



IDGC OF CENTRE

“INTERREGIONAL DISTRIBUTION GRID COMPANY OF CENTRE”, JOINT-STOCK COMPANY

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PSRN 1046900099498 TIN 6901067107

## MINUTES

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

«15» May 2015

Moscow

No. 06/15

**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, N.I. Erpsher.

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

**The quorum is present**

**Date of the minutes:** 15.05.2015.

### AGENDA:

1. On preliminary assessment of nominations to the Board of Directors of IDGC of Centre.
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.
3. On recommendations to the Board of Directors of the Company regarding the item of considering the draft of the Regulation on payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition.
4. On recommendations to the Board of Directors of the Company regarding the item of considering the draft of the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition.

### **Item 1: On preliminary assessment of nominations to the Board of Directors of IDGC of Centre.**

#### **Decision:**

1. To submit the results of preliminary assessment of nominations to the Board of Directors of IDGC of Centre in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee to the Board of Directors of the Company.
2. To recommend to the Board of Directors of the Company to include the results of preliminary assessment of nominations to the Board of Directors of IDGC of Centre, conducted by the Personnel and Remuneration Committee, into the list of materials to be provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company.

#### **Voting results:**

**Yury Nikolayevich Mangarov** - «FOR»

**Denis Viktorovich Kulikov** - «FOR»

**Maria Valeryevna Lazareva** - «FOR»  
**Natalia Ilyinichna Erpsher** - «FOR»

**Total:**

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

**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, Igor Viktorovich Maximov.

2. To elect Inna Vitalievna Gromova – Deputy General Director for HR Management and Organizational Design 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»

**Natalia Ilyinichna Erpsher** - «FOR»

**Total:**

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

**Decision is taken.**

**Item 3: On recommendations to the Board of Directors of the Company regarding the item of considering the draft of the Regulation on payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition.**

**Decision:**

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

«1. To approve the draft of the Regulation on payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition.

2. To propose to the Annual General Meeting of Shareholders of the Company:

2.1. To approve the Regulation on payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition.

2.2. To establish that this Regulation on payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition is applicable to members of the Board of Directors, elected at the present and future General Meetings of Shareholders of the Company».

**Voting results:**

**Yury Nikolayevich Mangarov** - «FOR»

**Denis Viktorovich Kulikov** - «AGAINST»

**Maria Valeryevna Lazareva** - «FOR»

**Natalia Ilyinichna Erpsher** - «FOR»

**Total:**

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

**Decision is taken.**

**Item 4: On recommendations to the Board of Directors of the Company regarding the item of considering the draft of the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition.**

**Decision:**

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

*«1. To approve the draft of the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition.*

*2. To propose to the Annual General Meeting of Shareholders of the Company to approve the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition».*

**Voting results:**

**Yury Nikolayevich Mangarov** - «FOR»

**Denis Viktorovich Kulikov** - «FOR»

**Maria Valeryevna Lazareva** - «FOR»

**Natalia Ilyinichna Erpsher** - «FOR»

**Total:**

«FOR»	- «4»
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«AGAINST»	- «0»
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«ABSTAINED»	- «0»
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**Decision is taken.**

**Appendix:**

The results of preliminary assessment of nominations to the Board of Directors of IDGC of Centre (Appendix # 1).

**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**