

## 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)

«17» December 2018

Moscow

No. 15/18

**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:** 17.12.2018.

### AGENDA:

1. On preliminary approval of the merger of Distribution Zones of IDGC of Centre - Kurskenergo division.
2. On preliminary approval of the merger of Distribution Zones of IDGC of Centre - Orelenergo division.
3. On preliminary approval of the merger of Distribution Zones of IDGC of Centre - Tverenergo division.
4. On prior agreement of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

### Item 1. On preliminary approval of the merger of Distribution Zones of IDGC of Centre - Kurskenergo division.

#### Decision:

1. To approve the merger of Kursky and Besedinsky Distribution Zones of IDGC of Centre - Kurskenergo division.
2. To recommend to General Director of the Company to hold organizational measures to integrate these Distribution Zones in accordance with the Russian Federation labour legislation with the mandatory conduct of explanatory work with staff.

#### Voting results:

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.**

**Item 2. On preliminary approval of the merger of Distribution Zones of IDGC of Centre - Orelenergo division.**

**Decision:**

1. To approve the merger of Novosilsky and Korsakovsky Distribution Zones of IDGC of Centre - Orelenergo division.
2. To recommend to General Director of the Company to hold organizational measures to integrate these Distribution Zones in accordance with the Russian Federation labour legislation with the mandatory conduct of explanatory work with staff.

**Voting results:**

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.**

**Item 3. On preliminary approval of the merger of Distribution Zones of IDGC of Centre - Tverenergo division.**

**Decision:**

1. To approve the merger Nelidovsky and Belsky Distribution Zones of IDGC of Centre - Tverenergo division.
2. To recommend to General Director of the Company to hold organizational measures to integrate these Distribution Zones in accordance with the Russian Federation labour legislation with the mandatory conduct of explanatory work with staff.

**Voting results:**

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.**

**Item 4. On prior agreement of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.**

**Decision:**

To recommend to the Board of Directors of the Company to take the following decision:  
*«To agree upon the nomination of Nikolay Valeryevich Bogomolov for the position of Deputy General Director of IDGC of Centre - Tambovenergo division director».*

**Voting results:**

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.**

*A dissenting opinion on the given item was received from a member of the Personnel and Remuneration Committee of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 1).*

**Appendix:** The dissenting opinion of the member of the Committee of the Board of Directors of the Company, A.V. Shevchuk, regarding item # 4 of the meeting agenda of the Personnel and Remuneration Committee of the Board of Directors of the Company (Appendix # 1).

**Chairperson  
of the Personnel and Remuneration Committee**

**A.V. Rakov**

**Secretary  
of the Personnel and Remuneration Committee**

**S.V. Lapinskaya**