

**STATEMENT OF MATERIAL FACT:
“CONCERNING SPECIFIC DECISIONS ADOPTED BY THE ISSUER’S BOARD OF
DIRECTORS (SUPERVISORY BOARD)”**

*“Approval of transactions deemed to be major transactions and/or related party transactions
in accordance with the laws of the Russian Federation”*

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>1087760000019</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	http://www.holding-mrsk.ru
2. Contents of the Statement	
<p>2.1. The contents of the decisions approved by the issuer’s Board of Directors (Supervisory Board):</p> <p>Concerning Item 4: Approval of the agreement for services in relation to holding the All-Russia Competition in Professional Skills of Operation and Maintenance Personnel of JSC IDGC Holding’s Electricity Distribution Grids between JSC IDGC Holding and OAO IDGC of the Northwest, which is a related party transaction.</p> <p>It was resolved as follows:</p> <p>4.1. The price of the agreement for services in relation to holding the All-Russia Competition in Professional Skills of Operation and Maintenance Personnel of JSC IDGC Holding’s Electricity Distribution Grids between JSC IDGC Holding and OAO IDGC of the Northwest, which is a related party transaction, shall be one million (1,000,000) rubles, inclusive of 18% VAT of one hundred fifty-two thousand, five hundred forty-two (152,542) rubles and 37 kopecks.</p> <p>4.2. The agreement for services in relation to holding the All-Russia Competition in Professional Skills of Operation and Maintenance Personnel of JSC IDGC Holding’s Electricity Distribution Grids between JSC IDGC Holding and OAO IDGC of the Northwest, which is a related party transaction, shall be approved subject to the following material terms and conditions:</p> <p style="padding-left: 40px;">Parties to the Agreement: JSC IDGC Holding as the Customer; OAO IDGC of the Northwest as the Contractor.</p> <p style="padding-left: 40px;">Subject matter of the Agreement: The Contractor agrees to provide services in relation to organizing and holding the All-Russia Competition in Professional Skills of Operation and Maintenance Personnel of JSC IDGC Holding’s Electricity Distribution Grids (hereinafter, the “Event”) among teams of operation and maintenance personnel of JSC IDGC Holding’s subsidiaries and dependent companies, using as a base the Energetik Training Center training ground, Vologda, from September 5 to September 9, 2011, in accordance with the Regulations for Holding the All-Russia Competition in Professional Skills of Operation and Maintenance Personnel of JSC IDGC Holding’s Electricity Distribution Grids in 2011, and the Customer</p>	

agrees to pay for the services in accordance with the terms and conditions of the Agreement.

Price of the Agreement:

The price of services under the Agreement is one million (1,000,000) rubles, inclusive of 18% VAT of one hundred fifty-two thousand, five hundred forty-two (152,542) rubles and 37 kopecks.

Term of the Agreement:

The Agreement becomes effective as of the date of its execution and remains in full force and effect until the parties perform their respective obligations thereunder.

Concerning Item 6: Approval of the agreement for the purchase and sale of property between JSC IDGC Holding and OAO IDGC of the North Caucasus, which is a related party transaction.

It was resolved as follows:

6.1. The agreement for the purchase and sale of property between JSC IDGC Holding and OAO IDGC of the North Caucasus, which is a related party transaction, shall be approved subject to the following terms and conditions:

Parties to the Agreement:

JSC IDGC Holding as the Seller;

OAO IDGC of the North Caucasus as the Buyer.

Subject matter of the Agreement:

The Seller agrees to transfer to the ownership of the Buyer, and the Buyer agrees to accept and pay for the property, namely the capital construction-in-progress production facilities located at: Republic of Ingushetia, Nazran, Plievsky m/o, ul. Oskanova, in accordance with the List of Property (Appendix 5).

Price of the Agreement:

The price of the property is seven million, nine hundred ninety-three thousand (7,993,000) rubles and 00 kopecks, inclusive of VAT of one million, two hundred nineteen thousand, two hundred seventy-one (1,219,271) rubles and 19 kopecks.

Payment procedure for property:

The Buyer shall, within fourteen (14) banking days after the execution of the Agreement, accept the property and pay its price by bank transfer prior to the transfer of title to the property.

Concerning Item 9: Approval of the agreement between JSC IDGC Holding and OAO IDGC of Siberia for the acquisition of additional uncertificated registered ordinary shares in OAO IDGC of Siberia to be placed through a private offering, which is a related party transaction.

It was resolved as follows:

9.1. The agreement for the acquisition of additional uncertificated registered ordinary shares in OAO IDGC of Siberia to be placed through a private offering (hereinafter, the "Agreement"), which is a related party transaction, shall be approved subject to the following material terms and conditions:

Parties to the transaction: OAO IDGC of Siberia ("Issuer") and JSC IDGC Holding ("Acquirer");

Subject matter of the transaction: the Issuer transfers to the ownership of the Acquirer, and the Acquirer accepts and pays for additional uncertificated registered ordinary shares in OAO IDGC of Siberia in the quantity of at most five billion, four hundred forty-seven million, five hundred eight thousand, one hundred thirty-four (5,447,508,134) at a price of 32 kopecks per share to be placed through a private offering upon the terms and conditions of the Agreement;

Total price of the transaction: at most one billion, seven hundred forty-three million, two hundred two thousand, six hundred two (1,743,202,602) rubles and 88 kopecks;

Method of payment for shares: payment for additional shares will be made in cash in Russian rubles by bank transfer into the Issuer's settlement account.

The funds of at most one billion, seven hundred forty-three million, two hundred two thousand, six hundred two (1,743,202,602) rubles and 88 kopecks received by the Issuer in accordance with the Agreement shall be used by the Issuer to implement the external electricity supply to the Rospadskaya mine and enhance the reliability of electricity supply to the Mezhdurechensk District, Kemerovo Region.

2.2. Date of the meeting of the issuer's Board of Directors (Supervisory Board) that approved the relevant decisions: May 31, 2011.

2.3. Date and number of the minutes of the meeting of the issuer's Board of Directors (Supervisory Board) that approved the relevant decisions: June 3, 2011; Minutes No. 60.

3. Signature

Deputy Director General
for Corporate Governance and Property
of JSC IDGC Holding
(acting under Power of Attorney
No. 29 of April 20, 2010)

A. Yu. Perepyolkin

June 3, 2011

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