

APPROVED  
by the General Meeting  
of Shareholders of JSC "OGK-4"

Minutes № 7 dated [●] June 2008

Chairman of the Meeting  
\_\_\_\_\_ L. Feldmann

**CHARTER**  
**Of Open Joint Stock Company**  
**"Fourth Generating Company of the Wholesale**  
**Electricity Market"**

(new version)

City of Surgut  
2008

## **Article 1. General Provisions**

1.1. Joint Stock Company Fourth Generating Company of the Electricity Market (hereinafter referred to as the "Company") was established pursuant to decision of the sole founder, RAO UES of Russia (Order No. 34r dated March 2, 2005 in accordance with the decision of the Board of Directors of RAO UES of Russia, Minutes of November 26, 2004 No. 181).

1.2. Operations of the Company shall be governed by the Civil Code of the Russian Federation, the Federal Law "On Joint Stock Companies" and other laws and regulations of the Russian Federation and this Charter.

1.3. The full corporate name of the Company in the Russian language shall be Открытое акционерное общество «Четвертая генерирующая компания оптового рынка электроэнергии».

1.4. The abbreviated corporate name of the Company in the Russian language shall be ОАО «ОГК-4», in the English language – JSC "OGK-4".

1.5. The main place of business of the company is at the following address: Russian Federation, Tyumen Oblast, Khanty-Mansiyskiy Autonomous District, Yugra, Surgut, 23 Energostroyteley Street, Building 34.

1.6. The Company was established for an unlimited term.

## **Article 2. Legal Status of the Company**

2.1. The Company is a legal entity pursuant to the laws of the Russian Federation.

2.2. The Company shall hold legal title to its separate assets, which shall be recorded in its independent balance sheet; it may, on its own behalf, acquire and exercise property rights and personal non-property rights, perform duties, appear as a claimant and defendant before courts.

2.3. The Company shall be liable for its obligations to the extent of all of its assets. The Company shall not be liable for obligations of its shareholders or those of the Russian Federation. The Company's shareholders shall not be liable for obligations of the Company, save for the circumstances envisaged by the laws of the Russian Federation. The shareholders shall bear the risk of losses associated with the Company's activities to the extent of the value of their shares.

2.4. The Company shall have a round seal bearing its full corporate name in the Russian language and specifying its main place of business.

The Company may have stamps, letterheads bearing its corporate name, its own emblem (logo), and a duly registered trade mark and other means of visual identification.

2.5. The Company shall have the right to open branches and establish representative offices both within and outside of the Russian Federation.

The Company's branches and representative offices shall not be deemed separate legal entities, they act on behalf of the Company and pursuant to regulations approved by the Company.

Branches and representative offices of the Company shall be provided with property accounted for both in their separate balance sheets and in the Company's balance sheet.

The director of a branch or a representative office shall be appointed by the General Director of the Company and shall act under a power of attorney issued by the Company.

The Company shall be liable for activities of its branches and representative offices.

Information about branches and representative offices of the Company shall be specified in Annex No. 1 to this Charter.

2.6. The Company shall have the right to establish subsidiaries or affiliates with rights of a legal entity in the territory of the Russian Federation in accordance with the Federal Law “On Joint Stock Companies”, other federal laws and the present Charter, and outside of the Russian Federation pursuant to the laws of their host country unless otherwise specified by an international treaty of the Russian Federation.

### **Article 3. Purpose and Scope of Business of the Company**

3.1. The main purpose of the Company’s operations is to generate profit.

3.2. In order to generate profit the Company has the right to perform any types of activities that are not forbidden by the law, including the following:

- Producing electric and heat energy;
- Delivering (selling) electric power including through the wholesale electric power (capacity) market;
- Delivering (selling) heat power and public utilities;
- Purchasing (obtaining) electric power in the wholesale electric power (capacity) market;
- Stock exchange brokerage;
- Operating heating systems;
- Operating of internal gas pipelines;
- Secession of carbon dioxide for commercial use;
- Performing activities involving impact on the environment, its protection and use of natural resources, disposal, storage and transportation of industrial wastes;
- Organizing and implementing national security measures aimed at mobilization training, civil defense, response to emergency situations and protection of information constituting state secret pursuant to the laws and regulations of the Russian Federation;
- Protective activities in the interests of internal security;
- Developing communication means and providing communication services;
- Storing oil and oil products;
- Operating explosive industrial objects;
- Operating fire hazardous industrial objects;
- Operating chemically hazardous industrial objects;
- Operating and maintaining facilities of the Federal Service for Ecological, Technological and Nuclear Control (Rostekhnadzor);
- Metrological services;
- Handling hazardous wastes;
- Foreign trade activities, including export of electric power;
- Other activities.

3.3. The Company may perform certain activities listed in the federal laws only subject to special permit (license).

The Company's right to pursue an activity requiring a license shall arise when such license is granted or on a date specified by such license and terminate upon expiration of the license term unless otherwise specified by the law.

#### **Article 4. Authorized Capital of the Company**

4.1. The authorized capital of the Company consists of the aggregate par value of shares purchased by the shareholders (distributed shares). The authorized capital of the company totals 25,206,846,335.97 (twenty-five billion two hundred and six million eight hundred forty-six thousand three hundred thirty-five point nine seven) Rubles.

4.2. The Company distributed 63,017,115,839 (sixty-three billion seventeen million one hundred fifteen thousand eight hundred thirty-nine) and  $44\,925\,042\,874/49\,130\,625\,974^1$  ordinary shares with the same par value of 0.4 (zero point four) Rubles each for an aggregate amount of 25,206,846,335.97 (twenty-five billion two hundred and six million eight hundred forty-six thousand three hundred thirty-five point nine seven) Rubles.

4.3. The authorized capital of the Company may be:

- Increased by raising the par value of the shares or by distributing additional shares.
- Decreased by reducing the par value of the shares or reducing their total number, as well as by redeeming and canceling a portion of the distributed shares of the Company pursuant to this Charter.

4.4. The authorized capital of the Company may be increased only after it has been fully paid up.

The authorized capital may not be increased in order to cover losses incurred by the Company.

4.5. The authorized capital of the Company may be reduced in the manner stipulated in the laws of the Russian Federation and in this Charter.

The Company is obligated to reduce its authorized capital in cases stipulated in the Federal Law “On Joint Stock Companies”.

4.6. The Company has the right to purchase its distributed shares pursuant to a decision of the General Meeting of Shareholders on reducing the authorized capital by purchasing a portion of the distributed shares in order to reduce their total number. Shares purchased by the Company pursuant to this Clause shall be redeemed at the time of the purchase. Pursuant to a decision of the General Meeting of Shareholders, shares purchased pursuant to this Clause may be paid for with money and/or other assets.

4.7 In addition to the distributed shares, the Company declares the issue of additional 9,146,049,869 (nine billion one hundred forty-six million forty-nine thousand eight hundred sixty-nine) and  $4\,205\,583\,100/49\,130\,625\,974^2$  ordinary shares with par value determined pursuant to Clause 4.2 of this Charter.

Ordinary shares declared by the Company for distribution, grant their owners the rights stipulated in Clause 6.2. of this Charter.

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<sup>1</sup> Forty four billion nine hundred twenty five million forty two thousand eight hundred seventy four divided by forty nine billion one hundred thirty million six hundred twenty five thousand nine hundred seventy four ( $\frac{44\,925\,042\,874}{49\,130\,625\,974}$ )

<sup>2</sup> Four billion two hundred five million five hundred eighty three thousand one hundred divided by forty nine billion one hundred thirty million six hundred twenty five thousand nine hundred seventy four ( $\frac{4\,205\,583\,100}{49\,130\,625\,974}$ );

Note:  $\frac{44\,925\,042\,874}{49\,130\,625\,974}$  share +  $\frac{4\,205\,583\,100}{49\,130\,625\,974}$  share = 1 share

## **Article 5. Shares, Bonds and other Securities of the Company**

5.1. The Company distributes ordinary shares and may distribute one or several types of preferred shares, bonds and other issue-grade securities in the manner prescribed by laws of the Russian Federation.

5.2. Ordinary shares are not convertible into preferred shares, bonds and other securities.

5.3. In the instances stipulated by the Federal Law “On Joint Stock Companies” the Company’s shareholders have a preemptive right to additional shares, and issue-grade securities convertible into shares, distributed through subscription, pro rata to their respective shareholdings of the given category (type) of shares.

5.4. If in exercising the preemptive right to additional shares, and in the event of consolidation of the shares, the purchase of a whole number of shares by a shareholder is impossible, the shares shall be split up (split shares).

A split share gives its holder the rights carried by the share of the appropriate category (type), but pro rata to the part of the whole share.

5.5. Additional shares distributed through subscription may be paid for with cash, securities, other things or property rights or other rights having monetary value.

The form of paying up additional shares shall be set in the decision on their distribution.

Other issue-grade securities may be paid with cash only.

5.6. The Company may redeem the distributed shares by decision of the Board of Directors (in accordance with clause 2 of Article 72 of the Federal Law “On Joint Stock Companies”).

## **Article 6. Rights of Company Shareholders**

6.1. A person holding the Company’s shares on the grounds envisaged by laws of the Russian Federation and this Charter shall be considered a shareholder of the Company.

6.2. All ordinary shares in the Company shall each confer equal rights on its holder.

Holders of ordinary shares in the Company may:

- 1) participate in person or by proxy in the General Meeting of Shareholders with a right to vote on any issue within its competence;
- 2) propose issues for inclusion on the agenda of the General Meeting of Shareholders in the manner prescribed by the laws of the Russian Federation and this Charter;
- 3) obtain information on the Company’s activities and familiarize themselves with the Company’s documents in accordance with Article 91 of the Federal Law “On Joint Stock Companies” and other laws and regulations, and this Charter;
- 4) receive dividends declared by the Company;
- 5) exercise their preemptive right to additional shares and issue-grade securities convertible into shares distributed through subscription, pro rata to their respective shareholdings of ordinary shares, in the instances envisaged by laws of the Russian Federation.
- 6) receive part of the Company’s property in the event of its liquidation;
- 7) exercise other rights envisaged by the laws of the Russian Federation and this Charter.

## **Article 7. Financial year of the Company. Distribution of profit**

7.1. The financial year of the Company shall be the first day of January through the last day of December.

7.2. The Company may, taking into account the financial results of the first quarter, six months and nine months of the financial year, and/or the financial results of the financial year, decide on the payment of (declare) dividends on distributed shares. The decision on the payment (declaration) of dividends following the results of the first quarter, six months and nine months of the financial year may be made within 3 months as of the expiry of the respective period.

The Company has an obligation to pay the dividends declared on shares of each category (type).

7.3. Decisions on the payment (declaration) of dividends, including the amount of the dividend and the method of payment in respect of shares of each category (type), shall be passed by the General Meeting of Shareholders.

The amount of the dividend may not exceed the dividend recommended by the Board of Directors.

The General Meeting of Shareholders may decide not to pay dividends on ordinary shares.

7.4. In the instances envisaged by the laws of the Russian Federation, the Company is not entitled to make a decision on (declare) the payment of dividends on shares, and is not entitled to pay declared dividends on shares.

7.5. The dividends shall be paid out of the Company's post-tax net profit (net profit). The Company's net profit is determined in accordance with the Company's accounting records.

7.6. The time for the payment of dividends shall be determined by the General Meeting of Shareholders, but shall be within the financial year in which the decision on payment is made.

## **Article 8. Company's Funds**

8.1. The Company shall form a reserve fund in the amount of 5 (five) percent of the Company's authorized capital. The amount of mandatory annual contributions to the reserve fund shall be 5 (five) percent of the Company's net profit, until the reserve fund reaches the statutory amount.

8.2. The reserve fund is meant to cover the Company's losses and redemption of the Company's bonds and shares in the absence of other funds. The reserve fund may not be used for any other purpose.

8.3. The Company may form other funds in accordance with the requirements of the laws of the Russian Federation.

## **Article 9. Company's Governing and Supervisory Bodies**

9.1 The Company's governing bodies shall be:

The General Meeting of Shareholders;

The Board of Directors;

The Management Board;

The General Director.

Upon decision of the General Meeting of Shareholders the Company shall have no Management Board if, and as long as the powers of the General Director are transferred to a managing organization or an administrator under Clause 17.3 of this Charter.

9.2. The Revision Commission shall be the body supervising the Company's financial- economic activities.

## **Article 10. General Meeting of Shareholders**

10.1. The General Meeting of Shareholders is the supreme governing body of the Company.

10.2. The competences of the General Meeting of Shareholders shall be the following issues:

- 1) Making amendments and supplements to the Company's Charter or approval of a restated version of the Company's Charter;
- 2) Reorganization of the Company;
- 3) Liquidation of the Company, appointment of a liquidation commission, and approval of interim and final liquidation balance sheets;
- 4) Determination of the quantity, par value, category (type) of authorized shares and rights thereto;
- 5) Increasing the Company's Authorized Capital by raising the par value of the Company's shares;
- 6) Decreasing the Company's Authorized Capital by decreasing the par value of the shares;
- 7) Decreasing the Company's Authorized Capital by way of the Company purchasing a part of the shares in order to reduce their overall number, and by redemption of the shares acquired or bought out by the Company;
- 8) Share splitting and consolidation;
- 9) Electing the members of the Board of Directors and early termination of their authority;
- 10) Electing the Revision Commission members and early termination of their authority;
- 11) Approving of the Company's auditor (External Auditor);
- 12) Making decisions on transferring the authority of the sole executive body of the Company to a managing organization or an administrator, and early termination of authority of the managing organization or an administrator;
- 13) Approving the annual report, annual financial statements, including the Profit and Loss Statement (profits and losses accounts) of the Company, and distribution of profit (including payment (declaration) of dividends, but with the exception of profits already distributed as dividends according to the results of the first quarter, six months as well as nine months of the financial year) and losses of the Company at the end of the financial year;
- 14) Payment (declaration) of dividends according to the results of the first quarter, six months as well as nine months of the financial year;
- 15) Setting the procedure for conducting the General Meeting of Shareholders.
- 16) Making decisions on approving interested-party transactions in the events stipulated in Chapter XI of the Federal Law "On Joint Stock Companies".
- 17) Making decisions on approving major transactions in the events stipulated in Chapter X of the Federal Law "On Joint Stock Companies".

- 18) Making decisions on participation in financial and industrial groups, associations and other consolidations of commercial entities;
- 19) Approving internal documents governing the activities of the Company's governing and supervisory bodies;
- 20) Making decisions on disbursement of remunerations and/or compensations to members of the Company's Revision Commission;
- 21) Making decisions on disbursement of remunerations and/or compensations to members of the Board of Directors;
- 22) Other issues stipulated in the Federal Law "On Joint Stock Companies".

10.3. Issues within the competence of the General Meeting of Shareholders cannot be delegated to the Board of Directors, Management Board and the General Director.

The General Meeting of Shareholders is not authorized to review issues falling outside its competence as specified in the Federal Law "On Joint Stock Companies" and make decisions on such issues.

10.4. Decisions of the General Meeting of Shareholders on the issue put to vote shall be made by a majority of votes of the Company's voting shareholders present at the meeting, unless the Federal Law "On Joint Stock Companies" provides otherwise.

10.5. Decisions of the General Meeting of Shareholders on the following issues shall be made by a majority of three fourths of the votes of voting shareholders present at the meeting:

- Amendments and supplements to the Charter or approval of a restated version of the Charter;
- Reorganization of the Company;
- Liquidation of the Company, appointment of the Liquidation Commission and approval of interim and final liquidation balance sheets;
- Determination of the quantity, par value, category (type) of authorized shares and rights carried by the same;
- Decreasing the Company's authorized capital by decreasing the par value of the shares;
- Distribution of shares (convertible issue-grade securities of the Company) by private subscription pursuant to a decision of the General Meeting of Shareholders on increasing the Company's authorized capital by distribution of additional shares (on distribution of the Company's convertible issue-grade securities);
- Distribution by public offering of ordinary shares comprising more than 25 (twenty five) percent of the earlier distributed ordinary shares;
- Distribution by public offering of convertible issue-grade securities that may be converted into ordinary shares comprising more than 25 (twenty five) percent of the earlier distributed ordinary shares;
- Decision on approving a major transaction in the events stipulated in Chapter X of the Federal Law "On Joint Stock Companies" (involving assets the value of which comprises more than 50 (fifty) percent of the balance sheet value of the Company's assets);
- All other issues stipulated in the Federal Law "On Joint Stock Companies".

10.6. Issues stipulated in Sub-clauses 2, 5, 6, 8, 12-21 of Clause 10.2. of this Charter shall be submitted to the General Meeting of Shareholders only by proposal of the Board of Directors.



10.7. The General Meeting of Shareholders is not authorized to make decisions on issues not included in the Agenda of the General Meeting of Shareholders or to make changes to the Agenda.

10.8. Voting at the General Meeting of Shareholders shall be governed by the principle “one voting share – one vote”, with the exception of cumulative voting on electing the members of the Board of Directors.

During cumulative voting the number of votes attached to each shareholder is multiplied by the number of persons to be elected to the Board of Directors, and each shareholder has the right to place the votes thus acquired for one candidate or distribute them between two or more candidates.

Candidates that received the highest number of votes are elected to the Board of Directors.

10.9. The General Meeting of Shareholders may be conducted at the main place of business of the Company, or at the place of its branches or in the city of Moscow, or at any other place determined by the Regulations on the procedure of preparing and conducting of the General Meeting of Shareholders.

The specific address for conducting a General Meeting of Shareholders shall be determined by the Board of Directors in the process of resolving issues involved in preparing and conducting the General Meeting of Shareholders.

10.10. The General Meeting of Shareholders shall be chaired by the Chairman of the Board of Directors.

In the event that the Chairman of the Board of Directors is absent, the meeting shall be chaired by the Deputy Chairman of the Board of Directors.

In the event that the Chairman of the Board of Directors and the Deputy Chairman of the Board of Directors are absent, the meeting shall be chaired by any member of the Board of Directors subject to the appropriate decision of the members of the Board of Directors present at the meeting.

If the members of the Board of Directors cannot agree on who of them will chair the General Meeting of Shareholders or if all members of the Board of Directors are absent, the meeting shall be chaired by the person elected by the shareholders present at the General Meeting of Shareholders according to the Regulations on the procedure of preparing and conducting the General Meeting of Shareholders.

## **Article 11. Preparation and holding of the General Meeting of Shareholders**

11.1. The Company is obliged to conduct an Annual General Meeting of Shareholders.

The Annual General Meeting of Shareholders shall be conducted no earlier than two months and not later than six months after the end of the financial year.

Annual General Meetings of Shareholders must address such issues as the election of the Board of Directors, the Revision Commission, the appointment of the External Auditor, the approval of the Annual Report, the annual financial statements, including the profit and loss statement (profits and losses accounts) of the Company submitted by the Board of Directors as well as allocation of profit (including payment (declaration) of dividends, with the exception of profit allocated as dividends at the end of the first quarter, six months and nine months of the financial year) and losses of the Company as at the end of the financial year.

11.2. General Meetings of Shareholders held apart from the annual meeting shall be extraordinary meetings.

11.3. Notices of the General Meeting of Shareholders shall be published by the Company in the Rossiyskaya Gazeta newspaper no later than 30 (thirty) days prior to the date of the meeting.

11.4. Voting ballots for the agenda issues shall be delivered by ordinary mail to the address specified in the list of persons authorized to participate in the General Meeting of Shareholders, or handed personally against signature to every person specified in the list of persons authorized to participate in the General Meeting of Shareholders no later than 20 (twenty) days prior to the date of the General Meeting of Shareholders.

11.5 The General Meeting of Shareholders is legally qualified (has a quorum) if attended by shareholders owning an aggregate of more than half of the votes of the Company's outstanding voting shares.

In the event the agenda of the General Meeting of Shareholders includes issues that must be voted on by a different set of voting shares, the quorum for making decisions on such issues shall be established separately.

11.6. Minutes of the General Meeting of Shareholders shall be prepared no later than 15 (fifteen) days after the adjournment of the General Meeting of Shareholders in two copies. Both copies must be signed by the officer chairing the General Meeting of Shareholders and the Secretary of the General Meeting of Shareholders.

11.7. Decisions of the General Meeting of Shareholders may be made without convening a meeting (without attendance of shareholders for discussing the agenda issues and making decisions on the voted items) by ballot voting (by way of circulation).

Voting on the issues included in the agenda of the General Meeting of Shareholders held in the form of ballot voting shall be made only by voting ballots.

11.8. A General Meeting of Shareholders, the agenda of which includes electing the Board of Directors, Revision Commission, appointing of the External Auditor as well as issues specified in Sub-clause 13, Clause 10.2., Article 10 of this Charter, cannot be held in the ballot voting format.

11.9. The list of persons entitled to participate in ballot voting on the issues of the General Meeting Agenda is generated pursuant to the Register of Shareholders of the Company.

11.10. The General Meeting of Shareholders held in the form of ballot voting is deemed legally qualified (has a quorum) if attended by shareholders owning an aggregate of more than half of the votes of the Company's distributed voting shares.

Shareholders are deemed to have participated in the General Meeting of Shareholders held in the form of ballot voting in the event their ballots have been received no later than on the deadline for accepting the ballots by the Company specified therein.

11.11 Shareholder(s) holding in aggregate at least 2 (two) percent of the voting shares in the Company may propose items for inclusion on the agenda of the Annual General Meeting of Shareholders and nominate candidates to the Board of Directors and the Revision Commission, the number of which may not exceed the size of the relevant body. Such proposals must be received by the Company no later than 90 (ninety) days as of the end of the financial year.

11.12. The relationships which are not regulated by the present Article shall be governed by the Federal Law "On Joint Stock Companies" and the Regulations on the procedure of preparing and conducting the General Meeting of Shareholders.

## **Article 12. Board of Directors**

12.1. The Board of Directors shall carry out the general management of the Company with the exception of matters that are referred to the competence of the General Meeting of Shareholders by the Federal Law On Joint Stock Companies and this Charter.

The following matters shall fall within the competence of the Board of Directors:

In cases specified below the competences of the Board of Directors shall also apply to the respective matters in relation to subsidiaries in which the Company directly or indirectly owns shares or an interest of at least 20 % (Subsidiaries). The decisions of the Board of Directors on these matters shall be implemented by the representatives of the Company in the general meeting and / or the meeting of the board of directors of the Subsidiaries.

- 1) determination of the priority areas of the Company's (and its Subsidiaries') activities;
- 2) convocation of the annual and any extraordinary General Meeting of Shareholders;
- 3) approval of the agenda of the General Meeting of Shareholders;
- 4) determination of the date of listing the persons entitled to attend and vote at a General Meeting of Shareholders and resolution of other matters related to the preparation and holding of the General Meeting of Shareholders;
- 5) decision on proposal and putting to vote at the General Meeting of Shareholders issues provided for by Sub-clauses 2, 5, 6, 8, 12-21 of Clause 10.2. Article 10 of this Charter;
- 6) increasing the Company's (and its Subsidiaries') Authorized Capital by placing additional shares of the Company;
- 7) decision on placing by the Company (or its Subsidiaries) of convertible bonds or other convertible issue-grade securities;
- 8) distribution of bonds and other issue-grade securities by the Company (or its Subsidiaries) unless otherwise provided for by the Federal Law "On Joint Stock Companies" and this Charter;
- 9) approval of documents in relation to the issuance of shares and other securities and repurchase and redemption of shares, if the approval of such documents by the Board of Directors is required by the Federal Law "On Joint Stock Companies" or other laws and regulations of the Russian Federation;
- 10) determination of the price (monetary value) of property, the price of offering and repurchase of issue-grade securities in the events provided for by the Federal Law "On Joint Stock Companies";
- 11) repurchase by the Company (or its Subsidiaries) of distributed shares in accordance with item 2 of Article 72 of the Federal Law "On Joint Stock Companies";
- 12) disposal (sale) of the Company's shares (or its Subsidiaries' shares) redeemed by the Company (or its Subsidiaries) as a result of their acquisition or repurchase from shareholders as well as in other events stipulated by the Federal Law "On Joint Stock Companies";
- 13) recommendations regarding the amount of dividends on the Company's (and its Subsidiaries) shares and the manner in which they are to be paid;
- 14) making a decision concerning the use of the Company's (or its Subsidiaries) funds as set out in Clause 8 hereof;

- 15) election of the General Director and early termination of his powers including the determination of the terms and conditions of the employment contract concluded with the General Director and early termination of said employment contract;
- 16) determination of the size of the Management Board, election of its members and early termination of their powers including the determination of the terms and conditions of the employment contract concluded with them and early termination of said employment contract;
- 17) bringing the General Director and the members of the Management Board to disciplinary liability as well as payment of incentives to them in compliance with the provisions of the applicable law of the Russian Federation;
- 18) suspension of the powers of a managing organization or an administrator, if such powers have been transferred from the General Director to a managing organization or an administrator and appointment of a temporary sole executive body;
- 19) election of the chairman of the Board of Directors and early termination of his powers as well as election of the Deputy chairman of the Board of Directors and early termination of his powers;
- 20) organization of committees under the Board of Directors, approval of regulations for the committees of the Board of Directors;
- 21) recommendations to the General Meeting of Shareholders on the amount of remuneration and compensations paid to the members of the Revision Commission and determination of the External Auditor's fees;
- 22) approval of the nomination of an independent appraiser (independent appraisers) for the purpose of appraising of the Company's shares, property and other assets of the Company in the events provided for by the Federal Law "On Joint Stock Companies" and this Charter;
- 23) approval of the Company's Registrar and the terms and conditions of its contract as well as the termination thereof;
- 24) approval of the Company's internal documents (with the exception of those, the approval of which falls within the competence of the General Meeting of Shareholders, and other internal documents, the approval of which is relegated to the competence of the Company's executive bodies);
- 25) establishment of the Company's branches and representative offices, their liquidation as well as amendments to the Company's Charter related to the establishment of said branches and representative offices (including modifications of the data concerning their corporate name and place of business) and their liquidation;
- 26) decisions on participation of the Company (and its Subsidiaries) in other entities (organizations), including the establishment of Subsidiaries, changes in the participation, encumbrance of shares and termination of participation in such entities, and conclusion of cooperation agreements;
- 27) defining the Company's (its representatives') position on the following issues of the agendas of the general meetings of shareholders (participants) and the meetings of the boards of directors of Subsidiaries :
  - a) reorganisation of Subsidiaries;
  - b) definition of the number, nominal value, category (type) of declared shares of Subsidiaries and rights granted by these shares;

- c) increase of the authorized capital of Subsidiaries by increasing of the nominal value of shares;
- d) division, consolidation of the Subsidiaries' shares;
- e) amendments and supplements to the charters or approval of a restated version of the charters of the Subsidiaries;
- f) determination of the terms and conditions of employment contracts for the general directors of Subsidiaries;
- g) approval of the Subsidiaries' auditor; and
- h) other issues explicitly referred to by this Charter in relation to Subsidiaries (Sub-clauses 1, 6, 7, 8, 11, 12, 13, 14, 26, 30, 33, 34, 36, 37, 38, 39, 40 of this Clause 12.1.)
- 28) approval of the business-plan (including the budget for the front year) of the Company, in particular the capital expenditure, personnel, income and cash flow plans;
- 29) consideration of reports submitted by the General Director concerning:
  - a) on a quarterly basis, the Company's business activity, in particular performance under the approved budget; as well as
  - b) implementation of the decisions passed at the General Meeting of Shareholders and the Board of Directors.
- 30) determination of the finance policy of the Company (and its Subsidiaries);
- 31) approval of major transactions in the instances specified in Chapter X of the Federal Law "On Joint Stock Companies";
- 32) approval of interested party transactions specified in Chapter XI of the Federal Law "On Joint Stock Companies";
- 33) approval of investments of the Company (and its Subsidiaries) with a duration exceeding one year and alterations to them provided that the total expenditures required for implementation of the investment project over the total investment period until completion of the investment project exceed the amount equivalent to 5 (five) million Euro;
- 34) approval of the following transactions of the Company (and its Subsidiaries), unless covered by a decision according to Sub-clause 33 of this Clause 12.1:
  - a) one or several interrelated transactions associated with the disposal or potential disposal (including the encumbrance) of the Company's tangible and intangible assets with a book value exceeding the limits (amounts) to be stipulated by decisions of the Board of Directors;
  - b) one or several interrelated transactions associated with the acquisition of tangible and intangible assets, in particular real estate, with a book value exceeding the limits (amounts) to be stipulated by decisions of the Board of Directors;
  - c) one or several interrelated transactions associated with the provision or procurement of works and / or services with a value for the entire duration of the underlying contract in excess of limits (amounts) to be stipulated by decisions of the Board of Directors;
  - d) lease agreements with a duration of more than three years and / or with yearly lease payments exceeding the equivalent of 1 (one) million Euro;
  - e) one or several interrelated transactions associated with the provision of any funding, including loans, acquisition and use of promissory notes;

- f) one or several interrelated transactions associated with the assumption of any guarantee obligations (including surety commitments, surety for bills, as well as any commitments encumbering the Company assets to secure obligations of third persons) exceeding the amount equivalent to 0.5 (zero point five) million Euro;
- g) one or several interrelated transactions associated with receiving of any funding, including loans, credits, issuing of promissory notes exceeding the amount equivalent to 5 (five) million Euro;
- h) subject to cases covered by Sub-clauses 15 and 16 of clause 12.1 of this Charter provision of loans and any other form of financing by the Company and its Subsidiaries for any member of the Management Board;
- i) one or several interrelated transactions associated with the conclusion of derivative financial instruments, including energy related derivatives, exceeding the limits (amounts) to be stipulated by decisions of the Board of Directors;
- j) settlement of any legal proceeding or a series of interrelated legal proceedings with an amount exceeding the equivalent of 0.3 (zero point three) million Euro;
- 35) approval of any transaction (i) resulting in more than 10 % over-expenditure of the budget approved according to Sub-clause 28 of Clause 12.1 of this Charter; or (ii) in relation to an individual position of the budget as the Board of Directors may determine from time to time, resulting in an over-expenditure (a) by more than 10 %, or (b) by the equivalent of at least 10 (ten) million Euro, whatever is lower;
- 36) approval of one or several interrelated transactions associated with the transfer of the Company's (and its Subsidiaries') property without compensation, any waiver of third party liability and the provision of services (or carrying out of works) by the Company (and its Subsidiaries) without remuneration, except for cases stipulated under Sub-clause 38 of Clause 12.1 of this Charter;
- 37) approval of one or several interrelated transactions associated with the transfer of the Company's (or its Subsidiaries') property and/or provision of services (carrying out of works) by the Company (or its Subsidiaries), if (i) the price for such a transaction or interrelated transactions differs from the price usually applied by the Company (or its Subsidiaries) within the same period of time by more than 20 % or if property is sold below its book value, and (ii) the price difference to the price usually applied by the Company (or its Subsidiaries) or the book value exceeds the equivalent of 100,000 (one-hundred thousand) Euro;
- 39) approval of sponsorships by the Company (or its Subsidiaries) to a beneficiary and/or its affiliated persons outside the transactions approved under individual positions of the sponsoring budget (sponsorship concept) as part of the budget according to Sub-clause 28 of Clause 12.1 of this Charter;
- 40) determination of the scope of insurance coverage for the Company (and its Subsidiaries);
- 41) approval of collective bargaining agreements of the Company (and its Subsidiaries);
- 42) approval of the organisational structure of the executive level of the Company and changes hereto;
- 43) determination of priority investment projects of the Company;
- 44) approval, alteration or cancellation of the investment program / an investment project of the Company;

- 45) approval of the reports on the implementation of the investment program of the Company submitted by the General Director of the Company as well as approval of the form of the report submitted by the General Director of the Company;
- 46) determination of the procedure for selection and approval of the nomination of the general contractor for realization of the investment program of the Company;
- 47) approval of the nomination of an independent engineering expert (technical agent) for the verification of the implementation of the investment program of the Company and preparation of quarterly reports on the progress of the implementation of the investment program of the Company, decision-making on entering into, alteration of and termination of the contract with an independent engineering expert (technical agent);
- 48) consideration of quarterly reports on the progress of the implementation of the investment program of the Company submitted by an independent engineering expert (technical agent);
- 49) determination of the procedure for using by the Company of monetary funds received as a result of placement of additional shares by the Company by way of an open or closed subscription;
- 50) other issues which are referred to the competence of the Board of Directors by the Federal Law "On Joint Stock Companies" and this Charter.

Where thresholds are referred to in Euro the exchange rate of the Central Bank of Russia on the last day of the last month of the calendar quarter prior to entering into the respective transaction shall apply for conversion into roubles.

12.2. Where the approval of a matter falls within the competence of the Board of Directors, the Management Board and the General Director are not allowed to act without obtaining the prior approval of the Board of Directors, unless decided otherwise by decision of the Board of Directors.

12.3 Matters referred to the competence of the Board of Directors may not be delegated to the General Director and Management Board. Proposals to the agenda of the Board of Directors can be made by any member of the Board of Directors, the Management Board, the General Director, the Revision Commission and the External Auditor.

12.4. The members of the Board of Directors shall, when exercising their rights and fulfilling obligations, act in the interests of the Company, in good faith and reasonably.

12.5. The members of the Board of Directors shall be liable to the Company for the losses caused to the Company by their wrongful acts (omission), unless other grounds for liability are determined by federal laws.

However, the members of the Board of Directors who voted against the decision that inflicted losses on the Company or did not participate in the vote shall not be liable.

### **Article 13. Election of the Board of Directors**

13.1. The Board of Directors shall consist of eleven (11) persons.

13.2. The members of the Board of Directors are elected at the General Meeting of Shareholders on the basis of the procedure prescribed in Clause 10.8., Article 10 hereof for the period until the next Annual General Meeting of Shareholders is held.

In the event the members of the Board of Directors are elected at an extraordinary General Meeting of Shareholders they shall be deemed elected for the period before the next Annual General Meeting of Shareholders is held.

If the Annual General Meeting of Shareholders was not held within the terms prescribed by Clause 11.1., Article 11 hereof the authorities of the Board of Directors shall be terminated with the exception of its powers to prepare, convene and hold the Annual General Meeting of Shareholders.

13.3. By decision of the General Meeting of Shareholders the authority of all members of the Board of Directors may be terminated early.

#### **Article 14. Chairman of the Board of Directors**

14.1. The Chairman of the Board of Directors shall be elected by the members of the Board of Directors from among the members by majority of the total number of the members of the Board of Directors.

The Board of Directors may at any time re-elect its Chairman by majority of the total number of the members of the Board of Directors.

14.2. The Chairman of the Board of Directors shall co-ordinate the work of the Board of Directors, convene the meetings of the Board of Directors and chair them, cause the minutes of the meetings to be kept and chair the General Meetings of Shareholders in compliance with Clause 10, Article 10 hereof.

14.3. In the absence of the Chairman of the Board of Directors his functions shall be performed by his Deputy elected from among the members of the Board of Directors by majority of the total number of the members of the Board of Directors.

#### **Article 15. Meetings of the Board of Directors**

15.1. The procedure for calling and holding meetings of the Board of Directors shall be governed by an internal document approved by the General Meeting of Shareholders.

15.2. Meetings of the Board of Directors are held when necessary, however at least once each quarter.

15.3. Decisions by the Board of Directors shall be passed by majority vote of the members of the Board of Directors who attend the meeting unless otherwise provided for by the Federal Law "On Joint Stock Companies" and this Charter.

15.4. In the following cases a decision of the Board of Directors shall be passed by a three-fourth majority of all elected members of the Board of Directors, in which case the votes of retired members of the Board of Directors shall not be taken into account:

- suspension of the powers of a managing organization or an administrator and appointment of a temporary sole executive body (Sub-clause 18 of clause 12.1 of this Charter);
- other cases provided for by the Federal Law "On Joint Stock Companies".

15.5. In the following cases a decision of the Board of Directors shall be passed unanimously by all elected members of the Board of Directors, in which case the votes of retired members of the Board of Directors shall not be taken into account:

- approval of major transactions (Sub-clause 31 of Clause 12.1 of this Charter);
- decision on placing by the Company of convertible bonds or other convertible issue-grade securities (Sub-clause 7 of Clause 12.1 of this Charter);
- other cases provided for by the Federal Law "On Joint Stock Companies".



15.6. A decision on approval of an interested-party transaction shall be taken by the Board of Directors in compliance with Article 83 of the Federal Law “On Joint Stock Companies”.

15.7. For deciding on issues at meetings of the Board of Directors each member of the Board of Directors shall have one vote. The chairman of the Board of Directors shall have a casting vote in the event of a tie vote.

15.8. The presence of at least half of the elected members of the Board of Directors shall constitute a quorum for holding a meeting of the Board of Directors.

15.9. Minutes of the meetings of the Board of Directors must be kept with respect to every meeting. Minutes of a meeting of the Board of Directors shall be drawn up and signed no later than three (3) days after the holding of said meeting by the chairman of the meeting and by the secretary of the Board of Directors.

## **Article 16. Committees of the Board of Directors**

16.1 Committees under the Board of Directors shall be formed upon the Board of Directors' relevant decision.

16.2 Committees under the Board of Directors are established to consider the issues which either fall within the competence of the Board of Directors, or which the members of the Board of Directors explore for the verification of the activity of the Company's executive body as well as for the preparation of recommendations to the Board of Directors and the Company's executive bodies.

16.3 The regulation of activity, the procedure for formation, the competence and the terms of the powers of the relevant committee under the Board of Directors shall be determined by individual decisions adopted by the members of the Board of Directors.

## **Article 17. Executive Bodies of the Company**

17.1. The Company's day-to-day activities shall be managed by its sole executive body, the General Director, and its collective executive body, the Management Board.

17.2. The General Director and the Management Board report to the General Meeting of Shareholders and the Board of Directors.

17.3. Upon decision of a General Meeting of Shareholders the powers of the Company's sole executive body may be transferred to a managing organization or an administrator on the basis of an agreement. In the case the powers of the sole executive body are transferred to a managing organization or an administrator the Company shall have no Management Board and any provisions of this Charter referring to the Management Board shall be suspended for the duration of the transfer of powers. In such case, the Board of Directors shall terminate the powers of the members of the Management Board on the date of transfer of the powers of the Company's sole executive body to a managing organization or an administrator.

The rights and obligations of the managing organization or the administrator related to the management of the Company's day-to-day activities shall be established by the laws of the Russian Federation and the agreement (contract) concluded between the managing organization or the administrator and the Company.

The agreement (contract) with the managing organization or the administrator on behalf of the Company shall be signed by the chairman of the Board of Directors or a person authorized by the Board of Directors.

The terms of the agreement (contract) with the managing organization or the administrator, including the terms of its powers shall be determined by the Board of Directors.

17.4. The rights and obligations of the General Director and the members of the Management Board associated with the management of the Company's day-to-day activities shall be established by the laws of the Russian Federation, this Charter and the employment contract concluded between each of them and the Company.

The employment contract with the General Director and the members of the Management Board on behalf of the Company shall be signed by the Chairman of the Board of Directors or a person authorized by the Board of Directors.

17.5. In exercising their rights and performing their obligations the General Director and the members of the Management Board act in the interests of the Company as well as in good faith and with reason.

17.6. The combination of functions of the General Director or as member of the Management Board of the Company with a position (for remuneration or any form of compensation) in the governing bodies or any other function in legal entities outside the E.ON group is subject to the consent of the Board of Directors.

17.7. The General Director and the members of the Management Board are responsible to the Company for losses caused to the Company by their wrongful acts or omission, unless the extent of and grounds for responsibility are stipulated otherwise under the laws of the Russian Federation.

The members of the Management Board shall not bear responsibility under this Clause if they voted against the decision that inflicted losses on the Company or did not participate in the vote.

## **Article 18. Management Board**

18.1 The Management Board shall act on the basis of this Charter and the Regulations for the Management Board approved by the General Meeting of Shareholders which governs the procedure and terms for calling and holding its meetings as well as the procedure for making decisions.

18.2 The following matters shall fall within the competence of the Management Board provided the respective decision-making is not relegated by the Federal Law "On Joint Stock Companies" and/or Charter to the competence of the Board of Directors or General Meeting of Shareholders or does not fall within the exclusive competence of the General Director:

In cases specified below the competences of the Management Board shall also apply to the respective matters in relation to Subsidiaries. The decisions of the Management Board on these matters shall be implemented by the representatives of the Company in the general meeting and / or the meeting of the board of directors of the Subsidiaries.

- 1) elaboration and submission of perspective plans for the realization of guidelines for the Company's activity to the consideration of the Board of Directors;
- 2) preparation of reports on the financial-economic activity of the Company and on the implementation of decisions passed at the General Meeting of Shareholders and/or the Board of Directors;
- 3) proposals for decisions by the Board of Directors in relation to issues on the agenda which have been initiated by the Management Board;
- 4) submission to the Board of Directors of a cost estimate for the preparation and the carrying out of general meetings of shareholders of the Company for its approval;

- 5) approval of investments of the Company (and its Subsidiaries) with a duration exceeding one year and alterations to them;
- 6) approval of the following transactions of the Company (and its Subsidiaries), unless covered by a decision according to Sub-clause 5 of this Clause 18.2:
  - a) one or several interrelated transactions associated with the disposal or potential disposal (including the encumbrance) of the Company's tangible and intangible assets with a book value exceeding the amount equivalent of 100,000 (one hundred thousand) Euro;
  - b) one or several interrelated transactions associated with the acquisition of tangible and intangible assets, in particular real estate, with a book value exceeding the amount equivalent of 100,000 (one hundred thousand) Euro;
  - c) one or several interrelated transactions associated with the provision or procurement of works and/or services with a value for the entire duration of the underlying contract exceeding the equivalent of 100,000 (one hundred thousand)Euro;
  - d) lease agreements with a duration of more than three years and/or with yearly lease payments exceeding the equivalent of 100,000 (one hundred thousand) Euro;
  - e) one or several interrelated transactions associated with the provision of any funding, including loans, acquisition and use of promissory notes;
  - f) one or several interrelated transactions associated with the assumption of any guarantee obligations (including surety commitments, surety for bills, as well as any commitments encumbering the Company assets to secure obligations of third persons);
  - g) one or several interrelated transactions associated with receiving of any funding, including loans, credits, issue of promissory notes exceeding the amount equivalent of 1 (one) million Euro;
  - h) settlement of any legal proceeding or a series of interrelated legal proceedings;
- 7) approval of any transaction (i) resulting in more than 5 % over-expenditure of the budget approved according to Sub-clause 28 of Clause 12.1 of this Charter; or (ii) in relation to an individual position of the budget as the Board of Directors may determine from time to time, resulting in an over-expenditure (a) by more than 5 %, or (b) by the equivalent of less than 5 (five) million Euro, whatever is lower;
- 8) approval of one or several interrelated transactions associated with the transfer of Company's (or its Subsidiaries') property and/or provision of services (carrying out of works) by the Company (or its Subsidiaries), if the price for such a transaction or interrelated transactions differs from the price usually applied by the Company (or its Subsidiaries) within the same period of time by more than 20 % or if property is sold below its book value;
- 9) approval of any donations and/or sponsorships by the Company (or its Subsidiaries) to a beneficiary and/or its affiliated persons;
- 10) approval of plans and events related to instruction and advanced training of the Company's employees;
- 11) approval of provision of the Company's employees with social benefits and guarantees;
- 12) consideration of reports submitted by the Deputies of the General Director, the heads of the Company's subdivisions which concern the results of realization of the approved plans, programs, instructions, consideration of reports, documents and other information related to the Company's activity as well as the activity of its Subsidiaries;

- 13) approval of the business-plan (including the budget for the front year) of the Subsidiaries, in particular the capital expenditure, personnel, income and cash flow plans;
- 14) decision of other matters of the Company's day-to-day activities in compliance with resolutions of the General Meeting of Shareholders, the Board of Directors as well as other issues brought before the Management Board by the General Director.

In each case the Management Board shall observe the internal regulations approved by the Board of Directors.

Where thresholds are referred to in Euro the exchange rate of the Central Bank of Russia on the last day of the last month of the calendar quarter prior to entering into the respective transaction shall apply for conversion into roubles.

18.3. The Management Board shall consist of at least three (3) persons. The Board of Directors may decide on a higher number of members of the Management Board.

18.4. A Management Board meeting (ballot voting) shall be valid when attended (participated) by at least half of the elected members of the Management Board.

18.5. All decisions are passed by the Management Board by a majority vote of the members of the Management Board who attend the meeting (participate in ballot voting). The Chairman of the Management Board shall have no casting vote in the event of a tie vote.

18.6. A member of the Management Board may not assign his voting right to another person, including another member of the Management Board.

## **Article 19. General Director**

19.1 The General Director manages the Company's day-to-day activities in compliance with resolutions of the General Meeting of Shareholders, the Board of Directors, the Management Board adopted within their competence.

19.2 All matters related to the management of the Company's day-to-day activities with the exception of the matters relegated to the competence of the General Meeting of Shareholders, the Board of Directors, and the Management Board shall fall within the competence of the General Director.

19.3 The General Director acts on behalf of the Company without a power of attorney subject to restrictions provided for by the Federal Law "On Joint Stock Companies", this Charter and decisions adopted by the Board of Directors and the Management Board:

- 1) to ensure that the plans for the Company's business activity required for the performance of its tasks are implemented;
- 2) to arrange for the maintenance of the Company's accounting and reporting;
- 3) to dispose of the Company's property, conclude transactions on behalf of the Company, issue powers of attorney, open settlement and other accounts of the Company in banks and other credit organizations (and in the events specified in the applicable legislation – in the entities which are professional participants in the securities market);
- 4) to issue orders, approve (adopt) instructions, local regulatory acts and other internal documents of the Company which fall within his/her competence, to give instructions binding on all of the Company employees;
- 5) to approve Regulations for the Company's branches and representative offices;
- 6) to adopt the list of staffing positions and official salaries of the Company employees in compliance with organizational structure of the executive bodies of the Company;

- 7) to exercise rights and assume responsibilities of an employer in relations with the Company employees provided for by the applicable labor law;
- 8) to act as a Chairman of the Management Board;
- 9) to allocate obligations between the Deputies General Director;
- 10) to submit to the Board of Directors for its review the annual report and the annual financial statements of the Company prepared in accordance with the laws and regulations of the Russian Federation, distribution of profits and losses of the Company at least thirty (30) days prior to the date of the Annual General Meeting of Shareholders as well as annual financial statements prepared in accordance with International Financial Reporting Standards (IFRS) and audited by the External Auditor prior to the date of the Annual General Meeting of Shareholders;
- 11) to submit reports to the Board of Directors for its review concerning:
  - a) on a quarterly basis, the Company's business activity, in particular performance under the approved budget; as well as
  - b) implementation of the decisions passed at the General Meeting of Shareholders and the Board of Directors;
- 12) as far as legally possible, to ensure that the activities within the Subsidiaries are operated according to the guidelines and policies of the Company and that the Company's interests are safeguarded according to the Board of Directors' decisions;
- 13) to decide other matters related to the management of the Company's day-to-day activities with the exception of items delegated to the competence of the General Meeting of Shareholders, the Board of Directors and the Management Board.

In each case the General Director shall observe the decisions of the Board of Directors and the Management Board. Where the General Director requires the approval of the General Meeting of Shareholders, the Board of Directors or the Management Board, such approval has to be obtained prior to the implementation of the matter or execution of the transaction.

19.4. The General Director is elected at a meeting of the Board of Directors by majority of the votes of the members of the Board of Directors present at the meeting.

The nomination of the General Director by the Board of Directors shall be carried out in compliance with the internal document which governs the procedure for calling and holding meetings of the Board of Directors.

## **Article 20. Revision Commission and External Auditor**

20.1. For the purpose of exercising control over financial-economic activities of the Company the General Meeting of Shareholders shall elect the Revision Commission for the period before the next Annual General Meeting of Shareholders is held.

In the event the members of the Revision Commission are elected at an extraordinary General Meeting of Shareholders they shall be deemed elected for the period until the next Annual General Meeting of Shareholders is held.

The Revision Commission shall consist of four (4) persons.

20.2. By decision of the General Meeting of Shareholders the powers of any or all members of the Revision Commission may be terminated early.

20.3. The following matters shall be within the competence of the Revision Commission:

- 1) Organization and execution of an annual review of the financial-economic activity of the Company. The annual review of the financial-economic activity of the Company shall be based upon discussions with the External Auditor and internal auditors as well as with the audit committee, if and when its formation is necessary under the Board of Directors, the results of the statutory annual audit of financial statements, internal audit reports, risk reporting, and internal control reports. If the mentioned procedures do not enable the Revision Commission to prepare its conclusion upon the results of the review of the financial-economic activity of the Company, it may inquire additional information and engage external experts for support at its own discretion.
- 2) With regard to the results of the review of the financial-economic activity, the Revision Commission shall draw up an opinion containing:
  - a) a confirmation of the reliability of the data contained in the annual report, balance sheet, and profit and loss statement of the Company;
  - b) information concerning facts of violation of the procedure for keeping bookkeeping records and the submission of financial reports established by acts of the Russian Federation, and also of legal acts of the Russian Federation when effectuating financial-economic activity.

All decisions which fall within the competence of the Revision Commission are passed by simple majority of votes of the total number of the Revision Commission members.

20.4 The Revision Commission may, in particular in the event of detection of serious violations in the Company's financial and economic activity, require the convocation of an extraordinary General Meeting of Shareholders.

20.5 The activity of the Revision Commission shall be governed by Regulations of the Revision Commission to be adopted by the General Meeting of Shareholders.

In compliance with a resolution to organize and execute an annual review the Revision Commission may invite experts at the respective fields of law, financial economy, accounting, management, economic security and others, including specialized organizations.

20.6. In addition to the mandatory annual review of the Company's financial-economic activity by the Revision Commission further reviews may be carried out at any time at the initiative of the Revision Commission, decision of the General Meeting of Shareholders, the Board of Directors, or at the request of the shareholder(s) who jointly own(s) at least 10 percent of the voting shares of the Company.

20.7. In order to verify the accuracy of the Company's annual financial statements the General Meeting of Shareholders approves the External Auditor on an annual basis.

20.8. The Board of Directors shall determine the fees of the External Auditor (including for the Subsidiaries).

20.9. An External Auditor conducts an audit of financial and business activities of the Company in compliance with the requirements of the laws of the Russian Federation and on the basis of a contract concluded with him.

20.10. Upon the results of the audit of the Company's financial-economic activity the Revision Commission or the External Auditor shall prepare a conclusion that shall contain:

- a confirmation of the reliability of the information contained in accounts and other financial documents of the Company;
- information on cases of violation by the Company of the accounting and financial reporting standards established by the laws of the Russian Federation or violation of the laws and legal acts of the Russian Federation in the course of its financial-economic activity.

The procedure and the terms of execution of the conclusion of the Revision Commission concerning the results of the review of the Company's financial-economic activity shall be determined by the laws of the Russian Federation and the Regulations of the Revision Commission.

## **Article 21. Accounting and Financial Statements**

21.1 The Company shall maintain the accounting and submit its financial statements in the procedure set forth by the laws of the Russian Federation and this Charter. In addition, the annual financial statements, including balance-sheet, profit and loss statement, cash flow statement and notes of the Company shall be prepared in accordance with International Financial Reporting Standards (IFRS) and shall be audited by the External Auditor and submitted by the General Director to the Board of Directors for its review.

21.2 In compliance with the laws of the Russian Federation and this Charter, the General Director is accountable for the organization, status and reliability of accounting, timely submission of the annual report and other financial accounts to the appropriate state bodies, as well as for the information on the Company's business disclosed to the shareholders, creditors and the mass media.

21.3 The reliability of the data contained in the Company's annual report and annual accounts shall be certified by the Revision Commission and the External Auditor.

21.4 The annual report and the annual financial statements of the Company prepared in accordance with the laws and regulations of the Russian Federation, distribution of profits and losses of the Company shall be subject to prior approval by the Board of Directors at least thirty (30) days prior to the date of holding the Annual General Meeting of Shareholders.

## **Article 22. Keeping of Documents. Disclosure of Information**

22.1. The Company must keep the following documents:

- 1) Decision on the establishment of the Company;
- 2) The Charter of the Company, duly registered amendments and supplements to this Charter, the document of state registration of the Company;
- 3) the documents certifying the Company's right to the property recorded in its balance sheets;
- 4) internal documents of the Company;
- 5) regulations for the Company's branches and representative offices;
- 6) annual financial reports;
- 7) emission prospectuses, quarterly reports of the issuer and other documents containing information to be made public or otherwise disclosed pursuant to the Federal Laws;
- 8) accounting documents;
- 9) accounting reports;
- 10) minutes of the General Meeting of Shareholders (decisions of the shareholder who is the owner of all the Company's voting shares, duly executed), minutes of the meetings of the Board of Directors, the Revision Commission and the Management Board;

- 11) voting bulletins and powers of attorney (or their copies) and other documents which attest the powers of the shareholders' representatives to attend and vote at a General Meeting of Shareholders;
- 12) independent appraisers' opinions;
- 13) lists of the Company's affiliates;
- 14) lists of the persons entitled to attend and vote at a General Meeting of Shareholders, to receive dividends as well as other lists made by the Company for shareholders to exercise their rights in compliance with the provisions of the Federal Law "On Joint Stock Companies";
- 15) opinions of the Company's Revision Commission, External Auditor, governmental and municipal financial regulatory bodies;
- 16) other documentation provided for by the laws of the Russian Federation, this Charter, internal documents of the Company and decisions adopted by the managing bodies.

22.2 The Company shall keep the documents specified in Clause 22.1. hereof at the place of location of its executive body in the manner and within the terms prescribed by the federal governmental body for securities market .

22.3 In the process of the Company's reorganization all documents shall be transferred to the legal successor in the prescribed manner.

22.4 In the process of the Company's liquidation the documents of scientific and historic importance must be submitted for a permanent safekeeping to the Federal Archive Agency; the staff documentation (i.e. orders, personal files, account cards, personal accounts, etc) must be submitted, for safekeeping, to the governing bodies for archiving of the respective subject of the Russian Federation.

The submission and classification of the documents shall be performed in accordance with the requirements of the archive bodies

The Company shall provide any information concerning the Company's activity in compliance with the requirements of legislation of the Russian Federation.

22.5. The Company shall provide access for the shareholders to the documents specified in Clause 22.1. hereof subject to restrictions stipulated under the laws of the Russian Federation.

Shareholder(s) holding (jointly) at least 25 (twenty-five) percent of the Company's voting shares has/have the right to inspect accounting records and the minutes of the meetings of the Management Board.

22.6. The documents specified in Clause 22.1. hereof shall be available for inspection on the premises of the Company's executive body within 7 (seven) days of the appropriate request.

At the request of any persons entitled to inspect the documents specified in Clause 22.1. the Company shall provide them with the copies thereof.

The fee charged by the Company for providing such copies shall be determined by the General Director and it may not exceed the cost of making such copies.

The Company shall provide the shareholders and the Company's employees with access to any information in accordance with the provisions of legislation concerning state secret.



### **Article 23. Reorganization and Liquidation of the Company**

23.1. The Company may be voluntarily reorganized by way of consolidation, merger, split-up, spin-off, or transformation, on the grounds and in the manner prescribed by the laws of the Russian Federation.

23.2. The Company may be liquidated either voluntarily, or by a court's decision in the manner provided for by the Civil Code of the Russian Federation, the Federal Law "On Joint Stock Companies" and this Charter.

23.3. During the process of reorganization and liquidation of the Company or termination of works containing information constituting state secret, the Company shall ensure safekeeping of such information and its carriers by means of elaboration and realization of measures for maintaining secrecy order, protection of information, technical intelligence countermeasures, security and fire safety.

**LIST**  
**of Branches and Representative Offices**  
**of JSC "OGK-4"**

<b>Nos.</b>	<b>Name</b>	<b>Place of Location</b>
<b>BRANCHES:</b>		
1.	«Yaivinskaya GRES», a branch of joint-stock company «The Fourth Generating Company of the Wholesale Electricity Market»	5, Timiryazev Street, «Yaiva» settlement of urban type, Alexandrovsk, Perm Territory, 618340, RF
2.	«Shaturskaya GRES», a branch of joint-stock company «The Fourth Generating Company of the Wholesale Electricity Market»	5, Chernoozersky Proezd, Shatura, Moscow Region, 140700, RF
3.	«Smolenskaya GRES», a branch of joint-stock company «The Fourth Generating Company of the Wholesale Electricity Market»	Village Ozyerny, Dukhovschinsky district, Smolensk region, 216239, RF
4.	«Surgutskaya GRES-2», a branch of joint-stock company «The Fourth Generating Company of the Wholesale Electricity Market»	Building 34, 23 Energostroiteley Street, Surgut, Tyumen Region, Khanty-Mansi Autonomous District - Yugra, 628406, RF
5.	«Berezovskaya GRES», a branch of joint-stock company «The Forth Generating Company of the Wholesale Electricity Market»	1/15 «Energetiks» industrial base, Sharypovo district, Krasnoyarsk Territory, RF
6.	«Teplovye Seti of Berezovskaya GRES», a branch of joint-stock company «The Forth Generating Company of the Wholesale Electricity Market»	25, micro district 6, Sharypovo, 662313, RF
<b>REPRESENTATIVE OFFICES:</b>		
1.	Moscow Representative Office of JSC "OGK-4"	Building 4, 40 Bolshaya Ordynka Street, Moscow, 119017