



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)

«30» April 2019

Moscow

No. 06/19

Form of the meeting: absent voting.

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

Participants of the voting: A.V. Rakov, M.M. Saukh, A.I. Pavlov, R.A. Filkin, A.V. Shevchuk.

Members who did not provide questionnaires: none.

The quorum is present

Date of the minutes: 30.04.2019.

AGENDA:

1. On the report of the Personnel and Remuneration Committee to the Board of Directors of the Company «On the work performed in the 2018-2019 corporate year».
2. On recommendations to the Board of Directors of the Company regarding the item «On consideration of the report of Corporate Secretary of IDGC of Centre, PJSC «On the work performed in the 2018-2019 corporate year».
3. On consideration of the performance of Deputies General Director of the Company and preparation of appropriate recommendations to General Director of the Company.
4. On recommendations to the Board of Directors of the Company regarding the item of consideration of 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.

Item 1. On the report of the Personnel and Remuneration Committee to the Board of Directors of the Company «On the work performed in the 2018-2019 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 the 2018-2019 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:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Item 2. On recommendations to the Board of Directors of the Company regarding the item «On consideration of the report of Corporate Secretary of IDGC of Centre, PJSC «On the work performed in the 2018-2019 corporate year».

Decision:

To recommend to the Board of Directors of the Company to take the following decision:
«To approve the report of Corporate Secretary of IDGC of Centre, PJSC «On the work performed in the 2018-2019 corporate year» in accordance with the Appendix».

Voting results:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Item 3. On consideration of the performance of Deputies General Director of the Company and preparation of appropriate recommendations to General Director of the Company.

Decision regarding item 3.1:

3.1. In connection with the expiration of the term of office of Deputy General Director for Investment of IDGC of Centre, PJSC, Dmitry Vladimirovich Sklyarov, taking into account his performance during his time in office, to recommend to General Director of the Company to conclude an employment agreement with D.V. Sklyarov for a new term until 30.04.2020 inclusive.

Voting results regarding item 3.1:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

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

Decision is taken regarding item 3.1.

Decision regarding item 3.2:

3.2. In connection with the expiration of the term of office of First Deputy General Director - Chief Engineer of IDGC of Centre, PJSC, Alexander Viktorovich Pilyugin, taking into account his performance during his time in office, to recommend to General Director of the Company to conclude an employment agreement with A.V. Pilyugin for a new term until 30.04.2020 inclusive.

Voting results regarding item 3.2:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

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

Decision is taken regarding item 3.2.**Decision regarding item 3.3:**

3.3. In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre - Belgorodenergo division director, Sergey Nikolayevich Demidov, taking into account the need for additional study of the issue to agree upon the nominee for a longer period, to recommend to General Director of the Company to conclude an employment agreement with S.N. Demidov for a new term until 31.05.2019 inclusive.

Voting results regarding item 3.3:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «ABSTAINED»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken regarding item 3.3.**Decision regarding item 3.4:**

3.4. In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre - Bryanskenergo division director, Alexander Ivanovich Kosarim, taking into account the need for additional study of the issue to agree upon the nominee for a longer period, to recommend to General Director of the Company to conclude an employment agreement with A.I. Kosarim for a new term until 31.05.2019 inclusive.

Voting results regarding item 3.4:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «ABSTAINED»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken regarding item 3.4.**Decision regarding item 3.5:**

3.5. In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre - Kurskenergo division director, Alexander Nikolayevich Rudnevsky, taking into account the need for additional study of the issue to agree upon the nominee for a longer period, to recommend to General Director of the Company to conclude an employment agreement with A.N. Rudnevsky for a new term until 31.05.2019 inclusive.

Voting results regarding item 3.5:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»

Maxim Mikhailovich Saukh - «FOR»
Roman Alexeyevich Filkin - «ABSTAINED»
Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken regarding item 3.5.

Decision regarding item 3.6:

3.6. In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre – Lipetskenergo division director, Sergey Andreevich Koval, taking into account the need for additional study of the issue to agree upon the nominee for a longer period, to recommend to General Director of the Company to conclude an employment agreement with S.A. Koval for a new term until 31.05.2019 inclusive.

Voting results regarding item 3.6:

Alexey Igorevich Pavlov - «FOR»
Alexey Viktorovich Rakov - «FOR»
Maxim Mikhailovich Saukh - «FOR»
Roman Alexeyevich Filkin - «ABSTAINED»
Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken regarding item 3.6.

Decision regarding item 3.7:

3.7. In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre - Orelenergo division director, Yury Alexeevich Volchenkov, taking into account the need for additional study of the issue to agree upon the nominee for a longer period, to recommend to General Director of the Company to conclude an employment agreement with Y.A. Volchenkov for a new term until 31.05.2019 inclusive.

Voting results regarding item 3.7:

Alexey Igorevich Pavlov - «FOR»
Alexey Viktorovich Rakov - «FOR»
Maxim Mikhailovich Saukh - «FOR»
Roman Alexeyevich Filkin - «ABSTAINED»
Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken regarding item 3.7.

Decision regarding item 3.8:

3.8. In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre - Smolenskenergo division director, Sabir Rafikovich Agamaliev, taking into account the need for additional study of the issue to agree upon the nominee for a longer period, to recommend to General Director of the Company to conclude an employment agreement with S.R. Agamaliev for a new term until 31.05.2019 inclusive.

Voting results regarding item 3.8:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «ABSTAINED»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken regarding item 3.8.

Decision regarding item 3.9:

3.9. In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre – Tverenergo division director, Manvel Ludvigovich Mazhonts, taking into account the need for additional study of the issue to agree upon the nominee for a longer period, to recommend to General Director of the Company to conclude an employment agreement with M.L. Mazhonts for a new term until 31.05.2019 inclusive.

Voting results regarding item 3.9:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «ABSTAINED»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken regarding item 3.9.

Item 4: On recommendations to the Board of Directors of the Company regarding the item of consideration of 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.

Decision:

To recommend to the Board of Directors of the Company to take the following decision:
«To propose to the Annual General Meeting of Shareholders of the Company to approve 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 in accordance with the Appendix».

Voting results:

Alexey Igorevich Pavlov	- «FOR»
Alexey Viktorovich Rakov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

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

Decision is taken.

Appendix: The Report of the Personnel and Remuneration Committee «On the work performed in the 2018-2019 corporate year» (Appendix # 1).

**Chairperson
of the Personnel and Remuneration Committee**

A.V. Rakov

**Secretary
of the Personnel and Remuneration Committee**

S.V. Lapinskaya