

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.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:
Total number of members of the Board of Directors: 11 persons. Participants of the meeting (who provided questionnaires): 10 persons. The quorum for all the items is present.

Voting results:

Item 1: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 2: «FOR» - 9; «AGAINST» - 1; «ABSTAINED» - 0.

Item 3: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 4: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.

Item 5: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.

Item 6: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.

Item 7: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 8: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 0.

Three members of the Board of Directors of the Company did not take part in the voting on this item, since they are recognized as interested/dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

Item 9: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 2.

Item 10: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 2.

Two members of the Board of Directors of the Company did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

Item 11: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 2.

Two members of the Board of Directors of the Company did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

Item 12: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 2.

Two members of the Board of Directors of the Company did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

Item 13: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 2.

Two members of the Board of Directors of the Company did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

Item 14: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 2.

Two members of the Board of Directors of the Company did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

Item 15: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 1.

Two members of the Board of Directors of the Company did not take part in the voting on this item, since they are recognized as dependent directors in accordance with paragraph 3 of Article 83 of the Federal Law "On Joint Stock Companies".

Item 16: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.

Item 17: «FOR» - 9; «AGAINST» - 1; «ABSTAINED» - 0.

Item 18: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.

Item 19: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.

Item 20: «FOR» - 10; «AGAINST» - 0; «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 General Director of IDGC of Centre «On the Company's preparation to operate through the autumn-winter period of 2012-2013».

Decision:

To take into consideration the report of General Director of IDGC of Centre «On the Company's preparation to operate through the autumn-winter period of 2012-2013» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 2. 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 30.10.2012 (Minutes #26/12 of 02.11.2012) regarding item # 12».

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 30.10.2012 (Minutes #26/12 of 02.11.2012) regarding item # 12» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 3. On approval of the report of General Director of the Company «On execution of the Annual integrated purchasing program in 3Q 2012 and following the results of 9 months of 2012».

Decision:

To defer consideration of the item at a later date.

Decision is taken.

Item 4. 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 and following the results of 9 months of 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 and following the results of 9 months of 2012» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 5. Consideration of the report of General Director of the Company «On execution by the Company of the Program of energy saving and energy efficiency of IDGC of Centre for 2012 – 2016 in 3Q 2012 and following the results of 9 months of 2012».

Decision:

To take into consideration the report of General Director of the Company «On execution by the Company of the Program of energy saving and energy efficiency of IDGC of Centre for 2012 – 2016 in 3Q 2012 and following the results of 9 months of 2012» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 6. Consideration of the report of General Director of the Company «On execution by the Company of the Program of long-term development of electric power metering systems at the retail market of IDGC of Centre up to 2020 in 3Q 2012 and following the results of 9 months 2012».

Decision:

To take into consideration the report of General Director of the Company «On execution by the Company of the Program of

long-term development of electric power metering systems at the retail market of IDGC of Centre up to 2020 in 3Q 2012 and following the results of 9 months 2012» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 7. Consideration of the information of the Committee for Personnel and Remuneration regarding the estimation of personnel reserve for executive management posts in the Company.

Decision:

To take into consideration the information of the Committee for Personnel and Remuneration regarding the estimation of personnel reserve for executive management posts in the Company» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 8. On approval of the confidentiality agreement, concluded between IDGC of Centre and Yantarenergo, which is a related party transaction.

Decision:

To approve the confidentiality agreement, concluded between IDGC of Centre and Yantarenergo (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 – Yantarenergo.

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.

Decision is taken.

Item 9. On approval of an internal document of the Company: the Regulation on the Company Investment Activity in a new edition.

Decision:

1. To approve in principle the Regulation on the Company Investment Activity of IDGC of Centre (hereinafter - the Regulation) in a new edition in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

2. To instruct General Director of the Company:

2.1. to approve the internal documents of the Company according to Section 1.3 of the Regulation and submit for consideration by the Board of Directors of the Company the complete Regulation within 30 business days from the date of this decision taken;

2.2. to ensure consideration by the Board of Directors of JSC “Yargorelectroset” of the item: «On approval of an internal document of the Company: the Regulation on the Company Investment Activity» within 20 business days from the date of this decision taken.

Decision is taken.

Item 10. On approval of the agreement for training a specialist of IDGC of Centre (Gerasimov A.A.) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction.

Decision:

1. To determine that the cost of training of the Specialist (Gerasimov A.A.) on the professional retraining program for the entire period of study is 79 800 (Seventy-nine thousand eight hundred) rubles 00 kopecks, VAT is not provided (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

The tuition is calculated on the basis of ETAT #22152-AA/D04 dated from 10.10.2011 to increase the base cost of the specialist training.

The payment of tuition fees for the program of professional retraining is made in the following order:

Source of financing	Amount (RUB)	Payment period
---------------------	--------------	----------------

IDGC of Centre	27 132 (Twenty seven thousand one hundred thirty-two)	From 12.11.2012 to 12.12.2012 (I Phase of the Program)
Regional budget	26 334 (Twenty-six thousand three hundred thirty-four)	II Phase of the Program
Russian Federation budget	26 334 (Twenty-six thousand three hundred thirty-four)	III Phase of the Program

The tuition for the Specialist in the amount of 66% of the total amount under this agreement (including 33% of the total cost of training is carried out with a grant provided from the federal budget of the Russian Federation on co-financing of education) is paid by the Government of Moscow on the basis of a separate agreement between the Moscow Government, Recommending organization and the Specialist.

2. To approve the agreement for training of the Specialist of IDGC of Centre (Gerasimov A.A.) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction (hereinafter – the Agreement, Appendix # 9 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the Agreement:

«Recommending organization» - IDGC of Centre;

«Contractor» - Federal State Budget Institution of Higher Education «National Research University «MPEI»;

«Specialist» - Anton Alexandrovich Gerasimov.

Subject of the Agreement: Contractor shall provide the Specialist, with higher professional education training services for the educational program of professional retraining «Industrial Management and Project Management» (type B) (hereinafter the Program - Appendix 1), in accordance with the State plan of training managers for companies of the national economy of the Russian Federation in 2007/08-2014/15 academic years (hereinafter the State plan), approved by the Government of the Russian Federation # 177 of March 24, 2007, # 783 of September 26, 2011, # 1126 of December 27, 2010, and Customer shall pay for the services rendered in the amount and on the terms specified in the agreement.

Price of the agreement and payment terms:

The tuition of the Specialist (Gerasimov A.A.) on the professional retraining program for the entire period of study is 79 800 (Seventy-nine thousand eight hundred) rubles 00 kopecks, VAT is not provided (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

The tuition is calculated on the basis of ETAT #22152-AA/D04 dated from 10.10.2011 to increase the base cost of the specialist training.

The payment of tuition fees for the program of professional retraining is made in the following order:

Source of financing	Amount (RUB)	Payment period
Recommending organization	27 132 (Twenty seven thousand one hundred thirty-two)	From 12.11.2012 to 12.12.2012 (I Phase of the Program)
Regional budget	26 334 (Twenty-six thousand three hundred thirty-four)	II Phase of the Program
Russian Federation budget	26 334 (Twenty-six thousand three hundred thirty-four)	III Phase of the Program

The tuition for the Specialist in the amount of 66% of the total amount under this agreement (including 33% of the total cost of training is carried out with a grant provided from the federal budget of the Russian Federation on co-financing of education) is paid by the Government of Moscow on the basis of a separate agreement between the Moscow Government, Recommending organization and the Specialist.

Training time:

In accordance with the curriculum of the Program is one academic year.

Training start date: «12» November 2012.

Training end date: «31» July 2013.

Duration of the Agreement:

The Agreement shall come into force upon signature by the Parties and shall be valid until the end of Specialist training.

In case the Specialist has been expelled for reasons stipulated by the legislation of the Russian Federation, the Charter of Contractor and the agreement, the agreement is terminated on the date of issuance of the order on dismissal of the Specialist.

Decision is taken.

Item 11. On approval of the agreement for training a specialist of IDGC of Centre (Rumyantsev R.A.) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction.

Decision:

1. To determine that the cost of training of the Specialist (Rumyantsev R.A.) on the professional retraining program for the entire period of study is 79 800 (Seventy-nine thousand eight hundred) rubles 00 kopecks, VAT is not provided (under

subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

The tuition is calculated on the basis of ETAT #22152-AA/D04 dated from 10.10.2011 to increase the base cost of the specialist training.

The payment of tuition fees for the program of professional retraining is made in the following order:

Source of financing	Amount (RUB)	Payment period
IDGC of Centre	27 132 (Twenty seven thousand one hundred thirty-two)	From 12.11.2012 to 12.12.2012 (I Phase of the Program)
Regional budget	26 334 (Twenty-six thousand three hundred thirty-four)	II Phase of the Program
Russian Federation budget	26 334 (Twenty-six thousand three hundred thirty-four)	III Phase of the Program

The tuition for the Specialist in the amount of 66% of the total amount under this agreement (including 33% of the total cost of training is carried out with a grant provided from the federal budget of the Russian Federation on co-financing of education) is paid by the Government of Moscow on the basis of a separate agreement between the Moscow Government, Recommending organization and the Specialist.

2. To approve the agreement for training of the Specialist of IDGC of Centre (Rumyantsev R.A.) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction (hereinafter – the Agreement, Appendix # 10 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the Agreement:

«Recommending organization» - IDGC of Centre;

«Contractor» - Federal State Budget Institution of Higher Education «National Research University «MPEI»;

«Specialist» - Roman Alexandrovich Rumyantsev.

Subject of the Agreement: Contractor shall provide the Specialist, with higher professional education training services for the educational program of professional retraining «Industrial Management and Project Management» (type B) (hereinafter the Program - Appendix 1), in accordance with the State plan of training managers for companies of the national economy of the Russian Federation in 2007/08-2014/15 academic years (hereinafter the State plan), approved by the Government of the Russian Federation # 177 of March 24, 2007, # 783 of September 26, 2011, # 1126 of December 27, 2010, and Customer shall pay for the services rendered in the amount and on the terms specified in the agreement.

Price of the agreement and payment terms:

The tuition of the Specialist (Rumyantsev R.A.) on the professional retraining program for the entire period of study is 79 800 (Seventy-nine thousand eight hundred) rubles 00 kopecks, VAT is not provided (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

The tuition is calculated on the basis of ETAT #22152-AA/D04 dated from 10.10.2011 to increase the base cost of the specialist training.

The payment of tuition fees for the program of professional retraining is made in the following order:

Source of financing	Amount (RUB)	Payment period
Recommending organization	27 132 (Twenty seven thousand one hundred thirty-two)	From 12.11.2012 to 12.12.2012 (I Phase of the Program)
Regional budget	26 334 (Twenty-six thousand three hundred thirty-four)	II Phase of the Program
Russian Federation budget	26 334 (Twenty-six thousand three hundred thirty-four)	III Phase of the Program

The tuition for the Specialist in the amount of 66% of the total amount under this agreement (including 33% of the total cost of training is carried out with a grant provided from the federal budget of the Russian Federation on co-financing of education) is paid by the Government of Moscow on the basis of a separate agreement between the Moscow Government, Recommending organization and the Specialist.

Training time:

In accordance with the curriculum of the Program is one academic year.

Training start date: «12» November 2012.

Training end date: «31» July 2013.

Duration of the Agreement:

The Agreement shall come into force upon signature by the Parties and shall be valid until the end of Specialist training.

In case the Specialist has been expelled for reasons stipulated by the legislation of the Russian Federation, the Charter of Contractor and the agreement, the agreement is terminated on the date of issuance of the order on dismissal of the Specialist.

Decision is taken.

Item 12. On approval of the agreement for training a specialist of IDGC of Centre (Sakieva N.S.) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction.

Decision:

1. To determine that the cost of training of the Specialist (Sakieva N.S.) on the professional retraining program for the entire period of study is 79 800 (Seventy-nine thousand eight hundred) rubles 00 kopecks, VAT is not provided (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

The tuition is calculated on the basis of ETAT #22152-AA/D04 dated from 10.10.2011 to increase the base cost of the specialist training.

The payment of tuition fees for the program of professional retraining is made in the following order:

Source of financing	Amount (RUB)	Payment period
IDGC of Centre	27 132 (Twenty seven thousand one hundred thirty-two)	From 12.11.2012 to 12.12.2012 (I Phase of the Program)
Regional budget	26 334 (Twenty-six thousand three hundred thirty-four)	II Phase of the Program
Russian Federation budget	26 334 (Twenty-six thousand three hundred thirty-four)	III Phase of the Program

The tuition for the Specialist in the amount of 66% of the total amount under this agreement (including 33% of the total cost of training is carried out with a grant provided from the federal budget of the Russian Federation on co-financing of education) is paid by the Government of Moscow on the basis of a separate agreement between the Moscow Government, Recommending organization and the Specialist.

2. To approve the agreement for training of the Specialist of IDGC of Centre (Sakieva N.S.) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction (hereinafter – the Agreement, Appendix # 11 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the Agreement:

«Recommending organization» - IDGC of Centre;

«Contractor» - Federal State Budget Institution of Higher Education «National Research University «MPEI»;

«Specialist» - Natalia Shamilyevna Sakieva.

Subject of the Agreement: Contractor shall provide the Specialist, with higher professional education training services for the educational program of professional retraining «Industrial Management and Project Management» (type B) (hereinafter the Program - Appendix 1), in accordance with the State plan of training managers for companies of the national economy of the Russian Federation in 2007/08-2014/15 academic years (hereinafter the State plan), approved by the Government of the Russian Federation # 177 of March 24, 2007, # 783 of September 26, 2011, # 1126 of December 27, 2010, and Customer shall pay for the services rendered in the amount and on the terms specified in the agreement.

Price of the agreement and payment terms:

The tuition of the Specialist (Sakieva N.S.) on the professional retraining program for the entire period of study is 79 800 (Seventy-nine thousand eight hundred) rubles 00 kopecks, VAT is not provided (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

The tuition is calculated on the basis of ETAT #22152-AA/D04 dated from 10.10.2011 to increase the base cost of the specialist training.

The payment of tuition fees for the program of professional retraining is made in the following order:

Source of financing	Amount (RUB)	Payment period
Recommending organization	27 132 (Twenty seven thousand one hundred thirty-two)	From 12.11.2012 to 12.12.2012 (I Phase of the Program)
Regional budget	26 334 (Twenty-six thousand three hundred thirty-four)	II Phase of the Program
Russian Federation budget	26 334 (Twenty-six thousand three hundred thirty-four)	III Phase of the Program

The tuition for the Specialist in the amount of 66% of the total amount under this agreement (including 33% of the total cost of training is carried out with a grant provided from the federal budget of the Russian Federation on co-financing of education) is paid by the Government of Moscow on the basis of a separate agreement between the Moscow Government, Recommending organization and the Specialist.

Training time:

In accordance with the curriculum of the Program is one academic year.

Training start date: «12» November 2012.

Training end date: «31» July 2013.

Duration of the Agreement:

The Agreement shall come into force upon signature by the Parties and shall be valid until the end of Specialist training. In case the Specialist has been expelled for reasons stipulated by the legislation of the Russian Federation, the Charter of Contractor and the agreement, the agreement is terminated on the date of issuance of the order on dismissal of the Specialist.

Decision is taken.

Item 13. On approval of the agreement for training a specialist of IDGC of Centre (Kuznetsova I.V.) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction.

Decision:

1. To determine that the cost of training of the Specialist (Kuznetsova I.V.) on the professional retraining program for the entire period of study is 79 800 (Seventy-nine thousand eight hundred) rubles 00 kopecks, VAT is not provided (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

The tuition is calculated on the basis of ETAT #22152-AA/D04 dated from 10.10.2011 to increase the base cost of the specialist training.

The payment of tuition fees for the program of professional retraining is made in the following order:

Source of financing	Amount (RUB)	Payment period
IDGC of Centre	27 132 (Twenty seven thousand one hundred thirty-two)	From 12.11.2012 to 12.12.2012 (I Phase of the Program)
Regional budget	26 334 (Twenty-six thousand three hundred thirty-four)	II Phase of the Program
Russian Federation budget	26 334 (Twenty-six thousand three hundred thirty-four)	III Phase of the Program

The tuition for the Specialist in the amount of 66% of the total amount under this agreement (including 33% of the total cost of training is carried out with a grant provided from the federal budget of the Russian Federation on co-financing of education) is paid by the Government of Moscow on the basis of a separate agreement between the Moscow Government, Recommending organization and the Specialist.

2. To approve the agreement for training of the Specialist of IDGC of Centre (Kuznetsova I.V.) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction (hereinafter – the Agreement, Appendix # 12 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the Agreement:

«Recommending organization» - IDGC of Centre;

«Contractor» - Federal State Budget Institution of Higher Education «National Research University «MPEI»;

«Specialist» - Inara Vadimovna Kuznetsova.

Subject of the Agreement: Contractor shall provide the Specialist, with higher professional education training services for the educational program of professional retraining «Industrial Management and Project Management» (type B) (hereinafter the Program - Appendix 1), in accordance with the State plan of training managers for companies of the national economy of the Russian Federation in 2007/08-2014/15 academic years (hereinafter the State plan), approved by the Government of the Russian Federation # 177 of March 24, 2007, # 783 of September 26, 2011, # 1126 of December 27, 2010, and Customer shall pay for the services rendered in the amount and on the terms specified in the agreement.

Price of the agreement and payment terms:

The tuition of the Specialist (Kuznetsova I.V.) on the professional retraining program for the entire period of study is 79 800 (Seventy-nine thousand eight hundred) rubles 00 kopecks, VAT is not provided (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

The tuition is calculated on the basis of ETAT #22152-AA/D04 dated from 10.10.2011 to increase the base cost of the specialist training.

The payment of tuition fees for the program of professional retraining is made in the following order:

Source of financing	Amount (RUB)	Payment period
Recommending organization	27 132 (Twenty seven thousand one hundred thirty-two)	From 12.11.2012 to 12.12.2012 (I Phase of the Program)
Regional budget	26 334 (Twenty-six thousand three hundred thirty-four)	II Phase of the Program
Russian Federation budget	26 334 (Twenty-six thousand three hundred thirty-four)	III Phase of the Program

The tuition for the Specialist in the amount of 66% of the total amount under this agreement (including 33% of the total cost

of training is carried out with a grant provided from the federal budget of the Russian Federation on co-financing of education) is paid by the Government of Moscow on the basis of a separate agreement between the Moscow Government, Recommending organization and the Specialist.

Training time:

In accordance with the curriculum of the Program is one academic year.

Training start date: «12» November 2012.

Training end date: «31» July 2013.

Duration of the Agreement:

The Agreement shall come into force upon signature by the Parties and shall be valid until the end of Specialist training.

In case the Specialist has been expelled for reasons stipulated by the legislation of the Russian Federation, the Charter of Contractor and the agreement, the agreement is terminated on the date of issuance of the order on dismissal of the Specialist.

Decision is taken.

Item 14. On approval of the agreement for training a specialist of IDGC of Centre (Konstantinova A.V.) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction.

Decision:

1. To determine that the cost of training of the Specialist (Konstantinova A.V.) on the professional retraining program for the entire period of study is 79 800 (Seventy-nine thousand eight hundred) rubles 00 kopecks, VAT is not provided (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

The tuition is calculated on the basis of ETAT #22152-AA/D04 dated from 10.10.2011 to increase the base cost of the specialist training.

The payment of tuition fees for the program of professional retraining is made in the following order:

Source of financing	Amount (RUB)	Payment period
IDGC of Centre	27 132 (Twenty seven thousand one hundred thirty-two)	From 12.11.2012 to 12.12.2012 (I Phase of the Program)
Regional budget	26 334 (Twenty-six thousand three hundred thirty-four)	II Phase of the Program
Russian Federation budget	26 334 (Twenty-six thousand three hundred thirty-four)	III Phase of the Program

The tuition for the Specialist in the amount of 66% of the total amount under this agreement (including 33% of the total cost of training is carried out with a grant provided from the federal budget of the Russian Federation on co-financing of education) is paid by the Government of Moscow on the basis of a separate agreement between the Moscow Government, Recommending organization and the Specialist.

2. To approve the agreement for training of the Specialist of IDGC of Centre (Konstantinova A.V.) in accordance with the State plan of training managers for companies of the national economy of the Russian Federation, concluded between IDGC of Centre and Federal State Budget Institution of Higher Education «National Research University «MPEI», which is a related party transaction (hereinafter – the Agreement, Appendix # 13 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the Agreement:

«Recommending organization» - IDGC of Centre;

«Contractor» - Federal State Budget Institution of Higher Education «National Research University «MPEI»;

«Specialist» - Anna Vladimirovna Konstantinova.

Subject of the Agreement: Contractor shall provide the Specialist, with higher professional education training services for the educational program of professional retraining «Industrial Management and Project Management» (type B) (hereinafter the Program - Appendix 1), in accordance with the State plan of training managers for companies of the national economy of the Russian Federation in 2007/08-2014/15 academic years (hereinafter the State plan), approved by the Government of the Russian Federation # 177 of March 24, 2007, # 783 of September 26, 2011, # 1126 of December 27, 2010, and Customer shall pay for the services rendered in the amount and on the terms specified in the agreement.

Price of the agreement and payment terms:

The tuition of the Specialist (Konstantinova A.V.) on the professional retraining program for the entire period of study is 79 800 (Seventy-nine thousand eight hundred) rubles 00 kopecks, VAT is not provided (under subparagraph 14 of paragraph 2 of Article 149 of the Tax Code of the Russian Federation).

The tuition is calculated on the basis of ETAT #22152-AA/D04 dated from 10.10.2011 to increase the base cost of the specialist training.

The payment of tuition fees for the program of professional retraining is made in the following order:

Source of financing	Amount (RUB)	Payment period
Recommending organization	27 132 (Twenty seven thousand one hundred thirty-two)	From 12.11.2012 to 12.12.2012 (I Phase of the Program)

Regional budget	26 334 (Twenty-six thousand three hundred thirty-four)	II Phase of the Program
Russian Federation budget	26 334 (Twenty-six thousand three hundred thirty-four)	III Phase of the Program

The tuition for the Specialist in the amount of 66% of the total amount under this agreement (including 33% of the total cost of training is carried out with a grant provided from the federal budget of the Russian Federation on co-financing of education) is paid by the Government of Moscow on the basis of a separate agreement between the Moscow Government, Recommending organization and the Specialist.

Training time:

In accordance with the curriculum of the Program is one academic year.

Training start date: «12» November 2012.

Training end date: «31» July 2013.

Duration of the Agreement:

The Agreement shall come into force upon signature by the Parties and shall be valid until the end of Specialist training.

In case the Specialist has been expelled for reasons stipulated by the legislation of the Russian Federation, the Charter of Contractor and the agreement, the agreement is terminated on the date of issuance of the order on dismissal of the Specialist.

Decision is taken.

Item 15. On approval of an agreement to perform design and survey work for construction of Conductor-110 kV for power supply of the mobile Substation 110/10 kV «Rozhdestvo», concluded between IDGC of Centre (Lipetskenergo division) and OJSC «South Power Engineering Centre» (a branch of OJSC "South Power Engineering Centre" "Rostovgridenergoprojekt"), which is a related party transaction.

Decision:

1. To determine that the cost of the agreement to perform design and survey work for construction of Conductor-110 kV for power supply of the mobile Substation 110/10 kV «Rozhdestvo» according to the Summary statement of the cost of work is 1 500 000 (One million five hundred thousand) rubles 00 kopecks, plus VAT (18%) - 270 000 (Two hundred and seventy thousand) rubles 00 kopecks.

Total cost with VAT is 1 770 000 (One million seven hundred seventy thousand) rubles 00 kopecks.

2. To approve the agreement to perform design and survey work for construction of Conductor-110 kV for power supply of the mobile Substation 110/10 kV «Rozhdestvo», concluded between IDGC of Centre and OJSC «South Power Engineering Centre», which is a related party transaction (hereinafter – the Agreement, Appendix # 14 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 - Lipetskenergo division),

«Contractor» - OJSC «South Power Engineering Centre» (a branch of OJSC «South Power Engineering Centre» «Rostovgridenergoprojekt»).

Subject of the Agreement:

Contractor shall, on the instructions of Customer to perform design and survey work for construction of Conductor-110 kV for power supply of the mobile Substation 110/10 kV «Rozhdestvo» and deliver the result to Customer, and Customer shall accept the result of work and pay for it in the manner provided by the Agreement.

The content and scope of work, technical, economic and other requirements to the work under the Agreement are defined in the Terms of Reference (Appendix # 1 to the Agreement). Stages and turnaround time to perform the work by Contractor are determined by the Schedule (Appendix # 4 to the Agreement).

Price of the Agreement:

The price of the Agreement according to the Summary statement of the cost of work (Appendix # 2 to the Agreement) is 1 500 000 (One million five hundred thousand) rubles 00 kopecks, plus VAT (18%) - 270 000 (Two hundred and seventy thousand) rubles 00 kopecks.

Total cost with VAT is 1 770 000 (One million seven hundred seventy thousand) rubles 00 kopecks.

The cost of all approvals and permits, required to fulfill by Contractor his obligations under the Agreement, is included in the price of the Agreement and is paid directly by Contractor to the respective coordinating organization, followed by taking into account by Customer the costs in providing by Contractor documents proving the necessity of such approvals and permits.

Changing the cost of work is done by agreement of the Parties, subject to Customer's changes in the Terms of Reference, in this case an amendment is concluded to the Agreement.

Turnaround time:

The time of the work performance under the Agreement: by stages, within 9 weeks from the date of signing the Agreement.

Performance of the work is carried out in stages in accordance with the Schedule, which is Appendix # 4 to the Agreement.

Duration of the Agreement:

The Agreement shall enter into force upon signature and shall continue until the Parties fulfill their obligations in full (including warranty).

Dispute resolution:

All disputes, controversies and claims arising out of the Agreement, or in connection with it, including those related to its conclusion, modification, performance, breach, termination, cancellation, validity, shall be settled by the Arbitration Court of the Lipetsk region.

Decision is taken.

Item 16. 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 that are not used for generation, transmission, dispatch and distribution of electrical and heat energy – a motor road of Substation East, located at the address: Smolensk region, Vyazma district, Novoselsky rural district, village of Kamennaya gora.

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, on the following essential conditions:

- **the alienated property** - a motor road of Substation East, length 650 m, area: 3 892 sq. m., surface: asphalt, roadbed: sand-gravel aggregate, located at the address: Smolensk region, Vyazma district, Novoselsky rural district, village of Kamennaya gora.
- **the book (depreciated) value** of the alienated property as of 01.07.2012 is 0 (null) rubles 00 kopecks.
- **the way of the property alienation** - contractual transfer of property to the municipality of the municipal formation "Novoselskoye rural settlement of Vyazma district of the Smolensk region".

Decision is taken.

Item 17. On determination of the position of IDGC of Centre regarding the agenda items of a meeting of the Board of Directors JSC “Yargorelectroset” - «On approval of the adjusted target values of key performance indicators (annual, quarterly) for 2012».

Decision:

1. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors JSC “Yargorelectroset” regarding the agenda item «On approval of the adjusted target values of key performance indicators (annual, quarterly) for 2012» to vote «FOR»:

«To approve the adjusted target values of annual key performance indicators of JSC “Yargorelectroset” for 2012 in accordance with the Appendix».

2. General Director of IDGC of Centre to submit for consideration by the Board of Directors proposals for a new scheme of KPIs (list, calculation methodology, bonus share) and target values of KPIs for 2013 for JSC “Yargorelectroset”, developed on the basis of the KPI system of IDGC of Centre, approved by the Board of Directors of the Company on 02.11.2012 #26/11.

Decision is taken.

Item 18. On approval of the Program of energy saving and energy efficiency of IDGC of Centre for 2013 – 2018.

Decision:

To approve the Program of energy saving and energy efficiency of IDGC of Centre for 2013 and outlook up to 2018 in accordance with Appendix # 15 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 19. On coordination of holding positions in the governing bodies of other organizations by Acting General Director of the Company.

Decision:

To agree on holding the position of Chairman of the Board of Directors of OJSC “V/O “Tyazhpromexport” by Acting General Director of the Company Oleg Yurievich Isaev.

Decision is taken.

Item 20. On participation of IDGC of Centre in Nonprofit Partnership "Market Council on establishing an effective system of wholesale and retail electric energy and power business".

Decision:

1. To approve the participation of IDGC of Centre in Nonprofit Partnership "Market Council on establishing an effective system of wholesale and retail electric energy and power business" (hereinafter - NP "Market Council") on the following conditions:

- **the size of the entry** (one time) membership fee - 1 000 000 (One million) rubles;
- **the size of the current (regular)** membership fee as at 1Q 2013 - 91 000 (Ninety-one thousand) rubles per quarter, unless otherwise determined by the Supervisory Board of NP "Market Council";
- **the size of the current (regular)** membership fee for quarters 2, 3, 4 of 2013 - 182 000 (One hundred eighty-two thousand) rubles per quarter, unless otherwise determined by the Supervisory Board of NP "Market Council";
- **the form of payment of the entry** (one time) and current (regular) membership fee – monetary funds;
- **the procedure and term of payment** of the entry (one time) membership fee - no later than ten (10) calendar days from the date of receipt of written notice of admission to NP "Market Council", unless otherwise determined by the Supervisory Board of NP "Market Council";
- **the procedure and term of payment** of the current (regular) membership fee - quarterly no later than the first day of the second month of the quarter, unless otherwise determined by the Supervisory Board of NP "Market Council";
- **the procedure and term of payment** of the current (regular) membership fee is further determined by the Supervisory Board of NP "Market Council".

2. To cancel the decision of the Board of Directors of the Company dated from 21.12.2010 regarding item # 25 «On participation of IDGC of Centre in Nonprofit Partnership "Market Council on establishing an effective system of wholesale and retail electric energy and power business"» (Minutes #26/12 of 24.12.2010).

Decision is taken.

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **20.12.2012.**

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 # 32/12 of 21.12.2012.**

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 «21» December 2012.