



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)

«16» January 2017

Moscow

No. 01/17

**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:** 16.01.2017.

**AGENDA:**

1. On prior agreement of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
2. On consideration of the performance of Deputies General Director of the Company and preparation of appropriate recommendations to General Director of the Company.

**Item 1: 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:

*«To agree upon the nomination of Olga Vladimirovna Tikhomirova for the position of Deputy General Director for Economy and Finance 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.**

**Item 2: On consideration of the performance of Deputies 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 for Corporate Governance Sergey Nikolayevich Sharapov, taking into account the results of operations for the period of his work in the office, to recommend to General Director of the Company O.Y. Isaev to conclude an employment agreement with S.N. Sharapov for a new term until 30.04.2019 inclusive.

**Voting results:**

<b>Natalia Ilyinichna Erpsher</b>	- «FOR»
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<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 items ## 1-2:

*«I vote «ABSTAINED» because such issues should be discussed in person with invitation of the persons concerned. Despite the fact that I know the two Deputies, I would like to be able to discuss with them the future action plans in the framework of their competences».*

**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**