

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

«29» May 2020

city of Moscow

01/20

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):	29 May 2020
Record date of the list of persons eligible to participate in the General Meeting:	05 May 2020
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:	29 May 2020
Person presiding at the General Meeting:	Alexander Ivanovich Kazakov, 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 **36 533 328 209** 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 - **Alexander Ivanovich Kazakov**.

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 28.04.2020.

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 24.04.2020 that 05.05.2020 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 accounting (financial) statements of the Company for 2019.
2. On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of 2019.
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 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”.
7. On approval of the Regulation on the Board of Directors of the Company in a new edition.

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 accounting (financial) statements of the Company for 2019».

The annual report of IDGC of Centre, PJSC following the results of 2019 is attached (Appendix to the Minutes).

The annual accounting (financial) statements of IDGC of Centre, PJSC for 2019 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 Company's Annual Report for 2019.
2. To approve the Company's annual accounting (financial) statements for 2019.

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 this agenda item	36 533 328 209
Quorum on this item (%)	86.5350

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
« FOR »	36 144 240 032	98.9350
« AGAINST »	175 485 146	0.4803
« ABSTAINED »	189 625 121	0.5191
Number of votes in ballots declared invalid or not counted on other grounds		23 977 910

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

1. To approve the Company's Annual Report for 2019.
2. To approve the Company's annual accounting (financial) statements for 2019.

Regarding item № 2 «On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of 2019».

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 distribution of profits (losses) of the Company for the reporting year of 2019:

Name	(thous. RUB)
Retained earnings (loss) for the reporting period:	
To be distributed to:	214 681
Reserve fund	0
Profit for development	0
Dividends*	214 681

Repayment of losses of previous years	0
Retained earnings (loss) of previous years	19 857 164
Dividends*	632 418

*in accordance with the resolution of the Extraordinary General Meeting of Shareholders of the Company on 30.12.2019 (Minutes of 31.12.2019 # 02/19), it was decided to pay dividends on ordinary shares of the Company from the Company's net profit for 9 months of 2019 in the amount of RUB 0,0200649 per ordinary share in cash (RUB 847 099 thous.).

2. Not to pay dividends on ordinary shares of the Company for 2019 taking into account the payment of dividends for 9 months of 2019.

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 this agenda item	36 533 328 209
Quorum on this item (%)	86.5350

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	25 073 622 850	68.6322
«AGAINST»	9 149 346 099	25.0438
«ABSTAINED»	2 286 858 085	6.2597
Number of votes in ballots declared invalid or not counted on other grounds		23 501 175

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

1. To approve the following distribution of profits (losses) of the Company for the reporting year of 2019:

Name	(thous. RUB)
Retained earnings (loss) for the reporting period:	
To be distributed to:	214 681
Reserve fund	0
Profit for development	0
Dividends*	214 681
Repayment of losses of previous years	0
Retained earnings (loss) of previous years	19 857 164
Dividends*	632 418

*in accordance with the resolution of the Extraordinary General Meeting of Shareholders of the Company on 30.12.2019 (Minutes of 31.12.2019 # 02/19), it was decided to pay dividends on ordinary shares of the Company from the Company's net profit for 9 months of 2019 in the amount of RUB 0,0200649 per ordinary share in cash (RUB 847 099 thous.).

2. Not to pay dividends on ordinary shares of the Company for 2019 taking into account the payment of dividends for 9 months of 2019.

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
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		(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	
6.	Alexander Viktorovich Varvarin	Vice-President - Managing Director for Corporate Relations and Legal Support of Russian Union of Industrialists and Entrepreneurs
7.	Alexander Ivanovich Kazakov	Chairman of the Board of Directors of IDGC of Centre, PJSC, professional director
8.	Andrey Sergeevich Kolyada	Deputy Director of Corporate Governance Department of PJSC Rosseti
9.	Daniil Vladimirovich Krainskiy	Chief Adviser of PJSC Rosseti
10.	Marina Alexandrovna Lavrova	Deputy Director of Economics Department - Head of SDC Business Planning Office of PJSC Rosseti
11.	Igor Vladimirovich Makovskiy	General Director of IDGC of Centre, PJSC
12.	Konstantin Alexandrovich Mikhailik	Deputy Director General for Operation of PJSC Rosseti
13.	Alexey Igorevich Pavlov	Director of Strategy Department of PJSC Rosseti
14.	Vasiliy Vladimirovich Rozhkov	Director of Production Department - Deputy Chief Engineer of PJSC Rosseti
15.	Larisa Anatolievna Romanovskaya	Acting Deputy Director General for HR Management, Government and Media Relations of PJSC Rosseti
16.	Dmitry Alexandrovich Chevkin	Acting Director of HR Department of PJSC Rosseti
17.	Andrey Vladimirovich Mayorov	Deputy Director General – Chief Engineer of PJSC Rosseti

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	401 866 610 299
Quorum on this item (%)	86.5350

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	34 846 077 447
2.	Vitaly Yuryevich Zarkhin	34 841 199 055
3.	Andrey Vladimirovich Morozov	870 396 821
4.	Alexander Viktorovich Shevchuk	35 722 039 641
5.	Anastasiya Igorevna Krupenina	29 765 228 371
6.	Alexander Viktorovich Varvarin	7 811 714
7.	Alexander Ivanovich Kazakov	33 168 954 884

8.	Andrey Sergeevich Kolyada	14 387 585
9.	Daniil Vladimirovich Krainskiy	33 162 448 335
10.	Marina Alexandrovna Lavrova	9 453 583
11.	Igor Vladimirovich Makovskiy	33 482 316 650
12.	Konstantin Alexandrovich Mikhailik	33 163 209 562
13.	Alexey Igorevich Pavlov	33 165 452 968
14.	Vasiliy Vladimirovich Rozhkov	32 042 957 908
15.	Larisa Anatolievna Romanovskaya	33 163 709 979
16.	Dmitry Alexandrovich Chevkin	8 002 777
17.	Andrey Vladimirovich Mayorov	33 209 082 567
«FOR»		400 642 729 847
«AGAINST» all candidates		34 782 000
«ABSTAINED» for all candidates		74 838 577
Number of votes in ballots declared invalid or not counted on other grounds		1 114 259 875

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

Alexander Viktorovich Golovtsov

Vitaly Yuryevich Zarkhin

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

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

Alexander Ivanovich Kazakov - Chairman of the Board of Directors of IDGC of Centre, PJSC, professional director

Alexey Igorevich Pavlov - Head of Strategy Department of PJSC Rosseti

Larisa Anatolievna Romanovskaya - Acting Deputy Director General for HR Management, Government and Media Relations of PJSC Rosseti

Konstantin Alexandrovich Mikhailik - Deputy Director General for Operation of PJSC Rosseti

Daniil Vladimirovich Krainskiy - Chief Adviser of PJSC Rosseti

Vasiliy Vladimirovich Rozhkov - Director of Production Department - Deputy Chief Engineer of PJSC Rosseti

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.	Sergey Vladimirovich Kiryukhin	Acting Deputy Director General - Chief of Staff of PJSC Rosseti
2.	Marina Alekseevna Lelekova	Director of Internal Control and Risk Management Department of PJSC Rosseti
3.	Svetlana Anatolyevna Kim	Head of Supervisory Activities Office of Internal Control and Risk Management Department of PJSC Rosseti

4.	Artem Nikolaevich Kirillov	Deputy Head of Supervisory Activities Office of Internal Control and Risk Management Department of PJSC Rosseti
5.	Elena Alexandrovna Kabizskina	Chief Expert of Supervisory Activities Office of Internal Control and Risk Management Department of PJSC Rosseti

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 this agenda item	36 533 328 209
Quorum on this item (%)	86.5353

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	Sergey Vladimirovich Kiryukhin	25 030 965 816	9 055 023 816	2 324 332 109	123 006 468
		68.5154	24.7857	6.3622	
2	Marina Alekseevna Lelekova	25 030 006 526	9 055 345 425	2 324 905 734	123 070 524
		68.5128	24.7865	6.3638	
3	Svetlana Anatolyevna Kim	25 030 098 347	9 056 415 555	2 323 612 518	123 201 789
		68.5130	24.7895	6.3603	
4	Artem Nikolaevich Kirillov	25 030 354 692	9 056 899 966	2 323 071 285	123 002 266
		68.5137	24.7908	6.3588	
5	Elena Alexandrovna Kabizskina	25 029 523 953	9 054 691 113	2 324 602 204	124 510 939
		68.5115	24.7847	6.3630	

Five nominees with the largest number of votes 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:

Sergey Vladimirovich Kiryukhin - Acting Deputy Director General – Chief of Staff of PJSC Rosseti

Artem Nikolaevich Kirillov - Deputy Head of Supervisory Activities Office of Internal Control and Risk Management Department of PJSC Rosseti

Svetlana Anatolyevna Kim - Head of Supervisory Activities Office of Internal Control and Risk Management Department of PJSC Rosseti

Marina Alekseevna Lelekova - Director of Internal Control and Risk Management Department of PJSC Rosseti

Elena Alexandrovna Kabizskina - Chief Expert of Supervisory Activities Office of Internal Control and Risk Management 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 Ernst & Young LLC 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 this agenda item	36 533 328 209
Quorum on this item (%)	86.5350

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
« FOR »	36 282 492 537	99.3134
« AGAINST »	53 521 555	0.1465
« ABSTAINED »	96 840 215	0.2651
Number of votes in ballots declared invalid or not counted on other grounds		100 473 902

Based on the results of the vote on item № 5 of the agenda THE DECISION WAS TAKEN:

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

Regarding item № 6 «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 № 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 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 Company’s official website 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 № 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 this agenda item	36 533 328 209
Quorum on this item (%)	86.5350

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	24 274 491 757	66.4448
«AGAINST»	12 045 376 907	32.9709
«ABSTAINED»	90 087 304	0.2466
Number of votes in ballots declared invalid or not counted on other grounds	123 372 241	

Based on the results of the vote on item № 6 of the agenda, votes cast for the voting option «FOR» do not constitute a three-fourths majority of the votes of the shareholders holding voting shares of the company participating in the general meeting of shareholders. THE DECISION WAS NOT TAKEN.

Regarding item № 7 «On approval of the Regulation on the Board of Directors of the Company in a new edition».

The draft of the revised Regulation on the Board of Directors of IDGC of Centre, PJSC is 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 item № 7 is taken by a majority of votes 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 approve the Regulation on the Board of Directors of the Company in a new edition.

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 this agenda item	36 533 328 209
Quorum on this item (%)	86.5350

Number of votes, cast for each voting option:

Voting options	Number of votes	% from those attending the meeting
«FOR»	23 427 147 762	64.1254
«AGAINST»	12 885 250 207	35.2699
«ABSTAINED»	98 457 688	0.2695
Number of votes in ballots declared invalid or not counted on other grounds	122 472 552	

Based on the results of the vote on item № 7 of the agenda THE DECISION WAS TAKEN:
To approve the Regulation on the Board of Directors of the Company in a new edition.

Appendices:

1. Minutes of voting results at the Annual General Meeting of Shareholders of IDGC of Centre, PJSC dated 29.05.2020.
2. Annual report of IDGC of Centre, PJSC for 2019.
3. Annual accounting (financial) statements of IDGC of Centre, PJSC for 2019.
4. The Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.

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

A.I. Kazakov

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

S.V. Lapinskaya