

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

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|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|
| 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:
Total number of members of the Board of Directors: 11 persons. Participants of the meeting (who provided questionnaires): 8 persons. The quorum for all the items is present.

Voting results:

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

Item 2: «FOR» - 5; «AGAINST» - 0; «ABSTAINED» - 3.

Item 3: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 1.

Item 4: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 1.

Item 5: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 1.

Item 6: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 1.

Item 7: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 1.

Item 8: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 1.

Item 9: «FOR» - 7; «AGAINST» - 1; «ABSTAINED» - 0.

Item 10: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 1.

Item 11: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 0.

Item 12: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 0.

Item 13: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 0.

Item 14: «FOR» - 6; «AGAINST» - 0; «ABSTAINED» - 2.

Item 15: «FOR» - 6; «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» - 7; «AGAINST» - 0; «ABSTAINED» - 0.

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

Item 18: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 0.

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 19: «FOR» - 6; «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".

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

Item 1. On approval of the updated Activity Plan of the Board of Directors for 1H 2013.

Decision:

To approve the updated Activity Plan of the Board of Directors for 1H 2013 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 2. On consideration of the report of General Director of the Company «On execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 3Q 2012 and following the results of 9 months 2012».

Decision:

1. To take into consideration the report of Acting General Director of the Company «On execution of the Innovative Development Program of IDGC of Centre for 2011-2016 in 3Q 2012 and following the results of 9 months 2012» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

2. To note the insufficient rate of procurement procedures and contract work on R&D projects of the Innovative Development Program of IDGC of Centre.

3. Acting General Director of the Company to ensure to include R&D, in which the goal is to get the results attributable to the fixed assets, into the investment program of the Company at its adjustment in 2013.

Decision is taken.

Item 3. On approval of the Program of insurance coverage of IDGC of Centre for 2013.

Decision:

To defer consideration of the item at a later date.

Decision is taken.

Item 4. On consideration of the report «On the financial-economic activity of JSC “Energetik” following the results of 9 months 2012».

Decision:

To take into consideration the report «On the financial-economic activity of JSC “Energetik” following the results of 9 months 2012» in accordance with Appendix #3 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 5. On consideration of the report «On the financial-economic activity of JSC “Yargorelectroset” following the results of 9 months 2012».

Decision:

To take into consideration the report «On the financial-economic activity of JSC “Yargorelectroset” following the results of 9 months 2012» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 6. On consideration of the report «On the financial-economic activity of JSC “Energy Service Company” following the results of 9 months 2012».

Decision:

To take into consideration the report «On the financial-economic activity of JSC “Energy Service Company” 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. On determination of the position of IDGC of Centre regarding the agenda item of a meeting of the Board of Directors of JSC “Energetik”:

7.1. On approval of the report of General Director of the Company «On the execution of the target values of annual and quarterly key performance indicators in 3Q 2012».

7.2. On approval of the report of General Director of the Company «On the execution of the Business plan of the Company in 3Q 2012 and following the results of 9 months 2012».

Decision:

7.1. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC “Energetik” regarding the item «On the execution of the target values of annual and quarterly key performance indicators in 3Q 2012» to vote «FOR»: *«To approve the report of General Director of the Company «On the execution of the target values of annual and quarterly key performance indicators in 3Q 2012» in accordance with Appendix # 6 to this decision of the Board of Directors».*

7.2. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC “Energetik” regarding the item «On the execution of the Business plan of JSC “Energetik” in 3Q 2012 and following the results of 9 months 2012» to vote «FOR»:

«To approve the report of General Director of the Company «On the execution of the Business plan of JSC “Energetik” in 3Q 2012 and following the results of 9 months 2012» in accordance with Appendix # 7 to this decision of the Board of Directors».

Decision is taken.

Item 8. On determination of the position of IDGC of Centre regarding the agenda item of a meeting of the Board of Directors of JSC “Yargorelectroset”:

8.1. On approval of the report of Director of the Company «On the execution of the target values of annual and quarterly key performance indicators in 3Q 2012».

8.2. On approval of the report of Director of the Company «On the execution of the Business plan of the Company (including the Investment Program) in 3Q 2012 and following the results of 9 months 2012».

Decision:

8.1. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC "Yargorelectroset" regarding the item «On the execution of the target values of annual and quarterly key performance indicators in 3Q 2012» to vote «FOR»:

«To approve the report of Director of the Company «On the execution of the target values of annual and quarterly key performance indicators in 3Q 2012» in accordance with Appendix 8 to this decision of the Board of Directors».

8.2. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC "Yargorelectroset" regarding the item «On the execution of the Business plan of the Company (including the Investment Program) in 3Q 2012 and following the results of 9 months 2012» to vote «FOR»:

8.2.1. «To approve the report of Director of the Company «On the execution of the Business plan of the Company (including the Investment Program) in 3Q 2012 and following the results of 9 months 2012» in accordance with Appendices # 9, 10 to this decision of the Board of Directors».

8.2.2. To note the failure to achieve the planned target of relative value of electricity losses in the networks of JSC "Yargorelectroset" following the results of 9 months of 2012 (plan - 16.53% of the supply to the grid, fact - 17.22% of the supply to the grid).

8.2.3. To mark the identified and paid amount of non-contractual electricity consumption of 8.134 million kWh, referred in 2012 to non-operating income of the Company.

8.2.4. To mark the inefficient execution by JSC "Yargorelectroset" of measures to reduce electricity losses and achievement of the set KPI "The level of electricity losses to the supply to the grid, %».

Decision is taken.

Item 9. On determination of the position of IDGC of Centre regarding the agenda item 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:

To instruct representatives of IDGC of Centre regarding the the agenda item of a meeting of the Board of Directors of JSC "Energy Service Company" - «On approval of the Business plan of the Company for 2012» to vote «FOR»:

«To approve the Business plan of the Company for 2012» in accordance with Appendix # 11 to this decision of the Board of Directors».

Decision is taken.

Item 10. On the prior approval of the Collective Agreement of IDGC of Centre for 2013-2014.

Decision:

Tentatively to approve the Collective Agreement of IDGC of Centre for 2013-2014 in accordance with Appendix # 12 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 11. On approval of the adjusted Program to reduce risk of occurrence of injuries of IDGC of Centre for 2013.

Decision:

To approve the adjusted Program to reduce risk of occurrence of injuries of IDGC of Centre for 2013 in accordance with Appendix # 13 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 12. On approval of the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2013.

Decision:

To approve the Program to reduce risk of injury to third-parties at facilities of IDGC of Centre for 2013 in accordance with Appendix # 14 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 13. On approval of the adjusted Program for the implementation of environmental policy of IDGC of Centre for 2013.

Decision:

To approve the Program for the implementation of environmental policy of IDGC of Centre for 2013 in accordance with Appendix # 15 to this decision of the Board of Directors of the Company.

Decision is taken.

Item 14. On approval of an internal document of the Company: Appendices 1 and 2 to the Regulation on material incentives for General Director of the Company in a new edition.

Decision:

1. To approve and put into effect starting from 01.01.2013 the internal document of the Company: Appendices 1 and 2 to the Regulation on material incentives for General Director of the Company in a new edition in accordance with Appendices 16-

17 to this decision of the Board of Directors.

2. To consider Appendices 1 and 2 to the Regulation on material incentives for General Director of the Company, approved by the Board of Directors of the Company on 15.07.2011 (Minutes # 16/11 of 18.07.2011), to have lost its force starting from 01.01.2013.

Decision is taken.

Item 15. On approval of Amendment to Agreement to perform work for reconstruction of Conductor-10-110 kV with expansion of ROW dated from 21.03.2012 #179 (2012), concluded between JSC “Energy Service Company” and IDGC of Centre (IDGC of Centre - Kostromaenergo division), which is a related party transaction.

Decision:

To approve the Amendment to Agreement to perform work for reconstruction of Conductor-10-110 kV with expansion of ROW dated from 21.03.2012 #179 (2012), concluded between JSC “Energy Service Company” and IDGC of Centre (IDGC of Centre - Kostromaenergo division), which is a related party transaction (Appendix # 18 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the Amendment:

«Customer» – IDGC of Centre (IDGC of Centre - Kostromaenergo division);

«Contractor» – JSC “Energy Service Company”.

Subject of the Amendment:

The Parties have agreed to amend Agreement to perform work for reconstruction of Conductor-10-110 kV with expansion of ROW dated from 21.03.2012 #179 (2012) (hereinafter – «Agreement») as follows:

1. Paragraph 1 of Section 1.4 of the Agreement («Subject of the Agreement») to read in the following edition:

«1.4. Work performance: start of work - no later than five (5) calendar days upon the signature by the Parties of this agreement, completion of work - «30» September 2014».

2. Appendix 2 of the Agreement («Technical specifications for expansion of ROW along Conductor-10-110 kV») to read in the edition, presented in Appendix # 1 to this Amendment.

3. Appendix 3 of the Agreement («Work schedule for expansion of ROW along Conductor-10-110 kV») to read in the edition, presented in Appendix # 2 to this Amendment.

Duration of the Amendment:

The Amendment shall enter into force upon its signing and shall apply to the relations between the parties in fact changed since March 21, 2012. The Amendment is valid for the duration of the Agreement.

Decision is taken.

Item 16. On approval of Amendment to Agreement to provide treasury services dated from 18.04.2011 #7700/00047/11/1791, concluded between IDGC of Centre and JSC “Yargorelectroset”, which is a related party transaction.

Decision:

To approve the Amendment to Agreement to provide treasury services dated from 18.04.2011 #7700/00047/11/1791, concluded between IDGC of Centre and JSC “Yargorelectroset”, which is a related party transaction (Appendix # 19 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the Amendment:

«Contractor» - IDGC of Centre;

«Customer» - JSC “Yargorelectroset”.

Subject of the Amendment:

«The Parties», have entered into the Amendment to Agreement dated from 18.04.2011 #7700/00047/11/1791 to amend and add as follows:

1. Clause 1.2. of the Agreement to read in the following edition:

«1.2. Time of the services provision referred to in clause 1.1. of this Agreement:

- Treasury services - working days from 9:00 to 18:00.

- Services for settlement account operations – working days from 9:00 to 17:00».

2. Clause 3.1. of the Agreement to read in the following edition:

«3.1. The cost of the Services referred to in clause 1.1. of this agreement is 1 700 000,00 (One million seven hundred thousand) rubles, including VAT of 18%, which is 259 322,03 (Two hundred fifty-nine thousand three hundred twenty-two 03/100) rubles, and can be changed during duration of the agreement as agreed by the parties when the volume of services provided is changed».

3. Clause 10.1. of the Agreement to read in the following edition:

«10.1. This Agreement shall enter into force upon signature by both parties, shall apply to the relations between the parties, in fact, which have started from 01.03.2011 and be valid until December 31, 2013 (inclusive)».

Duration of the Amendment:

The Amendment shall enter into force upon signature by both parties and is valid for the duration of the Agreement.

Decision is taken.

Item 17. On determination of the position of IDGC of Centre regarding the agenda item of a meeting of the Board of Directors of JSC “Yargorelectroset”:

17.1. On approval of the key performance indicators (annual, quarterly) for 2013.

17.2. On approval of the Business plan of the Company (including the Investment program) for 2013-2017.

Decision:

17.1. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC "Yargorelectroset" regarding the item «On approval of the key performance indicators (annual, quarterly) for 2013» to vote «FOR»:
«To defer consideration of the item at a later date».

17.2. To instruct General Director of the Company:

- To submit for the consideration of the Board of Directors a new system of KPIs (list, share of bonus, method of calculation and evaluation of implementation, target KPI values) for JSC "Yargorelectroset", developed on the basis of the KPIs of IDGC of Centre, approved by the Board of Directors on 02.11.2012 #26/11.

Deadline: January 2013.

- To submit for the consideration of the Board of Directors the Regulations of material incentives of General Director of JSC "Yargorelectroset", developed with the use of a new system of KPIs of the Company.

Deadline: February 2013.

17.3. To instruct representatives of IDGC of Centre at a meeting of the Board of Directors of JSC "Yargorelectroset" regarding the item «On approval of the Business plan of the Company (including the Investment program) for 2013-2017» to vote «FOR»:

«To approve the Business plan of the Company (including the Investment program) for 2013-2017 in accordance with Appendices # 20, 21 to this decision of the Board of Directors».

Decision is taken.

Item 18. On approval of paid services agreement to process calls for the period from 01.01.2013 to 31.03.2013, concluded between IDGC of Centre and JSC "Energy Service Company", which is a related party transaction.

Decision:

1. To determine that the cost of the services to process calls for the period from 01.01.2013 to 31.03.2013 under the services agreement to process calls, concluded between IDGC of Centre and JSC "Energy Service Company", which is a related party transaction, shall not exceed 23 100 000,00 (Twenty three million one hundred thousand) rubles 00 kopecks, including 18% VAT - 3 523 728,81 (Three million five hundred twenty-three thousand seven hundred twenty-eight) rubles 81 kopecks.

2. To approve the paid services agreement to process calls for the period from 01.01.2013 to 31.03.2013, concluded between IDGC of Centre and JSC "Energy Service Company", which is a related party transaction (Appendix # 22 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the Agreement:

«Customer» - IDGC of Centre,

«Contractor» - JSC "Energy Service Company";

Subject of the Agreement: Contractor shall, on an instruction of Customer, provide services for "Call processing", according to the List of the services (Appendix # 1 to the Agreement), which is an integral part of the Agreement, and Customer shall accept and pay for the services.

Price of the Agreement: The cost of the services to process calls for the period from 01.01.2013 to 31.03.2013 under the agreement, concluded between IDGC of Centre and JSC "Energy Service Company", shall not exceed 23 100 000,00 (Twenty three million one hundred thousand) rubles 00 kopecks, including 18% VAT - 3 523 728,81 (Three million five hundred twenty-three thousand seven hundred twenty-eight) rubles 81 kopecks.

Duration of the Agreement: The Agreement shall enter into force upon signature by both Parties and is valid until March 31, 2013 with the full implementation of obligations under the Agreement.

2. To instruct General Director of the Company on a monthly basis for the duration of the Agreement to provide for the consideration of the Board of Directors a report on execution by JSC "Energy Service Company" of the KPIs, according to Appendix 5 to the paid services Agreement to process calls.

Decision is taken.

Item 19. On approval of Amendment to energy audit performance services agreement dated from 19.12.2011 #7700/00212/11, concluded between IDGC of Centre and JSC "Energy Service Company", which is a related party transaction.

Decision:

1. To determine that the cost of the services provided under this Agreement is 257 910 037,64 (Two hundred fifty-seven million nine hundred and ten thousand and thirty-seven) rubles 64 kopecks, including VAT (18%) 39 342 209,13 (Thirty-nine million three hundred forty-two thousand two hundred and nine) rubles 13 kopecks.

2. To approve the amendment to agreement dated from 19.12.2011 №7700/00212/11, concluded between IDGC of Centre and JSC "Energy Service Company", which is a related party transaction (Appendix # 23 to this decision of the Board of Directors of the Company), on the following essential conditions:

Parties of the Amendment:

«Customer» - IDGC of Centre

«Contractor» - JSC "Energy Service Company"

Subject of the Amendment:

The Parties have agreed to amend energy audit performance services Agreement dated from 19.12.2011 #7700/00212/11, as follows:

1. Clause 4.1. of the Agreement to read in the edition *«The cost of the services provided under this Agreement is 257 910 037,64 (Two hundred fifty-seven million nine hundred and ten thousand and thirty-seven) rubles 64 kopecks,*

including VAT (18%) 39 342 209,13 (Thirty-nine million three hundred forty-two thousand two hundred and nine) rubles 13 kopecks (Appendix #7 to the Agreement)».

2. In Appendix 1 to the Agreement to exclude clause 7.3. «Notice of taking up copies of energy certificates by the Ministry of Energy of the Russian Federation in the form of an electronic document signed by a digital signature of an official of the Ministry of Energy of the Russian Federation, as well as on paper and signed by an authorized officer of an appropriate self-regulatory organization».

3. Appendix #2 to the Agreement to read in the edition of Appendix #1 to the Amendment.

4. Appendix #7 to the Agreement to read in the edition of Appendix #2 to the Amendment.

5. IDGC of Centre has the right at any time to change the terms of obligations under an amendment by written notice within three (3) days of the upcoming change of the conditions of the Agreement to JSC "Energy Service Company". The condition of the Agreement is considered amended at the end of three (3) days of receipt of notification by JSC "Energy Service Company".

The conditions of the Agreement, not specified in this Amendment, are valid in the previous edition.

Price of the Amendment:

The cost of the services provided under this Agreement is 257 910 037,64 (Two hundred fifty-seven million nine hundred and ten thousand and thirty-seven) rubles 64 kopecks, including VAT (18%) 39 342 209,13 (Thirty-nine million three hundred forty-two thousand two hundred and nine) rubles 13 kopecks (Appendix #7 to the Agreement).

Duration of the Amendment:

The Amendment shall enter into force upon signature by the parties and is valid for the duration of the energy audit performance services Agreement dated from 19.12.2011 #7700/00212/11.

Decision is taken.

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **27.12.2012.**

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 # 33/12 of 29.12.2012.**

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 «29» December 2012.