

**DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF IDGC OF CENTRE, JSC**

ITEM 1: Approval of the annual report, annual accounting statements, including profit and loss statement of the Company, as well as the distribution of profit (including dividends) and losses of the Company following the results of fiscal year 2011.

DRAFT RESOLUTION:

1. To approve the Company's annual report for 2011, the Company's annual accounting statements for 2011, including the Company's profit and loss statement.
2. To approve the following profit (loss) distribution of the Company according to the results of 2011 financial year:

	(thousand RUB)
Undistributed profit (loss) of the reporting period:	5 203 492
To be distributed to:	
Reserve fund	0
Profit for development	4 781 313
Dividends	422 179
Repayment of losses of previous years	0

3. To pay dividends on common stocks of the Company following the results of 2011 in the amount of 0,01 rubles per ordinary share of the Company in cash within 60 days from the date of the decision on the payment.

ITEM 2: Election of members of the Board of Directors of the Company.

DRAFT RESOLUTION: To elect the following candidate members of the Company's Board of Directors:

1. Alexey Vladimirovich Demidov - Member of the Management Board, First Deputy General Director of IDGC Holding
2. Madina Valeryevna Kaloeva - Deputy Director of Department of economic regulation and property relations in fuel-and-power sector of Ministry of Energy of Russia
3. Mikhail Yuryevich Kurbatov - Member of the Management Board, Deputy General Director of IDGC Holding
4. Alexander Albertovich Popov - Deputy General Director - Chief of Staff of IDGC Holding
5. Dmitry Olegovich Gudzhoyan - General Director of IDGC of Centre
6. Natalia Anatolyevna Umanets - Head of Legal Department of IDGC Holding
7. Maxim Mikhailovich Saukh - First Deputy Head of Corporate Governance and Shareholders Interaction Department of IDGC Holding
8. Alexey Vladimirovich Sergutin - Director for Economics of IDGC Holding
9. Svetlana Alexandrovna Balaeva - Head of Investment Department of IDGC Holding
10. Ivan Vladimirovich Vinogradov - Head of the Directorate for Relations with Customers of IDGC Holding
11. Sergey Borisovich Vasilyev - Deputy Head of the Directorate of Production Control and Safety of IDGC Holding
12. Alexander Grigoryevich Starchenko - Director for Power Engineering of NLMK
13. Tatiana Petrovna Dronova - Deputy General Director for Strategy and Development of ZAO "Investment Holding Energy Alliance"
14. Alexander Markovich Branis - Director of Prosperity Capital Management (Russian Federation) Ltd.
15. Denis Alexandrovich Spirin - Director for Corporate Governance of Representative Office of Prosperity Capital Management (Russian Federation) Ltd.
16. Roman Alexeyevich Filkin - Co-Director, power engineering, machine building of Representative Office of Prosperity Capital Management (Russian Federation) Ltd.
17. Denis Viktorovich Kulikov - Executive Director Nonprofit organization Association for Protection of rights of investors

18. Alexander Viktorovich Shevchuk - Deputy Executive Director Nonprofit organization Association for Protection of rights of investors

ITEM 3: Election of members of the Auditing Committee of the Company.

DRAFT RESOLUTION: To elect the following candidate members of the Company's Auditing Committee:

1. Izumrud Aligadzhiyevna Alimuradova - Director for Internal Audit and Risk Management (Head of the Department of Internal Audit and Risk Management) of IDGC Holding
2. Vladimir Nikolaevich Arkhipov - Head of the Security Department of IDGC Holding
3. Igor Yuryevich Bogachev - Leading Expert of the Division for Investment Activity Control of the Department for Internal Audit and Risk Management of IDGC Holding
4. Galina Ivanovna Meshalova - Chief Expert of the Division for Investment Activity Control of the Department for Internal Audit and Risk Management of IDGC Holding
5. Olga Viktorovna Popova - Head of Internal Audit Division of the Department for Internal Audit and Risk Management of IDGC Holding
6. Igor Georgiyevich Polovnev - Nonprofit organization Association for Protection of rights of investors, Financial Director

ITEM 4: Approval of the Company's Auditor.

DRAFT RESOLUTION: To approve ZAO KPMG as the Company's Auditor.

ITEM 5: On amendments to the Company's Articles of Association.

DRAFT RESOLUTION: To amend the Company's Articles of Association as follows.

To read Clause 1.5. as follows:

«1.5. The Company is located at: 127018, Moscow, Russia, 2nd Yamskaya, 4.».

ITEM 6: Approval of the Regulations on the procedure for convening and holding meetings of the Board of Directors of IDGC of Centre in the new edition.

DRAFT RESOLUTION: To approve the Regulations on the procedure for convening and holding meetings of the Board of Directors of IDGC of Centre in the new edition.