

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

### 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:  
The quorum for all the items is present.

Voting results:

Item 1: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 2: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 3: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 4: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 5: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 6: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 7: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 8: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 9: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 10: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 11: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 12: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 13: «FOR» - 6; «AGAINST» - 0; «ABSTAINED» - 4.  
Item 14: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.  
Item 15: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.  
Item 16: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 17: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 18: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 19: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 20: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 21: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 22: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 23: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 24: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 25: «FOR» - 6; «AGAINST» - 2; «ABSTAINED» - 2.  
Item 26: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

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

#### **Item 1: On the composition of the Committee for Audit of the Board of Directors of IDGC of Centre.**

##### **Decision:**

- To define the number of members of the Committee for Audit of the Board of Directors of the Company - 6 (six) persons.
- To elect the following personnel of the Committee for Audit of the Board of Directors of the Company:

1	Andrey Valentinovich Kazachenkov	Member of the Management Board, First Deputy Chairman of the Management Board of FGC UES
2	Denis Viktorovich Kulikov	Nonprofit organization Association for Protection of rights of investors, Executive Director
3	Dmitry Igorevich Romeyko	Deputy Executive Director for Special Commissions of IDGC Holding
4	Roman Alexeyevich Filkin	Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Co-Director, power engineering, machine building
5	Oxana Vladimirovna Shatokhina	Director for Economy of FGC UES, Director for Economy of IDGC

		Holding
6	Alexander Viktorovich Shevchuk	Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director

3. To elect Andrey Valentinovich Kazachenkov, First Deputy Chairman of the Management Board of FGC UES, as the Chairman of the Committee for Audit of the Board of Directors of the Company.

**Item 2: 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 – 7 (seven) persons.

2. To elect the following personnel of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre:

1	Andrey Valentinovich Kazachenkov	First Deputy Chairman of the Management Board of FGC UES
2	Dmitry Igorevich Romeyko	Deputy Executive Director for Special Commissions of IDGC Holding
3	Oxana Vladimirovna Shatokhina	Director for Economy of FGC UES, Director for Economy of IDGC Holding
4	Valery Nikolayevich Sedunov	General Director of MES of Centre, Affiliate of JSC Federal Grid Company
5	Denis Viktorovich Kulikov	Nonprofit organization Association for Protection of rights of investors, Executive Director
6	Roman Alexeyevich Filkin	Representative Office of Prosperity Capital Management (Russian Federation) Ltd., Co-Director, power engineering, machine building
7	Alexander Viktorovich Shevchuk	Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director

3. To elect Andrey Valentinovich Kazachenkov, First Deputy Chairman of the Management Board of FGC UES, as the Chairman of the Committee for Personnel and Remuneration of the Board of Directors of IDGC of Centre.

**Item 3: On the composition of the Strategy and Development Committee of the Board of Directors of IDGC of Centre.**

**Decision:**

1. To approve the number of members of the Strategy and Development Committee of the Board of Directors of the Company – 11 (eleven) persons.

2. To approve the personnel of the Strategy and Development Committee of the Board of Directors of the Company:

1	Alexey Vladimirovich Demidov	Deputy Executive Director for Economy and Finance of IDGC Holding
2	Vadim Alexeevich Pavlov	Head of Centre for Strategy, Development and Innovation of IDGC Holding
3	Maxim Mikhailovich Saukh	Head of Corporate Governance and Shareholders Interaction Department of IDGC Holding
4	Pavel Vladilenovich Golubev	Director for Operations and MRO of IDGC Holding
5	Svetlana Alexandrovna Balaeva	Head of Investment Department of IDGC Holding
6	Konstantin Nikolayevich Orlov	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	Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director
10	Astkhik Artashesovna Bashindzhagyan	Principal Specialist – Expert 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	Evgeny Alexeevich Bronnikov	Advisor to Executive Director of IDGC Holding

3. To elect Alexey Vladimirovich Demidov, Deputy Executive Director for Economy and Finance of IDGC Holding, as the Chairman of the Strategy and Development Committee of the Board of Directors of the Company.

**Item 4: On the composition of the Reliability Committee of the Board of Directors of IDGC of Centre.**

**Decision:**

1. To approve the number of members of the Reliability Committee of the Board of Directors of the Company – 9 persons.

2. To approve the personnel of the Reliability Committee of the Board of Directors of the Company:

1	Olga Valentinovna Zuikova	Head of Directorate for Production Control and Labour Protection of IDGC Holding
2	Alexander Viktorovich Shevchuk	Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director
3	Alexey Petrovich Petrov	Deputy Head of Technical Development and Management Department,

		Head of Production and Technical Management Section of IDGC Holding
4	Konstantin Nikolayevich Orlov	Deputy General Director for Economy and Finance of IDGC of Centre
5	Andrey Vitalyevich Gritsenko	General Director of ZAO Capital Asset Management
6	Dmitry Leonidovich Pankov	Director for Strategy, Development and Innovations of IDGC Holding
7	Valeria Nikolaevna Chernykh	Head of general analysis division of the Department for Capital Construction of IDGC Holding
8	Sergey Anatolyevich Shumakher	Member of the Management Board, Deputy General Director for Technical Issues of IDGC of Centre
9	Igor Georgiyevich Polovnev	Financial Director of Nonprofit Association for Protection of rights of investors

3. To elect Olga Valentinovna Zuikova, Head of Directorate for Production Control and Labour Protection of IDGC Holding, as the Chairman of the Reliability Committee of the Board of Directors of the Company.

**Item 5: 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 IDGC of Centre - 7 (seven) persons.
2. To approve the following personnel of the Committee for technological connection to power grids of the Board of Directors of IDGC of Centre:

#	Full name of the candidate	Position and place of employment
1	Dmitry Igorevich Gotlib	Deputy General Director for Services Development and Sale of IDGC of Centre
2	Olga Vladimirovna Tkacheva	Deputy General Director for Corporate Governance of IDGC of Centre
3	Alexander Mikhailovich Pyatigor	Head of Department of perspective development and technological connection of IDGC Holding
4	Dmitry Alexandrovich Andryushin	Deputy General Director for Investment of IDGC of Centre
5	Alexander Viktorovich Shevchuk	Nonprofit organization Association for Protection of rights of investors, Deputy Executive Director
6	Denis Igorevich Cherepanov	Executive Director of the committee to organize the energy policy of the Public Organization "Business Russia"
7	Igor Georgiyevich Polovnev	Financial Director of Nonprofit Association for Protection of rights of investors

3. To elect Alexander Viktorovich Shevchuk, Deputy Executive Director of Nonprofit organization Association for Protection of rights of investors, as the Chairman of the Committee for technological connection to power grids of the Board of Directors of IDGC of Centre.

**Item 6: On consideration of the information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 2Q 2012 and 1H 2012».**

**Decision:**

To take into consideration the information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 2Q 2012 and 1H 2012» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

**Item 7: On consideration of the report of General Director of the Company «On the state of reliability in 2Q 2012 and 1H 2012».**

**Decision:**

To take into consideration the report of General Director of the Company «On the state of reliability in 2Q 2012 and 1H 2012» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company

**Item 8: On consideration of the report of General Director of the Company «On execution of the Program to increase the reliability of IDGC of Centre for 2012-2015 in 2Q 2012 and 1H 2012».**

**Decision:**

To take into consideration the report of General Director of the Company «On execution of the Program to increase the reliability of IDGC of Centre for 2012-2015 in 2Q 2012 and 1H 2012» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

**Item 9: On consideration of the report of General Director of the Company «On organization of the OSH management system in the Company in 2Q 2012 and 1H 2012».**

**Decision:**

To take into consideration the report of General Director of the Company «On organization of the OSH management system in the Company in 2Q 2012 and 1H 2012» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

**Item 10: On consideration of the report of General Director of the Company «On execution of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2012 in 2Q 2012 and 1H 2012».**

**Decision:**

To take into consideration the report of General Director of the Company «On execution of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2012 in 2Q 2012 and 1H 2012» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

**Item 11: On consideration of the report of General Director of the Company «On the implementation status of the Program for the implementation of environmental policy of the Company for 2012-2013 in 2Q 2012 and 1H 2012».****Decision:**

To take into consideration the report of General Director of the Company «On the implementation status of the Program for the implementation of environmental policy of the Company for 2012-2013 in 2Q 2012 and 1H 2012» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

**Item 12: On consideration of the report of General Director of the Company «On the current situation regarding the Company's activity in the area of new connections of customers to electrical networks in 1H 2012».****Decision:**

To take into consideration the report of General Director of the Company «On the current situation regarding the Company's activity in the area of new connections of customers to electrical networks in 1H 2012» in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

**Item 13: On approval of the adjusted Innovative Development Program of IDGC of Centre for 2011-2016.****Decision:**

To approve the adjusted Innovative Development Program of IDGC of Centre for 2011-2016 in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

**Item 14: On consideration of the report of General Director of the Company «On execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 2Q 2012 and 1H 2012».****Decision:**

To take into consideration the report of General Director of the Company «On execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 2Q 2012 and 1H 2012» in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

**Item 15: On approval of the adjusted Program of energy saving and energy efficiency of IDGC of Centre for 2012 – 2017.****Decision:**

1. To approve the adjusted Program of energy saving and energy efficiency of IDGC of Centre for 2012 and outlook for 2013-2017 in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.
2. The Program of energy saving and energy efficiency of IDGC of Centre for 2012 and outlook for 2013-2016 shall be considered to have lost force.
3. The sources of financing of the Program of energy saving and energy efficiency of IDGC of Centre for 2012 and outlook for 2013-2017 may be adjusted in accordance with the parameters of the Business plan of the Company.

**Item 16: On consideration of the report of General Director of the Company «On execution of the Program of energy saving and energy efficiency of IDGC of Centre for 2012 – 2016 in 2Q 2012 and 1H 2012».****Decision:**

1. To take into consideration the report of General Director of the Company «On execution of the Program of energy saving and energy efficiency of IDGC of Centre for 2012 – 2016 in 2Q 2012 and 1H 2012» in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.
2. To draw the attention of the General Director to the failure to perform the plan of capital investments under the Program of energy saving and energy efficiency of the Company for 1H 2012 at 12.7% (the fact is 572 million rubles, excluding VAT, at the plan of capital investments of 656 million rubles, excluding VAT).

**Item 17: On approval of the report of General Director of the Company «On execution of the Annual integrated purchasing program in 2Q 2012 and 1H 2012».****Decision:**

To defer consideration of the item at a later date.

**Item 18: On termination of the participation of IDGC of Centre in OJSC «Smolensk Energy Repair Company» through the sale of shares by public offering.****Decision:**

To defer consideration of the item at a later date.

**Item 19. On approval of Amendment # 1 to lease agreement of 01.11.2010 № 07-6/756(2010)KC, concluded between IDGC of Centre (IDGC of Centre - Kostromaenergo division) and FGC UES (a branch of FGC UES - Volgo-Okskoye TGC), which is a related party transaction.****Decision:**

1. To determine the rent in the amount of 12 864,61 (Twelve thousand eight hundred sixty-four) rubles 61 kopecks per month, including 18% VAT 1 962,40 (One thousand nine hundred sixty-two) rubles 40 kopecks. The rent for 1 square metre per month is 389,84 (Three hundred and eighty-nine) rubles 84 kopecks per month, including VAT (18%) in the amount of 59,47 (Fifty-nine) rubles 47 kopecks.

2. To approve the conclusion of Amendment #1 to lease agreement of 01.11.2010 № 07-6/756(2010)KC, which is a related party transaction (Appendix # 12 to this decision of the Board of Directors of the Company), on the following essential conditions:

**Parties of the Amendment:**

Lessor - FGC UES;

Lessee - IDGC of Centre.

**Subject of the Amendment:**

The Parties have agreed to amend lease agreement of 01.11.2010 № 07-6/756(2010)KC (hereinafter - the Agreement) as follows:

1. To read item 5.1 of section 5 "Payment" of the Agreement in the following edition: "The rent is 12 864,61 (Twelve thousand eight hundred sixty-four) rubles 61 kopecks per month, including 18% VAT 1 962,40 (One thousand nine hundred sixty-two) rubles 40 kopecks.

The rent for 1 square metre per month is 389,84 (Three hundred and eighty-nine) rubles 84 kopecks per month, including VAT (18%) in the amount of 59,47 (Fifty-nine) rubles 47 kopecks.

The calculation of rent is an integral part of the Agreement (Appendix # 1 to amendment # 1 to the lease of non-residential premises Agreement dated from 01.11.2010 № 07-6/756(2010)KC).

2. Appendix # 2 the lease of non-residential premises Agreement dated from 01.11.2010 № 07-6/756(2010)KC shall be considered to have lost force from 01.01.2012.

**Duration of the Amendment:**

The Amendment shall enter into force upon signature by both parties and shall apply to the relations of the parties effective from 01.01.2012.

This amendment shall terminate together with the termination of the main Agreement.

**Item 20: On determination of the position of IDGC of Centre regarding the agenda item of a meeting of the Board of Directors of JSC "Yargorelectroset" - «On approval of the adjusted Business plan of the Company (including the Investment program) for 2012 -2016».**

**Decision:**

To defer consideration of the item at a later date.

**Item 21: On consideration of the report of General Director «On implementation of the assignment issued by the Board of Directors of the Company at the meeting of 13.06.2012 (Minutes #15/12 of 18.06.2012) regarding item # 16».**

**Decision:**

1. To take into consideration the report of General Director of the Company «On the implementation of measures for achieving in the 2nd quarter of 2012 and the 1st half of 2012 the planned level of electricity losses in the networks of JSC "Yargorelectroset"» in accordance with Appendix # 13 to this decision of the Board of Directors of the Company.

2. To note the failure to achieve in the 1st half of 2012 the planned target of relative value of electricity losses in the networks of JSC "Yargorelectroset" (plan - 16.95% of the supply to the grid, fact - 17.65% of the supply to the grid, the deviation from the plan, subject to actual delivery to the grid, is 4.69 million kWh) and the billed amount of non-contracted electricity consumption is 8.0 million kWh.

3. To note the identified and paid amount of non-contracted electricity consumption of 5.67 kWh, charged to non-operating income of the Company in the 1st half of 2012.

**Item 22: On consideration of the report of General Director «On implementation of the assignment issued by the Board of Directors of the Company at the meeting of 31.07.2012 (Minutes #19/12 of 03.08.2012) regarding item # 16».**

**Decision:**

To take into consideration the report of General Director «On implementation of the assignment issued by the Board of Directors of the Company at the meeting of 31.07.2012 (Minutes #19/12 of 03.08.2012) regarding item # 16» in accordance with Appendix # 14 to this decision of the Board of Directors of the Company.

**Item 23. On approval of Indemnification agreement (220/110/35/6 kV «Nelidovo»), concluded between FGC UES and IDGC of Centre, which is a related party transaction.**

**Decision:**

To defer consideration of the item at a later date.

**Item 24. On approval of Indemnification agreement (Substation 330 kV «Sadovaya»), concluded between FGC UES and IDGC of Centre, which is a related party transaction.**

**Decision:**

1. To determine that the amount of compensation to be paid shall be determined in accordance with paragraph 3.1. and Appendix #2 to the Agreement and is 131 758 576,78 (One hundred thirty-one million seven hundred fifty-eight thousand five hundred seventy-six) rubles 78 kopecks, including VAT (18%) 20 098 765,95 (Twenty million ninety-eight thousand seven hundred sixty-five) rubles 95 kopecks.

2. To approve the conclusion of Indemnification agreement (Substation 330 kV "Sadovaya"), concluded between FGC UES and IDGC of Centre, which is a party related transaction (hereinafter – the Agreement, Appendix # 15 to this decision of the Board of Directors of the Company), on the following essential conditions:

**Parties of Indemnification Agreement:**

«Company» - FGC UES;

«Owner» - IDGC of Centre.

**Facilities of Indemnification Agreement:**

"Facility of the Company" - Substation 330 kV "Sadovaya" in the Kursk region (hereinafter – SS-330 kV "Sadovaya", Facility of the Company) by the title: " Complex technical re-equipment and reconstruction of SS-330 kV "Sadovaya", located at the address: Kursk, Karl Marx Street;

"Facilities of the Owner", located in the construction (reconstruction) area of the Facility of the Company. In the construction (reconstruction) area of SS 330 kV "Sadovaya" on provided by the Owner according to the right of permanent (termless) use of land plots there is:

- Conductor-110 kV "Sadovaya-Phosphoritnaya 1", tap to SS-330 kV "Sadovaya" and Conductor-110 kV "Sadovaya-Phosphoritnaya 2", tap to SS-330 kV "Sadovaya", name according to certificate of state registration of the right of 07.07.2008 46 AD 075075 – "High voltage overhead power line Conductor 110 kV "Sadovaya-Phosphoritnaya" ROW length of 33990 metres from the portal of 110 kV Substation "Sadovaya" Schetmash 171" (asset identification number 10517);

- Conductor-110 kV "Sadovaya- Zolotukhino", tap to SS-330 kV "Sadovaya" and Conductor-110 kV "Sadovaya-Svoboda", tap to SS-330 kV "Sadovaya", name according to certificate of state registration of the right of 14.08.2008 AA 003144 – "Line structure – Power Line Conductor-110 kV "Sadovaya- Glazunovka", ROW length of 181550 metres from the portal of 110 kV Substation "Sadovaya" to the portal of 110 kV Substation "Glazunovka" (asset identification numbers 15734, 15733);

- Conductor-110 kV "Sadovaya-Pribor" tap to SS-330 kV "Sadovaya" (Conductor-110 kV "Sadovaya-Boiler 3") and Conductor-110 kV "Sadovaya-Boiler" tap to SS-330 kV "Sadovaya" (Conductor-110 kV "Sadovaya-Boiler 1"), name according to certificate of state registration of the right of 19.05.2008 46-AG 202722 – "High voltage overhead power line Conductor-110 kV "Sadovaya-Pribor" ROW length of 10580 metres from the substation "Sadovaya" to the substation "Pribor" (asset identification numbers 15742, 15743);

- Conductor-110 kV Sadovaya-CHP 1, Schetmash tap to SS-330 kV "Sadovaya" (Conductor-110 kV "Sadovaya - CHP 1" (429m)) and Conductor-110 kV "Sadovaya-Schetmash" tap to SS-330 kV "Sadovaya" (Conductor-110 kV "Sadovaya-Boiler-2"), name according to certificate of state registration of the right of 19.05.2008 46-AG 202724 – "High voltage overhead power line ROW length of 26270 m Conductor-110 kV "CHP 1 – Sadovaya" from the portal of CHP 1 to the portal of the substation "Pribor" (asset identification numbers 10522, 15741);

- Conductor-110 kV "Sadovaya-Fatezh 1", tap to SS-330 kV "Sadovaya" and Conductor-110 kV "Sadovaya-Fatezh 2", tap to SS-330 kV "Sadovaya", name according to certificate of state registration of the right of 30.05.2008 46-AG 190325 – "Power Line Conductor-110 kV "Sadovaya-Zheleznogorsk" ROW length of 35120 metres from the portal of 110 kV Substation "Sadovaya" to pole # 124 (Bolshezhirovo)" (asset identification number 10515);

- Conductor-110 kV "Sadovaya-Lesnaya 2", tap to SS-330 kV "Sadovaya" and Conductor-110 kV "Sadovaya-Lesnaya 1", tap to SS-330 kV "Sadovaya", name according to certificate of state registration of the right of 19.05.2008 46-AG 202715 – "High voltage overhead power line Conductor-110 kV "Sadovaya-Lesnaya" ROW length of 12880 metres from the substation "Sadovaya" to the substation "Lesnaya" (asset identification number 10525);

- Conductor-35 kV "Sadovaya-Traction 1", tap to SS-330 kV "Sadovaya" and Conductor-35 kV "Sadovaya-Traction 2", tap to SS-330 kV "Sadovaya", name according to certificate of state registration of the right of 19.05.2008 46-AG 202723 – "High voltage overhead power line Conductor-35 kV "Sadovaya-Traction" ROW length of 6710 metres from the portal of the substation "Sadovaya" to the portal of the substation "Traction" (asset identification number 10313);

- Conductor-35 kV "Sadovaya-Prigorodnaya", tap to SS-330 kV "Sadovaya", name according to certificate of state registration of the right of 19.05.2008 46-AG 199498 – "Power Line Conductor-35 kV "Razinkovo-Kosinovo" ROW length of 22350 metres from the portal of 35 kV Substation "Razinkovo" to the substation "Kosinovo" (asset identification number 10302);

- Conductor-110 kV "CHP 1 – Industrial", pole # 13,16 replacement, name according to certificate of state registration of the right of 19.05.2008 46-AG 202727 – "High voltage overhead power line Conductor-110 "CHP 1-Industrial" length of 2620 metres from the portal of 110 kV CHP 1 to the portal of 110 kV 1,2 substation "Industrial" (asset identification number 10502);

- PL-10 kV 403.3; PL-10 kV 403.7; PL-10 kV 403.9; PL-10 kV 403.11; PL-10 kV 403.13; PL-10 kV 403.15; PL-10 kV 403.17; PL-10 kV 403.19 (two circuits); PL-10 kV 403.21; PL-10 kV 403.23; PL-10 kV 403.25; PL-10 kV 403.27; PL-10 kV 403.29; PL-10 kV 403.31; PL-10 kV 403.35; PL-10 kV 403.37; PL-10 kV 403.39; PL-10 kV 403.40; PL-10 kV 403.42; PL-10 kV 403.44.

**Subject of the Agreement:**

The subject of the Agreement is the compensation to the Owner of the residual value of dismantled parts of the Facilities of the Owner, the dismantling of which is carried out through the construction (reconstruction and technical re-equipment) of the Facility of the Company, as well as expenses of the Owner to perform activities for the benefit and in connection with the activities of the Company for the construction (reconstruction, modernization) of the Facility of the Company that involve the need for Reconstruction (reconstruction, modernization, configuration changes) of the Facilities of the Owner.

With the compensation received from the Company under this Agreement, the Owner provides the performance of work for the Reconstruction (transfer) of the Facilities of the Owner, as well as other activities, the need to fulfill which arose in connection with the Reconstruction.

The activities, carried out by the Owner, may include removal (demolition, uninstallation), switching, and uninstallation and installation in a different configuration, and elsewhere of the Facilities of the Owner, change of the length and/or other parameters of the Facilities of the Owner, as well as other necessary actions (listed in Appendix # 1 to this Agreement), including the site clearing for the construction (reconstruction, modernization), and creating the conditions for commissioning the Company's electric grid facility in accordance with the design and estimate documentation "Comprehensive modernization and reconstruction of SS-330 kV "Sadovaya".

The activities carried out by the Owner, are also aimed at preserving the connection point with the parameters needed to connect the reconstructed (constructed) Facility of the Company.

**Amount of compensation and the procedure for its payment:**

The amount of compensation to be paid shall be determined in accordance with paragraph 3.1. and Appendix #2 to the Agreement and is 131 758 576,78 (One hundred thirty-one million seven hundred fifty-eight thousand five hundred seventy-six) rubles 78 kopecks, including VAT (18%) 20 098 765,95 (Twenty million ninety-eight thousand seven hundred sixty-five) rubles 95 kopecks.

Compensation of costs for the implementation of measures for Reconstruction (Transfer) of the Facilities of the Owner is made if there is a notice on the approval of the part of the project by the Owner, referred to in paragraph 4.2.3 of the Agreement and by transferring funds to the Owner on its account in the amount as specified in paragraph 3.2. of the Agreement within 30 (thirty) business days after the conclusion of the Agreement.

The Company's obligations to transfer the relevant part of the compensation shall be deemed fulfilled with the receipt of funds in the correspondent account of the bank that services the Owner.

**Item 25: On the determination of the person authorized to exercise the rights and obligations of the employer in respect of General Director.**

**Decision:**

1. The decision of the Board of Directors on 15.04.2009 (Minutes # 06/09) of the determination of the person authorized to exercise the rights and obligations of the employer in respect of the General Director of the Company shall be considered to have lost force.
2. To authorize Oleg Mikhailovich Budargin, Chairman of the Management Board of FGC UES, to carry out on behalf of the Company the rights and obligations of the employer in respect of the General Director Dmitry Olegovich Gudzhoyan, including determining conditions of an employment agreement, signing the employment agreement, amendments hereto and agreements related to the termination of the employment agreement.

**Item 26: On approval of internal documents of the Company – the Standard «Production Assets Management in IDGC of Centre».**

**Decision:**

To approve the internal document of the Company: The Standard «Production Assets Management in IDGC of Centre» in accordance with Appendix # 16 to this decision of the Board of Directors.

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **25.09.2012.**

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 # 23/12 of 28.09.2012.**

**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 «01» October 2012.