

## Statement of material fact

«On holding meeting of the Board of Directors of the issuer, as well as the separate decisions taken by the Board of Directors of the issuer»

## Statement on insider information

«On the agenda of the meeting of the Board of Directors of the issuer, as well as the decisions taken by it»

### 1. General information

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|---|--|
| 1.1. Full issuer's business name (for non-commercial organization – name) | <b>Interregional Distribution Grid Company of Centre, Joint-Stock Company</b>  |
| 1.2. Brief issuer's business name   | <b>IDGC of Centre, JSC</b>   |
| 1.3. Issuer's location  | <b>127018, Moscow, Russia, 2nd Yamskaya, 4</b>   |
| 1.4. Primary State Registration Number of the issuer                      | <b>1046900099498</b>   |
| 1.5. Tax payer number of the issuer                                       | <b>6901067107</b>  |
| 1.6. Issuer's Unique code, assigned by registering authority              | <b>10214-A</b>   |
| 1.7. Web page address used by the issuer for information disclosure       | <a href="http://www.e-disclosure.ru/portal/company.aspx?id=7985">http://www.e-disclosure.ru/portal/company.aspx?id=7985;</a> |

<http://www.mrsk-1.ru/ru/information/>

### 2. Contents of the statement

2.1. The quorum of the meeting of the Board of Directors and the voting results on the decision-making items:

Total number of members of the Board of Directors: 11 persons. Participants of the meeting (who provided questionnaires): 10 persons. The quorum for all the items is present.

Voting results:

Item 1: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 2: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 3: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 4: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 5: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 6: «FOR» - 9; «AGAINST» - 1; «ABSTAINED» - 0.

Item 7: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 8: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

Item 9: «FOR» - 6; «AGAINST» - 0; «ABSTAINED» - 2.

*The following members did not take part in the voting on this item S.A. Arkhipov, O.Y. Isaev, recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».*

Item 10: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 11: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 12: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 13: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 14: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

2.2. The content of the decisions taken by the Board of Directors of the issuer:

**Item 1: On consideration of the report of General Director of the Company «On implementation of the assignments taken at meetings of the Board of Directors of the Company in 2Q 2013».**

**Decision:**

To take into consideration the report of General Director of the Company «On implementation of the assignments taken at meetings of the Board of Directors of the Company in 2Q 2013» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

**DECISION IS TAKEN.**

**Item 2: On consideration of the report of General Director of the Company «On compliance with the Regulations on Information Policy of the Company in 2Q 2013».**

**Decision:**

To take into consideration the report of General Director of the Company «On compliance with the Regulations on Information Policy of the Company in 2Q 2013» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

**DECISION IS TAKEN.**

**Item 3: On consideration of the report of General Director of the Company «On the expenditure on the preparation and conducting the Annual General Meeting of Shareholders of IDGC of Centre on 14.06.2013».**

**Decision:**

To take into consideration the report of General Director of the Company «On the expenditure on the preparation and conducting the Annual General Meeting of Shareholders of IDGC of Centre on 14.06.2013» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

**DECISION IS TAKEN.**

**Item 4: On consideration of the report of General Director of the Company «On execution of the Schedule of activities to bring the customer service system of the Company into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system» in 2Q 2013».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On execution of the Schedule of activities to bring the customer service system of the Company into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system» in 2Q 2013» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

2. To consider item 2.1 of the decision of the Board of Directors of the Company dated 15.11.2011 (Minutes # 24/11 of 16.11.2011), regarding item # 9 «On approval of the Schedule of activities to bring the customer service system of the Company into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system»» to have lost force.

3. To assign General Director to submit a report on implementation of the Schedule of activities to bring the customer service system of the Company into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system» annually within a report on execution of decisions of the Board of Directors of the Company.

**DECISION IS TAKEN.**

**Item 5: On consideration of the report of General Director of the Company «On execution of the target values of Cash Flow of the Company in 2Q 2013».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On execution of the target values of Cash Flow of the Company in 2Q 2013 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

2. To assign General Director of the Company:

- not to submit the report on execution of the target values of Cash Flow of the Company to be reviewed by the Board of Directors of the Company in the event the Company has performed the approved Cash Flow targets in 2013.

**DECISION IS TAKEN.**

**Item 6: On consideration of the report of General Director of the Company «On execution of the Schedule of activities of IDGC of Centre in 2Q 2013 to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.04.2013».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On execution of the Schedule of activities of IDGC of Centre in 2Q 2013 to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.04.2013» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

2. To consider item 3 of the decision of the Board of Directors of the Company dated 21.12.2010 (Minutes # 26/10 of 24.12.2010), taken regarding item #26 «On approval of the Schedule of activities to reduce overdue accounts receivable of IDGC of Centre for the services of electric power transmission and settlement of disputes established by 01.10.2010» to have lost force.

**DECISION IS TAKEN.**

**Item 7. On approval of the Schedule of activities of IDGC of Centre to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.07.2013.**

**Decision:**

To approve the Schedule of activities of IDGC of Centre to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.07.2013, in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

**DECISION IS TAKEN.**

**Item 8. On the prior approval of an amendment to the Collective Agreement of IDGC of Centre for 2013-2014.**

**Decision:**

Tentatively to approve the amendment to the Collective Agreement of IDGC of Centre for 2013-2014 in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

**DECISION IS TAKEN.**

**Item 9: On approval of the Agreement for the provision of services on the organization of health-improving rest of employees of IDGC of Centre – Voronezhenergo division, their family members and retirees of the branch in 2013, concluded between JSC "Holiday Hotel "Energetik" and IDGC of Centre, which is a related party transaction.**

**Decision:**

1. To determine that the cost of services to organize health-improving rest of employees of IDGC of Centre – Voronezhenergo division, their family members and retirees of the branch in 2013 in the amount of 1 944 800, 00 (One million nine hundred forty-four thousand eight hundred) rubles 00 kopecks, not subject to VAT (Article 149 of the Tax Code of the Russian Federation).

The final price of the Agreement is determined based on the actual amount of vouchers requested by the Customer, received according to consignment notes during the term of the Agreement, but shall not exceed the above amount.

2. To approve the Agreement for the provision of services on the organization of health-improving rest of employees of IDGC of Centre – Voronezhenergo division, their family members and retirees of the branch in 2013, concluded between JSC "Holiday Hotel "Energetik" and IDGC of Centre (Appendix # 9 to this decision of the Board of Directors of the Company), which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

«Contractor» - JSC "Holiday Hotel "Energetik";

«Customer» - IDGC of Centre.

**Subject of the Agreement:**

The Contractor agrees on his own behalf, but on the instruction and in the interest of the Customer and at his expense to provide services for the organization of health improving rest in JSC "Holiday Hotel" Energetik "(city of Gelendzhik, village of Divnomorskoye) of employees of IDGC of Centre - Voronezhenergo division, their family members and retirees of the branch in accordance with the requirements of the Customer, within the agreed timeframe with him (Appendix # 1 to the Agreement), on the basis of the submitted requests in writing, and the Customer agrees to accept these services and to pay compensation to the Contractor for the execution of this instruction.

**Price of the services and settlement procedure**

The price of the Agreement is 1 944 800, 00 (One million nine hundred forty-four thousand eight hundred) rubles 00 kopecks, not subject to VAT (Article 149 of the Tax Code of the Russian Federation). The final price of the Agreement is determined based on the actual amount of vouchers requested by the Customer, received according to consignment notes during the term of the Agreement, but shall not exceed the above amount.

The Customer shall pay the Contractor funds sufficient to organize health-improving rest of employees of IDGC of Centre - Voronezhenergo division, their family members and retirees of the branch, provides information and documents necessary for the execution of this instruction. Payment is made in stages, in accordance with the payment schedule (Appendix # 2 to the Agreement) by wire transfer, by transfer of funds to the account of the Contractor. All changes in the terms of settlements are negotiated with an amendment to the Agreement, signed by authorized representatives of the Parties.

The number, the cost of vouchers, terms of stay and dates (month) of visits are as agreed by both parties may be changed, with obligatory agreement of both parties, but no later than 30 days before arrival.

**Term of services provision under the Agreement:**

From 14.06.2013 to 12.09.2013.

**Duration of the Agreement:**

The Agreement shall enter into force upon signature by both Parties and covers the relationship of the parties in fact arisen from 14.06.2013 and is valid until December 31, 2013, on the condition that the parties fulfill their obligations under the Agreement in full.

**DECISION IS TAKEN.**

**Item 10. On determining the amount of payment to the Company's auditor to audit financial (accounting) statements for 2013, prepared in accordance with IFRS.**

**Decision:**

To determine the amount of remuneration of the auditor of the Company - ZAO "KPMG" - for the audit of the financial (accounting) statements of the Company for 2013, prepared in accordance with IFRS for the year ending December 31, 2013 in the amount of 4 425 000,00 (Four million four hundred five thousand) rubles 00 kopecks, including VAT (18%).

**DECISION IS TAKEN.**

**Item 11. On approval of terms and conditions of the agreement with the Registrar of the Company.**

**Decision:**

1. To approve Amendment # 3 to Agreement dated 02.12.2010 № 7700/00592/10/247-R to provide services to maintain the register of holders of registered securities of the Company with the Registrar of the Company on the conditions in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

2. To assign General Director of the Company to sign Amendment # 3 to Agreement dated 02.12.2010 № 7700/00592/10/247-R to provide services to maintain the register of holders of registered securities of the Company with the Registrar of the Company on the conditions in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

**DECISION IS TAKEN.**

**Item 12. On consideration of the report of General Director «On execution of the Action Plan of the Company for 2013 to implement the Strategy of the Company in the area of information technology, automation and**

**telecommunications for the period up to 2016».**

**Decision:**

1. To take into consideration the report of General Director «On execution of the Action Plan of the Company for 2013 to implement the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016» in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.
2. To assign General Director to submit a report «On execution of the Action Plan of the Company for 2013 to implement the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016» annually within a report on execution of decisions of the Board of Directors of the Company.

**DECISION IS TAKEN.**

**Item 13. On consideration of the report of General Director of the Company «On provision of insurance coverage in 2Q 2013 and 1H 2013».**

**Decision:**

To take into consideration the report of General Director of the Company «On provision of insurance coverage in 2Q 2013 and 1H 2013, in accordance with Appendix # 12 to this decision of the Board of Directors of the Company.

**DECISION IS TAKEN.**

**Item 14. About performance of a public technological and price audit of investment projects of IDGC of Centre.**

**Decision:**

To assign the Sole Executive Body of the Company:

1. To determine the list of projects referred to in paragraphs 2 and 5 of this decision.
2. To ensure prior to October 15, 2013 holding a public technological and price audit of at least 3 investment projects involving the construction, reconstruction, technical re-equipment of capital construction projects estimated at 8 billion rubles or more each, the implementation launch of which is planned in 2013-2014 (if investment projects approved in accordance with the laws of investment programs that satisfy this condition are available).

Companies responsible for the conduct of the technological and price audit must meet the following requirements:

- experience of work on technological and price audit not less than 7 years, including in respect of not fewer than 5 investment projects worth 8 billion rubles or more each;
- mandatory participation in the performance of services of at least 5 professionals with specialized education and experience in the relevant field of activity for at least 5 years.

3. To provide for holding public and expert discussion on the implementation status and results of the technological and price audit of projects under paragraph 2 with the assistance of the Expert Council under the Government of the Russian Federation and the placement of the discussions, including on the Internet.

4. To submit a report on the results of the execution of paragraphs 1, 2 and 3 to the Board of Directors until October 1, 2013, followed by the provision of information to JSC "Russian Grids" for forwarding to the Government of the Russian Federation until December 1, 2013.

5. Prior to November 15, 2013 to develop and submit to the Board of Directors a corporate standard draft, providing, starting from 2014, for mandatory technological and price audit of investment projects estimated at 1.5 billion rubles or more each at all stages of these projects implementation: preparation and design, implementation (including phased), commissioning and operation; performance procedure for public and expert discussion of the preparation, implementation and results of the technological and price audit.

6. To ensure making procurement procedures among companies, as determined in the open competitive procurement procedure for the right to enter into contracts for the implementation of a comprehensive public technological and price audit of investment projects involving the construction, reconstruction, technical re-equipment of capital construction projects estimated at 1.5 billion rubles and more each (if investment projects approved in accordance with the laws of investment programs that satisfy this condition are available).

7. Starting from 2014 every year until March 1 to submit for the consideration and approval of the Board of Directors a report on implementation of schedules of commissioning facilities of investment programs and a report on the performance of the technological and price audit of investment projects of the Company containing the results of the composite analysis for audits performed and conclusions of the public and expert discussion.

**DECISION IS TAKEN.**

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **15.08.2013.**

2.4. Date of drawing up and number of minutes of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **Minutes # 19/13 of 16.08.2013.**

**3. Signature**

3.1. Deputy General Director  
for Corporate Governance,  
acting under power of attorney  
# D-CA/5 dated from 09.01.2013.

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(signature)

O.V. Tkacheva

Stamp here.

3.2. Date «16» August 2013.