

**Corporate Action Statement/Disclosure of insider information**  
**“Information on decisions adopted by Board of Directors of “IDGC of the South” PJSC**

1. General information	
1.1. Full company name of the issuer	Public Joint Stock Company “Interregional Distribution Grid Company of the South”
1.2. Short company name of the issuer	“IDGC of the South” PJSC
1.3 Location of the issuer	Rostov-on-Don, the Russian Federation
1.4 PSRN of the issuer	1076164009096
1.5 TIN of the issuer	6164266561
1.6 Unique issuer’s code assigned by the registration authority	34956-E
1.7 Internet website address used by the issuer for information disclosure	<a href="http://www.mrsk-yuga.ru;">http://www.mrsk-yuga.ru;</a> <a href="http://www.e-disclosure.ru/portal/company.aspx?id=11999">http://www.e-disclosure.ru/portal/company.aspx?id=11999</a>
2. Statement content	
<p>2.1. Quorum of meeting of issuer’s BoD and results of voting on the adopted decisions:  <b>11 out 11 members of BoD participated in the meeting; quorum is present.</b></p> <p>On item 1:  “FOR” – 7 votes  “AGAINST” – 4 votes  “ABSTAINED” – 0 votes</p> <p>On item 2:  “FOR” – 7 votes  “AGAINST” – 4 votes  “ABSTAINED” – 0 votes</p> <p>On item 3:  “FOR” – 7 votes  “AGAINST” – 4 votes</p>	

“ABSTAINED” – 0 votes

On item 4:

“FOR” – 7 votes

“AGAINST” – 4 votes

“ABSTAINED” – 0 votes

On item 5:

“FOR” – 7 votes

“AGAINST” – 3 votes

“ABSTAINED” – 1 vote

On item 6:

“FOR” – 7 votes

“AGAINST” – 4 votes

“ABSTAINED” – 0 votes

On item 7:

“FOR” – 7 votes

“AGAINST” – 3 votes

“ABSTAINED” – 1 vote

**On approval of agenda of the general meeting of participants (shareholders) of the issuer, which is a business entity, as well as other resolutions related to preparation, convening and holding the general meeting of participants (shareholders) of the issuer /Disclosure of insider information on item 1: “On convening the extraordinary General meeting of shareholders of IDGC of the South PJSC”**

2.2.1 Content of decision:

1. To convene the extraordinary General meeting of shareholders of IDGC of the South PJSC in the form of absentee voting.
2. To set the date of holding the general meeting of shareholders: 7 April 2017.
3. To approve the following agenda of the General meeting of the issuer's shareholders:
  1. On increasing the authorized capital of IDGC of the South PJSC by placing additional shares.

4. To set the date of drawing up the list of persons entitled to participate in the general meeting of the issuer's shareholders: 13 March 2017.

5. Due to the fact that the Company did not issue preferred shares, Company shall not accept decisions on determining the type (types) of preferred shares, whose owners possess the right to vote on the agenda of the extraordinary General meeting of shareholders.

6. The information (materials) provided to persons entitled to participate in the extraordinary General meeting of shareholders of the Company:

- information on the proposals of the Company's Board of Directors to the extraordinary General meeting of shareholders of the Company on increasing the authorized capital of IDGC of the South PJSC by placing additional shares;

- information on shareholder agreements concluded within a year before the date of the extraordinary General meeting of shareholders;

- sample form of the power of attorney, which the shareholder can issue to the representative and the procedure for its certification;

- draft resolutions of the extraordinary General meeting of shareholders of the Company.

7. To establish that the persons entitled to participate in extraordinary General meeting of the Company's shareholders can find the information about the meeting:

- from 7 March 2017 till 6 April 2017 (except weekends and holidays) 9:00-15:00, as well as on 7 April 2017 during the meeting;

at the following addresses:

- IDGC of the South PJSC, 49 Bolshaya Sadovaya St., Rostov-on-Don

- IDGC of the South PJSC, 147 2<sup>nd</sup> Krasnodarskaya street, Rostov-on-Don

- "Registrar R.O.S.T." (company's registrar), 18/13 Stromynka St., Moscow

- 32 Krasnaya Naberezhnaya St., Astrakhan ("Astrakhanenergo" – branch of IDGC of the South PJSC)

- 15 Prospect Lenina, Volgograd ("Volgogradenergo" – branch of IDGC of the South PJSC)

- Northern industrial zone, Elista, Kalmykia Republic ("Kalmenergo" – branch of IDGC of the South PJSC)

The information should also be available from 7 March 2017 at the Company's website: [www.mrsk-yuga.ru](http://www.mrsk-yuga.ru).

In case if the person/entity registered in the registry of the Company's shareholders is a nominee holder, the specified information (materials) shall be sent to such nominee holder in electronic form (in a form of electronic documents signed with digital signature) by 7 March 2017.

8. To determine that the ballots should be sent by registered mail (handed over against signature) to persons entitled to participate in the extraordinary General Meeting of Shareholders of the Company, by March 17, 2017.

9. The filled-in voting ballots should be sent to one of the following addresses:

- IDGC of the South PJSC, 49 Bolshaya Sadovaaya street, 344002, Rostov-on-Don, RF
- Registrar R.O.S.T. (Company's registrar), 18/13 Stromynka St., Moscow, RF 107996.

The holder of securities, the rights to which are represented by a nominal holder or a foreign nominal holder, are entitled to participate in the Meeting personally or by giving instructions to a nominal holder or a foreign nominal holder to vote in a specific way, if this is provided for by agreement concluded with a nominal holder or a foreign nominal holder. An electronic voting document signed by an electronic signature must be sent by the securities holder to the nominal holder or foreign nominal holder.

10. When determining the quorum and summarizing the voting results, the Company will account those votes from by the voting ballots that are received by April 7, 2017.

11. To approve the form and text of the Announcement on the extraordinary General meeting of shareholders of the Company in accordance with Appendix No. 1 to this decision of the Board of Directors.

12. To inform the persons entitled to participate in the extraordinary General meeting of shareholders of the Company on convening the extraordinary General Meeting of Shareholders of the Company by posting a message on the Company's website on the Internet at [www.mrsk-yuga.ru](http://www.mrsk-yuga.ru) no later than March 7, 2017.

If a person registered in the register of the Company's shareholders is a nominal holder of shares, the above information (materials) shall be sent by March 7, 2017 in electronic

form (in the form of electronic documents signed by an electronic signature) to a nominal holder of shares.

**Disclosure of insider information on item 2: “On proposals for the Extraordinary General Meeting of Shareholders on the issue “Increase of the authorized capital of IDGC of the South PJSC by placement of additional shares.”**

2.2.1 Content of decision:

To recommend to extraordinary General meeting of shareholders of IDGC of the South PJSC to adopt the following decision:

The authorized capital of the Company shall be increased by placing additional registered uncertified shares in the amount of 13 015 185 446 (thirteen billion fifteen million one hundred eighty five thousand four hundred forty six) shares with a par value of 10 (ten) kopecks each for total net value of 1 301 518 544 (one billion three hundred one million five hundred eighteen thousand five hundred forty four) rubles 60 kopecks, on the following conditions:

- method of placement: open subscription;
- price of placement of one additional ordinary registered uncertified share (including persons included in the list of persons having the preemptive right to acquire additional shares): 10 (ten) kopecks;
- form of payment: additional ordinary registered uncertified shares of the Company are paid for in rubles of the Russian Federation in non-cash form.

**On determining the price of the issuer’s shares/Disclosure of insider information on item 3: “On fixing the price of placement of additional ordinary shares of IDGC of the South PJSC”**

2.2.3. Content of decision:

To determine the price of placement of one additional ordinary registered uncertified share of the Company (including for those from the list of persons having the preemptive right to purchase additional shares) in accordance with Articles 36 and 77 of the Federal Law “On Joint Stock Companies”: 10 (ten) kopecks.

**On approval of the agenda of the general meeting of participants (shareholders) of the issuer, which is a business entity, as well as other decisions related to**

**preparation, convocation and holding of the general meeting of participants (shareholders) of such issuer/Disclosure of insider information on item 4: “On approval of the form and text of voting ballots for voting at the extraordinary general meeting of shareholders of the Company”**

2.2.4. Content of decision:

To approve the form and text of voting ballots for voting at the extraordinary general meeting of shareholders of the Company, in accordance with Appendix No.2 to this decision of the Board of Directors.

**On approval of the agenda of the general meeting of participants (shareholders) of the issuer, which is a business entity, as well as other decisions related to preparation, convocation and holding of the general meeting of participants (shareholders) of such issuer/Disclosure of insider information on item 5 “On election of the Secretary for the Extraordinary General meeting of shareholders”**

2.2.5. Content of decision:

To appoint Pavlova Yelena Nikolayevna, Corporate Secretary of the Company, for the position of secretary of the extraordinary General meeting of shareholders.

**On approval of the agenda of the general meeting of participants (shareholders) of the issuer, which is a business entity, as well as other decisions related to preparation, convocation and holding of the general meeting of participants (shareholders) of such issuer/Disclosure of insider information on item 6 “On approval of the estimate of expenditures on the preparation and holding of the extraordinary General meeting of shareholders”**

2.2.6. Content of decision:

1. To approve the estimate of expenditures on the preparation and holding of the extraordinary General meeting of shareholders, in accordance with Appendix No.3 to this decision of the Board of Directors.

2. Within two months after the extraordinary General meeting of shareholders, the General Director shall submit to the Company’s Board of Directors a report on the expenditures for preparation and conduct of the extraordinary General meeting of shareholders of the Company.

**On approval of the agenda of the general meeting of participants (shareholders) of the issuer, which is a business entity, as well as other decisions related to preparation, convocation and holding of the general meeting of participants (shareholders) of such issuer/Disclosure of insider information on item 7 “On approval of the terms of the contract with the registrar of the Company”**

2.2.7. Content of decision:

1. To approve the terms and conditions of agreement for provision of services related to arrangement, convening and holding the General meeting of shareholders, including performance of functions of the Counting Commission, in accordance with Appendix No. 4 to this decision of the Company’s Board of Directors.
2. To entrust the Director General of the Company to sign a contract for provision of services related to arrangement, convening and holding the General meeting of shareholders, including for performance of the functions of the Counting Commission, on the terms specified in Appendix No. 4 to this decision of the Board of Directors.

2.3. Date of holding the meeting of Board of Directors: **28 February 2017.**

2.4. Date of drawing up and number of the minutes of meeting: **No. 221/2017 dated 3 March 2017.**

2.5. Identification characteristics of securities in cases where the agenda of the meeting of the Board of Directors includes issues related to implementation of the rights attached to certain securities of the issuer:

- ordinary registered uncertified shares, registration number 1-01-349-56-E from 20.09.2007, the International Securities Identification Number (ISIN) RU000A0JPPG8.
- ordinary registered uncertified shares, registration number 1-01-349-56-E from 04.08.2016, the International Securities Identification Number (ISIN) RU000A0JPPG8.

### 3. Signature

3.1 Head of Department – Corporate Secretary \_\_\_\_\_ Pavlova Ye.N.  
(attorney dd 30.12.2016 No.215-16) (signature)

3.2. Date 3 March 2017