



"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» October 2012

Moscow

No. 14/12

**Form of the meeting:** absent voting.

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

**Participants of the voting:** A.V. Kazachenkov, D.V. Kulikov, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.

**Members who did not provide questionnaires:** D.I. Romeyko, V.N. Sedunov.

**The quorum is present**

**Date of the minutes:** 29.10.2012.

### AGENDA:

1. On recommendations to the Board of the Directors of the Company in terms of termination of powers of a member of the Management Board of the Company.
2. On consideration of the performance of Deputies General Director of the Company and preparation of appropriate recommendations to General Director of the Company.
3. On agreement of candidatures for positions of deputy directors of the Company's branches.

### Item 1: On recommendations to the Board of the Directors of the Company in terms of termination of powers of a member of the Management Board of the Company.

#### Decision:

To recommend to the members of the Board of the Directors of the Company regarding the agenda item of the meeting of the Board of the Directors of the Company «On termination of powers of a member of the Management Board of the Company» to take the following decision:

*«To terminate the powers of the Member of the Management Board of the Company, Dmitry Igorevich Gotlib».*

#### Voting results:

<b>Andrey Valentinovich Kazachenkov</b>	- «FOR»
<b>Denis Viktorovich Kulikov</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Oxana Vladimirovna Shatokhina</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

#### Total:

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

**Decision is taken.**

### Item 2: On consideration of the performance of Deputies General Director of the Company and preparation of appropriate recommendations to General Director of the Company.

**Decision:**

1. To recognize the performance of Deputy General Director for Security, Victor Alexeyevich Palchikov, satisfactory.
2. To recommend General Director of IDGC of Centre, D.O. Gudzhoyan, to prolong the labour relations with Deputy General Director for Security, Victor Alexeyevich Palchikov, for three years till 17.11.2015 inclusive with the terms and conditions of the previously concluded employment agreement.

**Voting results:**

<b>Andrey Valentinovich Kazachenkov</b>	- «FOR»
<b>Denis Viktorovich Kulikov</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «ABSTAINED»
<b>Oxana Vladimirovna Shatokhina</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

**Total:**

«FOR»	- «4»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.****Item 3: On agreement of candidatures for positions of deputy directors of the Company's branches.****Decision:**

To agree the nomination of Roman Vasilyevich Borodin as Deputy Director for Development and Sale of Services of IDGC of Centre – Belgorodenergo division.

**Voting results:**

<b>Andrey Valentinovich Kazachenkov</b>	- «FOR»
<b>Denis Viktorovich Kulikov</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Oxana Vladimirovna Shatokhina</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

**Total:**

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

**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**