



Interregional Distribution Grid Company of Centre,  
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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)

«20» April 2018

Moscow

No. 06/18

**Form of the meeting:** absent voting.

**Total number of members of the Personnel and Remuneration Committee:** 3 persons.

**Participants of the voting:** T.P. Dronova, Y.N. Mangarov, O.V. Shatokhina.

**Members who did not provide questionnaires:** none.

**The quorum is present**

**Date of the minutes:** 20.04.2018.

**AGENDA:**

1. On the report of the Personnel and Remuneration Committee to the Board of Directors of the Company «On the work performed in 2017-2018 corporate year».
2. 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 2017-2018 corporate year»».
3. On recommendations to the Board of Directors of the Company regarding the item of consideration of the draft of the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition».

**Item 1. On the report of the Personnel and Remuneration Committee to the Board of Directors of the Company «On the work performed in 2017-2018 corporate year».**

**Decision:**

To recommend to the Board of Directors of the Company to approve the Report of the Personnel and Remuneration Committee «On the work performed in 2017-2018 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:**

<b>Tatiana Petrovna Dronova</b>	- «FOR»
<b>Yury Nikolayevich Mangarov</b>	- «FOR»
<b>Oxana Vladimirovna Shatokhina</b>	- «FOR»

**Total:**

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 2. 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 2017-2018 corporate year»».**

**Decision:**

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

*«To approve the report of Corporate Secretary of IDGC of Centre, PJSC «On the work performed in 2017-2018 corporate year» in accordance with the Appendix».*

**Voting results:**

**Tatiana Petrovna Dronova** - «FOR»  
**Yury Nikolayevich Mangarov** - «FOR»  
**Oxana Vladimirovna Shatokhina** - «FOR»

**Total:**

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 3. On recommendations to the Board of Directors of the Company regarding the item of consideration of the draft of the Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition.**

**Decision:**

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

*«To propose to the Annual General Meeting of Shareholders of the Company:*

- 1. To approve the Regulation on the payment of remuneration and compensation to members of the Audit Commission of IDGC of Centre, PJSC in a new edition.*
- 2. To establish that this Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition is applicable to members of the Company's Audit Commission elected at this and subsequent General Meetings of Shareholders of the Company».*

**Voting results:**

**Tatiana Petrovna Dronova** - «FOR»  
**Yury Nikolayevich Mangarov** - «FOR»  
**Oxana Vladimirovna Shatokhina** - «FOR»

**Total:**

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Appendix:** the Report of the Personnel and Remuneration Committee «On the work performed in 2017-2018 corporate year» (Appendix 1).

**Chairperson  
of the Personnel and Remuneration Committee**

**O.V. Shatokhina**

**Secretary  
of the Personnel and Remuneration Committee**

**S.V. Lapinskaya**