

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

21 April 2020

Moscow

No. 07/20

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: 21.04.2020.

AGENDA:

1. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On recommendations on the amount of dividends on shares of the Company for 2019, the procedure for their payment and on proposals to the Annual General Meeting of Shareholders on determining the date by which persons entitled to receive dividends are recorded».
2. On preliminary consideration of the Registry of non-core assets of IDGC of Centre, PJSC as at 31.03.2020.
3. On the Report of the Strategy Committee to the Board of Directors of the Company «On the work performed in the 2019-2020 corporate year».
4. 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, included in the list of priority facilities, in 1Q 2020».
5. On recommendations to the Board of Directors of the Company regarding the item «On consideration of the report «On the investment project implementation status «Construction of smart grids» in 1Q 2020».

Item 1. On recommendations to the Board of Directors of IDGC of Centre, PJSC regarding the item «On recommendations on the amount of dividends on shares of the Company for 2019, the procedure for their payment and on proposals to the Annual General Meeting of Shareholders on determining the date by which persons entitled to receive dividends are recorded».

Decision:

To recommend that the Board of Directors of the Company take the following decision:
«Not to pay dividends on ordinary shares of the Company for 2019 taking into account the payment of dividends for 9 months of 2019».

Voting results:

1. Alexander Viktorovich Golovtsov - «FOR»

- | | |
|------------------------------------|---------------|
| 2. Alexey Nikolayevich Zharikov | - «FOR» |
| 3. Vitaly Yuryevich Zarkhin | - «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 | - «ABSTAINED» |

Total:

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

Decision is taken.

Item 2. On preliminary consideration of the Registry of non-core assets of IDGC of Centre, PJSC as at 31.03.2020.

Decision:

Tentatively to approve the updated Registry of non-core assets of the Company as at 31.03.2020 in accordance with Appendix # 1 to this decision of the Strategy Committee.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «AGAINST» |
| 2. Alexey Nikolayevich Zharikov | - «ABSTAINED» |
| 3. Vitaly Yuryevich Zarkhin | - «AGAINST» |
| 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»	- «7»
«AGAINST»	- «2»
«ABSTAINED»	- «2»

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, A.V. Golovtsov (Appendix # 3).

Item 3. On the Report of the Strategy Committee to the Board of Directors of the Company «On the work performed in the 2019-2020 corporate year».

Decision:

To recommend that the Board of Directors of IDGC of Centre, PJSC approve the Report of the Strategy Committee «On the work performed in the 2019-2020 corporate year» in accordance with Appendix # 2 to this decision of the Strategy Committee of the Board of Directors of the Company.

Voting results:

1. Alexander Viktorovich Golovtsov - «FOR»
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. 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»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 4. 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, included in the list of priority facilities, in 1Q 2020».

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, included in the list of priority facilities, in 1Q 2020» in accordance with the Appendix».

Voting results:

1. Alexander Viktorovich Golovtsov - «FOR»
2. Alexey Nikolayevich Zharikov - «FOR»
3. Vitaly Yuryevich Zarkhin - «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 - «FOR»

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 5. On recommendations to the Board of Directors of the Company regarding the item «On consideration of the report «On the investment project implementation status «Construction of smart grids» in 1Q 2020».

Decision:

To recommend that the Board of Directors of the Company take the following decision:
«To take into consideration the report «On the investment project implementation status «Construction of smart grids» in 1Q 2020» in accordance with the Appendix».

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 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. 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.

Appendices:

1. The updated Registry of non-core assets of the Company as at 31.03.2020 (Appendix # 1).
2. The Report of the Strategy Committee «On the work performed in the 2019-2020 corporate year» (Appendix # 2).
3. The dissenting opinion from the member of the Strategy Committee of the Board of Directors of the Company on agenda item # 2, A.V. Golovtsov (Appendix # 3).

**Chairperson
of the Strategy Committee**

E.V. Prokhorov

**Secretary
of the Strategy Committee**

S.V. Lapinskaya