



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

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MINUTES
of the meeting of the Committee for Personnel and Remuneration
under the Board of Directors
of IDGC of Centre, JSC
(in the form of postal voting)

25 November, 2008

No.05/08

Moscow

Form of the meeting: **postal voting**

Total number of members of the Committee for Personnel and Remuneration: **7 persons**

Participants of the voting: **D.N. Aleshin, A.V. Zemskov, A.V. Kurochkin, K.V. Kotikov, A.G. Starchenko, N.I. Erpsher.**

Members who did not provide questionnaires: **A.K. Merzlyakov**

The quorum is **present**.

Date of the minutes: 17 November, 2008.

AGENDA:

1. Approval of Regulation on material incentives of the General Director of IDGC of Centre, JSC as amended.

Item No. 1: Approval of Regulation on material incentives of the General Director of IDGC of Centre, JSC as amended.

Decision:

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

1. To recognize Regulation on material incentives of the General Director of IDGC of Centre and North Caucasus, JSC, approved by the Resolution of the Board of Directors dated 19 June, 2007 (Minutes No.05/07) to be invalid since 31 March, 2008.
2. To approve Regulation on material incentives of the General Director of IDGC of Centre, JSC as amended since 01 April, 2008 according to Appendix No. 1 to this BD's decision.

Voting results:

Dmitry Nikolaevich Aleshin	- FOR
Alexander Vladimirovich Zemskov	- FOR
Konstantin Viktorovich Kotikov	- FOR
Alexey Valerievich Kurochkin	- FOR
Alexander Grigorievich Starchenko	- ABSTAINED
Natalia Ilyinichna Erpsher	- FOR

Total:

FOR	5
AGAINST	0
ABSTAINED	1

The decision is taken unanimously.

**Chairperson of the Committee
for Personnel and Remuneration
of the Board of Directors of IDGC of Centre, JSC**

N.I. Erpsher

Secretary of the Committee

O.I. Dubova