



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)

«02» August 2018

Moscow

No. 08/18

Form of the meeting: absent voting.

Total number of members of the Personnel and Remuneration Committee: 5 persons.

Participants of the voting: A.V. Rakov, M.M. Saukh, A.I. Pavlov, R.A. Filkin, A.V. Shevchuk.

Members who did not provide questionnaires: none.

The quorum is present

Date of the minutes: 02.08.2018.

AGENDA:

1. On recommendations to the Board of Directors of the Company regarding the item of material incentives for General Director of the Company.
2. On recommendations to the Board of Directors of the Company regarding the item «On the payment to General Director of IDGC of Centre, PJSC of a one-time bonus for the performance of a particularly important task».

Item 1. On recommendations to the Board of Directors of the Company regarding the item of material incentives for General Director of the Company.

Decision put to vote:

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

«1. In accordance with paragraph 3.4 of the Regulation on material incentives for General Director of the Company to pay General Director of IDGC of Centre, PJSC O.Y. Isaev additional bonus in accordance with Appendix # 1 to this decision of the Board of Directors of IDGC of Centre, PJSC.

Voting results regarding para.1:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken regarding para.1.

2. In accordance with paragraph 3.5 of the Regulation on material incentives for General Director of the Company to pay General Director of IDGC of Centre, PJSC O.Y. Isaev special bonus in accordance with Appendix # 2 to this decision of the Board of Directors of IDGC of Centre, PJSC.

Voting results regarding para.2:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

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

Decision is taken regarding para.2.

3. In accordance with paragraph 3.8 of the Regulation on material incentives for General Director of the Company to pay General Director of IDGC of Centre, PJSC O.Y. Isaev additional bonus for achieving the KPI values, determined for the variable component of the remuneration of the Agreement on the transfer of the powers of the sole executive body of IDGC of Centre and Volga Region to IDGC of Centre, following the results of 2017 in accordance with Appendix # 3 to this decision of the Board of Directors of IDGC of Centre, PJSC.

Voting results regarding para.3:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «ABSTAINED»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken regarding para.3.

Decision taken regarding item # 1:

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

«1. In accordance with paragraph 3.4 of the Regulation on material incentives for General Director of the Company to pay General Director of IDGC of Centre, PJSC O.Y. Isaev additional bonus in accordance with Appendix # 1 to this decision of the Board of Directors of IDGC of Centre, PJSC.

2. In accordance with paragraph 3.5 of the Regulation on material incentives for General Director of the Company to pay General Director of IDGC of Centre, PJSC O.Y. Isaev special bonus in accordance with Appendix # 2 to this decision of the Board of Directors of IDGC of Centre, PJSC.

3. In accordance with paragraph 3.8 of the Regulation on material incentives for General Director of the Company to pay General Director of IDGC of Centre, PJSC O.Y. Isaev additional bonus for achieving the KPI values, determined for the variable component of the remuneration of the Agreement on the transfer of the powers of the sole executive body of IDGC of Centre and Volga Region to IDGC of Centre, following the results of 2017 in accordance

with Appendix # 3 to this decision of the Board of Directors of IDGC of Centre, PJSC.
Dissenting opinions on the given item were received from members of the Personnel and Remuneration Committee of the Board of Directors of the Company, R.A. Filkin and A.V. Shevchuk (Appendices # 5,6).

Item 2: On recommendations to the Board of Directors of the Company regarding the item «On the payment to General Director of IDGC of Centre, PJSC of a one-time bonus for the performance of a particularly important task».

Decision:

To recommend to the Board of Directors of the Company to take the following decision:
«In accordance with section 4 of the Regulation on material incentives for General Director of the Company to pay General Director of IDGC of Centre, PJSC O.Y. Isaev a one-time bonus for the performance of a particularly important task - providing reliable and safe power supply for sports and infrastructure facilities of the 2018 FIFA World Cup in accordance with Appendix # 4 to this decision of the Board of Directors of IDGC of Centre, PJSC.

Voting results:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «ABSTAINED»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Appendices:

1. The calculation of the amount of the additional bonus of General Director of the Company for 2017 (Appendix #1).
2. The calculation of the amount of the special bonus of General Director of the Company for 2017 (Appendix # 2).
3. The calculation of the amount of the additional bonus for achieving the KPI values, determined for the variable component of the remuneration of the Agreement on the transfer of the powers of the sole executive body of IDGC of Centre and Volga Region to IDGC of Centre for General Director of the Company, following the results of 2017 (Appendix # 3).
4. The one-time bonus for General Director of IDGC of Centre, PJSC O.Y. Isaev for the performance of a particularly important task (Appendix # 4).
5. The dissenting opinion of the member of the Committee of the Board of Directors of the Company, R.A. Filkin, regarding item # 1 of the meeting agenda of the Personnel and Remuneration Committee of the Board of Directors of the Company (Appendix # 5).
6. The dissenting opinion of the member of the Committee of the Board of Directors of the Company, A.V. Shevchuk, regarding item # 1 of the meeting agenda of the Personnel and Remuneration Committee of the Board of Directors of the Company (Appendix # 6).

**Chairperson
of the Personnel and Remuneration Committee**

A.V. Rakov

**Secretary
of the Personnel and Remuneration Committee**

S.V. Lapinskaya