



MINUTES No. 14
of the annual General Meeting of Shareholders

14.06.2019

Saint Petersburg

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

Company's Location: Saint Petersburg, Russia

Address of the Company: 196247, Saint Petersburg, 3 Konstitutsii Sq., Lit. A, Room 16H

Type of the General Meeting of Shareholders: annual

Form of meeting: meeting (joint attendance)

Meeting arrangement date: June 14, 2019

General Meeting arrangement location: 196140, Saint Petersburg, Shushary settlement, 64 Peterburgskoye Shosse, Building 1, Lit. A, EXPOFORUM Congress and Exhibition Center, conference hall B (entrance from Peterburgskoye Shosse).

Registration commencement time¹: 10:30 am.

Meeting opening time: 12:00 pm.

Registration termination time: 13:15

Vote tabulation commencement time: 13:45

Meeting closure time: 14:45

Execution date of the Tabulation Commission protocol of the results of voting at the annual General Meeting of Shareholders of IDGC of North-West, PJSC: June 14, 2019

Execution date of the Minutes of the annual General Meeting of Shareholders of IDGC of North-West, PJSC: June 18, 2019

Chairman of the Meeting: **O. A. Sergeeva** - Chairman of the Board of Directors of IDGC of North-West, PJSC, Chief Advisor to Rosseti, PJSC.

Presidium of the Meeting:
O.A. Sergeeva Chairman of the Board of Directors of IDGC of North-West, PJSC, Chief Advisor to Rosseti, PJSC;

A. Yu. Pidnik Chairman of the Management Board, General Director of IDGC of North-West, PJSC;

A. Yu. Korneyev Deputy Director of the Service Implementation Department of Rosseti, PJSC

D. S. Rudakov Member of the Management Board, Deputy General Director for Corporate Governance of IDGC of North-West, PJSC.

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

¹ Any other time hereinafter referred to in the minutes is local time.

The work of the annual General Meeting of Shareholders of IDGC of North-West, PJSC (hereinafter referred to as the "Meeting") arranged on June 14, 2019 was participated in 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, and the Head of the Company's Internal Audit Department.

MEETING AGENDA

- 1. On approval of the Company's Annual report, the Company's annual accounting (financial) statements for 2018.**
- 2. On distribution of profit (including payment (declaration) of dividends) and loss of the Company following the results of 2018.**
- 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 introduction of amendments and supplements to the Charter of the Public Joint Stock Company "Interregional Distribution Grid Company of North-West".**
- 7. On introduction of amendments and supplements to the Regulations on the Board of Directors of the Public Joint Stock Company "Interregional Distribution Grid Company of North-West".**
- 8. On approval of the restated Regulation on Payments of Rewards and Compensations to members of the Board of Directors of the Public Joint Stock Company "Interregional Distribution Grid Company of North-West".**
- 9. On approval of restated Regulations on the General Meeting of Shareholders of the Company.**
- 10. On approval of restated Regulations on the Management Board of the Company.**

For reference:

The annual General Meeting of Shareholders of IDGC of North-West, PJSC (hereinafter – the "Company") following the results of 2018 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 08, 2019 (Minutes No. 318/31).

The list of persons having the right to participate in the annual General Meeting of Shareholders of IDGC of North-West, PJSC was generated as of May 20, 2019.

Postal addresses whereto completed voting ballots could be mailed:

- 194044, St. Petersburg, 6 Belovodsky Pereulok, North-West Branch of JSC "IRC - R.O.S.T";
- 196247, St. Petersburg, 3 Konstitutsii sq., lit. A, premise 16H, IDGC of North-West, PJSC.

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

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

In accordance with the decision of the Board of Directors of IDGC of North-West, PJSC dated 08.05.2019 (Minutes No. 318/31), Lyudmila Yuryevna Nazarenko, Corporate

Secretary of the Company, has been elected as Secretary of the annual General Meeting of Shareholders of IDGC of 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 annual General Meeting of Shareholders of the Company were performed by the Registrar of IDGC of North-West, PJSC - Joint Stock Company "Independent Registrar Company R.O.S.T." (short name - IRC R.O.S.T., JSC).

The authorized person of Registrar - IRC R.O.S.T., JSC - Alexander Vladimirovich Ivanov, under Power of Attorney No. 178 dated 05.02.2019.

The Meeting work was opened by Olga Andreevna Sergeeva, Chairman of the Board of Directors of IDGC of North-West, PJSC and Chairman of the Meeting.

O.A. Sergeeva, the Chairman of the Meeting, gave the floor to the authorized representative of Registrar - IRC R.O.S.T., JSC A.V. Ivanov to report on the results of the Meeting participants registration and on the presence of quorum as of the commencement of the annual General Meeting of Shareholders of IDGC of 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 North-West, PJSC - 12 pm on June 14, 2019.

The persons registered as of 12 pm local time were jointly entitled to **82 447 098 538** votes, which is equal to **86.0743%** 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 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 O.A.Sergeeva 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 North-West, PJSC in effect with the Company):

- report on agenda issues – no more than 30 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 issue of the agenda of the Meeting;

- 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.

O.A. Sergeeva informed the Meeting participants that during the Meeting the authorized representative of Registrar - IRC R.O.S.T., JSC A.V.Ivanov would present the following information:

- the voting procedure and rules for filling out voting ballots under the Meeting agenda issues;

- before the report on the agenda issue “On election of the members of the Company Board of Directors”) - the number of votes cast for each of the candidate members of the Board of Directors of the Company, under the ballots received by the Company not later than June 11, 2019 (ballot receipt completion date);

- upon completion of registration of persons entitled to attend the Meeting, on the number of votes the persons registered for participation in the Meeting were entitled to as of the registration completion moment.

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.

O.A. Sergeeva 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, the Company’s Annual Accounting (Financial) Statements for 2018.

ONE HEARD: Pidnik Artem Yurievich - the Chairman of the management Board, the General Director of IDGC of North-West, PJSC (report), Zhdanova Irina Grigoryevna - Chief Accountant - Head of the Department for Financial and Fiscal Accounting and Reporting of IDGC of North-West, PJSC (co-report).

A.Yu. Pidnik and I.G. Zhdanova: provided to the Meeting Participants the report and co-report on the issue "On approval of annual report, annual accounting (financial) statements of the Company for 2018" (attached to the minutes).

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 attributable to the Company's voting shares on issue No.1 of the Meeting agenda, determined taking into account the provisions of clause 4.24 of the Regulation on General Meetings of Shareholders approved by the Bank of Russia on November 16, 2018 No. 660-P (hereinafter **referred to as the Regulation**) - **95 785 923 138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to issue No.1 of the Meeting Agenda – **82 463,478,248**.

The quorum was **86.0914%**.

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 No1 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:

Approve of the Company’s 2018 annual report (Appendix No. 1), 2018 annual accounting (financial) statements (Appendix No. 2).

Voting results:

Option of voting	Number of votes cast for each of the voting options	Percentage of the Meeting participants in the Meeting.
"For"	80 048 499 941	97,0715
"Against"	933 462	0,0011
"Abstained"	2 393 046 132	2,9019
Number of voted untabulated due to invalidation of ballots or due to other reasons		

specified by the Regulation:		
"Invalid"	5 597 864	0.0068
"For other reasons"	15 400 849	0,0187
TOTAL:	82 463 478 248	100.0000

Decision made.

ONE DECIDED:

Approve of the Company's 2018 annual report (Appendix No. 1), 2018 annual accounting (financial) statements (Appendix No. 2).

ISSUE No. 2: On distribution of profit (including payment (declaration) of dividends) and loss of the Company following the results of 2018.

ONE HEARD: Lyudmila Vadimovna Shadrina - Chairman of the Management Board, Deputy General Director for Economics and Finance of IDGC of North-West, PJSC.

L.V. Shadrina: informed that according to the 2018 performance results the Company has received a profit in the amount of 599 356 thousand rubles pursuant to the accounting statements made under the Russian Accounting Standards (hereinafter also referred to as RAS) and 1,145,903 thousand rubles according to the consolidated financial statements under the International Financial Reporting Standards (hereinafter also referred to as IFRS).

In accordance with the Regulation on the Company's Dividend Policy, the amount allocated for payment of dividends based on the results of the reporting year may not be the less than the greatest of 2 values: the one calculated based on the joint stock company's net profit determined according to the data of the accounting statements under RAS, and the net profit determined according to the date of IFRS. Therefore, the net profit under IFRS is the dividend base following the results of the Company performance for 2018.

Based on the calculation result: in accordance with the Regulation on Dividend Policy, the amount of dividends is 381 707 thousand rubles; the amount of mandatory annual allocation to the reserve fund is 29 968 thousand rubles. 187 681 thousand rubles are expected to be allocated for recovery of the Company's past losses.

Thus, the annual General Meeting of Shareholders was proposed to approve of the above distribution of the Company's profit (loss) for 2018 reporting year, and to take a decision to pay dividend on ordinary shares of the Company following 2018 outcome in an amount of 0.003985 rubles per ordinary share of the Company in monetary form.

The term for payment of dividend to a nominal holder or a trustee being a professional participant of the security market shall not be in excess of 10 business days, to other shareholders registered in the register – 25 business days from the date when the list of persons having the right to receive dividend was generate.

Besides, it was proposed to specify that the date for generation of the list of persons having the right to receive dividend shall be - 25.06.2019.

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 4.24 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 – **82 463 478,248**.

The quorum was **86.0914%**.

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 2018 as follows:

Name	(thousand RUB)
Unallocated profit (loss) in the reporting period:	599 356
To allocate to: Reserve fund	29 968
Profit for development	0
Dividend	381 707
Coverage of losses from previous years	187 681

2. To pay dividend on ordinary shares of the Company following the outcome of 2018 in an amount of 0.003985 rubles per ordinary share of the Company.

The term for payment of dividend to a nominal holder or a trustee being a professional participant of the security market shall not be in excess of 10 business days, to other shareholders registered in the register – 25 business days from the date when the list of persons having the right to receive dividend was generate.

3. Specify that the date for generation of the list of persons having the right to receive dividend shall be 25.06.2019.

Voting results:

Option of voting	Number of votes cast for each of the voting options	Percentage of the Meeting participants in the Meeting.
"For"	82 440 958 807	99.9727
"Against"	1 613 459	0.0020
"Abstained"	3 025 914	0,0037
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation:		
"Invalid"	2 479 219	0.0030
"For other reasons"	15 400 849	0,0187
TOTAL:	82 463 478 248	100.0000

Decision made.

ONE DECIDED:

1. Approve of allocation of the Company profit (loss) for 2018 as follows:

Name	(thousand RUB)
Unallocated profit (loss) in the reporting period:	599 356
To allocate to: Reserve fund	29 968
Profit for development	0
Dividend	381 707
Coverage of losses from previous years	187 681

2. To pay dividend on ordinary shares of the Company following the outcome of 2018 in an amount of 0.003985 rubles per ordinary share of the Company.

The term for payment of dividend to a nominal holder or a trustee being a professional participant of the security market shall not be in excess of 10 business days, to other shareholders registered in the register – 25 business days from the date when the list of persons having the right to receive dividend was generate.

3. Specify that the date for generation of the list of persons having the right to receive dividend shall be 25.06.2019.

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

ONE HEARD: Dmitry Stanislavovich Rudakov - Member of the Management Board, Deputy General Director for Corporate Governance of IDGC of North-West, PJSC.

D. S. Rudakov: reported that the 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 Meeting of Shareholders of the Company for 2018.

5 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.

The following candidates were proposed by shareholders to be elected as members of the Board of Directors of the Company:²

- Rosseti, PJSC holding 55.38% of the Company voting shares, - 11 candidates:

1. Akimov Leonid Yurievich - Director of the Legal Protection Department of Rosseti, PJSC

2. Alyushenko Igor Dmitrievich - Director of the Situation and Analytical Center - Deputy Chief Engineer of Rosseti, PJSC;

3. Bogacheva Irina Vladimirovna - Head of the Planning and Pricing in the sphere of Investment Activities Administration of the Investment Activities Department of Rosseti, PJSC;

4. Bychko Mikhail Aleksandrovich - Director of the Capital Construction Department of Rosseti, PJSC;

5. Kapustin Dmitry Sergeevich - Head of the Administration for Innovation Technical Policy and Energy Efficiency Improvement of Strategical Development and Technological Innovation Department of Rosseti, PJSC;

6. Korneyev Alexander Yuryevich - Deputy Director of the Service Implementation Department of Rosseti, PJSC;

7. Obrezkova Yulia Gennadievna - Head of the Strategic Projects Department of the Administration of Capital Markets and Strategic Investments of the Department of Finance of Rosseti, PJSC;

8. Pidnik Artem Yurievich - General Director of IDGC of North-West, PJSC;

9. Sergeeva Olga Andreevna - Member of the Management Board, Deputy General Director - Chief of Staff of Rosseti, PJSC;

10. Stepanova Maria Dmitrievna - Head of the Administration for Interaction with Shareholders and Investors and Information and Analytical Support of the Department of Corporate Governance of Rosseti, PJSC;

11. Shagina Irina Alexandrovna - Director of the Tariff Policy Department of Rosseti PJSC.

²Information on the positions occupied by the candidates was provided as of the date of the shareholders' proposal to nominate the candidates for membership in the Board of Directors of the Company at the annual General Meeting of Shareholders for 2018.

- Joint Stock Company Elektrosentronaladka (hereinafter – JSC ETSN), holding 2.0% of the Company voting shares – 1 candidate:

1. Zharikov Aleksei Nikolaevich - Director for Corporate Policy and Work with Shareholders of Elektrosentronaladka, JSC.

- ENERGY SOLUTIONS RUSSIA (CYPRUS) LIMITED holding 14.41% of the Company voting shares - 3 candidates:

1. Morozov Andrey Vladimirovich - Legal Director of the Association of Professional Investors;

2. Fedorov Oleg Romanovich – Member of the Supervisory Board of JSC ALROSA (PJSC);

3. Shevchuk Aleksandr Viktorovich - Executive Director of the Professional Investors Association.

- The Prosperity Quest Fund, holding 4.99% of the Company voting shares – 2 candidates:

1. Golovtsov Alexander Viktorovich – presently not employed;

2. Zarkhin Vitaly Yuryevich – presently not employed.

- shareholder Ilyushko Sergey Valerievich, holding 2.45% of the Company voting shares – 1 candidate:

1. Krupenina Anastasia Igorevna – No information available.

At the Meeting held on 06.03.2019 (Minutes No. 310/23) the Board of Directors of IDGC of 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, 18 candidates have been put on the list of candidacies for election to the Board of Directors of IDGC of 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 06.03.2019 (Minutes No. 310/23).

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 (from certain members of the Board of Directors of the Company).

Election of members of the Board of Directors of the Company is performed by way of cumulative voting. 18 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 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 4.24 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 issue No.3 of the Meeting Agenda – **907 098 260,728**.

The quorum was **86.0914%**.

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.

On 07.05.2019 (Minutes No. 13), 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 2018.

Before reporting on the agenda issue "On election of the members of the Company Board of Directors"), the authorized representative of IRC R.O.S.T, JSC A.V. Ivanov provided the information on the number of votes cast for each of the candidate members of the Board of Directors of the Company, under the ballots received by the Company not later than June 11, 2019 (ballot receipt completion date).

Issue put to vote:

Elect the Board of Directors of the Company composed as follows³:

Item	Candidate's full name	Position (as of the candidate nomination moment)
1	Akimov Leonid Yuryevich	Director of Legal Department Rosseti, PJSC
2	Alyushenko Igor Dmitriyevich	Director of the Situation and Analytical Center -Deputy Chief Engineer of Rosseti PJSC
3	Bogacheva, Irina Vladimirovna	Head of the Planning and Pricing in the sphere of Investment Activities Administration of the Investment Activities Department of Rosseti, PJSC
4	Bychko, Mikhail Alexandrovich	Director of the Capital Projects Department of Rosseti, PJSC
5	Kapustin Dmitry Sergeyeovich	Head of the Administration for Innovation Technical Policy and Energy Efficiency Improvement of Technological Development and Innovation Department of Rosseti, PJSC
6	Korneyev, Alexander Yuryevich	Deputy Director of the Service Implementation Department of Rosseti, PJSC
7	Obrezkova Yuliya Gennadyevna	Head of the Strategic Projects Department of the Administration of Capital Markets and Strategic Investments of the Department of finance of Rosseti PJSC
8	Pidnik Artem Yurievich	General Director of IDGC of North-West, PJSC
9	Sergeeva Olga Andreyevna	Member of the Management Board, Deputy General Director – Chief of Staff of Rosseti, PJSC
10	Stepanova, Mariya Dmitriyevna	Head of the Administration for Interaction with Shareholders and Investors and information and analytical support of the Department of Corporate

³ According to Clause 16.1 of the Charter of IDGC of North-West, PJSC, the number of members of the Board of Directors is equal to 11 (Eleven) persons.

		Governance of Rosseti, PJSC
11	Shagina Irina Alexandrovna	Director of the Tariff Policy Department of Rosseti, PJSC
12	Zharikov Alexey Nikolayevich	Director for Corporate Policy and Work with Shareholders of Elektrosentraladka, JSC
13	Golovtsov Alexander Viktorovich	Doesn't work at present
14	Zarhin Vitaly Yuryevich	Doesn't work at present
15	Morozov Andrey Vladimirovich	Legal Director, Association of Professional Investors
16	Fedorov, Oleg Romanovich	Member of the Supervisory Board of JSC "ALROSA" (PJSC)
17	Shevchuk Alexander Viktorovich	Executive Director of the Professional Investors Association
18	Krupenina Anastasiya Igorovna	No information available

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	Fedorov Oleg Romanovich	79,909,267,883
2	Zharikov Alexey Nikolayevich	79,808,277,513
3	Golovtsov, Alexander Viktorovich	79,808,151,182
4	Morozov Andrey Vladimirovich	79,806,482,113
5	Pidnik Artem Yurievich	77,825,101,243
6	Sergeeva Olga Andreyevna	77,047,011,596
7	Shagina Irina Alexandrovna	75,009,500,259
8	Stepanova Mariya Dmitriyevna	75,007,940,321
9	Bychko Mikhail Alexandrovich	75,007,647,965
10	Alyushenko Igor Dmitriyevich	75,001,132,937
11	Korneyev Alexander Yuryevich	74,998,671,497
12	Bogacheva Irina Vladimirovna	56 649 888 556
13	Akimov, Leonid Yuryevich	73 011 610
14	Kapustin Dmitry Sergeevich	34 690 510
15	Obrezkova Yuliya Gennadyevna	31 336 725
16	Shevchuk, Alexander Viktorovich	13 248 513
17	Zarkhin Vitaly Yuryevich	9 428 498
18	Krupenina Anastasiya Igorovna	8 043 591
"AGAINST"		5 681 203
"ABSTAINED"		463 196 129
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation		
"Invalid"		268 207 412
"For other reasons"		312 343 472
TOTAL:		907 098 260 728

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	Fedorov, Oleg Romanovich	Member of the Supervisory Board of JSC "ALROSA" (PJSC)
2	Zharikov Alexey Nikolayevich	Director for Corporate Policy and Work with Shareholders of Elektrosentraladka, JSC
3	Golovtsov Alexander Viktorovich	Doesn't work at present
4	Morozov Andrey Vladimirovich	Legal Director of the Professional Investors Association
5	Pidnik Artem Yurievich	General Director of IDGC of North-West, PJSC
6	Sergeeva Olga Andreyevna	Member of the Management Board, Deputy General Director – Chief of Staff of Rosseti, PJSC
7	Shagina Irina Alexandrovna	Director of the Tariff Policy Department of Rosseti, PJSC
8	Stepanova Mariya Dmitriyevna	Head of the Administration for Interaction with Shareholders and Investors and information and analytical support of the Department of Corporate Governance of Rosseti, PJSC
9	Bychko, Mikhail Alexandrovich	Director of the Capital Projects Department of Rosseti, PJSC
10	Alyushenko Igor Dmitriyevich	Director of the Situation and Analytical Center -Deputy Chief Engineer of Rosseti PJSC
11	Korneyev, Alexander Yuryevich	Deputy Director of the Service Implementation 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 and Reporting of IDGC of 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 Meeting of Shareholders of the Company for 2018.

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.

Rosseti, PJSC proposed 5 candidates to be elected as members of the Company Auditing Commission⁴:

1. Lelekova Marina Alekseevna - Director of the Department for Controlling and Auditing Activities of Rosseti, PJSC;

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

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

4. Kirillov Artem Nikolaevich - Deputy Head of the Directorate for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC;

5. Barmina Ekaterina Aleksandrovna - Chief Expert of the Control and Expert Directorate of the Department for Controlling and Auditing Activities of Rosseti, PJSC.

At the Meeting held on 06.03.2019 (Minutes No. 310/23) the Board of Directors of IDGC of 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 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 06.03.2019 (Minutes No. 310/23).

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 4.24 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 – **82 463 478,248**.

The quorum was **86.0914%**.

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

According to Clause 2 Art. 49 of the Federal Law "On Joint Stock Companies", decision on the agenda Issue No4 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 follows⁵:

⁴Information on the positions occupied by the candidates was provided as of the date of the shareholders' proposal to nominate the candidates for membership in the Auditing Commission of the Company at the annual General Meeting of Shareholders for 2018.

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 Directorate for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC
3	Kabizskina Yelena 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	Barmina Ekaterina Alexandrovna	Chief Expert of the Control and Expert Directorate of the Department for Controlling and Auditing Activities of Rosseti, PJSC

Voting results:

No.	Candidate's full name	Number of votes cast for each of the voting options				Number of voted non-counted due to invalidation of ballots or due to other reasons specified by the Regulation	
		"FOR"	%*	"AGAINST"	"ABSTAINED"	"Invalid"	"For other reasons"
1	Lelekova, Marina Alexeyevna	54 268 721 495	65,81	933 462	28 175 661 780	2 760 662	15 400 849
2	Barmina Ekaterina Alexandrovna	54 259 806 977	65,80	1 093 462	28 176 344 315	9 962 078	16 271 416
3	Kim Svetlana Anatolyevna	54 256 659 580	65,79	933 462	28 176 827 298	12 786 492	16 271 416
4	Kirillov Artem Nikolayevich	54 256 449 669	65,79	933 462	28 179 620 795	10 202 906	16 271 416
5	Kabizskina Yelena Alexandrovna	54 252 963 218	65,79	4 316 495	28 177 366 482	12 560 637	16 271 416

*% 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	Lelekova Marina Alexeyevna	Director of the Department for Controlling and Auditing Activities of Rosseti, PJSC
2	Barmina Ekaterina Alexandrovna	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 Audit Office of the Control and Audit Department of Rosseti PJSC

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

4	Kirillov Artem Nikolayevich	Deputy Head of the Auditing Directorate of the Department for Controlling and Auditing Activities of Rosseti, PJSC
5	Kabizskina Yelena Alexandrovna	Deputy 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 and Reporting of IDGC of 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 2018 in accordance with decision of the Board of Directors of the Company dated 08.05.2019 (Minutes No. 318/31) is the candidacy of Ernst & Young Limited Liability Company.

Ernst & Young, LLC (115035, Moscow, 77 Sadovnicheskaya naberezhnaya, building 1) was recognized as the winner of the open tender for the right to enter into an agreement for mandatory annual audit of accounts for 2018-2020 with the ask price for IDGC of North-West, PJSC being 12,826,780.63 rubles (plus VAT according to the Tax Code of the Russian Federation). The tender was conducted by Rosseti, PJSC by order of IDGC of North-West, PJSC at the open online trading platform "B2B-Center" (Minutes of the Tender Committee Meeting No. 14/595p dated 16.04.2018).

Ernst & Young, LLC was recommended for approval as an auditor to audit the accounting (financial) statements for 2019 prepared in accordance with RAS, as well as an auditor to audit consolidated financial statements for 2019 prepared in accordance with IFRS.

Ernst & Young, LLC is an international leader in the field of audit, taxation, transaction support and consulting. In Russia, Ernst & Young, LLC provides auditor and consulting services on issues of taxation and finance since 1989, is a member of the SRO of auditors "Russian Union of Auditors", is included in the control copy of the register of auditors and audit organizations.

Ernst & Young, LLC is fully independent of the Company management bodies in accordance with the requirements set forth in Article 12 of Federal Law "On Auditing Activities".

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**.

Number of votes attributable to the Company voting shares in respect of issue No. 5 of the Meeting Agenda, determined with account of the provisions set forth in Clause 4.24 of the Regulation - **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 – **82 463 478 248**.

The quorum was **86.0914%**.

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:

Approve Ernst&Young, LLC as the Auditor of the Company.

Voting results:

Option of voting	Number of votes cast for each of the voting options	Percentage of the Meeting participants in the Meeting.
"For"	82 389 586 958	99,9104
"Against"	3 613 067	0,0044
"Abstained"	45 473 363	0,0551
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation:		
"Invalid"	1 071 296	0,0013
"For other reasons"	23 733 564	0.0288
TOTAL:	82 463 478 248	100.0000

Decision made.**ONE DECIDED:**

Approve Ernst&Young, LLC as the Auditor of the Company.

ISSUE No. 6: On introduction of amendments and supplements to the Charter of the Public Joint Stock Company "Interregional Distribution Grid Company of North-West".

ONE HEARD: Dmitriy Stanislavovich Rudakov - Member of the Management Board, Deputy General Director for Corporate Governance of IDGC of North-West, PJSC.

D.S. Rudakov: reported that in accordance with paragraph 1, Article 48 of the Federal Law "On Joint-Stock Companies" and subparagraph 1, paragraph 10.2 of Article 10 of the Charter of IDGC of North-West, PJSC, any amendments and additions to the Charter or approval of a restated version of the Charter of the Company falls within the competence of the General Meeting of Shareholders of the Company.

An issue on amendments and additions to be made to the Charter of the Company is proposed to be included into the Meeting agenda by the Company's shareholder – ENERGYO SOLUTIONS RUSSIA (CYPRUS) LIMITED holding 14.41% of the Company voting shares (hereinafter– the Shareholder).

The Shareholder's proposal on the issue inclusion was considered by the Board of Directors of the Company on 06.03.2019 (Minutes No. 310/23). It was resolved to include the issue "On introduction of amendments and additions to the Charter of "Interregional Distribution Grid Company of North-West" Public Joint Stock Company" to the agenda of the annual General Meeting of Shareholders of the Company.

The speaker informed the Meeting participants that the draft restated Charter of the Company proposed by the Company Board of Directors was considered by the Company Board of Directors on 08.05.2019 (Minutes No. 318/31). It was resolved to suggest the annual General Meeting of Shareholders of the Company to introduce amendments and additions to the Charter of the Company by way of approval of a restated Charter.

The restated draft Charter of the Company provides for the amendments and additions related to bringing the Company Charter in line with the changes in the current legislation of the Russian Federation, as well as enter other amendments and additions.

The speaker focused on the basic amendments taken into account in the draft restated 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 Meeting agenda Issue No. 6 was **95 785 923 138**.

Number of votes attributable to the Company voting shares in respect of issue No. 6 of the Meeting Agenda, determined with account of the provisions set forth in Clause 4.24 of the Regulation - **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 – 82 463 478 248.

The quorum was **86.0914%**.

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.

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.

Issue put to vote:

Introduce amendments and supplements to the Charter of the Company by way of approval of a restated Charter (Appendix No. 3).

Voting results:

Option of voting	Number of votes cast for each of the voting options	Percentage of the Meeting participants in the Meeting.
"For"	82 390 167 138	99,9111
"Against"	1 093 680	0,0013
"Abstained"	54 869 969	0,0665
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation:		
"Invalid"	1 379 408	0,0017
"For other reasons"	15 968 053	0,0194
TOTAL:	82 463 478 248	100.0000

Decision made.

ONE DECIDED:

Introduce amendments and supplements to the Charter of the Company by way of approval of a restated Charter (Appendix No. 3).

ISSUE No. 7: On introduction of amendments and supplements to the Regulations on the Board of Directors of the Public Joint Stock Company “Interregional Distribution Grid Company of North-West”.

ONE HEARD: Dmitriy Stanislavovich Rudakov - Member of the Management Board, Deputy General Director for Corporate Governance of IDGC of North-West, PJSC.

D.S. Rudakov: reported that in accordance with subparagraph 19, paragraph 1 of Article 48 of the Federal Law “On Joint-Stock Companies” and subparagraph 19, paragraph 10.2 of Article 10 of the Charter of IDGC of North-West, PJSC, the approval of bylaws regulating the activities of the Company’s bodies falls within the competence of the General Meeting of Shareholders of the Company. Herewith, the decision on approval of the bylaws regulating the activities of the Company’s bodies shall be made by the General Meeting of Shareholders of the Company as suggested by the Board of Directors of the Company only (paragraph 3 of Article 49 of the Law, paragraph 10.6 of Article 10 of the Charter of the Company).

An issue on amendments and additions to be made to the Regulation on the Company Board of Directors is proposed to be included into the Meeting agenda by the Company's shareholder – ENERGY SOLUTIONS RUSSIA (CYPRUS) LIMITED.

The Shareholder's proposal to include this issue on the agenda of the annual General Meeting of Shareholders of the Company was considered by the Board of Directors of the Company on 06.03.2019 (Minutes No. 310/23). It was resolved to include the issue "On introduction of amendments and additions to the Regulation on the Board of Directors of "Interregional Distribution Grid Company of North-West" Public Joint Stock Company" to the agenda of the annual General Meeting of Shareholders of the Company.

The draft of the new version of the Regulation, submitted by the Company's Board of Directors, was considered by the Company's Board of Directors on 08.05.2019 (Minutes No. 318/31). It was resolved to suggest the annual General Meeting of Shareholders of the Company to introduce amendments and additions to the Regulation on the Board of Directors of the Company by way of approval of the restated Regulation on the Board of Directors of the Company.

The restated version of the Regulation on the Board of Directors of "Interregional Distribution Grid Company of North-West" Public Joint Stock Company" provides for the changes aimed at bringing the Regulation in line with the changes in the current legislation of the Russian Federation, as well as any changes aimed at improving the practices of holding meetings of the Board of Directors of the Company.

The speaker focused on the basic amendments taken into account in the draft restated Regulation on the Board of Directors 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 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 4.24 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 – 82 463 478 248.

The quorum was 86.0914%.

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.

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

Issue put to vote:

Introduce amendments and supplements to the Regulations on the Board of Directors of the Company by approving a new version of the Regulations on the Board of Directors of the Company (Appendix No. 4).

Voting results:

Option of voting	Number of votes cast for each of the voting options	Percentage of the Meeting participants
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		in the Meeting.
"For"	82 389 423 688	99,9102
"Against"	1 610 153	0.0020
"Abstained"	55 404 916	0,0672
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation:		
"Invalid"	1 071 438	0,0013
"For other reasons"	15 968 053	0,0194
TOTAL:	82 463 478 248	100.0000

Decision made.

ONE DECIDED:

Introduce amendments and supplements to the Regulations on the Board of Directors of the Company by approving a new version of the Regulations on the Board of Directors of the Company (Appendix No. 4).

ISSUE No. 8: On approval of the restated Regulation on Payments of Rewards and Compensations to members of the Board of Directors of the Public Joint Stock Company "Interregional Distribution Grid Company of North-West".

ONE HEARD: Dmitriy Stanislavovich Rudakov - Member of the Management Board, Deputy General Director for Corporate Governance of IDGC of North-West, PJSC.

D.S. Rudakov: reported that in accordance with clause 2 of article 64 of the Federal Law "On Joint-Stock Companies", sub-clause 21 of clause 10.2 of article 10 of the Company's Charter, the decision to pay remuneration and (or) compensation of expenses to members of the Board of Directors related to their performance as members of the Board of Directors of the Company, as well as the amount of such remuneration and compensation shall be established by the decision of the General Meeting of Shareholders of the Company.

An issue on approval of the restated version of the Regulation on payment of remuneration and compensation to the members of the Company Board of Directors is proposed to be included into the Meeting agenda by the Company's shareholder – ENERGYO SOLUTIONS RUSSIA (CYPRUS) LIMITED.

The Shareholder's proposal was considered by the Board of Directors of the Company on 06.03.2019 (Minutes No. 310/23). It was resolved to include the issue "On approval of the Regulation on payment of remuneration and compensation to the members of the Company Board of Directors of "Interregional Distribution Grid Company of North-West" Public Joint Stock Company" to the agenda of the annual General Meeting of Shareholders of the Company.

The draft restated Regulation on Payment of Remuneration and Compensations to Members of the Board of Directors of IDGC of North-West, PJSC proposed by the Board of Directors of the Company was considered by the Board of Directors of the Company on 08.05.2019 (Minutes No. 318/31). It was resolved to suggest that the annual General Meeting of Shareholders of the Company should approve the restated Regulation on Payment of Remuneration and Compensations to Members of the Board of Directors of the Company and to specify that this restated Regulation shall apply to members of the Board of Directors of the Company as may be elected at this and other General Meetings of Shareholders of the Company.

The draft restated Regulation provides for the amendments aimed at bringing the Regulation in line with the recommendations of the Corporate Governance Code

recommended to be applied by joint stock companies, securities of which are accepted for on-exchange trading, the Central Bank of the Russian Federation (letter No. 06-52/2463 dated 10.04.2014) and best practices of the Russian leading joint stock companies.

The speaker focused on the basic amendments taken into account in the draft restated Regulation on Payment of Remuneration and Compensations to Members of the Board of Directors 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 Meeting agenda Issue No. 8 was **95 785 923 138**.

The number of votes as per the Company voting shares regarding issue No. 8 of the Meeting Agenda, determined with account of the provisions of Clause 4.24 of the Regulation – **95 785 923 138**.

The number of votes the persons having participated in the Meeting were entitled to regarding issue No. 8 of the Meeting Agenda – **82 463 478 248**.

The quorum was **86.0914%**.

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.

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

Issue put to vote:

1. Approve the restated Regulations on Payments of Rewards and Compensations to Members of the Board of Directors of the Company (Appendix No. 5).

2. Specify that these restated Regulations on Payments of Rewards and Compensations to Members of the Board of Directors of the Company shall apply to members of the Board of Directors of the Company as may be elected at this and other General Meetings of Shareholders.

Voting results:

Option of voting	Number of votes cast for each of the voting options	Percentage of the Meeting participants in the Meeting.
"For"	82 380 088 587	99.8989
"Against"	6 706 189	0,0081
"Abstained"	57 922 039	0,0702
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation:		
"Invalid"	2 793 380	0.0034
"For other reasons"	15 968 053	0,0194
TOTAL:	82 463 478 248	100.0000

Decision made.

ONE DECIDED:

1. Approve the restated Regulations on Payments of Rewards and Compensations to Members of the Board of Directors of the Company (Appendix No. 5).
2. Specify that these restated Regulations on Payments of Rewards and Compensations to Members of the Board of Directors of the Company shall apply to members of the Board of Directors of the Company as may be elected at this and other General Meetings of Shareholders.

ISSUE No. 9: On approval of restated Regulations on the General Meeting of Shareholders of the Company.

ONE HEARD: Dmitriy Stanislavovich Rudakov - Member of the Management Board, Deputy General Director for Corporate Governance of IDGC of North-West, PJSC.

D.S. Rudakov: reported that in accordance with Clause 7 Article 53 of the Federal Law "On Joint-Stock Companies" and Clause 13.7 of Article 13 of the Charter of the Company, the Board of Directors of the Company, at its sole discretion, is entitled to include any issues into the agenda of the General Meeting of Shareholders of the Company.

The issue "On approval of restated Regulation on the General Meeting of Shareholders of the Company" 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 the Company in accordance with the decision taken by the Board of Directors of the Company on 08.05.2019 (Minutes No318/31). It was also resolved within the Board of Directors of the Company held on 08.05.2019 (Minutes No318/31) to suggest that the annual General Meeting of Shareholders of the Company approve of the restated Regulation on the General Meeting of Shareholders of the Company.

The speaker informed the meeting participants that the draft restated Regulation on the General Meeting of Shareholders of the Company proposed for approval provides for the amendments aimed at bringing the Regulation in line with the changes in the applicable legislation of the Russian Federation, including the requirements of the Regulation on General Meetings of Shareholders approved by the bank of Russia on 16.11.2018 No660-II, as well as at ensuring strict respect for the shareholders rights.

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 Company voting shares regarding issue No. 9 of the Meeting Agenda, determined with account of the provisions of Clause 4.24 of the Regulation – **95 785 923 138**.

The number of votes the persons having participated in the Meeting were entitled to regarding issue No. 9 of the Meeting Agenda – **82 463 478 248**.

The quorum was **86.0914%**.

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.

The persons who were entitled to attend the annual General Meeting of Shareholders of the Company were provided with an opportunity to review the Regulation

on the General Meeting of Shareholders of the Company as presently in effect, the draft restated Regulation on the General Meeting of Shareholders of the Company, the table of amendments to be introduced to the Regulation on the General Meeting of Shareholders of the Company, as well as recommendations of the Board of Directors of the Company regarding this issue.

Issue put to vote:

Approve the restated Regulations on the General Meeting of Shareholders of the Company (Appendix No. 6).

Voting results:

Option of voting	Number of votes cast for each of the voting options	Percentage of the Meeting participants in the Meeting.
"For"	81 501 940,081	98.8340
"Against"	889 007 614	1,0781
"Abstained"	54 559 857	0,0662
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation:		
"Invalid"	2 002 643	0,0024
"For other reasons"	15 968 053	0,0194
TOTAL:	82 463 478 248	100.0000

Decision made.

ONE DECIDED:

Approve the restated Regulations on the General Meeting of Shareholders of the Company (Appendix No. 6).

ISSUE No. 10: On approval of restated Regulations on the Management Board of the Company.

ONE HEARD: Dmitriy Stanislavovich Rudakov - Member of the Management Board, Deputy General Director for Corporate Governance of IDGC of North-West, PJSC.

D.S. Rudakov: 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 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 Regulation on the Management Board of IDGC of 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 North-West, PJSC in accordance with the decision taken by the Board of Directors of the Company on 08.05.2019 (Minutes No318/31): It was also resolved within the Board of Directors of the Company held on 08.05.2019 (Minutes No318/31) to suggest that the annual General Meeting of Shareholders of the Company approve of the restated Regulation on the Management Board of the Company.

The speaker informed the Meeting participants that the draft restated Regulation on the Management Board of IDGC of North-West, PJSC proposed for approval contains amendments related to bringing the Regulation in line with the changes in Federal Law No. 208-FZ dated 26.12.1995 "On Joint-Stock Companies", as well as the amendments aimed to optimize the competence of the Company's Management Board.

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. 10 was **95 785 923 138**.

The number of votes as per the Company voting shares regarding issue No. 10 of the Meeting Agenda, determined with account of the provisions of Clause 4.24 of the Regulation – 95 785 923 138.

The number of votes the persons having participated in the Meeting were entitled to regarding issue No. 10 of the Meeting Agenda – **82 463 478 248**.

The quorum was **86.0914%**.

Quorum with regard to the Meeting agenda Issue No. 10 was present.

According to Clause 2 Art. 49 of the Federal Law "On Joint Stock Companies", decision on the agenda Issue No. 10 is to be taken by a majority vote of the shareholders holding voting shares of the Company and participating in the Meeting.

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

Issue put to vote:

Approve the Restated Regulations on the Management Board of the Company (Appendix No. 7).

Voting results:

Option of voting	Number of votes cast for each of the voting options	Percentage of the Meeting participants in the Meeting.
"For"	82 387 454 783	99.9078
"Against"	1 866 809	0,0023
"Abstained"	56 664 330	0,0687
Number of voted untabulated due to invalidation of ballots or due to other reasons specified by the Regulation:		
"Invalid"	1 524 273	0,0018
"For other reasons"	15 968 053	0,0194
TOTAL:	82 463 478 248	100.0000

Decision made.

ONE DECIDED:

Approve the Restated Regulations on the Management Board of the Company (Appendix No. 7).

For reference:

The Company shareholders (participants of the Meeting) were provided with an opportunity to ask questions and speak at a debate regarding the Meeting agenda issues. No applications were filed regarding according the right to speak at a debate under the agenda issues. A.Yu. Pidnik, the General Director of the Company, and the management representatives answered the questions asked by the shareholders within the time allowed for answering questions. Answers to other questions of the Company shareholders will be provided in writing.

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 1:15 pm on June 14, 2019 were jointly entitled to **82 463 478 248** votes, which is equal to **86.0914%** 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 North-West, PJSC and the Company Registrar – IRC R.O.S.T., JSC.

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 North-West, PJSC for 2018 (**Appendix No. 1**);
- Annual accounting (financial) statements of IDGC of North-West, PJSC for 2018 (**Appendix No. 2**);
- restated Charter of IDGC of North-West, PJSC (**Appendix No. 3**)
- Regulations on the Board of Directors of IDGC of North-West, PJSC (**Appendix No. 4**);
- Restated Regulation on Payment of Rewards and Compensations to Members of the Board of Directors of IDGC of North-West, PJSC (**Appendix No. 5**);
- Restated Regulation on the General Meeting of Shareholders of IDGC of North-West, PJSC (**Appendix No. 6**);
- Restated Regulation on the Management Board of IDGC of North-West, PJSC (**Appendix No. 7**);
- report on issue No.1 of the agenda "On approval of annual report, annual accounting (financial) statements of the Company for 2018" (**Appendix No. 8**);
- protocol by the Tabulation Commission on results of voting at the annual General Meeting of Shareholders of IDGC of North-West, PJSC (**Appendix No. 9**).

Chairman of the Meeting

O.A. Sergeeva

Secretary of the Meeting
Nazarenko

L.Yu.