



Interregional Distribution Grid Company of Centre,
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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)

«26» May 2017

Moscow

No. 06/17

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: 26.05.2017.

AGENDA:

1. On consideration of the report of General Director of the Company «On results of the carried out actions on the merger of the areas Distribution Zones IDGC of Centre - Yarenergo division in terms of the human resources management».
2. On recommendation to the Board of Directors of the Company on the issue of amending the Regulation on material incentives for General Director of the Company.

Item 1: On consideration of the report of General Director of the Company «On results of the carried out actions on the merger of the areas Distribution Zones IDGC of Centre - Yarenergo division in terms of the human resources management».

Decision:

To take into consideration the report of General Director of the Company «On results of the carried out actions on the merger of the areas Distribution Zones IDGC of Centre - Yarenergo division in terms of the human resources management» in accordance with Appendix # 1 to this decision of the Personnel and Remuneration Committee.

Voting results:

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

Total:

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

Decision is taken.

Item 2: On recommendation to the Board of Directors of the Company on the issue of amending the Regulation on material incentives for General Director of the Company.

Decision:

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

«To amend the Regulation on material incentives for General Director of IDGC of Centre (hereinafter - the Regulation), approved by the decision of the Board of Directors of the

Company on 15.07.2011 (Minutes # 16/11 of 18.07.2011), with amendments dated 18.12.2014 (Minutes # 29/14 of 19.12.2014), 26.02.2015 (Minutes # 03/15 of 27.02.2015), in accordance with the Appendix. To define the effective date of the Regulation - from 01.01.2017».

Voting results:

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

Total:

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

Decision is taken.

Appendix: The report of General Director of the Company «On results of the carried out actions on the merger of the areas Distribution Zones IDGC of Centre - Yarenergo division in terms of the human resources management» (Appendix # 1).

**Chairperson
of the Personnel and Remuneration Committee**

N.I. Erpsher

**Secretary
of the Personnel and Remuneration Committee**

S.V. Lapinskaya