**MINUTES**

**ON VOTING RESULTS**

**AT THE GENERAL MEETING OF SHAREHOLDERS**

**Public Joint Stock Company “Interregional Distribution Grid Company of the South”**

|  |  |
| --- | --- |
| full corporate name (hereinafter - the Company): | Public Joint Stock Company “Interregional Distribution Grid Company of the South” |
| Location of the Company: | Rostov Region, Rostov-on-Don, Bolshaya Sadovaya ul .49 |
| Type of General Meeting of Shareholders (hereinafter - General Meeting): | Annual. |
| Form of the general meeting: | Meeting |
| Date on which the persons entitled to participate in the General Meeting are determined (fixed); | May 15, 2018. |
| Date of the general meeting: | June 9, 2018 |
| Location of the general meeting held in the form of a meeting (the address where the meeting was held): | Vtoraya Krasnodarskaya ul. 147, Rostov-on-Don, Russian Federation |
| Time of beginning of registration of persons entitled to participate in the general meeting held in the form of a meeting: | 09:00 а.m. |
| Opening time of the general meeting held in the form of the meeting: | 10:00 а.m. |
| End time of registration of persons entitled to participate in the general meeting held in the form of a meeting: | 10:56 а.m. |
| Closing time of the general meeting held in the form of a meeting: | 12:46 p.m. |
| Full company name, location of the registrar who performed the functions of a counting commission (hereinafter referred to as the registrar): | Joint Stock Сompany "Registrar R.O.S.T.", Russian Federation, Moscow |
| Authorized person of the registrar: | A. Yu. Balykova, by proxy No. 0565 of December 26, 2017. |
| Date of drawing up of the Minutes on the results of voting at the general meeting: | June 9, 2018 |

The following term is used in the Minutes on the results of voting at a general meeting: Regulations - Regulations on additional requirements to the procedure for the preparation, convocation and holding of a general meeting of shareholders, approved by the Order of the FSFM of Russia of 02.02.2012. No. 12-6 / pz-n.

**Agenda of the General Meeting;**

1) On approval of the annual report, of the annual accounting (financial) statements of the Company.

2) On the distribution of profits (including payment (declaration) of dividends) and losses of the Company based on the results of 2017.

3) On election of members of the Company’s Board of Directors.

4) On election of members of the Company’s Audit Commission.

5) On election of auditor of the Company.

6) On approval of the Company's Charter in the new edition.

7) On approval of the Regulations on the Company’s Board of Directors in the new edition.

8) On approval of the Regulations on the Company's Management Board in the new edition.

9) On approval of the Regulation on payment of remuneration and compensation to members of the Company's Audit Commission in the new edition.

**Quorum and results of voting on item No. 1 of the agenda:**

On approval of the annual report, of the annual accounting (financial) statements of the Company.

|  |  |
| --- | --- |
| The number of votes held by persons included in the list of persons entitled to participate in the general meeting on this item of the agenda of the general meeting | 69,039,057,177 |
| Number of votes attached to the voting shares of the Company on this item of the general meeting's agenda, determined with considering the provisions of paragraph 4.20 of the Regulation | 69,039,057,177 |
| Number of votes held by persons who took part in the general meeting on this issue of the general meeting's agenda | 57,510,977,366 |
| **There was** a QUORUM on this issue of the agenda | **83.3020%** |

|  |  |  |
| --- | --- | --- |
| Voting option | Number of votes cast for each of the voting options | % of the meeting participants |
| **"FOR"** | **57,446,199,036** | **99.8874** |
| "AGAINST" | 1,115 | 0.000002 |
| "ABSTAINED" | 46,153,092 | 0.0803 |
| Number of votes that were not counted due to the recognition of ballots as invalid or on other grounds provided for in Regulation | | |
| "Invalid" | 17,375,878 | 0.0302 |
| "On other grounds" | 1,248,245 | 0.0022 |
| **TOTAL** | **57,510,977,366** | **100.0000** |

**DECISION:**

To approve the annual report of the Company for year 2017, the Company’s annual accounting (financial) statements for 2017.

**DECISION IS MADE**

**Quorum and results of voting on item No. 2 of the agenda:**

On the distribution of profits (including payment (declaration) of dividends) and losses of the Company based on the results of 2017.

|  |  |
| --- | --- |
| The number of votes held by persons included in the list of persons entitled to participate in the general meeting on this item of the agenda of the general meeting | 69,039,057,177 |
| Number of votes attached to the voting shares of the Company on this item of the general meeting's agenda, determined with considering the provisions of paragraph 4.20 of the Regulation | 69,039,057,177 |
| Number of votes held by persons who took part in the general meeting on this issue of the general meeting's agenda | 57,510,977,366 |
| **There was** a QUORUM on this issue of the agenda | **83.3020%** |

|  |  |  |
| --- | --- | --- |
| Voting option | Number of votes cast for each of the voting options | % of the meeting participants |
| **"FOR"** | **57,501,860,505** | **99.9841** |
| "AGAINST" | 2,326 | 0.000004 |
| "ABSTAINED" | 93,092 | 0.0002 |
| Number of votes that were not counted due to the recognition of ballots as invalid or on other grounds provided for in Regulation | | |
| "Invalid" | 7,773,198 | 0.0135 |
| "On other grounds" | 1,248,245 | 0.0022 |
| **TOTAL** | **57,510,977,366** | **100.0000** |

**DECISION:**

1. To approve the following distribution of profits (losses) of the Company for reporting year 2017:

Indicator (RUB, thousands)

Undistributed profit (loss) of the reporting period: 511,438

Distribute to: Reserve fund 25,572

Profit for development 108,607

Dividends 377,259

Clearing off losses of previous years -

1. To pay dividends on ordinary shares of the Company following the results of 2017 in the amount of 377,259 thousand rubles in cash. The amount of the dividend paid per one share is defined as the ratio of the dividend amount (377,259 thousand rubles) to the total number of the Company's ordinary shares owned by the shareholders included in the list of persons entitled to receive dividends.

Period of payment of dividends to a nominal holder being a professional participant of the securities market to the trustee is no more than 10 working days, other registered shareholders in the register - 25 working days from the date of drawing up the list of persons entitled to receive dividends.

To determine the date of drawing up the list of persons entitled to receive dividends - June 20, 2018.

**DECISION IS MADE**

**Quorum and results of voting on item No. 3 of the agenda:**

On election of members of the Company’s Board of Directors.

|  |  |
| --- | --- |
| The number of votes held by persons included in the list of persons entitled to participate in the general meeting on this item of the agenda of the general meeting | 759,429,628,947 |
| Number of votes attached to the voting shares of the Company on this item of the general meeting's agenda, determined with considering the provisions of paragraph 4.20 of the Regulation | 759,429,628,947 |
| Number of votes held by persons who took part in the general meeting on this issue of the general meeting's agenda | 632,620,751,026 |
| **There was** a QUORUM on this issue of the agenda | **83.3020%** |

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| --- | --- | --- |
| No. i/n | Candidate’s full name | Number of votes cast for each of the voting options |
| “FOR” – distribution of candidates' votes | | |
| **1** | **A. V. Morozov Legal Director of the Association of Professional Investors** | **75,327,627,029** |
| **2** | **R. A. Filkin ДDirector, Power Engineering, Mechanical Engineering, Representative offices of the company "Prosperity Capital Management (RF) Ltd."** | **61,184,347,776** |
| **3** | **O. A. Sergeeva Member of the Management Board, Deputy General Director - Head of the Office of «Russian Grids» JSC** | **56,518,633,420** |
| **4** | **B. B. Ebzeev General Director of "IGDC of the South" PJSC** | **54,951,973,916** |
| **5** | **A. S. Kolyada НаHead of Securities and disclosure of information division of Corporate Governance and Shareholder and Investor Relations Department of «Russian Grids» JSC** | **54,862,064,594** |
| **6** | **A. Yu. Serov Director of the Financial Department of «Russian Grids» JSC** | **54,761,708,359** |
| **7** | **A. A. Ozherelyev Head of Division for the organization of activities of the Management Board, Board of Directors and shareholder and investor relations of Corporate Governance and Shareholder and Investor Relations Department of «Russian Grids» JSC** | **54,760,659,384** |
| **8** | **A. N. Meshcheryakov Head of Division for the support of design and survey works and permit documentation of Capital Construction Department of «Russian Grids» JSC** | **54,759,439,978** |
| **9** | **L. V. Selivanova Chief Advisor of «Russian Grids» JSC** | **54,758,869,589** |
| **10** | **F. G. Shaydullin Head of the Analytical Department of the Situation and Analytical Center of «Russian Grids» JSC** | **54,758,539,787** |
| **11** | **A. Yu. Perets Chief Advisor of «Russian Grids» JSC** | **54,757,077,978** |
| 12 | D. A. Spirin Director for Corporate Governance of Representative office of "Prosperity Capital Management (RF) LTD." | 255,702,250 |
| 13 | S. A. Arkhipov Chief Advisor of «Russian Grids» JSC | 14,649,854 |
| 14 | A. V. Shevchuk Executive Director of the Association of Professional Investors | 7,581,380 |
| 15 | Yu. N. Pankstyanov Advisor of «Russian Grids» JSC | 4,879,478 |
| "AGAINST" | | 8,168,655 |
| "ABSTAINED" | | 794,589,840 |
| Number of votes that were not counted due to the recognition of ballots as invalid or on other grounds provided for in Regulation | | |
| "Invalid" | | 82 758 720 |
| "On other grounds" | | 51,479,039 |
| TOTAL | | 632,620,751,026 |

**DECISION:**

Elect the Company’s Board of Directors consisting of:

1. A. V. Morozov (Legal Director of the Association of Professional Investors)

2. R. A. Filkin (Director, Power Engineering, Mechanical Engineering, Representative offices of the company "Prosperity Capital Management (RF) Ltd.").

2. O. A. Sergeeva (Member of the Management Board, Deputy General Director - Head of the Office of «Russian Grids» JSC).

4. B. B. Ebzeev (General Director of "IGDC of the South" PJSC).

5. A. S. Kolyada (Head of Securities and disclosure of information division of Corporate Governance and Shareholder and Investor Relations Department of «Russian Grids» JSC).

6. A. Yu. Serov (Director of the Financial Department of «Russian Grids» JSC).

7. A. A. Ozherelyev (Head of Division for the organization of activities of the Management Board, Board of Directors and shareholder and investor relations of Corporate Governance and Shareholder and Investor Relations Department of «Russian Grids» JSC).

8. A. N. Meshcheryakov (Head of Division for the support of design and survey works and permit documentation of Capital Construction Department of «Russian Grids» JSC).

9. L. V. Selivanova (Chief Advisor of «Russian Grids» JSC).

10. F. G. Shaydullin (Head of the Analytical Department of the Situation and Analytical Center of «Russian Grids» JSC).

11. A. Yu. Perets (Chief Advisor of «Russian Grids» JSC).

**DECISION IS MADE**

**Quorum and results of voting on item No. 4 of the agenda:**

On election of members of the Company’s Audit Commission.

|  |  |
| --- | --- |
| The number of votes held by persons included in the list of persons entitled to participate in the general meeting on this item of the agenda of the general meeting | 69,039,057,177 |
| Number of votes attached to the voting shares of the Company on this item of the general meeting's agenda, determined with considering the provisions of paragraph 4.20 of the Regulation | 69,038,820,544 |
| Number of votes held by persons who took part in the general meeting on this issue of the general meeting's agenda | 57,510,977,366 |
| **There was** a QUORUM on this issue of the agenda | **83.3023%** |

*Distribution of votes*

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| № | Candidate’s full name | Number of votes cast for each of the voting options | | | | Number of votes that were not counted due to the recognition of ballots as invalid or on other grounds provided for in Regulation | |
| "FOR" | %\* | "AGAINST" | "ABSTAINED" | "Invalid" | "On other grounds" |
| **1** | **S. A. Kim, Deputy Head of the Audit Activity Department of the Control and Auditing Department of «Russian Grids» JSC** | **57,372,206,681** | **99.75** | 2,326 | 117,575,294 | 19,944,820 | 1,248,245 |
| **2** | **A. N. Kirillov, Deputy Head of the Audit Activity Department of the Control and Auditing Department of «Russian Grids» JSC** | **57,371,947,389** | **99.75** | 2,326 | 117,575,294 | 20,204,112 | 1,248,245 |
| **3** | **E. A. Kabizkina, Deputy Head of the Audit Activity Department of the Control and Auditing Department of «Russian Grids» JSC** | **57,371,845,738** | **99.75** | 2,326 | 117,676,945 | 20,204,112 | 1,248,245 |
| **4** | **M. A. Lelekova, Director of the Control and Audit Department of «Russian Grids» JSC** | **57,371,845,738** | **99.75** | 2,326 | 117,676,945 | 20,204,112 | 1,248,245 |
| **5** | **E. S. Erandina, Chief Expert of the Control and Expert Department of the Control and Audit Department of «Russian Grids» JSC** | **57,371,293,870** | **99.75** | 655,845 | 117,575,294 | 20,204,112 | 1,248,245 |

*\* - % of the Meeting participants.*

**DECISION:**

Elect the Company’s Audit Commission consisting of:

1. S. A. Kim, Deputy Head of the Audit Activity Department of the Control and Auditing Department of «Russian Grids» JSC.

2. A. N. Kirillov, Deputy Head of the Audit Activity Department of the Control and Auditing Department of «Russian Grids» JSC.

3. E. A. Kabizkina, Deputy Head of the Audit Activity Department of the Control and Auditing Department of «Russian Grids» JSC.

4. M. A. Lelekova, Director of the Control and Audit Department of «Russian Grids» JSC.

5. E. S. Erandina, Chief Expert of the Control and Expert Department of the Control and Audit Department of «Russian Grids» JSC.

**DECISION IS MADE**

**Quorum and results of voting on item No. 5 of the agenda:**

On election of auditor of the Company.

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| --- | --- |
| The number of votes held by persons included in the list of persons entitled to participate in the general meeting on this item of the agenda of the general meeting | 69,039,057,177 |
| Number of votes attached to the voting shares of the Company on this item of the general meeting's agenda, determined with considering the provisions of paragraph 4.20 of the Regulation | 69,039,057,177 |
| Number of votes held by persons who took part in the general meeting on this issue of the general meeting's agenda | 57,510,977,366 |
| **There was** a QUORUM on this issue of the agenda | **83.3020%** |

|  |  |  |
| --- | --- | --- |
| Voting option | Number of votes cast for each of the voting options | % of the meeting participants |
| **"FOR"** | **57,451,922,856** | **99.8973** |
| "AGAINST" | 2,326 | 0.000004 |
| "ABSTAINED" | 48,332,667 | 0.0840 |
| Number of votes that were not counted due to the recognition of ballots as invalid or on other grounds provided for in Regulation | | |
| "Invalid" | 9,471,272 | 0.0165 |
| "On other grounds" | 1,248,245 | 0.0022 |
| **TOTAL** | **57,510,977,366** | **100.0000** |

**DECISION:**

To approve Ernst & Young LLC as the Сompany's auditor.

**DECISION IS MADE**

**Quorum and results of voting on item No. 6 of the agenda:**

On approval of the Company's Charter in the new edition.

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| --- | --- |
| The number of votes held by persons included in the list of persons entitled to participate in the general meeting on this item of the agenda of the general meeting | 69,039,057,177 |
| Number of votes attached to the voting shares of the Company on this item of the general meeting's agenda, determined with considering the provisions of paragraph 4.20 of the Regulation | 69,039,057,177 |
| Number of votes held by persons who took part in the general meeting on this issue of the general meeting's agenda | 57,510,977,366 |
| **There was** a QUORUM on this issue of the agenda | **83.3020%** |

|  |  |  |
| --- | --- | --- |
| Voting option | Number of votes cast for each of the voting options | % of the meeting participants |
| **"FOR"** | **46,591,176,001** | **81.0127** |
| "AGAINST" | 10,907,521,674 | 18.9660 |
| "ABSTAINED" | 1,922,140 | 0.0033 |
| Number of votes that were not counted due to the recognition of ballots as invalid or on other grounds provided for in Regulation | | |
| "Invalid" | 8,889,306 | 0.0155 |
| "On other grounds" | 1,468,245 | 0.0026 |
| **TOTAL** | **57,510,977,366** | **100.0000** |

**DECISION:**

To approve Charter of "IGDC of the South" PJSC in the new version.

**DECISION IS MADE**

**Quorum and results of voting on item No. 7 of the agenda:**

On approval of the Regulations on the Company’s Board of Directors in the new edition.

|  |  |
| --- | --- |
| The number of votes held by persons included in the list of persons entitled to participate in the general meeting on this item of the agenda of the general meeting | 69,039,057,177 |
| Number of votes attached to the voting shares of the Company on this item of the general meeting's agenda, determined with considering the provisions of paragraph 4.20 of the Regulation | 69,039,057,177 |
| Number of votes held by persons who took part in the general meeting on this issue of the general meeting's agenda | 57,510,977,366 |
| **There was** a QUORUM on this issue of the agenda | **83.3020%** |

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| --- | --- | --- |
| Voting option | Number of votes cast for each of the voting options | % of the meeting participants |
| **"FOR"** | **57,425,147,085** | **99.8508** |
| "AGAINST" | 2,326 | 0.000004 |
| "ABSTAINED" | 75,470,404 | 0.1312 |
| Number of votes that were not counted due to the recognition of ballots as invalid or on other grounds provided for in Regulation | | |
| "Invalid" | 8,889,306 | 0.0155 |
| "On other grounds" | 1,468,245 | 0.0026 |
| **TOTAL** | **57,510,977,366** | **100.0000** |

**DECISION:**

Approve the Regulations on the Board of Directors of "IGDC of the South" PJSC in a new version.

**DECISION IS MADE**

**Quorum and results of voting on item No. 8 of the agenda:**

On approval of the Regulations on the Company's Management Board in the new edition.

|  |  |
| --- | --- |
| The number of votes held by persons included in the list of persons entitled to participate in the general meeting on this item of the agenda of the general meeting | 69,039,057,177 |
| Number of votes attached to the voting shares of the Company on this item of the general meeting's agenda, determined with considering the provisions of paragraph 4.20 of the Regulation | 69,039,057,177 |
| Number of votes held by persons who took part in the general meeting on this issue of the general meeting's agenda | 57,510,977,366 |
| **There was** a QUORUM on this issue of the agenda | **83.3020%** |

|  |  |  |
| --- | --- | --- |
| Voting option | Number of votes cast for each of the voting options | % of the meeting participants |
| **"FOR"** | **57,425,147,085** | **99.8508** |
| "AGAINST" | 2,326 | 0.000004 |
| "ABSTAINED" | 75,470,404 | 0.1312 |
| Number of votes that were not counted due to the recognition of ballots as invalid or on other grounds provided for in Regulation | | |
| "Invalid" | 8,889,306 | 0.0155 |
| "On other grounds" | 1,468,245 | 0.0026 |
| **TOTAL** | **57,510,977,366** | **100.0000** |

**DECISION:**

To approve the Regulations on the Board of Directors of "IGDC of the South" PJSC in a new version.

**DECISION IS MADE**

**Quorum and results of voting on item No. 9 of the agenda:**

On approval of the Regulation on payment of remuneration and compensation to members of the Company's Audit Commission in the new edition.

|  |  |
| --- | --- |
| The number of votes held by persons included in the list of persons entitled to participate in the general meeting on this item of the agenda of the general meeting | 69,039,057,177 |
| Number of votes attached to the voting shares of the Company on this item of the general meeting's agenda, determined with considering the provisions of paragraph 4.20 of the Regulation | 69,039,057,177 |
| Number of votes held by persons who took part in the general meeting on this issue of the general meeting's agenda | 57,510,977,366 |
| **There was** a QUORUM on this issue of the agenda | **83.3020%** |

|  |  |  |
| --- | --- | --- |
| Voting option | Number of votes cast for each of the voting options | % of the meeting participants |
| **"FOR"** | **57,445,898,068** | **99.8868** |
| "AGAINST" | 2,326 | 0.000004 |
| "ABSTAINED" | 54,716,389 | 0.0951 |
| Number of votes that were not counted due to the recognition of ballots as invalid or on other grounds provided for in Regulation | | |
| "Invalid" | 8,892,338 | 0.0155 |
| "On other grounds" | 1,468,245 | 0.0026 |
| **TOTAL** | **57,510,977,366** | **100.0000** |

**DECISION:**

1. To approve the Regulations on payment of remunerations and compensations to members of the Audit Commission of "IDGC of the South" PJSC in a new version.

2. To establish that this Regulation on payment of remunerations and compensations to members of the Company's Audit Commission in a new edition applies to members of the Company's Audit Commission elected at current and subsequent General Meetings of the Company's Shareholders.

**DECISION IS MADE**

Appendix:

1. Confirmation of the decisions taken and the composition of the shareholders of Public Joint Stock Company “Interregional Distribution Grid Company of the South”, who took part in the annual General meeting of shareholders on June 9, 2018.

2. The composition of shareholders who participated in the annual general meeting of shareholders (presented at the decision-making) by registration for participation in the annual general meeting of shareholders of the Public Joint Stock Company “Interregional Distribution Grid Company of the South” on June 9, 2018.

3. The composition of shareholders who took part in the annual general meeting of shareholders of the Public Joint Stock Company “Interregional Distribution Grid Company of the South” on June 9, 2018 by sending completed ballots.

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Appendix No. 1

to the Minutes on the results of voting at the annual general meeting of shareholders

of the Public Joint Stock Company Interregional Distribution Grid Company of the South on June 9, 2018

**Confirmation of the decisions taken and the composition of the shareholders of Public Joint Stock Company “Interregional Distribution Grid Company of the South”, who took part in the annual General meeting of shareholders on June 9, 2018.**

Hereby the "Registrar R.O.S.T." JSC (hereinafter referred to as the registrar) - the entity that maintains the register of shareholders of the Public Joint Stock Company “Interregional Distribution Grid Company of the South” and performed the functions of the Counting Commission at the annual general meeting of shareholders of the Public Joint Stock Company “Interregional Distribution Grid Company of the South”, held on June 9, 2018, confirms the adoption of decisions on the agenda of the annual general meeting of shareholders:

**Item 1.**

On approval of the annual report, of the annual accounting (financial) statements of the Company.

**DECISION:**

To approve the annual report of the Company for year 2017, the Company’s annual accounting (financial) statements for 2017.

**Item 2.**

On the distribution of profits (including payment (declaration) of dividends) and losses of the Company based on the results of 2017.

**DECISION:**

1. To approve the following distribution of profits (losses) of the Company for reporting year 2017:

Indicator (RUB, thousands)

Undistributed profit (loss) of the reporting period: 511,438

Distribute to: Reserve fund 25,572

Profit for development 108,607

Dividends 377,259

Clearing off losses of previous years -

1. To pay dividends on ordinary shares of the Company following the results of 2017 in the amount of 377,259 thousand rubles in cash. The amount of the dividend paid per one share is defined as the ratio of the dividend amount (377,259 thousand rubles) to the total number of the Company's ordinary shares owned by the shareholders included in the list of persons entitled to receive dividends.

Period of payment of dividends to a nominal holder being a professional participant of the securities market to the trustee is no more than 10 working days, other registered shareholders in the register - 25 working days from the date of drawing up the list of persons entitled to receive dividends.

To determine the date of drawing up the list of persons entitled to receive dividends - June 20, 2018.

**Item 3.**

On election of members of the Company’s Board of Directors.

**DECISION:**

Elect the Company’s Board of Directors consisting of:

1. A. V. Morozov Legal Director of the Association of Professional Investors

2. R. A. Filkin Director, Power Engineering, Mechanical Engineering, Representative offices of the company "Prosperity Capital Management (RF) Ltd."

3. O. A. Sergeeva Member of the Management Board, Deputy General Director - Head of the Office of «Russian Grids» JSC

4. B. B. Ebzeev General Director of "IGDC of the South" PJSC

5. A. S. Kolyada Head of Securities and disclosure of information division of Corporate Governance and Shareholder and Investor Relations Department of «Russian Grids» JSC

6. A. Yu. Serov Director of the Financial Department of «Russian Grids» JSC

7. A. A. Ozherelyev Head of Division for the organization of activities of the Management Board, Board of Directors and shareholder and investor relations of Corporate Governance and Shareholder and Investor Relations Department of «Russian Grids» JSC

8. A. N. Meshcheryakov Head of Division for the support of design and survey works and permit documentation of Capital Construction Department of «Russian Grids» JSC

9. L. V. Selivanova Chief Advisor of «Russian Grids» JSC

10. F. G. Shaydullin Head of the Analytical Department of the Situation and Analytical Center of «Russian Grids» JSC

11. A. Yu. Perets Chief Advisor of «Russian Grids» JSC

**Item 4.**

On election of members of the Company’s Audit Commission.

**DECISION:**

Elect the Company’s Audit Commission consisting of:

1. S. A. Kim, Deputy Head of the Audit Activity Department of the Control and Auditing Department of «Russian Grids» JSC.

2. A. N. Kirillov, Deputy Head of the Audit Activity Department of the Control and Auditing Department of «Russian Grids» JSC.

3. E. A. Kabizkina, Deputy Head of the Audit Activity Department of the Control and Auditing Department of «Russian Grids» JSC.

4. M. A. Lelekova, Director of the Control and Audit Department of «Russian Grids» JSC.

5. E. S. Erandina, Chief Expert of the Control and Expert Department of the Control and Audit Department of «Russian Grids» JSC.

**Item 5.**

On election of auditor of the Company.

**DECISION:**

To approve Ernst & Young LLC as the Сompany's auditor.

**Item 6.**

On approval of the Company's Charter in the new edition.

**DECISION:**

To approve Charter of "IGDC of the South" PJSC in the new version.

**Item 7.**

On approval of the Regulations on the Company’s Board of Directors in the new edition.

**DECISION:**

Approve the Regulations on the Board of Directors of "IGDC of the South" PJSC in a new version.

**Item 8.**

On approval of the Regulations on the Company's Management Board in the new edition.

**DECISION:**

To approve the Regulations on the Board of Directors of "IGDC of the South" PJSC in a new version.

**Item 9.**

On approval of the Regulation on payment of remuneration and compensation to members of the Company's Audit Commission in the new edition.

**DECISION:**

1. To approve the Regulations on payment of remunerations and compensations to members of the Audit Commission of "IDGC of the South" PJSC in a new version.

2. To establish that this Regulation on payment of remunerations and compensations to members of the Company's Audit Commission in a new edition applies to members of the Company's Audit Commission elected at current and subsequent General Meetings of the Company's Shareholders.

and composition of shareholders:

- who took part in the annual general meeting of shareholders (presented at the decision-making) by registration for participation in the general meeting of shareholders in accordance with the data given in Appendix No. 2 to the minutes on voting results in the annual general meeting of shareholders of the Public Joint Stock Company “Interregional Distribution Grid Company of the South” on June 9, 2018.

- who took part in the annual general meeting of shareholders by sending completed ballots according to the data given in Appendix No. 3 to the minutes on voting results in the annual general meeting of shareholders of the Public Joint Stock Company “Interregional Distribution Grid Company of the South” on June 9, 2018.

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Appendix No. 2

to the Minutes on the results of voting at the annual general meeting of shareholders

of the Public Joint Stock Company Interregional Distribution Grid Company of the South on June 9, 2018

**The composition of shareholders who participated in the annual general meeting of shareholders (presented at the decision-making) by registration for participation in the annual general meeting of shareholders of the Public Joint Stock Company “Interregional Distribution Grid Company of the South” on June 9, 2018.**

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| No. i/n | Reg. No. | NAME OF SHAREHOLDER |
| 1 | 1002883 | Joint Stock Company "Russian Grids" |
| 2 | 9173 | Joint Stock Company "Russian Grids" |
| 3 | 1002879 | PROTSVETANIYE HOLDINGS LIMITED |
| 4 | 1002877 | LANCRENAN INVESTMENTS LIMITED |
| 5 | 1002873 | PROSPERITY RUSSIA DOMESTIC FUND LIMITED |
| 6 | 1002881 | PROSPERITY CAPITAL MANAGEMENT SICAV |
| 7 | 1002871 | THE PROSPERITY CUB FUND |
| 8 | 1002359 | Obshchestvo s ogranichennoi otvetstvennostiu "ORGRAF" |
| 9 | 1061 | RADCHENKO NIKOLAY NIKOLAEVICH |
| 10 | 4640 | Chertishcheva Lyudmila Ninelovna |
| 11 | 4920 | Muraveva Lyudmila Anatolievna |
| 12 | 4884 | Starodub Natalya Ivanovna |
| 13 | 4637 | KONEYEVA TATIANA ALEKSANDROVNA |
| 14 | 3889 | LINNIK GALINA BORISOVNA |
| 15 | 3559 | Latushko Vera Borisovna |
| 16 | 3392 | Akimova Anna Davydovna |
| 17 | 1002514 | Maltsev Nikita Alexandrovich |
| 18 | 3489 | VERTIY NIKOLAI NIKOLAEVICH |

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Appendix No. 3

to the Minutes on the results of voting at the annual general meeting of shareholders

of the Public Joint Stock Company Interregional Distribution Grid Company of the South on June 9, 2018

**The composition of shareholders who took part in the annual general meeting of shareholders of the Public Joint Stock Company “Interregional Distribution Grid Company of the South” on June 9, 2018 by sending completed ballots.**

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| No. i/n | Reg. No. | NAME OF SHAREHOLDER |
| 1 | 1002797 | NORGES BANK |
| 2 | 1 | The Russian Federation as represented by the Federal Agency for State Property Management |
| 3 | 1002373 | Abalduev Mikhail Vladimirovich |
| 4 | 1002281 | Abalduev Mikhail Vladimirovich |
| 5 | 1058 | Ogienko Viktor Kuzmich |
| 6 | 4156 | REVINNCEV ANATOLY SEMENOVICH |
| 7 | 4772 | Zasorina Irina Lvovna |
| 8 | 3044 | KUKURYKA PETER VASILYEVICH |
| 9 | 6057 | Kramareva Evgenia Alexandrovna |
| 10 | 2764 | TSARKOV NIKOLAI ALEXANDROVICH |
| 11 | 1921 | Shakhova Galina Vasilyevna |
| 12 | 3619 | SOLOGUB VLADIMIR ANTONOVICH |
| 13 | 9082 | Razshildyayev Mikhail Yurievich |
| 14 | 2847 | BABAYANTS LIDIA LEONTIEVNA |
| 15 | 4845 | Manvelyan Tatyana Petrovna |
| 16 | 3800 | Zhiriakova Lydia Makarovna |
| 17 | 5894 | CHERNYAVSKY VLADIMIR IVANOVICH |
| 18 | 1879 | Ogienko Henrietta Alexeevna |
| 19 | 9174 | Bortov Nikolay Alexandrovich |
| 20 | 5814 | ZAVYALOV ALEXANDER NIKOLAEVICH |
| 21 | 2775 | ARZAMASTSEV MIKHAIL IVANOVICH |
| 22 | 8653 | Kalgin Alexander Sergeevich |
| 23 | 1614 | MUSATOVA RAISA EFIMOVNA |
| 24 | 4472 | EROSHENKO NADEZHDA PETROVNA |
| 25 | 3782 | IYEVLEVA ALLA VASILYEVNA |
| 26 | 1252 | KRASOVSKAYA TATIANA ANDREEVNA |
| 27 | 3286 | SHISHOVA ALLA PETROVNA |
| 28 | 6693 | SEENOTOVA VALENTINA PITYRIMOVNA |
| 29 | 4462 | TUMAKOVA LYUDMILA NIKOLAEVNA |
| 30 | 8504 | Shumeyko Lyudmila Nikolaevna |
| 31 | 4940 | Lazareva Olga Viktorovna |
| 32 | 2503 | ZINCHENKO ANATOLY PETROVICH |
| 33 | 4573 | GORBATOVA VALENTINE IVANOVNA |
| 34 | 8675 | Shulga Vera Vladimirovna |
| 35 | 6380 | USHAKOV LEONID PETROVICH |
| 36 | 1648 | CHERVYAKOVA VALENTINA ALEKSANDROVNA |
| 37 | 9172 | Nazarov Alexander Leonidovich |
| 38 | 1624 | POMAZKOVA VALENTINE FEDOROVNA |
| 39 | 8780 | Rekunova Lyudmila Konstantinovna |
| 40 | 4815 | Katalevskaya Tatyana Pavlovna |
| 41 | 2520 | KOROLEH NIKOLAI IVANOVICH |
| 42 | 8652 | Babenko Ekaterina Vasilievna |
| 43 | 3553 | LOBODA LYUDMILA ALEKSEEVNA |
| 44 | 4327 | VITERSKIY VLADIMIR ALEXANDROVICH |
| 45 | 2312 | KARIKOV VICTOR VLADIMIROVICH |
| 46 | 8599 | SHEVYAKOV MIKHAIL DMITRIEVICH |
| 47 | 3511 | ERSHOV VLADIMIR VENIAMINOVICH |
| 48 | 7016 | VDOVIN ALEKSANDR MIKHAILOVICH |
| 49 | 1001619 | Chernykh Alexey Sergeevich |
| 50 | 9176 | Shapovalov Vitaly Stepanovich |
| 51 | 2391 | GUTSENKO ALLA GRIGORYEVNA |
| 52 | 3234 | NEMTSEVA VALENTINNA NIKOLAEVNA |
| 53 | 2399 | ZHILIN VICTOR EMELYANOVICH |
| 54 | 1925 | SHURUBURA LYUDMILA FEDOROVNA |
| 55 | 4821 | PYATIBRATOVA MARIA ANDREEVNA |
| 56 | 4840 | OLESIK ELENA PETROVNA |
| 57 | 4137 | BOEVA GALINA SERGEYEVNA |
| 58 | 3959 | SOROKIN ALEXANDER BORISOVICH |
| 59 | 4016 | BEDENKO ELIZAVETA ALEKSANDROVNA |
| 60 | 8566 | Peskovatsky Georgiy Georgievich |
| 61 | 8298 | CHERNIH JULIA VASILYEVNA |
| 62 | 4922 | Khaletsky Alexander Ivanovich |
| 63 | 2398 | EREMENKO VALENTINA NIKOLAEVNA |
| 64 | 4496 | SAVKIN VLADIMIR VALERIEVICH |
| 65 | 1001 | SINITSYNA OLGA YAKOVLEVNA |
| 66 | 3950 | LYUFA GRIGORY ALEXANDROVICH |
| 67 | 2456 | STETYUKHA LOVE PAVLOVNA |
| 68 | 1028 | Nikolaeva Olga Anatolievna |
| 69 | 4540 | KOZHANOVA VALENTINA ANATOLYEVNA |
| 70 | 2468 | SHABALEVA VALENTINA FEDOROVNA |
| 71 | 9092 | Alkhovskaya Sofya Vasilyevna |
| 72 | 7316 | BELYAVTSEV MIKHAIL PROKHOROVICH |
| 73 | 6012 | ARCHAKOVA VALENTINE NIKITICHNA |
| 74 | 8425 | KRAMAREVA ELENA ALEKSANDROVNA |
| 75 | 7377 | PONOMAREVA TAISA VASILYEVNA |
| 76 | 6280 | SAVELYEV EVGENI IVANOVICH |
| 77 | 8488 | RESHETNYAK GENNADY PETROVICH |
| 78 | 8893 | ZAITSEV VALERY ALEKSEEVICH |
| 79 | 5749 | Beregelya Gennadiy Andreevich |
| 80 | 5396 | MATVEEV MIKHAIL GENNADIEVICH |
| 81 | 8961 | Shupo Lyubov Semenovna |
| 82 | 8963 | Lavrynenko Raisa Fedorovna |
| 83 | 975 | Donskoy Vasily Nikolayevich |

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Authorized person of the registrar:

Balykova Anastasia Yurievna\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(by proxy No. 0565 of December 26, 2012).