

MINUTES
of meeting of the Strategy Committee
of the Board of Directors of IDGC of Centre, PJSC

27 July 2020

Moscow

No. 12/20

Form of the meeting: absent voting.

Total number of members of the Strategy Committee: 11 persons.

Participants of the voting: A.V. Golovtsov, A.N. Zharikov, V.Y. Zarkhin, D.D. Mikheev, A.I. Pavlov, A.V. Pilyugin, E.V. Prokhorov, A.O. Romankov, O.V. Tikhomirova, I.A. Shagina, A.V. Shevchuk.

Members who provided questionnaires: none.

The quorum is present.

Date of the minutes: 27.07.2020.

AGENDA:

1. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the Reports on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q1 and Q2 2019».
2. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the Report on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q3 2019».
3. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the Report on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q4 2019».

Item 1. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the Reports on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q1 and Q2 2019».

Decision:

To recommend that the Board of Directors of IDGC of Centre, PJSC take the following decision:
1. *To approve the Reports on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q1 and Q2 2019 in accordance with the Appendices.*
2. *To mark non-compliance with the KPI "Consolidated profit from operating activities (EBITDA)" for Q1 2019».*

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. Alexey Nikolayevich Zharikov | - «ABSTAINED» |
| 3. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 4. Dmitry Dmitrievich Mikheev | - «FOR» |
| 5. Alexey Igorevich Pavlov | - «FOR» |
| 6. Alexander Viktorovich Pilyugin | - «FOR» |
| 7. Egor Vyacheslavovich Prokhorov | - «FOR» |
| 8. Andrey Olegovich Romankov | - «FOR» |
| 9. Olga Vladimirovna Tikhomirova | - «FOR» |
| 10. Irina Alexandrovna Shagina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR» - «8»

| | |
|-------------|-------|
| «AGAINST» | - «0» |
| «ABSTAINED» | - «3» |

Decision is taken.

A dissenting opinion was received on this item from a member of the Strategy Committee, A.V. Golovtsov (Appendix # 1).

Item 2. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the Report on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q3 2019».

Decision:

To recommend that the Board of Directors of IDGC of Centre, PJSC take the following decision: «To approve the Report on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q3 2019 in accordance with the Appendix».

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. Alexey Nikolayevich Zharikov | - «ABSTAINED» |
| 3. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 4. Dmitry Dmitrievich Mikheev | - «FOR» |
| 5. Alexey Igorevich Pavlov | - «FOR» |
| 6. Alexander Viktorovich Pilyugin | - «FOR» |
| 7. Egor Vyacheslavovich Prokhorov | - «FOR» |
| 8. Andrey Olegovich Romankov | - «FOR» |
| 9. Olga Vladimirovna Tikhomirova | - «FOR» |
| 10. Irina Alexandrovna Shagina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

| | |
|-------------|-------|
| «FOR» | - «8» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «3» |

Decision is taken.

A dissenting opinion was received on this item from a member of the Strategy Committee, A.V. Golovtsov (Appendix # 1).

Item 3. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the Report on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q4 2019».

Decision:

To recommend that the Board of Directors of IDGC of Centre, PJSC take the following decision: «To approve the Report on execution of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC for Q4 2019 in accordance with the Appendix».

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. Alexey Nikolayevich Zharikov | - «ABSTAINED» |
| 3. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 4. Dmitry Dmitrievich Mikheev | - «FOR» |
| 5. Alexey Igorevich Pavlov | - «FOR» |
| 6. Alexander Viktorovich Pilyugin | - «FOR» |
| 7. Egor Vyacheslavovich Prokhorov | - «FOR» |
| 8. Andrey Olegovich Romankov | - «FOR» |
| 9. Olga Vladimirovna Tikhomirova | - «FOR» |
| 10. Irina Alexandrovna Shagina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

| | |
|-------|-------|
| «FOR» | - «8» |
|-------|-------|

| | |
|-------------|-------|
| «AGAINST» | - «0» |
| «ABSTAINED» | - «3» |

Decision is taken.

A dissenting opinion was received on this item from a member of the Strategy Committee, A.V. Golovtsov (Appendix # 1).

Appendix: The dissenting opinion from the member of the Strategy Committee of the Board of Directors of the Company, A.V. Golovtsov, on agenda items ## 1-3 (Appendix # 1).

**Chairperson
of the Strategy Committee**

E.V. Prokhorov

**Secretary
of the Strategy Committee**

S.V. Lapinskaya