

**STATEMENT OF MATERIAL FACT  
“INFORMATION ABOUT DECISIONS OF GENERAL MEETINGS OF SHAREHOLDERS”**

1. General Information	
1.1. Full corporate name of the issuer:	<i>JSC Interregional Distribution Grid Companies Holding</i>
1.2. Short corporate name of the issuer:	<i>JSC IDGC Holding</i>
1.3. Issuer’s registered address:	<i>117630, Moscow, ul. Akademika Chelomeya, 5A</i>
1.4. Issuer’s Principal State Registration Number (OGRN):	<i>108776000019</i>
1.5. Issuer’s Taxpayer Identification Number (INN):	<i>7728662669</i>
1.6. Issuer’s unique code assigned by the registration agency:	<i>55385-E</i>
1.7. Webpage used by the issuer for disclosure of information:	<a href="http://www.holding-mrsk.ru/">http://www.holding-mrsk.ru/</a>
2. Contents of the Statement	
<p>2.1. Type of the General Meeting of Shareholders (annual, extraordinary): <i>extraordinary</i>.</p> <p>2.2. Form of the General Meeting of Shareholders: <i>meeting (an in-person meeting attended by shareholders to discuss the agenda items and adopt decisions on the issues put to a vote)</i>.</p> <p>2.3. Date and venue of the General Meeting of Shareholders: <i>Date of the General Meeting of Shareholders: December 30, 2008. Venue of the General Meeting of Shareholders: Moscow, prospekt Mira, d. 119, stroenie 55.</i></p> <p>2.4. Quorum of the General Meeting of Shareholders: <i>The number of votes held by the persons who participated in the General Meeting of Shareholders is 35,066,512,518, or 85.4411% of the total number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders.</i></p> <p>2.5. Issues put to a vote and the related voting results:</p> <p><b>Concerning Item 1:</b> <i>Early termination of powers of the Board of Directors of the Company.</i></p> <p><i>The number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders in relation to this item on the agenda was 41,041,753,984.</i> <i>The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item on the agenda was 35,066,512,547; the General Meeting of Shareholders had a quorum.</i> <i>The number of votes for each variant of voting was:</i> <i>For, 34,426,212,717 (98.1740%);</i> <i>Against, 650,321 (0.0019%);</i> <i>Abstained, 3,535,961 (0.0101%).</i> <i>The decision was adopted.</i></p> <p><b>Concerning Item 2:</b> <i>Election of the Board of Directors of the Company.</i></p> <p><i>The number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders in relation to this item on the agenda for cumulative voting was 615,626,309,760.</i> <i>The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item on the agenda for cumulative voting was 525,997,688,205; the General Meeting of Shareholders had a quorum.</i> <i>The number of votes for each nominee was:</i></p>	

No.	Full Name of Nominee	Number of Votes for Cumulative Voting	Percentage of Voters (%)
1.	G. F. Binko	30,419,596,486	5.7832%
2.	L. V. Denisov	30,917,118,112	5.8778%
3.	E. V. Dod	30,406,027,021	5.7806%
4.	A. I. Kazakov	35,181,793,551	6.6886%
5.	I. P. Klochko	17,618,374	0.0033%
6.	S. B. Kosarev	18,285,942,661	3.4764%
7.	M. Yu. Kurbatov	31,822,538,802	6.0499%
8.	S. V. Maslov	31,217,852,329	5.9350%
9.	B. I. Mints	34,323,326,545	6.5254%
10.	Seppo Juha Remes	27,705,998,790	5.2673%
11.	M. V. Rozin	30,513,407,240	5.8011%
12.	K. G. Seleznev	16,718,952	0.0032%
13.	S. V. Serebryannikov	31,622,517,496	6.0119%
14.	O. V. Surikov	15,259,932,654	2.9011%
15.	V. V. Tatsiy	31,019,580,506	5.8973%
16.	D. V. Fedorov	67,859,526,327	12.9011%
17.	N. V. Tsekhomsky	30,614,290,744	5.8202%
18.	S. I. Shmatko	38,682,725,661	7.3542%
"Against" all nominees:		278,075,105	
Percentage of voters:			0.0529%
"Abstained" with respect to all nominees		23,165,112	
Percentage of voters:			0.0044%

*The fifteen nominees receiving the largest number of votes are deemed to be elected to the Board of Directors of JSC IDGC Holding.*

*The decision was adopted.*

### **Concerning Item 3:**

*Approval of the Auditor of the Company.*

*The number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders in relation to this item on the agenda was 41,041,753,984.*

*The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item on the agenda was 35,066,512,547; the General Meeting of Shareholders had a quorum.*

*The number of votes for each variant of voting was:*

*For, 34,427,813,384 (98.1786%);*

*Against, 623,582 (0.0018%);*

*Abstained, 2,712,266 (0.0077%).*

*The decision was adopted.*

### **Concerning Item 4:**

*Approval of a restated version of the Articles of Association of the Company (Appendix 3).*

*The number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders in relation to this item on the agenda was 41,041,753,984.*

*The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item on the agenda was 35,066,512,547; the General Meeting of Shareholders had a quorum.*

*The number of votes for each variant of voting was:*

*For, 31,599,002,522 (90.1116%);*

*Against, 2,591,557,981 (7.3904%);*

*Abstained, 2,181,857 (0.0062%).*

*The decision was adopted.*

**Concerning Item 5:**

*Approval of internal documents governing operations of the bodies of the Company.*

*The number of votes held by the persons included on the list of the persons entitled to participate in the General Meeting of Shareholders in relation to this item on the agenda was 41,041,753,984.*

*The number of votes held by the persons who participated in the General Meeting of Shareholders in relation to this item on the agenda was 35,066,512,547; the General Meeting of Shareholders had a quorum.*

*Issue put to a vote:*

*5.1. The Regulations for the Preparation and Holding Procedure for the General Meeting of Shareholders of JSC IDGC Holding (Appendix 4) shall be approved.*

*The number of votes for each variant of voting was:*

*For, 34,034,107,763 (97.0559%);*

*Against, 156,661,146 (0.4468%);*

*Abstained, 1,988,580 (0.0057%).*

*The decision was adopted.*

*Issue put to a vote:*

*5.2. The Regulations for the Convening and Holding Procedure for the Meetings of the Board of Directors of JSC IDGC Holding (Appendix 5) shall be approved.*

*The number of votes for each variant of voting was:*

*For, 34,033,961,685 (97.0555%);*

*Against, 156,657,349 (0.4467%);*

*Abstained, 1,960,531 (0.0056%).*

*The decision was adopted.*

*Issue put to a vote:*

*5.3. The Regulations for the Management Board of JSC IDGC Holding (Appendix 6) shall be approved.*

*The number of votes for each variant of voting was:*

*For, 34,033,946,249 (97.0554%);*

*Against, 156,663,642 (0.4468%);*

*Abstained, 2,156,898 (0.0062%).*

*The decision was adopted.*

*Issue put to a vote:*

*5.4. The Regulations for the Internal Audit Commission of JSC IDGC Holding (Appendix 7) shall be approved.*

*The number of votes for each variant of voting was:*

*For, 34,171,761,223 (97.4484%);*

*Against, 18,996,574 (0.0542%);*

*Abstained, 2,005,433 (0.0057%).*

*The decision was adopted.*

*Issue put to a vote:*

*5.5. The Regulations for Remuneration and Compensation for Members of the Internal Audit Commission of JSC IDGC Holding (Appendix 8) shall be approved.*

*The number of votes for each variant of voting was:*

*For, 34,168,956,217 (97.4404%);*

*Against, 19,654,458 (0.0560%);*

*Abstained, 4,054,220 (0.0116%).*

*The decision was adopted.*

2.6. The decisions adopted by the General Meeting of Shareholders read as follows.

**Concerning Item 1:**

*The powers of the Board of Directors of JSC IDGC Holding shall be terminated earlier.*

**Concerning Item 2:**

*The following members of the Board of Directors of JSC IDGC Holding shall be elected:*

<i>Full Name of Nominee</i>	<i>Position (as of the time of nomination)</i>
<i>1. Denis Vladimirovich Fedorov</i>	<i>Head of the Office for Development of the Power Sector and Marketing in the Power Industry of the Department for Marketing, Gas and Liquid Hydrocarbon Processing of OAO Gazprom</i>
<i>2. Sergey Ivanovich Shmatko</i>	<i>Minister of Energy of the Russian Federation</i>
<i>3. Alexander Ivanovich Kazakov</i>	<i>Director General of JSC IDGC Holding</i>
<i>4. Boris Iosifovich Mints</i>	<i>President of OTKRITIE Financial Corporation</i>
<i>5. Mikhail Yuryevich Kurbatov</i>	<i>Director of the Department of the Ministry of Economic Development of the Russian Federation</i>
<i>6. Sergey Vladimirovich Serebryannikov</i>	<i>Professor of Moscow Power Engineering Institute (Technical University)</i>
<i>7. Sergey Vladimirovich Maslov</i>	<i>President of ZAO St. Petersburg International Commodity Exchange</i>
<i>8. Vladimir Vitalyevich Tatsiy</i>	<i>First Vice-President of OAO Gazprombank</i>
<i>9. Leonid Vladislavovich Denisov</i>	<i>Director for Network Practice in Russia, Accenture</i>
<i>10. Nikolay Victorovich Tsekhomsky</i>	<i>Member of the Management Board of OAO VTB</i>
<i>11. Mark Vadimovich Rozin</i>	<i>President of ECOPSY Consulting</i>
<i>12. Gennady Feliksovich Binko</i>	<i>Deputy Director General of OAO OGC-6</i>
<i>13. Evgeny Vyacheslavovich Dod</i>	<i>Chairman of the Management Board of INTER RAO UES</i>
<i>14. Seppo Juha Remes</i>	<i>Director General of OOO Kiuru</i>
<i>15. Sergey Borisovich Kosarev</i>	<i>Deputy Director General for Corporate Governance and Property of JSC IDGC Holding</i>

**Concerning Item 3:**

*ZAO NP Consult shall be approved as the Auditor of the Company.*

**Concerning Item 4:**

*The restated version of the Articles of Association of JSC IDGC Holding (Appendix 3) shall be approved.*

**Concerning Item 5:**

*Concerning paragraph 5.1: The Regulations for the Preparation and Holding Procedure for the General Meeting of Shareholders of JSC IDGC Holding (Appendix 4) shall be approved.*

*Concerning paragraph 5.2: The Regulations for the Convening and Holding Procedure for the Meetings of the Board of Directors of JSC IDGC Holding (Appendix 5) shall be approved.*

*Concerning paragraph 5.3: The Regulations for the Management Board of JSC IDGC Holding (Appendix 6) shall be approved.*

*Concerning paragraph 5.4: The Regulations for the Internal Audit Commission of JSC IDGC Holding (Appendix 7) shall be approved.*

*Concerning paragraph 5.5: The Regulations for Remuneration and Compensation for Members of the Internal Audit Commission of JSC IDGC Holding (Appendix 8) shall be approved.*

***The following documents are attached to the minutes of the Extraordinary General Meeting of Shareholders:***

- 1. Composition of the Secretariat of the Extraordinary General Meeting of Shareholders;***
- 2. Voting report of the Extraordinary General Meeting of Shareholders;***
- 3. Articles of Association of JSC IDGC Holding;***
- 4. Regulations for the Preparation and Holding Procedure for the General Meeting of Shareholders of JSC IDGC Holding;***
- 5. Regulations for the Convening and Holding Procedure for the Meetings of the Board of Directors of JSC IDGC Holding;***
- 6. Regulations for the Management Board of JSC IDGC Holding;***
- 7. Regulations for the Internal Audit Commission of JSC IDGC Holding;***
- 8. Regulations for Remuneration and Compensation for Members of the Internal Audit Commission of JSC IDGC Holding.***

2.7. Date of the minutes of the General Meeting of Shareholders.

***The date of the minutes of the General Meeting of Shareholders is January 14, 2009.***

3. Signature

Head of the Department  
for Corporate Governance  
and Shareholder Relations  
of JSC IDGC Holding  
(acting under Power of Attorney  
No. 47 of November 24, 2008)

D. L. Guryanov

January 14, 2009

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