

## 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>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.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» - 10; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 2: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 3: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.
- Item 4: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.
- Item 5: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 6: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 7: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 1.
- Item 8: «FOR» - 5; «AGAINST» - 0; «ABSTAINED» - 4.
- Item 9: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.
- Item 10: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 3.
- Item 11: «FOR» - 6; «AGAINST» - 0; «ABSTAINED» - 3.
- Item 12: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 13: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 14: «FOR» - 9; «AGAINST» - 1; «ABSTAINED» - 0.
- Item 15: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.
- Item 16: «FOR» - 9; «AGAINST» - 1; «ABSTAINED» - 0.

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

#### **Item 1. Election of Chairperson of meetings of the Board of Directors of the Company.**

##### **Decision:**

To assign Member of the Board of Directors of the Company, Alexey Vladimirovich Demidov, to exercise the functions of Chairperson at meetings of the Board of Directors of the Company until Chairperson of the Board of Directors is elected.

#### **Item 2. On consideration of the report of the General Director of the Company «On implementation of risks following the adoption of tariff and balance decisions».**

##### **Decision:**

To defer consideration of this item at a later date.

#### **Item 3. On approval of the report of the General Director of the Company «On the execution of the Annual integrated purchasing program in 1Q 2012».**

##### **Decision:**

To approve the report of the General Director of the Company «On the execution of the Annual integrated purchasing program in 1Q 2012» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

#### **Item 4. On consideration of the report of the General Director of the Company «On the execution of the Program of energy saving and energy efficiency of IDGC of Centre for 2012 in 1Q 2012».**

##### **Decision:**

To take into consideration the report of the General Director of the Company «On the execution of the Program of energy saving and energy efficiency of IDGC of Centre for 2012 in 1Q 2012» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

**Item 5. On consideration of the report of the General Director of the Company «On the execution of regulations for the establishment of indicators of reliability and quality of services provided by the branches of the Company».**

**Decision:**

To take into consideration the report of the General Director of the Company «On the execution of regulations for the establishment of indicators of reliability and quality of services provided by the branches of the Company» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

**Item 6. On approval of the sale and purchase agreement, concluded between IDGC of Centre and SO UES, which is a transaction of interest.**

**Decision:**

1. To determine the price of the sale and purchase agreement of engineering systems equipment, concluded between IDGC of Centre and SO UES, which is a party related transaction, on the basis of a report of the independent appraiser LLC Partnership "Assessment Agency" of 01.03.2012 # 3381 in the amount of 74 340 (Seventy-four thousand three hundred forty) rubles 00 kopecks, including VAT (18%) 11 340 (Eleven thousand three hundred forty) rubles 00 kopecks.
2. To approve the sale and purchase agreement of engineering systems equipment to be concluded between IDGC of Centre and SO UES, which is a party related transaction (hereinafter - the Agreement, Appendix # 4 to this decision of the Board of Directors of the Company), on the following essential conditions:

**Parties of the Agreement:**

«Buyer» - IDGC of Centre;

«Seller» - SO UES.

**Subject of the Agreement:**

Seller transfers the title of the engineering systems equipment to the Buyer, installed at the city of Kostroma, Prospect Mira, 53 (hereinafter - Equipment - Appendix # 3 to the Agreement) and Buyer accepts and pays for the equipment specified under the terms of the Agreement.

**Price of the Agreement:**

The price of the Agreement is determined based on the report of the independent appraiser LLC Partnership "Assessment Agency" of 01.03.2012 # 3381 in the amount of 74 340 (Seventy-four thousand three hundred forty) rubles 00 kopecks, including VAT (18%) 11 340 (Eleven thousand three hundred forty) rubles 00 kopecks.

**Validity of the Agreement:**

The Agreement shall enter into force upon signature by the Parties and covers the relationship of the Parties starting from July 1, 2012, and is valid until September 1, 2012.

**Final provisions:**

Any changes or additions to the Agreement shall be valid, provided they are made in writing and signed by duly authorized representatives of the Parties, except in cases established by the Agreement.

**Item 7. On approval of the commercial property lease agreement, concluded between IDGC of Centre (IDGC of Centre – Smolenskenergo division) and SO UES (Smolensk TCC, a branch of SO UES), which is a transaction of interest.**

**Decision:**

1. To determine that the rent for the use and possession of "Leased premises" under the lease agreement, concluded between IDGC of Centre (IDGC of Centre – Smolenskenergo division) and SO UES (Smolensk TCC, a branch of SO UES), which is a party related transaction, is 14 537 (Fourteen thousand five hundred thirty seven) rubles 16 kopecks, including 18% VAT – 2 217 (Two thousand two hundred seventeen) rubles 53 kopecks, for eleven months. The rent under the Agreement includes payment for utilities, electricity and heating.
2. To approve the commercial property lease agreement of IDGC of Centre (IDGC of Centre – Smolenskenergo division) and SO UES (Smolensk TCC, a branch of SO UES), which is a party related transaction (hereinafter - the Agreement, Appendix # 5 to this decision of the Board of Directors of the Company), the following essential conditions:

**Parties of the Agreement:**

Lessee - SO UES (Smolensk TCC, a branch of SO UES).

Lessor - «IDGC of Centre (IDGC of Centre – Smolenskenergo division).

**Subject of the Agreement:**

Lessor shall provide Lessee for temporary and compensatory use and possession the "Leased premises", namely a part of non-residential premises, the total area of 0.36 (Zero point thirty-six hundredths) sq. m., located in the Smolensk region, Smolensk, Tenishevoy str., 33, and "Lessee" agrees to take it for the gratuitous use and possession under the terms of the Agreement.

**Price of the Agreement:**

Price of the Agreement: The size of the rent for the use and possession of the "Leased premises" is set in a fixed amount of 14 537 (Fourteen thousand five hundred thirty seven) rubles 16 kopecks, including 18% VAT – 2 217 (Two thousand two hundred seventeen) rubles 53 kopecks, for eleven months.

The rent under the Agreement includes payment for utilities, electricity and heating.

**Payment procedure:**

Lessee shall pay rent on a monthly basis in the amount of 1 321 (One thousand three hundred twenty-one) rubles 56 kopecks, including 18% VAT - 201 (Two hundred and one) rubles 59 kopecks.

The rent for the past month is transferred to the Lessor's account by Lessee not later than the 15th (fifteenth) day of the month following the reporting period, based on the Lessor's invoice.

**Validity of the Agreement:**

The Agreement shall enter into force upon its signing by the Parties and is valid until 30.11.2012. The Agreement covers the relationship of the Parties arising from 01.01.2012. In the event no later than 30 days before the end of the lease either Party notifies in writing the other party of its refusal to extend the Agreement, it is considered to be prolonged for the same period.

**Item 8. On approval of amendment #1 agreement for the experimental design and technological work on the development of a sample pole-mounted transformer substation of 6-10/0.4 kV, the design and technological documentation for it dated from 11.04.2012 №7800/00051/12, concluded between IDGC of Centre and OJSC "Research and Engineering Center of Interregional Distribution Grid Companies", which is a transaction of interest.**

**Decision is not taken.**

**Item 9. On coordination of holding positions in the governing bodies of other organizations by members of the Management Board of the Company.**

**Decision:**

1. To coordinate holding positions of Dmitry Alexandrovich Andryushin, Member of the Company's Management Board, in the Board of Directors of JSC "Yargorelectroset".
2. To coordinate holding positions of Dmitry Igorevich Gotlib, Member of the Company's Management Board, in the Board of Directors of JSC "Energy Service Company", JSC "Yargorelectroset".
3. To coordinate holding positions of Konstantin Nikolayevich Orlov, Member of the Company's Management Board, in the Board of Directors of JSC "Energetik", JSC "Yargorelectroset".
4. To coordinate holding positions of Olga Vladimirovna Tkacheva, Member of the Company's Management Board, in the Board of Directors of JSC "Centre of Innovations and Energy Efficiency".

**Item 10. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC "Energy Service Company": «On approval of the target values of annual and quarterly key performance indicators of the Company for 2012».**

**Decision:**

To assign representatives of IDGC of Centre regarding the agenda item of the meeting of the Board of Directors of JSC "Energy Service Company" «On approval of the target values of annual and quarterly key performance indicators of the Company for 2012» to vote «FOR»:

*«To approve the target values of annual and quarterly key performance indicators of the Company for 2012 in accordance with the Appendix».*

**Item 11. On approval of the agreement for the provision of temporary use of places on poles of Conductor-110 kV # 126 East-Vyazma with a tap at the substation Vyazma traction, concluded between IDGC of Centre and FGC UES, which is a transaction of interest.**

**Decision:**

1. To determine that the monthly payment under the agreement for the provision of temporary use of places on poles of Conductor-110 kV # 126 East-Vyazma with a tap at the substation Vyazma traction, concluded between IDGC of Centre and FGC UES, which is a party related transaction, is 1 917,50 (One thousand nine hundred and seventeen) rubles 50 kopecks, including 18% VAT 18% - 292,50 (Two hundred and ninety two) rubles 50 kopecks.
2. To approve under the agreement for the provision of temporary use of places on poles of Conductor-110 kV # 126 East-Vyazma with a tap at the substation Vyazma traction, concluded between IDGC of Centre and FGC UES (hereinafter - the Agreement, Appendix # 7 to this decision of the Board of Directors of the Company), which is a party related transaction, on the following essential conditions:

**Parties of the Agreement:**

Customer - Open Joint Stock Company "Federal Grid Company of Unified Energy System" (FGC UES).

Contractor - Open Joint Stock Company "Interregional Distribution Grid Company of Centre» (IDGC of Centre).

**Subject of the Agreement:**

The Agreement is concluded in connection with the request of Customer to Contractor (letter #TS7/3/3477 of 24.11.2011) to provide for temporary use places on poles of Conductor-110 kV # 126 East-Vyazma with a tap at the substation Vyazma traction, concluded between IDGC of Centre and FGC UES (inventory number 360755201) (hereinafter - Conductor-110 kV, poles of the Conductor, or poles), owned by Contractor, located in Vyazma.

**Price of the Agreement:**

The monthly fee for providing temporary use of places on the poles of the Conductor 110 kV is 1 917,50 (One thousand nine hundred and seventeen) rubles 50 kopecks, including 18% VAT 18% - 292,50 (Two hundred and ninety two) rubles 50 kopecks.

**Payment procedure:**

The settlement period under the Agreement is one calendar month.

In the period up to the 3rd day of the month following the month of the Services provided Contractor shall provide the act of providing the services and the invoice for payment for the provision of places on the poles. The payment is due by the 10th day following the reporting month.

**Validity of the Agreement:**

The Agreement shall enter into force upon signature by the Parties and covers the relationship of the Parties starting from 01.07.2012 and is considered extended for a next year if during the first month of this year there no refusal from one of the parties of the Agreement or proposal for its revision.

**Item 12. On approval of amendment #3 on early termination of Agreement dated from 20.08.2009 # CT11-09/E16 “On provision of telephone communications”, concluded between IDGC of Centre and FGC UES, which is a transaction of interest.**

**Decision:**

To approve Amendment #3 on early termination of Agreement dated from 20.08.2009 # CT11-09/E16 “On provision of telephone communications”, concluded between IDGC of Centre and FGC UES, (hereinafter – Amendment, Appendix # 8 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 Amendment:**

Subscriber - FGC UES (Bryansk enterprise of transmission lines);

Contractor - IDGC of Centre (Smolenskenergo division).

**Subject of the Amendment:**

1. Contractor and Subscriber agreed to terminate Agreement dated from 20.08.2009 # CT11-09/E16 “On provision of telephone communications” from July 1, 2012.
2. For all questions which have not been solved in the text and terms of this agreement, but directly or indirectly arising from the relationship of the parties hereto, affecting property interests and goodwill of the parties of the agreement, bearing in mind the need to protect their legally protected rights and interests, the parties of the agreement will be guided by the norms and provisions of the legislation of the Russian Federation.

**Item 13. On approval of an internal document of the Company: the Internal Control Policy of IDGC of Centre in the new edition.**

**Decision:**

1. To approve the Internal Control Policy of IDGC of Centre in the new edition in accordance with Appendix # 9 to this decision of the Board of Directors.
2. To terminate the Regulations of the internal control procedures approved by the Board of Directors of the Company (Minutes 01/09 of 13.02.2009).

**Item 14. On approval of an internal document of the Company: the Regulations on the Committee for Audit of IDGC of Centre in the new edition.**

**Decision:**

To approve the Regulations on the Committee for Audit of IDGC of Centre in the new edition in accordance with Appendix # 10 to this decision of the Board of Directors.

**Item 15. On agreement of candidates for certain positions in the executive office of the Company, determined by the Board of Directors of the Company.**

**Decision:**

To agree on the candidacy of Andrey Vadimovich Barkovsky for the position of Head of Public Relations Department of IDGC of Centre.

**Item 16. About priority directions of activity of IDGC of Centre.**

**Decision:**

1. To identify the submission to regulatory authorities of requests for tariff regulation with the return on invested capital method (RAB) as a priority activity of the Company.
2. To instruct General Director of the Company by August 31, 2012 to ensure submission to the regulatory authorities of requests for tariff regulation with the return on invested capital method (RAB).

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **31.07.2012.**

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 # 19/12 of 03.08.2012.**

### 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.

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(signature)

V.A. Alimenko

Stamp here.

3.2. Date «03» August 2012.