

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)

«13» December 2019

Moscow

No. 12/19

Form of the meeting: absent voting.

Total number of members of the Personnel and Remuneration Committee: 5 persons.

Participants of the voting: A.V. Varvarin, A.V. Logatkin, L.A. Romanovskaya, D.A. Chevkin, A.V. Shevchuk.

Members who did not provide questionnaires: none.

The quorum is present

Date of the minutes: 13.12.2019.

AGENDA:

1. On recommendations to the Board of Directors of the Company regarding the item «On approval of the Report on execution of key performance indicators (KPI) of General Director of the Company for 2018».
2. On recommendations to the Board of Directors of the Company regarding the item «On approval of changes to the Method of calculation and assessment of key performance indicators (KPI) of General Director of the Company».
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 the Company».
4. On prior agreement of nominations for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.
5. On consideration of the performance of Deputy General Director of the Company and preparation of appropriate recommendations to General Director of the Company.

Item 1. On recommendations to the Board of Directors of the Company regarding the item «On approval of the Report on execution of key performance indicators (KPI) of General Director of the Company for 2018».

Decision:

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

«1. In order to assess the implementation of the KPI “Increasing labour productivity” at the end of 2018 and to ensure comparability of data for 2017 and 2018, to exclude the effect on the actual value of the indicator of redistribution of load in grids of PJSC FGC UES, the termination of lease contracts for “last mile” facilities that affected the reduction of electricity consumption by large consumers, providing for the calculation of the indicator an increase in revenue from electricity transmission in accordance with the consolidated financial statements of IDGC of Centre, PJSC prepared in accordance with International

Financial Reporting Standards for 2018 for a total amount of 847,125 million rubles, including:

- for JSC Lebedinsky GOK in the amount of 54,585 million rubles (the decrease in energy consumption by 57 million kWh),

- for JSC Stoilensky GOK in the amount of 291,289 million rubles (the decrease in energy consumption by 707 million kWh),

- for PJSC NLMK in the amount of 501,251 million rubles (the decrease in consumption by 973 million kWh).

2. To approve the Report on execution of key performance indicators (KPI) of General Director of the Company for 2018 in accordance with the Appendix».

Voting results:

Alexander Viktorovich Varvarin - «FOR»

Andrey Vyacheslavovich Logatkin - «FOR»

Larisa Anatolievna Romanovskaya - «FOR»

Dmitry Alexandrovich Chevkin - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR» - «5»

«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 changes to the Method of calculation and assessment of key performance indicators (KPI) of General Director of the Company».

Decision:

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

«To approve the changes to the Method of calculation and assessment of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC (Appendix # 12 to Minutes of the Board of Directors of the Company of 31.03.2017 # 07/17, in the edition approved by the decision of the Board of Directors of the Company of 03.08.2018, Minutes of the Board of Directors of IDGC of Centre, PJSC of 03.08.2018 # 24/18) in accordance with the Appendix».

Voting results:

Alexander Viktorovich Varvarin - «FOR»

Andrey Vyacheslavovich Logatkin - «FOR»

Larisa Anatolievna Romanovskaya - «FOR»

Dmitry Alexandrovich Chevkin - «FOR»

Alexander Viktorovich Shevchuk - «AGAINST»

Total:

«FOR» - «4»

«AGAINST» - «1»

«ABSTAINED» - «0»

Decision is taken.

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 the Company».

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 in accordance with the Appendix».

Voting results:

Alexander Viktorovich Varvarin	- «FOR»
Andrey Vyacheslavovich Logatkin	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Dmitry Alexandrovich Chevkin	- «FOR»
Alexander Viktorovich Shevchuk	- «AGAINST»

Total:

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

Decision is taken.

Item 4. 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 that the Board of Directors of the Company take the following decision:
«To agree upon the nomination of Konstantin Alexandrovich Drachuk for the position of Deputy General Director of IDGC of Centre - Lipetskenergo division director».

Voting results:

Alexander Viktorovich Varvarin	- «FOR»
Andrey Vyacheslavovich Logatkin	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Dmitry Alexandrovich Chevkin	- «FOR»
Alexander Viktorovich Shevchuk	- «AGAINST»

Total:

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

Decision is taken.

Item 5. On consideration of the performance of Deputy General Director of the Company and preparation of appropriate recommendations to General Director of the Company.

Decision:

To recommend that the Board of Directors of the Company take the following decision:
«In connection with the expiration of the term of office of Deputy General Director of IDGC of Centre - Tambovenergo division director, Nikolay Valeryevich Bogomolov, taking into account his performance during his time in office, to recommend that General Director of the Company conclude an employment agreement with N.V. Bogomolov for a new term until 18.10.2021 inclusive».

Voting results:

Alexander Viktorovich Varvarin	- «FOR»
Andrey Vyacheslavovich Logatkin	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Dmitry Alexandrovich Chevkin	- «FOR»
Alexander Viktorovich Shevchuk	- «AGAINST»

Total:

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

Decision is taken.

**Chairperson
of the Personnel and Remuneration Committee**

L.A. Romanovskaya

**Secretary
of the Personnel and Remuneration Committee**

S.V. Lapinskaya