



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

«08» June 2017

city of Moscow

01/17

Full legal name of the Company:	Interregional Distribution Grid Company of Centre, Public Joint-Stock Company
Location of the Company:	Moscow, Russia
Type of the General Meeting	Annual
Form of the Meeting holding:	Meeting (joint presence of shareholders to discuss the agenda items and decision-making on matters put to the vote)
Date of the Meeting holding:	08 June 2017
Venue of the General Meeting holding:	171, Dmitrovskoe highway, Moscow (hotel complex «Holiday Inn Vinogradovo»), conference-centre)
Opening time of registration of persons entitled to participate in the General Meeting:	09 hours 00 minutes
Opening of the General Meeting:	10 hours 00 minutes
Registration closing time of persons eligible to participate in the General Meeting:	11 hours 00 minutes
Start of the vote counting:	11 hours 25 minutes
Closing of the General Meeting:	13 hours 05 minutes
Record date of the list of persons eligible to participate in the General Meeting:	15 May 2017
Completed voting ballots were sent to the following postal addresses:	- 127018, Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre, PJSC, - 127137, Russia, Moscow, p/o box 54, VTB Registrar.
Date of drawing up the Minutes:	09 June 2017
	Voting results were declared at the Meeting on 08 June 2017 at 12 hours 50 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
Olga Vladimirovna Tikhomirova	- 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
Oxana Vladimirovna Shatokhina	- Deputy General Director for Economy of PJSC «Rosseti»
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	- Registrar JSC VTB Registrar, represented by: General Director Konstantin Sergeevich Petrov Location of JSC VTB Registrar: 23, Pravdy str., Moscow

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 2016.
2. On distribution of profits and losses of the Company (including the dividend payment) following the results of the reporting year of 2016.
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 General Meeting of Shareholders of IDGC of Centre, PJSC in a new edition.
8. On approval of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.
9. On approval of the Regulation on 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 03.05.2017.

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** – 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 decided on 03.05.2017 that 15.05.2017 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 – K.S. Petrov 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, who participated in the annual General meeting of shareholders (with regard to registration held by **JSC VTB Registrar** as of 10 hours 00 minutes) had **37 831 700 305** 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.

After that, Y.N. Mangarov, presiding at the Annual General Meeting, gave floor to a representative of the majority shareholder PJSC «Rosseti» - Deputy General Director for Economy of PJSC «Rosseti» - O.V Shatokhina to sum up the operation of electric grid facilities in 2016 and refer to the main vectors of development for the coming period.

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 2016» heard a report of Oleg Yuryevich Isaev - in regards with *approval of the annual report for the reporting year of 2016*.

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 03.05.2017.

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

- the main outcome of 2016;
- business activities for 2016;
- operating activities for 2016;
- RAS key financial performance for 2016;
- procurement and investment activities;

- corporate governance;
- social responsibility.

The annual report of IDGC of Centre, PJSC following the results of 2016 is attached (Appendix to the Minutes).

Regarding item # 1 heard a co-report of Olga Vladimirovna Tikhomirova in regards with *approval of the annual accounting (financial) statements for 2016*.

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

O.V. Tikhomirova informed that the annual accounting (financial) statements for 2016 were previously approved and recommended for approval to the Company's Annual General Meeting of Shareholders by the Company's Board of Directors on 03.05.2017.

The accuracy of the financial (accounting) statements of the Company for 2016 and compliance of accounting procedures in all material respects with the legislation of the Russian Federation were confirmed on 21.02.2017 by the Company's auditor's report - RSM RUS Ltd., approved by the Annual General Meeting of Shareholders on 08.06.2016.

The Audit Committee of the Company in its opinion dated 24.04.2017 also confirmed that the annual report (including a report on related-party transactions entered into by the Company in 2016) and annual accounting (financial) statements of the Company for 2016 present fairly, in all material respects, the financial position of IDGC of Centre, PJSC as at 31.12.2016 and the results of financial and economic activities of IDGC of Centre, PJSC for 2016.

The annual accounting (financial) statements of IDGC of Centre, PJSC for 2016 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) following the results of the reporting year of 2016» heard a report of Olga Vladimirovna Tikhomirova.

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

In regards with *the distribution of profits (including dividends) and losses of the Company following the results of the reporting year of 2016*, O.V. Tikhomirova said as follows:

The distribution of profit of the Company following the results of the reporting year of 2016 was tentatively approved and recommended for approval to the Company's Annual General Meeting of Shareholders by the Company's Board of Directors on 16.05.2017.

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 2016 in the amount of 0,044215195 RUB 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» 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.

20 candidates were included in the voting ballot.

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.

The speaker read out the 20 candidates for the Company's Board of Directors nominated by shareholders of the Company (PJSC «Rosseti», Company "Genhold Limited", Company «FLETCHER GROUP HOLDINGS LIMITED», Company «Energosouz Holdings Limited»), who the Company's Board of Directors in accordance with paragraph 1 of Article 53 of the Federal Law "On Joint Stock Companies" at its meeting on 06.03.2017 included in the list for voting on the item «On election of members of the Board of Directors of the Company».

S.N. Sharapov also reported that the Personnel and Remuneration Committee analyzed and gave a preliminary assessment of the candidates for the Board of Directors.

The results of the preliminary assessment of the candidates for the Board of Directors confirm that the proposed nominees to the Board of Directors are sufficiently independent from the Company's management to make objective and independent judgment regarding the current operations of the Company, and are able to critically evaluate the current work of the management.

Written consent of 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» heard a report of Olga Vladimirovna Tikhomirova.

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

5 candidates were included in the voting ballot.

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.

O.V. Tikhomirova read out the 5 candidates for the Audit Commission of the Company nominated by the majority shareholders of the Company - PJSC «Rosseti», who the Company's Board of Directors in accordance with paragraph 1 of Article 53 of the Federal Law "On Joint Stock Companies" at its meeting on 06.03.2017 included in the list for voting on the item «On election of members of the Audit Commission of the Company».

O.V. Tikhomirova also reported that all the candidates to the Audit Commission of the Company have higher education, extensive experience in organizing and conducting audits, have a high level of knowledge and skills in management, law, economics and financial management.

Written consent of 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» heard a report of Olga Vladimirovna Tikhomirova.

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 at the meeting, held on 16.05.2017, reviewed the auditor's nomination and proposed to the Annual General Meeting of Shareholders for audit of financial and economic activities for 2017 to approve RSM RUS Ltd. as the Company's Auditor.

After that O.V. Tikhomirova reported on the nomination as the Company's Auditor.

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 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 General Meeting of Shareholders of IDGC of Centre, PJSC in a new edition».

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

9. «On approval of the Regulation on 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.

According to the Company's Board of Directors, the bulk of the amendments take into account the changes brought into the Federal Law «On Joint-Stock Companies», the Civil Code of the Russian Federation, the amendments that take into account the recommendations of the Corporate Governance Code of the Bank of Russia. In addition, in some cases, the amendments meet the corporate governance practice of the Company and regulations, which the Company plans to implement later.

In this connection, the Company's Board of Directors at the meeting, held on 16.05.2017, recommended to the Annual General Meeting of Shareholders to approve the revised Articles of Association of the Company and the above-mentioned internal documents of the Company.

The drafts of the revised Articles of Association of IDGC of Centre, PJSC, the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC, the Regulation on the Board of Directors of IDGC of Centre, PJSC, the Regulation on the Audit Commission of IDGC of Centre, PJSC are attached (Appendices to the Minutes).

Regarding items ## 6-7 of the Meeting's agenda the draft decisions are presented in voting ballot # 1.

Regarding items ## 8-9 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 on the items of the agenda, Y.N. Mangarov, presiding at the Annual General Meeting of Shareholders, read out the questions, received from shareholders (representatives of shareholders) both at the Meeting, and on the e-mail: ir@mnsk-1.ru, and gave the floor to the Company's management to answer them.

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 – K.S. Petrov 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 00 minutes the start of voting was announced.

11 hours 25 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 K.S. Petrov 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 2016»:

1. To approve the Company's Annual Report for 2016.
2. To approve the Company's annual accounting (financial) statements for 2016.

The number of votes, held by the persons, included into the list of persons entitled to participate in the general meeting on the given item of the agenda	42 217 941 468
The 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 the persons, who participated in the general meeting, on the given item of the agenda	37 831 700 305
Quorum on the given item (%)	89.6105

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	37 277 045 579
«AGAINST»	1 242
«ABSTAINED»	554 159 089
Number of votes in ballots declared invalid or not counted for other reasons	494 395

Decision is taken.

On item 2 of the agenda «On distribution of profits and losses of the Company (including the dividend payment) following the results of the reporting year of 2016»:

1. To approve the following profit (loss) distribution of the Company for the reporting year of 2016.

Name	(thous. RUB)
Retained earnings (loss) for the reporting period: To be distributed to:	1 866 675
Reserve fund	0
Profit for development	0
Dividends	1 866 675
Repayment of losses of previous years	0

2. To pay dividends on common stocks of the Company following the results of 2016 in the amount of 0,044215195 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 21 June 2017.

The number of votes, held by the persons, included into the list of persons entitled to participate in the general meeting on the given item of the agenda	42 217 941 468
The 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 the persons, who participated in the general meeting, on the given item of the agenda	37 831 700 305
Quorum on the given item (%)	89.6105

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	37 831 068 291

«AGAINST»	1 020
«ABSTAINED»	120 061
Number of votes in ballots declared invalid or not counted for other reasons	510 933

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:

Item #	Candidate Member of the Company's Board of Directors	Position, Place of Employment of the Candidate Member of the Company's Board of Directors (title at the moment of nomination)
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 of Representative Office of Prosperity Capital Management (Russian Federation) Ltd.
3.	Roman Alexeyevich Filkin	Director, power engineering, machine building of Representative Office of Prosperity Capital Management (Russian Federation) Ltd.
4.	Oleg Romanovich Fedorov	Member of the Supervisory Board of ALROSA
5.	Alexander Viktorovich Shevchuk	Executive Director of Association of Institutional Investors
6.	Denis Viktorovich Kulikov	Adviser to Executive Director of Association of Institutional Investors
7.	Sergey Vladimirovich Chebotarev	Vice-President for Power Engineering of NLMK
8.	Alexander Gennadievich Batalov	Director of Economic Security and Anti-Corruption Department of PJSC «Rosseti»
9.	Alexander Viktorovich Varvarin	Vice-President - Managing Director for Corporate Relations and Legal Support of Russian Union of Industrialists and Entrepreneurs
10.	Oleg Yuryevich Isaev	General Director of IDGC of Centre, PJSC, Acting General Director of IDGC of Centre and Volga Region, PJSC
11.	Marina Alexandrovna Lavrova	Head of SDC Economy Office of Economic Planning and Budgeting Department of PJSC «Rosseti»
12.	Yury Nikolayevich Mangarov	Deputy Chief of Staff of PJSC «Rosseti»
13.	Alexey Igorevich Pavlov	Director of Treasury Department of PJSC «Rosseti»
14.	Pavel Nikolayevich Snikkars	Director of Electric Power Industry Development Department of the Ministry of Energy of Russia
15.	Alexey Viktorovich Rakov	Director of Electricity Metering and Interaction with Stakeholders of Electricity Markets Department of PJSC «Rosseti»
16.	Maxim Mikhailovich Saukh	Head of Corporate Governance Office of Corporate Governance and Interaction with Shareholders Department of PJSC «Rosseti»
17.	Oxana Vladimirovna Shatokhina	Deputy General Director for Economy of PJSC «Rosseti»
18.	Natalia Ilyinichna Erpsher	Head of Organizational Development Office of Personnel Policy and Organizational Development Department of PJSC «Rosseti»
19.	Anastasiya Igorevna Krupenina	
20.	Pavel Alexandrovich Litvinov	

Number of cumulative votes, owned by persons, included into the list of persons , entitled to participate in the general meeting for voting on the given item of the agenda	42 217 941 468 x 11 = 464 397 356 148
Number of cumulative votes, which account 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 cumulative votes, owned by persons, who participated in the general meeting, on the given item of the agenda	37 831 700 305 x 11 = 416 148 703 355
Quorum on the given item (%)	89.6105

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

Item #	Candidate's full name	Number of votes for cumulative voting
«FOR», distribution of votes for candidates		
1	Tatiana Petrovna Dronova	34 450 523 636
2	Denis Alexandrovich Spirin	34 702 405 415
3	Roman Alexeyevich Filkin	34 703 351 615
4	Oleg Romanovich Fedorov	376 659 326
5	Alexander Viktorovich Shevchuk	34 477 104 135
6	Denis Viktorovich Kulikov	76 752 789
7	Sergey Vladimirovich Chebotarev	2 086 925
8	Alexander Gennadievich Batalov	2 249 477
9	Alexander Viktorovich Varvarin	32 020 389 222
10	Oleg Yuryevich Isaev	38 880 306 999
11	Marina Alexandrovna Lavrova	4 265 650
12	Yury Nikolayevich Mangarov	33 681 554 863
13	Alexey Igorevich Pavlov	33 681 741 528
14	Pavel Nikolayevich Snikkars	33 682 138 410
15	Alexey Viktorovich Rakov	33 349 677 600
16	Maxim Mikhailovich Saukh	33 681 776 880
17	Oxana Vladimirovna Shatokhina	33 682 777 384
18	Natalia Ilyinichna Erpsher	859 694
19	Anastasiya Igorevna Krupenina	85 868 425
20	Pavel Alexandrovich Litvinov	357 032
«AGAINST» all candidates		1 387 188
«ABSTAINED» for all candidates		4 542 498 334
Number of votes in ballots declared invalid or not counted for other reasons		61 970 828

Eleven candidates with the highest number of votes are considered to be 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.	Svetlana Anatolyevna Kim	Head of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»
2.	Oxana Alexeevna Medvedeva	Chief Expert of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»
3.	Sergey Vladimirovich Malyshev	Leading Expert of Investment Audit Section of Internal Audit Office of Internal Audit and Control Department of PJSC «Rosseti»
4.	Elena Stanislavovna Erandina	Chief Expert of Control and Expert Office of Internal Audit and Control Department of PJSC «Rosseti»
5.	Elena Borisovna Sinitsyna	Head of Control and Expert Office of Internal Audit and Control Department of PJSC «Rosseti»

The number of votes, held by the persons, included into the list of persons entitled to participate in the general meeting on the given item of the agenda	42 217 941 468
The 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 the persons, who participated in the general meeting, on the given item of the agenda	37 831 553 528

Quorum on the given item (%)	89.6104
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Number of votes cast for each voting option for each candidate:

#	Candidate's full name	FOR	AGAINST	ABSTAINED	WERE NOT COUNTED since the ballots were recognized invalid, and for other reasons
1	Svetlana Anatolyevna Kim	27 648 367 880	7 008 017	10 175 042 457	1 135 174
2	Oxana Alexeevna Medvedeva	27 102 113 142	553 470 285	10 174 699 476	1 270 625
3	Sergey Vladimirovich Malyshev	27 099 709 898	554 834 906	10 175 744 266	1 264 458
4	Elena Stanislavovna Erandina	27 100 250 476	554 268 196	10 175 782 381	1 252 475
5	Elena Borisovna Sinitsyna	27 101 750 196	553 470 285	10 175 080 572	1 252 475

Five candidates with the highest number of votes are considered to be 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 "RSM RUS" Ltd. as the Auditor of the Company (INN/KPP 7722020834/772901001, 4 Pudovkina street, Moscow 119285, Russia).

The number of votes, held by the persons, included into the list of persons entitled to participate in the general meeting on the given item of the agenda	42 217 941 468
The 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 the persons, who participated in the general meeting, on the given item of the agenda	37 831 700 305
Quorum on the given item (%)	89.6105

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	26 060 045 596
«AGAINST»	10 129 444 068
«ABSTAINED»	1 350 684 464
Number of votes in ballots declared invalid or not counted for other reasons	291 526 177

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.

The number of votes, held by the persons, included into the list of persons entitled to participate in the general meeting on the given item of the agenda	42 217 941 468
The 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 the persons, who participated in the general meeting, on the given item of the agenda	37 831 700 305
Quorum on the given item (%)	89.6105

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	37 224 950 705
«AGAINST»	8 276 657
«ABSTAINED»	597 166 799
Number of votes in ballots declared invalid or not counted for other reasons	1 306 144

Decision is taken.

On item 7 of the agenda «On approval of the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC in a new edition»:

To approve the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC in a new edition.

The number of votes, held by the persons, included into the list of persons entitled to participate in the general meeting on the given item of the agenda	42 217 941 468
The 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 the persons, who participated in the general meeting, on the given item of the agenda	37 831 700 305
Quorum on the given item (%)	89.6105

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	37 224 967 021
«AGAINST»	7 574 848
«ABSTAINED»	597 868 830
Number of votes in ballots declared invalid or not counted for other reasons	1 289 606

Decision is taken.

On item 8 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.

The number of votes, held by the persons, included into the list of persons entitled to participate in the general meeting on the given item of the agenda	42 217 941 468
The 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 the persons, who participated in the general meeting, on the given item of the agenda	37 831 700 305
Quorum on the given item (%)	89.6105

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	37 224 884 606
«AGAINST»	7 841 573
«ABSTAINED»	598 100 979
Number of votes in ballots declared invalid or not counted for other reasons	873 147

Decision is taken.

On item 9 of the agenda «On approval of the Regulation on the Audit Commission of IDGC of Centre, PJSC in a new edition»:

To approve the Regulation on the Audit Commission of IDGC of Centre, PJSC in a new edition.

The number of votes, held by the persons, included into the list of persons entitled to participate in the general meeting on the given item of the agenda	42 217 941 468
The 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 the persons, who participated in the general meeting, on the given item of the agenda	37 831 700 305
Quorum on the given item (%)	89.6105

Number of votes cast for each voting option:

Voting options	Number of votes
«FOR»	37 225 147 840
«AGAINST»	7 139 764
«ABSTAINED»	598 539 554
Number of votes in ballots declared invalid or not counted for other reasons	873 147

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 2016»:

1. To approve the Company's Annual Report for 2016.
2. To approve the Company's annual accounting (financial) statements for 2016.

On item 2 of the agenda «On distribution of profits and losses of the Company (including the dividend payment) following the results of the reporting year of 2016»:

1. To approve the following profit (loss) distribution of the Company for the reporting year of 2016:

Name	(thous. RUB)
Retained earnings (loss) for the reporting period: To be distributed to:	1 866 675
Reserve fund	0
Profit for development	0
Dividends	1 866 675
Repayment of losses of previous years	0

2. To pay dividends on common stocks of the Company following the results of 2016 in the amount of 0,044215195 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 21 June 2017.

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. Tatiana Petrovna Dronova
2. Denis Alexandrovich Spirin
3. Roman Alexeyevich Filkin
4. Alexander Viktorovich Shevchuk
5. Oleg Yuryevich Isaev
6. Yury Nikolayevich Mangarov
7. Alexey Igorevich Pavlov
8. Pavel Nikolayevich Snikkars
9. Alexey Viktorovich Rakov
10. Maxim Mikhailovich Saukh
11. Oxana Vladimirovna Shatokhina

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. Svetlana Anatolyevna Kim
2. Oxana Alexeevna Medvedeva
3. Sergey Vladimirovich Malyshev
4. Elena Stanislavovna Erandina
5. Elena Borisovna Sinitsyna

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

To approve "RSM RUS" Ltd. as the Auditor of the Company (INN/KPP 7722020834/772901001, 4 Pudovkina street, Moscow 119285, Russia).

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 General Meeting of Shareholders of IDGC of Centre, PJSC in a new edition»:

To approve the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC in a new edition.

On item 8 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 9 of the agenda «On approval of the Regulation on the Audit Commission of IDGC of Centre, PJSC in a new edition»:

To approve the Regulation on the Audit Commission of IDGC of Centre, PJSC in a new edition.

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 08.06.2017.
2. Annual report of IDGC of Centre, PJSC following the results of 2016.
3. Annual accounting (financial) statements of IDGC of Centre, PJSC for 2016.
4. The Articles of Association of IDGC of Centre, PJSC in a new edition.
5. The Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC in a new edition.
6. The Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.
7. The Regulation on 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 Annual General Meeting
of Shareholders of IDGC of Centre, PJSC**

Y.N. Mangarov

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

S.V. Lapinskaya