

Statement of material fact

On a meeting of the Board of Directors (Supervisory Board) of the issuer and its agenda, and the following taken by the Board of Directors (Supervisory Board) of the issuer's decisions:

On approval of internal documents of the issuer;

On approval of transactions, recognized in accordance with the laws of the Russian Federation, as major transactions and (or) deals of interest.

1. General information

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| 1.1. Full issuer's business name (for non-commercial organization – name) | Interregional Distribution Grid Company of Centre, Joint-Stock Company |
| 1.2. Brief issuer's business name | IDGC of Centre, JSC |
| 1.3. Issuer's location | 4/2, Glukharev Lane, Moscow, 129090 |
| 1.4. Primary State Registration Number of the issuer | 1046900099498 |
| 1.5. Tax payer number of the issuer | 6901067107 |
| 1.6. Issuer's Unique code, assigned by registering authority | 10214-A |
| 1.7. Web page address used by the issuer for information disclosure | http://www.mrsk-1.ru/ru/information/ |

2. Contents of the statement

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

Item 10: On approval of internal documents of the Company – The Regulations on the insider information of IDGC of Centre.

Decision:

To approve the Regulations on the insider information of IDGC of Centre in a new edition in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

To recognize the Regulations on the insider information of IDGC of Center and North Caucasus, approved by the decision of the Board of Directors on 14.10.2005 (Minutes # 008/05 of 14.10.2005) to have lost its force.

Item 16: On approval of amendment to Agreement on technological cooperation between SO UPS and IDGC of Centre to ensure the reliability of the UES of Russia operations dated from 12.01.2011 # SDU-1/2010/7700100001/11, which is a transaction of interest.

Decision:

To approve amendment to Agreement on technological cooperation between SO UPS and IDGC of Centre to ensure the reliability of the UES of Russia operations dated from 12.01.2011 # SDU-1/2010/7700100001/11, which is a transaction of interest (hereinafter - the Amendment, Appendix # 9 to this decision of the Board of Directors of the Company), on the following conditions:

Parties of the Amendment:

System Operator - SO UPS

IDGC - IDGC of Centre

Subject of the Amendment:

The Parties have agreed to amend Agreement on technological cooperation between SO UPS and IDGC of Centre to ensure the reliability of the UES of Russia operations dated from 12.01.2011 # SDU-1/2010/7700100001/11 (hereinafter - the Agreement) as follows:

1.1. To supplement section 4 of the Agreement ("order of interaction of the Parties to putting transmission lines, equipment and facilities to repair and decommissioning") with new paragraphs of the following contents:

"4.5. In the production of routine switching and organization of the safe work on overhead power lines, the induced voltage of which exceeds 25 V, the System Operator (ODU, RDU) and IDGC (DGC) must follow the requirements of the Agreement on technological cooperation between SO UPS, FGC UES and subsidiaries (affiliates) of IDGC Holding for the safe work on overhead power lines, the induced voltage of which exceeds 25 V, approved by SO UPS, FGC UES and IDGC Holding on 01.09.2011.

4.6. In planning and production of routine switching, corresponding to all the distinctive properties of substations of a new generation, if such switchings are performed from a workstation of operating or supervisory personnel, the System operator (ODU, RDU) and IDGC (DGC) must follow the requirements of the Basic Principles of organization and order of switching at substations of a new generation to be performed from a workstation of operating and supervisory personnel, approved by SO UPS, FGC UES and IDGC Holding on 31.08.2011."

1.2. To amend annex # 1 to the Agreement (the "List of key documents governing the order of technological interaction between DGC and RDU") as follows:

In section 5 of annex # 1 to the Agreement (the "Standards that are mandatory for the System operator and IDGC») paragraph 5.4 to read as follows:

"5.4. Standard SO UPS STO 59012820.29.240.001-2011 "Automatic emergency response control mode of power systems. Emergency automation of power systems. Terms of organizing the process. Conditions of creating the object. Standards and Requirements" (adopted and put into effect by order of SO UPS from 19.04.2011 # 102)".

In part, unaffected by the Amendment, the terms of the Agreement remain unchanged.

Duration of the Amendment:

The Amendment (with the exception of the second paragraph of item 1.1) shall enter into force upon signature by the Parties.

The second paragraph of item 1.1 of the Amendment and, accordingly, paragraph 4.5 of the Agreement shall enter into force on January 1, 2012.

The Amendment is valid during the term of the Agreement.

Item 20: On approval of a paid services agreement for the examination of materials which substantiate the value of the standard of technological energy losses in electric networks, concluded between OJSC "Research and Development Engineering Center of Interregional Distribution Grid Companies" and IDGC of Centre, which is a transaction of interest.

Decision:

1. To determine that the price of the services for the examination of materials which substantiate the value of the standard of technological energy losses in electric networks, concluded between OJSC "Research and Development Engineering Center of Interregional Distribution Grid Companies" and IDGC of Centre is 16 663 000,00 (Sixteen million six hundred and sixty-three thousand) rubles and 00 kopecks, including VAT 18% - 2 541 813 (Two million five hundred and forty-one thousand eight hundred and thirteen) rubles 56 kopecks in accordance with the Agreement on the contracted price, agreed by the Parties per Appendix # 2 to the Agreement, including the cost of services for each of the branches corresponds to the data given below:

| Branch/RF Subject | Price, rubles (without VAT) | VAT, rubles | Price, rubles (with VAT) |
|--------------------------------|-----------------------------|---------------------|--------------------------|
| Belgorodenergo | 1 562 711,86 | 281 288,14 | 1 844 000,00 |
| Bryanskenergo | 1 729 661,02 | 311 338,98 | 2 041 000,00 |
| Voronezhenergo | 892 372,88 | 160 627,12 | 1 053 000,00 |
| Kostromaenergo | 1 730 508,47 | 311 491,53 | 2 042 000,00 |
| Kurskenergo | 1 283 898,31 | 231 101,69 | 1 515 000,00 |
| Lipetskenergo | 1 450 847,46 | 261 152,54 | 1 712 000,00 |
| Smolenskenergo | 949 152,54 | 170 847,46 | 1 120 000,00 |
| Tambovenergo | 1 394 067,80 | 250 932,20 | 1 645 000,00 |
| Tverenergo | 1 394 067,80 | 250 932,20 | 1 645 000,00 |
| Yarenergo | 1 733 898,31 | 312 101,69 | 2 046 000,00 |
| Total for the Agreement | 14 121 186,44 | 2 541 813,56 | 16 663 000,00 |

2. To approve the paid services agreement for the examination of materials which substantiate the value of the standard of technological energy losses in electric networks, (Appendix # 10 to this decision of the Board of Directors of the Company), concluded between IDGC of Centre and OJSC "Research and Development Engineering Center of Interregional Distribution Grid Companies" and which is a transaction of interest, on the following essential conditions:

Parties:

«Contractor» - OJSC "Research and Development Engineering Center of Interregional Distribution Grid Companies";

«Customer» - IDGC of Centre

Subject of the agreement:

The Contractor agrees pursuant to the instruction of the Customer to perform the following services:

1.1. To perform examination of materials which substantiate the standard value of technological losses of electricity during its transmission through the electric grid of IDGC of Centre, including by branches "Belgorodenergo", "Bryanskenergo", "Voronezhenergo", "Kostromaenergo", "Kurskenergo", "Lipetskenergo", "Smolenskenergo", "Tambovenergo", "Tverenergo", "Yarenergo" (hereinafter - the grid of the Customer) submitted for approval to the Russian Ministry of Energy, in accordance with Resolution of the Government of the Russian Federation "On the Ministry of Energy of the Russian Federation" # 400 of 28.05.2008 and in accordance with the Administrative regulations of the Ministry of Industry and Energy of RF in the execution of state function according to norms of technological losses of electricity during its transmission through electric grids approved by order of the Ministry of Industry and Energy of RF dated from 01.11.2007 # 470 (hereinafter - Regulations);

1.2. To prepare an expert opinion on compliance with the Regulations on the organization in the Ministry of Energy of Russia of works on calculation and justification of the norms of technological losses of electricity

during its transmission through electric grids, approved by order of the Russian Energy Ministry dated from 30.12.2008 # 326 (hereinafter – the instruction);

1.3. To take part in the review and approval in the Ministry of Energy of the Russian Federation of standards of technological losses of electricity during its transmission through the electric grid of the Customer.

The Customer agrees to accept in the absence of defects the services specified in section 1.1. of the Agreement, provided in accordance with the requirements of this Agreement, and pay in full the Contractor the cost of services rendered in accordance with the terms and conditions of the Agreement.

Price of the Agreement:

The total price of the Agreement is 16 663 000,00 (Sixteen million six hundred and sixty-three thousand) rubles and 00 kopecks, including VAT 18% - 2 541 813 (Two million five hundred and forty-one thousand eight hundred and thirteen) rubles 56 kopecks in accordance with the Agreement on the contracted price, agreed by the Parties per Appendix # 2 to the Agreement, including the cost of services for each of the branches corresponds to the data given below:

| Branch/RF Subject | Price, rubles (without VAT) | VAT, rubles | Price, rubles (with VAT) |
|-------------------------|-----------------------------|---------------------|--------------------------|
| Belgorodenergo | 1 562 711,86 | 281 288,14 | 1 844 000,00 |
| Bryanskenergo | 1 729 661,02 | 311 338,98 | 2 041 000,00 |
| Voronezhenergo | 892 372,88 | 160 627,12 | 1 053 000,00 |
| Kostromaenergo | 1 730 508,47 | 311 491,53 | 2 042 000,00 |
| Kurskenergo | 1 283 898,31 | 231 101,69 | 1 515 000,00 |
| Lipetskenergo | 1 450 847,46 | 261 152,54 | 1 712 000,00 |
| Smolenskenergo | 949 152,54 | 170 847,46 | 1 120 000,00 |
| Tambovenergo | 1 394 067,80 | 250 932,20 | 1 645 000,00 |
| Tverenergo | 1 394 067,80 | 250 932,20 | 1 645 000,00 |
| Yarenergo | 1 733 898,31 | 312 101,69 | 2 046 000,00 |
| Total for the Agreement | 14 121 186,44 | 2 541 813,56 | 16 663 000,00 |

Payment procedure:

The Customer performs the payment by transferring money in Russian rubles to the account of the Contractor in the following order:

The first (advance) payment under this agreement in the amount of 30% of the price specified in paragraph 6.1. of this Agreement shall be made within five (5) working days after the signing of this Agreement and receipt of the Contractor's invoice.

The second payment under this Agreement in the amount of 70% of the price specified in paragraph 6.1 of this Agreement shall be made within five (5) working days from the date of signature of the Act of Acceptance of the services rendered by the Parties.

Duration of the services provision:

The Contractor following the results of the services provision shall submit the following documents to the Customer by December 1, 2011:

- an expert opinion on materials of the Customer justifying the standard of technological losses of electricity;
- an extract from the order of the Russian Energy Ministry with an indication of approved standards of technological losses of electricity.

The Contractor reserves the right to pre-term delivery of services for each stage of this Agreement.

The terms of the services provision under this Agreement may be extended by agreement of the Parties that should be in the form of an amendment to the Agreement.

Duration of the Agreement:

The Agreement shall enter into force upon signature by both Parties and shall continue until full performance of the obligations by the parties under the Agreement.

Item 21. On approval of an amendment to agreement for the provision of road transport services for IDGC of Centre dated from 08.02.2011 # 7700/00010/11, concluded between NIC EES and IDGC of Centre, which is a transaction of interest.

Decision:

1. To determine that taking into account the amendment the price of agreement for the provision of road transport services for IDGC of Centre dated from 08.02.2011 # 7700/00010/11 is 104 640 490,80 (One hundred and four million six hundred forty thousand four hundred ninety) rubles 80 kopecks, including VAT (18%) 15 962 108,77 (Fifteen million nine hundred and sixty-two thousand one hundred and eight) rubles 77 kopecks.

2. To approve the amendment to agreement for the provision of road transport services for IDGC of Centre dated from 08.02.2011 # 7700/00010/11 (hereinafter - the Amendment, Appendix # 11 to this decision of the

Board of Directors of the Company), concluded between NIC EES and IDGC of Centre, which is a transaction of interest, on the following essential conditions:

Parties of the Amendment:

Customer – IDGC of Centre;

Contractor – NIC EES.

Subject of the Amendment:

"1. Paragraph 4.2 of the Agreement shall read as follows:

"4.2. The cost of services per month is determined by the Parties pursuant to Appendix # 1 to the Agreement in the amount of 4 360 020.45 (Four million three hundred sixty thousand and twenty) rubles 45 kopecks, including 18% VAT - 665 087.87 (Six hundred sixty-five thousand and eighty seven) rubles 87 kopecks.

The total cost of services under the Agreement is 104 640 490.80 (One hundred four million six hundred forty thousand four hundred ninety) rubles 80 kopecks, including VAT (18%) 15 962 108.77 (Fifteen million nine hundred and sixty-two thousand one hundred and eight) rubles 77 kopecks".

2. Item 7.1 of the Agreement shall read as follows:

"7.1. The Agreement shall enter into force upon signature and shall be valid until 31 December 2012. The Agreement applies to relations between the parties in fact have arisen from 01.01.2011".

3. Item 7.2 of the Agreement shall read as follows:

"7.2. Duration of the services provision from 01.01.2011 to 31.12.2012".

Price of the Amendment:

To determine that the price of the services of the Contractor per month is determined by the Parties pursuant to Appendix # 1 to the Agreement in the amount of 4 360 020,45 (Four million three hundred sixty thousand and twenty) rubles 45 kopecks, including 18% VAT - 665 087.87 (Six hundred sixty-five thousand and eighty seven) rubles 87 kopecks.

Taking into account the amendment the price of the services under the Agreement is 104 640 490,80 (One hundred and four million six hundred forty thousand four hundred ninety) rubles 80 kopecks, including VAT (18%) 15 962 108.77 (Fifteen million nine hundred and sixty-two thousand one hundred and eight) rubles 77 kopecks.

Duration of the services provision: from 01.01.2011 to 31.12.2012.

Duration of the Amendment:

The Amendment shall enter into force from the date of its signing by both Parties and is valid within the term of the Agreement.

Item 22. On approval of a contract for construction and installation work, concluded between JSC «Energy Service Company» and IDGC of Centre (IDGC of Centre-Kurskenergo division), which is a transaction of interest.

Decision:

1. To determine that the price of the contract for construction and installation work, concluded between IDGC of Centre (IDGC of Centre-Kurskenergo division) and JSC «Energy Service Company», which is a transaction of interest, in the amount of 73 816 976 (seventy three million eight hundred and sixteen thousand nine hundred seventy-six) rubles 00 kopecks including VAT.

2. To approve the contract for construction and installation work, concluded between IDGC of Centre (IDGC of Centre-Kurskenergo division) and JSC «Energy Service Company» (Appendix # 12 to this decision of the Board of Directors of the Company), which is a transaction of interest, on the following essential conditions:

Parties of the Agreement:

«Customer» – IDGC of Centre (IDGC of Centre-Kurskenergo division);

«Contractor» – JSC «Energy Service Company».

Subject of the Agreement: Under the Agreement the Contractor shall pursuant to the instruction of the Customer and in accordance with the approved design and other technical documentation to perform construction and installation works with the supply of materials for the project: "Construction and installation works and materials for the reconstruction of OPL-10-0,4 kV" and pass the result to the Customer, and the Customer agrees to accept the result of work and pay for it in the manner specified in the agreement.

Price of the Agreement: The price of the agreement in accordance with the Summary estimate (Appendix # 1 to the agreement) is 62 556 759 (sixty two million five hundred and fifty-six thousand seven hundred fifty-nine) rubles 32 kopecks, plus VAT (18%) is 11 260 216 (eleven million two hundred sixty thousand two hundred sixteen) rubles 68 kopecks. Total with VAT (18%) the agreement value is 73 816 976 (seventy three million eight hundred and sixteen thousand nine hundred seventy-six) rubles 00 kopecks.

Duration of the Agreement: The Agreement shall enter into force upon signature by both Parties and shall continue until full performance of the obligations by the parties under the Agreement.

Other essential terms and conditions:

Execution of works and preparation of the facility by the Contractor to put it into operation is performed per the Schedule of execution of supply, works (services) with the indicated activities and terms of supply, works and services, associated works and services.

Item 23. On approval of internal documents of the Company - The Regulations on the procedure of the regulated purchase of goods, works and services for IDGC of Centre in a new edition.

Decision:

To approve the Regulations on the procedure of the regulated purchase of goods, works and services for IDGC of Centre in a new edition in accordance with Appendix # 13 to this decision of the Board of Directors of the Company.

To recognize the Regulations on the procedure of the regulated purchase of goods, works and services for IDGC of Centre, approved by the decision of the Board of Directors on 28.03.2008 (Minutes # 06/08 of 28.03.2008) to have lost its force.

2.2. Date of the meeting of the Board of Directors of the issuer, at which the corresponding decision is taken: **26.12.2011.**

2.3. Date of drawing up and number of the Minutes of the meeting of the Board of Directors of the issuer, at which the corresponding decision is taken: **Minutes # 27/11 of 29.12.2011.**

3. Signature

3.1. Director of Corporate Governance

- Head of corporate governance and interaction with shareholders Department, acting under power of attorney # D-CA/12 dated from 27.01.2011.

(signature)
Stamp here.

V.A. Alimenko

3.2. Date «29» December 2011.