



IDGC OF CENTRE

“INTERREGIONAL DISTRIBUTION GRID COMPANY OF CENTRE”, PUBLIC JOINT-STOCK COMPANY

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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)

«27» April 2016

Moscow

No. 07/16

**Form of the meeting:** absent voting.

**Total number of members of the Personnel and Remuneration Committee:** 7 persons.

**Participants of the voting:** N.I. Erpsher, T.P. Dronova, Y.N. Mangarov, D.A. Malkov, Y.N. Pankstyanov, R.A. Filkin, A.V. Shevchuk.

**Members who did not provide questionnaires:** none.

**The quorum is present**

**Date of the minutes:** 28.04.2016.

### AGENDA:

1. On prior agreement of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
2. On recommendation to the Board of Directors of the Company regarding the item of consideration of a draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.
3. On recommendation to the Board of Directors of the Company regarding the item «On amending the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC».

**Item 1: 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 Victoria Viktorovna Nikiforova for the position of Deputy General Director for Work with Public Authorities and Anti-corruption Activities of IDGC of Centre, PJSC».

#### Voting results:

<b>Natalia Ilyinichna Erpsher</b>	- «FOR»
<b>Tatiana Petrovna Dronova</b>	- «FOR»
<b>Denis Alexandrovich Malkov</b>	- «FOR»
<b>Yury Nikolayevich Mangarov</b>	- «FOR»
<b>Yury Nikolayevich Pankstyanov</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

**Total:**

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 2: On recommendation to the Board of Directors of the Company regarding the item of consideration of a draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.**

**OPTION 1 regarding item 2:**

To recommend to the Board of Directors of the Company to take the following decision:  
*«To recommend to the Annual General Meeting of Shareholders of the Company not to approve the draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition».*

**Voting results:**

<b>Natalia Ilyinichna Erpsher</b>	- «FOR»
<b>Tatiana Petrovna Dronova</b>	- «AGAINST»
<b>Denis Alexandrovich Malkov</b>	- «FOR»
<b>Yury Nikolayevich Mangarov</b>	- «FOR»
<b>Yury Nikolayevich Pankstyanov</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «AGAINST»
<b>Alexander Viktorovich Shevchuk</b>	- «AGAINST»

**Total:**

«FOR»	- «4»
«AGAINST»	- «3»
«ABSTAINED»	- «0»

**Decision is taken.**

**OPTION 2 regarding item 2 (Proposal of A.V. Shevchuk):**

To recommend to the Board of Directors of the Company to take the following decision:  
*«To recommend to the Annual General Meeting of Shareholders of the Company to approve the draft of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition».*

**Voting results:**

<b>Natalia Ilyinichna Erpsher</b>	- «AGAINST»
<b>Tatiana Petrovna Dronova</b>	- «FOR»
<b>Denis Alexandrovich Malkov</b>	- «AGAINST»
<b>Yury Nikolayevich Mangarov</b>	- «AGAINST»
<b>Yury Nikolayevich Pankstyanov</b>	- «AGAINST»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

**Total:**

«FOR»	- «3»
«AGAINST»	- «4»
«ABSTAINED»	- «0»

**Decision is NOT taken.**

**Item 3: On recommendation to the Board of Directors of the Company regarding the item «On amending the Method of calculation and assessment of key performance**

**indicators of General Director of IDGC of Centre, PJSC».**

**Decision:**

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

*«1. Pursuant to the orders of the Russian Federation Government directives dated 29.03.2016 №2073n-P13 to amend the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC, approved on 31.03.2016 (Minutes dated 01.04.2016 # 09/16), in accordance with Appendix # \_ to this decision of the Board of Directors of the Company.*

*2. To calculate and assess the key performance indicators in accordance with paragraph 1 of this decision from 1 January 2016».*

**Voting results:**

<b>Natalia Ilyinichna Erpsher</b>	- «FOR»
<b>Tatiana Petrovna Dronova</b>	- «ABSTAINED»
<b>Denis Alexandrovich Malkov</b>	- «FOR»
<b>Yury Nikolayevich Mangarov</b>	- «FOR»
<b>Yury Nikolayevich Pankstyanov</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «AGAINST»
<b>Alexander Viktorovich Shevchuk</b>	- «ABSTAINED»

**Total:**

«FOR»	- «4»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

**Decision is taken.**

**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**