

## 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) | <b>Interregional Distribution Grid Company of Centre, Joint-Stock Company</b>   |
| 1.2. Brief issuer's business name   | <b>IDGC of Centre, JSC</b>  |
| 1.3. Issuer's location  | <b>127018, Moscow, Russia, 2nd Yamskaya, 4</b>  |
| 1.4. Primary State Registration Number of the issuer                      | <b>1046900099498</b>  |
| 1.5. Tax payer number of the issuer                                       | <b>6901067107</b>   |
| 1.6. Issuer's Unique code, assigned by registering authority              | <b>10214-A</b>  |
| 1.7. Web page address used by the issuer for information disclosure       | <a href="http://www.e-disclosure.ru/portal/company.aspx?id=7985">http://www.e-disclosure.ru/portal/company.aspx?id=7985;</a><br><a href="http://www.mrsk-1.ru/ru/information/">http://www.mrsk-1.ru/ru/information/</a> |

### 2. Contents of the statement

2.1. The quorum of the meeting of the Board of Directors and the voting results on the decision-making items: 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» - 0; «ABSTAINED» - 1.

Item 3: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.

Item 4: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

Item 5: «FOR» - 10; «AGAINST» - 0; «ABSTAINED» - 0.

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

*A.E. Murov did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies»; A.V. Kazachenkov and V.N Sedunov did not take part in the voting on this item, recognized as interested directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».*

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

*A.E. Murov did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies»; A.V. Kazachenkov and V.N Sedunov did not take part in the voting on this item, recognized as interested directors in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies».*

Item 8:

Item 8.1: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 3.

Item 8.2: «FOR» - 7; «AGAINST» - 0; «ABSTAINED» - 3.

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

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

Item 11: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 1.

Item 12: «FOR» - 2; «AGAINST» - 3; «ABSTAINED» - 2.

*A.E. Murov did not take part in the voting on this item, recognized as a dependent director in accordance with paragraph 3 of Article 83 of the Federal Law «On Joint Stock Companies»; A.V. Kazachenkov and V.N Sedunov did not take part in the voting on this item, recognized as interested 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. Consideration of the report of Acting 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 2012».**

**Decision:**

To take into consideration the report of Acting 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 2012» 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 Acting General Director of the Company «On the management of housing and communal facilities in 2012».**

**Decision:**

To take into consideration the report of Acting General Director of the Company «On the management of housing and communal facilities in 2012» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

**Decision is taken.**

**Item 3. On determination of the credit policy of IDGC of Centre: the Company's public borrowing implementation by issuing corporate bonds.**

**Decision:**

1. Taking into account the change in the law, to cancel the decision of the Board of Directors on 31.05.2012 (Minutes #13/12 of 04.06.2012), taken in regards with item # 30 «On the determination of the credit policy of IDGC of Centre: the Company's public borrowing implementation by issuing corporate bonds».

2. To recognize it appropriate to attract by IDGC of Centre borrowings through bond placement in the amount of not more than 25 billion rubles for up to 10 years.

3. To assign Acting General Director of the Company to undertake the necessary corporate activities in 2013 aimed at preparing IDGC of Centre for the implementation of public borrowing of monetary funds through bonds offering in 2013 – 2014.

**Decision is taken.**

**Item 4. On consideration of the information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 4Q 2012».**

**Decision:**

To take into consideration the information of the Reliability Committee of the Board of Directors of IDGC of Centre «On the state of the fixed assets of energy facilities in 4Q 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 Acting General Director of the Company «On execution of the KPIs by JSC "Energy Service Company" to evaluate the quality of the services provision to process calls for IDGC of Centre in February 2013».**

**Decision:**

To take into consideration the report of Acting General Director of the Company «On execution of the KPIs by JSC "Energy Service Company" to evaluate the quality of the services provision to process calls for IDGC of Centre» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

**Decision is taken.**

**Item 6. On approval of an electric grid facilities lease agreement, concluded between IDGC of Centre and FGC UES, which is a party related transaction.**

**Decision:**

1. To determine that the rent for the use of the Facilities is 8 817 462 (Eight million eight hundred and seventeen thousand four hundred sixty-two) rubles 21 kopecks for the period of 360 calendar days, in addition, 18% VAT is paid in the amount of 1 587 143 (One million five hundred eighty-seven thousand one hundred and forty three) rubles 20 kopecks.

2. To approve the electric grid facilities lease Agreement, concluded between IDGC of Centre and FGC UES (hereinafter – Agreement, Appendix # 5 to this decision of the Board of Directors of the Company) and which is a party related transaction, on the following essential conditions:

**Parties:**

FGC - FGC UES;

User - IDGC of Centre

**Subject of the Agreement:** FGC transfers, and User accepts for payment for temporary possession and use of transmission facilities listed in Appendices # # 1,2,3,4,5,6,7,8 and 9 to the Agreement (hereinafter - the Facilities), which are owned by FGC.

**Price of the Agreement:** The Parties have set the rent for the use of the Facilities in the amount of 8 817 462 (Eight million eight hundred and seventeen thousand four hundred sixty-two) rubles 21 kopecks for the period of 360 calendar days, in addition, 18% VAT is paid in the amount of 1 587 143 (One million five hundred eighty-seven thousand one hundred and forty three) rubles 20 kopecks.

**Duration of the Agreement.** The Agreement shall enter into force on the date of its signing and is valid until the date set by Order of the Ministry of Energy of Russia from 24.08.2012 # 403, i.e. 31.12.2013. The terms and conditions of the Agreement are applicable to the relation of the Parties having arisen before its conclusion, from 01.01.2013.

**Decision is taken.**

**Item 7. On approval of amendment #3 to electric grid facilities lease agreement of 26.10.2011 # ESKH-2011/25/7700/00187/11, concluded between IDGC of Centre and FGC UES, which is a party related transaction.**

**Decision:**

To approve Amendment #3 to the electric grid facilities lease Agreement of 26.10.2011 # ESKH-2011/25/7700/00187/11, concluded between IDGC of Centre and FGC UES (hereinafter – the Amendment, Appendix # 6 to this decision of the Board of Directors of the Company) and which is a party related transaction, on the following essential conditions:

**Parties of the Amendment:**

FGC - FGC UES;

User - IDGC of Centre

**Subject of the Amendment:**

1. The lease relations under the electric grid facilities lease Agreement of 26.10.2011 # ESKH-2011/25/7700/00187/11 (hereinafter – the Agreement) were terminated on 31.12.2012 by mutual agreement of the Parties.

2. The Parties confirm that User returned the leased Facilities to FGC under the Agreement on 31.12.2012, which is confirmed by the property transfer and acceptance act.

3. Within 15 (fifteen) working days after the signing of the Amendment the Parties have undertaken to sign the bilateral settlement reconciliation report.

4. Outstanding as shown in the bilateral settlement reconciliation report to be repaid by the Party for which this debt has been generated, within 30 (thirty) days by transferring the funds to the account of the other Parties or by other means in accordance with the laws of the Russian Federation.

5. The Amendment shall enter into force upon signature.

**Decision is taken.**

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

**8.1. On approval of target values of key performance indicators for 2013.**

**8.2. On approval of the Business plan of the Company for 2013.**

**Decision regarding item 8.1.:**

To instruct representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Energetik” regarding the item «On approval of target values of annual and quarterly key performance indicators of General Director of the Company for 2013» to vote «FOR»:

*«To approve the target values of annual and quarterly key performance indicators of General Director of the Company for 2013 in accordance with the Appendix».*

**Decision is taken.**

**Decision regarding item 8.2.:**

To instruct representatives of IDGC of Centre at the meeting of the Board of Directors of JSC “Energetik” regarding the item «On approval of the Business plan of the Company for 2013» to vote «FOR»:

*«To approve the Business plan of the Company for 2013 in accordance with the Appendix».*

**Decision is taken.**

**Item 9. On termination of powers of members of the Management Board of the Company and election of members of the Management Board of the Company.**

**Decision:**

1. To terminate the powers of the member of the Management Board of the Company, Rustem Leronovich Nabiullin.

2. To elect Yuliya Eduardovna Sharkova - Deputy General Director for Development and Sale of Services of IDGC of Centre as a member of the Management Board of the Company.

**Decision is taken.**

**Item 10. Consideration of the report of the Committee for Audit of the Board of Directors of IDGC of Centre «On the results of activities in 2012».**

**Decision:**

To take into consideration the report of the Committee for Audit of the Board of Directors of IDGC of Centre «On the results of activities in 2012» in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

**Decision is taken.**

**Item 11. On coordination of candidates for certain positions in the Executive Office of the Company, determined by the Board of Directors of the Company.**

**Decision:**

To agree upon the nomination of Alina Khandadashevna Akhmedova for the position of Legal Director – Head of Legal Groundwork Department of IDGC of Centre.

**Decision is taken.**

**Item 12. On approval a paid service agreement for the implementation of technical supervision between FGC UES and IDGC of Centre, which is a party related transaction.**

**Decision:**

1. To determine the price of the paid service Agreement for the implementation of technical supervision between FGC UES represented by a branch of FGC UES - «Technical Supervision Centre» and IDGC of Centre, which is a party related transaction, in 2013 in the amount of not more than 28 317 709 (Twenty eight million three hundred and seventeen thousand seven hundred and nine) rubles, including VAT (18%) – 4 319 650,53 (Four million three hundred nineteen thousand six hundred and fifty) rubles 53 kopecks.

2. To approve the paid service Agreement for the implementation of technical supervision between FGC UES represented by a branch of FGC UES - «Technical Supervision Centre» and IDGC of Centre (hereinafter - Agreement), Appendix # 8 to this decision of the Board of Directors of the Company, and which is a party related transaction, on the following essential conditions:

**Parties of the Agreement:**

IDGC of Centre - Customer

FGC UES - Contractor

**Subject of the Agreement:**

Customer assigns, and Contractor undertakes to implement the technical supervision of electric grid facilities beneficially or on other legal grounds owned by Customer (hereinafter - the Facilities), and Customer agrees to accept and pay for these services.

The total period of the services provision under the Agreement is from 01.04.2013 to 31.12.2013.

**Price of the Agreement:**

The cost of the services under the Agreement in 2013 is not more than 28 317 709 (Twenty eight million three hundred and seventeen thousand seven hundred and nine) rubles, including VAT (18%) – 4 319 650,53 (Four million three hundred nineteen thousand six hundred and fifty) rubles 53 kopecks.

**Duration of the Agreement:**

The Agreement shall enter into force upon signature by both Parties and shall be valid until the termination of the proper execution of the obligations by the Parties based on the Amendment.

If prior to the expiration of the Agreement neither Party notifies the other Party of the termination of the Agreement, the Agreement may be extended to the next calendar year with an amendment between the parties.

**Decision is not taken.**

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **28.03.2013.**

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 # 07/13 of 01.04.2013.**

2.5. The surname, first name and patronymic of the person, elected to the Management Board of the Company: **Yuliya Eduardovna Sharkova.**

2.6. Share of participation in the authorized capital of the issuer, as well as the stake of ordinary shares of the issuer: **Y. E. Sharkova has no share in the authorized capital of IDGC of Centre.**

**3. Signature**

3.1. Director of Corporate Governance –  
Head of corporate governance and interaction  
with shareholders Department,  
acting under power of attorney  
# D-CA/2 dated from 09.01.2013.

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(signature)

V.A. Alimenko

Stamp here.

3.2. Date «01» April 2013.