

**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 2012.

DRAFT RESOLUTION:

1. To approve the Company's annual report for 2012, the Company's annual accounting statements for 2012.
2. To approve the following profit (loss) distribution of the Company according to the results of 2012 fiscal year:

| | <i>(thousand RUB)</i> |
|---|-----------------------|
| <i>Retained earnings (loss) for the reporting period:</i> | <i>3 450 694</i> |
| <i>To distribute to:</i> | |
| <i>Reserve fund</i> | <i>0</i> |
| <i>Profit for development</i> | <i>2 587 759</i> |
| <i>Dividends</i> | <i>862 935</i> |
| <i>Repayment of losses of previous years</i> | <i>0</i> |

3. To pay dividends on common stocks of the Company following the results of 2012 in the amount of 0,02044 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. *Sergey Alexandrovich Arkhipov - Deputy Executive Director – Technical Director of IDGC Holding*
2. *Valery Anatolyevich Goncharov - Deputy Executive Director for Investment of IDGC Holding*
3. *Sergey Alexandrovich Demin - First Deputy General Director of FGC UES – MES of Centre – Chief Engineer*
4. *Olga Valentinovna Zuikova - Head of Directorate for Production Control and Labour Protection of IDGC Holding*
5. *Vladimir Vyacheslavovich Inozemtsev - Director for Electric Energy Delivery and Energy Conservation of IDGC Holding*
6. *Oleg Yuryevich Isaev - Acting General Director of IDGC of Centre*
7. *Madina Valeryevna Kaloeva - Deputy Director of Corporate Governance, Pricing Environment and Auditing in fuel-and-power sector of Ministry of Energy of Russia*
8. *Alexey Valeryevich Molsky - Deputy Chairman of the Management Board of FGC UES*
9. *Maxim Mikhailovich Saukh - Head of Corporate Governance and Investor Relations Department of IDGC Holding*
10. *Xenia Valeryevna Khokholkova - Head of Disclosure Section of Corporate Governance and Investor Relations Department of IDGC Holding*
11. *Oxana Vladimirovna Shatokhina - Director for Economy of IDGC Holding*
12. *Alexander Grigoryevich Starchenko - Director for Power Engineering of NLMK*
13. *Sergey Vladimirovich Chebotarev - Head of Power Engineering Policy Office of NLMK*
14. *Tatiana Petrovna Dronova - ZAO "Investment Holding "Energy Alliance", Deputy General Director for Strategy and Development*
15. *Alexander Markovich Branis - Prosperity Capital Management (Russian Federation) Ltd., Director*
16. *Denis Alexandrovich Spirin - Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Director for Corporate Governance*
17. *Roman Alexeyevich Filkin - Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Co-Director, power engineering, machine building*

18. Denis Viktorovich Kulikov - Nonprofit organization Association for Protection of rights of investors, Executive Director
19. Alexander Viktorovich Shevchuk - Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director
20. Demid Vadimovich Fedorov - Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director

ITEM 3: Election of members of the Audit Commission of the Company.

DRAFT RESOLUTION: To elect the following candidate members of the Company's Audit Commission:

1. Marina Alexeyevna Lelekova - Head of Control and Audit Department of FGC UES
2. Galina Ivanovna Meshalova - Chief Expert of Audit and Expertise Section of Internal Audit and Risk Management Department of IDGC Holding
3. Igor Yuryevich Bogachev - Leading Expert of Audit and Expertise Section of Internal Audit and Risk Management Department of IDGC Holding
4. Olga Vladimirovna Golubeva - Leading Expert of Corporate Governance Analysis and Control Section of Corporate Governance and Investor Relations Department of IDGC Holding
5. Ivan Alexeyevich Gaychenya - First Deputy Director for Security of FGC UES
6. Igor Georgiyevich Polovnev - Nonprofit organization Association for Protection of rights of investors, Financial Director
7. Sergey Vadimovich Pokrovsky - Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director

ITEM 4: Approval of the Company's Auditor.

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