



“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)

«28» June 2013

Moscow

No. 11/13

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, V.N. Sedunov, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.

Members who did not provide questionnaires: D.I. Romeyko.

The quorum is present

Date of the minutes: 01.07.2013.

AGENDA:

1. On approval of the budget of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for 2H 2013.
2. On recommendations to the Board of Directors of the Company regarding the item of material incentives to General Director of the Company.

Item 1: On approval of the budget of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for 2H 2013.

Decision:

To recommend to the members of the Board of Directors of IDGC of Center to approve the budget of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for 2H 2013 in accordance with Appendix # 1 to this decision of the Committee for Personnel and Remuneration.

Voting results:

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

Total:

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

The decision is taken.

Item 2: On recommendations to the Board of Directors of the Company regarding the item of material incentives to General Director of the Company.

Decision:

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

«1. In accordance with paragraph 3.4., 3.5. of the Provision on material incentives of General Director of the Company to pay the extra and special bonuses following the results of the Company's performance for 2012 to A.V. Demidov, O.Y. Isaev, who were Acting General Director of the Company in 2012, in accordance with the Appendices.

2. In accordance with paragraph 3.7. of the Provision on material incentives of General Director of the Company in connection with the unsatisfactory organization of work of IDGC of Centre, confirmed by the Certificate of audit of the Audit Commission of IDGC of Centre for the period from 01.01.2012 to 01.08.2012, not to pay D.O. Gudzhoyan, who was General Director of the Company from 04.02.2011 to 27.11.2012, the following bonuses:

- a. the bonus for the implementation of key performance indicators following the results of 2012;
- b. the special bonus following the results of the Company's performance for 2012;
- c. the additional bonus following the results of the Company's performance for 2012».

3. In accordance with paragraph 3.7. of the Provision on material incentives of senior managers of the Company to recommend the Company's General Director O.Y. Isaev not to pay the bonus for the implementation of key performance indicators following the results of 2012, the special bonus and additional bonus following the results of the Company's performance for 2012 to senior managers of the Company in accordance with the Appendix, to pay the partial bonus to senior managers of the Company in accordance with the Appendix».

Voting results:

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

Total:

«FOR»	- «4»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

The decision is taken.

Appendix:

The budget of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for 2H 2013 (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