



IDGC OF CENTRE

“INTERREGIONAL DISTRIBUTION GRID COMPANY OF CENTRE”, PUBLIC JOINT-STOCK COMPANY

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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)

«08» April 2016

Moscow

No. 06/16

Form of the meeting: absent voting.

Total number of members of the Personnel and Remuneration Committee: 7 persons.

Participants of the voting: N.I. Erpsher, T.P. Dronova, Y.N. Mangarov, D.A. Malkov, Y.N. Pankstyanov, R.A. Filkin, A.V. Shevchuk.

Members who did not provide questionnaires: none.

The quorum is present

Date of the minutes: 08.04.2016.

AGENDA:

1. On preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC.
2. On preliminary consideration of the corporate structure of the executive office of IDGC of Centre, PJSC.
3. On preliminary consideration of the list of titles, included in the category of Senior managers of IDGC of Centre, PJSC.

Item 1: On preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC.

Decision:

1. To submit the results of preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee to the Board of Directors of the Company.
2. To recommend to the Board of Directors of the Company to include the results of preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC, conducted by the Personnel and Remuneration Committee, into the list of materials to be provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company.

Voting results:

Natalia Ilyinichna Erpsher	- «FOR»
Tatiana Petrovna Dronova	- «FOR»
Denis Alexandrovich Malkov	- «FOR»
Yury Nikolayevich Mangarov	- «FOR»
Yury Nikolayevich Pankstyanov	- «FOR»
Roman Alexeevich Filkin	- «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2: On preliminary consideration of the corporate structure of the executive office of IDGC of Centre, PJSC.

Decision:

1. To approve the corporate structure of the executive office of IDGC of Centre, PJSC in accordance with Appendix #2 to this decision of the Personnel and Remuneration Committee.

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

«1. To approve the corporate structure of the executive office of IDGC of Centre, PJSC in accordance with the Appendix and put it into force taking into account the terms stipulated by the legislation of the Russian Federation with the change and termination of labour contracts with employees.

2. To consider the corporate structure of the executive office of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of the Company on 18.05.2015 (Minutes # 11/15 of 20.05.2015) to have lost force».

Voting results:

Natalia Ilyinichna Erpsher - «FOR»

Tatiana Petrovna Dronova - «FOR»

Denis Alexandrovich Malkov - «FOR»

Yury Nikolayevich Mangarov - «FOR»

Yury Nikolayevich Pankstyanov - «FOR»

Roman Alexeevich Filkin - «AGAINST»

Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «5»
«AGAINST»	- «1»
«ABSTAINED»	- «1»

Decision is taken.

Item 3: On preliminary consideration of the list of titles, included in the category of Senior managers of IDGC of Centre, PJSC.

Decision:

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

«1. To approve the list of titles, included in the category of Senior managers of IDGC of Centre, PJSC in a new edition:

Senior managers of category 1:

Member of the Management Board;

First Deputy General Director in a line of activity;

Deputy General Director in a line of activity;

Deputy General Director – division director;

Chief Accountant – Head of Financial and Tax Accounting and Reporting Department.

2. To consider the list of titles, included in the category of Senior managers of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of IDGC of Centre on

30.10.2014 (Minutes # 24/14 of 31.10.2014) to have lost force».

Voting results:

Natalia Ilyinichna Erpsher	- «FOR»
Tatiana Petrovna Dronova	- «FOR»
Denis Alexandrovich Malkov	- «FOR»
Yury Nikolayevich Mangarov	- «FOR»
Yury Nikolayevich Pankstyanov	- «FOR»
Roman Alexeevich Filkin	- «ABSTAINED»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

«FOR»	- «5»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Appendices:

1. The results of preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC (Appendix 1).
2. The corporate structure of the executive office of IDGC of Centre, PJSC (Appendix 2).

**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