

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.e-disclosure.ru/portal/company.aspx?id=7985;>

<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» - 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» - 7; «AGAINST» - 0; «ABSTAINED» - 0.
Item 11: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 0.
Item 12: «FOR» - 6; «AGAINST» - 4; «ABSTAINED» - 0.
Item 13: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.
Item 14: «FOR» - 5; «AGAINST» - 0; «ABSTAINED» - 2.
Item 15: «FOR» - 5; «AGAINST» - 0; «ABSTAINED» - 2.
Item 16: «FOR» - 8; «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 General Director of the Company «On implementation of the decisions taken in 3Q 2012 at the meetings of the Board of Directors of the Company».

Decision:

To take into consideration the report of General Director of the Company «On implementation of the decisions taken in 3Q 2012 at the meetings of the Board of Directors of the Company» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Item 2. On consideration of the report of General Director of the Company «On compliance with the Regulations on Information Policy of the Company in 3Q 2012».

Decision:

To take into consideration the report of General Director of the Company «On compliance with the Regulations on Information Policy of the Company in 3Q 2012» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Item 3. On consideration of the report of General Director «On the technical audit of fiber-optic lines in 3Q 2012».

Decision:

To take into consideration the report of General Director «On the technical audit of fiber-optic lines in 3Q 2012» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Item 4. On consideration of the report of General Director of the Company «On execution of the schedule of activities to bring the customer service system of the Company into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system» in 3Q 2012».

Decision:

To take into consideration the report of General Director of the Company «On execution of the schedule of activities to bring the customer service system of the Company into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system» in 3Q 2012» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Item 5. On consideration of the report of General Director of the Company «On execution of the Action Plan for implementing the mandatory energy audit of facilities of industrial and economic needs and electric grid facilities of the Company in 3Q 2012».

Decision:

To take into consideration the report of General Director of the Company «On execution of the Action Plan for implementing the mandatory energy audit of facilities of industrial and economic needs and electric grid facilities of the Company in 3Q 2012» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

Item 6. On consideration of the report of General Director of the Company «On execution of the Action Plan Action Plan to implement the production assets management system of IDGC of Centre in 3Q 2012».

Decision:

To take into consideration the report of General Director of the Company «On execution of the Action Plan Action Plan to implement the production assets management system of IDGC of Centre in 3Q 2012» in accordance with Appendix # 6 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 execution of the Schedule of activities of IDGC of Centre in 3Q 2012 to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.07.2012».

Decision:

1. To take into consideration the report of General Director of the Company «On execution of the Schedule of activities of IDGC of Centre in 3Q 2012 to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.07.2012» in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

2. Due to the significant increase in overdue accounts receivable for the services of electric power transmission in 3Q 2012 to instruct General Director:

- to ensure control over the timely (not later than 21 calendar days from the date of payment obligations) direction of claims to the court for the recovery of outstanding receivables;
- to make proposals to prevent a significant increase in outstanding receivables in the future.

Item 8. On approval of the Schedule of activities of IDGC of Centre to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.10.2012.

Decision:

To approve the Schedule of activities of IDGC of Centre to reduce overdue accounts receivable for the services of electric power transmission and settlement of disputes established by 01.10.2012 in accordance with Appendix # 8 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 execution of the target values of Cash Flow of the Company in 3Q 2012».

Decision:

To take into consideration the report of General Director of the Company «On execution of the target values of Cash Flow of the Company in 3Q 2012» in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

Item 10. On approval of the confidentiality agreement, concluded between IDGC of Centre and Lenenergo, which is a related party transaction.

Decision:

To approve the confidentiality agreement, concluded between IDGC of Centre and Lenenergo (Appendix # 10 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 – Lenenergo.

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 11. On approval of the confidentiality agreement, concluded between IDGC of Centre and MOESK, which is a related party transaction.

Decision:

To approve the confidentiality agreement, concluded between IDGC of Centre and MOESK (Appendix # 11 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 – MOESK.

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 12. On preliminary approval for the provision of charity by IDGC of Centre.

Decision:

1. To approve the provision by the Company of beneficent aid to workers of Kubanenergo, the victims of the flood in the Krasnodar region, in the amount of 3 000 000,00 (Three million) rubles 00 kopecks.

2. To Approve the provision by the Company of sponsor support to the Russian Chess Federation in the amount of 30 000 000 (Thirty million) rubles.

Item 13. On determination of the position of IDGC of Centre regarding the agenda item of a meeting of the Board of Directors JSC “Yargorelectroset” - «On approval of the adjusted Business plan (including the Investment program) for 2012 -2016».

Decision:

To instruct the representatives of IDGC of Centre at the meeting of the Board of Directors JSC “Yargorelectroset” regarding the agenda item «On approval of the adjusted Business plan (including the Investment program) for 2012 -2016» to vote «FOR»:

«To approve the adjusted Business plan for 2012 -2016, including the adjusted Investment program for 2012 - 2017 in accordance with the Appendices to this decision of the Board of Directors of the Company».

Item 14. On approval of an amendment to violated property right indemnification agreement # 3100/14220/10 of 05.03.2011, concluded between IDGC of Centre and FGC UES, branch of CIUS EES — CIUS of Centre, which is a related party transaction.

Decision:

To approve an amendment to violated property right indemnification agreement # 3100/14220/10 of 05.03.2011 (hereinafter - the Amendment, Appendix # 12 to this decision of the Board of Directors of the Company), which is a related party transaction, on the following essential conditions:

Parties of the Amendment:

Principal — Open Joint-Stock Company "Federal Grid Company of Unified Energy System".

Owner — Interregional Distribution Grid Company of Centre, Joint-Stock Company (IDGC of Centre — Belgorodenergo division).

Subject of the Amendment:

According to the Amendment the Parties have agreed to amend violated property right indemnification Agreement #3100/14220/10 of 05.03.2011 (hereinafter – the Agreement) as follows:

Paragraph 3.1.1. of the Agreement to read as follows:

«Within the execution of this Agreement the Owner shall perform a set of activities specified in the Technical Specifications (Appendix # 2) on the transfer of power line poles, including the performance of the Facility Reconstruction until 31.12.2014».

The terms and conditions of the Agreement, not specified in the Amendment, are effective in the former edition.

Duration of the Amendment:

The Amendment shall enter into force upon its signature by the Parties and be effective till the expiry of the Agreement.

Item 15. On approval of an amendment to violated property right indemnification agreement # 3100/14222/10 of 05.03.2011, concluded between IDGC of Centre and FGC UES, branch of CIUS EES — CIUS of Centre, which is a related party transaction.

Decision:

To approve an amendment to violated property right indemnification agreement # 3100/14222/10 of 05.03.2011 (hereinafter - the Amendment, Appendix # 13 to this decision of the Board of Directors of the Company), which is a related party transaction, on the following essential conditions:

Parties of the Amendment:

Principal — Open Joint-Stock Company "Federal Grid Company of Unified Energy System".

Owner — Interregional Distribution Grid Company of Centre, Joint-Stock Company (IDGC of Centre — Belgorodenergo division).

Subject of the Amendment:

According to the Amendment the Parties have agreed to amend violated property right indemnification Agreement #3100/14222/10 of 05.03.2011 (hereinafter – the Agreement) as follows:

Paragraph 3.1.1. of the Agreement to read as follows:

«Within the execution of this Agreement the Owner shall perform a set of activities specified in the Technical Specifications (Appendix # 2) on the transfer of power line poles, including the performance of the Facility Reconstruction until 31.12.2014».

The terms and conditions of the Agreement, not specified in the Amendment, are effective in the former edition.

Duration of the Amendment:

The Amendment shall enter into force upon its signature by the Parties and be effective till the expiry of the

Agreement.

Item 16. On approval of an agreement to perform design and survey work for the reconstruction of Substation 35 kV, Substation 110 kV for the needs of IDGC of Centre (Voronezhnergo division), concluded between IDGC of Centre and OJSC "South Power Engineering Center", which is a related party transaction.

Decision:

To defer consideration of the item at a later date.

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **15.11.2012.**

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 # 27/12 of 19.11.2012.**

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 «19» November 2012.