

## Minutes of AGSM of IDGC 2008

### MINUTES NO 01 of the Annual General Meeting of Shareholders of "Interregional Distribution Grid Company of Centre", Joint-Stock Company held in the form of a meeting on May 30th 2008

**Date of drawing up of the minutes: June 03, 2008**

**The full name of the Company:** "Interregional Distribution Grid Company of Centre", Joint-Stock Company

**Location of the Company:** 4/2, Glukharev lane, Moscow.

**Type of general meeting** - Annual

**Form of holding** - Meeting

**Date of holding:** May 30, 2008

**Venue:** 171, Dmitrovskoe highway, Moscow («Holiday Inn Vinogradovo" hotel complex, conference centre)

**Start of the attendees' registration** - 09:00 am

**Opening of the general meeting:** 11:00 am

**Termination of the attendees' registration** - 12:25 am

**Start of the vote counting** - 12: 55 am

**Close of the meeting** - 13:20 am

Post addresses at which the filled bulletins were sent:

1) **IDGC of Centre, JSC, 4/2, Glukharev lane, Moscow, Russia, 129090;**

2) **JSC "Central Moscow Depository", 34 (8), Bolshaya Pochtovaya St, Moscow, Russia, 105082.**

The voting results were declared at the Meeting on May 30, 2008, at 13:10 AM.

Chairman of the Annual General Meeting of Shareholders - Evgeny Fyodorovich Makarov, Member of the Board of Directors, Chairman of the Management Board, General Director of IDGC of Centre, JSC

Presidium of the Annual General Meeting of Shareholders:

Aleksey Vitalievich Klaptsov - Member of the Board of Directors of IDGC of Centre, JSC, Vice-President of "Halcyon Advisors" company

Anatoly Kuzmich Merzlyakov - Deputy Chairman of the Management Board, First Deputy General Director of IDGC of Centre, JSC

Konstantin Viktorovich Kotikov - Member of the Management Board, Deputy General Director of IDGC of Centre, JSC for corporate governance

Evgeny Alekseevich Bronnikov - Member of the Management Board, Deputy General Director of IDGC of Centre, JSC for economy and finance

Vladislav Lvovich Nazin	-	Member of the Management Board, Deputy General Director of IDGC of Centre, JSC for capital construction
Secretary of the Annual General Meeting of Shareholders	-	Svetlana Vladimirovna Lapinskaya, Leading Specialist of the Department of Corporate Governance, IDGC of Centre, JSC
Tabulation Commission of the Annual General Meeting of Shareholders	-	The registrar of IDGC of Centre, JSC - "Central Depository" joint-stock company, location of the registrar: 3 (V), Orlikov lane, Moscow, Russia, 107078. authorised person of the Registrar - Sergey Igorevich oilov

### **Agenda of the Annual General Meeting of Shareholders, IDGC of Centre, JSC:**

1. On the approval of the annual report of the Company for 2007, the annual financial statements for 2007, including the income statement of the Company.
2. On distribution of income (including on payment of dividends) and expenses of the Company by the 2007 results.
3. On election of the members of the Board of Directors of the Company.
4. On election of the members of the Audit Committee of the Company.
5. On the approval of the auditor of the Company.
6. On payment of remuneration and compensation to the members of the Board of Directors of the Company.
7. On payment of remuneration and compensation to the members of the Audit Committee of the Company.

#### For reference:

According to item 10.10 of article 10 of the Company's Articles of Association and item 7.2 of article 7 of the Regulation *On the order of preparation and holding of the General Meeting of Shareholders of IDGC of Centre, JSC* approved by the resolution of the Management Board of JSC "RAO UES of Russia" as at 28.02.2008 (Minutes No 1829dp/1 as at 28.02.2008), under the resolution of the participating members of the Board of Directors, the functions of Chairman of the Annual General Meeting of Shareholders were assigned to the member of the Board of Directors of IDGC of Centre, JSC Evgeny Fyodorovich Makarov.

According to item 7.6 of article 7 of the Regulation *On the order of preparation and holding of the General Meeting of Shareholders of IDGC of Centre, JSC*, the Board of Directors of the Company made the decision on April 18, 2008 (Minutes from 21.04.2008 No 08/08) to elect Svetlana Vladimirovna Lapinskaya, Leading Specialist of the Corporate Governance Department, IDGC of Centre, as the Secretary of the Annual General Meeting of Shareholders of IDGC of Centre, JSC.

According to item 1 of article 56 of Federal Law *On joint-stock companies* as at 26.12.1995 No 208-FZ (in operating edition) and item 11.3 of article 11 of the Company's Articles of Association, the

functions of the Tabulation Commission at the Annual General Meeting of Shareholders of IDGC of Centre, JSC are performed by the Registrar of the Company - JSC "Central Moscow Depository".

The authorised person of the Registrar - Sergey Igorevich Samoiloov.

According to article 51 of the federal law *On joint-stock companies*, the Board of Directors of IDGC of Centre, JSC fixed April 18, 2008 as the date of drawing up of the list of people who are entitled to participate in the Annual General Meeting of Shareholders .

Chairman of the Annual General Meeting of Shareholders E.F. Makarov gave the floor to S.I. Samoiloov, the authorised person of JSC "Moscow Central Depository" for the announcement of the registration results and explanation of the voting procedure on the agenda issues.

The total vote of IDGC of Centre, JSC's placed shares that were voting shares at the Annual General Meeting of Shareholders, equals **42,217,941, 468**. People who took part in the Annual General Meeting of Shareholders (taking into account preliminary registration performed by JSC "Central Moscow Depository" ), possessed **28,898,127,061** votes by the number of ordinary shares belonging to them (appendix 1 - Report the Tabulation Commission on the voting results on the General Meeting of Shareholders of IDGC of Centre, JSC).

According to the requirements of article 58 of the federal law *On joint-stock companies* and the Company's Articles of Association the quorum is present, and the Annual General Meeting of Shareholders of IDGC of Centre, JSC has the powers to take decisions on all issues of the agenda.

At the suggestion of the Chairman of the Annual General Meeting of Shareholders E.F.Makarov, the resolution on opening of the shareholders' meeting was approved.

The Chairman of the Annual General Meeting of Shareholders announced the agenda and the regulations of work of the Annual General Meeting of Shareholders of IDGC of Centre, JSC, informed about the powers and duties of the Secretary of the Annual General Meeting of Shareholders.

Further, according to the agenda and the work regulations of the meeting, shareholders:

#### **1. LISTENED TO:**

Makarov Evgeny Fyodorovich - the Chairman of the Management Board, General Director of IDGC of Centre, JSC

***On the approval of the Annual Report of the Company for 2007, the annual financial statements for 2007, including the income statement of the Company.***

The chairman of the Management Board, General Director of IDGC of Centre, JSC E.F.Makarov informed that the Company's Annual report, annual financial statements for 2007, including the income statement of the Company had been preliminary approved by the Board of Directors of the Company on 18.04.2008 and were recommended for the approval to the Company's Annual General Meeting of Shareholders (Minutes as at 21.04.2008 No 08/08).

Reliability of the financial accounting of the Company for 2007 and conformity of the order of financial accounting in all essential aspects with the legislation of the Russian Federation was approved by the Audit Report of the auditor of the Company - JSC "KPMG" as at 17.03.2008 that was elected by the Annual General Meeting of Shareholders on 29.06.2007. Also the Company's Audit Committee in its Opinion as at 28.03.2008 by the results of check of the Company's 2007 financial and economic activity affirmed that the financial statements of the Company for 2007 truly reflects in all essential aspects IDGC of Centre, JSC's financial position for 31.12.2007 and the results of financial and economic activity of IDGC of Centre, JSC for 2007.

The Annual Report of IDGC of Centre, JSC by the 2007 work results is enclosed (Appendix 2).

The Annual Financial Statements of IDGC of Centre, JSC for 2007, including the income statement, is enclosed (appendix 3).

As for issue No 1 of the Meeting's agenda, the resolution project is set out in the voting bulletin No 1.

According to item 2 of article 49 of the federal law *On joint-stock companies* and to item 10.4 of article 10 of IDGC of Centre, JSC's Articles of Association, the resolution on the given issue is taken by the majority of the shareholders - owners of the Company's voting shares who take part in the Meeting.

## **2. LISTENED TO:**

Evgeny Alekseevich Bronnikov - a member of the Management Board, Deputy General Director of IDGC of Centre, JSC for economy and finance

***On distribution of income (including on payment of dividends) and expenses of the Company by the 2007 results.***

Distribution of the Company's 2007 profit was approved by the Board of Directors of the Company on 18.04.2008 and was recommended for the approval to the Annual General Meeting of Shareholders of the Company (Minutes No 08/08 as at 21.04.2008).

The Member of the Management Board, Deputy General Director of IDGC of Centre, JSC for economy and finance E.A. Bronnikov also informed that the Company's Board of Directors (Minutes No 08/08 as at 21.04.2008) it recommended to the Annual General Meeting of Shareholders to make a decision not to pay dividends under ordinary shares of the Company by the 2007 results.

On issue No 2 of the Meeting's agenda, the resolution project is set out in the voting bulletin No 1.

According to item 2 of article 49 of the federal law *On joint-stock companies* and item 10.4 of article 10 of IDGC of Centre, JSC's Articles of Association, the resolution on the given issue was approved by the majority of shareholders - owners of the Company's voting shares who take part in the Meeting.

## **3. LISTENED TO:**

Konstantin Viktorovich Kotikov - a member of the Management Board, Deputy General Director of IDGC of Centre, JSC for corporate governance

***On election of the members of the Company's Board of Directors***

11 candidates were recorded in the voting bulletin. According to item 16.1 of article 16 of the Company's Articles of Association, the quantitative structure of the Board of Directors of the Company consists of 11 (eleven) people.

The Board of Directors of IDGC of Centre, JSC at the meeting as at 05.03.2008 (Minutes No 04/08 as at 05.03.2008), according to article 53.1 of the federal law *On joint-stock companies*, included in the voting list on the election of the members of the Company's Board of Directors the following nominees that had been nominated by the unique, at that time, shareholder of IDGC of Centre, JSC: JSC "RAO UES of Russia" (the posts of candidates are specified as at the moment of nomination):

1.	Andrey Aleksandrovich Dyomin	Deputy Chairman of the Management Board of JSC "UES FGC"
2.	Dmitry Aleksandrovich Burnashev	Head of the Business Planning Department, JSC "RAO UES of Russia", Corporate Centre.
3.	Aleksey Romanovich Kachay	Head of the Strategy Department, JSC "RAO UES of Russia", Reform Management Centre
4.	Evgeny Fyodorovich Makarov	General Director of IDGC of Centre, JSC

5.	Pavel Ivanovich Okley	Head of the Management Centre, IDGC of Centre, JSC
6.	Misrikhan Shapievich Misrikhanov	General Director of a JSC "UES FGC" subsidiary – “Transmission Electric Networks of Centre”
7.	Sergey Borisovich Syutkin	Member of the Management Board, General Director of “United Dispatch Management of Centre”, a JSC "UES System Operator" subsidiary.
8.	Aleksandr Grigorievich Starchenko	Director for power industry, JSC “Novolipetsk Steel”
9.	Vyacheslav Mikhailovich Kravchenko	Director of the Department of Structural and Tariff Policy in Natural Monopolies, Minpromenergo of Russia (The Ministry and Energy of the Russian Federation)
10	Aleksandr Markovich Branis	Director of Moscow representative office of "Prosperity Capital Management"
11	Aleksey Vitalievich Klaptsov	Vice-President, "Halcyon Advisors"

The member of Board, Deputy General Director of IDGC of Centre, JSC Kotikov for corporate governance K.V also informed that the nominees in the structure of the Board of Directors of IDGC of Centre, JSC possess high level of knowledge and skills of strategic planning and corporate governance, management, business planning and bases of investment, development of electric power industry and network business, are well familiar with the activity of IDGC of Centre, JSC, have good business reputation and wide experience of work in the Boards of Directors of the power companies, possess sufficient level of knowledge in the field of risk management, and ability to understand well the balance.

Written agreements of the candidates put forward for election in the Board of Directors of IDGC of Centre, JSC, are available.

As for issue No 3 of the Meeting's agenda, the draft decision is set out in the voting bulletin No 2.

According to item 4 of article 66 of the federal law *On joint-stock companies*, election of the members of the Board of Directors is performed by cumulative voting. The candidates who have got the maximal number of votes are considered to be elected.

#### **4. LISTENED TO:**

Anatoly Kuzmich Merzlyakov - Deputy Chairman of the Management Board, First Deputy General Director of IDGC of Centre, JSC

##### ***On election of the members of the Audit Committee of the Company***

Five candidates were put on the voting bulletin. According to item 24.1 of article 24 of the Company's Articles of Association, the quantitative structure of the Audit Committee is 5 (five) people.

At the meeting as of 05.03.2008 (Minutes No 04/08 as at 05.03.2008 ) the Company's Board of Directors, according to point 1 of article 53 of the federal law *On joint-stock companies*, included in the list for voting on election of members of the Audit Committee of the Company the following nominees which were put forward by the unique for that moment shareholder of IDGC of Centre, JSC - JSC "RAO UES of Russia" (posts of candidates are specified as at the moment of nomination):

1.	Lyudmila Romanovna Matyunina	First Deputy Head of the Internal Audit Department, JSC "RAO UES of Russia" , Corporate Centre
2.	Igor Alikovich Zenyukov	Deputy Head of the Corporate Governance and Shareholders Relations Department, JSC "RAO UES of Russia" , Corporate Centre
3.	Anatoly Valerievich Baitov	Head of the Financial Control and Internal Audit Management, JSC "UES FGC"
4.	Marina Alekseevna Lelekova	Deputy head of the Financial Control and Internal Audit Management, JSC "UES FGC"
5.	Dmitry Vladimirovich Sklyarov	Head of the Internal Management and Audit Department, IDGC of Centre, JSC

Deputy Chairman of the Management Board, First Deputy General Director of IDGC of Centre, JSC A.K.Merzlyakov also informed that all candidates for the Company's Audit Committee possess high level of knowledge and skills in the field of management and law, economy and financial management.

Written agreements of the candidates nominated for election to the Audit Committee of IDGC of Centre, JSC, are available.

As for issue No 4 of the Meeting's agenda, the draft decision is set out in the voting bulletin No 1.

According to item 2 of article 49 of the federal law *On joint-stock companies* and item 10.4 of article 10 of the Articles of Association of IDGC of Centre, JSC, the resolution on the given issue is adopted by the majority of shareholders - owners of the voting shares of the Company who are taking part in the Meeting.

#### **5. LISTENED TO:**

Anatoly Kuzmich Merzlyakov- Deputy Chairman of the Management Board, First Deputy General Director of IDGC of Centre, JSC

#### ***On the approval of the auditor of the Company***

The Board of Directors of IDGC of Centre, JSC at the meeting which took place on 18.04.2008 (Minutes No 08/08 as at 21.04.2008) considered the candidacy of the auditor and offered to the Annual General Meeting of Shareholders for check and acknowledgement of the annual financial statements of the Company to appoint JSC "KPMG" (Moscow) the auditor of the Company; license No E 003330 for performance of auditor functions was given out by the Ministry of Finance of the Russian Federation as at 17.01.2003.

As for issue No 5 of the Meeting's agenda, the draft decision is set out in the voting bulletin No 1.

According to item 2 of article 49 of the federal law *On joint-stock companies* and item 10.4 of article 10 of the Articles of Association of IDGC of Centre, JSC, the decision on the given issue is accepted by the majority of shareholders - owners of the Company's voting shares who are taking part in Meeting.

#### **6. LISTENED TO:**

Konstantin Viktorovich Kotikov - a member of the Management Board, Deputy General Director of IDGC of Centre, JSC for corporate governance

***On payment of remuneration and compensation to the members of the Company's Board of Directors.***

The Company's Board of Directors at its meeting as at 18.04.2008 preliminary considered and submitted for approval to the Annual General Meeting of Shareholders of the Company the Regulation on payment to the members of the Board of Directors of "Interregional Distribution Grid Company of Centre", Joint-Stock Company of remuneration and compensation in a new edition (Minutes No 08/08 as at 21.04.2008 ).

The Regulation on payment to the members of the Board of Directors of "Interregional Distribution Grid Company of Centre", Joint-Stock Company of remuneration and compensation in new edition is enclosed with this minutes ( Appendix 4).

As for issue No 6 of the Meeting's agenda, the decision project is set out in the voting bulletin No 1.

According to item 2 of article 49 of the federal law *On joint-stock companies* and item 10.4 of article 10 of the Articles of Association of IDGC of Centre, JSC, the decision on the given issue is accepted by the majority of shareholders - the owners of the Company's voting shares who are taking part in the Meeting.

#### **7. LISTENED TO:**

Konstantin Viktorovich Kotikov - a member of the Management Board, Deputy General Director of IDGC of Centre, JSC for corporate governance

***On payment of remuneration and compensation to the members of the Company's Audit Committee***

At the meeting as at 18.04.2008 the Company's Board of Directors preliminary considered and submitted for approval to the Annual General Meeting of Shareholders of the Company the Regulation on payment to the members of the Audit Committee of "Interregional Distribution Grid Company of Centre", Joint-Stock Company of remuneration and compensation in new edition (Minutes No 08/08 as at 21.04.2008).

Approval of the Regulation on payment to the members of the Company's Audit Committee of remuneration and compensation in new edition is caused by necessity of updating some items of the given document.

The Regulation on payment to the members of the Audit Committee of "Interregional Distribution Grid Company of Centre", Joint-Stock Company of remuneration and compensation in new edition is enclosed with this document (appendix 5).

As for issue No 7 of the Meeting's agenda, the draft decision is set out in e voting bulletin No 1.

According to item 2 of article 49 of the federal law *On joint-stock companies* and item 10.4 of article 10 of the Articles of Association of IDGC of Centre, JSC, the resolution on the given issue is accepted by the majority of shareholders - owners of the Company's voting shares who are taking part in the Meeting.

After the reports concerning the agenda issues, the Chairman of the r Annual General Meeting of Shareholders E.F. Makarov gave the floor on agenda issues to shareholder E.A. Tyurin who expressed his opinion concerning the information containing in the Annual Report of IDGC of Centre, JSC for 2007, and the Regulation on payment to the members of the Company's Board of Directors of remuneration and compensation in new edition.

After the termination of shareholder E.A. Tyurin's performance, the Chairman of the Annual General Meeting of Shareholders E.F.Makarov and the members of the Management Board of IDGC of Centre, JSC who were present at the meeting, answered questions of the shareholders sent to the Secretary of the Annual General Meeting of Shareholders and in Presidium.

After answering the questions the Chairman of the Annual General Meeting of Shareholders E.F.Makarov informed that all questions on the Meeting's agenda were considered.

At 12:25 am the start of the voting was announced.

The time of termination of the reception of bulletins from the shareholders and start of votes calculation was at 12:55 am.

At 12:55 am the technical break for processing of bulletins was declared.

After the end of the technical break the Chairman of the Annual General Meeting of Shareholders E.F.Makarov gave the floor to the authorised person of the Registrar S.I Samoilov to announce the results of the vote and the resolutions accepted by the Meeting of Shareholders.

S.I.Samoilov, the authorised person of the Registrar JSC "Central Moscow Depository" announced the vote results and the resolutions accepted by the Meeting.

#### **THE ISSUES PUT FOR VOTING, AND THE RESULTS OF THE VOTE BY EACH ITEM OF THE AGENDA:**

##### **Item 1:**

RESOLVED: That the Company's 2007 Annual Report, the Company's 2007 annual financial statements, including the Company's income statement be approved.

Number of votes that people <b>included in the list</b> of people entitled to take part in a eral Meeting ( <b>owners of the placed voting shares</b> ) had on the given item.	<b>42,217,941,468</b>
Number of votes that people who <b>took part in the meeting</b> had on the given item.	<b>28,898,127,061</b>
<b>The quorum is present</b> on the given item (%)	<b>68.4499</b>

Distribution of the cast votes:

Votes	Number of votes	% of the votes cast at the ing
<b>FOR</b>	<b>25,119,116,808</b>	<b>86.9230</b>
AGAINST	7,681,071	0.0266
ABSTAINED	1,437,310,436	4.9737
Number of votes in bulletins that were declared invalid		146,586,999



**Item 2:**

RESOLVED: 1. That the following distribution of income (expenses) of the Company by the 2007 be approved:

	<b>(RUR, thousand.)</b>
Undistributed income (expenses) of the reporting period:	51,251.4
<b>Distribute to: Reserve Fund</b>	-
Accumulation Fund	51,251.4
Dividends	-
Redemption of losses of the past years	-

2. That by the 2007 results the dividends under the Company's ordinary shares must not be paid.

Number of votes that people <b>included in the list</b> of people entitled to take part in a General Meeting ( <b>owners of the placed voting shares</b> ) had on the given item.	<b>42,217,941,468</b>
Number of votes that people who <b>took part in the meeting</b> had on the given item.	<b>28,898,127,061</b>
<b>The quorum is present</b> on the given item (%)	<b>68.4499</b>

Distribution of the cast votes:

Votes	Number of votes	% of the votes cast at the meeting
<b>FOR</b>		<b>81.8455</b>
AGAINST		5.2476
ABSTAINED		4.8032
Number of votes in bulletins that were declared invalid		154 389 759

**Item 3:**

RESOLVED: That the Company's Board of Directors be elected in the following structure:

Number of votes that people <b>included in the list</b> of people entitled to take part in a General Meeting ( <b>owners of the placed voting shares</b> ) had on the given item	464,397,356,148
Number of votes that people who <b>took part in the meeting</b> had on the given item	<b>317,879,397,671</b>
<b>The quorum is present</b> on the given item (%)	<b>68.4499</b>

Distribution of the cast votes:

No	Name of the candidate	Number of votes for relative voting	% of the votes at the voting
<b>FOR</b> , distribution of votes among the candidates			
1	<b>Aleksandr Markovich Branis</b>	<b>37,664,080,205</b>	<b>11.8485</b>
2	<b>Aleksandr Grigorievich Starchenko</b>	<b>36,919,624,572</b>	<b>11.6143</b>
3	<b>Aleksey Vitalievich Klaptsov</b>	<b>36,680,304,639</b>	<b>11.5391</b>
4	<b>Pavel Ivanovich Okley</b>	<b>34,424,930,807</b>	<b>10.8296</b>
5	<b>Evgeny Fyodorovich Makarov</b>	<b>27,434,407,339</b>	<b>8.6304</b>
6	<b>Sergey Borisovich Syutkin</b>	<b>22,129,320,824</b>	<b>6.9615</b>
7	<b>Dmitry Aleksandrovich Burnashev</b>	<b>22,109,196,862</b>	<b>6.9552</b>
8	<b>Aleksey Romanovich Kachay</b>	<b>22,064,047,793</b>	<b>6.9410</b>
9	<b>Vyacheslav Mikhailovich Kravchenko</b>	<b>22,040,530,234</b>	<b>6.9336</b>
10	<b>Andrey Aleksandrovich Dyomin</b>	<b>21,888,172,980</b>	<b>6.8857</b>
11	<b>Misrikhan Misrikhanovich Shapiev</b>	<b>21,883,358,587</b>	<b>6.8842</b>
<b>AGAINST</b> all candidates		162,930,504	0.0513
<b>ABSTAINED</b> from all candidates		608,838,252	0.1915
Number of votes in bulletins that were declared invalid		1,875,910,311	

Eleven candidates that received the maximal number of votes are considered to be elected to the Board of Directors of IDGC of Centre, JSC.

**Item 4:**

RESOLVED: That the Company's Audit Committee be elected in the following structure:

Number of votes that people <b>included in the list</b> of people entitled to take part in a General Meeting ( <b>owners of the placed voting shares</b> ) had on the given item	<b>42,217,941,468</b>
Number of votes that people who <b>took part in the meeting</b> had on the given item	<b>28,898,127,061</b>
<b>The quorum is present</b> on the given item (%)	<b>68.4499</b>

Distribution of the cast votes

No	Name of the candidate	FOR	AGAINST	ABSTAINED	Invalid	
1	<b>Anatoly Valerievich Baitov</b>	<b>23,512,398,203</b>	<b>81.3631</b>	<b>204,728,445</b>	<b>3,671,979,070</b>	<b>227,206,950</b>
2	<b>Igor Alikovich Zenyukov</b>	<b>22,564,969,984</b>	<b>78.0845</b>	<b>1,155,870,192</b>	<b>3,670,596,503</b>	<b>224,875,989</b>

3	<b>Dmitry Vladimirovich Sklyarov</b>	22,564,141,232	78.0817	1,155,382,063	3,669,588,895	227,200,478
4	<b>Lyudmila Romanovna Matyunina</b>	22,559,658,865	78.0662	1,082,886,811	3,672,658,726	301,108,266
5	<b>Marina Alekseevna Lelekova</b>	22,374,114,873	77.4241	1,345,858,624	3,669,286,044	227,053,127

Five candidates that received the maximal number of votes are considered to be elected to the Audit Committee of IDGC of Centre, JSC.

**Item 5:**

RESOLVED: That JSC "KPMG" be appointed the auditor of the Company

Number of votes that people <b>included in the list</b> of people entitled to take part in a General Meeting ( <b>owners of the placed voting shares</b> ) had on the given item	<b>42,217,941,468</b>
Number of votes that people who <b>took part in the meeting</b> had on the given item	<b>28,898,127,061</b>
<b>The quorum is present</b> on the given item (%)	<b>68.4499</b>

Distribution of the cast votes:

Votes	Number of votes	% of the votes cast at the meeting
<b>FOR</b>	<b>25,138,109,166</b>	<b>86.9887</b>
AGAINST	14,390,892	0.0498
ABSTAINED	1,410,677,843	4.8816
Number of votes in bulletins that were declared invalid		147,517,413

**Item 6:**

RESOLVED: That the Regulation on payment to the members of the Board of Directors of "Interregional Distribution Grid Company of Centre", Joint-Stock Company of Centre" remuneration and compensation in new edition be approved.

Number of votes that people <b>included in the list</b> of people entitled to take part in a General Meeting ( <b>owners of the placed voting shares</b> ) had on the given item	<b>42,217,941,468</b>
Number of votes that people who <b>took part in the meeting</b> had on the given item	<b>28,898,127,061</b>
<b>The quorum is present</b> on the given item (%)	<b>68.4499</b>

Distribution of the cast votes:

Votes	Number of votes	% of the votes cast at the meeting
<b>FOR</b>	<b>24,981,518,724</b>	<b>86.4468</b>
AGAINST	63,995,578	0.2215

ABSTAINED	1,517,526,630	5.2513
Number of votes in bulletins that were declared invalid		147,654,382

**Item 7:**

RESOLVED: That the Regulation on payment to the members of the Audit Committee of "Interregional Distribution Grid Company of Centre", Joint-Stock Company of Centre" remuneration and compensation in new edition be approved.

Number of votes that people <b>included in the list</b> of people entitled to take part in a General Meeting ( <b>owners of the placed voting shares</b> ) had on the given item	<b>42,217,941,468</b>
Number of votes that people who <b>took part in the meeting</b> had on the given item	<b>28,898,127,061</b>
<b>The quorum is present</b> on the given item (%)	<b>68.4499</b>

Distribution of the cast votes:

Votes	Number of votes	% of the votes cast at the meeting
<b>FOR</b>	<b>25,001,952,452</b>	<b>86.5176</b>
AGAINST	74,054,008	0.2563
ABSTAINED	1,487,199,283	5.1464
Number of votes in bulletins that were declared invalid		147,489,571

**FORMULATIONS OF THE RESOLUTIONS APPROVED AT THE MEETING:**

**Item 1:**

That the Company's 2007 Annual Report , the Company's 2007 annual financial statements, including the Company's income statement be approved.

**Item 2:**

1. That the following distribution of income (expenses) of the Company by the 2007 be approved:

	(RUR, thousand)
Undistributed income (expenses) of the reporting period:	51,251.4
<b>Distribute to: Reserve Fund</b>	-
Accumulation Fund	51,251.4
Dividends	-
Redemption of losses of the past years	-

2. That by the 2007 results the dividends under the Company's ordinary shares must not be paid.

**Item 3:**

That the Company's Board of Directors be elected in the following structure:

1. Aleksandr Markovich Branis
2. Aleksandr Grigorievich Starchenko
3. Aleksey Vitalievich Klaptsov
4. Pavel Ivanovich Okley
5. Evgeny Fyodorovich Makarov
6. Sergey Borisovich Syutkin
7. Dmitry Aleksandrovich Burnashev
8. Aleksey Romanovich Kachay
9. Vyacheslav Mikhailovich Kravchenko
10. Andrey Aleksandrovich Dyomin
11. Misrikhan Shapieievich Misrikhanov

**Item 4:**

That the Company's Audit Committee be elected in the following structure:

1. Anatoly Valerievich Baitov
2. Igor Alikovich Zenyukov
3. Dmitry Vladimirovich Sklyarov
4. Lyudmila Romanovna Matyunina
5. Marina Alekseevna Lelekova

**Item 5:**

That JSC "KPMG" be appointed the auditor of the Company

**Item 6:**

That the Regulation on payment to the members of the Board of Directors of "Interregional Distribution Grid Company of Centre", Joint-Stock Company of Centre" remuneration and compensation in new edition be approved.

**Item 7:**

That the Regulation on payment to the members of the Audit Committee of "Interregional Distribution Grid Company of Centre", Joint-Stock Company of Centre" remuneration and compensation in new edition be approved.

After announcement of the vote results and resolutions made by the Meeting of Shareholders, the close of the Annual General Meeting of Shareholders of IDGC of Centre, JSC was announced.

**Appendices:**

**Appendix 1:** Report of the Tabulation Commission on the voting results at the General Meeting of Shareholders of IDGC of Centre, JSC.

**Appendix 2:** Annual Report of IDGC of Centre, JSC by the 2007 work results.

**Appendix 3:** Annual Financial Statements of IDGC of Centre, JSC for 2007 (including the Auditor's Opinion and the Audit Committee's Opinion), including the income statement.

**Appendix 4:** Regulation on payment to the members of the Board of Directors of "Interregional Distribution Grid Company of Centre", Joint-Stock Company of remuneration and compensation in new edition.

**Appendix 5:** Regulation on payment to the members of the Audit Committee of "Interregional Distribution Grid Company of Centre", Joint-Stock Company of remuneration and compensation in new edition.

**Chairman of the Annual General Meeting of  
Shareholders, IDGC of Centre, JSC** *signature*

**E.F.Makarov**

**Secretary of the Annual General Meeting of  
Shareholders, IDGC of Centre, JSC** *signature*

**S.V.Lapinskaya**