**LENENERGO**

**PJSC “LENENERGO”**

**BOARD OF DIRECTORS**

**HUMAN RESOURCES AND COMPENSATIONS COMMITTEE**

196247, Saint Petersburg, Ploshchad Konstitutsii, 1

Tel./fax: (812) 494-37-34

**EXTRACT FROM MINUTES No. 79**

**of the Meeting of the Human Resources And Compensations Committee**

**of the Board of Directors of PJSC “Lenenergo”**

Saint Petersburg

Extract date and time: May 18, 2018; 4:00 p.m.

**Meeting format:** absentee voting (by ballot)

**Meeting date (deadline for receiving voting ballots):** May 18, 2018.

**Address for submitting/emailing ballots:** 1, Ploshchad Konstitutsii, Office 325, Saint Petersburg, 196247 / E-mail: [sd@nwenergo.com.](mailto:sd@nwenergo.com.)

**Number of members:** 5

**Members who have voted (3 persons):**

O. Sergeeva, A. Budnikov, E. Peshekhonova

**Members who have not voted (2 persons):**

A. German, K. Zimnukhova

**The quorum for the meeting is present.**

**AGENDA:**

1. Preliminary assessment of the candidates for election to the Company’s Board of Directors.
2. Consideration of the Corporate Secretary’s Report.

**Item No. 1:** Preliminary assessment of the candidates for election to the Company’s Board   
of Directors.

**DECISION PUT TO A VOTE:**

Approve the preliminary assessment of the candidates listed as nominees for election to the Company’s Board of Directors by the Annual General Meeting (Appendix 1 to this resolution).

**VOTED:**

The ballots were collected and tallied.

Three (3) ballots were submitted.

“FOR” O. Sergeeva, A. Budnikov, E. Peshekhonova

“AGAINST” None

“ABSTAINED” None

**VOTES TALLIED**:

**“FOR” 3**

“AGAINST” None

“ABSTAINED” None

The resolution was passedin accordance with the Regulations for the Human Resources   
and Compensations Committee of the Company’s Board of Directors (Clause 10.4).

Appendix:

1. Preliminary assessment of the candidates listed as nominees for election to the Company’s Board of Directors by the Annual General Meeting

*(Signed)*

N.S. Vinogradov

Committee Secretary

**Assessment of the Candidates for Election to the Board of Directors of PJSC “Lenenergo”**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **No.** | **1** | **2** | **3** | **4** | **5** | **6** | **7** | **8** | **9** | **10** | **11** | **12** | **13** | **14** | **15** | **16** | **17** | **18** | **19** |
| **Candidate’s name** | **Daniil Krainsky** | **Dmitry Gvozdev** | **Valery Gordienko** | **Pavel Livinsky** | **Larisa Romanovskaya** | **Andrey Bondarchuk** | **Aleksandr German** | **Yury Goncharov** | **Olga Kolesnikov** | **Evgeny Olkhovich** | **Sergey Pikin** | **Egor Prokhorov** | **Andrey Ryumin** | **Gasan Safarov** | **Olga Sergeeva** | **Lyudmila Solovyova** | **Oksana Shatokhina** | **Sergey Miloslavsky** | **Sergey Sergeev** |
| **Candidate’s position and place of work** | Deputy CEO for Legal and Corporate Governance at PJSC “Lenenergo | Chief Engineer at PJSC “Rosseti” | Deputy CEO, Technical Policy,  PJSC “Rosseti” | CEO, PJSC “Rosseti” | Chief Advisor at PJSC “Rosseti” | Chairman of the Energy and Engineering Support Committee | Deputy Chairman, Property Relations Committee of Saint Petersburg | Deputy CEO, Corporate Governance,  at PJSC “Rosseti” | First Deputy Chairperson,  Saint Petersburg Energy and Building Services Committee | Deputy CEO, Strategic  Development, PJSC “Rosseti” | Director of the Energy Development Fund | Deputy CEO, Finance, PJSC “Rosseti” | CEO of PJSC “Lenenergo” | First Deputy Chairman,  Saint Petersburg Tariff Committee | Deputy CEO, Head of the Administrative Office at PJSC “Rosseti”, Member of the Management Board at PJSC “Rosseti” | Deputy Chairperson, Saint Petersburg Housing Committee | Deputy CEO, Economics,  PJSC “Rosseti” | OJSC “Metrostroi” | Deputy CEO, Fixed Assets Construction, PJSC “Rosseti” |
| **Nationality** | Russian | Russian |  | Russian | Russian | Russian | Russian | Russian | Russian | Russian | Russian | Russian | Russian | Russian | Russian | Russian | Russian | Russian | Russian |
| **Education** | University degree  in Law, Lawyer,  Moscow State Law Academy, 2002 | University degree  Electrical Engineer  T.F. Gorbachev Kuzbass State Technical University (KuzSTU), 1996  Corporate Development Management, Russian Presidential Academy of National Economy and Public Administration (RANEPA), 2004 | University degree  Field Marshal Krylov Kharkov Higher Military Officer Training and Engineering School,  Power Engineer, 1973  Dzerzhinsky Military Academy (Engineering, Operations and Tactics), Military Officer with a University-Level Degree, 1984 | University degree Moscow Lomonosov State University, majoring in Economics, 2001;  Moscow Lomonosov State University,  Master’s degree in Management, 2003. | University degree  Moscow Economist, Samara State Economic Academy, 1995 | University degree  Plekhanov Russian Academy of Economics Electric Drives and Automation of Industrial Installations and Process Facilities, 1999  Higher education  Russian Presidential Academy of the National Economy and Public Administration,  Public Administration and Municipal Management, 2015 | University degree | University degree  in Management  Moscow State Mining University, 2000  University degree  in Law  Moscow Institute of Economics, Politics and Law , 2014 | University degree  Alma-Ata Institute of Economics, 1983 | Plekhanov Russian University (Academy) of Economics, specialized in Economics, Bachelor of Economics, 2003  Plekhanov Russian University (Academy) of Economics, specialized in Management, Master’s Degree in Management, 2005 | University degree  Moscow Lomonosov State University, Bachelor, Master of Economics, 2003; | University degree  Saint Petersburg State University  Mathematical Methods in Economics  Mathematical Economist  2004 | University degree  Moscow Lomonosov State University,  Department of Mechanics and Mathematics, 2002  Peoples' Friendship University of Russia,  Information Systems in Economics, 2002 | University degree  Voznesensky Leningrad Institute  of Economics and Finance (Baku Branch), 1988 | University degree  Plekhanov Russian University of Economics, Enterprise Economy and Management, Construction, Planning Engineer, 2006 | University degree  Tula Polytechnical Institute, 1980 | University degree  Financial University (Academy)  under the Government of the Russian Federation, Credit and Finance, Economist, 1999 | University degree | University degree  Novocherkassk State Technical University, qualified as Civil Engineer, 1998 |
| **Positions held at the Company and other entities over the last five years (work experience)** | June 2011 - September 2017  First Deputy CEO, Deputy CEO  at JSC “UNECO”  September 2017 - February 2018 Advisor, Chief Advisor  at PJSC “Rosseti”  February 2018 to date  Advisor to the CEO at PJSC “Rosseti” | January 2012 - February 2013  Deputy Director at Moscow Power Engineering Institute  March 2013 - September 2013  Deputy CEO at the Russian Communication Equipment Corporation, CJSC (ZAO RKSS)  October 2013 - March 2017  Director at the Data Analysis and Control Center (Situational Analytical Center) at PJSC “Rosseti”  March 2017 to date  Chief Engineer at PJSC “Rosseti” | August 2009 - July 2013  Deputy Head of the Public Energy Oversight Division, Service for Environmental, Technological and Nuclear Supervision (Rostekhnadzor)  July 2013 to date  Deputy CEO, Technical Policy,  PJSC “Rosseti” | March 2013 - September 2017  Head of the Energy Department of Moscow  January 2013 - March 2017  Head of the Utilities Department of Moscow  September 2017 to date  CEO of PJSC “Rosseti” | January 2011 - March 2014  CEO of LLC “Svoy Khleb”  April 2014 - October 2017  CEO of LLC “Ensol”  October 2017 to date  Advisor, Chief Advisor at PJSC “Rosseti” | January 2013 to date Chairman of the Energy and Engineering Support Committee of the Government of Saint Petersburg | 2004-2014  Director of the Saint Petersburg State Budgetary Institution Center for Monitoring the Quality of and Services  2014-2016  First Deputy Chairman of the Entrepreneurship and Consumer Market Development Committee of Saint Petersburg.  August 2016 to date  Deputy Chairman of the Property Relations Committee of  Saint Petersburg | 2013-2013 Acting Deputy Executive Officer for Corporate Governance, Advisor to the Administrative Team  of the Executive Director of PJSC “Rosseti”  2013 to date  Deputy CEO, Corporate Governance,  at PJSC “Rosseti” | October 2012 - December 2014  Director, Department of Administration and Control, Ministry of Regional Development of Russia  02.2015 to date  First Deputy Chairperson,  Saint Petersburg Energy and Building Services Committee | 2010 - 2013  Analyst at the Research Unit,  OOO Merrill Lynch Securities  2013 - 2017  Deputy Director, Department for State Regulation of Tariffs, Infrastructural Reforms and Energy Efficiency, Ministry of Energy of Russia | August 2007 to date  Director of the Energy Development Fund | March 13, 2012 - May 15, 2013  Company Management, Finance Director, FGC UES, PJSC  July 10, 2012 - May 15, 2013  Finance Director (concurrently with the main job), JSC IDGC Holding  December 27, 2011 to  December 26, 2013  CEO (concurrently with the main job) at LLC Index of Energy – FGC UES  May 16, 2013 - December 12, 2013 Finance Director, PJSC “Rosseti”  December 12, 2013 to date  Deputy CEO, Finance,  at PJSC “Rosseti” | June 2011 - June 2014  First Deputy CEO / CEO  at OJSC “UNECO”  June 2016 0 June 2017  Independent Director, Member  of the Board of Directors  at OJSC “Mosenergo”  January 2018 to date  CEO of OJSC “Lenenergo” | January 2002 - August 2015  Deputy Chairman of the Saint Petersburg Tariff Committee  August 2015 to date  First Deputy Chairman of the Saint Petersburg Tariff Committee | August 10, 2012 - May 31, 2015  Head of the Administrative Office of the Energy Department of Moscow  June 1, 2015 - July 18, 2016  Head of the Adfministrative and Legal Division at the Energy Department  of Moscow  July 19, 2016 - July 4, 2017  Deputy Head, Energy Department  of Moscow  May 5, 2017 - September 11, 2017  Deputy Head, Utilities Department  of Moscow  January 23, 2018 to date  Deputy CEO, Head of the Administrative Office at PJSC “Rosseti”, Member of the Management Board at PJSC “Rosseti” | December 10, 2012 - January 17, 2013 Ministry of Regional of Russia,  Advisor to the Minister of Regional Development of Russia,  Assistant to the Minister of Regional Development of Russia  January 18, 2013 - November 29, 2013 Federal Agency for Construction, Housing and Utilities, Deputy Director  December 02, 2013 - November 20, 2014 Ministry of Regional of Russia,  Assistant to the Minister of Regional Development of Russia  December 01, 2014 to date  Deputy Chairperson, Saint Petersburg Housing Committee | April 2013 - December 2013  Deputy CEO, Economics and Finance,  PJSC “Rosseti”  December 2013 to date  Deputy CEO, Economics,  PJSC “Rosseti” | N/A | N/A |
| **When nominated, did a candidate sit on a governing body of any other entity?** | No | No | No | Chairman of the Management Board  of PJSC “Rosseti”, 2017  Member of the Board of Directors  at PJSC “MIPC”, 2013  Member of the Board of Directors  at PJSC “Mosenergo”, 2013  Member of the Board of Directors  at PJSC “Mosenergosbyt”, 2013  Member of the Board of Trustees of the Moscow Power Engineering Institute, 2014  Member of the Executive Committee of the Russian National Committee of the World Energy Council (WEC), 2017  President and Member of the Executive Committee of the Firefighters’ and Rescuers’ Sports Federation, 2015  Member of the Board of Trustees, Christ the Savior Cathedral Foundation, 2017 | No | Chairman of the Board of Directors  at LLC “PeterburgGaz”  Member of the Board of Directors  at JSC “Saint Petersburg Heating Grid” | Member of the Board of Directors  at PJSC “ZSK” (2017)  Member of the Board of Directors  LLC “Utility Service No. 2  of the Moskovsky District” (2017)  Member of the Board of Directors  at JSC “Airport Pulkovo” (2018)  Member of the Board of Directors  at JSC “Yugo-Zapadnaya CHPP” (2017)  Member of the Board of Directors  at JSC “Passenger Port Saint Petersburg Sea Facade” (2018)  Member of the Board of Directors  at LLC “PeterburgGaz” (2018)  Member of the Board of Directors  at JSC “Property Fund of Saint Petersburg” (2017)  Member of the Board of Directors  at LLC “Sports Complex Yubileyny”  Member of the Board of Directors  at JSC “Center for Exhibition and Museum Projects” (2017)  Member of the Board of Directors  at JSC “Municipal Health Insurance Company” (2017)  Member of the Board of Directors  at OJSC “Above-Ground Express Train” (2017)  Member of the Board of Directors  at LLC “Sports Complex Petrovsky” (2017)  Member of the Board of Directors  at JSC “Center for Support of  Infrastructure Projects (2017)  Member of the Board of Directors  at OJSC “Saint Petersburg Agency of Direct Investments” (2017)  Member of the Board of Directors  at LLC “Geodetic and Engineering Survey Group” (2017)  Member of the Board of Directors  at OJSC Metrostroy (company for the construction of metro in Saint Petersburg) | Member of the Board of Directors  at JSC “Tyumenenergo”  Member of the Board of Directors  at IDGC of Urals, OJSC  Member of the Board of Directors  at PJSC IDGC of Siberia " | No | Chairman of the Board of Directors  at PJSC FTC, 2017 | No | Member of the Board of Directors, 2014, IDGC of Siberia, JSC  Chairman of the Board of Directors, 2016, AO Engineering Center UES Real Estate  Member of the Board of Directors, 2016, FGC UES, PJSC  Member of the Board of Directors, 2017, JSC Yantarenergo  Member of the Board of Directors, 2017, FEEMC, JSC  Member of the Board of Directors , 2017, IDGC of Volga, PJSC | No | No | Member of the Management Board  of PJSC “Rosseti” | N/A | Member of the Board of Directors, 2016, IDGC of Centre, PJSC  Member of the Board of Directors, 2017, FGC UES, PJSC | N/A | N/A |
| **Interest held in the Company** | None | None | None | None | None | None | None | None | None | None | None | None | None | None | None | None | None |  |  |
| **Independence criteria under the Listing Rules of PJSC “Moscow Exchange”** (if the candidate does not meet the independence criteria, the details are to be provided as required by the Corporate Governance Code of the Bank of Russia) |  | | | | | | | | | | | | | | | | | | |
| **1. A candidate is deemed not related to the Company, if they and/or their related persons (item 4, Appendix 4.1, Listing Rules of PJSC “Moscow Exchange”):** |  | | | | | | | | | | | | | | | | | | |
| 1.1. Is not (or was not over the last three years) a member of an executive body or an employee of the Company, its controlled entity or its management company. | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Not met | Met | Met | Met | Met | Met | Met | Met |
| 1.2. Is not a member of the Board of Directors of a Company’s controlling or controlled entity, or of a managing company of such entity. | **Not met (Corporate Governance Code, Clause 103, Para. 2)** | Met | Met | **Not met (Corporate Governance Code, Clause 103, Para. 2)** | Met | Met | Met | **Not met (Corporate Governance Code, Clause 103, Para 2)** | Met | Met | Met | **Not met (Corporate Governance Code, Clause 103, Para. 2)** | Met | Met | Not met | Met | Not met | Met | Met |
| 1.3. Has not received (over the last three years), remuneration and/or other financial benefits from the Company and/or its controlled entities in an amount exceeding 50% of the annual fixed remuneration of a member of the Company’s Board of Directors. | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Not met | Met | Met | Met | Met | Met | Met |
| 1.4. Is not a shareholder or a beneficiary of the Company’s shares holding a stake greater than one per cent of the Authorized Capital or the total number of the Company’s voting shares, or the market value of which is 20 times as great as the annual fixed remuneration of a member of the Company’s Board of Directors. | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met |
| 1.5. Is not an employee and/or member of an executive body of a legal entity and their remuneration is determined (reviewed) by the Remuneration Committee of the Board of Directors (by the Board of Directors) of such legal entity while any employee and/or member of an executive body of the Company is a member of such Committee (Board of Directors). | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Not met | Met | Met | Met | Met | Met | Met |
| 1.6. Does not provide advisory services to the Company, its controlling person or its controlled entity, does not sit on a governing body of an entity advising to the Company or such legal entities, and is not employed by such entities directly involved in the provision of such services. | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met |
| 1.7. Over the last three years, the candidate Did not provide the Company or legal entities under its control with appraisal, tax advisory, auditing, or accounting services, or was not a member of the governing bodies at organizations that provided such services to such legal entities, or the Company’s rating agency within the last three years, or was not an employee of such organizations or rating agency directly involved in the provision of such services to the Company. | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met |
| 1.8. Has not held the position of a member of the Company’s Board of Directors for more than seven years in total. | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met |
| **2. A candidate is deemed not related to the Company, if they and/or their related persons (item 5, Appendix 4.1, Listing Rules of PJSC "Moscow Exchange"):** |  | | | | | | | | | | | | | | | | | | |
| 2.1. Is not an employee and/or a member of the executive bodies of a substantial shareholder of the Company (a legal entity from a group of organizations of which a substantial shareholder of the Company is a part). | **Not met (Corporate Governance Code, Clause 105, Para. 1)** | **Not met** | **Not met** | **Not met** | **Not met** | Met | Met | **Not met** | Met | Not met | Met | Not met | Met | Met | Not met | Met | Not met | Met | Not met |
| 2.2. Has not received (over the last three years), remuneration and/or other financial benefits from the Company and/or its controlled entities in an amount exceeding 50% of the annual fixed remuneration of a member of the Company's Board of Directors. | Not met | Not met | Met | Met | Met | Met | Met | Not met | Met | Not met | Met | Not met | Met | Met | Not met | Met | Not met | Met | Not met |
| 2.3. Is not a member of the Board of Directors of more than two legal entities controlled by a substantial shareholder of the Company or a person controlling a substantial shareholder of the Company. | Met | Met | Met | **Not met** | Met | Met | Met | Not met | Met | Met | Met | Not met | Met | Met | Met | Met | Not met | N/A | N/A |
| **3. A candidate is recognized not to be related to a substantial counterparty or competitor of the Company, if he or she and/or persons related to him or her (item 6 of Appendix 4.1 of the Listing Rules of PJSC "Moscow Exchange"):** |  | | | | | | | | | | | | | | | | | | |
| 3.1. Is not an employee and/or member of the governing bodies of a substantial counterparty or competitor of the Company, as well as legal entities controlling a substantial counterparty or competitor of the Company or its controlled entities. | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Not met | Met | Met |
| 3.2. Is not an owner of shares (interest stakes) or a beneficiary of shares (interest stakes) in a substantial counterparty or competitor of the Company, which represent over five percent in the authorized capital or the total number of voting shares (interest stakes). | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met |
| **4. A candidate is not deemed related to the Russian state (the Russian Federation or its constituent entity) or to a municipality, if they (item 7, Appendix 4.1, Listing Rules of PJSC “Moscow Exchange"):** |  | | | | | | | | | | | | | | | | | | |
| 4.1. Is not or was not, within one year prior to election to the Company’s Board of Directors, a state or municipal employee, or a person holding positions in governmental authorities, or an employee of the Bank of Russia. | Met | Met | Met | Not met | Met | Not met | Not met | Met | Not met | Met | Met | Met | Met | Not met | Not met | Not met | Met | N/A | Met |
| 4.2. Is not a representative of the Russian Federation, a constituent entity of the Russian Federation, or a municipal entity on the Company’s Board of Directors in respect of which a decision has been taken to exercise a special right of participation in its management (“golden share”). | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| 4.3. Is not, or was not, within one year prior to election to the Company’s Board of Directors, an employee, a member of an executive body of an organization controlled by the Russian Federation, a constituent entity of the Russian Federation, or a municipality, or an employee of a state or municipal unitary enterprise or institution (other than employees of a state or municipal educational or scientific organization that are engaged in educational or research activities and are not persons appointed (approved) to the position of the sole executive body or any other position in a state or municipal educational or scientific organization by decision, or with the consent of, governmental authorities (local governments)), if the above person is nominated for election to the Board of Directors of the Company where a 20% stake or 20% of voting shares is/are controlled by the Russian Federation, a constituent entity of the Russian Federation, or a municipality. | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Met | Not met | Met | Not met | Not met | Not met |
| 4.4. Is not obliged to vote on one or more matters within the competence of the Company’s Board of Directors under a directive of the Russian Federation, a constituent entity of the Russian Federation, or a municipality. | Met | Met | Met | Met | Met | Not met | Not met | Met | Not met | Met | Met | Met | Met | Not met | Met | Not met | Met | Met | Met |

The above information was analyzed and it was concluded that:

1. Given the nominees’ experience, knowledge and qualifications across competences, the nominees can carry out their duties as members of the Board of Directors and directly contribute to the effective performance of the Board of Directors as a whole in the best interests of the Company and its shareholders.

2. The Board of Directors will be sufficiently balanced (the candidates to the Board of Directors are represented by different shareholders of the Company, which will ensure the effective performance of the Board of Directors, i.e. different interests and points of view will be taken into account when making decisions).

3. One candidate (taking into account the information provided by the candidates) meets all the criteria of independence of the Corporate Governance Code of the Bank of Russia and the Listing Rules of PJSC “Moscow Exchange”.