

## 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» - 6; «AGAINST» - 2; «ABSTAINED» - 2.  
Item 3: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 4: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 5: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 6: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 7: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 8: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 9: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 10: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 11: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.  
Item 12: «FOR» - 6; «AGAINST» - 0; «ABSTAINED» - 4.  
Item 13: «FOR» - 6; «AGAINST» - 0; «ABSTAINED» - 2.  
Item 14: «FOR» - 5; «AGAINST» - 0; «ABSTAINED» - 2.  
Item 15: «FOR» - 5; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 16: «FOR» - 6; «AGAINST» - 0; «ABSTAINED» - 0.  
Item 17: «FOR» - 5; «AGAINST» - 0; «ABSTAINED» - 0.

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

**Item 1. On consideration of the report of the General Director of the Company «On the expenditure on the preparation and conducting the Extraordinary General Meeting of Shareholders of IDGC of Centre on 23.08.2012».**

#### Decision:

To take into consideration the report of the General Director of the Company «On the expenditure on the preparation and conducting the Extraordinary General Meeting of Shareholders of IDGC of Centre on 23.08.2012» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

**Item 2. On approval of the target values of Cash Flow of the Company for quarter 4 of 2012.**

#### Decision:

1. To approve the following target values of Cash Flow of the Company for quarter 4 of 2012:

*thousand RUB*

Name	Services for the operation and development of the distribution grid complex
October	36 852,75
November	36 852,75
December	36 852,75

2. To instruct General Director of the Company:

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

2.2. within 1 working day from the date of approval of the Cash Flow to send the document to members of the Board of Directors of the Company.

**Item 3. On approval of General Agreement # 1 (with discrepancy report) on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre at the direction of "Yaroslavl - Data Centre", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.**

**Decision:**

To defer consideration of the item at a later date.

**Item 4. On approval of General Agreement # 2 (with discrepancy report) on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre at the direction of "Yaroslavl – Pereslavl-Zalesskiy", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.**

**Decision:**

To defer consideration of the item at a later date.

**Item 5. On approval of General Agreement # 3 (with discrepancy report) on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre at the direction of "Rzhev - Torzhok", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.**

**Decision:**

To defer consideration of the item at a later date.

**Item 6. On approval of General Agreement # 4 (with discrepancy report) on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre at the direction of "Borok - Susanino", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.**

**Decision:**

To defer consideration of the item at a later date.

**Item 7. On approval of General Agreement # 5 (with discrepancy report) on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre at the direction of "Kostroma - Sudislavl", concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.**

**Decision:**

To defer consideration of the item at a later date.

**Item 8. On approval of agreement # UVV-77D-3079-12 on access provision to electric grid facilities for the construction and maintenance of fiber-optic lines (with discrepancy report), concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.**

**Decision:**

To defer consideration of the item at a later date.

**Item 9. On approval of agreement # UVV-77D-3130-12 on access provision to electric grid facilities for the construction and maintenance of fiber-optic lines (with discrepancy report), concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.**

**Decision:**

To defer consideration of the item at a later date.

**Item 10. On approval of agreement # UVV-77D-3149-12 on access provision to electric grid facilities for the construction and maintenance of fiber-optic lines (with discrepancy report), concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction.**

**Decision:**

To defer consideration of the item at a later date.

**Item 11. On approval of the adjusted Action Plan for implementing the mandatory energy audit of facilities of industrial and economic needs and electric grid facilities of IDGC of Centre.**

**Decision:**

To approve the adjusted Action Plan for implementing the mandatory energy audit of facilities of industrial and economic needs and electric grid facilities of the Company in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

**Item 12. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors of JSC "Energy Service Company" - «On approval of the Business plan of the Company for 2012».**

**Decision is not taken.**

**Item 13. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of Volga, which is a related party transaction.**

**Decision:**

To approve the confidentiality agreement, concluded between IDGC of Centre and IDGC of Volga (Appendix # 3 to this decision of the Board of Directors of the Company), which is a related party transaction (hereinafter – the Agreement), on the following essential conditions:

**Parties of the Agreement:**

Party 1 – IDGC of Centre;

Party 2 – IDGC of Volga.

**Subject of the Agreement:**

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

**Responsibilities of the Parties:**

Party 2 in the event of damaging Party 1 due to nonfulfillment or improper fulfillment of the conditions of the Agreement shall compensate damages, limited to actual damages, in accordance with the current legislation of the Russian Federation.

**Duration of the Agreement:**

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

**Item 14. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of Northern Caucasus, which is a related party transaction.**

**Decision:**

To approve the confidentiality agreement, concluded between IDGC of Centre and IDGC of Northern Caucasus (Appendix # 4 to this decision of the Board of Directors of the Company), which is a related party transaction (hereinafter – the Agreement), on the following essential conditions:

**Parties of the Agreement:**

Party 1 – IDGC of Centre;

Party 2 – IDGC of Northern Caucasus.

**Subject of the Agreement:**

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

**Responsibilities of the Parties:**

Party 2 in the event of damaging Party 1 due to nonfulfillment or improper fulfillment of the conditions of the Agreement shall compensate damages, limited to actual damages, in accordance with the current legislation of the Russian Federation.

**Duration of the Agreement:**

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

**Item 15. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of South, which is a related party transaction.**

**Decision:**

To approve the confidentiality agreement, concluded between IDGC of Centre and IDGC of South (Appendix # 5 to this decision of the Board of Directors of the Company), which is a related party transaction (hereinafter – the Agreement), on the following essential conditions:

**Parties of the Agreement:**

Party 1 – IDGC of Centre;

Party 2 – IDGC of South.

**Subject of the Agreement:**

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

**Responsibilities of the Parties:**

Party 2 in the event of damaging Party 1 due to nonfulfillment or improper fulfillment of the conditions of the Agreement shall compensate damages, limited to actual damages, in accordance with the current legislation of the Russian Federation.

**Duration of the Agreement:**

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

**Item 16. On approval of the confidentiality agreement, concluded between IDGC of Centre and Tyumenenergo, which is a related party transaction.****Decision:**

To approve the confidentiality agreement, concluded between IDGC of Centre and Tyumenenergo (Appendix # 6 to this decision of the Board of Directors of the Company), which is a related party transaction (hereinafter – the Agreement), on the following essential conditions:

**Parties of the Agreement:**

Party 1 – IDGC of Centre;

Party 2 – Tyumenenergo.

**Subject of the Agreement:**

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

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

**Responsibilities of the Parties:**

Party 2 in the event of damaging Party 1 due to nonfulfillment or improper fulfillment of the conditions of the Agreement shall compensate damages, limited to actual damages, in accordance with the current legislation of the Russian Federation.

**Duration of the Agreement:**

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

**Item 17. On approval of the confidentiality agreement, concluded between IDGC of Centre and IDGC of Siberia, which is a related party transaction.****Decision:**

To approve the confidentiality agreement, concluded between IDGC of Centre and IDGC of Siberia (Appendix # 7 to this decision of the Board of Directors of the Company), which is a related party transaction (hereinafter – the Agreement), on the following essential conditions:

**Parties of the Agreement:**

Party 1 – IDGC of Centre;

Party 2 – IDGC of Siberia.

**Subject of the Agreement:**

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

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

**Responsibilities of the Parties:**

Party 2 in the event of damaging Party 1 due to nonfulfillment or improper fulfillment of the conditions of the Agreement shall compensate damages, limited to actual damages, in accordance with the current legislation of the Russian Federation.

**Duration of the Agreement:**

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

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **15.10.2012.**

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 # 25/12 of 18.10.2012.**

**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 «18» October 2012.