**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.

**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, StrategicDevelopment, 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 EngineerT.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, 1999Higher educationRussian Presidential Academy of the National Economy and Public Administration,Public Administration and Municipal Management, 2015 | University degree  | University degree in ManagementMoscow State Mining University, 2000 University degree in LawMoscow 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, 2003Plekhanov Russian University (Academy) of Economics, specialized in Management, Master’s Degree in Management, 2005 | University degreeMoscow Lomonosov State University, Bachelor, Master of Economics, 2003; | University degreeSaint Petersburg State UniversityMathematical Methods in Economics Mathematical Economist2004 | University degreeMoscow Lomonosov State University,Department of Mechanics and Mathematics, 2002Peoples' Friendship University of Russia,Information Systems in Economics, 2002 | University degreeVoznesensky Leningrad Institute of Economics and Finance (Baku Branch), 1988  | University degreePlekhanov Russian University of Economics, Enterprise Economy and Management, Construction, Planning Engineer, 2006 | University degreeTula Polytechnical Institute, 1980 | University degreeFinancial University (Academy) under the Government of the Russian Federation, Credit and Finance, Economist, 1999 | University degree | University degreeNovocherkassk 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 InstituteMarch 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 dateChief 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 dateDeputy CEO, Technical Policy, PJSC “Rosseti” | March 2013 - September 2017 Head of the Energy Department of MoscowJanuary 2013 - March 2017 Head of the Utilities Department of MoscowSeptember 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 Services2014-2016 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 ofSaint Petersburg | 2013-2013 Acting Deputy Executive Officer for Corporate Governance, Advisor to the Administrative Team of the Executive Director of PJSC “Rosseti” 2013 to dateDeputy 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 dateFirst 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, PJSCJuly 10, 2012 - May 15, 2013 Finance Director (concurrently with the main job), JSC IDGC HoldingDecember 27, 2011 to December 26, 2013 CEO (concurrently with the main job) at LLC Index of Energy – FGC UESMay 16, 2013 - December 12, 2013 Finance Director, PJSC “Rosseti”December 12, 2013 to dateDeputy 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 dateFirst Deputy Chairman of the Saint Petersburg Tariff Committee | August 10, 2012 - May 31, 2015 Head of the Administrative Office of the Energy Department of MoscowJune 1, 2015 - July 18, 2016Head of the Adfministrative and Legal Division at the Energy Department of MoscowJuly 19, 2016 - July 4, 2017 Deputy Head, Energy Department of MoscowMay 5, 2017 - September 11, 2017 Deputy Head, Utilities Department of MoscowJanuary 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 DirectorDecember 02, 2013 - November 20, 2014 Ministry of Regional of Russia, Assistant to the Minister of Regional Development of Russia December 01, 2014 to dateDeputy Chairperson, Saint Petersburg Housing Committee | April 2013 - December 2013Deputy CEO, Economics and Finance, PJSC “Rosseti”December 2013 to dateDeputy 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”, 2017Member of the Board of Directors at PJSC “MIPC”, 2013Member of the Board of Directors at PJSC “Mosenergo”, 2013Member of the Board of Directors at PJSC “Mosenergosbyt”, 2013Member of the Board of Trustees of the Moscow Power Engineering Institute, 2014Member of the Executive Committee of the Russian National Committee of the World Energy Council (WEC), 2017President and Member of the Executive Committee of the Firefighters’ and Rescuers’ Sports Federation, 2015Member 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 DirectorsLLC “Utility Service No. 2 of the Moskovsky District” (2017)Member of the Board of Directorsat JSC “Airport Pulkovo” (2018)Member of the Board of Directorsat JSC “Yugo-Zapadnaya CHPP” (2017)Member of the Board of Directorsat JSC “Passenger Port Saint Petersburg Sea Facade” (2018) Member of the Board of Directorsat LLC “PeterburgGaz” (2018)Member of the Board of Directorsat JSC “Property Fund of Saint Petersburg” (2017)Member of the Board of Directors at LLC “Sports Complex Yubileyny”Member of the Board of Directorsat JSC “Center for Exhibition and Museum Projects” (2017)Member of the Board of Directorsat JSC “Municipal Health Insurance Company” (2017)Member of the Board of Directorsat 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 ofInfrastructure Projects (2017)Member of the Board of Directorsat OJSC “Saint Petersburg Agency of Direct Investments” (2017)Member of the Board of Directorsat LLC “Geodetic and Engineering Survey Group” (2017) Member of the Board of Directorsat 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, OJSCMember 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, PJSCMember of the Board of Directors, 2017, JSC Yantarenergo Member of the Board of Directors, 2017, FEEMC, JSCMember 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, PJSCMember 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”.