



“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)

«15» March 2013

Moscow

No. 05/13

**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:** 18.03.2013.

#### AGENDA:

1. On recommendations regarding the item of material incentives for General Director and a member of the Management Board of IDGC of Centre.
2. On recommendations to the Board of Directors of the Company regarding the item of termination of powers of members of the Management Board of the Company and election of members of the Management Board of the Company.
3. On prior coordination of candidates for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

#### **Item 1: On recommendations regarding the item of material incentives for General Director and a member of the Management Board of IDGC of Centre.**

##### **Decision:**

1. To recommend to the Board of Directors of the Company not to include in the agenda of the meeting the item «On material incentives of General Director of IDGC of Centre D.O. Gudzhoyan, who was General Director of the Company during the period from 04.02.2011 to 27.11.2012, for the implementation of a particularly important assignment – the successful implementation of the production assets management system in the Company».
2. To recommend to Acting General Director of IDGC of Centre Oleg Yuryevich Isaev to reward the member of the Management Board, Deputy General Director for Technical Issues - Chief Engineer of the Company Sergey Anatolyevich Shumakher for the implementation of a particularly important assignment – the successful implementation of the production assets management system in the Company, in the amount of two salaries.

##### **Voting results:**

<b>Andrey Valentinovich Kazachenkov</b>	- «FOR»
<b>Denis Viktorovich Kulikov</b>	- «FOR»
<b>Dmitry Igorevich Romeyko</b>	- «FOR»
<b>Valery Nikolayevich Sedunov</b>	- «FOR»
<b>Roman Alexeyevich Filkin</b>	- «AGAINST»
<b>Oxana Vladimirovna Shatokhina</b>	- «FOR»

**Alexander Viktorovich Shevchuk** - «FOR»

**Total:**

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

**The decision is taken.**

**Item 2: On recommendations to the Board of Directors of the Company regarding the item of termination of powers of members of the Management Board of the Company and election of members of the Management Board of the Company.**

**Decision:**

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

*«1. To terminate the powers of the following members of the Management Board of the Company:*

*- Dmitry Alexandrovich Andryushin;*

*- Rustem Leronovich Nabiullin.*

*2. To elect Yuliya Eduardovna Sharkova - Deputy General Director for Development and Sale of Services of IDGC of Centre as a member of the Management Board of the Company».*

**Voting results:**

**Andrey Valentinovich Kazachenkov** - «FOR»

**Denis Viktorovich Kulikov** - «FOR»

**Dmitry Igorevich Romeyko** - «FOR»

**Valery Nikolayevich Sedunov** - «FOR»

**Roman Alexeyevich 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 certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.**

**Decision:**

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

*«To agree upon the nomination of Alina Khandadashevna Akhmedova for the position of Legal Director – Head of Legal Groundwork Department of IDGC of Centre».*

**Voting results:**

**Andrey Valentinovich Kazachenkov** - «FOR»

**Denis Viktorovich Kulikov** - «FOR»

**Dmitry Igorevich Romeyko** - «FOR»

**Valery Nikolayevich Sedunov** - «FOR»

**Roman Alexeyevich Filkin** - «FOR»

**Oxana Vladimirovna Shatokhina** - «FOR»

**Alexander Viktorovich Shevchuk** - «FOR»

**Total:**

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

**The decision is taken.**

**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**