



MINUTES No 11
of the annual General Meeting of Shareholders

08.06.2016

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: Gatchina, Leningrad Region, Russia. Address of the Company: 31 Sobornaya str., Gatchina, Leningrad Region, Russia, 188300.

Type of the General Meeting: annual.

Form of meeting: meeting (joint attendance).

Meeting arrangement date: June 08, 2016.

General Meeting arrangement location: Conference hall of Park Inn Pulkovskaya hotel (entrance from Varshavskaya str.), 1 Pobedy sq., Saint Petersburg, Russia.

Registration commencement time: 10:30 am.

Meeting opening time: 12:00 pm.

Registration termination time: 13:15

Vote tabulation commencement time: 13:15

Meeting closure time: 14:55

Date of compilation of protocol of the counting commission on results of voting at the annual General Meeting of Shareholders of IDGC of the North-West, PJSC: June 08, 2016.

Execution date of the Minutes of the annual General Meeting of Shareholders of IDGC of the North-West, PJSC: June 14, 2016

Chairman of the Meeting **S. S. Zholnerchik** - Chairman of the Board of Directors of IDGC of the North-West, PJSC.

Presidium of the Meeting

S. S. Zholnerchik Chairman of the Board of Directors of IDGC of the North-West, PJSC, Chief Advisor to Rosseti, PJSC;

Yu. V. Goncharov Deputy General Director for Corporate Governance of Rosseti, PJSC;

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

D. A. Orlov Deputy General Director for Corporate Governance, member of the Management Board 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 referred to as the "Meeting") arranged on June 08, 2016 was participated in by members of the Board of Directors, members of the Management Board, representatives of Auditor of the Company RSM RUS, LLC.

AGENDA:

1. On approval of the annual report, the annual accounting statements, as well as statements on distribution of profit (including payment of dividends) and statement of loss of the Company by results of 2015 reporting year.

2. On election of members of the Board of Directors of the Company.

3. On election of members of the Auditing Commission of the Company.

4. On approval of Auditor of the Company.

5. On introduction of amendments and supplements to the Regulations on the General Meeting of Shareholders of Public Joint-Stock Company "Interregional Distribution Grid Company of the North-West".

6. On introduction of amendments and supplements to the Regulations on the Board of Directors of Public Joint-Stock Company "Interregional Distribution Grid Company of the North-West".

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 Payments of Rewards and Compensations to Members of the Board of Directors of IDGC of the North-West, PJSC.

For reference:

The annual General Meeting of Shareholders of IDGC of the North-West, PJSC (hereinafter - Company) following the results of 2015 financial year was convened pursuant to Article 47 of the Federal Law "On Joint-Stock Companies" and the decision of the Board of Directors of IDGC of the North-West, PJSC dated 11.04.2016 (Minutes No 201/16).

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 22.04.2016.

Postal addresses whereto completed ballots could be mailed:

- Registrar R.O.S.T., JSC, block 13, 18 Stromynka str., Moscow, Russia, 107996;
- IDGC of the North-West, PJSC, 31 Sobornaya str., Gatchina, Leningrad Region, Russia, 188300;
- IDGC of the North-West, PJSC, lit. A, 3 Konstitutsii sq., Saint Petersburg, Russia, 196247.

In accordance with the decision of the Board of Directors of the Company dated 29.04.2016 (Minutes No 205/20), Lyudmila Yuryevna Nazarenko, Corporate Secretary of the Company, shall be 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 annual General Meeting of Shareholders of the Company were performed by the Registrar of IDGC of the North-West, PJSC - Joint-Stock Company “Registrar R.O.S.T.” (hereinafter referred to as Registrar R.O.S.T., JSC).

The authorized person of Registrar - Registrar R.O.S.T., JSC: Alexander Vladimirovich Ivanov, acting pursuant to his rights under Power of Attorney No 0001 dated 11.01.2016.

The Meeting work was opened by Svetlana Semenovna Zholnerchik, 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.

Yuriy Vladimirovich Goncharov, Deputy General Director on Corporate Governance of Rosseti, PJSC, addressed to the participants of the Meeting with a welcoming speech.

Chairman of the Meeting S. S. Zholnerchik 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 08, 2016.

The persons registered as of 12:00 local time were jointly entitled to **84,527,961,152** votes which is equal to **88.2467%** 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.

A. V. Ivanov explained the procedure of voting on the Meeting agenda issues.

Chairman of the Meeting S. S. Zholnerchik 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 agenda issues – no more than 30 minutes;
- Speaking by way of debate – no more than 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 each item of the agenda, as well as at the end 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.

S. S. Zholnerchik 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 additionally explain the voting procedure, whenever required;

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

S. S. Zholnerchik informed the Meeting participants of the powers and obligations of Secretary of the Meeting.

ISSUE No 1: On approval of the annual report, the annual accounting statements as well as on allocation of the Company profit and loss following the results of 2015 reporting year (including payment of dividend).

ONE HEARD: Alexander Vyacheslavovich Letyagin - General Director of IDGC of the North-West, PJSC (report), Irina Grigoryevna Zhdanova - Chief Accountant - Head of the Department for Financial and Fiscal Accounting and Reporting of IDGC of the North-West, PJSC (coreport).

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 cl. 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 FFMS of Russia dated 02.02.2012 No 12-6/pz-n – **95,785,923,138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to the Meeting agenda issue No 1 was **84,528,460,588**.

The quorum was **88.2473%**.

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:

1. Approve of the Company’s 2015 annual report (Appendix No 1), 2015 annual accounting statements (Appendix No 2).

2. Approve of allocation of the Company profit (loss) in 2015 reporting year as follows:

Indicator name	(thousand RUB)
Unallocated profit (loss) in the reporting period:	644,016
To allocate to: Reserve Fund	32,201
Profit for development	204,342
Dividends	407,473
Coverage of loss of previous years	–

3. To pay dividend on ordinary shares of the Company following the outcome of 2015 in an amount of 0.004254 RUB 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.

4. Specify that the date for generation of the list of persons having the right to receive dividend shall be 27.06.2016.

Voting results:

Voting options	Number of votes	Percentage of the Meeting participants
“For”	84,394,013,131	99.8409
“Against”	2,673,952	0.0032
“Abstained”	1,047,624	0.0012

Failed to vote	125,593,658
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Number of votes untabulated due to invalidation of ballots (including to the extent of voting on this issue):	5,132,223
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Decision taken.

ONE DECIDED:

1. Approve of the Company’s 2015 annual report (Appendix No 1), 2015 annual accounting statements (Appendix No 2).

2. Approve of allocation of the Company profit (loss) in 2015 reporting year as follows:

Indicator name	(thousand RUB)
Unallocated profit (loss) in the reporting period:	644,016
To allocate to: Reserve Fund	32,201
Profit for development	204,342
Dividends	407,473
Coverage of loss of previous years	–

3. To pay dividend on ordinary shares of the Company following the outcome of 2015 in an amount of 0.004254 RUB 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.

4. Specify that the date for generation of the list of persons having the right to receive dividend shall be 27.06.2016.

ISSUE No 2: On election of members of the Board of Directors of the Company.

ONE HEARD: Denis Alexandrovich Orlov - Deputy General Director for Corporate Governance of IDGC of the North-West, PJSC.

For reference:

Number of cumulative 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: **1,053,645,154,518**.

The number of cumulative votes on the voting shares of the Company on the Meeting agenda issue No 2 determined taking into account provisions of cl. 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 FFMS of Russia dated 02.02.2012 No 12-6/pz-n - **1,053,645,154,518**.

The number of cumulative votes the persons having participated in the Meeting were entitled to with regard to the Meeting agenda issue No 2 was **929,813,066,468**.

The quorum was **88.2473%**.

Quorum with regard to the Meeting agenda issue No 2 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.

Issue put to vote:

Elect the Board of Directors of the Company composed as follows¹:

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.	Dobakhyants, Yuliya Vladimirovna	Head of the Administration for Development of Operational Technological Management of the Situation Analysis Center of Rosseti, PJSC
3.	Zholnerchik, Svetlana Semenovna	Chief Advisor to Rosseti, PJSC
4.	Lavrova, Marina Alexandrovna	Head of the SDCs Economy Administration of the Economic Planning and Budgeting Department of Russian Grids, JSC.
5.	Letyagin, Alexander Vyacheslavovich	General Director of IDGC of the North-West, PJSC
6.	Malikov, Andrey Valeryevich	Deputy Head of the Administration for Support of Current Activities of the Legal Protection Department of Rosseti, PJSC

¹ According to clause 16.1. of the Charter of PJSC "IDGC of the North-West" the number of members of the Board of Directors of the Company is 11 (Eleven).

7.	Mangarov, Yury Nikolayevich	Chief Advisor to Rosseti, PJSC
8.	Podlutsky, Sergey Vasilyevich	Head of the Consolidated Planning and Reporting Administration of the Investment Activities Department of Rosseti, PJSC
9.	Seleznev, Viktor Yuryevich	Head of the Administration for Scientific and Technical Development of the Organization and Control over Implementation of R&D of the Technological Development and Innovation Department of Rosseti, PJSC
10.	Stepanova, Mariya Dmitriyevna	Head of the Administration for Interaction with Shareholders and Investors of the Department for Corporate Governance and Interaction with Shareholders and Investors of Rosseti, PJSC
11.	Erdyniyev, Anton Alexandrovich	Deputy Director of the Electric Power Industry Development Department of the Ministry of Energy of Russia
12.	Dronova, Tatyana Petrovna	Deputy General Director for Strategy and Development of Investment Holding "E-Union", CJSC
13.	Zharikov, Alexey Nikolayevich	Director for Corporate Policy and Work with Shareholders of ETsN, JSC
14.	Savelyev, Maxim Ilyich	General Director of Soyuz-Invest, LLC
15.	Branis, Alexander Markovich	Director of Prosperity Capital Management (RF) Ltd.
16.	Spirin, Denis Alexandrovich	Director for Corporate Governance of Prosperity Capital Management (RF) Ltd. representative office
17.	Filkin, Roman Alexeyevich	Director for Power Industry and Machine Building of Prosperity Capital Management (RF) Ltd. representative office
18.	Shevchuk, Alexander Viktorovich	Executive Director of the Professional Investors Association
19.	Pokrovsky, Sergey Vadimovich	Deputy Executive Director of the Professional Investors Association
20.	Maksimov, Ivan Vladimirovich	Deputy Executive Director of the Professional Investors Association

Voting results:

No.	Candidate's full name	Number of cumulative voting votes
"FOR", per candidate distribution of votes		
1.	Pokrovsky, Sergey Vladimirovich	86,834,791,614
2.	Shevchuk, Alexander Viktorovich	84,507,544,448
3.	Filkin, Roman Alexeyevich	84,308,495,184
4.	Zharikov, Alexey Nikolayevich	80,581,241,064
5.	Letyagin, Alexander Vyacheslavovich	75,720,654,474
6.	Seleznev, Viktor Yuryevich	73,986,138,299
7.	Lavrova, Marina Alexandrovna	73,976,076,891
8.	Akimov, Leonid Yuryevich	73,974,967,932

9.	Stepanova, Mariya Dmitriyevna	73,974,037,504
10.	Mangarov, Yury Nikolayevich	73,966,257,197
11.	Erdyniyev, Anton Alexandrovich	73,959,201,293
12.	Dobakhyants, Yuliya Vladimirovna	69,533,036,690
13.	Branis, Alexander Markovich	47,416,807
14.	Dronova, Tatyana Petrovna	17,424,816
15.	Maksimov, Ivan Vladimirovich	11,603,152
16.	Podlutskiy, Sergey Vasilyevich	11,116,232
17.	Malikov, Adrey Valeryevich	6,083,459
18.	Zholnerchik, Svetlana Semenovna	4,754,129
19.	Savelyev, Maxim Ilyich	4,745,144
20.	Spirin, Denis Alexandrovich	3,397,249

“AGAINST” all candidates	34,094,082
“ABSTAINED” with regard to all candidates	2,787,159,320

“Failed to vote” with regard to all candidates	29,494,905
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Number of cumulative voted untabulated due to invalidation of ballots (including to the extent of voting on this issue):	151,804,345
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Deemed elected to the Board of Directors of the Company are candidates having collected the highest number of votes.

Decision taken.

ONE DECIDED:

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

No.	Full name	Position (as of the candidate nomination moment)
1.	Pokrovsky, Sergey Vadimovich	Deputy Executive Director of the Professional Investors Association
2.	Shevchuk, Alexander Viktorovich	Executive Director of the Professional Investors Association
3.	Filkin, Roman Alexeyevich	Director for Power Industry and Machine Building of Prosperity Capital Management (RF) Ltd. representative office
4.	Zharikov, Alexey Nikolayevich	Director for Corporate Policy and Work with Shareholders of ETsN, JSC
5.	Letyagin, Alexander Vyacheslavovich	General Director of IDGC of the North-West, PJSC
6.	Seleznev, Viktor Yuryevich	Head of the Administration for Scientific and Technical Development of the Organization and Control over Implementation of R&D of the Technological Development and Innovation Department of Rosseti, PJSC
7.	Lavrova, Marina Alexandrovna	Head of the SDCs Economy Administration of the Economic Planning and Budgeting Department Rosseti, JSC.
8.	Akimov, Leonid Yuryevich	Director of the Legal Protection Department of Rosseti, PJSC

9.	Stepanova, Mariya Dmitriyevna	Head of the Administration for Interaction with Shareholders and Investors of the Department for Corporate Governance and Interaction with Shareholders and Investors of Rosseti, PJSC
10.	Mangarov, Yury Nikolayevich	Chief Advisor to Rosseti, PJSC
11.	Erdyniyev, Anton Alexandrovich	Deputy Director of the Electric Power Industry Development Department of the Ministry of Energy of Russia

ISSUE No 3: On election of members of the Auditing Commission of the Company.

ONE HEARD: Irina Grigoryevna Zhdanova - Chief Accountant - Head of the Department for Financial and Fiscal Accounting and Reporting 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 agenda Issue No 3 - **95,785,923,138**.

The number of votes on the voting shares of the Company on the Meeting agenda issue No 3 determined taking into account provisions of cl. 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 FFMS of Russia dated 02.02.2012 No 12-6/pz-n - **95,776,218,523**.

The number of votes the persons having participated in the Meeting were entitled to with regard to the Meeting agenda issue No 3 was **84,528,460,588**.

The quorum was **88.2562%**.

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

According to Clause 2 Art. 49 of the Federal Law "On Joint Stock Companies", decision on the agenda Issue No 3 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 follows²:

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.	Kabizskina, Yelena Alexandrovna	Deputy Head of the Administration for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC

² According to clause 24.1. of the Charter of PJSC "IDGC of the North-West" the number of members of the Audit Commission of the Company is 5 (Five) people.

3.	Kirillov, Artem Nikolayevich	Deputy Head of the Administration for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC
4.	Medvedeva, Oxana Alexeyevna	Chief Expert of the Administration for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC
5.	Malyshev, Sergey Vladimirovich	Lead Expert of the Administration for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC

Voting results:

No	Full name of candidate	FOR		AGAINST		ABSTAINED		INVALID	
		Number of votes	%	Number of votes	%	Number of votes	%	Number of votes	%
1.	Lelekova, Marina Alexeyevna	62,057,209,450	73.4158	2,673,413	0.0032	22,106,694,410	26.1530	236,289,657	0.2795
2.	Malyshev, Sergey Vladimirovich	62,056,450,415	73.4149	5,304,206	0.0063	22,105,491,911	26.1515	235,620,398	0.2787
3.	Kirillov, Artem Nikolayevich	62,055,213,857	73.4134	2,844,162	0.0034	22,104,732,911	26.1506	240,076,000	0.2840
4.	Medvedeva, Oxana Alexeyevna	62,054,613,347	73.4127	5,496,862	0.0065	22,106,972,140	26.1533	235,784,581	0.2789
5.	Kabizskina, Yelena Alexandrovna	62,054,564,847	73.4126	2,844,162	0.0034	22,105,381,921	26.1514	240,076,000	0.2840

Failed to vote	125,593,658
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Decision taken.**ONE DECIDED:**

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.	Malyshev, Sergey Vladimirovich	Lead Expert of the Administration for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC
3.	Kirillov, Artem Nikolayevich	Deputy Head of the Administration for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC
4.	Medvedeva, Oxana Alexeyevna	Chief Expert of the Administration for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC
5.	Kabizskina, Yelena Alexandrovna	Deputy Head of the Administration for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC

ISSUE No 4: On approval of Auditor of the Company.

ONE HEARD: Irina Grigoryevna Zhdanova - Chief Accountant - Head of the Department for Financial and Fiscal Accounting and Reporting 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 4 was **95,785,923,138**.

The number of votes on the voting shares of the Company on the Meeting agenda issue No 4 determined taking into account provisions of cl. 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 FFMS of Russia dated 02.02.2012 No 12-6/pz-n - **95,785,923,138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to the Meeting agenda issue No 4 was **84,528,460,588**.

The quorum was **88.2473%**.

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 No 4 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 RSM RUS, LLC (119285, Russia, Moscow, 4 Pudovkin str.) as Auditor of the Company.

Voting results:

Voting options	Number of votes	Percentage of the Meeting participants
“For”	76,836,010,572	90.8996
“Against”	2,704,434	0.0032
“Abstained”	7,330,476,860	8.6722

Failed to vote	355,593,658
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Number of voted untabulated due to invalidation of ballots (including to the extent of voting on this issue):	3,675,064
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Decision taken.

ONE DECIDED:

Approve of RSM RUS, LLC (119285, Russia, Moscow, 4 Pudovkin str.) as Auditor of the Company.

ISSUE No 5: On introduction of amendments and supplements to the Provisions on the General Meeting of Shareholders of Public Joint-Stock Company “Interregional Distribution Grid Company of the North-West”

ONE HEARD: Denis Alexandrovich Orlov - Deputy General Director for Corporate Governance 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 5 was **95,785,923,138**.

The number of votes on the voting shares of the Company on the Meeting agenda issue No 5 determined taking into account provisions of cl. 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 FFMS of Russia dated 02.02.2012 No 12-6/pz-n - **95,785,923,138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to the Meeting agenda issue No 5 was **84,528,460,588**.

The quorum was **88.2473%**.

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 of the amendments and supplements to the Regulations on the General Meeting of Shareholders of Public Joint-Stock Company “Interregional Distribution Grid Company of the North-West”(Appendix No 3).

Voting results:

Voting options	Number of votes	Percentage of the Meeting participants
“For”	31,105,880,851	36.7993
“Against”	53,049,952,966	62.7599
“Abstained”	9,965,704	0.0118

Failed to vote	355,593,658
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Number of voted untabulated due to invalidation of ballots (including to the extent of voting on this issue):	7,067,409
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Decision on the agenda issue No 5 untaken.

ISSUE No 6: On introduction of amendments and supplements to the Provisions on the on the Board of Directors of Public Joint-Stock Company “Interregional Distribution Grid Company of the North-West”.

ONE HEARD: Denis Alexandrovich Orlov - Deputy General Director for Corporate Governance 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 6 was **95,785,923,138**.

The number of votes on the voting shares of the Company on the Meeting agenda issue No 6 determined taking into account provisions of cl. 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 FFMS of Russia dated 02.02.2012 No 12-6/pz-n - **95,785,923,138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to the Meeting agenda issue No 6 was **84,528,460,588**.

The quorum was **88.2473%**.

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

According to Clause 2 Art. 49 of the Federal Law “On Joint Stock Companies”, decision on the agenda Issue No 6 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 amendments and supplements to the Regulations on the Board of Directors of Public Joint-Stock Company “Interregional Distribution Grid Company of the North-West”(Appendix No 4).

Voting results:

Voting options	Number of votes	Percentage of the Meeting participants
“For”	31,103,974,446	36.7970
“Against”	53,049,952,966	62.7599
“Abstained”	11,872,109	0.0140

Failed to vote	355,593,658
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Number of voted untabulated due to invalidation of ballots (including to the extent of voting on this issue):	7,067,409
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Decision on the agenda issue No 6 untaken.

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

ONE HEARD: Denis Alexandrovich Orlov - Deputy General Director for Corporate Governance 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 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 Order No 12-6/pz-n of the Federal Financial Markets Service of Russia dated 02.02.2012 was **95,785,923,138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to the Meeting agenda issue No 7 was **84,528,460,588**.

The quorum was **88.2473%**.

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:

Approve of restated Regulations on the Board of Directors of IDGC of the North-West, PJSC (Appendix No 5);

Voting results:

Voting options	Number of votes	Percentage of the Meeting participants
“For”	56,390,227,790	66.7115
“Against”	22,355,865,003	26.4477
“Abstained”	5,419,706,728	6.4117
Failed to vote		355,593,658
Number of voted untabulated due to invalidation of ballots (including to the extent of voting on this issue):		7,067,409

Decision taken.**ONE DECIDED:**

Approve of restated Regulations on the Board of Directors of IDGC of the North-West, PJSC (Appendix No 5);

ISSUE No 8: On approval of the restated Regulations on Payments of Rewards and Compensations to Members of the Board of Directors

ONE HEARD: Artur Nikolayevich Krivenko – Acting Deputy General Director – Chief of Staff 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 8 was **95,785,923,138**.

The number of votes on the voting shares of the Company on the Meeting agenda issue No 8 determined taking into account provisions of cl. 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 FFMS of Russia dated 02.02.2012 No 12-6/pz-n - **95,785,923,138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to the Meeting agenda issue No 8 was **84,528,460,588**.

The quorum was **88.2473%**.

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:

Approve of restated Regulations on Payments of Rewards and Compensations to Members of the Board of Directors of IDGC of the North-West, PJSC (Appendix No 6).

Voting results:

Voting options	Number of votes	Percentage of the Meeting participants
“For”	30,200,766,001	35.7285
“ Against ”	53,942,607,722	63.8159
“Abstained”	22,425,798	0.0265

Failed to vote	355,593,658
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Number of voted untabulated due to invalidation of ballots (including to the extent of voting on this issue):	7,067,409
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Decision on the agenda issue No 8 untaken.For reference:

The shareholders were provided an opportunity to speak by way of debate on agenda issues. Speakers on the agenda provided answers to questions posed by 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, 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.

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 2015 (**Appendix No 1**);
- Annual accounting statements of IDGC of the North-West, PJSC for 2015 (**Appendix No 2**);
- Amendments and supplements to the Regulations on the General Meeting of Shareholders of Public Joint-Stock Company “Interregional Distribution Grid Company of the North-West” (draft) (**Appendix No 3**).
- Amendments and supplements to the Regulations on the Board of Directors of Public Joint-Stock Company “Interregional Distribution Grid Company of the North-West” (draft) (**Appendix No 4**).

- Regulations on the Board of Directors of IDGC of the North-West, PJSC (**Appendix No 5**);
- Regulations on Payments of Rewards and Compensations to Members of the Board of Directors of IDGC of the North-West, PJSC (draft) (**Appendix No 6**);
- report on the agenda issue 1 “On approval of the annual report, the annual accounting statements as well as on allocation of the Company profit and loss following the results of 2015 financial year (including payment of dividend)”(**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

S. S. Zholnerchik

Secretary of the Meeting

L. Yu. Nazarenko