



Interregional Distribution Grid Company of
Centre,
Public Joint-Stock Company
2nd Yamskaya, 4, Moscow, Russia, 127018
Tel.: +7 (495) 747-92-92, Fax: +7 (495)
747-92-95,

MINUTES

of meeting of the Strategy and Development Committee
of the Board of Directors of IDGC of Centre, PJSC

19 February 2019

Moscow

No. 02/19

Form of the meeting: joint presence.

Time of the meeting: 16 hours 00 minutes – 19 hours 15 minutes.

Venue: Moscow, Belovezhskaya str. 4, room A5-048 (PJSC «Rosseti»).

Video conference at the address: Moscow, 2nd Yamskaya, 4, floor 5, room 507

Total number of members of the Strategy and Development Committee: 10 persons.

Participants of the meeting: A.V. Inozemtsev, D.S. Kapustin, V.V. Kataev, A.I. Krupenina, A.V. Morozov, E.A. Olkhovich, A.I. Pavlov, R.A. Filkin, A.V. Shevchuk.

The written opinion (questionnaire) of the following members was taken into account while defining the results: P.V. Grebtsov.

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

The quorum is present.

Date of the minutes: 20.02.2019.

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

The meeting of the Strategy and Development Committee was chaired by Chairperson of the Committee, Evgeny Alexandrovich Olkhovich.

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

V.O. Akulichov – Acting First Deputy General Director

A.K. Akhmedova - Deputy General Director for Legal Provision

V.A. Gorev - Deputy General Director for Capital Construction

E.V. Kabanova - Director for Sale of Services - Head of Department for Sale of Services

M.N. Lobkova - Acting Deputy General Director for Corporate Governance

A.V. Pilyugin - First Deputy General Director - Chief Engineer

D.V. Sklyarov - Deputy General Director for Investment

L.A. Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department

At the beginning of the meeting Chairperson of the Committee, E.A. Olkhovich, informed the audience about the presence of a quorum for the meeting, and the meeting was called to order. At the suggestion of the Chairperson of the Committee, E.A. Olkhovich, and with the consent of all present members of the Strategy and Development Committee, the order of consideration of items ## 1 and 2 was changed, the agenda of the meeting of the Committee was adjusted.

AGENDA:

1. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Business Plan of IDGC of Centre, PJSC for 2019 and forecast indicators for the period of 2020-2023».

2. On preliminary consideration of the draft Investment Program of IDGC of Centre, PJSC for 2020-2024 and draft amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2022, approved by Order of the Ministry of Energy of Russia of 14.12.2015 №

951 (in the edition of Orders of the Ministry of Energy of Russia of 22.12.2016 № 1386, of 14.11.2017 № 17@, of 24.12.2018 № 29@).

Item 1. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Business Plan of IDGC of Centre, PJSC for 2019 and forecast indicators for the period of 2020-2023».

Speaker – A.V. Inozemtsev.

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

In discussing the report the questions were received from the following members of the Committee: D.S. Kapustin, R.A. Filkin, A.V. Shevchuk, E.A. Olkhovich, A.I. Pavlov, A.I. Krupenina.

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

Decision put for voting:

To instruct the Company's management to finalize the materials taking into account the discussion that took place with subsequent consideration of the issue at a meeting of the Strategy and Development Committee held in the form of joint attendance not later than 15.03.2019.

Voting results at the meeting:

- | | |
|-------------------------------------|---------|
| 1. Alexander Valeryevich Inozemtsev | - «FOR» |
| 2. Dmitry Sergeevich Kapustin | - «FOR» |
| 3. Valery Vasilyevich Kataev | - «FOR» |
| 4. Anastasiya Igorevna Krupenina | - «FOR» |
| 5. Andrey Vladimirovich Morozov | - «FOR» |
| 6. Evgeny Alexandrovich Olkhovich | - «FOR» |
| 7. Alexey Igorevich Pavlov | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Voting results by filling in the questionnaires:

- | | |
|----------------------------------|---------------|
| 10. Pavel Vladimirovich Grebtsov | - «ABSTAINED» |
|----------------------------------|---------------|

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 2. On preliminary consideration of the draft Investment Program of IDGC of Centre, PJSC for 2020-2024 and draft amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2022, approved by Order of the Ministry of Energy of Russia of 14.12.2015 № 951 (in the edition of Orders of the Ministry of Energy of Russia of 22.12.2016 № 1386, of 14.11.2017 № 17@, of 24.12.2018 № 29@).

Speaker – 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 were received from the following members of the Committee: D.S. Kapustin, A.V. Shevchuk, R.A. Filkin, E.A. Olkhovich, A.I. Pavlov, V.V. Kataev.

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

Decision put for voting:

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

«1. To approve the draft Investment Program of IDGC of Centre, PJSC for 2020-2024 and the draft amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2022, approved by Order of the Ministry of Energy of Russia of 14.12.2015 № 951 (in the edition of Orders of the Ministry of Energy of Russia of 22.12.2016 № 1386, of 14.11.2017 № 17@, of 24.12.2018 № 29@) in accordance with the Appendix.

2. To instruct General Director of IDGC of Centre, PJSC:

2.1. to arrange for the approval of the draft Investment Program of IDGC of Centre, PJSC for 2020-2024 and the draft amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2022, approved by Order of the Ministry of Energy of Russia of 14.12.2015 № 951 (in the edition of Orders of the Ministry of Energy of Russia of 22.12.2016 № 1386, of 14.11.2017 № 17@, of 24.12.2018 № 29@) with the Ministry of Energy of the Russian Federation in the manner established by Resolution of the Government of the Russian Federation of 01.12.2009 № 977 “On the investment programs of subjects of the electric power industry”.

2.2. to provide a report on the performance of paragraph 2.1. of this decision for consideration by the Board of Directors of the Company, indicating reasons for deviations from the approved Investment Program from the draft Investment Program approved by the Board of Directors of the Company (if there are deviations), within 30 calendar days after approval of the draft Investment Program of IDGC of Centre, PJSC for 2020-2024 and the draft amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2022, approved by Order of the Ministry of Energy of Russia of 14.12.2015 № 951 (in the edition of Orders of the Ministry of Energy of Russia of 22.12.2016 № 1386, of 14.11.2017 № 17@, of 24.12.2018 № 29@) in the manner established by Resolution of the Government of the Russian Federation of 01.12.2009 № 977 “On the investment programs of subjects of the electric power industry”.

2.3. to provide for reconsideration at a meeting of the Board of Directors of the Company of the revised draft Investment Program of IDGC of Centre, PJSC for 2020-2024 and the draft amendments, entered into the Investment Program of IDGC of Centre, PJSC for 2016-2022, approved by Order of the Ministry of Energy of Russia of 14.12.2015 № 951 (in the edition of Orders of the Ministry of Energy of Russia of 22.12.2016 № 1386, of 14.11.2017 № 17@, of 24.12.2018 № 29@), as part of the approval procedure indicating in the Investment Program of measures of the Innovative Development Program of the Company taking into account digitalization technologies not later than 31.05.2019».

2. To recommend to the Company’s management, in accordance with the provisions of the Articles of Association and internal documents of the Company, to ensure preliminary consideration by the Strategy and Development Committee and the Board of Directors of the Company of consolidation deals implemented under the Investment Program of IDGC of Centre, PJSC for 2020-2023.

Voting results at the meeting:

- | | |
|-------------------------------------|---------------|
| 1. Alexander Valeryevich Inozemtsev | - «FOR» |
| 2. Dmitry Sergeevich Kapustin | - «FOR» |
| 3. Valery Vasilyevich Kataev | - «FOR» |
| 4. Anastasiya Igorevna Krupenina | - «FOR» |
| 5. Andrey Vladimirovich Morozov | - «FOR» |
| 6. Evgeny Alexandrovich Olkhovich | - «FOR» |
| 7. Alexey Igorevich Pavlov | - «ABSTAINED» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Voting results by filling in the questionnaires:

- | | |
|----------------------------------|---------|
| 10. Pavel Vladimirovich Grebtsov | - «FOR» |
|----------------------------------|---------|

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

The agenda of the meeting of the Committee on 19.02.2019 was exhausted. The meeting of the Committee was adjourned.

**Chairperson
of the Strategy and Development Committee**

E.A. Olkhovich

**Secretary
of the Strategy and Development Committee**

S.V. Lapinskaya