

MINUTES
on the voting results at the annual general meeting of shareholders
of IDGC of Centre, PJSC

Full company name:	Interregional Distribution Grid Company of Centre, Public Joint-Stock Company
Location of the company:	Moscow, Russia
Address of the company:	Moscow, 127018, 2nd Yamskaya, 4, Russia
Type of the general meeting (hereinafter – the General Meeting):	Annual
Form of holding of the General meeting:	Meeting
The record date of the list of persons, entitled to participate in the General Meeting:	05.05.2019
Date of the General Meeting holding:	30.05.2019
Venue of the General Meeting holding in the form of a meeting (address for the meeting):	Moscow, Dmitrovskoye shosse 171 (Hotel Holiday Inn Vinogradovo, conference centre)
Opening time of registration:	09:00
Opening time of meeting:	10:00
Registration closing time:	11:25
Time to start counting votes:	12:00
Meeting closing time:	12:52
Date of the Minutes:	30.05.2019

The following term is used in the minutes on the results of voting at the general meeting: the Regulations – the Regulations on General Meetings of Shareholders № 660-P, approved by the Bank of Russia on 16 November 2018.

According to Article 56 of the Federal Law dated 26.12.1995 N 208-FZ "On Joint-Stock Companies", the functions of the Tabulation Commission were performed by the registrar of the Company – Joint Stock Company VTB Registrar.

The location of the Registrar: Moscow.

The address of the Registrar: 127015, Russia, Moscow, Pravdy St., 23.

Person, authorized by the registrar: CEO Konstantin Sergeevich Petrov, acting under the Charter.

Agenda:

1. On approval of the Annual Report, the annual accounting (financial) statements of the Company for 2018.
2. On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of the reporting year of 2018.
3. On election of members of the Board of Directors of the Company.
4. On election of members of the Audit Commission of the Company.
5. On approval of the Auditor of the Company.
6. On approval of the Articles of Association of IDGC of Centre, PJSC in a new edition.
7. On approval of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.
8. On approval of the Regulation on the Management Board of IDGC of Centre, PJSC in a new edition.
9. On approval of the Regulation on the General Meeting of IDGC of Centre, PJSC in a new edition.
10. On approval of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.
11. On participation of IDGC of Centre, PJSC in Association SRO "Centre of Survey".
12. On participation of IDGC of Centre, PJSC in NP "NTS EES".

At **10:00** local time persons who possessed in aggregate **36 474 999 195** votes were registered, which is **86.3969%** of the total number of votes of persons entitled to participate in the General Meeting of Shareholders.

In accordance with the requirements of paragraph 4.12 of the Regulations a general meeting held in the form of a meeting shall be opened if, by the time of its commencement, there is a quorum for at least one

of the items included in the agenda of the general meeting.

Quorum for opening the General Meeting is **present**.

Voting results:

On agenda item №1: **On approval of the Annual Report, the annual accounting (financial) statements of the Company for 2018.**

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item: **42 217 941 468**.

Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations: **42 217 941 468**.

Number of votes, owned by persons, who participated in the General Meeting, on this agenda item: **36 526 651 812**.

Quorum - **86.5192%**.

Quorum on this item is **present**.

Voting results on the agenda item:

	For	Against	Abstained
Number of votes	36 262 055 412	859 087	253 041 474
% from those who took part in the meeting	99.2756	0.0023	0.6928
Invalid or not counted on other grounds:			10 695 839

Decision taken:

1. To approve the Company's Annual Report for 2018.
2. To approve the Company's annual accounting (financial) statements for 2018.

On agenda item №2: **On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of the reporting year of 2018.**

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item: **42 217 941 468**.

Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations: **42 217 941 468**.

Number of votes, owned by persons, who participated in the General Meeting, on this agenda item: **36 526 651 812**.

Quorum - **86.5192%**.

Quorum on this item is **present**.

Voting results on the agenda item:

	For	Against	Abstained
Number of votes	35 215 450 542	862 803	1 301 672 304
% from those who took part in the meeting	96.4103	0.0024	3.5636
Invalid or not counted on other grounds:			8 666 163

Decision taken:

1. To approve the following distribution of profits (losses) of the Company for the reporting year of 2018:

Name	(thous. RUB)
Retained earnings (loss) for the reporting period:	1 405 372
To be distributed to:	

Reserve fund	0
Profit for development	529 210
Dividends	876 162
Repayment of losses of previous years	0

2. To pay dividends on common stocks of the Company following the results of 2018 in the amount of 0,0207533 RUB per ordinary share of the Company in cash.

The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.

To define the record date of the list of persons entitled to receive dividends as 10 June 2019.

On agenda item №3: **On election of members of the Board of Directors of the Company.**

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item: **464 397 356 148.**

Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations: **464 397 356 148.**

Number of votes, owned by persons, who participated in the General Meeting, on this agenda item: **401 793 169 932.**

Quorum - **86.5192%**.

Quorum on this item is **present.**

Voting results on the agenda item:

Item #	Full name of the candidate for the Board of Directors of the Company	Number of cumulative votes
1	Tatiana Petrovna Dronova - Deputy General Director for Strategy and Development ZAO "Investment Holding "Energy Alliance"	27 449 782
2	Alexander Viktorovich Golovtsov	37 365 945 004
3	Vitaly Yuryevich Zarkhin	37 365 511 354
4	Andrey Vladimirovich Morozov - Legal Director, Association of Institutional Investors	55 534 641
5	Alexander Viktorovich Shevchuk - Executive Director, Association of Institutional Investors	35 871 062 833
6	Alexey Yuryevich Krashakov - Director of the Department of Financial Markets, Joint-Stock Company Commercial Bank "Solidarnost"	20 247 222 194
7	Sergey Vladimirovich Chebotarev - Vice-President for Power Engineering, NLMK	23 545 187
8	Anastasiya Igorevna Krupenina	3 732 458 184
9	Alexander Viktorovich Varvarin - Vice-President - Managing Director for Corporate Relations and Legal Support of Russian Union of Industrialists and Entrepreneurs	31 697 951 975
10	Alexander Ivanovich Kazakov - Chairman of the Board of Directors of JSC "DVEUK", professional director	33 602 107 306
11	Andrey Vyacheslavovich Logatkin - Director of International Cooperation Department of PJSC ROSSETI	33 365 922 388
12	Igor Vladimirovich Makovskiy - General Director of IDGC of Centre, PJSC	34 715 008 685
13	Evgeny Alexandrovich Olkhovich - Deputy Director General for Strategic Development and Technological Innovation of PJSC ROSSETI	7 137 796
14	Alexey Igorevich Pavlov - Director of Treasury Department of PJSC ROSSETI	33 367 203 908

15	Natalia Vladimirovna Paramonova - Director of Economics Department of PJSC ROSSETI	4 469 434
16	Larisa Anatolievna Romanovskaya - Top Advisor of PJSC ROSSETI	33 371 232 419
17	Maxim Mikhailovich Saukh - Head of Corporate Relations Office of Corporate Governance Department of PJSC ROSSETI	33 365 098 126
18	Makar Andreevich Timofeev - Director of Service Sales Department of PJSC ROSSETI	5 143 317
19	Dmitry Alexandrovich Chevkin - Deputy Director of HR Department of PJSC ROSSETI	33 365 292 765
«For»:		401 555 297 298
«Against»:		2 138 444
«Abstained»:		103 280 683
Invalid or not counted on other grounds:		132 453 507

Decision taken:

To elect the following Company's Board of Directors:

Alexander Viktorovich Golovtsov

Vitaly Yuryevich Zarkhin

Alexander Viktorovich Shevchuk - Executive Director, Association of Institutional Investors

Igor Vladimirovich Makovskiy - General Director of IDGC of Centre, PJSC

Alexander Ivanovich Kazakov - Chairman of the Board of Directors of JSC "DVEUK", professional director

Larisa Anatolievna Romanovskaya - Top Advisor of PJSC ROSSETI

Alexey Igorevich Pavlov - Director of Treasury Department of PJSC ROSSETI

Andrey Vyacheslavovich Logatkin - Director of International Cooperation Department of PJSC ROSSETI

Dmitry Alexandrovich Chevkin - Deputy Director of HR Department of PJSC ROSSETI

Maxim Mikhailovich Saukh - Head of Corporate Relations Office of Corporate Governance Department of PJSC ROSSETI

Alexander Viktorovich Varvarin - Vice-President - Managing Director for Corporate Relations and Legal Support of Russian Union of Industrialists and Entrepreneurs.

On agenda item №4: **On election of members of the Audit Commission of the Company.**

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item: **42 217 941 468.**

Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations: **42 217 794 691.**

Number of votes, owned by persons, who participated in the General Meeting, on this agenda item: **36 526 505 035.**

Quorum – **86.5192%**.

Quorum on this item is **present.**

Voting results on the agenda item:

Nominee: **Sergey Vladimirovich Kiryukhin - Top Advisor of PJSC ROSSETI**

	For	Against	Abstained
Number of votes	25 454 535 562	604 113	11 061 500 198
% from those who took part in the meeting	69.6878	0.0017	30.2835

Invalid or not counted on other grounds:	9 865 162
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Nominee: **Marina Alekseevna Lelekova - Director of Internal Audit and Control Department of PJSC ROSSETI**

	For	Against	Abstained
Number of votes	25 452 069 763	647 235	11 063 922 087
% from those who took part in the meeting	69.6811	0.0018	30.2901
Invalid or not counted on other grounds:			9 865 950

Nominee: **Svetlana Anatolyevna Kim - Head of Internal Audit Office of Internal Audit and Control Department of PJSC ROSSETI**

	For	Against	Abstained
Number of votes	25 454 870 512	932 675	11 061 177 841
% from those who took part in the meeting	69.6888	0.0025	30.2826
Invalid or not counted on other grounds:			9 524 007

Nominee: **Elena Alexandrovna Kabizskina - Deputy Head of Internal Audit Office of Internal Audit and Control Department of PJSC ROSSETI**

	For	Against	Abstained
Number of votes	25 450 731 370	1 922 983	11 063 941 378
% from those who took part in the meeting	69.6774	0.0053	30.2902
Invalid or not counted on other grounds:			9 909 304

Nominee: **Artem Nikolaevich Kirillov - Deputy Head of Internal Audit Office of Internal Audit and Control Department of PJSC ROSSETI**

	For	Against	Abstained
Number of votes	25 454 535 295	594 113	11 061 641 150
% from those who took part in the meeting	69.6878	0.0016	30.2839
Invalid or not counted on other grounds:			9 734 477

Decision taken:

To elect the following Company's Audit Commission:

Svetlana Anatolyevna Kim - Head of Internal Audit Office of Internal Audit and Control Department of PJSC ROSSETI

Sergey Vladimirovich Kiryukhin - Top Advisor of PJSC ROSSETI

Artem Nikolaevich Kirillov - Deputy Head of Internal Audit Office of Internal Audit and Control Department of PJSC ROSSETI

Marina Alekseevna Lelekova - Director of Internal Audit and Control Department of PJSC ROSSETI

Elena Alexandrovna Kabizskina - Deputy Head of Internal Audit Office of Internal Audit and Control Department of PJSC ROSSETI

On agenda item №5: **On approval of the Auditor of the Company.**

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item: **42 217 941 468.**

Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations: **42 217 941 468.**

Number of votes, owned by persons, who participated in the General Meeting, on this agenda item: **36 526 651 812.**

Quorum - **86.5192%**.

Quorum on this item is **present.**

Voting results on the agenda item:

	For	Against	Abstained
Number of votes	36 253 568 157	604 648	263 690 887
% from those who took part in the meeting	99.2524	0.0016	0.7219
Invalid or not counted on other grounds:			8 788 120

Decision taken: To approve Ernst & Young LLC as the Auditor of the Company.

On agenda item №6: **On approval of the Articles of Association of IDGC of Centre, PJSC in a new edition.**

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item: **42 217 941 468.**

Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations: **42 217 941 468.**

Number of votes, owned by persons, who participated in the General Meeting, on this agenda item: **36 526 651 812.**

Quorum - **86.5192%**.

Quorum on this item is **present.**

Voting results on the agenda item:

	For	Against	Abstained
Number of votes	35 321 916 343	728 139	1 194 408 142
% from those who took part in the meeting	96.7017	0.0020	3.2700
Invalid or not counted on other grounds:			9 599 188

Decision taken: To approve the Articles of Association of IDGC of Centre, PJSC in a new edition.

On agenda item №7: **On approval of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.**

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item: **42 217 941 468.**

Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations: **42 217 941 468.**

Number of votes, owned by persons, who participated in the General Meeting, on this agenda item: **36 526 651 812.**

Quorum - **86.5192%**.

Quorum on this item is **present.**

Voting results on the agenda item:

	For	Against	Abstained
Number of votes	35 321 124 287	1 074 519	1 195 176 266
% from those who took part in the meeting	96.6996	0.0029	3.2721
Invalid or not counted on other grounds:			9 276 740

Decision taken: To approve the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.

On agenda item №8: **On approval of the Regulation on the Management Board of IDGC of Centre, PJSC in a new edition.**

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item: **42 217 941 468.**

Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations: **42 217 941 468.**

Number of votes, owned by persons, who participated in the General Meeting, on this agenda item: **36 526 651 812.**

Quorum - **86.5192%**.

Quorum on this item is **present.**

Voting results on the agenda item:

	For	Against	Abstained
Number of votes	35 321 545 430	290 986	1 195 574 543
% from those who took part in the meeting	96.7007	0.0008	3.2732
Invalid or not counted on other grounds:			9 240 853

Decision taken: To approve the Regulation on the Management Board of IDGC of Centre, PJSC in a new edition.

On agenda item №9: **On approval of the Regulation on the General Meeting of IDGC of Centre, PJSC in a new edition.**

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item: **42 217 941 468.**

Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations: **42 217 941 468.**

Number of votes, owned by persons, who participated in the General Meeting, on this agenda item: **36 526 651 812.**

Quorum - **86.5192%**.

Quorum on this item is **present.**

Voting results on the agenda item:

	For	Against	Abstained
Number of votes	35 271 446 198	50 847 397	1 195 129 619
% from those who took part in the meeting	96.5636	0.1392	3.2719
Invalid or not counted on other grounds:			9 228 598

Decision taken: To approve the Regulation on the General Meeting of IDGC of Centre, PJSC in a new edition.

On agenda item №10: **On approval of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.**

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item: **42 217 941 468.**

Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations: **42 217 941 468.**

Number of votes, owned by persons, who participated in the General Meeting, on this agenda item: **36 526 651 812.**

Quorum - **86.5192%**.

Quorum on this item is **present**.

Voting results on the agenda item:

	For	Against	Abstained
Number of votes	35 248 937 012	66 918 933	1 202 129 704
% from those who took part in the meeting	96.5020	0.1832	3.2911
Invalid or not counted on other grounds:			8 666 163

Decision taken:

1. To approve the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.
2. To apply the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition to members of the Company's Board of Directors elected at this and subsequent General Meetings of Shareholders of the Company.

On agenda item №11: **On participation of IDGC of Centre, PJSC in Association SRO "Centre of Survey"**.

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item: **42 217 941 468**.

Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations: **42 217 941 468**.

Number of votes, owned by persons, who participated in the General Meeting, on this agenda item: **36 526 651 812**.

Quorum - **86.5192%**.

Quorum on this item is **present**.

Voting results on the agenda item:

	For	Against	Abstained
Number of votes	24 303 035 815	6 984 470	12 205 470 033
% from those who took part in the meeting	66.5351	0.0191	33.4152
Invalid or not counted on other grounds:			11 161 494

Decision taken:

To approve the participation of IDGC of Centre, PJSC in the Association of the self-regulatory organization "Central Association of Engineering Survey Organizations for Construction "Centre of Survey" (Association SRO "Centre of Survey") on the following essential conditions:

- the size of the entrance (one-time) fee – 20 000 (twenty thousand) rubles;
- the size of current annual membership fees – 54 000 (fifty four thousand) rubles;
- one-time contribution to the compensation fund for securing contractual obligations – 150 000 (one hundred fifty thousand) rubles;
- the size of a single contribution to the harm compensation fund – 50 000 (fifty thousand) rubles;
- the form of payment of contributions – cash;
- the annual target contribution for transfer to the National Association of self-regulatory organizations based on the membership of engineering survey entities and self-regulatory organizations based on the membership of entities engaged in preparation of design documentation (hereinafter referred to as NOPRIZ) is the same for all members, and its size is set by the All-Russian Congress of self-regulatory organizations based on the membership of entities performing engineering surveys and self-regulatory organizations engaged in preparation of design documentation. At the same time, the first such fee is paid by all members of the Association for the current year in proportion to the annual fee, based on the time of entry;

- the size of regular membership fees is approved by the General Meeting of Members of Association SRO “Centre of Survey”.

On agenda item №12: **On participation of IDGC of Centre, PJSC in NP “NTS EES”.**

Number of votes, owned by persons, included into the list of persons, entitled to participate in the general meeting for voting on this agenda item: **42 217 941 468.**

Number of votes, to be accounted for voting shares of the company on the given item of the agenda, determined subject to provisions of paragraph 4.24 of the Regulations: **42 217 941 468.**

Number of votes, owned by persons, who participated in the General Meeting, on this agenda item: **36 526 651 812.**

Quorum - **86.5192%**.

Quorum on this item is **present.**

Voting results on the agenda item:

	For	Against	Abstained
Number of votes	24 304 165 180	850 981 717	11 360 808 794
% from those who took part in the meeting	66.5382	2.3297	31.1028
Invalid or not counted on other grounds:			10 696 121

Decision taken:

To approve the participation of IDGC of Centre, PJSC in Non-commercial partnership “Scientific and Technical Council of the Unified Energy System” (NP “NTS EES”) on the following essential conditions:

- the size of the entrance (one-time) fee – 2 100 000 (two million one hundred thousand) rubles;
- the size of current annual membership fees – 2 000 000 (two million) rubles;
- the form of payment of contributions – cash;
- when joining NP “NTS EES”, the Partnership Member pays an annual membership fee at the same time as the entrance fee is paid no later than 30 (Thirty) days from the date the Supervisory Board decides to accept the new Partnership Member. Subsequently, the payment of the annual membership fee is made no later than 1 February of each current year;
- the size and procedure for payment of the annual membership fee is determined by the Regulation on Contributions approved by the Supervisory Board of NP “NTS EES” and may be changed for subsequent periods.

Person, authorized by JSC VTB Registrar

_____/K.S. Petrov/