



"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)

«18» February 2013

Moscow

No. 03/13

Form of the meeting: absent voting.

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

Participants of the voting: A.V. Kazachenkov, D.V. Kulikov, D.I. Romeyko, V.N. Sedunov, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.

Members who did not provide questionnaires: none.

The quorum is present

Date of the minutes: 18.02.2013.

AGENDA:

1. On preliminary consideration of the corporate structure of the Executive Office of IDGC of Centre.
2. On preliminary consideration of the typified corporate structure of the Administration Office of a branch of IDGC of Centre.
3. On prior coordination of candidates for positions of deputy directors of a branch.
4. On recommendations to the Board of Directors of the Company regarding the item of termination of powers of a member of the Management Board of the Company.

Item 1: On preliminary consideration of the corporate structure of the Executive Office of IDGC of Centre.

Decision:

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

«1. To approve and put into force starting from May 8, 2013 the corporate structure of the Executive Office of the Company in accordance with the Appendix.

2. To consider the corporate structure of the Executive Office of the Company, approved by the decision of the Board of Directors of the Company on 29.07.2011 (Minutes # 17/11 of 01.08.2011) to have lost its force starting from May 8, 2013».

Voting results:

Andrey Valentinovich Kazachenkov	- «FOR»
Denis Viktorovich Kulikov	- «ABSTAINED»
Dmitry Igorevich Romeyko	- «FOR»
Valery Nikolayevich Sedunov	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

«FOR»	- «5»
«AGAINST»	- «0»

«ABSTAINED» - «2»

The decision is taken.

Item 2: On preliminary consideration of the typified corporate structure of the Administration Office of a branch of IDGC of Centre.

Decision:

To recommend Acting General Director of the Company, O.Y. Isaev, to approve the typified corporate structure of the Administration Office of a branch of the Company in accordance with Appendix # 1 to this decision.

Voting results:

Andrey Valentinovich Kazachenkov	- «FOR»
Denis Viktorovich Kulikov	- «FOR»
Dmitry Igorevich Romeyko	- «FOR»
Valery Nikolayevich Sedunov	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

«FOR» - «7»

«AGAINST» - «0»

«ABSTAINED» - «0»

The decision is taken.

Item 3: On prior coordination of candidates for positions of deputy directors of a branch.

Decision:

1. To agree upon the nomination of Sergey Viktorovich Tokarev for the position of deputy director of the branch – director of the subdivision “Kurskenergosbyt” of IDGC of Centre – Kurskenergo division.

2. To agree upon the nomination of of Oleg Stanislavovich Nosov for the position of deputy director of the branch – director of the subdivision “Bryanskenergosbyt” of IDGC of Centre - Bryanskenergo division.

3. To agree upon the nomination of Yury Nikolayevich Yuryev for the position of deputy director of the branch – director of the subdivision “Orelenergosbyt” of IDGC of Centre - Orelenergo division.

Voting results:

Andrey Valentinovich Kazachenkov	- «FOR»
Denis Viktorovich Kulikov	- «FOR»
Dmitry Igorevich Romeyko	- «FOR»
Valery Nikolayevich Sedunov	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

«FOR» - «7»

«AGAINST» - «0»

«ABSTAINED» - «0»

The decision is taken.

Item 4: On recommendations to the Board of Directors of the Company regarding the item of termination of powers of a member of the Management Board of the Company.

Decision:

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

«To terminate the powers of the member of the Management Board of the Company, Konstantin Nikolayevich Orlov».

Voting results:

Andrey Valentinovich Kazachenkov	- «FOR»
Denis Viktorovich Kulikov	- «FOR»
Dmitry Igorevich Romeyko	- «FOR»
Valery Nikolayevich Sedunov	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Appendix:

The corporate structure of the Administration Office of a branch of the Company (Appendix # 1).

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

A.V. Kazachenkov

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

S.V. Lapinskaya