



"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)

«27» September 2013

Moscow

No. 16/13

Form of the meeting: absent voting.

Total number of members of the Committee for Personnel and Remuneration: 5 persons.

Participants of the voting: S.A. Arkhipov, M.M. Saukh, O.V. Shatokhina, A.V. Shevchuk.

Members who did not provide questionnaires: R.A. Filkin.

The quorum is present

Date of the minutes: 27.09.2013.

AGENDA:

1. On consideration of the list of titles, included in the category of Senior managers 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 consideration of the list of titles of the executive office of the Company, approval of candidates for which is within the competence of the Board of Directors of the Company.
4. On preliminary coordination of nominations for certain positions in the executive office of the Company, determined by the Board of Directors of the Company.

Item 1: On consideration of the list of titles, included in the category of Senior managers of the Company.

Decision:

To recommend to members of 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 15.05.2013 (Minutes # 12/13 of 20.05.13) to have lost force starting from 01.08.2013.

2. To approve and put in force starting from 01.08.2013 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 for work with public authorities and anti-corruption activities;
12. Deputy General Director – division director».

Voting results:

Oxana Vladimirovna Shatokhina

- «FOR»

Sergey Alexandrovich Arkhipov - «FOR»
Maxim Mikhailovich Saukh - «FOR»
Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «4»
«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 of IDGC of Centre - Smolenskenergo division director, Sabir Rafikovich Agamaliev, satisfactory.
2. To recommend General Director of the Company, O.Y. Isaev, to enter into an employment agreement with Deputy General Director of IDGC of Centre – Smolenskenergo division director, Sabir Rafikovich Agamaliev, for a new term until 30.09.2014 inclusive with the terms and conditions of the previously concluded employment agreement.

Voting results:

Oxana Vladimirovna Shatokhina - «FOR»
Sergey Alexandrovich Arkhipov - «FOR»
Maxim Mikhailovich Saukh - «FOR»
Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 3: On consideration of the list of titles of the executive office of the Company, approval of candidates 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 15.05.2013 (Minutes # 12/13 of 20.05.13) to have lost force».*
2. *To approve and put into force 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. *First Deputy General Director;*
 2. *Deputy General Director for Technical Issues – Chief Engineer;*
 3. *Deputy General Director for Security;*
 4. *Deputy General Director – division director.*

Voting results:

Oxana Vladimirovna Shatokhina - «FOR»
Sergey Alexandrovich Arkhipov - «FOR»
Maxim Mikhailovich Saukh - «FOR»
Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 4: On preliminary coordination 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 Andrey Eduardovich Polyakov for the position of Deputy General Director of IDGC of Centre - Tverenergo division director.»

Voting results:

Oxana Vladimirovna Shatokhina	- «FOR»
Sergey Alexandrovich Arkhipov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

**Chairperson
of the Committee for Personnel and Remuneration
of the Board of Directors of IDGC of Centre**

O.V. Shatokhina

**Secretary
of the Committee for Personnel and Remuneration
of the Board of Directors of IDGC of Centre**

S.V. Lapinskaya