

## 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

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>4/2, Glukharev Lane, Moscow, 129090</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.mrsk-1.ru/ru/information/">http://www.mrsk-1.ru/ru/information/</a>

### 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:

The quorum for all the items is present.

Voting results:

Item 1: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 2: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 3: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 4: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 1.  
Item 5: «FOR» - 6; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 6: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 7: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 8: «FOR» - 8; «AGAINST» - 1; «ABSTAINED» - 0.  
Item 9: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 2.  
Item 10: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 11: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 1.

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

**Item 1. On consideration of the report of the General Director of the Company «On the credit policy of the Company in 4Q 2011».**

**Decision:**

To take into consideration the report of the General Director of the Company «On the credit policy of the Company in 4Q 2011 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

**Item 2. On consideration of the report of the General Director of the Company «On the risks implementation», including the proposals of the Company for management decisions to reduce costs, both operating and investment.**

**Decision:**

To take into consideration the report of the General Director of the Company «On the risks implementation», including the proposals of the Company for management decisions to reduce costs, both operating and investment in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

To assign General Director of the Company to submit a report on the implementation of risks on the basis of the taken tariff and balance decisions. Deadline: no later than 01.08.2012.

**Item 3. On consideration of the report of the General Director of the Company «On the 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» in Q1 2012».**

**Decision:**

To take into consideration the report of the General Director of the Company «On the 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» in Q1 2012» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

**Item 4. On approval of internal documents of the Company - amendments and additions to the Regulations on the disposal of housing and communal facilities of IDGC of Centre, approved by the decision of the Board of Directors of IDGC of Centre on 30.11.2009 (Minutes # 21/09 of 02.12.2009).**

**Decision:**

1. To approve the amendments and additions to the Regulations on the disposal of housing and communal facilities of IDGC of Centre, approved by the decision of the Board of Directors of IDGC of Centre on 30.11.2009 (Minutes # 21/09 of 02.12.2009), in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
2. General Director of the Company to ensure development and introduction into effect the Regulations on the disposal of housing and communal facilities of IDGC of Centre starting from 01.07.2012.

**Item 5. On approval of an agreement for the provision of services for the «All-Russian competition in professional skills of crews of Services of insulation and surge protection of electrical equipment in the distribution grid complex of IDGC Holding in 2012», concluded between IDGC of Centre and IDGC of South, which is a transaction of interest.**

**Decision:**

1. To determine that the price of the agreement for the provision of services for the «All-Russian competition in professional skills of crews of Services of insulation and surge protection of electrical equipment in the distribution grid complex of IDGC Holding in 2012», concluded between IDGC of Centre and IDGC of South is 989 600,00 (Nine hundred eighty-nine thousand six hundred) rubles 00 kopecks, including VAT 18% - 150 955,93 (One hundred and fifty thousand nine hundred fifty five) rubles 93 kopecks per the agreement cost estimate.
2. To approve the agreement for the provision of services for the «All-Russian competition in professional skills of crews of Services of insulation and surge protection of electrical equipment in the distribution grid complex of IDGC Holding in 2012», concluded between IDGC of Centre and IDGC of South (hereinafter – the Agreement, Appendix # 5 to this decision of the Board of Directors of the Company), on the following essential conditions:

**Parties of the Agreement:**

Customer - IDGC of Centre.

Contractor - IDGC of South.

**Subject of the Agreement:**

Contractor agrees to provide services for organizing and conducting Activities on the basis of the existing substation 110/10-10 kV "Jubilee" of IDGC of South - Astrakhanenergo branch in the city of Astrakhan, from 9 to September 15, 2012, in accordance with the Regulations on holding the All -Russian competition in professional skills of crews of Services of insulation and surge protection of electrical equipment in the distribution grid complex of IDGC Holding, and Customer shall pay for the services in accordance with the terms of the Agreement.

**Price of the Agreement:**

The price of the Agreement is 989 600,00 (Nine hundred eighty-nine thousand six hundred) rubles 00 kopecks, including VAT 18% - 150 955,93 (One hundred and fifty thousand nine hundred fifty five) rubles 93 kopecks per the agreement cost estimate (Appendix # 3 to the Agreement).

**Payment terms:**

Payment for the services under the Agreement at the rate of 100% of the amount specified in paragraph 4.1. of the Agreement is made by transferring money to the account of the Customer within five banking days from the date of signing of the Agreement by the Parties.

**Duration of the Agreement:**

The Agreement enters into force from the date of signing and is valid until the Parties fulfill their obligations under the Agreement in full.

**Item 6. On the prior approval of the decision made by the Company of a transaction, involving the alienation of immovable property, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy, located at: Voronezh, workers' settlement of Somovo, by means of public offer.**

**Decision:**

To approve the decision made by the Company of a transaction, involving the alienation of immovable property, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy, located at the address: Voronezh, workers' settlement of Somovo, by means of public offer, on the following essential conditions:

- **the alienated property**, located at the address: Voronezh region, Voronezh, workers' settlement of Somovo (Appendix # 6 to this decision of the Board of Directors);

- **the book (depreciated) value** of the alienated asset as of 01.10.2011 is 29 835 312 (Twenty-nine million eight hundred and thirty-five thousand three hundred twelve) rubles 26 kopecks;

- **the way of alienation** - sale by means of public offer

(with a step change in the price of the original proposal to the minimum offer price, in accordance with the Regulations on the organization of the sale of non-core assets of IDGC of Centre), approved by the decision of the Board of Directors of IDGC of Centre on 14.11.2008 (Minutes # 18/08), open for participation;

- **initial offer price** – is equal to the initial price of the property disposed of by auction, declared invalid in the amount of 58 728 500 (Fifty-eight million seven hundred and twenty-eight thousand five hundred) rubles 00 kopecks (excluding 18% VAT);

- **minimal offer price** – 50 % of the price of the original proposal, in the amount of 29 364 250 (Twenty-nine million three hundred and sixty-four thousand two hundred and fifty) rubles 00 kopecks (excluding 18% VAT);

- **the order (term) of payment** - by cash, before the transfer of ownership of the property within 14 (fourteen) business days from the date of signing the buy and sell agreement for the property by the parties the Buyer transfers the monetary funds to the settlement account of the Seller.

**Item 7. On approval of amendment # 4 to non-residential premises lease agreement dated from 31.10.2006 # 34-Buh-06/a-1, concluded between IDGC of Centre and SO UPS, which is a transaction of interest.**

**Decision:**

1. To determine the price of amendment # 4 to non-residential premises lease agreement dated from 31.10.2006 # 34-Buh-06/a-1, concluded between IDGC of Centre (IDGC of Centre – Bryanskenergo division) and SO UPS (Branch of SO UPS Smolensk TCC), which is a transaction of interest, in the amount of 4 972,98 (Four thousand nine hundred and seventy-two) rubles 98 kopecks, including 18% VAT - 758,59 (Seven hundred and fifty-eight) rubles 59 kopecks per month, for the period from 01.01.2012 to 31.12.2012.

The rent includes utilities.

2. To approve amendment # 4 to non-residential premises lease agreement dated from 31.10.2006 # 34-Buh-06/a-1, concluded between IDGC of Centre (IDGC of Centre – Bryanskenergo division) and SO UPS (Branch of SO UPS Smolensk TCC) (Appendix # 7 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:**

IDGC of Centre - the Lessor;

SO UPS - the Lessee.

**Subject of the Agreement:**

To amend non-residential premises lease agreement dated from 31.10.2006 # 34-Buh-06/a-1 (hereinafter-the Agreement) as follows:

«1.1. In connection with the state registration of changes to the Articles of Association of SO UPS, related to a change in the location of the Branch of SO UPS Smolensk TCC (certificate of registration in the Unified State Register of Legal Entities series 77 # 013866054 of 22.11.2010), in section 16 of the Agreement the address and details of the Lessee to read as follows:

SO UPS

109074, Moscow, Kitaigorodskiy proezd 7, buiding 3.

TIN 7705454461, CRR 9974500001

Branch of SO UPS Smolensk TCC

214019, Smolensk, Molodezhniy pereulok 5

TIN 7705454461, CRR 673243001

All-Russian Classifier of Businesses and Organizations 25771709

settlement account 40702810600440000004

in Branch # 3652 of VTB 24 Bank (Closed joint-stock company) in Voronezh

correspondent account 30101810100000000738 in Main Financial Settlements Center of General Office of Central Bank of Russia in the Voronezh region in the city of Voronezh

BIC 042007738.

1.2. Items 2.1.-2.3. of Section 1 of the Agreement shall be items 1.1.-1.3. of Section 1 of the Agreement.

1.3. Item 2.1. of Section 2 of the Agreement to read as follows:

«The monthly rent for the use of the «Facility» from 01.01.2012 to 31.12.2012 in accordance with the Cost of Rent Estimate (Appendix # 1 to the Agreement) is 4 972,98 (Four thousand nine hundred and seventy-two) rubles 98 kopecks, including 18% VAT - 758,59 (Seven hundred and fifty-eight) rubles 59 kopecks».

1.4. To read Appendix # 1 to the Agreement in the edition of Appendix #1 to the Amendment».

**Price of the Agreement:**

The monthly rent for the use of the demised premises is 4 972,98 (Four thousand nine hundred and seventy-two) rubles 98 kopecks, including 18% VAT - 758,59 (Seven hundred and fifty-eight) rubles 59 kopecks per month, for the period from 01.01.2012 to 31.12.2012.

The rent includes utilities.

**Duration of the Agreement:**

The Agreement shall enter into force upon its signature by the Parties. The terms and conditions of item 1.1. of the Agreement cover the relations of the Parties arising from 22.11.2010. The terms and conditions of item 1.3. of the Agreement cover the relations of the Parties arising from 01.01.2012.

**Item 8. On participation of IDGC of Centre in Nonprofit Partnership «National Committee CIRED. Electric power distribution system».**

**Decision:**

To approve the participation of IDGC of Centre in Nonprofit Partnership «National Committee CIRED. Electric power distribution system» on the following conditions:

- the size of the entrance fee is - 6 000 (six thousand) rubles 00 kopecks;
- the amount of quarterly dues voluntary is - 3 000 (three thousand) rubles 00 kopecks;
- the order of payment of quarterly voluntary dues – no later than the first day of the first month of every quarter or every month not later than 5 days prior to the beginning of the month for which dues are paid;
- members of the Partnership shall pay quarterly voluntary membership fees from next month after a decision on their membership in the Partnership is taken at a meeting of the Board.
- The size and order of payment of membership dues is established by the Partnership and approved by the Partnership's Board as proposed by the Partnership's Management Board at least 20 days prior to the start of each quarter.

**Item 9. On approval of the Annual integrated purchasing program of IDGC of Center for 2012.**

**Decision:**

To approve the Annual integrated purchasing program of IDGC of Center for 2012 in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

**Item 10. On approval of the Head and members of the Central purchasing authority of the Company.**

**Decision:**

To defer consideration of this item at a later date.

**Item 11. Consideration of the report of the General Director of the Company «On execution of the assignment of the Board of Directors of IDGC of Centre, given on 28.03.2012 (Minutes # 06/12 of 02.04.2012) while considering item # 12 «Consideration of the report of the General Director of the Company «On the results of implementation of the construction management system for the most important investment projects and the given system start of operation»».**

**Decision:**

To take into consideration the report of the General Director of the Company «On execution of the assignment of the Board of Directors of IDGC of Centre, given on 28.03.2012 (Minutes # 06/12 of 02.04.2012) while considering item # 12 «Consideration of the report of the General Director of the Company «On the results of implementation of the construction management system for the most

important investment projects and the given system start of operation»» in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **27.04.2012.**

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 # 09/12 of 28.04.2012.**

### 3. Signature

3.1. Director of Corporate Governance –  
Head of corporate governance and interaction  
with shareholders Department,  
acting under power of attorney  
# D-CA/177 dated from 09.12.2011.

\_\_\_\_\_  
(signature)

V.A. Alimenko

Stamp here.

3.2. Date «28» April 2012.