Minutes No.19

of the unscheduled General Meeting of Shareholders of the Company.

**Public joint-stock company**

**Interregional Distribution Grid Company of the South**

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| the Company’s full corporate name: | Public Joint-Stock Company  Interregional Distribution Grid Company of the South  Russian Federation, Rostov-on-Don |
| Company address: | Bldg 49, Bolshaya Sadovaya St, Rostov-on-Don, 344002 |
| Type of General Meeting: | Unscheduled |
| Form of a general meeting: | Absent voting |
| Date of determination (fixation) of persons who were included in the list of persons entitled to participate in the general meeting: | March 25, 2019 |
| Date of the general meeting (deadline for bulletin receipt): | April 18, 2019 |
| Postal address to which filled voting ballots were sent at the general meeting: | 49, Bolshaya Sadovaya St., Rostov-on-Don 344002, IDGC of the South, PJSC  18, Stromynka Street, Bldg 13, Moscow 107996, Russian Federation, Registrar R.O.S.T., JSC (the Company’s registrar) |
| Website address in the information and telecommunication “Internet” network where electronic bulletins were filled: | https://lk.rrost.ru |
| Date of the Minutes: | April 22, 2019 |

In accordance with paragraph 10.10. Article 10 of the Company articles, the functions of the Chairman of the General Meeting are performed by the Chairman of the Board of Directors of the Company Olga Sergeeva Andreevna.

In accordance with the decision of the Board of Directors of the Company dated March 13, 2019, Minutes No. 03/3/2019 dated March 15, 201, the functions of the Secretary at the General Meeting are performed by the Corporate Secretary of the Company Elena Pavlova Nikolaevna.

In accordance with Art. 56 of the Federal Law of December 26, 1995 No. 208-FZ “On Joint-Stock Companies”, the functions of the counting commission are performed by the Company's Registrar - Joint-Stock Company “Independent Registrar Company R.O.S.T.”. In accordance with Clause. 3 Art. 67.1. Of the Civil Codex of Russian Federation as part of the functions of the counting commission, the Registrar shall certify the list of participants and decisions taken at the General Meeting of Shareholders of the Company.

Location of Registrar: Moskow, Registrar address: 18, Stromynka Street, Bldg 13, Moscow 107996

Registrar's Authorized Person: Stratichuk Andrei Nikolaevich, acting under Power of Attorney № 305 from 12.02.2019

This minutes of the General Meeting of Shareholders uses the following term: Regulation – Regulation of Bank of Russia “About general meetings of shareholders” from 16.11.2018 № 660-P

The minutes on the voting results at the General Meeting of Shareholders of the Public Joint Stock Company Interregional Distribution Grid Company of the South is attached to this minutes.

***Agenda of the General Meeting***

1. the determination of the amount, nominal value, category (type) of the declared shares of IDGC of the South, PJSC and the rights granted by these shares;
2. Amendment to the Articles of Association of IDGC of the South, PJSC
3. Increase in share capital of IDGC of the South, PJSC by placing additional shares

**Quorum and voting results on agenda item № 1:**

**the determination of the amount, nominal value, category (type) of the declared shares of IDGC of the South, PJSC and the rights granted by these shares;**

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| --- | --- |
| Number of votes held by those who were included in the list of persons entitled to participate in the general meeting | 69 039 057 177 |
| Number of votes attributable to the voting shares of company on the agenda of the general meeting, determined taking into account theses of paragraph 4.24 of Regulations | 69 039 057 177 |
| Number of votes held by persons who took part in the general meeting on this issue | 58 221 273 807 |
| This issue was quorate. | 84.3309% |

|  |  |  |
| --- | --- | --- |
| Voting option | Number of votes cast for each of the voting options | % of the meeting participants |
| IN FAVOR | **45 064 333 087** | 77.4018. |
| **AGAINST** | 13 144 756 370 | 22.5772 |
| **ABSTAINED** | 8 324 908 | 0.0143 |
| Number of votes which were not counted due to the invalidation of ballots or for other reasons, given in the Regulations | | |
| Invalid | **3 859 442** | 0.0066 |
| For other reasons | 0 | 0.0000. |
| TOTAL | **58 221 273 807** | 100.0000. |

**RESOLUTION:**

To determine that the number of declared ordinary registered uncertified shares that IDGC of the South, PJSC (hereinafter referred to as the Company) is entitled to place in addition to the registered ordinary registered shares is 19,963,551,259 (Nineteen billion nine hundred sixty three million five hundred fifty one thousand two hundred nineteen) ordinary registered uncertified shares with a nominal value of 10 (ten) kopecks each for a total of 1,996,355,125 (one billion nine hundred ninety-six million three hundred five thousand one hundred twenty-five) rubles 90 kopecks.

Ordinary registered shares declared by the Company for placement grant their owners the rights stipulated in Paragraph 6.2. of this Charter. In Articles of Association

the resolution was carried

**Quorum and voting results on agenda item № 2:**

**Amendment to the Articles of Association of IDGC of the South, PJSC**

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| --- | --- |
| Number of votes held by those who were included in the list of persons entitled to participate in the general meeting | 69 039 057 177 |
| Number of votes attributable to the voting shares of company on the agenda of the general meeting, determined taking into account theses of paragraph 4.24 of Regulations | 69 039 057 177 |
| Number of votes held by persons who took part in the general meeting on this issue | 58 221 273 807 |
| This issue was quorate. | 84.3309% |

|  |  |  |
| --- | --- | --- |
| Voting option | Number of votes cast for each of the voting options | % of the meeting participants |
| IN FAVOR | **45 062 591 620** | 77.3988. |
| **AGAINST** | 13 144 053 917 | 22.5760 |
| **ABSTAINED** | 10 571 299 | 0.0182 |
| Number of votes which were not counted due to the invalidation of ballots or for other reasons, given in the Regulations | | |
| Invalid | 4 056 971 | 0.0070 |
| For other reasons | 0 | 0.0000. |
| TOTAL | **58 221 273 807** | 100.0000. |

**RESOLUTION:**

Make following changes to the articles of IDGC of the South, PJSC:

Clause 4.5. Article 4 of the Company's articles shall be amended as follows:

4.5. Reduction of the authorized capital of the Company is carried out in accordance with the procedure provided for by the legislation of the Russian Federation and this Charter.

The Company is obliged to reduce its authorized capital in cases provided for by the Federal Law “On Joint-Stock Companies”.

The Company declares additionally to placed shares 19,963,551,259 (Nineteen billion nine hundred sixty three million five hundred fifty one thousand two hundred fifty nine) pieces of ordinary registered shares with a nominal value of 10 (Ten) kopecks each for the total amount at the nominal value of 1 996 355 125 (One billion nine hundred ninety-six million three hundred fifty-five thousand one hundred twenty-five) rubles 90 kopecks.

Ordinary registered shares declared by the Company for placement grant their owners the rights stipulated in Paragraph 6.2. of this Charter.

the resolution was carried

**Quorum and voting results on agenda item № 3:**

**Increase in share capital of IDGC of the South, PJSC by placing additional shares**

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| --- | --- |
| Number of votes held by those who were included in the list of persons entitled to participate in the general meeting | 69 039 057 177 |
| Number of votes attributable to the voting shares of company on the agenda of the general meeting, determined taking into account theses of paragraph 4.24 of Regulations | 69 039 057 177 |

|  |  |
| --- | --- |
| Number of votes held by persons who took part in the general meeting on this issue | 58 221 273 807 |
| This issue was quorate. | 84.3309% |

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| --- | --- | --- |
| Voting option | Number of votes cast for each of the voting options | % of the meeting participants |
| IN FAVOR | **45 066 577 143** | 77.4057. |
| **AGAINST** | 13 143 653 085 | 22.5753 |
| **ABSTAINED** | 10 132 904 | 0.0174 |
| Number of votes which were not counted due to the invalidation of ballots or for other reasons, given in the Regulations | | |
| Invalid | 910 675 | 0.0016 |
| For other reasons | 0 | 0.0000. |
| TOTAL | **58 221 273 807** | 100.0000. |

**RESOLUTION:**

To increase the authorized capital of IDGC of South, PJSC by placing additional ordinary registered uncertified shares in the amount of 19,963,551,259 (Nineteen billion nine hundred sixty three million five hundred fifty one thousand two hundred fifty nine) with a nominal value of 10 (Ten) kopecks each for a total amount of nominal the cost of 1 996 355 125 (One billion nine hundred ninety six million three hundred fifty five thousand one hundred twenty five) rubles 90 kopecks, on the following main terms:

location mode - open subscription;

the placement price of one additional ordinary registered uncertificated shares (including to persons included in the list of persons having the preemptive right to purchase placed additional shares): 10 (Ten) kopecks;

payment terms - payment of additional ordinary registered uncertificated shares of the Company is carried out in cash in rubles of the Russian Federation in a non-cash form.

the resolution was carried

Presiding at the annual

at the General Meeting **O.A. Sergeeva**

Secretary of the General Meeting **E.N. Pavlova**