

Appendix No. 3
to Minutes No. 5 of the annual General
Meeting of Shareholders of IDGC of the
North-West, JSC dated 21.06.2012

APPROVED
by the annual General Meeting of
Shareholders of IDGC of the North-West, JSC
dated 21.06.2012 (Minutes No. 5)

REGULATIONS
on the Procedure of Convention and Arrangement
of Sessions of the Board of Directors of
IDGC of the North-West, JSC
(restated)

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2012

1. General provisions

1.1. The present Regulations have been elaborated in accordance with the Civil Code of the Russian Federation, Federal Law "On Joint-Stock Companies", other regulatory legal acts of the Russian Federation and the Charter of "Interregional Distribution Grid Company of the North-West" Joint-Stock Company (hereinafter referred to as the "Company").

1.2. The present Regulation is an in-house document of the Company determining the procedure of convention and arrangement of sessions of the board of directors of the company.

1.3. The Board of Directors is the management body of the Company that carries out general management of the Company's activities, controls fulfillment of decisions of the General Meeting of Shareholders of the Company in accordance with the requirements of the legislation of the Russian Federation

1.4. The main goals and objectives of activities of the Board of Directors of the Company are:

- determining the Company's development strategy aimed at increase of Company's market capitalization and investment attractiveness, achievement of maximum profit and enlargement of the Company's assets;

- providing for exercise and protection of the rights and lawful interests of shareholders of the Company as well as assisting in resolution of corporate conflicts;

- providing for complete, reliable and objective disclosure of information on the Company to shareholders and other parties concerned;

- creating effective internal control mechanisms;

- regularly evaluating the activities of executive bodies of the Company and work of the management.

For implementation of the stated goals and objectives the Board of Directors shall be guided by the following principles:

- taking decisions based on reliable information on the Company's activities;

- excluding restrictions on shareholders' rights to participate in management of the Company, receipt of dividends and information about the Company;

- achieving balance of interests between different shareholder groups and the Board of Directors taking most objective decisions in the interests of all the Company shareholders.

1.5. In their activities the Board of Directors shall be guided by the Federal Law "On Joint-Stock Companies", other normative-legal acts of the Russian Federation, the Charter of the Company and the present Regulations.

2. Chairman and Deputy Chairman of the Board of Directors of the Company.

2.1. Work of members of the Board of Directors of the Company is organized by Chairman of the Board of Directors of the Company.

2.2. The Chairman of the Board of Directors of the Company is elected by members of the Board of Directors from among the total number of members of the Board of Directors by a majority vote.

The person discharging the functions of General Director of the Company can not simultaneously be Chairman of the Board of Directors of the Company.

2.3. The Board of Directors is at any time entitled to reelect Chairman of the Board of Directors by majority vote of the total number of members of the Board of Directors of the Company.

2.4. Chairman of the Board of Directors:

- 1) organizes work of the Board of Directors;

- 2) convenes sessions of the Board of Directors;

- 3) determines the mode of arrangement of sessions of the Board of Directors;

- 4) approves of the agenda the sessions of the Board of Directors;

- 5) determines the list of materials (information) on issues on the agenda of sessions to be provided to members of the Board of Directors of the Company;

- 6) determines the list of persons invited for participation in discussion of specific issues on the agenda of a session of the Board of Directors;

- 7) chairs sessions of the Board of Directors;

- 8) signs minutes of the sessions of the Board of Directors, demands for carrying out review (revision) of financial and economic activities of the Company and other documents on behalf of the Board of Directors of the Company;

- 9) exercises control of implementation of the work plan of the Board of Directors approved by the Board of Directors;

10) represents the Board of Directors in interaction with the Company shareholders, authorities, public organizations, mass media;

11) carries out correspondence of the Board of Directors with shareholders, executive bodies, members of the Company labor collective, other organizations;

12) chairs General Meetings of Shareholders of the Company, announces the agenda, presents coming speeches and reports and discharges other functions of Chairman of the General Meetings of Shareholders of the Company stipulated by the Regulations on the Procedure of Preparation for and Arrangement of the General Meeting of Shareholders of the Company;

13) organizes, on behalf of the Board of Directors, control of fulfillment of decisions of the General Meetings of Shareholders and the Board of Directors, officially sanctions control and fulfillment of decisions of the Board of Directors and cancels control of decisions of the Board of Directors having been fulfilled;

14) provides for meeting the requirements of the legislation of the Russian Federation, the Charter of the Company, other in-house documents of the Company and the present Regulations in the process of arrangement of sessions of the Board of Directors;

15) discharges other functions stipulated by the legislation of the Russian Federation, the Charter of the Company and decisions of the Board of Directors of the Company.

2.5. In the absence of Chairman of the Board of Directors of the Company his/her functions are discharged by the person elected from among members of the Board of Directors by majority vote of members of the Board of Directors of the Company (Deputy Chairman of the Board of Directors).

The member of the Board of Directors being simultaneously General Director or a member of the Collegial Executive Body of the Company can not be elected Deputy Chairman of the Board of Directors.

3. Members of the Board of Directors, their Rights, Duties and Liabilities

3.1. Members of the Board of Directors of the Company, within the competence of the Board of Directors, are entitled to:

1) receive information on the Company's activities including that pertaining to commercial secrets of the Company, familiarize themselves with all the constituent, normative, accounting, reporting, contractual and other documents of the Company in accordance with the legislation of the Russian Federation and in-house documents of the Company;

2) introduce written proposals on shaping the work plan for the Board of Directors;

3) according to the approved procedure – introduce issues into the agenda of sessions of the Board of Directors;

4) demand convenion of sessions of the Board of Directors of the Company;

5) exercise other rights stipulated by the legislation of the Russian Federation, the Charter of the Company, other in-house documents of the Company and these Regulations.

3.2. A member of the Board of Directors may in written form request documents and information necessary for taking decisions on issues within the competence of the Board of Directors both directly from General Director of the Company (other person discharging the functions of Sole Executive Body of the Company) or through Corporate Secretary

3.3. Such documents and information of the Company shall be provided to the member of the Board of Directors no later than within 5 (five) business days from the moment of the corresponding demand entry.

3.4. Members of the Board of Directors may receive a reward and (or) a compensation for expenses related to discharge of functions by members of the Board of Directors according to the procedure established by the Regulations on Payments of Rewards and Compensations to Members of the Board of Directors of approved by the General Meeting of Shareholders of the Company.

3.5. When exercising their rights and discharging their duties members of the Board of Directors shall act in the interests of the Company, exercising their rights and discharging their duties towards the Company reasonably and in good faith.

3.6. Members of the Board of Directors are held liable to the Company for losses caused to the Company by their culpable actions (omission of action) in accordance with the acting legislation.

In this case, members of the Board of Directors having voted against a decision that resulted in losses caused to the Company or having failed to participate in voting are not held liable.

4. Corporate Secretary and Secretariat of the Board of Directors

4.1. Technical (informational, documentary, legal, secretarial) support of the current activities of the Board of Directors is performed by Corporate Secretary of the Company acting pursuant to the Charter of the Company, the present Regulations, Regulations on Corporate Secretary of the Company, other in-house documents of the Company and in accordance with instructions of Chairman of the Board of Directors

4.2. Corporate Secretary is elected by the members of the Board of Directors of the company by a majority vote of members participating in the session.

The Board of Directors is at any time entitled to reelect Corporate Secretary.

The Corporate Secretary candidacy is nominated by Chairman of the Board of Directors.

In case the proposed candidate is an employee of the Company one's candidacy shall be agreed with General Director of the Company.

In order to provide an effective work of Corporate Secretary the Board of Directors may decide to create a Secretariat of the Board of Directors within the Company, its employees being full-time workers of the Company.

Management of activities of the Secretariat of the Board of Directors is carried out by Corporate Secretary.

4.3. Functions of the Corporate Secretary include:

1) elaboration of a draft agenda for the coming session of the Board of Directors according in accordance with the Work Plan of the Board of Directors and the proposals from members of the Board of Directors, General Director of the Company, members of the Management Board, the Auditing Commission and Auditor of the Company and presenting such draft agenda to the Chairman of the Board of Directors.

2) provision for preparation and forwarding of documents (materials) necessary for organization and arrangement of sessions of the Board of Directors (notification of sessions arranged, draft decisions of the issues on the agenda of the session, draft documents for preliminary familiarization etc);

3) organizational and technical support of arrangement of voting at sessions of the Board of Directors;

4) organization of interaction of the Board of Directors with the executive management bodies of the Company, committees under the Board of Directors and structural subdivisions of the Company;

5) organization of preparation and presentation of documents (information) on requests from members of the Board of Directors;

6) preparation of requests and replies for letters on behalf of the Board of Directors of the Company under supervision of Chairman of the Board of Directors;

7) collection of the questionnaires filled in by members of the Board of Directors of the Company;

8) execution of minutes of sessions of the Board of Directors and extracts from the minutes of sessions of the Board of Directors;

9) forwarding documents approved by the Board of Directors;

10) elaboration and maintenance of the file register of the Board of Directors;

11) systematization and storage of documents and materials of the Board of Directors;

12) organization of control of the progress in fulfillment of decisions of the Board of Directors;

13) preparation of requests for provision of information (materials) on issues on the agenda of sessions of the Board of Directors to be mailed to subdivisions of the Company;

14) control over reliability of information provided and correctness of execution of documents submitted for consideration and approval to the Board of Directors;

15) preparation of drafts of certain documents and decisions of the Board of Directors including a draft Work Plan of the Board of Directors on instruction of Chairman of the Board of Directors (Deputy Chairman of the Board of Directors);

16) organization of recording the course of sessions of the Board of Directors on magnetic media including that upon consent of the members attending;

17) discharge of other functions stipulated by present Regulations, instructions of Chairman and members of the Board of Directors of the Company.

4.4. Corporate Secretary provides for coordinated and responsive work of members of the Board of Directors with the Company shareholders and their representatives, with executive body of the Company, managers and employees of the Company's subdivisions in order to provide for effective activities of the Board of Directors

The Secretariat of the Board of Directors must technically provide for effective activities of the Board of Directors, render every kind of assistance in activities of committees, commissions and other working bodies under the Board of Directors;

4.5. Corporate Secretary has the right to request and receive information necessary for work of the Board of Directors (including that in accordance with requests of members of the Board of Directors of the Company) from subdivisions of the executive staff of the Company.

4.6. Corporate Secretary is held liable for:

- timely forwarding notifications of sessions of the Board of Directors and materials for the sessions to members of the Board of Directors;

- quality of execution and reliability of information contained in Minutes of sessions of the Board of Directors;

- timely forwarding of such Minutes to members of the Board of Directors.

4.7. Bodies and officials of the Company shall assist Corporate Secretary in discharge of his/her functions.

4.8. A contract may be concluded with Corporate Secretary for discharge of functions of Corporate Secretary

The terms and conditions of the contract with Corporate Secretary including the amount of reward due to Corporate Secretary for discharge of his/her duties are determined by the Board of Directors of the Company or the person authorized by the Board of Directors of the Company.

4.9. Expenditures on provision for activities of the Secretariat of the Board of Directors and on payment of salaries to the workers thereof are covered out of the for Company's funds within the cost estimate approved by decisions of the Board of Directors on presentation by Corporate Secretary.

5. Organization of Work of the Board of Directors

5.1. Sessions of the Board of Directors are arranged in accordance with the approved Work Plan of the Board of Directors as well as whenever required but in any case at least once every six weeks unless otherwise established by the present Regulations.

5.2. In case of necessity Chairman of the Board of Directors may take decision on arrangement of an extraordinary session of the Board of Directors or postponing a scheduled session of the Board of Directors.

5.3. Work Plan of the Board of Directors

5.3.1. The Work Plan of the Board of Directors may be shaped as per the following main aspects:

- strategic development of the Company;

- medium-term and current planning of the Company's activities;

- organization of activities of the Board of Directors;

- control of fulfillment of decisions of the Board of Directors and the General Meeting of Shareholders.

5.3.2. The Work Plan of the Board of Directors shall include:

- 1) issues to be considered at sessions of the Management Board of the Company in the current year (on a quarterly basis);

- 2) schedule of arrangement of sessions of the Board of Directors;

- 3) list of persons (management bodies of the Company) in charge of preparation of issues for consideration at sessions of the Board of Directors (members of the Board of Directors, General Director, other persons).

5.3.3. The Work Plan of the Board of Directors is shaped based on proposals of Chairman and members of the Board of Director, the Auditing Commission of the Company, General Director of the Company, Auditor of the Company in with the requirements established by the first and the second paragraphs of Clause 6.4 of the present Regulations

The said proposals shall be forwarded to Chairman of the Board of Directors in written form with a copy of the proposal simultaneously forwarded to Corporate Secretary.

6. Convention of Sessions of the Board of Directors

6.1. The first session of the Board of Directors newly elected is convened by a member of the Board of Directors of the Company through forwarding a session convention notification to all the other members of the Board of Directors and to the Company addressed for General Director.

General Director is obliged to help and provide all information necessary for organization of the first session of Board of Directors newly elected.

Mandatorily considered at the first session of Board of Directors are the following issues:

- On election of Chairman of the Board of Directors;
- On election of Deputy Chairman of the Board of Directors;
- On election of Corporate Secretary.

6.2. Subsequent sessions of the Board of Directors are convened by Chairman of the Board of Directors (except for the case stipulated by Clause 2.5. of the present Regulations):

- in accordance with the schedule of arrangement of sessions of the Board of Directors approved by the Work Plan of the Board of Directors;
- on personal initiative of Chairman of the Board of Directors of the Company;
- on written demand of a member of the Board of Directors, the Auditing Commission of the Company, General Director of the Company and Auditor of the Company.

6.3. The demand for convention of a session of the Board of Directors shall contain:

- 1) reference to the initiator of the session arrangement;
- 2) formulations of the agenda issues;
- 3) agenda issues submittal motifs;
- 4) information (materials) on the agenda issues;
- 5) draft decisions on the agenda issues;

6.4. A demand for convention of a session of the Board of Directors shall be executed in written form and signed by the person demanding such convention.

A demand of the Auditing Commission of the Company for convention a session of the Board of Directors shall be signed by Chairman of the Auditing Commission.

A demand for convention of the session of the Board of Directors with all the necessary materials (information) appended thereto is forwarded to Chairman of the Board of Directors with a copy of the appendices simultaneously forwarded to Corporate Secretary. Notably, proposals of members of the Management Board of the Company are forwarded to Chairman of the Board of Directors of the Company signed either by Chairman of the Management Board or independently (in case Chairman of the Management Board of the Company has failed to forward the correspondent letter to Chairman of the Board of Directors within 7 (seven) business days.

A demand of General Director and members of the Management Board of the Company for convention of a session of the Board of Directors containing issues subject to preliminary consideration by the Management Board of the Company in accordance with the in-house document of the Company governing the procedure of activities of the Management Board of the Company is forwarded to the Board of Directors only after such consideration by the Management Board of the Company and elaboration of correspondent recommendations.

6.5. Chairman of the Board of Directors is obliged to consider the submitted demand for convention of an extraordinary session of the Board of Directors and take a decision on convention of such session, on such convention denial or on inclusion of the issues contained in the demand in agenda of the scheduled session of the Board of Directors due in accordance with the approved Work Plan of the Board of Directors no later than within 5 (five) business days from the moment of the corresponding demand receipt. The session of the Board of Directors for consideration of the issue(s) contained in the demand shall be arranged no later than within 30 (thirty) calendar days from the moment of receipt of the corresponding demand by Chairman of the Board of Directors.

A motivated decision of Chairman of the Board of Directors on denial of convention of an extraordinary session of the Board of Directors shall be forwarded to the person demanding convention of such session no later than within 3 (three) business days from the moment of such decision taken.

Failure to comply with the requirements established by Clauses 6.3. and 6.4. of the present Regulations may serve as grounds for denial to satisfy a demand for convention of an extraordinary session of the Board of Directors.

6.6. The notification of arrangement of a session of the Board of Directors is be prepared by Corporate Secretary and signed by Chairman or, in cases provided by the present Regulations, by Deputy Chairman of the Board of Directors.

6.6.1. The notification of convention of a session of the Board of Directors is forwarded by Corporate Secretary to each member of the Board of Directors in written form no later than 11 (eleven) business days prior to the date of arrangement of such session of the Board of Directors (deadline of voting questionnaires collection) except for cases stipulated by the present Regulations.

6.6.2. In case of inclusion of issues in the agenda of a session of the Board of Directors that are, in accordance with the Regulations on the Management Board and/or the Regulations on Committees under the Board of Directors, to be preliminarily considered by the Management Board and/or the corresponding committee under the Board of Directors (if created), no decision (recommendation) of the

Management Board of the Company and/or the committee under the Board of Directors provided by the moment of forwarding the notification, the notification of convention of such session of the Board of Directors is forwarded by Corporate Secretary to each member of the Board of Directors in written form no later than 15 (fifteen) business days prior to the date of arrangement of such session of the Board of Directors (deadline of voting questionnaires collection) except for cases stipulated by the present Regulations

6.7. Forwarded to members of the Board of Directors together with the notification of arrangement of a session of the Board of Directors are all the materials (information) on issues of the session agenda.

The materials (information) on issues of the session agenda include:

- draft decisions of the Board of Directors on the issues included in the agenda of the session of the Board of Directors;
- explanatory note to the draft decisions of the Board of Directors on the issues included in the agenda of the session of the Board of Directors;
- draft documents submitted to the Board of Director for approval, agreement or endorsement;
- minutes of conferences and sessions of management bodies, decisions (recommendations) of the Committees under the Board of Directors and other specially created bodies and commissions of the Company concerning preliminary consideration of the issues (if any);
- materials supporting the details stated in the draft decisions and explanatory notes;
- new information materials on the issues included in the agenda of the session of the Board of Directors;

6.8. Materials (information) on the agenda issues may be immediately served on members of the Board of Directors of the Company or provided via fax or e-mail; notably, the notice of arrangement of a session of the Board of Directors shall be provided to members of the Board of Directors of the Company via fax or in the original.

6.9. In case of inclusion of issues in the agenda of a session of the Board of Directors that are, in accordance with the Regulations on the Management Board and/or the Regulations on Committees under the Board of Directors, to be preliminarily considered by the Management Board and/or the corresponding committee under the Board of Directors decision (recommendation) of the Management Board of the Company and/or the committee under the Board of Directors the notification of the session of the Board of Directors and materials on the said issues are provided by Corporate Secretary of the Company to the Management Board and/or to the corresponding Committee according to the procedure and within the terms as stipulated by Subclause 6.6.2. and Clause 6.8. of the present Regulations,

Decisions (recommendations) of the Management Board of the Company and/or the Committee under Board of Directors are forwarded by Corporate Secretary to members of the Board of Directors in case of their receipt by the Board of Directors no later than 3 (three) business days prior to the date of arrangement of the session of the Board of Directors except for the case stipulated by Clause 10.18. of the present Regulations. In case of failure to (timely) provide decisions (recommendations) of the Management Board and/or the corresponding Committee under the Board of Directors the Board of Directors is entitled to take decision on the issue less regard for such decisions (recommendations).

6.10. On agreement with the initiator of having an issue submitted for consideration to the Board of Directors, the issue to be preliminarily considered by the corresponding Committee under the Board of Directors in accordance with the Regulations on Committees under the Board of Director, Chairman of the Board of Directors is entitled to non-recurrently postpone consideration of the said issue in case the Committee has failed to provide the necessary decisions (recommendations), the Committee Chairman having forwarded a letter with a motivated petition for such postponement

6.11. In cases stipulated by Clause 5.2. and Section 10 of the present Regulations the deadline for forwarding a notification of convention of a session of the Board of Directors to members of the Board of Directors and provision of materials (information) may be reduced by decision of Chairman of the Board of Directors.

7. Arrangement Procedure of a Session of the Board of Directors

7.1. Sessions of the Board of Directors are opened by Chairman of the Board of Directors. Chairman of the Board of Directors is entitled to take decision on having a session of the Board of Directors arranged in the in presentia (joint attendance) form by way of a video conference.

7.2. Sessions of the Board of Directors are participated in by members of the Board of Directors of the Company and persons as may be invited to the session concerning each issue being considered according to the list approved by Chairman of the Board of Directors.

7.3. Corporate Secretary determines presence of the quorum required for arrangement of the session of the Board of Directors.

The quorum required for arrangement of sessions of the Board of Directors is at least one half of the elected members of the Board of Directors of the Company.

7.4. Chairman of the Board of Directors informs the persons attending of presence of the quorum required for arrangement of the session of the Board of Directors and announces the agenda of session of the Board of Directors.

7.5. In case of absence of the quorum the session is considered incompetent. Under such circumstances Chairman of the Board of Directors takes one of the following decisions:

1) by way of consultations with the attending members of the Board of Directors – determines a new time for the session beginning postponement (no more than two hours later)

2) determines date for a new session instead of the one having failed to take place, with the agenda as previously approved;

A new session instead of the one having failed to take place may be arranged not later than 20 days after the corresponding decision on the issue was taken by Chairman of the Board of Directors;

3) includes issues on the agenda of the session having failed to take place into that of the next scheduled session of the Board of Directors.

7.6. A session of the Board of Directors includes the following stages:

1) Speech by a member of the Board of Directors or an invitee delivering a report on the agenda issue;

2) Discussion on the agenda issue;

3) Proposals on formulation of a decision on the agenda issue;

4) Voting on the agenda issue;

5) Tabulation and tally of votes;

6) Announcement of the voting results and decision taken on the agenda issue

7.7. Mandatorily heard at a session of the Board of Directors arranged by way of joint attendance of members is information on fulfillment of previously taken decisions of the Board of Directors as communicated by Corporate Secretary.

7.8. Decisions at sessions of the Board of Directors of the Company are taken by majority vote of members of the Board of Directors attending the session except for cases stipulated by the legislation of the Russian Federation and this Charter of the Company.

7.9. When deciding on issues at sessions of the Board of Directors of the Company each member of the Board of Directors has one vote.

In the event of a tie during Chairman of the Board of Directors of the Company has the casting vote.

A member of the Board of Directors of the Company may not transfer his/her vote to any other member of the Board of Directors of the Company or another person.

8. Arrangement Procedure of Sessions of the Board of Directors in Presentia/Absentia

8.1. By the decision of Chairman of the Board of Directors a session of the Board of Directors may be arranged in presentia/absentia (or by means of video-conferencing). Information to the effect shall be specified in the notification of arrangement of the session.

8.2. If at least half of the members of the Board of Directors are attending the session written opinions of members of the Board of Directors of the Company failing to attend are taken into account for tally of votes on the agenda on issues in accordance with the procedure established by the present Regulations.

8.3. On the day of arrangement of the session of the Board of Directors the Corporate Secretary, following the results of voting at the session, draws up a questionnaire (Appendix 1) signed by Chairman of the Board of Directors which is forwarded in the original or via facsimile communication (with the questionnaire original subsequently forwarded to the address specified in the questionnaire) to members of the Board of Directors of the Company having failed to attend the said session

8.4. When completing the questionnaire a member of the Board of Directors shall leave uncrossed only one of the possible voting options ("for", "against", "abstained") on each draft decision on each issue. A completed questionnaire shall be signed by the member of the Board of Directors indicating one's family name and initials.

8.5. A completed and signed questionnaire shall be forwarded by the member of the Board of Directors to Corporate Secretary no later than on the day following that of the session arrangement either

in the original or via facsimile communication with the questionnaire original subsequently forwarded to the address specified in the questionnaire.

8.6. A questionnaire completed in violation of the requirements specified in Clause 8.4 of the present Regulations shall be deemed invalid (if it is the voting option selection requirements that are violated – to the extent of the issue(s) concerned) and shall not be taken into account during tabulation.

A questionnaire received by the Company after expiry of the term specified therein shall not be taken into account during tabulation and tally of votes.

8.7. Relying on the results of voting at the session and the questionnaires received from members of the Board of Directors Corporate Secretary performs tally of votes on the agenda issues and execute minutes of the Board of Directors in accordance with the procedure established by the present Regulations.

8.8. Completed questionnaires of members of the Board of Directors having failed to attend sessions of the Board of Directors are appended to minutes of sessions of the Board of Directors.

9. Absentee Voting Decision-Taking Procedure

9.1. Decisions of the Board of Directors of the Company on the session agenda issues may be taken by way of absentee voting (polling).

9.2. For the Board of Directors to take a decision by way of absentee voting (polling) a notification of arrangement of absentee voting on the agenda issues, draft decision thereon and materials (information) on the issues included in the are forwarded to agenda according to each member of the Board of Directors in accordance with the procedure and within the term as established by Clauses 6.6.–6.11 of the present Regulations.

9.3. The notification of arrangement of absentee voting shall contain:

- Indication of the full business name and location of the Company;
- Formulations of the agenda issues;
- Indication of the fact of absentee voting arranged by way of questionnaire completion;
- Date and time of expiry of the term specified for collection of questionnaires;
- Date and time of expiry of the term specified for collection of absentee voting ballots;
- List of information (materials) provided the members of the Board of Directors.

9.4. The absentee voting questionnaire is forwarded to members of the Board of Directors no later than 3 (three) business days prior to expiry of the questionnaires acceptance term specified in the notification of absentee voting arrangement.

Mailed to members of the Board of Directors together with the questionnaire are decisions (recommendations) of the Management Board and/or correspondent Committees (if obtained by Corporate Secretary of the Company).

9.5. When completing the absentee voting questionnaire a member of the Board of Directors shall leave uncrossed only one of the possible voting options (“for”, “against”, “abstained”) on each draft decision on each issue. A completed questionnaire shall be signed by the member of the Board of Directors indicating one’s family name and initials.

9.6. A questionnaire completed in violation of the requirements set forth in Clause 9.5 of the present Regulations shall be deemed invalid (if it is the voting option selection requirements that are violated – to the extent of the issue(s) concerned), shall not participate in quorum presence estimate and shall not be taken into account during tabulation.

9.7. A completed and signed questionnaire shall be presented by the member of the Board of Directors to Corporate Secretary within the term as specified in the questionnaire in the original or via facsimile communication with the questionnaire original subsequently forwarded to the address specified in the questionnaire.

Members of the Board of Directors are deemed having participated in absentee voting if their questionnaires were received by Corporate Secretary in the original or via facsimile communication no later than the date of expiry of the term for collection of questionnaires specified in the notification.

A questionnaire received by the Company after expiry of the term specified in the questionnaire shall not be taken into account during tabulation and tally of votes during absentee voting.

9.8. Results of the voting on issues on the agenda of a session arranged in absentia are summed up based on questionnaires completed and signed by members of the Board of Directors, received by the Company within the term specified in the notification of arrangement absentee voting.

9.9. Based on the received questionnaires Corporate Secretary executes minutes of the Board of Directors as established by the present Regulations.

10. Convention and Arrangement of Sessions of the Board of Directors Related to Formation of Executive Bodies of the Company

10.1. Convention and arrangement sessions of the Board of Directors related to formation of executive bodies of the Company (election, termination or suspension of powers) is carried out in accordance with the general rules established by the present Regulations with account for the peculiarities determined by the present section.

10.2. The procedure determined by the section is applicable in the following cases:

- termination of the powers of General Director and election of a new General Director (or Acting General Director);

- election of General Director (in case if earlier the Board of Directors took a decision on termination of the powers of General Director and election of Acting General Director, a new General Director of the Company having not been elected);

- termination of the powers of the management organization (managing executive) and appointment of Acting General Director;

10.3. Preparation for and arrangement of a session of the Board of Directors, its agenda including issues specified in Clause 10.2. of the present Regulations, consists of the following stages:

- notification of members of the Board of Directors of convention of a session with specification of the right to nominate a candidate for the position of General Director (or Acting General Director in case of the issue raised of suspension of the powers of the management organization (managing executive)) or a candidacy for the management organization (managing executive) in the cases stipulated by the present section;

- members of the Board of Directors nominating candidacies for the position of General Director (Acting General Director, management organization (managing executive));

- decision taken on termination of the powers of General Director or suspension of the powers of the management organization (managing executive));

- decision taken on election of General Director (or Acting General Director in case of the issue raised of suspension of the powers of the management organization (managing executive));

- decision taken on election of Acting General Director in case of decision taken on termination of the powers of General Director, voting, however, having failed to result in taking decision on election of a new General Director;

- shaping proposals of the Board of Directors on the management organization (managing executive) candidacy (candidacies) for voting at the General Meeting of Shareholders of the Company on the issue of transfer of the powers of Sole Executive Body of the Company to a management organization (managing executive).

10.4. In case of decision taken on suspension of the powers of the management organization (managing executive) and appointment of Acting General Director the Board of Directors is obliged to take decision on arrangement an extraordinary General Meeting of Shareholders of the Company for taking decision on early termination of the powers of the management organization (managing executive).

10.5. In the case stipulated by Clause 10.4. of the present Regulations, the Board of Directors at the session whereof decisions on suspension of the powers of the management organization (managing executive) and on appointment of Acting General Director is taken is also obliged to consider the issue on the management organization (managing executive) candidacy (candidacies) envisaging transfer of the powers of Sole Executive Body of the Company as well as to take other decisions related to suspension of the powers of the management organization (managing executive) and to such management organization (managing executive) discharging the functions of Acting General Director before arrangement of the General Meeting of Shareholders of the Company

10.6. The notification of arrangement of a session of the Board of Directors the agenda whereof contains issues specified in Clause 10.2 of these Regulations is forwarded to members of the Board of Directors in written form no later than 3 (three) days prior to the arrangement date of the session of the Board of Directors.

10.7. In case the said issues, in accordance with the Regulations on Committees under the Board of Directors, are subject to preliminary consideration by the corresponding Committee under the Board of Directors of the Company a notification of arrangement the session of the Board of Directors the agenda whereof contains the said issues is forwarded to members of the Board of Directors in written form no later than 5 (five) days prior to the arrangement date of the session of the Board of Directors.

The said session of the Board of Director may take place in any form.

10.8. Unless otherwise established by decision of the Board of Directors, each member of the Board of Directors is entitled to nominate no more than one candidate for the position of General

Director (Acting General Director). A member of the Board of Directors is entitled to nominate a candidate for the position of Acting General Director in case if a decision taken on termination of the powers of General Director, voting, however, having failed to result in taking decision on election of a new General Director. Under such circumstances a member of the Board of Directors is entitled to nominate the same candidate for the position of General Director as well as for that of Acting General Director.

10.9. In case of the issue on suspension of the powers of the management organization (managing executive) included in the agenda of the session of the Board of Directors of the Company an member of the Board of Directors is also entitled to nominate a candidate for such management organization (managing executive) for shaping proposal of the Board of Directors to the General Meeting of Shareholders of the Company on the issue of transfer of the powers of Sole Executive Body of the Company to a management organization (managing executive).

10.10. A proposal for nominating a candidate (Clauses 10.8 and 10.9 of the present Regulations) is submitted in written form and signed by the member of the Board of Directors of the Company having nominated the candidate.

10.11. A proposal for nominating a candidate for the position of General Director (Acting General Director) shall contain the following details:

- name of the proposed candidate;
- date and place of one's birth;
- details of one's education, specialty and qualification;
- details of one having earned academic degrees;
- details of one's employment record during the recent 5 (five) years;
- quantity and categories (types) of the Company's shares held by the candidate.

10.12. A proposal on nominating a management organization candidacy shall contain the following details:

- organization's full business name
- details of the date and place of state registration of the organization;
- details of the organization founders;
- details of the organization shareholders (participants);
- details of the organization affiliates.

10.13. A proposal on nominating a managing executive candidacy shall contain the details stipulated by Clause 10.11. of the present Regulations as well as details as to whether the candidate has a certificate of state registration in the self-employed entrepreneur capacity.

10.14. Proposals on nominating candidates for the position of General Director (Acting General Director, management organization (managing executive)) shall be submitted to the Company in the original or via facsimile communication (with subsequent provision of the original at the session) within a term no later than 1 (one) day prior to the session of the Board of Directors.

In the cases stipulated by Clause 10.7. proposals on nominating candidates for the position of General Director (Acting General Director, management organization (managing executive)) shall be submitted to the Company in the original or via facsimile communication (with subsequent provision of the original at the session) within a term no later than 3 (three) day prior to the session of the Board of Directors.

10.15. Candidacy nomination proposals submitted by members of the Board of Directors of the Company are included in the voting list.

10.16. If, following the results of one or several instances of voting on the issue of election of General Director, neither candidacy has gained the necessary number of votes the Board of Directors is entitled to appoint Acting General Director. In this case, the vote is carried out on the candidacies for the position of Acting General Director nominated by members of the Board of Directors in accordance with Clause 10.8. of the present section. In case neither member of the Board of Directors has appointed a candidate for the position of Acting General Director in accordance with Clause 10.8. of the present section voting is carried out on the candidacies members of the Board of Directors are entitled to nominate in the course of the session of the Board of Directors

10.17. Members of the Board of Directors are entitled to request additional information a nominated candidate from the nominating member of the Board of Directors.

10.18. In case the issues stipulated by Clause 10.2. of the present Regulations, in accordance with the Regulations on Committees under the Board of Directors (if created), are to be preliminarily considered by the corresponding Committee under the Board of Directors a notification of the session of the Board of Directors on the said issues are forwarded by Corporate Secretary to the corresponding Committee within the terms stipulated by Subclause 10.7. of the present Regulations. Proposals on nominating candidates for the position of General Director (Acting General Director) or management

organization of the Company and details of such candidacies submitted by members of the Board of Directors are forwarded by Corporate Secretary to the corresponding Committee under the Board of Directors immediately upon their submittal in accordance with the procedure and in the mode ensuring their promptest receipt by the Committee (via facsimile message, e-mail, etc).

Decisions (recommendations) of the Committee under the Board of Directors, if submitted to the Board of Directors prior to the arrangement date of the session of the Board of Directors, are without delay forwarded by Corporate Secretary to members of the Board of Directors of the Company and are presented to members of the Board of Directors immediately at the session of the Board of Directors, in case of the session arrangement in presentia/absentia. In case of failure to present such decisions (recommendations) of the corresponding Committee to the Board of Directors the Board of Directors is entitled to take decision less regard for such decisions (recommendations).

10.19. In case if, in accordance with the Charter of the Company, election of General Director is carried out by the General Meeting of Shareholders, the provisions of the present section are applicable to the extent not in conflict with the Charter of the Company and the legislation of the Russian Federation

10.20. In case of formation of a Collegial Executive Body within the Company the procedure of election of such body members and termination of their powers is established by the in-house document of the Company governing such body activities.

11. Minutes of a Session of the Board of Directors

11.1. Corporate Secretary keeps minutes at sessions of the Board of Directors of the Company.

11.2. Minutes of a session of the Board of Directors are executed no later than within 3 (three) days after such session arrangement (tally of absentee, in presentia/absentia voting).

11.3. Specified in the minutes shall be:

- full business name of the Company;
- session arrangement form;
- location and time of the session arrangement (tally of votes):
- members of the Board of Directors attending the session (participating in absentee, in presentia/absentia voting) and invitees;
- information on the session quorum presence;
- agenda of the session;
- issues put to vote and results of voting thereon (per individual voter):
- summaries of reports and speeches delivered by the persons participating in the session;
- decisions taken.

Minutes of sessions of the Board of Directors are signed by the session chairperson and Corporate Secretary who are held liable for correct drawing of minutes.

Corporate Secretary vises all appendices to the minutes of a session of the Board of Directors (Chairman of the Board of Directors vising the appendices to the minutes of a session of the Board of Directors in case it is stipulated by the document format).

11.4. Decisions taken by the Board of Directors are communicated to all the members of the Board of Directors in written form by way of Corporate Secretary forwarding a copy of the minutes of the session of the Board of Directors within 3 (three) business days upon signature the minutes of the session of the Board of Directors.

11.5. The Company is obliged to store minutes of sessions of the Board of Directors at the Company executive body location or at any other place known and accessible for the parties concerned.

11.6. Minutes of sessions of the Board of Directors of the Company shall be available for familiarization to any shareholder of the Company, a member of the Board of Directors, a member of the Auditing Commission, Auditor of the Company, General Director of the Company, official representatives of federal controlling authorities at the at the Company executive body location or at any other place determined by the Board of Directors of the Company.

12. Final provisions

12.1. In order to improve its work, the Board of Directors is obliged to carry out a regular evaluation of effectiveness of its activities.

Regularity, criteria of evaluation and other issues related to evaluation of effectiveness of activities of the Board of Directors are determined by separate decisions of the Board of Directors of the Company.

**Board of Directors
of "Interregional Distribution Grid Company of the North-West" Joint-Stock Company**

QUESTIONNAIRE

for voting on issues on the agenda of the session of the Board of Directors of IDGC of the
North-West, JSC arranged in absentia on "___" _____200__

Issue:

1. _____

Decision (taken at the session):

1. _____

FOR

AGAINST

]

ABSTAINED

(leave uncrossed only the voting option you choose)

Issue:

2. _____

Decision (taken at the session):

2. _____

FOR

AGAINST

ABSTAINED

(leave uncrossed only the voting option you choose)

A completed and signed questionnaire is to be sent in, via fax, to _____ or in the original, no
later than _____
/date, time/

A questionnaire received by the Company after expiry of the above term will not be taken into
account during tabulation and tally of votes for in presentia/absentia.

Please forward the questionnaire original to: _____

**Member of the Board of Directors
of IDGC of the North-West, JSC**

_____/_____
(signature) (Full name)

Chairman of the Board of Directors

_____/_____
(signature) (Full name)

THE QUESTIONNAIRE IS INVALID UNLESS SIGNED BY CHAIRMAN AND THE MEMBER OF THE BOARD OF DIRECTORS!

**Board of Directors
of "Interregional Distribution Grid Company of the North-West" Joint-Stock Company**

**QUESTIONNAIRE
for absentee voting on issues on the agenda of the session of the Board of Directors of IDGC
of the North-West, JSC**

Issue 1:

Decision:

FOR	AGAINST]	ABSTAINED
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(leave uncrossed only the voting option you choose)

Issue 2:

Decision:

FOR	AGAINST	ABSTAINED
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(leave uncrossed only the voting option you choose)

A completed and signed voting questionnaire shall be forwarded via fax, to _____
or in the original no later than _____.

/date, time/

A questionnaire received by the Company after expiry of the above term will not be taken into
account during tabulation and tally of votes for absentee voting.

Please forward the questionnaire original to: _____

**Member of the Board of
Directors**

of IDGC of the North-West, JSC _____ / _____
(signature) (Full name)

THE QUESTIONNAIRE IS INVALID UNLESS SIGNED BY CHAIRMAN AND THE MEMBER OF THE BOARD OF DIRECTORS!