



“Interregional Distribution Grid Company of Centre”, Joint-Stock Company

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**MINUTES**

of meeting of the Committee for Personnel and Remuneration  
of the Board of Directors of IDGC of Centre  
(in the form of absent voting)

«17» May 2011

Moscow

No.04/11

**Form of the meeting:** absent voting.

**Total number of members of the Committee for Personnel and Remuneration:** 5 persons.

**Participants of the voting:** A.A. Popov, A.Y. Perepelkin, K.Y. Petukhov, D.A. Spirin, A.G. Starchenko.

**Members who did not provide questionnaires:** none.

**The quorum** is present.

**Date of the minutes:** 17.05.2011.

**AGENDA:**

1. On preliminary consideration of the organizational structure of the executive office of the Company.
2. On preliminary consideration of the typical organizational structure of the management apparatus of the division of the Company.
3. On preliminary approval of candidates for certain positions in the executive body of the Company, determined by the Board of Directors of the Company.
4. On preliminary agreement of the nominations for the positions of deputy directors of divisions of the Company.
5. On recommendations to the Board of Directors of the Company regarding the termination of office of the members of the Management Board of the Company and the election of the members of the Management Board of the Company.

**Item 1: On preliminary consideration of the organizational structure of the executive office of the Company.**

**Decision:**

To recommend the members of the Board of Directors of the Company regarding the agenda of the meeting of the Board of Directors of the Company «On approval of the organizational structure of the executive office of the Company» to approve the organizational structure of the executive office of the Company in accordance with Appendix # 1 to this decision.

**Voting results:**

|   |         |
|---|---------|
| <b>Alexandr Albertovich Popov</b>       | - «FOR» |
| <b>Alexey Yuryevich Perepelkin</b>      | - «FOR» |
| <b>Konstantin Yurievich Petukhov</b>    | - «FOR» |
| <b>Alexandr Grigoryevich Starchenko</b> | - «FOR» |
| <b>Denis Alexandrovich Spirin</b>       | - «FOR» |

**Total:**

«FOR»

- «5»

|             |       |
|-------------|-------|
| «AGAINST»   | - «0» |
| «ABSTAINED» | - «0» |

**The decision is taken.**

**Item 2: On preliminary consideration of the typical organizational structure of the management apparatus of the division of the Company.**

**Decision:**

To recommend the CEO of the Company to approve the typical organizational structure of the management apparatus of the division of the Company in accordance with Appendix # 2 to this decision.

**Voting results:**

|   |         |
|---|---------|
| <b>Alexandr Albertovich Popov</b>       | - «FOR» |
| <b>Alexey Yuryevich Perepelkin</b>      | - «FOR» |
| <b>Konstantin Yurievich Petukhov</b>    | - «FOR» |
| <b>Alexandr Grigoryevich Starchenko</b> | - «FOR» |
| <b>Denis Alexandrovich Spirin</b>       | - «FOR» |

**Total:**

|             |       |
|-------------|-------|
| «FOR»       | - «5» |
| «AGAINST»   | - «0» |
| «ABSTAINED» | - «0» |

**The decision is taken.**

**Item 3: On preliminary approval of candidates for certain positions in the executive body of the Company, determined by the Board of Directors of the Company.**

**Decision:**

To recommend the members of the Board of Directors of the Company regarding the agenda of the meeting of the Board of Directors of the Company «On approval of candidates for certain positions in the executive body of the Company, determined by the Board of Directors of the Company» to take the following decision:

«1. To approve the candidacy of Sabir Rafikovich Agamaliyev as Deputy General Director of IDGC of Centre – Smolenskenergo division director.

2. To approve the candidacy of Dmitry Igorevich Gotlib as Deputy General Director for development and electricity supply grid services sale of IDGC of Centre.

**Voting results:**

|   |         |
|---|---------|
| <b>Alexandr Albertovich Popov</b>       | - «FOR» |
| <b>Alexey Yuryevich Perepelkin</b>      | - «FOR» |
| <b>Konstantin Yurievich Petukhov</b>    | - «FOR» |
| <b>Alexandr Grigoryevich Starchenko</b> | - «FOR» |
| <b>Denis Alexandrovich Spirin</b>       | - «FOR» |

**Total:**

|             |       |
|-------------|-------|
| «FOR»       | - «5» |
| «AGAINST»   | - «0» |
| «ABSTAINED» | - «0» |

**The decision is taken.**

**Item 4: On preliminary agreement of the nominations for the positions of deputy directors of divisions of the Company.**

**Decision:**

To agree upon the nomination of Alexander Vladimirovich Ermolenko as IDGC of Centre – Orelenergo deputy division director for economics and finances.

**Voting results:**

|   |         |
|---|---------|
| <b>Alexandr Albertovich Popov</b>       | - «FOR» |
| <b>Alexey Yuryevich Perepelkin</b>      | - «FOR» |
| <b>Konstantin Yurievich Petukhov</b>    | - «FOR» |
| <b>Alexandr Grigoryevich Starchenko</b> | - «FOR» |

**Denis Alexandrovich Spirin** - «FOR»

**Total:**

|             |       |
|-------------|-------|
| «FOR»       | - «5» |
| «AGAINST»   | - «0» |
| «ABSTAINED» | - «0» |

**The decision is taken.**

**Item 5: On recommendations to the Board of Directors of the Company regarding the termination of office of the members of the Management Board of the Company and the election of the members of the Management Board of the Company.**

**Decision:**

1. To recommend the members of the Board of Directors of the Company regarding the agenda of the meeting of the Board of Directors of the Company «On the termination of office of the members of the Management Board of the Company and the election of the members of the Management Board of the Company» take the following decision:

«1. To terminate office of the following members of the Management Board of IDGC of Centre:

- Sabir Rafikovich Agamaliyev.

- Evgeniy Alexeevich Bronnikov.

- Vadim Nikolayevich Fedorov.

2. To elect the following persons as members of the Management Board of IDGC of Centre:

- Dmitry Alexandrovich Andryushin – Advisor to the CEO of IDGC of Centre

- Dmitry Igorevich Gotlib - Deputy General Director for development and electricity supply grid services sale of IDGC of Centre

- Olga Vladimirovna Tkacheva - Deputy General Director for Corporate Governance of IDGC of Centre

- Konstantin Nikolayevich Orlov - Deputy General Director for Economics and Finances of IDGC of Centre».

**Voting results:**

**Alexandr Albertovich Popov** - «FOR»

**Alexey Yuryevich Perepelkin** - «FOR»

**Konstantin Yurievich Petukhov** - «FOR»

**Alexandr Grigoryevich Starchenko** - «FOR»

**Denis Alexandrovich Spirin** - «FOR»

**Total:**

|             |       |
|-------------|-------|
| «FOR»       | - «5» |
| «AGAINST»   | - «0» |
| «ABSTAINED» | - «0» |

**The decision is taken.**

**Chairman of the Committee for Personnel and Remuneration  
of the Board of Directors of IDGC of Centre**

**A.A. Popov**

**Secretary of the Committee for Personnel and Remuneration  
of the Board of Directors of IDGC of Centre**

**S.V. Lapinskaya**