

## 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

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|---|--|
| 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.e-disclosure.ru/portal/company.aspx?id=7985">http://www.e-disclosure.ru/portal/company.aspx?id=7985;</a> |

<http://www.mrsk-1.ru/ru/information/>

### 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:

Total number of members of the Board of Directors: 11 persons. Participants of the meeting (who provided questionnaires): 9 persons. 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» - 9; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 5: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 6: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 7: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 8: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 9: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 10: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 11: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 12: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 0.

*A.E. Murov did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies»; A.M. Branis did not take part in the voting on this item, recognized as an interested director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».*

- Item 13: «FOR» - 5; «AGAINST» - 0; «ABSTAINED» - 4.
- Item 14: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 15: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 16: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 17: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 18: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 0.

*A.E. Murov did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».*

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

**Item 1. On approval of an internal document of the Company: the Regulations on insurance coverage of IDGC of Centre for 2013-2015.**

**Decision:**

1. To approve the Regulations on insurance coverage of IDGC of Centre for 2013-2015 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. The Regulations on insurance coverage of IDGC of Centre, approved by the decision of the Board of Directors of IDGC of Centre dated 13.11.2009 (Minutes # 19/09 of 17.11.2009) shall be considered to have lost force.

**Decision is taken.**

**Item 2. Consideration of the report of General Director of the Company «On the current situation regarding the**

**Company's activity in the area of new connections of customers to electrical networks in 1Q 2013».**

**Decision:**

To take into consideration the report of General Director of the Company «On the current situation regarding the Company's activity in the area of new connections of customers to electrical networks in 1Q 2013» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

**Decision is taken.**

**Item 3. Consideration of the report of General Director of the Company «On the results of the Company's operation through the autumn-winter 2012-2013 period».**

**Decision:**

To take into consideration the report of General Director of the Company «On the results of the Company's operation through the autumn-winter 2012-2013 period» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

**Decision is taken.**

**Item 4. Consideration of the information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 1Q 2013».**

**Decision:**

To take into consideration the information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 1Q 2013» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

**Decision is taken.**

**Item 5. Consideration of the report of General Director of the Company «On the state of reliability in 1Q 2013».**

**Decision:**

To take into consideration the report of General Director of the Company «On the state of reliability in 1Q 2013» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

**Decision is taken.**

**Item 6. Consideration of the report of General Director of the Company «On the execution of the Program to increase the reliability of IDGC of Centre for 2012-2015 in 1Q 2013».**

**Decision:**

To take into consideration the report of General Director of the Company «On the execution of the Program to increase the reliability of IDGC of Centre for 2012-2015 in 1Q 2013» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

**Decision is taken.**

**Item 7. Consideration of the report of General Director of the Company «On organization of the OSH management system in the Company in 1Q 2013».**

**Decision:**

To take into consideration the report of General Director of the Company «On organization of the OSH management system in the Company in 1Q 2013» in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

**Decision is taken.**

**Item 8. Consideration of the report of General Director of the Company «On the execution by the Company of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2013 in 1Q 2013».**

**Decision:**

To take into consideration the report of General Director of the Company «On the execution by the Company of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2013 in 1Q 2013» in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

**Decision is taken.**

**Item 9. Consideration of the report of General Director of the Company «On the execution of the Program for the implementation of environmental policy of IDGC of Centre for 2013 in 1Q 2013».**

**Decision:**

To take into consideration the report of General Director of the Company «On the execution of the Program for the implementation of environmental policy of IDGC of Centre for 2013 in 1Q 2013» in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

**Decision is taken.**

**Item 10. Consideration of the report of General Director of the Company «On execution of the KPIs by JSC "Energy Service Company" to evaluate the quality of the services provision to process calls for IDGC of Centre in April 2013».**

**Decision:**

To take into consideration the report of General Director of the Company «On execution of the KPIs by JSC "Energy Service Company" to evaluate the quality of the services provision to process calls for IDGC of Centre in April 2013» in accordance

with Appendix # 10 to this decision of the Board of Directors of the Company.

**Decision is taken.**

**Item 11. On implementation of the assignment of the Board of Directors of the Company dated 28.02.2013 (Minutes # 03/13 of 01.03.2013): on performance of an audit of the activity of JSC "Yargorelectroset" in the provision of services for the transmission of electrical energy, energy conservation, energy efficiency and reduction of electricity losses.**

**Decision:**

1. To take into consideration the Certificate to perform an audit of the activity of JSC «Yargorelectroset» in the provision of services for the transmission of electrical energy, energy conservation, energy efficiency and reduction of electricity losses» in accordance with Appendix # 11 to this decision of the Board of Directors of the Company;
2. To note that the Certificate on the checkup of the Company does not indicate data to review the following activity areas:
  - organization of contract work in the area "electric energy delivery";
  - performance of the indicators taken into account in the tariff and balance decisions and business plan for 2011-2012, in terms of revenue for electricity transmission services, the cost of compensation for losses;
  - completeness and timeliness of the formation of the documentation for the provision of services for the transmission of electrical energy (certificates of meter readings, summary spreadsheets of electricity transmitted, certificates of the provision of electricity transmission services, etc.);
  - formation of the volume of services provided: update frequency for the delivery points, matching the amount of electricity transmitted to consumers with taken readings and issued bills, timeliness and completeness of data update, data exchange with consumers of the services.
3. To instruct General Director of IDGC of Centre to ensure control over the execution by JSC «Yargorelectroset» of:
  - the assignments indicated in the Certificate to checkup the dependent subsidiary JSC «Yargorelectroset» in the provision of services for the transmission of electrical energy, energy conservation, energy efficiency and reduction of electricity losses within the set term, in accordance with Appendix # 11 to this decision of the Board of Directors of the Company;
  - the relative value of electrical energy losses in the networks of JSC «Yargorelectroset».

**Decision is taken.**

**Item 12. On approval of the Agreement for the provision of maintenance and calibration of measuring instruments for the needs of KTEZ-1, KTEZ-2 of General Directorate of JSC "TGC-2" in the Kostroma region for 2013, concluded between JSC "TGC-2" and IDGC of Centre (IDGC of Centre - Kostromaenergo division), which is a related party transaction.**

**Decision:**

1. To determine that the price of the services for the provision of maintenance and calibration of measuring instruments for the needs of KTEZ-1, KTEZ-2 of General Directorate of JSC "TGC-2" in the Kostroma region for 2013 with taking into account the calculation of the agreement price (Appendix # 4) and the Price-list for maintenance and calibration of measuring instruments (Appendix # 5) is 123 327,39 (One hundred twenty-three thousand three hundred twenty-seven) rubles 39 kopecks, including VAT (18%) 18 812,65 (Eighteen thousand eight hundred and twelve) rubles 65 kopecks.
2. To approve entering into the agreement for the provision of maintenance and calibration of measuring instruments for the needs of KTEZ-1, KTEZ-2 of General Directorate of JSC "TGC-2" in the Kostroma region for 2013 (Appendix # 12 to this decision of the Board of Directors of the Company), which is a related party transaction, on the following essential conditions:

**Parties of the Agreement:**

«Contractor» – IDGC of Centre (IDGC of Centre - Kostromaenergo division);

«Customer» – JSC "TGC-2".

**Subject of the Agreement:**

The Contractor shall, on the instructions of the Customer, provide maintenance services (if necessary) and calibration of measuring instruments in accordance with the Contractor's scope of accreditation for conducting calibration activities, according to the List of services (Appendix # 1 to the Agreement), which is an integral part of the Agreement, and the Customer undertakes to accept these services and pay for them.

The amount and timing of the services provision are determined in consultation with the Contractor on the basis of the approved by the Customer «Schedule of calibration of electrical measuring instruments» (Appendix # 2, hereinafter referred to as the schedule).

**Term of the services provision:**

Terms of the services provision are determined in accordance with the schedule of calibration of electrical measuring instruments» (Appendix # 2 to the Agreement).

**Duration of the Agreement:**

The Agreement shall enter into force upon signature by both Parties and is valid until 31.12.2013, on the condition that the obligations of the parties under this Agreement are fulfilled in full.

**Decision is taken.**

**Item 13. On approval of an internal document of the Company – the Regulations for the purchases of goods, works, services for the needs of IDGC of Centre in a new edition.**

**Decision:**

1. To approve the Regulations for the purchases of goods, works, services for the needs of IDGC of Centre in a new edition in accordance with Appendix # 13 to this decision of the Board of Directors of the Company.
2. The Regulations for the purchases of goods, works, services for the needs of IDGC of Centre, approved by the decision of the Board of Directors of IDGC of Centre dated 26.12.2011 (Minutes # 27/11 of 29.12.2011) with the amendments dated 28.03.2012 (Minutes # 06/12 of 02.04.2012) shall be considered to have lost force.

**Decision is taken.**

**Item 14. Determination of priority areas of the Company's activity: on the implementation of the provisions of Resolution of the Government of the Russian Federation # 403 of 08.05.2013 "On amendments to some acts of the Government of the Russian Federation on the functioning of territorial grid organizations".**

**Decision:**

1. To instruct General Director of the Company in accordance with the provisions of Resolution of the Government of the Russian Federation # 403 of 08.05.2013 "On amendments to some acts of the Government of the Russian Federation on the functioning of territorial grid organizations" (hereinafter – the Resolution of the Government of the Russian Federation):
  - to carry out a series of organizational measures aimed at harmonization with the executive authorities and FGC UES and the presentation to the FTS of Russia of applications on the adjustment of the consolidated forecast balance of electricity in 2013 within the deadline set by the Resolution of the Government of the Russian Federation;
  - to coordinate with the executive authorities of the Russian Federation in the field of state regulation of tariffs tariff and balance decisions that take into account the adjustment of the consolidated forecast balance of electricity in 2013.Deadline: 01.09.2013
2. Implementation of paragraph 1 to be considered a particularly important task.
3. To submit a report at a meeting of the Board of Directors of the Company on the implementation of paragraph 1 of this decision no later than 30.09.2013.

**Decision is taken.**

**Item 15. Determination of a priority area of the Company's activity: on the work organization to record data on the maximum allowed capacity of already connected customers to the Company's power grids.**

**Decision:**

1. To determine recording data on the maximum allowed capacity of already connected customers to the Company's power grids as a priority area of the Company's activity.
2. To assign General Director of the Company to ensure implementation of measures to process documents about grid connection of all already connected customers to the Company's power grids taking into account as follows:
  - for the customer group, whose maximum capacity of power installations within the balance participation boundary is at least 670 kW - until 10.07.2013;
  - for other customer groups - until 01.12.2013.
3. To inform the Board of Directors on implementation of the measures provided for by paragraph 2. of this decision within the Board of Directors review a report of the Company's General Director on execution of decisions of the Board of Directors.

**Decision is taken.**

**Item 16. On election of members of the Management Board of the Company.**

**Decision:**

To elect Sergey Yuryevich Rummyantsev - Deputy General Director for Economy and Finance of IDGC of Centre as a member of the Management Board of the Company.

**Decision is taken.**

**Item 17. On coordination of candidates for the positions in the Executive Office of the Company, determined by the Board of Directors of the Company.**

**Decision:**

To agree upon the nomination of Viktor Nikolayevich Startsun for the position of Deputy General Director for Security of IDGC of Centre.

**Decision is taken.**

**Item 18. On approval of paid services agreement to process calls for the period from 01.06.2013 to 31.12.2013, concluded between IDGC of Centre and JSC "Energy Service Company", which is a related party transaction.**

**Decision:**

1. To determine that the price of the services to process calls for the period from 01.06.2013 to 31.12.2013 under the agreement, concluded between IDGC of Centre and JSC "Energy Service Company", cannot exceed 46 388 133,68 (Forty-six million three hundred eighty-eight thousand one hundred thirty-three) rubles 68 kopecks, including 18% VAT - 7 076 155,98 (Seven million seventy-six thousand one hundred fifty-five) rubles 98 kopecks.  
If the actual cost of services during the period of the agreement reaches the maximum value specified in paragraph 4.5 of the Agreement, the Contractor stops the provision of the services.

2. To approve the paid services agreement to process calls for the period from 01.06.2013 to 31.12.2013, concluded between IDGC of Centre and JSC “Energy Service Company”, which is a related party transaction (Appendix # 14 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» - JSC “Energy Service Company”

**Subject of the Agreement:**

The Contractor shall, on the instructions of the Customer, provide services "Processing Calls", including 6 (six) types of the Services, according to the List of services (Appendix # 1 to the Agreement), which is an integral part of the Agreement, and the Customer shall accept and pay for these services.

**Price of the Agreement:**

The cost of the services to process calls for the period from 01.06.2013 to 31.12.2013 under the agreement, concluded between IDGC of Centre and JSC “Energy Service Company”, cannot exceed 46 388 133,68 (Forty-six million three hundred eighty-eight thousand one hundred thirty-three) rubles 68 kopecks, including 18% VAT - 7 076 155,98 (Seven million seventy-six thousand one hundred fifty-five) rubles 98 kopecks.

If the actual cost of services during the period of the agreement reaches the maximum value specified in paragraph 4.5 of the Agreement, the Contractor stops the provision of the services.

**Term of the services provision:** from «01» June 2013 to «31» December 2013.

**Duration of the Agreement:** The Agreement shall enter into force upon signature by both Parties and is valid until 31 December 2013, on the condition that the obligations of the parties under this Agreement are fulfilled in full. The Agreement shall apply to the relations arising from «01» June 2013.

**Decision is taken.**

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **10.06.2013.**

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 # 15/13 of 13.06.2013.**

2.5. The surname, first name and patronymic of the person, elected to the Management Board of the Company: **Sergey Yuryevich Rummyantsev.**

2.6. Share of participation in the authorized capital of the issuer, as well as the stake of ordinary shares of the issuer: **S.Y. Rummyantsev has no share in the authorized capital of IDGC of Centre.**

**3. Signature**

3.1. Director of Corporate Governance –  
Head of corporate governance and interaction  
with shareholders Department,  
acting under power of attorney  
# D-CA/2 dated from 09.01.2013.

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(signature)

V.A. Alimenko

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3.2. Date «13» June 2013.