

**DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF IDGC OF CENTRE, PJSC**

ITEM 1: On approval of the Annual Report, the annual accounting (financial) statements, as well as the distribution of profits and losses of the Company (including the dividend payment) following the results of the reporting year of 2015.

DRAFT RESOLUTION:

1.1. To approve the Company's Annual Report for 2015.

1.2. To approve the Company's annual accounting statements for 2015.

1.3. To approve the following profit (loss) distribution of the Company for fiscal year 2015:

Name	(thous. RUB)
Retained earnings (loss) for the reporting period: To be distributed to:	908 987
Reserve fund	0
Profit for development	453 033
Dividends	455 954
Repayment of losses of previous years	0

1.4. To pay dividends on common stocks of the Company following the results of 2015 in the amount of 0,0108 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 27 June 2016.

ITEM 2: On election of members of the Board of Directors of the Company.

DRAFT RESOLUTION:

To elect the following Company's Board of Directors:

- 1.** Tatiana Petrovna Dronova - Deputy General Director for Strategy and Development of ZAO «Investment Holding «Energy Alliance»
- 2.** Alexander Markovich Branis - Director of Prosperity Capital Management (Russian Federation) Ltd.
- 3.** Denis Alexandrovich Spirin - Director for Corporate Governance of Representative office of Prosperity Capital Management (Russian Federation) Ltd.
- 4.** Roman Alexeyevich Filkin - Director, power engineering, machine building of Representative Office of Prosperity Capital Management (Russian Federation) Ltd.
- 5.** Alexander Viktorovich Shevchuk - Executive Director of Association of Professional Investors
- 6.** Vladimir Vladimirovich Dudchenko - Financial Director of LLC "SoftBCom"
- 7.** Alexander Grigoryevich Starchenko - Adviser to President for Power Engineering of NLMK
- 8.** Sergey Vladimirovich Chebotarev - Vice-President for Power Engineering of NLMK
- 9.** Alexander Evgenyevich Bogashov - Head of Corporate Governance Section of Corporate Governance, Pricing Environment and Supervisory Work in the Fuel and Energy Industry Department of the Ministry of Energy of Russia
- 10.** Oleg Yuryevich Isaev - General Director of IDGC of Centre, PJSC
- 11.** Marina Alexandrovna Lavrova - Head of SDC Economy Office of Economic Planning and Budgeting Department of PJSC «Rosseti»
- 12.** Denis Alexandrovich Malkov - Head of the project "Project Office" of PJSC «Rosseti»
- 13.** Yury Nikolayevich Mangarov - Top Adviser of PJSC «Rosseti»
- 14.** Irina Borisovna Masaleva - Director of Perspective Development and Grid Connection Department of PJSC «Rosseti»
- 15.** Maxim Mikhailovich Saukh - Head of Corporate Governance Office of Corporate Governance and Interaction with Shareholders Department of PJSC «Rosseti»

16. Tatiana Alexandrovna Seliverstova - Head of Securities and Information and Analytical Support Section of Corporate Governance and Interaction with Shareholders and Investors Department of PJSC «Rosseti»

17. Alexey Yurievich Serov - Acting Director of Finance Department, Head of Capital Markets and Strategic Investments Office of PJSC «Rosseti»

18. Oxana Vladimirovna Shatokhina - Deputy General Director for Economy of PJSC «Rosseti»

19. Natalia Ilyinichna Erpsher - Head of Organizational Development Office of Personnel Policy and Organizational Development Department of PJSC «Rosseti»

** - in accordance with item 16.1. of Article 16 of the Articles of Association of IDGC of Centre, PJSC the Board of Directors of the Company consists of 11 (Eleven) persons.*

ITEM 3: On election of members of the Audit Commission of the Company.

DRAFT RESOLUTION:

To elect the following Company's Audit Commission:

1. Svetlana Anatolyevna Kim - Head of Audit Activities Office of Audit and Control Department of PJSC «Rosseti»

2. Oxana Alexeevna Medvedeva - Chief Expert of Audit Activities Office of Audit and Control Department of PJSC «Rosseti»

3. Sergey Vladimirovich Malyshev - Leading Expert of Audit Activities Office of Audit and Control Department of PJSC «Rosseti»

4. Elena Stanislavovna Erandina - Chief Expert of Control and Expert Office of Audit and Control Department of PJSC «Rosseti»

5. Sergey Ivanovich Ochikov - Chief Expert of Internal Audit Directorate of PJSC «Rosseti»

** - in accordance with item 24.1. of Article 24 of the Articles of Association of IDGC of Centre, PJSC the Audit Commission of the Company consists of 5 (Five) persons.*

ITEM 4: On approval of the Auditor of the Company.

DRAFT RESOLUTION: To approve RSM RUS Ltd. as the Company's Auditor.

ITEM 5: On amending the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC.

DRAFT RESOLUTION:

To approve the amendments to the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC.

ITEM 6: On amending the Regulation on the Board of Directors of Interregional Distribution Grid Company of Centre, Public Joint-Stock Company.

DRAFT RESOLUTION:

To approve the amendments to the Regulation on the Board of Directors of Interregional Distribution Grid Company of Centre, Public Joint-Stock Company.

ITEM 7: 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.

DRAFT RESOLUTION:

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.

ITEM 8: On approval of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.

DRAFT RESOLUTION:

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