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## MINUTES

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

22 March 2018

Moscow

No. 03/18

**Form of the meeting:** joint presence.

**Time of the meeting:** 16 hours 00 minutes – 17 hours 40 minutes.

**Venue:** Moscow, 2nd Yamskaya, 4, Floor 5, Room 507.

Video conference A3-055 at the address: Moscow, Belovezhskaya str. 4 (PJSC «Rosseti»)

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

**Participants of the meeting:** E.A. Olkhovich, A.N. Zharikov, D.S. Kapustin (Video conference), S.V. Podlutsky (Video conference), S.Y. Rumyantsev, Y.A. Savvin (Video conference), R.A. Filkin, A.V. Shevchuk.

**The written opinion (questionnaire) of the following members was taken into account while defining the results:** I.A. Shagina.

**Members who neither participated in the meeting nor provided questionnaires:** P.N. Snikkars.

**The quorum** is present.

**Date of the minutes:** 23.03.2018

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:*

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

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

I.V. Gromova – Deputy General Director for Human Resources and Organizational Design

A.V. Inozemtsev - Acting Deputy General Director for Economy and Finance

E.V. Kabanova - Deputy General Director for Development and Sale of Services

N.A. Loganova – Head of Economics Department

K.A. Mikhailik - First Deputy General Director

V.V. Ozhkalo - Deputy General Director for Security

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

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

S.N. Sharapov - Deputy General Director for Corporate Governance

S.V. Shpakova – Head of Internal Audit 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 opened the meeting.

### AGENDA:

**1.** On the recommendation to the Board of Directors of the Company regarding the item «On consideration of the report of General Director of the Company «On execution of the Company's Business Plan following the results of 2017»».

2. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the report of General Director of the Company «On execution of the Company's Investment Program following the results of 4Q 2017 and 2017»».

**Item 1. On the recommendation to the Board of Directors of the Company regarding the item «On consideration of the report of General Director of the Company «On execution of the Company's Business Plan following the results of 2017»».**

**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:** R.A. Filkin, A.V. Shevchuk, D.S. Kapustin, E.A. Olkhovich, S.V. Podlutsky.

**The explanations and answers to the questions were given by:** A.V. Inozemtsev, E.V. Kabanova, K.A. Mikhailik, A.V. Pilyugin, L.A. Sklyarova, N.A. Loganova.

**Decision (put for voting):**

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

*«To take into consideration the report of General Director of the Company «On execution of the Company's Business Plan following the results of 2017» in accordance with the Appendix.*

2. To recommend to the Company's management within the report on the implementation of the KPI «Reducing the unit operating expenses (costs)» following the results of 2017, to exclude the following costs from the operating expenses:

- *expenses related to the performance of services for unregulated activities, offset by income from the provision of related services;*
- *expenses for technical and price audit of the investment program (target expenses related to compliance with the requirements of the RF legislation);*
- *expenses for the implementation of additional measures aimed at reducing electricity losses in the Company's grids, fully compensated by savings from lower costs for compensation of electricity losses;*
- *expenses of performing the function of the supplier of last resort;*
- *expenses under agreements on assignment of the right of claim, compensated by income under agreements on assignment of the right of claim».*

3. To provide information on the change in the technical condition index (the Index) of the main equipment groups, taking into account 50% and 25% of the Index, assessing the impact on the Index of the repair program and the renovation program in 2017, as well as the Index forecast for the main types of equipment and in general for the period of 2018 -2023.

4. To recommend to the Company's management to provide a detailed list of activities carried out by the Company's management aimed at improving the terms of the loan portfolio of the Company in respect of bonded loans.

**Voting results at the meeting:**

- |                                   |         |
|-----------------------------------|---------|
| 1. Alexey Nikolayevich Zharikov   | - «FOR» |
| 2. Dmitry Sergeevich Kapustin     | - «FOR» |
| 3. Evgeny Alexandrovich Olkhovich | - «FOR» |
| 4. Sergey Vasilyevich Podlutsky   | - «FOR» |
| 5. Sergey Yuryevich Rumyantsev    | - «FOR» |
| 6. Yury Alexandrovich Savvin      | - «FOR» |
| 7. Roman Alexeyevich Filkin       | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |

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

- |                               |         |
|-------------------------------|---------|
| 9. Irina Alexandrovna Shagina | - «FOR» |
|-------------------------------|---------|

**Total:**

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

**Decision is taken.**

**Item 2. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the report of General Director of the Company «On execution of the Company's Investment Program following the results of 4Q 2017 and 2017».**

**Speaker** – V.A. Gorev.

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

**The questions on the report were received from the following members of the Committee:**

D.S. Kapustin.

**The explanations and answers to the questions were given by:** V.A. Gorev, A.V. Pilyugin.

**Decision (put for voting):**

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

*«1. To approve the report of General Director of the Company «On execution of the Company's Investment Program following the results of 4Q 2017 and 2017» in accordance with the Appendix.*

*2. To note deviations from the planned parameters of the approved Investment Program of IDGC of Centre, PJSC based on the implementation results of the Investment Program for 2017, in accordance with the Appendix.*

*3. To instruct General Director of the Company to submit to the regular meeting of the Board of Directors of the Company a report on measures taken to prevent such deviations during the implementation of the Company's Investment Program in 2018».*

**Voting results at the meeting:**

- |                                   |         |
|-----------------------------------|---------|
| 1. Alexey Nikolayevich Zharikov   | - «FOR» |
| 2. Dmitry Sergeevich Kapustin     | - «FOR» |
| 3. Evgeny Alexandrovich Olkhovich | - «FOR» |
| 4. Sergey Vasilyevich Podlutsky   | - «FOR» |
| 5. Sergey Yuryevich Rumyantsev    | - «FOR» |
| 6. Yury Alexandrovich Savvin      | - «FOR» |
| 7. Roman Alexeyevich Filkin       | - «FOR» |
| 8. Alexander Viktorovich Shevchuk | - «FOR» |

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

- |                               |         |
|-------------------------------|---------|
| 9. Irina Alexandrovna Shagina | - «FOR» |
|-------------------------------|---------|

**Total:**

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

**Decision is taken.**

The agenda of the meeting of the Committee on 22.03.2018 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**