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## MINUTES

of meeting of the Strategy and Development Committee  
of the Board of Directors of IDGC of Centre, PJSC

27 July 2018

Moscow

No. 08/18

**Form of the meeting:** absent voting.

**Total number of members of the Strategy and Development Committee:** 10 persons.

**Participants of the voting:** D.B. Akopyan, P.V. Grebtsov, D.S. Kapustin, A.I. Krupenina, A.V. Morozov, E.A. Olkhovich, A.I. Pavlov, R.A. Filkin, A.V. Shevchuk, A.V. Inozemtsev.

**Members who did not provide questionnaires:** none

**The quorum is present.**

**Date of the minutes:** 27.07.2018.

### AGENDA:

1. On election of Deputy Chairperson of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC.
2. On approval of the Work Plan of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC for the 2018-2019 corporate year.
3. On approval of the budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2018.
4. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On consideration of the report of General Director of the Company «On the course of implementation of investment projects of IDGC of Centre, PJSC in 2Q 2018, included in the list of priority facilities»».
5. On consideration of the report of General Director of the Company «On the implementation of corrective and preventive measures to eliminate the shortcomings noted by the results of technological and price audit in reports on the implementation of the Company's Investment Program for quarters 1-4 of 2017 and 2017»».
6. On amending the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC.

### Item 1. On election of Deputy Chairperson of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC.

#### Decision:

To elect Pavel Vladimirovich Grebtsov as Deputy Chairperson of the Strategy and Development Committee of the Board of Directors of the Company.

#### Voting results:

- |                                     |         |
|-------------------------------------|---------|
| 1. Dmitry Borisovich Akopyan        | - «FOR» |
| 2. Alexander Valeryevich Inozemtsev | - «FOR» |
| 3. Pavel Vladimirovich Grebtsov     | - «FOR» |
| 4. Dmitry Sergeevich Kapustin       | - «FOR» |
| 5. Anastasiya Igorevna Krupenina    | - «FOR» |

- |                                    |         |
|------------------------------------|---------|
| 6. Andrey Vladimirovich Morozov    | - «FOR» |
| 7. Evgeny Alexandrovich Olkhovich  | - «FOR» |
| 8. Alexey Igorevich Pavlov         | - «FOR» |
| 9. Roman Alexeyevich Filkin        | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 2. On approval of the Work Plan of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC for the 2018-2019 corporate year.**

**Decision:**

To approve the Work Plan of the Strategy and Development Committee of the Board of Directors of the Company for the 2018-2019 corporate year in accordance with Appendix # 1 to this decision of the Strategy and Development Committee.

**Voting results:**

- |                                     |         |
|-------------------------------------|---------|
| 1. Dmitry Borisovich Akopyan        | - «FOR» |
| 2. Alexander Valeryevich Inozemtsev | - «FOR» |
| 3. Pavel Vladimirovich Grebtsov     | - «FOR» |
| 4. Dmitry Sergeevich Kapustin       | - «FOR» |
| 5. Anastasiya Igorevna Krupenina    | - «FOR» |
| 6. Andrey Vladimirovich Morozov     | - «FOR» |
| 7. Evgeny Alexandrovich Olkhovich   | - «FOR» |
| 8. Alexey Igorevich Pavlov          | - «FOR» |
| 9. Roman Alexeyevich Filkin         | - «FOR» |
| 10. Alexander Viktorovich Shevchuk  | - «FOR» |

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 3. On approval of the budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2018.**

**Decision:**

To recommend to members of the Board of Directors of IDGC of Centre, PJSC to approve the budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2018 in accordance with Appendix # 2 to this decision of the Strategy and Development Committee.

**Voting results:**

- |                                     |         |
|-------------------------------------|---------|
| 1. Dmitry Borisovich Akopyan        | - «FOR» |
| 2. Alexander Valeryevich Inozemtsev | - «FOR» |
| 3. Pavel Vladimirovich Grebtsov     | - «FOR» |
| 4. Dmitry Sergeevich Kapustin       | - «FOR» |
| 5. Anastasiya Igorevna Krupenina    | - «FOR» |
| 6. Andrey Vladimirovich Morozov     | - «FOR» |
| 7. Evgeny Alexandrovich Olkhovich   | - «FOR» |
| 8. Alexey Igorevich Pavlov          | - «FOR» |
| 9. Roman Alexeyevich Filkin         | - «FOR» |

10. Alexander Viktorovich Shevchuk - «FOR»

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 4. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On consideration of the report of General Director of the Company «On the course of implementation of investment projects of IDGC of Centre, PJSC in 2Q 2018, included in the list of priority facilities».**

**Decision:**

To recommend to the Board of Directors of the Company to take the following decision:  
*«To take into consideration the report of General Director of the Company «On the course of implementation of investment projects of IDGC of Centre, PJSC in 2Q 2018, included in the list of priority facilities» in accordance with the Appendix».*

**Voting results:**

1. Dmitry Borisovich Akopyan	- «FOR»
2. Alexander Valeryevich Inozemtsev	- «FOR»
3. Pavel Vladimirovich Grebtsov	- «FOR»
4. Dmitry Sergeevich Kapustin	- «FOR»
5. Anastasiya Igorevna Krupenina	- «FOR»
6. Andrey Vladimirovich Morozov	- «FOR»
7. Evgeny Alexandrovich Olkhovich	- «FOR»
8. Alexey Igorevich Pavlov	- «FOR»
9. Roman Alexeyevich Filkin	- «FOR»
10. Alexander Viktorovich Shevchuk	- «FOR»

**Total:**

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 5. On consideration of the report of General Director of the Company «On the implementation of corrective and preventive measures to eliminate the shortcomings noted by the results of technological and price audit in reports on the implementation of the Company's Investment Program for quarters 1-4 of 2017 and 2017».**

**Decision:**

To take into consideration the report of General Director of the Company «On the implementation of corrective and preventive measures to eliminate the shortcomings noted by the results of technological and price audit in reports on the implementation of the Company's Investment Program for quarters 1-4 of 2017 and 2017» in accordance with Appendix # 3 to this decision of the Strategy and Development Committee.

**Voting results:**

1. Dmitry Borisovich Akopyan	- «FOR»
2. Alexander Valeryevich Inozemtsev	- «FOR»
3. Pavel Vladimirovich Grebtsov	- «FOR»
4. Dmitry Sergeevich Kapustin	- «FOR»
5. Anastasiya Igorevna Krupenina	- «ABSTAINED»
6. Andrey Vladimirovich Morozov	- «FOR»
7. Evgeny Alexandrovich Olkhovich	- «FOR»

- |                                    |         |
|------------------------------------|---------|
| 8. Alexey Igorevich Pavlov         | - «FOR» |
| 9. Roman Alexeyevich Filkin        | - «FOR» |
| 10. Alexander Viktorovich Shevchuk | - «FOR» |

**Total:**

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 6. On amending the Method of calculation and assessment of key performance indicators of General Director of IDGC of Centre, PJSC.**

**Decision:**

To recommend to members of the Board of Directors of the Company to take the following decision:

*«To read paragraph 1.7 of Appendix # 12, approved by the decision of the Board of Directors of the Company on 30.03.2017 (Minutes dated 31.03.2017 #07/17), in the edition in accordance with Appendix #8 to this decision of the Board of Directors of the Company».*

**Voting results:**

- |                                     |               |
|-------------------------------------|---------------|
| 1. Dmitry Borisovich Akopyan        | - «FOR»       |
| 2. Alexander Valeryevich Inozemtsev | - «FOR»       |
| 3. Pavel Vladimirovich Grebtsov     | - «ABSTAINED» |
| 4. Dmitry Sergeevich Kapustin       | - «ABSTAINED» |
| 5. Anastasiya Igorevna Krupenina    | - «ABSTAINED» |
| 6. Andrey Vladimirovich Morozov     | - «FOR»       |
| 7. Evgeny Alexandrovich Olkhovich   | - «FOR»       |
| 8. Alexey Igorevich Pavlov          | - «FOR»       |
| 9. Roman Alexeyevich Filkin         | - «ABSTAINED» |
| 10. Alexander Viktorovich Shevchuk  | - «FOR»       |

**Total:**

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

**Decision is taken.**

*A dissenting opinion on the given item was received from a member of the Strategy and Development Committee of the Board of Directors of the Company, A.V. Shevchuk.*

**Appendices:**

1. The Work Plan of the Strategy and Development Committee of the Board of Directors of the Company for the 2018-2019 corporate year (Appendix # 1).
2. The budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2018 (Appendix # 2).
3. The report «On the implementation of corrective and preventive measures to eliminate the shortcomings noted by the results of technological and price audit in reports on the implementation of the Company's Investment Program for quarters 1-4 of 2017 and 2017» (Appendix # 3).
4. The dissenting opinion of the member of the Committee of the Board of Directors of the Company, A.V. Shevchuk, regarding item # 6 of the meeting agenda of the Strategy and Development Committee of the Board of Directors of the Company (Appendix # 4).

**Chairperson  
of the Strategy and Development Committee**

**E.A. Olkhovich**

**Secretary  
of the Strategy and Development Committee**

**S.V. Lapinskaya**