

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

03 February 2020

Moscow

No. 03/20

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

**Date of the meeting:** 03 February 2020

**Time of the meeting:** 14 hours 30 minutes – 15 hours 50 minutes.

**Venue of the meeting:** Moscow, Belovezhskaya str. 4, room A6-022.

**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, A.V. Pilyugin, O.V. Tikhomirova, I.A. Shagina, A.V. Shevchuk.

**Members who sent a written vote (questionnaire):** E.V. Prokhorov.

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

**The quorum** is present.

**Date of the minutes:** 04.02.2020.

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

V.O. Akulichhev	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
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 Deputy Chairperson of the Committee, Alexey Igorevich Pavlov.

At the beginning of the meeting Chairperson of the Committee's meeting, A.I. Pavlov, 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 Development Program for smart metering of electricity of IDGC of Centre, PJSC for 2020-2030».

2. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030».

**Item 1. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Development Program for smart metering of electricity of IDGC of Centre, PJSC for 2020-2030».**

**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:** A.V. Shevchuk, V.Y. Zarkhin, D.D. Mikheev, A.V. Golovtsov, O.V. Tikhomirova.

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

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. To finalize materials on the issue for the meeting of the Board of Directors «On approval of the Development Program for smart metering of electricity in electric grids of IDGC of Centre, PJSC for 2020-2030» taking into account the discussion and comments of the Committee's members.

2. To conduct a scenario analysis of the Development Program for smart metering of electricity in electric grids of IDGC of Centre, PJSC for 2020-2030 taking into account the recommendations of the Committee's members, possible negative factors, deviations from the scenario conditions, and, if necessary, submit to the Strategy Committee of IDGC of Centre, PJSC results of the analysis and proposals for adjustment of the Development Program for smart metering of electricity in electric grids of IDGC of Centre, PJSC for 2020-2030 (in case of revealing significant factors/deviations that can affect its implementation).

Deadline: 31.03.2020.

#### **Decision put for voting:**

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

*«1. To approve the Development Program for smart metering of electricity in electric grids of IDGC of Centre, PJSC for 2020-2030 (hereinafter referred to as the Program) in accordance with the Appendix.*

*2. To recognize the Program for prospective development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2018 and the period until 2022, approved by the Board of Directors of IDGC of Centre, PJSC (Minutes of 31.08.2018 # 29/18), to have lost force.*

*3. To instruct General Director of IDGC of Centre, PJSC to ensure:*

*– financing the activities of the Program within the limits of the Company's Investment Program and Business Plan;*

*– increasing the efficiency of the activities of the Program in accordance with the Concept of PJSC Rosseti - «Digital Transformation 2030» for inclusion in the draft adjusted Investment Program of the Company in 2020, including by reducing costs and increasing revenue;*

*– annual, no later than the end of the 2nd quarter, provision to the Board of Directors of the Company a report on the Program implementation».*

#### **Voting results at the meeting:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «AGAINST»   |
| 2. Alexey Nikolayevich Zharikov    | - «ABSTAINED» |
| 3. Vitaly Yuryevich Zarkhin        | - «FOR»       |
| 4. Dmitry Dmitrievich Mikheev      | - «FOR»       |
| 5. Alexey Igorevich Pavlov         | - «FOR»       |
| 6. Alexander Viktorovich Pilyugin  | - «FOR»       |
| 7. Olga Vladimirovna Tikhomirova   | - «FOR»       |
| 8. Irina Alexandrovna Shagina      | - «FOR»       |
| 9. Alexander Viktorovich Shevchuk  | - «ABSTAINED» |

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

- |                                    |         |
|------------------------------------|---------|
| 10. Egor Vyacheslavovich Prokhorov | - «FOR» |
|------------------------------------|---------|

#### **Total:**

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «2»

#### **Decision is taken.**

Dissenting opinions were received on this item from members of the Strategy Committee of the Board of Directors of the Company, A.V. Golovtsov and A.V. Shevchuk (Appendices ## 1-2).

**Item 2. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030».**

**Speaker/co-speakers:** – V.O. Akulichev.

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, D.D. Mikheev, A.V. Golovtsov, O.V. Tikhomirova.

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

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. To finalize materials on the issue for the meeting of the Board of Directors: «On approval of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030» taking into account the discussion and comments of the Committee's members.

2. To conduct a scenario analysis of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030» taking into account the recommendations of the Committee's members, possible negative factors, deviations from the scenario conditions, and, if necessary, submit to the Strategy Committee of IDGC of Centre, PJSC results of the analysis and proposals for adjustment of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030» (in case of revealing significant factors/deviations that can affect its implementation).

Deadline: 31.03.2020.

**Decision put for voting:**

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

*«1. To approve the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030» in accordance with the Appendix.*

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

*– financing the activities of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030» within the limits of the Company's Investment Program and Business Plan;*

*– the effectiveness of the projects of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030» taking into account the principles for evaluating the cost-effectiveness of implementing digital technologies, approved by the Concept of PJSC Rosseti - «Digital Transformation 2030»;*

*– amending the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030» with subsequent submission for approval by the Board of Directors of IDGC of Centre, PJSC in case of changes in the parameters and indicators of the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030»;*

*– annual, not later than the 2nd quarter, provision to the Board of Directors of IDGC of Centre, PJSC of the consolidated report on implementation of the activities provided for by the Program «Digital Transformation of IDGC of Centre, PJSC and IDGC of Centre and Volga Region, PJSC 2020-2030».*

2. To recognize the decision of the Strategy Committee of the Board of Directors of the Company adopted on 26.12.2019 (Minutes # 17/19) regarding item # 1, to have lost force.

**Voting results at the meeting:**

- |                                    |               |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «AGAINST»   |
| 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. Olga Vladimirovna Tikhomirova   | - «FOR»       |
| 8. Irina Alexandrovna Shagina      | - «FOR»       |
| 9. Alexander Viktorovich Shevchuk  | - «ABSTAINED» |

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

- |                                    |         |
|------------------------------------|---------|
| 10. Egor Vyacheslavovich Prokhorov | - «FOR» |
|------------------------------------|---------|

**Total:**

«FOR»	- «6»
«AGAINST»	- «1»
«ABSTAINED»	- «3»

**Decision is taken.**

Dissenting opinions were received on this item from members of the Strategy Committee of the Board of Directors of the Company, A.V. Golovtsov and A.V. Shevchuk (Appendices ## 1-2).

**Appendices:** The dissenting opinions from the members of the Strategy Committee of the Board of Directors of the Company on the agenda items, A.V. Golovtsov and A.V. Shevchuk (Appendices ## 1-2).

**Chairperson of the  
Strategy Committee's meeting**

**A.I. Pavlov**

**Secretary  
of the Strategy Committee**

**S.V. Lapinskaya**