

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)

«28» May 2021

Moscow

No. 08/21

Form of the meeting: absent voting.**Total number of members of the Personnel and Remuneration Committee:** 3 persons.**Participants of the voting:** A.A. Bashinjaghyan, A.V. Golovtsov, L.A. Romanovskaya.**Members who did not provide questionnaires:** none.**The quorum is present.****Date of the minutes:** 28.05.2021.**AGENDA:**

1. On preliminary consideration of the results of an independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC for the 2020-2021 corporate year.
2. On the Report of the Personnel and Remuneration Committee to the Board of Directors of the Company «On the work performed in the 2020-2021 corporate year».
3. On recommendations to the Board of Directors of the Company on the issue «On consideration of the report of Corporate Secretary of IDGC of Centre, PJSC «On the work performed in the 2020-2021 corporate year».

Item 1. On preliminary consideration of the results of an independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC for the 2020-2021 corporate year.**Decision:**

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

«1. To take into consideration the results of the independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC for the 2020-2021 corporate year in accordance with the Appendix.

2. To instruct the management of IDGC of Centre, PJSC, to take into account, when organizing corporate governance at IDGC of Centre, PJSC, the recommendations issued based on the results of assessing the performance of the Board of Directors of IDGC of Centre, PJSC and the Committees under the Board of Directors of IDGC of Centre, PJSC for the 2020-2021 corporate year.

3. To carry out the procedure for assessing the performance of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC in the 2021-2022 corporate year using the Methodology for assessing the work of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of IDGC of Centre, PJSC (Minutes dated 12.11.2018 # 37/18)».

Voting results:

Astghik Artashesovna Bashinjaghyan	- «FOR»
Alexander Viktorovich Golovtsov	- «ABSTAINED»
Larisa Anatolievna Romanovskaya	- «FOR»

Total:

«FOR»	- «2»
«AGAINST»	- «0»

«ABSTAINED»

- «1»

Decision is taken.

Item 2. On the Report of the Personnel and Remuneration Committee to the Board of Directors of the Company «On the work performed in the 2020-2021 corporate year».

Decision:

To recommend that the Board of Directors of the Company take into consideration the Report of the Personnel and Remuneration Committee of the Board of Directors of the Company «On the work performed in the 2020-2021 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:

Astghik Artashesovna Bashinjaghyan - «FOR»

Alexander Viktorovich Golovtsov - «FOR»

Larisa Anatolievna Romanovskaya - «FOR»

Total:

«FOR» - «3»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

Item 3. On recommendations to the Board of Directors of the Company on the issue «On consideration of the report of Corporate Secretary of IDGC of Centre, PJSC «On the work performed in the 2020-2021 corporate year».

Decision:

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

«To approve the report of Corporate Secretary of IDGC of Centre, PJSC «On the work performed in the 2020-2021 corporate year» in accordance with the Appendix».

Voting results:

Astghik Artashesovna Bashinjaghyan - «FOR»

Alexander Viktorovich Golovtsov - «FOR»

Larisa Anatolievna Romanovskaya - «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 the 2020-2021 corporate year» (Appendix # 1).

**Chairperson of the Personnel and
Remuneration Committee**

L.A. Romanovskaya

**Secretary of the Personnel and
Remuneration Committee**

S.V. Lapinskaya