

Minutes No. 12
of the extraordinary General meeting of shareholders of the open joint-stock company “Interregional Distributive Grid Company of the South”

Full company name and company's location:	Open joint-stock company “Interregional Distributive Grid Company of the South” 49, Bolshaya Sadovaya str., Rostov-on-Don, the Russian Federation, 344002
Type of general meeting:	extraordinary
Form of general meeting holding:	Meeting
Date of general meeting holding:	27 March 2015
Place of general meeting holding:	147 2 nd Krasnodarskaya str., Rostov-on-Don, Russian Federation
Registration start time:	09:00
Meeting opening:	10:00
Registration termination:	10:30
Poll start time:	11:00
Meeting termination:	12:45
Postal addresses to which completed ballots to vote were sent:	- IDGC of the South, JSC, 49, Bolshaya Sadovaya str., Rostov-on-Don, Russian Federation, 344002 - Registrar “ROST”, JSC (Company registrar), 13/18 Stromynka street, Moscow
Final date for submission of ballots:	24 March 2015
Date of drawing the minutes:	30 March 2015

The meeting is held on the basis of resolution adopted by the Board of Directors of the Open joint-stock company “Interregional Distributive Grid Company of the South” (IDGC of the South, JSC) on 30.12.2014, minutes No.149/2015 dated 12.01.2014.

The date of making of the list of persons entitled to participate in the extraordinary General meeting of shareholders of IDGC of the South, JSC – **12 January 2015**.

According to decision of the BoD, the notice on holding of the extraordinary General meeting of shareholders of IDGC of the South, JSC was published on the Internet at company's webpage www.mrsk-yuga.ru on 15.01.2015.

As of the record date of IDGC of the South, JSC (12 January 2015), **49 811 096 064 (forty nine billion eight hundred and eleven million ninety six thousand and sixty four)** shares of the Company are considered voting shares.

According to Federal Law No.208-FZ“On Joint-Stock Companies” dated 26.12.1995, article 56, paragraph 5.1.1 of Regulations on procedure of convening and holding general meeting of shareholders and paragraph 11.3 of Company Charter the function of ballot committee are performed by Open Joint-Stock Company “R.O.S.T. Registrar” (“R.O.S.T. Registrar” JSC), registrar of the Company, represented by **Lopatina Galina Yurievna**, by proxy No.1325 dated 11.11.2014.

In accordance with paragraph 10.10 of article 10 of Company Charter the functions of Chairperson of the General meeting of shareholders of IDGC of the South, JSC are fulfilled by Airapetyan Arman Mushgovich, member of IDGC of the South, JSC Board of Directors, Head of Department for accounting and property management, Rosseti, JSC.

In accordance with decision of Company BoD taken on 27.02.2015 (minutes of meeting No.152/2015 dated 02.03.2015), functions of Secretary at General meeting of shareholders are fulfilled by **Pavlova Yelena Nikollaevna**, corporate secretary of the Company.

According to the report of **Lopatina Galina Yurievna**, at 10:00 by local time registered persons own in total 39 759 779 645 votes which is 79.8211% from total amount of votes of persons entitled to participate in the meeting.

Quorum for opening the meeting was present.

Agenda of extraordinary General meeting of shareholders of “IDGC of the South” JSC:

1. Early termination of term of office of members of Company’s Board of Directors.
2. Election of members of Company’s Board of Directors.

Speaker on item 1 “Early termination of term of office of members of Company’s Board of Directors” and item 2 “Election of members of Company’s Board of Directors”: Chairperson of the General meeting of shareholders of IDGC of the South, JSC Airapetyan Arman Mushgovich.

30.12.2014 – BoD of IDGC of the South, JSC made a decision to convene extraordinary General meeting (minutes of meeting No.149/2015 dd 12.01.2015).

20.02.2015 – the Company received a duly executed letter from Open joint stock company “Russian Grids” (Rosseti, JSC) – the holder of 25 730 843 051 (twenty five billion seven hundred thirty million eight hundred forty three thousand fifty one) company’s ordinary registered shares as of the moment of nomination of candidates, which is over 10% from total amount of voting shares (51.66%).

Rosseti, JSC nominated the following candidates for the voting list of nominees for the Company’s Board of Directors:

Arkhipov Sergey Alexandrovich	Chief adviser, Rosseti JSC
Pankstiyanov Yuriy Borisovich	Head of Tariff policy department, Rosseti JSC
Piotrovich Nikolai Borisovich	Deputy head of Directorate for Arrangement of Management Bodies’ Activity, Rosseti JSC
Kharin Andrei Nikolaevich	Deputy Director for Corporate Management, Pricing Environment and Auditing in Fuel and Energy Complex of RF Ministry of Energy
Airapetian Arman Mushegovich	Director of Property Recording and Management Department, Rosseti, JSC
Erpsheer Nataliya Ilinichna	Head of directorate for organization development at HR and organization development Department situation and analytical centre
Ebzeev Boris Borisovich	Director general of IDGC of the South, JSC
Malikov Andrey Valerievich	Head of sector for legal vetting and control at Legal department, Rosseti, JSC
Dobakhyants Yuliya Vladimirovna	Head of Directorate for development of process management at situation and analytical centre situation and analytical centre, Rosseti, JSC
Savvin Yuriy Alexandrovich	Deputy head of Economics of Affiliates at Department of economic planning and budgeting, Rosseti, JSC

On 19.02.2015 the Company received a duly executed offer from Lancrenan Investments Limited Company – the holder of 4 620 888 056 (four billion six hundred twenty million eight hundred eighty eight thousand fifty six) company’s ordinary registered shares as of the moment of nomination of candidates, which is over 2% from total amount of voting shares.

Lancrenan Investments Limited Company nominated the following candidates for the voting list of nominees for the Company's Board of Directors:

Branis Aleksandr Markovich	Director of Prosperity Capital Management (RF) Ltd
Spirin Denis Alexandrovich	Director in charge of corporate governance, Representative office of Prosperity Capital Management (RF) Ltd
Filkin Roman Alekseevich	Co-director, power industry, machine construction, Representative office of Prosperity Capital Management (RF) Ltd
Shevchyuk Aleksandr Viktorovich	Executive director of Non-profit Partnership "Association of Professional Investors
Repin Igor Nikolaevich	Deputy executive director of Non-profit Partnership Association of Professional Investors
Dudchenko Vladimir Vladimirovich	Financial director of SoftBiKom, LLC

Other shareholders owning in total minimum 2% of voting shares did not send their proposals on candidates to the BoD. On 27.02.15 (minutes of meeting No.152/2015 dd 02.03.2015) the BoD considered all proposals received by 24.02.2015 from the shareholders; the candidates to the BoD, proposed by the shareholders owning at least 2 of Company's voting shares, are included in the voting list.

Voting results

Item 1 of the agenda: Early termination of term of office of members of Company's Board of Directors.

Number of votes the persons, included in the list of persons entitled to participate in general meeting, had	49 811 096 064
Number of votes provide by voting shares determined with regard of paragraph 4.20 of Order of FFMS dated 02.02.2012 No. 12-6/ПЗ-Н	49 811 096 064
Number of votes participated in the meeting	39 759 779 645
Quorum, %	79.8211

The quorum was present. For voting bulletins No.1 were used.

When voting , the following resolution was proposed: To early terminate the term of office of members of Company's Board of Directors. The votes allocated the following way:

Voting options	Amount of votes	% from participants in the voting
FOR	27 537 563 930	69.259850
AGAINST	282 623	0.000711
ABSTAINED	12217 846 313	30.729160

Did not participate in voting	0
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Number of votes that were not counted due to being declared invalid (including in part of voting on this issue)	4 086 779
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Resolution on item 1:

To early terminate term of office of members of Company's Board of Directors.

Item 2 of the agenda: Election of members of Company's Board of Directors

Number of votes the persons, included in the list of persons entitled to participate in general meeting, had	547 922 056 704
Number of votes provide by voting shares determined with regard of paragraph 4.20 of Order of FFMS dated 02.02.2012 No. 12-6/ПЗ-Н	547 922 056 704
Number of votes participated in the meeting	437 357 576 095
Quorum, %	79.8211

The quorum was present. For voting bulletins No.2 were used.

When voting the following resolution was proposed:

To elected the following persons to the Board of Directors. The votes allocated the following way:

#	Name of candidate	Number of voting for cumulative voting
1.	Branis Alexandr Markvich	38 540 973 746
2.	Spirin Denis Alexandrovich	4 408 799
3.	Filkin Roman Alexeevich	38 522 619 720
4.	Shevchyuk Alexandr Viktorovich	38 223 824 885
5.	Repin Igor Nikolaevich	21 336 646
6.	Dudchenko Vladimir Vladimirovich	38528 375 147
7.	Arkipov Sergey Alexandrovich	36 008 177 941
8.	Pankstiyarov Yuriy Borisovich	35 611 475 226
9.	Piotrovich Nikolai Borisovich	35 612 313 527
10.	Kharin ANDrey Nikolaevich	35 612 316 563
11.	Airapetyan Arman Mushegovich	35 616 950 544
12.	Erpsher Nataliya Ilinichna	35 607 630 108
13.	Ebzeev Boris Borisovich	35 824 231 290
14.	Malikov Andrey Valerievich	33 456 289 394
15.	Dobakhyants Yuliya Vladimirovna	5 306 604
16.	Savvin Yuriy Alexandrovich	9 353 923

AGAINST all candidates	25 586
ABSTAINED all candidates	59 341 766

Did not participate in voting	45 369 263
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Number of votes that were not counted due to being declared invalid (including in part of voting on this issue)	47 255 417
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Decision taken on item 2:

To elect the Company's BoD in the following composition

1. Branis Alexandr Markvich
2. Dudchenko Vladimir Vladimirovich
3. Filkin Roman Alexeevich
4. Shevchyuk Alexandr Viktorovich
5. Arkhipov Sergey Alexandrovich
6. Ebzeev Boris Borisovich
7. Airapetyan Arman Mushegovich
8. Kharin ANDrey Nikolaevich
9. Piotrovich Nikolai Borisovich
- 10.Pankstiyanov Yuriy Borisovich
- 11.Erpsher Nataliya Ilinichna

Chairperson of the extraordinary
General meeting

Airapetyan A.M.

Secretary of the extraordinary General
meeting

Pavlova Ye.N.