

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 2020

Moscow

No. 06/20

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:** 31.07.2020.**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 2020-2021 corporate year.
3. On preliminary approval of the merger of Distribution Zones of branches of IDGC of Centre, PJSC.

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 Alexander Viktorovich Golovtsov as Deputy Chairperson of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC.

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 approval of the Work Plan of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for the 2020-2021 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 2020-2021 corporate year in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee.

Voting results:

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

Total:

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

Decision is taken.

Item 3. On preliminary approval of the merger of Distribution Zones of branches of IDGC of Centre, PJSC.

Decision:

1. To approve the merger of the following Distribution Zones of IDGC of Centre - Kurskenergo division:

- Zolotukhinsky and Ponyrovsky – united Zolotukhinsky Distribution Zone;
- Kursky and Central – united Kursky Distribution Zone;
- Kurchatovsky and Oktyabrsky – united Kurchatovsky Distribution Zone.

2. To approve the merger of the following Distribution Zones of IDGC of Centre - Lipetskenegero division:

- Zadonsky and Khlevensky – united Zadonsky Distribution Zone;
- Lebedyansky and Lev-Tolstovsky – united Lebedyansky Distribution Zone;
- Dolgorukovsky and Izmailovsky – united Dolgorukovsky Distribution Zone;
- Chaplyginsky and Dobrovsky – united Chaplyginsky Distribution Zone;
- Stanovlyansky and Krasninsky – united Stanovlyansky Distribution Zone;
- Terbunsky and Volovsky – united Terbunsky Distribution Zone.

3. To approve the merger of the following Distribution Zones of IDGC of Centre - Orelenergo division:

- Livensky and Dolzhansky – united Livensky Distribution Zone;
- Pokrovsky and Kolpnyansky – united Pokrovsky Distribution Zone;
- Verkhovsky, Novoderevenkovsky and Krasnozorensky – united Verkhovsky Distribution Zone;
- Sverdlovsky, Maloarkhangel'sky and Glazunovsky – united Glazunovsky Distribution Zone;
- Novosil'sky and Zalegoschensky – united Novosil'sky Distribution Zone;
- Uritsky, Soskovsky and Shablykinsky – united Uritsky Distribution Zone;
- Kromskoy, Trosnyansky and Dmitrovsky – united Kromskoy Distribution Zone;
- Bolkhov'sky, Khotynetsky and Znamensky – united Bolkhov'sky Distribution Zone.

4. To approve the merger of the following Distribution Zones of IDGC of Centre - Bryanskenergo division:

- Gordeevsky, Krasnogorsky and Klintsovsky – united Klintsovsky Distribution Zone;
- Zlynkovsky and Novozybkovsky – united Novozybkovsky Distribution Zone;
- Rognedinsky and Dubrovsky – united Dubrovsky Distribution Zone;
- Bryansky and Zhiryatinsky – united Bryansky Distribution Zone;
- Sevsky and Suzemsky – united Sevsky Distribution Zone.

5. To approve the merger of the following Distribution Zones of IDGC of Centre - Voronezhenergo division:

- Khokholsky and Voronezhsky – united Khokholsky Distribution Zone.

6. To approve the merger of the following Distribution Zones of IDGC of Centre - Kostromaenergo division:

- Buisky and Susaninsky – united Buisky Distribution Zone;
- Vokhom'sky, Pavinsky and Oktyabrsky – united Vokhom'sky Distribution Zone;
- Kostromsky and Gorodsky – united Kostromsky Distribution Zone;
- Manturovsky and Mezhevsky – united Manturovsky Distribution Zone;
- Nerekhtsky and Volgorechensky – united Nerekhtsky Distribution Zone;
- Sharyinsky, Ponazyrevsky and Rozhdestvensky – united Sharyinsky Distribution Zone.

7. To approve the merger of the following Distribution Zones of IDGC of Centre - Tambovenergo division:

- Kirsanovsky and Gavrilovsky – united Kirsanovsky Distribution Zone.

8. To approve the merger of the following Distribution Zones of IDGC of Centre - Yarenergo division:

- Lyubim'sky, Danilovsky and Pervomaisky – united North-East Distribution Zone.

9. To recommend that General Director of the Company hold organizational measures to integrate these Distribution Zones in accordance with the labour legislation of the Russian Federation with mandatory explanatory work with staff.

Voting results:

Astghik Artashesovna Bashinjaghyan - «FOR»

Alexander Viktorovich Golovtsov - «FOR»

Larisa Anatolievna Romanovskaya - «FOR»

Total:

«FOR» - «3»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

Appendix: The Work Plan of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC for the 2020-2021 corporate year (Appendix # 1).

**Chairperson of the Personnel and
Remuneration Committee****L.A. Romanovskaya****Secretary of the Personnel and
Remuneration Committee****S.V. Lapinskaya**