

**Minutes No. 11**  
**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 Distributive Grid Company of the South” 49, Bolshaya Sadovaya str., Rostov-on-Don, the Russian Federation, 344002
Type of general meeting:	annual
Form of general meeting holding:	Meeting
Date of general meeting holding:	25 June 2014
Place of general meeting holding:	147 2 <sup>nd</sup> Krasnodarskaya str., Rostov-on-Don
Registration start:	09:00
Meeting opening:	10:00
Registration termination:	11:30
Poll start time:	11:50
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 - Registrar “ROST”, JSC (Company registrar), 13/18 Stromynka street, Moscow
Final date for submission of ballots:	22 June 2014
Date of drawing the minutes:	25 June 2014

The meeting is held on the basis of resolution adopted by the Board of Directors of the Open joint-stock company “Interregional Distributive Grid Company of the South” (IDGC of the South, JSC), minutes No.130/2014 dated 21.04.2014.

The date of making of the list of persons entitled to participate in the annual General meeting of shareholders of IDGC of the South, JSC – **19 May 2014**.

The notice on holding of the annual General meeting of shareholders of IDGC of the South, JSC and the voting ballots have been sent to each individual specified in the list of persons entitled to participate in the annual General meeting of shareholders on **23 May 2014**.

The notice on holding of the annual General meeting of shareholders of IDGC of the South, JSC was published in the newspaper “Novye Izvestiya” on **22 May 2014**.

As of the record date of IDGC of the South, JSC (19 May 2014), **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.

In accordance with paragraph 7.1 of Regulations on procedure of preparation and holding General meeting of shareholders of IDGC of the South, JSC the working bodies of the meetings are:

- Chairperson
- Ballot committee
- Secretary at General Meeting of Shareholders

In accordance with paragraph 10.10 of article 10 of Company Charter the functions of Chairperson of the General meeting of shareholders of IDGC of the South, JSC are fulfilled by Airapetyan Arman Mushgovich, member of IDGC of the South, JSC Board of Directors, Head of Department for accounting and property management, Rosseti, JSC.

According to Federal Law “On Joint-Stock Companies”, article 56 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.0903 dated 19.06.2014.

In accordance with decision of Company BoD, functions of Secretary at General meeting of shareholders 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 40 594 400 368 votes which is 81.4967% from total amount of votes of persons entitled to participate in the meeting.

Quorum for opening the meeting was present.

Agenda of annual General meeting of shareholders of “IDGC of the South” JSC:

1. Approval of annual report, annual accounting statement, as well as profit and loss statement and statement on distribution of profit (including dividends payment) and losses of the Company by the results of 2013 financial year.
2. Election of members of Company’s Board of Directors.
3. Election of members of Company’s Auditing Committee.
4. Approval of Company’s auditor.

5. Approval of restated Charter of the Company.
6. Approval of Company's internal document: restated Regulations on procedure of preparation and holding General meeting of shareholders.
7. Approval of Company's internal document: restated Regulations on Auditing Committee of the Company.
8. Approval of directors' and officials' liability insurance contract, as interested party transaction.

On item 1 of agenda of annual General Meeting of Shareholders of "IDGC of the South" JSC "Approval of annual report, annual accounting statement, as well as profit and loss statement and statement on distribution of profit (including dividends payment) and losses of the Company by the results of 2013 financial year" Ebzeev Boris Borisovich, acting director general of IDGC of the South, JSC and co-reporter Savin Gregory Grigorievich, chief accountant – head of Department for accounting and tax reporting, IDGC of the South, JSC made a report on results of Company's business activity in 2013.

**Quorum and voting results on item 1of the agenda: On approving annual report, annual accounting statement, as well as profit and loss statement and statement on distribution of profit (including dividends payment) and losses of the Company by the results of 2012 financial year.**

Number of votes the persons, included in the list of persons entitled to participate in general meeting, had	49 811 096 064
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	49 811 096 064
Number of votes participated in the meeting	40 596 382 530
Quorum, %	81.5007

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

Voting options	Amount of votes	% from participants in the voting
FOR	40 071 024 775	98.7059
AGAINST	916 405	0.0023
ABSTAINED	519 127 741	1.2788

Did not participate in voting	2 492 710
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Number of votes that were not counted due to being	2 820 899
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declared invalid (including in part of voting on this issue)	
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**Decision taken on item 1:**

1. To approve Company's annual report and annual accounting statement for 2013.
2. To approve the following distribution of profit (losses) the Company for 2013 financial year:

Indicator	(thousand rubles)
Undistributed profit (loss) of the reporting period:	27 190
Distribute for: Reserve fund	1 359
Profit for development	18 857
Dividends	6 974
Redemption of uncovered loss of previous years	0

3. It is decided to pay dividends on ordinary shares of the Company by the results of 2013 in amount of 0.0014 rubles per one ordinary share of the Company in monetary form. The period of payment of the dividends to nominee holder and beneficial owner being a professional participant of the securities market – maximum 10 working days, to other registered in the registry of shareholders – 25 working days from the day of making the list of persons entitled to receive the dividends.

To fix the date of making the list of persons entitled to receive the dividends – 14 July 2014.

On item 2 of agenda of annual General Meeting of Shareholders of “IDGC of the South” JSC “Election of members of Company’s Board of Directors”, on item 3 “Election of members of Company’s Auditing Committee” and item 4 “Approval of Company’s auditor” Airapetyan Arman Mushegovich made a report on candidates proposed by the shareholders for election to management and control bodies of the Company, as well as information of the proposed auditor.

**Quorum and voting results on item 2 of the agenda: Election of members of Company’s Auditing Committee**

Number of cumulative votes the persons, included in the list of persons entitled to participate in general meeting, had	547 922 056 704
Number of cumulative votes provide by voting shares determined with regard of paragraph 4.20 of Order of FFMS	547 922 056 704

dated 02.02.2012 No. 12-6/ПЗ-Н	
Number of cumulative votes participated in the meeting	446 560 207 830
Quorum (%)	81.5007

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

#	Name of candidate	Number of voting for cumulative voting
1.	Branis Alexandr Markvich	40 978 117 067
2.	Spirin Denis Alexandrovich	7 066 136
3.	Filkin Roman Alexeevich	40 839 618 801
4.	Shevchyuk Alexandr Viktorovich	39 009 287 059
5.	Repin Igor Nikolaevich	39 029 045 871
6.	Belenkii Dan Mikhailovich	37 997 865 563
7.	Serebryakov Konstantin Sergevich	35 614 952 370
8.	Ivanov Vitaliy Valerievich	35 675 669 487
9.	Terekhov Dmitriy Yurievich	35 619 487 251
10.	Kharin ANDrey Nikolaevich	35 613 449 271
11.	Airapetyan Arman Mushegovich	35 608 795 114
12.	Vashkevich Vladimir Frantishkovich	209 474 780
13.	Shaidulin Farit Gabdulatovich	33 828 421 739
14.	Piotrovich Nikolai Borisovich	35 606 041 922
15.	Katina Anna Yurievna	17 563 216
16.	Erpsheer Nataliya Ilinichna	2 589 220

AGAINST all candidates	25 586
ABSTAINED all candidates	786 267 691

Did not participate in voting	33 502 934
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Number of votes that were not counted due to being declared invalid (including in part of voting on this issue)	82 966 752
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**Decision taken on item 2:**

To elect the Company's BoD in the following composition –

1. Branis Alexandr Markvich
2. Filkin Roman Alexeevich
3. Shevchyuk Alexandr Viktorovich
4. Repin Igor Nikolaevich
5. Belenkii Dan Mikhailovich
6. Ivanov Vitaliy Valerievich
7. Terekhov Dmitriy Yurievich
8. Serebryakov Konstantin Sergevich

9. Kharin ANdrey Nikolaevich
10. Airapetyan Arman Mushegovich
11. Piotrovich Nikolai Borisovich

**Quorum and voting results on item 3: “Election of members of Company’s Auditing Committee.**

Number of votes the persons, included in the list of persons entitled to participate in general meeting, had	49 811 096 064
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	49 810 859 431
Number of votes participated in the meeting	40 596 382 530
Quorum, %	81.5011

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

**Distribution of votes, % from participated in the voting:**

#	Name of candidate	FOR		AGAINST		ABSTAINED		INVALID	
		Number of votes	%	Number of votes	%	Number of votes	%	Number of votes	%
1	Polovnev Igor Georgievich	14 55 360 461	35.8545	1 480 759	0.0037	26 018 662 973	64.0911	18 115 627	0.0446
2	Shmakov Igor Vladimirovich	25 966 787 009	63.9633	1 502 798 747	3.7018	788 649 187	1.9427	12 335 654 877	30.3861
3	Kirillov Artyom Nikolaevich	25 959 901 931	63.9463	1 500 159 025	3.6953	788 046 537	1.9412	12 345 782 327	30.4110
4	Bunyaeva Mariya Viktorovna	25 962 324 852	63.9523	1 502 787 140	3.7018	789 416 546	1.9446	12 339 361 282	30.3952
5	Guseva Yelena Yurievna	25 966 775 461	63.9633	1 500 426 172	3.6960	787 691 903	1.9403	12 338 996 284	30.3943
6	Ochikov Sergey Ivanovich	25 963 189 589	63.6544	1 501 558 553	3.6988	788 277 908	1.9417	12 340 863 770	30.3989

Did not vote:	2 492 710
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**Decision taken on item 3:**

To elect the Auditing committee of the Company in the following composition:

1. Shmakov Igor Vladimirovich
2. Bunyaeva Mariya Viktorovna
3. Ochikov Sergey Ivanovich
4. Guseva Yelena Yurievna
5. Guseva Yelena Yurievna

**Quorum and voting results on item 4: Approval of Company’s auditor**

Number of votes the persons, included in the list of persons entitled to participate in general meeting, had	49 811 096 064
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	49 811 096 064
Number of votes participated in the meeting	40 596 382 530
Quorum, %	81.5007

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

Voting options	Amount of votes	% from participants in the voting
FOR	40 513 681 713	99.7963
AGAINST	20 000	0.0001
ABSTAINED	73 616 288	0.1813

Did not vote:	2 492 710
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Number of votes that were not counted due to being declared invalid (including in part of voting on this issue)	6 571 819
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#### **Decision taken on item 4:**

To appoint Ernst & Young, LLC as Company's auditor.

On item 5 of agenda of annual General Meeting of Shareholders of "IDGC of the South" JSC "Approval of restated Charter of the Company", item 6 "Approval of Company's internal document: restated Regulations on procedure of preparation and holding General meeting of shareholders" and item 7 "Approval of Company's internal document: restated Regulations on Auditing Committee of the Company" Musinov Oleg Valerievich, acting deputy director general in charge of corporate governance, IDGC of the South JSC, made a report on basic changes and additions proposed for introduction to Company's Charter.

#### **Quorum and voting results on item 5: Approval of restated Charter of the Company**

Number of votes the persons, included in the list of persons entitled to participate in general meeting, had	49 811 096 064
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	49 811 096 064
Number of votes participated in the meeting	40 596 382 530
Quorum, %	81.5007

The quorum was present. For voting bulletins No.3 were used.

Voting options	Amount of votes	% from participants in the voting
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FOR	40 075 219 683	98.7162
AGAINST	71 488 830	0.1761
ABSTAINED	6 432 204	0.0158

Did not vote:	441 835 043
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Number of votes that were not counted due to being declared invalid (including in part of voting on this issue)	1 406 770
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**Decision taken on item 5:**

To approve the restated Company's Charter.

**Quorum and voting results on item 6: Approval of Company's internal document: restated Regulations on procedure of preparation and holding General meeting of shareholders**

Number of votes the persons, included in the list of persons entitled to participate in general meeting, had	49 811 096 064
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	49 811 096 064
Number of votes participated in the meeting	40 596 382 530
Quorum, %	81.5007

The quorum was present. For voting bulletins No.3 were used.

Voting options	Amount of votes	% from participants in the voting
FOR	40 075 932 056	98.7180
AGAINST	2 363 294	0.0058
ABSTAINED	74 845 367	0.1844

Did not vote:	441 872 985
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Number of votes that were not counted due to being declared invalid (including in part of voting on this issue)	1 368 828
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**Decision taken on item 6:**

To approve restated Regulations on procedure of preparation and holding General meeting of shareholders.

**Quorum and voting results on item 7: Approval of Company's internal document: restated Regulations on Auditing Committee of the Company**

Number of votes the persons, included in the list of persons entitled	49 811 096 064
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to participate in general meeting, had	
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	49 811 096 064
Number of votes participated in the meeting	40 596 382 530
Quorum, %	81.5007

The quorum was present. For voting bulletins No.3 were used.

Voting options	Amount of votes	% from participants in the voting
FOR	40 076 112 056	98.7184
AGAINST	2 363 294	0.0058
ABSTAINED	74 665 367	0.1839

Did not vote:	441 835 043
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Number of votes that were not counted due to being declared invalid (including in part of voting on this issue)	1 406 770
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#### **Decision taken on item 7:**

To approve restated Regulations on Auditing Committee of the Company.

On item 8 of agenda of annual General Meeting of Shareholders of “IDGC of the South” JSC “Approval of directors’ and officials’ liability insurance contract, as interested party transaction.” Airapetyan Arman Mushegovich made a report on parties, subject, cost and other material conditions of the proposed contract.

#### **Quorum and voting results on item 8: Approval of directors’ and officials’ liability insurance contract, as interested party transaction.**

Number of votes the persons, included in the list of persons entitled to participate in general meeting, had	24 080 253 013
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	24 080 253 013
Number of votes participated in the meeting	14 865 539 479
Quorum, %	61.7333

The quorum was present. For voting bulletins No.3 were used.

1. To determine the price of the D&O insurance contract and the winner determined on the basis of the results of tender carried out in 2014 for choosing the

insurance company (hereinafter – the Contractor) in the amount of the insurance premium totaling no more than 50.000 (fifty thousand) US dollars.

2. To approve the D&O insurance contract (hereinafter – the Contract) between the Company and the Counterparty, as a transaction of interest, on the following terms:

2.1. Parties to the Contract:

Company – Insurant;

Counterparty – Insurer.

2.2. Insured:

- the Company;

- Insured persons:

any natural person who, in particular, was, is, or becomes:

- Member of the Company's BoD;

- Director General of the Company;

- Member of the Management Board;

- First Deputy Director General of the Company;

- Deputy Director General (not a member of the Management Board);

- Chief Accountant of the Company.

any natural or legal person who was, is or becomes the sole executive body of the Company.

2.3. Subject of the Contract: the Insurant undertakes within the specified in the Contract period to pay the insurance premium and observe the terms of the Contract, and the Insurer agrees when an insured event occurs to pay the insurance indemnity in accordance with the terms of the Contract.

2.4. The object of insurance: property interests of insured persons related with incurring losses.

2.5. Insured event: a claim to the insured person during the insurance or detection periods related to incorrect action occurred since the incorporation date (continuity date) that leads to losses incurred by the insured entity even if such losses have not yet occurred.

2.6. Insurance coverage:

Coverage A: The insurer shall cover the losses of the insured person;

Coverage B: The Insurer shall indemnify paid by the Company losses of the insured person;

Coverage C: The insurer shall pay the Company's losses originating from claims related to the securities, the first time claimed against the Company during the period of insurance for any incorrect action of the Company.

#### 2.7. Exceptions from coverage:

Contract does not cover requirements related to:

- income or benefits obtained by the insured for which the insured has no statutory right;
- committed by the insured any intentional criminal or malicious act, intentional error or omission or any willful or intentional violation of the law;
- injuries and damage to property;
- previous claims and circumstances;
- environmental pollution;
- pension and social programmes;
- claims brought by one insured to another insured in the United States and Canada;
- requirements related to improper operation, committed by sole executive body and associated with it functions of the sole executive body for the entity other than the company.

2.8. The total limit of liability: for all insured for all claims is 30 000 000 US dollars.

2.9. Additional liability limit: for each independent director – not less than 1 000 000 US dollars, provided that the aggregate limit of liability for all independent directors in the total amount of not less than 5 000 000 US dollars.

#### 2.10. Franchises:

- no more than 100 000 US dollars – in regard to claims related to securities lodged in US and Canada;

- not more than 80 000 US dollars – in regard to claims related to securities lodged in other countries;

- not more than 50 000 US dollars - in regard to claims related to securities lodged in other countries;

- not more than 50 000 US dollars – in regard to other claims lodged in other countries.

2.11. Period of insurance (term of the Contract): 12 months.

2.12. Detection Period:

- 60 days after the end of the insurance period automatically, without payment of additional premium;

- 1 year provided that additional premium equaling 100% of the premium under the contract is paid.

2.13. Contract price (Total amount of insurance premium): not more than 50 000 (fifty thousand) US dollars. The price of the contract may be changed downwards by the results of the procurement procedures.

2.14. The Contract shall enter into force upon signature and shall be valid until the expiration of the period of insurance, and in case of the detection period – before the expiration of the detection period.

The votes distributed as follows:

Voting options	Amount of votes	% from participants in the voting
FOR	1 04 135 942	7.9075
AGAINST	12 318 395 408	51.1556
ABSTAINED	77 807 744	0.3231

Did not vote:	441 835 043
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Number of votes that were not counted due to being declared invalid (including in part of voting on this issue)	123 365 342
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**The proposed decision on item 8 was not adopted.**

**Chairperson of AGM**

**Airapetyan A.M.**

**Secretary of the AGM**

**Pavlova Ye.N.**

**Minutes**  
**on the results of the annual General meeting of shareholders of open joint-stock company “Interregional Distributive Grid Company of the South”**

Full company name (hereafter – the Company):	Open joint-stock company “Interregional Distributive Grid Company of the South”
Company’s location	49, Bolshaya Sadovaya str., Rostov-on-Don, the Russian Federation, 344002
Type of general meeting:	annual
Form of general meeting holding:	Meeting
Date of making the list of persons entitles to participate in the Meeting	19.05.2014
Type of voting shares	ordinary registered shares
Date of general meeting holding:	25.06.2014
Place of general meeting holding:	147 2 <sup>nd</sup> Krasnodarskaya str., Rostov-on-Don, Russian Fedration
Registration start:	09:00
Meeting opening:	10:00
Registration termination:	11:30
Poll start:	11:50
Meeting termination:	12:30
Date of drawing the minutes:	25.06.2014

**Agenda of the Meeting:**

1. Approval of annual report, annual accounting statement, as well as profit and loss statement and statement on distribution of profit (including dividends payment) and losses of the Company by the results of 2013 financial year.
2. Election of members of Company’s Board of Directors.
3. Election of members of Company’s Auditing Committee.
4. Approval of Company’s auditor.
5. Approval of restated Charter of the Company.
6. Approval of Company’s internal document: restated Regulations on procedure of preparation and holding General meeting of shareholders.
7. Approval of Company’s internal document: restated Regulations on Auditing Committee of the Company.
8. Approval of directors’ and officials’ liability insurance contract, as interested party transaction.

According to article 56 of Federal Law “On Joint-Stock Companies” No.208-FZ dated 26 December 1995, functions 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.

Location of the registrar: 13 unit, 18 Stromynka str. Moscow

Registrar's authorized person:

1. Urmanova Yelena Leonidovna, attorney No 0903 dated 19.06.2014

At 10:00 by local time registered persons owned in total 40 594 400 368 votes which is 81.4967% from total amount of votes of persons entitled to participate in the Meeting.

In accordance with current legislation the Meeting held in the form of joint presence is open if by the time of its beginning the quorum on at least one item of the agenda is present.

Quorum was present.

**Results of registering persons entitled to participate in the Meeting and results of voting on the agenda item No.1 "Approval of annual report, annual accounting statement, as well as profit and loss statement and statement on distribution of profit (including dividends payment) and losses of the Company by the results of 2013 financial year"**

Number of votes the persons, included in the list of persons entitled to participate in general meeting, had	49 811 096 064
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	49 811 096 064
Number of votes participated in the meeting	40 596 382 530
Quorum, %	81.5007

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

When voting on item 1 of agenda with following resolution:

1. To approve Company's annual report and annual accounting statement for 2013.
2. To approve the following distribution of profit (losses) the Company for 2013 financial year:

Indicator	(thousand rubles)
Undistributed profit (loss) of the reporting period:	27 190
Distribute for: Reserve fund	1 359
Profit for development	18 857
Dividends	6 974
Redemption of uncovered loss of previous years	0

3. It is decided to pay dividends on ordinary shares of the Company by the results of 2013 in amount of 0.0014 rubles per one ordinary share of the Company in monetary form. The period of payment of the dividends to nominee holder and beneficial owner being a professional participant of the securities market – maximum 10 working days, to other registered in the registry of shareholders – 25

working days from the day of making the list of persons entitled to receive the dividends.

To fix the date of making the list of persons entitled to receive the dividends – 14 July 2014.

the votes were distributed the following way:

Voting options	Amount of votes	% from participants in the voting
FOR	40 071 024 775	98.7059
AGAINST	916 405	0.0023
ABSTAINED	519 127 741	1.2788

Did not participate in voting	2 492 710
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Number of votes that were not counted due to being declared invalid (including in part of voting on this issue)	2 820 899
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**Results of registering persons entitled to participate in the Meeting and results of voting on the agenda item No.2 “Election of members of Company’s Board of Directors”**

Number of cumulative votes the persons, included in the list of persons entitled to participate in general meeting, had	547 922 056 704
Number of cumulative 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 cumulative votes participated in the meeting	446 560 207 830
Quorum (%)	81.5007

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

When voting on item 2 of agenda with following resolution:

“To elect the Company’s BoD in the following composition:”

Cumulative votes were distributed the following way:

#	Name of candidate	Number of voting for cumulative voting
1.	Branis Alexandr Markvich	40 978 117 067
2.	Spirin Denis Alexandrovich	7 066 136
3.	Filkin Roman Alexeevich	40 839 618 801
4.	Shevchyuk Alexandr Viktorovich	39 009 287 059
5.	Repin Igor Nikolaevich	39 029 045 871
6.	Belenkii Dan Mikhailovich	37 997 865 563
7.	Serebryakov Konstantin Sergevich	35 614 952 370

8.	Ivanov Vitaliy Valerievich	35 675 669 487
9.	Terekhov Dmitriy Yurievich	35 619 487 251
10.	Kharin ANdrey Nikolaevich	35 613 449 271
11.	Airapetyan Arman Mushegovich	35 608 795 114
12.	Vashkevich Vladimir Frantishkovich	209 474 780
13.	Shaidulin Farit Gabdulatovich	33 828 421 739
14.	Piotrovich Nikolai Borisovich	35 606 041 922
15.	Katina Anna Yurievna	17 563 216
16.	Erpsher Nataliya Ilinichna	2 589 220

AGAINST all candidates	25 586
ABSTAINED all candidates	786 267 691

Did not participate in voting	33 502 934
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Number of votes that were not counted due to being declared invalid (including in part of voting on this issue)	82 966 752
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**Results of registering persons entitled to participate in the Meeting and results of voting on the agenda item No.3“Election of members of Company’s Auditing Committee”**

Number of votes the persons, included in the list of persons entitled to participate in general meeting, had	49 811 096 064
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	49 810 859 431
Number of votes participated in the meeting	40 596 382 530
Quorum, %	81.5011

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

When voting on item 3 of the agenda with the proposed resolution:

“To elect the Auditing committee of the Company in the following composition:”

votes were distributed the following way:

#	Name of candidate	FOR		AGAINST		ABSTAINED		INVALID	
		Number of votes	%	Number of votes	%	Number of votes	%	Number of votes	%
1	Polovnev Igor Georgievich	14 55 360 461	35.8545	1 480 759	0.0037	26 018 662 973	64.0911	18 115 627	0.0446
2	Shmakov Igor Vladimirovich	25 966 787 009	63.9633	1 502 798 747	3.7018	788 649 187	1.9427	12 335 654 877	30.3861
3	Kirillov Artyom Nikolaevich	25 959 901 931	63.9463	1 500 159 025	3.6953	788 046 537	1.9412	12 345 782 327	30.4110
4	Bunyaeva Mariya Viktorovna	25 962 324 852	63.9523	1 502 787 140	3.7018	789 416 546	1.9446	12 339 361 282	30.3952
5	Guseva Yelena	25 966 775 461	63.9633	1 500 426 172	3.6960	787 691 903	1.9403	12 338 996 284	30.3943



	Yurievna								
6	Ochikov Sergey Ivanovich	25 963 189 589	63.6544	1 501 558 553	3.6988	788 277 908	1.9417	12 340 863 770	30.3989

Did not vote:	2 492 710
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**Results of registering persons entitled to participate in the Meeting and results of voting on the agenda item No.4“Approval of Company’s auditor”**

Number of votes the persons, included in the list of persons entitled to participate in general meeting, had	49 811 096 064
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	49 811 096 064
Number of votes participated in the meeting	40 596 382 530
Quorum, %	81.5007

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

When voting on item 4 of the agenda with the proposed resolution:

“To appoint Ernst & Young, LLC as Company’s auditor”

votes were distributed the following way:

Voting options	Amount of votes	% from participants in the voting
FOR	40 513 681 713	99.7963
AGAINST	20 000	0.0001
ABSTAINED	73 616 288	0.1813

Did not vote:	2 492 710
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Number of votes that were not counted due to being declared invalid (including in part of voting on this issue)	6 571 819
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**Results of registering persons entitled to participate in the Meeting and results of voting on the agenda item No.5“Approval of restated Charter of the Company”**

Number of votes the persons, included in the list of persons entitled to participate in general meeting, had	49 811 096 064
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	49 811 096 064
Number of votes participated in the meeting	40 596 382 530
Quorum, %	81.5007

The quorum was present. For voting bulletins No.3 were used.

When voting on item 5 of the agenda with the proposed resolution:

“To approve the restated Company’s Charter.”

votes were distributed the following way:

Voting options	Amount of votes	% from participants in the voting
FOR	40 075 219 683	98.7162
AGAINST	71 488 830	0.1761
ABSTAINED	6 432 204	0.0158

Did not vote:	441 835 043
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Number of votes that were not counted due to being declared invalid (including in part of voting on this issue)	1 406 770
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**Results of registering persons entitled to participate in the Meeting and results of voting on the agenda item No.6“Approval of Company’s internal document: restated Regulations on procedure of preparation and holding General meeting of shareholders”**

Number of votes the persons, included in the list of persons entitled to participate in general meeting, had	49 811 096 064
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	49 811 096 064
Number of votes participated in the meeting	40 596 382 530
Quorum, %	81.5007

The quorum was present. For voting bulletins No.3 were used.

When voting on item 6 of the agenda with the proposed resolution:

“To approve restated Regulations on procedure of preparation and holding General meeting of shareholders.”

votes were distributed the following way:

Voting options	Amount of votes	% from participants in the voting
FOR	40 075 932 056	98.7180
AGAINST	2 363 294	0.0058
ABSTAINED	74 845 367	0.1844

Did not vote:	441 872 985
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Number of votes that were not counted due to being declared invalid (including in part of voting on this issue)	1 368 828
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**Results of registering persons entitled to participate in the Meeting and results of voting on the agenda item No.7 “Approval of Company’s internal document: restated Regulations on Auditing Committee of the Company”**

Number of votes the persons, included in the list of persons entitled to participate in general meeting, had	49 811 096 064
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	49 811 096 064
Number of votes participated in the meeting	40 596 382 530
Quorum, %	81.5007

The quorum was present. For voting bulletins No.3 were used.

When voting on item 7 of the agenda with the proposed resolution: “To approve restated Regulations on Auditing Committee of the Company.”

votes were distributed the following way:

Voting options	Amount of votes	% from participants in the voting
FOR	40 076 112 056	98.7184
AGAINST	2 363 294	0.0058
ABSTAINED	74 665 367	0.1839

Did not vote:	441 835 043
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Number of votes that were not counted due to being declared invalid (including in part of voting on this issue)	1 406 770
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**Results of registering persons entitled to participate in the Meeting and results of voting on the agenda item No.8 “Approval of directors’ and officials’ liability insurance contract, as interested party transaction.”**

Number of votes the persons, included in the list of persons entitled to participate in general meeting, had	24 080 253 013
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	24 080 253 013
Number of votes participated in the meeting	14 865 539 479
Quorum, %	61.7333

The quorum was present. For voting bulletins No.3 were used.

When voting on item 6 of the agenda with the proposed resolution:

“1. To determine the price of the D&O insurance contract and the winner determined on the basis of the results of tender carried out in 2014 for choosing the insurance company (hereinafter – the Contractor) in the amount of the insurance premium totaling no more than 50.000 (fifty thousand) US dollars.

2. To approve the D&O insurance contract (hereinafter – the Contract) between the Company and the Counterparty, as a transaction of interest, on the following terms:

2.1. Parties to the Contract:

Company – Insurant;

Counterparty – Insurer.

2.2. Insured:

- the Company;

- Insured persons:

any natural person who, in particular, was, is, or becomes:

- Member of the Company's BoD;

- Director General of the Company;

- Member of the Management Board;

- First Deputy Director General of the Company;

- Deputy Director General (not a member of the Management Board);

- Chief Accountant of the Company.

any natural or legal person who was, is or becomes the sole executive body of the Company.

2.3. Subject of the Contract: the Insurant undertakes within the specified in the Contract period to pay the insurance premium and observe the terms of the Contract, and the Insurer agrees when an insured event occurs to pay the insurance indemnity in accordance with the terms of the Contract.

2.4. The object of insurance: property interests of insured persons related with incurring losses.

2.5. Insured event: a claim to the insured person during the insurance or detection periods related to incorrect action occurred since the incorporation date (continuity date) that leads to losses incurred by the insured entity even if such losses have not yet occurred.

2.6. Insurance coverage:

Coverage A: The insurer shall cover the losses of the insured person;

Coverage B: The Insurer shall indemnify paid by the Company losses of the insured person;

Coverage C: The insurer shall pay the Company's losses originating from claims related to the securities, the first time claimed against the Company during the period of insurance for any incorrect action of the Company.

#### 2.7. Exceptions from coverage:

Contract does not cover requirements related to:

- income or benefits obtained by the insured for which the insured has no statutory right;
- committed by the insured any intentional criminal or malicious act, intentional error or omission or any willful or intentional violation of the law;
- injuries and damage to property;
- previous claims and circumstances;
- environmental pollution;
- pension and social programmes;
- claims brought by one insured to another insured in the United States and Canada;
- requirements related to improper operation, committed by sole executive body and associated with its functions of the sole executive body for the entity other than the company.

2.8. The total limit of liability: for all insured for all claims is 30 000 000 US dollars.

2.9. Additional liability limit: for each independent director – not less than 1 000 000 US dollars, provided that the aggregate limit of liability for all independent directors in the total amount of not less than 5 000 000 US dollars.

#### 2.10. Franchises:

- no more than 100 000 US dollars – in regard to claims related to securities lodged in US and Canada;
- not more than 80 000 US dollars – in regard to claims related to securities lodged in other countries;

- not more than 50 000 US dollars - in regard to claims related to securities lodged in other countries;

- not more than 50 000 US dollars – in regard to other claims lodged in other countries.

2.11. Period of insurance (term of the Contract): 12 months.

2.12. Detection Period:

- 60 days after the end of the insurance period automatically, without payment of additional premium;

- 1 year provided that additional premium equaling 100% of the premium under the contract is paid.

2.13. Contract price (Total amount of insurance premium): not more than 50 000 (fifty thousand) US dollars. The price of the contract may be changed downwards by the results of the procurement procedures.

2.14. The Contract shall enter into force upon signature and shall be valid until the expiration of the period of insurance, and in case of the detection period – before the expiration of the detection period.”

The votes distributed as follows:

Voting options	Amount of votes	% from participants in the voting
FOR	1 04 135 942	7.9075
AGAINST	12 318 395 408	51.1556
ABSTAINED	77 807 744	0.3231

Did not vote:	441 835 043
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Number of votes that were not counted due to being declared invalid (including in part of voting on this issue)	123 365 342
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Authorized representative of the Registrar:

Urmanova Ye.L.

(by proxy No.0903 dated 19.06.2014)