

**REPORT ON VOTING RESULTS**  
**on 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 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>May 12, 2014</b>
Date of the meeting:	<b>June 16, 2014</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>13:10 p.m.</b>
Start time of vote counting:	<b>13:30 p.m.</b>
Time of closing the meeting:	<b>14:45 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; Reestr-RN, LLC, p/o box 4, Moscow, 115172.</b>
Chairperson of the meeting:	<b>Ryabikin V.A., General Director of IDGC of Volga, JSC, member of the Board of Directors of IDGC of Volga, JSC</b>
Secretary of the meeting:	<b>Khadieva N.V., Head of Corporate Events and Reporting Section within the Department of Corporate Governance and Cooperation with Shareholders of IDGC of Volga, JSC</b>

Pursuant to Article 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, Podkopyayevskiy pereulok, Moscow, 109028

Authorized representatives of the Company's Registrar: Filipenko V.V., Ilyukova N.V., Abramova M.V.

**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 2014 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.*
5. *Approval of the redrafted Articles of Association of the Company.*
6. *Approval of the redrafted Regulations on the General Meeting of Shareholders of the Company.*
7. *Approval of the redrafted Regulations on the Board of Directors of the Company.*
8. *Approval of the redrafted Regulations on the Management Board of the Company.*
9. *Approval of the redrafted Regulations on the Internal Audit Commission of the Company.*
10. *Approval of the redrafted Regulations on Remuneration to the Members of the Internal Audit Commission of the Company.*
11. *Approval of the redrafted Regulations on Remuneration to the Members of the Board of Directors of the Company.*

**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 2014 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>158,156,598,377</b>
<b>The quorum required to address the issue No. 1 is present.</b>	
Voting options	Number of votes
<b>“FOR”</b>	<b>155,571,030,400</b>
<b>“AGAINST”</b>	24,759,099
<b>“ABSTAINED”</b>	1,485,253,727

Number of votes not counted due to invalidity of certain ballots and on other grounds.	1,075,553.293
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**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 2014 fiscal year.
2. To approve the following distribution of the Company's profit (loss) for the 2014 fiscal year:

Designation	<i>(thousand rubles)</i>
<i>Retained (undistributed) profit (loss) for the reporting period:</i>	44,702
<i>To be allocated to: Reserve fund</i>	2,235
<i>Profit for development purposes</i>	24,609
<i>Dividends</i>	17,858
<i>Repayment of loss of previous years</i>	-

3.1. To pay dividends in specie on ordinary shares of the Company according to the results of 2014 in the amount of 0.0001 rubles per each ordinary share of the Company in a monetary form.

The term of payment of dividends to the nominal holder and the trustee being the professional participant of securities market makes no more than 10 working days, to other shareholders registered in the register - 25 working days from the date of drawing up the list of the persons having the right to dividends.

3.2. To define date of drawing up the list of the persons having the right to dividends – June 29, 2015.

**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> )	<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 for cumulative voting on this issue held by persons who <b>participated in the meeting</b>	<b>1,739,722,582,147</b>	
<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>		
<b>1.</b>	<b>Adler Yuri Veniaminovich</b>	<b>149,094,688,673</b>
<b>2.</b>	<b>Bindar Oleg Leonidovich</b>	<b>3,269,577</b>
<b>3.</b>	<b>Varvarin Aleksandr Viktorovich</b>	<b>147,606,153,671</b>
<b>4.</b>	<b>Dyuzhinov Aleksandr Leonidovich</b>	<b>149,094,935,125</b>

5.	Lebedev Andrey Vyacheslavovich	17,708,813
6.	Mezhevich Valentin Efimovich	149,094,932,125
7.	Ryabikin Vladimir Anatolievich	150,664,609,594
8.	Serebryakov Konstantin Sergeevich	149,097,223,816
9.	Hadziev Alan Fedorovich	149,094,642,570
10.	Harin Andrey Nikolaevich	149,094,683,671
11.	Shaidullin Farit Gabdulfatovich	149,095,382,001
12.	Kulikov Denis Viktorovich	217,847,900,631
13.	Shevchuk Aleksandr Viktorovich	1,046,852
14.	Rozenovayg Aleksandr Shoilovich	170,000,246,532

Voting options	Number of cumulative votes
“AGAINST”	0
“ABSTAINED”	16,593,313
Number of votes not counted due to invalidity of certain ballots and on other grounds.	11,886,891,522

### 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: Kulikov Denis Viktorovich, Rozenovayg Aleksandr Shoilovich, Ryabikin Vladimir Anatolievich, Serebryakov Konstantin Sergeevich, Harin Andrey Nikolaevich, Shaidullin Farit Gabdulfatovich, Dyuzhinov Aleksandr Leonidovich, Mezhevich Valentin Efimovich, Adler Yuri Veniaminovich, Hadziev Alan Fedorovich, 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>158,155,669,115</b>
<b>The quorum required to address the issue No. 3 is present.</b>	

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>Lelekova Marina Alekseevna</b>	<b>155,589,557,468</b>	413,689	1,490,143,807	1,075,542,495
2.	<b>Kim Svetlana Anatolievna</b>	<b>155,589,557,468</b>	0	1,490,556,496	1,075,542,495
3.	<b>Kirillov Artem Nikolaevich</b>	<b>155,589,265,479</b>	0	1,490,848,485	1,075,542,495
4.	<b>Malyshev Sergey Vladimirovich</b>	<b>155,589,265,479</b>	413,689	1,490,434,796	1,075,542,495
5.	<b>Sinicina Elena Borisovna</b>	<b>155,590,018,692</b>	1,490,095,28	1,490,095,272	1,075,542,495

**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: Sinicina Elena Borisovna, Lelekova Marina Alekseevna, Kim Svetlana Anatolievna, Kirillov Artem Nikolaevich, Malyshev Sergey Vladimirovich.

**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>158,156,598,377</b>
<b>The quorum required to address the issue No. 4 is present.</b>	

Voting options	Number of votes
<b>"FOR"</b>	<b>131,814,111,782</b>
<b>"AGAINST"</b>	<b>0</b>
<b>"ABSTAINED"</b>	<b>25,267,568,373</b>

Number of votes not counted due to invalidity of certain ballots and on other grounds.	1,074,916,364
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**Resolution passed by the Annual General Meeting of Shareholders on the fourth agenda item:**

To approve RSM RUS, LLC as an Auditor of the Company.

**Issue No. 5: Approval of the redrafted Articles of Association 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>
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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>158,156,598,377</b>
<b>The quorum required to address the issue No. 5 is present.</b>	

Voting options	Number of votes
<b>“FOR”</b>	155,490,425,537
“AGAINST”	3,471,477
“ABSTAINED”	1,587,779,971
Number of votes not counted due to invalidity of certain ballots and on other grounds.	1,074,919,534

**Resolution adopted by the annual General Meeting of Shareholders on the fifth agenda item:** To approve the redrafted Articles of Association of the Company.

**Issue No. 6: Approval of the redrafted Regulations on the General Meeting of Shareholders 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>178,577,801,146</b>
Number of votes on this issue held by persons who participated in the meeting	<b>158,156,598,377</b>
<b>The quorum required to address the issue No. 6 is present.</b>	
Voting options	Number of votes
<b>“FOR”</b>	131,809,289,681
“AGAINST”	20,583,020,431
“ABSTAINED”	4,689,370,043
Number of votes not counted due to invalidity of certain ballots and on other grounds.	1,074,916,364

**Resolution adopted by the annual General Meeting of Shareholders on the sixth agenda item:**  
To approve the redrafted Regulations on the General Meeting of Shareholders of the Company.

**Issue No. 7: Approval of the redrafted Regulations on 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> )	<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>158,156,598,377</b>
<b>The quorum required to address the issue No.7 is present.</b>	

Voting options	Number of votes
<b>“FOR”</b>	131,808,828,457
<b>“AGAINST”</b>	20,583,431
<b>“ABSTAINED”</b>	4,689,831,267
Number of votes not counted due to invalidity of certain ballots and on other grounds.	1,074,916,364

**Resolution adopted by the annual General Meeting of Shareholders on the seventh agenda item:** To approve the redrafted Regulations on the Board of Directors of the Company.

**Issue No. 8: Approval of the Redrafted Regulations on the Management Board 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 (holders of allotted voting shares)	178,577,801,146
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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 on this issue held by persons who participated in the meeting	158,156,598,377
The quorum required to address the issue No.8 is present.	
Voting options	Number of votes
“FOR”	155,490,718,005
“AGAINST”	3,836,689
“ABSTAINED”	1,587,125,543
Number of votes not counted due to invalidity of certain ballots and on other grounds.	1,074,916,282

**Resolution adopted by the annual General Meeting of Shareholders on the eighth agenda item:** To approve the Redrafted Regulations on the Management Board of the Company .

**Issue No. 9: Approval of the Redrafted Regulations on 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 (holders of allotted voting shares)	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 on this issue held by persons who participated in the meeting	158,156,598,377
The quorum required to address the issue No.8 is present.	
Voting options	Number of votes
<b>“FOR”</b>	155,490,256,781
“AGAINST”	365,212
“ABSTAINED”	1,591,058,244
Number of votes not counted due to invalidity of certain ballots and on other grounds.	1,074,916,282

**Resolution adopted by the annual General Meeting of Shareholders on the ninth agenda item:** To approve the Redrafted Regulations on the Internal Audit Commission of the Company .

**Issue No. 10: Approval of the Redrafted Regulations on Remuneration to the 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 (holders of allotted voting shares)	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 on this issue held by persons who participated in the meeting	158,156,598,377
The quorum required to address the issue No.8 is present.	
Voting options	Number of votes
<b>“FOR”</b>	131,779,961,412
“AGAINST”	25,290,588,500
“ABSTAINED”	10,871,540

Number of votes not counted due to invalidity of certain ballots and on other grounds.	1,075,175,067
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**Resolution adopted by the annual General Meeting of Shareholders on the tenth agenda item:** To approve the Redrafted Regulations on Remuneration to the Members of the Internal Audit Commission of the Company .

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

**Issue No. 11: Approval of the Redrafted Regulations on Remuneration to the 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 (holders of allotted voting shares)	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 on this issue held by persons who participated in the meeting	158,156,598,377
The quorum required to address the issue No.8 is present.	
Voting options	Number of votes
“FOR”	131,776,160,827
“AGAINST”	25,294,872,497
“ABSTAINED”	7,500,624
Number of votes not counted due to invalidity of certain ballots and on other grounds.	1,078,062,571

**Resolution adopted by the annual General Meeting of Shareholders on the eleventh agenda item:**

1. To approve the Redrafted Regulations on Remuneration to the Members of the Board of Directors of the Company .
2. To establish that the redrafted Regulation on payment to the Members of the Board of Directors of the Company remunerations and compensations is applicable to the Board of Directors of the Company, the elite on the present and the subsequent general meetings of shareholders of society

Appendices:

1. 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 2014\*.
3. Annual accounting statements of IDGC of Volga, JSC for 2014\*
4. Redrafted Articles of Association of the Company
5. Redrafted Regulations on the procedure for preparing and holding the General Meeting of Shareholders of the Company.
6. Redrafted Regulations on the Board of Directors of the Company.
7. Redrafted Regulations on the Management Board of the Company.
8. Redrafted Regulations on the Internal Audit Commission of the Company.
9. Redrafted Regulations on Remuneration to the Members of the Internal Audit Commission of the Company .
10. Redrafted Regulations on Remuneration to the Members of the Board of Directors of the Company .

\* - submitted via electronic media

Date of the Minutes: June 18, 2015.

Chairman of the meeting:

Ryabikin V.A.

Secretary of the meeting:

Khadieva N.V.