

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)

«28» April 2020

Moscow

No. 04/20

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: 28.04.2020.

AGENDA:

1. On recommendations to the Board of Directors of the Company regarding the item «On consideration of the report of Corporate Secretary of IDGC of Centre, PJSC «On the work performed in the 2019-2020 corporate year»».
2. On preliminary assessment of a nomination to the Board of Directors of IDGC of Centre, PJSC.
3. On evaluation of the composition of the management personnel reserve and the reserve of young specialists of IDGC of Centre, PJSC.
4. 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 recommendations to the Board of Directors of the Company regarding the item «On consideration of the report of Corporate Secretary of IDGC of Centre, PJSC «On the work performed in the 2019-2020 corporate year»».

Decision:

To recommend that the Board of Directors of the Company approve the report of Corporate Secretary of IDGC of Centre, PJSC «On the work performed in the 2019-2020 corporate year» in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee of the Board of Directors of the Company.

Voting results:

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

Total:

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

Decision is taken.

Item 2. On preliminary assessment of a nomination to the Board of Directors of IDGC of Centre, PJSC.

Decision:

1. To approve and submit to the Board of Directors of the Company, taking into account the results obtained by the Personnel and Remuneration Committee on 31.03.2020 (Minutes # 02/20), the results of preliminary assessment of the nomination to the Board of Directors of IDGC of Centre, PJSC in accordance with Appendix # 2 to this decision of the Personnel and Remuneration Committee.

2. To recommend that the Board of Directors of the Company 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:

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

Total:

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

Decision is taken.

Item 3. On evaluation of the composition of the management personnel reserve and the reserve of young specialists of IDGC of Centre, PJSC.

Decision:

1. To approve the composition of the management personnel reserve of IDGC of Centre, PJSC in accordance with Appendix # 3 to this decision of the Personnel and Remuneration Committee.

2. To consider the state of the youth personnel reserve of the Company (Appendix # 4 to this decision of the Personnel and Remuneration Committee) satisfactory.

Voting results:

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

Total:

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

Decision is taken.

Item 4. On consideration of the performance of Deputies General Director of the Company and preparation of appropriate recommendations to General Director of the Company.

Decision put to vote:

1. In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre - Belgorodenergo division director, Sergey Nikolayevich Demidov, based on the results of the activities for the period of his work in the post, to recommend to General Director of the Company to conclude an employment agreement with S.N. Demidov for a new term until 18.10.2021 inclusive.

Voting results:

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

Total:

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

Decision is taken.

2. In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre - Bryanskenergo division director, Alexander Ivanovich Kosarim, based on the results of the activities for the period of his work in the post, to recommend to General Director of the Company to conclude an employment agreement with A.I. Kosarim for a new term until 18.10.2021 inclusive.

Voting results:

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

Total:

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

Decision is taken.

3. In connection with the expiration of the term of office of First Deputy General Director - Chief Engineer of IDGC of Centre Alexander Viktorovich Pilyugin, based on the results of the activities for the period of his work in the post, to recommend to General Director of the Company to conclude an employment agreement with A.V. Pilyugin for a new term until 18.10.2021 inclusive.

Voting results:

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

Total:

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

Decision is taken.

4. In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre - Kurskenergo division director, Alexander Nikolayevich Rudnevsky, based on the results of the activities for the period of his work in the post, to recommend to General Director of the Company to conclude an employment agreement with A.N. Rudnevsky for a new term until 18.10.2021 inclusive.

Voting results:

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

Total:

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

Decision is taken.

Decision put to vote regarding item #4:

1. In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre - Belgorodenergo division director, Sergey Nikolayevich Demidov, based on the results of the activities for the period of his work in the post, to recommend to General Director of the Company to conclude an employment agreement with S.N. Demidov for a new term until 18.10.2021 inclusive.
2. In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre - Bryanskenergo division director, Alexander Ivanovich Kosarim, based on the results of the activities for the period of his work in the post, to recommend to General Director of the Company to conclude an employment agreement with A.I. Kosarim for a new term until 18.10.2021 inclusive.
3. In connection with the expiration of the term of office of First Deputy General Director - Chief Engineer of IDGC of Centre Alexander Viktorovich Pilyugin, based on the results of the activities for the period of his work in the post, to recommend to General Director of the Company to conclude an employment agreement with A.V. Pilyugin for a new term until 18.10.2021 inclusive.
4. In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre - Kurskenergo division director, Alexander Nikolayevich Rudnevsky, based on the results of the activities for the period of his work in the post, to recommend to General Director of the Company to conclude an employment agreement with A.N. Rudnevsky for a new term until 18.10.2021 inclusive.

Appendices:

1. The report of Corporate Secretary of IDGC of Centre, PJSC «On the work performed in the 2019-2020 corporate year» (Appendix # 1).
2. The preliminary assessment of the nomination to the Board of Directors of IDGC of Centre, PJSC (Appendix #2).
3. The composition of the management personnel reserve of IDGC of Centre, PJSC (Appendix # 3).
4. The composition of the reserve of young specialists of IDGC of Centre, PJSC (Appendix # 4)

**Chairperson of the Personnel and
Remuneration Committee**

L.A. Romanovskaya

**Secretary of the Personnel and
Remuneration Committee**

S.V. Lapinskaya