

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» November 2020

Moscow

No. 16/20

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:** 27.11.2020.**AGENDA:**

1. On the recommendation to the Board of Directors of the Company regarding the item on amending the Regulation on material incentives of General Director of IDGC of Centre, PJSC.
2. On the recommendation to the Board of Directors of the Company regarding the item on amending the Regulation on material incentives and employee benefits for senior managers of IDGC of Centre, PJSC.

Item 1. On the recommendation to the Board of Directors of the Company regarding the item on amending the Regulation on material incentives of General Director of IDGC of Centre, PJSC.**Decision:**

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

«1. To amend the Regulation on material incentives of General Director of IDGC of Centre, PJSC (hereinafter - the Regulation), approved by the decision of the Board of Directors of the Company on 15.07.2011 (Minutes of 18.07.2011 # 16/11) with changes approved by decisions of the Board of Directors of the Company on 18.12.2014 (Minutes of 19.12.2014 # 29/14), 26.02.2015 (Minutes of 27.02.2015 # 03/15), 29.05.2017 (Minutes of 31.05.2017 # 14/17), 07.09.2017 (Minutes of 08.09.2017 # 22/17) and 30.09.2019 (Minutes of 30.09.2019 # 31/19), in accordance with the Appendix to this decision, extending the effect of these changes from 01.01.2020 to 31.12.2020.

2. To amend the Regulation on material incentives of General Director of IDGC of Centre, PJSC (hereinafter - the Regulation), approved by the decision of the Board of Directors of the Company on 15.07.2011 (Minutes of 18.07.2011 # 16/11) with changes approved by decisions of the Board of Directors of the Company on 18.12.2014 (Minutes of 19.12.2014 # 29/14), 26.02.2015 (Minutes of 27.02.2015 # 03/15), 29.05.2017 (Minutes of 31.05.2017 # 14/17), 07.09.2017 (Minutes of 08.09.2017 # 22/17) and 30.09.2019 (Minutes of 30.09.2019 # 31/19), as well as the changes according to paragraph 1 of this decision, in accordance with the Appendix to this decision. To determine the date of entry into force of the changes to the Regulation - from 01.01.2021».

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 recommendation to the Board of Directors of the Company regarding the item on amending the Regulation on material incentives and employee benefits for senior managers of IDGC of Centre, PJSC.

Decision:

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

«To amend the Regulation on material incentives and employee benefits for senior managers of IDGC of Centre, PJSC (hereinafter - the Regulation), approved by the decision of the Board of Directors of the Company on 15.07.2011 (Minutes of 18.07.2011 # 16/11) with changes approved by decisions of the Board of Directors of the Company on 07.09.2017 (Minutes of 08.09.2017 # 22/17), in accordance with the Appendix to this decision. To determine the date of entry into force of the changes to the Regulation - from 01.01.2021».

Voting results:

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

Total:

«FOR»	- «2»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Chairperson of the Personnel and Remuneration Committee

L.A. Romanovskaya

Secretary of the Personnel and Remuneration Committee

S.V. Lapinskaya