

**DECISION
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF JSC IDGC HOLDING**

AGENDA ITEM:

Election of members of the Board of Directors of JSC IDGC Holding.

DECISION:

The following persons shall be elected to the Board of Directors of JSC IDGC Holding¹:

No.	Full Name of Nominee	Position ²
1.	Stanislav Olegovich Ashirov	Director General, OAO Mezhrefionenergosbyt
2.	Andrey Removich Bokarev	Chairman of the Board of Directors, JSC CC Kuzbassrazrezugol and CJSC Transmashholding
3.	Georgy Valentinovich Boos	President, Boos Lighting Group Management Company
4.	Sergey Renatovich Borisov	President, OPORA RUSSIA All-Russian Public Organization of Small and Medium Business and Association of Entrepreneurial Organizations of Russia (OPORA) Nonprofit Partnership
5.	Pavel Andreyevich Borodin	Vice President, OJSC VimpelCom
6.	Valery Alekseyevich Gulyaev	Deputy General Director for Procurement and Logistics and Member of the Management Board, OAO OGK-2
7.	Vladimir Vasilyevich Kolmogorov	Advisor to General Director, MMC Norilsk Nickel
8.	Vyacheslav Mikhailovich Kravchenko	Director General, OAO United Energy Sales Company
9.	Viktor Vasilyevich Kudryavy	Advisor to President, EUROCEMENT Group ZAO

¹ In accordance with paragraph 11.2 of the Articles of Association of JSC IDGC Holding, the Board of Directors of the Company consists of fifteen (15) members.

² The positions specified are as of the time of nomination.

10.	Georgy Petrovich Kutovoy	Advisor to President on Energy, United Metallurgical Company
11.	Seppo Juha Remes	Director General, OOO Kiuru
12.	Sergey Vladimirovich Serebryannikov	Rector, Moscow Power Engineering Institute (Technical University)
13.	Vladimir Vitalyevich Tatsiy	First Vice President, Gazprombank (Open Joint-Stock Company)
14.	Thomas Hendel	General Director, RUDEA OOO
15.	Denis Vladimirovich Fedorov	Division Manager, Development of the Electric Power Sector and Marketing in the Electric Power Industry, OAO Gazprom; Director General, OAO Tsentrenergokholding; Director General, OOO Gazprom Energoholding; Director General, OOO Gazprom Energoholding
16.	Igor Vladimirovich Khvalin	Executive Director, ZAO Volga Engineering Group
17.	Pavel Olegovich Shatsky	First Deputy Director General, OOO Gazprom Energoholding
18.	Nikolay Nikolayevich Shvets	Director General, JSC IDGC Holding

EXPLANATORY NOTE

to the decision of the Extraordinary General Meeting of Shareholders of JSC IDGC Holding concerning the agenda item:

“Election of members of the Board of Directors of JSC IDGC Holding”

In accordance with Article 48 of the Federal Law “On Joint-Stock Companies” and paragraph 10.2 of the Articles of Association of JSC IDGC Holding (hereinafter, the “Company”), the issues related to the election of members of the Company’s Board of Directors and early termination of their powers fall within the competence of the Company’s General Meeting of Shareholders.

At the request of JSC IDGC Holding’s shareholder holding more than 10 percent of the Company’s voting shares, namely the Russian Federation represented by the Federal Agency for State Property Management of the Russian Federation, and pursuant to Article 55 of the Federal Law “On Joint-Stock Companies,” the Board of Directors of JSC IDGC Holding decided to convene the Extraordinary General Meeting of Shareholders of the Company with the following agenda:

1. Early termination of the powers of members of the Board of Directors of JSC IDGC Holding.
2. Election of members of the Board of Directors of JSC IDGC Holding.

Pursuant to paragraph 10.6 of the Company’s Articles of Association and paragraph 2 of Article 53 of the Federal Law “On Joint-Stock Companies,” if the proposed agenda of the Extraordinary General Meeting of Shareholders contains an issue related to the election of the Board of Directors, then any shareholder(s) of the Company holding an aggregate of at least two (2) percent of the Company’s voting shares may nominate persons for the Board of Directors of the Company, the number of such nominees not to exceed the number of members of the Company’s Board of Directors. Such proposals should arrive at the Company at least thirty (30) days prior to the date of the Company’s Extraordinary General Meeting of Shareholders unless a later date is specified in the Articles of Association.

Since the Company’s Articles of Association provide for no other deadline for receiving proposals from shareholders, such proposals should arrive at the Company on or prior to December 14, 2011.

The Company has received by the deadline specified above proposals from the following of the Company’s shareholders: Federal Agency for State Property Management of the Russian Federation, MMC Norilsk Nickel, and OOO Gazprom Energoholding.

On December 16, 2011, in accordance with Article 53 of the Federal Law “On Joint-Stock Companies,” the Company’s Board of Directors considered the proposals received from the above-mentioned shareholders and included their nominees on the list of nominees for election to the Company’s Board of Directors (Minutes of the Meeting No. 70).

In accordance with paragraph 4 of Article 66 of the Federal Law “On Joint-Stock Companies” and paragraph 10.11 of the Company’s Articles of Association, members of the Company’s Board of Directors are elected by cumulative voting.

In the event of cumulative voting, the number of votes held by each shareholder is multiplied by the number of persons who shall be elected to the Board of Directors

of the Company and each shareholder may cast all votes so received for one nominee or distribute them to two or more nominees. The nominees receiving the greatest number of votes shall be deemed to be elected to the Board of Directors of the Company.

In view of the foregoing, it is proposed that the Extraordinary General Meeting of Shareholders of the Company decide to elect the Company's Board of Directors.