



Interregional Distribution Grid Company of  
Centre,  
Public Joint-Stock Company  
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## MINUTES

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

19 April 2019

Moscow

No. 07/19

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

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

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

**Members who neither participated in the meeting nor provided questionnaires:** none.

**The quorum** is present.

**Date of the minutes:** 19.04.2019.

### AGENDA:

1. On recommendations to the Board of Directors of the Company regarding the item «On consideration of the report «On the course of implementation of investment projects of IDGC of Centre, PJSC, included in the list of priority facilities, in 1Q 2019»».
2. On the recommendation to the Board of Directors of the Company regarding the item «On consideration of reports of General Director of the Company «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 2018»».
3. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre for 2019 and forecast for 2020-2023»».
4. On consideration of the results of the conducted analysis of the effectiveness of the implementation of measures of the Program to improve the reliability and development of power supply in the Tver region.
5. On consideration and coordination of the content of the section of the Annual Report of IDGC of Centre, PJSC «Risk management system».
6. On the recommendation to the Board of Directors of the Company regarding the item «On the participation of IDGC of Centre, PJSC in Association SRO “Centre of Survey”».
7. On the recommendation to the Board of Directors of the Company regarding the item «On the participation of IDGC of Centre, PJSC in NP “NTS EES”».
8. On preliminary review of the drafts of the Articles of Association and internal documents of the Company in a new edition.
9. On the Report of the Strategy and Development Committee to the Board of Directors of the Company «On the work performed in the 2018-2019 corporate year».

**Item 1. On recommendations to the Board of Directors of the Company regarding the item «On consideration of the report «On the course of implementation of investment projects of IDGC of Centre, PJSC, included in the list of priority facilities, in 1Q 2019»».**

**Decision:**

To recommend to the Board of Directors of the Company to take the following decision:  
*«To take into consideration the report «On the course of implementation of investment projects of IDGC of Centre, PJSC, included in the list of priority facilities, in 1Q 2019» in accordance with the Appendix».*

**Voting results:**

- |                                     |         |
|-------------------------------------|---------|
| 1. Pavel Vladimirovich Grebtsov     | - «FOR» |
| 2. Alexander Valeryevich Inozemtsev | - «FOR» |
| 3. Dmitry Sergeevich Kapustin       | - «FOR» |
| 4. Valery Vasilyevich Kataev        | - «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 the recommendation to the Board of Directors of the Company regarding the item «On consideration of reports of General Director of the Company «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 2018».**

**Decision:**

To recommend to the Board of Directors of the Company to take the following decision:  
*«To take into consideration the reports of General Director of the Company «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 2018» in accordance with the Appendices».*

**Voting results:**

- |                                     |         |
|-------------------------------------|---------|
| 1. Pavel Vladimirovich Grebtsov     | - «FOR» |
| 2. Alexander Valeryevich Inozemtsev | - «FOR» |
| 3. Dmitry Sergeevich Kapustin       | - «FOR» |
| 4. Valery Vasilyevich Kataev        | - «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 the recommendation to the Board of Directors of the Company regarding the item «On approval of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre for 2019 and forecast for 2020-2023».**

**Decision:**

To recommend to the Board of Directors of the Company to take the following decision:  
*«To approve the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre for 2019 and forecast for 2020-2023 in accordance with the Appendices».*

**Voting results:**

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

**Total:**

«FOR»	- «6»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 4. On consideration of the results of the conducted analysis of the effectiveness of the implementation of measures of the Program to improve the reliability and development of power supply in the Tver region.**

**Decision:**

To take into consideration the information of the management of IDGC of Centre, PJSC on the results of the conducted analysis of the effectiveness of the implementation of measures of the Program to improve the reliability and development of power supply in the Tver region in accordance with Appendix # 1 to this decision of the Strategy and Development Committee.

**Voting results:**

- |                                     |         |
|-------------------------------------|---------|
| 1. Pavel Vladimirovich Grebtsov     | - «FOR» |
| 2. Alexander Valeryevich Inozemtsev | - «FOR» |
| 3. Dmitry Sergeevich Kapustin       | - «FOR» |
| 4. Valery Vasilyevich Kataev        | - «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 and coordination of the content of the section of the Annual Report of IDGC of Centre, PJSC «Risk management system».**

**Decision:**

To agree upon the content of the section of the Annual Report of IDGC of Centre, PJSC «Risk management system» in accordance with Appendix # 2 to this decision of the Strategy and Development Committee.

**Voting results:**

- |                                     |         |
|-------------------------------------|---------|
| 1. Pavel Vladimirovich Grebtsov     | - «FOR» |
| 2. Alexander Valeryevich Inozemtsev | - «FOR» |
| 3. Dmitry Sergeevich Kapustin       | - «FOR» |
| 4. Valery Vasilyevich Kataev        | - «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 6. On the recommendation to the Board of Directors of the Company regarding the item «On the participation of IDGC of Centre, PJSC in Association SRO “Centre of Survey”».**

**Decision:**

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

*«To propose to the Annual General Meeting of Shareholders of the Company to approve the participation of IDGC of Centre, PJSC in the Association of the self-regulatory organization “Central Association of Engineering Survey Organizations for Construction “Centre of Survey” (Association SRO “Centre of Survey”) on the following essential conditions:*

- the size of the entrance (one-time) fee – 20 000 (twenty thousand) rubles;
- the size of current annual membership fees – 54 000 (fifty four thousand) rubles;
- one-time contribution to the compensation fund for securing contractual obligations – 150 000 (one hundred fifty thousand) rubles;
- the size of a single contribution to the harm compensation fund – 50 000 (fifty thousand) rubles;
- the form of payment of contributions – cash;
- the annual target contribution for transfer to the National Association of self-regulatory organizations based on the membership of engineering survey entities and self-regulatory organizations based on the membership of entities engaged in preparation of design documentation (hereinafter referred to as NOPRIZ) is the same for all members, and its size is set by the All-Russian Congress of self-regulatory organizations based on the membership of entities performing engineering surveys and self-regulatory

organizations engaged in preparation of design documentation. At the same time, the first such fee is paid by all members of the Association for the current year in proportion to the annual fee, based on the time of entry;

- the size of regular membership fees is approved by the General Meeting of Members of Association SRO “Centre of Survey”».

**Voting results:**

- |                                     |               |
|-------------------------------------|---------------|
| 1. Pavel Vladimirovich Grebtsov     | - «FOR»       |
| 2. Alexander Valeryevich Inozemtsev | - «FOR»       |
| 3. Dmitry Sergeevich Kapustin       | - «FOR»       |
| 4. Valery Vasilyevich Kataev        | - «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         | - «ABSTAINED» |
| 10. Alexander Viktorovich Shevchuk  | - «FOR»       |

**Total:**

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

**Decision is taken.**

**Item 7. On the recommendation to the Board of Directors of the Company regarding the item «On the participation of IDGC of Centre, PJSC in NP “NTS EES”».**

**Decision:**

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

*«To propose to the Annual General Meeting of Shareholders of the Company to approve the participation of IDGC of Centre, PJSC in Non-commercial partnership “Scientific and Technical Council of the Unified Energy System” (NP “NTS EES”) on the following essential conditions:*

- *the size of the entrance (one-time) fee – 2 100 000 (two million one hundred thousand) rubles;*
- *the size of current annual membership fees – 2 000 000 (two million) rubles.*
- *the form of payment of contributions – cash;*
- *when joining NP “NTS EES”, the Partnership Member pays an annual membership fee at the same time as the entrance fee is paid no later than 30 (Thirty) days from the date the Supervisory Board decides to accept the new Partnership Member. Subsequently, the payment of the annual membership fee is made no later than 1 February of each current year.*
- *the size and procedure for payment of the annual membership fee is determined by the Regulation on Contributions approved by the Supervisory Board of NP “NTS EES” and may be changed for subsequent periods».*

**Voting results:**

- |                                     |             |
|-------------------------------------|-------------|
| 1. Pavel Vladimirovich Grebtsov     | - «FOR»     |
| 2. Alexander Valeryevich Inozemtsev | - «FOR»     |
| 3. Dmitry Sergeevich Kapustin       | - «FOR»     |
| 4. Valery Vasilyevich Kataev        | - «FOR»     |
| 5. Anastasiya Igorevna Krupenina    | - «AGAINST» |

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

**Total:**

«FOR»	- «6»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 8. On preliminary review of the drafts of the Articles of Association and internal documents of the Company in a new edition.**

**Decision:**

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

*«1. To propose to the Annual General Meeting of Shareholders of the Company to approve the Articles of Association of IDGC of Centre, PJSC in a new edition in accordance with the Appendix.*

**Voting results regarding item # 1:**

- |                                     |         |
|-------------------------------------|---------|
| 1. Pavel Vladimirovich Grebtsov     | - «FOR» |
| 2. Alexander Valeryevich Inozemtsev | - «FOR» |
| 3. Dmitry Sergeevich Kapustin       | - «FOR» |
| 4. Valery Vasilyevich Kataev        | - «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 regarding item # 1 is taken.**

*2. To propose to the Annual General Meeting of Shareholders of the Company to approve the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition in accordance with the Appendix.*

**Voting results regarding item # 2:**

- |                                     |               |
|-------------------------------------|---------------|
| 1. Pavel Vladimirovich Grebtsov     | - «FOR»       |
| 2. Alexander Valeryevich Inozemtsev | - «FOR»       |
| 3. Dmitry Sergeevich Kapustin       | - «FOR»       |
| 4. Valery Vasilyevich Kataev        | - «FOR»       |
| 5. Anastasiya Igorevna Krupenina    | - «FOR»       |
| 6. Andrey Vladimirovich Morozov     | - «ABSTAINED» |
| 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 regarding item # 2 is taken.**

*A dissenting opinion on this agenda item was received from a member of the Strategy and Development Committee of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 4).*

*3. To propose to the Annual General Meeting of Shareholders of the Company to approve the Regulation on the Management Board of IDGC of Centre, PJSC in a new edition in accordance with the Appendix.*

**Voting results regarding item # 3:**

1. Pavel Vladimirovich Grebtsov	- «FOR»
2. Alexander Valeryevich Inozemtsev	- «FOR»
3. Dmitry Sergeevich Kapustin	- «FOR»
4. Valery Vasilyevich Kataev	- «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 regarding item # 3 is taken.**

*4. To propose to the Annual General Meeting of Shareholders of the Company to approve the Regulation on the General Meeting of IDGC of Centre, PJSC in a new edition in accordance with the Appendix».*

**Voting results regarding item # 4:**

1. Pavel Vladimirovich Grebtsov	- «FOR»
2. Alexander Valeryevich Inozemtsev	- «FOR»
3. Dmitry Sergeevich Kapustin	- «FOR»
4. Valery Vasilyevich Kataev	- «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 regarding item # 4 is taken.****Decision, taken at the meeting regarding item # 8:**

To recommend to members of the Board of Directors of the Company to take the

following decision:

- «1. To propose to the Annual General Meeting of Shareholders of the Company to approve the Articles of Association of IDGC of Centre, PJSC in a new edition in accordance with the Appendix.
2. To propose to the Annual General Meeting of Shareholders of the Company to approve the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition in accordance with the Appendix.
3. To propose to the Annual General Meeting of Shareholders of the Company to approve the Regulation on the Management Board of IDGC of Centre, PJSC in a new edition in accordance with the Appendix.
4. To propose to the Annual General Meeting of Shareholders of the Company to approve the Regulation on the General Meeting of IDGC of Centre, PJSC in a new edition in accordance with the Appendix».

**Item 9. On the Report of the Strategy and Development Committee to the Board of Directors of the Company «On the work performed in the 2018-2019 corporate year».**

**Decision:**

To recommend to the Board of Directors of IDGC of Centre, PJSC to approve the Report of the Strategy and Development Committee «On the work performed in the 2018-2019 corporate year» in accordance with Appendix # 3 to this decision of the Strategy and Development Committee of the Board of Directors of the Company.

**Voting results:**

- |                                     |         |
|-------------------------------------|---------|
| 1. Pavel Vladimirovich Grebtsov     | - «FOR» |
| 2. Alexander Valeryevich Inozemtsev | - «FOR» |
| 3. Dmitry Sergeevich Kapustin       | - «FOR» |
| 4. Valery Vasilyevich Kataev        | - «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.**

**Appendices:**

1. The information of the management of IDGC of Centre, PJSC on the results of the conducted analysis of the effectiveness of the implementation of measures of the Program to improve the reliability and development of power supply in the Tver region (Appendix # 1).
2. The section of the Annual Report of IDGC of Centre, PJSC «Risk management system» (Appendix # 2).
3. The Report of the Strategy and Development Committee «On the work performed in the 2018-2019 corporate year» (Appendix # 3).
4. The dissenting opinion of the member of the Strategy and Development Committee, A.V. Shevchuk, regarding item # 8 (item 2) of the 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**