

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

24 October 2019

Moscow

No. 13/19

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

**Time of the meeting:** 12 hours 00 minutes – 13 hours 00 minutes.

**Venue of the meeting:** Moscow, Belovezhskaya str. 4A, room A7-058 (PJSC «Rosseti»).

**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, E.V. Prokhorov, A.O. Romankov, O.V. Tikhomirova, I.A. Shagina.

**Members who sent a written vote (questionnaire):** A.V. Pilyugin, A.V. Shevchuk.

**Members who neither participated in the meeting nor provided questionnaires:** none.

**The quorum** is present.

**Date of the minutes:** 24.10.2019.

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

- A.G. Aleshin - Acting Deputy General Director for Economy and Finance;
- O.A. Danshina - Deputy General Director for Corporate and Legal Activities;
- A.A. Kornilov - Deputy Chief Engineer for Operations;
- V.V. Rezakova - Deputy General Director for Development and Sale of Services;
- D.V. Sklyarov - Deputy General Director for Investment and Capital Construction.

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 consideration of the report on execution of the Company's Business Plan in 1H 2019».
2. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the report «On execution of the Company's Investment Program in 2Q 2019 and following the results of 1H 2019».

**Item 1. On the recommendation to the Board of Directors of the Company regarding the item «On consideration of the report on execution of the Company's Business Plan in 1H 2019».**

**Speaker/co-speakers:** – A.G. Aleshin / A.A. Kornilov / 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. Golovtsov, V.Y. Zarkhin, O.V. Tikhomirova, E.V. Prokhorov, A.N. Zharikov, A.I. Pavlov.

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

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 provide members of the Committee with an analysis of the current situation for key consumers who have changed the power supply scheme with transferring the load to their own generation or the grids of PJSC FGC UES and potential risks of volume changes due to similar circumstances in the near future.

2) Subsequently (on an ongoing basis) to prepare and present materials on the issue taking into account the comments issued at this meeting, including a comparative analysis of a number of key indicators broken down by the Company's Branches.

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

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

*«1. To take into consideration the report on execution of the Company's Business Plan in 1H 2019 in accordance with the Appendices.*

*2. According to the results of the Company's work in 1H 2019, to note the deviation of the actual indicators of the Business Plan from the planned ones in accordance with the Appendix.*

*3. To instruct General Director of the Company to ensure, at the end of 2019, at all branches, the achievement of the level of losses provided for in the Business Plan for 2019».*

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

- |                                    |               |
|------------------------------------|---------------|
| 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. Egor Vyacheslavovich Prokhorov  | - «FOR»       |
| 7. Andrey Olegovich Romankov       | - «FOR»       |
| 8. Olga Vladimirovna Tikhomirova   | - «FOR»       |
| 9. Irina Alexandrovna Shagina      | - «FOR»       |

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

- |                                    |               |
|------------------------------------|---------------|
| 10. Alexander Viktorovich Pilyugin | - «FOR»       |
| 11. Alexander Viktorovich Shevchuk | - «ABSTAINED» |

### **Total:**

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

### **Decision is taken.**

**Item 2. On the recommendation to the Board of Directors of the Company regarding the item «On approval of the report «On execution of the Company's Investment Program in 2Q 2019 and following the results of 1H 2019».**

**Speaker/co-speakers:** – D.V. Sklyarov / O.A. Danshina / 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 were received from the following members of the Committee:** A.V. Golovtsov, V.Y. Zarkhin, O.V. Tikhomirova, E.V. Prokhorov, A.N. Zharikov, A.I. Pavlov, I.A. Shagina, D.D. Mikheev.

**The explanations and answers to the questions were given by:** D.V. Sklyarov, V.V. Rezakova.

**Decision put for voting:**

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

*«1. To take into consideration the report on execution of the Company's Investment Program in 2Q 2019 and following the results of 1H 2019 in accordance with the Appendices.*

*2. To note the deviation from the planned indicators of the approved Investment Program of IDGC of Centre, PJSC following the results of execution of the Investment Program for 1H 2019 in accordance with the Appendix.*

**Voting results at the meeting:**

- |                                    |         |
|------------------------------------|---------|
| 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. Egor Vyacheslavovich Prokhorov  | - «FOR» |
| 7. Andrey Olegovich Romankov       | - «FOR» |
| 8. Olga Vladimirovna Tikhomirova   | - «FOR» |
| 9. Irina Alexandrovna Shagina      | - «FOR» |

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

- |                                    |             |
|------------------------------------|-------------|
| 10. Alexander Viktorovich Pilyugin | - «FOR»     |
| 11. Alexander Viktorovich Shevchuk | - «AGAINST» |

**Total:**

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

**Decision is taken.**

**Decision put for voting:**

*3. To instruct General Director of the Company to ensure the full implementation of the approved Investment Program of the Company for 2019 in order to eliminate the risks of deductions by the regional regulatory body when establishing tariff and balance decisions».*

**Voting results at the meeting:**

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

8. Olga Vladimirovna Tikhomirova - «FOR»

9. Irina Alexandrovna Shagina - «FOR»

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

10. Alexander Viktorovich Pilyugin - «FOR»

11. Alexander Viktorovich Shevchuk - «AGAINST»

**Total:**

«FOR»	- «7»
«AGAINST»	- «4»
«ABSTAINED»	- «0»

**Decision is taken.**

**Decision (taken regarding item # 2):**

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

*«1. To take into consideration the report on execution of the Company's Investment Program in 2Q 2019 and following the results of 1H 2019 in accordance with the Appendices.*

*2. To note the deviation from the planned indicators of the approved Investment Program of IDGC of Centre, PJSC following the results of execution of the Investment Program for 1H 2019 in accordance with the Appendix.*

*3. To instruct General Director of the Company to ensure the full implementation of the approved Investment Program of the Company for 2019 in order to eliminate the risks of deductions by the regional regulatory body when establishing tariff and balance decisions».*

**Appendices:**

1. The report on the execution of the Business Plan of IDGC of Centre, PJSC for 1H 2019, including:
  - 1.1. The report on the implementation in 1H 2019 of the Energy Saving and Energy Efficiency Improvement Program of IDGC of Centre, PJSC for 2017 – 2022.
  - 1.2. The report of General Director of the Company «On the results of the implementation in 1H 2019 of the Program for prospective development of electricity metering systems in the retail market of IDGC of Centre, PJSC for 2018 – 2022»;
2. The deviations of the actual indicators of the Business Plan from the planned ones.
3. The report on execution of the Investment Program of IDGC of Centre, PJSC in 2Q 2019 and following the results of 1H 2019, including:
  - 3.1. The report on acquisition in 2Q 2019 of electric power facilities, the approval of which is not required by the Board of Directors;
  - 3.2. The report of General Director of the Company «on the execution of the order of the Board of Directors of IDGC of Centre, PJSC issued on 29.05.2019 (Minutes dated 29.05.2019 # 20/19) when considering item # 11».
4. The deviations from the planned indicators of the approved Investment Program of IDGC of Centre, PJSC following the results of execution of the Investment Program for 1H 2019.

**Chairperson  
of the Strategy Committee**

**E.V. Prokhorov**

**Secretary  
of the Strategy Committee**

**S.V. Lapinskaya**