



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)

«10» March 2017

Moscow

No. 02/17

**Form of the meeting:** absent voting.

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

**Participants of the voting:** N.I. Erpsher, D.A. Malkov, Y.N. Mangarov, R.A. Filkin, A.V. Shevchuk.

**Members who did not provide questionnaires:** none.

**The quorum is present**

**Date of the minutes:** 13.03.2017.

### AGENDA:

1. On evaluation of the compositions of the management and youth personnel reserve of the Company for 2017.
2. On preliminary consideration of the corporate structure of the Executive Office of IDGC of Centre, PJSC.
3. On preliminary consideration of the typified corporate structure of the administrative office of a branch of IDGC of Centre, PJSC.
4. On prior agreement of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
5. On preliminary approval of the merger of Rostovsky and City Distribution Zones of IDGC of Centre - Yarenergo division.

### Item 1: On evaluation of the compositions of the management and youth personnel reserve of the Company for 2017.

#### Decision:

1. To approve the composition of personnel reserve of managers of IDGC of Centre, PJSC specifying the target positions in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee.
2. To approve the composition of personnel reserve of young professionals of IDGC of Centre, PJSC in accordance with Appendix # 2 to this decision of the Personnel and Remuneration Committee.

#### Voting results:

<b>Natalia Ilyinichna Erpsher</b>	- «FOR»
<b>Denis Alexandrovich Malkov</b>	- «FOR»
<b>Yury Nikolayevich Mangarov</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

#### Total:

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

**Decision is taken.**

**Item 2: On preliminary consideration of the corporate structure of the Executive Office of IDGC of Centre, PJSC.**

**Decision:**

1. To approve the corporate structure of the Executive Office of IDGC of Centre, PJSC in accordance with Appendix #3 to this decision of the Personnel and Remuneration Committee.

2. To recommend to the Board of Directors of the Company to take the following decision:

*«1. To approve the corporate structure of the Executive Office of IDGC of Centre, PJSC in accordance with Appendix #\_ to this decision of the Board of Directors of IDGC of Centre, PJSC and put it into force taking into account the terms stipulated by the legislation of the Russian Federation with the change and termination of labour contracts with employees.*

*2. From the date of entry into force of the corporate structure of the Executive Office of IDGC of Centre, PJSC to consider the corporate structure of the Executive office of IDGC of Centre, PJSC, approved by the decision of the Board of Directors of IDGC of Centre, PJSC on 11.04.2016 (Minutes # 10/16 of 11.04.2015) to have lost force».*

**Voting results:**

<b>Natalia Ilyinichna Erpsher</b>	- «FOR»
<b>Denis Alexandrovich Malkov</b>	- «FOR»
<b>Yury Nikolayevich Mangarov</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «ABSTAINED»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 3: On preliminary consideration of the typified corporate structure of the administrative office of a branch of IDGC of Centre, PJSC.**

**Decision:**

1. To approve the typified corporate structure of the administrative office of a branch of IDGC of Centre, PJSC in accordance with Appendix # 4 to this decision of the Personnel and Remuneration Committee.

2. To recommend to General Director of IDGC of Centre, PJSC, O.Y. Isaev, to approve the corporate structures of the administrative offices of the branches of IDGC of Centre, PJSC, developed in accordance with Appendix # 4 to this decision of the Personnel and Remuneration Committee.

**Voting results:**

<b>Natalia Ilyinichna Erpsher</b>	- «FOR»
<b>Denis Alexandrovich Malkov</b>	- «FOR»
<b>Yury Nikolayevich Mangarov</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «ABSTAINED»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 4: 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 to the Board of Directors of the Company to take the following decision:

«1. To agree upon the nomination of Vadim Olegovich Yurchenko for the position of Deputy General Director of IDGC of Centre - Tverenergo division director».

**Voting results:**

<b>Natalia Ilyinichna Erpsher</b>	- «FOR»
<b>Denis Alexandrovich Malkov</b>	- «FOR»
<b>Yury Nikolayevich Mangarov</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «ABSTAINED»
<b>Alexander Viktorovich Shevchuk</b>	- «ABSTAINED»

**Total:**

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

**Decision is taken.**

2. To agree upon the nomination of Vladimir Vladimirovich Ozhkalo for the position of Deputy General Director for Security of IDGC of Centre, PJSC».

**Voting results:**

<b>Natalia Ilyinichna Erpsher</b>	- «FOR»
<b>Denis Alexandrovich Malkov</b>	- «FOR»
<b>Yury Nikolayevich Mangarov</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «ABSTAINED»
<b>Alexander Viktorovich Shevchuk</b>	- «ABSTAINED»

**Total:**

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

**Decision is taken.**

**A dissenting opinion of a member of the Personnel and Remuneration Committee of the Board of Directors of IDGC of Centre, PJSC, A.V. Shevchuk, was received on item #4:**

«The meeting is held in absentia, respectively, without the invitation of the candidates being considered for the meeting».

**Item 5. On preliminary approval of the merger of Rostovsky and City Distribution Zones of IDGC of Centre - Yarenergo division.**

**Decision:**

1. To approve the merger of Rostovsky and City Distribution Zones of IDGC of Centre - Yarenergo division.

2. To recommend to General Director of IDGC of Centre, PJSC to hold organizational measures to integrate these Distribution Zones in accordance with the Russian Federation legislation with obligatory carrying out of explanatory work with the personnel and to present the report on results of the carried out actions on the merger of the areas Distribution Zones in terms of the human resources management not later than 01.09.2017.

**Voting results:**

<b>Natalia Ilyinichna Erpsher</b>	- «FOR»
<b>Denis Alexandrovich Malkov</b>	- «FOR»
<b>Yury Nikolayevich Mangarov</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

**Total:**

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

**Decision is taken.****Appedices:**

1. The composition of personnel reserve of managers of IDGC of Centre, PJSC (Appendix # 1).
2. The composition of personnel reserve of young professionals of IDGC of Centre, PJSC (Appendix # 2).
3. The corporate structure of the Executive Office of IDGC of Centre, PJSC (Appendix # 3).
4. The typified corporate structure of the administrative office of a branch of IDGC of Centre, PJSC (Appendix # 4).

**Chairperson  
of the Personnel and Remuneration Committee  
of the Board of Directors of IDGC of Centre, PJSC**

**N.I. Erpsher**

**Secretary  
of the Personnel and Remuneration Committee  
of the Board of Directors of IDGC of Centre, PJSC**

**S.V. Lapinskaya**