

MINUTES

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

13 May 2016

Moscow

No. 10/16

Form of the meeting: absent voting.

Total number of members of the Strategy and Development Committee: 16 persons.

Participants of the voting: Y.N. Pankstyanov, D.M. Andropov, S.V. Belevantsev, E.V. Bogach, A.N. Goncharov, A.V. Gritsenko, A.N. Zharikov, S.Y. Lebedev, S.V. Podlutsky, S.V. Pokrovsky, S.Y. Rummyantsev, M.M. Saukh, O.R. Fedorov, R.A. Filkin.

Members who did not provide questionnaires: K.V. Zavizenov, N.V. Sedyikh.

The quorum is present.

Date of the minutes: 16.05.2016.

AGENDA:

1. On preliminary consideration of a draft of an internal document of the Company - the Regulation on the procedure of formation and use of sponsorship and charity fund of IDGC of Centre, PJSC.
2. On the Report of the Strategy and Development Committee to the Board of Directors of the Company «On the work performed in 2015-2016 corporate year».

Item 1. On preliminary consideration of a draft of an internal document of the Company - the Regulation on the procedure of formation and use of sponsorship and charity fund of IDGC of Centre, PJSC.

Decision:

To recommend to the Board of Directors of the Company to take the following decision:
«To approve the Regulation on the procedure of formation and use of sponsorship and charity fund of IDGC of Centre, PJSC in accordance with the Appendix».

Voting results:

- | | |
|-------------------------------------|---------------|
| 1. Yury Nikolayevich Pankstyanov | - «FOR» |
| 2. Dmitry Mikhailovich Andropov | - «FOR» |
| 3. Sergey Vsevolodovich Belevantsev | - «FOR» |
| 4. Elena Viktorovna Bogach | - «FOR» |
| 5. Alexey Nikolayevich Goncharov | - «FOR» |
| 6. Andrey Vitalyevich Gritsenko | - «FOR» |
| 7. Alexey Nikolayevich Zharikov | - «ABSTAINED» |
| 8. Sergey Yuryevich Lebedev | - «FOR» |
| 9. Sergey Vasilyevich Podlutsky | - «FOR» |
| 10. Sergey Vadimovich Pokrovsky | - «ABSTAINED» |
| 11. Sergey Yuryevich Rummyantsev | - «FOR» |
| 12. Maxim Mikhailovich Saukh | - «FOR» |
| 13. Oleg Romanovich Fedorov | - «ABSTAINED» |
| 14. Roman Alexeevich Filkin | - «AGAINST» |

Total:

«FOR»	- «10»
«AGAINST»	- «1»
«ABSTAINED»	- «3»

Decision is taken.

A dissenting opinion of a member of the Strategy and Development Committee of the Board of Directors of the Company, O.R. Fedorov, was received under this agenda item:

«The following additions to the Regulation on the procedure of formation and use of sponsorship and charity fund of IDGC of Centre, PJSC were not taken into account:

1. To enter an aggregate limit of the sponsorship and charity budget for a year. For example, 10% of the amount of dividends paid to shareholders in the year preceding the year in which the charity and sponsorship Program is approved;

2. to enter a limit of assistance "per one person" a year for various categories of recipients (physical persons-employees and family members, other physical persons, public legal education and other state budgetary institutions, non-profit organizations, business organizations, organization of sports events, forums, etc.);

3. to specify a source of funds for sponsorship and charitable support. You may want to create a separate fund for this purpose with net profit;

4. When forming the sponsorship and charity program in addition to the recipient and the objectives an initiator must be specified, and the relationship of this aid with the previously provided. And plans to provide similar assistance in the future to that recipient;

5. the initiator should refer to the Company in writing only, with attachment of an estimate and justification (minimum);

6. the initiator in writing should ensure that he and his affiliated entities do not have personal interest in obtaining and further using the sponsorship and charity aid (exception - individuals with regard to personal assistance);

7. an agreement with a recipient is required in 100% of cases.

The agreement may contain, including the initiator's name, a reference to the date of decision of the BD of PJSC, a mandatory report on target use of the recipient's assistance, guarantees of ANY additionally requested statements by PJSC (including primary accounting), information and access to facilities of the recipient of sponsorship aid to check the targeted use of the assistance. With contractual penalties in the form of obligation to return the aid for non-compliance with these conditions;

8. under the agreement with the aid recipient indirect (not directly referred to as target aid) costs, including administrative, managerial and other support costs should cover more than 10% of the received assistance;

9. it is not allowed to provide assistance through third parties. Exceptions: public public-law entities within the budgets approved by them and/or highly specialized charitable organizations;

10. The Regulation applies to the entire Group of Companies;

11. Work plans of the Audit Commission and the internal audit service should include annual spot audits on compliance with the Regulation for each type of recipient of the sponsorship and charity aid and spending limit decisions.

12. The sponsorship and charity budget is to be approved by a separate decision of the BD, and within the overall annual budget of PJSC – only limits for sponsorship and charity aid throughout the Group of Companies of IDGC, PJSC».

Item 2. On the Report of the Strategy and Development Committee to the Board of Directors of the Company «On the work performed in 2015-2016 corporate year».

Decision:

1. To approve the Report of the Strategy and Development Committee to the Board of Directors of the Company «On the work performed in 2015-2016 corporate year» in accordance with Appendix # 1 to this decision of the Strategy and Development Committee of the Board of Directors of the Company.

2. To recommend to the Company's management to ensure the submission to the Company's Board of Directors of the Report of the Strategy and Development Committee «On the work performed in 2015-2016 corporate year».

Voting results:

1. Yury Nikolayevich Pankstyanov - «FOR»

2. Dmitry Mikhailovich Andropov - «FOR»

- | | |
|--|---------|
| 3. Sergey Vsevolodovich Belevantsev | - «FOR» |
| 4. Elena Viktorovna Bogach | - «FOR» |
| 5. Alexey Nikolayevich Goncharov | - «FOR» |
| 6. Andrey Vitalyevich Gritsenko | - «FOR» |
| 7. Alexey Nikolayevich Zharikov | - «FOR» |
| 8. Sergey Yuryevich Lebedev | - «FOR» |
| 9. Sergey Vasilyevich Podlutsky | - «FOR» |
| 10. Sergey Vadimovich Pokrovsky | - «FOR» |
| 11. Sergey Yuryevich Rumyantsev | - «FOR» |
| 12. Maxim Mikhailovich Saukh | - «FOR» |
| 13. Oleg Romanovich Fedorov | - «FOR» |
| 14. Roman Alexeevich Filkin | - «FOR» |

Total:

«FOR»	- «14»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Appendices:

The Report of the Strategy and Development Committee to the Board of Directors of the Company «On the work performed in 2015-2016 corporate year» (Appendix # 1).

Chairperson

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

Y.N. Pankstyanov

Secretary

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

S.V. Lapinskaya