

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) | 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 | 127018, Moscow, Russia, 2nd Yamskaya, 4 |
| 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.e-disclosure.ru/portal/company.aspx?id=7985; |

<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): 10 persons. The quorum for all the items is present.

Voting results:

- Item 1: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 2: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.
- Item 3: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.
- Item 4: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 5: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.
- Item 6: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.
- Item 7: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 8: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 9: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.
- Item 10: «FOR» - 8; «AGAINST» - 1; «ABSTAINED» - 1.
- Item 11: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.
- Item 12: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.
- Item 13.1: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.
- Item 13.2: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.
- Item 14.1: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.
- Item 14.2: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.
- Item 15: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.
- Item 16: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 0.

The following members did not take part in the voting on this item: S.A. Arkhipov, O.Y. Isaev, recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies»; A.M. Branis, recognized as an interested director in accordance with paragraph 1 of Article 81 of the Federal Law «On Joint Stock Companies».

- Item 17: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.
- Item 18: «FOR» - 8; «AGAINST» - 1; «ABSTAINED» - 1.
- Item 19: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.
- Item 20: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 21: «FOR» - 7; «AGAINST» - 1; «ABSTAINED» - 2.
- Item 22: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.
- Item 23: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.
- Item 24: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 0.

The following members did not take part in the voting on this item S.A. Arkhipov, O.Y. Isaev, recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

- Item 25: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 0.

The following members did not take part in the voting on this item S.A. Arkhipov, O.Y. Isaev, recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock

Companies».

Item 26: «FOR» - 7; «AGAINST» - 1; «ABSTAINED» - 0.

The following members did not take part in the voting on this item S.A. Arkhipov, O.Y. Isaev, recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».

Item 27: «FOR» - 9; «AGAINST» - 1; «ABSTAINED» - 0.

Item 28: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

Item 29: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 30: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.

Item 31: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

Item 32: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

Item 33: «FOR» - 8; «AGAINST» - 1; «ABSTAINED» - 1.

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

Item 1. On approval of the Activity Plan of the Board of Directors for 2013-2014.

Decision:

To approve the Activity Plan of the Board of Directors for 2013-2014 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 2. On the composition of the Committee for Audit of the Board of Directors of IDGC of Centre.

Decision:

1. To approve the number of members of the Committee for Audit of the Board of Directors of the Company - 5 persons;
2. To elect the following personnel of the Committee for Audit of the Board of Directors of the Company:

№	Full name	Job title
1	Roman Alexeevich Filkin	Representative Office of Prosperity Capital Management, (Russian Federation) Ltd., Co-Director, utilities, machine building
2	Alexander Viktorovich Shevchuk	Deputy Executive Director of Association for Protection of rights of investors
3	Sergey Alexandrovich Demin	General Director of FGC UES – MES of Centre
4	Oxana Vladimirovna Shatokhina	Deputy General Director for Economy and Finance of JSC «Russian Grids»
5	Maxim Mikhailovich Saukh	Head of Corporate Governance Office of Corporate Governance and Shareholder Relations Department of JSC «Russian Grids»

3. To elect Oxana Vladimirovna Shatokhina as the Chairperson of the Committee for Audit of the Board of Directors of the Company.

Decision is taken.

Item 3. On the composition of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre.

Decision:

1. To define the number of members of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre - 5 persons.
2. To elect the following personnel of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre:

№	Full name	Job title
1	Oxana Vladimirovna Shatokhina	Deputy General Director for Economy and Finance of JSC «Russian Grids»
2	Sergey Alexandrovich Arkhipov	Deputy General Director – Technical Director of JSC «Russian Grids»
3	Maxim Mikhailovich Saukh	Head of Corporate Governance Office of Corporate Governance and Shareholder Relations Department of JSC «Russian Grids»
4	Roman Alexeevich Filkin	Representative Office of Prosperity Capital Management, (Russian Federation) Ltd., Co-Director, utilities, machine building
5	Alexander Viktorovich Shevchuk	Deputy Executive Director of Association for Protection of rights of investors

3. To elect Oxana Vladimirovna Shatokhina as the Chairperson of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre.

Decision is taken.

Item 4. On the composition of the Strategy and Development Committee of the Board of Directors of IDGC of Centre.**Decision:**

1. To define the number of members of the Strategy and Development Committee of the Board of Directors of IDGC of Centre –11 persons.
2. To elect the following personnel of the Strategy and Development Committee of the Board of Directors of IDGC of Centre:

1.	Dmitry Igorevich Gotlib	Deputy General Director for Sale and Development of Services of JSC «Russian Grids»
2.	Maxim Mikhailovich Saukh	Head of Corporate Governance Office of Corporate Governance and Shareholder Relations Department of JSC «Russian Grids»
3.	Svetlana Alexandrovna Balaeva	Director of Investment Department of JSC «Russian Grids»
4.	Sergey Yuryevich Lebedev	Director of Strategic Development Department of JSC «Russian Grids»
5.	Yury Nikolayevich Pankstyanov	Director of Tariff Policy Department of JSC «Russian Grids»
6.	Sergey Yuryevich Rumyantsev	Deputy General Director for Economy and Finance of IDGC of Centre
7.	Roman Alexeevich Filkin	Representative Office of Prosperity Capital Management, (Russian Federation) Ltd., Co-Director, utilities, machine building
8.	Alexey Nikolayevich Zharikov	Director for Corporate Policy and work with shareholders of JSC “Elektrotsentraladka”
9.	Alexander Viktorovich Shevchuk	Deputy Executive Director of Association for Protection of rights of investors
10.	Astkhik Artashesovna Bashindzhagyan	Consultant of Corporate Governance Section of Corporate Governance, Pricing Environment, Control and Audit Work in the Fields of Energy Department of Ministry of Energy of Russia
11.	Andrey Vitalyevich Gritsenko	General Director of ZAO Capital Asset Management

3. To elect Dmitry Igorevich Gotlib as the Chairman of the Strategy and Development Committee of the Board of Directors of IDGC of Centre.

Decision is taken.**Item 5. On the composition of the Reliability Committee of the Board of Directors of IDGC of Centre.****Decision:**

1. To define the number of members of the Reliability Committee of the Board of Directors of the Company – 6 persons.
2. To elect the following personnel of the Reliability Committee of the Board of Directors of the Company:

1.	Andrey Vitalyevich Gritsenko	General Director of ZAO Capital Asset Management
2.	Igor Georgiyevich Polovnev	Financial Director of Nonprofit Association for Protection of rights of investors
3.	Sergey Yuryevich Rumyantsev	Deputy General Director for Economy and Finance of IDGC of Centre
4.	Sergey Anatolyevich Shumakher	Deputy General Director for Technical Issues – Chief Engineer of IDGC of Centre
5.	Olga Valentinovna Zuikova	Head of Production Safety Office of Production Asset Management Department of JSC «Russian Grids»
6.	Eduard Vitalyevich Novomlinsky	Deputy Head of Asset Health Analysis Office of Production Asset Management Department of JSC «Russian Grids»

3. To elect Olga Valentinovna Zuikova as the Chairperson of the Reliability Committee of the Board of Directors of the Company.

Decision is taken.**Item 6. On the composition of the Committee for technological connection to power grids under the Board of Directors of IDGC of Centre.****Decision:**

1. To define the number of members of the Committee for technological connection to power grids of the Board of Directors of the Company – 6 persons.
2. To elect the following personnel of the Committee for technological connection to power grids of the Board of Directors of the Company:

1.	Alina Khandadashevna Akhmedova	Legal Director - Head of Legal Groundwork Department of IDGC of Centre
2.	Alexander Viktorovich Shevchuk	Deputy Executive Director of Association for Protection of rights of investors
3.	Olga Vladimirovna Tkacheva	Deputy General Director for Corporate Governance of IDGC of Centre

4.	Yuliya Eduardovna Sharkova	Deputy General Director for Development and Sale of Services of IDGC of Centre
5.	Irina Borisovna Masaleva	Director of Perspective Development of the Grid and Grid Connection Department of JSC «Russian Grids»
6.	Igor Georgiyevich Polovnev	Financial Director of Nonprofit Association for Protection of rights of investors

3. To elect Alexander Viktorovich Shevchuk as the Chairman of the Committee for technological connection to power grids of the Board of Directors of the Company.

Decision is taken.

Item 7. On determining the amount of payment to the Company's auditor.

Decision:

To determine the amount of payment for services of the auditor - ZAO "KPMG" for the performance of the audit of the reporting of IDGC of Centre, prepared in accordance with the Russian accounting principles for the year ending December 31, 2013, equal to 2 106 300,00 (Two million one hundred and six thousand three hundred) rubles 00 kopecks, including VAT (18%).

Decision is taken.

Item 8. On the budget approval of the Committee for Audit, the Reliability Committee, the Committee for Personnel and Remuneration, the Strategy and Development Committee, the Committee for grid connection to power grids under the Board of Directors of IDGC of Centre for 2H 2013.

Decision:

1. To approve the budget of the Committee for Audit of the Board of Directors of IDGC of Centre for 2H 2013 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. To approve the budget of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre for 2H 2013 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
3. To approve the budget of the Strategy and Development Committee of the Board of Directors of IDGC of Centre for 2H 2013 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
4. To approve the budget of the Reliability Committee of the Board of Directors of IDGC of Centre for 2H 2013 in accordance with Appendix # 5 to this decision of the Board of Directors.
5. To approve the budget of the Committee for grid connection to power grids under the Board of Directors of IDGC of Centre for 2H 2013 in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 9. On 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 May 2013».

Decision:

1. 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 May 2013» in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.
2. To cancel point 2 of the decision of the Board of Directors of the Company, taken on 27.12.2012 (Minutes # 33/12 of 29.12.2012) regarding item # 18 «On approval of paid services agreement to process calls for the period from 01.01.2013 to 31.03.2013, concluded between IDGC of Centre and JSC “Energy Service Company”, which is a related party transaction».

Decision is taken.

Item 10. On consideration of the report «On the financial-economic activity of JSC “Energetik” in 1Q 2013».

Decision:

To take into consideration the report «On the financial-economic activity of JSC “Energetik” in 1Q 2013» in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 11. On consideration of the report «On the financial-economic activity of “Yargorelectroset” in 1Q 2013».

Decision:

To take into consideration the report « On the financial-economic activity of “Yargorelectroset” in 1Q 2013» in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 12. On consideration of the report «On the financial-economic activity of JSC “Energy Service Company” in 1Q 2013».

Decision:

To take into consideration the report « On the financial-economic activity of JSC “Energy Service Company” in 1Q 2013» in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 13: On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC “Energetik”:

13.1. On approval of the report of General Director of the Company «On execution of the target values of key performance indicators in 1Q 2013».

13.2. On approval of the report of General Director of the Company «On execution of the Business plan of the Company in 1Q 2013».

Decision regarding item 13.1:

13.1. To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Energetik” regarding the item «On execution of the target values of key performance indicators in 1Q 2013» to vote «FOR»:

«1. To approve the report of General Director of the Company «On execution of the target values of key performance indicators in 1Q 2013» in accordance with Appendix # 11 to this decision of the Board of Directors.

2. Director of the Company to provide estimates of quarterly bonuses of Director to Chairman of the Board of Directors no later than 17 calendar days from the date of this decision».

Decision is taken.

Decision regarding item 13.2:

13.2. To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Energetik” regarding the item «On execution of the Business plan of the Company in 1Q 2013» to vote «FOR»:

«To approve the report of General Director of the Company «On execution of the Business plan of the Company in 1Q 2013 in accordance with Appendix # 12 to this decision of the Board of Directors».

Decision is taken.

Item 14: On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC “Yargorelectroset”:

14.1. On approval of the report of Director of the Company «On execution of the target values of key performance indicators in 1Q 2013».

14.2. On approval of the report of Director of the Company «On execution of the Business plan (including the Investment Program) of the Company in 1Q 2013».

Decision regarding item 14.1:

14.1. To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Yargorelectroset” regarding the item «On execution of the target values of key performance indicators in 1Q 2013» to vote «FOR»:

«1. To approve the report of Director of the Company «On execution of the target values of key performance indicators in 1Q 2013» in accordance with Appendix # 13 to this decision of the Board of Directors.

2. Director of the Company to provide estimates of quarterly bonuses of Director to Chairman of the Board of Directors no later than 17 calendar days from the date of this decision».

Decision is taken.

Decision regarding item 14.2:

14.2. To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Yargorelectroset” regarding the item « On execution of the Business plan (including the Investment Program) of the Company in 1Q 2013» to vote «FOR»:

«To approve the report of Director of the Company «On execution of the Business plan (including the Investment Program) of the Company in 1Q 2013» in accordance with Appendix # 14 to this decision of the Board of Directors».

Decision is taken.

Item 15. On approval of the report of General Director of the Company «On execution of the Annual integrated purchasing program of IDGC of Centre in 1Q 2013».

Decision:

1. To take into consideration the report of General Director of the Company «On execution of the Annual integrated purchasing program of IDGC of Centre in 1Q 2013» in accordance with Appendix # 15 to this decision of the Board of Directors of the Company.

2. General Director to pay attention to:

2.1. The failure to perform the approved program of purchases in terms of investing activities (type 1 and 2 of the activities) in 1Q 2013 regarding summing up: the program has been executed by 30% (2 072 126 thousand rubles) of the planned amount.

2.2. Delaying the deadline to sum up the procurement procedures: for 148 purchases in the amount of 1 022 107 thousand rubles the deadline to sum up the procurement procedures is over 30 days.

Decision is taken.

Item 16. On approval of the Agreement to conduct chemical analysis of transformer oil, distilled water and electrolyte for the needs of structural units of IDGC of Centre - Kostromaenergo division 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 cost of services to conduct chemical analysis of transformer oil, distilled water and electrolyte for the needs of structural units of IDGC of Centre - Kostromaenergo division for 2013 according to the estimate of costs (Appendix

1 to the Agreement) is 1 398 461,83 (One million three hundred ninety-eight thousand four hundred sixty-one) rubles 83 kopecks, including VAT (18%) – 213 324,69 (Two hundred thirteen thousand three hundred twenty-four) rubles 69 kopecks.
2. To approve the Agreement to conduct chemical analysis of transformer oil, distilled water and electrolyte for the needs of structural units of IDGC of Centre - Kostromaenergo division for 2013 (Appendix # 16 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:

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

«Contractor» – JSC "TGC-2".

Subject of the Agreement:

Contractor undertakes by order of Customer to provide services to conduct chemical analysis of transformer oil, distilled water and electrolyte for the needs of structural units of IDGC of Centre - Kostromaenergo division, according to the estimate of costs, defining the scope, content, cost of services (Appendix # 1 to the Agreement), which is an integral part of the Agreement, and Customer agrees to accept these services and pay for them.

Term of services provision:

The term of service provision is determined in accordance with Appendix # 1 to the Agreement.

Duration of the Agreement:

The Agreement shall enter into force upon signature by both Parties and shall remain in force until December 31, 2013, on the condition that the parties fulfill their obligations under the Agreement in full.

Decision is taken.

Item 17. On approval of the target values of Cash Flow of the Company for 3Q 2013.

Decision:

1. To approve the following target values of Cash Flow of the Company for 3Q 2013:

thousand RUB

Name	Dividends (net of tax)
July	0
August	862 935
September	0

2. To instruct General Director of the Company:

2.1. not later than 5 days from the date of this decision to ensure the formation of a draft of Cash Flow and its approval;

2.2. not later than the 1st day of the approval of Cash Flow to forward the document to members of the Board of Directors of the Company.

Decision is taken.

Item 18. On cancellation of item 2.2 of the decision of the Board of Directors of the Company, taken on 15.05.2012 (Minutes # 11/12 of 18.05.2012 №) regarding item # 8 «On approval of the Development Strategy Implementation Plan of IDGC Holding in the Company up to 2015 and outlook up to 2020».

Decision:

To cancel item 2.2 of the decision of the Board of Directors of the Company, taken on 15.05.2012 (Minutes # 11/12 of 18.05.2012 №) regarding item # 8 «On approval of the Development Strategy Implementation Plan of IDGC Holding in the Company up to 2015 and outlook up to 2020».

Decision is taken.

Item 19: On approval of the Schedule of activities to bring the customer service system into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system» in a new edition».

Decision:

To approve the Schedule of activities to bring the customer service system into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system» in a new edition» in accordance with Appendix # 17 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 20: On consideration of the report of General Director of the Company «Cost and work scope certification on the development of automated process control and telecommunications systems within targeted ACS development programs».

Decision:

To defer consideration of this item at a later date.

Decision is taken.

Item 21: On consideration of the report of General Director «On execution of the Action Plan of the Company for 2012 to implement the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016».

Decision:

1. To take into consideration the report on the execution of the Action Plan of the Company for 2012 to implement the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016 in accordance with Appendix # 18 to this decision.
2. To approve the Action Plan of the Company for 2013 to implement the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016 in accordance with Appendix # 19 to this decision.
3. To instruct General Director of the Company:
 - 3.1. To ensure the execution of the Action Plan of the Company for 2013 to implement the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016 within the approved parameters of the Business Plan of the Company.
 - 3.2. To provide the Board of Directors of the Company with a report on the execution of the Action Plan for 2013 in July 2013 and January 2014.
 - 3.3. To provide the Board of Directors of the Company with the Action Plan for 2014 to implement the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016 in January 2014.
 - 3.4. To ensure development of a target program for ACS extension and submit it for review by the Board of Directors of the Company until 15.08.2013.

Decision is taken.

Item 22: On consideration of the report of General Director of the Company «On execution of the Program of energy conservation and energy efficiency of IDGC of Centre for 2013 – 2018 in 1Q 2013».

Decision:

1. To take into consideration the report of General Director of the Company «On execution of the Program of energy conservation and energy efficiency of IDGC of Centre for 2013 – 2018 in 1Q 2013» in accordance with Appendix # 20 to this decision of the Board of Directors of the Company.
 2. To instruct General Director of the Company to ensure the review of a report on the results of execution of the Program of energy conservation and energy efficiency at a meeting of the Board of Directors with regularity once half a year, within a report of execution of a business plan of subsidiaries and associates of the company.
- Deadline – starting from a report for 1H 2013.

Decision is taken.

Item 23: On consideration of the report of General Director of the Company «On execution of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre for 2013-2017 in 1Q 2013».

Decision:

1. To take into consideration the report of General Director of the Company «On execution of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre for 2013-2017 in 1Q 2013» in accordance with Appendix # 21 to this decision of the Board of Directors of the Company.
 2. To instruct General Director of the Company to ensure the review of a report on the results of execution of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre at a meeting of the Board of Directors with regularity once half a year, within a report of execution of a business plan of subsidiaries and associates of the company.
- Deadline – starting from a report for 1H 2013.

Decision is taken.

Item 24. On approval of General Agreement on the construction and operation of fiber-optic lines to be installed at electricity facilities of IDGC of Centre - Tverenergo division at the direction of "Rzhev - Torzhok", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.

Decision:

To defer consideration of this item at a later date.

Decision is taken.

Item 25. On approval of General Agreement on the construction and operation of fiber-optic lines to be installed at electricity facilities of IDGC of Centre - Yarenergo division at the direction of "Yaroslavl – Pereslavl-Zalesskiy", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.

Decision:

To defer consideration of this item at a later date.

Decision is taken.

Item 26. On approval of the Confidentiality Agreement, concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.

Decision:

To approve the Confidentiality Agreement in the framework of cooperation on the construction and operation of fiber-optic links that are installed on energy facilities of IDGC of Centre, concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration» (Appendix # 22 to this decision of the Board of Directors of the Company), which is a related party transaction, on the following conditions:

Parties of the Agreement:

Party 1 - IDGC of Centre;

Party 2 - OJSC «FOCL-Conductor Administration».

Subject of the Agreement:

Granting access to the information resources of Party 1, containing information that constitutes a trade secret, and conditions for the transfer of information that constitutes a trade secret of Party 1.

Undertaking obligations by Party 2 to disclose information that constitutes a trade secret to Party 1, providing special measures to protect and use such information and liability for breach of obligations in accordance with the current legislation of the Russian Federation and the Agreement.

The provisions of the Agreement shall apply to the information constituting a trade secret of Party 1, irrespective of the medium on which it is recorded.

Information, which constitutes a trade secret, is marked "Commercial secret".

Access of workers of Party 2 to information resources containing a trade secret of Party 1, and the transfer of such information to them is made on the basis of a written request, signed by authorized officials of the two parties, indicating the presence of the obligation not to disclose confidential information in an employment contract with an employee who will directly use such information resources provided, or who will be sent information that constitutes a trade secret, provided that protected information transfer channels are available.

Duration of the Agreement:

The Agreement shall be concluded for a term of one (1) year and shall enter into force upon signature by the Parties. If one month before the expiry of the Agreement, neither party requires its termination, the Agreement is recognized to be extended on the same conditions and for the same term.

The Agreement may also be terminated by the one party at any time upon prior written notice to the counterparty within 7 (seven) days prior to the date of termination of the Agreement.

Early termination or expiration of the Agreement shall not relieve Party 2 to perform obligations made under the Agreement in respect of the information that constitutes a trade secret of the Owner, transferred by it prior the early termination or expiration of the Agreement. Such obligations shall remain in force for five (5) years following the expiration or early termination of the Agreement.

Decision is taken.

Item 27: On approval of internal documents of the Company: the Regulations of the activity of the Central Purchasing Authority of IDGC of Centre in a new edition.

Decision:

1. To approve the Regulations of the activity of the Central Purchasing Authority of IDGC of Centre in a new edition in accordance with Appendix # 23 to this decision of the Board of Directors of the Company.

2. The Regulations of the activity of the Central Purchasing Authority of IDGC of Centre, approved by the decision of the Board of Directors of the Company dated 18.03.2013 (Minutes # 06/13 of 21.03.2013) shall be considered to have lost force.

Decision is taken.

Item 28: On approval of the Head and members of the Central purchasing authority of the Company.

Decision:

1. To terminate the authority of the Central Tender Commission of IDGC of Centre, elected by the decision of the Board of Directors of IDGC of Centre on 18.02.2013 (Minutes # 02/13 of 21.02.2013 №).

2. To approve the Head and the following members of the Central Tender Commission of IDGC of Centre:

Chairman of the CTC:

Cheripko S.S. – Adviser to General Director of IDGC of Centre;

Deputy Chairman of the CTC:

Yamoldin A.P. – Adviser to General Director of IDGC of Centre;

Members of the CTC:

Dmitriev S.V. - Head of Department of competition policy, logistics and procurement of IDGC of Centre;

Smirnov A.V. – Deputy Head of Department of competition policy, logistics and procurement of IDGC of Centre;

Rybnikov D.A. – Deputy Chief Engineer for Technical Development of IDGC of Centre;

Turapin E.V. – Deputy Chief Engineer for electric grid facilities management of IDGC of Centre;

Shvedko M.E. – Head of Grid Connection Department of IDGC of Centre;

Sklyarov D.V. - Head of Investment Department of IDGC of Centre;

Kondratyev S.N. – Deputy Head of Capital Construction Department of IDGC of Centre;

Arinina A.Y. – Head of Finance Department of IDGC of Centre;

Pyrkh V.S. – Head of Security Office of IDGC of Centre;

Dudin A.V. – IT Director – Head of IT Department of IDGC of Centre;

Tolmachev Y.E. – Head of Legal Groundwork Department of IDGC of Centre;

Zafesov Y.K. – Director of Procurement Department of JSC «Russian Grids»;

Barkalov P.S. – Adviser to First Deputy Chairman of the Management Board of FGC UES;

Executive Secretary of the CTC (voting):

Chernykh O.S. – Head of methodology and procurement Office of Department for competition policy, logistics and procurement of IDGC of Centre.

Decision is taken.

Item 29: On approval of candidatures of insurers of IDGC of Centre.

Decision:

To approve the following candidatures as insurers of IDGC of Centre:

Compulsory civil liability motor-vehicle insurance (MTPL)	OJSC “Alpha Stakhovanieye”	for each insurance policy for 12 months
Civil liability insurance, which may occur in case of damage due to defects in the work on the preparation of project documentation, which affect the safety of capital construction sites	OJSC “Alpha Stakhovanieye”	16.09.2013 – 15.09.2014
Civil liability insurance, which may occur in case of damage due to defects in the work on the construction, reconstruction, and overhaul, which affect the safety of capital construction sites	OJSC “Alpha Stakhovanieye”	16.09.2013 – 15.09.2014

Decision is taken.

Item 30. On approval of the nomination of the Organizer of issue of commercial papers of IDGC of Centre.

Decision:

To approve "Gazprombank" (Open Joint Stock Company) as the organizer of the issue of the Company's commercial papers of series BO-02, BO-03, BO-04, BO-05, BO-06 with their total nominal value of 25 000 000 000 (twenty-five billion) rubles with 10 years' maturity.

Decision is taken.

Item 31: On cancellation of the decision of the Board of Directors of the Company dated 28.03.2012 (Minutes # 06/12 of 02.04.2012) regarding item # 13 «On approval of internal documents of the Company: Standards in the area of construction and operation of fiber-optic communication lines».

Decision:

1. To cancel the decision of the Board of Directors of the Company dated 28.03.2012 (Minutes # 06/12 of 02.04.2012) regarding item # 13 «On approval of internal documents of the Company: Standards in the area of construction and operation of fiber-optic communication lines» and consider the internal documents of the Company in the area of construction and operation of fiber-optic communication lines to have lost force from the date of taking this decision.

2. To instruct General Director of the Company:

- not later than fifteen (15) working days from the date of this decision to ensure the development and approval of the Company's internal document regulating the single procedure of providing access and registration of legal rights of the parties in the provision of the right for temporary restricted use of power facilities of the Company for the installation of fiber-optic communication lines by third parties.

- until 01.09.2013 to present to the review of the Board of Directors proposals on the list of essential conditions for their subsequent inclusion into Contracts in the provision of the right for temporary restricted use of power facilities, entered into by the Company.

Decision is taken.

Item 32: On amendment of the decision of the Board of Directors of the Company dated 28.03.2013 (Minutes # 06/12 of 02.04.2012) regarding item # 14 «On the priority activity areas of the Company: on the construction and operation of fiber-optic communication lines».

Decision:

To read point 3 of the decision of the Board of Directors of the Company dated 28.03.2013 (Minutes # 06/12 of 02.04.2012) regarding item # 14 «On the priority activity areas of the Company: on the construction and operation of fiber-optic communication lines» as follows:

3. To instruct General Director of the Company to inform the Board of Directors of the Company on the status of construction and operation of fiber-optic communication lines within two months after the end of each half-year period as part of the Report of General Director on the Company's activity in the format, in accordance with Appendix # 24 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 33: On material incentives for General Director of the Company.

Decision:

1. In accordance with paragraph 3.4., 3.5. of the Provision on material incentives of General Director of the Company to pay

the extra and special bonuses following the results of the Company's performance for 2012 to A.V. Demidov, O.Y. Isaev, who were Acting General Director of the Company in 2012, in accordance with Appendices # 24, 25, 26, 27 to this decision of the Board of Directors.

2. In accordance with paragraph 3.7. of the Provision on material incentives of General Director of the Company in connection with the unsatisfactory organization of work of IDGC of Centre, confirmed by the Certificate of audit of the Audit Commission of IDGC of Centre for the period from 01.01.2012 to 01.08.2012, not to pay D.O. Gudzhoyan, who was General Director of the Company from 04.02.2011 to 27.11.2012, the following bonuses:

a. the bonus for the implementation of Key performance indicators following the results of 2012;

b. the special bonus following the results of the Company's performance for 2012;

c. the Additional bonus following the results of the Company's performance for 2012.

3. In accordance with paragraph 3.7. of the Provision on material incentives of senior managers of the Company to recommend the Company's General Director O.Y. Isaev not to pay the bonus for the implementation of key performance indicators following the results of 2012, the special bonus and additional bonus following the results of the Company's performance for 2012 to senior managers of the Company in accordance with the Appendix, to pay the partial bonus to senior managers of the Company in accordance with Appendix # 28 to this decision of the Board of Directors.

Decision is taken.

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **15.07.2013.**

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 # 17/13 of 18.07.2013.**

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.

(signature)

V.A. Alimenko

Stamp here.

3.2. Date «18» July 2013.