

Changes to the Regulations on the Personnel and Award Committee under the Board of
Directors of IDGC of the North-West, JSC:

1. GENERAL

1.1. The Regulations on the Personnel and Award Committee under the Board of Directors of “Interregional Distribution Grid Company of the North-West” Joint-Stock Company (hereinafter referred to as the “Regulations”) have been elaborated in accordance with the Russian Federation legislation, the Charter of IDGC of the North-West, JSC (hereinafter referred to as the “Company”), the Regulations on the Procedure of Convention and Arrangement of Sessions of the Board of Directors of IDGC of the North-West, JSC.

1.2. The Personnel and Award Committee under the Board of Directors of “IDGC of the North-West” Joint-Stock Company (hereinafter referred to as the “Committee”) is established by decision of the Board of Directors of the Company and represents the advisory deliberative body providing for efficient discharge of the Company activities general management functions by the Board of Directors of the Company and executive bodies of the Company.

1.3. The Committee is not body of the Company and is not entitled to act on behalf of the Company.

1.4. The Committee decisions are of recommendation nature for the Board of Directors of the Company and executive bodies of the Company.

1.5. The Committee acts in accordance with these Regulations disclosing the legal status, objective and tasks, rights, obligations, structure and composition of the Company. The Committee activities are governed by federal laws, other regulatory legal instruments of the Russian Federation, the Charter of the Company, the Regulations on the Procedure of Convention and Arrangement of Sessions of the Board of Directors of the Company, decisions of the Board of Directors of the Company.

2. OBJECTIVE AND TASKS OF THE COMMITTEE

2.1. The main objective of the Committee establishment is provision for efficient work of the Board of Directors of the Company in solution of issues included in their competence and elaboration of necessary recommendations for the Board of Directors and executive bodies of the Company.

2.2. The Committee task is elaboration and presentation of recommendations (conclusions) on the following activity aspects:

1) Elaboration of recommendations on the amount of awards payable to members of the Board of Directors of the Company;

2) Elaboration of principles and criteria for determination of the amount of awards payable to members of the Board of Directors, members of the collegial executive body and the person discharging the functions of Sole Executive Body of the Company including a management organization or executive manager;

3) Elaboration of proposals on determination of essential conditions of contracts concluded with members of the Board of Directors, members of the collegial executive body and the person discharging the functions of Sole Executive Body of the Company;

4) Determination of the criteria for selection of candidates for membership in the Board of Directors, the collegial executive body and for the position of Sole

Executive Body of the Company as well as preliminary evaluation of such candidates;

5) Regular evaluation of the activities of the person discharging the functions of Sole Executive Body (management organization, executive manager) and members of the collegial executive body and preparation of proposals on their re-appointment possibility for the Board of Directors.

3. COMPETENCE OF THE COMMITTEE

3.1. Included in the Committee competence is consideration of the following issues:

1) Elaboration of principles, criteria and recommendations related to awards and material incentivization of:

- members of the Board of Directors of the Company, Chairman of the Board of Directors of the Company;

- members of the Management Board of the Company, General Director of the Company, the management organization or executive manager;

- members of the Auditing Commission of the Company, Chairman of the Auditing Commission of the Company;

2) Preparation of recommendations on approval (correction) of in-house documents governing issues to awards and material incentivization;

3) Determination of the criteria for selection of candidates for membership in the Board of Directors, the Management Board of the Company, for the position of General Director of the Company as well as preliminary evaluation of such candidates and preparation of corresponding recommendations for the Board of Directors of the Company;

4) Elaboration of proposals on determination of essential conditions (including, to the extent of terms of office and amount of awards and compensations payable) of contracts concluded with members of the Board of Directors of the Company, members of the Management Board, General Director of the Company, the management organization or executive manager as well as such contracts amendment;

5) Regular evaluation of the activities of General Director of the Company, the management organization (executive manager), members of the Management Board of the Company and preparation of corresponding proposals for the Board of Directors of the Company;

6) Preparation of corresponding recommendations for the Board of Directors of the Company on presentation of issues related to transfer of the authorities of Sole Executive Body of the Company to a management organization (executive manager) and early termination of authorities of such management organization (executive manager) for decision to the General Meeting of Shareholders of the Company;

7) Preparation of recommendations on suspension of the authorities of the management organization (executive manager);

8) Preparation of corresponding recommendations for the Board of Directors of the Company on the numerical composition of the Management Board of the Company, election of members of the Management Board of the Company and their authorities termination;

9) Preparation of recommendations for the Board of Directors of the Company to decide on appointment of Acting General Director of the Company as well as on Acting General Director being brought to disciplinary responsibility;

10) Preparation of corresponding recommendations for the Board of Directors of the Company on General Director of the Company and members of the Management Board being brought to disciplinary responsibility / encouraged in accordance with the labor legislation of the Russian Federation;

11) Preliminary consideration of the Company executive offices organizational

structure;

12) Preliminary consideration of the Company branch management offices organizational structure;

13) Preliminary agreement on candidacies for specific positions with the executive offices of the Company as determined by the Board of Directors of the Company;

14) Consideration of results of the activities of workers occupying positions agreement of candidacies wherefore is included in the competence of the Board of Directors of the Company and preparation of corresponding recommendations for the Board of Directors of the Company;

15) Preliminary agreement on candidacies for the Company branch Deputy Director positions;

16) Consideration of results of the activities of Deputy Directors of the Company branches and preparation of corresponding recommendations for the Board of Directors of the Company;

17) Preparation of corresponding recommendations for the Board of Directors of the Company on nomination of General Director of the Company for state awards;

18) Evaluation of the condition of the succession pool for the Company senior management positions;

19) Other issues related to those listed above as well as issues considered by instruction of the Board of Directors of the Company.