



“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» October 2014

Moscow

No. 15/14

**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, N.I. Erpsher.

**Members who did not provide questionnaires:** R.A. Filkin.

**The quorum is present**

**Date of the minutes:** 17.10.2014.

### AGENDA:

1. On consideration of the performance of Deputy General Director of the Company and preparation of appropriate recommendations to General Director of the Company.
2. On consideration of the list of titles, included in the category of Senior managers of the Company On consideration of the list of titles, included in the category of Senior managers of the Company.
3. 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 consideration of the performance of Deputy General Director of the Company and preparation of appropriate recommendations to General Director of the Company.**

#### Decision:

1. To take into consideration the performance of Deputy General Director of IDGC of Centre – Tverenergo division director, Andrey Eduardovich Polyakov.
2. To recommend General Director of the Company, O.Y. Isaev, to terminate on 17.10.2014 the employment agreement with Deputy General Director of IDGC of Centre – Tverenergo division director, A.E. Polyakov, in connection with the expiration of the employment agreement in accordance with paragraph 2 of Article 77 of the Labour Code of the Russian Federation.

#### Voting results:

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

#### Total:

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

**Decision is taken.**

**Item 2: On consideration of the list of titles, included in the category of Senior managers of the Company.**

**Decision:**

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

«1. To approve and put in force starting from 01 October 2014 the following list of titles, included in the category of Senior managers of IDGC of Centre:

Senior managers of category 1:

1. First Deputy General Director;
2. First Deputy General Director – Chief Engineer;
3. Deputy General Director for Capital Construction;
4. Deputy General Director for Investment;
5. Deputy General Director for Economy and Finance;
6. Chief Accountant – Head of Financial and Tax Accounting and Reporting Department;
7. Deputy General Director for Development and Sale of Services;
8. Deputy General Director for Corporate Governance;
9. Deputy General Director for Human Resources and Organization Design;
10. Deputy General Director for Security;
11. Deputy General Director – division director.

2. To consider the list of titles, included in the category of Senior managers of IDGC of Centre, approved by the decision of the Board of Directors of IDGC of Centre on 30.09.2013 (Minutes # 23/13 of 03.10.2013) to have lost force starting from 01 October 2014».

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 3: 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:

«1. To agree upon the nomination of Evgeniya Valeryevna Kabanova for the position of Deputy General Director for Development and Sale of Services of IDGC of Centre.

2. To agree upon the nomination of Alexander Viktorovich Pilyugin for the position of First Deputy General Director - Chief Engineer of IDGC of Centre.

3. To agree upon the nomination of Mikhail Ivanovich Pilavov for the position of Deputy General Director of IDGC of Centre - Tverenergo division director».

**Voting results:**

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

**Total:**

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

**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**