

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

23 October 2019

Moscow

No. 12/19

Form of the meeting: absent voting.

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

Participants of the voting: A.V. Golovtsov, A.N. Zharikov, V.Y. Zarkhin, D.D. Mikheev, A.I. Pavlov, A.V. Pilyugin, E.V. Prokhorov, A.O. Romankov, O.V. Tikhomirova, I.A. Shagina, A.V. Shevchuk.

Members who provided questionnaires: none.

The quorum is present.

Date of the minutes: 23.10.2019.

AGENDA:

1. On election of Deputy Chairman of the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC.
2. On approval of the Work Plan of the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC for the 2019-2020 corporate year.
3. On approval of the budget of the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2019.
4. On the recommendation to the Board of Directors of the Company regarding the item «On consideration of the reports «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 1H 2019»».
5. On consideration of the report of General Director of the Company «On the management of key operational risks of the Company for 1H 2019».
6. On consideration of the Register of operational risks of IDGC of Centre, PJSC in a new edition.
7. On recommendations to the Board of Directors of the Company regarding the item «On consideration of the report «On the course of implementation of investment projects of IDGC of Centre, PJSC in 3Q 2019, included in the list of priority facilities»».
8. On preliminary consideration of the Registry of non-core assets of IDGC of Centre, PJSC as at 30.09.2019.
9. On consideration of the report of General Director of the Company on the investment project implementation status in 3Q 2019 «Construction of smart grids».

Item 1. On election of Deputy Chairman of the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision:

To elect Alexey Igorevich Pavlov as Deputy Chairman of the Strategy Committee of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Vitaly Yuryevich Zarkhin | - «ABSTAINED» |
| 3. Alexey Nikolayevich Zharikov | - «FOR» |
| 4. Dmitry Dmitrievich Mikheev | - «FOR» |
| 5. Alexey Igorevich Pavlov | - «FOR» |
| 6. Alexander Viktorovich Pilyugin | - «FOR» |
| 7. Egor Vyacheslavovich Prokhorov | - «FOR» |
| 8. Andrey Olegovich Romankov | - «FOR» |
| 9. Olga Vladimirovna Tikhomirova | - «FOR» |
| 10. Irina Alexandrovna Shagina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

Item 2. On approval of the Work Plan of the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC for the 2019-2020 corporate year.

Decision:

To approve the Work Plan of the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC for the 2019-2020 corporate year in accordance with Appendix # 1 to this decision of the Strategy Committee.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Vitaly Yuryevich Zarkhin | - «AGAINST» |
| 3. Alexey Nikolayevich Zharikov | - «FOR» |
| 4. Dmitry Dmitrievich Mikheev | - «FOR» |
| 5. Alexey Igorevich Pavlov | - «FOR» |
| 6. Alexander Viktorovich Pilyugin | - «FOR» |
| 7. Egor Vyacheslavovich Prokhorov | - «FOR» |
| 8. Andrey Olegovich Romankov | - «FOR» |
| 9. Olga Vladimirovna Tikhomirova | - «FOR» |
| 10. Irina Alexandrovna Shagina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

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

Decision is taken.

A dissenting opinion was received on this item from a member of the Strategy Committee of the Board of Directors of the Company, V.Y. Zarkhin (Appendix #6).

Item 3. On approval of the budget of the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2019.

Decision:

To recommend that members of the Board of Directors of IDGC of Centre, PJSC approve the budget of the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2019 in accordance with Appendix # 2 to this decision of the Strategy Committee.

Voting results:

- | | |
|------------------------------------|---------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Vitaly Yuryevich Zarkhin | - «FOR» |
| 3. Alexey Nikolayevich Zharikov | - «FOR» |
| 4. Dmitry Dmitrievich Mikheev | - «FOR» |
| 5. Alexey Igorevich Pavlov | - «FOR» |
| 6. Alexander Viktorovich Pilyugin | - «FOR» |
| 7. Egor Vyacheslavovich Prokhorov | - «FOR» |
| 8. Andrey Olegovich Romankov | - «FOR» |
| 9. Olga Vladimirovna Tikhomirova | - «FOR» |
| 10. Irina Alexandrovna Shagina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 4. On the recommendation to the Board of Directors of the Company regarding the item «On consideration of the report «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 1H 2019».

Decision:

To recommend that the Board of Directors of the Company take the following decision:
«To take into consideration the reports of General Director of the Company «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 1H 2019» in accordance with the Appendices».

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Vitaly Yuryevich Zarkhin | - «AGAINST» |
| 3. Alexey Nikolayevich Zharikov | - «FOR» |
| 4. Dmitry Dmitrievich Mikheev | - «FOR» |
| 5. Alexey Igorevich Pavlov | - «FOR» |
| 6. Alexander Viktorovich Pilyugin | - «FOR» |
| 7. Egor Vyacheslavovich Prokhorov | - «FOR» |
| 8. Andrey Olegovich Romankov | - «FOR» |
| 9. Olga Vladimirovna Tikhomirova | - «FOR» |
| 10. Irina Alexandrovna Shagina | - «FOR» |
| 11. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

Total:

«FOR»	- «9»
«AGAINST»	- «1»

«ABSTAINED» - «1»

Decision is taken.

Item 5. On consideration of the report of General Director of the Company «On the management of key operational risks of the Company for 1H 2019».

Decision:

To take into consideration the report of General Director of the Company «On the management of key operational risks of the Company for 1H 2019» in accordance with Appendix # 3 to this decision of the Strategy Committee.

Voting results:

1. Alexander Viktorovich Golovtsov - «FOR»
2. Vitaly Yuryevich Zarkhin - «ABSTAINED»
3. Alexey Nikolayevich Zharikov - «FOR»
4. Dmitry Dmitrievich Mikheev - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexander Viktorovich Pilyugin - «FOR»
7. Egor Vyacheslavovich Prokhorov - «FOR»
8. Andrey Olegovich Romankov - «FOR»
9. Olga Vladimirovna Tikhomirova - «FOR»
10. Irina Alexandrovna Shagina - «FOR»
11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR» - «9»

«AGAINST» - «0»

«ABSTAINED» - «2»

Decision is taken.

Item 6. On consideration of the Registers of operational risks of IDGC of Centre, PJSC in a new edition.

Decision:

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

«1. To take into consideration the information on the Register of key operational risks of IDGC of Centre, PJSC in a new edition.

2. To instruct General Director of the Company to approve the Register of key operational risks of IDGC of Centre, PJSC by a decision of the Management Board of the Company.

3. To recognize invalid the decision of the Board of Directors of the Company adopted on 26.01.2018 (Minutes # 02/18) regarding item # 1)».

Voting results:

1. Alexander Viktorovich Golovtsov - «ABSTAINED»
2. Vitaly Yuryevich Zarkhin - «ABSTAINED»
3. Alexey Nikolayevich Zharikov - «FOR»
4. Dmitry Dmitrievich Mikheev - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexander Viktorovich Pilyugin - «FOR»
7. Egor Vyacheslavovich Prokhorov - «FOR»
8. Andrey Olegovich Romankov - «FOR»
9. Olga Vladimirovna Tikhomirova - «FOR»
10. Irina Alexandrovna Shagina - «FOR»

11. Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «8»
«AGAINST»	- «0»
«ABSTAINED»	- «3»

Decision is taken.

Item 7. On recommendations to the Board of Directors of the Company regarding the item «On consideration of the report «On the course of implementation of investment projects of IDGC of Centre, PJSC in 3Q 2019, included in the list of priority facilities».

Decision:

To recommend that the Board of Directors of the Company take the following decision:
«To take into consideration the report «On the course of implementation of investment projects of IDGC of Centre, PJSC in 3Q 2019, included in the list of priority facilities» in accordance with the Appendix».

Voting results:

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

Total:

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

Decision is taken.

Item 8. On preliminary consideration of the Registry of non-core assets of IDGC of Centre, PJSC as at 30.09.2019.

Decision:

Tentatively to approve the updated registry of non-core assets of the Company as at 30.09.2019 in accordance with Appendix # 4 to this decision of the Strategy Committee.

Voting results:

1. Alexander Viktorovich Golovtsov - «AGAINST»
2. Vitaly Yuryevich Zarkhin - «AGAINST»
3. Alexey Nikolayevich Zharikov - «ABSTAINED»
4. Dmitry Dmitrievich Mikheev - «FOR»
5. Alexey Igorevich Pavlov - «FOR»
6. Alexander Viktorovich Pilyugin - «FOR»
7. Egor Vyacheslavovich Prokhorov - «FOR»
8. Andrey Olegovich Romankov - «FOR»

9. Olga Vladimirovna Tikhomirova - «FOR»
 10. Irina Alexandrovna Shagina - «FOR»
 11. Alexander Viktorovich Shevchuk - «AGAINST»

Total:

«FOR»	- «7»
«AGAINST»	- «3»
«ABSTAINED»	- «1»

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 V.Y. Zarkhin (Appendices ## 5-6).

Item 9. On consideration of the report of General Director of the Company on the investment project implementation status in 3Q 2019 «Construction of smart grids».

Decision:

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

«1. To take into consideration the report of General Director of the Company on the investment project implementation status in 3Q 2019 «Construction of smart grids» in accordance with the Appendix.

2. To instruct General Director to ensure the implementation of corporate events to resume the project «Construction of smart grids».

Voting results:

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

Total:

«FOR»	- «7»
«AGAINST»	- «1»
«ABSTAINED»	- «3»

Decision is taken.

Appendices:

- The Work Plan of the Strategy Committee of the Board of Directors of the Company for the 2019-2020 corporate year (Appendix # 1).
- The budget of the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2019 (Appendix # 2).
- The report «On the management of key operational risks of the Company for 1H 2019» (Appendix # 3).
- The updated registry of non-core assets of the Company as at 30.09.2019 (Appendix # 4).
- The drafts of the reports «On execution of the summary on the RAS principles and consolidated on the IFRS principles Business Plans of the Group of IDGC of Centre in 1H 2019».
- The draft of the Register of key operational risks of IDGC of Centre, PJSC.
- The draft of the report on the course of implementation of investment projects of IDGC of Centre, PJSC in 3Q 2019, included in the list of priority facilities.

8. The draft of the report on the investment project implementation status in 3Q 2019 «Construction of smart grids».
9. The dissenting opinions from the members of the Strategy Committee of the Board of Directors of the Company, A.V. Golovtsov, V.Y. Zarkhin and A.V. Shevchuk, on the agenda items.

**Chairperson
of the Strategy Committee**

E.V. Prokhorov

**Secretary
of the Strategy Committee**

S.V. Lapinskaya