

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF IDGC OF CENTRE, PJSC
30 May 2019

INFORMATION (MATERIALS) provided to the persons entitled to participate in the Annual General Meeting of Shareholders of IDGC of Centre, PJSC following the results of 2018



ROSSETI



IDGC OF CENTRE

Materials to the Annual General Meeting of Shareholders of IDGC of Centre, PJSC 2019

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NOTICE ON HOLDING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF IDGC OF CENTRE, PJSC

Dear shareholders!

Interregional Distribution Grid Company of Centre, Public Joint-Stock Company (IDGC of Centre, PJSC) informs about holding **30 May 2019** the Annual General Meeting of Shareholders in the form of a meeting (joint attendance) (hereinafter – the Meeting) with the following 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”.**

Date of the Meeting: 30 May 2019.

Time of the Meeting: 10 hours 00 minutes local time.

Time of the registration start: 09 hours 00 minutes local time.

Venue of the Meeting: Moscow, Dmitrovskoye shosse, 171 (Hotel Holiday Inn Vinogradovo, conference centre).

Holders of the Company's ordinary registered shares have the right to vote on all items on the agenda of the General Meeting of Shareholders of the Company.

The list of the persons eligible to participate in the Annual General Meeting of Shareholders of IDGC of Centre, PJSC is recorded as at «05» May 2019.

At registration persons, who have arrived to attend the General Meeting of Shareholders, shall present the following documents:

- (1) shareholders (individuals) – identity documents;
- (2) representatives of shareholders (individuals) – identity documents of a representative and powers of attorney on behalf of the shareholders, formed according to the Russian Federation legislation and legal representatives of the shareholder (s) – documents confirming their powers;
- (3) representatives of shareholders (legal entities) - identity documents of a representative and powers of attorney on behalf of the shareholders, formed according to the Russian Federation legislation;
- (4) heads of shareholders (legal entities) – documents proving the identity of the head, as well as documents confirming the appointment of the head to an appropriate position;
- (5) heirs and successors of persons included in the list of persons entitled to participate in the General Meeting of Shareholders, - identity documents and confirming the succession in accordance with the requirements of the Russian Federation legislation.

Information (materials), provided in preparation for the Annual General Meeting of Shareholders of IDGC of Centre, PJSC, shall be available to the persons entitled to participate in the General Meeting of Shareholders from 09 May 2019 to 29 May 2019 from 10 hours 00 minutes to 17 hours 00 minutes local time, excluding weekends and holidays, as well as 30 May 2019 during the Meeting at the following addresses:

- Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre, PJSC,
 - Russia, Moscow, Pravdy St., 23, VTB Registrar,
- also from 09 May 2019 on the Company's website at: www.mrsk-1.ru

If a person recorded in the register of shareholders of the Company is a nominee holder of shares, this information (materials) shall be sent until 09 May 2019 in electronic form (in the form of electronic documents signed with electronic signatures) to the nominee shareholder.

Materials to the Annual General Meeting of Shareholders of IDGC of Centre, PJSC 2019

The specified information (materials) shall be available to the persons entitled to participate in the Annual General Meeting of Shareholders of the Company on the day of holding the Annual General Meeting of Shareholders of the Company at its venue: Moscow, Dmitrovskoye shosse, 171 (hotel "Holiday Inn Vinogradovo", conference centre).

In the period of preparation for the Meeting, the Company maintains a telephone channel for communication with shareholders: 8 (495) 747-92-92 (30-37). Also, for communication with shareholders, the Company has a special e-mail address: ir@mrsk-1.ru and the forum is functioning on the agenda of the meeting on the Company's website: <https://www.mrsk-1.ru/about/management/controls/stockholders/material/gosa2019/forum/>

Completed voting ballots can be sent to one of the following postal addresses:

- **127018, Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre, PJSC;**
- **127137, Russia, Moscow, p/o box 54, VTB Registrar;**

Persons who have the right to participate in the Meeting are provided with technical capabilities for voting at the Meeting by filling out the electronic form of the bulletin (hereinafter - the electronic bulletin) on the website of VTB Registrar, which is the holder of the register of holders of the Company's equity securities. Such participation is carried out through the service "Personal account of the shareholder (stockholder)" on the Registrar's website at <http://www.vtbreg.ru>

To connect to the service "Personal account of the shareholder (stockholder)" it is necessary:

- for shareholders-individuals:

to fill in the online application form on the Registrar's website at <http://www.vtbreg.ru>

or to submit the Application to any subdivision of VTB Registrar from the listed on the website: <http://www.vtbreg.ru>

- for shareholders-legal entities:

to submit the Application in paper form to any subdivision of VTB Registrar from the listed on the website: <http://www.vtbreg.ru> The possibility of entering the "Personal account of the shareholder (stockholder)" is also available, by using the portal of the State Services (ESIA) or by using electronic signature on the sim card (1C-SIM service).

Filling out and sending an electronic bulletin to the counting commission in the "Personal account of the shareholder (stockholder)" is possible both at the early voting stage (no later than two days before the date of the General Meeting of Shareholders) and during the general meeting of shareholders.

In addition, the owner of securities, the rights to which are accounted for by a nominal holder or foreign nominal holder, is entitled to participate in the Meeting personally or by giving instructions to the nominal holder or foreign nominal holder to vote in a specific way, if this is provided for by an agreement concluded with the nominal holder or foreign nominal holder.

While defining the quorum and voting results the votes represented by ballots, or in other ways established by law, received not later than 27 May 2019 are to be taken into account.

Contact person: Svetlana V. Lapinskaya – Corporate Secretary of the Company.

The Board of Directors of IDGC of Centre, PJSC

DIRECTIONS TO THE VENUE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF IDGC OF CENTRE, PJSC

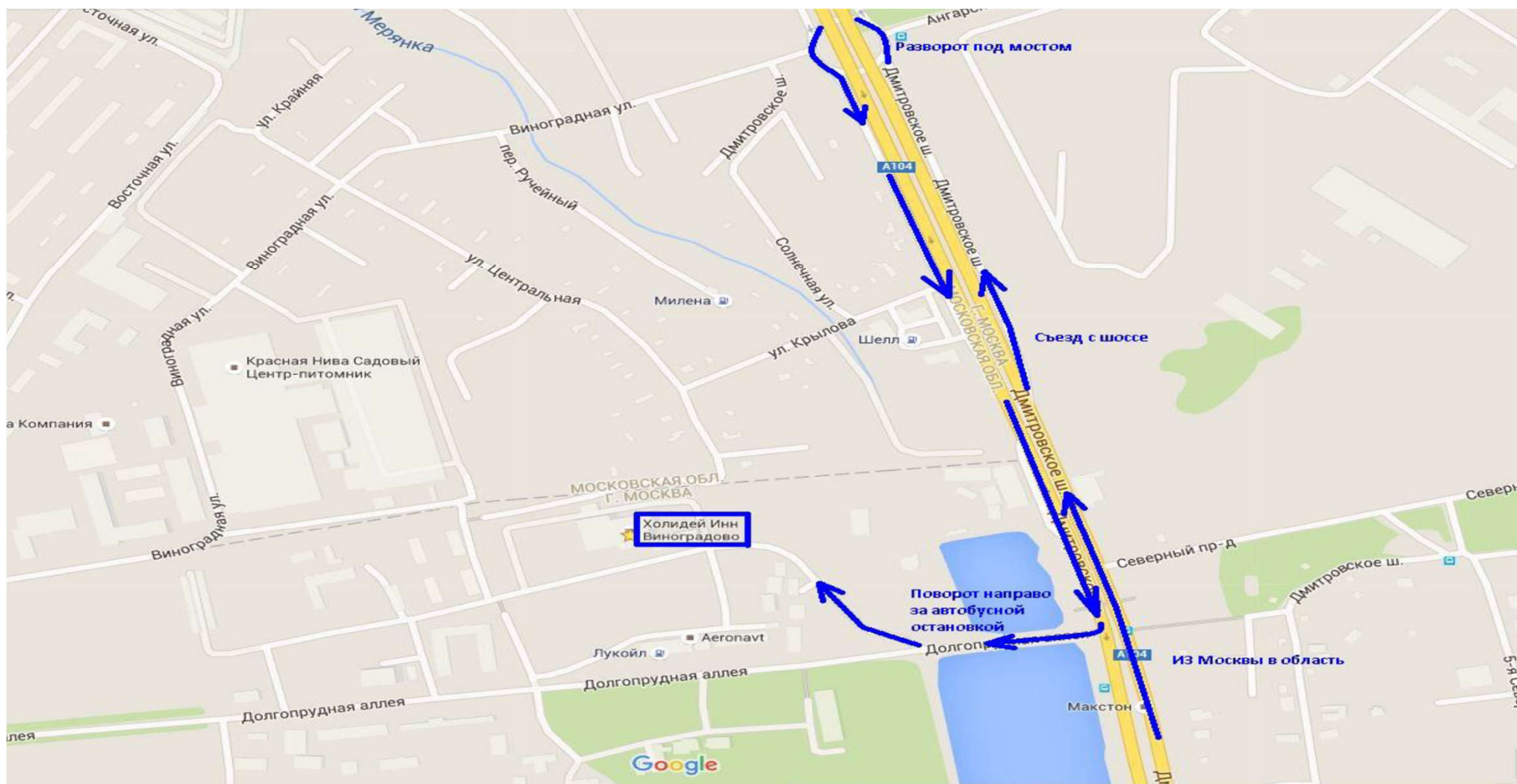
Hotel Holiday Inn Vinogradovo, 127204, Russia, Moscow, Dmitrovskoye shosse, 171

By fixed-route taxi:

Take bus №572 and №685 from Subway Station Name "Altufyevo" (towards Moscow Region).

By car:

Drive Dmitrovskoye shosse from Moscow Ring Road towards Moscow Region



VOTING DETAILS AT THE GENERAL MEETING OF SHAREHOLDERS OF IDGC OF CENTRE, PJSC



Interregional Distribution Grid Company of Centre,
Public Joint-Stock Company
2nd Yamskaya, 4, Moscow, Russia, 127018
Tel.: +7 (495) 747-92-92, Fax: +7 (495) 747-92-95,
Power Engineers' Direct Line: 8-800-50-50-115,
Trust Line: +7 (495) 747-92-99,
e-mail: posta@mrsk-1.ru, www.mrsk-1.ru

EXTRACT FROM MINUTES

of meeting of the Board of Directors of IDGC of Centre, PJSC
(in the form of absent voting)

«24» April 2019 Moscow No. 15/19

Form of the meeting: **absent voting**.

Total number of members of the Board of Directors: **11 people**.

Participants of the voting: **D.B. Akopyan, A.V. Varvarin, O.Y. Isaev, A.I. Kazakov, A.I. Pavlov, A.V. Rakov, L.A. Romanovskaya, M.M. Saukh, D.A. Spirin, R.A. Filkin, A.V. Shevchuk**.

Members who did not provide questionnaires: **none**.

The quorum is **present**.

Date of the minutes: **24.04.2019**.

Item 3. On approval of the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company.

Decision:

To determine the record date of the list of persons eligible to participate in the Annual General Meeting of Shareholders of the Company, - 05 May 2019.

Decision is taken.

Minutes signed by:

Chairperson of the Board of Directors

A.I. Kazakov

Corporate Secretary

S.V. Lapinskaya

Extract is correct:

Corporate Secretary
of IDGC of Centre, PJSC
24.04.2019.

S.V. Lapinskaya

Dear shareholders!

Please, familiarize yourselves with the procedure for voting on the agenda of the Meeting, as voting at the Meeting is the basic right of the shareholder, which determines decisions taken by the Meeting and the work of the Company for the future.

Voting at the Shareholders' Meeting is carried out using ballots №№ 1-3. Each ballot must be signed by the shareholder or his representative.

Who has the right to vote at the Meeting

Persons, included in the list of persons entitled to participate in the meeting, compiled as of **05 May 2019** (the record date) have the right to vote on the agenda of the Meeting.

In addition, in case of transfer of shares after the indicated date – their purchasers by proxy from a person included in the list, if such an opportunity is provided for in the share transfer agreement.

Voting procedure at the Meeting

Voting at the Meeting **on items №№ 1-2, №№ 4-12** is carried out according to the principle «One voting share of the Company - one vote». When voting **on items №№ 1-2, №№ 4-12** of the agenda of the Meeting, the voter **has the right to choose only one voting option** "FOR", "AGAINST" or "ABSTAINED", **having deleted unnecessary options**. When voting on item № 4 of the agenda of the Meeting - voting is carried out for each candidate to the members of the Audit Commission separately. The distribution of votes is not required.

Voting at the Meeting **on item №3** is carried out by cumulative voting on the basis of Article 59 of the Federal Law "On Joint Stock Companies". When voting on item № 3 of the agenda of the Meeting, the number of votes held by the shareholder is multiplied by «11» - the number of persons who are to be elected to the Board of Directors of the Company. The shareholder has the right to give the votes thus obtained in full for one candidate or distribute them among two or more candidates.

Ways and terms of voting

The signed ballot is sent to the Company's Registrar or to the Company. Votes of shareholders who submitted ballots not later than two days before the date of the Meeting are to be taken into account – no later than **27 May 2019**. The ballot can be signed at the personal presence of the shareholder at the Meeting on the day of its holding and transferred to the Registrar.

Persons who have the right to participate in the Meeting are provided with technical capabilities for voting at the Meeting by filling out the electronic form of the bulletin (hereinafter - the electronic bulletin) on the website of VTB Registrar, which is the holder of the register of holders of the Company's equity securities. Such participation is carried out through the service "Personal account of the shareholder (stockholder)" on the Registrar's website at <http://www.vtbreg.ru>

To connect to the service "Personal account of the shareholder (stockholder)" it is necessary:

- *for shareholders-individuals:*

to fill in the online application form on the Registrar's website at <http://www.vtbreg.ru>

or to submit the Application to any subdivision of VTB Registrar from the listed on the website: <http://www.vtbreg.ru>

- *for shareholders-legal entities:*

to submit the Application in paper form to any subdivision of VTB Registrar from the listed on the website: <http://www.vtbreg.ru>

The possibility of entering the "Personal account of the shareholder (stockholder)" is also available, by using the portal of the State Services (ESIA) or by using electronic signature on the sim card (1C-SIM service).

Filling out and sending an electronic bulletin to the counting commission in the "Personal account of the shareholder (stockholder)" is possible both at the early voting stage (**no later than 27 May 2019**), and during the Meeting.

In addition, the owner of securities, the rights to which are accounted for by a nominal holder or foreign nominal holder, is entitled to participate in the Meeting personally or by giving instructions to the nominal holder or foreign nominal holder to vote in a specific way, if this is provided for by an agreement concluded with the nominal holder or foreign nominal holder.

SAMPLE FORM OF POWER OF ATTORNEY, WHICH THE SHAREHOLDER MAY ISSUE TO HIS REPRESENTATIVE, AND THE PROCEDURE FOR ITS CERTIFICATION

POWER OF ATTORNEY

_____ (place of drawing up the power of attorney to be fully specified in words)

_____ (date of issue of the power of attorney to be fully specified in words)

This power of attorney _____ (Surname, name, patronymic of the Shareholder),

passport # _____, issued _____

« _____ » _____ (previously passport series _____ # _____, issued _____

« _____ » 19 _____¹, registered at: _____, hereinafter referred to as «the Principal», authorizes _____ (Surname, name, patronymic),

passport # _____, issued _____

« _____ » _____, registered at: _____, hereinafter referred to as «the Attorney», to represent the interests of the Principal at **General Meetings of Shareholders** (hereinafter - «the Meetings») **of Interregional Distribution Grid Company of Centre, Public Joint Stock Company (hereinafter - IDGC of Centre, PJSC)** and perform the following actions:

- to vote on all items of the agenda with all the shares IDGC of Centre, PJSC owned by the Principal;
- to sign voting ballots;
- to receive all necessary documents and materials provided to shareholders in preparation for the Meetings and during the Meetings;
- to sign documents required for implementation of the above authority;
- to perform all legal and factual actions related to the implementation of these powers.

The power of attorney is issued without the right of substitution.

The power of attorney is valid until the thirty-first of December two thousand nineteen inclusive.

Signature _____ (Surname, name, patronymic of the Shareholder, signature)

The power of attorney, which does not indicate the date of the notarization, is void.

The power of attorney shall contain information about the principal and the attorney (for a natural person - name, identity document (series and (or) number, date and place of issue, issuing authority), for a legal entity - name, registered office).

The power of attorney shall be issued in accordance with the requirements of paragraph 3 of Article 185.1 of the Civil Code of the Russian Federation (can be certified by an organization in which the principal works or studies, and administration of an inpatient treatment institution in which he or she is being treated) or notarized. A power of attorney, issued by substitution, must be notarized.

¹ In order to identify the shareholder in the register of holders of securities in the absence in the register of information on the passport of a Russian citizen, be sure to specify in the power of attorney information of a previously issued passport

POWER OF ATTORNEY

_____ (place of drawing up the power of attorney to be fully specified in words)

_____ (date of issue of the power of attorney to be fully specified in words)

This power of attorney _____ (please, specify the full name of the legal entity of the shareholder of IDGC of Centre, PJSC under the By-Laws)

(hereinafter - «Principal»), represented by _____ (please, specify the name of the sole executive body of the Principal and his or her full Surname, name, patronymic)

acting on the basis of the By-Laws, registered address of the Principal: _____ (please, specify the full address of the registered office of the Principal under the By-Laws),

authorizes _____ (please, specify the full Surname, name, patronymic of the holder of power of attorney, authorized to vote on behalf of the Principal),

passport number _____, issued _____ « _____ » 20 _____, (issuing authority, date of issue),

place of residence: _____ (hereinafter - «the Attorney»),

to represent the interests of the Principal at **General Meetings of Shareholders** (hereinafter - «the Meetings») **of Interregional Distribution Grid Company of Centre, Public Joint Stock Company (hereinafter - IDGC of Centre, PJSC)** and perform the following actions:

- to vote on all items of the agenda with all the shares IDGC of Centre, PJSC owned by the Principal;
- to sign voting ballots;
- to receive all necessary documents and materials provided to shareholders in preparation for the Meetings and during the Meetings;
- to sign documents required for implementation of the above authority;
- to perform all actions related to the implementation of this order.

The power of attorney is issued without the right of substitution.

The power of attorney is valid until the thirty-first of December two thousand nineteen inclusive.

(the name of the sole executive body, his or her signature and Full name)

Stamp here.

The power of attorney, which does not indicate the date of the notarization, is void.

The power of attorney shall contain information about the principal and the attorney (for a natural person - name, identity document (series and (or) number, date and place of issue, issuing authority), for a legal entity - name, registered office).

The power of attorney shall be issued in accordance with the requirements of paragraph 4 of Article 185.1 of the Civil Code of the Russian Federation (power of attorney on behalf of a legal entity shall be signed by the manager or a person authorized to do so in accordance with the law and the constituent documents). A power of attorney issued by substitution shall be executed in accordance with requirements of para. 3 of Art. 187 of the Civil Code of the Russian Federation.

Materials to the Annual General Meeting of Shareholders of IDGC of Centre, PJSC 2019

RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND THE ORDER OF DECISION MAKING ON THE ITEMS OF THE AGENDA OF THE MEETING OF IDGC OF CENTRE, PJSC

No	Wording of the item and draft resolution	Initiator of the question	Recommendations of the Board of Directors to the Meeting	Order of decision making by the Meeting	Preliminarily reviewed by the Committee under the Board of Directors
1	ON APPROVAL OF THE ANNUAL REPORT, THE ANNUAL ACCOUNTING (FINANCIAL) STATEMENTS OF THE COMPANY FOR 2018				
	1. It is proposed to approve the Annual Report of the Company for 2018. 2. It is proposed to approve the annual accounting (financial) statements of the Company for 2018.	Federal Law "On JSC"	FOR	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	Audit Committee Strategy and Development Committee
2	ON DISTRIBUTION OF PROFITS AND LOSSES OF THE COMPANY (INCLUDING THE DIVIDEND PAYMENT (DECLARATION)) FOLLOWING THE RESULTS OF THE REPORTING YEAR OF 2018				
	It is proposed to approve the distribution of the Company's profit and pay dividends for 2018.	Federal Law "On JSC"	FOR	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	
3	ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY				
	It is proposed to elect the Board of Directors of the Company of 11 persons.	Federal Law "On JSC"	Recommended to vote FOR taking into account the requirements of the Listing Rules and provisions of the Corporate Governance Code on the presence in the Board of Directors of at least 1/3 of independent directors	Cumulative voting. The number of votes held by the shareholder is multiplied by the number of persons who are to be elected to the Board of Directors. The shareholder gives the votes thus obtained in full for one candidate or distribute them among two or more candidates; or has the right to vote "against all" or "abstained on all candidates", leaving only the chosen variant of voting not crossed out. The fractional part of the vote, obtained as a result of multiplying the number of votes, belonging to the shareholder holding the fractional share, by the number of persons who are to be elected to the Board of Directors of the Company, can be given only for one candidate. 11 candidates, who obtained the largest number of votes, are considered elected to the Board of Directors of the Company.	Personnel and Remuneration Committee
4	ON ELECTION OF MEMBERS OF THE AUDIT COMMISSION OF THE COMPANY				
	It is proposed to elect the Audit Commission of the Company of 5 persons.	Federal Law "On JSC"	FOR	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	
5	ON APPROVAL OF THE AUDITOR OF THE COMPANY				
	It is proposed to approve Ernst & Young LLC as the Auditor of the Company.	Federal Law "On JSC"	FOR	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	Audit Committee

Materials to the Annual General Meeting of Shareholders of IDGC of Centre, PJSC 2019

RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND THE ORDER OF DECISION MAKING ON THE ITEMS OF THE AGENDA OF THE MEETING OF IDGC OF CENTRE, PJSC

No	Wording of the item and draft resolution	Initiator of the question	Recommendations of the Board of Directors to the Meeting	Order of decision making by the Meeting	Preliminarily reviewed by the Committee under the Board of Directors
6	ON APPROVAL OF THE ARTICLES OF ASSOCIATION OF IDGC OF CENTRE, PJSC IN A NEW EDITION				
	It is proposed to approve the Articles of Association of the Company in a new edition.	Board of Directors	FOR	The resolution is made by a three-fourths of majority of votes of shareholders - owners of voting shares of the Company participating in the General Meeting of Shareholders.	Strategy and Development Committee
7	ON APPROVAL OF THE REGULATION ON THE BOARD OF DIRECTORS OF IDGC OF CENTRE, PJSC IN A NEW EDITION				
	It is proposed to approve the Regulation on the Board of Directors in a new edition.	Board of Directors	FOR	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	Strategy and Development Committee
8	ON APPROVAL OF THE REGULATION ON THE MANAGEMENT BOARD OF IDGC OF CENTRE, PJSC IN A NEW EDITION				
	It is proposed to approve the Regulation on the Management Board of the Company in a new edition.	Board of Directors	FOR	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	Strategy and Development Committee
9	ON APPROVAL OF THE REGULATION ON THE GENERAL MEETING OF IDGC OF CENTRE, PJSC IN A NEW EDITION				
	It is proposed to approve the Regulation on the General Meeting of the Company in a new edition.	Board of Directors	FOR	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	Strategy and Development Committee
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				
	1. It is proposed to approve the Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company in a new edition. 2. To apply the Regulation on the payment of remuneration and compensation to members of the Board of Directors of the Company 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.	Board of Directors	FOR	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	Personnel and Remuneration Committee
11	ON PARTICIPATION OF IDGC OF CENTRE, PJSC IN ASSOCIATION SRO "CENTRE OF SURVEY"				
	It is proposed to approve the participation of IDGC of Centre, PJSC in Association SRO "Centre of Survey".	Board of Directors	FOR	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	Strategy and Development Committee
12	ON PARTICIPATION OF IDGC OF CENTRE, PJSC IN NP "NTS EES"				
	It is proposed to approve the participation of IDGC of Centre, PJSC in NP "NTS EES".	Board of Directors	FOR	The resolution is adopted by a majority of votes of the shareholders owning the Company's voting shares participating in the General Meeting of Shareholders.	Strategy and Development Committee

Materials to the Annual General Meeting of Shareholders of IDGC of Centre, PJSC 2019

INFORMATION ABOUT THE SHAREHOLDERS' AGREEMENTS ENTERED INTO DURING THE YEAR PRIOR TO THE DATE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF IDGC OF CENTRE, PJSC

Dear shareholders!

Please be informed that during the year prior to the date of the General Meeting of Shareholders no shareholders' agreements were concluded.