

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)

«17» September 2019

Moscow

No. 11/19

Form of the meeting: absent voting.**Total number of members of the Personnel and Remuneration Committee:** 5 persons.**Participants of the voting:** A.V. Varvarin, A.V. Logatkin, L.A. Romanovskaya, D.A. Chevkin, A.V. Shevchuk.**Members who did not provide questionnaires:** none.**The quorum is present****Date of the minutes:** 17.09.2019.**AGENDA:**

1. On the recommendation to the Board of Directors of the Company regarding the item of amending the Regulation on material incentives of General Director of the Company.

Item 1. On the recommendation to the Board of Directors of the Company regarding the item of amending the Regulation on material incentives of General Director of the Company.**Decision:**

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

«1. To amend the Regulation on material incentives of General Director of the Company (hereinafter - the Regulation), approved by the decision of the Board of Directors on 15.07.2011 (Minutes of 18.07.2011 # 16/11), with the amendments dated 18.12.2014 (Minutes of 19.12.2014 # 29/14), 26.02.2015 (Minutes of 27.02.2015 # 03/15), 29.05.2017 (Minutes of 31.05.2017 # 14/17), 07.09.2017 (Minutes of 08.09.2017 # 22/17) in accordance with the Appendix.

2. To determine the date of entry into force of the amendments to the Regulation referred to in paragraph 1 of this decision of the Board of Directors of the Company – from 01.01.2019».

Voting results:

Alexander Viktorovich Varvarin - «FOR»
Andrey Vyacheslavovich Logatkin - «FOR»
Larisa Anatolievna Romanovskaya - «FOR»
Dmitry Alexandrovich Chevkin - «FOR»
Alexander Viktorovich Shevchuk - «AGAINST»

Total:

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

Decision is taken.

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

Appendix: The dissenting opinion on the agenda item from the member of the Personnel and Remuneration Committee of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 1).**Chairperson**
of the Personnel and Remuneration Committee**L.A. Romanovskaya****Secretary**
of the Personnel and Remuneration Committee**S.V. Lapinskaya**