



“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 the Board of Directors of IDGC of Centre
(in the form of absent voting)

«30» June 2011

Moscow

No.06/11

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: 30.06.2011.

AGENDA:

1. On the budget approval of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for the 2nd half of 2011.

2. On approval of the Provisions of material incentives for the General Director of IDGC of Centre in a new edition.

3. On approval of the Provisions of material incentives and employment benefits for senior managers of IDGC of Centre.

4. Consideration of the list of titles, included in the category of senior managers of IDGC of Centre.

5. On approval of the Provisions of the personnel reserve of young professionals of IDGC of Centre.

6. On approval for the nomination for the position of deputy director of a Division.

7. Consideration of the list of titles of the executive office of the Company, approval of candidates for which is within the competence of the Board of Directors of the Company.

Item 1: On the budget approval of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for the 2nd half of 2011.

Decision:

To recommend the Board of Directors of IDGC of Centre to approve the budget of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for the 2nd half of 2011 in accordance with Appendix 1 to this decision of the Committee for Personnel and Remuneration.

Voting results:

Alexander Albertovich Popov - «FOR»
Alexey Yuryevich Perepelkin - «FOR»
Konstantin Yurievich Petukhov - «FOR»
Alexander Grigoryevich Starchenko - «FOR»
Denis Alexandrovich Spirin - «FOR»

Total:

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

The decision is taken.

Item 2: On approval of the Provisions of material incentives for the General Director of IDGC of Centre in a new edition.

Decision:

To recommend the Board of Directors to take the following decision:

«1. To consider the Provisions of material incentives for the General Director of IDGC of Centre, approved by the decision of the Board of Directors of the Company dated from 28.11.2008 (Minutes # 19/08 of 02.12.2008) to have lost force.

2. To approve the Provisions of material incentives for the General Director of IDGC of Centre in a new edition in accordance with the Appendix».

Voting results:

Alexander Albertovich Popov - «FOR»
Alexey Yuryevich Perepelkin - «FOR»
Konstantin Yurievich Petukhov - «FOR»
Alexander Grigoryevich Starchenko - «FOR»
Denis Alexandrovich Spirin - «ABSTAINED»

Total:

«FOR»	- «4»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

The decision is taken.

Item 3: On approval of the Provisions of material incentives and employment benefits for senior managers of IDGC of Centre.

Decision:

To recommend the Board of Directors to take the following decision:

«1. To consider the Provisions of material incentives for senior managers of IDGC of Centre, approved by the decision of the Board of Directors of the Company dated from 01.08.2008 (Minutes # 13/08 of 06.08.2008) to have lost force.

2. To approve the Provisions of material incentives and employment benefits for senior managers of IDGC of Centre in a new edition in accordance with the Appendix».

Voting results:

Alexander Albertovich Popov - «FOR»
Alexey Yuryevich Perepelkin - «FOR»
Konstantin Yurievich Petukhov - «FOR»
Alexander Grigoryevich Starchenko - «FOR»
Denis Alexandrovich Spirin - «ABSTAINED»

Total:

«FOR»	- «4»
«AGAINST»	- «0»

«ABSTAINED»

- «1»

The decision is taken.

Item 4. Consideration of the list of titles, included in the category of senior managers of IDGC of Centre.

Decision:

To recommend the Board of Directors to take the following decision:

«1. To approve and put in force starting from August 01, 2011 the following list of titles, included in the category of senior managers of IDGC of Centre:

Senior managers of category 1:

1. Deputy General Director for economy and finance;
2. Chief accountant – head of accounting, tax and reporting department;
3. Deputy General Director for services development and sales;
4. Deputy General Director for capital construction;
5. Deputy General Director for investment;
6. Deputy General Director for technical issues – chief engineer;
7. Deputy General Director for corporate governance;
8. Deputy General Director for security;
9. Deputy General Director – division director.

2. To consider the list of titles, included in the category of senior managers of IDGC of Centre, approved by the decision of the Board of Directors of IDGC of Centre on 10.10.2008 (Minutes #15/08) to have lost force starting from August 01, 2011».

Voting results:

Alexander Albertovich Popov - «FOR»
Alexey Yuryevich Perepelkin - «FOR»
Konstantin Yurievich Petukhov - «FOR»
Alexander Grigoryevich Starchenko - «AGAINST»
Denis Alexandrovich Spirin - «FOR»

Total:

«FOR»	- «4»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

The decision is taken.

Item 5. On approval of the Provisions of the personnel reserve of young professionals of IDGC of Centre.

Decision:

To recommend the General Director of the Company to approve the Provisions of the personnel reserve of young professionals of IDGC of Centre in accordance with Appendix 2 to this decision of the Committee for Personnel and Remuneration.

Voting results:

Alexander Albertovich Popov - «FOR»
Alexey Yuryevich Perepelkin - «FOR»
Konstantin Yurievich Petukhov - «FOR»
Alexander Grigoryevich Starchenko - «FOR»
Denis Alexandrovich Spirin - «FOR»

Total:

«FOR»	- «5»
«AGAINST»	- «0»

«ABSTAINED»

- «0»

The decision is taken.

Item 6: On approval for the nomination for the position of deputy director of a Division.

Decision:

To approve for the nomination of Nikolay Petrovich Kireenko for the position of Deputy Director for technical issues – chief engineer of IDGC of Centre – Smolenskenergo division.

Voting results:

Alexander Albertovich Popov - «FOR»

Alexey Yuryevich Perepelkin - «FOR»

Konstantin Yurievich Petukhov - «FOR»

Alexander Grigoryevich Starchenko - «FOR»

Denis Alexandrovich Spirin - «FOR»

Total:

«FOR» - «5»

«AGAINST» - «0»

«ABSTAINED» - «0»

The decision is taken.

Item 7: Consideration of the list of titles of the executive office of the Company, approval of candidates for which is within the competence of the Board of Directors of the Company.

Decision:

To recommend the Board of Directors to take the following decision:

«1. To approve and put in force starting from August 01, 2011 the following list of titles of the executive office of the Company, approval of candidates for which is within the competence of the Board of Directors of the Company:

- 1. Deputy General Director for economy and finance;*
- 2. Chief accountant – head of accounting, tax and reporting department;*
- 3. Deputy General Director for services development and sales;*
- 4. Deputy General Director for capital construction;*
- 5. Deputy General Director for investment;*
- 6. Deputy General Director for technical issues – chief engineer;*
- 7. Deputy General Director for corporate governance;*
- 8. Deputy General Director for security;*
- 9. Deputy General Director – division director;*
- 10. Chief of Staff;*
- 11. IT Director – head of IT department;*
- 12. HR Director – head of human resources and organization design department;*
- 13. Legal Director – head of legal department;*
- 14. Head of internal audit and risk management department;*
- 15. Head of public relations department;*
- 16. Head of technical inspection department;*
- 17. Head of innovation department.*

2. To consider the list of titles of the executive office of the Company, approval of candidates for which is within the competence of the Board of Directors of the Company, approved by the decision of the Board of Directors 31.07.2009 (Minutes #12/09 of 04.08.2009), as amended on 27.02.2010 (Minutes # 03/10 of 02.03.2011) to have lost force starting from August 01, 2011».

Voting results:

Alexander Albertovich Popov - «FOR»
Alexey Yuryevich Perepelkin - «FOR»
Konstantin Yurievich Petukhov - «FOR»
Alexander Grigoryevich Starchenko - «FOR»
Denis Alexandrovich Spirin - «FOR»

Total:

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

The decision is taken.

Appendices:

1. The budget of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for the 2nd half of 2011 (Appendix 1).
2. The Provisions of the personnel reserve of young professionals of IDGC of Centre (Appendix 2).

**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