



Публичное акционерное общество
«Межрегиональная распределительная
сетевая компания Волги»
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MINUTES No. 10/2015
of the extraordinary General Meeting of Shareholders
of Public Joint-Stock Company
Interregional Distribution Grid Company of Volga (IDGC of Volga, JSC)

Issuer's full firm name and address of the Company:	Public Joint-Stock Company Interregional Distribution Grid Company of Volga Saratov, the Russian Federation
Type of the general meeting:	extraordinary
Form of the general meeting:	absentee voting.
Date of making a list of persons eligible to participate in the general meeting:	October 26, 2015
Date of holding the general meeting (end date of submission of voting bulletins):	November 27, 2015
Postal addresses for submission of filled-in voting bulletins:	IDGC of Volga, PJSC: 42/44, ul. Pervomayskaya, Saratov, 410031; - Reestr-RN, LLC – POB 4, Moscow, 115172.
Chairman of the general meeting:	Mezhevich Valentin Efimovich, Chairman of the Board of Directors of IDGC of Volga, PJSC, member of the Management Board, Chief Advisor of Rosseti, PJSC
Secretary of the general meeting:	Khadieva N.V., Head of Corporate Events and Reporting Section within the Department of Corporate Governance and Cooperation with Shareholders of IDGC of Volga, PJSC

According to clause 1, Article 56 of Federal Law No. 208-FZ "On Joint-Stock Companies" dated December 26, 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: bld. 3-4, Podkopyayevsky per. 2/6, Moscow, 109028.
Authorized representatives of the Company's Registrar: Gareeva I.R., Ilyukova N.V.

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. Determination of quantity, par value and category (type) of declared shares of IDGC of Volga, PJSC and rights granted to holders of these shares.**
- 2. Amending the Articles of Association of IDGC of Volga, PJSC.**
- 3. Increase of authorized capital of IDGC of Volga, PJSC by means of placing additional shares.**

Issue No. 1. Determination of quantity, par value and category (type) of declared shares of IDGC of Volga, PJSC and rights granted to holders of these shares.

Number of votes with regard to this issue held by persons included in the list of persons eligible to participate in the general meeting:	178,577,801,146
Number of votes attached to shares with voting rights on this item of the agenda of the general meeting of the Company defined as per clause 4.20 of the Regulation on additional requirements for preparation, calling and holding the general meeting of shareholders approved by Order of the Federal Financial Markets Service (FFMS) No. 12 6/ПЗ-Н dated February 02, 2012:	178,577,801,146
Number of votes on this issue held by the persons who participated in the meeting:	159,336,569,294
The quorum required to address issue No. 1 is present.	

The issue put to vote:

To define that the number of ordinary registered uncertified shares authorized for placement by IDGC of Volga, PJSC (hereinafter also referred to as the Company) in addition to placed ordinary registered uncertified shares amounts to 20,105,718,266 (Twenty billion one hundred and five million seven hundred and eighteen thousand two hundred and sixty-six) shares with the par value of 10 (ten) kopecks each, to the total par value of 2,010,571,826 (Two billion ten million five hundred and seventy-one thousand eight hundred and twenty-six) rubles 60 kopecks.

Ordinary registered uncertified shares authorized for placement by the Company shall grant their holders entitlements and rights provided by clause 6.2 of the Company's Articles of Association.

Distribution of votes cast for each voting option on the first agenda item:

Voting options	Number of votes
“FOR”	129,595,251,973
“AGAINST”	23,606,907,514
“ABSTAINED”	5,741,359,645

Pursuant to paragraph 4 Article 49 of Federal Law No. 208-FZ “On Joint Stock Companies” dated December 26, 1995, resolution on the first item of the agenda has to be taken by a 3/4 majority of votes of shareholders – owners of the Company's voting shares who take part in the General Meeting.

Basing upon the voting results, the following resolution was passed on the first agenda issue:

To define that the number of ordinary registered uncertified shares authorized for placement by IDGC of Volga, PJSC (hereinafter also referred to as the Company) in addition to placed ordinary registered uncertified shares amounts to 20,105,718,266 (Twenty billion one hundred and five million seven hundred and eighteen thousand two hundred and sixty-six) shares with the par value of 10 (ten) kopecks each, to the total par value of 2,010,571,826 (Two billion ten million five hundred and seventy-one thousand eight hundred and twenty-six) rubles 60 kopecks.

Ordinary registered uncertified shares authorized for placement by the Company shall grant their holders entitlements and rights provided by clause 6.2 of the Company's Articles of Association.

Issue No. 2. Amending the Articles of Association of IDGC of Volga, PJSC.

Number of votes with regard to this issue held by persons included in the list of persons eligible to participate in the general meeting:	178,577,801,146
Number of votes attached to shares with voting rights on this item of the agenda of the general meeting of the Company defined as per clause 4.20 of the Regulation on additional requirements for preparation, calling and holding the general meeting of shareholders approved by Order of the Federal Financial Markets Service (FFMS) No. 12 6/ПЗ-Н dated February 02, 2012:	178,577,801,146
Number of votes on this issue held by the persons who participated in the meeting:	159,366,569,294
The quorum required to address issue No. 2 is present.	

The issue put to vote:

To amend the Articles of Association of the Company as follows:

To amend paragraph 4.6., clause 4 of the Articles of Association of the Company as follows:

“4.6. In addition to placed ordinary registered uncertified shares, the Company declares additional placement of 20,105,718,266 (Twenty billion one hundred and five million seven hundred and eighteen thousand two hundred and sixty-six) ordinary registered uncertified shares with the par value 10 (ten) kopecks each, to the total par value of 2,010,571,826.60 (Two billion ten million five hundred and seventy-one thousand eight hundred and twenty-six) rubles 60 kopecks.

Ordinary registered uncertified shares authorized for placement by the Company shall grant their holders entitlements and rights provided by clause 6.2 of the Company’s Articles of Association.”

Distribution of votes cast for each voting option on the second agenda item:

Voting options	Number of votes
“FOR”	129,594,045,169
“AGAINST”	23,606,907,514
“ABSTAINED”	5,741,359,645

Pursuant to paragraph 4 Article 49 of Federal Law No. 208-FZ “On Joint Stock Companies” dated December 26, 1995, resolution on the second item of the agenda has to be taken by a 3/4 majority of votes of shareholders – owners of the Company’s voting shares who take part in the General Meeting.

Basing upon the voting results, the following resolution was passed on the second agenda issue:

To amend the Articles of Association of the Company as follows:

To amend paragraph 4.6., clause 4 of the Articles of Association of the Company as follows:

“4.6. In addition to placed ordinary registered uncertified shares, the Company declares additional placement of 20,105,718,266 (Twenty billion one hundred and five million seven hundred and eighteen thousand two hundred and sixty-six) ordinary registered uncertified shares with the par value 10 (ten) kopecks each, to the total par value of 2,010,571,826.60 (Two billion ten million five hundred and seventy-one thousand eight hundred and twenty-six) rubles 60 kopecks.

Ordinary registered uncertified shares authorized for placement by the Company shall grant their holders entitlements and rights provided by clause 6.2 of the Company’s Articles of Association.”

Issue No. 3. Increase of authorized capital of IDGC of Volga, PJSC by means of placing additional shares.

Number of votes with regard to this issue held by persons included in the list of persons eligible to participate in the general meeting:	178,577,801,146
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Number of votes attached to shares with voting rights on this item of the agenda of the general meeting of the Company defined as per clause 4.20 of the Regulation on additional requirements for preparation, calling and holding the general meeting of shareholders approved by Order of the Federal Financial Markets Service (FFMS) No. 12 6/ПЗ-Н dated February 02, 2012:	178,577,801,146
Number of votes on this issue held by the persons who participated in the meeting:	159,366,569,294
The quorum required to address issue No. 3 is present.	

The issue put to vote:

To increase the authorized capital of the Company by placement of additionally issued ordinary registered uncertified shares to the number of 10,685,233,931 (Ten billion six hundred and eighty-five million two hundred and thirty-three thousand nine hundred and thirty-one) shares with a par value of ten (10) kopecks each, for a total amount (at a nominal value) of 1,068,523,393 (One billion and sixty-eight million five hundred and twenty-three thousand three hundred and ninety-three) rubles 10 kopecks, on the following conditions:

Method of placement: through public offering;

Price of placement of one additionally issued ordinary registered uncertified share (including to those included in the list of persons having pre-emptive rights with respect to additionally placed shares) was fixed by the Board of Directors of the Company on October 26, 2015 (Minutes No. 7) to be equal to ten (10) kopecks;

Method of payment: payment of additionally issued ordinary registered uncertified shares of the Company shall be made by cash in RF rubles by wire transfer to the Company's settlement account.

Distribution of votes cast for each voting option on the third agenda item:

Voting options	Number of votes
“FOR”	129,592,675,801
“AGAINST”	23,886,003,902
“ABSTAINED”	5,460,832,684

Pursuant to paragraph 2 Article 49 of Federal Law No. 208-FZ “On Joint Stock Companies” dated December 26, 1995, resolution on the third item of the agenda has to be taken by the majority of votes of shareholders – owners of the Company's voting shares who take part in the General Meeting.

Basing upon the voting results, the following resolution was passed on the third agenda issue:

To increase the authorized capital of the Company by placement of additionally issued ordinary registered uncertified shares to the number of 10,685,233,931 (Ten billion six hundred and eighty-five million two hundred and thirty-three thousand nine hundred and thirty-one) shares with a par value of ten (10) kopecks each, for a total amount (at a nominal value) of 1,068,523,393 (One billion and sixty-eight million five hundred and twenty-three thousand three hundred and ninety-three) rubles 10 kopecks, on the following conditions:

Method of placement: through public offering;

Price of placement of one additionally issued ordinary registered uncertified share (including to those included in the list of persons having pre-emptive rights with respect to additionally placed shares) was fixed by the Board of Directors of the Company on October 26, 2015 (Minutes No. 7) to be equal to ten (10) kopecks;

Method of payment: payment of additionally issued ordinary registered uncertified shares of the Company shall be made by cash in RF rubles by wire transfer to the Company's settlement account.

Appendices:

1. Minutes of the Counting Commission on the results of voting at the extraordinary General Meeting of Shareholders of IDGC of Volga, PJSC.
2. Amendments to the Articles of Association of IDGC of Volga, PJSC.

Date of the Minutes: November 27, 2015

Chairman of the General Meeting

V.E. Mezhevich

Secretary of the General Meeting:

N.V. Khadieva