

MINUTES
on the voting results at the annual general meeting of shareholders
of Interregional Distribution Grid Company of Centre, Public Joint-Stock Company

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| Full company name: | Interregional Distribution Grid Company of Centre, Public Joint-Stock Company |
| Location of the company: | Moscow |
| Type of the general meeting (hereinafter – the General Meeting): | Annual |
| Form of holding of the General meeting: | Meeting |
| The record date of the list of persons, entitled to participate in the General Meeting: | 15.05.2017 |
| Date of the General Meeting holding: | 08.06.2017 |
| Venue of the General Meeting holding in the form of a meeting (address for the meeting): | Moscow, Dmitrovskoye shosse 171 (Hotel Holiday Inn Vinogradovo, conference centre) |
| Opening time of registration: | 09:00 |
| Opening time of meeting: | 10:00 |
| Registration closing time: | 11:00 |
| Time to start counting votes: | 11:25 |
| Meeting closing time: | 13:05 |
| Date of the Minutes: | 08.06.2017 |

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

According to Article 56 of the Federal Law dated 26.12.1995 N 208-FZ "On Joint-Stock Companies", the functions of the Tabulation Commission were performed by the registrar of the Company – Joint Stock Company VTB Registrar. The location of the Registrar: Moscow.

Persons, authorized by the Registrar: Konstantin Sergeevich Petrov, acting on the basis of the Registrar's Charter.

Agenda:

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.

At **10:00** local time persons who possessed in aggregate **37 831 700 305** votes were registered, which is **89.6105%** of the total number of votes of persons entitled to participate in the General Meeting of Shareholders.

In accordance with the requirements of item 4.10 of the Regulations on additional requirements to the procedure of preparation, convocation and holding of the General Meeting of Shareholders, approved by Order of the Federal Service for Financial Markets of Russia on 02.02.2012 №12-6/pz-n, a general meeting held in the form of a meeting shall be opened if, by the time of its commencement, there is a quorum for at least one of the items included in the agenda of the general meeting (hereinafter – the Regulations).

Quorum for opening the General Meeting **is present**.

Voting results:

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

The number of votes, held by the persons, who participated in the General Meeting, on the given item of the agenda: **37 831 700 305**.

Quorum - **89.6105%**.

Quorum on the given item **is present**.

Voting results on the agenda item:

| | For | Against | Abstained |
|--|----------------|----------------|------------------|
| Number of votes | 37 277 045 579 | 1 242 | 554 159 089 |
| % from those who took part in the meeting | 98.5339 | 0.0000 | 1.4648 |
| Invalid or not counted for other reasons: | | | 494 395 |

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

The number of votes, held by the persons, who participated in the General Meeting, on the given item of the agenda: **37 831 700 305**.

Quorum - **89.6105%**.

Quorum on the given item **is present**.

Voting results on the agenda item:

| | For | Against | Abstained |
|--|----------------|----------------|------------------|
| Number of votes | 37 831 068 291 | 1 020 | 120 061 |
| % from those who took part in the meeting | 99.9983 | 0.0000 | 0.0003 |
| Invalid or not counted for other reasons: | | | 510 933 |

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

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 x 11 = 464 397 356 148**.

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 x 11 = 464 397 356 148**.

The number of votes, held by the 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 - **89.6105%**.

Quorum on the given item is **present**.

Voting results on the agenda item:

| Item # | Candidate's full name to the Board of Directors | Number of cumulative votes |
|---------------|--|-----------------------------------|
| 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 |
| | «For»: | 411 542 847 005 |
| | «Against»: | 1 387 188 |
| | «Abstained»: | 4 542 498 334 |
| | Invalid or not counted for other reasons: | 61 970 828 |

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

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**.

The number of votes, held by the persons, who participated in the General Meeting, on the given item of the agenda: **37 831 553 528**.

Quorum – **89.6104%**.

Quorum on the given item is **present**.

Voting results on the agenda item:

Candidate: **Svetlana Anatolyevna Kim**

| | For | Against | Abstained |
|--|----------------|----------------|------------------|
| Number of votes | 27 648 367 880 | 7 008 017 | 10 175 042 457 |
| % from those who took part in the meeting | 73.0828 | 0.0185 | 26.8957 |
| Invalid or not counted for other reasons: | | | 1 135 174 |

Candidate: **Oxana Alexeevna Medvedeva**

| | For | Against | Abstained |
|--|----------------|----------------|------------------|
| Number of votes | 27 102 113 142 | 553 470 285 | 10 174 699 476 |
| % from those who took part in the meeting | 71.6389 | 1.4630 | 26.8947 |
| Invalid or not counted for other reasons: | | | 1 270 625 |

Candidate: **Sergey Vladimirovich Malyshev**

| | For | Against | Abstained |
|--|----------------|----------------|------------------|
| Number of votes | 27 099 709 898 | 554 834 906 | 10 175 744 266 |
| % from those who took part in the meeting | 71.6326 | 1.4666 | 26.8975 |
| Invalid or not counted for other reasons: | | | 1 264 458 |

Candidate: **Elena Stanislavovna Erandina**

| | For | Against | Abstained |
|--|----------------|----------------|------------------|
| Number of votes | 27 100 250 476 | 554 268 196 | 10 175 782 381 |
| % from those who took part in the meeting | 71.6340 | 1.4651 | 26.8976 |
| Invalid or not counted for other reasons: | | | 1 252 475 |

Candidate: **Elena Borisovna Sinitsyna**

| | For | Against | Abstained |
|--|----------------|----------------|------------------|
| Number of votes | 27 101 750 196 | 553 470 285 | 10 175 080 572 |
| % from those who took part in the meeting | 71.6380 | 1.4630 | 26.8958 |
| Invalid or not counted for other reasons: | | | 1 252 475 |

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

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**.

The number of votes, held by the persons, who participated in the General Meeting, on the given item of the agenda: **37 831 700 305**.

Quorum - **89.6105%**.

Quorum on the given item is **present**.

Voting results on the agenda item:

| | For | Against | Abstained |
|--|----------------|----------------|------------------|
| Number of votes | 26 060 045 596 | 10 129 444 068 | 1 350 684 464 |
| % from those who took part in the meeting | 68.8842 | 26.7750 | 3.5702 |
| Invalid or not counted for other reasons: | | | 291 526 177 |

On agenda item #6: «**On approval of 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**.

The number of votes, held by the persons, who participated in the General Meeting, on the given item of the agenda: **37 831 700 305**.

Quorum - **89.6105%**.

Quorum on the given item is **present**.

Voting results on the agenda item:

| | For | Against | Abstained |
|--|----------------|----------------|------------------|
| Number of votes | 37 224 950 705 | 8 276 657 | 597 166 799 |
| % from those who took part in the meeting | 98.3962 | 0.0219 | 1.5785 |
| Invalid or not counted for other reasons: | | | 1 306 144 |

On agenda item #7: «**On approval of 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**.

The number of votes, held by the persons, who participated in the General Meeting, on the given item of the agenda: **37 831 700 305**.

Quorum - **89.6105%**.

Quorum on the given item is **present**.

Voting results on the agenda item:

| | For | Against | Abstained |
|--|----------------|----------------|------------------|
| Number of votes | 37 224 967 021 | 7 574 848 | 597 868 830 |
| % from those who took part in the meeting | 98.3962 | 0.0200 | 1.5803 |
| Invalid or not counted for other reasons: | | | 1 289 606 |

On agenda item #8: «**On approval of 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**.

The number of votes, held by the persons, who participated in the General Meeting, on the given item of the agenda: **37 831 700 305**.

Quorum - **89.6105%**.

Quorum on the given item is **present**.

Voting results on the agenda item:

| | For | Against | Abstained |
|--|----------------|----------------|------------------|
| Number of votes | 37 224 884 606 | 7 841 573 | 598 100 979 |
| % from those who took part in the meeting | 98.3960 | 0.0207 | 1.5810 |
| Invalid or not counted for other reasons: | | | 873 147 |

On agenda item #9: «**On approval of 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**.

The number of votes, held by the persons, who participated in the General Meeting, on the given item of the agenda: **37 831 700 305**.

Quorum - **89.6105%**.

Quorum on the given item is **present**.

Voting results on the agenda item:

| | For | Against | Abstained |
|--|----------------|----------------|------------------|
| Number of votes | 37 225 147 840 | 7 139 764 | 598 539 554 |
| % from those who took part in the meeting | 98.3967 | 0.0189 | 1.5821 |
| Invalid or not counted for other reasons: | | | 873 147 |

General Director of JSC VTB Registrar

_____ /K.S. Petrov/