

Registered on **July 29, 2008**

State Registration Number

2 - 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)

2,075,149,384 uncertificated registered preference 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.
**Preference 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.
2,075,149,384 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. Placed securities are not ordinary shares.

7.2. According to paragraph 5.3 of the Articles of Association of JSC IDGC Holding:

“Each preference share of the Company shall have the same par value and provide its holder with the same scope of rights.

Preference share holders shall be entitled to a fixed annual dividend. The total amount to be paid as a dividend on each preference share shall be equal to ten (10) percent of the Company’s net profit for the financial year divided by the number of shares constituting twenty-five (25) percent of the Company’s authorized capital. If the amount of dividends payable by the Company on each ordinary share in a certain year exceeds the amount payable as a dividend on each preference share, the size of the dividend payable on the latter shall be increased to the size of the dividend payable on ordinary shares.

Dividends shall be paid to preference share holders annually within time periods specified by the Company’s General Meeting of Shareholders, but not later than the first (1st) day of May in the year following the year of the General Meeting of Shareholders which decided on dividend payment, and, additionally, on the date of dividend payment for ordinary shares if, subject to this paragraph, the size of the dividend on preference shares shall be increased to the size of the dividend payable on ordinary shares.”

According to paragraph 5.4 of the Articles of Association of the Issuer:

“The Company shall not be entitled to pay dividends on preference shares following a procedure different from the procedure provided for in these Articles of Association.”

According to paragraph 5.5 of the Articles of Association of the Issuer:

“The Company shall not have the right to pay dividends on ordinary shares before it pays dividends on preference shares.”

According to paragraph 5.6 of the Articles of Association of the Issuer:

“Preference share holders shall be entitled to attend General Meetings of Shareholders with a right to vote on all issues falling within its competence, starting from the meeting following the Annual General Meeting of Shareholders which, for any reason, does not decide to pay dividends or decides to pay partial dividends on preference shares. Preference share holders’ right to attend General Meetings of Shareholders shall terminate from the date of the first full payment of dividends on such shares.”

According to paragraph 5.7 of the Articles of Association of the Issuer:

“Preference share holders shall attend the Company’s General Meeting of Shareholders with a right to vote in deciding issues pertaining to the Company’s reorganization and liquidation.

Preference share holders shall acquire a right to vote when the Company’s General Meeting of Shareholders discusses amendments to the Company’s Articles of Association restricting the rights of holders of preference shares of such type and providing holders of preference shares of other types with advantages in terms of dividend payment priority and/or liquidation value of shares. Any decision on such amendments shall be deemed adopted if supported by at least three-fourths of the voting share holders’ votes participating in the General Meeting of Shareholders, except for the votes of preference share holders, and three-fourths of the votes of all preference share holders.”

According to paragraph 5.8 of the Articles of Association of the Issuer:

“The Company’s shareholders shall have the preemptive right to acquire publicly placed additional shares of the Company and issue-grade securities convertible into the Company’s shares in proportion to the number of their shares of that category (type).

The Company’s shareholders who vote against or do not participate in the voting on any private placement of the Company’s shares or issue-grade securities convertible into the Company’s shares shall have the preemptive right to acquire additional shares and issue-grade securities convertible into the Company’s shares and placed privately in proportion to the number of their shares of that category (type). The said right shall not apply to the private placement of shares and other issue-grade securities convertible into shares among the existing shareholders only if the shareholders may acquire a whole number of such shares or any other issue-grade securities convertible into shares in proportion to the number of their shares of the relevant category (type).”

According to paragraph 5.9 of the Articles of Association of the Issuer:

“In the event that the Company is liquidated, the Company’s property remaining after the creditors’ claims are met shall be used for payments in the following order of priority:

first, payments for shares which shall be bought out pursuant to Article 75 of the Federal Law “On Joint-Stock Companies”;

second, payment of accrued and unpaid dividends on preference shares and the liquidation value payable in relation to preference shares as specified by the Articles of Association of the Company;

third, distribution of the property among ordinary share holders and holders of all types of preference shares.”

The maximum number of votes of one shareholder is not limited.

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;

purchase 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) preference share in JSC IDGC Holding is distributed per one (1) preference 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) preference share in JSC IDGC Holding is distributed per one (1) preference 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) preference share in JSC IDGC Holding is distributed per one (1) preference 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) preference share in JSC IDGC Holding is distributed per one (1) preference 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 purchase 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 four (4) sheets, bound, numbered, and sealed
Director General of
JSC IDGC Holding
(*Signed*) /A. I. Kazakov/
(*Seal*): JSC IDGC Holding
OGRN 1087760000019
Moscow