

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

30 December 2019

Moscow

No. 19/19

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

**Date of the meeting:** 30 December 2019

**Time of the meeting:** 18 hours 00 minutes – 19 hours 05 minutes.

**Venue of the meeting:** Moscow, Malaya Ordynka St., 15, floor 2, room 236

Video conference in room A2-017 (floor 2) at the address: Moscow, Belovezhskaya str. 4.

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

**Participants of the meeting:** V.Y. Zarkhin, D.D. Mikheev (Video conference from Rosseti), A.V. Pilyugin, E.V. Prokhorov, O.V. Tikhomirova (Video conference from Rosseti), I.A. Shagina (Video conference from Rosseti), A.V. Shevchuk.

**Members who sent a written vote (questionnaire):** A.V. Golovtsov, A.N. Zharikov, A.I. Pavlov.

**Members who neither participated in the meeting nor provided questionnaires:** A.O. Romankov.

**The quorum** is present.

**Date of the minutes:** 31.12.2019.

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

I.V. Makovskiy      General Director

V.O. Akulichev      First Deputy General Director - Director for Development

A.G. Aleshin      Acting Deputy General Director for Economy and Finance

O.A. Danshina      Deputy General Director for Corporate and Legal Activities

D.V. Sklyarov      Deputy General Director for Investment and Capital Construction

A.Y. Bugorskiy      Deputy Head of Department of Sale of Services and Electricity Metering -  
Head of Office of 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 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 2020 and forecast indicators for 2021-2024».

**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 2020 and forecast indicators for 2021-2024».**

**Speaker/co-speakers:** – A.G. Aleshin.

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:** A.V. Shevchuk, V.Y. Zarkhin, E.V. Prokhorov.

**The explanations and answers to the questions were given by:** I.V. Makovskiy, A.G. Aleshin, D.V. Sklyarov, A.V. Pilyugin.

In the process of discussing the issue by the members of the Committee, the following recommendations were issued to the management of the Company:

1) based on the results of the 1st quarter of 2020, to analyze the indicators of the Business Plan for 2020 and forecast indicators for the period of 2021-2024 for their compliance with the parameters of the approved tariff and balance decisions for 2020, the volume of electricity consumption, and to send the results of the analysis to the members of the Committee, as well as proposals, in case of identifying factors that determine significant deviations of the forecast financial result from the plan.

2) To work out possible scenarios for increasing dividend payments based on the results of 2020-2024 with an assessment of impact on the financial and economic condition of the Company.

**Decision put for voting:**

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

*«1. To approve the Business Plan of IDGC of Centre, PJSC for 2020 and forecast indicators for 2021-2024 in accordance with the Appendix.*

*2. To instruct General Director of IDGC of Centre, PJSC to analyze the Business Plan of IDGC of Centre, PJSC for 2020 and forecast indicators for 2021-2024 for their compliance with the Development Strategy of Public Joint-Stock Company Rosseti and its subsidiaries and affiliates (Rosseti's Group of Companies) for the period until 2030 and the need for their updating. To present the results of the analysis for consideration by the Board of Directors of IDGC of Centre, PJSC».*

**Voting results at the meeting:**

- |                                   |             |
|-----------------------------------|-------------|
| 1. Vitaly Yuryevich Zarkhin       | - «AGAINST» |
| 2. Dmitry Dmitrievich Mikheev     | - «FOR»     |
| 3. Alexander Viktorovich Pilyugin | - «FOR»     |
| 4. Egor Vyacheslavovich Prokhorov | - «FOR»     |
| 5. Olga Vladimirovna Tikhomirova  | - «FOR»     |
| 6. Irina Alexandrovna Shagina     | - «FOR»     |
| 7. Alexander Viktorovich Shevchuk | - «AGAINST» |

**Voting results by filling in the questionnaires:**

- |                                    |             |
|------------------------------------|-------------|
| 8. Alexander Viktorovich Golovtsov | - «AGAINST» |
| 9. Alexey Nikolayevich Zharikov    | - «AGAINST» |
| 10. Alexey Igorevich Pavlov        | - «FOR»     |

**Total:**

«FOR»	- «6»
«AGAINST»	- «4»
«ABSTAINED»	- «0»

**Decision is taken.**

**Chairperson  
of the Strategy Committee**

**E.V. Prokhorov**

**Secretary  
of the Strategy Committee**

**S.V. Lapinskaya**