

**Minutes of Open Joint Stock Company
“Interregional Distribution Grid Company of the South”
Board of Directors Meeting No.105/2013**

Date of meeting	06.03.2013
Form of holding the meeting	Absentee voting (questionnaire)
Place of vote counting	Office 710, 26 Ulanskiy lane, Moscow (representative office of IDGC of the South JSC)
Date of vote counting	06.03.2013 17:00
Date of drawing up minutes	11.03.2013

Number of Board of Directors Members: 11

Questionnaires were submitted by: Goncharov Valeriy Anatolievich (chairperson of BoD), Branis Aleksandr Markovich, Dyakov Fyodor Aleksandrovich, Katina Anna Yurievna, Osipov Aleksandr Mikhailovich, Prokhorov Yegor Vyacheslavovich, Repin Igor Nikolaevich, Filkin Roman Alekseevich, Shevchyuk Aleksandr Viktorovich.

Questionnaires were not submitted by: Arkhipov Sergei Aleksandrovich, Kuvaeva Valeriya Dmitrievna

According to requirements of paragraph 7.3 article 7 of Regulation on order of conveying and holding meetings of “IDGC of the South”, JSC Board of Directors approved by decision of annual General meeting of “IDGC of the South”, JSC shareholders dated 15.06.2011, minutes No.5 dated 17.06.2011, quorum for holding the meeting should count at least half of elected members of Board of Directors.

Quorum is present.

Agenda

1. On taking into consideration the propositions of shareholders on agenda items of annual general meeting of Company shareholders and on nominating candidates to management and control bodies of the Company
2. On fixing the date of BoD meeting for discussion of issue related to preparation to annual general meeting of Company shareholders
3. On approving internal document of the Company: restated Regulations on investment activity

4. On approving the organizational structure of executive body of IDGC of the South JSC
5. On approving internal documents:
 - Corporate ethics code
 - restated Corporate management code
6. On approving internal document: Conditions of forming investment programme of IDGC of the South JSC

1. On taking into consideration the propositions of shareholders on agenda items of annual general meeting of Company shareholders and on nominating candidates to management and control bodies of the Company

Decision:

1. To include to the list of candidates for election to Board of Directors the following persons:

No.	Candidate	Position	The shareholder that proposed the candidate	Amount of Company's voting shares possessed by the shareholder (%)
1.	Branis Aleksandr Markovich	Director of company "Prosperity Capital Management (RF) Ltd."	Lancrenan Investments Limited	9.28
2.	Spirin Denis Aleksandrovich	Director in charge of corporate management of representative office "Prosperity Capital Management (RF) Ltd."	Lancrenan Investments Limited	9.28
3.	Filkin Roman Alekseevich	Co-director, energy industry, engineering of representative office "Prosperity Capital Management (RF) Ltd."	Lancrenan Investments Limited	9.28
4.	Shevchyuk Aleksandr Viktorovich	Non-profit organization Association for protection of Investors' right, deputy Executive director	Lancrenan Investments Limited	9.28
5.	Repin Igor Nikolaevich	Non-profit organization Association for protection of Investors rights, deputy	Lancrenan Investments Limited	9.28

		Executive director		
6.	Fyodorov Demid Vadimovich	Deputy Executive director of Non-profit organization Association for protection of Investors rights	Lancrenan Investments Limited	9.28
7.	Armyakov Mikhail Vladimirovich	Director of analytical department at Representative office of limited liability company Quorum Research Limited	SIB (Cyprus) Limited	2.87
8.	Akimov Leonid Yurievich	Director in charge of legal issues at Holding IDGC JSC	Holding IDGC JSC	51.66
9.	Vashkevich Vladimir Frantishkovich	Director general "IDGC of the South" JSC	Holding IDGC JSC	51.66
10.	Vinogradov Ivan Vladimirovich	Head of directorate for interaction with clients at Holding IDGC JSC	Holding IDGC JSC	51.66
11.	Gurevich Dmitriy Mikhailovich	Deputy Executive director of Holding IDGC JSC	Holding IDGC JSC	51.66
12.	Zuikova Olga Valentonovna	Head of directorate for production control and occupational safety at Holding IDGC JSC	Holding IDGC JSC	51.66
13.	Koltsov Andrey Valerieivich	Chief inspector on engineering supervision of electric grid complex of "FGC UES" JSC	Holding IDGC JSC	51.66
14.	Korsunov Pavel Yurievich	Director general of "NTTs FGC UES" JSC	Holding IDGC JSC	51.66
15.	Likhov Khasan Mushtafaevich	Deputy director of department for corporate management, pricing environment and audit activity in spheres of fuel and energy complex of RF Ministry of Energy	Holding IDGC JSC	51.66

16.	Magadeev Ruslan Raisovich	Head of department for operational and technological management at Holding IDGC JSC	Holding IDGC JSC	51.66
17.	Solod Aleksandr Viktorovich	Deputy chief engineer of "FGC UES" JSC	Holding IDGC JSC	51.66
18.	Shatokhina Oksana Vladimirovna	Director of Economic Affairs at Holding IDGC JSC	Holding IDGC JSC	51.66

2. To include to the list of candidates for election to Auditing Committee of the Company the following persons:

No.	Candidate	Position	The shareholder that proposed the candidate	Amount of Company's voting shares possessed by the shareholder (%)
1.	Shmakov Igor Vladimirovich	Head of directorate for internal control at "FGC UES" JSC	Holding IDGC JSC	51.66
2.	Filippova Irina Aleksandrovna	Leading expert of sector for audit and expertise at Department of internal control and risks management at Holding IDGC JSC	Holding IDGC JSC	51.66
3.	Bogachyov Igor Yurievich	Leading expert of sector for audit and expertise at Department of internal control and risks management at Holding IDGC JSC	Holding IDGC JSC	51.66
4.	Golubeva Olga Vladimirovna	Leading expert of sector for analysis and control of corporate management at Department for	Holding IDGC JSC	51.66

		corporate management and interaction with shareholders at Holding IDGC JSC		
5.	Gaichenya Ivan Alekseevich	First deputy Director in charge of security at "FGC UES" JSC	Holding IDGC JSC	51.66
6.	Pokrovskiy Sergey Vadimovich	Deputy executive director of Association for investors rights protection	Lancrenan Investments Limited	9.28
7.	Polovnev Igor Georgievich	Financial director of Association for investors rights protection	Lancrenan Investments Limited	9.28

Voting results

Goncharov V.A.	-	FOR	Osipov A.M.	-	ABSTAINED
Branis A.M.	-	AGAINST	Prokhorov E.V.	-	FOR
Katina A.Yu.	-	FOR	Repin I.N.	-	FOR
Dyakov F.A.	-	FOR	Filkin R.A.	-	FOR
			Shevchyuk A.V.	-	FOR

Thus by majority of votes the decision on the 1st item was adopted

2. On fixing the date of BoD meeting for discussion of issue related to preparation to annual general meeting of Company shareholders

Decision:

To fix the date of BoD meeting for discussion of issue related to preparation to annual general meeting of Company shareholders (including choosing the date, place and time of the annual general meeting; agenda of annual general meeting; date of making the list of persons entitled to participate in annual general meeting; approving form and text of voting ballots, etc) – May 14, 2013

Voting results

Goncharov V.A.	-	FOR	Osipov A.M.	-	FOR
Branis A.M.	-	FOR	Prokhorov E.V.	-	FOR
Katina A.Yu.	-	FOR	Repin I.N.	-	FOR
Dyakov F.A.	-	FOR	Filkin R.A.	-	FOR
			Shevchyuk A.V.	-	FOR

Thus the decision on the second item was unanimously adopted

3. On approving internal document of the Company: restated Regulations on investment activity

Decision:

1. To approve restated Regulations on investment activity of IDGC of the South JSC, in accordance with appendix to decision of the BoD.

Voting results

Goncharov V.A.	-	FOR	Osipov A.M.	-	FOR
Branis A.M.	-	ABSTAINED	Prokhorov E.V.	-	FOR
Katina A.Yu.	-	FOR	Repin I.N.	-	FOR
Dyakov F.A.	-	FOR	Filkin R.A.	-	ABSTAINED
			Shevchyuk A.V.	-	FOR

Thus by majority of votes the decision on the third item was adopted

4. On approving the organizational structure of executive body of IDGC of the South JSC

Decision:

1. To approve the organizational structure of executive body of IDGC of the South JSC, in accordance with appendix 2 to decision of the BoD and introduce the new organizational structure from May 8, 2013.

2. Starting from May 8, 2013 to consider the organizational structure of executive body of IDGC of the South JSC approved by BOD decision dated March 15, 2012 (minutes of meeting No/85/2012) as invalid.

Voting results

Goncharov V.A.	-	FOR	Osipov A.M.	-	FOR
Branis A.M.	-	FOR	Prokhorov E.V.	-	FOR
Katina A.Yu.	-	FOR	Repin I.N.	-	FOR
Dyakov F.A.	-	FOR	Filkin R.A.	-	FOR
			Shevchyuk A.V.	-	ABSTAINED

Thus by majority of votes the decision on the fourth was adopted

5. On approving internal documents:

- Corporate ethics code

- restated Corporate management code

Decision:

1. To approve Corporate ethics code as well as anti-corruption policy (appendix 3 to decision of the BoD).

2. To approve restated Corporate management code (appendix 4 to decision of the BoD).

3. To instruct director general to ensure the implementation and observance by the company of the internal document's approved by the BoD, which are aimed at increase of efficiency and transparency of company activity (as well as business activity and anti-corruption activity).

Voting results

Goncharov V.A.	-	FOR	Osipov A.M.	-	FOR
Branis A.M.	-	ABSTAINED	Prokhorov E.V.	-	FOR

Katina A.Yu.	-	FOR	Repin I.N.	-	FOR
Dyakov F.A.	-	FOR	Filkin R.A.	-	ABSTAINED
			Shevchyuk A.V.	-	ABSTAINED

Thus by majority of votes the decision on the fifth item was adopted

6. On approving internal document: Conditions of forming investment programme of IDGC of the South JSC

Decision:

To approve internal document: Conditions of forming investment programme of IDGC of the South JSC, in accordance with appendix 5 to decision of the BoD

Voting results

Goncharov V.A.	-	FOR	Osipov A.M.	-	FOR
Branis A.M.	-	ABSTAINED	Prokhorov E.V.	-	FOR
Katina A.Yu.	-	FOR	Repin I.N.	-	FOR
Dyakov F.A.	-	FOR	Filkin R.A.	-	ABSTAINED
			Shevchyuk A.V.	-	ABSTAINED

Thus by majority of votes the decision on the sixth was adopted

Chairperson of the committee

Goncharov V.A.

Corporate Secretary

Ruzavin A.P.