

Statement of material fact
«Information, which, in the issuer's opinion, has a significant impact on the value of his securities»

1. General information	
1.1. Full issuer's business name (for non-commercial organization – name)	<i>Interregional Distribution Grid Company of Centre, Joint-Stock Company</i>
1.2. Abbreviated issuer's business name	<i>IDGC of Centre, JSC</i>
1.3. Issuer's location	<i>4, 2nd Yamskaya, Moscow, Russia, 127018</i>
1.4. Primary State Registration Number of the issuer	<i>1046900099498</i>
1.5. Tax payer number of the issuer	<i>6901067107</i>
1.6. Issuer's Unique code, assigned by registering authority	<i>10214-A</i>
1.7. Web page address used by the issuer for information disclosure	<i>http://www.mrsk-1.ru/ru/information/ http://www.e-disclosure.ru/portal/company.aspx?id=7985</i>

2. Contents of the statement	
<p>2.1 Short description of the event (action), occurrence (performance) of which, in the opinion of the Issuer, has an impact on the value of its equity securities: <i>On the order of placement, the deadline for sending offers with regards to unconvertible documentary interest-bearing bonds payable to bearer of series BO-02 with the mandatory centralized custody of IDGC of Centre (identification number 4B02-02-10214-A dated 25.06.2013) (hereinafter - the Bonds).</i></p> <p>2.2. If a corresponding event (action) is related or linked to a third party - the full name (for non-profit organizations - the name), address, taxpayer identification number (if applicable), PSRN (if applicable) or full name of that person: <i>it is not possible to provide the information, since the information affects potential investors of the Bonds of IDGC of Centre.</i></p> <p>2.3. If a corresponding event (action) is related or linked to the decision taken by the authorized body of the issuer or a third party – the name of the governing body, the date of adoption and the content of the decision, the date and number of minutes of a meeting (session) of the governing body if the decision was taken by a joint management body of the person: <i>The decision was made by the Sole executive body, General Director of IDGC of Centre on «03» June 2015 (Order № 213-CA of "03" June 2015).</i></p> <p>The content of the decision taken by the sole executive body of the company:</p> <p><i>1. To establish that the placement of the Bonds is done by collecting direct orders from customers for the purchase of the Bonds at a fixed price and coupon rate for the first coupon period, pre-determined by the Issuer on the terms and conditions stipulated by the Decision on the issue and Prospectus of securities.</i></p> <p><i>2. To establish that offers to conclude Preliminary agreements, as the term is determined in the Decision on the issue of the Bonds, shall be sent to Gazprombank (Joint-stock company)</i></p> <p><i>3. To establish that the deadline for sending offers to conclude Preliminary agreements with potential purchasers of the Bonds, containing the obligation to enter on the date of placement of the Bonds into main sales and purchase agreements for the Bonds, begins at 11:00 a.m. on "04" June 2015 and ends at 12:00 a.m. on «04» June 2015.</i></p> <p>«04» June 2015</p> <p><i>With reference to: Participation in the placement of bonds of Open Joint Stock Company "Interregional Distribution Grid Company of Centre" series BO-02.</i></p> <p>ATTENTION: YOU MUST READ THE INFORMATION BELOW BEFORE TAKING ANY ACTION.</p> <p>This notice covers the following information below and issuing documents on the web site at http://www.mrsk-1.ru/ru/information/, http://www.e-disclosure.ru/portal/company.aspx?id=7985 (hereinafter collectively referred to as the "Documents"), and you need to carefully read the terms of this notice before you take any action in connection with such Documents. When reviewing and implementing any action in response to the Document, you agree to abide the following conditions below, including any amendments to such conditions as may be received by you from us as a result of your review of the Documents.</p> <p>THIS NOTICE AND DOCUMENTS SUBMITTED TO YOUR ATTENTION, DO NOT CONSTITUTE AN OFFER TO SELL ANY SECURITIES AND ARE NOT INTENDED TO BE REVIEWED OR ACCESSED BY PEOPLE WHO ARE IN THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN.</p> <p>THIS NOTICE AND THE DOCUMENTS MAY NOT BE SENT OR DISTRIBUTED, EXCEPT IN THE ORDER INDICATED BELOW, AND MAY NOT BE REPRODUCED IN ANY WAY.</p> <p>Neither "Gazprombank" (Joint Stock Company), nor Open Joint Stock Company "Interregional Distribution Grid Company of Centre" (hereinafter the "Issuer") hereby offer to sell any securities and do not perform any action to receive an offer to purchase any securities in respect of any persons in any jurisdiction. This notice and the Documents, submitted to your attention, may not be used for or in connection with the preparation of any message in any jurisdiction or in any</p>	

circumstances, in/at which such prepared message is to be considered unacceptable or illegal. The Issuer requires each person, who has access to this notice and the Documents, to read and observe such restrictions. The Documents, submitted for your review, are for informational purposes only and do not constitute an advertisement or offer for sale of securities in any country.

Any securities of the Issuer may not be offered or sold in the United States without registration or with an exemption from registration under the U.S. Securities Act of 1933 (in its current version).

This notice and the Documents are provided exclusively for: (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of Order (Financial Promotion) 2005 under Law of the UK on Financial Services and Financial Markets 2000 (hereinafter the "**Order**"), or (iii) legal or other entities with high net worth, which this notice and the Documents can be lawfully directed, subject to Article 49 (2) (a) - 49 (2) (d) of the Order (all such persons are hereinafter collectively referred to as the "**Relevant persons**"). Any securities may be acquired, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be made only by those Relevant persons. Any other person who is not a Relevant person should not act in connection with, or otherwise rely on this notice and the Documents or any information contained therein.

Any public offering of securities that may be considered made on the basis of the fact of sending this notice and the Documents to any Member State of the European Union, which took to perform the Directive 2003/71/EC (together with any additional procedures for its use in that Member State hereinafter referred to as the "**Prospectus Directive**"), is addressed solely to qualified investors of a Member State in EU within the meaning established by the Prospectus Directive.

This notice and the Documents are not an issue prospectus for the purposes of interpreting them in accordance with the procedures for use of the Prospectus Directive and other applicable law. This notice and the Documents, as well as the issue prospectus prepared in connection with the offering of securities of the Issuer, may not be distributed in any country where such distribution requires additional requirements or violates the laws of that country.

OWNERSHIP OF EXCHANGE TRADED BONDS OR OTHER FINANCIAL INSTRUMENTS IS ALWAYS RELATED TO RISKS. This notice is for informational purposes only and contains very limited information about investing in the securities of the Issuer. Such investment must be preceded by an informed decision, based, inter alia, on a careful analysis of the Issuer, its affiliates, operations, financial condition, sales and revenue, the state of the Russian economy in general and other risk factors.

Dear Investor,

We hereby inform you of the opportunity to participate in the placement of non-convertible interest-bearing documentary exchange traded bonds of Open Joint Stock Company "Interregional Distribution Grid Company of Centre" (the "**Issuer**"). "Gazprombank" (Joint Stock Company) ("**Gazprombank**") act as the placement manager (the "**Organizer**"). This notice is an invitation to make an offer and is not a proposal.

The Issuer has obtained admission to trading on the Stock Exchange during the issue placement of 5,000,000 (Five million) of non-convertible interest-bearing documentary exchange traded bonds of series BO-02, nominal value of 1,000 (One thousand) rubles each, maturing in the 3 640 (Three thousand six hundred and fortieth) day from the date of placement of the bonds, with possibility of advanced repayment on request of owners and at the discretion of the Issuer, placed by public offering (the "**Bonds**"). The issue of the Bonds was introduced at CJSC "MICEX Stock Exchange" to trading on the Stock Exchange during the placement on "25" June 2013 with the assignment of identification number 4B02-02-10214-A. The introduction of the Bonds to trading on the Stock Exchange during the placement does not mean that the actual information contained in the documents of the issue is accurate and reliable. The Bonds placement will occur by committing sale and purchase transactions with the Bonds at the MICEX. The placing of the Bonds is scheduled for "05" June 2015, but may be held on a different date. The final date of the placement is set (defined) in accordance with the Decision on securities issue and the Prospectus on securities (the "**Issue Documents**"). The Bonds are payable only in cash.

You may participate in the placement, making in the established order below an offer to conclude a preliminary agreement to buy your Bonds (the "**Purchase Offer**") in the form specified in the Appendix to this notice, indicating the maximum total amount in Russian Roubles at which you are willing and ready to purchase the Bonds and the minimum coupon rate of the Bonds, at which you are willing and ready to purchase the Bonds with the specified amount.

Offer to purchase is your proposal to conclude a Preliminary agreement (as this term is defined below).

For the purposes of compliance with the requirements for the order of placement of the Bonds, the Organizers are considering only those Purchase Offers, which have been properly drawn up and signed, and received by the Organizers in the manner and on the terms set out in this notice.

The Order of Placement and Settlement

If you decide to participate in the placement of the Bonds, please, confirm your acceptance of the terms and conditions of the placement of the Bonds, set out in the Issue Documents and this notice, through delivery to Gazprombank (by courier or by fax, or by e-mail) to the address below of your properly completed and signed by you Purchase Offer no later than 12:00 a.m. Moscow time on "04" June 2015 (the "Record date"). In this case, the Purchase Offer, directed by a legal entity, shall be made on the form of the legal entity, signed by an authorized person and sealed with the corporate stamp. The Purchase Offer may not be withdrawn after the Record date.

To avoid any confusion and doubt, please, mind that the fact of receiving your Purchase Offer by the Organizers does not mean that it will be accepted. The Organizers do not assume any liability and make no representations or warranties as to the fact that your Purchase Offer will have been accepted in whole or in part.

After determining the rate of the first coupon of the Bonds the Issuer takes the decision to accept or reject your Purchase Offer. Only if the decision has been made about the acceptance of your Purchase Offer, Gazprombank, acting as an attorney on behalf of and for the account of the Issuer, or as a commission agent in its own name and for the account of the Issuer, will send you (by courier or by fax or e-mail e) a written notice of acceptance (the "**Notice of Acceptance**") of your Purchase Offer to the address or fax number or email address specified in your Purchase Offer. If the Notice of Acceptance is sent by fax or by e-mail, it is deemed to be received by you at the time of its sending. If the Issuer has taken its decision to reject your Purchase Offer, or the Issuer has not considered your Purchase Offer, or no decision has been taken in relation to it, then Gazprombank will not send you a notice about it. In this case, the fact that you will not be sent such a notice does not mean that your Purchase Offer has been accepted (silence is not acceptance).

ATTENTION! THE ACCEPTANCE OF YOUR PURCHASE OFFER MEANS A CONCLUDED BETWEEN YOU AND THE ISSUER PRELIMINARY AGREEMENT (THE "PRELIMINARY AGREEMENT"), PURSUANT TO WHICH YOU AND THE ISSUER AGREE TO ENTER ON THE DATE OF THE PLACEMENT OF THE COMMERCIAL PAPERS THE MAIN AGREEMENT OF SALE AND PURCHASE OF THE COMMERCIAL PAPERS (THE "MAIN AGREEMENT") UNDER THE FOLLOWING CONDITIONS: THE ISSUER AGREES TO SELL YOU, AND YOU AGREE TO PURCHASE FROM THE ISSUER AND PAY FOR THE COMMERCIAL PAPERS IN AN AMOUNT AT THE OFFERING PRICE AND A COUPON RATE SPECIFIED IN THE NOTICE OF ACCEPTANCE. IN THIS CASE THE NUMBER OF THE COMMERCIAL PAPERS SPECIFIED IN THE NOTICE OF ACCEPTANCE WILL DEPEND ON THE OFFERING PRICE, THE INTEREST RATE ON THE COUPON AND THE MARKET DEMAND FOR THE COMMERCIAL PAPERS. YOUR PURCHASE OFFER MAY BE ACCEPTED IN WHOLE OR IN PART. IF YOUR PURCHASE OFFER HAS BEEN ACCEPTED IN PART, THE PRELIMINARY AGREEMENT IS CONCLUDED ONLY FOR THIS PART OF YOUR PURCHASE OFFER, TO BE SPECIFIED IN THE NOTICE OF ACCEPTANCE*. THE ORDER OF ENTERING INTO THE MAIN AGREEMENT (ORDER OF PLACEMENT OF THE COMMERCIAL PAPERS), THE DATE OF PLACEMENT OF THE COMMERCIAL PAPERS, THE OFFERING PRICE, THE COUPON RATE ON THE COMMERCIAL PAPERS AND THE SETTLEMENT PROCEDURE SHALL BE ESTABLISHED (DEFINED) IN ACCORDANCE WITH THE ISSUE DOCUMENTS.

*The Notice of Acceptance will indicate the number of the Bonds, calculated on an offering price, as well as the relevant part of the sum of money specified in your Purchase Offer as the maximum amount of money you are willing to buy the Bonds for.

This notice, Purchase Offer and Notice of Acceptance (if any) are an integral part of the Preliminary agreement.

All disputes related to the conclusion of the Preliminary agreement, its validity and execution shall be settled by the Arbitration Court of Moscow.

If you agree to these conditions and the order of participation in the placement of the Bonds, you may send a copy of the Purchase Offer to Gazprombank via email BondsBook@gazprombank.ru, Semen.Odintsov@gazprombank.ru or by fax +7 (495) 983-17-63 (attention: Semyon Odintsov), followed by the subsequent obligatory sending of the original of the Purchase Offer by courier to Gazprombank's office at the address: 7, Koroviy Val St., 119049, Moscow, Russia (attention: Semyon Odintsov).

Sincerely,

Open Joint Stock Company "Interregional Distribution Grid Company of Centre"

[LETTERHEAD OF INVESTOR] (for legal entities)

Date:

To GPB (OJSC)
Address for correspondence:
7, Koroviy Val St., Moscow, 119049
Attention: Semyon Odintsov
E-mail: BondsBook@gazprombank.ru,
Semen.Odintsov@gazprombank.ru
Fax: +7 (495) 983-17-63

Copy to ZAO VTB Capital
Attention: Ilya Buckovskiy
E-mail: bonds@vtbcapital.com
Fax: +7 (495) 663-46-16

With reference to: Participation in the placement of bonds of Open Joint Stock Company "Interregional Distribution Grid Company of Centre" series BO-02.

Dear Sirs,

According to the invitation (hereinafter - the "Invitation") to make an offer to enter into preliminary agreements,

pursuant to which the investor and the Open Joint Stock Company "Interregional Distribution Grid Company of Centre" undertake to enter on the date of placement of non-convertible documentary interest bearing bonds payable to bearer with mandatory centralized custody of series BO-02 maturing in the 3 640 (Three thousand six hundred and fortieth) day from the date of placement of the bonds, placed by public offering with identification number 4B02-02-10214-A of 25.06.2013 (hereinafter – the "**Bonds**"), the main agreements for the sale and purchase of the Bonds of Open Joint Stock Company "Interregional Distribution Grid Company of Centre" (hereinafter – the "**Issuer**"), we are sending to you this message.

We hereby confirm that we, [insert your full name], have reviewed the specified in the Invitation and Issue Documents conditions and procedure of participation in the placement of the Bonds and settlement, and state our acceptance and willingness to comply with such conditions and procedure.

Therefore, having carefully analyzed the financial, economic, legal and other risks and consequences of the acquisition and ownership of the Bonds, we hereby state our desire and willingness to participate in the placement of the Bonds and offer to buy the Bonds from the Issuer on the following conditions:

The maximum amount for which we are ready to purchase the Bonds (Russian Roubles)*	The minimum rate of the first coupon on the Bonds, at which we are ready to purchase the Bonds to the specified maximum amount
at the offer of 3 years	
[please, specify]	[please, specify]

Please note that the Bidder at MICEX that bids to purchase the Bonds on our behalf, will be [please provide the name of the broker] (for Buyers, working through a broker).

This message is the Purchase Offer, a proposal to conclude the Preliminary agreement. This Purchase Offer is valid until "10" June 2015 inclusive. In the event that this Purchase Offer has been accepted, please, send the Notice of Acceptance at the following contact details: for sending by courier: [insert address of your office (for a natural person a place of registration)], to be sent by fax [insert fax number of your office, for a natural person a fax number)], for sending via e-mail: [insert email address of your office responsible employee (email address of a natural person)].

All terms used but not defined in this notice shall have the meaning assigned to them in the Invitation.

Sincerely,

 Name:
 Position:
 (if a person acts by proxy, specify the details of the document)
 Stamp here.

* This amount does not include costs associated with the acquisition of the Bonds and settlement performance.

2.4. If an event (action) is relevant and may have a significant impact on the value of certain securities of the issuer - the type, category (kind) and other identification features of securities of the issuer:

- **unconvertible documentary interest-bearing bonds payable to bearer of series BO-02 with the mandatory centralized custody of IDGC of Centre (identification number 4B02-02-10214-A dated 25.06.2013).**

2.5. Date of occurrence of a relevant event (action performance), and if the corresponding event occurs in respect of a third party (the corresponding action is performed by a third party) – also the date, on which the Issuer became aware of the occurrence of the specified event (the specified action performance): «03» **June 2015.**

3. Signature

3.1. Director of Corporate Governance –
 Head of corporate governance and interaction
 with shareholders Department, acting under power of attorney
 # D-CA/71 dated from 27.02.2015

O.A. Kharchenko

 (signature)

3.2. Date “ 04 ” June 2015 .

Stamp here.