



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)

«31» July 2019

Moscow

No. 09/19

Form of the meeting: absent voting.

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

Participants of the voting: A.V. Varvarin, A.V. Logatkin, L.A. Romanovskaya, D.A. Chevkin, A.V. Shevchuk.

Members who did not provide questionnaires: none.

The quorum is present

Date of the minutes: 31.07.2019.

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 the 2019-2020 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 2019.
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.
5. On recommendations to the Board of Directors of the Company regarding the item of termination of powers of a member of the Management Board of the Company and election of a member of the Management Board 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 Dmitry Alexandrovich Chevkin as Deputy Chairperson of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.

Voting results:

Alexander Viktorovich Varvarin	- «FOR»
Andrey Vyacheslavovich Logatkin	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Dmitry Alexandrovich Chevkin	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

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

Decision is taken.

A dissenting opinion was received on this item from a member of the Personnel and Remuneration Committee of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 3).

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 the 2019-2020 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 the 2019-2020 corporate year in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee.

Voting results:

Alexander Viktorovich Varvarin	- «FOR»
Andrey Vyacheslavovich Logatkin	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Dmitry Alexandrovich Chevkin	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

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

Decision is taken.

A dissenting opinion was received on this item from a member of the Personnel and Remuneration Committee of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 3).

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 2019.

Decision:

To recommend that the Board of Directors of the Company approve the budget of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2019 in accordance with Appendix # 2 to this decision of the Personnel and Remuneration Committee.

Voting results:

Alexander Viktorovich Varvarin	- «FOR»
Andrey Vyacheslavovich Logatkin	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Dmitry Alexandrovich Chevkin	- «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 that the Board of Directors of the Company take the following decision:

«1. To agree upon the nomination of Vitaly Olegovich Akulichev for the position of First Deputy General Director – Director for Development of IDGC of Centre, PJSC.

Voting results regarding item 1:

Alexander Viktorovich Varvarin	- «FOR»
Andrey Vyacheslavovich Logatkin	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Dmitry Alexandrovich Chevkin	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

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

Decision regarding item 1 is taken.

2. *To agree upon the nomination of Olga Alexandrovna Danshina for the position of Deputy General Director for Corporate and Legal Activities of IDGC of Centre, PJSC.*

Voting results regarding item 2:

Alexander Viktorovich Varvarin	- «FOR»
Andrey Vyacheslavovich Logatkin	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Dmitry Alexandrovich Chevkin	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

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

Decision regarding item 2 is taken.

3. *To agree upon the nomination of Maria Nikolaevna Lobkova for the position of Deputy General Director for Organizational Issues of IDGC of Centre, PJSC.*

Voting results regarding item 3:

Alexander Viktorovich Varvarin	- «FOR»
Andrey Vyacheslavovich Logatkin	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Dmitry Alexandrovich Chevkin	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

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

Decision regarding item 3 is taken.

4. *To agree upon the nomination of Dmitry Vladimirovich Sklyarov for the position of Deputy General Director for Investment and Capital Construction of IDGC of Centre, PJSC.*

Voting results regarding item 4:

Alexander Viktorovich Varvarin	- «FOR»
Andrey Vyacheslavovich Logatkin	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Dmitry Alexandrovich Chevkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision regarding item 4 is taken.

Decision (taken regarding item # 4):

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

«1. *To agree upon the nomination of Vitaly Olegovich Akulichev for the position of First Deputy General Director – Director for Development of IDGC of Centre, PJSC.*

2. *To agree upon the nomination of Olga Alexandrovna Danshina for the position of Deputy General Director for Corporate and Legal Activities of IDGC of Centre, PJSC.*

3. To agree upon the nomination of Maria Nikolaevna Lobkova for the position of Deputy General Director for Organizational Issues of IDGC of Centre, PJSC.

4. To agree upon the nomination of Dmitry Vladimirovich Sklyarov for the position of Deputy General Director for Investment and Capital Construction of IDGC of Centre, PJSC.

A dissenting opinion was received on this item from a member of the Personnel and Remuneration Committee of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 3).

Item 5. On recommendations to the Board of Directors of the Company regarding the item of termination of powers of a member of the Management Board of the Company and election of a member of the Management Board of the Company.

Decision:

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

«1. To terminate the powers of the following members of the Company's Management Board: Inna Vitalievna Gromova, Konstantin Alexandrovich Mikhailik and Sergey Yuryevich Rumyantsev.

2. To elect the following persons to the Company's Management Board:

- Yury Vadimovich Marakin – Deputy General Director for Security of IDGC of Centre, PJSC;

- Vladislava Vladimirovna Rezakova – Deputy General Director for Development and Sale of Services of IDGC of Centre, PJSC;

- Dmitry Vladimirovich Sklyarov – Acting Deputy General Director for Investment and Capital Construction of IDGC of Centre, PJSC.

Voting results:

Alexander Viktorovich Varvarin - «FOR»

Andrey Vyacheslavovich Logatkin - «FOR»

Larisa Anatolievna Romanovskaya - «FOR»

Dmitry Alexandrovich Chevkin - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR» - «5»

«AGAINST» - «0»

«ABSTAINED» - «0»

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 the 2019-2020 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 2019 (Appendix # 2).

3. The dissenting opinion on agenda items ## 1-2, 4 from the member of the Personnel and Remuneration Committee of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 3).

**Chairperson
of the Personnel and Remuneration Committee**

L.A. Romanovskaya

**Secretary
of the Personnel and Remuneration Committee**

S.V. Lapinskaya