

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

17 December 2019

Moscow

No. 16/19

**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, O.V. Tikhomirova, I.A. Shagina, A.V. Shevchuk.

**Members who provided questionnaires:** A.O. Romankov.

**The quorum is present.**

**Date of the minutes:** 17.12.2019.

**AGENDA:**

1. On the recommendation to the Board of Directors of the Company regarding the item «On consideration of the report of General Director of the Company on execution of the Company's Business Plan following the results of 9 months of 2019».
2. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the report of General Director of the Company on execution of the Company's Investment Program in 3Q and following the results of 9 months of 2019».
3. On the recommendation to the Board of Directors of the Company regarding the item «On approval of changes to the Method of calculation and assessment of key performance indicators (KPI) of General Director of the Company».
4. On the recommendation to the Board of Directors of the Company regarding the item «On approval of target values of key performance indicators of General Director of the Company».

**Item 1. On the recommendation to the Board of Directors of the Company regarding the item «On consideration of the report of General Director of the Company on execution of the Company's Business Plan following the results of 9 months of 2019».**

**Decision:**

To recommend that members of 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 9 months of 2019 in accordance with the Appendix.*
- 2. According to the results of the Company's work for 9 months of 2019, to note the deviation of the actual indicators of the Business Plan from the planned ones in accordance with the Appendix.*
- 3. To instruct General Director of the Company to ensure the achievement of the indicators in the Business Plan at the end of 2019 in accordance with the Appendix».*

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 2. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the report of General Director of the Company on execution of the Company's Investment Program in 3Q and following the results of 9 months of 2019».**

**Decision:**

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 in 3Q and following the results of 9 months of 2019 in accordance with the Appendix.*

*2. General Director of the Company to present at the next meeting of the Board of Directors of the Company reasons for deviations from the planned parameters of the Investment Program in accordance with the Appendix.*

*3. To take into account the risk of regional regulators applying negative adjustments to the required gross revenue in connection with the implementation of unplanned investment projects».*

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 3. On the recommendation to the Board of Directors of the Company regarding the item «On approval of changes to the Method of calculation and assessment of key performance indicators (KPI) of General Director of the Company».**

**Decision:**

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

*«To approve the changes to the Method of calculation and assessment of key performance indicators (KPI) of General Director of IDGC of Centre, PJSC (Appendix # 12 to Minutes of the Board of Directors of the Company of 31.03.2017 # 07/17, in the edition approved by the decision of the Board of Directors of the Company of 03.08.2018, Minutes of the Board of Directors of IDGC of Centre, PJSC of 03.08.2018 # 24/18) in accordance with the Appendix».*

**Voting results:**

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

**Total:**

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

**Decision is taken.**

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

**Item 4. On the recommendation to the Board of Directors of the Company regarding the item «On approval of target values of key performance indicators of General Director of the Company».**

**Decision:**

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

*«To approve the target values of key performance indicators of General Director of IDGC of Centre, PJSC in accordance with the Appendix».*

**Voting results:**

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

**Total:**

«FOR» - «6»

«AGAINST» - «3»

«ABSTAINED» - «1»

**Decision is taken.**

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

**Chairperson  
of the Strategy Committee**

**E.V. Prokhorov**

**Secretary  
of the Strategy Committee**

**S.V. Lapinskaya**