

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)

«12» May 2017

Moscow

No. 05/17

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:** 12.05.2017.**AGENDA:**

1. On the report of the Personnel and Remuneration Committee to the Board of Directors of the Company «On the work performed in 2016-2017 corporate year».
2. On preliminary consideration of the corporate structure of the Executive Office of IDGC of Centre, PJSC.
3. 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 the report of the Personnel and Remuneration Committee to the Board of Directors of the Company «On the work performed in 2016-2017 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 2016-2017 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:

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 preliminary consideration of the corporate structure of the Executive Office of IDGC of Centre, PJSC.****Decision:**

1. To approve the corporate structure of the Executive Office of IDGC of Centre, PJSC in accordance with Appendix #2 to this decision of the Personnel and Remuneration Committee.
2. To recommend to the Board of Directors of the Company to take the following decision:

«1. To approve the corporate structure of the Executive Office of IDGC of Centre, PJSC in accordance with Appendix # __ to this decision of the Board of Directors of IDGC of Centre, PJSC and put it into force taking into account the terms stipulated by the legislation of the Russian Federation with the change and termination of labour contracts with employees.

2. From the date of entry into force of the corporate structure of the Executive Office of IDGC of Centre, PJSC to consider the corporate structure of the Executive office of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of IDGC of Centre, PJSC on 20.03.2017 (Minutes # 05/17 of 22.03.2017) to have lost force».

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.

Item 3: 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 Alina Khandadashevna Akhmedova for the position of Deputy General Director for Legal Provision of IDGC of Centre, PJSC».

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 Report of the Personnel and Remuneration Committee «On the work performed in 2016-2017 corporate year» (Appendix # 1).
2. The corporate structure of the Executive Office of IDGC of Centre, PJSC (Appendix #2).

Chairperson

of the Personnel and Remuneration Committee

N.I. Erpsher

Secretary

of the Personnel and Remuneration Committee

S.V. Lapinskaya