

**Minutes No. 13**  
**of the annual 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 Distributiion Grid Company of the South”<br>49, Bolshaya Sadovaya str., Rostov-on-Don,<br>the Russian Federation, 344002               |
| Type of general meeting:                                       | annual   |
| Form of general meeting holding:                               | meeting  |
| Date of general meeting holding:                               | 19 June 2015   |
| Place of general meeting holding:                              | 147 2 <sup>nd</sup> Krasnodarskaya str., Rostov-on-Don,<br>Russian Federation  |
| Registration start time:                                       | 09:00  |
| Meeting opening:   | 10:00  |
| Registration termination:                                      | 11:08  |
| Poll start time:   | 11:30  |
| Meeting termination:   | 12:30  |
| 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<br>- Registrar “ROST”, JSC (Company registrar), 13/18 Stromynka street, Moscow |
| Final date for submission of ballots:                          | 16 June 2015   |
| Date of drawing the minutes:                                   | 22 June 2015   |

The annual General meeting of shareholders of the open joint-stock company “Interregional Distribution Grid Company of the South” (IDGC of the South, JSC) (hereinafter –the Meeting) is held on the basis of resolution adopted by the Board of Directors of the Company on 07.05.2015, minutes No.157/2015 dated 08.05.2015 and minutes No.157/2015 dated 21.05.2015.

The date of making of the list of persons entitled to participate in the meeting – 18 May 2015.

As of the record date of IDGC of the South, JSC (18 May 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 Urmanova Yelena Leonidovna, 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 Meeting are fulfilled by Arkhipov Sergey Alexandrovich, Chairperson of IDGC of the South JSC Board of Directors, Chief advisor at Rosseti JSC.

In accordance with decision of Company BoD taken on 18.05.2015 (minutes of meeting No.158/2015 dated 21.05.2015), the functions of Secretary at the Meeting are fulfilled by Pavlova Yelena Nikollaevna, corporate secretary of the Company.

According to the report of Urmanova Yelena Leonidovna, at 10:00 by local time registered persons own in total 39 483 559 905 votes which is 79.2666% from total amount of votes of persons entitled to participate in the meeting.

Quorum for opening the meeting was present.

#### Agenda of the Meeting:

1. On approval of annual report, annual accounting statements, report on profit distribution (as well as on payment of dividends) and report on loss distribution by the results of 2014 fiscal year.
2. On election of the Board of Directors.
3. On election of the Company's Auditing Commission.
4. On approval of Company's auditor.
5. On introduction of changes to the Charter of Open Joint Stock "Interregional Distribution Grid Company of the South".
6. On introduction of changes to the Charter of Open Joint Stock "Interregional Distribution Grid Company of the South".
7. On introduction of changes to the Charter of Open Joint Stock "Interregional Distribution Grid Company of the South".
8. On introduction of changes to the Charter of Open Joint Stock "Interregional Distribution Grid Company of the South".
9. On introduction of changes to the Charter of Open Joint Stock "Interregional Distribution Grid Company of the South".

10. On approval of the restated Regulations on General meeting of Company's shareholders.
11. On approval of the restated Regulations on the Board of Directors.
12. On approval of the restated Regulations on Management Board.
13. On approval of the restated Regulations on Auditing Committee.
14. On approval of the restated Regulations on payment of remuneration and compensations to members of the Auditing Commission.
15. On approval of the restated Regulations on payment of remuneration and compensations to members of the Board of Directors.
16. On approval of the contract on liability insurance of directors and officers of the Company, as interested party transaction.

Speakers on item 1 **“On approval of annual report, annual accounting statements, report on profit distribution (as well as on payment of dividends) and report on loss distribution by the results of 2014 fiscal year”** Rybin Alexey Alexandrovich, Deputy Director General in charge of Economics and Finance, and Savin Grigoriy Grigorievich, Head of Department of Financial Records, Accounts and Tax Returns, made a report on the results of audits performed by external auditor and Auditing Commission of the Company.

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item #1 “On approval of annual report, annual accounting statements, report on profit distribution (as well as on payment of dividends) and report on loss distribution by the results of 2014 fiscal year”**

|  |                |
|--|----------------|
| Number of votes held by the persons, included in the list of persons entitled to participate in general meeting                    | 49 811 096 064 |
| Number of votes provided 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 held by the persons that participated in the meeting   | 39 483 788 625 |
| Quorum, %  | 79.2671        |

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

When voting , the following resolution was proposed: 1. To approve annual report of the Company 2014, annual accounting statements for 2014.

2. To approve the following distribution of profit (loss) of the Company for the 2014 fiscal year:

| Indicator                                       | (thousand rubles) |
|---|-------------------|
| Undistributed profit (loss) of reported period: | (6 893 677)       |
| To distribute for: Reserve fund                 | 0                 |
| Profit for development                          | 0                 |
| Dividends                                       | 0                 |
| Discharge of losses of previous years           | 0                 |

3. It is decided not to pay dividends from ordinary shares of the Company by the results of 2014.

The votes allocated the following way:

| Voting options  | Amount of votes       | % from participants in the voting |
|---|-----------------------|-----------------------------------|
| FOR   | <b>28 341 535 930</b> | <b>71.780184</b>                  |
| AGAINST   | 77 162 247            | 0.195428                          |
| ABSTAINED   | 10 942 758 409        | 27.714560                         |
| Did not participate in voting   |                       | 121 524 743                       |
| Number of votes that were not counted due to being declared invalid (including in part of voting on this issue) |                       | 807 296                           |

**Resolution on item 1of the Meeting:**

1. To approve annual report of the Company 2014, annual accounting statements for 2014.

2. To approve the following distribution of profit (loss) of the Company for the 2014 fiscal year:

| Indicator                                       | (thousand rubles) |
|---|-------------------|
| Undistributed profit (loss) of reported period: | (6 893 677)       |
| To distribute for: Reserve fund                 | 0                 |

|                                       |   |
|---------------------------------------|---|
| Profit for development                | 0 |
| Dividends                             | 0 |
| Discharge of losses of previous years | 0 |

3. It is decided not to pay dividends from ordinary shares of the Company by the results of 2014.

Speaker on item 2 of the agenda “**On election of the Board of Directors**”, item 3 “**On election of the Company’s Auditing Commission**” and item 4 “**On approval of Company’s auditor**” Arkhipov Sergey Alexandrovich, Chairperson of the BoD, presented information on the candidates to the BoD and the Auditing Commission and on the candidature of an auditor.

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item #2 “On election of the 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   | 434 321 674 875 |
| Quorum, %   | 79.2671         |

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

When voting the following resolution was proposed:

To elect the following persons to the Board of Directors.

| #     | Name of the candidate          | Number of voting for cumulative voting |
|-------|--------------------------------|--|
| “FOR” |                                |  |
| 1     | Branis Alexandr Markovich      | 37 520 175 631                         |
| 2     | Spirin Denis Alexandrovich     | 745 402                                |
| 3     | Filkin Roman Alexeevich        | 37 512 794 724                         |
| 4     | Shevchyuk Alexandr Viktorovich | 37 765 462 914                         |
| 5     | Repin Igor Nikolaevich         | 332 162                                |

|   |                                  |                |
|---|----------------------------------|----------------|
| 6   | Dudchenko Vladimir Vladimirovich | 37 336 853 149 |
| 7   | Fyodorov Oleg Romanovich         | 2 921 990      |
| 8   | Airapetyan Arman Mushegovich     | 33 448 675 692 |
| 9   | Arkipov Sergey Alexandrovich     | 36 005 041 417 |
| 10  | Dobakhyants Yuliya Vladimirovna  | 3 996 110      |
| 11  | Pankstiyarov Yuriy Borisovich    | 35 608 166 476 |
| 12  | Piotrovich Nikolai Borisovich    | 35 605 285 253 |
| 13  | Savvin Yuriy Alexandrovich       | 2 854 979      |
| 14  | Fadeyev Alexandr Nikolaevich     | 35 608 834 301 |
| 15  | Kharin ANDrey Nikolaevich        | 35 608 215 680 |
| 16  | Shmakov Igor Vladimirovich       | 35 608 338 942 |
| 17  | Ebzeev Boris Borisovich          | 35 748 309 769 |
| 18  | Erpsheer Nataliya Ilinichna      | 1 897 092      |
| AGAINST all candidates  |                                  | 75 631 512     |
| ABSTAINED all candidates  |                                  | 769 203 281    |
| Did not participate in voting   |                                  | 26 858 897     |
| Number of votes that were not counted due to being declared invalid (including in part of voting on this issue) |                                  | 61 079 502     |

Decision taken on item 2:

To elect the Company's BoD in the following composition

1. Shevchyuk Alexandr Viktorovich
2. Branis Alexandr Markvich
3. Filkin Roman Alexeevich
4. Dudchenko Vladimir Vladimirovich
5. Arkipov Sergey Alexandrovich
6. Ebzeev Boris Borisovich
7. Fadeyev Alexandr Nikolaevich
8. Shmakov Igor Vladimirovich
9. Kharin Andrey Nikolaevich
10. Pankstiyarov Yuriy Borisovich
11. Piotrovich Nikolai Borisovich

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item #3 “On election of the Company’s Auditing Commission”**

|  |                |
|--|----------------|
| Number of votes held by the persons, included in the list of persons entitled to participate in general meeting                    | 49 811 096 064 |
| Number of votes provided 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 held by the persons that participated in the meeting   | 39 483 788 625 |
| Quorum, %  | 79.2674        |
| The quorum was present. For voting bulletins No.1 were used.   |                |

When voting on agenda item 3 the resolution was proposed: “To elect the following persons to the Auditing Committee:”. The cumulative votes were distributed the following way:

| # | Candidate                    | FOR             |            | AGAINST         |           | ABSTAINED       |            | Invalid         |           |
|---|------------------------------|-----------------|------------|-----------------|-----------|-----------------|------------|-----------------|-----------|
|   |                              | Amount of votes | %          | Amount of votes | %         | Amount of votes | %          | Amount of votes | %         |
| 1 | Polovnev Igor Georgievich    | 13 538 242 691  | 34.288 104 | 6 826 553       | 0.017290  | 25 800 458 701  | 65.34 4435 | 16 735 937      | 0.0423 87 |
| 2 | Kim Svetlana Anatolievna     | 25 741 505 887  | 65.195 126 | 12 416 733 210  | 31.447674 | 1 182 895 300   | 2.995 901  | 21 129 485      | 0.0535 14 |
| 3 | Kirillov Artyom Nikolaevich  | 27 223 583 744  | 68.948 763 | 10 940 821 525  | 27.709655 | 1 182 685 650   | 2.995 370  | 15 172 963      | 0.0384 28 |
| 4 | Medvedeva Oksana Alekseyevna | 25 745 183 687  | 65.204 441 | 12 419 094 178  | 31.453654 | 1 182 818 116   | 2.995 706  | 15 167 901      | 0.0384 16 |
| 5 | Guseva Yelena Yurievna       | 27 224 868 583  | 68.952 017 | 10 938 460 557  | 27.703675 | 1 185 212 417   | 3.001 770  | 13 722 325      | 0.0347 54 |
| 6 | Lukovkina Irina Pavlovna     | 25 745 990 660  | 65.206 485 | 12 417 079 229  | 31.448551 | 1 182 667 052   | 2.995 323  | 16 526 941      | 0.0418 58 |

|               |             |
|---------------|-------------|
| Did not vote: | 121 524 743 |
|---------------|-------------|

**Resolution adopted on agenda item No.3:**

To elect the following persons to the Auditing Committee:

- 1 Guseva Yelena Yurievna
- 2 Kirillov Artyom Nikolaevich
- 3 Lukovkina Irina Pavlovna
- 4 Medvedeva Oksana Alekseyevna
- 5 Kim Svetlana Anatolievna

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item #4 “On approval of Company’s auditor”**

|  |                |
|--|----------------|
| Number of votes held by the persons, included in the list of persons entitled to participate in general meeting                    | 49 811 096 064 |
| Number of votes provided 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 held by the persons that participated in the meeting   | 39 483 788 625 |
| Quorum, %  | 79.2671        |
| The quorum was present. For voting bulletins No.1 were used.   |                |

When voting on agenda item 4 the resolution was proposed: “To appoint “RSM RUS” LLC as Company’s auditor”. The cumulative votes were distributed the following way:

| Voting  | Amount of votes       | % from participants in the voting |
|---|-----------------------|-----------------------------------|
| FOR   | <b>27 238 799 917</b> | <b>68.987301</b>                  |
| AGAINST   | 10 938 750 671        | 27.704410                         |
| ABSTAINED   | 1 183 905 998         | 2.998461                          |
| Did not vote  |                       | 121 524 743                       |
| Number of votes that were not counted due to being declared invalid (including in part of voting on this issue) |                       | 807 296                           |

**Resolution adopted on agenda item No.4:**

To approve “RSM RUS” LLC as Company’s auditor.



Speaker on item 5 of the agenda “On introduction of changes to the Charter of Open Joint Stock “Interregional Distribution Grid Company of the South”, item 6 “On introduction of changes to the Charter of Open Joint Stock “Interregional Distribution Grid Company of the South”, item 7 “On introduction of changes to the Charter of Open Joint Stock “Interregional Distribution Grid Company of the South”, item 8 “On introduction of changes to the Charter of Open Joint Stock “Interregional Distribution Grid Company of the South”, item 9 “On introduction of changes to the Charter of Open Joint Stock “Interregional Distribution Grid Company of the South”, item 10 “On approval of the restated Regulations on General meeting of Company’s shareholders”, item 11 “ On approval of the restated Regulations on the Board of Directors”, item 12 “On approval of the restated Regulations on Management Board”, item 13 “On approval of the restated Regulations on Auditing Committee”, item 14 “On approval of the restated Regulations on payment of remuneration and compensations to members of the Auditing Commission”, item 15 “On approval of the restated Regulations on payment of remuneration and compensations to members of the Board of Directors” Musinov Oleg Valerivich, Deputy Director General in charge of Corporate governance, made a report on the changes and additions introduced to the Charter and internal documents of the Company.

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item 5 of the agenda “On introduction of changes to the Charter of Open Joint Stock “Interregional Distribution Grid Company of the South”**

|  |                |
|--|----------------|
| Number of votes held by the persons, included in the list of persons entitled to participate in general meeting                    | 49 811 096 064 |
| Number of votes provided 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 held by the persons that participated in the meeting   | 39 483 788 625 |

|  |         |
|--|---------|
| Quorum, %  | 79.2671 |
| The quorum was present. For voting bulletins No.3 were used. |         |

When voting on agenda item 5 the resolution was proposed: “To add to paragraph 23 of the clause 15.1 of the Charter the following sentence: “preliminary approval of one or several related transactions connected with the Company’s placement or possible placement of monetary assets in credit institutions in the form of deposit for the amount exceeding 1 billion rubles;”. The cumulative votes were distributed the following way:

| Voting  | Amount of votes       | % from participants in the voting |
|---|-----------------------|-----------------------------------|
| FOR   | <b>13 667 444 158</b> | <b>34.615331</b>                  |
| AGAINST   | 25 738 103 952        | 65.186510                         |
| ABSTAINED   | 72 012 535            | 0.182385                          |
| Did not vote  |                       | 2 945 849                         |
| Number of votes that were not counted due to being declared invalid (including in part of voting on this issue) |                       | 3 282 131                         |

**Resolution on agenda item No.5 was not adopted.**

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item 6 “On introduction of changes to the Charter of Open Joint Stock “Interregional Distribution Grid Company of the South”**

|  |                |
|--|----------------|
| Number of votes held by the persons, included in the list of persons entitled to participate in general meeting                    | 49 811 096 064 |
| Number of votes provided 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 held by the persons that participated in the meeting   | 39 483 788 625 |
| Quorum, %  | 79.2671        |
| The quorum was present. For voting bulletins No.3 were used.   |                |

When voting on agenda item 6 the resolution was proposed: “To add to paragraph 23 of the clause 15.1 of the Charter the following sentence: “preliminary approval of one or several related transactions connected with the Company’s purchase or possibility of purchase of options, bills, investment units of mutual investment funds and/or bonds for the amount exceeding 1 billion rubles;”. The cumulative votes were distributed the following way:

| Voting  | Amount of votes       | % from participants in the voting |
|---|-----------------------|-----------------------------------|
| FOR   | <b>13 667 890 668</b> | <b>34.616462</b>                  |
| AGAINST   | 25 738 123 952        | 65.186561                         |
| ABSTAINED   | 71 546 025            | 0.181204                          |
| Did not vote  |                       | 2 945 849                         |
| Number of votes that were not counted due to being declared invalid (including in part of voting on this issue) |                       | 3 282 131                         |

**Resolution on agenda item No.6 was not adopted.**

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item 7 “On introduction of changes to the Charter of Open Joint Stock “Interregional Distribution Grid Company of the South”**

|  |                |
|--|----------------|
| Number of votes held by the persons, included in the list of persons entitled to participate in general meeting                    | 49 811 096 064 |
| Number of votes provided 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 held by the persons that participated in the meeting   | 39 483 788 625 |
| Quorum, %  | 79.2671        |
| The quorum was present. For voting bulletins No.3 were used.   |                |

When voting on agenda item 7 the resolution was proposed: “To add to paragraph 23 of the clause 15.1 of the Charter the following sentence: “preliminary approval of one or several related transactions connected with the Company’s transfer or

possibility of transfer to discretionary management of property for the amount exceeding 1 billion rubles;”. The cumulative votes were distributed the following way:

| Voting  | Amount of votes       | % from participants in the voting |
|---|-----------------------|-----------------------------------|
| FOR   | <b>13 667 442 798</b> | <b>34.615328</b>                  |
| AGAINST   | 25 738 103 952        | 65.186510                         |
| ABSTAINED   | 72 012 535            | 0.182385                          |
| Did not vote  |                       | 2 945 849                         |
| Number of votes that were not counted due to being declared invalid (including in part of voting on this issue) |                       | 3 283 491                         |

**Resolution on agenda item No.7 was not adopted.**

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item 8 “On introduction of changes to the Charter of Open Joint Stock “Interregional Distribution Grid Company of the South”**

|  |                |
|--|----------------|
| Number of votes held by the persons, included in the list of persons entitled to participate in general meeting                    | 49 811 096 064 |
| Number of votes provided 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 held by the persons that participated in the meeting   | 39 483 788 625 |
| Quorum, %  | 79.2671        |
| The quorum was present. For voting bulletins No.3 were used.   |                |

When voting on agenda item 8 the resolution was proposed: “To add to paragraph 23 of the clause 15.1 of the Charter the following sentence: “preliminary approval of one or several related transactions connected with the Company’s receipt or possibility of receipt of bank bond for the amount exceeding 1 billion rubles;”. The cumulative votes were distributed the following way:

| Voting  | Amount of votes       | % from participants in the voting |
|---|-----------------------|-----------------------------------|
| FOR   | <b>13 670 471 636</b> | <b>34.622999</b>                  |
| AGAINST   | 25 735 542 984        | 65.180024                         |
| ABSTAINED   | 71 546 025            | 0.181204                          |
| Did not vote  |                       | 2 945 849                         |
| Number of votes that were not counted due to being declared invalid (including in part of voting on this issue) |                       | 3 282 131                         |

**Resolution on agenda item No.8 was not adopted.**

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item 9 “On introduction of changes to the Charter of Open Joint Stock “Interregional Distribution Grid Company of the South”**

|  |                |
|--|----------------|
| Number of votes held by the persons, included in the list of persons entitled to participate in general meeting                    | 49 811 096 064 |
| Number of votes provided 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 held by the persons that participated in the meeting   | 39 483 788 625 |
| Quorum, %  | 79.2671        |
| The quorum was present. For voting bulletins No.3 were used.   |                |

When voting on agenda item 9 the resolution was proposed: “To introduce changes and additions to the Company’s Charter by approving the restated Company’s Charter”. The cumulative votes were distributed the following way:

| Voting | Amount of votes       | % from participants in the voting |
|--------|-----------------------|-----------------------------------|
| FOR    | <b>39 400 768 860</b> | <b>99.789737</b>                  |

|              |            |           |
|--------------|------------|-----------|
| AGAINST      | 5 093 294  | 0.012900  |
| ABSTAINED    | 71 698 491 | 0.181590  |
| Did not vote |            | 2 945 849 |

|   |           |
|---|-----------|
| Number of votes that were not counted due to being declared invalid (including in part of voting on this issue) | 3 282 131 |
|---|-----------|

**Resolution adopted on agenda item No.9:**

To introduce changes and additions to the Company's Charter by approving the restated Company's Charter.

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item 10 "On approval of the restated Regulations on General meeting of Company's shareholders"**

|  |                |
|--|----------------|
| Number of votes held by the persons, included in the list of persons entitled to participate in general meeting                    | 49 811 096 064 |
| Number of votes provided 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 held by the persons that participated in the meeting   | 39 483 788 625 |
| Quorum, %  | 79.2671        |
| The quorum was present. For voting bulletins No.3 were used.   |                |

When voting on agenda item 10 the resolution was proposed: "To approve the restated Regulations on General meeting of Company's shareholders". The cumulative votes were distributed the following way:

| Voting    | Amount of votes       | % from participants in the voting |
|-----------|-----------------------|-----------------------------------|
| FOR       | <b>27 232 249 837</b> | <b>68.970711</b>                  |
| AGAINST   | 12 173 672 642        | 30.832078                         |
| ABSTAINED | 71 638 166            | 0.181437                          |

|   |           |
|---|-----------|
| Did not vote  | 2 945 849 |
| Number of votes that were not counted due to being declared invalid (including in part of voting on this issue) | 3 282 131 |

**Resolution adopted on agenda item No.10:**

To approve the restated Regulations on General meeting of Company's shareholders.

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item 11 "On approval of the restated Regulations on the Board of Directors"**

|  |                |
|--|----------------|
| Number of votes held by the persons, included in the list of persons entitled to participate in general meeting                    | 49 811 096 064 |
| Number of votes provided 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 held by the persons that participated in the meeting   | 39 483 788 625 |
| Quorum, %  | 79.2671        |
| The quorum was present. For voting bulletins No.3 were used.   |                |

When voting on agenda item 11 the resolution was proposed: "To approve the restated Regulations on the Board of Directors". The cumulative votes were distributed the following way:

| Voting  | Amount of votes       | % from participants in the voting |
|---|-----------------------|-----------------------------------|
| FOR   | <b>27 232 249 837</b> | <b>68.970711</b>                  |
| AGAINST   | 12 173 672 642        | 30.832078                         |
| ABSTAINED   | 71 638 166            | 0.181437                          |
| Did not vote  |                       | 2 945 849                         |
| Number of votes that were not counted due to being declared invalid (including in part of voting on this issue) |                       | 3 282 131                         |

**Resolution adopted on agenda item No.11:**

To approve the restated Regulations on the Board of Directors.

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item 12 “On approval of the restated Regulations on Management Board”**

|  |                |
|--|----------------|
| Number of votes held by the persons, included in the list of persons entitled to participate in general meeting                    | 49 811 096 064 |
| Number of votes provided 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 held by the persons that participated in the meeting   | 39 483 788 625 |
| Quorum, %  | 79.2671        |
| The quorum was present. For voting bulletins No.3 were used.   |                |

When voting on agenda item 12 the resolution was proposed: “To approve the restated Regulations on Management Board”. The cumulative votes were distributed the following way:

| Voting  | Amount of votes       | % from participants in the voting |
|---|-----------------------|-----------------------------------|
| FOR   | <b>28 465 299 837</b> | <b>72.093638</b>                  |
| AGAINST   | 10 940 622 642        | 27.709151                         |
| ABSTAINED   | 71 638 166            | 0.181437                          |
| Did not vote  |                       | 2 945 849                         |
| Number of votes that were not counted due to being declared invalid (including in part of voting on this issue) |                       | 3 282 131                         |

**Resolution adopted on agenda item No.12:**

To approve the restated Regulations on Management Board.

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item 13 “On approval of the restated Regulations on Auditing Commission”**



|  |                |
|--|----------------|
| Number of votes held by the persons, included in the list of persons entitled to participate in general meeting                    | 49 811 096 064 |
| Number of votes provided 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 held by the persons that participated in the meeting   | 39 483 788 625 |
| Quorum, %  | 79.2671        |
| The quorum was present. For voting bulletins No.3 were used.   |                |

When voting on agenda item 13 the resolution was proposed: “To approve the restated Regulations on Auditing Commission”. The cumulative votes were distributed the following way:

| Voting  | Amount of votes       | % from participants in the voting |
|---|-----------------------|-----------------------------------|
| FOR   | <b>28 465 299 837</b> | <b>72.093638</b>                  |
| AGAINST   | 10 940 622 642        | 27.709151                         |
| ABSTAINED   | 71 638 166            | 0.181437                          |
| Did not vote  |                       | 2 945 849                         |
| Number of votes that were not counted due to being declared invalid (including in part of voting on this issue) |                       | 3 282 131                         |

**Resolution adopted on agenda item No.13:**

To approve the restated Regulations on Auditing Commission.

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item 14 “On approval of the restated Regulations on payment of remuneration and compensations to members of the Auditing Commission”**

|   |                |
|---|----------------|
| Number of votes held by the persons, included in the list of persons entitled to participate in general meeting | 49 811 096 064 |
|---|----------------|

|  |                |
|--|----------------|
| Number of votes provided 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 held by the persons that participated in the meeting   | 39 483 788 625 |
| Quorum, %  | 79.2671        |
| The quorum was present. For voting bulletins No.3 were used.   |                |

When voting on agenda item 14 the resolution was proposed: “To approve the restated Regulations on payment of remuneration and compensations to members of the Auditing Commission”. The cumulative votes were distributed the following way:

| Voting  | Amount of votes       | % from participants in the voting |
|---|-----------------------|-----------------------------------|
| FOR   | <b>27 225 234 534</b> | <b>68.952944</b>                  |
| AGAINST   | 12 176 004 073        | 30.837983                         |
| ABSTAINED   | 76 321 948            | 0.193299                          |
| Did not vote  |                       | 2 945 849                         |
| Number of votes that were not counted due to being declared invalid (including in part of voting on this issue) |                       | 3 282 221                         |

**Resolution adopted on agenda item No.14:**

To approve the restated Regulations on payment of remuneration and compensations to members of the Auditing Commission.

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item 15 “On approval of the restated Regulations on payment of remuneration and compensations to members of the Board of Directors”**

|   |                |
|---|----------------|
| Number of votes held by the persons, included in the list of persons entitled to participate in general meeting | 49 811 096 064 |
| Number of votes provided by voting shares determined with   | 49 811 096 064 |

|  |                |
|--|----------------|
| regard of paragraph 4.20 of Order of FFMS dated 02.02.2012 No. 12-6/ПЗ-Н |                |
| Number of votes held by the persons that participated in the meeting     | 39 483 788 625 |
| Quorum, %  | 79.2671        |
| The quorum was present. For voting bulletins No.3 were used.             |                |

When voting on agenda item 15 the resolution was proposed: “1. To approve the restated Regulations on payment of remuneration and compensations to members of the Board of Directors. 2. To decide that the rested Regulations on payment of remuneration and compensations to members of the Board of Directors are applicable to members of the BoD elected at this and the next meetings of the shareholders”. The cumulative votes were distributed the following way:

| Voting  | Amount of votes       | % from participants in the voting |
|---|-----------------------|-----------------------------------|
| FOR   | <b>27 224 319 531</b> | <b>68.950626</b>                  |
| AGAINST   | 12 175 393 707        | 30.836437                         |
| ABSTAINED   | 77 847 407            | 0.197163                          |
| Did not vote  |                       | 2 945 849                         |
| Number of votes that were not counted due to being declared invalid (including in part of voting on this issue) |                       | 3 282 131                         |

**Resolution adopted on agenda item No.15:**

1. To approve the restated Regulations on payment of remuneration and compensations to members of the Board of Directors.
2. To decide that the rested Regulations on payment of remuneration and compensations to members of the Board of Directors are applicable to members of the BoD elected at this and the next meetings of the shareholders

Speaker on item 16 of the agenda “**On approval of the contract on liability insurance of directors and officers of the Company, as interested party transaction**” Arkhipov Sergey Alexandrovich, Chairperson of the BoD, presented

information on parties of the contract, subject, price and other terms of the proposed contract.

**Results of registration of persons entitled to participate in the Meeting and results of voting on agenda item 16 “On approval of the contract on liability insurance of directors and officers of the Company, as interested party transaction”**

|  |                       |
|--|-----------------------|
| Number of votes the persons, included in the list of persons entitled to participate in general meeting, had   | <b>49 811 096 064</b> |
| Number of votes of the persons, included in the list of persons entitled to participate in general meeting, and uninterested in conclusion of transaction  | <b>24 080 253 013</b> |
| Number of votes of as per the voting shares of the Company owners of which are persons uninterested in transaction, determined with regard of paragraph 4.20 of Order of FFMS dated 02.02.2012 No. 12-6/ПЗ-Н | <b>24 080 253 013</b> |
| Number of votes held by the persons uninterested in transaction that participated in the meeting   | <b>13 752 945 574</b> |
| Quorum (%)   | <b>57.113</b>         |

The quorum was present. For voting bulletins No.4 were used.

When voting on agenda item 16 the resolution was proposed::

1.To determine the price of the liability insurance contract of directors and officers, concluded between the Company and the winner determined on the basis of the results of tender on selection of an insurance company, which is an interested party transaction, in the amount of the insurance premium, which does not exceed 1 450 000.0 (one million four hundred fifty thousand) rubles.

2.To approve the liability insurance contract of directors and officers between the Company and the winner determined on the basis of the results of tender on selection of an insurance company (hereinafter - the Contract), which is a related party transaction, on the following essential conditions:

## 2.1 Parties of the Contract:

the Company – “the Insured Party”;

the winner determined on the basis of the results of tender on selection of an insurance company – “the Insurer”.

## 2.2 The Insured:

– the Company;

– The Insured persons: any natural or a legal person who, in particular, was, is or becomes: a member of the board of directors, supervisory board or another similar body of the Company irrespective of its name in any jurisdiction, chief executive officer of the Company (General Director), deputy chief executive officer (First Deputy General Director, Deputy General Director) of the Company, a member of the Management Board of the Company, chief accountant of the Company.

2.3 Beneficiary: any third parties, who may incur losses and the Insured.

2.4 Subject of the Contract: The Insurer agrees upon the occurrence of any of the specified in the Contract insurance claims to pay in accordance with the Contract an insurance compensation (depending on the situation) to the corresponding Insured and/or any other person entitled to such compensation.

## 2.5 Insurance coverage:

Insurance coverage A - the Insurer agrees to pay for any losses arising from any claim, which was first presented to any Insured person during the Policy Period or Discovery Period except in cases where the Company has reimbursed such losses (within such reimbursement);

Insurance coverage B - the Insurer agrees to pay the Company any losses associated with any claim, which was first presented to any Insured person during the Policy Period or Discovery Period;

Insurance coverage C - the Insurer agrees to pay any damages in connection with any claim for securities, which was first presented to the Company during the Policy Period or Discovery Period.

## 2.6 Object of insurance:

In respect of the insurance liability of the Insured - the property interests of the

Insured related to the emergence with such Insured of the obligation to compensate the losses incurred by other persons.

In respect of the insurance of any costs of the Insured - the property interests of the Insured related to incurring and/or the need to incurring any costs.

In respect of the insurance of costs of the Company under the insurance coverage B - the property interests of the Company, related to the reimbursement of any costs to the Company.

#### 2.7 Event insured:

In terms of the liability insurance of the Insured - the onset of the following circumstances:

- (a) the emergence with the Insured in accordance with the applicable law of the obligation to compensate any losses incurred by other persons in connection with any wrongful act of the Insured, and
- (b) the presentation to the Insured any claim in connection with the losses of other persons specified in paragraph (A) above.

In terms of the insurance of any expenses of the Insured - presentation of any claim to the Insured, which necessarily leads to any cost of the Insured, even if such costs have not actually been incurred.

In terms of the insurance of costs of the Company under the insurance coverage B - the Company incurring any expenses/costs for the reimbursement of the Company of any loss to any Insured person and/or any other person acting on behalf of the Insured person and/or for the benefit of any Insured person in connection with any claim brought against any Insured person and/or liability arising of any Insured person for any losses incurred by other persons, even if such losses have not actually been incurred.

#### 2.8 Exclusions from the insurance coverage:

The Agreement does not cover claims relating to:

- receipt by a certain Insured Person of income or benefits for which the Insured Person had no lawful right;
- committing by a certain Insured Person any deliberate criminal or malicious act,

deliberate error or omission or any willful or intentional violation of the law;

- bodily injuries and damage to property;
- previous claims and circumstances;
- environmental pollution;
- pension and social programs;
- claims brought by one Insured to another Insured in the U.S. and Canada.

2.9 Total limit of liability: for all the Insured under all claims not less than 1 000 000 000 (one billion) rubles.

2.10 Additional limit of liability: for each independent director is not less than 30 000 000 (thirty million) rubles provided that the aggregate limit of liability for all independent directors in the aggregate amount is not more than 150 000 000 (one hundred and fifty million) rubles.

2.11 Franchises:

not more than 1 500 000 (one million five hundred thousand) rubles - for the remaining claims filed in the United States or Canada (coverage B);

not more than 1 500 000 (one million five hundred thousand) rubles - for the remaining claims filed in other countries (coverage B);

not more than 3 000 000 (three million) rubles - in relation to claims under securities, filed in the U.S. or Canada (coverage C);

not more than 2 400 000 (two million four hundred thousand) rubles - in relation to claims under securities, filed in other countries (coverage C);

2.12 Insurance period (validity of the Contract): 12 months.

2.13 Continuity date – 28.06.2007.

2.14 Discovery Period:

- 60 days after the end of the insurance period automatically, without payment of an additional premium;
- 1 year subject to payment of an additional premium in the amount of not more than 100% of the premium under the Contract.

2.15. The Contract price (the total amount of the insurance premium) shall not exceed 1 450 000.0 (one million four hundred fifty thousand) rubles

2.16. The Contract shall enter into force upon signature and shall be valid until the expiration of the period of insurance, and if there is a discovery period - before the expiration of the applicable discovery period.

The cumulative votes were distributed the following way:

| Voting  | Amount of votes      | % from participants in the voting |
|---|----------------------|-----------------------------------|
| FOR   | <b>2 731 309 734</b> | <b>11.342529</b>                  |
| AGAINST   | 10 941 533 418       | 45.437784                         |
| ABSTAINED   | 77 770 383           | 0.322963                          |
| Did not vote  |                      | 1 524 743                         |
| Number of votes that were not counted due to being declared invalid (including in part of voting on this issue) |                      | 807 296                           |

**Resolution on agenda item No.16 was not adopted.**

**Chairperson of the Meeting**

**Arkhipov S.A.**

**Secretary of the Meeting**

**Pavlova Ye.N.**