

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

26 May 2020

Moscow

No. 10/20

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

Date of the meeting: 26 May 2020

Time of the meeting: 11 hours 30 minutes – 12 hours 45 minutes.

Venue of the meeting: Moscow, Malaya Ordynka St., 15, room 104.

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

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

Members who sent a written vote (questionnaire): A.V. Shevchuk.

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

The quorum is present.

Date of the minutes: 27.05.2020.

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

V.V. Rezakova Deputy General Director for Development and Sale of Services

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, Egor Vyacheslavovich Prokhorov.

At the beginning of the meeting Chairperson of the Committee, E.V. Prokhorov, 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 IDGC of Centre, PJSC regarding the item «On approval of the target Program to reduce electricity losses of IDGC of Centre, PJSC for 2020 and the period until 2024».

2. On consideration of the report of the management of the Company «On monitoring at the end of 2019 of indicators of economic efficiency of investment projects (power centres of 35-110 kV with an increase in installed capacity) included in the Investment Program of the Company».

Item 1. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On approval of the target Program to reduce electricity losses of IDGC of Centre, PJSC for 2020 and the period until 2024».

Speaker/co-speakers: – V.V. Rezakova.

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: V.Y. Zarkhin, D.D. Mikheev, A.V. Golovtsov, O.V. Tikhomirova, A.I. Pavlov, E.V. Prokhorov.

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

Decision put for voting:

1. To finalize presentation materials on the issue for the Board of Directors' meeting «On approval of the target Program to reduce electricity losses of IDGC of Centre, PJSC for 2020 and the period until 2024» taking into account the discussion and comments of the Committee's members.
2. To recommend that the Board of Directors of the Company take the following decision:
 - «1. To approve the target Program to reduce electricity losses of IDGC of Centre, PJSC for 2020 and the period until 2024, in accordance with the Appendix.
 2. To recognize the target Program to reduce electricity losses of IDGC of Centre, PJSC for 2019 and the period until 2023, approved by the decision of the Board of Directors of the Company on 19.04.2019 (Minutes # 14/19), to have lost force».

Voting results at the meeting:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 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» |

Voting results by filling in the questionnaires:

- | | |
|------------------------------------|---------------|
| 11. Alexander Viktorovich Shevchuk | - «ABSTAINED» |
|------------------------------------|---------------|

Total:

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

Decision is taken.

Item 2. On consideration of the report of the management of the Company «On monitoring at the end of 2019 of indicators of economic efficiency of investment projects (power centres of 35-110 kV with an increase in installed capacity) included in the Investment Program of the Company».

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: V.Y. Zarkhin, A.V. Golovtsov, O.V. Tikhomirova, A.I. Pavlov, E.V. Prokhorov.

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

In the process of discussing the issue by members of the Committee, the management of the Company issued recommendations to finalize materials on the item «On monitoring at the end of 2019 of indicators of economic efficiency of investment projects (power centres of 35-110 kV with an increase in installed capacity) included in the Investment Program of the Company» taking into account the discussion and comments of the Committee's members.

Decision put for voting:

1. To take into consideration the report of the management of the Company «On monitoring at the end of 2019 of indicators of economic efficiency of investment projects (power centres of 35-110 kV with an increase in installed capacity) included in the Investment Program of the Company» in accordance with Appendix # 1 to this decision of the Strategy Committee.
2. The Company's management shall continue to work on submitting to the Strategy Committee an annual monitoring of planned economic performance indicators, supplementing the report with

information on the actual achievement of the planned assumptions used to calculate the economic efficiency indicators, as well as an updated calculation based on actual values.

Voting results at the meeting:

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

Voting results by filling in the questionnaires:

- | | |
|------------------------------------|---------|
| 11. Alexander Viktorovich Shevchuk | - «FOR» |
|------------------------------------|---------|

Total:

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

Decision is taken.

Appendix: The report «On monitoring at the end of 2019 of indicators of economic efficiency of investment projects (power centres of 35-110 kV with an increase in installed capacity) included in the Investment Program of the Company» (Appendix # 1).

**Chairperson of the Strategy Committee
of the Board of Directors**

E.V. Prokhorov

**Secretary of the Strategy Committee
of the Board of Directors**

S.V. Lapinskaya