



"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)

«18» December 2014

Moscow

No. 19/14

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: 18.12.2014.

AGENDA:

1. On consideration of the performance of Deputies General Director of the Company and preparation of appropriate recommendations to General Director of the Company.

2. On approval of the budget of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre for 1H 2015.

Item 1: On consideration of the performance of Deputies General Director of the Company and preparation of appropriate recommendations to General Director of the Company.

Decision:

1.1. To recognize the performance of Deputy General Director of IDGC of Centre – Orelenergo division director, Muhammad Abdul-Mutalipovich Bogatyrev, satisfactory.

1.2. To recommend to General Director of the Company, O.Y. Isaev, to conclude an employment agreement with Deputy General Director of IDGC of Centre – Orelenergo division director, Muhammad Abdul-Mutalipovich Bogatyrev, for a new term until 19.12.2015 inclusive with the terms and conditions of the previously concluded employment agreement.

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 regarding item 1.1-1.2. is taken.

2.1. To recognize the performance of Deputy General Director of IDGC of Centre – Bryanskenergo division director, Roman Evgenyevich Stefanov, satisfactory.

2.2. To recommend to General Director of the Company, O.Y. Isaev, to conclude an employment agreement with Deputy General Director of IDGC of Centre – Bryanskenergo division director,

Roman Evgenyevich Stefanov, for a new term until 08.01.2016 inclusive with the terms and conditions of the previously concluded employment agreement.

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 regarding item 2.1-2.2. is taken.

Item 2: On approval of the budget of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre for 1H 2015.

Decision:

To recommend to the Board of Directors of the Company to approve the budget of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre for 1H 2015 in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee.

Voting results:

Yury Nikolayevich Mangarov	- «FOR»
Denis Viktorovich Kulikov	- «FOR»
Maria Valeryevna Lazareva	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Natalia Ilyinichna Erpsher	- «FOR»

Total:

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

Decision is taken.

Appendix:

The budget of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre for 1H 2015 (Appendix # 1).

**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

