

**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	
2.1. Quorum of meeting of issuer’s BoD and results of voting on the adopted decisions: <b>11 out 11 members of the Board of Directors participated in the meeting, quorum is present.</b>	
<p><b>On item 1:</b>  “FOR” – 11 votes  “AGAINST” – 0 votes  “ABSTAINED” – 0 votes</p> <p><b>On item 2:</b>  “FOR” – 11 votes  “AGAINST” – 0 votes  “ABSTAINED” – 0 votes</p> <p><b>On item 3:</b>  “FOR” – 11 votes</p>	<p><b>On item 5:</b>  “FOR” – 11 votes  “AGAINST” – 0 votes  “ABSTAINED” – 0 votes</p> <p><b>On item 6:</b>  “FOR” – 11 votes  “AGAINST” – 0 votes  “ABSTAINED” – 0 votes</p> <p><b>On item 7:</b>  “FOR” – 11 votes</p>

“AGAINST” – 0 votes

“ABSTAINED” – 0 votes

**On item 4:**

“FOR” – 11 votes

“AGAINST” – 0 votes

“ABSTAINED” – 0 votes

“AGAINST” – 0 votes

“ABSTAINED” – 0 votes

**On item 8:**

“FOR” – 11 votes

“AGAINST” – 0 votes

“ABSTAINED” – 0 votes

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

2.2.1 Content of the decision adopted by the issuer’s board of directors:

1. To convene extraordinary General meeting of Company’s shareholders in the form of absentee voting.
2. To set the date of holding the extraordinary General meeting of Company’s shareholders – 30December 2015.
3. To approve the following agenda of extraordinary General meeting of Company’s shareholders:
  - On participation of the Company in the Association “Non-profit Partnership “Council for Organizing Efficient System of Trading at Wholesale and Retail Electricity and Capacity Market” (NP “Market Council”)
4. To set the date of drawing up the list of persons entitled to participate in the extraordinary General meeting of Company’s shareholders – 25 November 2015.
5. Due to the fact that the Company's preferred shares were not issued, the decision on the definition of the type (s) of preferred shares whose owners have the right to vote on the agenda of the extraordinary general meeting of shareholders, will not be taken.
6. To determine that the following information (materials) should be provided to the persons entitled to participate in the extraordinary General meeting of shareholders of the Company:

- information on Association “Non-profit Partnership “Council for Organizing Efficient System of Trading at Wholesale and Retail Electricity and Capacity Market”;
- information on proposals of the Board of Directors to the extraordinary General meeting of Company’s shareholders on the issue of participation in Association “Non-profit Partnership “Council for Organizing Efficient System of Trading at Wholesale and Retail Electricity and Capacity Market” (NP “Market Council”);
- information on shareholders' agreements concluded within the year up to the date of holding the extraordinary General meeting of Company’s shareholders.

7. To establish that the persons entitled to participate in the extraordinary General meeting of shareholders can obtain the specified information (materials) in the period from 30 November 2015 to 29 December 2015, excluding weekends and holidays, from 9:00 a.m. to 15:00 p.m., and on 30 December 2015 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”, JSC)
- Northern industrial zone, Elista, Kalmykia Republic (“Kalmenergo” – branch of “IDGC of the South” PJSC)

The mentioned information should also available from 30 November 2015 at Company’s website: [www.mrsk-yuga.ru](http://www.mrsk-yuga.ru).

8. To determine that the ballots for voting on the agenda of the extraordinary General meeting of shareholders should be sent by mail (handed out against receipt) to persons from the list of persons entitled to participate in the extraordinary General meeting of shareholders of the Company, no later than 9 December 2015.

9. To determine that the filled-in voting ballots can be sent to the following

addresses:

- “IDGC of the South” PJSC 49 Bolshaya Sadovaya St., Rostov-on-Don, RF 344002;
- “Registrar R.O.S.T.” (company’s registrar), 18/13 Stromynka St., Moscow, RF 107996.

The owner of securities, the rights to which are recorded by a nominal holder or a foreign nominee holder, is entitled to attend the Meeting in person or by giving instructions to the nominal holder or the nominal foreign holder to vote in a certain way, if it is stipulated by the contract concluded with the nominal holder or the foreign nominal holder. Electronic document on voting electronically signed shall be sent by the owner of the securities to the nominal holder or the nominal foreign holder.

10. To decided that while determining the quorum and counting voting results, only votes submitted by ballots received by the Company no later than 30 December 2015 can be accounted.

11. To approve the form and the text of the notice on the extraordinary General meeting of shareholders of the Company in accordance with Annex 1 to the 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:

- to publish a notice on the Company’s webpage: [www.mrsk-yuga.ru](http://www.mrsk-yuga.ru) by 27 November 2015.

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 27 November 2015.

**On presenting the issue (a proposal to the general meeting of shareholders of the issuer being a joint-stock company, to make a decision on the issue) specified in sub-paragraph 18 paragraph 1 article 48 of the Federal Law “On Joint-Stock Companies” for consideration by the general meeting of shareholders of the issuer / Disclosure of insider information on item 2 “On proposals of the Board**

**of Directors to the extraordinary General meeting of Company's shareholders on the issue of participation in Association "Non-profit Partnership "Council for Organizing Efficient System of Trading at Wholesale and Retail Electricity and Capacity Market"**

2.2.2. Content of the decision adopted by the issuer's board of directors:

To propose the extraordinary General meeting of shareholders of "IDGC of the South" PJSC (hereinafter – the Company) to adopt the following resolution on the issue of participation in Association "Non-profit Partnership "Council for Organizing Efficient System of Trading at Wholesale and Retail Electricity and Capacity Market":

To approve participation of the Company in Association "Non-profit Partnership "Council for Organizing Efficient System of Trading at Wholesale and Retail Electricity and Capacity Market" (hereinafter – NP "Market Council") on the following conditions:

- the amount of entry fee (lump sum payment) – 1 000 000 (one million) rubles;
- the amount of current (regular) membership fee for the 3<sup>rd</sup> and 4<sup>th</sup> quarter of 2015 186 000 (one hundred eighty six thousand) rubles per quarter, unless otherwise is specified by Supervisory council of NP "Market Council";
- the form of payment of the entry fee (lump sum payment) and current (regular) membership fees: monetary items;
- procedure and terms of payment of the entry fee (lump sum payment) – within 10 (ten) calendar days from the date of receiving a written notification on accepting the Company to NP "Market Council", unless otherwise is specified by Supervisory council of NP "Market Council";
- amount and procedure of payment of current (regular) membership fees – quarterly by the 1<sup>st</sup> day of the second month of the quarter, unless otherwise is specified by Supervisory council of NP "Market Council".

**On approval of agenda of general meeting of participants (shareholders) of the issuer, which is a business entity, as well as on other resolutions related to preparation, convening and holding of general meeting of participants**

**(shareholders) of the issuer / Disclosure of insider information on item 3  
“On approval of form and text of the bulletins for voting at the extraordinary  
general meeting of Company’s shareholders”**

2.2.3. Content of the decision adopted by the issuer’s board of directors:

To approve the form and text of the bulletins for voting at extraordinary general meeting of Company’s shareholders, in accordance with Annex 2 to the decision of the Board of Directors.

**On approval of agenda of general meeting of participants (shareholders) of the issuer, which is a business entity, as well as on other resolutions related to preparation, convening and holding of general meeting of participants (shareholders) of the issuer / Disclosure of insider information on item 4 “On appointing secretary of the extraordinary general meeting of Company’s shareholders”**

2.2.4. Content of the decision adopted by the issuer’s board of directors:

To appoint Pavlova Yelena Nikolayevna, corporate secretary of the Company as secretary of the extraordinary general meeting of Company’s shareholders.

**On approval of agenda of general meeting of participants (shareholders) of the issuer, which is a business entity, as well as on other resolutions related to preparation, convening and holding of general meeting of participants (shareholders) of the issuer / On approval of internal documents of the issuer/Disclosure of insider information on item 5 “On approval of cost estimate for preparation and holding of the extraordinary general meeting of Company’s shareholders”**

2.2.5. Content of the decision adopted by the issuer’s board of directors:

1. To approve the cost estimate for preparation and holding of the extraordinary general meeting of Company’s shareholders, in accordance with Annex 3 to the decision of the Board of Directors.

2. Director General shall submit to the Company’s Board of Directors a report on expenditures related to preparation and holding of the extraordinary general meeting of Company’s shareholders within two months after the extraordinary general

meeting of Company's shareholders.

**On approval of agenda of general meeting of participants (shareholders) of the issuer, which is a business entity, as well as on other resolutions related to preparation, convening and holding of general meeting of participants (shareholders) of the issuer / Disclosure of insider information on item 6 "On approval of terms of contract with the Company's registrar"**

2.2.6. Content of the decision adopted by the issuer's board of directors:

1. To approve the terms of contract on services related to organization, convening and holding general meeting of Company's shareholders, as well as implementation of functions of a counting board, in accordance with Annex 4 to the decision of the Board of Directors.
2. To instruct Director General of the Company to sign contract on services related to organization, convening and holding general meeting of Company's shareholders, as well as implementation of functions of a counting board on conditions specified in Annex 4 to the decision of the Board of Directors.

2.3. Date of holding the meeting of Board of Directors: **13 November 2015.**

2.4. Date of drawing up and number of the minutes of meeting: **No. 170/2015 dated 16 November 2015**

### 3. Signature

3.1 Head of corporate governance and shareholders

interaction department (attorney dd 19.01.2015

No.25-15)

(signature) Pavlova Ye.N.

3.2. Date 16 November 20 15