

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:

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

Voting results:

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

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

Item 3: «FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Item 4: «FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Item 5: «FOR» - 11; «AGAINST» - 0; «ABSTAINED» - 0.

Item 6: «FOR» - 8; «AGAINST» - 0; «ABSTAINED» - 3.

Item 7: «FOR» - 9; «AGAINST» - 0; «ABSTAINED» - 2.

Item 8: «FOR» - 10; «AGAINST» - 1; «ABSTAINED» - 0.

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

Item 10: «FOR» - 7; «AGAINST» - 2; «ABSTAINED» - 1.

One member of the Board of Directors of the Company 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».

Item 11: «FOR» - 7; «AGAINST» - 3; «ABSTAINED» - 0.

One member of the Board of Directors of the Company 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».

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 the Company «On implementation of the decisions taken at the meetings of the Board of Directors of the Company in 3Q 2013».

Decision:

To take into consideration the report of General Director of the Company «On implementation of the decisions taken at the meetings of the Board of Directors of the Company in 3Q 2013» in accordance with Appendices # 1 - 6 to this decision of the Board of Directors of the Company.

DECISION IS TAKEN.

Item 2: 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 3Q 2013».

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 3Q 2013» in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.

DECISION IS TAKEN.

Item 3: Consideration of the report of General Director of the Company «On provision of insurance coverage in 3Q 2013 and following the results of 9 months 2013».

Decision:

To take into consideration the report of General Director of the Company on the provision of insurance coverage in 3Q 2013

and following the results of 9 months 2013, in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

DECISION IS TAKEN.

Item 4: Consideration of the report of General Director of the Company «On the Company's preparation to operate through the autumn-winter period of 2013-2014».

Decision:

To take into consideration the report of General Director of the Company «On the Company's preparation to operate through the autumn-winter period of 2013-2014» in accordance with Appendix # 9 to this decision of the Board of Directors of the Company.

DECISION IS TAKEN.

Item 5: On approval of candidatures of insurers of IDGC of Centre.

Decision:

To approve the following insurance companies as the Insurers of the Company for 2014:

Type of insurance	Insurance company	Period of insurance (period of policy issue)
Compulsory civil liability insurance of the owner of a hazardous facility for injury resulting from an accident at the hazardous facility	SOGAZ	01.01.2014-31.12.2014

DECISION IS TAKEN.

Item 6. On approval of a list of projects in the field of energy conservation and economic efficiency improvement, feasible for implementation on the conditions of conclusion of energy service agreements (contracts).

Decision:

1. To approve the list of projects in the field of energy conservation and economic efficiency improvement, feasible for implementation on the conditions of conclusion of energy service agreements (contracts) (hereinafter - the List of energy service projects) in accordance with Appendix # 10 to this decision of the Board of Directors of the Company.

2. To organize commercial and procurement procedures, in accordance with the List of energy service projects in a timely manner.

3. To present at a meeting of the Board of Directors a report on the progress and results of the activities included in the List of energy service projects.

Deadline: 1 July 2014.

DECISION IS TAKEN.

Item 7: 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, Yuliya Eduardovna Sharkova.

2. To elect Artem Evgenyevich Kuranov – First Deputy General Director of IDGC of Centre as a member of the Management Board of the Company.

DECISION IS TAKEN.

Item 8. On approval of borrowing funds in 4Q 2013 in excess of the Target limits on medium-term liquidity, to cover the debt and to cover the debt service.

Decision:

To approve raising the debt by IDGC of Centre in the 4th quarter of 2013 to finance the investment and current activities of IDGC of Centre, as well as the refinancing of borrowings raised earlier on the following essential conditions:

- Total amount of borrowing - not more than 10 000 000 000 rubles;
- Form of crediting - a line of credit;
- Duration of the credit agreement - not fewer than 60 months;
- Interest rate - less than 8.6% per annum. The interest rate includes interest payments, all fees, consulting and other expenses to raise and/or organize financing;
- Security - unsecured;
- Commission for failure to use the limit - commission-free;
- Early repayment - must be provided by the terms of the contract without any commission fee.

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 "Yargorelectroset": Consideration of a draft of the long-term Investment program of the Company for the period from 2014.

Decision:

To assign the representatives of IDGC of Centre at the meeting of the Board of Directors of JSC "Yargorelectroset" regarding the item «Consideration of a draft of the long-term Investment program of the Company for the period from 2014» to vote «FOR»:

- «1. To approve the draft of the long-term Investment program of the Company for the period from 2014 in accordance with Appendix # 11 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to ensure the approval of the long-term Investment program of the Company for the period from 2014 with subjects of the Russian Federation in the order, provided by Resolution of the Government of the Russian Federation dated 01 December 2009 #977.
3. To provide a report on the implementation of paragraph 2. of this decision to be considered by the Board of Directors of the Company within 30 days after the approval of the long-term Investment program of the Company for the period from 2014 in accordance with the requirements of Resolution of the Government of the Russian Federation dated 01 December 2009 #977».

DECISION IS TAKEN.

Item 10. On amendment of the decision of the Board of Directors of the Company dated 16.09.2013 (Minutes # 22/13 of 16.09.2013) regarding item #7 «On approval of General Agreement on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre - Yarenergo division at the direction of «Yaroslavl - DPC», concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction».

Decision:

Due to a technical error, the decision of the Board of Directors of the Company dated 16.09.2013 (Minutes # 22/13 of 16.09.2013) regarding item #7 «On approval of General Agreement on the construction and maintenance of fiber-optic lines to be installed at electricity facilities of IDGC of Centre - Yarenergo division at the direction of «Yaroslavl - DPC», concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», which is a related party transaction» to read as follows:

«To approve General Agreement on the construction and operation of fiber-optic lines to be installed at electricity facilities of IDGC of Centre - Yarenergo division at the direction of «Yaroslavl - DPC», concluded between IDGC of Centre and OJSC «FOCL-Conductor Administration», (Appendix # 7 to this decision of the Board of Directors of the Company), which is a related party transaction, on the following conditions:

Parties of the Agreement:

«Owner» - IDGC of Centre

«User» - OJSC «FOCL-Conductor Administration»

Subject of the Agreement:

The Parties confirm their intention to cooperate in the use of overhead lines of Owner, involved in the installation of fiber-optic communication lines of User, the list of which is given in Appendix # 1 to General Agreement, hereinafter - the Electric Grid Facilities, namely:

Owner, in accordance with the requirements of the «Inter-branch regulations on labour protection (safety) for the operation of electrical installations» of Occupational Safety Rules RM-016-2001, as well as «the Program to reduce the risk of injury to third parties at facilities of IDGC of Centre», approved by the Board of Directors of IDGC of Centre (Minutes dated «30» January 2012 № 01/12), shall provide User (its contractors) access to the Electric Grid Facilities for the purpose of installation and further deployment of fiber-optic communication lines of User (consisting of 96 optical fibers and protective shell, power elements and optical modules, hydrophobic gels, connecting and splitting couplings, optical distribution frames and fittings necessary for installation of fiber-optic communication lines), hereinafter – FOCL;

Owner confirms the intention to provide the right of temporary restricted use of the Electric Grid Facilities to install FOCL for a period of 25 years;

User performs installation of FOCL in full compliance with the requirements of the Russian Federation legislation, local regulatory rules of Owner, and in accordance with the issued by Owner Technical Specifications that are an integral part of General Agreement (Appendix # 2 to General Agreement);

User pays to Owner for giving the right of temporary restricted use, including the right of admission, of the Electric Grid Facilities for the installation and further deployment of FOCL the fee under the agreement to grant the rights of temporary restricted use of overhead lines of Owner and the service contract to access overhead lines of Owner concluded between Owner and User.

The relations between the Parties on the use of the Electric Grid Facilities for installation and placement of FOCL, the main provisions of which are set out in this General Agreement shall be subject to consolidation and detailed description in Agreements granting the right of temporary restricted use of overhead lines of Owner. For each involved Electric Grid Facility at the installation of FOCL the Parties conclude a separate contract, and the encumbrance of such Electric Grid Facility, established in the agreement, is subject to state registration in accordance with the legislation of the Russian Federation.

Upon completion of installation of FOCL, the share of FOCL, consisting of the share in the amount of 1/12 of the optical fibers in FOCL and 1/12 in the rest of the property of FOCL, namely: protective shell, power elements and optical modules, hydrophobic gels, connecting and splitting couplings, optical distribution frames and fittings necessary for installation of FOCL, shall be transferred by User to the property of Owner on the account of the right of temporary restricted use of Conductors. However, if the price, determined by an independent valuation of the right of temporary restricted use of Conductors or with a calculation method, exceeds the value of the transferred property, User will make up the difference in cash in favour of Owner under concluded agreements on compensation (either under agreements in another form). Such an agreement is concluded by the Parties no later than the date of completion of installation of FOCL at the Electric Grid Facilities.

The Parties confirm that they will provide maintenance services of the created FOCL and bear the costs of such services in

proportion to FOCL, belonging to the Parties for the duration of the use of FOCL.

Duration of the Agreement:

General Agreement shall enter into force upon signature by both Parties. If, in accordance with the current legislation of the Russian Federation and/or internal documents of the Parties the General Agreement shall be subject to approval by the authorities of the Parties, such approval must be made before it is signed by the Parties».

DECISION IS TAKEN.

Item 11: On approval a paid service agreement for the implementation of technical supervision concluded between IDGC of Centre and JSC «Russian Grids», which is a related party transaction.

Decision:

1. To determine the cost of services of JSC «Russian Grids», provided under the paid service agreement for the implementation of technical supervision concluded between JSC «Russian Grids» and IDGC of Centre, which is a related party transaction (hereinafter – the Agreement), in 2014 in the amount of 34 901 231 (Thirty-four million nine hundred and one thousand two hundred thirty-one) rubles 64 kopecks, including 18% VAT 5 323 916 (Five million three hundred twenty-three thousand nine hundred and sixteen) rubles 69 kopecks.

To determine the cost of services of IDGC of Centre, provided to JSC «Russian Grids» under the Agreement, in 2014 in the amount of 920 231 (Nine hundred twenty thousand two hundred thirty-one) rubles 52 kopecks, including 18% VAT 140 374 (One hundred forty-one thousand three hundred seventy-four) rubles 30 kopecks.

To determine that the total cost of the services under the Agreement cannot be more than 2 percent of the book value of assets of IDGC of Centre according to its financial statements for the last reporting date.

2. To approve the Agreement, which is a related party transaction, on the following essential conditions:

Parties of the Agreement:

IDGC of Centre - Customer;

JSC «Russian Grids» - Contractor.

Subject of the Agreement:

Customer orders, and Contractor undertakes to perform the technical supervision of electric grid facilities of IDGC of Centre, and Customer agrees to accept and pay for these services.

Customer in order to create the necessary conditions for the activities of Contractor's personnel, directly providing services at Customer's Facilities, provides Contractor with fee-based for the duration of the Agreement workplaces (premises) with furniture, computers and office equipment, office accessories, communications equipment, fixed communication services and the Internet, stationery and office supplies (hereinafter – Customer's services).

The total period of the services provision under the Agreement is from 01.01.2014 to 31.12.2014.

Price of the Agreement:

The cost of services of Contractor under the Agreement in 2014 is 34 901 231 (Thirty-four million nine hundred and one thousand two hundred thirty-one) rubles 64 kopecks, including 18% VAT 5 323 916 (Five million three hundred twenty-three thousand nine hundred and sixteen) rubles 69 kopecks.

The cost of services of Customer, provided to Contractor under the Agreement, in 2014 is 920 231 (Nine hundred twenty thousand two hundred thirty-one) rubles 52 kopecks, including 18% VAT 140 374 (One hundred forty-one thousand three hundred seventy-four) rubles 30 kopecks.

Duration of the Agreement:

The Agreement shall enter into force upon signature by both Parties and is valid until the proper fulfillment of the obligations by the parties based on the Agreement. In accordance with paragraph 2 of Art. 425 of the Civil Code of the Russian Federation, the Agreement covers the relations between the Parties arising from 01.01.2014.

If 30 (thirty) calendar days prior to the expiration date of the provision of services under the Agreement, neither Party has notified the other party of the termination of the Agreement, the term of provision of services under the Agreement is extended for 1 (one) calendar year, without limiting the number of such prolongations.

3. To instruct General Director of the Company to make coordination of the item at a meeting of the Central Tender Commission of the Company.

DECISION IS TAKEN.

2.3. Date of meeting of the Board of Directors of the issuer, at which the relevant decisions were taken: **28.11.2013.**

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 # 28/13 of 02.12.2013.**

2.5. The surname, first name and patronymic of the person, elected to the Management Board of the Company: **Artem Evgenyevich Kuranov.**

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

3. Signature

3.1. Deputy General Director
for Corporate Governance,
acting under power of attorney

D-CA/5 dated from 09.01.2013.

O.V. Tkacheva

(signature)

Stamp here.

3.2. Date «02» December 2013.