

MINUTES

of the Extraordinary General Meeting of Shareholders

Name of the Company: JSC Interregional Distribution Grid Companies Holding (JSC IDGC Holding)

Registered office of the Company: 117630, Moscow, ul. Akademika Chelomeya, 5A

Type of the General Meeting: extraordinary

Form of the General Meeting: meeting (simultaneous attendance for discussion of issues on the agenda and approval of resolutions on issues put to vote)

Date of the General Meeting: December 30, 2008

Place of the General Meeting held in the form of the meeting: Moscow, prospect Mira, d. 119, stroenie 55

In accordance with Para. 2 of Article 60 of the Federal Law "On Joint-Stock Companies" and the Articles of Association of JSC IDGC Holding, ballots were sent to all persons specified in the list of persons eligible for participation in the General Meeting held in the form of the meeting executed as of October 24, 2008.

Completed ballots on the issues on the agenda of the General Meeting should be sent until December 27, 2008 to the following addresses:

- 109544, Moscow, ul. Dobrovolcheskaya, d. 1/64, ZAO STATUS Registration Company,
- 119526, Moscow, prospect Vernadskogo, d. 101, korp. 3, JSC IDGC Holding.

Registration of persons eligible for participation in the General Meeting started at: 09:00.

The General Meeting was opened at: 12:00.

Registration of persons eligible for participation in the General Meeting ended at: 12:40.

Counting of votes started at: 13:20.

Counting of votes ended at: 14:30.

The General Meeting was closed at: 14:45.

Chairman of the General Meeting: V. M. Kravchenko, Chairman of the Board of Directors of JSC IDGC Holding.

Presidium of the General Meeting:

V. M. Kravchenko	Chairman of the Board of Directors of JSC IDGC Holding
M. I. Buyanov	Member of the Board of Directors of JSC IDGC Holding
S. Remes	Member of the Board of Directors of JSC IDGC Holding

Secretary of the General Meeting, Chairman of the Secretariat: A. V. Kurochkin, Director for Corporate Policy of JSC IDGC Holding.

Officers of the Secretariat of the General Meeting were approved by the Board of Directors of JSC IDGC Holding (Minutes No. 9 of December 04, 2008), Appendix 1.

In accordance with Para. 1 of Article 56 of the Federal Law “On Joint-Stock Companies,” the functions of the Counting Commission were performed by the registrar of the Company – ZAO STATUS Registration Company.

Registered address of the registrar: 109544, Moscow, ul. Dobrovolcheskaya, d. 1/64.

Authorized persons performing the functions of the Counting Commission of the Company:

Chairman of the Counting Commission: Yu. O. Yakovleva

Members of the Counting Commission: V. V. Egorova, A. A. Mezrin, L. G. Gaidar, E. V. Popkova, Yu. B. Fedotova, V. Yu. Kulikova.

The minutes on the voting results at the extraordinary General Meeting of Shareholders are attached hereto (Appendix 2).

Agenda of the General Meeting:

1. Early termination of powers of the Board of Directors of the Company.
2. Election of the Board of Directors of the Company.
3. Approval of the Auditor of the Company.
4. Approval of a restated version of the Articles of Association of the Company.
5. Approval of internal documents governing operations of the bodies of the Company.

In accordance with Para. 1 of Article 51 of the Federal Law “On Joint-Stock Companies,” the Board of Directors of JSC IDGC Holding determined that October 24, 2008 was the date of making a list of persons eligible for participation in the General Meeting.

The number of votes held by the persons put on the list of persons eligible for participation in the General Meeting was 41,041,753,984.

The number of votes held by the persons who participated in the General Meeting was 35,066,512,547 or 85.4411% of the total number of votes held by the persons put on the list of persons eligible for participation in the General Meeting.

In accordance with the provisions of Article 58 of the Federal Law “On Joint-Stock Companies” and the Articles of Association of JSC IDGC Holding, there was a quorum, and the General Meeting was qualified to approve resolutions on all issues on the agenda.

Issue 1 on the agenda: Early termination of powers of the Board of Directors of the Company.

S. B. Kosarev, Deputy Director General for Corporate Policy and Property of JSC IDGC Holding, was heard on issue 1 on the agenda.

S. B. Kosarev, Deputy Director General for Corporate Policy and Property of JSC IDGC Holding, reported that it had been proposed to include the issue into the agenda of the General Meeting by the shareholders of the Company – the Russian Federation represented by the Federal Agency for Federal Property Management.

Number of votes held by the persons on the list of persons eligible for participation in the General Meeting on the issue on the agenda	41,041,753,984
Number of votes held by the persons participating in the General Meeting on the issue on the agenda	35,066,512,547

The quorum for Issue 1 on the agenda was present.

In accordance with Para. 2 of Article 49 of the Federal Law “On Joint-Stock Companies” the resolution on Issue 1 on the agenda shall be approved by a majority of votes of shareholders holding voting shares in the Company and participating in the General Meeting.

Issue put to vote:

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

Voting variants	Number of votes	Percentage of persons participating in the voting (%)
“FOR”	34,426,212,717	98.1740
“AGAINST”	650,321	0.0019
“ABSTAINED”	3,535,961	0.0101

It was resolved as follows:

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

Issue 2 on the agenda: Election of the Board of Directors of the Company.

S. B. Kosarev, Deputy Director General for Corporate Policy and Property of JSC IDGC Holding, was heard on issue 2 on the agenda.

S. B. Kosarev, Deputy Director General for Corporate Policy and Property of JSC IDGC Holding, reported that in accordance with Para. 2 of Article 53 of the Federal Law “On Joint-Stock Companies,” JSC IDGC Holding had received proposals for nomination of candidates for election to the Board of Directors of the Company from shareholders holding at least 2% of voting shares in the Company.

The Board of Directors of the Company considered received proposals and approved a resolution to put the candidates on the list of candidates for voting on election to the Board of Directors of JSC IDGC Company.

Number of votes held by the persons on the list of persons eligible for participation in the General Meeting on the issue on the agenda for cumulative voting	615,626,309,760
Number of votes held by the persons participating in the General Meeting on the issue on the agenda for cumulative voting	525,997,688,205

There was a quorum for Issue 2 on the agenda.

In accordance with Para. 4 of Article 66 of the Federal Law “On Joint-Stock Companies” members of the Board of Directors of the Company shall be elected by cumulative voting.

During the cumulative voting the number of votes held by each shareholder shall be multiplied by the number of persons to be elected to the Board of Directors, and any shareholder may give the votes received in this way for one candidate only or distribute them among two or more candidates.

Issue put to vote:

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

No.	Full name of the candidate	Position (as of the nomination date)
1.	Gennady Feliksovich Binko	Deputy Director General of OAO OGK-6
2.	Leonid Vladislavovich Denisov	Director for Network Practice in Russia, Accenture

3.	Evgeny Vyacheslavovich Dod	Chairman of the Management Board of INTER RAO UES
4.	Alexander Ivanovich Kazakov	Director General of JSC IDGC Holding
5.	Igor Petrovich Klochko	Deputy Director General – Head of the Fuel and Energy Industrial Complex of OAO MMC Norilsk Nickel
6.	Sergey Borisovich Kosarev	Deputy Director General for Corporate Policy and Property of JSC IDGC Holding
7.	Mikhail Yuryevich Kurbatov	Director of the Department of the Ministry of Economic Development of the Russian Federation
8.	Sergey Vladimirovich Maslov	President of ZAO St. Petersburg International Commodity Exchange
9.	Boris Iosifovich Mints	President of OTKRITIE Financial Corporation
10.	Seppo Juha Remes	Director General of OOO Kiuru
11.	Mark Vadimovich Rozin	President of ECOPSY Consulting
12.	Kirill Gennadyevich Seleznev	Member of the Management Board of OAO Gazprom, Head of the Department for Marketing, Gas and Liquid Hydrocarbon Processing of OAO Gazprom, Director General of OOO Mezhhregiongas
13.	Sergey Vladimirovich Serebryannikov	Professor of Moscow Power Engineering Institute (Technical University)
14.	Oleg Vyacheslavovich Surikov	Director of the Corporate Department of OAO MMC Norilsk Nickel
15.	Vladimir Vitalyevich Tatsiy	First Vice-President of OAO Gazprombank
16.	Denis Vladimirovich Fedorov	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
17.	Nikolay Victorovich Tsekhomsky	Member of the Management Board of OAO VTB
18.	Sergey Ivanovich Shmatko	Minister of Energy of the Russian Federation

No.	Full name of the candidate	Number of votes for cumulative voting	Percentage of persons participating in the voting (%)
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“FOR”, distribution of votes by candidates:			
1.	Gennady Feliksovich Binko	30,419,596,486	5.7832
2.	Leonid Vladislavovich Denisov	30,917,118,112	5.8778
3.	Evgeny Vyacheslavovich Dod	30,406,027,021	5.7806
4.	Alexander Ivanovich Kazakov	35,181,793,551	6.6886
5.	Igor Petrovich Klochko	17,618,374	0.0033
6.	Sergey Borisovich Kosarev	18,285,942,661	3.4764
7.	Mikhail Yuryevich Kurbatov	31,822,538,802	6.0499
8.	Sergey Vladimirovich Maslov	31,217,852,329	5.9350
9.	Boris Iosifovich Mints	34,323,326,545	6.5254
10.	Seppo Juha Remes	27,705,998,790	5.2673
11.	Mark Vadimovich Rozin	30,513,407,240	5.8011
12.	Kirill Gennadyevich Seleznev	16,718,952	0.0032
13.	Sergey Vladimirovich Serebryannikov	31,622,517,496	6.0119
14.	Oleg Vyacheslavovich Surikov	15,259,932,654	2.9011
15.	Vladimir Vitalyevich Tatsiy	31,019,580,506	5.8973
16.	Denis Vladimirovich Fedorov	67,859,526,327	12.9011
17.	Nikolay Victorovich Tsekhomsky	30,614,290,744	5.8202
18.	Sergey, Ivanovich, Shmatko	38,682,725,661	7.3542
“AGAINST” all candidates		278,075,105	0.0529
“ABSTAINED” in relation to all candidates		23,165,112	0.0044

It was resolved as follows:

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

No.	Full name of the candidate	Position (as of the nomination date)
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1.	Denis Vladimirovich Fedorov	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
2.	Sergey Ivanovich Shmatko	Minister of Energy of the Russian Federation
3.	Alexander Ivanovich Kazakov	Director General of JSC IDGC Holding
4.	Boris Iosifovich Mints	President of OTKRITIE Financial Corporation
5.	Mikhail Yuryevich Kurbatov	Director of the Department of the Ministry of Economic Development of the Russian Federation
6.	Sergey Vladimirovich Serebryannikov	Professor of Moscow Power Engineering Institute (Technical University)
7.	Sergey Vladimirovich Maslov	President of ZAO St. Petersburg International Commodity Exchange
8.	Vladimir Vitalyevich Tatsiy	First Vice-President of OAO Gazprombank
9.	Leonid Vladislavovich Denisov	Director for Network Practice in Russia, Accenture
10.	Nikolay Victorovich Tsekhomsky	Member of the Management Board of OAO VTB
11.	Mark Vadimovich Rozin	President of ECOPSY Consulting
12.	Gennady Feliksovich Binko	Deputy Director General of OAO OGK-6
13.	Evgeny Vyacheslavovich Dod	Chairman of the Management Board of INTER RAO UES
14.	Seppo Juha Remes	Director General of OOO Kiuru
15.	Sergey Borisovich Kosarev	Deputy Director General for Corporate Policy and Property of JSC IDGC Holding

Issue 3 on the agenda: Approval of the Auditor of the Company.

S. V. Makshakov, Chief Accountant, Head of the Department for Business and Tax Accounting of JSC IDGC Holding, was heard on issue 3 on the agenda.

S. V. Makshakov, Chief Accountant, Head of the Department for Business and Tax Accounting of JSC IDGC Holding, provided the General Meeting with the information on the candidacy of the Auditor of the Company – ZAO NP Consult.

Number of votes held by the persons on the list of persons eligible for participation in the General Meeting on the issue on the agenda	41,041,753,984
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Number of votes held by the persons participating in the General Meeting on the issue on the agenda	35,066,512,547
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There was a quorum for Issue 3 on the agenda.

In accordance with Para. 2 of Article 49 of the Federal Law “On Joint-Stock Companies” the resolution on Issue 3 on the agenda shall be approved by a majority of votes of shareholders holding voting shares in the Company and participating in the General Meeting.

Issue put to vote:

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

Voting variants	Number of votes	Percentage of persons participating in the voting (%)
“FOR”	34,427,813,384	98.1786
“AGAINST”	623,582	0.0018
“ABSTAINED”	2,712,266	0.0077

It was resolved as follows:

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

Issue 4 on the agenda: Approval of a restated version of the Articles of Association of the Company.

S. B. Kosarev, Deputy Director General for Corporate Policy and Property of JSC IDGC Holding, was heard on issue 4 on the agenda.

S. B. Kosarev, Deputy Director General for Corporate Policy and Property of JSC IDGC Holding, reported to the General Meeting on the need for approval of a restated version of the Articles of Association of the Company.

Number of votes held by the persons on the list of persons eligible for participation in the General Meeting on the issue on the agenda	41,041,753,984
Number of votes held by the persons participating in the General Meeting on the issue on the agenda	35,066,512,547

There was a quorum for Issue 4 on the agenda.

In accordance with Para. 4 of Article 49 of the Federal Law “On Joint-Stock Companies” the resolution on Issue 4 on the agenda shall be approved by a three-fourths majority of votes of shareholders holding voting shares in the Company and participating in the General Meeting.

Issue put to vote:

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

Voting variants	Number of votes	Percentage of persons participating in the voting (%)
“FOR”	31,599,002,522	90.1116
“AGAINST”	2,591,557,981	7.3904
“ABSTAINED”	2,181,857	0.0062

It was resolved as follows:

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

Issue 5 on the agenda: Approval of internal documents governing operations of the bodies of the Company.

A. V. Kurochkin, Director for Corporate Policy of JSC IDGC Holding, was heard on Issue 5 on the agenda.

A. V. Kurochkin, Director for Corporate Policy of JSC IDGC Holding, reported to the General Meeting on the need for approval of the following internal documents governing activities of the bodies of the Company: the Regulations for the Preparation and Holding Procedure for the General Meeting of Shareholders of JSC IDGC Holding, the Regulations for the Convening and Holding Procedure for Meetings of the Board of Directors of JSC IDGC Holding, the Regulations for the Management Board of JSC IDGC Holding, the Regulations for the Internal Audit Commission of JSC IDGC Holding, and the Regulations for Remuneration and Compensation for Members of the Internal Audit Commission of JSC IDGC Holding.

Number of votes held by the persons on the list of persons eligible for participation in the General Meeting on the issue on the agenda	41,041,753,984
Number of votes held by the persons participating in the General Meeting on the issue on the agenda	35,066,512,547

There was a quorum for Issue 5 on the agenda.

In accordance with Para. 2 of Article 49 of the Federal Law “On Joint-Stock Companies” the resolution on Issue 5 on the agenda shall be approved by a majority of votes of shareholders holding voting shares in the Company and participating in the General Meeting.

Issue put to vote:

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

Voting variants	Number of votes	Percentage of persons participating in the voting (%)
“FOR”	34,034,107,763	97.0559
“AGAINST”	156,661,146	0.4468
“ABSTAINED”	1,988,580	0.0057

It was resolved as follows:

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

Issue put to vote:

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.

Voting variants	Number of votes	Percentage of persons participating in the voting (%)
“FOR”	34,033,961,685	97.0555
“AGAINST”	156,657,349	0.4467
“ABSTAINED”	1,960,531	0.0056

It was resolved as follows:

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.

Issue put to vote:

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

Voting variants	Number of votes	Percentage of persons participating in the voting (%)
“FOR”	34,033,946,249	97.0554
“AGAINST”	156,663,642	0.4468
“ABSTAINED”	2,156,898	0.0062

It was resolved as follows:

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

Issue put to vote:

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

Voting variants	Number of votes	Percentage of persons participating in the voting (%)
“FOR”	34,171,761,223	97.4484
“AGAINST”	18,996,574	0.0542
“ABSTAINED”	2,005,433	0.0057

It was resolved as follows:

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

Issue put to vote:

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

Voting variants	Number of votes	Percentage of persons participating in the voting (%)
“FOR”	34,168,956,217	97.4404
“AGAINST”	19,654,458	0.0560
“ABSTAINED”	4,054,220	0.0116

It was resolved as follows:

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

After announcement of the voting results and resolutions approved by the General Meeting, the General Meeting was announced closed.

Date of the minutes: January 14, 2009.

V. M. Kravchenko,
Chairman of the General Meeting

A. V. Kurochkin,
Secretary of the General Meeting

**SECRETARIAT
of the Extraordinary General Meeting of Shareholders
of JSC IDGC Holding**

1.	Alexey Valeryevich Kurochkin	Director for Corporate Policy – Chairman of the Secretariat (Secretary of the extraordinary General Meeting of Shareholders)
2.	Sergey Borisovich Kosarev	Deputy Director General for Corporate Policy and Property
3.	Alexey Victorovich Lisitsyn	Deputy Director General for Economic Affairs and Finance
4.	Pavel Ivanovich Okley	Deputy Director General – Technical Director
5.	Sergey Vladimirovich Makshakov	Chief Accountant, Head of the Department for Business and Tax Accounting
6.	Vadim Vadimovich Galka	Director for Personnel Management and Administrative Affairs
7.	Andrey Igorevich Bobrov	Head of the Department for Administrative Support
8.	Sergey Vyacheslavovich Vasilyev	Director for Legal Affairs, Head of the Department for Legal Support