not observed.

10. THE PROCEDURE OF COMMITTEE MEETINGS CARRYING OUT

10.1. Meetings of Committee may be held in the form of joint presence of members of the Committee (internal meeting) or in the form of absentee voting on the agenda items of the meeting (absentee voting).

10.2. Internal meeting of the Committee shall be opened by Chairman of the Committee presiding over the meeting, and in case of its absence - Deputy Chairman.

10.2.1. Members of the Committee and also the invited persons shall take part in internal meeting of the Committee.

10.2.2. The Secretary of Committee shall define presence of quorum for carrying out an internal meeting of the Committee.

The person presiding at an internal meeting shall inform the present people about presence of quorum for carrying out of a meeting of the Committee and shall declare the agenda of the meeting.

10.2.3. At absence of quorum, the meeting shall be incompetent. Thus the person presiding at the meeting shall take one of the following decisions:

1) by consultations with persons present at meeting, he/she shall define time of putting-off the beginning of the meeting;

2) shall define date of a new meeting with the same agenda;

3) shall include items supposed to be considered at the Committee meeting which did not take place, in the agenda of the following planned meeting of the Committee.

10.2.4. Internal meeting of the Committee shall be competent (shall have quorum) in case of presence at meeting of at least a half of the elected members of the Committee.

10.2.5. Written opinions of members of the Committee who are absent at the meeting, which were issued and received in accordance with the procedure stipulated by these Regulation, shall be considered at definition of results of voting on the items included in the agenda of the Committee internal meeting.

10.2.6. Written opinions of members of the Committee who are absent at the Committee internal meeting should be issued exclusively by filling in the questionnaire for voting on the agenda items.

10.2.7. On the day of carrying out the internal meeting of the Committee, the Secretary of the Committee following the results of discussion of the agenda items and voting of members of the Committee present at the meeting shall make a questionnaire, according to Appendix 1 to the Regulation, signed by Chairman of the Committee, and shall send it in the original, e-mail or by fax to members of the Committee who were absent at the meeting.

10.2.8. At filling-in the questionnaire by a member of the Committee on each of the items put to the vote, only one of possible variants of voting (for, against, abstained) should be left uncrossed.

The filled-in questionnaire should be signed by a member of the Committee with specification of his/her surname and initials.

The filled-in and signed questionnaire should be presented by a member of the Committee to the Secretary of the Committee not later than on the next day after carrying out the Committee meeting in the original, e-mail or fax with the subsequent sending of the original of the questionnaire to the address specified in the questionnaire.

10.2.9. The questionnaire filled in with infringement of requirements specified in the first paragraph of subitem 10.2.8. of these Regulation shall not be considered at calculation of votes regarding the corresponding item.

The unsigned questionnaire, and also the questionnaire presented with infringement of terms specified in subitem 10.2.8. of the Regulation shall be invalid and shall not be considered at calculation of votes and definition of results of the voting.

10.2.10. Results of voting on the agenda items of the Committee internal meeting shall be defined (summed up) on the basis of the results of voting of members of the Committee who are present at the internal meeting, and the questionnaires filled in and signed by members of the Committee received by the Secretary of the Committee in accordance with the established procedure. Results of voting shall be defined after expiry of the term of the questionnaires reception.

10.3. The decision on carrying out the Committee meeting in the form of absentee vote shall be taken by Chairman of the Committee.

10.3.1. For carrying out a Committee absentee meeting, the Committee members are entitled to present their suggestions and (or) additions concerning the suggested projects of the Committee decisions on agenda issues at least 2 (Two) working days prior to the end of term of voting questionnaires reception which is determined in the notification on carrying out of the absentee voting.

10.3.2. Questionnaire for the absentee voting, according to Appendix 2 to the Regulation shall be directed to the members of the Committee at least 1 (One) working day prior to the end of the deadline for the questionnaires submission, determined in the notification on the absentee voting.

10.3.3. At filling in the questionnaire for absentee voting by a member of the Committee on each item put to the vote, only one of possible variants of voting (for, against, abstained) should be left uncrossed.

The filled-in questionnaire should be signed by a member of the Committee with specification of his/her surname and initials.

The filled-in and signed questionnaire should be presented by a member of the Committee to the Secretary of the Committee not later than the date and time of the end of reception of the questionnaires specified in the questionnaire, in the original or by fax with the subsequent sending of the original of the questionnaire to the address specified in the questionnaire.

10.3.4. The questionnaire filled with infringement of requirements specified in the first paragraph of subitem 10.3.3. of the Regulation shall not be considered at calculation of votes regarding the respective item.

The unsigned questionnaire, and also the questionnaire presented with infringement of terms specified in subitem 10.3.3. of the Regulation shall be invalid and shall not participate in definition of the quorum necessary for decision-making by absentee voting, shall not be considered at calculation of votes and definition of results of the voting.

10.3.5. An absentee meeting of the Committee shall be considered competent (shall have quorum) if at least a half of elected members of the Committee took part in it.

10.3.6. Those Committee members shall be considered taken part in absentee meeting, whose questionnaires are received by the Secretary of the Committee not later than on the day and hour of the termination of questionnaires reception.

10.4. Decisions at the Committee meetings shall be taken by the simple majority of votes of the elected members of Committee.

10.5. At the decision of issues at the meeting, each member of the Committee shall possess one vote. In case of equality of votes, the Committee Chairman's vote is casting.

The vote delegation by one member of the Committee to another member of the Committee or another person shall not be supposed.

10.6. Not later than 2 (two) working days after carrying out the Committee meeting, the Secretary of the Committee shall draw up minutes of the meeting.

10.7. The minutes of the Committee meeting shall be signed by the person presiding over the meeting and the Secretary of the Committee. The minutes shall be drawn up in two original copies, one of which within 1 (one) working day after signing shall be forwarded by the Secretary of the Committee to the Board of Directors of the Company with the appendix of the materials prepared for it and recommendations, and another remains in the Committee's achieve. All members of the Committee receive copies of the minutes, prepared materials and recommendations.

10.8. The Chairman and the Secretary of Committee shall bear the responsibility for correctness of drawing up of the minutes. The person responsible for recording the minutes, questionnaires, materials and recommendations of the Committee shall be the Secretary of the Committee.

10.9. The minutes of the Committee meeting shall specify:

The form of carrying out the meeting

Date, place and time of carrying out the meeting (date and time of the end of reception of questionnaires);

The list of members of the Committee who took part in consideration of items of the agenda with specification of the form of voting (internally or by sending the questionnaire), and also the list of other persons who are present at internal meeting;

The agenda;

Proposals of members of the Committee on the agenda;

The items put to the vote, results of voting on them, with specification of the character of voting of each member of the Committee;

The decisions which were made.

10.10. By request of a member of the Committee, the summary of his/her opinion on the agenda item of the Committee meeting may be applied to the Committee meeting minutes. Such opinion shall be prepared by the member of the Committee and shall be transferred to the Secretary of the Committee.

11. INTERACTION WITH BODIES OF THE COMPANY AND OTHER PERSONS

11.1. At execution of its duties, the Committee shall support effective labour relations with governance and control bodies, structural divisions of the Company and other organizations and persons.

11.2. Chairman and the Secretary of Committee shall be obliged to provide the information, technical and coordinated interaction of the Committee with the Board of

Directors, with executives, control bodies and structural divisions of the Company, and also with other Committees of the Board of Directors of the Company.

11.3. The general director and the Board of the Company, by the inquiry signed by Chairman of Committee, shall be obliged to give the information and the materials, necessary for members of the Committee for decision-making on the items falling within the competence of the Committee.

The specified information and materials should be presented in the term not later than 3 (three) working days from the date of reception of inquiry, if a larger term is not established in the inquiry.

In case of representation of incomplete or unreliable information (materials), the members of the Committee have the right to request the additional information (materials).

11.4. The Chairman of the Committee represents the recommendations (reports) to the Board of Directors of the Company prepared (developed) by the Committee with simultaneous granting copies of the specified recommendations (reports) to the General Director of the Company.

12. CONFIDENTIALITY

12.1. During execution of the Committee members' duties and also within one year after the end of the term of appointment in Committee, the persons who are (were) members of the Committee, the Secretary of Committee and the third parties employed in Committee shall be obliged to observe requirements of confidentiality concerning the information received by them in connection with their activity in the Committee which is not public. The concept of the information which is not public in relation to the Company activity and its structure shall be established by the decision of the authorized governance body of the Company.

12.2. Members of the Committee, the Secretary of the Committee and the third parties employed in Committee shall be entitled to receive the specified information, if they concluded the agreement on use of the specified information with the Company (Appendix 3 to the Regulation).

12.3. All the documents connected with activity of Committee should be stored at the place of location of the Company according to the procedure of storing documents established in the Company. The Secretary of the Committee shall be responsible for keeping the specified documents.

13. BACKUP OF THE COMMITTEE ACTIVITY

13.1. For maintenance of work of the Committee at formation of the cost-based budget of the Company, a separate article of charges shall be provided. Charges of the Committee in particular include remuneration and compensation of Chairman, members of the Committee and the Secretary of Committee, charges on attraction of foreign advisers, charges on the maintenance of administrative personnel and other charges.

13.2. According to the decision of the Board of Directors of the Company and the Secretary of Committee, remuneration may be paid to members of the Committee, and charges connected with execution by them of the duties may be compensated. The amount of such remuneration and compensation, the procedure and terms of their payment shall be established by the separate decision of the Company Board of Directors.

13.3. The proposal on the amount of the budget of the Committee (with disclosing article-by-article information) shall be formed at the meeting of the Committee and shall be forwarded to the Company Board of Directors.

The report of the General Director of the Company shall be applied to the draft budget of the Committee on an opportunity of financing of the presented budget in the planned volumes within the limits of realization of the Company economic activities in the corresponding scheduled period.

13.4. In order to carry out meetings of the Committee, the General Director of the Company under the petition of Chairman of Committee shall be obliged to provide the Committee with the premise, to provide an unimpeded access to it of persons specified in the list of the specified petition, and also to carry out other measures for carrying out meeting of the Committee.

14. FINAL PROVISIONS

14.1. The Company Board of Directors shall be entitled to demand at any time from the Committee the report on current activity of the Committee. Terms of preparation and representation of such a report shall be determined by the decision of the Board of Directors.

14.2. The Chairman of the Committee shall be entitled to provide the Company Board of Directors with separate reports on the items falling within the competence of the Committee.

14.3. The information on separate decisions of the Committee shall be published on the Company website in the Internet. Necessity of publication of the information shall be defined by Chairman of the Board of Directors of the Company.

14.4. The Information on work of the Committee shall be subject to inclusion in the Annual Report of the Company.

14.5. The Regulation, as well as all amendments to it shall be adopted by the Company Board of Directors.

14.6. The items which were not settled by the Regulation shall be solved by the Charter of the Company, Regulation for the procedure of convocation and carrying out the meetings of the Company Board of Directors, and other internal documents of the Company, the current legislation and decisions of the Company Board of Directors.

14.7. If as a result of change of the legislation or statutory acts of the Russian Federation, separate articles of the Regulation contradict them, these articles shall become invalid, and till the moment of amending the Regulation the members of the Committee shall be guided by laws and law-based normative legal acts of the Russian Federation.

**COMMITTEE OF THE BOARD OF DIRECTORS OF IDGC OF NORTH-WEST
of “Interregional Distribution Grid Company of North-West”,
Joint Stock Company**

QUESTIONNAIRE

**for voting on the items on agenda of the in-presence meeting of the Committee for
Strategy and Development of the Board of Directors of IDGC of North-West
held on “_____” “_____” 200__**

Item

1. _____

Resolution (made at the meeting):

1. _____

for	against	abstainer
-----	---------	-----------

(leave your variant uncrossed)

Item

2. _____

Resolutions (made at the meeting):

2. _____

for	against	abstainer
-----	---------	-----------

(leave your variant uncrossed)

Filled in and signed questionnaire shall be sent via fax _____ or in the original no later than _____ (date, time)

The questionnaire received by the Company after the fixed deadline is not considered in the poll and in summing up the results of the vote.

Please send the original of the questionnaire to the address:

Member of the Committee of the Board of Directors
of IDGC of North-West _____ (signature/ full name)

The Board of Directors Committee Chairperson _____ (signature/ full name)

The questionnaire is considered invalid without signatures of the Board of Directors Committee Chairperson and member of the Board of Directors Committee

**COMMITTEE OF THE BOARD OF DIRECTORS OF
“Interregional Distribution Grid Company of North-West”,
Joint Stock Company**

QUESTIONNAIRE

**for voting on the items on agenda of the absentee meeting of the Committee for
Strategy and Development of the Board of Directors of IDGC of North-West
held on “ _____ ” “ _____ ” 200__**

Item

1. _____

Resolution (made at the meeting):

1. _____

for	against	abstainer
(leave your variant uncrossed)		

Item

2. _____

Resolutions (made at the meeting):

2. _____

for	against	abstainer
(leave your variant uncrossed)		

Filled in and signed questionnaire shall be sent via fax _____ or in the original no later than _____ (date, time)

The questionnaire received by the Company after the fixed deadline is not considered in the poll and in summing up the results of the vote.

Please send the original of the questionnaire to the address:

Member of the Committee of the Board of Directors
of IDGC of North-West _____ (signature/ full name)

The questionnaire is considered invalid without the signatures of a member of the Board of Directors Committee

CONFIDENTIALITY AGREEMENT

_____ « » 200_.

IDGC of North-West, on behalf of General Director, acting under the Charter, and _____ hereinafter referred to as the "Contract party", together referred to as the Parties, has entered into the present agreement as follows:

Preamble

With a view of maintenance of assistance to the Board of Directors of IDGC of North-West in execution of its duties, the Committee on Strategy and Development of the Board of Directors shall be established in the Board of Directors of IDGC of North-West as an advisory and consultation body operating under the Regulation for the Committee for Strategy and Development of the Board of Directors of IDGC of North-West.

In connection with exercise of the rights and duties, the contract party shall get access to the confidential information. Within the limits of the present Agreement, the Parties shall coordinate the terms concerning restriction of use and further disclosure of such information.

CONFIDENTIALITY AND LIMITED USE

1. With a view of the present Agreement on Observance of Confidentiality, the concept "Confidential Information" as a whole and in particular means all or any information of any sort, in oral, written or electronic form referred to IDGC of North-West (which shall in the further be referred to as the "Informing Party") and concerning its economic and commercial activity, technologies, clients and/or suppliers which has the actual or potential commercial value by virtue of its obscurity to the third parties, and reported by the Informing Party to the contract party according to the present Agreement, together with all archival records or copies of the given information or extracts from such information containing in carriers of any sort.

The Contract party shall be obliged to store the Confidential Information using the same level of carefulness which is used by him/her for storage of the own confidential information which is his/her property, and such Confidential Information should not be used or generated, and also should not be referred to by the contract party for any purposes. The Confidential Information should not be disclosed by the contract party to any third party, both physical and legal.

2. The contract party shall not be entitled to give the Confidential Information to other persons ("give advice" or in another form) using or able to use it for the purposes which led or can lead to its disclosure or any other unauthorized or forbidden under the current legislation and the present Agreement use, including use of such information with a view of personal enrichment or contribution to enrichment of other persons irrespective of the fact whether such a person is affiliated with it is or not.

In case of such use of the Confidential Information in the above-named purposes, the contract party shall be obliged to stop immediately realization of such actions, and IDGC of North-West shall be entitled to demand compensation of damage according to the current legislation.

The contract party shall be obliged to notify the Committee on all transactions planned and/or accomplished by him/her with securities of IDGC of North-West and subsidiaries and dependent economic entities of IDGC of North-West.

3. The contract party shall bear the responsibility according to the current legislation for actions of its affiliates, including, but not limited to, the wife (husband), parents, children, blood brothers and sisters or half-brothers and half-sisters, adoptive fathers and adopted persons, other persons recognized as affiliates by the current legislation, concerning the Confidential Information received from the contract party, which led or may lead to its disclosure or other unauthorized use, including use of such information with a view of personal enrichment or contribution to enrichment of other persons or entailed causing losses to IDGC of North-West.

4. The Present Agreement on Observance of Confidentiality should not be considered as the document giving to the contract party any license rights or any other rights concerning the Confidential Information and its further use.

If only otherwise is not coordinated in the separate written agreement signed between the Parties, all Confidential Information shall remain the property of the Informing Party.

5. The obligations imposed by the present Agreement on Observance of Confidentiality on the Parties of the given Agreement should not serve as an obstacle for the Informing Party concerning transfer of any Confidential Information to the financial, legal or other advisers and the third parties which, probably, from time to time act in interests of the Informing Party and who need to know such Confidential Information and who, before performance of such transfer of the information, entered into the corresponding agreement on confidentiality in writing.

The confidential information received by the contract party from the Informing Party, may be given to the third parties when the duty on its granting is established by requirements of the legislation of the Russian Federation or the opportunity of such disclosing is stipulated by present or other written agreement of the Parties.

Granting of the Confidential information by the contract party to bodies of the government, other state bodies, institutions of local government can be carried out only on the basis of motivated requirement signed by the authorized official containing the specification of the purposes and legal grounds of request of the information. In case of reception of such and also any other requirement about granting the Confidential Information, the contract party shall be obliged to notify immediately on this the Informing Party in writing.

Return of the confidential information

6. According to the requirement of the Informing Party or at the sole discretion of the Informing Party, all and any Confidential Information in any form which was received or purchased by the contract party from the Informing Party or for the Informing Party, should be returned or, if it is not obviously possible, should be removed within 14 (fourteen) days from the moment of reception of such requirement, and none of copies of such information or the data concerning such information, or extracts from it (in any form) should remain at the contract party, and after that the contract party should not use or reproduce such information entirely or partially for any purposes.

VALIDITY AND CANCELLATION OF THE AGREEMENT

7. This Confidentiality Agreement shall come into effect from the moment of signing and shall be in effect during 360 (three hundred and sixty) days from the

moment of its conclusion. Despite of the aforesaid, the effect of this Confidentiality Agreement may be terminated by the Informing Party at any moment after the preliminary notice in writing directed to address of the contract party for seven days prior to the moment of cancellation of the Agreement. Cancellation or expiry of the term of the effect of this Agreement on Observance of Confidentiality shall not release any of the Parties from performance of the obligations imposed on it by the present Agreement on Observance of Confidentiality concerning the Confidential Information transferred or purchased before such cancellation or expiry of the term of the effect of the given Agreement, and such obligations should be in effect within 1 (one) years after such expiry of the term of action or cancellation of this Agreement.

THE REGULATING LEGISLATION

8. The Present Agreement on Confidentiality shall be regulated according to the legislation of the Russian Federation.

Any claims and disagreements arising from the present Agreement or in connection with the present Agreement, or concerning the present Agreement or the legal relations established by the present Agreement, should be transferred by the Parties to the correspondent court at the place of location of IDGC of North-West.

OTHER TERMS

9. Since the date of signing, the present Agreement on Observance of Confidentiality shall represent the full agreement between the Parties concerning the subject considered in it and after its execution shall replace by itself and cancel any previous arrangements, documents, reports and contacts, both in oral and in written form between the Parties concerning the subject of the present Agreement.

Any changes and/or additions to the present Agreement on Observance of Confidentiality shall be valid only if they are executed in writing and signed by both Parties.

The present Agreement is made up in two identical copies, one for each Party.

Date of the agreement signing, details and signatures of the Parties