

**MINUTES No. 7/2013**  
**of the Annual General Meeting of Shareholders**  
**of Joint-Stock Company**  
**Interregional Distribution Grid Company of Volga (IDGC of Volga, JSC)**

Full business name and registered address of the Company:	<b>Open Joint-Stock Company Interregional Distribution Grid Company of Volga</b> <b>42/44 ul. Pervomayskaya, Saratov, 410031, the Russian Federation</b>
Type of the general meeting:	<b>Annual</b>
Form of the general meeting:	<b>a meeting (joint presence of shareholders)</b>
Date of making a list of persons eligible to participate in the Meeting:	<b>April 30, 2013</b>
Date of the meeting:	<b>June 11, 2013</b>
Place of the meeting:	<b>Conference hall of Slovakiya Hotel, 30, ul. Lermontova, Saratov</b>
Start time of attendees' registration:	<b>10:00 a.m.</b>
Time of opening the meeting:	<b>12:00 a.m.</b>
End time of attendees' registration:	<b>12:50 p.m.</b>
Start time of vote counting:	<b>13:00 p.m.</b>
Time of closing the meeting:	<b>14:00 p.m.</b>
Postal addresses at one of which the completed voting bulletins could be sent:	<b>IDGC of Volga, JSC, 42/44, ul. Pervomayskaya, Saratov, 410031;</b> <b>Reestr-RN, LLC, p/o box 4, Moscow, 115172.</b>
Chairperson of the meeting:	<b>Murov A.E., Executive Director of Rosseti OAO, Chairman of the Board of Directors of IDGC of Volga, JSC</b>
Presidium of the meeting:	<b>Ryabikin V.A., General Director of IDGC of Volga, JSC, a member of the Board of Directors of IDGC of Volga, JSC</b> <b>Murov A.E., Executive Director of Rosseti OAO, Chairman of the Board of Directors of IDGC of Volga, JSC</b> <b>Streltsov S.V., General Director of MES of Volga, a branch of FGC UES, JSC, a member of the Board of Directors of IDGC of Volga, JSC</b>

**Bashindzhagyan A.A., Consultant of The Corporate Governance Section within the Department of Corporate Governance, Pricing Environment and Control&Audit Activities in fuel-and-power sectors controlled by the Ministry of Energy of the Russian Federation, a member of the Board of Directors of IDGC of Volga, JSC**

Secretary of the meeting:

**Khadieva N.V., Leading Specialist of Corporate Events and Reporting Section within the Department of Corporate Governance and Cooperation with Shareholders of IDGC of Volga, JSC**

Pursuant to Article 81 of the Federal Law “On Joint Stock Companies”, this agreement shall be considered as the interested party transaction: No. 56 of the Federal Law No. 208-FZ "On Joint-Stock Companies" dated 26.12.1995, functions of the Counting Commission shall be performed by the Company’s Registrar – Limited Liability Company Reestr-RN.

Business address (location) of the Registrar: 2/6, bld.3-4, Podkopayevskiy pereulok, Moscow, 109028

Authorized representatives of the Company’s Registrar: Semenova V.A., Gareeva I.R., Sultanova D.A.

The Minutes of the Counting Commission on the results of voting at the Annual General Meeting of Shareholders of IDGC of Volga, JSC is attached to this Minutes (Appendix No. 1).

#### **Agenda:**

- 1. Approval of the Annual report, Annual financial statements, as well as distribution of profit (including payment of dividends) and losses of the Company according to the results of the 2012 fiscal year.**
- 2. Election of members of the Board of Directors of the Company.**
- 3. Election of members of the Internal Audit Commission of the Company.**
- 4. Approval of the Company’s Auditor.**

#### **Murov A.E.**

Murov A.E. greeted the attendees at the beginning of the speech, welcomed them to the event and gave the floor to Semenova V.A., a duly authorized representative of the Registrar (Reestr-RN, LLC) to announce the results of the attendees’ registration.

#### **Semenova V.A.**

Semenova V.A. announced the voting results to the attendees and their authorized representatives participating in the Annual General Meeting of Shareholders of Open Joint-Stock Company Interregional Distribution Grid Company of Volga and declared a quorum present.

According to the Register of registered securities holders as of April 30, 2013, holders of 178,577,801,146 votes were included in the list of persons eligible to participate in the Annual General meeting of Shareholders of the Company.

As of June 11, 2013, 12:00 a.m., the number of votes held by persons participating in the meeting with regard to the first agenda item – 158,825,689,924; with regard to the second agenda item – 1,747,099,719,684; with regard to the third agenda item – 158,824,698,689; with regard to the fourth agenda item – 158,825,689,924.

The number of votes held by persons who participated in the General Meeting and voted on all agenda items, is greater than one half of the votes attributed to allotted/placed shares of the Company carrying voting rights. The quorum with regard to all agenda items is present.

**Murov A.E.**

Murov A.E. called the Annual General Meeting of Shareholders of IDGC of Volga, JSC to order, announced the agenda and procedures for transacting business at the Meeting.

**Semenova V.A.**

Semenova V.A. the procedure for voting on the agenda items, including cumulative voting process, as well as the rules for filling in the ballot papers.

Hereafter, in compliance with the procedural rules of the meeting, the Chairman made a motion to proceed with discussing the items on the agenda of the Annual General Meeting of Shareholders of IDGC of Volga, JSC.

**Regarding the first agenda item, namely: “Approval of the annual report, annual financial statements, including distribution of the Company’s profits (including payment of dividends) and losses based on the results of the 2012 fiscal year”**, the attendees heard the reports delivered by Ryabikin V.A., General Director of IDGC of Volga, JSC, Tamlenova I.A., Chief Accountant, Head of the Department of Accounting and Reporting of IDGC of Volga, JSC.

**Ryabikin V.A.** submitted a detailed report on the results of the Company’s activities for 2012 for consideration by the Annual General Meeting of Shareholders, announced financial and economic performance data for 2012 and presented the development outlook for the Company.

**Tamlenova I.A.** brought to the attention of the attendees the information contained in the annual financial statements of the Company prepared in compliance with the Russian Accounting Standards and announced proposals on distribution of the Company’s profit for 2012 and payment of dividends according to the results of the 2012 fiscal year.

The annual report of IDGC of Volga, JSC for 2012 is attached to these Minutes (Appendix No. 2).

The annual financial statements of IDGC of Volga, JSC for 2012 are attached to these Minutes (Appendix No. 3).

**Regarding the second agenda item, namely: “Election of the members of the Board of Directors of the Company”**, the attendees heard the report delivered by Rebrova N.L., Deputy General Director for Corporate Governance of IDGC of Volga, JSC.

**Rebrova N.L.** reported on the procedure for making the List of Candidates for the Board of Directors of the Company and brought to the attention of the attendees the details of the candidates for the Board of Directors nominated by the shareholders of the Company within the time-limit set forth by the Federal Law “On Joint-Stock Companies” and the Articles of Association of the Company.

**Regarding the third agenda item, namely: “Election of the members of the Internal Audit Commission of the Company”**, the attendees heard the report delivered by Rebrova N.L., Deputy General Director for Corporate Governance of IDGC of Volga, JSC.

**Rebrova N. L.** reported on the procedure for making the List of Candidates for the Internal Audit Commission of the Company and brought to the attention of the attendees the details of the candidates for Internal Audit Commission nominated by the shareholders of the Company within the

time-limit set forth by the Federal Law “On Joint-Stock Companies” and the Articles of Association of the Company.

**Regarding the fourth agenda item, namely: “Approval of the Company’s Auditor”,** the attendees heard the report delivered by Tamlenova I.A., Chief Accountant, Head of the Department of General and Tax Accounting and Reporting of IDGC of Volga, JSC.

**Tamlenova I.A.** brought to the attention of the attendees the details of KPMG CJSC – a candidate company proposed by the Board of directors to be elected as the Company’s Auditor.

Murov A.E., the Chairman, noted that the last item on the agenda had been discussed, and gave the floor to Semenova V.A., an authorized representative of the Registrar, to declare the number of votes held by persons who participated in and voted at the General Meeting of Shareholders by that moment.

**Semenova V.A.**

Semenova V.A., in compliance with the requirements set forth in clause 4.16 of the Regulation on additional requirements to the procedures for preparation, convening and holding the General Meeting of Shareholders approved by the Order of the Federal Financial Markets Service (FFMS) No. 12-6/ПЗ-Н dated February 02, 2012, declared the number of votes held by persons who participated in and voted at the General Meeting of Shareholders by that moment, namely: on the first agenda item – 158,826,699,345 votes, on the second agenda item – 1,747,110,823,315 votes, on the third agenda item – 158,825,708,110 votes, on the fourth agenda item – 158,826,699,345 votes.

Murov A.E., the Chairman, granted the time required to complete the voting procedure for all agenda items addressed and announced a break in the proceedings to count the votes.

Upon expiry of this break, Semenova V.A, an authorized representative of the Registrar, declared the voting results as follows:

**Issue No. 1: Approval of the annual report, annual financial statements, as well as distribution of profit (including payment of dividends) and losses of the Company according to the results of the 2012 fiscal year.**

Number of votes with regard to this issue held by persons included in the list of persons eligible to participate in the general meeting ( <b>holders of allotted voting shares</b> )	<b>178,577,801,146</b>
Number of votes falling to the voting shares of the Company with regard to this agenda item of the General Meeting, defined in compliance with provisions of clause 4.20 of the Regulation on additional requirements to the procedures for preparation, convening and holding the General Meeting of Shareholders approved by the Order of the Federal Financial Markets Service (FFMS) No. 12-6/ПЗ-Н	<b>178,577,801,146</b>
Number of votes on this issue held by persons who participated in the meeting	<b>158,826,699,345</b>
<b>The quorum required to address the issue No. 1 is present.</b>	
Voting options	Number of votes
<b>“FOR”</b>	<b>155,446,756,310</b>
<b>“AGAINST”</b>	<b>0</b>

“ABSTAINED”	3,360,573,894
Number of votes not counted due to invalidity of certain ballots and on other grounds.	19,366,756

**Resolution passed by the Annual General Meeting of Shareholders on the first agenda issue:**

1. To approve the Annual report and the Annual financial statements of the Company based on the results of the 2012 fiscal year.
2. To approve the following distribution of the Company’s profit (loss) for the 2012 fiscal year:

Designation	(тыс. руб.)
<i>Retained (undistributed) profit (loss) for the reporting period:</i>	1,161,973
<i>To be allocated to: Reserve fund</i>	58,098
<i>Profit for development purposes</i>	812,793
<i>Dividends</i>	291,082
<i>Repayment of loss of previous years</i>	0

3. To pay dividends in specie on ordinary shares of the Company according to the results of 2012 in the amount of 0.00163 rubles per each ordinary share of the Company not later than 60 days after the relevant resolution is passed.

**Issue No. 2: Election of members of the Board of Directors of the Company.**

Number of votes with regard to this issue held by persons included in the list of persons eligible to participate in the general meeting ( <b>holders of allotted voting shares</b> )	178,577,801,146	
Number of votes falling to the voting shares of the Company with regard to this agenda item of the General Meeting, defined in compliance with provisions of clause 4.20 of the Regulation on additional requirements to the procedures for preparation, convening and holding the General Meeting of Shareholders approved by the Order of the Federal Financial Markets Service (FFMS) No. 12-6/ПЗ-Н	178,577,801,146	
Number of votes for cumulative voting on this issue held by persons who <b>participated in the meeting</b>	1,747,110,823,315	
<b>The quorum required to address the issue No. 2 is present.</b>		
Item No.	Full name of a nominee	Number of cumulative votes
<b>“FOR”, vote breakdown by candidates</b>		
1.	<b>Adler Yuri Veniaminovich</b>	133,242,121,342
2.	<b>Bashindzhagyan Astkhik Artashesovna</b>	133,242,121,342
3.	<b>Varvarin Aleksandr Viktorovich</b>	133,241,318,193
4.	<b>Guryanov Denis Lvovich</b>	133,242,121,342
5.	<b>Inozemtsev Vladimir Vyacheslavovich</b>	11,906,781
6.	<b>Ozhegina Natalia Klimentievna</b>	133,242,121,342
7.	<b>Pavlov Vadim Alekseevich</b>	129,248,248,650
8.	<b>Pankstyanov Yuri Nikolaevich</b>	133,242,121,342
9.	<b>Prokhorov Egor Vyacheslavovich</b>	135,655,358,322
10.	<b>Ryabikin Vladimir Anatolievich</b>	136,029,851,881

11.	<b>Streltsov Sergey Viktorovich</b>	<b>133,242,121,342</b>
12.	<b>Remes Seppo Ukha</b>	<b>190,935,384,981</b>
13.	<b>Kulikov Denis Viktorovich</b>	<b>44,926,136,200</b>
14.	<b>Shevchuk Aleksandr Viktorovich</b>	<b>0</b>
15.	<b>David Alexander Hern</b>	<b>0</b>
16.	<b>Klaptsov Aleksey Vitalievich</b>	<b>0</b>
17.	<b>Gavrilova Tatiana Vladimirovna</b>	<b>177,431,366,860</b>
18.	<b>Brodskiy Ilya Viktorovich</b>	<b>0</b>
19.	<b>Soifer Maksim Viktorovich</b>	<b>803,149</b>

Voting options	Number of cumulative votes
“AGAINST”	0
“ABSTAINED”	0
Number of votes not counted due to invalidity of certain ballots and on other grounds.	177,720,246

**Resolution passed by the Annual General Meeting of Shareholders on the second agenda issue:**

To elect the Board of Directors consisting of the following members: Remes Seppo Ukha, Gavrilova Tatiana Vladimirovna, Ryabikin Vladimir Anatolievich, Prokhorov Egor Vyacheslavovich, Adler Yuri Veniaminovich, Bashindzhagyan Astkhik Artashesovna, Guryanov Denis Lvovich, Ozhegina Natalia Klimentievna, Pankstyanov Yuri Nikolaevich, Streltsov Sergey Viktorovich, Varvarin Aleksandr Viktorovich.

**Issue No. 3: Election of members of the Internal Audit Commission of the Company.**

Number of votes with regard to this issue held by persons included in the list of persons eligible to participate in the general meeting ( <b>holders of allotted voting shares</b> )	<b>178,577,801,146</b>
Number of votes falling to the voting shares of the Company with regard to this agenda item of the General Meeting, defined in compliance with provisions of clause 4.20 of the Regulation on additional requirements to the procedures for preparation, convening and holding the General Meeting of Shareholders approved by the Order of the Federal Financial Markets Service (FFMS) No. 12-6/ПЗ-Н	<b>178,576,809,911</b>
Number of votes on this issue held by persons who <b>participated in the meeting</b>	<b>158,825,708,110</b>
<b>The quorum required to address the issue No. 3 is present.</b>	

Pursuant to clause 6, Article 85 of the Federal Law “On Joint-Stock Companies”, the shares held by the members of the Board of Directors of the Company or by persons holding positions in the management bodies of the Company, are not eligible to vote when electing the members of the Internal Audit Commission of the Company.

Item No.	Full name of a nominee	Voting options			Number of votes NOT COUNTED due to invalidity of certain ballots and on other grounds.
		“FOR”	“AGAINST”	“ABSTAINED”	
		Number of votes	Number of votes	Number of votes	
1.	<b>Kabizskina Elena Aleksandrovna</b>	<b>153,982,568,543</b>	3,452,205	3,366,042,739	1,473,644,623

2.	<b>Kormushkina Lyudmila Dmitrievna</b>	<b>153,985,714,670</b>	306,078	3,366,042,739	1,473,644,623
3.	<b>Meshalova Galina Ivanovna</b>	<b>155,443,943,270</b>	306,078	3,366,042,739	15,416,023
4.	<b>Khokholkova Ksenia Valerievna</b>	<b>153,986,020,748</b>	0	3,366,042,739	1,473,644,623
5.	<b>Knyazev Sergei Yurievich</b>	<b>153,986,020,748</b>	0	3,366,042,739	1,473,644,623

**Resolution passed by the Annual General Meeting of Shareholders on the third agenda issue:**

To elect the Auditing Commission of the Company consisting of the following members: Meshalova Galina Ivanovna, Khokholkova Ksenia Valerievna, Knyazev Sergei Yurievich, Kormushkina Lyudmila Dmitrievna, Kabizskina Elena Aleksandrovna.

**Issue No. 4: Approval of the Company's Auditor.**

Number of votes with regard to this issue held by persons included in the list of persons eligible to participate in the general meeting ( <b>holders of allotted voting shares</b> )	<b>178,577,801,146</b>
Number of votes falling to the voting shares of the Company with regard to this agenda item of the General Meeting, defined in compliance with provisions of clause 4.20 of the Regulation on additional requirements to the procedures for preparation, convening and holding the General Meeting of Shareholders approved by the Order of the Federal Financial Markets Service (FFMS) No. 12-6/ПЗ-Н	<b>178,577,801,146</b>
Number of votes on this issue held by persons who participated in the meeting	<b>158,826,699,345</b>
<b>The quorum required to address the issue No. 4 is present.</b>	

Voting options	Number of votes
<b>“FOR”</b>	<b>155,449,223,806</b>
<b>“AGAINST”</b>	<b>0</b>
<b>“ABSTAINED”</b>	<b>3,360,573,894</b>

Number of votes not counted due to invalidity of certain ballots and on other grounds.	16,901,645
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**Resolution passed by the Annual General Meeting of Shareholders on the fourth agenda item:**

To approve KPMG, CJSC as the Company's Auditor.

There being no further business to discuss upon announcement of the voting results, Murov A.E., the Chairman, expressed his gratitude to the shareholders for attending the Meeting and declared the Meeting closed.

Appendices:

- Minutes of the Counting Commission on the results of voting at the Annual General Meeting of Shareholders of IDGC of Volga, JSC.

2. Annual Report of IDGC of Volga, JSC for 2012\*.
3. Annual accounting statements of IDGC of Volga, JSC for 2012\*.

\* - submitted via electronic media

Date of the Minutes: June 14, 2013.

Chairman of the meeting:

A.E. Murov

Secretary of the meeting:

Khadieva N.V.