

**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)

«27» July 2020

Moscow

No. 06/20

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

**Total number of members of the Personnel and Remuneration Committee:** 3 persons.

**Participants of the voting:** A.A. Bashinjaghyan, A.V. Golovtsov, L.A. Romanovskaya.

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

**The quorum is present**

**Date of the minutes:** 27.07.2020.

**AGENDA:**

1. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the Reports on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q1 and Q2 2019».
2. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the Report on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q3 2019».
3. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the Report on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q4 2019».

**Item 1. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the Reports on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q1 and Q2 2019».**

**Decision:**

To recommend that the Board of Directors of IDGC of Centre, PJSC take the following decision:

1. *To approve the Reports on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q1 and Q2 2019 in accordance with the Appendices.*
2. *To mark non-compliance with the KPI “Consolidated profit from operating activities (EBITDA)” for Q1 2019».*

**Voting results:**

Astghik Artashesovna Bashinjaghyan	- «FOR»
Alexander Viktorovich Golovtsov	- «ABSTAINED»
Larisa Anatolievna Romanovskaya	- «FOR»

**Total:**

«FOR»	- «2»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

A dissenting opinion was received on this item from a member of the Personnel and Remuneration Committee, A.V. Golovtsov (Appendix # 1).

**Item 2. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the Report on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q3 2019».**

**Decision:**

To recommend that the Board of Directors of IDGC of Centre, PJSC take the following decision:

*«To approve the Report on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q3 2019 in accordance with the Appendix».*

**Voting results:**

Astghik Artashesovna Bashinjaghyan - «FOR»  
Alexander Viktorovich Golovtsov - «ABSTAINED»  
Larisa Anatolievna Romanovskaya - «FOR»

**Total:**

«FOR»	- «2»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

A dissenting opinion was received on this item from a member of the Personnel and Remuneration Committee, A.V. Golovtsov (Appendix # 1).

**Item 3. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the Report on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q4 2019».****Decision:**

To recommend that the Board of Directors of IDGC of Centre, PJSC take the following decision:  
*«To approve the Report on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q4 2019 in accordance with the Appendix».*

**Voting results:**

Astghik Artashesovna Bashinjaghyan - «FOR»  
Alexander Viktorovich Golovtsov - «ABSTAINED»  
Larisa Anatolievna Romanovskaya - «FOR»

**Total:**

«FOR»	- «2»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

A dissenting opinion was received on this item from a member of the Personnel and Remuneration Committee, A.V. Golovtsov (Appendix # 1).

**Appendix:** The dissenting opinion from the member of the Personnel and Remuneration Committee of the Board of Directors of the Company, A.V. Golovtsov, on agenda items ## 1-3 (Appendix # 1).

**Chairperson of the Personnel and  
Remuneration Committee**

**L.A. Romanovskaya**

**Secretary of the Personnel and  
Remuneration Committee**

**S.V. Lapinskaya**