

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)

«29» September 2020

Moscow

No. 13/20

Form of the meeting: absent voting.**Total number of members of the Personnel and Remuneration Committee:** 3 persons.**Participants of the voting:** A.A. Bashinjaghyan, A.V. Golovtsov, L.A. Romanovskaya.**Members who did not provide questionnaires:** none.**The quorum is present****Date of the minutes:** 29.09.2020.**AGENDA:**

1. On recommendations to the Board of Directors of the Company regarding the item on material incentives for General Director of the Company.
2. On recommendations to the Board of Directors of the Company regarding the item «On approval of the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC».
3. On recommendations to the Board of Directors of the Company regarding the item «On approval of target values of key performance indicators of General Director of IDGC of Centre, PJSC for 2020».

Item 1. On recommendations to the Board of Directors of the Company regarding the item on material incentives for General Director of the Company.**Decision:**

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

«In accordance with paragraph 3.4 of the Regulation on material incentives for General Director of the Company, to pay an additional bonus for the fulfillment by the end of 2019 of the conditions (strategic priorities) determined by the Board of Directors of the Company in accordance with the Appendix to General Director of IDGC of Centre, PJSC Igor Vladimirovich Makovski».

Voting results:

Astghik Artashesovna Bashinjaghyan	- «FOR»
Alexander Viktorovich Golovtsov	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»

Total:

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

Decision is taken.**Item 2. On recommendations to the Board of Directors of the Company regarding the item «On approval of the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC».****Decision:**

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

«On approval of the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC for use from 1 January 2020 in accordance with the

Appendix».

Voting results:

Astghik Artashesovna Bashinjaghyan - «FOR»
Alexander Viktorovich Golovtsov - «ABSTAINED»
Larisa Anatolievna Romanovskaya - «FOR»

Total:

«FOR»	- «2»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

A dissenting opinion was received on this item from a member of the Personnel and Remuneration Committee of the Board of Directors of the Company, A.V. Golovtsov (Appendix # 1).

Item 3. On recommendations to the Board of Directors of the Company regarding the item «On approval of target values of key performance indicators of General Director of IDGC of Centre, PJSC for 2020».

Decision:

To recommend that the Board of Directors of the Company take the following decision:
«To approve the target values of key performance indicators of General Director of IDGC of Centre, PJSC for 2020 in accordance with the Appendix».

Voting results:

Astghik Artashesovna Bashinjaghyan - «FOR»
Alexander Viktorovich Golovtsov - «ABSTAINED»
Larisa Anatolievna Romanovskaya - «FOR»

Total:

«FOR»	- «2»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

A dissenting opinion was received on this item from a member of the Personnel and Remuneration Committee of the Board of Directors of the Company, A.V. Golovtsov (Appendix # 1).

Appendix: The dissenting opinion from the member of the Personnel and Remuneration Committee of the Board of Directors of the Company, A.V. Golovtsov, on agenda items ## 2-3 of the Personnel and Remuneration Committee of the Board of Directors of the Company (Appendix # 1).

Chairperson of the Personnel and Remuneration Committee

L.A. Romanovskaya

Secretary of the Personnel and Remuneration Committee

S.V. Lapinskaya