



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

4/2 Glukharev Lane, Moscow, 129090

Tel.: reception +7(495) 747 92 90, +7(495) 747 92 96, contact centre: +7 (495) 747 92 92,
direct power hot line: 8 800 50 50 115, hot line: 8 800 100 9000;

Fax: +7(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)

«23» March 2012

Moscow

No.05/12

Form of the meeting: absent voting.

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

Participants of the voting: A.A. Popov, S.A. Balaeva, M.Y. Kurbatov, A.V. Sergutin, A.G. Starchenko, R.A. Filkin, A.V. Shevchuk.

Members who did not provide questionnaires: none.

The quorum is present

Date of the minutes: 26.03.2012.

AGENDA:

1. On agreement of amendments to the Regulations on the material incentives of General Director of IDGC of Center.

Item 1: On agreement of amendments to the Regulations on the material incentives of General Director of IDGC of Center.

Decision:

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

«In accordance with the decisions of the Board of Directors of the Company on 15.07.2011 (Minutes # 16/11 of 18.07.2011) and 01.27.2012 (Minutes # 01/12 of 30.01.2012), paragraph 3.1. of Section 3, "Annual bonuses" of Annex 1 to the Regulations on the material incentives of General Director of IDGC of Center to read as follows:

«3.1. The following KPIs are mandatory conditions for awarding following the results of the annual KPIs performance:

- «Net profit availability»;

- «Reduction of the cost of acquisition of goods (works/services) per unit of production by at least 10 percent per year over three years in real terms in the prices of 2010»».

Voting results:

Alexander Albertovich Popov	- «FOR»
Svetlana Alexandrovna Balaeva	- «FOR»
Mikhail Yuryevich Kurbatov	- «FOR»
Alexey Vladimirovich Sergutin	- «FOR»
Alexander Grigoryevich Starchenko	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

**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