



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)

«16» June 2017

Moscow

No. 07/17

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: 16.06.2017.

AGENDA:

1. On recommendation to the Board of Directors of the Company on the issue of election of Corporate Secretary of the Company, including determination of the amount and procedure for payment of the remuneration of Corporate Secretary 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.
3. On preliminary consideration of the corporate structure of the Executive Office of IDGC of Centre, PJSC.
4. On preliminary consideration of the typical organizational structure of the Administration Office of a branch of IDGC of Centre, PJSC.

Item 1. On recommendation to the Board of Directors of the Company on the issue of election of Corporate Secretary of the Company, including determination of the amount and procedure for payment of the remuneration of Corporate Secretary of the Company.

Decision:

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

«1. To elect Svetlana Vladimirovna Lapinskaya - Head of Corporate Events Office of Corporate Governance and Shareholder Relations Department of IDGC of Centre, PJSC as Corporate Secretary of IDGC of Centre, PJSC.

2. To determine the amount and procedure for payment of the remuneration of Corporate Secretary of the Company in accordance with the Appendix».

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 consideration of the performance of Deputies General Director of the Company and preparation of appropriate recommendations to General Director of the Company.

Decision:

1. In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre - Belgorodenergo division director, Sergey Nikolayevich Demidov, taking into account the results of operations for the period of his work in the office, to recommend to General Director of the Company to conclude an employment agreement with S.N. Demidov for a new term until 25.06.2018 inclusive.

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.

2. In connection with the expiration of the term of office of Deputy General Director for Investment of IDGC of Centre, PJSC Dmitry Vladimirovich Sklyarov, taking into account the results of operations for the period of his work in the office, to recommend to General Director of the Company to conclude an employment agreement with D.V. Sklyarov for a new term until 30.04.2019 inclusive.

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.

Item 3: 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 #1 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 the Appendix to the 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 16.05.2017 (Minutes # 12/17 of 16.05.2017) to have lost force».

Voting results:

Natalia Ilyinichna Erpsher	- «FOR»
Denis Alexandrovich Malkov	- «FOR»
Yury Nikolayevich Mangarov	- «FOR»

Roman Alexeevich Filkin - «FOR»
Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

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

Decision is taken.

Item 4: On preliminary consideration of the typical organizational structure of the Administration Office of a branch of IDGC of Centre, PJSC.

Decision:

1. To approve the typical organizational structure of the Administration Office of a branch of IDGC of Centre, PJSC in accordance with Appendix #2 to this decision of the Personnel and Remuneration Committee.
2. To recommend to General Director of IDGC of Centre, PJSC to approve the typical organizational structures of the Administration Offices of the branches of IDGC of Centre, PJSC, developed in accordance with Appendix #2 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 - «ABSTAINED»

Total:

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

Decision is taken.

Appendices:

1. The corporate structure of the Executive Office of IDGC of Centre, PJSC (Appendix #1).
2. The typical organizational structure of the Administration Office of a branch of IDGC of Centre, PJSC (Appendix #2).

**Chairperson
of the Personnel and Remuneration Committee**

N.I. Erpsher

**Secretary
of the Personnel and Remuneration Committee**

S.V. Lapinskaya