

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

<b>Full company name:</b>	Interregional Distribution Grid Company of Centre, Public Joint-Stock Company
<b>Location of the company:</b>	Moscow
<b>Type of the general meeting (hereinafter – the General Meeting):</b>	Annual
<b>Form of holding of the General meeting:</b>	Meeting (joint presence of shareholders to discuss issues on the agenda and take decisions on issues put to the vote)
<b>The record date of the list of persons, entitled to participate in the General Meeting:</b>	07.05.2018
<b>Date of the General Meeting holding:</b>	31.05.2018
<b>Venue of the General Meeting holding in the form of a meeting (address for the meeting):</b>	Moscow, Dmitrovskoye shosse 171 (Hotel Holiday Inn Vinogradovo, conference centre).
<b>Opening time of registration:</b>	09:00
<b>Opening time of meeting:</b>	10:00
<b>Registration closing time:</b>	11:05
<b>Time to start counting votes:</b>	11:10
<b>Meeting closing time:</b>	12:10
<b>Date of the Minutes:</b>	31.05.2018

The following term is used in the minutes on the results of voting at the general meeting: the Regulations – the Regulations on additional requirements to the procedure of preparation, convocation and holding of the General Meeting of Shareholders, approved by Order of the Federal Service for Financial Markets of Russia on 02.02.2012 №12-6/pz-n.

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.

Person, authorized by the Registrar: Evgeniy Alexandrovich Eliseev under power of attorney № 290518/15 of 29.05.2018.

**Agenda:**

1. On approval of the Annual Report, the annual accounting (financial) statements of the Company for 2017.
2. On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of the reporting year of 2017.
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 payment of remuneration and compensation to members of the Audit Commission of IDGC of Centre, PJSC in a new edition.

At **10:00** local time persons who possessed in aggregate **37 546 878 767** votes were registered, which is **88.9358** % of the total number of votes of persons entitled to participate in the General Meeting of Shareholders.

In accordance with the requirements of item 4.10 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 2017**».

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 4.20 of the Regulations: **42 217 941 468**.

Number of votes, owned by persons, who participated in the general meeting on this agenda item: **37 550 068 172**.

Quorum - **88.9433%**.

Quorum on this item is **present**.

#### Voting results on the agenda item:

	<b>For</b>	<b>Against</b>	<b>Abstained</b>
<b>Number of votes</b>	36 373 905 223	3 758	1 151 425 252
<b>% from those who took part in the meeting</b>	96.8677	0.0000	3.0664
<b>Invalid or not counted on other grounds:</b>			24 733 939

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 2017**».

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 4.20 of the Regulations: **42 217 941 468**.

Number of votes, owned by persons, who participated in the general meeting on this agenda item: **37 550 068 172**.

Quorum - **88.9433%**.

Quorum on this item is **present**.

#### Voting results on the agenda item:

	<b>For</b>	<b>Against</b>	<b>Abstained</b>
<b>Number of votes</b>	36 394 282 559	413 889	1 151 120 252
<b>% from those who took part in the meeting</b>	96.9220	0.0011	3.0656
<b>Invalid or not counted on other grounds:</b>			4 251 472

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: **42 217 941 468 x 11 = 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 4.20 of the Regulations: **42 217 941 468 x 11 = 464 397 356 148**.

Number of votes, owned by persons, who participated in the general meeting, on the given item of the agenda: **37 550 068 172 x 11 = 413 050 749 892**.

Quorum - **88.9433%**.

Quorum on this item is **present**.

#### Voting results on the agenda item:

<b>Item #</b>	<b>Full name of the candidate for the Board of Directors of the Company</b>	<b>Number of cumulative votes</b>
1	Tatiana Petrovna Dronova - Deputy General Director for Strategy and Development of ZAO «Investment Holding «Energy Alliance»	12 786 149 677
2	Denis Alexandrovich Spirin - Director for Corporate Governance, Representative Office of Prosperity Capital Management (Russian Federation) Ltd.	36 104 613 870
3	Roman Alexeyevich Filkin - Director, power engineering, machine building, Representative Office of Prosperity Capital Management (Russian Federation) Ltd.	35 903 793 204
4	Andrey Vladimirovich Morozov - Legal Director, Association of Institutional Investors	94 788 519
5	Alexander Viktorovich Shevchuk - Executive Director, Association of Institutional Investors	35 994 000 241
6	Alexey Yuryevich Krashakov	94 038 378
7	Sergey Vladimirovich Chebotarev - Vice-President for Power Engineering, NLMK	8 405 278
8	Anastasiya Igorevna Krupenina - Head of Securities Office of JSC "GUTA-BANK"	22 971 805 088
9	Dmitry Borisovich Akopyan - Director of Investment Activity Department of PJSC «Rosseti»	34 663 795 298
10	Alexander Viktorovich Varvarin - Managing Director for Corporate Relations and Legal Support of Russian Union of Industrialists and Entrepreneurs	24 266 005 215
11	Oleg Yuryevich Isaev - General Director of IDGC of Centre, PJSC	36 672 767 056
12	Alexander Ivanovich Kazakov - Chairman of the Board of Directors of JSC "DVEUK", professional director	34 755 123 501
13	Ruslan Raisovich Magadeyev - Deputy Chief Engineer of PJSC «Rosseti»	3 503 205
14	Alexey Igorevich Pavlov - Director of Treasury Department of PJSC «Rosseti»	34 665 300 018
15	Elena Borisovna Peshekhonova - Head of the Personnel Audit and Analysis Office of the Personnel Policy and Organizational Development Department of PJSC «Rosseti»	2 710 710
16	Alexey Viktorovich Rakov - Director of Electricity Metering and Interaction with Stakeholders of Electricity Markets Department of PJSC «Rosseti»	34 664 452 508
17	Larisa Anatolievna Romanovskaya - Top Advisor of PJSC «Rosseti»	34 663 751 512
18	Maxim Mikhailovich Saukh - Head of Corporate Governance Office of Corporate Governance and Interaction with Shareholders Department of PJSC «Rosseti»	34 663 643 023
19	Oxana Vladimirovna Shatokhina - Deputy General Director for Economy of PJSC «Rosseti»	3 393 486
	«For»:	<b>412 982 039 787</b>
	«Against»:	<b>305 338</b>
	«Abstained»:	<b>20 571 859</b>
	Invalid or not counted on other grounds:	<b>47 832 908</b>

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 4.20 of the Regulations: **42 217 794 691**.

Number of votes, owned by persons, who participated in the general meeting on this agenda item: **37 549 921 395**.

Quorum – **88.9433%**.

Quorum on this item is **present**.

**Voting results on the agenda item:**

**Candidate: Marina Alekseevna Lelekova - Director of Internal Audit and Control Department of PJSC «Rosseti»**

	<b>For</b>	<b>Against</b>	<b>Abstained</b>
<b>Number of votes</b>	35 235 296 084	24 758	2 310 414 987
<b>% from those who took part in the meeting</b>	93.8359	0.0001	6.1529
<b>Invalid or not counted on other grounds:</b>			4 185 566

**Candidate: Svetlana Anatolyevna Kim - Head of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»**

	<b>For</b>	<b>Against</b>	<b>Abstained</b>
<b>Number of votes</b>	35 234 904 185	24 758	2 311 164 836
<b>% from those who took part in the meeting</b>	93.8348	0.0001	6.1549
<b>Invalid or not counted on other grounds:</b>			3 827 616

**Candidate: Elena Alexandrovna Kabizskina - Deputy Head of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»**

	<b>For</b>	<b>Against</b>	<b>Abstained</b>
<b>Number of votes</b>	35 234 487 312	42 758	2 311 122 502
<b>% from those who took part in the meeting</b>	93.8337	0.0001	6.1548
<b>Invalid or not counted on other grounds:</b>			4 268 823

**Candidate: Sergey Vladimirovich Malyshev - Leading Expert of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»**

	<b>For</b>	<b>Against</b>	<b>Abstained</b>
<b>Number of votes</b>	35 235 856 389	27 758	2 310 620 064
<b>% from those who took part in the meeting</b>	93.8374	0.0001	6.1534
<b>Invalid or not counted on other grounds:</b>			3 417 184

**Candidate: Oxana Alexeevna Medvedeva - Chief Expert of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»**

	<b>For</b>	<b>Against</b>	<b>Abstained</b>
<b>Number of votes</b>	35 235 545 400	24 758	2 310 902 279
<b>% from those who took part in the meeting</b>	93.8365	0.0001	6.1542
<b>Invalid or not counted on other grounds:</b>			3 448 958

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 4.20 of the Regulations: **42 217 941 468**.

Number of votes, owned by persons, who participated in the general meeting on this agenda item: **37 550 068 172**.

Quorum - **88.9433%**.

Quorum on this item is **present**.

**Voting results on the agenda item:**

	<b>For</b>	<b>Against</b>	<b>Abstained</b>
<b>Number of votes</b>	37 232 467 809	358 362	313 038 728
<b>% from those who took part in the meeting</b>	99.1542	0.0009	0.8337
<b>Invalid or not counted on other grounds:</b>			4 203 273

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 4.20 of the Regulations: **42 217 941 468**.

Number of votes, owned by persons, who participated in the general meeting on this agenda item: **37 550 068 172**.

Quorum - **88.9433%**.

Quorum on this item is **present**.

**Voting results on the agenda item:**

	<b>For</b>	<b>Against</b>	<b>Abstained</b>
<b>Number of votes</b>	36 340 661 104	404 280	1 204 164 657
<b>% from those who took part in the meeting</b>	96.7792	0.0011	3.2068
<b>Invalid or not counted on other grounds:</b>			4 838 131

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 4.20 of the Regulations: **42 217 941 468**.

Number of votes, owned by persons, who participated in the general meeting on this agenda item: **37 550 068 172**.

Quorum - **88.9433%**.

Quorum on this item is **present**.

**Voting results on the agenda item:**

	<b>For</b>	<b>Against</b>	<b>Abstained</b>
<b>Number of votes</b>	36 343 721 315	491 191	1 202 697 593
<b>% from those who took part in the meeting</b>	96.7874	0.0013	3.2029
<b>Invalid or not counted on other grounds:</b>			3 158 073

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 4.20 of the Regulations: **42 217 941 468**.

Number of votes, owned by persons, who participated in the general meeting on this agenda item: **37 550 068 172**.

Quorum - **88.9433%**.

Quorum on this item is **present**.

**Voting results on the agenda item:**

	<b>For</b>	<b>Against</b>	<b>Abstained</b>
<b>Number of votes</b>	36 343 495 279	491 191	1 202 771 000
<b>% from those who took part in the meeting</b>	96.7868	0.0013	3.2031
<b>Invalid or not counted on other grounds:</b>			3 310 702

On agenda item #9: «**On approval of the Regulation on the payment of remuneration and compensation to members of the Audit Commission 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 4.20 of the Regulations: **42 217 941 468**.

Number of votes, owned by persons, who participated in the general meeting on this agenda item: **37 550 068 172**.

Quorum - **88.9433%**.

Quorum on this item is **present**.

**Voting results on the agenda item:**

	<b>For</b>	<b>Against</b>	<b>Abstained</b>
<b>Number of votes</b>	36 320 174 708	864 151 921	361 538 270
<b>% from those who took part in the meeting</b>	96.7247	2.3013	0.9628
<b>Invalid or not counted on other grounds:</b>			4 203 273

**Person, authorized by**

**JSC VTB Registrar**

\_\_\_\_\_ /Evgeniy Alexandrovich Eliseev/