



“Interregional Distribution Grid Company of Centre”, Joint-Stock Company

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Taxpayer Identification Code (INN) 6901067107

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)

«03» February 2012

Moscow

No.02/12

Form of the meeting: absent voting.

Total number of members of the Committee for Personnel and Remuneration: 7 persons.

Participants of the voting: A.A. Popov, S.A. Balaeva, M.Y. Kurbatov, A.V. Sergutin, A.G. Starchenko, R.A. Filkin, A.V. Shevchuk.

Members who did not provide questionnaires: none.

The quorum is present

Date of the minutes: 06.02.2012.

AGENDA:

1. On prior agreement of candidatures for certain positions in the executive office of the Company, determined by the Board of Directors of the Company.
2. On consideration of the performance of an employee holding a position, the approval of candidates for which is within the competence of the Board of Directors and preparation of appropriate recommendations to the General Director of the Company.

Item 1: On prior agreement of candidatures for certain positions in the executive office of the Company, determined by the Board of Directors of the Company.

Decision:

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

«*To agree on the candidature of Danilova Marina Viktorovna for the position of Chief Accountant – Head of Accounting and Tax Accounting Department of IDGC of Centre*».

Voting results:

Alexander Albertovich Popov	- «FOR»
Svetlana Alexandrovna Balaeva	- «FOR»
Mikhail Yuryevich Kurbatov	- «ABSTAINED»
Alexey Vladimirovich Sergutin	- «FOR»
Alexander Grigoryevich Starchenko	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

«FOR»

- «6»

«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 2: On consideration of the performance of an employee holding a position, the approval of candidates for which is within the competence of the Board of Directors and preparation of appropriate recommendations to the General Director of the Company.

Decision:

1. To recognize the performance of Deputy General Director for Corporate Governance, Tkacheva Olga Vladimirovna, satisfactory.
2. To recommend the General Director of IDGC of Centre, D.O. Gudzhoyan, to prolong the labour relations with Deputy General Director for Corporate Governance Tkacheva O.V. till 03.02.2014 inclusive with the terms and conditions of the previously concluded employment agreement.

Voting results:

Alexander Albertovich Popov	- «FOR»
Svetlana Alexandrovna Balaeva	- «FOR»
Mikhail Yuryevich Kurbatov	- «ABSTAINED»
Alexey Vladimirovich Sergutin	- «FOR»
Alexander Grigoryevich Starchenko	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

**Chairman of the Committee for Personnel and Remuneration
of the Board of Directors of IDGC of Centre**

A.A. Popov

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

S.V. Lapinskaya