

APPROVED BY:
the decision of the Board of Directors
of IDGC of Centre, PJSC
of "07" October 2019
(Minutes of 07.10.2019 No. 33/19)

REGULATION
ON THE STRATEGY COMMITTEE OF THE BOARD OF
DIRECTORS
of IDGC of Centre, PJSC

Moscow
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1. GENERAL PROVISIONS

1.1. The Regulation on the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC (hereinafter – the Regulation) defines the main objectives of activity, competence and powers of the Strategy Committee (hereinafter – the Committee) of the Board of Directors of IDGC of Centre, PJSC (hereinafter – the Company), and also an order of its forming and work.

1.2. The Committee is a collegiate advisory body created according to the decision of the Board of Directors of the Company for the purpose of ensuring effective work of the Board of Directors of the Company in the solution of the questions entering its competence, increasing in efficiency of activity of the Company in general in the long term.

1.3. The task of the Committee is development and submission of recommendations (conclusions) to the Board of Directors of the Company on activities of the Board of Directors which are within the competence of the Committee, in particular: strategic development and priority activities, innovative development, organization of business processes, business planning, dividend policy, risk management, an organizational structure of the Company, efficiency evaluation of activity of the Company and its subsidiaries, and also other tasks and directions determined by the Code of Corporate Governance recommended for application by Letter of the Bank of Russia of 10.04.2014 No. 06-52/2463 "About the Code of Corporate Governance".

1.4. Decisions of the Committee have advisory nature for the Board of Directors of the Company.

1.5. The Committee is not a governing body of the Company and has no right to act on behalf of the Company.

1.6. The Committee provides to the Board of Directors the annual report on the done work, and also the report on the activity upon the demand of the Board of Directors of the Company at any time.

1.7. At implementation of the activity the Committee is guided by the legislation of the Russian Federation, the Charter of the Company, Regulations on the Board of Directors of the Company, this Regulation and other internal documents of the Company, and also the Code of Corporate Governance recommended for application by Letter of the Bank of Russia of 10.04.2014 No. 06-52/2463 "About the Code of Corporate Governance".

2. COMPETENCE OF THE COMMITTEE

2.1. Activity of the Committee is performed according to the competence determined by the Regulation.

2.2. Preliminary consideration, analysis and development of recommendations (conclusions) about the following questions of competence of the Board of Directors of the Company is within the competence of the Committee:

1) determination of priority activities of the Company, including the approval of the Development Strategy, the Program of innovative development of the Company and reports on their implementation;

2) bringing such questions at the decision of General meeting of shareholders of the Company as:

- about reorganization of the Company;
- about increase in authorized capital of the Company by increase in share par value or by placement of additional stocks;
- about reduction of authorized capital of the Company by reduction of share par value;
- about splitting and consolidation of shares of the Company;
- about placement by the Company of bonds converted into shares and other issued securities converted into shares of the Company;
- about consent to commission or on subsequent approval of transactions in cases, stipulated in Article 83 of the Federal law "About Joint-stock Companies";
- about consent to commission or on the subsequent approval of large deals in cases, stipulated in Article 79 of the Federal law "About Joint-stock Companies";

- about participation in financial and industrial groups, associations and other unions of commercial organizations;
- 3) acquisition of shares placed by the Company, bonds and other securities in cases provided by the Federal law "About Joint-stock Companies" or other federal laws;
- 4) alienation (sale) of shares of the Company which went into the disposal of the Company as a result of their acquisition or redemption from shareholders of the Company and also in other cases provided by the Federal law "About Joint-stock Companies";
- 5) recommendations about the size of a share dividend and an order of its payment;
- 6) the approval of internal documents of the Company defining an order of forming and use of funds of the Company;
- 7) making decision on use of funds of the Company; approval of estimates of use of means on funds of a special purpose and consideration of results of accomplishment of estimates of use of means on funds of a special purpose;
- 8) approval of a business plan (an adjusted business plan), and consideration of a quarterly performance report of the business plan (for the first quarter, the first half of the year, nine months, accounting year);
- 9) about approval of an investment program, including changes in it, and a quarterly report on results of its accomplishment (for the first quarter, the first half of the year, nine months, accounting year);
- 10) approval and change of conditions, and also termination of implementation of large and average investment projects determined by those according to the Regulation on investment activities, and also approval of quarterly reports on the course of accomplishment of the specified projects;
- 11) creation of branches and opening of representative offices of the Company, their liquidation;
- 12) making decision on participation of the Company in other organizations (about the accession to an operating entity or creation of a new organization, including approval of constituent documents), and also about acquisition, alienation and encumbrance of stocks and shares in authorized capitals of the organizations in which the Company participates, change of share in authorized capital of the relevant organization, and the termination of participation of the Company in other organizations, except for the decisions on participation carried to competence of the General meeting of shareholders of the Company;
- 13) decision making about consent to commission or on subsequent approval of large deals in cases provided by Chapter X of the Federal law "About Joint-stock Companies";
- 14) determination of a position of the Company (representatives of the Company), including an order to accept or not to take part in vote concerning the agenda, to vote according to drafts of decisions pro, contra or "refrained", concerning agendas of general shareholder meetings (participants) of affiliated and dependent economic companies (hereinafter - the SDCs), and meetings of Boards of Directors of the SDCs about reorganization, liquidation of the SDCs;
- 15) approval of target values (adjusted values) of key performance indicators (KPI) of the Company and reports on their accomplishment;
- 16) address with a statement for listing of shares of the Company and (or) issued securities of the Company converted into shares of the Company;
- 17) risks assessment, and also establishment of an acceptable size of risks for the Company;
- 18) annual consideration of questions of organization, functioning and efficiency of risk management systems in the Company;
- 19) control of compliance of activity of executive bodies of the Company with the strategy approved by the Company; hearing of reports of the CEO and members of the Management Board of the Company about accomplishment of the strategy approved by the Company;
- 20) about recommendations for a voluntary or obligatory offer on acquisition of securities of the Company received by the Company;
- 21) approval by the Board of Directors of the Company of internal documents regulating target spheres of activity of the Committee, stipulated in item 1.3 of the Regulation;

22) consideration of other questions connected with target spheres of activity of the Committee, stipulated in item 1.3 of the Regulation and questions provided by separate instructions of the Board of Directors of the Company.

3. STRUCTURE OF THE COMMITTEE AND ORDER OF ITS FORMING

3.1. The quantitative structure of the Committee is defined by a decision of the Board of Directors of the Company and there cannot be fewer than 5 (Five) and more than 11 (Eleven) people.

3.2. The staff of the Committee is elected by the Board of Directors of the Company from among candidates proposed by members of the Board of Directors of the Company. The candidates are considered as elected to the structure of the Committee, for each of which the members of the Board of Directors of the Company gave the greatest number of votes.

3.3. Each member of the Board of Directors of the Company has the right to offer no more than 2 (Two) candidates for election to the structure of the Committee.

3.4. Only natural persons can be members of the Committee. A member of the Committee cannot be a member of the Board of Directors of the Company. The target number of members of the Board of Directors as part of the Committee – not fewer than 3 (Three) people.

3.5. Proposals of members of the Board of Directors of the Company on nomination of candidates for election to the structure of the Committee should be provided to the Chairman of the Board of Directors of the Company in writing not later than 5 (Five) calendar days before the date of a meeting of the Board of Directors (the termination of term of acceptance of questionnaires for an absentee voting) which agenda included a question of election of members of the Committee. The offer on nomination of candidates for election to the structure of the Committee should be signed by the member of the Board of Directors of the Company who provided the specified offer.

3.6. At nomination of candidates for election to the structure of the Committee the written consent of the proposed candidate and the following information about him should be attached to the proposal of the member of the Board of Directors:

- 1) full candidate's surname, name, middle name;
- 2) place of employment and position of the candidate for the moment of the direction of the offer;
- 3) information on education of the candidate;
- 4) contact information of the candidate for communication with him.

The proposal of the member of the Board of Directors of the Company on nomination of candidates for election to the structure of the Committee may contain additional information for assessment of professional qualities of the candidates.

3.7. When electing members of the Committee, their education, professional training, work experience in the field of activity of the Committee and other special knowledge necessary for implementation by members of the Committee of the powers should be considered.

3.8. Members of the Committee are elected for a period of up to election of the following structure of the Committee. Election of the following structure of the Committee should be carried out no later than 45 (Forty five) calendar days after holding the annual General meeting of shareholders of the Company.

3.9. Powers of any member of the Committee can be ahead of schedule stopped by a decision of the Board of Directors of the Company.

3.10. The Chairman of the Committee, and also members of the Committee can resign by sending a written application to the Chairman of the Board of Directors of the Company and the Chairman of the Committee.

3.11. If the quantitative structure of the Committee becomes fewer than the quorum which was determined by the Regulation for holding the Committee's meetings, the Chairman of the Board of Directors is obliged to convene an extraordinary meeting of the Board of Directors of the Company for election of members of the Committee or to include a question of election of

members of the Committee in the agenda of the next planned meeting of the Board of Directors of the Company.

4. RIGHTS AND OBLIGATIONS OF THE COMMITTEE AND ITS MEMBERS

4.1. For achievement of the goals of activity of the Committee, provided by the Regulation, the Committee has the right to:

- 1) conduct researches on the questions within the competence of the Committee;
- 2) request and obtain information, necessary for implementation of the activity, and documents from executive bodies of the Company, and also has the right to request through the Chairman of the Board of Directors or the CEO of the Company information from third parties;
- 3) receive professional services from third parties, or attract (including, on a contractual basis) the third parties as experts (consultants) having special knowledge for the questions within the competence of the Committee within the budget of the Committee and taking into account the observance of requirements of documents regulating the purchasing activity of the Company. Agreements with persons involved by the Committee for rendering consulting services are concluded on the basis of a relevant decision of the Committee by the authorized officer of the Company on representation of the Chairman of the Committee, or the Chairman of the Committee on the basis of the power of attorney issued by the CEO of the Company;
- 4) make offers and make recommendations to the Board of Directors of the Company on all questions referred by this Regulation to the competence of the Committee;
- 5) develop and submit to the Board of Directors of the Company drafts of changes and additions to this Regulation;
- 6) perform other actions directed to achievement of the goals of activity of the Committee.

4.2. For achievement of the goals of activity of the Committee, provided by the Regulation, the Committee is obliged to:

- 1) provide to the Board of Directors cost-efficient and good in law recommendations (conclusions) about the questions within the competence of the Committee;
- 2) timely inform the Board of Directors of the Company on risks to which the Company is subject.

4.3. Members of the Committee within the competence of the Committee have the right to:

- 1) request documents and information necessary for decision-making according to the questions of the competence of the Committee, from executive bodies of the Company (the request is performed in writing signed by the Chairman of the Committee);
- 2) make written offers on forming of the work plan of the Committee;
- 3) bring questions in the agenda of the Committee's meetings in the order established by the Regulation;
- 4) demand convocation of the Committee's meeting;
- 5) perform other rights provided by the Regulation.

4.4. Members of the Committee are obliged to:

- 1) get acquainted with materials for the Committee's meeting and develop their own position on each question of the agenda of a meeting;
- 2) act for the benefit of the Company, perform the rights and fulfill duties concerning the Company honesty and reasonably, observe requirements of the legislation of the Russian Federation, the Charter and internal documents of the Company;
- 3) observe requirements of confidentiality, not disclose information on the Company which is a trade and/or official secret.

5. CHAIRMAN OF THE COMMITTEE

5.1. The management of the Committee and the organization of its activity is performed by the Chairman of the Committee.

5.2. The Chairman of the Committee is elected by the Board of Directors of the Company from among the elected members of the Committee by a majority vote of the members of the Board of Directors of the Company participating in a meeting of the Board of Directors.

5.3. The Board of Directors of the Company has the right to re-elect the Chairman of the Committee at any time.

5.4. In the absence of the Chairman of the Committee his duties are fulfilled by Deputy Chairman of the Committee. The Deputy Chairman of the Committee is elected by members of the Committee from their number by a majority vote from the total number of the elected members of the Committee.

5.5. The Chairman of the Committee:

- 1) convenes the Committee's meetings and presides over them;
- 2) defines a form of carrying out and approves the agenda of the Committee's meetings;
- 3) defines the list of persons invited for participation in an in-person meeting of the

Committee.

The invitation to an in-person meeting of the Committee of officials and/or employees of the Company is performed by the direction of the corresponding address to the CEO of the Company. The CEO of the Company is obliged to provide participation in the Committee's meeting of the invited officials, and/or employees of the Company, or other persons having the powers, information and qualification necessary for effective participation in the Committee's meeting.

4) will organize maintaining minutes of the Committee's meetings and signs minutes of the Committee's meetings;

5) represents the Committee at interaction with the Board of Directors of the Company, other Committees of the Board of Directors, executive bodies of the Company, the Auditor, Audit Commission of the Company and other bodies and persons;

6) performs official correspondence on behalf of the Committee, signs requests, letters and documents on behalf of the Committee;

7) distributes duties between members of the Committee;

8) submits the work plan of the Committee for approval to the Committee, controls execution of decisions and work plans of the Committee;

9) provides observance of requirements of the legislation of the Russian Federation, the Charter and internal documents of the Company in the course of activity of the Committee;

10) performs other functions, stipulated by the legislation the Russian Federation, the Charter and internal documents of the Company.

6. SECRETARY OF THE COMMITTEE

6.1. Functions of the Secretary of the Committee are performed by the Corporate secretary of the Company unless otherwise provided by a decision of the Committee. In case of adoption by the Committee of the decision on election as the Secretary of the Committee of another person, the Secretary of the Committee is elected by a majority vote from the total number of the elected members of the Committee. If the candidate for the position is an employee of the Company, his candidacy should be approved by the CEO of the Company.

6.2. The Secretary of the Committee performs technical (information, documentary, legal, secretarial) provision of the current activity of the Committee, including:

1) provides preparation and holding the Committee's meetings;

2) performs collecting and systematization of materials for meetings;

3) provides timely direction to the members of the Committee and persons, invited for participation in the Committee's meeting, notifications on holding the Committee's meetings, the agenda of meetings, materials concerning the agenda and questionnaires;

4) performs recording of meetings, will organize preparation of drafts of decisions of the Committee;

5) performs accounting of correspondence addressed to the Committee and/or Members of the Committee (including requests, requirements, petitions), provides members of the Committee with necessary information;

6) provides storage of minutes of the Committee's meetings and other documents and materials relating to the activity of the Committee according to procedures of storage of documentation adopted in the Company;

7) carries out orders of the Chairman of the Committee within powers of the Chairman of the Committee;

8) certifies abstracts of minutes of the Committee's meetings;

9) performs other functions according to the Regulation.

7. ORDER OF PREPARATION AND HOLDING THE COMMITTEE'S MEETINGS

7.1. The Committee's meetings are convened by the Chairman of the Committee according to the work plan (planned meetings) approved at the Committee's meeting, and also in other cases provided in the Regulation (extraordinary meetings).

7.2. The work plan of the Committee is formed by the Chairman of the Committee taking into account the approved work plan of the Board of Directors of the Company and proposals of the Chairman of the Board of Directors of the Company, members of the Committee and decisions of the Board of Directors of the Company.

7.3. The work plan of the Committee is approved by the Committee's meeting following a meeting of the Board of Directors of the Company at which the Work plan of the Board of Directors of the Company was approved.

7.4. At convocation of the Committee's meeting the Chairman of the Committee defines a date, time, a venue and a form of holding of the meeting, the agenda, and also a list of persons invited for participation in the Committee's in-person meeting.

7.5. The agenda of a planned meeting is formed by the Chairman of the Committee according to the approved Work plan of the Committee, decisions of the Board of Directors of the Company and proposals of the Chairman of the Board of Directors.

7.6. Members of the Committee have the right to make offers on forming of the agenda of the Committee's planned meeting.

7.7. The Chairman of the Committee has the right to include arrived offers in the agenda of a planned meeting or to convene an extraordinary meeting of the Committee.

7.8. Extraordinary meetings of the Committee are held:

1) according to the notification on a meeting of the Board of Directors of the Company which arrived from the Corporate secretary of the Company which agenda included the question referred by the Regulation to the competence of the Committee;

2) at the initiative of the Chairman of the Committee;

3) according to the decision of the Board of Directors of the Company or according to the decision of the Committee;

4) upon the demand of the Chairman of the Board of Directors of the Company, a member of the Committee, Audit Commission and/or the external Auditor of the Company.

7.9. The requirement of the Chairman of the Board of Directors of the Company, the member of the Committee, Audit Commission and/or the external Auditor of the Company about convocation of the Committee's meeting goes to the Chairman of the Committee in writing not later than 7 (Seven) working days before the date of a meeting and should contain the formulation of the question offered to consideration, justification of need of its consideration, the draft decision of the Committee, and also accompanying materials and other information necessary for decision-making.

The requirement about convocation of the Committee's meeting should be signed by the person who directed the specified requirement (the requirement of the Audit Commission about convocation of the Committee's meeting is signed by the Chairman of the Audit Commission, the requirement of the Company's Auditor is signed by the authorized person of the Auditor). At the same time, the copy of the requirement about convocation of the Committee's meeting with all appendices should be sent to the Secretary of the Committee.

7.10. Within 1 (One) working day from the date of receipt of the requirement about convocation of an extraordinary meeting, the Chairman of the Committee makes the decision on

holding an extraordinary meeting of the Committee, defines a date, time and a venue of the Committee's meeting (a date and time of the end of acceptance of questionnaires at an absentee voting), or makes the decision on refusal in convocation of an extraordinary meeting of the Committee. The motivated decision on refusal in convocation of an extraordinary meeting of the Committee goes to the person or the body of the Company demanding convocation of such a meeting no later than the next day from the date when the Chairman of the Committee took the decision on refusal in convocation of the meeting.

7.11. The decision of the Chairman of the Committee on refusal in convocation of an extraordinary meeting of the Committee can be made in the following cases:

1) the question offered for inclusion in the agenda of the Committee's meeting is not within the competence of the Committee provided by the Regulation;

2) the question which is contained in the requirement about convocation of an extraordinary meeting of the Committee is already included in the agenda of the next meeting convened according to the decision of the Chairman of the Committee made before obtaining the above-stated requirement;

3) a form, an order and terms of presentation of the requirement about convocation of a meeting are not observed as stipulated in item 7.9 of the Regulation.

7.12. The Chairman of the Committee has the right to include the questions which are contained in the requirement about convocation of an extraordinary meeting of the Committee in the agenda of the next planned Committee's meeting.

7.13. The Committee's meetings can be held in the form of joint presence of members of the Committee (an in-person meeting) or in the form of an absentee voting concerning the agenda of a meeting (a correspondence meeting).

The Committee's meetings can be held with use of a specialized automated information system intended for holding the Committee's meetings of the Company, including, mailing of notifications, materials (information) concerning the agenda, votes of members of the Committee of the Company and summing up (hereinafter – the automated information system).

According to the decision of the Chairman of the Committee of the Company, the opportunity of participation in discussion of questions of the agenda and vote remotely — by means of a conference call and video conferencing can be given to the members of the Committee who are absent in the venue of the Committee's meeting.

7.14. The notification on holding the Committee's meeting should contain the agenda of a meeting, a form of holding the meeting, a date, a venue and time of holding the meeting (a date and time of the end of acceptance of questionnaires for vote concerning the agenda of the meeting). The notification on holding a meeting is made out by the Secretary of the Committee and is signed by the Chairman of the Committee or the Deputy Chairman of the Committee in the cases provided by this Regulation. The notification on holding a meeting should be sent to members of the Committee and persons invited for participation in the Committee's in-person meeting not later than 5 (Five) working days before the date of the Committee's meeting (the end date of acceptance of questionnaires at correspondence meetings).

7.15. Materials and information on questions of the agenda go to the members of the Committee and the persons invited for participation in the Committee's in-person meeting not later than 3 (Three) working days before the date of the meeting (the end date of acceptance of questionnaires at the correspondence meeting).

Materials concerning the agenda of the Committee's meeting shall include drafts of decisions on matters. Preparation of drafts of the decisions is set up by the Chairman of the Committee, except the cases of consideration of questions by the Committee upon the demand of the persons specified in item 7.9 of the Regulation.

Materials on those questions of the agenda of the Committee's meeting, in which discussion their participation is supposed, are sent to the persons invited for participation in the Committee's in-person meeting.

7.16. The notification on holding the Committee's meeting and materials (information) concerning the agenda can be provided (are sent) to the members of the Committee and the

persons invited for participation in the Committee's in-person meeting personally, by a facsimile message, e-mail or by means of the automated information system.

7.17. If the questions submitted for the Committee's meeting have urgent character, terms of convocation of a meeting and the direction of materials concerning the agenda of such a meeting can be reduced according to the decision of the Chairman of the Committee.

7.18. When receiving from the Corporate Secretary of the Company of the notification on a meeting of the Board of Directors of the Company, which agenda contains the questions referred by the Regulation to the competence of the Committee, the Chairman of the Committee should take all measures providing timely holding the Committee's meetings for development of recommendations (decisions) about the specified questions of the agenda of a meeting of the Board of Directors of the Company and their direction to the Board of Directors of the Company.

7.19. When receiving from the Corporate Secretary of the Company of the notification on a meeting of the Board of Directors of the Company, which agenda contains the questions referred by the Regulation to the competence of the Committee, and which are subject according to the Regulation on the Management Board of the Company to preliminary consideration by the Management Board of the Company, the Committee's meeting on such questions should be held after their preliminary consideration at a meeting of the Management Board of the Company. In this case the relevant decisions (recommendations) of the Management Board should be provided to members of the Committee to the Committee's meeting. In case of lack of the specified decisions (recommendations) of the Management Board of the Company the decision on a possibility of consideration of questions by the Committee is made by the Chairman of the Committee.

7.20. Decisions at the Committee's meetings are made by a simple majority vote of the elected members of the Committee.

7.21. At the solution of questions at a meeting each member of the Committee possesses one vote. In case of equality of votes the vote of the Chairman of the Committee is decisive.

A vote transfer by one member of the Committee to another member of the Committee or another person is not allowed.

7.22. No later than 2 (Two) working days after holding the Committee's meeting the Secretary of the Committee draws up the minutes.

7.23. The minutes of the Committee's meeting are signed by the Chairman at the meeting and the Secretary of the Committee. The minutes are formed in two original copies, one of which within 1 (One) working day after signing is sent by the Secretary of the Committee to the Board of Directors of the Company with attachment of the materials and recommendations prepared for it, and the other one remains in archives of the Committee. Copies of the minutes, prepared materials and recommendations go to all members of the Committee.

7.24. The Chairman and the Secretary of the Committee bear responsibility for correctness of drawing up the Minutes. The Secretary of the Committee is responsible for storage of the minutes, questionnaires, materials and recommendations of the Committee.

7.25. The Minutes of the Committee specify:

- a form of holding the meeting;

- a date, place and time of holding the meeting (the date and time of the end of acceptance of questionnaires);

- a list of members of the Committee who took part in consideration of questions of the agenda with indication of a vote form (in-person, or by direction of a questionnaire, or by means of vote in the automated information system), and also a list of other persons who were present at an in-person meeting;

- an agenda;

- proposals of members of the Committee on the agenda;

- questions put to the vote, vote results on them with indication of the nature of vote of each member of the Committee;

- accepted decisions.

7.26. At the request of a member of the Committee the summary of his opinion concerning the agenda of the Committee's meeting can be attached to the Minutes of the Committee. Such

an opinion is prepared by the member of the Committee and is transferred to the Chairman of the Committee and the Secretary of the Committee.

8. FEATURES OF HOLDING IN-PERSON MEETINGS OF THE COMMITTEE.

8.1. The Committee's in-person meeting is opened by the Presiding person over the meeting - the Chairman of the Committee, and in case of his absence – the Deputy Chairman of the Committee.

8.2. Members of the Committee, and also the invited persons participate in the Committee's in-person meeting.

8.3. The Secretary of the Committee defines availability of quorum for holding the Committee's in-person meeting.

The Chairman at an in-person meeting reports to attendees about availability of quorum for holding the Committee's meeting and announces the meeting agenda.

8.4. In the absence of quorum, the meeting appears unauthorized. At the same time, the Chairman at the meeting accepts one of the following decisions:

1) by consultations with the persons who are present at the meeting defines time of transfer of the beginning of the meeting;

2) defines a date of a repeated meeting with the same agenda;

3) includes questions, which should be considered at the cancelled meeting of the Committee, into the agenda of the next planned Committee's meeting.

8.5. The Committee's in-person meeting is competent (has quorum) in case of presence at the meeting of not fewer than a half from the number of the elected members of the Committee.

8.6. At determination of results of vote on the questions included in the agenda of the Committee's in-person meeting, written opinions of the members of the Committee, who are absent at the meeting, issued and received in the order provided by this Regulation, are considered.

8.7. Written opinions of the members of the Committee, who are absent at the Committee's in-person meeting, should be issued by filling in a questionnaire for vote concerning the agenda.

8.8. On the day of holding the Committee's in-person meeting the Secretary of the Committee following the results of discussion of questions of the agenda and vote of the members of the Committee, who are present at the meeting, makes a questionnaire, according to Appendix 1 to the Regulation, signed by the Chairman of the Committee, and sends it in the original, e-mail, fax or by means of the automated information system to the members of the Committee, who were absent at the meeting.

8.9. When filling in the questionnaire by a member of the Committee on each of questions put to the vote, only one of possible options of vote (pro, contra, refrained) is to be left not crossed out.

The completed questionnaire should be signed by the member of the Committee with indication of his surname and initials.

The completed and signed questionnaire should be provided by the member of the Committee to the Secretary of the Committee no later than the next day after holding the Committee's meeting in the original, e-mail or fax with the subsequent direction of the original of the questionnaire to the address specified in the questionnaire or by means of the automated information system.

8.10. The questionnaire completed with violation of the requirements specified in the first clause of paragraph 8.9 of the Regulation is not considered at counting of votes regarding an appropriate question.

The unsigned questionnaire, and also the questionnaire provided with violation of the terms specified in paragraph 8.9 of the Regulation is nullified, not considered at counting of votes and determination of results of vote.

8.11. Results of vote concerning the agenda of the Committee's in-person meeting are defined (summed up) on the basis of the results of vote of the members of the Committee who are present at the in-person meeting, questionnaires filled in and signed by members of the

Committee, received by the Secretary of the Committee at the scheduled time and also results of vote of members of the Committee in the automated information system. Results of vote are defined after the expiration of the term of acceptance of questionnaires.

9. FEATURES OF HOLDING CORRESPONDENCE MEETINGS OF THE COMMITTEE.

9.1. The decision on holding the Committee's correspondence meeting is made by the Chairman of the Committee.

9.2. For holding the Committee's correspondence meeting along with materials (information) concerning the agenda of the correspondence meeting, questionnaires for vote concerning the agenda of the meeting made according to Appendix 2 of the Regulation are sent to members of the Committee.

9.3. When filling in the questionnaire for an absentee voting by a member of the Committee on each question put to the vote, only one of possible options of vote (pro, contra, refrained) is to be left not crossed out.

The completed questionnaire should be signed by the member of the Committee with indication of his surname and initials.

The completed and signed questionnaire should be provided by the member of the Committee to the Secretary of the Committee no later than the date and time of the end of acceptance of the questionnaires specified in the questionnaire, in the original, by e-mail or fax with the subsequent direction of the original of the questionnaire to the address specified in the questionnaire or by means of the automated information system.

9.4. The questionnaire completed with violation of the requirements specified in the first clause of paragraph 9.3 of the Regulation is not considered at counting of votes regarding an appropriate question.

The unsigned questionnaire, and also the questionnaire provided with violation of the terms specified in paragraph 9.3 of the Regulation is nullified, does not participate in determination of the quorum necessary for decision-making by an absentee voting, is not considered at counting of votes and determination of results of vote.

9.5. The Committee's correspondence meeting is considered competent (has quorum) if not fewer than a half of the elected members of the Committee took part in it.

9.6. Participation in the correspondence meeting of those members of the Committee is considered, whose questionnaires or information on results of vote in the automated information system were received by the Secretary of the Committee no later than the date and time of the end of acceptance of questionnaires.

10. ENSURING ACTIVITY OF THE COMMITTEE

10.1. An individual item of expenditure is provided for ensuring work of the Committee when forming the expense side of the general budget of the Company. Expenses of the Committee namely include remunerations and compensations of the Chairman, members of the Committee and the Secretary of the Committee, expenses on involvement of third-party consultants (experts), maintenance costs of administrative personnel and other expenses.

10.2. According to the decision of the Board of Directors of the Company remunerations can be paid to members of the Committee and the Secretary of the Committee and expenses connected with execution of the duties by them can be compensated. The amount of such remunerations and compensations, an order and terms of their payment are established by a separate decision of the Board of Directors of the Company.

10.3. The offer on the size of the budget of the Committee (with disclosure of itemized information) is formed at the Committee's meeting and goes to the Board of Directors of the Company.

The conclusion of the CEO of the Company about possibility of financing of the provided budget in the planned volumes within implementation of business activities of the Company in the corresponding planning period is attached to the budget draft of the Committee.

10.4. For the purpose of holding the Committee's meetings the CEO of the Company according to the petition of the Chairman of the Committee is obliged to provide a room to the Committee, to provide easy access to it of persons whose list is defined in the specified petition, and also to perform other measures for holding the Committee's meeting.

11. INTERACTION OF THE COMMITTEE WITH BODIES OF THE COMPANY AND OTHER PERSONS

11.1. At execution of the duties the Committee maintains effective labour relations with governing and control bodies, structural divisions of the Company, other organizations and persons.

11.2. The Chairman and the Secretary of the Committee are obliged to provide information, technical and coordinated interaction of the Committee with the Board of Directors, with governing and control bodies, structural divisions of the Company, and also with other Committees of the Board of Directors of the Company.

11.3. Executive bodies of the Company according to a request signed by the Chairman of the Committee are obliged to provide information and materials necessary for members of the Committee for decision making on questions of competence of the Committee.

The specified information and materials should be submitted no later than 3 (Three) working days from the date of receipt of the request unless the request specifies a bigger term.

In case of representation of incomplete or unreliable information (materials) members of the Committee have the right to request additional information (materials).

11.4. Recommendations (conclusions) prepared (developed) by the Committee are presented by the Chairman of the Committee to the Board of Directors of the Company with simultaneous providing copies of the specified recommendations (conclusions) to the CEO of the Company.

12. CONFIDENTIALITY

12.1. During fulfillment of duties of members of the Committee, and also within one year after the end of a term of office in the Committee, the persons who are (were) members of the Committee, the Secretary of the Committee and the third parties involved in the Committee's work are obliged to observe requirements of confidentiality concerning information, received by them in connection with their activity in the Committee, which is not public. The concept of information which is not public in relation to activity of the Company and its structure is established by a decision of an authorized management body of the Company.

12.2. The members of the Committee, the Secretary of the Committee and the third parties involved in the Committee's work, have the right to obtain the specified information on condition of conclusion with the Company of an agreement to use the specified information under the form provided by internal documents of the Company.

12.3. All documents connected with activity of the Committee should be stored in the Company's location according to the document storage order established in the Company. The Secretary of the Committee is responsible for storage of the specified documents.

**THE STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS
of IDGC of Centre, PJSC**

QUESTIONNAIRE
for vote concerning the agenda of an in-person meeting
of the Strategy Committee of the Board of Directors
of IDGC of Centre, PJSC held " ____ " _____ 20 __.

Question:

1. _____

Decision (accepted at the meeting):

1.

FOR	AGAINST	REFRAINED
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(leave your variant uncrossed)

Question:

2. _____

Decision (accepted at the meeting):

2.

FOR	AGAINST	REFRAINED
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(leave your variant uncrossed)

The completed and signed questionnaire should be provided by the member of the Committee to the Secretary of the Committee not later _____ (*date, time*) in the original, or to the e-mail address _____, or _____ by fax with the subsequent direction of the original to the address: _____.

The questionnaire can be also completed in the automated information system on the Internet at: _____¹.

The questionnaire which came to the Company after the date and time of the end of acceptance of questionnaires is nullified, not considered at counting of votes and vote summing up.

**Member of the Strategy Committee
of the Board of Directors of IDGC of Centre, PJSC**

_____/_____
(signature) (Full name)

**Chairman of the Strategy Committee
of the Board of Directors of IDGC of Centre, PJSC**

_____/_____
(signature) (Full name)

**The questionnaire unsigned by the Chairman and the member of the Committee of
the Board of Directors is invalid**

¹ It is specified in case of implementation in the Company of the corresponding automated information system.

**THE STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS
of IDGC of Centre, PJSC**

QUESTIONNAIRE
for vote concerning the agenda of a correspondence meeting
of the Strategy Committee of the Board of Directors
of IDGC of Centre, PJSC which held " ____ " _____ 20 __.

Question:

1. _____

Decision:

1.

FOR	AGAINST	REFRAINED
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(leave your variant uncrossed)

Question:

2. _____

Decision:

2.

FOR	AGAINST	REFRAINED
------------	----------------	------------------

(leave your variant uncrossed)

The completed and signed questionnaire should be provided by the member of the Committee to the Secretary of the Committee not later _____ *(date, time)* in the original, or to the e-mail address _____, or _____ by fax with the subsequent direction of the original to the address: _____.

The questionnaire can be also completed in the automated information system on the Internet at: _____².

The questionnaire which came to the Company after the date and time of the end of acceptance of questionnaires is nullified, not considered at counting of votes and vote summing up.

Member of the Strategy Committee

of the Board of Directors of IDGC of Centre, PJSC

_____/_____
(signature) (Full name)

**The questionnaire unsigned by the member of the Committee of the Board of
Directors is invalid**

² It is specified in case of implementation in the Company of the corresponding automated information system.