

Registered on **July 29, 2008**

State Registration Number

1 - 0 1 - 5 5 3 8 5 - E -

by *the Federal Financial Markets Service*

(name of the registering authority)

*Deputy Head (signed) E. I. Kuritsyna*

(signature of the authorized person)

(seal of the registering authority)

(seal): The Federal Financial Markets Service

OGRN 1047796341361

## DECISION ON THE SECURITIES ISSUE

### JSC IDGC Holding

(name of the issuer)

41,041,753,984 uncertificated registered ordinary shares, each with a par value of 1 ruble,  
placement method: distribution of shares in JSC IDGC Holding established through a spin-off  
among shareholders of Unified Energy System of Russia (RAO UESR), acquisition of shares in JSC  
IDGC Holding established through a spin-off by Unified Energy System of Russia (RAO UESR)  
reorganized through such spin-off

(class, category (type, series, form, and other identification characteristics of placed securities, maturity date in the case  
of bonds, par value (if any), quantity of placed securities, placement method)

Approved by Decision of the Board of Directors of JSC IDGC Holding

(management body of the issuer approving the decision on the securities issue (additional issue))

approved on July 01, 2008, Minutes of July 01, 2008 No. 1

pursuant to the decision on the reorganization of Unified Energy System of Russia (RAO UESR)  
through a spin-off

(relevant decision on placement of securities)

Extraordinary General Meeting of Shareholders of

approved by Unified Energy System of Russia (RAO UESR) of October 26, 2007

(management body of the issuer approving the decision on placement of securities)

Minutes of October 30, 2007 No. N/A

Registered office of the issuer and contact phone numbers (including an international code):  
117630, Moscow, ul. Akademika Chelomeya, d. 5 A; phones (495) 710 4660

<u>Director General</u> (job title of the head of the issuer)	<i>(signed)</i> (signature)	<u>A. I. Kazakov</u> (full name)
Date <u>July 01, 2008</u>	Seal	

(seal): JSC IDGC Holding

OGRN 1087760000019

Moscow

(stamp): Federal Financial Markets Service of Russia

Administrative and Archive Department

Appendix

to reference No. 08-51640

of July 21, 2008

1. Class, category (type) of securities.  
**Ordinary registered shares  
inconvertible**
2. Form of securities (uncertificated, certificated).  
**Uncertificated**
3. Required mandatory centralized custody.  
**No provision is made for centralized custody**
4. Par value of each security of the issue.  
**1 ruble**
5. Number of securities of the issue.  
**41,041,753,984 securities**
6. Total number of earlier placed securities in the issue.  
**The issue is not additional.**
7. Rights of the holder of each security of the issue.
  - 7.1. **According to paragraphs 5.1 and 5.2 of the Articles of Association of JSC IDGC Holding:**  
**"Each ordinary share of the Company shall have the same par value and provide its holder with the same scope of rights. Any holders of the Company's ordinary shares shall have the following rights:**
    - 1) take part in the Company's General Meeting of Shareholders with a right to vote on all issues falling within its competence in person or by proxy;**
    - 2) dispose of the shares that they hold without the consent of the other shareholders or the Company;**
    - 3) receive a portion of the net profit (dividends) to be distributed among shareholders in accordance with the procedure provided for in the laws of the Russian Federation and these Articles of Association;**
    - 4) access the Company's documents in accordance with the procedure provided for in the laws of the Russian Federation and these Articles of Association;**
    - 5) require the Company's buyback of all or some of the shares that they hold where specified by the laws of the Russian Federation;**
    - 6) enjoy the preemptive right if the Company makes a public placement of additional shares or issue-grade securities convertible into shares in proportion to the quantity of shares of that category (type) that they hold;**
    - 7) receive some of the Company's property (liquidation value) in accordance with the procedure provided for in the laws of the Russian Federation and these Articles of Association;**
    - 8) exercise other rights specified by the laws of the Russian Federation, these Articles of Association, and decisions adopted by the General Meeting of Shareholders within its competence.****Conversion of ordinary shares into preference shares, bonds or any other securities shall not be permitted."**  
**The maximum number of votes of one shareholder is not limited.**
  - 7.2. Placed securities are not preference shares.
  - 7.3. Placed securities are not bonds.
  - 7.4. Placed securities are not the issuer's options.
  - 7.5. Placed securities are not convertible securities.
8. Conditions and procedure for placement of securities of the issue.
  - 8.1. Securities placement method.  
**distribution of shares in the joint-stock company established through a spin-off among shareholders of the joint-stock company reorganized through such spin-off;**  
**acquisition of shares in the joint-stock company established through a spin-off by the joint-stock company reorganized through such spin-off.**
  - 8.2. Securities placement term.  
**Securities placement date – date of the state registration of the corporate entity – JSC IDGC Holding: July 01, 2008.**
  - 8.3. Securities placement procedure  
**The share placement procedure was specified by the decision of the extraordinary General Meeting of Shareholders of Unified Energy System of Russia (RAO UESR) on the reorganization of Unified Energy System of Russia (RAO UESR) through a spin-off of October 26, 2007 (Minutes No. N/A of October 30, 2007).**

**To each shareholder of Unified Energy System of Russia (RAO UESR) taking part in the voting on the issue of the reorganization of Unified Energy System of Russia (RAO UESR) through a spin-off and voting "For" or abstaining on the issue, shares in JSC IDGC Holding are distributed subject to the following terms and conditions:**

**One (1) ordinary share in JSC IDGC Holding is distributed per one (1) ordinary share in Unified Energy System of Russia (RAO UESR).**

**To each shareholder of Unified Energy System of Russia (RAO UESR) voting against the decision on the reorganization of Unified Energy System of Russia (RAO UESR) through a spin-off or not taking part in the voting on the issue, shares in JSC IDGC Holding are distributed subject to the following terms and conditions:**

**One (1) ordinary share in JSC IDGC Holding is distributed per one (1) ordinary share in Unified Energy System of Russia (RAO UESR).**

**To shareholders not taking part in the voting on the reorganization issues of Unified Energy System of Russia (RAO UESR) through a spin-off, shares in JSC IDGC Holding are distributed in accordance with the same procedure as to shareholders voting "For" the decision on the reorganization subject to the following terms and conditions: One (1) ordinary share in JSC IDGC Holding is distributed per one (1) ordinary share in Unified Energy System of Russia (RAO UESR).**

**For shares in Unified Energy System of Russia (RAO UESR) the title to which has been obtained after making a list of the persons entitled to participate in the extraordinary General Meeting of Shareholders of Unified Energy System of Russia (RAO UESR) on October 26, 2007, shares in JSC IDGC Holding are placed subject to the following terms and conditions: One (1) ordinary share in JSC IDGC Holding is distributed per one (1) ordinary share in Unified Energy System of Russia (RAO UESR).**

**All shares in JSC IDGC Holding not distributed among shareholders of Unified Energy System of Russia (RAO UESR) in accordance with the above-mentioned placement procedure are deemed acquired by Unified Energy System of Russia (RAO UESR).**

**Shares in JSC IDGC Holding are deemed placed (distributed among shareholders of Unified Energy System of Russia (RAO UESR), acquired by Unified Energy System of Russia (RAO UESR)) at the date of the state registration of JSC IDGC Holding according to the list of persons made in accordance with the share register of Unified Energy System of Russia (RAO UESR) as of the date specified by the Board of Directors of Unified Energy System of Russia (RAO UESR) at least fifteen (15) business days prior to such date. June 06, 2008 was defined to be such date by the decision of the Board of Directors of Unified Energy System of Russia (RAO UESR) of April 04, 2008.**

**The list of shareholders of Unified Energy System of Russia (RAO UESR) voting against or not taking part in the voting on the issue of the reorganization of Unified Energy System of Russia (RAO UESR) through a spin-off is made according to the data contained in the list of the persons entitled to participate in the extraordinary General Meeting of Shareholders of Unified Energy System of Russia (RAO UESR) on October 26, 2007.**

8.4. Equity from which the issuer's authorized capital is formed.

**The authorized capital of JSC IDGC Holding is formed from the incremental capital and undistributed profit of previous years of Unified Energy System of Russia (RAO UESR).**

8.5. Price(s) or pricing procedure for placement of one security:

**Not specified for such placement method.**

8.6. Securities payment conditions and procedure

**Not specified for such placement method.**

9. Bond redemption and bond yield payment conditions

**Not specified for securities of this type.**

10. Information on the acquisition of bonds

**Not specified for securities of this type.**

11. Information on security of obligations for the bonds of the issue (additional issue)

**Not specified for securities of this type.**

12. The issuer's obligation to secure the rights of securities holders given the securities holders respect the procedure for exercising such rights provided for by the applicable laws of the Russian Federation.

**JSC IDGC Holding shall secure the rights of securities holders given the securities holders respect the procedure for exercising such rights provided for in the applicable laws of the Russian Federation.**

13. Obligation of persons providing security for bonds

**Not specified for securities of this type.**

14. Other information provided for by these Standards

**N/A**

This document contains three (3) sheets, bound, numbered, and sealed  
Director General of  
JSC IDGC Holding  
(*Signed*) /A. I. Kazakov/  
(*Seal*): JSC IDGC Holding  
OGRN 1087760000019  
Moscow