

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)

«22» April 2020

Moscow

No. 03/20

Form of the meeting: absent voting.

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

Participants of the voting: A.V. Varvarin, A.V. Logatkin, L.A. Romanovskaya, D.A. Chevkin, A.V. Shevchuk.

Members who did not provide questionnaires: none.

The quorum is present

Date of the minutes: 22.04.2020.

AGENDA:

1. On consideration of the performance of Deputy General Director of the Company and preparation of appropriate recommendations to General Director of the Company.
2. On the report of the Personnel and Remuneration Committee to the Board of Directors of the Company «On the work performed in the 2019-2020 corporate year».

Item 1. On consideration of the performance of Deputy General Director of the Company and preparation of appropriate recommendations to General Director of the Company.

Decision:

In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre - Kostromaenergo division director, Dmitry Pavlovich Prokhorov, taking into account his performance during his time in office, to recommend that General Director of the Company, I.V. Makovskiy, conclude an employment agreement with D.P. Prokhorov for a new term until 18.10.2021 inclusive.

Voting results:

Alexander Viktorovich Varvarin	- «FOR»
Andrey Vyacheslavovich Logatkin	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Dmitry Alexandrovich Chevkin	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

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

Decision is taken.

A dissenting opinion was received on this item from a member of the Personnel and Remuneration Committee, A.V. Shevchuk (Appendix # 2).

Item 2. On the report of the Personnel and Remuneration Committee to the Board of Directors of the Company «On the work performed in the 2019-2020 corporate year».

Decision:

To recommend that the Board of Directors of the Company approve the Report of the Personnel and Remuneration Committee «On the work performed in the 2019-2020 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:

Alexander Viktorovich Varvarin	- «FOR»
Andrey Vyacheslavovich Logatkin	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Dmitry Alexandrovich Chevkin	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

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

Decision is taken.

A dissenting opinion was received on this item from a member of the Personnel and Remuneration Committee, A.V. Shevchuk (Appendix # 2).

Appendices:

1. The Report of the Personnel and Remuneration Committee «On the work performed in the 2019-2020 corporate year» (Appendix # 1).
2. The dissenting opinion from the member of the Personnel and Remuneration Committee of the Board of Directors of the Company, A.V. Shevchuk, on agenda items ## 1-2 (Appendix # 2).

Chairperson of the Personnel and Remuneration Committee

L.A. Romanovskaya

Secretary of the Personnel and Remuneration Committee

S.V. Lapinskaya