

MANAGEMENT BOARD



The day-to-day administration of the Company is exercised by the Management Board, which is a collective executive body. The Management Board reports to the Board of Directors and to the General Meeting of Shareholders of IDGC of Centre.

The Management Board of IDGC of Centre has been operating since April 30, 2008.

The competence of the Management Board is stipulated in the Federal Law On Joint Stock Companies, Art. 22 of the Articles of Association of the Company and the Regulations on the Management Board of IDGC of Centre (approved by the Annual General Meeting of Shareholders on June 25, 2015, Minutes No 01/11 dated June 26, 2015).



For details on this document, please visit the Company's website.

MEMBERS OF THE MANAGEMENT BOARD

In 2015, there were the following changes in the Management Board of IDGC of Centre:

- On March 26, 2015, Artem E. Kuranov was removed from the Management Board and Konstantin A. Mikhailik, First Deputy General Director of the Company, was elected into the Management Board;
- On May 28, 2015, Igor V. Maximov was removed from the Management Board and Inna V. Gromova, Deputy General Director for Personnel Management and Organisation Projecting, was elected into the Management Board.

At present the Management Board consists of 7 members. All the Board members are employees of IDGC of Centre and possess the necessary competence and experience to take balanced and competent decisions.

In 2015, the Management Board members didn't make any transactions on acquisition/disposal of shares of the Company. No claims were filed against the members of the Management Board since the Company has been in operation, including in 2015. The members of the Company's Management Board hold no positions in other companies that compete with the Company. There was no conflict of interest in 2015.

As of December 31, 2015, the Management Board of IDGC of Centre is as follows

<p>Oleg Yu. Isaev</p> <p><i>Board member since December 11, 2012</i></p>	<p>Born in 1969, Russian citizen.</p> <p>Graduated from the Russian Public Administration Academy under the President of the Russian Federation in 2004 with a degree in State and Municipal Management; and from the USSR Military Institute with a degree in Law in 1992. In 2011–2012, he completed professional retraining programme in Power Industry Business Management.</p> <p>Doctor of Law.</p> <p>Since 2009 – Deputy Director General of JSC MOESK.</p> <p>Since 2011 – General Director at JSC VO Technopromexport.</p> <p>Since 2012 – the Chairman of the Management Board and the General Director of IDGC of Centre. In 2014, he was first elected into the Board of Directors of the Company.</p> <p>Since 2014 – the member of the Management Board of the Moscow Chamber of Commerce and Industry.</p> <p>He has state and industry awards</p>
<p>Inna V. Gromova</p> <p><i>Board member since May 28, 2015</i></p>	<p>Born in 1967, Russian citizen.</p> <p>She graduated from the International Institute of Economics and Law in 1997 with a Bachelor's degree, and in 2002 received qualification as a lawyer.</p> <p>Since 2004 she worked in senior positions at JSC VO Tekhnopromexport and JSC RAO Energy System of the East.</p> <p>In 2013, Inna V. Gromova became Adviser of the General Director of IDGC of Centre and was elected into the Board of Directors of OJSC Energetic / JSC Sanatorium Energetik.</p> <p>In July 2013, she became Deputy General Director for Personnel Management and Organisational Design of IDGC of Centre.</p> <p>She was awarded with internal and power industry commendations and diplomas.</p>

As of December 31, 2015, the Management Board of IDGC of Centre is as follows (continued)

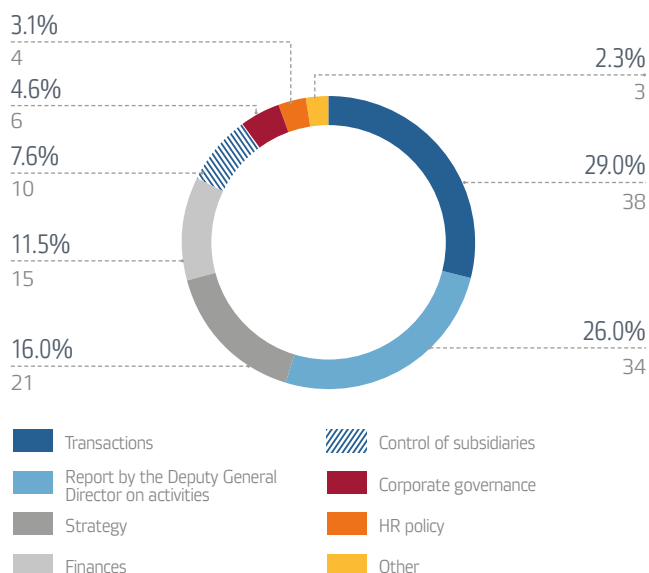
<p>Ivan P. Kleymenov</p> <p><i>Board member since February 15, 2010</i></p>	<p>Born in 1960, Russian citizen.</p> <p>Graduated from the Volgograd Agricultural Institute with a qualification in electrical engineering in 1987, and in 1989 got a diploma in Economics.</p> <p>Since 2005 – Deputy Head Engineer of JSC Voronezhenergo.</p> <p>Since 2008 – Deputy General Director, Branch Director, IDGC of Centre, Voronezhenergo.</p> <p>He has power industry awards.</p>
<p>Konstantin A. Mikhailik</p> <p><i>Board member since March 26, 2015</i></p>	<p>Born in 1983, Russian citizen.</p> <p>Graduated from Saint-Petersburg University of the Ministry of Internal Affairs of the Russian Federation with a degree in Law in 2004, and then defended his thesis and was awarded a degree of Ph.D. in Law.</p> <p>In 2005 he graduated with honours from the Moscow State Institute of International Relations (University) of the Ministry of Internal Affairs of the Russian Federation with a degree in International Economy with Foreign Language Skills. He speaks Hungarian, English and German.</p> <p>Since 2004 – consultant to Russian investors in Hungary.</p> <p>2005–2013 – Court of Auditors of the Russian Federation.</p> <p>From November 2013 to December 2014 he held key positions in CJSC Intercomp, where he was responsible for operational efficiency.</p> <p>Since 2014 – acting First Deputy General Director of IDGC of Centre.</p> <p>Since 2015 – First Deputy General Director of the Company.</p> <p>He has the power industry diplomas and commendations.</p>
<p>Alexander V. Pilyugin</p> <p><i>Board member since February 17, 2014</i></p>	<p>Born in 1968, Russian citizen.</p> <p>Graduated from Kursk Polytechnic Institute with a qualification in Power Engineering in 1992, and in 2006 from Kursk State Technical University with a degree in Management.</p> <p>2008–2014 – Deputy General Director – Branch Director at Kurskenergo.</p> <p>He has been Deputy General Director and Chief Engineer of IDGC of Centre since February 2014.</p> <p>He has been First Deputy General Director and Chief Engineer of IDGC of Centre since November 2014.</p> <p>He has power industry awards.</p> <p>He has 146,777 ordinary shares of IDGC of Centre, or 0.00035% of the charter capital.</p>
<p>Sergey Yu. Rumyantsev</p> <p><i>Board member since June 10, 2013</i></p>	<p>Born in 1956, Russian citizen.</p> <p>He graduated from the Moscow Institute of Management in 1978 with a degree in Power Industry.</p> <p>In 2008–2013 he held key positions in JSC INTER RAO UES, with responsibility for investment and economy.</p> <p>Since 2013 – Deputy General Director for Economy and Finance of IDGC of Centre.</p> <p>He has power industry awards.</p>
<p>Lyudmila A. Sklyarova</p> <p><i>Board member since October 15, 2014</i></p>	<p>Born in 1958, Russian citizen.</p> <p>In 1982 she graduated from the Correspondence Institute of Soviet Trade with a degree in Commodity Science, and in 1989 – from the Karaganda Cooperative Institute with the qualification of Economist–Accountant.</p> <p>From 2006 to 2012 – Chief Accountant of JSC MOESK.</p> <p>Since 2013 – Chief Accountant – Head of the Accounting and Tax Reporting Department of IDGC of Centre.</p> <p>She has power industry awards.</p>

REPORT ON THE MANAGEMENT BOARD PERFORMANCE

In 2015, 43 meetings were held and 131 issues were discussed.

In addition to the ongoing management of the Company, a significant number of the questions discussed in 2015 are recommendations to the Board of Directors on certain issues, in particular recommendations on determining the price (monetary valuation) of services, on acquired or alienated property according to the agreements signed by the Company, on priority activities of the Company, review of the quarterly reports by Deputy General Directors, as well as issues related to the management of the Company's subsidiaries.

Structure of issues discussed by the Management Board



Activity of the Management Board members at the meetings in 2015

Full Name of the Management Board Member	Number of meetings	
	the member could participate in	the member participated in
Oleg Yu. Isaev	43	35
Alexander V. Pilyugin	43	42
Inna V. Gromova	23	22
Ivan P. Kleymenov	43	42
Artem E. Kuranov	12	0
Igor V. Maximov	20	14
Konstantin A. Mikhailik	31	29
Sergey Yu. Rumyantsev	43	40
Lyudmila A. Sklyarova	43	39

REMUNERATION TO THE MEMBERS OF THE MANAGEMENT BOARD

All members of the Management Board of IDGC of Centre are employees of the Company holding key positions and have additional responsibilities besides their employment contracts that pertain to the members of the collective executive body of the Company, which is the Management Board.

The Members of the Management Board receive a monthly remuneration of RUB 15,800 under additional agreements to their employment contracts.

In accordance with the Regulation on the Incentives and Social Benefits for senior managers of IDGC of Centre approved by the Company's Board of Directors, members

of the Management Board are considered to be senior managers.

Senior managers receive bonuses based on the achievement of key performance indicators and the level of such achievement for the reporting period (quarter or year). These key performance indicators are based on the KPI approved by the Company's Board of Directors for the General Director.

For the list of the KPI of the Company for 2015 and their objective values, please see page 35 of this Annual Report.

Amount of remuneration to the Management Board members in 2015

Type of remuneration	Amount of remuneration, RUB thousand (personal income tax included)
Remuneration for participation in the Management Board	924
Salary	60,093
Bonuses	95,485
Total	156,502

In 2015, the members to the Company's Management Board received remuneration for achieving the 2014 KPI alongside with an additional bonus. Compensation of expenses for performing functions of the Board member was not paid.

The total remuneration of the Board members includes the remuneration of the General Director – Chairman of the Board, with the exception of his remuneration for participation in the Board of Directors. This amount is given as part of the information on remuneration of the members of the Board of Directors of the Company.

The Management Board members have neither shares of the Company nor of its subsidiaries, except Alexander V. Pilyugin whose share in the charter capital of the Company is 0.00035% (146,777 ordinary shares).