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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)

«07» October 2016

Moscow

No. 14/16

**Form of the meeting:** absent voting.

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

**Participants of the voting:** N.I. Erpsher, D.A. Malkov, Y.N. Mangarov, R.A. Filkin, A.V. Shevchuk.

**Members who did not provide questionnaires:** none.

**The quorum is present**

**Date of the minutes:** 07.10.2016.

**AGENDA:**

1. On prior agreement of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
2. On preliminary consideration of the Regulation on the Personnel and Remuneration Committee of the Board of Directors of the Company in a new edition.

**Item 1: On prior agreement of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.**

**Decision:**

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

*«1. To agree upon the nomination of Alexander Sergeevich Glebov for the position of Deputy General Director of IDGC of Centre - Lipetskenergo division director».*

**Voting results:**

|                                       |               |
|---------------------------------------|---------------|
| <b>Natalia Ilyinichna Erpsher</b>     | - «FOR»       |
| <b>Denis Alexandrovich Malkov</b>     | - «FOR»       |
| <b>Yury Nikolayevich Mangarov</b>     | - «FOR»       |
| <b>Roman Alexeevich Filkin</b>        | - «ABSTAINED» |
| <b>Alexander Viktorovich Shevchuk</b> | - «ABSTAINED» |

**Total:**

|             |       |
|-------------|-------|
| «FOR»       | - «3» |
| «AGAINST»   | - «0» |
| «ABSTAINED» | - «2» |

**Decision is taken.**

*2. To agree upon the nomination of Alexander Ivanovich Kosarim for the position of Deputy General Director of IDGC of Centre - Bryanskenergo division director».*

**Voting results:**

|                                       |               |
|---------------------------------------|---------------|
| <b>Natalia Ilyinichna Erpsher</b>     | - «FOR»       |
| <b>Denis Alexandrovich Malkov</b>     | - «FOR»       |
| <b>Yury Nikolayevich Mangarov</b>     | - «FOR»       |
| <b>Roman Alexeevich Filkin</b>        | - «ABSTAINED» |
| <b>Alexander Viktorovich Shevchuk</b> | - «ABSTAINED» |

**Total:**

|             |       |
|-------------|-------|
| «FOR»       | - «3» |
| «AGAINST»   | - «0» |
| «ABSTAINED» | - «2» |

**Decision is taken.**

3. To agree upon the nomination of Evgeny Alexandrovich Smirnov for the position of Deputy General Director of IDGC of Centre - Kostromaenergo division director».

**Voting results:**

|                                       |               |
|---------------------------------------|---------------|
| <b>Natalia Ilyinichna Erpsher</b>     | - «FOR»       |
| <b>Denis Alexandrovich Malkov</b>     | - «FOR»       |
| <b>Yury Nikolayevich Mangarov</b>     | - «FOR»       |
| <b>Roman Alexeevich Filkin</b>        | - «ABSTAINED» |
| <b>Alexander Viktorovich Shevchuk</b> | - «ABSTAINED» |

**Total:**

|             |       |
|-------------|-------|
| «FOR»       | - «3» |
| «AGAINST»   | - «0» |
| «ABSTAINED» | - «2» |

**Decision is taken.****Item 2. On preliminary consideration of the Regulation on the Personnel and Remuneration Committee of the Board of Directors of the Company in a new edition.****Decision:**

1. To approve the Regulation on the Personnel and Remuneration Committee of the Board of Directors of the Company in a new edition in accordance with Appendix # 1 to this decision.
2. To recommend to the Board of Directors of IDGC of Centre, PJSC to take the following decision:  
*«To approve the Regulation on the Personnel and Remuneration Committee of the Board of Directors of the Company in a new edition in accordance with the Appendix».*

**Voting results:**

|                                       |               |
|---------------------------------------|---------------|
| <b>Natalia Ilyinichna Erpsher</b>     | - «FOR»       |
| <b>Denis Alexandrovich Malkov</b>     | - «FOR»       |
| <b>Yury Nikolayevich Mangarov</b>     | - «FOR»       |
| <b>Roman Alexeevich Filkin</b>        | - «ABSTAINED» |
| <b>Alexander Viktorovich Shevchuk</b> | - «FOR»       |

**Total:**

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

**Decision is taken.****Appendix:**

The Regulation on the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC in a new edition (Appendix # 1).

**Chairperson  
of the Personnel and Remuneration Committee  
of the Board of Directors of IDGC of Centre, PJSC**

**N.I. Erpsher**

**Secretary  
of the Personnel and Remuneration Committee  
of the Board of Directors of IDGC of Centre, PJSC**

**S.V. Lapinskaya**