



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)

«04» September 2017

Moscow

No. 10/17

Form of the meeting: absent voting.

Total number of members of the Personnel and Remuneration Committee: 3 persons.

Participants of the voting: T.P. Dronova, Y.N. Mangarov, O.V. Shatokhina.

Members who did not provide questionnaires: none.

The quorum is present

Date of the minutes: 06.09.2017.

AGENDA:

1. On consideration of the report of General Director of the Company «On results of the organizational measures held on the merger of Rostovsky and City Distribution Zones of IDGC of Centre - Yarenergo division in terms of the human resources management».
2. On the recommendation to the Board of Directors of the Company regarding the item of amending the Regulation on material incentives for General Director of the Company.
3. On the recommendation to the Board of Directors of the Company regarding the item of amending the Regulation on material incentives and benefits package for senior managers of the Company.
4. On preliminary consideration of the corporate structure of the Executive Office of IDGC of Centre, PJSC.

Item 1. On consideration of the report of General Director of the Company «On results of the organizational measures held on the merger of Rostovsky and City Distribution Zones of 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 organizational measures held on the merger of Rostovsky and City Distribution Zones of 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:

Tatiana Petrovna Dronova - «FOR»

Yury Nikolayevich Mangarov - «FOR»

Oxana Vladimirovna Shatokhina - «FOR»

Total:

«FOR» - «3»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

Item 2. On the recommendation to the Board of Directors of the Company regarding the item 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 the Company (hereinafter - the Regulation), approved by the decision of the Board of Directors on 15.07.2011 (Minutes dated 18.07.2011 # 16/11), with amendments dated 18.12.2014 (Minutes dated 19.12.2014 # 29/14), 26.02.2015 (Minutes dated 27.02.2015 # 03/15), 29.05.2017 (Minutes dated 31.05.2017 # 14/17), in accordance with the Appendix. To determine the effective date of the amendments to the Regulation - from the date of the beginning by the Company to exercise the powers of the sole executive body of IDGC of Centre and Volga Region, PJSC.»

Voting results:

Tatiana Petrovna Dronova	- «AGAINST»
Yury Nikolayevich Mangarov	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»

Total:

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

Decision is taken.

Item 3. On the recommendation to the Board of Directors of the Company regarding the item of amending the Regulation on material incentives and benefits package for senior managers 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 and benefits package for senior managers of the Company (hereinafter - the Regulation), approved by the decision of the Board of Directors of the Company on 15.07.2011 (Minutes dated 18.07.2011 # 16/11), in accordance with the Appendix.»

To determine the effective date of the amendments to the Regulation - from the date of the beginning by the Company to exercise the powers of the sole executive body of IDGC of Centre and Volga Region, PJSC.

Voting results:

Tatiana Petrovna Dronova	- «AGAINST»
Yury Nikolayevich Mangarov	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»

Total:

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

Decision is taken.

Item 4. 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 #2 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 this decision of the Board of Directors 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 29.06.2017 (Minutes # 16/17 of 30.06.2017) to have lost force».

Voting results:

Tatiana Petrovna Dronova - «ABSTAINED»

Yury Nikolayevich Mangarov - «FOR»

Oxana Vladimirovna Shatokhina - «FOR»

Total:

«FOR» - «2»

«AGAINST» - «0»

«ABSTAINED» - «1»

Decision is taken.

Appedices:

1. The report «On results of the organizational measures held on the merger of Rostovsky and City Distribution Zones of IDGC of Centre - Yarenergo division in terms of the human resources management» (Appendix # 1).

2. The draft of the corporate structure of the Executive Office of IDGC of Centre, PJSC (Appendix # 2).

Chairperson

of the Personnel and Remuneration Committee

O.V. Shatokhina

Secretary

of the Personnel and Remuneration Committee

S.V. Lapinskaya