

Approved
by the decision of the Board of Directors
of IDGC of Centre
Minutes No. 14/08 as of 10 September 2008

REGULATIONS
on the Remuneration Payment to the Members of the Committee on Personnel and
Remuneration of
“Interregional Distribution Grid Company of Centre”,
Joint- Stock Company

Moscow
2008

1. These Regulations were developed in accordance with the Federal Law *On Joint Stock Companies* and establish the amount and procedure of payment of remuneration and compensation to the members of the Committee on Personnel and Remuneration under the Board of Directors of IDGC of Centre, JSC (hereinafter referred to as the Committee under BD).

2. The effect of these Regulations does not cover members of Committee under BD, who are the sole executive body of IDGC of Centre (further on called the Company) or the member of the Company collegial executive body.

Remuneration and compensation shall not be paid to the Chairman and members of the Committee under BD of the Company if they are persons, in relation to whom the federal law stipulates a restriction or an interdiction on reception of any payments from the commercial organizations.

3. Payment of remuneration and compensations shall be made by the Company in the monetary form.

Payment of compensation and remuneration shall be made on the basis of the Committee budget approved by the Company Board of Directors. The budget of the Committee is approved quarterly. The total quarterly amount of remuneration and compensation payments may not exceed the amount of the Committee budget approved for a quarter.

4. Payment of remuneration.

4.1. For participation in the Committee meeting held in the form of joint presence, a member of the Committee shall receive a remuneration in the amount equivalent to 2 (two) minimal monthly wage rates of the first category worker (further on called MMWR) established by the sector tariff agreement in the electric power complex of the Russian Federation (further on called the Agreement) at the date of carrying out the Company Committee meeting, in view of the indexation established by the Agreement, within seven calendar days after carrying out the Committee meeting. The amount of remuneration paid to the Chairman (Deputy Chairman for every meeting at which he/she exercised functions of the Committee Chairman) shall be increased by 50%.

The amount of remuneration paid to the Committee Secretary for every meeting shall be equivalent to 2 (two) MMTC at the date of carrying out the Committee meeting, in view of the indexation established by the Agreement, within seven calendar days after carrying out the Committee meeting.

4.2. For participation in the Committee meeting held in the absentee form, a member of the Committee shall receive a remuneration equivalent to 1 (one) MMTC, in view of the indexation established by the Agreement, within seven calendar days after carrying out the Committee meeting. The amount of remuneration paid to the Chairman (Deputy Chairman for every meeting at which he/she exercised functions of the Committee Chairman) shall be increased by 50%.

The amount of remuneration paid to the Committee Secretary for every meeting shall be equivalent to 1 (one) MMTC at the date of carrying out the Committee meeting, in view of the indexation established by the Agreement, within seven calendar days after carrying out the Committee meeting.

4.3. The member of the Committee under BD of the Company may refuse to receive the remuneration stipulated by these Regulations completely, or may refuse to receive a part of it, by forwarding the respective application addressed to the Company General Director.

At availability of the respective written application of a member of the Committee under BD of the Company, payment of all kinds of remuneration shall be carried out only on the basis of a written approval of such a member of the Committee under BD of the Company. Thus, at occurrence of the grounds for remuneration payment, the Company shall be obliged to forward a notice specifying the amount of the remuneration due to the member of the Committee under BD of the Company. Such a notice should be forwarded on or before the respective term of payment of the remuneration stipulated by these Regulations.

At presence of the written consent to receive remuneration from a member of the Committee under BD of the Company, the respective remuneration shall be paid to him/her within seven calendar days from the moment of its reception.

5. Payment of compensations.

5.1. A member of the Committee under BD of the Company shall receive compensation of charges actually incurred by him/her in connection with participation in the meetings of the Committee under BD of the Company (travelling, accommodation, food, etc.) in the amounts specified in item 5.2. of these Regulations (except for payment of daily allowances).

5.2. If a member of the Committee under BD is sent to a business trip for visiting the Company's objects, having meetings with shareholders and investors, participating in the General Shareholders Meeting, and also for performing other tasks related to the functions of a member of the Committee under BD of the Company, the following compensation shall be paid to him/her:

- payment of daily allowances according to the procedure established for the sole executive body of the Company, or the sole executive body of the managing organization of the Company;
 - reimbursement of expenses on a travel to the place of a business trip and back to the place of permanent employment or residence (including insurance payment on the obligatory personal insurance of the passengers on transport, payment for the services on processing travel documents, etc.) in the amount of actual expenses confirmed by the travel documents, but no more than the travel fare:
 - by a railway transport - in the carriage of the heightened comfort of business-class (SV, S);
 - by a marine and river transport - on the tariffs set by the transport company, but no more than the fare in a "de luxe" cabin with complex service for passengers;
 - by an air transport - on the business-class tariff;
 - by a motor transport - in the vehicle of the common use (except for a taxi and car lease);
 - reimbursement of expenses on an apartment rent (except for cases when the Member of the Committee is provided with free accommodation) in the amount of actual expenses confirmed by the corresponding documents, but no more than three minimum monthly wage rates of a first-class worker, set by the sector tariff agreement in the electric power industry of the Russian Federation as at the day of compensation payment, taking into account the indexation set by the Agreement, for each day of accommodation.
- 5.3. The compensation shall be paid by the Company within one calendar day after submitting the documents confirming the expenses incurred.