



“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)

«25» March 2016

Moscow

No. 05/16

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: 25.03.2016.

AGENDA:

1. On consideration of the performance of Deputies General Director of the Company and preparation of appropriate recommendations to General Director of the Company.

Item 1: On consideration of the performance of Deputies General Director of the Company and preparation of appropriate recommendations to General Director of the Company.

Decision:

1. To recognize the performance of First Deputy General Director of IDGC of Centre, PJSC, Konstantin Alexandrovich Mikhailik, satisfactory.
2. To recommend to General Director of the Company, O.Y. Isaev, to conclude an employment agreement with First Deputy General Director of IDGC of Centre, PJSC, Konstantin Alexandrovich Mikhailik, for a new term until 28.03.2019 inclusive.

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.

A dissenting opinion of a member of the Board of Directors of the Company, A.V. Shevchuk, was received on this item:

«I vote «FOR» under paragraph 2 of the draft decision of the Committee meeting, but strongly oppose a formalist approach to consultation and hearing of the results of the activities of the key top management of the company in the form of absentee voting. This report reflects the overall achievement of the entire team of employees of the Company, and not the individual results of operations, which need to be discussed together with plans for the next period of the employment contract in the form of joint presence and with the participation of the candidate.

Please, reflect the given opinion in the Minutes».

**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