

## **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 as specified in the Company's Articles of Association approved by the Extraordinary General Meeting of Shareholders on December 30, 2008: 117630, Moscow, ul. Akademika Chelomeya, 5A

Registered office of the Company as specified in the Company's Articles of Association approved by the Annual General Meeting of Shareholders on June 22, 2011: 107996, Moscow, Ulansky pereulok, 26, str. 1

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 22, 2011

Venue of the General Meeting of Shareholders: 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 17, 2011. Completed ballots related to the issues on the agenda of the General Meeting of Shareholders were sent and accepted on or prior to June 20, 2011, at:

- Russia, 109544, Moscow, ul. Novorogozhskaya, 32, str. 1, ZAO STATUS Registration Company; and
- Russia, 107996, Moscow, GSP-6, Ulansky pereulok, 26, str. 1, 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: 12:05 p.m.

Counting of votes started at: 12:50 p.m.

The General Meeting of Shareholders adjourned at: 2:25 p.m.

Presiding Officer of the General Meeting of Shareholders: N. N. Shvets, a member of the Board of Directors, Chairman of the Management Board, and Director General of JSC IDGC Holding.

Presidium of the General Meeting of Shareholders:

|                |  |
|----------------|--|
| N. N. Shvets   | Member of the Board of Directors, Chairman of the Management Board, and Director General of JSC IDGC Holding |
| V. V. Kudryavy | Member of the Board of Directors of JSC IDGC Holding   |
| S. Remes       | Member of the Board of Directors of JSC IDGC Holding   |
| V. V. Tatsiy   | Member of the Board of Directors of JSC IDGC Holding   |

Secretary of the General Meeting of Shareholders: D. L. Guryanov, 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 on May 19, 2011 (Minutes No. 59 of May 20, 2011), 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. Novorogozhskaya, 32, str. 1.

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:  | Yu. O. Yakovleva |
|                                      | V. Yu. Kulikova  |

The report of the Counting Commission on the results of voting at the Annual General Meeting of Shareholders of JSC Interregional Distribution Grid Companies Holding is attached hereto (Appendix 2).

**Agenda of the General Meeting of Shareholders:**

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 2010.
4. Amount, period, and form of dividend payment based on performance results in 2010.
5. Payment of remuneration for serving on the Board of Directors to members of the Board of Directors other than those who hold public office in the amount specified in the Company's internal documents.
6. Election of members of the Company's Board of Directors.
7. Election of members of the Company's Internal Audit Commission.
8. Approval of the Company's Auditor.
9. Approval of a restated version of the Articles of Association of JSC IDGC Holding.
10. Approval of a restated version of the Regulations for the Preparation and Holding Procedure for the General Meeting of Shareholders of JSC IDGC Holding.
11. Approval of a restated version of the Regulations for the Convening and Holding Procedure for Meetings of the Board of Directors of JSC IDGC Holding.
12. Approval of the agreement for acquisition by JSC IDGC Holding of additional ordinary shares in OAO Kubanenergo between JSC IDGC Holding and OAO Kubanenergo, which is a related party transaction.

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 17, 2011, 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 45,039,216,465.

The number of votes held by the persons who participated in the General Meeting of Shareholders was 36,449,233,806, or 80.9278% 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.

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

N. N. Shvets, Chairman of the Management Board and Director General of JSC IDGC Holding, was heard on Item 1 on the agenda.

N. N. Shvets, Chairman of the Management Board and Director General of the Company, reported in detail to the Company's shareholders on the Company's performance results in 2010.

|   |                |
|---|----------------|
| 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 | 45,039,216,465 |
| The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item on the agenda  | 36,449,233,806 |

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

In accordance with paragraph 2 of Article 49 of the Federal Law "On Joint-Stock Companies," the decision on Item 1 on the agenda shall be adopted by a majority of votes held by the Company's voting share holders attending the General Meeting of Shareholders.

**Issue put to a vote:**

The Annual Report of JSC IDGC Holding for 2010 shall be approved.

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

| Voting Variants | Number of Votes | Percentage of Voters (%) |
|-----------------|-----------------|--------------------------|
| "FOR"           | 36,139,277,159  | 99.1496                  |
| "AGAINST"       | 313,169         | 0.0009                   |
| "ABSTAINED"     | 193,937,094     | 0.5321                   |

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

The Annual Report of JSC IDGC Holding for 2010 shall be approved.

The Annual Report of JSC IDGC Holding for 2010 is attached hereto (Appendix 3).

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

A. V. Demidov, a member of the Management Board and Deputy Director General for Economic Affairs and Finance of JSC IDGC Holding, was heard on Item 2 on the agenda.

With respect to this item on the agenda, A. V. Demidov, a member of the Management Board and 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 2010 in accordance with Russian Accounting Standards.

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|---|----------------|
| 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 | 45,039,216,465 |
| The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item on the agenda  | 36,449,233,806 |

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

In accordance with paragraph 2 of Article 49 of the Federal Law "On Joint-Stock Companies," the decision on Item 2 on the agenda shall be adopted by a majority of votes held by the Company's voting share holders attending the General Meeting of Shareholders.

**Issue put to a vote:**

The annual accounting statements of JSC IDGC Holding for 2010, including the profit and loss statement (profit and loss account), shall be approved.

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

| Voting Variants | Number of Votes | Percentage of Voters (%) |
|-----------------|-----------------|--------------------------|
| "FOR"           | 36,139,101,060  | 99.1491                  |
| "AGAINST"       | 315,420         | 0.0009                   |
| "ABSTAINED"     | 194,103,167     | 0.5325                   |

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

The annual accounting statements of JSC IDGC Holding for 2010, including the profit and loss statement (profit and loss account), shall be approved.

The annual accounting statements of JSC IDGC Holding for 2010, including the profit and loss statement (profit and loss account), are attached hereto (Appendix 4).

**Item 3 on the agenda:** Approval of the Company's profit distribution based on performance results in 2010.

A. V. Demidov, a member of the Management Board and Deputy Director General for Economic Affairs and Finance of JSC IDGC Holding, was heard on Item 3 on the agenda.

With respect to this item on the agenda, A. V. Demidov, a member of the Management Board and 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 distribution based on performance results in 2010.

|   |                |
|---|----------------|
| 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 | 45,039,216,465 |
| The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item on the agenda  | 36,449,233,806 |

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

In accordance with paragraph 2 of Article 49 of the Federal Law "On Joint-Stock Companies," the decision on Item 3 on the agenda shall be adopted by a majority of votes held by the Company's voting share holders attending the General Meeting of Shareholders.

**Issue put to a vote:**

JSC IDGC Holding's profit distribution based on performance results in 2010 shall be approved.

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

| Voting Variants | Number of Votes | Percentage of Voters (%) |
|-----------------|-----------------|--------------------------|
| "FOR"           | 36,137,026,320  | 99.1434                  |
| "AGAINST"       | 1,549,072       | 0.0042                   |
| "ABSTAINED"     | 194,282,448     | 0.5330                   |

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

JSC IDGC Holding's profit distribution based on performance results in 2010 shall be approved.

JSC IDGC Holding's profit distribution based on performance results in 2010 is attached hereto (Appendix 5).

**Item 4 on the agenda:** Amount, period, and form of dividend payment based on performance results in 2010.

A. V. Demidov, a member of the Management Board and Deputy Director General for Economic Affairs and Finance of JSC IDGC Holding, was heard on Item 4 on the agenda.

With respect to this item on the agenda, A. V. Demidov, a member of the Management Board and Deputy Director General for Economic Affairs and Finance of JSC IDGC Holding, reported to the Company's shareholders on the grounds for distributing and paying dividends based on performance results in 2010 and on the principles of determining their amount.

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|---|----------------|
| 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 | 45,039,216,465 |
| The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item on the agenda  | 36,449,233,806 |

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

In accordance with paragraph 2 of Article 49 of the Federal Law "On Joint-Stock Companies," the decision on Item 4 on the agenda shall be adopted by a majority of votes held by the Company's voting share holders attending the General Meeting of Shareholders.

**Issue put to a vote:**

1. Dividends on the Company's preference shares based on performance results in 2010 shall be paid in the amount of 0.05 ruble per preference share in the Company in cash within 60 days after the decision to pay such dividends is adopted.
2. Dividends on JSC IDGC Holding's ordinary shares based on performance results in 2010 shall not be paid.

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

| Voting Variants | Number of Votes | Percentage of Voters (%) |
|-----------------|-----------------|--------------------------|
| “FOR”           | 36,137,640,766  | 99.1451                  |
| “AGAINST”       | 2,678,631       | 0.0073                   |
| “ABSTAINED”     | 193,116,120     | 0.5298                   |

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

1. Dividends on the Company’s preference shares based on performance results in 2010 shall be paid in the amount of 0.05 ruble per preference share in the Company in cash within 60 days after the decision to pay such dividends is adopted.
2. Dividends on JSC IDGC Holding’s ordinary shares based on performance results in 2010 shall not be paid.

**Item 5 on the agenda:** Payment of remuneration for serving on the Board of Directors to members of the Board of Directors other than those who hold public office in the amount specified in the Company’s internal documents.

A. Yu. Perepyolkin, a member of the Management Board and Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, was heard on Item 5 on the agenda.

A. Yu. Perepyolkin, a member of the Management Board and Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, reported to the shareholders on the legal grounds and procedure for paying remuneration for members of the Company’s Board of Directors in accordance with the Regulations for Remuneration and Compensation for Members of the Board of Directors of JSC IDGC Holding approved by the decision adopted by the Annual General Meeting of Shareholders of JSC IDGC Holding on June 23, 2010.

|   |                |
|---|----------------|
| 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 | 45,039,216,465 |
| The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item on the agenda  | 36,449,233,806 |

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

In accordance with paragraph 2 of Article 49 of the Federal Law “On Joint-Stock Companies,” the decision on Item 5 on the agenda shall be adopted by a majority of votes held by the Company’s voting share holders attending the General Meeting of Shareholders.

**Issue put to a vote:**

Remuneration for serving on the Company's Board of Directors shall be paid to members of the Company's Board of Directors other than those who hold public office in the amount specified in the Regulations for Remuneration and Compensation for Members of the Board of Directors of JSC IDGC Holding approved by the decision adopted by the Annual General Meeting of Shareholders of JSC IDGC Holding on June 23, 2010; the Minutes of June 25, 2010.

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

| Voting Variants | Number of Votes | Percentage of Voters (%) |
|-----------------|-----------------|--------------------------|
| "FOR"           | 36,133,047,697  | 99.1325                  |
| "AGAINST"       | 5,575,621       | 0.0153                   |
| "ABSTAINED"     | 194,873,677     | 0.5346                   |

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

Remuneration for serving on the Company's Board of Directors shall be paid to members of the Company's Board of Directors other than those who hold public office in the amount specified in the Regulations for Remuneration and Compensation for Members of the Board of Directors of JSC IDGC Holding approved by the decision adopted by the Annual General Meeting of Shareholders of JSC IDGC Holding on June 23, 2010; the Minutes of June 25, 2010.

**Item 6 on the agenda:** Election of members of the Company's Board of Directors.

A. Yu. Perepyolkin, a member of the Management Board and Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, was heard on Item 6 on the agenda.

With respect to this item on the agenda, A. Yu. Perepyolkin, a member of the Management Board and 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.

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|---|-----------------|
| 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 | 675,588,246,975 |
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|--|-----------------|
| 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 | 546,738,507,090 |
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The General Meeting of Shareholders had a quorum for Item 6 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<br>(as of the time of nomination)  |
|-----|------------------------------------|---|
| 1.  | Stanislav Olegovich Ashirov        | Director General, OAO Mezhregionenergosbyt  |
| 2.  | Andrey Removich Bokarev            | Chairman of the Board of Directors, JSC CC Kuzbassrazrezugol and CJSC Transmashholding  |
| 3.  | Sergey Renatovich Borisov          | President, OPORA RUSSIA All-Russian Public Organization of Small and Medium Business and Association of Entrepreneurial Organizations of Russia (OPORA) Nonprofit Partnership |
| 4.  | Pavel Andreyevich Borodin          | Vice President, OJSC VimpelCom  |
| 5.  | Valery Alekseyevich Gulyaev        | Deputy General Director for Procurement and Logistics and Member of the Management Board, OAO OGK-6   |
| 6.  | Vyacheslav Mikhailovich Kravchenko | Director General, OAO United Energy Sales Company   |
| 7.  | Viktor Vasilyevich Kudryavy        | Advisor to President, EUROCEMENT Group ZAO  |
| 8.  | Georgy Petrovich Kutovoy           | Advisor to President on Energy, United Metallurgical Company  |
| 9.  | Sergey Vladimirovich Maslov        | President, Saint Petersburg International Mercantile Exchange   |

<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.

|     |                                     |   |
|-----|-------------------------------------|---|
| 10. | Seppo Juha Remes                    | Director General, OOO Kiuru                                       |
| 11. | Sergey Vladimirovich Serebryannikov | Rector, Moscow Power Engineering Institute (Technical University) |
| 12. | Vladimir Vitalyevich Tatsiy         | First Vice President, Gazprombank (Open Joint-Stock Company)      |
| 13. | Thomas Hendel                       | General Director, RUDEA OOO                                       |
| 14. | Igor Vladimirovich Khvalin          | Executive Director, ZAO Volga Engineering Group                   |
| 15. | Denis Vladimirovich Fedorov         | Director General, OOO Gazprom Energoholding                       |
| 16. | Pavel Olegovich Shatsky             | First Deputy Director General, OOO Gazprom Energoholding          |
| 17. | Nikolay Nikolayevich Shvets         | Director General, JSC IDGC Holding                                |
| 18. | Sergey Ivanovich Shmatko            | Minister of Energy of the Russian Federation                      |

Number of votes for each variant of voting on Item 6 on the agenda of the General Meeting of Shareholders:

| No.  | Full Name                           | Number of Votes for Cumulative Voting | Percentage of Voters (%) |
|--|-------------------------------------|---------------------------------------|--------------------------|
| “FOR” (votes distributed among the nominees) |                                     |                                       |                          |
| 1.   | Stanislav Olegovich Ashirov         | 73,565,987                            | 0.0135                   |
| 2.   | Andrey Removich Bokarev             | 33,730,050,924                        | 6.1693                   |
| 3.   | Sergey Renatovich Borisov           | 36,556,015,199                        | 6.6862                   |
| 4.   | Pavel Andreyevich Borodin           | 33,729,786,755                        | 6.1693                   |
| 5.   | Valery Alekseyevich Gulyaev         | 35,609,707,016                        | 6.5131                   |
| 6.   | Vyacheslav Mikhailovich Kravchenko  | 33,733,865,337                        | 6.1700                   |
| 7.   | Viktor Vasilyevich Kudryavy         | 33,764,889,508                        | 6.1757                   |
| 8.   | Georgy Petrovich Kutovoy            | 33,730,024,489                        | 6.1693                   |
| 9.   | Sergey Vladimirovich Maslov         | 33,730,789,733                        | 6.1695                   |
| 10.  | Seppo Juha Remes                    | 39,444,733,695                        | 7.2146                   |
| 11.  | Sergey Vladimirovich Serebryannikov | 33,734,629,446                        | 6.1702                   |
| 12.  | Vladimir Vitalyevich Tatsiy         | 33,734,305,195                        | 6.1701                   |

|  |                             |                |         |
|--|-----------------------------|----------------|---------|
| 13.                                      | Thomas Hendel               | 33,728,745,802 | 6.1691  |
| 14.                                      | Igor Vladimirovich Khvalin  | 33,729,357,364 | 6.1692  |
| 15.                                      | Denis Vladimirovich Fedorov | 32,377,384,979 | 5.9219  |
| 16.                                      | Pavel Olegovich Shatsky     | 73,757,906     | 0.0135  |
| 17.                                      | Nikolay Nikolayevich Shvets | 55,742,075,967 | 10.1954 |
| 18.                                      | Sergey Ivanovich Shmatko    | 80,181,087     | 0.0147  |
| “AGAINST” all nominees                   |                             | 7,662,866,700  | 1.4015  |
| “ABSTAINED” with respect to all nominees |                             | 21,257,085     | 0.0038  |

**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<br>(as of the time of nomination)  |
|-----|-------------------------------------|---|
| 1.  | Nikolay Nikolayevich Shvets         | Director General, JSC IDGC Holding  |
| 2.  | Seppo Juha Remes                    | Director General, OOO Kiuru   |
| 3.  | Sergey Renatovich Borisov           | President, OPORA RUSSIA All-Russian Public Organization of Small and Medium Business and Association of Entrepreneurial Organizations of Russia (OPORA) Nonprofit Partnership |
| 4.  | Valery Alekseyevich Gulyaev         | Deputy General Director for Procurement and Logistics and Member of the Management Board, OAO OGK-6   |
| 5.  | Viktor Vasilyevich Kudryavy         | Advisor to President, EUROCEMENT Group ZAO  |
| 6.  | Sergey Vladimirovich Serebryannikov | Rector, Moscow Power Engineering Institute (Technical University)   |
| 7.  | Vladimir Vitalyevich Tatsiy         | First Vice President, Gazprombank (Open Joint-Stock Company)  |
| 8.  | Vyacheslav Mikhailovich Kravchenko  | Director General, OAO United Energy Sales Company   |
| 9.  | Sergey Vladimirovich Maslov         | President, Saint Petersburg International Mercantile Exchange   |
| 10. | Andrey Removich Bokarev             | Chairman of the Board of Directors, JSC CC Kuzbassrazrezugol and CJSC Transmashholding  |

|     |                             |  |
|-----|-----------------------------|--|
| 11. | Georgy Petrovich Kutovoy    | Advisor to President on Energy, United Metallurgical Company |
| 12. | Pavel Andreyevich Borodin   | Vice President, OJSC VimpelCom                               |
| 13. | Igor Vladimirovich Khvalin  | Executive Director, ZAO Volga Engineering Group              |
| 14. | Thomas Hendel               | General Director, RUDEA OOO                                  |
| 15. | Denis Vladimirovich Fedorov | Director General, OOO Gazprom Energoholding                  |

**Item 7 on the agenda:** Election of members of the Company’s Internal Audit Commission.

A. Yu. Perepyolkin, a member of the Management Board and Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, was heard on Item 7 on the agenda.

With respect to this item on the agenda, A. Yu. Perepyolkin, a member of the Management Board and 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.

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|---|----------------|
| 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 | 45,038,625,842 |
| The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item on the agenda  | 36,448,648,283 |

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

In accordance with paragraph 2 of Article 49 of the Federal Law “On Joint-Stock Companies,” the decision on Item 7 on the agenda shall be adopted by a majority of votes held by the Company’s voting share holders attending 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:<sup>2</sup>

| No. | Full Name and Position<br>(as of the time of nomination)   |
|-----|--|
| 1.  | Alexander Mikhailovich Kuryanov, Division Head, Federal Agency for State Property Management of the Russian Federation |
| 2.  | Aleksey Aleksandrovich Ozherelyev, Division Head, Ministry of Energy of the Russian Federation                         |
| 3.  | Oleg Anatolyevich Oreshkin, Division Head, Federal Agency for State Property Management of the Russian Federation      |
| 4.  | Sergey Aleksandrovich Pakhomov, Division Head, Federal Agency for State Property Management of the Russian Federation  |
| 5.  | Pavel Viktorovich Shpilevoy, Deputy Division Director, Ministry of Economic Development of the Russian Federation      |

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

| No. | Full Name                            | Voting Variants | Number of Votes,<br>Percentage of<br>Voters (%) |
|-----|--------------------------------------|-----------------|---|
| 1.  | Alexander Mikhailovich<br>Kuryanov   | “FOR”           | 35,852,420,901<br>(98.3642%)                    |
|     |                                      | “AGAINST”       | 301,293,704,<br>(0.8266%)                       |
|     |                                      | “ABSTAINED”     | 1,059,331<br>(0.0029%)                          |
| 2.  | Aleksey Aleksandrovich<br>Ozherelyev | “FOR”           | 35,852,515,229<br>(98.3645%)                    |
|     |                                      | “AGAINST”       | 301,303,988<br>(0.8267%)                        |
|     |                                      | “ABSTAINED”     | 989,187<br>(0.0027%)                            |
| 3.  | Oleg Anatolyevich Oreshkin           | “FOR”           | 35,852,275,133<br>(98.3638%)                    |
|     |                                      | “AGAINST”       | 301,286,675<br>(0.8266%)                        |
|     |                                      | “ABSTAINED”     | 1,065,048<br>(0.0029%)                          |
| 4.  | Sergey Aleksandrovich<br>Pakhomov    | “FOR”           | 35,852,335,014<br>(98.3640%)                    |
|     |                                      | “AGAINST”       | 301,285,751                                     |

<sup>2</sup> In accordance with paragraph 15.1 of the Articles of Association of JSC IDGC Holding, the Internal Audit Commission of the Company consists of five (5) members.

|    |                             |             |                              |
|----|-----------------------------|-------------|------------------------------|
|    |                             |             | (0.8266%)                    |
|    |                             | “ABSTAINED” | 1,006,091<br>(0.0028%)       |
| 5. | Pavel Viktorovich Shpilevoy | “FOR”       | 35,852,178,369<br>(98.3635%) |
|    |                             | “AGAINST”   | 301,299,916<br>(0.8266%)     |
|    |                             | “ABSTAINED” | 1,150,111<br>(0.0032%)       |

**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<br>(as of the time of nomination)   |
|-----|--|
| 1.  | Alexander Mikhailovich Kuryanov, Division Head, Federal Agency for State Property Management of the Russian Federation |
| 2.  | Aleksey Aleksandrovich Ozherelyev, Division Head, Ministry of Energy of the Russian Federation                         |
| 3.  | Oleg Anatolyevich Oreshkin, Division Head, Federal Agency for State Property Management of the Russian Federation      |
| 4.  | Sergey Aleksandrovich Pakhomov, Division Head, Federal Agency for State Property Management of the Russian Federation  |
| 5.  | Pavel Viktorovich Shpilevoy, Deputy Division Director, Ministry of Economic Development of the Russian Federation      |

**Item 8 on the agenda:** Approval of the Company’s Auditor.

A. V. Demidov, a member of the Management Board and Deputy Director General for Economic Affairs and Finance of JSC IDGC Holding, was heard on Item 8 on the agenda.

A. V. Demidov, a member of the Management Board and 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, OOO FinExpertiza.

|   |                |
|---|----------------|
| 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 | 45,039,216,465 |
| The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item on the agenda  | 36,449,233,806 |

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

In accordance with paragraph 2 of Article 49 of the Federal Law “On Joint-Stock Companies,” the decision on Item 8 on the agenda shall be adopted by a majority of votes held by the Company’s voting share holders attending the General Meeting of Shareholders.

**Issue put to a vote:**

OOO FinExpertiza shall be approved as the Auditor of JSC IDGC Holding.

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

| Voting Variants | Number of Votes | Percentage of Voters (%) |
|-----------------|-----------------|--------------------------|
| “FOR”           | 36,139,469,076  | 99.1501                  |
| “AGAINST”       | 130,834         | 0.0004                   |
| “ABSTAINED”     | 193,820,200     | 0.5318                   |

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

OOO FinExpertiza shall be approved as the Auditor of JSC IDGC Holding.

**Item 9 on the agenda:** Approval of a restated version of the Articles of Association of JSC IDGC Holding.

A. Yu. Perepyolkin, a member of the Management Board and Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, was heard on Item 9 on the agenda.

A. Yu. Perepyolkin, a member of the Management Board and Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, reported to the shareholders on a restated version of the Company’s Articles of Association amended with respect to the Company’s registered address, the amount of the Company’s authorized capital, and the goals and types of the Company’s activities and amended and supplemented in connection with amendments to the laws in force and effect in the Russian Federation.

|   |                |
|---|----------------|
| 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 | 45,039,216,465 |
| The number of votes held by the persons who participated in the General Meeting of Shareholders in  | 36,449,233,806 |

|                                     |  |
|-------------------------------------|--|
| relation to this item on the agenda |  |
|-------------------------------------|--|

The General Meeting of Shareholders had a quorum for Item 9 on the agenda.

In accordance with paragraph 4 of Article 49 of the Federal Law “On Joint-Stock Companies,” the decision on Item 9 on the agenda shall be adopted by a majority of three-fourths of votes held by the Company’s voting share holders attending the General Meeting of Shareholders.

**Issue put to a vote:**

A restated version of the Articles of Association of JSC IDGC Holding shall be approved.

Number of votes for each variant of voting on Item 9 on the agenda of the General Meeting of Shareholders:

| Voting Variants | Number of Votes | Percentage of Voters (%) |
|-----------------|-----------------|--------------------------|
| “FOR”           | 36,139,541,356  | 99.1503                  |
| “AGAINST”       | 294,814         | 0.0008                   |
| “ABSTAINED”     | 193,699,597     | 0.5314                   |

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

A restated version of the Articles of Association of JSC IDGC Holding shall be approved.

The restated version of the Articles of Association of JSC IDGC Holding is attached hereto (Appendix 6).

**Item 10 on the agenda:** Approval of a restated version of the Regulations for the Preparation and Holding Procedure for the General Meeting of Shareholders of JSC IDGC Holding.

A. Yu. Perepyolkin, a member of the Management Board and Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, was heard on Item 10 on the agenda.

A. Yu. Perepyolkin, a member of the Management Board and Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, reported to the shareholders on a restated version of the Regulations governing the procedure for making preparations for and holding the General Meeting of Shareholders of the Company, which version leaves information that is not mandatory out of the list of information about nominees proposed by shareholders for the Company’s management and control bodies and causes to comply with the Federal Law “On

Joint-Stock Companies” deadline dates for preparing the Counting Commission’s voting reports of the General Meeting of Shareholders and the minutes of the General Meeting of Shareholders 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 | 45,039,216,465 |
| The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item on the agenda  | 36,449,233,806 |

The General Meeting of Shareholders had a quorum for Item 10 on the agenda.

In accordance with paragraph 2 of Article 49 of the Federal Law “On Joint-Stock Companies,” the decision on Item 10 on the agenda shall be adopted by a majority of votes held by the Company’s voting share holders attending the General Meeting of Shareholders.

**Issue put to a vote:**

A restated version of the Regulations for the Preparation and Holding Procedure for the General Meeting of Shareholders of JSC IDGC Holding shall be approved.

Number of votes for each variant of voting on Item 10 on the agenda of the General Meeting of Shareholders:

| Voting Variants | Number of Votes | Percentage of Voters (%) |
|-----------------|-----------------|--------------------------|
| “FOR”           | 36,139,549,350  | 99.1504                  |
| “AGAINST”       | 98,766          | 0.0003                   |
| “ABSTAINED”     | 193,847,251     | 0.5318                   |

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

A restated version of the Regulations for the Preparation and Holding Procedure for the General Meeting of Shareholders of JSC IDGC Holding shall be approved.

The restated version of the Regulations for the Preparation and Holding Procedure for the General Meeting of Shareholders of JSC IDGC Holding is attached hereto (Appendix 7).

**Item 11 on the agenda:** Approval of a restated version of the Regulations for the Convening and Holding Procedure for Meetings of the Board of Directors of JSC IDGC Holding.

A. Yu. Perepyolkin, a member of the Management Board and Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, was heard on Item 11 on the agenda.

A. Yu. Perepyolkin, a member of the Management Board and Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, reported to the shareholders on a restated version of the Regulations governing the procedure for convening and holding meetings of the Board of Directors of the Company, which version specifies amendments in relation to the frequency of meetings of the Board of Directors of JSC IDGC Holding.

|   |                |
|---|----------------|
| 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 | 45,039,216,465 |
| The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item on the agenda  | 36,449,233,806 |

The General Meeting of Shareholders had a quorum for Item 11 on the agenda.

In accordance with paragraph 2 of Article 49 of the Federal Law “On Joint-Stock Companies,” the decision on Item 11 on the agenda shall be adopted by a majority of votes held by the Company’s voting share holders attending the General Meeting of Shareholders.

**Issue put to a vote:**

A restated version of the Regulations for the Convening and Holding Procedure for Meetings of the Board of Directors of JSC IDGC Holding shall be approved.

Number of votes for each variant of voting on Item 11 on the agenda of the General Meeting of Shareholders:

| Voting Variants | Number of Votes | Percentage of Voters (%) |
|-----------------|-----------------|--------------------------|
| “FOR”           | 36,139,712,926  | 99.1508                  |
| “AGAINST”       | 121,834         | 0.0003                   |
| “ABSTAINED”     | 193,696,079     | 0.5314                   |

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

A restated version of the Regulations for the Convening and Holding Procedure for Meetings of the Board of Directors of JSC IDGC Holding shall be approved.

The restated version of the Regulations for the Convening and Holding Procedure for Meetings of the Board of Directors of JSC IDGC Holding is attached hereto (Appendix 8).

**Item 12 on the agenda:** Approval of the agreement for acquisition by JSC IDGC Holding of additional ordinary shares in OAO Kubanenergo between JSC IDGC Holding and OAO Kubanenergo, which is a related party transaction.

A. Yu. Perepyolkin, a member of the Management Board and Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, was heard on Item 12 on the agenda.

A. Yu. Perepyolkin, a member of the Management Board and Deputy Director General for Corporate Governance and Property of JSC IDGC Holding, reported to the shareholders on the material terms and conditions of the transaction and on the goals of entering into the transaction.

|  |                |
|--|----------------|
| The number of votes held by all of the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders who were not related parties to the transaction in relation to this item on the agenda | 20,856,104,858 |
| The number of votes held by the persons who were not related parties to the transaction and who participated in the General Meeting of Shareholders in relation to this item on the agenda   | 12,266,122,199 |

The General Meeting of Shareholders had a quorum for Item 12 on the agenda.

In accordance with paragraph 4 of Article 83 of the Federal Law “On Joint-Stock Companies,” the decision on Item 12 on the agenda shall be adopted by a majority of votes of all of the Company’s voting share holders that are not related parties to the transaction.

**Issue put to a vote:**

The agreement for acquisition of additional ordinary shares in OAO Kubanenergo (hereinafter, the “Agreement”), which is a related party transaction, shall be approved subject to the following material terms and conditions:

Parties to the transaction: OAO Kubanenergo (“Issuer”) and JSC IDGC Holding (“Acquirer”);

Subject matter of the transaction: the Issuer transfers to the ownership of the Acquirer, and the Acquirer accepts and pays for additional uncertificated registered ordinary shares in OAO Kubanenergo in the quantity calculated as the total price of the transaction divided by the offering price of one additional share to be determined by the Board of Directors of the Issuer;

Total price of the transaction: at most four billion, seven hundred thirty-seven million, nine hundred fifty-two thousand (4,737,952,000) rubles;

Method of payment for shares: payment for additional shares will be made in cash in Russian rubles by bank transfer into the Issuer's settlement account.

The funds of at most four billion, seven hundred thirty-seven million, nine hundred fifty-two thousand (4,737,952,000) rubles received by the Issuer under the Agreement shall be used by the Issuer to finance the construction (rehabilitation) of energy facilities related to the XXII Olympic Winter Games and the XI Paralympic Winter Games in Sochi in 2014.

Number of votes for each variant of voting on Item 12 on the agenda of the General Meeting of Shareholders:

| Voting Variants | Number of Votes | Percentage of the Total Number of Votes Held by the Persons Who Were Not Related Parties to the Transaction (%) |
|-----------------|-----------------|---|
| "FOR"           | 12,203,807,278  | 58.5143   |
| "AGAINST"       | 1,248,175       | 0.0060  |
| "ABSTAINED"     | 3,936,223       | 0.0189  |

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

The agreement for acquisition of additional ordinary shares in OAO Kubanenergo (hereinafter, the "Agreement"), which is a related party transaction, shall be approved subject to the following material terms and conditions:

Parties to the transaction: OAO Kubanenergo ("Issuer") and JSC IDGC Holding ("Acquirer");

Subject matter of the transaction: the Issuer transfers to the ownership of the Acquirer, and the Acquirer accepts and pays for additional uncertificated registered ordinary shares in OAO Kubanenergo in the quantity calculated as the total price of the transaction divided by the offering price of one additional share to be determined by the Board of Directors of the Issuer;

Total price of the transaction: at most four billion, seven hundred thirty-seven million, nine hundred fifty-two thousand (4,737,952,000) rubles;

Method of payment for shares: payment for additional shares will be made in cash in Russian rubles by bank transfer into the Issuer's settlement account.

The funds of at most four billion, seven hundred thirty-seven million, nine hundred fifty-two thousand (4,737,952,000) rubles received by the Issuer under the Agreement shall be used by the Issuer to finance the construction (rehabilitation) of energy facilities related to the XXII Olympic Winter Games and the XI Paralympic Winter Games in Sochi in 2014.

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: June 24, 2011.

Presiding Officer of the General Meeting of Shareholders

N. N. Shvets

Secretary of the General Meeting of Shareholders

D. L. Guryanov

**CONCURRENCE LIST**  
to the Minutes of the Annual General Meeting of Shareholders of JSC IDGC  
Holding and the Voting Report of the Annual General Meeting of Shareholders of  
JSC IDGC Holding

| Position  | Name               | Date<br>Submitted for<br>Concurrence | Date and<br>Signature |
|---|--------------------|--------------------------------------|-----------------------|
| Head of the Department for<br>Corporate Governance and<br>Shareholder Relations                                   | D. L. Guryanov     |                                      |                       |
| Director for Corporate Policy   | A. V. Kurochkin    |                                      |                       |
| Member of the Management<br>Board and Deputy Director<br>General for Corporate<br>Governance and Property         | A. Yu. Perepyolkin |                                      |                       |
| Member of the Management<br>Board and Director for Legal<br>Affairs (Head of the Department<br>for Legal Support) | S. V. Vasilyev     |                                      |                       |

A. Yu. Katina  
710-69-70