**Notice of Essential Fact**

**“Information on Certain Decisions Taken by the Board of Directors of the Issuer”**

**(Insider Information Disclosure)**

|  |  |  |
| --- | --- | --- |
| 1. General data | | |
| 1.1. Issuer's full business name | Interregional Distribution Grid Company  of North-West Public Joint Stock Company | |
| 1.2. Issuer’s abbreviated business name | IDGC of North-West, PJSC | |
| 1.3. Issuer’s place of business | Saint Petersburg, Russia | |
| 1.4. Issuer’s OGRN (Primary State Registration Number) | 1047855175785 | |
| 1.5. Issuer’s INN (Taxpayer Identification Number) | 7802312751 | |
| 1.6. Issuer’s unique code assigned by the registration body | 03347-D | |
| 1.7. Web page address used by the Issuer for information disclosure | <http://www.e-disclosure.ru/portal/company.aspx?id=12761>.  <http://www.mrsksevzap.ru> | |
| 1.8. Date of occurrence of the event (essential fact) about which the notice is drawn up (if applicable) | **29.04.2020** | |
| 2. Content of the Notice | | |
| 2.1. Quorum of the meeting of the Board of Directors of the Issuer and the results of decision-making voting:  The quorum of the meeting of the Board of Directors: 11 out of the 11 members of the Board of Directors participated in the meeting, the required quorum was present.  Results of voting on the issues:  **Issue No. 1:** FOR – 7, AGAINST – 2, ABSTAINED – 2;  **Issue No. 2:** FOR – 7, AGAINST – 2, ABSTAINED – 2;  **Issue No. 3:** FOR – 9, AGAINST – 0, ABSTAINED – 2;  **Issue No. 4:** FOR – 11, AGAINST – 0, ABSTAINED – 0;  **Issue No. 5:** FOR – 9, AGAINST – 0, ABSTAINED – 2;  **Issue No. 6:** FOR – 11, AGAINST – 0, ABSTAINED – 0;  **Issue No. 7:** FOR – 10, AGAINST – 0, ABSTAINED – 1;  **Issue No. 8:** FOR – 10, AGAINST – 0, ABSTAINED – 1;  **Issue No. 9:** FOR – 11, AGAINST – 0, ABSTAINED – 0;  **Issue No. 10:** FOR – 10, AGAINST – 0, ABSTAINED – 1;  **Issue No. 11:** FOR – 11, AGAINST – 0, ABSTAINED – 0;  **Issue No. 12:** FOR – 10, AGAINST – 0, ABSTAINED – 1;  **Issue No. 13:** FOR – 10, AGAINST – 0, ABSTAINED – 2.  2.2. Contents of resolutions approved by the Board of Directors of the Issuer:  **ISSUE No. 1: On consideration of draft amendments to the Charter of the Company requiring application to the Ministry of Justice of the Russian Federation with a statement on the issue of permission to include a word derived from the official name “Russian Federation” or “Russia” in the new company name of the Company.**  1. Offer the annual General Meeting of Shareholders of the Company to amend the Charter of the Company related to the change of the name of the Company to Rosseti North-West, Public Joint Stock Company, according to the Appendix posted on the official website of the Company on the Internet at: www.mrsksevzap.ru (Appendix No. 1 to this decision of the Board of Directors of the Company).  2. Apply to the Ministry of Justice of the Russian Federation with a request for permission to include a word derived from the official name “Russian Federation” or “Russia” in the new company name.  3. These changes to the Charter of the Company shall come into force from the moment of entering information on registration in the Unified State Register of Legal Entities after receiving the corresponding permission of the Ministry of Justice of the Russian Federation for the indicated change of name of the Company.  **Decision taken.**  **ISSUE No. 2: On consideration of a draft restated version of the Regulations on the Board of Directors of the Company.**  Suggest that the annual General Meeting of the Company shall approve the restated Regulations on the Board of Directors of Interregional Distribution Grid Company of North-West Public Joint Stock Company in accordance with Appendix No. 2 to this decision of the Board of Directors of the Company.  **Decision taken.**  **ISSUE No. 3: On inclusion of candidates into the list for voting in elections to the Board of Directors of the Company at the annual General Meeting of Shareholders of the Company.**  In accordance with paragraph 7 of Art. 53 of the Federal Law “On Joint Stock Companies”, include the following candidacy in the list of candidates for voting on the Board of Directors of IDGC of North-West, PJSC at the annual General Meeting of Shareholders of IDGC of North-West, PJSC:  - Yury Vladimirovich Goncharov, Chief Advisor of Rosseti, PJSC.  **Decision taken.**  **ISSUE No. 4: On approval of report on interested-party transactions made by the Company in 2019.**  Approve the report on interested-party transactions concluded by the Company in 2019 in accordance with Appendix No. 3 to this Decision of the Board of Directors of the Company.  **Decision taken.**  **ISSUE No. 5: On preliminary approval of 2019 annual report of the Company.**  Preliminary approve the annual report of IDGC of North-West, PJSC for 2019 and recommend that the annual General Meeting of Shareholders of the Company shall approve the annual report in accordance with Appendix No. 4 to this decision of the Board of Directors of the Company.  **Decision taken.**  **ISSUE No. 6: On consideration of annual accounting (financial) statements of the Company for 2019.**  Preliminarily approve and submit for approval to the annual General Meeting of Shareholders of the Company the annual accounting (financial) statements of the Company for 2019 in accordance with Appendix No. 5 to this decision of the Board of Directors.  **Decision taken.**  **ISSUE No. 7: On recommendations on distribution of the Company profit (loss) following the results of 2019.**  Recommend that the annual General Meeting of Shareholders of the Company shall approve the distribution of the Company’s profit (loss) for 2019 reporting year as follows:   |  |  | | --- | --- | | Name | thousand rubles | | Unallocated profit (uncovered loss) in the reporting period: | 553,876 | | Distribute to: Reserve fund | 11,091 | | Profit for development | 229,334 | | Dividends, including | 313,451 | | *- interim dividends following the results of 9 months of 2019 (decision of the extraordinary General Meeting of Shareholders dated 31.12.2019, Minutes No. 15)* | 191,570 | | *- due amount of dividends* | 121,881 | | Coverage of losses from previous years | 0 |   **Decision taken.**  **ISSUE No. 8: On recommendations on the amount of dividends on shares of the Company for 2019, on dividend payout procedure and on suggestions offered to the annual General Meeting of Shareholders for setting the date for generating the list of persons having the right to receive dividends.**  Recommend that the annual General Meeting of Shareholders of the Company take the following decision:  1. Pay dividends on ordinary shares of the Company following the results of 2019 in an amount of 0.0012724293 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 generated.  2. Specify that the date for generation of the list of persons having the right to receive dividend shall be 09.06.2020.  **Decision taken.**  **ISSUE No. 9: On consideration of the candidacy for the position of Auditor of the Company.**  Suggest that the annual General Meeting of Shareholders of the Company shall approve Ernst & Young, LLC (INN/KPP 7709383532/770501001, registered address: Russia, 115035, Moscow, 77 Sadovnicheskaya Embankment Build. 1). as the Company Auditor.  **Decision taken.**  **ISSUE No. 10: On approval of the form and text of voting ballots at the annual General Meeting of Shareholders and wordings of decisions on the agenda items of the annual General Meeting of Shareholders, which shall be sent in electronic form (as electronic documents) to nominal holders of shares registered in the register of Company’s Shareholders.**  1. Approve the form and text of ballots for voting at the annual General Meeting of Shareholders of the Company in accordance with Appendices Nos. 6–8 to this decision of the Board of Directors of the Company.  2. For sending in electronic form (in the form of electronic documents) to nominal shareholders registered in the Register of shareholders, use the wording of the decisions specified in the ballots for voting.  **Decision taken.**  **ISSUE No. 11: On election of Secretary of the annual General Meeting of Shareholders of the Company.**  Elect Lyudmila Yurevna Nazarenko, Corporate Secretary of the Company, Secretary of the annual General Meeting of Shareholders of the Company.  **Decision taken.**  **ISSUE No. 12: On approval of the estimate of costs related to preparation for and arrangement of the annual General Meeting of Shareholders of the Company.**  1. Approve the estimate of costs related to preparation for and arrangement of the annual General Meeting of Shareholders of the Company in accordance with Appendix No. 9 to this decision of the Board of Directors of the Company.  2. General Director of the Company shall submit to the Board of Directors a report on expenditures associated with preparation and holding of the annual General Meeting of the Company Shareholders in accordance with Appendix No. 10 to this decision of the Board of Directors of the Company within two months from the date of holding of the annual General Meeting of the Company Shareholders.  **Decision taken.**  **ISSUE No. 13: On approval of the terms and conditions of the contract concluded with Registrar of the Company.**  1. Approve terms of the Agreement on provision of services for preparation and holding of the annual General Meeting of the Company Shareholders with the Company registrar in accordance with Appendix No. 11 to this Decision of the Board of Directors of the Company.  2. General Director of the Company shall sign the Agreement on provision of services for preparation and holding of the annual General Meeting of the Company Shareholders with the Company registrar on conditions as per Appendix No. 11 to this decision of the Board of Directors of the Company.  **Decision taken.**  2.3. If the agenda of the meeting of the Issuer’s Board of Directors (Supervisory Board) contains issues related to exercise of rights with regard to certain securities of the Issuer, the identification attributes of such securities shall be indicated: **Ordinary registered uncertified shares, state registration number of the securities issue 1-01-03347-D dated 23.03.2005, International Securities Identification Number (ISIN) – RU000A0JPPB9.**  2.4. Date of arrangement of the meeting of the Board of Directors of the Issuer whereat the relevant decisions were taken: **28.04.2020.**  2.5. Date and number of the Minutes of the meeting of the Board of Directors of the Issuer whereat the relevant decisions were approved: **Minutes** **No. 362/39 as of April 29, 2020.** | | |
| 3. Signature | | |
| 3.1. Head of the Department for Corporate Governance and Shareholder Relations of IDGC of North-West, PJSC  (under the Power of Attorney No. 256 as of December 04, 2019) |  | A.A. Temnyshev |
| 3.2. Date **April 29, 2020** | (signature)  Stamp here |  |

|  |  |  |
| --- | --- | --- |
| Head of the Corporate Governance Section |  | L.Yu. Nazarenko |
| Head of the Shareholder and Investor Relations Department |  | L.V. Vasinyuk |