



IDGC OF CENTRE

Interregional Distribution Grid Company of Centre,  
Public Joint-Stock Company  
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**MINUTES**  
**of the Annual General Meeting of Shareholders**  
**of Interregional Distribution Grid Company of Centre,**  
**Public Joint-Stock Company**

«31» May 2018

city of Moscow

# 01/18

<b>Full legal name of the Company:</b>	Interregional Distribution Grid Company of Centre, Public Joint-Stock Company
<b>Location of the Company:</b>	Moscow, Russia
<b>Type of the General Meeting</b>	Annual
<b>Form of the Meeting holding:</b>	Meeting (joint presence of shareholders to discuss the agenda items and decision-making on matters put to the vote)
<b>Date of the Meeting holding:</b>	31 May 2018
<b>Venue of the General Meeting holding:</b>	171, Dmitrovskoe highway, Moscow (hotel complex «Holiday Inn Vinogradovo», conference-centre)
<b>Opening time of registration of persons entitled to participate in the General Meeting:</b>	09 hours 00 minutes
<b>Opening of the General Meeting:</b>	10 hours 00 minutes
<b>Registration closing time of persons eligible to participate in the General Meeting:</b>	11 hours 05 minutes
<b>Start of the vote counting:</b>	11 hours 10 minutes
<b>Closing of the General Meeting:</b>	12 hours 10 minutes
<b>Record date of the list of persons eligible to participate in the General Meeting:</b>	07 May 2018
<b>Completed voting ballots were sent to the following postal addresses:</b>	- 127018, Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre, PJSC, - 127137, Russia, Moscow, p/o box 54, JSC VTB Registrar. - <a href="http://www.vtbreg.ru">http://www.vtbreg.ru</a> - for filling out the electronic bulletin form.
<b>Date of drawing up the Minutes:</b>	01 June 2018

Voting results were declared at the Meeting on 31 May 2018 at 12 hours 05 minutes.

- Person presiding at the Annual General Meeting of Shareholders** - Yury Nikolayevich Mangarov, Chairperson of the Board of Directors of IDGC of Centre, PJSC
- Presidium of the Annual General Meeting of Shareholders:**
- Oleg Yuryevich Isaev - Member of the Board of Directors, Chairman of the Management Board, General Director of IDGC of Centre, PJSC
- Konstantin Alexandrovich Mikhailik - Member of the Management Board, First Deputy General Director of IDGC of Centre, PJSC
- Alexander Valerievich Inozemtsev - Deputy General Director for Economy and Finance of IDGC of Centre, PJSC
- Sergey Nikolayevich Sharapov - Deputy General Director for Corporate Governance of IDGC of Centre, PJSC
- Alexander Viktorovich Pilyugin - Deputy Chairman of the Management Board, First Deputy General Director – Chief Engineer
- Secretary of the Annual General Meeting of Shareholders** - Svetlana Vladimirovna Lapinskaya, Corporate Secretary of IDGC of Centre, PJSC
- Tabulation Commission of the Annual General Meeting of Shareholders** - JSC VTB Registrar (hereinafter – the Registrar)  
Location of JSC VTB Registrar: Moscow  
Person authorized by the Registrar  
First Deputy General Director  
Evgeniy Alexandrovich Eliseev under power of attorney № 290518/15 of 29.05.2018

### **Agenda of the Annual General Meeting of Shareholders of IDGC of Centre, PJSC:**

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.

In accordance with paragraph 10.10 of Article 10 of the Articles of Association of the Company, and paragraph 7.2 of Article 7 of the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC the presiding functions at the General Meeting of Shareholders were performed by Chairperson of the Board of Directors of the Company - **Yury Nikolayevich Mangarov.**

In accordance with paragraph 7.6 of Article 7 of the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC **Svetlana Vladimirovna Lapinskaya** - Corporate Secretary of IDGC of Centre, PJSC was elected as the Secretary of the Annual General Meeting of Shareholders of the Company by the decision of the Board of Directors of the Company on 24.04.2018.

In accordance with paragraph 1 of Article 56 of Federal Law “On Joint Stock Companies” dated 26.12.1995 № 208-FZ (in the current edition) and paragraph 11.3 of Article 11 of the Articles of Association of the Company the Company’s Registrar – **JSC VTB Registrar** is performing the functions of the Tabulation Commission at the Annual General Meeting of Shareholders of IDGC of Centre, PJSC. Chairman of the Tabulation Commission - **Evgeniy Alexandrovich Eliseev** – First Deputy General Director of **JSC VTB Registrar**.

In accordance with Article 51 of the Federal Law “On Joint Stock Companies” the Board of Directors of IDGC of Centre, PJSC determined on 24.04.2018 that 07.05.2018 is the record date of the list of persons entitled to participate in the Annual General Meeting of Shareholders.

Y.N. Mangarov, presiding at the Annual General Meeting, gave the floor to Chairman of the Tabulation Commission – **E.A. Eliseev** to declare the results of registration as of 10 hours 00 minutes and to explain the order of voting on the agenda items.

Total number of placed shares of IDGC of Centre, PJSC that had voting power at the Annual General Meeting of Shareholders amounted to **42 217 941 468**. Persons, registered for participation in the Annual General Meeting of Shareholders as of 10 hours 00 minutes (the Meeting opening), had **37 546 878 767** votes according to the number of ordinary shares held by them.

In accordance with the requirements of item 1 of Article 58 of the Federal Law “On Joint-Stock Companies” and item 11.10. of Article 11 of the Company’s Articles of Association the quorum is present and the Annual General Meeting of Shareholders of IDGC of Centre, PJSC is entitled to take decisions on all items of the agenda.

Y.N. Mangarov, presiding at the Annual General Meeting, announced the Annual General Meeting of Shareholders of IDGC of Centre, PJSC **open** and read the agenda and rules of procedure of the Annual General Meeting of Shareholders of IDGC of Centre, PJSC.

Next, in accordance with the agenda and rules of procedure of the Meeting of Shareholders:

**Regarding item # 1 «On approval of the Annual Report, the annual accounting (financial) statements of the Company for 2017»** they heard a report of Oleg Yuryevich Isaev - in regards with *approval of the annual report for the reporting year of 2017*.

The report on item #1 of the Meeting’s agenda is kept in the materials for the Meeting.

The speaker informed that the annual report of the Company was previously approved and recommended for approval by the Company’s Annual General Meeting of Shareholders by the Company’s Board of Directors on 24.04.2018.

General Director of of the Company, O.Y. Isaev, presented to shareholders the Company’s performance in 2017.

Oleg Isaev noted that in the reporting year, despite the difficult macroeconomic situation, the Company confirmed the status of a leader in key industry indicators and created conditions for further growth.

The Speaker confirmed that the priority strategic goals of the Company are still to ensure high-quality, reliable and affordable power supply to consumers, increase the efficiency of resource use in the core business process and improve the investment attractiveness.

The annual report of IDGC of Centre, PJSC following the results of 2017 is attached (Appendix to the Minutes).

Regarding item # 1 they heard a co-report of Alexander Valerievich Inozemtsev in regards with *approval of the annual accounting (financial) statements for 2017*.

The co-report on item #1 of the Meeting's agenda is kept in the materials for the Meeting.

The Speaker informed that the Company's statements for 2017 were previously approved and recommended for approval to the Company's Annual General Meeting of Shareholders by the Company's Board of Directors on 24.04.2018.

Alexander Inozemtsev in the course of the report focused on the main financial results of the Company for 2017 and the main factors that influenced the Company's activities.

The annual accounting (financial) statements of IDGC of Centre, PJSC for 2017 are attached (Appendix to the Minutes).

Regarding item # 1 of the Meeting's agenda the draft decision is presented in voting ballot # 1.

In accordance with item 2 of Article 49 of the Federal Law "On Joint-Stock Companies" and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre, PJSC the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

**Regarding 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»** they heard a report of Alexander Valerievich Inozemtsev.

The report on item #2 of the Meeting's agenda is kept in the materials for the Meeting.

The Speaker informed that the distribution of profit of the Company following the results of the reporting year of 2017 was tentatively approved and recommended for approval to the Company's Annual General Meeting of Shareholders by the Company's Board of Directors on 24.04.2018.

The Company's Board of Directors also recommended to the Annual General Meeting of Shareholders to pay dividends on ordinary stocks of the Company following the results of 2017 in the amount of RUB 0,0208212 per ordinary share of the Company in cash to a nominal holder and a beneficial owner being a professional securities market participant no later than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.

Regarding item # 2 of the Meeting's agenda the draft decision is presented in voting ballot # 1.

In accordance with item 2 of Article 49 of the Federal Law "On Joint-Stock Companies" and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre, PJSC the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

**Regarding item # 3 «On election of members of the Board of Directors of the Company»** they heard a report of Sergey Nikolayevich Sharapov.

The report on item #3 of the Meeting's agenda is kept in the materials for the Meeting.

In accordance with item 16.1 of Article 16 of the Articles of Association of the Company the number of members of the Board of Directors of the Company shall be 11 (eleven) persons.

19 candidates were included in the voting ballot. Written consent of all the candidates, nominated for election to the Board of Directors of IDGC of Centre, PJSC, is available.

Regarding item # 3 of the Meeting's agenda the draft decision is presented in voting ballot # 2.

According to item 4 of Article 66 of the Federal Law "On Joint Stock Companies" the election of members of the Board of Directors is made by cumulative voting. The candidates with the highest number of votes are considered elected.

**Regarding item # 4 «On election of members of the Audit Commission of the Company»** they heard a report of Alexander Valerievich Inozemtsev.

The report on item #4 of the Meeting's agenda is kept in the materials for the Meeting.

In accordance with paragraph 24.1 of Article 24 of the Articles of Association of the Company the number of members of the Audit Commission shall be 5 (five) persons.

5 candidates were included in the voting ballot. Written consent of all the candidates, nominated for election to the Audit Commission of IDGC of Centre, PJSC, is available.

Regarding item # 4 of the Meeting's agenda the draft decision is presented in voting ballot # 3.

In accordance with item 2 of Article 49 of the Federal Law "On Joint-Stock Companies" and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre, PJSC the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

**Regarding item # 5 «On approval of the Auditor of the Company»** they heard a report of Alexander Valerievich Inozemtsev.

The report on item #5 of the Meeting's agenda is kept in the materials for the Meeting.

The Board of Directors of the Company on 24.04.2018 reviewed the auditor's nomination and proposed to the Annual General Meeting of Shareholders for audit of financial and economic activities for 2018 to approve Ernst & Young LLC as the Auditor of IDGC of Centre, PJSC.

Regarding item # 5 of the Meeting's agenda the draft decision is presented in voting ballot # 1.

In accordance with item 2 of Article 49 of the Federal Law "On Joint-Stock Companies" and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre, PJSC the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

**Regarding items ##6-9** they heard reports of Sergey Nikolayevich Sharapov:

**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».**

The reports regarding items ##6-9 of the Meeting's agenda are kept in the materials for the Meeting.

The initiator of the amendments to the Articles of Association and the internal documents of the Company was the Company's Board of Directors.

The drafts of the revised Articles of Association of IDGC of Centre, PJSC, the Regulation on the Board of Directors of IDGC of Centre, PJSC, the Regulation on the Management Board of IDGC of Centre, PJSC, the Regulation on the payment of remuneration and compensation to members of the Audit Commission of IDGC of Centre, PJSC are attached (Appendices to the Minutes).

Regarding items # 6, #9 of the Meeting's agenda the draft decisions are presented in voting ballot # 1.

Regarding items ## 7-8 of the Meeting's agenda the draft decisions are presented in voting ballot # 3.

In accordance with item 4 of Article 49 of the Federal Law "On Joint-Stock Companies" and item 10.5 of Article 10 of the Articles of Association of IDGC of Centre, PJSC the decision on item # 6 is taken by a three-fourths majority vote of shareholders - owners of voting shares of the Company participating in the Meeting.

In accordance with item 2 of Article 49 of the Federal Law "On Joint-Stock Companies" and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre, PJSC the decisions on items ## 7-9 are taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

After the reports Y.N. Mangarov gave the floor to the management of the Company to answer questions received from shareholders (shareholders' representatives) both at the Meeting and shareholders who used the e-mail [ir@mrsk-1.ru](mailto:ir@mrsk-1.ru), and the shareholders' forum.

After the answers to the questions, Y.N. Mangarov, presiding at the Annual General Meeting of Shareholders, informed that all the items of the agenda of the Meeting of Shareholders were considered and gave the floor to Chairman of the Tabulation Commission – **E.A. Eliseev** to inform the persons, present at the meeting, on the number of votes held by the persons registered (participating) in the Meeting at that moment.

At 11 hours 10 minutes the start of voting was announced.

11 hours 40 minutes was determined to be the time of end of taking ballots from shareholders and a technical break was declared to count the votes.

After completion of the technical break, Chairman of the Tabulation Commission **E.A. Eliseev** announced the voting results.

After that the decisions taken by the Meeting of Shareholders were announced at the Annual General Meeting of Shareholders.

**ITEMS PUT TO THE VOTE AND VOTING RESULTS ON EACH ITEM OF THE AGENDA:**

**On item 1 of the agenda «On approval of the Annual Report, the annual accounting (financial) statements of the Company for 2017»:**

1. To approve the Company's Annual Report for 2017.
2. To approve the Company's annual accounting (financial) statements for 2017.

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.20 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by <b>persons, who participated</b> in the general meeting on this agenda item	<b>37 550 068 172</b>
<b>Quorum</b> on this item (%)	<b>88.9433</b>

Number of votes, cast for each voting option:

Voting options	Number of votes
<b>«FOR»</b>	<b>36 373 905 223</b>
<b>«AGAINST»</b>	<b>3 758</b>
<b>«ABSTAINED»</b>	<b>1 151 425 252</b>
Number of votes in ballots declared invalid or not counted on other grounds	<b>24 733 939</b>

**Decision is taken.**

**On item 2 of the agenda «On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of the reporting year of 2017»:**

1. To approve the following profit (loss) distribution of the Company for the reporting year of 2017.

Name	(thous. RUB)
<b>Retained earnings (loss) for the reporting period:</b>	<b>2 031 389</b>
<b>To be distributed to:</b>	
Reserve fund	0
Profit for development	<b>1 152 361</b>
Dividends	<b>879 028</b>
Repayment of losses of previous years	0

2. To pay dividends on common stocks of the Company following the results of 2017 in the amount of **RUB 0,0208212** 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 **13 June 2018**.

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.20 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by <b>persons, who participated</b> in the general meeting on this agenda item	<b>37 550 068 172</b>
<b>Quorum</b> on this item (%)	<b>88.9433</b>

Number of votes, cast for each voting option:

Voting options	Number of votes
<b>«FOR»</b>	<b>36 394 282 559</b>

«AGAINST»	413 889
«ABSTAINED»	1 151 120 252
Number of votes in ballots declared invalid or not counted on other grounds	4 251 472

**Decision is taken.**

**On item 3 of the agenda «On election of members of the Board of Directors of the Company»:**

To elect the following Company's Board of Directors:

<b>Item #</b>	<b>Candidate for the Board of Directors of the Company</b>	<b>Position, Place of Employment of the Candidate for the Board of Directors of the Company (title at the time of nomination)</b>
1.	Tatiana Petrovna Dronova	Deputy General Director for Strategy and Development of ZAO «Investment Holding «Energy Alliance»
2.	Denis Alexandrovich Spirin	Director for Corporate Governance, Representative Office of Prosperity Capital Management (Russian Federation) Ltd.
3.	Roman Alexeyevich Filkin	Director, power engineering, machine building, Representative Office of Prosperity Capital Management (Russian Federation) Ltd.
4.	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors
5.	Alexander Viktorovich Shevchuk	Executive Director, Association of Institutional Investors
6.	Alexey Yuryevich Krashakov	
7.	Sergey Vladimirovich Chebotarev	Vice-President for Power Engineering, NLMK
8.	Anastasiya Igorevna Krupenina	Head of Securities Office of JSC "GUTA-BANK"
9.	Dmitry Borisovich Akopyan	Director of Investment Activity Department of PJSC «Rosseti»
10.	Alexander Viktorovich Varvarin	Vice-President - Managing Director for Corporate Relations and Legal Support of Russian Union of Industrialists and Entrepreneurs
11.	Oleg Yuryevich Isaev	General Director of IDGC of Centre, PJSC
12.	Alexander Ivanovich Kazakov	Chairman of the Board of Directors of JSC "DVEUK", professional director
13.	Ruslan Raisovich Magadeyev	Deputy Chief Engineer of PJSC «Rosseti»
14.	Alexey Igorevich Pavlov	Director of Treasury Department of PJSC «Rosseti»
15.	Elena Borisovna Peshekhonova	Head of the Personnel Audit and Analysis Office of the Personnel Policy and Organizational Development Department of PJSC «Rosseti»
16.	Alexey Viktorovich Rakov	Director of Electricity Metering and Interaction with Stakeholders of Electricity Markets Department of PJSC «Rosseti»
17.	Larisa Anatolievna Romanovskaya	Top Advisor of PJSC «Rosseti»
18.	Maxim Mikhailovich Saukh	Head of Corporate Governance Office of Corporate Governance and Interaction with Shareholders Department of PJSC «Rosseti»
19.	Oxana Vladimirovna Shatokhina	Deputy General Director for Economy of PJSC «Rosseti»
Number of cumulative votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item		<b>42 217 941 468 x 11 = 464 397 356 148</b>
Number of cumulative votes, to be accounted for voting shares of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.20 of the Regulations</b>		<b>42 217 941 468 x 11 = 464 397 356 148</b>
Number of cumulative votes, owned by <b>persons, who participated</b> in the general meeting on this agenda item		<b>37 550 068 172 x 11 = 413 050 749 892</b>
<b>Quorum</b> on this item (%)		<b>88.9433</b>



Number of votes, cast for each candidate, who chose the voting option «FOR»:

Item #	Candidate's full name	Number of votes for cumulative voting
<b>«FOR»</b> , distribution of votes for candidates		
1	Tatiana Petrovna Dronova	12 786 149 677
2	<b>Denis Alexandrovich Spirin</b>	<b>36 104 613 870</b>
3	<b>Roman Alexeyevich Filkin</b>	<b>35 903 793 204</b>
4	Andrey Vladimirovich Morozov	94 788 519
5	<b>Alexander Viktorovich Shevchuk</b>	<b>35 994 000 241</b>
6	Alexey Yuryevich Krashakov	94 038 378
7	Sergey Vladimirovich Chebotarev	8 405 278
8	Anastasiya Igorevna Krupenina	22 971 805 088
9	<b>Dmitry Borisovich Akopyan</b>	<b>34 663 795 298</b>
10	<b>Alexander Viktorovich Varvarin</b>	<b>24 266 005 215</b>
11	<b>Oleg Yuryevich Isaev</b>	<b>36 672 767 056</b>
12	<b>Alexander Ivanovich Kazakov</b>	<b>34 755 123 501</b>
13	Ruslan Raisovich Magadeyev	3 503 205
14	<b>Alexey Igorevich Pavlov</b>	<b>34 665 300 018</b>
15	Elena Borisovna Peshekhonova	2 710 710
16	<b>Alexey Viktorovich Rakov</b>	<b>34 664 452 508</b>
17	<b>Larisa Anatolievna Romanovskaya</b>	<b>34 663 751 512</b>
18	<b>Maxim Mikhailovich Saukh</b>	<b>34 663 643 023</b>
19	Oxana Vladimirovna Shatokhina	3 393 486
<b>«FOR»</b>		<b>412 982 039 787</b>
<b>«AGAINST» all candidates</b>		<b>305 338</b>
<b>«ABSTAINED» for all candidates</b>		<b>20 571 859</b>
Number of votes in ballots declared invalid or not counted on other grounds		<b>47 832 908</b>

Eleven nominees with the largest number of votes are considered as elected to the Board of Directors of IDGC of Centre, PJSC.

**Decision is taken.**

**On item 4 of the agenda «On election of members of the Audit Commission of the Company»**

To elect the following Company's Audit Commission:

Item #	Candidate for the Company's Audit Commission	Position, Place of Employment of the Candidate for the Company's Audit Commission (title at the moment of nomination)
1.	Elena Alexandrovna Kabizskina	Deputy Head of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»
2.	Svetlana Anatolyevna Kim	Head of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»
3.	Marina Alekseevna Lelekova	Director of Internal Audit and Control Department of PJSC «Rosseti»
4.	Oxana Alexeevna Medvedeva	Chief Expert of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»
5.	Sergey Vladimirovich Malyshev	Leading Expert of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.20 of the Regulations</b>	<b>42 217 794 691</b>

Number of votes, owned by <b>persons, who participated</b> in the general meeting on this agenda item	<b>37 549 921 395</b>
<b>Quorum</b> on this item (%)	<b>88.9433</b>

Number of votes, cast for each voting option for each candidate:

№	Candidate's full name	FOR	AGAINST	ABSTAINED	Invalid or not counted on other grounds
1	<b>Elena Alexandrovna Kabizskina</b>	35 234 487 312	42 758	2 311 122 502	4 268 823
2	<b>Svetlana Anatolyevna Kim</b>	35 234 904 185	24 758	2 311 164 836	3 827 616
3	<b>Marina Alekseevna Lelekova</b>	35 235 296 084	24 758	2 310 414 987	4 185 566
4	<b>Oxana Alexeevna Medvedeva</b>	35 235 545 400	24 758	2 310 902 279	3 448 958
5	<b>Sergey Vladimirovich Malyshev</b>	35 235 856 389	27 758	2 310 620 064	3 417 184

Five nominees with the largest number of votes are considered as elected to the Audit Commission of IDGC of Centre, PJSC.

**Decision is taken.**

**On item 5 of the agenda «On approval of the Auditor of the Company»:**

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

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.20 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by <b>persons, who participated</b> in the general meeting on this agenda item	<b>37 550 068 172</b>
<b>Quorum</b> on this item (%)	<b>88.9433</b>

Number of votes, cast for each voting option:

Voting options	Number of votes
« <b>FOR</b> »	<b>37 232 467 809</b>
« <b>AGAINST</b> »	<b>358 362</b>
« <b>ABSTAINED</b> »	<b>313 038 728</b>
Number of votes in ballots declared invalid or not counted on other grounds	<b>4 203 273</b>

**Decision is taken.**

**On item 6 of the agenda «On approval of the Articles of Association of IDGC of Centre, PJSC in a new edition»**

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

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.20 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by <b>persons, who participated</b> in the general meeting on this agenda item	<b>37 550 068 172</b>
<b>Quorum</b> on this item (%)	<b>88.9433</b>

Number of votes, cast for each voting option:

Voting options	Number of votes
«FOR»	<b>36 340 661 104</b>
«AGAINST»	<b>404 280</b>
«ABSTAINED»	<b>1 204 164 657</b>
Number of votes in ballots declared invalid or not counted on other grounds	<b>4 838 131</b>

**Decision is taken.**

**On item 7 of the agenda «On approval of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition»:**

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

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.20 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by <b>persons, who participated</b> in the general meeting on this agenda item	<b>37 550 068 172</b>
<b>Quorum</b> on this item (%)	<b>88.9433</b>

Number of votes, cast for each voting option:

Voting options	Number of votes
«FOR»	<b>36 343 721 315</b>
«AGAINST»	<b>491 191</b>
«ABSTAINED»	<b>1 202 697 593</b>
Number of votes in ballots declared invalid or not counted on other grounds	<b>3 158 073</b>

**Decision is taken.**

**On item 8 of the agenda «On approval of the Regulation on the Management Board of IDGC of Centre, PJSC in a new edition»:**

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

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.20 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by <b>persons, who participated</b> in the general meeting on this agenda item	<b>37 550 068 172</b>
<b>Quorum</b> on this item (%)	<b>88.9433</b>

Number of votes, cast for each voting option:

Voting options	Number of votes
«FOR»	<b>36 343 495 279</b>
«AGAINST»	<b>491 191</b>
«ABSTAINED»	<b>1 202 771 000</b>
Number of votes in ballots declared invalid or not counted on other grounds	<b>3 310 702</b>

**Decision is taken.**

**On item 9 of the agenda «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»:**

1. To approve the Regulation on the payment of remuneration and compensation to members of the Audit Commission of IDGC of Centre, PJSC in a new edition.
2. To establish that this Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition is applicable to members of the Company's Audit Commission elected at this and subsequent General Meetings of Shareholders of the Company.

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.20 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by <b>persons, who participated</b> in the general meeting on this agenda item	<b>37 550 068 172</b>
<b>Quorum</b> on this item (%)	<b>88.9433</b>

Number of votes, cast for each voting option:

Voting options	Number of votes
«FOR»	<b>36 320 174 708</b>
«AGAINST»	<b>864 151 921</b>
«ABSTAINED»	<b>361 538 270</b>
Number of votes in ballots declared invalid or not counted on other grounds	<b>4 203 273</b>

**Decision is taken.**

## DECISIONS TAKEN BY THE MEETING:

**On item 1 of the agenda «On approval of the Annual Report, the annual accounting (financial) statements of the Company for 2017»:**

1. To approve the Company's Annual Report for 2017.
2. To approve the Company's annual accounting (financial) statements for 2017.

**On item 2 of the agenda «On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of the reporting year of 2017»:**

1. To approve the following profit (loss) distribution of the Company for the reporting year of 2017:

Name	(thous. RUB)
Retained earnings (loss) for the reporting period: To be distributed to:	<b>2 031 389</b>
Reserve fund	0
Profit for development	<b>1 152 361</b>
Dividends	<b>879 028</b>
Repayment of losses of previous years	0

2. To pay dividends on common stocks of the Company following the results of 2017 in the amount of **RUB 0,0208212** 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 **13 June 2018**.

**On item 3 of the agenda «On election of members of the Board of Directors of the Company»:**

To elect the following Company's Board of Directors:

1. Oleg Yuryevich Isaev
2. Denis Alexandrovich Spirin
3. Alexander Viktorovich Shevchuk
4. Roman Alexeyevich Filkin
5. Alexander Ivanovich Kazakov
6. Alexey Igorevich Pavlov
7. Dmitry Borisovich Akopyan
8. Alexey Viktorovich Rakov
9. Larisa Anatolievna Romanovskaya
10. Maxim Mikhailovich Saukh
11. Alexander Viktorovich Varvarin

**On item 4 of the agenda «On election of members of the Audit Commission of the Company»:**

To elect the following Company's Audit Commission:

1. Sergey Vladimirovich Malyshev
2. Oxana Alexeevna Medvedeva
3. Marina Alekseevna Lelekova
4. Svetlana Anatolyevna Kim
5. Elena Alexandrovna Kabizskina

**On item 5 of the agenda «On approval of the Auditor of the Company»:**

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

**On item 6 of the agenda «On approval of the Articles of Association of IDGC of Centre, PJSC in a new edition»:**

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

**On item 7 of the agenda «On approval of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition»:**

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

**On item 8 of the agenda «On approval of the Regulation on the Management Board of IDGC of Centre, PJSC in a new edition»:**

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

**On item 9 of the agenda «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»:**

1. To approve the Regulation on the payment of remuneration and compensation to members of the Audit Commission of IDGC of Centre, PJSC in a new edition.
2. To establish that this Regulation on the payment of remuneration and compensation to members of the Audit Commission of the Company in a new edition is applicable to members of the Company's Audit Commission elected at this and subsequent General Meetings of Shareholders of the Company.

After the announcement of the voting results and decisions, taken by the Meeting, the Annual General Meeting of Shareholders of IDGC of Centre, PJSC was adjourned.

**Appendices:**

1. Minutes of voting results at the Annual General Meeting of Shareholders of IDGC of Centre, PJSC dated 31.05.2018.
2. Annual report of IDGC of Centre, PJSC for 2017.
3. Annual accounting (financial) statements of IDGC of Centre, PJSC for 2017.
4. The Articles of Association of IDGC of Centre, PJSC in a new edition.
5. The Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.
6. The Regulation on the Management Board of IDGC of Centre, PJSC in a new edition.
7. The Regulation on the payment of remuneration and compensation to members of the Audit Commission of IDGC of Centre, PJSC in a new edition.
8. The written questions of shareholders (representatives of shareholders) of IDGC of Centre, PJSC.

**Person, presiding  
at the AGM of IDGC of Centre, PJSC**

**Y.N. Mangarov**

**Secretary  
at the AGM of IDGC of Centre, PJSC**

**S.V. Lapinskaya**