

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» March 2020

Moscow

No. 02/20

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:** 31.03.2020.**AGENDA:**

1. On recommendations to the Board of Directors of the Company regarding the item «On consideration of the results of self-assessment of the performance of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC for the 2019-2020 corporate year».
2. On preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC.
3. On prior agreement of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.

Item 1. On recommendations to the Board of Directors of the Company regarding the item «On consideration of the results of self-assessment of the performance of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC for the 2019-2020 corporate year».

Decision:

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

*«To take into consideration the report on the conducted self-assessment of the performance of the Board of Directors and Committees of the Board of Directors of IDGC of Centre, PJSC for the 2019-2020 corporate year in accordance with the Appendix».***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.

Item 2. On preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC.

Decision:

1. To approve and submit to the Board of Directors of the Company the results of preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee.
2. To recommend that the Board of Directors of the Company include the results of preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC, conducted by the Personnel and Remuneration Committee, into the list of materials to be provided to persons entitled to participate in the Annual General Meeting of Shareholders 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.**Item 3. On prior agreement of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.****Decision:**

To recommend that the Board of Directors of the Company take the following decision:
«To agree upon the nomination of Vyacheslav Alexeevich Antonov for the position of Deputy General Director of IDGC of Centre - Voronezhenergo division director».

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.

Appendix: The preliminary assessment of nominations to the Board of Directors of IDGC of Centre, PJSC (Appendix # 1).

Chairperson of the Personnel and Remuneration Committee

L.A. Romanovskaya

Secretary of the Personnel and Remuneration Committee

S.V. Lapinskaya