

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

18 September 2020

Moscow

No. 15/20

Form of the meeting: joint presence (in-person meeting) in videoconferencing format

Date of the meeting: 18 September 2020

Time of the meeting: 10 hours 30 minutes – 12 hours 30 minutes.

Venue of the meeting: Moscow, Samarskaya St., 1, room 920 (floor 9), Moscow, Malaya Ordynka St., 15, room 201 (floor 2), Moscow, Belovezhskaya St. 4A, room A5-048 (floor 5).

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

Participants of the meeting: A.V. Golovtsov, P.V. Grebtsov, V.Y. Zarkhin, V.A. Kapitonov, D.V. Krainskiy, A.I. Krupenina, D.D. Mikheev, A.V. Pilyugin, E.V. Prokhorov, M.G. Tikhonova, A.V. Shevchuk.

Members who sent a written vote (questionnaire): none.

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

The quorum is present.

Date of the minutes: 18.09.2020.

The following representatives of the management of IDGC of Centre, PJSC were present:

V.O. Akulichev	First Deputy General Director – Director for Development
A.G. Aleshin	Deputy General Director for Economy and Finance
O.A. Danshina	Deputy General Director for Corporate and Legal Activities
D.V. Sklyarov	Deputy General Director for Investment and Capital Construction

The meeting of the Strategy Committee was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Strategy Committee was chaired by Chairperson of the Committee, Pavel Vladimirovich Grebtsov.

At the beginning of the meeting Chairperson of the Committee, P.V. Grebtsov, informed the audience about the presence of a quorum for the meeting, and the meeting was called to order.

AGENDA:

1. On recommendations to the Board of Directors of the Company regarding the item «On consideration of the report «On execution of the Company’s Business Plan following the results of 1Q 2020»».
2. On recommendations to the Board of Directors of the Company regarding the item «On approval of the report «On execution of the Company’s Investment Program following the results of 1Q 2020»».
3. On recommendations to the Board of Directors of the Company regarding the item «On consideration of the finalized draft Investment Program of IDGC of Centre, PJSC for 2021-2025 and draft amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2024, approved by Order of the Ministry of Energy of Russia of 14.12.2015 № 951 (in the edition of Order of the Ministry of Energy of Russia of 26.12.2019 № 35@)».
4. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the list of priority anti-crisis measures in the current economic situation».

Item 1. On recommendations to the Board of Directors of the Company regarding the item «On consideration of the report «On execution of the Company’s Business Plan following the results of 1Q 2020».

Speaker/co-speakers: – A.G. Aleshin / V.O. Akulichhev.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

In discussing the report the questions / comments were received from the following members of the Committee: P.V. Grebtsov, A.V. Golovtsov, A.V. Shevchuk.

The explanations and answers to the questions were given by: A.G. Aleshin.

Decision put for voting:

To recommend that the Board of Directors of the Company take the following decision:

«1. To take into consideration the report on execution of the Company’s Business Plan following the results of 1Q 2020 in accordance with the Appendices.

2. To note, based on the results of the Company’s work for 1Q 2020, the deviation of the actual indicators of the Business Plan from the planned ones in accordance with the Appendix».

Voting results at the meeting:

- | | |
|------------------------------------|---------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Pavel Vladimirovich Grebtsov | - «FOR» |
| 3. Vitaly Yuryevich Zarkhin | - «FOR» |
| 4. Vladislav Albertovich Kapitonov | - «FOR» |
| 5. Daniil Vladimirovich Krainskiy | - «FOR» |
| 6. Anastasiya Igorevna Krupenina | - «FOR» |
| 7. Dmitry Dmitrievich Mikheev | - «FOR» |
| 8. Alexander Viktorovich Pilyugin | - «FOR» |
| 9. Egor Vyacheslavovich Prokhorov | - «FOR» |
| 10. Maria Gennadijevna Tikhonova | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2. On recommendations to the Board of Directors of the Company regarding the item «On approval of the report «On execution of the Company’s Investment Program following the results of 1Q 2020».

Speaker/co-speakers: – D.V. Sklyarov / O.A. Danshina.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

In discussing the report the questions / comments were received from the following members of the Committee: P.V. Grebtsov, A.V. Golovtsov, A.V. Shevchuk, D.D. Mikheev.

The explanations and answers to the questions were given by: D.V. Sklyarov.

Decision put for voting:

To recommend that the Board of Directors of the Company take the following decision:

«1. To approve the report on execution of the Company’s Investment Program following the results of 1Q 2020 in accordance with the Appendices.

2. To note the deviations from the planned parameters of the investment program of IDGC of Centre, PJSC, approved by Order of the Ministry of Energy of Russia of 26.12.2019 № 35@, based on the results of the implementation of the Investment Program for 1Q 2020 according to the appendix.

3. To instruct the Sole Executive Body of IDGC of Centre, PJSC:

3.1. To analyze reasons for non-fulfillment of contractual obligations by contractors and take appropriate measures to prevent disruption of the deadlines for the implementation of projects of the Investment Program in the future.

3.2. To submit to the next meeting of the Board of Directors of the Company information on clause 3.1 of this decision».

Voting results at the meeting:

- | | |
|------------------------------------|---------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Pavel Vladimirovich Grebtsov | - «FOR» |
| 3. Vitaly Yuryevich Zarkhin | - «FOR» |
| 4. Vladislav Albertovich Kapitonov | - «FOR» |
| 5. Daniil Vladimirovich Krainskiy | - «FOR» |
| 6. Anastasiya Igorevna Krupenina | - «FOR» |
| 7. Dmitry Dmitrievich Mikheev | - «FOR» |
| 8. Alexander Viktorovich Pilyugin | - «FOR» |
| 9. Egor Vyacheslavovich Prokhorov | - «FOR» |
| 10. Maria Gennadiyevna Tikhonova | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 3. On recommendations to the Board of Directors of the Company regarding the item «On consideration of the finalized draft Investment Program of IDGC of Centre, PJSC for 2021-2025 and draft amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2024, approved by Order of the Ministry of Energy of Russia of 14.12.2015 № 951 (in the edition of Order of the Ministry of Energy of Russia of 26.12.2019 № 35@)».

Speaker/co-speakers: – D.V. Sklyarov.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

In discussing the report the questions / comments were received from the following members of the Committee: P.V. Grebtsov, A.V. Golovtsov, A.I. Krupenina, A.V. Shevchuk, E.V. Prokhorov.

The explanations and answers to the questions were given by: D.V. Sklyarov, A.G. Aleshin.

Decision put for voting:

To recommend that the Board of Directors of the Company take the following decision:

«To approve the finalized draft Investment Program of IDGC of Centre, PJSC for 2021-2025 and draft amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2024, approved by Order of the Ministry of Energy of Russia of 14.12.2015 № 951 (in the edition of Order of the Ministry of Energy of Russia of 26.12.2019 № 35@), in accordance with the Appendix».

Voting results at the meeting:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. Pavel Vladimirovich Grebtsov | - «FOR» |
| 3. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 4. Vladislav Albertovich Kapitonov | - «FOR» |
| 5. Daniil Vladimirovich Krainskiy | - «FOR» |
| 6. Anastasiya Igorevna Krupenina | - «ABSTAINED» |
| 7. Dmitry Dmitrievich Mikheev | - «FOR» |
| 8. Alexander Viktorovich Pilyugin | - «FOR» |
| 9. Egor Vyacheslavovich Prokhorov | - «FOR» |
| 10. Maria Gennadiyevna Tikhonova | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «4»

Decision is taken.

Item 4. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the list of priority anti-crisis measures in the current economic situation».

Speaker/co-speakers: – A.G. Aleshin.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

In discussing the report the questions / comments were received from the following members of the Committee: P.V. Grebtsov, A.V. Golovtsov, A.V. Shevchuk, V.A. Kapitonov.

The explanations and answers to the questions were given by: A.G. Aleshin.

Decision put for voting:

1. To recommend that the Board of Directors of the Company take the following decision:

«1. To approve the list of priority anti-crisis measures in the current economic situation in accordance with the Appendix.

2. To approve the indicators for 2020 in accordance with the Appendix».

2. To recommend that the management of the Company submit to the next meeting of the Strategy Committee proposals of the Company on the expediency of changing the strategies applicable to non-core financial investments of the Company.

Voting results at the meeting:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Pavel Vladimirovich Grebtsov | - «FOR» |
| 3. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 4. Vladislav Albertovich Kapitonov | - «FOR» |
| 5. Daniil Vladimirovich Krainskiy | - «FOR» |
| 6. Anastasiya Igorevna Krupenina | - «FOR» |
| 7. Dmitry Dmitrievich Mikheev | - «FOR» |
| 8. Alexander Viktorovich Pilyugin | - «FOR» |
| 9. Egor Vyacheslavovich Prokhorov | - «FOR» |
| 10. Maria Gennadievna Tikhonova | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

**Chairperson
of the Strategy Committee**

P.V. Grebtsov

**Secretary
of the Strategy Committee**

S.V. Lapinskaya