



Public Joint-Stock Company  
"Interregional Distribution Grid Company  
of the North-West"

## MINUTES No. 12 of the annual General Meeting of Shareholders

**13.06.2017**

**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:** Russia, 188300, Leningrad Region, Gatchina.

**Type of the General Meeting of Shareholders:** annual

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

**Meeting arrangement date:** June 13, 2017.

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

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

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

**Registration termination time:** 1:13 pm.

**Vote tabulation commencement time:** 1:43 pm.

**Meeting closure time:** 2:55 pm.

**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 13, 2017

**Execution date of the Minutes of the annual General Meeting of Shareholders of IDGC of the North-West, JSC:** June 16, 2017.

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

**Presidium of the Meeting**  
**Yu.N. Mangarov** Member of the Board of Directors of IDGC of the North-West, PJSC, Deputy Chief of Staff of Rosseti, PJSC;

**V.A. 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, JSC.

The work of the annual General Meeting of Shareholders of IDGC of the North-West, JSC (hereinafter referred to as the “Meeting”) arranged on June 13, 2017 was participated in by members of the Board of Directors, and candidates to members of the Board of Directors of the Company, members of the Management Board, representative of Auditor of the Company RSM RUS LLC, director of the Internal Audit Subdivision of the Company.

### **MEETING AGENDA**

- 1. On approval of the annual report, annual accounting (financial) statements of the Company for 2016.**
- 2. On allocation of the Company profit and loss following the results of 2016 reporting year (including payment of dividend).**
- 3. On election of members of the Board of Directors of the Company.**
- 4. On election of members of the Auditing Commission of the Company.**
- 5. On approval of Auditor of the Company.**
- 6. On approval of the draft restated Charter of IDGC of the North-West, PJSC.**
- 7. On approval of an in-house document of the Company: Restated Regulations on the General Meeting of Shareholders of IDGC of the North-West, PJSC.**
- 8. On approval of an in-house document of the Company: Restated Regulations on the Board of Directors of IDGC of the North-West, PJSC.**
- 9. On approval of an in-house document of the Company: Restated Regulations on the Auditing Commission of IDGC of the North-West, PJSC.**
- 10. On discontinuation of participation in “ENERGOSTROY” UNION of IDGC of the North-West, PJSC.**
- 11. On participation in Self-regulatory organization “Saint Petersburg Alliance of Constructors” Association.**

#### For reference:

The annual General Meeting of Shareholders of IDGC of the North-West, JSC (hereinafter – Company) following the results of 2016 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, JSC dated May 05, 2017 (Minutes No. 241/32).

The list of persons having the right to participate in the annual General Meeting of Shareholders of IDGC of the North-West, PJSC was generated as of May 19, 2017.

Postal addresses whereto completed ballots could be mailed:

- Registrar R.O.S.T., JSC, block 13, 18 Stromynka str., Moscow, Russia, 107996;
- 188300, Russia, Leningrad Region, Gatchina, Sobornaya str., 31, IDGC of the North-West, JSC;
- 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 IDGC of the North-West, JSC dated May 05, 2017 (Minutes No. 241/32), Lyudmila Yuryevna Nazarenko, Corporate Secretary of the Company, shall be Secretary of the annual General Meeting of Shareholders of IDGC of the North-West, JSC.

In accordance with Clause 56 Article 49 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 are performed by the Registrar of IDGC of the North-West, JSC – Joint-Stock Company “Registrar R.O.S.T.” (hereinafter referred to as Registrar R.O.S.T., JSC).

The authorized persons of Registrar – Registrar R.O.S.T., JSC: Aleksandr Vladimirovich Ivanov, acting pursuant to his rights under Power of Attorney No. 0001/3 dated 11.01.2016.

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

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

Chairman of the Meeting Yu.N. Mangarov gave the floor to an authorized representative of the Registrar – Registrar R.O.S.T., JSC – Ivanov A.V. 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 – 12 pm on June 13, 2017.

The persons registered as of 12:00 local time were jointly entitled to **83 673 700 569** votes which is equal to **87.3549%** 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 Yu.N. Mangarov declared the annual General Meeting of Shareholders of the Company opened and announced the procedural rules for the Meeting arrangement as follows (in accordance with the Regulations on the General Meeting of Shareholders of IDGC of the North-West, PJSC in effect with the Company):

- Report on 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 the last item of the agenda;

- registration of the Meeting participants will be completed after the discussion of the last item of the agenda of the Meeting, on which there is a quorum.

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

- upon completion of registration of persons having the right to participate in the Meeting, the authorized representative of Registrar R.O.S.T., JSC Ivanov A.V. 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 tabulation to be commenced upon expiry of the said period.

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

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

#### **ISSUE No. 1: On approval of the annual report, annual accounting (financial) statements of the Company for 2016.**

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

**A.V. Letyagin** and **I.G. Zhdanova:** provided to the Meeting Participants the report and coreport on the issue “On approval of annual report, accounting (financial) statements of the Company for 2016” (attached to the meeting).

For reference:

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

The number of votes accrued to the voting shares of the Company on the Meeting agenda issue No. 1 determined taking into account provisions of p. 4.20 of the Regulation on additional requirements to the order of preparation, convocation and holding of the general meeting of shareholders approved by the Order of the FSFM of Russia dated 02.02.2012 No. 12-6/pz-n – **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, – 83 673 710 569.**

Quorum – **87.3549%.**

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:**

Approve of the Company's 2016 annual report, 2015 annual accounting (financial) statements of the Company for 2016.

**Voting results:**

Option of voting	Number of votes	Percentage of the Meeting participants
<b>“For”</b>	<b>83 658 673 383</b>	<b>99.9820</b>
“Against”	0	0.0000
“Abstained”	3 023 425	0.0036

Failed to vote	30 000
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Number of voted untabulated due to invalidation of ballots (including to the extent of voting on this issue):	11 983 761
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**Decision taken.****ONE DECIDED:**

Approve of the Company's 2016 annual report, 2015 annual accounting (financial) statements of the Company for 2016.

**ISSUE No. 2: On allocation of the Company profit and loss following the results of 2016 reporting year (including payment of dividend).**

**ONE HEARD:** Aleksandr Vyacheslavovich Letyagin – General Director of IDGC of the North-West, PJSC.

**A.V. Letyagin:** reported that the Board of Directors of the Company at the meeting on May 19, 2017 (minutes No. 242/33) made the decision on recommendations for profit distribution and dividend payment following the results of 2016 reporting year and proposed to participants of the Meeting to make a decision in accordance with these recommendations.

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 accrued to the voting shares of the Company on the Meeting agenda issue No. 2 determined taking into account provisions of p. 4.20 of the Regulation on additional requirements to the order of preparation, convocation and holding of the general meeting of shareholders approved by the Order of the FSFM of Russia dated 02.02.2012 No. 12-6/pz-n – **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, – **83 673 710 569**.

Quorum – **87.3549%**.

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 2016 reporting year:

Name	(thousand RUB)
Unallocated profit (loss) in the reporting period:	456 889
To allocate to: Reserve Fund	22 844
Profit for development	322 857
Dividends	111 188
Coverage of loss of previous years	0

2. To pay dividend on ordinary shares of the Company following the outcome of 2016 in an amount of 0.0011608 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.

3. Specify that the date for generation of the list of persons having the right to receive dividend shall be 26.06.2017.

**Voting results:**

Option of voting	Number of votes	Percentage of the Meeting participants
<b>“For”</b>	<b>54 948 547 802</b>	<b>65.6700</b>
“Against”	28 722 016 502	34.3262
“Abstained”	1 702 005	0.0020

Failed to vote	30 000
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Number of voted untabulated due to invalidation of ballots (including to the extent of voting on this issue):	1 414 260
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**Decision taken.****ONE DECIDED:**

1. Approve of allocation of the Company profit (loss) for 2016 reporting year:

Name	(thousand RUB)
Unallocated profit (loss) in the reporting period:	456 889
To allocate to: Reserve Fund	22 844
Profit for development	322 857
Dividends	111 188
Coverage of loss of previous years	0

2. To pay dividend on ordinary shares of the Company following the outcome of 2016 in an amount of 0.0011608 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.

3. Specify that the date for generation of the list of persons having the right to receive dividend shall be 26.06.2017.

**ISSUE No. 3: 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.

**D.A.Orlov:** communicated the fact that shareholders holding at least 2% of the total number of the Company voting shares were be entitled to nominate candidates to the Board of Directors of the Company for election at the annual General Shareholders Meeting of the Company for 2016.

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

Included in the cumulative voting ballot are the 19 candidates for election of 11 members of the Board of Directors of the Company in accordance with the Charter 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. 3: **1 053 645 154 518**.

The number of votes on the voting shares of the Company on the Meeting agenda issue No. 3 determined taking into account provisions of p. 4.20 of the Regulation on additional requirements to the order of preparation, convocation and holding of the general meeting of shareholders approved by the Order of the FSFM of Russia dated 02.02.2012 No. 12-6/pz-n – **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. 3 was **920 410 816 259**.

Quorum – **87.3549 %**.

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

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

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

**Issue put to vote:**

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

No.	Candidate's full name	Position (as of the candidate nomination moment)
1.	Akimov, Leonid Yuryevich	Director of the Legal Protection Department of Rosseti, PJSC
2.	Akopyan, Dmitry Borisovich	Director of the Investment Activities Department of Rosseti, PJSC
3.	Bogomolov, Nikolay Valeryevich	First Deputy General Director of FIC PJSC

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

4.	Dubov, Anton Yuryevich	Deputy Head of the Corporate Relationships Administration of the Department for Corporate Governance and Interaction with Shareholders and Investors of Rosseti PJSC
5.	Lavrova, Marina Alexandrovna	Head of the SDCs Economy Administration of the Economic Planning and Budgeting Department of Rosseti, PJSC
6.	Letyagin, Alexander Vyacheslavovich	General Director of IDGC of the North-West, PJSC
7.	Mangarov, Yury Nikolayevich	Deputy Chief of Staff of Rosseti, PJSC
8.	Stepanova, Mariya Dmitriyevna	Deputy Head of the Administration of organization of activities of Management Board, Board of Directors and Interaction with Shareholders and Investors of the Department for Corporate Governance and Interaction with Shareholders and Investors of Rosseti PJSC
9.	Shvankova, Mariya Mikhailovna	Head of treasury administration of the Treasury Department of Rosseti, PJSC
10.	Yuryev, Alexander Vladimirovich	Acting General Director of CTZ, OJSC, Head of Administration of construction of power supply network of Department of capital construction of Rosseti PJSC
11.	Dronova, Tatyana Petrovna	Deputy General Director for Strategy and Development of Investment Holding "E-Union", CJSC
12.	Zharikov, Alexey Nikolayevich	Director for Corporate Policy and Work with Shareholders of ECN JSC
13.	Savelyev, Maxim Ilyich	General Director of Soyuz-Invest, LLC
14.	Spirin, Denis Alexandrovich	Director for Corporate Governance of Prosperity Capital Management (RF) Ltd. representative office
15.	Filkin, Roman Alexeyevich	Director for Power Industry and Machine Building of Prosperity Capital Management (RF) Ltd. representative office
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.	Kulikov, Denis Viktorovich	Advisor to Executive Director of Professional Investors Association
19.	Repin, Igor Nikolayevich	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 cumulative votes		
1.	Letyagin, Alexander Vyacheslavovich	<b>85 892 805 477</b>
2.	Filkin, Roman Alexeyevich	<b>83 522 870 661</b>
3.	Fedorov, Oleg Romanovich	<b>83 454 135 013</b>



4.	Shevchuk, Alexander Viktorovich	<b>83 453 222 405</b>
5.	Lavrova, Marina Alexandrovna	<b>83 377 750 275</b>
6.	Stepanova, Mariya Dmitriyevna	<b>83 375 770 704</b>
7.	Shvankova, Mariya Mikhailovna	<b>83 375 299 356</b>
8.	Mangarov Yury Nikolayevich	<b>83 370 512 498</b>
9.	Akopyan Dmitry Borisovich	<b>83 370 190 816</b>
10.	Bogomolov Nikolay Valeryevich	<b>83 368 954 973</b>
11.	Zharikov, Alexey Nikolayevich	<b>83 170 561 385</b>
12.	Savelyev, Maxim Ilyich	58 555 023
13.	Yuryev, Alexander Vladimirovich	18 039 040
14.	Akimov, Leonid Yuryevich	16 105 540
15.	Dubov Anton Yuryevich	14 463 804
16.	Dronova, Tatyana Petrovna	9 285 396
17.	Kulikov, Denis Viktorovich	2 560 348
18.	Repin, Igor Nikolayevich	2 560 348
19.	Spirin, Denis Alexandrovich	2 551 820

“AGAINST” all candidates	0
“ABSTAINED” with regard to all candidates	245 894 451

“Failed to vote” with regard to all candidates	50 080 758
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Number of cumulative voted untabulated due to invalidation of ballots (including to the extent of voting on this issue):	258 646 168
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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.	Letyagin, Alexander Vyacheslavovich	General Director of IDGC of the North-West, PJSC
2.	Filkin, Roman Alexeyevich	Director for Power Industry and Machine Building of Prosperity Capital Management (RF) Ltd. representative office
3.	Fedorov, Oleg Romanovich	Member of the Supervisory Board of JSC “ALROSA” (PJSC)
4.	Shevchuk, Alexander Viktorovich	Executive Director of the Professional Investors Association
5.	Lavrova, Marina Alexandrovna	Head of the SDCs Economy Administration of the Economic Planning and Budgeting Department of Rosseti, PJSC.
6.	Stepanova,	Deputy Head of the Administration of organization of

	Mariya Dmitriyevna	activities of Management Board, Board of Directors and Interaction with Shareholders and Investors of the Department for Corporate Governance and Interaction with Shareholders and Investors of Rosseti, PJSC
7.	Shvankova, Mariya Mikhailovna	Head of treasury administration of the Treasury Department of Rosseti, PJSC
8.	Mangarov, Yury Nikolayevich	Deputy Chief of Staff of Rosseti, PJSC
9.	Akopyan, Dmitry Borisovich	Director of the Investment Activities Department of Rosseti, PJSC
10.	Bogomolov, Nikolay Valeryevich	First Deputy General Director of Public Joint-Stock Company "Federal Testing Center"
11.	Zharikov, Alexey Nikolayevich	Director for Corporate Policy and Work with Shareholders of ETsN, JSC

**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 the North-West, PJSC.

**I.G. Zhdanova:** communicated the fact that shareholders holding at least 2% of the total number of the Company voting shares were be entitled to nominate candidates to the Auditing Commission of the Company for election at the annual General Shareholders Meeting of the Company for 2016.

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 on the voting shares of the Company on the Meeting agenda issue No. 4 determined taking into account provisions of p. 4.20 of the Regulation on additional requirements to the order of preparation, convocation and holding of the general meeting of shareholders approved by the Order of the FSFM of Russia dated 02.02.2012 No. 12-6/pz-n – **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, – 83 673 710 569.**

Quorum – **87.3549%.**

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.

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

**Issue put to vote:**Elect the Auditing Commission of the Company composed as follows<sup>2</sup>:

No.	Candidate's full name	Position (as of the candidate nomination moment)
1.	Lelekova, Marina Alexeyevna	Director of the Department for Controlling and Auditing Activities of Rosseti, PJSC
2.	Kim, Svetlana Anatolyevna	Head of the Administration for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC
3.	Medvedeva, Oxana Alexeyevna	Chief Expert of the Administration for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC
4.	Kirillov, Artem Nikolayevich	Deputy Head 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.	Kim, Svetlana Anatolyevna	83 642 872 749	99.9631	969 241	0.0012	18 960 586	0.0227	10 877 993	0.0130
2.	Lelekova, Marina Alexeyevna	83 642 820 214	99.9631	969 241	0.012	19 013 121	0.0227	10 877 993	0.0130
3.	Malyshev Sergey Vladimirovich	83 637 845 291	99.9571	5 965 678	0.0071	18 960 586	0.0227	10 909 014	0.0130
4.	Medvedeva, Oxana Alexeyevna	83 637 823 777	99.9571	5 965 678	0.0071	19 013 121	0.0227	10 877 993	0.0130
5.	Kirillov Artem Nikolayevich	83 637 144 457	99.9563	6 666 512	0.0080	18 960 586	0.0227	10 909 014	0.0130

Failed to vote	30 000
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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)
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<sup>2</sup> According to Clause 16.1. of the Charter of IDGC of the North-West, PJSC, the number of members of the Board of Directors is equal to 11 (Eleven) persons.

1.	Kim, Svetlana Anatolyevna	Head of the Administration for Auditing Activities of the Department for Controlling and Auditing Activities of Rosseti, PJSC
2.	Lelekova, Marina Alexeyevna	Director of the Department for Controlling and Auditing Activities of Rosseti, PJSC
3.	Malyshev, Sergey Vladimirovich	Lead Expert 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.	Kirillov, Artem Nikolayevich	Deputy Head of the Administration for Auditing Activities of the Department for Controlling and Auditing Activities 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 the North-West, PJSC.

**I.G. Zhdanova:** reported that for approval as Auditor at the annual General Meeting of Shareholders of the Company following the results of operation during 2016 in accordance with decision of the Board of Directors of the Company dated 19.05.2017 (Minutes No. 242/33) is the candidacy of RSM RUS, LLC.

#### 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 p. 4.20 of the Regulation on additional requirements to the order of preparation, convocation and holding of the general meeting of shareholders approved by the Order of the FSFM of Russia dated 02.02.2012 No. 12-6/pz-n – **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, – **83 673 710 569**.

Quorum – **87.3549%**.

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 RSM RUS, LLC (TIN/KPP 7722020834/772901001, Russia, Moscow, 119285 Pudovkin str.) as Auditor of the Company.

**Voting results:**

Option of voting	Number of votes	Percentage of the Meeting participants
<b>“For”</b>	<b>54 216 177 621</b>	<b>64.7948</b>
“Against”	29 444 043 698	35.1891
“Abstained”	9 407 290	0.0112

Failed to vote	51 340
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Number of voted untabulated due to invalidation of ballots (including to the extent of voting on this issue):	4 030 620
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**Decision taken.****ONE DECIDED:**

Approve of RSM RUS, LLC (TIN/KPP 7722020834/772901001, Russia, Moscow, 119285 Pudovkin str.) as Auditor of the Company.

**ISSUE No. 6: On approval of the draft restated Charter 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.

**D.A. Orlov:** reported that the issue was included into the Meeting Agenda by decision of the Board of Directors of the Company dated May 05, 2017 (minutes No. 241/32).

The Board of Directors of the Company dated May 19, 2017 (minutes No. 242/33) made the following decision: “Suggest that the annual General Meeting of Shareholders of the Company approve the restated Charter of IDGC of the North-West, PJSC”.

For reference:

The number of votes the persons included in the list of persons having the right to participate in the Meeting were entitled to with regard to the Meeting agenda Issue No. 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 p. 4.20 of the Regulation on additional requirements to the order of preparation, convocation and holding of the general meeting of shareholders approved by the Order of the FSFM of Russia dated 02.02.2012 No. 12-6/pz-n – **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, – **83 673 710 569**.

Quorum – 87.3549%.

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

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

**Issue put to vote:**

Approve of restated Charter of IDGC of the North-West, JSC

**Voting results:**

Option of voting	Number of votes	Percentage of the Meeting participants
<b>“For”</b>	<b>83 663 503 937</b>	<b>99.9878</b>
“Against”	0	0.0000
“Abstained”	7 033 395	0.0084

Failed to vote	51 340
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Number of voted untabulated due to invalidation of ballots (including to the extent of voting on this issue):	3 121 897
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**Decision taken.****ONE DECIDED:**

Approve of restated {0}Charter of{0} {0}IDGC of the North-West, JSC

**ISSUE No. 7: On approval of an in-house document of the Company: Restated Regulations on the General Meeting of Shareholders 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 on the voting shares of the Company on the Meeting agenda issue No. 7 determined taking into account provisions of p. 4.20 of the Regulation on additional requirements to the order of preparation, convocation and holding of the general meeting of shareholders approved by the Order of the FSFM of Russia dated 02.02.2012 No. 12-6/pz-n – **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, – **83 673 710 569**.

Quorum – **87.3549%**.

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 the restated Regulations on the General Meeting of Shareholders of IDGC of the North-West, PJSC.

**Voting results:**

Voting options	Number of votes	Percentage of the Meeting participants
<b>“For”</b>	<b>83 664 694 359</b>	<b>99.9892</b>
“Against”	3 360 000	0.0040
“Abstained”	2 482 973	0.0030

Failed to vote	51.340
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Number of voted untabulated due to invalidation of ballots (including to the extent of voting on this issue):	3 121 897
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**Decision taken.****ONE DECIDED:**

Approve the restated Regulations on the General Meeting of Shareholders of IDGC of the North-West, PJSC.

**ISSUE No. 8: On approval of an in-house document of the Company: 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. 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 p. 4.20 of the Regulation on additional requirements to the order of preparation, convocation and holding of the general meeting of shareholders approved by the Order of the FSFM of Russia

dated 02.02.2012 No. 12-6/pz-n – **95 785 923 138**. The number of votes the persons having participated in the Meeting were entitled to with regard to issue No. 8 of the Meeting Agenda, – **83 673 710 569**.

Quorum – **87.3549%**.

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 the restated Regulations on the Board of Directors of IDGC of the North-West, PJSC.

**Voting results:**

Voting options	Number of votes	Percentage of the Meeting participants
“For”	<b>83 663 964 114</b>	<b>99.9884</b>
“Against”	0	0.0000
“Abstained”	6 573 218	0.0079

Failed to vote	51 340
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**Decision taken.****ONE DECIDED:**

Approve of the restated Regulations on the Board of Directors of IDGC of the North-West, PJSC

**ISSUE No. 9: On approval of an in-house document of the Company: Restated**

**Regulations on the Auditing Commission of IDGC of the North-West, PJSC.**

**ONE HEARD:** Zhdanova Irina Grigoryevna – 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. 9 was **95 785 923 138**.

The number of votes on the voting shares of the Company on the Meeting agenda issue No. 9 determined taking into account provisions of p. 4.20 of the Regulation on additional requirements to the order of preparation, convocation and holding of the general meeting of shareholders approved by the Order of the FSFM of Russia

dated 02.02.2012 No. 12-6/pz-n – **95 785 923 138**. The number of votes the persons having participated in the Meeting were entitled to with regard to issue No. 9 of the Meeting Agenda, – **83 673 710 569**.

Quorum – **87.3549%**.

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”, decision on the agenda Issue No. 9 is to be taken by a majority vote of the shareholders holding voting shares of the Company and participating in the Meeting.

**Issue put to vote:**

Approve the restated Regulations on the Auditing Commission of IDGC of the North-West, PJSC.

**Voting results:**

Voting options	Number of votes	Percentage of the Meeting participants
“For”	<b>83 664 694 359</b>	<b>99.9892</b>
“Against”	0	0.0000
“Abstained”	5 842 973	0.0070
Failed to vote		51 340
Number of voted untabulated due to invalidation of ballots (including to the extent of voting on this issue):		3 121 897

**Decision taken.**

**ONE DECIDED:**

Approve the restated Regulations on the Auditing Commission of IDGC of the North-West, PJSC.

**ISSUE No. 10: On discontinuation of participation in “ENERGOSTROY” UNION of IDGC of the North-West, PJSC.**

**ONE HEARD:** Vladimir Valeryevich Nesterenko – Deputy General Director for Investment Activities 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. 10 was **95 785 923 138**.

The number of votes on the voting shares of the Company on the Meeting agenda issue No. 10 determined taking into account provisions of p. 4.20 of the Regulation on



additional requirements to the order of preparation, convocation and holding of the general meeting of shareholders approved by the Order of the FSFM of Russia

dated 02.02.2012 No. 12-6/pz-n – **95 785 923 138**. The number of votes the persons having participated in the Meeting were entitled to with regard to issue No. 10 of the Meeting Agenda, – **83 673 710 569**.

Quorum – **87.3549%**.

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.

**Issue put to vote:**

Approve of discontinuation of participation in “ENERGOSTROY” UNION of IDGC of the North-West, PJSC.

**Voting results:**

Voting options	Number of votes	Percentage of the Meeting participants
“For”	<b>83 651 298 472</b>	<b>99.9732</b>
“Against”	4,996,437	0.0060
Failed to vote		2 113 091
“Abstained”	14 783 913	0.0177

Number of voted untabulated due to invalidation of ballots (including to the extent of voting on this issue):	518 656
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**Decision taken.**

**ONE DECIDED:**

Approve of discontinuation of participation in “ENERGOSTROY” UNION of IDGC of the North-West, PJSC.

**ISSUE No. 11: On participation in Self-regulatory organization “Saint Petersburg Alliance of Constructors” Association.**

**ONE HEARD:** Vladimir Valeryevich Nesterenko – Deputy General Director for Investment Activities 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. 11 was **95 785 923 138**.

The number of votes on the voting shares of the Company on the Meeting agenda issue No. 11 determined taking into account provisions of p. 4.20 of the Regulation on additional requirements to the order of preparation, convocation and holding of the general meeting of shareholders approved by the Order of the FSFM of Russia dated 02.02.2012 No. 12-6/pz-n – **95 785 923 138**.

The number of votes the persons having participated in the Meeting were entitled to with regard to issue No. 11 of the Meeting Agenda, – **83 673 710 569**.

Quorum – **87.3549%**.

Quorum with regard to the Meeting agenda Issue No. 11 was present.

According to Clause 2 Art. 49 of the Federal Law “On Joint Stock Companies”, decision on the agenda Issue No. 11 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 participation of IDGC of the North-West, PJSC in the Self-regulatory organization “Saint Petersburg Alliance of Constructors” Association (hereinafter – SRO A “St. Petersburg Alliance of Constructors”) by entering under the following terms:

- initiation contribution amount – 1000 (one thousand) RUB;
- amount of regular monthly membership contributions – 8000 (eight thousand) rubles;
- contribution payment form – monetary funds;
- amount of initiation and membership fees, types and amounts of other contributions and the procedure for their payment are established and may be further modified in accordance with the internal documents of SRO A “St. Petersburg Alliance of Constructors”.

**Voting results:**

Voting options	Number of votes	Percentage of the Meeting participants
“For”	<b>54 197 609 220</b>	<b>64.7726</b>
“Against”	24 749 356 028	29.5784
“Abstained”	4 724 113 574	5.6459
Failed to vote		2 113 091
Number of voted untabulated due to invalidation of ballots (including to the extent of voting on this issue):		518 656

**Decision taken.**

**ONE DECIDED:**

Approve of participation of IDGC of the North-West, PJSC in the Self-regulatory organization “Saint Petersburg Alliance of Constructors” Association (hereinafter – SRO A “St. Petersburg Alliance of Constructors”) by entering under the following terms:

- initiation contribution amount – 1000 (one thousand) RUB;
- amount of regular monthly membership contributions – 8000 (eight thousand) rubles;
- contribution payment form – monetary funds;
- amount of initiation and membership fees, types and amounts of other contributions and the procedure for their payment are established and may be further modified in accordance with the internal documents of SRO A “St. Petersburg Alliance of Constructors”.

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 (registration termination 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 1:13 pm, June 13, 2017. The persons registered as of 1:13 pm local time were jointly entitled to **83 673 710 569** votes

which is equal to **87.3549%** of the total number of votes the persons having the right to participate in the Meeting were entitled to.

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 following the results of operation in 2016 (**Appendix No. 1**);

- Annual accounting (financial) statements of IDGC of the North-West, JSC for 2016 (**Appendix No. 2**);

- restated Charter of IDGC of the North-West, JSC (**Appendix No. 3**)

- **Restated Regulations on the General Meeting of Shareholders of IDGC of the North-West, PJSC (Appendix No. 4)**;

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

- restated Regulations on the Auditing Commission of IDGC of the North-West, PJSC (**Appendix No. 6**)

- report on issue No. 1 of the agenda "On approval of annual report, accounting (financial) statements for 2106 reporting year" (**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, JSC (**Appendix No. 8**).

**Chairman of the Meeting**

**Yu.N. Mangarov**

**Secretary of the Meeting**

**L.Yu. Nazarenko**