

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

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» - 1.
Item 2: «FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.
Item 3: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 1.
Item 4: «FOR» - 8; «AGAINST» - 1; «ABSTAINED» - 2.
Item 5: «FOR» - 8; «AGAINST» - 1; «ABSTAINED» - 2.
Item 6: «FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.
Item 7: «FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.
Item 8: «FOR» - 8; «AGAINST» - 2; «ABSTAINED» - 1.
Item 9: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.
Item 10: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.
Item 11: «FOR» - 9; «AGAINST» - 1; «ABSTAINED» - 1.
Item 12: «FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.
Item 13: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.
Item 14: «FOR» - 7; «AGAINST» - 1; «ABSTAINED» - 3.
Item 15: «FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.
Item 16: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 1.
Item 17: «FOR» - 10; «AGAINST» - 1; «ABSTAINED» - 0.

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

Item 1. Consideration of the report of the 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 1Q 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 1Q 2012» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Item 2. Consideration of the report of the General Director of the Company «On compliance with the Regulations on the insider information of IDGC of Centre, JSC in 1Q 2012».

Decision:

To take into consideration the report of General Director of the Company «On compliance with the Regulations on the insider information of IDGC of Centre, JSC in 1Q 2012» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Item 3. Consideration of the report of the General Director of the Company «On the execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 1Q 2012».

Decision:

1. To take into consideration the report of General Director of the Company «On the execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 1Q 2012» in accordance with Appendix # 3 to this

decision of the Board of Directors of the Company.

2. To note a significant gap in time during the R&D procurement procedures between the agreement of specifications and the announcement of the purchase.

3. General Director of IDGC of Centre to provide within two weeks after the adoption of this decision the information about the causes and the measures, taken in 2012, for a successful R&D contract campaign of 2011-2012.

Item 4. On the priority area of the Company's activity - On approval of the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016.

Decision:

1. To determine the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016 as a priority area of the Company's activity.

2. To approve the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

3. To assign General Director of the Company to ensure the implementation of the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016 taking into account the approved parameters of the Business Plan and Investment Program of the Company for the corresponding period.

4. To assign General Director of the Company to provide justification of costs within the work on the development of automated systems for technological control and telecommunications within the targeted programs taking into account the use of the communication infrastructure of other owners.

Deadline - 01.11.2012.

Item 5. On approval of the Action Plan of the Company for 2012 to implement the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016.

Decision:

1. To approve the Action Plan of the Company for 2012 to implement the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016 in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

2. To assign General Director of the Company to ensure the implementation of the Action Plan of the Company for 2012 to implement the Strategy of the Company in the area of information technology, automation and telecommunications for the period up to 2016 taking into account the approved parameters of the Business Plan and Investment Program of the Company for the corresponding period.

Item 6. On the prior approval of the decision made by the Company of a transaction, involving the purchase of property, which constitutes the fixed assets that are used for generation, transmission, dispatch and distribution of electrical and heat energy – immovable and movable property of the municipally owned electric grid of Starooskolsky urban district, located in Starooskolsky urban district of the Belgorod region.

Decision:

To defer consideration of this item at a later date.

Item 7. Payment to General Director of IDGC of Centre of a lump sum bonus in connection with picking up the corporate award of IDGC Holding.

Decision:

In connection with the awarding of General Director of IDGC of Centre Dmitry O. Gudzhoyan with the Badge of Honour of IDGC Holding "Honoured Employee of Distribution Grid Complex" (Order of IDGC Holding # 34p of 14.05.2012), to pay D.O. Gudzhoyan a lump sum bonus in the amount of two salaries.

Item 8. On the prior approval of the decision made by the Company of a transaction, involving the purchase of property, which constitutes the fixed assets that are used for generation, transmission, dispatch and distribution of electrical and heat energy – premises and a land plot, located at the address: Yaroslavl, Republican street, 80.

Decision:

To approve the decision made by the Company of a transaction, involving the purchase of property, which constitutes the fixed assets that are used for generation, transmission, dispatch and distribution of electrical and heat energy, on the following essential conditions:

The purchased property and its value:

The purchased property:

- premises of 1-storeyed shop ## 28-34, 37, 38, floor space is 95 sq. m, floor 1, asset identification number 517, located at the address: Yaroslavl, Republican street, 80;

- part interest 115/1738 for the land lot, land category: settlement land, the total area is 1738 sq. m., cadastral number:76:23:030515:0005, located at the address: Yaroslavl, Republican street, 80.

The market value of the property is determined on the basis of the market value evaluation report # N-13808/11, performed by LLC "LAIR", and is 5 900 000 (Five million nine hundred thousand) rubles 00 kopecks, not subject to VAT.

The purchase value:

The total value of the agreement is 5 900 000 (Five million nine hundred thousand) rubles 00 kopecks, not subject to VAT.

The way of purchase:

Conclusion of the agreement of purchase and sale of property.

Contractor:

Citizen of the Russian Federation Vasily G. Koposov.

Procedure for transfer of the property title

Ownership of the property is transferred in accordance with the law.

Item 9. On approval of educational services agreement, concluded between IDGC of Centre (IDGC of Centre – Smolenskenergo division) and Federal State Budget Institution of Higher Education "National Research University "MEI" (branch of "National Research University "MEI" in Smolensk), which is a transaction of interest.

Decision:

1. To determine the value of the services per the educational services agreement, concluded between IDGC of Centre (IDGC of Centre – Smolenskenergo division) and Federal State Budget Institution of Higher Education "National Research University "MEI" (branch of "National Research University "MEI" in Smolensk), is 1 592 200,00 (One million five hundred ninety-two thousand two hundred) rubles 00 kopecks, not subject to VAT under the Tax Code of the Russian Federation, Art. 149, Part 2.

2. To approve the educational services agreement, concluded between IDGC of Centre (IDGC of Centre – Smolenskenergo division) and Federal State Budget Institution of Higher Education "National Research University "MEI" (branch of "National Research University "MEI" in Smolensk), which is a transaction of interest (hereinafter – the Agreement, Appendix # 6 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the Agreement:

«Customer» - IDGC of Centre (IDGC of Centre – Smolenskenergo division)

«Contractor» - Federal State Budget Institution of Higher Education "National Research University "MEI" (branch of "National Research University "MEI" in Smolensk)

Subject of the Agreement: Contractor agrees to provide services for organizing and conducting training courses for employees of Customer in the number of 102 (one hundred and two) people and retraining in the number of 17 (seventeen) people, and Customer agrees to pay for these services.

Price of the Agreement: The value of the services under the Agreement is 1 592 200,00 (One million five hundred ninety-two thousand two hundred) rubles 00 kopecks, not subject to VAT (Art. 149, Part 2, Paragraph 14 of the Tax Code of the Russian Federation).

Duration of the Agreement: The Agreement shall enter into force upon signature by both parties, subject to the approval of the competent authorities of the Parties and is valid until December 31, 2012.

In accordance with paragraph 2 of Art. 425 of the Civil Code of the Russian Federation the Parties agree that the conditions of the Agreement shall apply to their relations, effective from April 19, 2012.

Item 10. On approval of educational services agreement, concluded between IDGC of Centre (IDGC of Centre – Bryanskenergo division) and Federal State Budget Institution of Higher Education "National Research University "MEI" (branch of "National Research University "MEI" in Smolensk), which is a transaction of interest.

Decision:

1. To determine the value of the services per the educational services agreement, concluded between IDGC of Centre (IDGC of Centre – Bryanskenergo division) and Federal State Budget Institution of Higher Education "National Research University "MEI" (branch of "National Research University "MEI" in Smolensk) is:

- 1250 rubles - the cost of training per month per employee for the educational retraining program "Electric Power Systems and Networks" with its duration of 18 months (544 hours). For the entire 18 months' course of study – 22500 rubles per one trainee. Not subject to VAT.
- 12800 rubles – the cost of training per employee on the retraining program lasting 72 hours. Not subject to VAT.

The total cost of the services per the educational services agreement shall not exceed 380 000 (Three hundred eighty thousand) rubles.

2. To approve the educational services agreement, concluded between IDGC of Centre (IDGC of Centre – Bryanskenergo division) and Federal State Budget Institution of Higher Education "National Research University "MEI" (branch of "National Research University "MEI" in Smolensk), which is a transaction of interest (hereinafter – the Agreement, Appendix # 7 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the Agreement:

«Customer» - IDGC of Centre (IDGC of Centre – Bryanskenergo division)

«Contractor» - Federal State Budget Institution of Higher Education "National Research University "MEI" (branch of "National Research University "MEI" in Smolensk)

Subject of the Agreement:

Contractor agrees to provide services to enhance the skills of employees of Customer upon the request of Customer during the term of the Agreement and to retrain 20 (twenty) employees of Customer, and Customer agrees to pay for these services.

Price of the Agreement:

The value of the services under the Agreement is determined with the calculation (Appendix 3 to the Agreement) and is:

- 1250 rubles - the cost of training per month per employee for the educational retraining program "Electric Power Systems and Networks" with its duration of 18 months (544 hours). For the entire 18 months' course of study – 22500 rubles per one trainee. Not subject to VAT.
- 12800 rubles – the cost of training per employee on the retraining program lasting 72 hours. Not subject to VAT.

The total cost of the Agreement shall not exceed 380 000 (Three hundred eighty thousand) rubles.

Duration of the Agreement:

The Agreement shall enter into force upon signature by both parties, subject to the approval of the competent authorities of the Parties and is valid until December 31, 2012.

In accordance with paragraph 2 of Art. 425 of the Civil Code of the Russian Federation the Parties agree that the conditions of the Agreement shall apply to their relations, effective from May 01, 2012.

Item 11. On the prior approval of the decision made by the Company of a transaction, involving the alienation of immovable property, which is a construction in progress, which is not used for generation, transmission, dispatch and distribution of electrical and heat energy – the expansion of the production and repair facility «Smolenskenergoemont», which is a construction in progress, located at the address: Smolensk, Industrial street 5, by means of sale without the price quotation.

Decision:

To approve the decision made by the Company of a transaction, involving the alienation of immovable property, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy - the expansion of the production and repair facility «Smolenskenergoemont», which is a construction in progress, located at the address: Smolensk, Industrial street 5, by means of sale without the price quotation, on the following essential conditions:

- **the alienated property** – the expansion of the production and repair facility «Smolenskenergoemont», which is a construction in progress, purpose: non-residential, building area Letter A – 4536,3 sq. m., readiness percentage – 16,8%; building area Letter B – 224,6 sq. m., readiness percentage – 5%, asset identification number 15971, Letter A, B, located at the address: Smolensk, Industrial street 5;
- **the book value** of the alienated asset as of 01.04.2011 is 4 129 973 (Four million one hundred and twenty-nine thousand nine hundred seventy-three) rubles 87 kopecks;
- **the way of alienation** – sale without the price quotation (with the maximum price, declared by bidders);
- **the buyer of the property** is recognized the bidder with the maximum price of the property;
- **the order (term) of payment for the property** - by cash, 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 12. On the prior approval of the decision made by the Company of a transaction, involving the purchase of property, which constitutes the fixed assets that are used for generation, transmission, dispatch and distribution of electrical and heat energy – assets and electric grid equipment of Nekouzsky municipal district, located at the address: Yaroslavl region, Nekouzsky district.

Decision:

To defer consideration of this item at a later date.

Item 13. Approval of the equipment maintenance agreement, concluded between IDGC of Centre and SO UES, which is a transaction of interest.

Decision:

1. To determine that price of the equipment maintenance agreement, concluded between IDGC of Centre and SO UES is – 10 334,44 (Ten thousand three hundred thirty four) rubles 44 kopecks per month, including VAT (18%) – 1576,44 (One thousand five hundred seventy-six) rubles 44 kopecks.

The price of the equipment maintenance agreement shall not be 2 or more percent of the book value of assets of the Company according to its financial statements for the latest reporting date preceding the adoption of this decision.

2. To approve the equipment maintenance agreement, concluded between IDGC of Centre and SO UES (hereinafter – the Agreement, Appendix # 8 to this decision of the Board of Directors of the Company), which is a transaction of interest, on the following essential conditions:

Parties of the Agreement:

«Customer» - SO UES (Kursk TCC, a branch of SO UES)

«Contractor» - IDGC of Centre (IDGC of Centre – Orelenergo division).

Subject of the Agreement:

Contractor agrees to provide Customer the services for maintenance of equipment (hereinafter - the Services), the name and quantity of which is specified in the Memorandum of price agreement, presented in Appendix # 1 to the Agreement, and Customer agrees to pay for these services in accordance with the terms of the Agreement.

Price of the Agreement:

The cost of the Services provided under the Agreement is determined in accordance with Appendix # 1 to the Agreement and is – 10 334,44 (Ten thousand three hundred thirty four) rubles 44 kopecks per month, including VAT (18%) – 1576,44 (One thousand five hundred seventy-six) rubles 44 kopecks.

Other conditions that are recognized by the parties significant:**Settlement procedure:**

Customer makes payment based on an invoice within 21 (Twenty one) working days after the signing of the Act of Acceptance of the Services and the provision of the invoice issued in accordance with the laws of the Russian Federation.

Duration of the Agreement:

The Agreement shall enter into force on June 22, 2012 and is valid until December 31, 2012 inclusively.

The Agreement is considered extended for each subsequent calendar year, unless either of the Parties declares in writing to terminate the Agreement at least 15 (Fifteen) calendar days prior to its expiration.

Settlement of disputes:

Disputes and disagreements that may arise in the performance of the Agreement will be settled through negotiations by the Parties. For disputes examination the Parties establish the claim procedure for dispute resolution. The term of consideration of the claim is set to 15 (Fifteen) calendar days of receipt.

In the event of failure to settle disputes and disagreements through negotiations, they shall be settled by an arbitration court of the Kursk region in accordance with the laws of the Russian Federation in power.

Item 14. On material incentives for General Director of the Company.**Decision:**

1. To pay General Director of the Company D.O. Gudzhoyan an additional bonus following the results of the Company's activity for 2011 in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.
2. To pay General Director of the Company D.O. Gudzhoyan a special bonus following the results of the Company's activity for 2011 in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.
3. To recommend General Director of the Company D.O. Gudzhoyan to consider the subject of material incentive of top managers of the Company following the results of 2011 taking into account this decision.

ITEM # 15: On approval of the adjusted Business plan of the Company (including the adjusted Investment program) for 2012.**Decision:**

To defer consideration of this item at a later date.

ITEM # 16: On consideration of the report of General Director of the Company «On the implementation of measures to achieve the planned level of electricity losses in networks of JSC "Yargorelectroset" in Q1 2012».**Decision:**

1. To take into consideration the report of General Director of the Company «On the implementation of measures to achieve the planned level of electricity losses in networks of JSC "Yargorelectroset" in Q1 2012» in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to develop a program of energy conservation and energy efficiency of JSC "Yargorelectroset" for 2012 and outlook for 2013 - 2016 in a form approved by the Board of Directors of IDGC of Centre (Minutes # 01/12 of 01.27.2012) and bring it to the consideration of the Board of Directors of JSC "Yargorelectroset" until September 1, 2012.
3. To instruct General Director of the Company to present to the Board of Directors a report on the execution of the assignment under paragraph 2.

ITEM # 17: Consideration of the report of the General Director of the Company «On purchase of power facilities in 1Q 2012, the approval of the acquisition for which by the Board of Directors of the Company is not required».**Decision:**

To take into consideration the report of General Director of the Company «On purchase of power facilities in 1Q 2012, the approval of the acquisition for which by the Board of Directors of the Company is not required» in accordance with Appendix # 12 to this decision of the Board of Directors of the Company.

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **13.06.2012.**

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 #15/12 of 18.06.2012.**

3. Signature

3.1. Deputy General Director
for Corporate Governance (acting under
power of attorney # D-CA/126 dated from 11.07.2011)

(signature)

O.V. Tkacheva

Stamp here.

3.2. Date «19» June 2012.