

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

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**Minutes**

of session of the Staff and Remuneration Committee  
of IDGC of Centre, JSC Board of Directors  
(in the form of absent voting)

25 July, 2008

№ 02/08

Form of carrying out: **absent voting**.

Total number of members of the Staff and Remuneration Committee: **seven persons**.

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

Members who did not provide questionnaires: **no**

Quorum: **present**

Date of drawing up of the minutes: 25.07.2008

**AGENDA:**

1. On election of Deputy Chairman of the Staff Remuneration Committee of IDGC of Centre, JSC Board of Directors.
2. On election of the Secretary of the Staff Remuneration Committee of IDGC of Centre, JSC Board of Directors.
3. On approval of the edition of *the Regulation on material incentives of IDGC of Centre, JSC senior managers*.

**Item No 1:**

**On election of Deputy Chairman of the Staff Remuneration Committee of IDGC of Centre, JSC Board of Directors.**

**RESOLVED:**

That Nataliya Ilinichna Erpsher be elected Deputy Chairman of the Staff Remuneration Committee of IDGC of Centre, JSC Board of Directors.

**Results of the vote:**

**Aleksey Valerievich Kurochkin - FOR**

**Nataliya Ilinichna Erpsher - FOR**

**Anatoly Kuzmich Merzlyakov - FOR**

**Dmitry Nikolaevich Alyoshin - FOR**

**Konstantin Viktorovich Kotikov - FOR**

**Aleksandr Vladimirovich Zemskov - FOR**

**Aleksandr Grigorievich Starchenko - FOR**

**Total**

FOR – 7  
AGAINST – 0  
ABSTAINED – 0

**The item was resolved unanimously.**

**Item No 2.**

**On election of the Secretary of the Staff Remuneration Committee of IDGC of Centre, JSC Board of Directors.**

**RESOLVED:**

That Olga Ivanovna Dubova be elected the Secretary of the Staff Remuneration Committee of IDGC of Centre, JSC Board of Directors.

**Results of the vote:**

**Aleksey Valerievich Kurochkin - FOR**  
**Nataliya Ilinishna Erpsher - FOR**  
**Anatoly Kuzmich Merzlyakov - FOR**  
**Dmitry Nikolaevich Alyoshin - FOR**  
**Konstantin Viktorovich Kotikov - FOR**  
**Aleksandr Vladimirovich Zemskov - FOR**  
**Aleksandr Grigorievich Starchenko - FOR**

**Total**

FOR – 7  
AGAINST – 0  
ABSTAINED – 0

**The item was resolved unanimously.**

**Item No 3.**

**On approval of the edition of the *Regulation on material incentives of IDGC of Centre, JSC senior managers.***

**RESOLVED:**

That the Board of Directors members be advised to make the following decisions:

1. To recognize from 31 March, 2008, as invalid *the Regulation on material incentives of JSC IDGC of Centre and Northern Caucasus senior managers*, approved by the Board of Directors as of 17 April, 2007 (minutes No 03/07)/
2. To approve with effect from 31 March, 2008, the *Regulation on material incentives of IDGC of Centre, JSC senior managers* according to the Appendix to the present resolution of the Board of Directors

**Results of the vote:**

**Aleksey Valerievich Kurochkin - FOR**  
**Nataliya Ilinishna Erpsher - FOR**  
**Anatoly Kuzmich Merzlyakov - FOR**  
**Dmitry Nikolaevich Alyoshin - FOR**  
**Konstantin Viktorovich Kotikov - FOR**  
**Aleksandr Vladimirovich Zemskov - FOR**  
**Aleksandr Grigorievich Starchenko - ABSTAINED**

**Total**

FOR – 6

AGAINST – 0

ABSTAINED – 1

**The item was resolved.**

**Chairman of the Staff and Remuneration Committee  
Of IDGC of Centre, JSC Board of Directors**

**A.V.Kurochkin**