



**OPEN JOINT-STOCK COMPANY  
INTERREGIONAL DISTRIBUTIVE  
GRID COMPANY OF URALS  
140 MAMINA SIBIRYAKA ULITSA  
EKATERINBURG 620026  
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**PROTOCOL #2  
Of the Annual General Shareholder Meeting of  
Open-Joint Stock Company  
“Interregional Distributive Grid Company of Urals”**

<b>Full company name and location:</b>	Open Joint-Stock Company “Interregional Distributive Grid Company of Urals”, 140 Ulitsa Mamina Sibiryaka, Ekaterinburg, 620026
<b>GSM type:</b>	Annual
<b>GSM form:</b>	Comprensence
<b>GSM location:</b>	Room 505 140 Ulitsa Mamina Sibiryaka, Ekaterinburg, 620026
<b>GSM date:</b>	June 25, 2010
<b>Registration starts at:</b>	10.00
<b>GSM starts at:</b>	11.00
<b>GSM ends at:</b>	12.40
<b>Protocol date:</b>	30.06.2010
<b>GSM Chairperson:</b>	Aleksey Vladimirovich DEMIDOV, Deputy Chairperson of IDGCU’s BoD
<b>GSM Secretary:</b>	Sergey Anatolyevich GUSAK, corporate secretary of OAO “IDGC of Urals”

According to Art. 56 of the Federal Law “On Joint-Stock Companies” (dated December 26, 1995 #208-FZ) the Company’s registrar (OAO “Central Moscow Depository”) is responsible for the functions of counting commission.

Registrar’s location: 24/8 Ulitsa Bolshaya Pochtovaya, Moscow, 105082

Authorized representative of the registrar: Tatyana Vasilyevna SYURKAEVA.

Filled-in voting papers were sent to the following addresses:

- 140 Ulitsa Mamina Sibiryaka, Ekaterinburg, 620026, OAO “IDGC of Urals”, Corporate Governance Department;
- P.O.B. 111, Ekaterinburg, 620026, Ekaterinburg branch of OAO “Central Moscow Depository”;
- 50 Ulitsa Lenina, Perm, 614000, Perm branch of OAO “Central Moscow Depository”;
- 21 Ulitsa Timiryazeva, Chelyabinsk, 454092, South Urals branch of OAO “Central Moscow Depository”;
- 34/8 Ulitsa Bolshaya Pochtovaya, Moscow, 105082, OAO “Central Moscow Depository”.

Register date: **May 12, 2010.**

According to Art. 58 of Federal Law “On Joint-Stock Companies”, a GSM is legitimate, quorum required for holding a GSM reached on all the agenda issues (Appendix #1 – the protocol of the Counting Commission).

The GSM Chairperson gives floor to **Tatyana Vasilyevna SYURKAEVA**, the Chairperson of the Counting Commission and representative of OAO “Central Moscow Depository”, who confirms the quorum and legitimacy of GSM to adopt resolutions on all agenda issues.

The GSM is opened.

**The GSM agenda:**

1. **Approval of annual report and financials, including profit and loss statement as of 2009 financial year.**
2. **Profit distribution, including dividend payout as of 2009 financial year.**
3. **Election of the BoD members.**
4. **Election of the Audit Commission members.**
5. **Approval of the auditor.**
6. **Approval of a new version of the Charter.**

**Issue #1: Approval of annual report and financials, including profit and loss statement as of 2009 financial year.**

As for the first agenda issue “**Approval of annual report and financials, including profit and loss statement as of 2009 financial year**”, O.M. ABROSIMOVA, the Chief Accountant of OAO “IDGC of Urals”, reported on 2009 key highlights. The Chairperson proposed to approve annual report and financials, including profit and loss statement as of 2009 financial year.

**Resolution draft proposed for voting:**

To approve 2009 annual report, financials and profit and loss statement.

Total number of votes	<b>87 430 485 711</b>
Number of votes that voted on the issue	<b>76 155 588 737</b>
Quorum (%)	<b>87.1042</b>

Voting options	Number of votes	% from those who participated in voting
<b>“FOR”</b>	<b>75 276 262 337</b>	<b>98.8454</b>
“AGAINST”	7 871 595	0.0103
“ABSTAIN”	351 646 822	0.4617
“No voting”	457 405	0.0006

Number of invalid voting papers	519 350 578
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**THE RESOLUTION IS ADOPTED.**

Wording of the resolution adopted by the GSM:

**To approve 2009 annual report, financials and profit and loss statement.**

**Issue #2: Profit distribution, including dividend payout as of 2009 financial year.**

As for the second agenda issue “**Profit distribution, including dividend payout as of 2009 financial year**” O.M. ABROSIMOVA, the Chief Accountant of OAO “IDGC of Urals”, reported on profit distribution. The Chairperson proposed to distribute 2009 profit without paying dividends on common shares as of 2009.

**Resolution draft proposed for voting:**

1. To approve the following profit (loss) distribution as of 2009 financial year:

	RUR, thous.
Non-distributed profit (loss) of the reported period:	1 053 267

To distribute to:	Reserve fund	52 553
	Dividends	0
	Enterprise development	1 000 714

2. Not to pay out dividends on common shares as of 2009.

Total number of votes	<b>87 430 485 711</b>
Number of votes that voted on the issue	<b>76 155 588 737</b>
Quorum (%)	<b>87.1042</b>

Voting options	Number of votes	% from those who participated in voting
<b>“FOR”</b>	<b>50 637 645 014</b>	<b>66.4924</b>
“AGAINST”	24 175 534 479	31.7449
“ABSTAIN”	380 480 493	0.4996
“No voting”	457 405	0.0006

Number of invalid voting papers	961 471 346
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### THE RESOLUTION IS ADOPTED.

Wording of the resolution adopted by the GSM:

**1. To approve the following profit (loss) distribution as of 2009 financial year:**

	RUR, thous.
<b>Non-distributed profit (loss) of the reported period:</b>	<b>1 053 267</b>
<b>To distribute to:</b>	
Reserve fund	52 553
Dividends	0
Enterprise development	1 000 714

**2. Not to pay out dividends on common shares as of 2009.**

**Issue #3: Election of the BoD members.**

As for the third agenda issue *“Election of the BoD members”* S.A. GUSAK, the Company’s Corporate Secretary, reported on candidates to the Company’s BoD proposed by our shareholders for election during the AGM. The number of members elected to the BoD is 11 (Eleven).

T.V. SYURKAEVA, the registrar’s representative, explained the procedure of cumulative voting on the agenda issue. The Chairperson proposed to elect the BoD from the list of candidates.

### Resolution draft proposed for voting:

To elect the BoD from the list of candidates:

#	Candidate’s name	Position
1	Sergey Sergeevich EZIMOV	Portfolio adviser, subsidiary of OOO "Wermuth Asset Management GmbH"
2	Marina Aleksandrovna SHESTAKOVA	Portfolio adviser, subsidiary of OOO "Wermuth Asset Management GmbH"
3	Remes Seppo Uha	General Director at OOO "Kiuru"
4	Denis Viktorovich KULIKOV	Executive Director, Association for Investor Rights Protection
5	Aleksandr Viktorovich SHEVCHUK	Deputy Executive Director, Association for Investor Rights Protection
6	Sergey Vadimovich POKROVSKYI	Expert, Association for Investor Rights Protection
7	Konstantin Mikhailovich YUSHKOV	Director, OOO "Neon"
8	Mikhail Viktorovich	Head of M&A Department, ZAO "Integrated Energy Systems"

	AZOVTSSEV	
9	Aleksey Veniaminovich BELSKYI	Head of Corporate Secretary Directorate, ZAO "Integrated Energy Systems"
10	Dmitry Aleksandrovich VOLKOV	Head of a M&A Department project, ZAO "Integrated Energy Systems"
11	Aleksandr Nikolayevich CHISTYAKOV	CEO, OOO "Hermitage Construction and Management"
12	Aleksey Vladimirovich DEMIDOV	a Management Board member, Deputy General Director for Economics and Finance, OAO "IDGC Holding"
13	Valery Nikolayevich RODIN	General Director, OAO "IDGC of Urals"
14	Valery Mukhamedovich SHOGENOV	Deputy Department Director, Russian Ministry of Energy
15	Petr Mikhailovich EROKHIN	General Director, subsidiary of OAO "SO UES" ODM of Urals
16	Sergey Vyacheslavovich VASILYEV	a Management Board member, Legal Affairs Director, OAO "IDGC Holding"
17	Denis Dmitrievich PRESNUKHIN	Investment Director, OAO "IDGC Holding"
18	Maksim Mikhailovich SAUKH	Deputy Head of Corporate Governance and Shareholder Relations Department, OAO "IDGC Holding"
19	Konstantin Yuryevich PETUKHOV	Director for Service Development and Realization, OAO "IDGC Holding"
20	Pavel Vladimirovich ILYUSHIN	Deputy Department Head - Head of Repair and Equipment Exploitation Section of Exploitation, Maintenance and Repair Department, OAO "IDGC Holding"
21	Pavel Vladilenovich GOLUBEV	Head of Exploitation, Maintenance and Repair Department, OAO "IDGC Holding"
22	Aleksey Yuryevich PEREPELKIN	a Management Board member, Deputy General Director for Corporate Governance and Property, OAO "IDGC Holding"

Total number of votes	<b>961 735 342 821</b>
Number of votes that voted on the issue	<b>837 711 476 107</b>
Quorum (%)	<b>87.1042</b>

#	Candidate's name	Number of votes for cumulative voting	% *
<b>"FOR", distribution of votes among candidates</b>			
<b>1</b>	<b>Mikhail Viktorovich AZOVTSSEV</b>	<b>99 347 296 247</b>	<b>11.8594</b>
<b>2</b>	<b>Aleksey Veniaminovich BELSKYI</b>	<b>99 344 234 766</b>	<b>11.8590</b>
<b>3</b>	<b>Valery Mukhamedovich SHOGENOV</b>	<b>98 249 533 512</b>	<b>11.7283</b>
<b>4</b>	<b>Sergey Sergeevich EZIMOV</b>	<b>82 901 322 174</b>	<b>9.8962</b>
<b>5</b>	<b>Valery Nikolayevich RODIN</b>	<b>63 726 205 478</b>	<b>7.6072</b>
<b>6</b>	<b>Petr Mikhailovich EROKHIN</b>	<b>62 617 430 788</b>	<b>7.4748</b>
<b>7</b>	<b>Aleksey Vladimirovich DEMIDOV</b>	<b>62 537 950 097</b>	<b>7.4653</b>
<b>8</b>	<b>Sergey Vyacheslavovich VASILYEV</b>	<b>62 511 128 729</b>	<b>7.4621</b>
<b>9</b>	<b>Maksim Mikhailovich SAUKH</b>	<b>62 495 762 129</b>	<b>7.4603</b>
<b>10</b>	<b>Pavel Vladilenovich GOLUBEV</b>	<b>62 490 124 268</b>	<b>7.4596</b>
<b>11</b>	<b>Konstantin Yuryevich PETUKHOV</b>	<b>58 132 580 319</b>	<b>6.9395</b>
12	Remes Seppo Uha	19 823 063 133	2.3663
13	Sergey Vadimovich POKROVSKYI	2 689 410 714	0.3210
14	Denis Viktorovich KULIKOV	170 265 962	0.0203
15	Pavel Vladimirovich ILYUSHIN	32 000 575	0.0038
16	Aleksey Yuryevich PEREPELKIN	24 665 796	0.0029
17	Denis Dmitrievich PRESNUKHIN	15 475 961	0.0018
18	Aleksandr Viktorovich SHEVCHUK	14 996 953	0.0018
19	Konstantin Mikhailovich YUSHKOV	13 853 698	0.0017
20	Marina Aleksandrovna SHESTAKOVA	12 869 893	0.0015
21	Dmitry Aleksandrovich VOLKOV	10 679 592	0.0013

22	Aleksandr Nikolayevich CHISTYAKOV	9 431 222	0.0011
“AGAINST” all candidates		73 300 227	0.0088
“ABSTAIN” on all candidates		116 602 706	0.0139
“No voting” on all candidates		102 262 245	0.0122

\* - % of those who took part in voting

Number of invalid voting papers	249 028 923
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#### THE RESOLUTION IS ADOPTED.

Wording of the resolution adopted by the GSM:

**To elect the following BoD members:**

1. Mikhail Viktorovich AZOVTSEV
2. Aleksey Veniaminovich BELSKYI
3. Valery Mukhamedovich SHOGENOV
4. Sergey Sergeevich EZIMOV
5. Valery Nikolayevich RODIN
6. Petr Mikhailovich EROKHIN
7. Aleksey Vladimirovich DEMIDOV
8. Sergey Vyacheslavovich VASILYEV
9. Maksim Mikhailovich SAUKH
10. Pavel Vladilenovich GOLUBEV
11. Konstantin Yuryevich PETUKHOV

**Issue #4: Election of the Audit Commission members.**

As for the fourth agenda issue “*Election of the Audit Commission members*” S.A. GUSAK, the Company’s Corporate Secretary reported on candidates to the Audit Commission proposed by the shareholders for election by the AGM. The Audit Commission membership consists of 5 (Five) persons. The Chairperson proposed to elect the Audit Commission from the proposed list of candidates.

#### **Resolution draft proposed for voting:**

To elect the Audit Commission from the list of candidates

#	Candidate’s name	Position
1.	Maksim Nikolayevich DANILOV	Head of Internal Audit Department, ZAO "Integrated Energy Systems"
2.	Aleksandr Yuryevich BUDANOV	Deputy Head of Internal Audit Department, ZAO "Integrated Energy Systems"
3.	Izumrud Aligadzhievna ALIMURADOVA	Head of Internal Audit Department, OAO "IDGC Holding"
4.	Vladimir Nikolayevich ARKHIPOV	First Deputy Head of Security Department, OAO "IDGC Holding"
5.	Lyudmila Dmitrievna KORMUSHKINA	Head of Audit Section at Internal Audit Department, OAO "IDGC Holding"
6.	Irina Aleksandrovna PHILIPPOVA	Leading expert of Audit Section at Internal Audit Department, OAO "IDGC Holding"
7.	Tatyana Aleksandrovna SELIVERSTOVA	Head of Equity Section at Corporate Governance and Shareholder Relations Department, OAO "IDGC Holding"

Total number of votes	87 420 389 510
Number of votes that voted on the issue	76 148 492 536
Quorum (%)	87.1061

***Distribution of votes, % from those who participated in voting***

#	Candidate's name	"FOR"	"AGAINST"	"ABSTAIN"	"Invalid"	"No voting"	
1	Lyudmila Dmitrievna KORMUSHKINA	53 416 518 116	70.1478	3 271 258 676	18 130 654 233	812 746 773	517 314 738
2	Izumrud Aligadzhievna ALIMURADOVA	53 406 159 212	70.1342	3 274 251 446	18 131 698 821	819 068 319	517 314 738
3	Vladimir Nikolayevich ARKHIPOV	53 176 111 647	69.8321	3 508 865 627	18 129 412 294	816 788 230	517 314 738
4	Irina Aleksandrovna PHILIPPOVA	45 327 379 880	59.5250	3 314 052 012	23 600 047 699	3 389 698 207	517 314 738
5	Tatyana Aleksandrovna SELIVERSTOVA	45 080 431 217	59.2007	3 557 603 578	23 310 672 250	3 682 470 753	517 314 738
6	Maksim Nikolayevich DANILOV	26 447 356 132	34.7313	3 262 362 670	45 143 246 368	778 212 628	517 314 738
7	Aleksandr Yuryevich BUDANOV	26 439 382 272	34.7208	3 266 203 504	45 108 138 055	817 453 967	517 314 738

**THE RESOLUTION IS ADOPTED.**

Wording of the resolution adopted by the GSM:

**To elect the following Audit Commission:**

1. Lyudmila Dmitrievna KORMUSHKINA
2. Izumrud Aligadzhievna ALIMURADOVA
3. Vladimir Nikolayevich ARKHIPOV
4. Irina Aleksandrovna PHILIPPOVA
5. Tatyana Aleksandrovna SELIVERSTOVA

**Issue #5: Approval of the auditor.**

As for the fifth agenda issue "**Approval of the auditor**" O.M. ABROSIMOVA, the Chief Accountant of OAO "IDGC of Urals", reported on the auditor. OOO "Fineart-Audit" (license #E006407) was proposed for approval.

**Resolution draft proposed for voting:**

To approve OOO "Fineart-Audit" (license #E006407 dd. 07.09.2004) as the Company's auditor.

Total number of votes	<b>87 430 485 711</b>
Number of votes that voted on the issue	<b>76 155 588 737</b>
Quorum (%)	<b>87.1042</b>

Voting options	Number of votes	% from those who participated in voting
"FOR"	<b>72 058 936 316</b>	<b>94.6207</b>
"AGAINST"	3 251 882 399	4.2701
"ABSTAIN"	327 065 763	0.4295
"No voting"	457 405	0.0006

Number of invalid voting papers	517 246 854
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**THE RESOLUTION IS ADOPTED.**

Wording of the resolution adopted by the GSM:

**To approve OOO “Fineart-Audit” (license #E006407 dd. 07.0.2004) as the Company’s auditor.**

**Issue #6: Approval of a new version of the Charter.**

As for the sixth agenda issue “**Approval of a new version of the Charter**” S.A. GUSAK, the Company’s Corporate Secretary, reported on main amendments to the Charter, proposed for approval. The Chairperson proposed to approve a new version of the Annual report.

**Resolution draft proposed for voting:**

To approve a new version of the Charter.

Total number of votes	<b>87 430 485 711</b>
Number of votes that voted on the issue	<b>76 155 588 737</b>
Quorum (%)	<b>87.1042</b>

Voting options	Number of votes	% from those who participated in voting
<b>“FOR”</b>	<b>71 949 344 769</b>	<b>94.4768</b>
“AGAINST”	3 252 381 486	4.2707
“ABSTAIN”	430 984 644	0.5659
“No voting”	517 314 738	0.6793

Number of invalid voting papers	5 563 100
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**THE RESOLUTION IS ADOPTED.**

Wording of the resolution adopted by the GSM:

**To approve a new version of the Charter.**

Tatyana Vasilyevna SYURKAEVA, the registrar’ representative and counting commission chairperson, announces the results of AGM agenda issue voting. The AGM Chairperson informs shareholders on the resolutions adopted by the AGM.

The AGM is closed.

*Appendices:*

1. Counting commission protocol.

**The Chairperson**

**A.V. Demidov**

**The Secretary**

**S.A. Gusak**