

**Statement of material fact**  
**On a meeting of the Board of Directors (Supervisory Board) of the issuer and its agenda, and the separate decisions taken by the Board of Directors (Supervisory Board) of the issuer (insider information disclosure)**

**1. General information**

1.1. Full issuer's business name (for non-commercial organization – name)	<b>Interregional Distribution Grid Company of Centre, Joint-Stock Company</b>
1.2. Brief issuer's business name	<b>IDGC of Centre, JSC</b>
1.3. Issuer's location	<b>4/2, Glukharev Lane, Moscow, 129090</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	<b><a href="http://www.mrsk-1.ru/ru/information/">http://www.mrsk-1.ru/ru/information/</a></b>

**2. Contents of the statement**

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

**Item 1. On consideration of the report of the Committee for Audit «On transactions of insiders of the Company with securities of the Company and its subsidiaries and associates in November 2011».**

**Decision:**

To take into consideration the report of the Committee for Audit «On transactions of insiders of the Company with securities of the Company and its subsidiaries and associates in November 2011» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

**Item 2. On consideration of the report of the General Director of the Company «On the implementation of activities to reduce electrical energy losses following the results of 11 months 2011».**

**Decision:**

To take into consideration the report of the General Director of the Company «On the implementation of activities to reduce electrical energy losses following the results of 11 months 2011» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

**Item 3: On approval of the budgets of the Committee for Audit, the Committee for Personnel and Remuneration, the Strategy and Development Committee, the Reliability Committee and the Committee for technological connection to power grids under the Board of Directors of IDGC of Centre for 1H 2012.**

**Decision:**

1. To approve the budget of the Committee for Audit of the Board of Directors of IDGC of Centre for 1H 2012 in accordance with Appendix # 3 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 1H 2012 in accordance with Appendix # 4 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 1H 2012 in accordance with Appendix # 5 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 1H 2012 in accordance with Appendix # 6 to this decision of the Board of Directors.
5. To approve the budget of the Committee for technological connection to power grids under the Board of Directors of IDGC of Centre for 1H 2012 in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

**Item 4. On determination of the position of IDGC of Centre regarding the agenda item of the meeting of the Board of Directors of JSC “Energy Service Company”:**

**4.1. On approval of the target values of annual and quarterly key performance indicators of the Company for 2012.**

**4.2. On approval of the Business plan of the Company for 2012.**

**Decision:**

To defer consideration of this item at a later date.

**Item 5. On approval of the target values of Cash Flow of the Company for 1Q 2012.**

**Decision:**

1. To approve the following target values of Cash Flow of the Company for 1Q 2012:

Thousand rubles

Name	Services for the organization of functioning and development of the distribution grid complex
January	36 852,75
February	36 852,75
March	36 852,75

2. To assign General Director of the Company:

2.1. not later than 5 days after the adoption of this resolution to ensure the making of the draft of Cash Flow and its approval;

2.2. no later than the 1st day after the approval of Cash Flow to send the specified document to the members of the Board of Directors of the Company.

**Item 6: On reducing the cost of acquisition of goods (works, services) per product unit not less than 10 percent per year for three years in real terms in 2010 prices.**

**Decision:**

1. To approve the Methodology for calculation and evaluation of the KPI implementation «Reduction of the cost of acquisition of goods (works, services) per product unit not less than 10 percent per year for three years in real terms in 2010 prices» for General Director of the Company in accordance with Appendix # 8 to this decision of the Board of Directors.

2. To supplement the list of the KPIs of the Company for 2012 (Minutes of the Board of Directors # 28/11 of 30.12.2011 regarding the item on approval of the KPI target values for 2012) with the indicator «Reduction of the cost of acquisition of goods (works, services) per product unit not less than 10 percent per year for three years in real terms in 2010 prices», calculated in accordance with the Methodology approved by clause 1 of this decision.

3. General Director of the Company to make the corresponding modifications in the KPI system for top managers of the Company.

4. General Director of the Company during 2012 to monitor and further analyze the KPI and, if necessary, to bring to the Board of Directors the item on amending the methodology for the KPI calculation and evaluation, taking into account the results of studies on the development of typified investment projects.

**Item 7. On approval of the adjusted Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2012.**

**Decision:**

To approve the adjusted Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2012 in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

**Item 8. On approval of the adjusted Program for the implementation of environmental policy of IDGC of Centre for 2012-2013.**

**Decision:**

To approve the Program for the implementation of environmental policy of IDGC of Centre for 2012-2013 in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

**Item 9. On approval of the Program of energy saving and energy efficiency of IDGC of Centre for 2012 – 2016.**

**Decision:**

1. To approve the Program of energy saving and energy efficiency of IDGC of Centre for 2012 – 2016 and outlook for 2013-2016 in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.

2. To recognize the Program of energy saving and energy efficiency of the Company for, approved by the decision of the Board of Directors of the Company on 15.08.2011 (Minutes # 18/11 of 17.08.2011), in terms of the period from 2012 to 2015, to have lost its force.

3. The financing sources of the Program of energy saving and energy efficiency of IDGC of Centre for 2012 – 2016 and outlook for 2013-2016 can be adjusted in accordance with the values of the Business Plan of the Company.

**Item 10: On the prior approval of the decision made by the Company of a transaction, involving the alienation of immovable property, which constitutes the fixed assets and construction in progress facilities that are not used for generation, transmission, dispatch and distribution of electrical and heat energy, located at: Voronezh, workers' settlement of Somovo.**

**Decision:**

To approve the decision made by the Company of a transaction, involving the alienation of immovable property, which constitutes the fixed assets and construction in progress facilities that are not used for generation, transmission, dispatch and distribution of electrical and heat energy, located at: Voronezh, workers' settlement of Somovo on the following essential conditions:

- **the alienated property**, located at: Voronezh, workers' settlement of Somovo (Appendix # 12 to this decision of the Board of Directors);
- **the book (depreciated) value** of the alienated asset as of 01.10.2011 amounts to 29 835 312 (Twenty nine million eight hundred and thirty-five thousand three hundred twelve) rubles 26 kopecks;
- **the way of alienation** – sale by auction open for participants;
- **opening price of the auction** – the price equal to the market value of the property determined by the independent appraiser «Legal agency YURKON» LLC (Report #857-2/10), in the amount of 58 728 500 (fifty-eight million seven hundred and twenty-eight thousand five hundred) rubles 00 kopecks (excluding 18% VAT);
- **the order (term) of payment** – before the transfer of ownership of the property within 14 (fourteen) business days from the date of signing the buy and sell agreement for the property by the Parties the Buyer transfers the monetary funds to the settlement account of the Seller.

**Item 11: On approval of an agreement on cooperation in the prevention and mitigation of contingencies at power facilities, concluded between IDGC of Centre and OJSC “Kubanenergo”, which is a transaction of interest.**

**Decision:**

To approve the agreement on cooperation in the prevention and mitigation of contingencies at power facilities, concluded between IDGC of Centre and OJSC “Kubanenergo” on the following conditions:

**Parties of the Agreement:**

IDGC of Centre

OJSC “Kubanenergo”

**Subject of the Agreement:** The subject of the Agreement is the relationship of the Parties in the prevention and mitigation of contingencies at electric power facilities caused by damage to the equipment (including natural disasters), and the necessity of supplying power to eliminate threats to life and health, and other causes in the service area of the Parties.

The Agreement is concluded for joint organized response quickly to restore electric grid facilities necessary for the normalization of the power supply to consumers and to prevent possible damage to property of electric energy consumers and other electric power facilities.

**Dispute resolution:** All disputes and controversies relating to the implementation of the Agreement, the Parties will endeavor to resolve by negotiation. Unresolved in the negotiating process disputed issues are resolved in accordance with the legislation of the Russian Federation.

**Duration of the Agreement:** The Agreement shall enter into force upon its signing and is valid until 01.11.2012. If no Party claims to terminate the Agreement thirty (30) days prior to its expiry, the Agreement shall be extended for one year.

**Final provisions:** Any changes or amendments to the Agreement are valid, provided they are made in writing and signed by authorized representatives of the Parties.

**Item 12. On approval of the Schedule of activities for the implementation of the production assets management system of IDGC of Centre.**

**Decision:**

To approve the Schedule of activities for the implementation of the production assets management system of IDGC of Centre in accordance with Appendix # 13 to this decision of the Board of Directors of the Company.

**Item 13. On approval of a contract for design and survey works and the construction and reconstruction of facilities of Myshkinsky, Uglichsky, Bolsheselsky and Borisoglebsky districts of the Yaroslavl region, concluded between JSC «Energy Service Company» and IDGC of Centre (IDGC of Centre-Yarenergo division), which is a transaction of interest.**

**Decision is not taken.**

**Item 14. On approval of a contract for design and survey works and the construction and reconstruction of facilities of Rybinsky district of the Yaroslavl region, concluded between JSC «Energy Service Company» and IDGC of Centre (IDGC of Centre-Yarenergo division), which is a transaction of interest.**

**Decision is not taken.**

**Item 15. On approval of a contract for design and survey works and the construction and reconstruction of facilities of Rostovsky and Nekrasovsky districts of the Yaroslavl region, concluded between JSC «Energy Service Company» and IDGC of Centre (IDGC of Centre-Yarenergo division), which is a transaction of interest.**

**Decision is not taken.**

**Item 16. On approval of a contract for design and survey works and the construction and reconstruction of facilities of Borisoglebsky and Rostovsky districts of the Yaroslavl region, concluded between JSC «Energy Service Company» and IDGC of Centre (IDGC of Centre-Yarenergo division), which is a transaction of interest.**

**Decision is not taken.**

**Item 17. On approval of a contract for construction and installation work, concluded between JSC «Energy Service Company» and IDGC of Centre (IDGC of Centre-Belgorodenergo division), which is a transaction of interest.**

**Decision is not taken.**

**Item 18. On approval of candidatures of insurers of IDGC of Centre.**

**Decision:**

To approve the following insurance companies as insurers of the Company:

Type of insurance	Insurance company	Duration of insurance
Compulsory civil liability motor-vehicle insurance (MTPL)	Rosgostrah LLC	from 01.01.2012 to 31.12.2012
Comprehensive and collision insurance (CNC insurance)	OJSIC "RESO Garantiya"	from 01.01.2012 to 31.12.2012
Civil defense insurance for hazardous production facilities	Rosgostrah LLC	from 01.01.2012 to 31.12.2012

**Item 19. On consideration of the report of the General Director of the Company «On execution of the assignment, given at the meeting of the Board of Directors of the Company on 28.12.2011 (Minutes #28/11 of 30.12.2011)».**

**Decision:**

To take into consideration the proposals of IDGC of Centre for optimization of the amount of the warehouse inventory in accordance with Appendix # 19 to this decision of the Board of Directors of the Company. To assign General Director to improve the proposals for optimization of the amount of the warehouse inventory taking into account the comment of the Strategy and Development Committee and submit the improved proposals to the Strategy and Development Committee no later than 01.04.2012.

**Item 20. On approval of Priority projects and their milestones within the KPI "The efficiency of implementation of the investment program of the current year/quarter (in terms of deadlines and cost)" for 2012.**

**Decision:**

To approve the Priority projects and their milestones within the KPI "The efficiency of implementation of the investment program of the current year/quarter (in terms of deadlines and cost)" of the Company for 2012 in accordance with Appendix # 20 to this decision of the Board of Directors of the Company.

**Item 21. On nomination of a candidature by the Company to be elected as chief executive officer of JSC «Yargorelectroset».**

**Decision:**

To nominate the candidature of Syrovoy Victor Vasilyevich to be elected as Director of JSC «Yargorelectroset».

**Item 22. On determination of the position of IDGC of Centre regarding the agenda item of the meeting of the Board of Directors of JSC «Yargorelectroset» - On election of Director of JSC «Yargorelectroset».**

**Decision:**

To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC «Yargorelectroset» regarding the agenda item «On election of Director of JSC «Yargorelectroset»» to vote «FOR» taking the following decision:

*«1. To elect Syrovoy Victor Vasilyevich as Director of the Company starting from 30.01.2012.*

*2. To authorize Dmitry O. Gudzhoyan, General Director of IDGC of Centre, to perform on behalf of the Company the rights and obligations of the employer in respect of General Director of the Company Syrovoy Victor Vasilyevich, including determining conditions of employment with the Company's Director and sign an employment contract, amendments thereto and agreements related to termination of employment contract».*

**Item 23. On agreement of candidatures to be elected for positions in the executive office of the Company, determined by the Board of Directors of the Company.**

**Decision:**

To agree on the candidature of Tkachenko Poman Vladimirovich to be elected for the position of Deputy General Director of IDGC of Centre – Belgorodenergo division director.

**Item 24. On approval of the Development Strategy Implementation Plan of IDGC Holding in the Company up to 2015 and outlook up to 2020.**

**Decision:**

1. To take as a basis the proposed Development Strategy Implementation Plan of IDGC Holding in the Company up to 2015 and outlook up to 2020 in accordance with Appendix # 21.

2. To recommend the members of the Board of Directors - representatives of minority shareholders to submit proposals to improve the Development Strategy Implementation Plan of IDGC Holding in the Company up to 2015 and outlook up to 2020.

Deadline: February 15, 2012.

3. To assign General Director of the Company to improve the Development Strategy Implementation Plan of IDGC Holding in the Company up to 2015 and outlook up to 2020 in accordance with the received proposals and resubmit it for consideration of the Board of Directors of the Company.

Deadline: March 1, 2012.

2.2. Date of the meeting of the Board of Directors of the issuer, at which the corresponding decision is taken: **27.01.2012.**

2.3. Date of drawing up and number of the Minutes of the meeting of the Board of Directors of the issuer, at which the corresponding decision is taken: **Minutes # 01/12 of 30.01.2012.**

### 3. Signature

3.1. Director of Corporate Governance

- Head of corporate governance and interaction with shareholders Department, acting under power of attorney # D-CA/177 dated from 09.12.2011.

\_\_\_\_\_  
(signature)

V.A. Alimenko

Stamp here.

3.2. Date «30» January 2012.