



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)

«19» July 2016

Moscow

No. 11/16

Form of the meeting: absent voting.

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

Participants of the voting: N.I. Erpsher, D.A. Malkov, Y.N. Mangarov, R.A. Filkin, A.V. Shevchuk.

Members who did not provide questionnaires: none.

The quorum is present

Date of the minutes: 19.07.2016.

AGENDA:

1. On election of Deputy Chairperson of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.
2. On approval of the Work Plan of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for 2016-2017 corporate year.
3. On approval of the budget of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2016.
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 election of Deputy Chairperson of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision:

To elect Denis Alexandrovich Malkov - a member of the Personnel and Remuneration Committee, Head of Project Office of PJSC «Rosseti», as Deputy Chairperson of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.

Voting results:

Natalia Ilyinichna Erpsher	- «FOR»
Denis Alexandrovich Malkov	- «FOR»
Yury Nikolayevich Mangarov	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

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

Decision is taken.

Item 2: On approval of the Work Plan of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for 2016-2017 corporate year.

Decision:

To approve the Work Plan of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for 2016-2017 corporate year in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee.

Voting results:

Natalia Ilyinichna Erpsher	- «FOR»
Denis Alexandrovich Malkov	- «FOR»
Yury Nikolayevich Mangarov	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

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

Decision is taken.

Item 3: On approval of the budget of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2016.

Decision:

To recommend to the Board of Directors of the Company to approve the budget of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2016 in accordance with Appendix # 2 to this decision of the Personnel and Remuneration Committee.

Voting results:

Natalia Ilyinichna Erpsher	- «FOR»
Denis Alexandrovich Malkov	- «FOR»
Yury Nikolayevich Mangarov	- «FOR»
Roman Alexeevich Filkin	- «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:

1.1. To recognize the performance of Deputy General Director of IDGC of Centre - Lipetskeno division director, Alexander Nikolayevich Konanykhin, satisfactory.

1.2. To recommend to General Director of the Company, O.Y. Isaev, to conclude an employment agreement with Deputy General Director of IDGC of Centre - Lipetskeno division director, Alexander Nikolayevich Konanykhin, for a new term until 31.07.2017 inclusive.

Voting results:

Natalia Ilyinichna Erpsher	- «FOR»
Denis Alexandrovich Malkov	- «FOR»

Yury Nikolayevich Mangarov - «FOR»
Roman Alexeevich Filkin - «ABSTAINED»
Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

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

Decision is taken.

Decision:

2.1. To recognize the performance of Deputy General Director of IDGC of Centre - Tambovenergo division director, Vladimir Alexandrovich Syschikov, satisfactory.

2.2. To recommend to General Director of the Company, O.Y. Isaev, to conclude an employment agreement with Deputy General Director of IDGC of Centre - Tambovenergo division director, Vladimir Alexandrovich Syschikov, for a new term until 30.04.2019 inclusive.

Voting results:

Natalia Ilyinichna Erpsher - «FOR»
Denis Alexandrovich Malkov - «FOR»
Yury Nikolayevich Mangarov - «FOR»
Roman Alexeevich Filkin - «ABSTAINED»
Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

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

Decision is taken.

Appendices:

1. The Work Plan of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for 2016-2017 corporate year (Appendix # 1).
2. The budget of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2016 (Appendix # 2).

**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