

**MINUTES No. 18**

**of the annual General meeting of shareholders of the Public Joint Stock Company**

**"Interregional Distribution Grid Company of South"**

|  |  |
| --- | --- |
| The Company’s full corporate name and location; | Public Joint Stock Company  "Interregional Distribution Grid Company of South"  Rostov-on-Don, Russian Federation |
| Type of general meeting: | annual. |
| Form of the general meeting: | meeting |
| Date of the general meeting: | June 9, 2018 |
| Place of the general meeting: | Vtoraya Krasnodarskaya  ul. 147, Rostov-on-Don, Russian Federation |
| Registration start time: | 09:00 a.m., local time |
| Opening time of the meeting: | 10:00 a.m., local time |
| Registration end time: | 10:56 a.m., local time |
| Time of beginning of counting of votes | 12:10 p.m., local time |
| Closing time of the meeting: | 12:46 p.m., local time |
| Post addresses for which  the completed voting  ballots were sent: | 344002, Russian Federation, Rostov-on-Don, ul. Bolshaya Sadovaya 49, "IGDC of the South" PJSC;  107996, Russian Federation, Moscow, ul. Stromynka 18, building 13, "Registrar R.O.S.T." JSC (the Company’s registrar). |
| Deadline for the receipt of ballots: | June 6, 2018 |
| Date of the Minutes: | June 15, 2018 |

The Annual General Meeting of Shareholders of the Public Joint Stock Company "Interregional Distribution Grid Company of South" ("IGDC of the South" PJSC) (hereinafter referred to as the "Meeting") is held on the basis of a resolution of the Board of Directors of the Company on May 4, 2018, Minutes No. 272/2018 of May 7, 2018.

In accordance with the decision of the Board of Directors of "IGDC of the South" PJSC, the notice on the Meeting is published on the Company's website on the Internet at: [www.mrsk-yuga.ru](http://www.mrsk-yuga.ru) 08.05.2018.

Date of drawing up the list of persons entitled to participate in the Meeting is May 15, 2018.

At the time of closing the register of shareholders of "IGDC of the South" PJSC (May 15, 2018), 69,039,057,177 (Sixty nine billion, thirty-nine million, fifty-seven thousand, one hundred and seventy-seven) shares of the Company are voting.

In accordance with clause 10.10 article 10 of the Charter of the Company, Chairman of the Meeting shall be the Chairman of the Board of Directors of the Company - S. A. Arkhipov.

In accordance with the decision of the Board of Directors of the Company of May 4, 2018, Minutes No. 272/2018 of 07.05.2018, the Corporate Secretary of the Company, E. N. Pavlova, performs the functions of the Secretary at the Meeting.

In accordance with Art. 56 of Federal Law No. 208-FZ of December 26, 1995 "On Joint-Stock Companies", the functions of the Counting Commission are performed by the Company's Registrar - "Registrar R.O.S.T." JSC.

In accordance with clause 3 of article 67.1. of the Civil Code of the Russian Federation in the performance of the functions of the Counting Commission, the Registrar shall perform certification of the composition of participants and decisions accepted at the General Meeting of the Company's Shareholders .

Location of the Registrar: Russian Federation, Moscow

Authorized person of the Registrar: A. Yu. Balykova, by proxy No. 0565 of December 26, 2017.

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 South" dated June 9, 2018 is attached to this minutes.

In accordance with the report of A. Yu. Balykova at 10:00 local time, the persons, possessing in the aggregate 57,510,977,366 votes, which is 83.3020% of the total number of votes of persons entitled to participate in the Meeting, were registered.

In accordance with the requirements of the current legislation, a general meeting held in the form of a meeting shall be opened, if by the time of its commencement there is a quorum for at least one of the items included in the agenda of the general meeting.

There was a quorum for the opening of the Meeting.

**Agenda of the 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.

On the item № 1 of the agenda of the Meeting ***"On approval of the annual report, of the annual accounting (financial) statements of the Company"***, the General Director of "IGDC of the South", B. B. Ebzeev made a report on the results of the Company's activities for 2017, as well as the Chief accountant – head of the Department of accounting and tax accounting and reporting of "IGDC of the South", G. G. Savin made a report on the results of inspections conducted by the audit Commission and the Auditor of the Company.

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

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 Regulations on additional requirements for the process of preparation, convocation and holding of the general meeting of shareholders approved by the Order of FFMS of Russia of February 2, 2012 No. 12-6/pz-n (hereinafter - the Appendix) | **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 was held with ballot No. 1.

In the voting on agenda item No. 1 of the Meeting with the wording of the decision: "*To approve the annual report of the Company for year 2017, the Company’s annual accounting (financial) statements for year 2017."*

votes were distributed as follows:

|  |  |  |
| --- | --- | --- |
| 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 adopted on item No. 1 of the agenda of the Meeting:**

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

On issue No. 2 of the Meeting ***"On the distribution of profits (including payment (declaration) of dividends) and losses of the Company based on the results of 2017"***, Deputy General Director for Economics and Finance of "IGDC of the South", A. A. Rybin made a report on the distribution of profits including payment (declaration) of dividends) and losses of the Company based on the results of 2017.

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

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 | **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 was held with ballot No. 1.

In the voting on agenda item No. 2 of the Meeting with the wording of the decision:

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

|  |  |
| --- | --- |
| *Indicator* | *(RUB '000)* |
| *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* | *-* |

*2. 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."*

votes were distributed as follows**:**

|  |  |  |
| --- | --- | --- |
| 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 adopted on item No. 2 of the agenda of the Meeting:**

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

|  |  |
| --- | --- |
| Indicator | (RUB '000) |
| 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 | - |

2. 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.

On Issue No. 3 of the agenda of the Meeting **"*On election of members of the Company’s Board of Directors*",** Deputy General Director for Corporate Governance of "IDGC of the South", O. V. Musinov made a report on candidates nominated by the shareholders to the Board of Directors of the Company, as well as on the results of evaluation of candidates to the Board of Directors of the Company, conducted by the Personnel and Remuneration Committee of the Board of Directors of "IDGC of the South".

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

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 | **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 %** |

Voting was held with ballot No. 2.

In the voting on agenda item No. 3 of the Meeting with the wording of the decision: *"To elect the Company’s Board of Directors consisting of...:"*

votes were distributed as follows:

|  |  |  |
| --- | --- | --- |
| №  i/n | Full name of candidate | Number of votes cast for each of the voting options |
| “FOR” – distribution of votes for candidates | | |
| 1 | **A. V. Morozov, Legal Director of the Association of Professional Investors** | **75,327,627,029** |
| 2 | **R. A. Filkin, Director, 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, Head 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  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”** all candidates: | | 8,168,655 |
| **"ABSTAINED"** for all candidates: | | 794,589,840 |
| Did not vote for all candidates: | | 15,267,410 |
| 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 adopted on item No. 3 of the agenda of the Meeting:**

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).

On issues of the agenda of the meeting No. 4 **"*On election of members of the Company’s Audit Commission*"** and No. 5 ***"On election of auditor of the Company"***, N. V. Pechenkin, Director of Internal Audit of "IGDC of the South" PJSC, made a report on candidates nominated by shareholders for the Company's control bodies, as well as information on the candidacy of the Company's auditor.

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

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 | **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 %** |

Voting was held with ballot No. 1.

In the voting on agenda item No. 4 of the agenda of the Meeting with the wording of the decision: *"Elect the Company’s Audit Commission consisting of ...:"*

votes were distributed as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| № | 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 adopted on item No. 4 of the agenda of the Meeting:**

Elect the Company’s Audit Commission consisting of:

1. C. 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.

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

On election of auditor 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 | **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 was held with ballot No. 1.

In the voting on agenda item No. 5 of the Meeting with the wording of the decision: *"To approve Ernst & Young LLC as the Сompany's auditor."*

votes were distributed as follows:

|  |  |  |
| --- | --- | --- |
| 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 adopted on item No. 5 of the agenda of the Meeting:**

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

On item 6 of the agenda of the Meeting **"*On approval of the Company's Charter in the new edition*"**, on item No. 7 ***"On approval of the Regulations on the Company’s Board of Directors in the new edition***", on item No. 8 ***"On approval of the Regulations on the Company's Management Board in the new edition",*** on item No. 9 ***"On approval of the Regulation on payment of remuneration and compensation to members of the Company's Audit Commission in the new edition"***, Deputy General Director for Corporate Governance of "IDGC of the South", O. V. Musinov made a report on the main changes and amendments to the Charter and internal documents governing the activities of the Company, whose drafts were submitted for approval by the Meeting.

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

On approval of the Company's Charter 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 | **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 was held with ballot No. 3.

In the voting on agenda item No. 6 of the Meeting with the wording of the decision: *“Approve Charter of "IGDC of the South" PJSC in the new version”*

votes were distributed as follows:

|  |  |  |
| --- | --- | --- |
| 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 adopted on item No. 6 of the agenda of the Meeting:**

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

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

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 | **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 was held with ballot No. 3.

In the voting on agenda item No. 7 of the Meeting with the wording of the decision: *“To approve the Regulations on the Board of Directors of “IDGC of the South” PJSC in a new version”.*

votes were distributed as follows:

|  |  |  |
| --- | --- | --- |
| 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 adopted on item No. 7 of the agenda of the Meeting:**

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

**Quorum and results of voting on item No. 8 "IGDC of the South" PJSC of the Meeting:**

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 | **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 was held with ballot No. 3.

In the voting on agenda item No. 8 of the Meeting with the wording of the decision: *“To approve the Regulations on the Board of Directors of "IGDC of the South" PJSC in a new version”.*

votes were distributed as follows:

|  |  |  |
| --- | --- | --- |
| 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 adopted on item No. 8 of the agenda of the Meeting:**

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

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

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 | **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 was held with ballot No. 3.

In the voting on agenda item No. 9 of the Meeting with the wording of the 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."*

votes were distributed as follows:

|  |  |  |
| --- | --- | --- |
| 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 adopted on item No. 9 of the agenda of the Meeting:**

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.

**Chairman**

**of the Meeting S. A. Arkhipov**

**The Secretary of the Company E. N. Pavlova**