



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

4/2 Glukharev Lane, Moscow, 129090

Tel.: reception (495) 747 92 90, (495) 747 92 96, contact centre: (495) 747 92 92 (4722) 30 40 60;

Fax: (495) 747 92 95, e-mail: posta@mrsk-1.ru, <http://www.mrsk-1.ru>

Primary State Registration Number (OGRN) 1046900099498

Taxpayer Identification Code (INN) 6901067107

MINUTES

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

«15» December 2010

Moscow

No.06/10

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: 15.12.2010.

AGENDA:

1. On the recommendations for the Board of Directors on the item «On the appointment of the Acting CEO of the Society».

Item 1: On the recommendations for the Board of Directors on the item «On the appointment of the Acting CEO of the Society».

Resolution:

To recommend the members of the Board of Directors of the Company regarding the agenda item of the meeting of the Board of Directors of the Company «On the appointment of the Acting CEO of the Society» to adopt the following resolution:

«1. In connection with the termination of the employment contract on 17.12.2010 with CEO of IDGC of Center, Evgeny Fedorovich Makarov, in accordance with paragraph 2 of Article 77 of the Labor Code of the Russian Federation to appoint Alexandr Valeryevich Eyst as acting CEO of IDGC of Center from 18.12.2010.

2. To authorize Shvets Nikolay Nikolaevich, Director General of IDGC Holding, to carry out on behalf of the Company the rights and obligations of the employer in respect of the acting CEO of the Society Alexandr Valeryevich Eyst, including to determine the conditions of an employment contract with the acting CEO of the Company and to sign such an employment contract and amendments thereto and agreements relating to termination of that employment contract».

Voting results:

Alexandr Albertovich Popov - «AGAINST»

Alexey Yuryevich Perepelkin - «AGAINST»

Konstantin Yurievich Petukhov - «AGAINST»

Alexandr Grigoryevich Starchenko - «AGAINST»

Denis Alexandrovich Spirin - «AGAINST»

Total:

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

The resolution is rejected.

Resolution:

To recommend the members of the Board of Directors of the Company regarding the agenda item of the meeting of the Board of Directors of the Company «On the appointment of the Acting CEO of the Society» to adopt the following resolution:

«1. In connection with the termination of the employment contract on 17.12.2010 with CEO of IDGC of Center, Evgeny Fedorovich Makarov, in accordance with paragraph 2 of Article 77 of the Labor Code of the Russian Federation to appoint Aleksandr Viktorovich Pilyugin as acting CEO of IDGC of Center from 18.12.2010.

2. To authorize Shvets Nikolay Nikolaevich, Director General of IDGC Holding, to carry out on behalf of the Company the rights and obligations of the employer in respect of the acting CEO of the Society Aleksandr Viktorovich Pilyugin, including to determine the conditions of an employment contract with the acting CEO of the Company and to sign such an employment contract and amendments thereto and agreements relating to termination of that employment contract».

Voting results:

Alexandr Albertovich Popov - «AGAINST»

Alexey Yuryevich Perepelkin - «AGAINST»

Konstantin Yurievich Petukhov - «AGAINST»

Alexandr Grigoryevich Starchenko - «AGAINST»

Denis Alexandrovich Spirin - «AGAINST»

Total:

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

The resolution is rejected.

Resolution:

To recommend the members of the Board of Directors of the Company regarding the agenda item of the meeting of the Board of Directors of the Company «On the appointment of the Acting CEO of the Society» to adopt the following resolution:

«1. In connection with the termination of the employment contract on 17.12.2010 with CEO of IDGC of Center, Evgeny Fedorovich Makarov, in accordance with paragraph 2 of Article 77 of the Labor Code of the Russian Federation to appoint Dmitry Olegovich Gudzhoyan as acting CEO of IDGC of Center from 18.12.2010.

2. To authorize Shvets Nikolay Nikolaevich, Director General of IDGC Holding, to carry out on behalf of the Company the rights and obligations of the employer in respect of the acting CEO of the Society Dmitry Olegovich Gudzhoyan, including to determine the conditions of an employment contract with the acting CEO of the Company and to sign such an employment contract and amendments thereto and agreements relating to termination of that employment contract».

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 resolution is adopted.

Individual opinion of the member of the Committee for Personnel and Remuneration

D.A. Spirin:

«In the future while considering items on appointment of members of Board of Directors and (or) the sole executive body, as well as acting such mentioned persons, it is proposed to hold a meeting of the Committee beforehand (no later than 5 days prior) exclusively in presentio with the presence of relevant candidates at such a meeting of the Committee».

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