

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

15 January 2020

Moscow

No. 01/20

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

Members who provided questionnaires: A.O. Romankov.

The quorum is present.

Date of the minutes: 15.01.2020.

AGENDA:

1. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Report on implementation of the KPI «Innovation Efficiency» of General Director of IDGC of Centre, PJSC for 2018».
2. On preliminary consideration of the Registry of non-core assets of IDGC of Centre, PJSC as at 31.12.2019.
3. On the recommendation to the Board of Directors of the Company regarding the item «On approval of an internal document of the Company – the Scenario conditions for formation of the Investment Program of IDGC of Centre, PJSC in a new edition».

Item 1. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Report on implementation of the KPI «Innovation Efficiency» of General Director of IDGC of Centre, PJSC for 2018».

Decision:

To recommend that the Board of Directors of the Company take the following decision:
«To approve the Report on implementation of the KPI «Innovation Efficiency» of General Director of IDGC of Centre, PJSC for 2018 in accordance with the Appendix».

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 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 - «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 2. On preliminary consideration of the Registry of non-core assets of IDGC of Centre, PJSC as at 31.12.2019.

Decision:

Tentatively to approve the updated Registry of non-core assets of the Company as at 31.12.2019 in accordance with Appendix # 1 to this decision of the Strategy Committee.

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 - «ABSTAINED»

Total:

«FOR»	- «6»
«AGAINST»	- «2»
«ABSTAINED»	- «2»

Decision is taken.

Dissenting opinions were received on this item from members of the Strategy Committee of the Board of Directors of the Company, A.V. Golovtsov and A.V. Shevchuk (Appendices ## 2-3).

Item 3. On the recommendation to the Board of Directors of the Company regarding the item «On approval of an internal document of the Company – the Scenario conditions for formation of the Investment Program of IDGC of Centre, PJSC in a new edition».

Decision:

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

«1. To approve the Scenario conditions for formation of the Investment Program of IDGC of Centre, PJSC in a new edition, in accordance with the Appendix.

2. To instruct General Director of the Company to ensure the formation of the Investment Program of the Company in accordance with the Scenario conditions specified in paragraph 1 of this decision, with a view to its subsequent approval in the manner prescribed by the current legislation of the Russian Federation.

3. To recognize the Scenario conditions approved by the decision of the Board of Directors of the Company on 15.02.2018 (Minutes dated 16.02.2018 # 15/18), with the amendments approved by the decision of the Board of Directors of the Company on 24.12.2018 (Minutes dated 24.12.2018 # 43/18), to have lost force».

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «ABSTAINED» |
| 2. Vitaly Yuryevich Zarkhin | - «AGAINST» |
| 3. Alexey Nikolayevich Zharikov | - «AGAINST» |
| 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»	- «2»
«ABSTAINED»	- «2»

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. Shevchuk (Appendix # 3).

Appendices:

1. The updated Registry of non-core assets of the Company as at 31.12.2019 (Appendix # 1).
2. The dissenting opinions from the members of the Strategy Committee of the Board of Directors of the Company on the agenda items, A.V. Golovtsov and A.V. Shevchuk (Appendices ## 2-3).

**Chairperson
of the Strategy Committee**

E.V. Prokhorov

**Secretary
of the Strategy Committee**

S.V. Lapinskaya