

JSC INTERREGIONAL DISTRIBUTION GRID COMPANIES HOLDING

ORDER

October 28, 2008

No. 85

Re: Preparing and holding
the Extraordinary General Meeting
of Shareholders of JSC IDGC Holding

In order to organize JSC IDGC Holding divisions' activities aimed at carrying out the actions to prepare and hold the Extraordinary General Meeting of Shareholders of JSC IDGC Holding (hereinafter, the "Meeting"),
IT IS HEREBY ORDERED AS FOLLOWS:

1. The Action Plan for Preparing and Holding the Extraordinary General Meeting of Shareholders of JSC IDGC Holding shall be approved in accordance with Appendix 1.

2. An organizing committee shall be formed to prepare and hold the Meeting. The composition of the organizing committee shall be approved in accordance with Appendix 2.

3. The decisions of the organizing committee with respect to preparing and holding the Meeting shall be deemed to be binding upon all JSC IDGC Holding divisions.

4. A. I. Bobrov, Head of the Department for Administrative Support, shall:

4.1. before November 10, 2008, ensure that the expense budget in connection with preparing and holding the Meeting is developed, agreed with related divisions, and submitted for signature by me.

4.2. before November 30, 2008, ensure that a hall lease agreement is entered into to hold the Meeting.

5. A. V. Lisitsin, Deputy Director General for Economic Affairs and Finance, shall ensure that the actions to prepare and hold the Meeting are financed in accordance with the approved expense budget.

6. A. V. Kurochkin, Director for Corporate Policy, shall, before December 15, 2008, ensure that an agreement is entered into with JSC IDGC Holding's registrar, ZAO STATUS Registration Company, to provide services in relation to organizing and holding the Meeting.

7. V. Yu. Platonov, Deputy Director General for Security, shall, before November 30, 2008, ensure that an action plan is submitted for signature by me with respect to ensuring security and maintaining order during the course of the preparation and holding of the Meeting, taking account of the actions set forth in Appendix 1 hereto.

8. S. G. Galibin, Head of the Directorate for Office Administration, shall:

8.1. ensure that proposals are received from shareholders with respect to nominees for the election to the Board of Directors of JSC IDGC Holding on or before November 29, 2008, and that ballots are received by JSC IDGC Holding from shareholders on or before December 27, 2008, at the following addresses:

- 119526, Moscow, prospekt Vernadskogo, 101/3, JSC IDGC Holding,
- 117630, Moscow, ul. Akademika Chelomeya, 5A.

8.2. ensure that the communications specified in paragraph 8.1 hereof are delivered to the Department for Corporate Governance and Shareholder Relations on a daily basis.

8.3. before January 31, 2009, ensure that ballots, powers of attorney, and other documents of the Meeting received by JSC IDGC Holding from ZAO STATUS Registration Company are received and archived.

9. The implementation of this Order shall be monitored by me.

Director General

A. I. Kazakov

CC list: 2.2, 3
A. Yu. Katina
710-69-70

Appendix 1
to Order of JSC IDGC Holding
No. 85 of October 28, 2008

**Action Plan for Preparing and Holding the Extraordinary General Meeting of Shareholders
of JSC IDGC Holding**

Item	Action	JSC IDGC Holding Division Responsible for Action	Action Deadline
1.	A shareholder (the Government) requests that the Extraordinary General Meeting of Shareholders of JSC IDGC Holding (“Meeting”) be convened	N/A	October 15, 2008 (actual)
2.	<p>Hold a meeting of the Board of Directors of JSC IDGC Holding with the following items on the agenda:</p> <p>1. Convene the Meeting as requested by the shareholder.</p> <p>2. Approve the agenda of the Meeting:</p> <ul style="list-style-type: none"> - Early termination of the powers of the Board of Directors of the Company. - Election of the Board of Directors of the Company. - Approval of the Auditor of the Company. - Approval of the restated version of the Articles of Association of the Company. - Approval of the internal documents governing the activities of the Company’s bodies. <p>3. Set the date, place, and time of the Meeting, and the start time for registration of the persons participating in the Meeting.</p> <p>4. Define the procedure for notifying the Company’s shareholders of the Meeting, approval of the form and text of notice of the Meeting.</p>	<p>Secretariat of the Board of Directors</p> <p>Department for Corporate Governance and Shareholder Relations (“DCGSR”)</p>	October 17, 2008 (actual)

	<p>5. Set the date of record for the persons entitled to participate in the Meeting.</p> <p>6. Set the date for sending ballots to the persons entitled to participate in the Meeting.</p> <p>7. Determine the type(s) of preference shares whose owners are entitled to vote on the items on the agenda of the Meeting.</p> <p>8. Define a list of the information (materials) that should be made available to the Company's shareholders during the course of the preparation of the Meeting, and the procedure for making such information known to the shareholders.</p> <p>9. Set the deadline date for receiving completed ballots and the postal address for sending completed ballots.</p> <p>10. Approve the date when shareholders' proposals can be considered with respect to nominees for the Board of Directors of the Company.</p>		
3.	Disclose through a newswire the information about convening the Meeting, including approving the agenda	DCGSR	October 20, 2008 (actual)
4.	Disclose through a newswire the information about the record date for the issuer's shareholders	DCGSR	October 20, 2008 (actual)
5.	Publish a notice of the Meeting in the <i>Izvestia</i> newspaper	DCGSR	October 20, 2008 (actual)
6.	Make a list of the persons entitled to participate in the Meeting	ZAO STATUS Registration Company ("Registrar") DCGSR	October 24, 2008 (actual)
7.	Related divisions submit to the Department for Administrative Support their proposals for the expense budget items falling within their competence	Related divisions	before November 6, 2008

8.	Prepare, cause to be agreed, and submit for approval by the Director General of JSC IDGC Holding the expense budget related to the Meeting	Department for Administrative Support (“DAS”)	November 10, 2008
9.	Enter into a hall lease agreement and pay for the hall for the Meeting	DAS	November 30, 2008
10.	Prepare model powers of attorney to be issued by corporate entities and individuals	DCGSR Department for Legal Support (“DLS”) Registrar	November 17, 2008
11.	Complete the bidding process to select the Auditor of the Company	Department for Business and Tax Accounting (“DBTA”)	before November 17, 2008
12.	Complete the work connected with agreeing the drafts of internal documents and the restated version of the Articles of Association with related ministries and agencies of the Russian Federation and with the Company’s principal shareholders	DCGSR	November 21, 2008
13.	Prepare materials for the meeting of the Company’s Board of Directors regarding the preparation of the Meeting, including the issues related to the Company’s Articles of Association and the internal documents governing the activities of the Company’s bodies	DCGSR	November 24, 2008
14.	Prepare materials for the meeting of the Company’s Board of Directors regarding the nomination for the Company’s Auditor proposed to the Meeting	DBTA	November 24, 2008
15.	Organize the receipt of shareholders’ proposals for nominees for the Board of Directors of the Company	DCGSR Secretariat of the Board of Directors	before December 1, 2008
16.	Prepare materials for the meeting of the Company’s Board of	DCGSR	December 1, 2008

	Directors regarding shareholders' proposals for nominees for the Board of Directors of the Company		
17.	<p>Hold a meeting of the Board of Directors of JSC IDGC Holding with the following items on the agenda:</p> <ol style="list-style-type: none"> 1. Review of shareholders' proposals for nominees for the Board of Directors of the Company. 2. Review of the restated version of the Company's Articles of Association. 3. Review of the internal documents of the Company. 4. Review of the nomination for the Company's Auditor. 5. Approval of the form and text of ballots for the Meeting and the voter reminder. 6. Approval of the Secretariat of the Meeting. 7. Other issues that have not been reviewed at the previous meetings of the Board of Directors of the Company or on which no decision has been made in relation to preparing the Meeting. 	Secretariat of the Board of Directors DCGSR	on or before December 4, 2008
18.	Provide the Registrar with the form of the ballot approved by the Board of Directors and with the voter reminder to be distributed to shareholders	DCGSR	December 4, 2008
19.	Distribute ballots to shareholders	Registrar DCGSR	on or before December 9, 2008
20.	Form the package of materials related to the Meeting for shareholders and their translation into English	DCGSR	before December 9, 2008
21.	Provide the Registrar with the package of materials related to the Meeting for shareholders	DCGSR	December 9, 2008
22.	Provide shareholders with access to the information that is made available to the Company's shareholders during the course of the preparation of the Meeting	Registrar DCGSR	as of December 10, 2008
23.	Tentatively review the powers of attorney issued to	DCGSR	on or before December

	shareholders	DLS Registrar	29, 2008
24.	Enter into an agreement with the Registrar	DCGSR	before December 15, 2008
25.	Arrange for the hall, transportation, and meals during the Meeting, arrange for arrival and accommodations for members of the executive bodies of the Meeting, and arrange for medical services for participants in the Meeting	DAS	before December 15, 2008
26.	Ensure security and maintain order during the course of the preparation and holding of the Meeting (in accordance with a separate plan)	Department for Economic Security and Security Measures ("DESSM")	before December 30, 2008
27.	Prepare admittance cards to attend the Meeting	DESSM DAS	before December 15, 2008
28.	Form the package of materials related to the Meeting for the Company's executives	DCGSR DAS	December 22, 2008
29.	Organize the work to receive, accommodate, and meet guests of the Meeting (including designing the guest arrangement in the hall for the Meeting)	DCGSR DESSM DAS	December 25, 2008
30.	Prepare rooms for the work of the executive bodies of the Meeting	DAS DESSM DCGSR Registrar	December 29, 2008
31.	Prepare and arrange for operational communications for the executive bodies of the Meeting (radios, office equipment, telephones, fax machines, Internet access)	IT Department DAS DESSM	December 29, 2008

32.	Prepare and organize the work of the Secretariat of the Meeting	Secretary of the Meeting and responsible persons acting on the Secretary's instructions	December 29, 2008
33.	Cooperate with federal executive authorities in preparing and receiving directives	DCGSR	before December 30, 2008
34.	Organize the holding of the Meeting with the following items on the agenda: <ul style="list-style-type: none"> - Early termination of the powers of the Board of Directors of the Company. - Election of the Board of Directors of the Company. - Approval of the Auditor of the Company. - Approval of the restated version of the Articles of Association of the Company. - Approval of the internal documents governing the activities of the Company's bodies. 	Secretariat of the Meeting	December 30, 2008
35.	Provide technical support for the Presidium and the Secretariat of the Meeting, arrange for the transmission of speeches and audio recordings of the Meeting, arrange for the printing and reproduction of documents	IT Department DAS	On the day of the Meeting
36.	Organize the registration of business travel certificates	Directorate for Office Administration	During the Meeting
37.	Organize the preparation of answers to questions of participants in the Meeting	Secretariat	During the Meeting
38.	Organize the dismantling and removal of equipment; Arrange for transportation for the departure of guests and members of the executive bodies of the Meeting	DAS IT Department DESSM	After the Meeting

39.	Take the minutes of the Meeting	Secretary of the Meeting	on or before January 14, 2009
40.	Make the report of the Counting Commission on the voting results of the Meeting	Registrar supervisor: DCGSR	on or before January 14, 2009
41.	Ensure that a newswire reports on a material fact, namely the details of the decisions adopted by the Meeting	DCGSR	before January 16, 2009
42.	Publish the report on the voting results of the Meeting in the <i>Izvestia</i> newspaper	DCGSR	on or before January 24, 2009
43.	Place the ballots, powers of attorney, and other documents of the Meeting for storage at the Company's Archive	Registrar Directorate for Office Administration	Within one (1) month after the closing of the Meeting

Appendix 2
to Order of JSC IDGC Holding
No. 85 of October 28, 2008

MEMBERS OF THE ORGANIZING COMMITTEE

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| 1 | S. B. Kosarev | Deputy Director General for Corporate Policy and Property, Chairman of the Organizing Committee |
| 2 | A. V. Lisitsin | Deputy Director General for Economic Affairs and Finance |
| 3 | V. Yu. Platonov | Deputy Director General for Security |
| 4 | V. V. Galka | Director for Personnel Management and Administrative Affairs |
| 5 | A. V. Kurochkin | Director for Corporate Policy |
| 6 | A. I. Bobrov | Head of the Department for Administrative Support |
| 7 | D. L. Guryanov | Head of the Department for Corporate Governance and Shareholder Relations |
| 8 | Yu. V. Adler | Senior Expert of the Department for Corporate Governance and Shareholder Relations, Secretary of the Organizing Committee |