



Interregional Distribution Grid Company of Centre,
Public Joint-Stock Company
2nd Yamskaya, 4, Moscow, Russia, 127018
Tel.: +7 (495) 747-92-92, Fax: +7 (495) 747-92-95,
Power Engineers' Direct Line: 8-800-50-50-115,
Trust Line: +7 (495) 747-92-99,
e-mail: posta@mrsk-1.ru, www.mrsk-1.ru

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)

«30» May 2016

Moscow

No. 09/16

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: 31.05.2016.

AGENDA:

1. On recommendations to the Board of Directors of the Company regarding a special bonus payment to General Director of IDGC of Centre, PJSC following the results of 2015.

Item 1: On recommendations to the Board of Directors of the Company regarding a special bonus payment to General Director of IDGC of Centre, PJSC following the results of 2015.

Decision:

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

«In accordance with para. 3.5. of the Regulation on material incentives of General Director of the Company to pay the special bonus following the results of 2015 to General Director of IDGC of Centre, PJSC, O.Y. Isaev, in accordance with the Appendix».

Voting results:

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

Total:

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

Decision is taken.

The following dissenting opinion of a member of the Board of Directors of the Company, A.V. Shevchuk, was received on this item:

«The dissenting opinion: It is necessary to revise the current system of incentives in the framework of a special bonus from net profit, taking into account the need for proper motivation of CEO and setting appropriate values, based on KPIs».

**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