



"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)

«17» December 2014

Moscow

No. 18/14

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: 17.12.2014.

AGENDA:

1. On prior consideration of an internal document of the Company: the Regulation on material incentives of General Director of IDGC of Centre and Appendix 2 to the Regulation on material incentives of General Director of the Company in a new edition.

Item 1: On prior consideration of an internal document of the Company: the Regulation on material incentives of General Director of IDGC of Centre and Appendix 2 to the Regulation on material incentives of General Director 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 and put into force from 01.01.2014 the internal document of the Company: the Regulation on material incentives of General Director of IDGC of Centre in a new edition and Appendix 2 to the Regulation on material incentives of General Director of IDGC of Centre in a new edition in accordance with the Appendices.

2. To consider the Regulation on material incentives of General Director of the Company, approved by the decision of the Board of Directors of IDGC of Centre on 15.07.2011 (Minutes # 16/11 of 18.07.2011), and Appendix 2 to the Regulation on material incentives of General Director of the Company, approved by the decision of the Board of Directors of IDGC of Centre on 27.12.2012 (Minutes # 33/12 of 29.12.2012) to have lost force from 01 January 2014».

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.

**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