



**MINUTES No. 13  
of the annual General Meeting of Shareholders**

**07.06.2018**

**St. Petersburg**

**Full business name of the Company:** Public Joint-Stock Company "Interregional Distribution Grid Company of the North-West" (hereinafter – the Company).

**Company's Location:** Saint Petersburg, Russia

**Type of the General Meeting:** annual

**Form of meeting:** meeting (joint attendance)

**Meeting arrangement date:** June 07, 2018

**General Meeting arrangement location:** 196210, Russia, St. Petersburg, 6 Startovaya street, letter A, hotel "Crowne Plaza St. Petersburg Airport", "Ekaterininsky" conference hall.

**Registration commencement time:** 10:30 am.

**Meeting opening time:** 12:00 pm.

**Registration termination time:** 1:01 pm.

**Vote tabulation commencement time:** 1:31 pm.

**Meeting closure time:** 2:20 pm.

Execution date of the Tabulation Commission protocol of the results of voting at the annual General Meeting of Shareholders of IDGC of the North-West, PJSC: June 07, 2018

**Execution date of the Minutes of the annual General Meeting of Shareholders of IDGC of the North-West, PJSC:** June 13, 2018

**Chairman of the Meeting:** **Yu.N. Mangarov** – Chairman of the Board of Directors of IDGC of the North-West, PJSC, Chief Advisor to Rosseti, PJSC

**Presidium of the Meeting:**

**Yu.N. Mangarov** Chairman of the Board of Directors of IDGC of the North-West, PJSC, Chief Advisor to Rosseti, PJSC;

**O.A. Sergeeva** Member of the Management Board, Deputy General Director – Chief of Staff of Rosseti, PJSC

**D.V. Krainsky** Chief Advisor to Rosseti, PJSC;

**D.A. Orlov** Acting General Director of IDGC of the North-West, PJSC.

**Secretary of the Meeting:** **L.Yu. Nazarenko**, Corporate Secretary of IDGC of the North-West, PJSC

The work of the annual General Meeting of Shareholders of IDGC of the North-West, PJSC (hereinafter – the Meeting) arranged on June 07, 2018 was attended by members of the Board of Directors and candidate members of the Board of Directors of the

Company, members of the Management Board of the Company, representatives of the Auditor of the Company – Ernst & Young, LLC, a candidacy whereof was proposed by the Company's Auditor to be elected at the Meeting, the representative of the Company Internal Audit Department.

### **MEETING AGENDA**

- 1. On approval of the Company's Annual Report and annual accounting (financial) statements for 2017.**
- 2. On distribution of profit (including payment (declaration) of dividend) and loss of the Company following the results of 2017.**
- 3. On election of members of the Board of Directors of the Company.**
- 4. On election of members of the Auditing Commission of the Company.**
- 5. On approval of Auditor of the Company.**
- 6. On approval of the restated Charter of IDGC of the North-West, PJSC.**
- 7. On approval of restated Regulations on the Board of Directors of IDGC of the North-West, PJSC.**
- 8. On approval of restated Regulations on the Management Board of IDGC of the North-West, PJSC.**
- 9. On approval of restated Regulations on Payments of Rewards and Compensations to the Members of the Auditing Commission of IDGC of the North-West, PJSC.**

For reference:

The annual General Meeting of Shareholders of IDGC of the North-West, PJSC (hereinafter – the Company) following the results of 2017 was convened pursuant to Article 47 of Federal Law “On Joint-Stock Companies” by decision of the Board of Directors of the Company dated May 03, 2018 (Minutes No. 279/34).

The list of persons having the right to participate in the annual General Meeting of Shareholders of IDGC of the North-West, PJSC was generated as of May 14, 2018.

Postal addresses whereto completed voting ballots could be mailed:

- Registrar R.O.S.T., JSC, block 13, 18 Stromynka str., Moscow, Russia, 107996;
- IDGC of the North-West, PJSC, lit. A, 3 Konstitutsii sq., Saint Petersburg, Russia, 196247.

E-form of the bulletins may be completed in the information and telecommunication network Internet using the system – Shareholder's Personal Account:

- at the Company registrar R.O.S.T., JSC website at:  
<https://www.rrost.ru/ru/shareholder/online-services/personal-cabinet/>
- at the Company's website at:  
<http://www.mrsksevzap.ru/shareholdersprivateoffice>.

In accordance with the decision of the Board of Directors of the Company dated May 03, 2018 (Minutes No. 279/34), Lyudmila Yuryevna Nazarenko, Corporate Secretary of the Company, was elected Secretary of the annual General Meeting of Shareholders of IDGC of the North-West, PJSC.

In accordance with Article 56 of the Federal Law “On Joint-Stock Companies” and Clause 11.3 of the Charter of the Company, the Tabulation Commission functions at the General Meeting of Shareholders of the Company are performed by the Registrar of IDGC of the North-West, PJSC – Joint-Stock Company “Registrar R.O.S.T.” (hereinafter – Registrar R.O.S.T., JSC).

The authorized person of Registrar – Registrar R.O.S.T., JSC – Alexandr Vladimirovich Ivanov, under Power of Attorney No. 0477 dated 26.12.2017.

The Meeting work was opened by Yury Nikolayevich Mangarov, Chairman of the Board of Directors of IDGC of the North-West, PJSC and Chairman of the Meeting, who delivered a welcome address to the participants.

A welcome address to the Meeting participants was given by Olga Andreyevna Sergeeva, a member of the Management Board, Deputy General Director – Chief of Staff of Rosseti, PJSC.

Chairman of the Meeting Yu.N. Mangarov gave the floor to an authorized representative of the Registrar – Registrar R.O.S.T., JSC – A.V. Ivanov to communicate the results of the Meeting participants registration and presence of quorum as of commencement of the annual General Meeting of Shareholders of IDGC of the North-West, PJSC.

A.V. Ivanov announced information on quorum presence estimate as of commencement of the annual General Meeting of Shareholders of IDGC of the North-West, PJSC – as of 12:00, June 07, 2018.

The persons registered as of 12:00 local time were jointly entitled to **85,512,155,919** votes which is equal to **89.2742%** of the total number of votes the persons having the right to participate in the Meeting were entitled to.

In accordance with the requirements of the acting legislation, a Meeting arranged in the form of a meeting (joint attendance) shall be opened if the quorum required with regard to at least on one issue having been included in the agenda is present at the arrangement commencement moment.

The quorum required for the Meeting opening was present.

Chairman of the Meeting Yu.N. Mangarov declared the annual General Meeting of Shareholders of the Company opened and announced the procedural rules for the Meeting arrangement as follows (in accordance with the Regulations on the General Meeting of Shareholders of IDGC of the North-West, PJSC in effect with the Company):

- report on the agenda issues – on issue No. 1 up to 20 minutes, on issues NoNo. 2-9 – up to 5 minutes;
- speaking by way of debate – 5 minutes;
- speaking by way of posing questions or providing reference information – 2 minutes each instance.

Chairman of the Meeting informed the participants of the annual General Meeting of Shareholders of the Company that:

- the opportunity to speak by way of debate and ask questions on the agenda of the Meeting will be provided to shareholders upon completion of the report on the last item of the agenda;
- registration of the Meeting participants will be completed after the discussion of the last item of the agenda of the Meeting, on which there is a quorum.

Yu.N. Mangarov communicated to the Meeting participants that:

- upon completion of registration of persons having the right to participate in the Meeting, the authorized representative of Registrar R.O.S.T., JSC A.V. Ivanov would communicate information on the number of votes the persons registered for participation in the Meeting were entitled to as of the registration completion moment and would explain the procedure of voting on the Meeting agenda issues;

- upon completion of discussion of the Meeting last agenda issue, 30 (thirty) minutes will be allocated for voting with tabulation to be commenced upon expiry of the said period.

Upon completion of vote tabulation and preparation of a protocol of voting results by the Tabulation Commission voting results would be announced and the Meeting outcome summarized. Then the Meeting would be declared closed.

Yu.N. Mangarov informed the participants of the Meeting on powers and duties of the Meeting Secretary.

**ISSUE No. 1: On approval of the Company's Annual Report and annual accounting (financial) statements for 2017.**

**ONE HEARD:** Orlov Denis Alexandrovich – Acting General Director of IDGC of the North-West, PJSC (report), Zhdanova Irina Grigoryevna – Chief Accountant – Head of the Department for Financial and Fiscal Accounting and Reporting, acting Deputy General Director for Economy and Finance of IDGC of the North-West, PJSC (coreport).

**D.A. Orlov and I.G. Zhdanova:** provided to the Meeting Participants the report and coreport on the issue “On approval of annual report, accounting (financial) statements of the Company for 2017” (attached to the meeting).

For reference:

The number of votes the persons included in the list of persons having the right to participate in the Meeting were entitled to with regard to the Meeting agenda Issue No. 1 was **-95,785,923,138**.

The number of votes accrued to the voting shares of the Company on the Meeting agenda issue No. 1 determined taking into account provisions of clause 4.20 of the Regulation on additional requirements to the order of preparation, convocation and holding of the general meeting of shareholders approved by the Order of the FSFM of Russia dated 02.02.2012 No. 12-6/pz-n (hereinafter – the Regulation) – **95,785,923,138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to Meeting agenda issue No. 1 – **85,512,663,439**.

Quorum – **89.2747%**.

Quorum with regard to the Meeting agenda Issue No. 1 was present.

According to Clause 2 Art. 49 of the Federal Law “On Joint Stock Companies”, decision on the agenda Issue No. 1 is to be taken by a majority vote of the shareholders holding voting shares of the Company and participating in the Meeting.

**Issue put to vote:**

To approve of the Company's annual report 2017 and the annual accounting (financial) statements of the Company for 2017.

**Voting results:**

Option of voting	Number of votes cast for each of the voting options	Percentage of the Meeting participants in the Meeting
<b>“For”</b>	<b>85,496,236,772</b>	<b>99.9808</b>
“Against”	1,009,250	0,0012
“Abstained”	5,578,132	0.0065
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation:		
“Invalid”	4,076,194	0.0048
“For other reasons”	5,763,091	0.0067
<b>TOTAL:</b>	<b>85,512,663,439</b>	<b>100.0000</b>

**Decision made.**

**ONE DECIDED:**

To approve of the Company's annual report 2017 and the annual accounting (financial) statements of the Company for 2017.

**ISSUE No. 2: On distribution of profit (including payment (declaration) of dividend) and loss of the Company following the results of 2017.**

**ONE HEARD:** Denis Alexandrovich Orlov – Acting General Director of IDGC of the North-West, PJSC;

**D.A. Orlov** informed that the financial result of the Company's activities following the results of the reporting period based on the data of the accounting (financial) statements made in accordance with the Russian Accounting Standards (hereinafter referred to as RAS) is a loss of RUB 2,441 million.

The main reason for the negative financial result is accrual of provision for the doubtful accounts receivable following the results of inventory of the Company's financial liabilities, including the accounts receivable of Arkhenergosbyt, PJSC in the amount of RUB 3,270 million due to depriving it of the status of participant of wholesale market for electricity and power and due to a status of the guaranteeing supplier on the territory of Arkhangelsk region being assigned to IDGC of the North-West, PJSC from 01.01.2018 (Order of Ministry of Energy of the Russian Federation No. 1202 of 22.12.17).

According to the Regulations on the Dividend Policy of IDGC of the North-West, PJSC approved by the decision of the Board of Directors of the Company dated 02.02.2018 (Minutes No. 265/20), the Company is focused on the dividend payment following the results of the reporting period when the following criteria are simultaneously fulfilled:

- presence of net profit determined as per data of accounting (financial) statements made in accordance with the RAS following the results of the reporting period;
- presence of net profit determined as per data of accounting (financial) statements made in accordance with the RAS following the results of the reporting period, less income and expenses related to revaluation of subsidiaries' shares trading in the securities market.

The Board of Directors of the Company took a decision on 03.05.2018 (Minutes No. 279/34) to recommend that the annual General Meeting of Shareholders of the Company:

- approve of allocation of the Company profit (loss) for 2017 reporting year as follows:

Name	(thousand rubles)
Retained profit (loss) of the reporting period:	(2,441,462)
To allocate to: Reserve fund	0
Profit for development	0
Dividends	0
Coverage of loss of previous years	0

- take a decision not to pay dividend on ordinary shares of the Company following the 2017 results.

For reference:

The number of votes the persons included in the list of persons having the right to participate in the Meeting were entitled to with regard to the Meeting agenda Issue No. 2 was **95,785,923,138**.

The number of votes as per the voting shares of the Company with regard to the Meeting agenda Issue No. 2, determined with account for the provisions of Clause 4.20 of the Regulation was **95,785,923,138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to issue No. 2 of the Meeting Agenda – **85,512,663,439**.

Quorum – **89.2747%**.

Quorum with regard to the Meeting agenda Issue No. 2 was present.

According to Clause 2 Art. 49 of the Federal Law “On Joint Stock Companies”, decision on the agenda Issue No. 2 is to be taken by a majority vote of the shareholders holding voting shares of the Company and participating in the Meeting.

**Issue put to vote:**

1. Approve of allocation of the Company profit (loss) for 2017 reporting year:

Name	(thousand rubles)
Retained profit (loss) of the reporting period:	(2,441,462)
To allocate to: Reserve fund	0
Profit for development	0
Dividends	0
Coverage of loss of previous years	0

2. Not to pay dividend on ordinary shares of the Company following the 2017 results.

**Voting results:**

Option of voting	Number of votes cast for each of the voting options	Percentage of the Meeting participants in the Meeting
<b>“For”</b>	<b>85,413,660,522</b>	<b>99.8842</b>
“Against”	76,657,298	0.0896
“Abstained”	12,474,278	0.0146
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation:		
“Invalid”	4,108,250	0.0048
“For other reasons”	5,763,091	0.0067
<b>TOTAL:</b>	<b>85,512,663,439</b>	<b>100.0000</b>

**Decision made.**

**ONE DECIDED:**

1. Approve of allocation of the Company profit (loss) for 2017 reporting year:

Name	(thousand rubles)
Retained profit (loss) of the reporting period:	(2,441,462)
To allocate to: Reserve fund	0
Profit for development	0
Dividends	0
Coverage of loss of previous years	0

2. Not to pay dividend on ordinary shares of the Company following the 2017 results.

**ISSUE No. 3: On election of members of the Board of Directors of the Company.**

**ONE HEARD:** Denis Alexandrovich Orlov – Acting General Director of IDGC of the North-West, PJSC;

**D.A. Orlov:** communicated the fact that shareholders holding at least 2% of the total number of the Company voting shares were entitled to nominate candidates to the

Board of Directors of the Company for election at the annual General Shareholders Meeting of the Company for 2017.

4 shareholders proposed their candidates to be nominated to the Board of Directors of the Company within the time frames established by the Federal Law “On joint-Stock Companies”, with due account of the Company’s Charter:

- Rosseti, PJSC holding 55.38% of the Company voting shares;
- Elektrosentraladka, JSC holding 2.0% of the Company voting shares;
- Lancrenan Investments Limited holding 4.99% of the Company voting shares;
- ENERGYO SOLUTIONS RUSSIA (CYPRUS) LIMITED holding 14.41% of the

Company voting shares;

The information on the number of shares held by the shareholders is specified as of the date the shareholders advanced their proposals on nomination of candidates to the Company’s Board of Directors.

The following candidates for election to the Board of Directors of the Company were proposed by the above shareholders (information on the positions occupied by the candidates indicated as of the date of the shareholders' submitting proposal to nominate the candidates to the Board of Directors of the Company).

- Rosseti, PJSC nominated 11 candidates:

1. Akimov Leonid Yuryevich – Director of the Legal Protection Department of Rosseti, PJSC;

2. Akopyan Dmitry Borisovich – Director of the Investment Activities Department of Rosseti, PJSC;

3. Bogomolov Nikolay Valeryevich – First Deputy General Director, Federal Testing Center, PJSC;

4. Zafesov Yury Kazbekovich – Director of the Procurement Activities Department of Rosseti, PJSC;

5. Letyagin Alexandr Vyacheslavovich – General Director of IDGC of the North-West, PJSC;

6. Mangarov Yury Nikolayevich, Chief Advisor of Rosseti PJSC;

7. Pelymsky Vladimir Leonidovich, Deputy Chief Engineer of Rosseti, PJSC;

8. Sergeeva Olga Andreyevna – Member of the Management Board, Deputy General Director – Chief of Staff of Rosseti, PJSC;

9. Stepanova Mariya Dmitrievna – Deputy Head of the Directorate for organization of activities of the Management Board, the Board of Directors and Interaction with Shareholders and Investors of the Department for Corporate Governance and Interaction with Shareholders and Investors of Rosseti, PJSC;

10. Shagina Irina Alexandrovna – Head of the Tariff Office of the Tariff Policy Department of Rosseti PJSC;

11. Shvankova Mariya Mikhailovna – Head of the Treasury Directorate of the Treasury Department of Rosseti, PJSC.

- 3 candidates were nominated by Elektrosentraladka, JSC:

1. Dronova Tatyana Petrovna – Deputy General Director for Strategy and Development of Investment Holding “E-Union”, CJSC;

2. Zharikov Alexey Nikolayevich – Director for Corporate Policy and Work with Shareholders of Elektrosentraladka, JSC;

3. Savelyev Maxim Ilyich – General Director of Soyuz-Invest, LLC;

- 5 candidates were nominated by Lancrenan Investments Limited:

1. Spirin Denis Alexandrovich – Director for Corporate Governance of Prosperity Capital Management (RF) Ltd. representative office;

2. Filkin Roman Alexeyevich – Director for Power Industry and Machine Building of Prosperity Capital Management (RF) Ltd. representative office;
3. Fedorov Oleg Romanovich – Member of the Supervisory Board of JSC ALROSA (PJSC);
4. Shevchuk Alexandr Viktorovich – Executive Director of the Professional Investors Association;
5. Morozov Andrey Vladimirovich – Legal Director of the Professional Investors Association.

- 2 candidates were nominated by ENERGYO SOLUTIONS RUSSIA (CYPRUS) LIMITED:

1. Fedorov Oleg Romanovich – Member of the Supervisory Board of JSC ALROSA (PJSC);
2. Shevchuk Alexandr Viktorovich – Executive Director of the Professional Investors Association.

At the Meeting held 06.03.2018 (Minutes No. 270/25) the Board of Directors of IDGC of the North-West, PJSC considered the shareholders' proposals for nomination of candidates for election to the Board of Directors of the Company and decided to recognize them all as legally qualified.

Thus, 19 candidates have been put on the list of candidacies for election to the Board of Directors of IDGC of the North-West, PJSC at the annual General Meeting of Shareholders of the Company based on the decision of the Board of Directors of the Company dated 06.03.2018 (Minutes No. 270/25).

The candidates nominated to be elected to the Board of Directors of the Company have submitted written consents for election to the Board of Directors and for sitting in the Board of Directors Committees.

Election of members of the Board of Directors of the Company is performed by way of cumulative voting.

19 candidates for election of 11 members of the Board of Directors of the Company have been included in the voting ballot in accordance with the Charter of IDGC of the North-West, PJSC.

For reference:

The number of votes the persons included in the list of persons having the right to participate in the Meeting were entitled to with regard to the Meeting agenda Issue No. 3 was – **1,053,645,154,518**.

The number of votes as per the voting shares of the Company with regard to the Meeting agenda Issue No. 3, determined with account for the provisions of Clause 4.20 of the Regulation was **1,053,645,154,518**.

The number of votes the persons having participated in the Meeting were entitled to with regard to Meeting agenda issue No. 3 – **940,639,297,829**.

Quorum – **89.2747%**.

Quorum with regard to the Meeting agenda Issue No. 3 was present.

According to Clause 4 Art. 66 of the Federal Law “On Joint-Stock Companies”, election of members of the Board of Directors of the Company is performed by way of cumulative voting.

During cumulative voting, the number of votes held by each Shareholder shall be multiplied by the number of persons to be elected to the Company's Board of Directors, and the Shareholder may give all the resulting votes for one candidate or divide such votes between two or more candidates.

On 03.05.2018 (Minutes No. 8), the Personnel and Remuneration Committee of the Board of Directors of the Company made a preliminary assessment of the candidates to the



members of the Board of Directors of the Company with the results of which the persons entitled to participate in the Meeting could be reviewed as a part of the information to be provided to persons entitled to participate in the Meeting following the performance results of 2017.

**Issue put to vote:**

Elect the Board of Directors of the Company composed as follows<sup>1</sup>:

No.	Candidate's full name	Position (as of the candidate nomination moment)
1	Akimov Leonid Yuryevich	Director of the Legal Protection Department of Rosseti, PJSC
2	Akopyan Dmitry Borisovich	Director of the Investment Activities Department of Rosseti, PJSC
3	Bogomolov Nikolay Valeryevich	First Deputy General Director of FTC, PJSC
4	Zafesov Yury Kazbekovich	Director of the Procurement Activities Department of Rosseti, PJSC
5	Letyagin Alexandr Vyacheslavovich	General Director of IDGC of the North-West, PJSC
6	Mangarov Yury Nikolayevich	Chief Advisor to Rosseti, PJSC
7	Pelymsky Vladimir Leonidovich	Deputy Chief Engineer of Rosseti, PJSC
8	Sergeeva Olga Andreyevna	Member of the Management Board, Deputy General Director – Chief of Staff of Rosseti, PJSC
9	Stepanova Mariya Dmitriyevna	Deputy Head of the Administration of organization of activities of Management Board, Board of Directors and Interaction with Shareholders and Investors of the Department for Corporate Governance and Interaction with Shareholders and Investors of Rosseti, PJSC
10	Shagina Irina Alexandrovna	Head of the Tariff Setting Directorate within the Tariff Policy Department of Rosseti, PJSC
11	Shvankova Mariya Mikhailovna	Head of the Treasury Directorate of the Treasury Department of Rosseti, PJSC
12	Dronova Tatyana Petrovna	Deputy General Director for Strategy and Development of Investment Holding “Energy Union”, CJSC
13	Zharikov Alexey Nikolayevich	Director for Corporate Policy and Work with Shareholders of ECN JSC
14	Savelyev Maxim Ilyich	General Director of Soyuz-Invest, LLC
15	Spirin Denis Alexandrovich	Director for Corporate Governance of Prosperity Capital Management (RF) Ltd. representative office
16	Filkin Roman Alexeyevich	Director for Power Industry and Machine Building of Prosperity Capital Management (RF) Ltd. representative office
17	Fedorov	Member of the Supervisory Board of JSC ALROSA

<sup>1</sup> According to Clause 16.1. of the Charter of IDGC of the North-West, PJSC, the number of members of the Board of Directors is equal to 11 (Eleven) persons.

	Oleg Romanovich	(PJSC)
18	Shevchuk Alexandr Viktorovich	Executive Director of the Professional Investors Association
19	Morozov Andrey Vladimirovich	Legal Director, Association of Professional Investors

**Voting results:**

No.	Candidate's full name	Number of votes cast for each of the voting options
“FOR”, per candidate distribution of cumulative votes		
1	<b>Filkin Roman Alexeyevich</b>	<b>90,270,553,552</b>
2	<b>Shevchuk Alexandr Viktorovich</b>	<b>90,200,079,708</b>
3	<b>Sergeeva Olga Andreyevna</b>	<b>87,466,328,969</b>
4	<b>Fedorov Oleg Romanovich</b>	<b>85,324,737,653</b>
5	<b>Zharikov Alexey Nikolayevich</b>	<b>83,927,850,765</b>
6	<b>Akimov Leonid Yuryevich</b>	<b>83,007,359,792</b>
7	<b>Pelymsky Vladimir Leonidovich</b>	<b>82,961,935,051</b>
8	<b>Stepanova Mariya Dmitriyevna</b>	<b>82,959,893,048</b>
9	<b>Akopyan Dmitry Borisovich</b>	<b>82,953,194,710</b>
10	<b>Shagina Irina Alexandrovna</b>	<b>82,950,191,842</b>
11	<b>Shvankova Mariya Mikhailovna</b>	<b>82,946,749,189</b>
12	Morozov Andrey Vladimirovich	4,880,233,484
13	Spirin Denis Alexandrovich	245,352,337
14	Letyagin Alexandr Vyacheslavovich	97,434,286
15	Savelyev Maxim Ilyich	53,662,580
16	Dronova Tatyana Petrovna	11,160,352
17	Mangarov Yury Nikolayevich	7,950,385
18	Bogomolov Nikolay Valeryevich	3,093,396
19	Zafesov Yury Kazbekovich	3,093,130
“AGAINST”		1,434,114
“ABSTAINED”		136,217,422
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation		
“Invalid”		107,650,774
“For other reasons”		123,141,290
<b>TOTAL:</b>		<b>940,639,297,829</b>

Deemed elected to the Board of Directors of the Company are 11 candidates having collected the highest number of votes.

**Decision made.**

**ONE DECIDED:**

Elect the Board of Directors of the Company composed as follows:

No.	Full name	Position (as of the candidate nomination moment)
1	Filkin Roman Alexeyevich	Director for Power Industry and Machine Building of Prosperity Capital Management (RF) Ltd. representative office

2	Shevchuk Alexandr Viktorovich	Executive Director of the Professional Investors Association
3	Sergeeva Olga Andreyevna	Member of the Management Board, Deputy General Director – Chief of Staff of Rosseti, PJSC
4	Fedorov Oleg Romanovich	Member of the Supervisory Board of JSC ALROSA (PJSC)
5	Zharikov Alexey Nikolayevich	Director for Corporate Policy and Work with Shareholders of ECN JSC
6	Akimov Leonid Yuryevich	Director of the Legal Protection Department of Rosseti, PJSC
7	Pelymsky Vladimir Leonidovich	Deputy Chief Engineer of Rosseti, PJSC
8	Stepanova Mariya Dmitriyevna	Deputy Head of the Administration of organization of activities of Management Board, Board of Directors and Interaction with Shareholders and Investors of the Department for Corporate Governance and Interaction with Shareholders and Investors of Rosseti, PJSC
9	Akopyan Dmitry Borisovich	Director of the Investment Activities Department of Rosseti, PJSC
10	Shagina Irina Alexandrovna	Head of the Tariff Setting Directorate within the Tariff Policy Department of Rosseti, PJSC
11	Shvankova Mariya Mikhailovna	Head of the Treasury Directorate of the Treasury Department of Rosseti, PJSC

**ISSUE No. 4: On election of members of the Auditing Commission of the Company.**

**ONE HEARD:** Zhdanova Irina Grigoryevna – Chief Accountant – Head of the Department for Financial and Fiscal Accounting, Acting Deputy General Director for Economy and Finance of IDGC of the North-West, PJSC.

**I.G. Zhdanova:** communicated the fact that shareholders holding at least 2% of the total number of the Company voting shares were entitled to nominate candidates to the Auditing Commission of the Company for election at the annual General Shareholders Meeting of the Company for 2017.

One shareholder – Rosseti, PJSC holding 55.38% of the Company voting shares proposed their candidates to be nominated to the Auditing Commission of the Company within the time frames established by the Federal Law “On joint-Stock Companies”, with due account of the Company’s Charter.

The information on the number of shares held by the shareholder is specified as of the date the shareholder advanced their proposal on nomination of candidates to the Company’s Auditing Commission.

Rosseti, PJSC proposed 5 candidates to be elected members of the Auditing Commission of the Company (information on the positions held by the candidates is given as of the date the shareholder advanced their proposals on nomination of candidates to the Company’s Auditing Commission):

1. Lelekova Marina Alexeyevna – Director of the Department for Controlling and Auditing Activities of Rosseti, PJSC;
2. Yerandina Elena Stanislavovna – Chief Expert of the Control and Expert Directorate of the Department for Controlling and Auditing Activities of Rosseti, PJSC;

3. Kim Svetlana Anatolyevna – Head of the Directorate for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC;

4. Kabizskina Elena Alexandrovna – Deputy Head of the Directorate for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC;

5. Kirillov Artem Nikolayevich – Deputy Head of the Directorate for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC;

At the Meeting held 06.03.2018 (Minutes No. 270/25) the Board of Directors of IDGC of the North-West, PJSC considered the shareholder' proposal for nomination of candidates for election to the Auditing Commission of the Company and decided to recognize them all as legally qualified.

Thus, 5 candidates have been put on the list of candidacies for election to the Auditing Commission of IDGC of the North-West, PJSC at the annual General Meeting of Shareholders of the Company based on the decision of the Board of Directors of the Company dated 06.03.2018 (Minutes No. 270/25). The candidates nominated for the Auditing Commission of the Company have submitted their written consents to be elected to the Auditing Commission of the Company.

Included in the cumulative voting ballot are the 5 candidates for election of 5 members of the Auditing Commission in accordance with the Charter of the Company.

For reference:

The number of votes the persons included in the list of persons having the right to participate in the Meeting were entitled to with regard to the agenda Issue No. 4 – **95,785,923,138**.

The number of votes as per the voting shares of the Company with regard to the Meeting agenda Issue No. 4, determined with account for the provisions of Clause 4.20 of the Regulation was **95,785,923,138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to issue No. 4 of the Meeting Agenda – **85,512,663,439**.

Quorum – **89.2747%**.

Quorum with regard to the Meeting agenda Issue No. 4 was present.

According to Clause 2 Article 49 of the Federal Law “On Joint Stock Companies”, decision on the agenda Issue No. 4 is to be taken by a majority vote of the shareholders holding voting shares of the Company and participating in the Meeting.

In accordance with Clause 6 Article 85 of the Federal Law “On Joint Stock Companies”, shares held by members of the Board of Directors of the Company or persons holding offices with the Company management bodies may not be involved in voting during election of members of the Auditing Commission of the Company.

**Issue put to vote:**

Elect the Auditing Commission of the Company composed as follows<sup>2</sup>:

No.	Candidate's full name	Position (as of the candidate nomination moment)
1	Lelekova Marina Alexeyevna	Director of the Department for Controlling and Auditing Activities of Rosseti, PJSC
2	Kim Svetlana Anatolyevna	Head of the Audit Office of the Control and Audit Department of Rosseti PJSC
3	Kabizskina Elena Alexandrovna	Deputy Head of the Auditing Directorate of the Department for Controlling and Auditing Activities of

<sup>2</sup> Pursuant to Clause 24.1. of the Charter of IDGC of the North-West, PJSC, the number of members of the Auditing Chamber is equal to 5 (Five) persons.

		Rosseti, PJSC
4	Kirillov Artem Nikolayevich	Deputy Head of the Auditing Directorate of the Department for Controlling and Auditing Activities of Rosseti, PJSC
5	Yerandina Elena Stanislavovna	Chief Expert of the Control and Expert Directorate of the Department for Controlling and Auditing Activities of Rosseti, PJSC

**Voting results:**

N o.	Candidate's full name	Number of votes cast for each of the voting options				Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation	
		“FOR”	%*	“AGAINST”	“ABSTAINED”	“Invalid’	“For other reasons”
1	Yerandina Elena Stanislavovna	78,161,623,953	91.40	2,604,122	7,339,400,909	3,271,364	5,763,091
2	Lelekova Marina Alexeyevna	78,161,270,662	91.40	2,872,803	7,339,485,519	3,271,364	5,763,091
3	Kabizskina Elena Alexandrovna	78,159,140,344	91.40	4,085,564	7,340,403,076	3,271,364	5,763,091
4	Kirillov Artem Nikolayevich	78,158,846,209	91.40	2,604,122	7,340,403,076	5,046,941	5,763,091
5	Kim Svetlana Anatolyevna	78,158,628,322	91.40	3,062,803	7,339,400,909	5,808,314	5,763,091

\*% of the meeting participants

**Decision made.**

**ONE DECIDED:**

To elect the Auditing Commission of the Company composed as follows:

No.	Full name	Position (as of the candidate nomination moment)
1	Yerandina Elena Stanislavovna	Chief Expert of the Control and Expert Directorate of the Department for Controlling and Auditing Activities of Rosseti, PJSC
2	Lelekova Marina Alexeyevna	Director of the Department for Controlling and Auditing Activities of Rosseti, PJSC
3	Kabizskina Elena Alexandrovna	Deputy Head of the Auditing Directorate of the Department for Controlling and Auditing Activities of Rosseti, PJSC
4	Kirillov Artem Nikolayevich	Deputy Head of the Auditing Directorate of the Department for Controlling and Auditing Activities of Rosseti, PJSC
5	Kim Svetlana Anatolyevna	Head of the Audit Office of the Control and Audit Department of Rosseti, PJSC

**ISSUE No. 5: On approval of Auditor of the Company.**

**ONE HEARD:** Zhdanova Irina Grigoryevna – Chief Accountant – Head of the Department for Financial and Fiscal Accounting, Acting Deputy General Director for Economy and Finance of IDGC of the North-West, PJSC.

**I.G. Zhdanova:** reported that for approval at the annual General Meeting of Shareholders of the Company following the results of operation during 2017 in accordance with decision of the Board of Directors of the Company dated 03.05.2018 (Minutes No. 279/34) is the candidacy of Ernst & Young Limited Liability Company (Building 1, 77 Sadovnicheskaya Embankment, Moscow, 115035).

As requested by IDGC of the North-West, PJSC, Rosseti, PJSC held an open tender on the B2B-Center open electronic trading platform for the right to conclude a contract for the mandatory annual audit of the reporting of the Company for 2018-2020, according to which Ernst & Young, LLC was recognized as the winner with the bidding price for IDGC of the North-West, PJSC amounting to RUB 15,135,601.15, including VAT, broken down by years as follows: RUB 5,045,200.38 for 2018, RUB 5,045,200.38 for 2019, RUB 5,045,200.39 for 2020 (Minutes No. 14/595r dated 16.04.2018).

Ernst & Young, LLC was recommended for approval as an auditor to audit the accounting (financial) statements for 2018 prepared in accordance with RAS, as well as an auditor to audit consolidated financial statements for 2018 prepared in accordance with IFRS.

Ernst & Young LLC has been working in Russia since 1989. The company provides auditor and consulting services on issues of taxation and finance.

Ernst & Young, LLC is a member of the Self-Regulating Organization of Auditors – Non-Commercial Partnership “Russian Auditors’ Union” (Association), abbreviated name – SRO RAU (PSRN 2137799142314, the entry containing the specified information is included in the Uniform State Register of Legal Entities on 03.08.2016). Ernst & Young, LLC was included in the control copy of the register of auditors and audit organizations on October 20, 2016, under the main registration number of the record 11603050648.

The auditor is fully independent of the Company management bodies in accordance with the requirements set forth in Article 12 of the Federal Law on Auditing.

There are no factors that might affect the auditor’s independence of the Company. The share of participation of the auditor (officials of the latter) in the chartered capital of the Company is 0%. The Company provided no loans to the auditor (officials of the latter). The auditor has neither close business relationships (such as involvement in promotion of the Company’s products (services), in joint entrepreneurial activities, etc.) nor kinship ties with the Company. The Company avails of no information of any of its officials being, at the same time, officials of the auditor (the auditor themselves).

For reference:

The number of votes the persons included in the list of persons having the right to participate in the Meeting were entitled to with regard to the Meeting agenda Issue No. 5 was **95,785,923,138**.

The number of votes as per the voting shares of the Company with regard to the Meeting agenda Issue No. 5, determined with account for the provisions of Clause 4.20 of the Regulation was **95,785,923,138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to issue No. 5 of the Meeting Agenda – **85,512,663,439**.

Quorum – **89.2747%**.

Quorum with regard to the Meeting agenda Issue No. 5 was present.

According to Clause 2 Art. 49 of the Federal Law “On Joint Stock Companies”, decision on the agenda Issue No. 5 is to be taken by a majority vote of the shareholders holding voting shares of the Company and participating in the Meeting.

**Issue put to vote:**

To approve Limited Liability Company Ernst & Young as the Auditor of the Company (Building 1, 77 Sadovnicheskaya Embankment, Moscow, 115035).

**Voting results:**

Option of voting	Number of votes cast for each of the voting options	Percentage of the Meeting participants in the Meeting
“For”	<b>85,496,985,974</b>	<b>99.9817</b>
“Against”	530,907	0.0006
“Abstained”	7,125,911	0,0083
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation:		
“Invalid”	2,176,589	0,0025
“For other reasons”	5,844,058	0.0068
<b>TOTAL:</b>	<b>85,512,663,439</b>	<b>100.0000</b>

**Decision made.**

**ONE DECIDED:**

To approve Limited Liability Company Ernst & Young as the Auditor of the Company (Building 1, 77 Sadovnicheskaya Embankment, Moscow, 115035).

**ISSUE No. 6: On approval of the restated Charter of IDGC of the North-West, PJSC.**

**ONE HEARD:** Orlov Denis Alexandrovich – Acting General Director of IDGC of the North-West, PJSC.

**D.A. Orlov:** reported that In accordance with Clause 7 Article 53 of the Federal Law “On Joint-Stock Companies” and Clause 13.7 Article 13 of the Charter of IDGC of the North-West, PJSC the Board of Directors of the Company is entitled to place issues in the agenda of the General Meeting of the Company Shareholders at its own discretion.

The issue “On approval of restated Charter of IDGC of the North-West, PJSC” was included in the agenda of the annual General Meeting of Shareholders of the Company by virtue of Sub-clause 1 Clause 1 Article 48 of the Federal Law “On Joint-Stock Companies” and Sub-clause 1 Clause 10.2 Article 10 of the Charter of IDGC of the North-West, PJSC in accordance with the decision taken by the Board of Directors of the Company on 03.05.2018 (Minutes No. 279/34): “Suggest that the annual General Meeting of Shareholders of the Company approve the restated Charter of IDGC of the North-West, PJSC”.

The speaker informed the Meeting participants that the restated Charter of IDGC of the North-West, PJSC was prepared with due account of amendments introduced to the legislation of the Russian Federation and contains other amendments and supplements.

The speaker focused on the basic amendments taken into account in the restated Charter of the Company.

The persons who were entitled to attend the annual General Meeting of Shareholders of the Company were provided with an opportunity to review the Company Charter as presently in effect, the draft restated Charter of the Company, the table of

amendments to be introduced to the Company Charter, as well as recommendations of the Board of Directors of the Company regarding this issue.

For reference:

The number of votes the persons included in the list of persons having the right to participate in the Meeting were entitled to with regard to the Meeting agenda Issue No. 6 was **95,785,923,138**.

The number of votes as per the voting shares of the Company with regard to the Meeting agenda Issue No. 6, determined with account for the provisions of Clause 4.20 of the Regulation was **95,785,923,138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to issue No. 6 of the Meeting Agenda – **85,512,663,439**.

Quorum – **89.2747%**.

Quorum with regard to the Meeting agenda Issue No. 6 was present.

According to Clause 4 Article 49 of the Federal Law “On Joint Stock Companies”, decision on the agenda Issue No. 6 is to be taken by a three fourth majority vote of the shareholders holding voting shares of the Company and participating in the Meeting.

**Issue put to vote:**

Approve of restated Charter of IDGC of the North-West, PJSC.

**Voting results:**

Option of voting	Number of votes cast for each of the voting options	Percentage of the Meeting participants in the Meeting
<b>“For”</b>	<b>85,497,431,035</b>	<b>99.9822</b>
“Against”	1,003,153	0.0012
“Abstained”	7,214,158	0.0084
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation:		
“Invalid”	1,171,035	0.0014
“For other reasons”	5,844,058	0.0068
<b>TOTAL:</b>	<b>85,512,663,439</b>	<b>100.0000</b>

**Decision made.**

**ONE DECIDED:**

Approve of restated Charter of IDGC of the North-West, PJSC.

**ISSUE No. 7: On approval of restated Regulations on the Board of Directors of IDGC of the North-West, PJSC**

**ONE HEARD:** Orlov Denis Alexandrovich – Acting General Director of IDGC of the North-West, PJSC.

**D.A. Orlov:** reported that in accordance with Clause 7 Article 53 of the Federal Law “On Joint-Stock Companies” and Clause 13.7 Article 13 of the Charter of IDGC of the North-West, PJSC the Board of Directors of the Company is entitled to place issues in the agenda of the General Meeting of the Company Shareholders at its own discretion.

The issue “On approval of restated Regulations on the Board of Directors of IDGC of the North-West, PJSC” was included in the agenda of the annual General Meeting of Shareholders of the Company by virtue of Sub-clause 19 Clause 1 Article 48 of the Federal Law “On Joint-Stock Companies” and Sub-clause 19 Clause 10.2 Article 10 of the Charter of IDGC of the North-West, PJSC in accordance with the decision taken by the Board of Directors of the Company on 03.05.2018 (Minutes No. 279/34): “To suggest that the



annual General Meeting of Shareholders of the Company approve a restated version of the Regulations on the Board of Directors of the Company”.

The speaker informed the Meeting participants that the restated draft Regulations on the Board of Directors of IDGC of the North-West, PJSC proposed to be approved was prepared with due account of amendments to the legislation of the Russian Federation, recommendations of the Corporate Governance Code recommended to be applied by joint stock companies the securities whereof are accepted for on-exchange trading by the Central Bank of the Russian Federation (Letter No. 06-52/2463 dated 10.04.2014), and contain other amendments aimed at improvement of the practice of arrangement of the Company’s Board of Directors, providing for an opportunity to use up-to-date software when arranging and holding the sessions of the Board of Directors of the Company.

The persons who were entitled to attend the annual General Meeting of Shareholders of the Company were provided with an opportunity to review the Regulations on the Board of Directors of the Company as presently in effect, the draft restated Regulations on the Board of Directors, the table of amendments to be introduced to the Regulations on the Board of Directors of the Company, as well as recommendations of the Board of Directors of the Company regarding this issue.

For reference:

The number of votes the persons included in the list of persons having the right to participate in the Meeting were entitled to with regard to the Meeting agenda Issue No. 7 was **95,785,923,138**.

The number of votes as per the voting shares of the Company with regard to the Meeting agenda Issue No. 7, determined with account for the provisions of Clause 4.20 of the Regulation was **95,785,923,138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to issue No. 7 of the Meeting Agenda – **85,512,663,439**.

Quorum – **89.2747%**.

Quorum with regard to the Meeting agenda Issue No. 7 was present.

According to Clause 2 Art. 49 of the Federal Law “On Joint Stock Companies”, decision on the agenda Issue No. 7 is to be taken by a majority vote of the shareholders holding voting shares of the Company and participating in the Meeting.

**Issue put to vote:**

To approve of a restated version of Regulations on the Board of Directors of IDGC of the North-West, PJSC.

**Voting results:**

Option of voting	Number of votes cast for each of the voting options	Percentage of the Meeting participants in the Meeting
<b>“For”</b>	<b>85,437,713,168</b>	<b>99.9124</b>
“Against”	1,003,153	0.0012
“Abstained”	66,172,545	0.0774
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation:		
“Invalid”	1,897,966	0.0022
“For other reasons”	5,876,607	0.0069
<b>TOTAL:</b>	<b>85,512,663,439</b>	<b>100.0000</b>

**Decision made.**

**ONE DECIDED:**

To approve of a restated version of Regulations on the Board of Directors of IDGC of the North-West, PJSC.

**ISSUE No. 8: On approval of restated Regulations on the Management Board of IDGC of the North-West, PJSC.**

**ONE HEARD:** Orlov Denis Alexandrovich – Acting General Director of IDGC of the North-West, PJSC.

**D.A. Orlov:** reported that in accordance with Clause 7 Article 53 of the Federal Law “On Joint-Stock Companies” and Clause 13.7 Article 13 of the Charter of IDGC of the North-West, PJSC the Board of Directors of the Company is entitled to place issues in the agenda of the General Meeting of the Company Shareholders at its own discretion.

The issue “On approval of restated Regulations on the Management Board of IDGC of the North-West, PJSC” was included in the agenda of the annual General Meeting of Shareholders by virtue of Sub-clause 19 Clause 1 Article 48 of the Federal Law “On Joint-Stock Companies” and Sub-clause 19 Clause 10.2 Article 10 of the Charter of IDGC of the North-West, PJSC in accordance with the decision taken by the Board of Directors of the Company on 03.05.2018 (Minutes No. 279/34): “To suggest that the annual General Meeting of Shareholders of the Company approve a restated version of the Regulations on the Management Board of the Company”.

The speaker informed the Meeting participants that the restated draft Regulations on the Management Board of IDGC of the North-West, PJSC proposed to be approved was prepared with due account of amendments to the legislation of the Russian Federation, and contain other amendments aimed at providing for an opportunity to use up-to-date software when arranging and holding the sessions of the Management Board of Company.

The persons who were entitled to attend the annual General Meeting of Shareholders of the Company were provided with an opportunity to review the Regulations on the Management Board as presently in effect, the draft restated Regulations on the Management Board, the table of amendments to be introduced to the Regulations on the Management Board, as well as recommendations of the Board of Directors of the Company regarding this issue.

For reference:

The number of votes the persons included in the list of persons having the right to participate in the Meeting were entitled to with regard to the Meeting agenda Issue No. 8 was **95,785,923,138**.

The number of votes as per the voting shares of the Company with regard to the Meeting agenda Issue No. 8, determined with account for the provisions of Clause 4.20 of the Regulation was **95,785,923,138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to issue No. 8 of the Meeting Agenda – **85,512,663,439**.

Quorum – **89.2747%**.

Quorum with regard to the Meeting agenda Issue No. 8 was present.

According to Clause 2 Art. 49 of the Federal Law “On Joint Stock Companies”, decision on the agenda Issue No. 8 is to be taken by a majority vote of the shareholders holding voting shares of the Company and participating in the Meeting.

**Issue put to vote:**

To approve of a restated version of Regulations on the Management Board of IDGC of the North-West, PJSC.

**Voting results:**

Option of	Number of votes cast for	Percentage
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voting	each of the voting options	of the Meeting participants in the Meeting
<b>“For”</b>	<b>85,438,139,217</b>	<b>99.9129</b>
“Against”	1,003,153	0.0012
“Abstained”	65,746,496	0.0769
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation:		
“Invalid”	1,897,966	0.0022
“For other reasons”	5,876,607	0.0069
<b>TOTAL:</b>	<b>85,512,663,439</b>	<b>100.0000</b>

**Decision made.**

**ONE DECIDED:**

To approve of a restated version of Regulations on the Management Board of IDGC of the North-West, PJSC.

**ISSUE No. 9: On approval of restated Regulations on Payments of Rewards and Compensations to the Members of the Auditing Commission of IDGC of the North-West, PJSC.**

**ONE HEARD:** Aleshin Dmitry Nikolayevich – Acting Deputy General Director – Chief of Staff of IDGC of the North-West, PJSC.

**D.N. Aleshin:** reported that in accordance with Clause 7 Article 53 of the Federal Law “On Joint-Stock Companies” and Clause 13.7 Article 13 of the Charter of IDGC of the North-West, PJSC the Board of Directors of the Company is entitled to place issues in the agenda of the General Meeting of the Company Shareholders at its own discretion.

The issue “On approval of restated Regulations on Payments of Rewards and Compensations to Members of the Auditing Commission of IDGC of the North-West, PJSC” was included in the agenda of the annual General Meeting of Shareholders by virtue of Sub-clause 19 Clause 1 Article 48 and Clause 1 Article 85 of the Federal Law “On Joint-Stock Companies” and Sub-clause 19 Clause 10.2 Article 10 and Clause 24.8.2 of the Charter of IDGC of the North-West, PJSC in accordance with the decision taken by the Board of Directors of the Company on 03.05.2018 (Minutes No. 279/34): “Suggest that the annual General Meeting of Shareholders of the Company:

1. approve of the restated Regulations on Payments of Rewards and Compensations to Members of the Auditing Commission of the Company.

2. state that these Regulations on Payments of Rewards and Compensations to Members of the Auditing Commission of the Company are applicable to the members of the Auditing Commission of the Company elected at the current and the following General Meetings of Shareholders of the Company”.

The speaker informed the Meeting participants that the restated draft Regulations on Payments of Rewards and Compensations to Members of the Auditing Commission of IDGC of the North-West, PJSC proposed for approval contains clarifying amendments, in particular, the specified term for payment of reward to the Company Auditing Commission following the annual audit of the Company’s financial and economic activities.

The persons who were entitled to attend the annual General Meeting of Shareholders of the Company were provided with an opportunity to review the Regulations on Payments of Rewards and Compensations to Members of the Auditing Commission of IDGC of the North-West, PJSC as presently in effect, the draft restated Regulations on Payments of Rewards and Compensations to Members of the Auditing Commission of IDGC of the North-West, PJSC, the table of amendments to be introduced to the

Regulations on Payments of Rewards and Compensations to Members of the Auditing Commission of IDGC of the North-West, PJSC, as well as recommendations of the Board of Directors of the Company regarding this issue.

For reference:

The number of votes the persons included in the list of persons having the right to participate in the Meeting were entitled to with regard to the Meeting agenda Issue No. 9 was **95,785,923,138**.

The number of votes as per the voting shares of the Company with regard to the Meeting agenda Issue No. 9, determined with account for the provisions of Clause 4.20 of the Regulation was **95,785,923,138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to issue No. 9 of the Meeting Agenda – **85,512,663,439**.

Quorum – **89.2747%**.

Quorum with regard to the Meeting agenda Issue No. 9 was present.

According to Clause 2 Art. 49 of the Federal Law “On Joint Stock Companies”, a decision on the agenda Issue No. 9 is to be taken by a majority vote of the shareholders holding voting shares of the Company and participating in the Meeting.

**Issue put to vote:**

1. To approve of restated Regulations on Payments of Rewards and Compensations to the Members of the Auditing Commission of IDGC of the North-West, PJSC.

2. To establish that this restated version of the Regulations on Payments of Rewards and Compensations to the Members of the Auditing Commission of IDGC of the North-West, PJSC applies to the members of the Auditing Commission of the Company elected at the current and subsequent General Meetings of Shareholders of the Company.

**Voting results:**

Option of voting	Number of votes	Percentage of the Meeting participants in the Meeting
<b>“For”</b>	<b>85,426,083,174</b>	<b>99.8988</b>
“Against”	3,817,528	0.0045
“Abstained”	75,715,095	0.0885
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation:		
“Invalid”	1,171,035	0.0014
“For other reasons”	5,876,607	0.0069
<b>TOTAL:</b>	<b>85,512,663,439</b>	<b>100.0000</b>

**Decision made.**

**ONE DECIDED:**

1. To approve of the restated Regulations on Payments of Rewards and Compensations to the Members of the Auditing Commission of IDGC of the North-West, PJSC.

2. To establish that this restated version of the Regulations on Payments of Rewards and Compensations to the Members of the Auditing Commission of IDGC of the North-West, PJSC applies to the members of the Auditing Commission of the Company elected at the current and subsequent General Meetings of Shareholders of the Company.

For reference:

The shareholders were provided an opportunity to speak by way of debate on agenda issues. D.A. Orlov, the Acting General Director of the Company, provided answers to the questions asked by the shareholders.

Upon completion of discussion of the Meeting last agenda issue and prior to commencement of the time provided for voting to people having failed to vote as of the moment (registration completion time), the authorized representative of Registrar R.O.S.T., JSC A.V. Ivanov communicated to the persons attending the Meeting:

- information on the number of votes the persons having got registered for and (or) participated in the Meeting were entitled to as of the moment – the persons registered as of 1:01 pm on June 07, 2018 were jointly entitled to **85,512,663,439** votes which is equal to **89.2747%** of the total number of votes of the persons having the right to participate in the Meeting;

- the voting procedure with regard to the agenda issues, including the procedure for electronic voting with the use of the system “Personal Account of the Shareholder” in the information and telecommunication network Internet implemented on websites of IDGC of the North-West, PJSC and the Company Registrar – Registrar R.O.S.T., PJSC.

Upon completion of tabulation and tally of votes and voting protocols preparation an authorized representative of Registrar R.O.S.T., JSC A.V. Ivanov announced the voting results and the decisions taken by the annual General Meeting of Shareholders of the Company.

Upon announcement of the voting results and the decisions taken by the annual General Meeting of Shareholders of the Company the Meeting was declared closed.

Appended to these Meeting Minutes are:

- Annual report of IDGC of the North-West, PJSC for 2017 (**Appendix No. 1**);
- Annual accounting (financial) statements of IDGC of the North-West, PJSC for 2017 (**Appendix No. 2**);
- Restated Charter of IDGC of the North-West, PJSC (**Appendix No. 3**);
- Regulations on the Board of Directors of IDGC of the North-West, PJSC (**Appendix No. 4**);
- Restated Regulations on the Management Board of IDGC of the North-West, PJSC (**Appendix No. 5**);
- Restated Regulations on Payments of Rewards and Compensations to the Members of the Auditing Commission of IDGC of the North-West, PJSC (**Appendix No. 6**);
- report on issue No. 1 of the agenda “On approval of annual report, annual accounting (financial) statements of the Company for 2017” (**Appendix No. 7**);
- protocol by the Tabulation Commission on results of voting at the annual General Meeting of Shareholders of IDGC of the North-West, PJSC (**Appendix No. 8**).

**Chairman of the Meeting**

**Yu.N. Mangarov**

**Secretary of the Meeting**

**L.Yu. Nazarenko**

