**Notice of Essential Fact**

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

**(Insider Information Disclosure)**

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| 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.e-disclosure.ru/portal/company.aspx?id=12761)***,***  [***http://www.mrsksevzap.ru***](http://www.mrsksevzap.ru) | |
| 1.8. Date of occurrence of the event (essential fact) about which the notice is drawn up (if applicable) | **03.07.2020** | |
| 2. Content of the Notice | | |
| **2.1. Quorum of the session 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 – 10, AGAINST – 1, ABSTAINED – 0  **Issue No. 2:** FOR – 11, AGAINST – 0, ABSTAINED – 0  **Issue No. 3:** FOR – 10, AGAINST – 0, ABSTAINED – 0  Failed to participate in voting – 1.  **Issue No. 4:** FOR – 10, AGAINST – 0, ABSTAINED – 0  Failed to participate in voting – 1.  **Issue No. 5:**  **Item 1:**  Sub-item No. 1: FOR – 10, AGAINST – 0, ABSTAINED – 1  Sub-item No. 2: FOR – 11, AGAINST – 0, ABSTAINED – 0  Sub-item No. 3: FOR – 11, AGAINST – 0, ABSTAINED – 0  **Item No.2:**  Sub-item No. 2.1: FOR – 8, AGAINST – 0, ABSTAINED – 3  Sub-Item No. 2.2: FOR – 8, AGAINST – 0, ABSTAINED – 3  Sub-Item No. 2.3: FOR – 11, AGAINST – 0, ABSTAINED – 0  Sub-item No. 2.4: FOR – 3, AGAINST – 0, ABSTAINED – 8  Sub-item No. 3: FOR – 8, AGAINST – 2, ABSTAINED – 1  **2.2. Contents of decisions approved by the Board of Directors of the Issuer**  **ISSUE No. 1: On approval of the restated Anti-Corruption Policy of Rosseti, PJSC and Rosseti, PJSC Subsidiaries and Affiliates**  1. Approve of the revised Anticorruption Policy of Rosseti, PJSC and Rosseti, PJSC subsidiaries and affiliates as an in-house document of IDGC of North-West, PJSC in accordance with Appendix No. 1 to this decision of the Board of Directors of the Company.  2. Deem invalid the Anti-Corruption Policy of Rosseti, PJSC and Rosseti, PJSC subsidiaries and affiliates approved by decision of the Board of Directors of IDGC of North-West, PJSC dated 31.01.2017 (Minutes No. 229/20) from the date of this decision taking.  **Decision taken.**  **ISSUE No. 2: On Approval of IDGC of North-West, PJSC Schedule Plan of Measures for reduction of the amount of overdue receivables for electric energy transmission services and settlement of disputes existing as of 01.04.2020**  1. Approve the IDGC of North-West, PJSC schedule plan of measures for reduction of the amount of overdue receivables for electric energy transmission services and settlement of disputes existent as of 01.04.2020 in accordance with Appendix No. 2 to the decision of the Board of Directors of the Company.  2. Take under advisement the information on execution of the schedule plan of measures for reduction of the amount of overdue receivables for electric energy transmission services and settlement of disputes, generated with regard to the indebtedness having arisen as of the beginning of the previous quarter and previously approved by the Board of Directors of the Company (in accordance with Appendix No. 3 to the decision of the Board of Directors of the Company.  3. Take note of the information on:  - execution of the order of the Board of Directors dated 31.03.2020 (Minutes No. 357/34) in relation to repayment in 2020 of the amount of outstanding debts from the amount of debts as of 01.01.2020;  - actions performed on new overdue debts and turnover of overdue receivables for electric energy transmission services in Q1 2020;  - work performed with regard to the newly arisen overdue receivables among the debtors accounting for more than 10% of the total newly arisen overdue debt;  - interaction with major debtors with assessment of non-payment risk, status and assessment of outlook of debt collection by enforcement proceedings.  4. Take notice of the fulfillment of the planned indicator of repayment of overdue accounts receivable by IDGC of North-West, PJSC, according to the results of Q1 2020, which developed as of 01.01.2020 (with the plan of 636.5 million rubles, 984.7 million rubles were actually repaid).  **Decision taken.**  **ISSUE No. 3: On Aleksandr Viktorovich Golovtsov, a member of the Board of Directors of IDGC of North-West, PJSC, being recognized as an independent director**  1. By virtue of Clause 2 of Section 2.19 of Appendix No. 2, Appendix No. 4 to the Listing Rules of MOEX, PJSC approved by the decision of the MOEX, PJSC Supervisory Board on 21.01.2020 (Minutes No. 18) (hereinafter – the Listing Rules), recognize Aleksandr Viktorovich Golovtsov, the member of the Company’s Board of Directors, as an independent director, regardless the existing formal criteria of association with the issuer and the issuer’s substantial shareholder, as such association have no effect on his ability to render independent, objective and good faith judgments.  In accordance with the Independence Criteria for the members of the Board of Directors (Supervisory Board) (hereinafter – the Independence Criteria) as established by the Listing Rules, A. V. Golovtsov is not a person affiliated with the Company’s substantial counterparty or competitor or with the state or a municipal entity.  A preliminary assessment of the candidate for membership in the Board of Directors of the Company, Aleksandr Viktorovich Golovtsov, for compliance with the independence criteria in accordance with the requirements of the Listing Rules, was considered by the Personnel and Remuneration Committee of the Board of Directors of IDGC of North-West, PJSC in preparation for the annual General Meeting of Shareholders of the Company (minutes dated 06.05.2020 No. 8).  According to the results of verification of compliance of a member of the Board of Directors A. V. Golovtsov with the independence criteria established by Appendix 4 to the Listing Rules, taking into account the nomination and election of A. V. Golovtsov to the boards of directors of other companies, the presence of the following formal signs of association was revealed:  1) **with the** **issuer** (IDGC of North-West, PJSC) according to Sub-clause 2, Clause 4 of Appendix 4 to the Listing Rules, namely: is a member of the Boards of Directors of legal entities controlled by the person who controls the Company (ROSSETI, PJSC), namely: IDGC of the Center and Privolzhye, PJSC and IDGC of the Center, PJSC;  2) **with a substantial shareholder of the issuer** according to Sub-clause 3, Clause 5 of Appendix 4 to the Listing Rules, namely: is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (Rosseti, PJSC): IDGC of the Center and Privolzhye, PJSC; IDGC of the Center, PJSC; and IDGC of North-West, PJSC.  No other affiliation criteria established by the Listing Rules have been identified.  As an additional guarantee of independence, a member of the Board of Directors A. V. Golovtsov submitted the signed “Declaration of a member of the board of directors recognized as independent” (in the form developed and recommended for use by MOEX, PJSC).  2. The decision to recognize Aleksandr Viktorovich Golovtsov as an independent director, despite the existence of formal criteria for connectivity, is of exceptional nature and is based on the following circumstances:  2.1. Aleksandr Viktorovich Golovtsov has been nominated as a member of the Company’s Board of Directors by the Prosperity Quest Fund, the shareholder of IDGC of North-West, PJSC being non-controlling (the share of the Company's voting shares is 4.99%), and he is not obliged to vote on issues on the agenda of a meeting of the Company’s Board of Directors in accordance with the directives issued by the Government of the Russian Federation, Federal Agency for State Property Management (Rosimushchestvo) and the orders issued by Rosseti, PJSC.  2.2. By the Decision of the Annual General Meeting of Shareholders dated 14.06.2019 (Minutes No. 14), A. V. Golovtsov was elected to the Board of Directors of IDGC of North-West, PJSC; by decisions of the Board of Directors of IDGC of North-West, PJSC dated 17.07.2019 (Minutes No. 327/4) A. V. Golovtsov was elected as the Chairman of the Audit Committee of the Board of Directors of IDGC of North-West, PJSC; from 15.08.2019 (Minutes No. 329/6) was elected a member of the Reliability Committee and the Strategy Committee. From the moment of election, A. V. Golovtsov took part in all sessions of the Board of Directors and Committees under the Board of Directors. A. V. Golovtsov has professional experience in the work of companies in the energy industry and many years (more than 10 years) experience as head of the Analytical Research Department of Uralsib Management Company JSC, which also confirms his high qualifications.  2.3. The nature of participation of A. V. Golovtsov in meetings of the Board of Directors and Committees of the Board of Director of IDGC of North-West, PJSC for the period from the moment of his election to the Board of Directors and Committees of the Company in 2019: voting in accordance with his own position, which often differs from the position of the members of the Board of Directors and members of the Committees of the Board of Directors of the Company, who meet the criteria of connectedness, the expression of a dissenting opinion when making decisions on a number of strategic issues for the Company indicates his ability to make independent, objective and conscientious judgments.  The totality of all factors allows us to consider the existing connectivity as formal and recognize the member of the Board of Directors of the Company, Aleksandr Viktorovich Golovtsov, as an independent director.  **Decision taken.**  **ISSUE No. 4: On Andrey Vladimirovich Morozov, member of the Board of Directors of IDGC of North-West PJSC, being recognized as an independent director**  1. As per Clause 2 of Section 2.19 of Appendix No. 2, Appendix No. 4 to the Listing Rules of MOEX, PJSC approved by the decision of the MOEX, PJSC Supervisory Board of 21.01.2020 (Minutes No. 18) (hereinafter – the Listing Rules), recognize Andrey Vladimirovich Morozov, the member of the Company’s Board of Directors, as an independent director, regardless the existing formal criteria of association with the issuer and the issuer’s substantial shareholder, as such association have no effect on his ability to render independent, objective and good faith judgments.  In accordance with the Independence Criteria for the members of the Board of Directors (Supervisory Board) (hereinafter – the Independence Criteria) as established by the Listing Rules, A. V. Morozov is not a person affiliated with the Company’s substantial counterparty or competitor or with the state or a municipal entity.  A preliminary assessment of the candidate for membership in the Board of Directors of the Company, Andrey Vladimirovich Morozov, for compliance with the independence criteria in accordance with the requirements of the Listing Rules, was considered by the Personnel and Remuneration Committee of the Board of Directors of IDGC of North-West, PJSC in preparation for the annual General Meeting of Shareholders of the Company (Minutes dated 06.05.2020 No. 8).  According to the results of verification of compliance of member of the Board of Directors A. V. Morozov with the Independence Criteria established by Appendix 4 to the Listing Rules, taking into account the nomination and election of A. V. Morozov to the boards of directors of other companies, the presence of the following formal signs of association was revealed:  1) **with the issuer** (IDGC of North-West, PJSC) according to Sub-clause 2, Clause 4 of the Appendix No. 4 to the Listing Rules, namely: is a member of the Boards of Directors of legal entities controlled by the person who controls the Company (Rosseti, PJSC), and namely: Volga MRSK, PJSC and IDGC of the Center and Privolzhye, PJSC;  2) **with a substantial shareholder of the issuer** according to Sub-clause 3, Clause 5 of Appendix 4 to the Listing Rules, namely: is a member of the Board of Directors in more than two legal entities controlled by a significant shareholder of the Company (ROSSETI, PJSC): IDGC of North-West, PJSC; PJSC Volga MRSK; and IDGC of the Center and Privolzhye, PJSC.  No other affiliation criteria established by the Listing Rules have been identified.  As an additional guarantee of independence, a member of the Board of Directors A. V. Morozov submitted the signed “Declaration of a member of the board of directors recognized as independent” (in the form developed and recommended for use by MOEX, PJSC).  2. The decision to recognize Andrey Vladimirovich Morozov as an independent director, despite the existence of formal criteria for connectivity, is of exceptional nature and is based on the following circumstances:  2.1. Andrey Vladimirovich Morozov has been nominated as a member of the Company’s Board of Directors by The Prosperity Quest Fund, the shareholder of IDGC of North-West, PJSC being non-controlling (the share of the Company's voting shares is 4.99%) or related to the state, and he is not obliged to vote on issues on the agenda of a meeting of the Company’s Board of Directors in accordance with the directives issued by the Government of the Russian Federation, Federal Agency for State Property Management (Rosimushchestvo) and the orders issued by Rosseti, PJSC.  2.2. According to decision of the General Meeting of Shareholders of the Company dated 14.06.2019 (Minutes No. 14), A. V. Morozov is elected to the Board of Director composition, by decisions of the Board of Directors of the Company dated 17.07.2019 (Minutes No. 327/4), A. V. Morozov is elected to the composition of the Audit Committee under the Board of Directors of the Company; on 15.08.2019 (Minutes No. 329/6) – to the Committee for Technological Connection to Electric Power and the Strategy Committee.  Since the election, A. V. Morozov took part in 97.6% of meetings of the Board of Directors and in all meetings of the Committees of the Board of Directors of the Company. In the process of making decisions by the Board of Directors and Committees under the Board of Directors of the Company A. V. Morozov often takes a position that differs from the position of members of the Board of Directors and members of the Committees under the Board of Directors of the Company nominated to the Board of Directors and Committees under the Board of Directors by the controlling person of the Company, provides special opinions on issues on the agenda of meetings, explaining the nature of voting.  An analysis of the work of A. V. Morozov, who is the Legal Director of the Professional Investors Association (PIA), in meetings of the Board of Directors and Committees under the Board of Directors of the Company indicates the independence of his judgments, complies with the principles of the Professional Investors Association.  2.3. Professional experience, including membership in the boards of directors of energy companies, qualifications and business reputation testify to the ability of A. V. Morozov independently form an independent position when voting on agenda items that meets the interests of all shareholders of the Company.  The totality of all factors allows us to consider the existing association as formal and recognize the member of the Board of Directors of the Company, Andrey Vladimirovich Morozov, as an independent director.  **Decision taken.**  **ISSUE No.5: On details of the composition of the committees under the Board of Directors of the Company**  1.1. Determine the number of members of the Audit Committee under the Board of Directors of IDGC of North-West, PJSC as equal to 6 (six) persons.  **Decision taken.**  1.2. Elect members of the Audit Committee under the Board of Directors of IDGC of North-West, PJSC as follows:   |  |  |  | | --- | --- | --- | | No | Full name | Position and place of employment | | 1 | Bychko,  Mikhail Aleksandrovich | Head of the Department for Design and Estimate Control of Rosseti, PJSC | | 2 | Shagina,  Irina Aleksandrovna | Head of the Tariff Policy Department of Rosseti, PJSC | | 3 | Korneyev,  Aleksandr Yuryevich | Head of the Department of Technological Connection and Infrastructure Development of Rosseti, PJSC | | 4 | Golovtsov,  Aleksandr Viktorovich | Member of the Board of Directors of IDGC of North-West, PJSC | | 5 | Morozov,  Andrey Vladimirovich | Legal Director, Association of Professional Investors | | 6 | Fedorov,  Oleg Romanovich | Member of the Board of Directors of IDGC of North-West, PJSC |   **Decision taken.**  1.3. Elect Aleksandr Viktorovich Golovtsov as the Chairman of the Audit Committee under the Board of Directors of IDGC of North-West, PJSC.  **Decision taken.**  2.1. Determine the number of members of the Personnel and Award Committee under the Board of Directors as equal to 3 (three) persons.  **Decision taken.**  2.2. Elect the following members of the Personnel and Award Committee under the Board of Directors of the Company:   |  |  |  | | --- | --- | --- | | No | Full name | Position and place of employment | | 1 | Goncharov,  Yury Vladimirovich | Chief Advisor to Rosseti, PJSC |   **Decision taken.**   |  |  |  | | --- | --- | --- | | 2 | Shagina,  Irina Aleksandrovna | Head of the Tariff Policy Department of Rosseti, PJSC |   **Decision taken.**   |  |  |  | | --- | --- | --- | | 3 | Fedorov,  Oleg Romanovich | Member of the Board of Directors of IDGC of North-West, PJSC |   **Decision taken.**   |  |  |  | | --- | --- | --- | | 4 | Morozov,  Andrey Vladimirovich | Legal Director, Association of Professional Investors |   **Decision untaken.**  2.3. Elect Yury Vladimirovich Goncharov as the Chairman of the Personnel and Award Committee under the Board of Directors of IDGC of North-West, PJSC.  **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:** the agenda of the meeting of the Board of Directors of the Issuer conducted on June 30, 2020 does not contain issues related to the exercise of rights with regard to securities of the Issuer.  **2.4. Date of arrangement of the session of the Board of Directors of the Issuer whereat the relevant decisions were taken:** 30.06.2020  **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. 367/3 as of July 03, 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 **July 03, 2020** | (signature)  Stamp here |  |