



"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)

«25» February 2015

Moscow

No. 02/15

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: 25.02.2015.

AGENDA:

1. On recommendation to the Board of Directors of the Company regarding the item of approval of the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre.
2. On recommendation to the Board of Directors of the Company regarding the item of amending the Regulation on material incentives for General Director of IDGC of Centre.

Item 1: On recommendation to the Board of Directors of the Company regarding the item of approval of the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre.

Decision:

To recommend to the Board of Directors of the Company to take the following decision:
«To approve the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre (hereinafter - the Method) in accordance with the Appendix. To define the effective date of the Method - from 01.01.2015».

Voting results:

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

Total:

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

Decision is taken.

Item 2: On recommendation to the Board of Directors of the Company regarding the item of amending the Regulation on material incentives for General Director of IDGC of Centre.

Decision:

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

«To amend the Regulation on material incentives for General Director of IDGC of Centre (hereinafter - the Regulation), approved by the decision of the Board of Directors of the Company on 15.07.2011 (Minutes # 16/11 of 18.07.2011), with amendments dated 18.12.2014 (Minutes # 29/14 of 19.12.2014), in accordance with the Appendix. To define the effective date of the Regulation - from 01.01.2015».

Voting results:

Yury Nikolayevich Mangarov - «FOR»

Denis Viktorovich Kulikov - «FOR»

Maria Valeryevna Lazareva - «FOR»

Natalia Ilyinichna Erpsher - «FOR»

Total:

«FOR» - «4»

«AGAINST» - «0»

«ABSTAINED» - «1»

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