



“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)

«26» April 2013

Moscow

No. 08/13

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: 29.04.2013.

AGENDA:

1. On prior coordination of nominations for positions of deputy directors of branches of the Company.
2. On consideration of the list of titles, included in the category of Senior managers of the Company.
3. On consideration of the list of titles of the executive office of the Company, approval of nominations for which is within the competence of the Board of Directors of the Company.
4. On recommendations to the Board of Directors of the Company regarding the item of election of members of the Management Board of the Company.
5. On prior agreement of nominations for certain positions in the executive office of the Company, determined by the Board of Directors of the Company.
6. On consideration of the performance of Deputies General Director of the Company and preparation of appropriate recommendations to the General Director of the Company.

Item 1: On prior coordination of nominations for positions of deputy directors of branches of the Company.

Decision:

To agree upon the nomination of Konstantine Anatolyevich Svirin for the position of Deputy Director for Capital Construction of IDGC of Centre – Tambovenergo 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 2: On consideration of the list of titles, included in the category of Senior managers of the Company.

Decision:

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

1. *To consider the list of titles, included in the category of Senior managers of IDGC of Centre, approved by the decision of the Board of Directors of IDGC of Centre on 15.07.2011 (Minutes #16/11 of 18.07.11) to have lost force starting from July 01, 2013».*

2. *To approve and put in force starting from July 01, 2013 the following list of titles, included in the category of Senior managers of IDGC of Centre:*

Senior managers of category 1:

1. *First Deputy General Director;*
2. *Deputy General Director for Technical Issues – Chief Engineer;*
3. *Deputy General Director for Capital Construction and Investment;*
4. *Deputy General Director for Economy and Finance;*
5. *Chief Accountant – Head of Financial and Tax Accounting and Reporting Department;*
6. *Deputy General Director for Development and Sale of Services;*
7. *Deputy General Director for Logistics and Procurement;*
8. *Deputy General Director for Corporate Governance;*
9. *Deputy General Director for Human Resources and Organization Design;*
10. *Deputy General Director for Security;*
11. *Deputy General Director – division director.*

Voting results:

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

Total:

«FOR»	- «5»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

The decision is taken.

Item 3: On consideration of the list of titles of the executive office of the Company, approval of nominations for which is within the competence of the Board of Directors of the Company.

Decision:

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

1. *To consider the list of titles of the executive office of the Company, approval of nominations for which is within the competence of the Board of Directors of the Company, approved by the decision of the Board of Directors on 15.07.2011 (Minutes #16/11 of 18.07.11) to have lost force».*

2. *To approve the following list of titles of the executive office of the Company, approval of nominations for which is within the competence of the Board of Directors of the Company:*

1. *Deputy General Director for Technical Issues – Chief Engineer;*
2. *Deputy General Director for Security;*
3. *Deputy General Director – division director.*

Voting results:

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

Alexander Viktorovich Shevchuk - «AGAINST»

Total:

«FOR»	- «4»
«AGAINST»	- «2»
«ABSTAINED»	- «1»

The decision is taken.

Item 4: On recommendations to the Board of Directors of the Company regarding the item of 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:

To elect Igor Viktorovich Maximov - Deputy General Director for Capital Construction 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 5: 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:

To agree upon the nomination of Nikolay Yuryevich Pavelko for the position of Deputy General Director of IDGC of Centre – Orelenergo division director.

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 6: On consideration of the performance of Deputies General Director of the Company and preparation of appropriate recommendations to the General Director of the Company.

Decision:

1. To recognize the performance of Deputy General Director of IDGC of Centre – Belgorodenergo division director, Roman Vladimirovich Tkachenko, satisfactory.

2. To recommend to General Director of the Company, O.Y. Isaev, to conclude an employment agreement with Deputy General Director of IDGC of Centre – Belgorodenergo division director, Roman

Vladimirovich Tkachenko, for a new term until 30.08.2013 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.

**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