



"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)

«29» March 2013

Moscow

No. 06/13

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: 29.03.2013.

AGENDA:

1. On prior agreement of nominations for certain positions in the executive office of the Company, determined by the Board of Directors of the Company.
2. On prior coordination of nominations for positions of deputy directors of branches.
3. On consideration of the performance of Deputies General Director of the Company and preparation of appropriate recommendations to Acting General Director of the Company.
4. Consideration of nominations for the position of General Director of the Company and preparation of corresponding recommendations to the Board of Directors of the Company.

Item 1: On prior agreement of nominations 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:

«1. To agree upon the nomination of Igor Viktorovich Maximov for the position of Deputy General Director for Capital Construction of IDGC of Centre.

2. To agree upon the nomination of Lyudmila Alexeevna Sklyarova for the position of Chief Accountant – Head of Financial and Tax Accounting and Reporting Department of IDGC of Centre.

3. To agree upon the nomination of Evgeniya Gennadyevna Fisenko for the position of Head of Public Relations 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.

Item 2: On prior coordination of nominations for positions of deputy directors of branches.

Decision:

To agree upon the nomination of Igor Vasilyevich Kolubanov for the position of Deputy Director for Technical Issues – Chief Engineer 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 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 consideration of the performance of Deputies General Director of the Company and preparation of appropriate recommendations to Acting General Director of the Company.

Decision:

1.1. To recognize the performance of Deputy General Director of IDGC of Centre – Kostromaenergo division director, Alexander Sergeevich Glebov, satisfactory.

1.2. To recommend to Acting General Director of the Company, O.Y. Isaev, to prolong the labour relations with Deputy General Director of IDGC of Centre – Kostromaenergo division director, Alexander Sergeevich Glebov, for a new term until 31.07.2013 inclusive with the terms and conditions of the previously concluded employment agreement.

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.

Decision:

2.1. To recognize the performance of Deputy General Director of IDGC of Centre – Bryanskenergo division director, Oleg Anatolyevich Zotin, satisfactory.

2.2. To recommend to Acting General Director of the Company, O.Y. Isaev, to prolong the labour relations with Deputy General Director of IDGC of Centre – Bryanskenergo division director, Oleg Anatolyevich Zotin, for a new term until 18.08.2013 inclusive with the terms and conditions of the previously concluded employment agreement.

Voting results:

Andrey Valentinovich Kazachenkov	- «FOR»
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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.

Decision:

3.1. To recognize the performance of Deputy General Director of IDGC of Centre – Voronezhenergo division director, Ivan Petrovich Kleymenov, satisfactory.

3.2. To recommend to Acting General Director of the Company, O.Y. Isaev, to prolong the labour relations with Deputy General Director of IDGC of Centre – Voronezhenergo division director, Ivan Petrovich Kleymenov, for a new term until 31.03.2014 inclusive with the terms and conditions of the previously concluded employment agreement.

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.

Decision:

4.1. To recognize the performance of Deputy General Director of IDGC of Centre – Lipetskenenergo division director, Alexander Nikolayevich Konanykhin, satisfactory.

4.2. To recommend to Acting General Director of the Company, O.Y. Isaev, to prolong the labour relations with Deputy General Director of IDGC of Centre – Lipetskenenergo division director, Alexander Nikolayevich Konanykhin, for a new term until 31.07.2013 inclusive with the terms and conditions of the previously concluded employment agreement.

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.

Decision:

5.1. To recognize the performance of Deputy General Director of IDGC of Centre – Kurskenergo division director, Alexander Viktorovich Pilyugin, satisfactory.

5.2. To recommend to Acting General Director of the Company, O.Y. Isaev, to prolong the labour relations with Deputy General Director of IDGC of Centre – Kurskenergo division director, Alexander Viktorovich Pilyugin, for a new term until 31.03.2014 inclusive with the terms and conditions of the previously concluded employment agreement.

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.

Decision:

6.1. To recognize the performance of Deputy General Director of IDGC of Centre – Yarenergo division director, Igor Vitalyevich Solonikov, satisfactory.

6.2. To recommend Acting General Director of the Company, O.Y. Isaev, to prolong the labour relations with Deputy General Director – Yarenergo division director, Igor Vitalyevich Solonikov, for a new term until 31.07.2013 inclusive with the terms and conditions of the previously concluded employment agreement.

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.

Decision:

7.1. To recognize the performance of Deputy General Director of IDGC of Centre – Tambovenergo division director, Vladimir Alexandrovich Syschikov, satisfactory.

7.2. To recommend Acting General Director of the Company, O.Y. Isaev, to prolong the labour relations with Deputy General Director – Tambovenergo division director, Vladimir Alexandrovich Syschikov, for a new term until 30.07.2013 inclusive with the terms and conditions of the previously concluded employment agreement.

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.

Decision:

8.1. To recognize the performance of Deputy General Director – Chief Engineer of IDGC of Centre, Sergey Anatolyevich Shumakher, satisfactory.

8.2. To recommend Acting General Director of the Company, Oleg Yuryevich Isaev, to prolong the labour relations with Deputy General Director for Technical Issues – Chief Engineer of IDGC of Centre, Sergey Anatolyevich Shumakher, for a new term until 30.03.2014 inclusive with the terms and conditions of the previously concluded employment agreement.

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.

Decision:

9.1. To take into consideration the performance of Deputy General Director of IDGC of Centre – Tverenergo division director, Alexander Valeryevich Eyst.

9.2. To recommend Acting General Director of the Company, O.Y. Isaev, to terminate on 31.03.2013 the employment agreement with Deputy General Director of IDGC of Centre – Tverenergo division director, A.V. Eyst, in connection with the expiration of the employment agreement in accordance with paragraph 2 of Article 77 of the Labour Code of the Russian Federation.

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 4: Consideration of nominations for the position of General Director of the Company and preparation of corresponding recommendations to the Board of Directors of the Company.

Decision:

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

«To elect Oleg Yuryevich Isaev as General Director of IDGC of Centre for three years until 01.04.2016 inclusive».

Voting results:

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

Total:

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

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