

Voting Report of the Annual General Meeting of Shareholders of PJSC ROSSETI

Name of the Company: Public Joint Stock Company ROSSETI (PJSC ROSSETI)

Registered address of the Company: Moscow, Russia

Type of the General Meeting of Shareholders: annual

Form of the General Meeting of Shareholders: meeting (an in-person meeting attended by shareholders to discuss the agenda items and adopt decisions on the issues put to a vote)

Date of the list of the persons entitled to participate in the Annual General Meeting of Shareholders: May 24, 2016

Date of the General Meeting of Shareholders: June 30, 2016

Venue of the General Meeting of Shareholders: Russia, Moscow, 1-y Zachatyevsky pereulok, 4

Agenda of the General Meeting of Shareholders:

- 1) Approval of the Annual Report of the Company.
- 2) Approval of the annual accounting (financial) statements, including the statement of financial performance, of the Company for 2015.
- 3) Company's profit and loss distribution based on performance results in 2015.
- 4) Amount, period, and form of dividend payment based on performance results in 2015 and the date set for determining the persons entitled to dividends.
- 5) Amount, period, and form of dividend payment based on performance results in the 1st quarter of 2016 and the date set for determining the persons entitled to dividends.
- 6) Payment of remuneration for serving on the Board of Directors to members of the Board of Directors other than those who hold public office in the amount specified in the Company's internal documents.
- 7) Payment of remuneration for serving on the Internal Audit Commission to members of the Internal Audit Commission other than those who hold public office in the amount specified in the Company's internal documents.
- 8) Election of members of the Board of Directors of the Company.
- 9) Election of members of the Internal Audit Commission of the Company.
- 10) Approval of the Auditor of the Company.
- 11) Approval of a restated version of the Articles of Association of the Company.
- 12) Approval of the liability insurance contract for directors and officers, which is a related party transaction.
- 13) PJSC ROSSETI's membership in WorldSkills Russia.
- 14) Termination of PJSC ROSSETI's membership in ENERGOSTROY Association of Organizations Carrying out Construction, Rehabilitation and Capital Repair of Power Facilities, Networks and Substations Nonprofit Partnership.
- 15) PJSC ROSSETI's membership in the Russian International Affairs Council.

Number of the item on the agenda:	Number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders:	Number of votes attaching to the voting shares in the Company as determined subject to the provisions of paragraph 4.20 of the Regulations for Additional Requirements Applicable to the Procedure of Preparing, Convening and	Number of votes held by the persons who participated in the General Meeting of Shareholders:

		Holding the General Meeting of Shareholders:	
Concerning Item 1:	197,476,901,491	197,476,901,491	184,630,227,967 (the General Meeting of Shareholders had a quorum)
Concerning Item 2:	197,476,901,491	197,476,901,491	184,630,227,967 (the General Meeting of Shareholders had a quorum)
Concerning Item 3:	197,476,901,491	197,476,901,491	184,630,227,967 (the General Meeting of Shareholders had a quorum)
Concerning Item 4:	197,476,901,491	197,476,901,491	184,630,227,967 (the General Meeting of Shareholders had a quorum)
Concerning Item 5:	197,476,901,491	197,476,901,491	184,630,227,967 (the General Meeting of Shareholders had a quorum)
Concerning Item 6:	197,476,901,491	197,476,901,491	184,630,227,967 (the General Meeting of Shareholders had a quorum)
Concerning Item 7:	197,476,901,491	197,476,901,491	184,630,227,967 (the General Meeting of Shareholders had a quorum)
Concerning Item 8:	2,962,153,522,365 (for cumulative voting)	2,962,153,522,365 (for cumulative voting)	2,769,453,419,505 (the General Meeting of Shareholders had a quorum)
Concerning Item 9:	197,476,901,491	197,467,926,714	184,630,227,967 (the General Meeting of Shareholders had a quorum)
Concerning Item 10:	197,476,901,491	197,476,901,491	184,630,227,967 (the General Meeting of Shareholders had a quorum)
Concerning Item 11:	197,476,901,491	197,476,901,491	184,630,227,967 (the General Meeting of Shareholders had a quorum)
Concerning Item 12:	197,467,926,714	197,467,926,714	184,630,227,967 (the General Meeting of Shareholders had a quorum)
Concerning Item 13:	197,476,901,491	197,476,901,491	184,630,227,967 (the General Meeting of Shareholders had a quorum)

			of Shareholders had a quorum)
Concerning Item 14:	197,476,901,491	197,476,901,491	184,630,227,967 (the General Meeting of Shareholders had a quorum)
Concerning Item 15:	197,476,901,491	197,476,901,491	184,630,227,967 (the General Meeting of Shareholders had a quorum)

Number of votes for each variant of voting on each item on the agenda of the General Meeting of Shareholders:

	“FOR”	“AGAINST”	“ABSTAINED”
Concerning Item 1:	184,604,695,120 (99.98617%)	307,056 (0.00017%)	9,518,905 (0.00516%)
Concerning Item 2:	184,604,668,336 (99.98616%)	370,104 (0.0002%)	9,479,177 (0.00513%)
Concerning Item 3:	184,602,645,515 (99.98506%)	2,234,656 (0.00121%)	9,681,626 (0.00524%)
Concerning Item 4:	184,602,372,839 (99.98491%)	4,374,692 (0.00237%)	7,785,624 (0.00422%)
Concerning Item 5:	184,599,258,961 (99.98323%)	7,929,941 (0.0043%)	7,365,389 (0.00399%)
Concerning Item 6:	184,271,792,188 (99.80586%)	208,628,194 (0.113%)	134,143,839 (0.07266%)
Concerning Item 7:	184,271,614,767 (99.80577%)	684,716 (0.00037%)	342,264,738 (0.18538%)
Concerning Item 8:	No.	Full Name	Number of Votes “FOR”
	1	Boris Ilyich Ayuyev	200,247,253,659
	2	Oleg Gennadyevich Barkin	200,246,104,385
	3	Vasily Mikhailovich Belov	220,153,318,114
	4	Oleg Mikhailovich Budargin	200,284,387,283
	5	Oleg Markovich Dubnov	201,277,616,496
6	Alexander Sergeyevich Kalinin	200,247,189,822	

	7	Vyacheslav Mikhailovich Kravchenko	200,248,513,058		
	8	Andrey Yevgenyevich Murov	200,247,725,454		
	9	Alexander Valentinovich Novak	200,275,194,688		
	10	Nikolay Radyevich Podguzov	200,292,907,677		
	11	Mikhail Igorevich Poluboyarinov	200,246,006,343		
	12	Nikolay Dmitryevich Rogalev	201,670,177,503		
	13	Sergey Ivanovich Shmatko	200,246,164,147		
	14	Stanislav Olegovich Ashirov	63,275,891,426		
	15	Andrey Nikolayevich Shishkin	23,883,471,213		
	16	Nikolay Grigoryevich Shulginov	52,933,586,353		
	“AGAINST” all nominees		34,132,110		
	“ABSTAINED” with respect to all nominees		3,408,842,190		
Concerning Item 9:	No.	Full Name	“FOR”	“AGAINST”	“ABSTAINED”
	1	Alexander Yevgenyevich Bogashov	184,476,424,165 (99.9167%)	240,863 (0.00013%)	137,816,444 (0.07464%)
	2	Sergey Aleksandrovich Kravchenko	184,476,380,430 (99.91667%)	243,031 (0.00013%)	137,847,924 (0.07466%)
	3	Olga Alekseyevna Kuleshova	184,476,405,717 (99.91669%)	231,128 (0.00013%)	137,834,540 (0.07464%)
	4	Vladimir Vasilyevich Khvorov	184,476,416,281 (99.91669%)	238,103 (0.00013%)	137,816,984 (0.07464%)

	5	Igor Vladimirovich Shmakov	184,476,450,323 (99.91671%)	214,393 (0.00012%)	137,806,420 (0.07463%)
	“FOR”		“AGAINST”		“ABSTAINED”
Concerning Item 10:	184,478,337,540 (99.91773%)		205,972 (0.00011%)		136,013,732 (0.07367%)
Concerning Item 11:	184,475,876,111 (99.9164%)		706,262 (0.00038%)		137,958,470 (0.07472%)
Concerning Item 12:	183,935,655,810 (93.1471%)		1,019,215 (0.00052%)		139,931,445 (0.07086%)
Concerning Item 13:	184,477,394,122 (99.91722%)		2,257,246 (0.00122%)		134,432,563 (0.07281%)
Concerning Item 14:	184,477,960,952 (99.91753%)		292,158 (0.00016%)		136,137,764 (0.07374%)
Concerning Item 15:	184,472,457,002 (99.91455%)		7,102,172 (0.00385%)		134,849,902 (0.07304%)

Wording of the decisions adopted by the General Meeting of Shareholders:

Concerning Item 1: The Annual Report of the Company for 2015 shall be approved.

Concerning Item 2: The annual accounting (financial) statements, including the statement of financial performance, of the Company for 2015 prepared in accordance with Russian Accounting Standards shall be approved.

Concerning Item 3: The Company’s profit (loss) distribution based on performance results in 2015 shall be approved:

Indicator	Amount, thousand rubles
Undistributed loss of the reporting period	(18,214,294)
To be distributed as follows:	
- reserve fund	-
- investments and development	-
- dividends	-
- covering of losses of previous years	-

Concerning Item 4: Dividends on the Company’s preference and ordinary shares shall not be paid based on performance results in 2015.

Concerning Item 5:

1. 1,784,970,000 rubles shall be used to pay dividends.

2. Dividends on the Company’s preference shares shall be paid out of the Company’s net profit for the 1st quarter of 2016 in the amount of 154,653,000 rubles in cash (0.07452614 ruble per preference share).

3. Dividends on the Company’s ordinary shares shall be paid out of the Company’s net profit for the 1st quarter of 2016 in the amount of 1,630,317,000 rubles in cash (0.00831813 ruble per ordinary share).

4. The amount of accrued dividends for one shareholder of PJSC ROSSETI shall be rounded up or down to the nearest whole kopeck. The rounded amount shall be calculated according to mathematical rounding rules.

5. The dividend payment period shall be at most 10 business days for a nominee holder and an asset manager that is a professional securities market participant and 25 business days for other shareholders registered on the register after the date of the list of the persons entitled to dividends.

6. The date of the list of the persons entitled to dividends shall be July 19, 2016.

Concerning Item 6: Remuneration for serving on the Company’s Board of Directors shall not be paid to members of the Company’s Board of Directors as specified in the Regulations for

Remuneration and Compensation for Members of the Board of Directors of the Company approved by the decision adopted by the Annual General Meeting of Shareholders of the Company on June 30, 2015; the Minutes of July 2, 2015.

Concerning Item 7: Remuneration for serving on the Company's Internal Audit Commission shall be paid to members of the Company's Internal Audit Commission other than those who hold public office in the amount specified in the Regulations for Remuneration and Compensation for Members of the Internal Audit Commission of the Company approved by the decision adopted by the Annual General Meeting of Shareholders of the Company on June 30, 2015; the Minutes of July 2, 2015.

Concerning Item 8: The following persons shall be elected to the Board of Directors of the Company:

No.	Full Name	Position (as of the time of nomination)
1.	Boris Ilyich Ayuyev	Chairman of the Management Board, SO UPS, JSC
2.	Oleg Gennadyevich Barkin	Deputy Chairman of the Board, NP Market Council
3.	Vasily Mikhailovich Belov	Senior Vice-President for Innovations, Non-Profit Organization the Fund for Development of the Center for Elaboration and Commercialization of New Technologies
4.	Oleg Mikhailovich Budargin	Director General, PJSC ROSSETI
5.	Oleg Markovich Dubnov	Director for Energy, ZAO Polyus
6.	Alexander Sergeyeovich Kalinin	President, OPORA RUSSIA All-Russian Public Organization of Small and Medium Business
7.	Vyacheslav Mikhailovich Kravchenko	Deputy Minister of Energy of the Russian Federation
8.	Andrey Yevgenyevich Murov	Chairman of the Management Board, FGC UES, PJSC
9.	Alexander Valentinovich Novak	Minister of Energy of the Russian Federation
10.	Nikolay Radyevich Podguzov	Deputy Minister of Economic Development of the Russian Federation
11.	Mikhail Igorevich Poluboyarinov	First Deputy Chairman, Vnesheconombank
12.	Nikolay Dmitryevich Rogalev	Rector, Moscow Power Engineering Institute (National Research University)
13.	Sergey Ivanovich Shmatko	Special Representative of the President of the Russian Federation on International Cooperation in the Electric Power Industry
14.	Stanislav Olegovich Ashirov	Director General, OAO Mezhtregionenergobyt
15.	Nikolay Grigoryevich Shulginov	Chairman of the Management Board and General Director, PJSC RusHydro

Concerning Item 9: The following persons shall be elected to the Internal Audit Commission of the Company:

No.	Full Name and Position (as of the time of nomination)
1.	Alexander Yevgenyevich Bogashov, Deputy Department Director, Ministry of Energy of the Russian Federation
2.	Sergey Aleksandrovich Kravchenko, Deputy Division Head, Ministry of Energy of the Russian Federation
3.	Olga Alekseyevna Kuleshova, Deputy Division Head, Federal Agency for State Property Management of the Russian Federation
4.	Vladimir Vasilyevich Khvorov, Lead Expert of the Division, Ministry of Economic

	Development of the Russian Federation
5.	Igor Vladimirovich Shmakov, Head of the Directorate for Internal Audit, PJSC ROSSETI

Concerning Item 10: RSM RUS shall be approved as the Auditor of the Company.

Concerning Item 11: A restated version of the Articles of Association of the Company shall be approved.

Concerning Item 12:

1. The price of the liability insurance contract for directors and officers to be entered into by and between the Company and the person selected by the procurement procedures to select the insurance company, which is a related party transaction, shall be equal to the insurance premium of at most twenty-three million, five hundred thousand (23,500,000) rubles.

2. The liability insurance contract for directors and officers to be entered into by and between the Company and the person selected by the procurement procedures to select the insurance company (hereinafter, the “Contract”), which is a related party transaction, shall be approved subject to the following material terms and conditions:

2.1. Parties to the Contract:

the Company as the Insurant;

the person selected by the procurement procedures to select the insurance company as the Insurer.

2.2. Insured:

2.2.1. the Company;

2.2.2. the Insured Persons: any individual or corporate entity that, without limitation, was, is, or will be:

- a member of the Board of Directors, the Supervisory Board, or any other similar body of the Insurant, irrespective of its name in any jurisdiction;

- a member of the Board of Directors of the Insurant’s subsidiary specified in Appendix 1 hereto if such member is elected to the Board of Directors of such subsidiary by votes held by the Insurant;

- the sole executive body (Director General) of the Insurant and/or its subsidiary (hereinafter, the “Entity”), the deputy sole executive body (First Deputy Director General, Deputy Director General) of the Insurant, a member of the Management Board of the Insurant, and the Chief Accountant of the Insurant.

2.3. Beneficiaries: any third parties that may incur losses and the Insured.

2.4. Subject matter of the Contract: the Insurer agrees, if any insured event specified in the Contract occurs, to pay insurance indemnity under the Contract to the relevant Insured Person and/or, as the case may be, any other person entitled to such indemnity.

2.5. Insurance coverage:

Coverage A: the Insurer agrees to pay indemnification for any losses in connection with any claim submitted for the first time against any Insured Person within the Insurance Period or the Discovery Period, except where the Entity has paid indemnification for such losses (within the scope of such indemnification);

Coverage B: the Insurer agrees to indemnify the Entity for any losses in connection with any claim submitted for the first time against any Insured Person within the Insurance Period or the Discovery Period;

Coverage C: the Insurer agrees to pay indemnification for any losses in connection with any securities-related claim submitted for the first time against the Insurant within the Insurance Period or the Discovery Period.

2.6. Insured item:

In the case of insurance against liability of the Insured, the property interests of such Insured in connection with the obligation of such Insured to indemnify other persons for their losses.

In the case of insurance against any expenses of the Insured, the property interests of such Insured in connection with incurring and/or being required to incur any expenses.

In the case of insurance against expenses of the Entity under Coverage B, the property interests of the Entity in connection with reimbursement by such Entity for any expenses.

2.7. Insured event:

In the case of insurance against liability of the Insured, the occurrence of all of the following events:

- (a) the Insured become obligated under the applicable laws to indemnify other persons for any of their losses incurred in connection with any incorrect act on the part of the Insured, and
- (b) any claim is submitted against the Insured in connection with other persons' losses specified in (a) above.

In the case of insurance against any expenses of the Insured, any claim is submitted against the Insured, provided that such claim definitely leads to any expenses of the Insured even if such expenses have not been actually incurred yet.

In the case of insurance against expenses of the Entity under Coverage B, the Entity incurs any expenses/costs in connection with reimbursement by such Entity for any expenses in favor of the Insured Person and/or any other person acting in the name of the Insured Person and/or on behalf of any Insured Person in connection with any claim submitted against any Insured Person and/or in connection with any Insured Person's liability for any losses incurred by other persons even if such losses have not been actually incurred yet.

2.8 Coverage exclusions:

The Contract does not cover any claims relating to:

- any personal income or financial benefit/advantage of the relevant Insured if the Insured are not entitled thereto by operation of law;
- any deliberate criminal or fraudulent act on the part of the relevant Insured;
- any bodily injury or damage to property;
- any preceding claims and circumstances;
- any environmental contamination;
- any pension or social plans;
- any claims of the Entity against any Insured Person of such Entity if submitted or considered within the jurisdiction of the United States or under the laws of the United States, its states, areas, territories, or possessions.

2.9. Total aggregate limit of liability: for all of the Insured in relation to all claims, at least ten billion (10,000,000,000) rubles.

2.10. Additional limit of liability: for each independent director, at least thirty million (30,000,000) rubles, provided that the total limit of liability for all independent directors is at least one hundred fifty million (150,000,000) rubles.

2.11. Deductibles:

- at most one million, five hundred thousand (1,500,000) rubles with respect to claims submitted in the United States or Canada (Coverage B);
- at most one million, five hundred thousand (1,500,000) rubles with respect to claims submitted in other countries (Coverage B).
- at most three million (3,000,000) rubles with respect to securities-related claims submitted in the United States or Canada (Coverage C);
- at most two million, four hundred thousand (2,400,000) rubles with respect to securities-related claims submitted in other countries (Coverage C).

2.12. Insurance Period: from and including December 25, 2016, to and including July 24, 2018.

2.13. Continuity date: July 1, 2008.

2.14. Discovery Period:

- at least 60 days after the expiration of the Insurance Period automatically, without payment of an additional insurance premium;
- 1 year, provided that an additional insurance premium equal to at most 75% of the insurance premium under the Contract is paid.

2.15. Price of the Contract (total insurance premium): at most twenty-three million, five hundred thousand (23,500,000) rubles.

2.16. The Contract becomes effective as of its execution and remains in full force and effect until the expiration of the Insurance Period or, if the Discovery Period applies, until the expiration of the applicable Discovery Period.

Concerning Item 13: The Company's membership in WorldSkills Russia (hereinafter, the "Union") shall be approved subject to the terms and conditions contained in the Regulations for the Associated Partners (Members) of the Union.

Concerning Item 14: The termination of PJSC ROSSETI's membership in ENERGOSTROY Association of Organizations Carrying out Construction, Rehabilitation and Capital Repair of Power Facilities, Networks and Substations Nonprofit Partnership shall be approved.

Concerning Item 15: PJSC ROSSETI's membership in the Russian International Affairs Council (hereinafter, the "Council") shall be approved.

The admission and annual and special-purpose membership fees are determined by the Presidium of the Council.

The annual and special-purpose membership fees shall be paid within the periods determined by the Presidium of the Council.

In accordance with paragraph 1 of Article 56 of the Federal Law "On Joint-Stock Companies," the functions of the Counting Commission were performed by the Company's Registrar, STATUS Registration Company Joint-Stock Company.

Registered address of the Registrar: 109544, Moscow, ul. Novorogozhskaya, 32, str. 1.

Authorized persons of the Registrar who performed the functions of the Counting Commission of the Company:

Chairman of the Counting Commission: M. N. Nedelsky

Member of the Counting Commission: Yu. O. Yakovleva

Presiding Officer of the General Meeting of Shareholders: A. V. Novak, Chairman of the Board of Directors of the Company, Minister of Energy of the Russian Federation.

Secretary of the General Meeting of Shareholders: Yu. V. Goncharov, Deputy Director General for Corporate Governance of the Company.

A. V. Novak

Presiding Officer of the General Meeting of Shareholders

Yu. V. Goncharov

Secretary of the General Meeting of Shareholders