



Interregional Distribution Grid Company of Centre,
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MINUTES
of meeting of the Personnel and Remuneration Committee
of the Board of Directors of IDGC of Centre, PJSC
(in the form of absent voting)

«20» July 2018

Moscow

No. 07/18

Form of the meeting: absent voting.

Total number of members of the Personnel and Remuneration Committee: 5 persons.

Participants of the voting: A.V. Rakov, M.M. Saukh, A.I. Pavlov, R.A. Filkin, A.V. Shevchuk.

Members who did not provide questionnaires: none.

The quorum is present

Date of the minutes: 20.07.2018.

AGENDA:

1. On election of Deputy Chairperson of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.
2. On approval of the Work Plan of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for the 2018-2019 corporate year.
3. On amendment of the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC.
4. On approval of the budget of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2018.

Item 1: On election of Deputy Chairperson of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision:

To elect Maxim Mikhailovich Saukh as Deputy Chairperson of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.

Voting results:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Item 2: On approval of the Work Plan of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for the 2018-2019 corporate year.

Decision:

To approve the Work Plan of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for the 2018-2019 corporate year in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee.

Voting results:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «AGAINST»

Total:

«FOR»	- «4»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

Decision is taken.

A dissenting opinion on the given item was received from a member of the Personnel and Remuneration Committee of the Board of Directors of the Company, A.V. Shevchuk.

Item 3: On amendment of the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC.**Decision:**

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

«To read paragraph 1.7 of Appendix # 12, approved by the decision of the Board of Directors of the Company on 30.03.2017 (Minutes # 07/17 of 31.03.2017), in the edition in accordance with the Appendix to this decision».

Voting results:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «ABSTAINED»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

«FOR»	- «4»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.**Item 4: On approval of the budget of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2018.****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, PJSC for 2H 2018 in accordance with Appendix # 2 to this decision of the Personnel and Remuneration Committee.

Voting results:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Appendices:

1. The Work Plan of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for the 2018-2019 corporate year (Appendix # 1).
2. The budget of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2018 (Appendix # 2).
3. The dissenting opinion of the member of the Committee of the Board of Directors of the Company, A.V. Shevchuk, regarding item # 2 of the meeting agenda of the Personnel and Remuneration Committee of the Board of Directors of the Company (Appendix # 3).

**Chairperson
of the Personnel and Remuneration Committee**

A.V. Rakov

**Secretary
of the Personnel and Remuneration Committee**

S.V. Lapinskaya