

## **MINUTES**

### **of the Annual General Meeting of Shareholders**

Name of the Company: JSC Interregional Distribution Grid Companies Holding (JSC IDGC Holding)

Registered office of the Company: 117630, Moscow, ul. Akademika Chelomeya, 5A

Type of the General Meeting of Shareholders: annual

Form of the General Meeting of Shareholders: meeting (an in-person meeting attended by shareholders to discuss the agenda items and adopt decisions on the issues put to a vote)

Date of the General Meeting of Shareholders: June 29, 2009

Venue of the General Meeting of Shareholders held in the form of a meeting: Russian Federation, Moscow, prospekt Mira, 119, bldg. 55, All-Russia Exhibition Center (AREC), Pavilion 55

In accordance with paragraph 2 of Article 60 of the Federal Law “On Joint-Stock Companies” and the Articles of Association of JSC IDGC Holding, ballots were sent to all persons specified in the list of the persons entitled to participate in the General Meeting of Shareholders held in the form of a meeting as of May 12, 2009. Completed ballots related to the issues on the agenda of the General Meeting of Shareholders were sent and accepted on or prior to June 26, 2009, at:

- 109544, Moscow, ul. Dobrovolcheskaya, 1/64, ZAO STATUS Registration Company,
- 119526, Moscow, prospekt Vernadskogo, d. 101, korp. 3, JSC IDGC Holding.

Registration of the persons entitled to participate in the General Meeting of Shareholders began at: 9:00 a.m.

The General Meeting of Shareholders started at: 11:00 a.m.

Registration of the persons entitled to participate in the General Meeting of Shareholders ended at: 11:50 a.m.

Counting of votes started at: 1:50 p.m.

Counting of votes ended at: 3:15 p.m.

The General Meeting of Shareholders adjourned at: 3:20 p.m.

Presiding Officer of the General Meeting of Shareholders: S. I. Shmatko, Chairman of the Board of Directors of JSC IDGC Holding.

Presidium of the General Meeting of Shareholders:

S. I. Shmatko	Chairman of the Board of Directors of JSC IDGC Holding
G. F. Binko	Member of the Board of Directors of JSC IDGC Holding
S. B. Kosarev	Member of the Board of Directors of JSC IDGC Holding
S. V. Maslov	Member of the Board of Directors of JSC IDGC Holding
S. V. Serebryannikov	Member of the Board of Directors of JSC IDGC Holding
N. N. Shvets	Director General of JSC IDGC Holding

Secretary of the General Meeting of Shareholders: D. L. Guryanov, First Deputy Head of the Department for Corporate Governance and Shareholder Relations of JSC IDGC Holding.

Officers of the Secretariat of the General Meeting of Shareholders were approved by the Board of Directors of JSC IDGC Holding (Minutes No. 17 of June 26, 2009), Appendix 1.

In accordance with paragraph 1 of Article 56 of the Federal Law “On Joint-Stock Companies,” the functions of the Counting Commission were performed by the Company’s Registrar, ZAO STATUS Registration Company.

Registered address of the Registrar: 109544, Moscow, ul. Dobrovolcheskaya, d. 1/64.

Authorized persons of the Registrar who performed the functions of the Counting Commission of the Company:

Chairman of the Counting Commission:	M. N. Nedelsky
Members of the Counting Commission:	D. A. Korolyov
	Yu. O. Yakovleva
	V. V. Yegorova
	A. R. Golda
	V. Yu. Kulikova

The report of the Counting Commission on the results of voting at the Annual General Meeting of Shareholders is attached hereto (Appendix 2).

### **Agenda of the General Meeting:**

1. Approval of the Annual Report of the Company.
2. Approval of annual accounting statements, including profit and loss statements (profit and loss accounts), of the Company.
3. Approval of the Company's profit distribution based on performance results in 2008.
4. Amount, period, and form of dividend payment based on performance results in 2008.
5. Election of members of the Company's Board of Directors.
6. Election of members of the Company's Internal Audit Commission.
7. Approval of the Company's Auditor.
8. Approval of the Regulations for Remuneration and Compensation for Members of the Board of Directors of the Company.

In accordance with paragraph 1 of Article 51 of the Federal Law "On Joint-Stock Companies," the Board of Directors of JSC IDGC Holding determined that May 12, 2009, was the date of the list of the persons entitled to participate in the General Meeting of Shareholders.

The number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders was 41,041,753,984.

The number of votes held by the persons who participated in the General Meeting of Shareholders was 36,480,075,215, or 88.8852% of the total number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders.

In accordance with the provisions of Article 58 of the Federal Law "On Joint-Stock Companies" and the Articles of Association of JSC IDGC Holding, the General Meeting of Shareholders had a quorum and was qualified to approve decisions on all issues on the agenda.

**Issue 1 on the agenda:** Approval of the Annual Report of the Company.

N. N. Shvets, Director General of JSC IDGC Holding, was heard on Issue 1 on the agenda.

N. N. Shvets, Director General of the Company, reported in detail to the Company's shareholders on the Company's performance results in 2008.

The number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders in relation to this item on the agenda	41,041,753,984
The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item	36,480,075,215

The General Meeting of Shareholders had a quorum for Issue 1 on the agenda.

In accordance with paragraph 2 of Article 49 of the Federal Law “On Joint-Stock Companies,” the decision on Issue 1 on the agenda shall be adopted by a majority of votes of the shareholders holding voting shares in the Company and participating in the General Meeting of Shareholders.

**Issue put to a vote:**

The Annual Report of JSC IDGC Holding for 2008 shall be approved.

Number of votes for each variant of voting on Issue 1 on the agenda of the General Meeting of Shareholders:

Voting Variants	Number of Votes	Percentage of Voters (%)
“FOR”	34,210,730,778	93.7792
“AGAINST”	140,564	0.0004
“ABSTAINED”	230,589,553	0.6321

**According to the voting results, it was resolved as follows:**

The Annual Report of JSC IDGC Holding for 2008 shall be approved.

**Issue 2 on the agenda:** Approval of annual accounting statements, including profit and loss statements (profit and loss accounts), of the Company.

A. V. Demidov, Deputy Director General for Economic Affairs and Finance of JSC IDGC Holding, was heard on Issue 2 on the agenda.

With respect to this issue on the agenda, A. V. Demidov, Deputy Director General for Economic Affairs and Finance of JSC IDGC Holding, reported to the Company’s shareholders on the Company’s annual accounting statements for 2008 in accordance with Russian Accounting Standards.

The number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders in relation to this item on the agenda	41,041,753,984
The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item	36,480,075,215

The General Meeting of Shareholders had a quorum for Issue 2 on the agenda.

In accordance with paragraph 2 of Article 49 of the Federal Law “On Joint-Stock Companies,” the decision on Issue 2 on the agenda shall be adopted by a majority of

votes of the shareholders holding voting shares in the Company and participating in the General Meeting of Shareholders.

**Issue put to a vote:**

The annual accounting statements of JSC IDGC Holding for 2008, including the profit and loss statement (profit and loss account), shall be approved.

Number of votes for each variant of voting on Issue 2 on the agenda of the General Meeting of Shareholders:

Voting Variants	Number of Votes	Percentage of Voters (%)
“FOR”	34,207,637,633	93.7707
“AGAINST”	641,908	0.0018
“ABSTAINED”	233,193,511	0.6392

**According to the voting results, it was resolved as follows:**

The annual accounting statements of JSC IDGC Holding for 2008, including the profit and loss statement (profit and loss account), shall be approved.

**Issue 3 on the agenda:** Approval of the Company’s profit distribution based on performance results in 2008.

A. V. Demidov, Deputy Director General for Economic Affairs and Finance of JSC IDGC Holding, was heard on Issue 3 on the agenda.

With respect to this issue on the agenda, A. V. Demidov, Deputy Director General for Economic Affairs and Finance of JSC IDGC Holding, reported to the Company’s General Meeting of Shareholders on proposals for the Company’s profit (loss) distribution based on performance results in 2008

The number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders in relation to this item on the agenda	41,041,753,984
The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item	36,480,075,215

The General Meeting of Shareholders had a quorum for Issue 3 on the agenda.

In accordance with paragraph 2 of Article 49 of the Federal Law “On Joint-Stock Companies,” the decision on Issue 3 on the agenda shall be adopted by a majority of votes of the shareholders holding voting shares in the Company and participating in the General Meeting of Shareholders.

**Issue put to a vote:**

JSC IDGC Holding's profit (loss) distribution based on performance results in the financial year 2008 shall be approved.

Number of votes for each variant of voting on Issue 3 on the agenda of the General Meeting of Shareholders:

Voting Variants	Number of Votes	Percentage of Voters (%)
"FOR"	34,190,903,480	93.7249
"AGAINST"	3,377,871	0.0093
"ABSTAINED"	247,156,093	0.6775

**According to the voting results, it was resolved as follows:**

JSC IDGC Holding's profit (loss) distribution based on performance results in the financial year 2008 shall be approved.

**Issue 4 on the agenda:** Amount, period, and form of dividend payment based on performance results in 2008.

A. V. Demidov, Deputy Director General for Economic Affairs and Finance of JSC IDGC Holding, was heard on Issue 4 on the agenda.

With respect to this issue on the agenda, A. V. Demidov, Deputy Director General for Economic Affairs and Finance of JSC IDGC Holding, reported to the Company's shareholders that there were no grounds to distribute and pay dividends based on performance results in 2008.

The number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders in relation to this item on the agenda	41,041,753,984
The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item	36,480,075,215

The General Meeting of Shareholders had a quorum for Issue 4 on the agenda.

In accordance with paragraph 2 of Article 49 of the Federal Law "On Joint-Stock Companies," the decision on Issue 4 on the agenda shall be adopted by a majority of votes of the shareholders holding voting shares in the Company and participating in the General Meeting of Shareholders.

**Issue put to a vote:**

Dividends on JSC IDGC Holding’s shares of all categories based on performance results in 2008 shall not be paid.

Number of votes for each variant of voting on Issue 4 on the agenda of the General Meeting of Shareholders:

Voting Variants	Number of Votes	Percentage of Voters (%)
“FOR”	34,180,752,728	93.6970
“AGAINST”	82,556,801	0.2263
“ABSTAINED”	178,100,344	0.4882

**According to the voting results, it was resolved as follows:**

Dividends on JSC IDGC Holding’s shares of all categories based on performance results in 2008 shall not be paid.

**Issue 5 on the agenda:** Election of members of the Company’s Board of Directors.

S. B. Kosarev, Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, was heard on Issue 5 on the agenda.

With respect to this issue on the agenda, S. B. Kosarev, Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, reported to the General Meeting of Shareholders on nominees for the Company’s Board of Directors proposed by the Company’s shareholders in accordance with the procedure and within the period provided for in the Federal Law “On Joint-Stock Companies” and the Articles of Association of JSC IDGC Holding.

The number of votes for cumulative voting held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders in relation to this item on the agenda	615,626,309,760
The number of votes for cumulative voting held by the persons who participated in the General Meeting of Shareholders in relation to this item on the agenda	547,201,128,225

The General Meeting of Shareholders had a quorum for Issue 5 on the agenda.

In accordance with paragraph 4 of Article 66 of the Federal Law “On Joint-Stock Companies,” members of the Board of Directors of the Company shall be elected by cumulative voting.

In the event of cumulative voting, the number of votes held by each shareholder is multiplied by the number of persons who shall be elected to the Board of Directors of the Company and each shareholder may cast all votes so received for one nominee or distribute them to two or more nominees.

**Issue put to a vote:**

The following persons shall be elected to the Board of Directors of JSC IDGC Holding:<sup>1</sup>

No.	Full Name	Position (as of the time of nomination)
1.	Gennady Feliksovich Binko	Deputy Director General, OAO OGK-6
2.	Aleksey Vladimirovich Demidov	Deputy Director General for Economic Affairs and Finance, JSC IDGC Holding
3.	Evgeny Vyacheslavovich Dod	Chairman of the Management Board, INTER RAO UES
4.	Vyacheslav Mikhailovich Kravchenko	Chief Executive Officer, OOO RN-Energo
5.	Viktor Vasilyevich Kudryavy	Advisor to President, EUROCEMENT Group ZAO
6.	Mikhail Yuryevich Kurbatov	Director of Department, Ministry for Economic Development and Trade of the Russian Federation
7.	Aleksey Aleksandrovich Malov	Head of the Subsidiaries and Affiliates Directorate, Corporate Department, MMC Norilsk Nickel
8.	Sergey Vladimirovich Maslov	Chief Executive Officer, Saint Petersburg International Commodity Exchange
9.	Boris Iosifovich Mints	Chief Executive Officer, OTKRITIE FC
10.	Aleksandr Viktorovich Orelkin	Chief Specialist, Division of Exercise of Ownership Rights, Property Directorate, Corporate Department, MMC Norilsk Nickel
11.	Viktor Yuryevich Pulkin	Chief Specialist, Division of Support for Operations of Subsidiaries and Affiliates, Subsidiaries and Affiliates Directorate, Corporate Department, MMC Norilsk Nickel
12.	Seppo Juha Remes	Director General, OOO Kiuru
13.	Kirill Gennadievich Seleznev	Member of the Management Committee and Head of the Department of Marketing and Processing of Gas and Liquid Hydrocarbons, OAO Gazprom, and Director General, OOO Mezhhregiongaz
14.	Sergey Vladimirovich Serebryannikov	Professor, Moscow Power Engineering Institute (Technical University)

<sup>1</sup> In accordance with paragraph 11.2 of the Articles of Association of JSC IDGC Holding, the Board of Directors of the Company consists of fifteen (15) members.

15.	Oleg Vyacheslavovich Surikov	Director of the Corporate Department, MMC Norilsk Nickel
16.	Vladimir Vitalyevich Tatsiy	First Vice President, Gazprombank (Open Joint-Stock Company)
17.	Vasily Nikolayevich Titov	Deputy President and Deputy Chairman of the Management Board, VTB Bank
18.	Denis Vladimirovich Fedorov	Division Manager, Development of the Electric Power Sector and Marketing in the Electric Power Industry, OAO Gazprom
19.	Pavel Olegovich Shatsky	Acting First Deputy Director General, OOO Gas Energy Company
20.	Nikolay Nikolayevich Shvets	Director General, JSC IDGC Holding
21.	Sergey Ivanovich Shmatko	Minister of Energy of the Russian Federation

Number of votes for each variant of voting on Issue 5 on the agenda of the General Meeting of Shareholders:

No.	Full Name	Number of Votes for Cumulative Voting	Percentage of Voters (%)
“FOR”; distribution of votes among nominees:			
1.	Gennady Feliksovich Binko	31,879,216,547	5.8259
2.	Aleksey Vladimirovich Demidov	5,462,692,015	0.9983
3.	Evgeny Vyacheslavovich Dod	31,983,252,945	5.8449
4.	Vyacheslav Mikhailovich Kravchenko	31,871,230,439	5.8244
5.	Viktor Vasilyevich Kudryavy	32,008,356,009	5.8495
6.	Mikhail Yuryevich Kurbatov	31,877,293,072	5.8255
7.	Aleksey Aleksandrovich Malov	13,367,801	0.0024
8.	Sergey Vladimirovich Maslov	31,882,780,955	5.8265
9.	Boris Iosifovich Mints	28,809,923,531	5.2650
10.	Aleksandr Viktorovich Orelkin	12,788,614	0.0023
11.	Viktor Yuryevich Pulkin	11,780,615	0.0022
12.	Seppo Juha Remes	47,887,329,565	8.7513

13.	Kirill Gennadievich Seleznev	25,100,713	0.0046
14.	Sergey Vladimirovich Serebryannikov	31,933,697,893	5.8358
15.	Oleg Vyacheslavovich Surikov	29,301,382,620	5.3548
16.	Vladimir Vitalyevich Tatsiy	31,872,321,974	5.8246
17.	Vasily Nikolayevich Titov	31,872,499,942	5.8246
18.	Denis Vladimirovich Fedorov	34,859,035,086	6.3704
19.	Pavel Olegovich Shatsky	33,012,383,741	6.0330
20.	Nikolay Nikolayevich Shvets	31,913,447,402	5.8321
21.	Sergey Ivanovich Shmatko	40,113,010,301	7.3306
“AGAINST” all nominees		3,306,795	0.0006
“ABSTAINED” with respect to all nominees		131,764,295	0.0241

**According to the voting results, it was resolved as follows:**

The following persons shall be elected to the Board of Directors of JSC IDGC Holding:

No.	Full Name	Position (as of the time of nomination)
1.	Seppo Juha Remes	Director General, OOO Kiuru
2.	Sergey Ivanovich Shmatko	Minister of Energy of the Russian Federation
3.	Denis Vladimirovich Fedorov	Division Manager, Development of the Electric Power Sector and Marketing in the Electric Power Industry, OAO Gazprom
4.	Pavel Olegovich Shatsky	Acting First Deputy Director General, OOO Gas Energy Company
5.	Viktor Vasilyevich Kudryavy	Advisor to President, EUROCEMENT Group ZAO
6.	Evgeny Vyacheslavovich Dod	Chairman of the Management Board, INTER RAO UES
7.	Sergey Vladimirovich Serebryannikov	Professor, Moscow Power Engineering Institute (Technical University)
8.	Nikolay Nikolayevich Shvets	Director General, JSC IDGC Holding
9.	Sergey Vladimirovich Maslov	Chief Executive Officer, Saint Petersburg International Commodity Exchange
10.	Gennady Feliksovich Binko	Deputy Director General, OAO OGK-6

11.	Mikhail Yuryevich Kurbatov	Director of Department, Ministry for Economic Development and Trade of the Russian Federation
12.	Vasily Nikolayevich Titov	Deputy President and Deputy Chairman of the Management Board, VTB Bank
13.	Vladimir Vitalyevich Tatsiy	First Vice President, Gazprombank (Open Joint-Stock Company)
14.	Vyacheslav Mikhailovich Kravchenko	Chief Executive Officer, OOO RN-Energo
15.	Oleg Vyacheslavovich Surikov	Director of the Corporate Department, MMC Norilsk Nickel

**Issue 6 on the agenda:** Election of members of the Company’s Internal Audit Commission.

S. B. Kosarev, Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, was heard on Issue 6 on the agenda.

With respect to this issue on the agenda, S. B. Kosarev, Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, reported to the General Meeting of Shareholders on nominees for the Company’s Internal Audit Commission proposed by the Company’s shareholders in accordance with the procedure and within the period provided for in the Federal Law “On Joint-Stock Companies” and the Articles of Association of JSC IDGC Holding and proposed by the Board of Directors of the Company.

The number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders in relation to this item on the agenda	41,041,746,884
The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item	36,480,075,215

The General Meeting of Shareholders had a quorum for Issue 6 on the agenda.

In accordance with paragraph 2 of Article 49 of the Federal Law “On Joint-Stock Companies,” the decision on Issue 6 on the agenda shall be adopted by a majority of votes of the shareholders holding voting shares in the Company and participating in the General Meeting of Shareholders.

In accordance with paragraph 6 of Article 85 of the Federal Law “On Joint-Stock Companies,” the shares held by members of the company’s board of directors or by persons who hold office in the company’s management bodies may not participate in voting on the election of members of the company’s internal audit commission.

**Issue put to a vote:**

The following persons shall be elected to the Internal Audit Commission of JSC IDGC Holding:

No.	Full Name and Position (as of the time of nomination)
1.	Izumrud Aligadzhievna Alimuradova, Director for Development, OOO Energoconsulting
2.	Andrey Vladimirovich Kozlov, former officer of the Federal Agency for Management of State Property of the Russian Federation
3.	Lyudmila Nikolayevna Naryshkina, Head of the Internal Audits and Comprehensive Audits Department, OOO Gas Energy Company
4.	Natalia Pavlovna Petrikina, Deputy Director of Department, Ministry of Energy of the Russian Federation
5.	Maria Gennadyevna Tikhonova, Division Head, Ministry of Energy of the Russian Federation

Number of votes for each variant of voting on each nominee:

No.	Full Name	Voting Variants	Number of Votes, Percentage of Voters (%)
1.	Izumrud Aligadzhievna Alimuradova	“FOR”	32,566,284,458 (89.2714%)
		“AGAINST”	1,519,508 (0.0042%)
		“ABSTAINED”	1,871,949,456 (5.1314%)
2.	Andrey Vladimirovich Kozlov	“FOR”	32,559,245,437 (89.2521%)
		“AGAINST”	8,595,326 (0.0236%)
		“ABSTAINED”	1,871,918,653 (5.1313%)
3.	Lyudmila Nikolayevna Naryshkina	“FOR”	32,564,123,358 (89.2655%)
		“AGAINST”	3,365,043 (0.0092%)
		“ABSTAINED”	1,872,273,399 (5.1323%)
4.	Natalia Pavlovna Petrikina	“FOR”	32,567,425,367 (89.2746%)
		“AGAINST”	203,149 (0.0006%)
		“ABSTAINED”	1,872,135,652

			(5.1319%)
5.	Maria Gennadyevna Tikhonova	“FOR”	32,566,397,060 (89.2717%)
		“AGAINST”	1,739,802 (0.0048%)
		“ABSTAINED”	1,871,627,614 (5.1305%)

**According to the voting results, it was resolved as follows:**

The following persons shall be elected to the Internal Audit Commission of JSC IDGC Holding:

No.	Full Name and Position (as of the time of nomination)
1.	Izumrud Aligadzhievna Alimuradova, Director for Development, OOO Energoconsulting
2.	Andrey Vladimirovich Kozlov, former officer of the Federal Agency for Management of State Property of the Russian Federation
3.	Lyudmila Nikolayevna Naryshkina, Head of the Internal Audits and Comprehensive Audits Department, OOO Gas Energy Company
4.	Natalia Pavlovna Petrikina, Deputy Director of Department, Ministry of Energy of the Russian Federation
5.	Maria Gennadyevna Tikhonova, Division Head, Ministry of Energy of the Russian Federation

**Issue 7 on the agenda:** Approval of the Company’s Auditor.

A. V. Demidov, Deputy Director General for Economic Affairs and Finance of JSC IDGC Holding, was heard on Issue 7 on the agenda.

A. V. Demidov, Deputy Director General for Economic Affairs and Finance of JSC IDGC Holding, reported to the General Meeting of Shareholders on the nominee for the Auditor of the Company, ZAO NP Consult.

The number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders in relation to this item on the agenda	41,041,753,984
The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item	36,480,075,215

The General Meeting of Shareholders had a quorum for Issue 7 on the agenda.

In accordance with paragraph 2 of Article 49 of the Federal Law “On Joint-Stock Companies,” the decision on Issue 7 on the agenda shall be adopted by a majority of votes of the shareholders holding voting shares in the Company and participating in the General Meeting of Shareholders.

**Issue put to a vote:**

ZAO NP Consult shall be approved as the Auditor of JSC IDGC Holding.

Number of votes for each variant of voting on Issue 7 on the agenda of the General Meeting of Shareholders:

Voting Variants	Number of Votes	Percentage of Voters (%)
“FOR”	34,060,075,387	93.3662
“AGAINST”	129,362	0.0004
“ABSTAINED”	381,229,198	1.0450

**According to the voting results, it was resolved as follows:**

ZAO NP Consult shall be approved as the Auditor of JSC IDGC Holding.

**Issue 8 on the agenda:** Approval of the Regulations for Remuneration and Compensation for Members of the Board of Directors of the Company.

S. B. Kosarev, Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, was heard on Issue 8 on the agenda.

S. B. Kosarev, Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, reported to the shareholders on the regulations governing the procedure for remuneration and compensation for members of the Board of Directors of the Company.

The number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders in relation to this item on the agenda	41,041,753,984
The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item	36,480,075,215

The General Meeting of Shareholders had a quorum for Issue 8 on the agenda.

In accordance with paragraph 2 of Article 49 of the Federal Law “On Joint-Stock Companies,” the decision on Issue 8 on the agenda shall be adopted by a majority of

votes of the shareholders holding voting shares in the Company and participating in the General Meeting of Shareholders.

**Issue put to a vote:**

The Regulations for Remuneration and Compensation for Members of the Board of Directors of JSC IDGC Holding shall be approved and shall be retroactively effective as of the state registration of JSC IDGC Holding (Appendix 3).

Number of votes for each variant of voting on Issue 8 on the agenda of the General Meeting of Shareholders:

Voting Variants	Number of Votes	Percentage of Voters (%)
“FOR”	34,185,757,733	93.7108
“AGAINST”	8,868,888	0.0243
“ABSTAINED”	246,374,192	0.6754

**According to the voting results, it was resolved as follows:**

The Regulations for Remuneration and Compensation for Members of the Board of Directors of JSC IDGC Holding shall be approved and shall be retroactively effective as of the state registration of JSC IDGC Holding (Appendix 3).

After the announcement of the voting results and decisions approved by the General Meeting of Shareholders, the General Meeting of Shareholders was declared to be adjourned.

Date of the Minutes: \_\_\_\_\_, 2009.

Presiding Officer of the General Meeting of Shareholders

S. I. Shmatko

Secretary of the General Meeting of Shareholders

D. L. Guryanov