



"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)

«11» February 2014

Moscow

No. 01/14

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, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.

Members who did not provide questionnaires: none.

The quorum is present

Date of the minutes: 13.02.2014.

AGENDA:

1. 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.
2. On prior agreement of nominations for certain positions in the executive office of the Company, determined by the Board of Directors of the Company.

Item 1: 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, Olga Vladimirovna Tkacheva.*
2. *To elect Yury Vladimirovich Minchenko - Deputy General Director for Corporate Governance of IDGC of Centre as a member of the Management Board of the Company.*

Voting results:

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

Total:

«FOR»	- «4»
«AGAINST»	- «0»

«ABSTAINED»

- «1»

Decision is taken.

Item 2: On prior agreement 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 Alexander Viktorovich Pilyugin for the position of Deputy General Director for Technical Issues – Chief Engineer of IDGC of Centre.»

Voting results:

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

Total:

«FOR»	<u>- «4»</u>
«AGAINST»	<u>- «0»</u>
«ABSTAINED»	<u>- «1»</u>

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**

A.A. Varlamov