



"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)

«21» December 2012

Moscow

No. 19/12

Form of the meeting: absent voting.

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

Participants of the voting: A.V. Kazachenkov, D.I. Romeyko, D.V. Kulikov, V.N. Sedunov, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.

Members who did not provide questionnaires: none.

The quorum is present

Date of the minutes: 24.12.2012.

AGENDA:

1. On agreement of Appendix 1 and 2 to the Regulation on material incentives for General Director of the Company in a new edition.
2. On approval of the budget of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for 1H 2013.

Item 1: On agreement of Appendix 1 and 2 to the Regulation on material incentives for General Director of the Company in a new edition.

Decision:

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

«1. To approve and put into effect the internal document of the Company starting from 01.01.2013: Appendices 1 and 2 to the Regulation on material incentives for General Director of the Company in a new edition according to the Appendices.

2. To consider Appendices 1 and 2 to the Regulation on material incentives for General Director of the Company, approved by the Board of Directors of the Company dated from 15.07.2011 (Minutes # 16/11 of 18.07.2012) to have lost its force».

Voting results:

Andrey Valentinovich Kazachenkov	- «FOR»
Denis Viktorovich Kulikov	- «ABSTAINED»
Dmitry Igorevich Romeyko	- «FOR»
Valery Nikolayevich Sedunov	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

«FOR»	- «5»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

The decision is taken.

Members of the Committee for Personnel and Remuneration, D.V. Kulikov and A.V. Shevchuk, submitted their special opinion regarding item # 1.

Item 2: On approval of the budget of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for 1H 2013.

Decision:

To recommend to the Board of Directors of the Company to approve the budget of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for 1H 2013 in accordance with Appendix # 1 to this decision of the Committee for Personnel and Remuneration.

Voting results:

Andrey Valentinovich Kazachenkov	- «FOR»
Denis Viktorovich Kulikov	- «FOR»
Dmitry Igorevich Romeyko	- «FOR»
Valery Nikolayevich Sedunov	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Appendices:

1. The budget of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for 1H 2013 (Appendix # 1).
2. The special opinion of the members of the Committee for Personnel and Remuneration, D.V. Kulikov and A.V. Shevchuk.

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

A.V. Kazachenkov

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

S.V. Lapinskaya