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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 joint presence)

29 February 2016

Moscow

No. 03/16

**Form of the meeting:** joint presence.

**Total number of members of the Committee:** 7 persons.

**Venue:** Moscow, 2nd Yamskaya, 4, Floor 5, Room 507.

**Time of the meeting:** 16 hours 30 minutes – 17 hours 00 minutes.

**Participants of the voting:** D.A. Malkov, Y.N. Mangarov, Y.N. Pankstyanov, N.I. Erpsher.

**The written opinion (questionnaire) of the following members was taken into account while defining the results:** T.P. Dronova, R.A. Filkin, A.V. Shevchuk.

**Members who neither participated nor provided questionnaires:** none.

**The quorum** is present.

**Date of the minutes:** 01.03.2016.

The meeting of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC was opened by Chairperson of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, Natalia Ilyinichna Erpsher.

**The following invited persons – the management of IDGC of Centre were present:**

I.V. Gromova – Deputy General Director for Human Resources and Organizational Design

S.N. Sharapov - Deputy General Director for Corporate Governance

After the announcement of the quorum on the agenda the meeting of the Personnel and Remuneration Committee was called to order.

### AGENDA:

1. On evaluation of the compositions of the management and youth personnel reserve of the Company for 2016.

**Item 1. On evaluation of the compositions of the management and youth personnel reserve of the Company for 2016.**

**Speaker – Inna Vitalievna Gromova – Deputy General Director for Human Resources and Organizational Design**

**In discussing the report the questions were received from Y.N. Mangarov, N.I.**

Erpsheer.

**The explanations and answers to the questions were given by I.V. Gromova.**

During the discussion of the report on the agenda item a member of the Personnel and Remuneration Committee of the Company's Board of Directors, Y.N. Mangarov, proposed to submit information to members of the Committee (for the period of the 2nd half of 2014, and 2015) on what happened to specialists, appointed from among succession candidates.

**After the discussion the members of the Personnel and Remuneration Committee of the Board of Directors proceeded to vote.**

**Decision, taken at the meeting:**

1. To approve the composition of personnel reserve of managers of IDGC of Centre, PJSC specifying the target positions in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee.
2. To approve the composition of personnel reserve of young professionals of IDGC of Centre, PJSC in accordance with Appendix # 2 to this decision of the Personnel and Remuneration Committee.

**Voting results under the decision draft, announced at the meeting:**

**Denis Alexandrovich Malkov** - «FOR»  
**Yury Nikolayevich Mangarov** - «FOR»  
**Yury Nikolayevich Pankstyanov** - «FOR»  
**Natalia Ilyinichna Erpsheer** - «FOR»

**Voting results by filling in the questionnaires:**

**Tatiana Petrovna Dronova** - «FOR»  
**Roman Alexeevich Filkin** - «FOR»  
**Alexander Viktorovich Shevchuk** - «FOR»

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The composition of personnel reserve of managers of IDGC of Centre, PJSC (Appendix # 1).
2. The composition of personnel reserve of young professionals 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. Erpsheer**

**Secretary**

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

**S.V. Lapinskaya**