

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

14 August 2020

Moscow

No. 13/20

Form of the meeting: absent voting.

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

Participants of the voting: 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 provided questionnaires: none.

The quorum is present.

Date of the minutes: 14.08.2020.

AGENDA:

1. 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 the Company for 2019».
2. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the report of General Director of the Company on the implementation in 2019 of the Innovative Development Program of IDGC of Centre, PJSC for the period of 2016-2020 with a perspective up to 2025 and the Medium-term plan for the implementation of the Innovative Development Program of IDGC of Centre, PJSC for 2020-2024».
3. On preliminary consideration of the Registry of non-core assets of IDGC of Centre, PJSC at 30.06.2020.
4. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On consideration of the report of General Director of the Company on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of IDGC of Centre's Group following the results of the 1st quarter of 2020».
5. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On consideration of the report of General Director of the Company on the course of implementation of investment projects of IDGC of Centre, PJSC in 2Q 2020, included in the list of priority facilities».

Item 1. 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 the Company for 2019».

Decision:

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

«To approve the report on execution of key performance indicators (KPI) of General Director of the Company for 2019 in accordance with the Appendix».

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «AGAINST» |
| 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 Gennadijevna Tikhonova - «FOR»
 11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «8»
«AGAINST»	- «1»
«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. Golovtsov (Appendix # 2).

Item 2. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the report of General Director of the Company on the implementation in 2019 of the Innovative Development Program of IDGC of Centre, PJSC for the period of 2016-2020 with a perspective up to 2025 and the Medium-term plan for the implementation of the Innovative Development Program of IDGC of Centre, PJSC for 2020-2024».

Decision:

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

«1. To approve the report of General Director of the Company «On the implementation in 2019 of the Innovative Development Program of IDGC of Centre, PJSC for the period of 2016-2020 with a perspective up to 2025» in accordance with the Appendix.

2. To instruct General Director of the Company:

2.1. To ensure the unconditional achievement of the target indicators set by the Innovative Development Program of IDGC of Centre, PJSC.

2.2. To improve the quality of cost planning as part of the implementation of complex innovative projects of IDGC of Centre, PJSC for 2020-2022.

2.3. To determine facilities of implementation of the integrated innovative project «Application of technologies of the Digital Substation during reconstruction or new construction of SS 35-110 kV» in 2022.

2.4. To determine the Branches for the implementation of the integrated innovative project «Creation of a smart grid with a distributed intelligent automation and control system as part of the reconstruction of the Distribution Zones of branches of IDGC of Centre, PJSC» in 2022.

2.5. To determine activities and facilities of implementation of the integrated innovative project «Creation of an automated diagnostics system for overhead lines using UAVs» in 2020-2022.

2.6. To identify facilities of implementation for the execution of the complex reconstruction of 0.4-10 kV distribution grids using innovative solutions (PMS 10/0.4 kV, composite poles of 6-20 kV, high-strength wire), the use of single-column anchor steel multifaceted poles of 0.4 kV and reinforced concrete poles modified with dispersion of carbon nanotubes, presented in the section of the report «Application of new technologies and materials in the electric power industry».

2.7. To schedule activities to fulfill the instructions of Order of PJSC Rosseti dated 04.03.2020 № 99 «On approval of the corrective action plan».

Voting results:

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

Total:

«FOR»	- «6»
«AGAINST»	- «1»
«ABSTAINED»	- «4»

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, D.V. Krainskiy (Appendix # 3).

Item 3. On preliminary consideration of the Registry of non-core assets of IDGC of Centre, PJSC at 30.06.2020.**Decision:**

Tentatively to approve the updated Registry of non-core assets of the Company at 30.06.2020 in accordance with Appendix # 1 to this decision of the Strategy Committee.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «AGAINST» |
| 2. Pavel Vladimirovich Grebtsov | - «FOR» |
| 3. Vitaly Yuryevich Zarkhin | - «AGAINST» |
| 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 Gennadievna Tikhonova | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «7»
«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. Golovtsov (Appendix # 4).

Item 4. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On consideration of the report of General Director of the Company on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of IDGC of Centre's Group following the results of the 1st quarter of 2020».**Decision:**

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

«To take into consideration the report on execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of IDGC of Centre's Group following the results of the 1st quarter of 2020» in accordance with the Appendices».

Voting results:

- | | |
|------------------------------------|---------------|
| 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 | - «ABSTAINED» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 5. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On consideration of the report of General Director of the Company on the course of implementation of investment projects of IDGC of Centre, PJSC in 2Q 2020, included in the list of priority facilities».

Decision:

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

«To take into consideration the report of General Director of the Company on the course of implementation of investment projects of IDGC of Centre, PJSC in 2Q 2020, included in the list of priority facilities, in accordance with the Appendix».

Voting results:

- | | |
|------------------------------------|---------------|
| 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.

Appendices:

1. The updated Registry of non-core assets of the Company at 30.06.2020 (Appendix # 1).
2. The dissenting opinions from the member of the Strategy Committee of the Board of Directors of the Company, A.V. Golovtsov, on agenda items # 1 and # 3 of the Strategy Committee of the Board of Directors of the Company (Appendices # 2, # 4).
3. The dissenting opinion from the member of the Strategy Committee of the Board of Directors of the Company, D.V. Krainskiy, on agenda item # 2 of the Strategy Committee of the Board of Directors of the Company (Appendix # 3).

**Chairperson
of the Strategy Committee**

P.V. Grebtsov

**Secretary
of the Strategy Committee**

S.V. Lapinskaya