

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

«31» May 2021

city of Moscow

01/21

Full legal name of the Company: Interregional Distribution Grid Company of Centre, Public Joint-Stock Company

Location of the Company: Moscow, Russia

Address (registered office) 119017, Moscow, Malaya Ordynka St., 15

Type of the General Meeting Annual

Form of the General Meeting holding: Absentee voting

Date of the General Meeting holding (ballots reception end date): 31 May 2021

Record date of the list of persons eligible to participate in the General Meeting: 06 May 2021

Completed voting ballots were sent to the following postal addresses: - 119017, Russia, Moscow, Malaya Ordynka St., 15, IDGC of Centre, PJSC,
- 127137, Russia, Moscow, p/o box 54, VTB Registrar.

Completed electronic forms of the bulletin were sent to the following web address: <http://www.vtbreg.ru>

Date of drawing up the Minutes: 31 May 2021

Person presiding at the General Meeting: Andrey Vladimirovich Mayorov,
Chairperson of the Board of Directors of IDGC of Centre, PJSC

Secretary of the General Meeting: Svetlana Vladimirovna Lapinskaya,
Corporate Secretary of IDGC of Centre, PJSC

Tabulation Commission of the General Meeting (hereinafter – the Registrar): JSC VTB Registrar
Location of the Registrar: Moscow.
Address of the Registrar: 127015, Moscow, Pravdy St., 23
Person authorized by the Registrar:
Konstantin Sergeevich Petrov, acting under the Charter

The following term is used in the Minutes of the Annual General Meeting of Shareholders: the Regulations – the Regulations on General Meetings of Shareholders № 660-p, approved by the Bank of Russia on 16 November 2018 (hereinafter - the Regulations).

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, had **37 077 339 129** votes according to the number of ordinary shares held by them.

In accordance with Article 58 of the Federal Law “On Joint-Stock Companies” dated 26.12.1995 № 208-FZ (in the current edition) and the Company’s Articles of Association the quorum is present and the Annual General Meeting of Shareholders of IDGC of Centre, PJSC is eligible.

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 - **Andrey Vladimirovich Mayorov**.

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 23.04.2021.

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 - **Konstantin Sergeevich Petrov** – CEO 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 23.04.2021 that 06.05.2021 is the record date of the list of persons entitled to participate in the Annual General Meeting of Shareholders.

AGENDA OF THE ANNUAL GENERAL MEETING:

1. On approval of the Annual Report, the annual financial statements of the Company for 2020.
2. On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of 2020.
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 the Company in a new edition.
7. On amending the Company’s Articles of Association requiring an appeal to the Ministry of Justice of the Russian Federation with a request to issue a permit to include the word in the new company name, derived from the official name “Russian Federation” or “Russia”.

ISSUES FOR THE VOTING, VOTING RESULTS FOR EVERY AGENDA ITEM, DECISIONS ADOPTED BY THE MEETING:

Regarding item № 1 «On approval of the Annual Report, the annual financial statements of the Company for 2020».

The annual report of IDGC of Centre, PJSC following the results of 2020 is attached

(Appendix to the Minutes).

The annual financial statements of IDGC of Centre, PJSC for 2020 are attached (Appendix to the Minutes).

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ 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.

Draft decision on item № 1 of the agenda, put to vote:

1. To approve the Annual Report of the Company for 2020.
2. To approve the annual financial statements of the Company for 2020.

Quorum and voting results on item № 1 of the agenda

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 the given item of the agenda	37 077 339 129
Quorum on this item (%)	87.8236

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	36 820 368 902	99.3069
«AGAINST»	120 738	0.0003
«ABSTAINED»	244 260 306	0.6588
Number of votes in ballots declared invalid or not counted on other grounds		12 589 183

Based on the results of the vote on item № 1 of the agenda THE DECISION WAS TAKEN:

1. To approve the Annual Report of the Company for 2020.
2. To approve the annual financial statements of the Company for 2020.

Regarding item № 2 «On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of 2020».

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ 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.

Draft decision on item № 2 of the agenda, put to vote:

1. To approve the following profit (loss) distribution of the Company for the reporting year of 2020:

Name	(thous. RUB)
Retained earnings (loss) for the reporting period:	
To be distributed to:	2 829 650
Reserve fund	0
Profit for development	1 415 311
Dividends	1 414 339
Repayment of losses of previous years	0

2. To pay dividends on common stocks of the Company following the results of 2020 in the amount of RUB 0.0335009 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 11 June 2021.

Quorum and voting results on item № 2 of the agenda

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 the given item of the agenda	37 077 339 129
Quorum on this item (%)	87.8236

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	36 834 497 884	99.3450
«AGAINST»	91 213	0.0002
«ABSTAINED»	241 355 479	0.6510
Number of votes in ballots declared invalid or not counted on other grounds		1 394 553

Based on the results of the vote on item № 2 of the agenda THE DECISION WAS TAKEN:

1. To approve the following profit (loss) distribution of the Company for the reporting year of 2020:

Name	(thous. RUB)
Retained earnings (loss) for the reporting period:	
To be distributed to:	2 829 650
Reserve fund	0
Profit for development	1 415 311
Dividends	1 414 339
Repayment of losses of previous years	0

2. To pay dividends on common stocks of the Company following the results of 2020 in the amount of RUB 0.0335009 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 11 June 2021.

Regarding item № 3 «On election of members of the Board of Directors of the Company».

According to item 4 of Article 66 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ, 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.

Draft decision on item № 3 of the agenda, put to vote:

To elect the following Company's Board of Directors:

Item #	Candidate for the Board of Directors of the Company	Position, place of work of the candidate for the Board of Directors of the Company (at the time of nomination)
1.	Alexander Viktorovich Golovtsov	
2.	Vitaly Yuryevich Zarkhin	
3.	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors
4.	Alexander Viktorovich Shevchuk	Executive Director, Association of Institutional Investors
5.	Anastasiya Igorevna Krupenina	Director for Strategy and Investment, Five Plus LLC
6.	Andrey Vladimirovich Mayorov	First Deputy Director General - Chief Engineer of PJSC Rosseti
7.	Alexander Arkadevich Zaragatsky	First Deputy Director General of PJSC Rosseti
8.	Larisa Anatolievna Romanovskaya	First Deputy Director General of PJSC Rosseti
9.	Alexey Valeryevich Molsky	Deputy Director General for Investment, Capital Construction and Sale of Services of PJSC Rosseti
10.	Vladislav Albertovich Kapitonov	Director for Corporate Finance of PJSC Rosseti
11.	Maria Gennadievna Tikhonova	Deputy Director General for Corporate Governance of PJSC Rosseti
12.	Daniil Vladimirovich Krainskiy	Deputy Director General for Legal Support of PJSC Rosseti
13.	Egor Vyacheslavovich Prokhorov	Deputy Director General for Strategy of PJSC Rosseti
14.	Igor Vladimirovich Makovskiy	General Director of IDGC of Centre, PJSC
15.	Yury Vladimirovich Goncharov	Chief Adviser of PJSC Rosseti
16.	Maria Vyacheslavna Korotkova	Director of MKS LLC

Quorum and voting results on item № 3 of the agenda

Number of cumulative 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 cumulative 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 cumulative votes, owned by persons, who participated in the general meeting on this agenda item	407 850 730 419
Quorum on this item (%)	87.8236

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

Item #	Candidate's full name	Number of votes for cumulative voting
«FOR», distribution of votes for candidates		
1.	Alexander Viktorovich Golovtsov	34 810 786 394
2.	Vitaly Yuryevich Zarkhin	34 923 986 686
3.	Andrey Vladimirovich Morozov	156 618 144
4.	Alexander Viktorovich Shevchuk	41 107 879 862
5.	Anastasiya Igorevna Krupenina	28 106 240 923
6.	Andrey Vladimirovich Mayorov	40 171 146 648
7.	Alexander Arkadevich Zaragatsky	93 075 427
8.	Larisa Anatolievna Romanovskaya	97 113 376
9.	Alexey Valeryevich Molsky	37 680 155 482
10.	Vladislav Albertovich Kapitonov	273 855 150

11.	Maria Gennadijevna Tikhonova	97 875 371
12.	Daniil Vladimirovich Krainskiy	37 679 783 640
13.	Egor Vyacheslavovich Prokhorov	37 681 227 803
14.	Igor Vladimirovich Makovskiy	37 610 584 941
15.	Yury Vladimirovich Goncharov	37 678 509 154
16.	Maria Vyacheslavna Korotkova	37 697 904 406
«FOR»		405 866 743 407
«AGAINST» all candidates		20 903 289
«ABSTAINED» for all candidates		73 554 349
Number of votes in ballots declared invalid or not counted on other grounds		1 889 529 374

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

Based on the results of the vote on item № 3 of the agenda THE DECISION WAS TAKEN:

To elect the following Company's Board of Directors:

Alexander Viktorovich Shevchuk - Executive Director, Association of Institutional Investors

Andrey Vladimirovich Mayorov - First Deputy Director General - Chief Engineer of PJSC Rosseti

Maria Vyacheslavna Korotkova - Director of MKS LLC

Egor Vyacheslavovich Prokhorov - Deputy Director General for Strategy of PJSC Rosseti

Alexey Valeryevich Molsky - Deputy Director General for Investment, Capital Construction and Sale of Services of PJSC Rosseti

Daniil Vladimirovich Krainskiy - Deputy Director General for Legal Support of PJSC Rosseti

Yury Vladimirovich Goncharov - Chief Adviser of PJSC Rosseti

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

Vitaly Yuryevich Zarkhin

Alexander Viktorovich Golovtsov

Anastasiya Igorevna Krupenina - Director for Strategy and Investment, Five Plus LLC

Regarding item № 4 «On election of members of the Audit Commission of the Company».

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ 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.

Draft decision on item № 4 of the agenda, put to vote:

To elect the following Company's Audit Commission:

Item #	Candidate for the Audit Commission of the Company	Position, place of work of the candidate for the Audit Commission of the Company (at the time of nomination)
1.	Svetlana Nikolaevna Kovaleva	Director for Internal Audit - Head of the Internal Audit Department of PJSC Rosseti
2.	Viktor Vladimirovich Tsarkov	First Deputy Head of the Internal Audit Department of PJSC Rosseti
3.	Svetlana Mikhailovna Trishina	Deputy Head of the Internal Audit Department - Head of the Office of Corporate Audit and Control of Subsidiaries of the Internal Audit Department of PJSC Rosseti
4.	Konstantin Igorevich Venevtsev	Chief Expert of the Operational Audit Office of the Internal Audit Department of PJSC Rosseti
5.	Tatyana Viktorovna Zaitseva	Head of the Methodology and Reporting Section of

	the Internal Audit Department of PJSC Rosseti
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Quorum and voting results on item № 4 of the agenda

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 the given item of the agenda	37 077 192 352
Quorum on this item (%)	87.8236

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
		% from those attending the meeting	% from those attending the meeting	% from those attending the meeting	
1	Svetlana Nikolaevna Kovaleva	27 137 310 098	2 753 750	9 926 806 176	10 322 328
		73.1914	0.0074	26.7734	
2	Viktor Vladimirovich Tsarkov	27 137 974 277	3 039 126	9 925 862 444	10 316 505
		73.1932	0.0082	26.7708	
3	Svetlana Mikhailovna Trishina	27 136 987 730	3 026 497	9 926 801 253	10 376 872
		73.1905	0.0082	26.7733	
4	Konstantin Igorevich Venevtsev	27 137 940 185	3 089 358	9 925 772 027	10 390 782
		73.1931	0.0083	26.7706	
5	Tatyana Viktorovna Zaitseva	27 288 811 319	2 628 237	9 775 414 291	10 338 505
		73.6000	0.0071	26.3650	

Five nominees are considered to be elected to the Audit Commission of IDGC of Centre, PJSC.

Based on the results of the vote on item № 4 of the agenda THE DECISION WAS TAKEN:

To elect the following Company's Audit Commission:

Tatyana Viktorovna Zaitseva - Head of the Methodology and Reporting Section of the Internal Audit Department of PJSC Rosseti

Viktor Vladimirovich Tsarkov - First Deputy Head of the Internal Audit Department of PJSC Rosseti

Konstantin Igorevich Venevtsev - Chief Expert of the Operational Audit Office of the Internal Audit Department of PJSC Rosseti

Svetlana Nikolaevna Kovaleva - Director for Internal Audit - Head of the Internal Audit Department of PJSC Rosseti

Svetlana Mikhailovna Trishina - Deputy Head of the Internal Audit Department - Head of the Office of Corporate Audit and Control of Subsidiaries of the Internal Audit Department of PJSC Rosseti

Regarding item № 5 «On approval of the Auditor of the Company».

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ 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.

Draft decision on item № 5 of the agenda, put to vote:

To approve the Leader of the collective participant - Ernst & Young LLC (TIN 7709383532, registered office: Sadovnicheskaya nab. 77, bld. 1, 115035 Moscow, Russian Federation) as the Auditor of the Company.

Quorum and voting results on item № 5 of the agenda

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 the given item of the agenda	37 077 339 129
Quorum on this item (%)	87.8236

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	36 701 520 785	98.9864
«AGAINST»	53 365 199	0.1439
«ABSTAINED»	312 887 756	0.8439
Number of votes in ballots declared invalid or not counted on other grounds		9 565 389

Based on the results of the vote on item № 5 of the agenda THE DECISION WAS TAKEN:
To approve the Leader of the collective participant - Ernst & Young LLC (TIN 7709383532, registered office: Sadovnicheskaya nab. 77, bld. 1, 115035 Moscow, Russian Federation) as the Auditor of the Company.

Regarding item № 6 «On approval of the Articles of Association of the Company in a new edition».

The draft of the Articles of Association of the Company in a new edition is attached (Appendix to the Minutes).

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.

Draft decision on item № 6 of the agenda, put to vote:

To approve the Articles of Association of the Company in a new edition.

Quorum and voting results on item № 6 of the agenda

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 the given item of the agenda	37 077 339 129
Quorum on this item (%)	87.8236

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	36 358 500 490	98.0612
«AGAINST»	385 667 692	1.0402
«ABSTAINED»	323 563 768	0.8727

Number of votes in ballots declared invalid or not counted on other grounds	9 607 179
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Based on the results of the vote on item № 6 of the agenda THE DECISION WAS TAKEN:
To approve the Articles of Association of the Company in a new edition.

Regarding item № 7 «On amending the Company’s Articles of Association requiring an appeal to the Ministry of Justice of the Russian Federation with a request to issue a permit to include the word in the new company name, derived from the official name “Russian Federation” or “Russia”».

The draft of amendments to the Articles of Association of the Company is attached (Appendix to the Minutes).

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 № 7 is taken by a three-fourths majority vote of shareholders - owners of voting shares of the Company participating in the Meeting.

Draft decision on item № 7 of the agenda, put to vote:

To amend the Articles of Association of the Company related to the change of the name of the Company to «Public Joint Stock Company «Rosseti Centre», according to the Appendix posted on the official website of the Company at: www.mrsk-1.ru

To apply to the Ministry of Justice of the Russian Federation with a request for permission to include in the new company name a word derived from the official name “Russian Federation” or “Russia”.

These changes to the Articles of Association of the Company come into force from the moment of entering information on registration in the Unified State Register of Legal Entities after receiving the corresponding permission of the Ministry of Justice of the Russian Federation for the indicated change of the name of the Company.

Quorum and voting results on item № 7 of the agenda

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 the given item of the agenda	37 077 339 129
Quorum on this item (%)	87.8236

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	35 602 977 320	96.0236
«AGAINST»	1 207 837 632	3.2576
«ABSTAINED»	256 235 847	0.6911
Number of votes in ballots declared invalid or not counted on other grounds	10 288 330	

Based on the results of the vote on item № 7 of the agenda THE DECISION WAS TAKEN:
To amend the Articles of Association of the Company related to the change of the name of the Company to «Public Joint Stock Company «Rosseti Centre», according to the Appendix posted on the official website of the Company at: www.mrsk-1.ru

To apply to the Ministry of Justice of the Russian Federation with a request for permission to include in the new company name a word derived from the official name “Russian Federation” or “Russia”.

These changes to the Articles of Association of the Company come into force from the moment of entering information on registration in the Unified State Register of Legal Entities after receiving the corresponding permission of the Ministry of Justice of the Russian Federation for the indicated change of the name of the Company.

Appendices:

1. Minutes of voting results at the Annual General Meeting of Shareholders of IDGC of Centre, PJSC dated 31.05.2021.
2. Annual report of IDGC of Centre, PJSC for 2020.
3. Annual financial statements of IDGC of Centre, PJSC for 2020.
4. The Articles of Association of IDGC of Centre, PJSC in a new edition.
5. The amendments to the Articles of Association of IDGC of Centre, PJSC related to the change of the name of the Company.

**Chairperson of the Annual General Meeting of
Shareholders of IDGC of Centre, PJSC**

A.V. Mayorov

**Secretary of the Annual General Meeting of
Shareholders of IDGC of Centre, PJSC**

S.V. Lapinskaya