



"INTERREGIONAL DISTRIBUTION GRID COMPANY OF CENTRE", JOINT-STOCK COMPANY

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MINUTES

of meeting of the Personnel and Remuneration Committee
of the Board of Directors of IDGC of Centre
(in the form of absent voting)

«29» September 2014

Moscow

No. 14/14

Form of the meeting: absent voting.

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

Participants of the voting: D.V. Kulikov, M.V. Lazareva, Y.N. Mangarov, R.A. Filkin, N.I. Erpsher.

Members who did not provide questionnaires: none.

The quorum is present

Date of the minutes: 30.09.2014.

AGENDA:

1. On consideration of the performance of Deputy General Director of the Company and preparation of appropriate recommendations to General Director of the Company.
2. On recommendations to the Board of Directors of the Company regarding the item of termination of powers of a member of the Management Board of the Company and election of a member of the Management Board of the Company.

Item 1: On consideration of the performance of Deputy 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 to General Director of the Company, O.Y. Isaev, to conclude an employment agreement with Deputy General Director of IDGC of Centre - Smolenskenergo division director, Sabir Rafikovich Agamaliev, for a new term until 30.09.2015 inclusive with the terms and conditions of the previously concluded employment agreement.

Voting results:

Yury Nikolayevich Mangarov	- «FOR»
Denis Viktorovich Kulikov	- «FOR»
Maria Valeryevna Lazareva	- «FOR»
Roman Alexeevich Filkin	- «ABSTAINED»
Natalia Ilyinichna Erpsher	- «FOR»

Total:

«FOR»	- «4»
«AGAINST»	- «0»

«ABSTAINED»

- «1»

Decision is taken.

Item 2: On recommendations to the Board of Directors of the Company regarding the item of termination of powers of a member of the Management Board of the Company and election of a member of the Management Board of the Company.

Decision:

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

«1. To terminate the powers of the member of the Management Board of the Company, Yury Vladimirovich Minchenko.

2. To elect Lyudmila Alexeevna Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department of IDGC of Centre as a member of the Management Board of the Company.

Voting results:

Yury Nikolayevich Mangarov - «FOR»

Denis Viktorovich Kulikov - «FOR»

Maria Valeryevna Lazareva - «FOR»

Roman Alexeevich Filkin - «FOR»

Natalia Ilyinichna Erpsher - «FOR»

Total:

«FOR» - «5»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

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

Y.N. Mangarov

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

S.V. Lapinskaya