

Appendix 25 to
Minutes No. 1829pr/7
of the Management Board of
RAO UES of Russia as of 28.02.2008

Approved
by the decision of the Board of the
Russian Joint Stock Company
of Energy and Electrification "UES of Russia"

Minutes as of _____
No _____

Chairman of the Board _____ A.B. Chubais

**Charter
of «Interregional Distribution Grid Company of South», Joint Stock Company
(revised edition)**

**City of Rostov-on-Don
2008**

Article 1 General Provisions

1.1. «Interregional Distribution Grid Company of South», Joint Stock Company (hereinafter referred to as “the Company”) was founded by the decision of the founder, (Order of the Board of Chairman of JSC “RAO UES of Russia” Board) as of 22 June 2007 No.192r in accordance with the Civil Code of the Russian Federation, Federal Law on “Joint Stock Companies” and other regulative and legal statements of the Russian Federation.

1.2 The Company in its activities shall be guided by the Civil Code of the Russian Federation, Federal Law " On Joint Stock companies", Federal Law "On electric power industry", Federal Law "On features of functioning of electric power industry in the transition period and on amending some statements of the Russian Federation, and recognition of invalidity of some statements of the Russian Federation in connection with approval of the Federal Law "On electric power industry", other normative legal statements of the Russian Federation and this Charters.

1.3. The full official name of the Company shall be «Interregional Distribution Grid Company of South», Joint Stock Company.

1.4. The shortened name of the Company shall be IDGC of South, JSC.

1.5. The location of the Company shall be 49Bolshaya Sadovaya street, Rostov-on-Don city, Russian Federation 344002.

1.6. The Company shall be founded without any limitations as to the period of its activities.

1.7. In accordance with the decision of the Company General Shareholders Meeting as of 25 December 2007, the Company was reorganized in the form of consolidation of JSC Astrakhanenergo, JSC Volgogradenergo, JSC Kubanenergo, JSC Rostovenergo, JSC Kalmenergo with the Company.

In accordance with:

transfer act approved by the extraordinary general shareholders meeting of JSC Astrakhanenergo of 18 January 2008, (Minutes w/n of 21.01.2008),
transfer act approved by the extraordinary general shareholders meeting of JSC Volgogradenergo of 18 January 2008, (Minutes 1/08 of 28.01.2008),
transfer act approved by the extraordinary general shareholders meeting of JSC Kubanenergo of 18 January 2008, (Minutes 22 of 22.01.2008),
transfer act approved by the extraordinary general shareholders meeting of JSC Rostovenergo of 18 January 2008, (Minutes w/n of 21.01.2008),
transfer act approved by the extraordinary general shareholders meeting of JSC Kalmenergo of 18 January 2008, (Minutes 3 of 21.01.2008)

from the moment of making an entry in the Uniform state register of legal entities of the record about termination of activity of JSC Astrakhanenergo, JSC Volgogradenergo, JSC Kubanenergo, JSC Rostovenergo, JSC Kalmenergo, the Company is the assignee of each of the specified companies on all their rights and duties".

Article 2 The Legal Status of the Company

2.1. The legal status of the Company shall be determined by the Civil Code of the Russian Federation, Federal Law on “Joint Stock Companies” and other regulative statements of the Russian Federation and this Charter.

2.2. The Company shall be the legal entity in accordance with the legislation of the Russian Federation.

2.3. The Company shall possess its own property registered on the independent balance, on its behalf purchase and exercise property and personal non-property rights, bear liabilities, sue and be sued in the court.

2.4. The Company shall be legally entitled to open bank accounts on the territory of the Russian Federation and beyond its boundaries.

2.5. The Company shall bear the responsibility on its liabilities with all the property it possesses.

The Company shall not be responsible for the liabilities of the Russian Federation and its shareholders.

The shareholders of the Company shall not be responsible for the liabilities of the Company except for the cases envisaged by the legislation of the Russian Federation.

The shareholders shall be entitled to alienate their shares without other shareholders and the Company's consent.

The shareholders of the Company shall bear the risk of losses connected with its activities to the limit of the stock value possessed by them.

2.6. The Company shall possess the round seal containing its full official name and its location in the Russian language.

The Company shall be entitled to possess stamps and letterhead forms, its own symbol, as well as legally registered trademark and other means of visual identification.

2.7. The Company shall possess civil rights and bear responsibilities necessary to exercise any types of the activities not prohibited by the Federal Laws.

2.8. The Company shall be entitled to create branches and open offices both on the territory of the Russian Federation and beyond its boundaries.

The branches and offices of the Company shall not be entitled to possess the rights of legal entities; they shall act on behalf of the Company and on the basis of regulations approved by the Company.

The branches and offices of the Company shall possess the property registered both on the separate balance sheets and on the balance sheets of the Company.

The head of the branch or of the office of the Company shall be appointed by the Director General of the Company and shall act on the basis of the Power of Attorney issued by the Company.

The Company shall be liable for the activities of its branch and office.

The information on branches and offices of the Company shall be stated in the Annex to this Charter.

2.9. The Company shall be entitled to possess subsidiaries and dependent companies with the rights of legal entities on the territory of the Russian Federation in accordance with the Federal Law "On Joint Stock Companies" and other federal laws and this Charter and beyond the boundaries of the Russian Federation in accordance with the legislation of the foreign state in the place of the location of the subsidiary or dependent Company if otherwise is not envisaged by the international agreement of the Russian Federation.

Article 3

Goal and Types of the Activities of the Company

3.1. The major goal of the Company's activity shall be acquisition of profit.

3.2. In order to acquire profit and ensure its own needs, the Company shall be entitled to carry out any types of the activities not prohibited by the law, including:

- provision of services on the transmission of electric power;
- operational dispatch control
- provision of services on connection of power receiving devices (power installations) of legal entities or physical persons to power grids;
- provision of services on accumulation, transmission and processing of technological information including measurement and control data;

- exercise of control over safe maintenance of consumers' electric devices connected to the power grids of the Company;
- activity on electric power supply grids operation;
- provision of services on exercising powers of the sole executive body of business entities;
- provision of services on trust property management;
- carrying out of operations with securities in accordance with the procedure determined by the existing legislation of the Russian Federation;
- carrying out of agent activities;
- project and cost estimate, research and development and design activities;
- provision of transport and forwarding services;
- provision of consulting, consultation and information services;
- carrying out of activities determining the conditions of parallel work in accordance with the regimes of the Unified Power Supply System of Russia in the frameworks of contract agreements;
- operation under contracts with the owners of power supply units not registered on the balance sheets of the Company;
- ensuring the functionability and sound work of the power supply equipment in accordance with the applicable regulative requirements, carrying out of maintenance works, diagnostics and repairs of power supply grids and other objects of power grids;
- carrying out of tests and measurements of power supply units, including those possessed by consumers;
- ensuring the functionability and sound work, carrying out maintenance, diagnostics and repairs of technological connection networks, measurement and control means; relay protection equipment and emergency automation devices and other technological equipment connected with the functioning of the power supply networks and their technological control;
- development of long-term forecasts, prospective and operational plans for the development of power supply grids, target comprehensive research and development, economic and social programs;
- development of power supply grids and other power objects including projecting, engineering survey, construction, reconstruction and technical improvement, assembly and installation;
- development of technological and telemechanical connection networks, measurement and control means, relay protection and emergency automation equipment and other technological equipment connected with functioning of power supply grids, including projecting, civil survey, construction, reconstruction, technical renovation, assembly and installation;
- operation of explosion, chemical and fire hazardous production sites;
- development and operation of new machines and technologies ensuring the efficiency, safety and ecological safety of industrial objects; creation of conditions for the development of power supply system of Russia, implementation of sector research and development and innovation programs, participation in the formation of sector R&D funds;
- carrying out of production control over the conditions of industrial safety of hazardous industrial objects;
- organization of work ensuring labor protection;
- liquidation of technological infringements at electric power grid facilities;
- organization of work ensuring stable and safe operation of the equipment;
- activities connected with influencing the environment: formation, collection, use, utilization, storing and burial, displacement and transportation and placement of industrial wastes;
- activity on the exploitation of aquatic objects;
- activity on the use of natural resources including subsoil assets and forests;
- activity in the sphere of metrology;
- activity on the production and repairs of measurement means;

- activity on providing services on assembly, repairs and technical maintenance of devices and instruments for measurements, control, testing, navigation, location and other purposes;
- activity on handling hazardous wastes;
- activity on preventing and fighting fires;
- carrying out of works on assembly, repairs and maintenance of fire safety means of buildings and constructions;
- organization and carrying out of work with the personnel, including training and further education, checking of the personnel knowledge of the machine operation rules, fire safety rules and safety rules and other rules and regulations in accordance with the applicable regulative documentation at power industry enterprises;
- transportation of passengers and cargoes by automobile, rail and air and internal water transport means including hazardous cargoes;
- activity on technical maintenance and repairs of rolling stock of the railway transport;
- activity on technical maintenance and repairs of technical means used on the railway transport;
- loading and unloading activity on the railway transport, including hazardous cargoes;
- loading and unloading activity on internal water transport, including hazardous cargoes;
- operation, maintenance and repairs of automobile, railway, air and internal water transport means and loading mechanisms used for technological purposes;
- foreign economic activity;
- storage of oil and gas and products of their processing;
- activity on carrying out the functions of the customer and developer;
- design works on buildings and constructions of I and II levels of responsibility in accordance with the state standard;
- construction of buildings and sites of I and II levels of responsibility in accordance with the state standard;
- services of the local, inter-zone and inter-city telephone networks;
- leasing of communication channels;
- telematic services, including e-mail, access to information resources, information and enquiry services, Telefax, Comfax, Bureaufax, processing of messages, voice messages, oral information transmission;
- services on data transmission;
- use of orbital frequency resources and radio frequencies for TV and radio broadcasting including additional information broadcasting;
- leasing of buildings, constructions, equipment, machines and mechanisms;
- security activity exceptionally in the interests of its own safety in the frameworks of created by the Company of security department, which in its activity shall be guided by the law of the Russian Federation "On Private Detective and Security Services in the Russian Federation" and by the legislation of the Russian Federation;
- activity on technical protection of confidential information;
- organization and carrying out of measures connected with mobilization training, civil defense, prevention and liquidation of emergency situations;
- protection of the state secret, realization of the works connected with use of data making the state secret, according to the legislation and other statutory acts of the Russian Federation;
- organization and carrying out of actions on safety and protection of the data making a trade secret;
- purchase (reception) of electric energy (capacity) from the wholesale market of electric energy and from manufacturers of electric energy in the retail market with a view of resale to consumers on the retail market in case of assignment of the status of the guaranteeing supplier of electric energy, in accordance with the procedure established by the legislation of the Russian Federation;

- sale (delivery) of electric energy (capacity) to consumers in the retail market in case of assignment of the status of the guaranteeing supplier of electric energy, in accordance with the procedure established by the legislation of the Russian Federation;
- medical activity, including sanatorium service;
- educational activity;
- operation and servicing of the objects supervised by the Federal Service for the Atomic, Technical and Environmental Supervision (Rostekhnadzor) of the Russian Federation
- realization of other kinds of activity which are not forbidden by the federal legislation.

3.3 The Company shall be entitled to carry out separate types of the activity, the list of which is determined by the Federal laws, only on the basis of special permission (license).

The right of the Company to carry out the activity envisaged by the necessity of obtaining a license shall be in force upon the obtaining of the given license, or in the period stipulated in it and shall be terminated upon the expiry of its validity if otherwise is not stipulated by the law or other legislative statements.

Article 4 Authorized Capital of the Company

4.1. The authorized capital of the Company shall consist of the nominal value of the shares of the Company purchased by the shareholders (placed shares).

The authorized capital of the Company shall amount to 10,000,000 (ten million) Rubles.

4.2. The Company has placed 100,000,000 (one hundred million) ordinary shares with par value of 10 (ten) kopecks each with the total value at their nominal price of 10,000,000 (ten million) Rubles.

4.3. The authorized capital of the Company can be:

- increased through the increase of the nominal value of shares or through the placing of additional shares;
- decreased through the reduction of the nominal value of shares or through the reduction of their total number including through the acquisition of the part of shares placed by the Company in accordance with this Charter.

4.4. The increase of the authorized capital of the Company shall be allowed only upon its full payment.

The increase of the authorized capital of the Company shall not be allowed for the covering of the losses suffered by the Company or payment of the outstanding credit indebtedness.

4.5. The reduction of the authorized capital of the Company shall be carried out according to the existing legislation of the Russian Federation and this Charter.

The Company shall be obliged to decrease its authorized capital in cases envisaged by the Federal Law "On Joint Stock Companies".

4.6. The Company declares additional placement of 80,789,200,000 (eighty billion seven hundred and eighty-nine million two hundred thousand) pieces of ordinary registered shares of 10 (ten) kopecks par value each for a total par value amount of 8,078,920,000 (eighty billion seventy-eight million nine hundred and twenty thousand) rubles.

The ordinary registered shares declared by the Company to placement provide their owners with the rights stipulated by item 6.2. of this Charter.

Article 5 Shares, Bonds and Other Securities of the Company

5.1. The Company shall place ordinary shares and shall be entitled to place one or several types of privileged shares, bonds and other emission securities according to the existing legislation of the Russian Federation

5.2. Conversion of ordinary shares into privileged shares, bonds and other securities shall not be allowed.

5.3. Placement by the Company of the shares and other securities converted into shares shall be carried out in accordance with the laws of the Russian Federation.

5.4. The Company shall be entitled to place additional shares and other emission securities through their distribution among the shareholders of the Company, subscription and conversion.

5.5. The shareholders of the Company shall have the preferential right of acquiring additional shares and emission securities placed through the open subscription and converted into shares in the amount proportional to the number of the shares of the given category possessed by them.

5.6. In case of exercising the preferential right for the acquisition of additional shares as well as during the consolidation of the shares the acquisition by the shareholder of the integral number of shares appears to be impossible there shall be formed parts of the shares (fractional shares).

The fractional share shall provide the shareholder, its owner the rights provided by the share of the corresponding category in the amount corresponding to the part of the whole share.

Fractional shares shall have equal circulation with the whole shares. Should one person acquire two or more fractional shares of the same category then the given shares shall form one whole and/or fractional share equal to the sum of the given fractional shares.

5.7. The payment of additional shares placed through the subscription can be carried out in cash, securities and other things or property rights or other rights having monetary value.

The form of payment of additional shares shall be determined by the decision on their placement.

The payment of other securities shall be allowed only in cash.

Article 6 Rights of Shareholders of the Company

6.1. The shareholder of the Company shall be considered a person possessing the shares of the Company on the grounds stipulated by the legislation of the Russian Federation and this Charter.

6.2. Each ordinary share of the Company shall provide a shareholder - its owner - an equal volume of rights.

The rights of shareholders owners of the ordinary shares of the Company shall be the following:

- 1) to participate personally or through representatives in general shareholders meeting of the Company with the right of vote on all items in its competence;
- 2) to introduce moves in the agenda of the general meeting according to the legislation of the Russian Federation and this Charter;
- 3) to obtain information on the activity of the Company and get acquainted with the documentation of the Company in accordance with Article 91 of the Federal Law "On Joint Stock Companies" and other regulatory and legal statements and this Charter;
- 4) to receive dividends announced by the Company;
- 5) to preferential right to acquire additional shares and emission securities placed through the open subscription, converted into shares in the amount proportional to the number of ordinary shares possessed by them;
- 6) to receive a part of the Company's property in case of its liquidation;
- 7) to exercise other rights stipulated in the legislation of the Russian Federation and this Charter.

Article 7 Dividends

7.1. The Company shall be entitled by the results of the first quarter, half a year or nine months of the financial year and/or by the results of the financial year to make a decision (declare on

the payments of dividends on the placed shares). The decision on payment (declaration of dividends) according to the results of the first quarter, half a year and nine months of the financial year can be made within three months after the end of the corresponding period.

The Company shall be obliged to pay the announced dividends per each category (type) of shares.

7.2. The decision on the payment (declaration) of dividends including that on the amount of the dividend and the form of its payment on the shares of each category (type) shall be made by the general meeting of the shareholders of the Company.

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

The general meeting of the shareholders of the Company shall be entitled to make a decision on non-payment of dividends on ordinary shares.

7.3. The Company shall not be entitled to take a decision (to declare) on dividends payment on shares, as well as it shall not possess the right to pay the declared dividends per shares in cases stipulated in the applicable legislation of the Russian Federation.

7.4. The source of the dividends payment shall be the profits of the Company after taxes (net profit) of the Company. The net profit of the Company shall be determined according to the bookkeeping reports of the Company.

7.5. The date of payment of dividends shall be determined by the decision of the general shareholders meeting of the Company and shall not exceed 60 (sixty) days since the decision on their payment was made.

Article 8 Funds of the Company

8.1. The Company shall set up the Reserve fund in the amount of 5 (five) percent of the authorized capital of the Company.

The amount of obligatory annual allocations in the Reserve fund of the Company shall amount to 5 (five) percent of the net profit of the Company till the Reserve fund reaches the stated volume.

8.2. The Reserve fund of the Company shall be envisaged for covering the losses of the Company and repayment of the bonds of the Company and redemption of the Company's shares should any other means be not available.

The Reserve fund shall not be used for any other purposes.

8.3. The Company shall be entitled to set up in accordance with the requirements of the legislation of the Russian Federation other funds ensuring its business and financial activity as the subject of civil circulation.

Article 9 Governance and Control Bodies of the Company

9.1 The governance bodies of the Company shall be:

- General Shareholders Meeting;
- Board of Directors;
- Board;
- Director General.

9.2. The body of control over the financial and business activities of the Company shall be the Auditing Committee of the Company.

Article 10 General Meeting of Shareholders of the Company

10.1. The Company supreme governance body of the Company shall be the general

shareholders meeting.

10.2. The issues falling within the competence of the general meeting of shareholders shall be the following:

1) introduction of alternations and amendments in the Charter and approval of the revised Charter;

2) restructuring of the Company;

3) liquidation of the Company; appointment of the liquidation commission and the approval of the interim and final liquidation balances;

4) determination of the quantity, nominal value, category (type) of the declared shares and the rights provided by the said shares;

5) decrease of the authorized capital by way of the reduction of the nominal value of shares or by way of placement of additional shares;

6) reduction of the authorized capital of the Company by way of decreasing the nominal value of the shares, through the acquisition by the Company of the part of shares with the view of reducing their total amount or with the view of repaying of the acquired or paid out shares;

7) fractioning and consolidation of the shares of the Company;

8) making the decision on the placement by the Company of bonds converted into shares and other emission securities, converted into shares;

9) determination of the quantitative structure of the Board of Directors, the election of its members and the early termination of their powers;

10) election of the members of the Auditing Committee of the Company and the early termination of their powers;

11) confirmation of the Auditor of the Company;

12) making the decision on the transfer of powers of the sole executive body of the Company to the managing organization (managing director) and on the early termination of his/her powers;

13) approval of annual reports, annual accounting balances, including the report on profit and losses of the Company, distribution of its profits including payment "announcement" of dividends, except for the profit distributed as a dividend by the results of the first quarter, half a year, nine months of the financial year and the losses of the Company by the results of the financial year;

14) payment (announcement) of dividends by the results of the first quarter, half a year, nine months of the financial year;

15) determination of the procedure for holding the general meeting of the shareholders of the Company;

16) making the decision on the approval of deals in cases envisaged by Article 83 of the Federal Law "On Joint Stock Companies";

17) making the decision on the approval of large deals in cases envisaged by Article 79 of the Federal Law "On Joint Stock Companies";

18) making the decision on the participation in holding companies, financial and industrial groups, associations and other unions of for-profit organizations;

19) approval of the internal documents regulating the activity of the bodies of the Company;

20) making the decision on paying the members of the Auditing Committee of the Company of remunerations and/or compensations;

21) making the decision on paying the members of the Board of Directors of the Company of remunerations and/or compensations;

22) solution of other issues envisaged by the Federal Law "On Joint Stock Companies".

10.3. Issues within the competence of the general meeting of the shareholders of the Company shall not be transferred for decision-making to the Board of Directors and the Director General of the Company. The general shareholders meeting shall not be entitled to take decisions which are not referred to its competence by the Federal Law "On joint-stock companies".

10.4. The decision on the items put to the vote shall be made by the majority of votes of shareholders – holders of voting shares of the Company who took part in the meeting, if otherwise is not established by Federal Law "On joint-stock companies".

10.5. The decision on the issues is taken by the majority in three-fourths of votes of shareholders – owners of the Company voting shares who take part in the general meeting of the shareholders of the Company, only on the following issues:

- introduction of alternations and amendments in the Charter and approval of the revised Charter;
- restructuring of the Company;
- liquidation of the Company; appointment of the liquidation commission and the approval of the interim and final liquidation balances;
- determination of the quantity, nominal value, category (type) of the declared shares and the rights provided by the said shares;
- decrease of the authorized capital by way of the reduction of the nominal value of shares or by way of placement of additional shares;
- placement of shares (issue securities of the Company convertible into shares) by means of closed subscription under the decision of the general shareholders meeting about increase of the authorized capital of the Company by placement of additional shares (about placement of issue securities of the Company convertible into shares);
- placement by means of the open subscription of the ordinary shares equal to more than 25 (twenty-five) percent of the earlier placed ordinary shares;
- placement by means of the open subscription of issue securities convertible into ordinary shares, which can be converted into the ordinary shares equal to more than 25 (twenty-five) percent of the earlier placed ordinary shares;
- decision-making on approval of the large transaction, the subject of which is the property, the cost of which equals over 50 (fifty) percent of the balance cost of the Company assets;
- In other cases stipulated by the Federal Law "On Joint Stock Companies".

The decision on approval of the interested-party transaction in conformity with Article 83 of the Federal Law "On Joint Stock Companies" is taken by the general shareholders meeting of the Company by the majority of votes of all shareholders - owners of voting shares - who are not interested in the transaction.

10.6. Decisions on the items specified in subitems 2, 5, 7, 8, 12-20 of item 10.2. of Article 10 of this Charter, and also about reduction of the authorized capital of the Company by reduction of par value of shares is taken by the general shareholders meeting only under the proposal of the Board of Directors of the Company.

10.7. The general meeting of shareholders of the Company shall not be entitled to make the decision on the items which are not included in the agenda of the general shareholders meeting of the Company, and also to change the agenda.

10.8. Voting at the general shareholders meeting shall be carried out under the principle "one voting share - one vote", except for the cumulative voting on the item of election of members to the Board of Directors of the Company.

At cumulative voting, the number of the votes belonging to each shareholder shall be multiplied by the number of persons who should be elected to the Board of Directors of the Company, and the shareholder shall be entitled to give votes received in this way completely for one candidate or to distribute them between two and more candidates.

The Company Board of Directors members are recognized to be elected if they received the greatest number of votes.

10.9. The general meeting of shareholders of the Company can be held in Moscow or in other place according to the decision of the Board of Directors of the Company.

The address of carrying out the general shareholders meeting of the Company is established by the Board of Directors at solution of issues connected with carrying out the general shareholders meeting.

10.10. Functions the person presiding over the general shareholders meeting shall be carried out by Chairman of the Board of Directors.

In case of absence of Chairman of the Board of Directors, the functions of the person presiding over the general shareholders meeting shall be exercised by Deputy Chairman.

In case of absence of Chairman of the Board of Directors and his/her Deputy, the functions of the person presiding over the general shareholders meeting shall be carried out by any member of the Board of Directors under the decision of the Board of Directors of the Company or under the decision of members of the Board of Directors present at the general shareholders meeting.

In case persons who preside over general shareholders meeting of the Company according to the present item are absent at the extraordinary general meeting held under the decision of persons entitled to demand carrying out of the extraordinary general meeting, Chairman of the general shareholders meeting of the Company is the person who made a decision on carrying out the extraordinary general shareholders meeting of the Company (its representative), or in case the decision on carrying out the extraordinary general meeting shareholders of the Company is taken by several persons - one of these persons defined by their decision.

10.11. In case all voting shares of the Company belong to one shareholder, decisions on the items referred to the competence of the general shareholders meeting of the Company are taken by this shareholder (the authorized governance body of the shareholder) in writing and are brought to the notice of the Company. Thus provisions of Articles 10-15 of the Charter defining the procedure and terms of preparation, convocation and carrying out the general shareholders meeting are not applied, except for the provisions on terms of carrying out the annual general shareholders meeting.

Article 11

Holding the General Shareholders Meeting of the Company in the Form of Joint Presence

11.1. Annual general shareholders meeting of the Company shall be held not earlier than two months prior to and not later than six months after termination of the fiscal year.

The annual general shareholders meeting without fail shall undertake the issues of election of the Board of Directors, the Audit Committee, approval of the Auditor of the Company, approval of the Company annual report presented by the Board of Directors of the Company, the annual accounting reporting, including profit and loss statement (accounts of profit and loss) of the Company and distribution of profit (including payment (declaration) of dividends, except for the profit distributed as dividends following the results of the first quarter, half of a year, nine months of a fiscal year) and loss of the Company following the results of a fiscal year, and other issues falling within the competence of the general shareholders meeting of the Company.

11.2. General shareholders meeting shall be held in the form of joint presence of shareholders (representatives of shareholders) for discussion of items of the agenda and decision-making on the items proposed for voting.

Decision of the general shareholders meeting can be taken by carrying out the absentee voting (by poll) in conformity with Article 12 of this Charter.

11.3. Functions of the returning board at the general shareholders meeting shall be exercised by the professional participant of the securities market which holds the register of the Company shareholders (the registrar of the Company).

11.4. The list of the persons who are entitled to participation in the general shareholders meeting shall be made on the basis of data of the register of the Company shareholders.

Date of drawing up the list of persons of the Company who are entitled to participation in the general shareholders meeting of the Company cannot be established earlier than the date of decision-making on carrying out the general shareholders meeting of the Company and later than 50 (fifty) days prior to the date of carrying out the general shareholders meeting except for the case stipulated by item 14.9. of this Charter.

11.5. The notice on carrying out the general shareholders meeting shall be published by the Company in the *Novye Izvesiya* newspaper and shall be placed on the Company Internet web-site not later than 30 (thirty) days prior to the date of its carrying out.

11.6. Bulletins for voting on the agenda shall be sent by the registered post to the address specified in the list of the persons who are entitled to participation in the general shareholders meeting, or shall be handed over against signature to each person specified in the list of persons who are entitled to participation in the general shareholders meeting not later than 20 (twenty) days prior to the date of carrying out the general shareholders meeting.

Each person included in the list is provided with one copy of the bulletin for voting on all items or one copy of two and more bulletins for voting on different items.

11.7. The information (data) on the agenda items of the general shareholders meeting within 20 (twenty) days, and in case of carrying out the general shareholders meeting, the agenda of which contains an item on reorganization of the Company - within 30 (thirty) days before carrying out the general shareholders meeting should be available to the persons who are entitled to participation in the general shareholders meeting in the building of the Company executive body and other places, the addresses of which are specified in the notice on carrying out the general shareholders meeting. The specified information (materials) should be accessible to the persons who take part in the general shareholders meeting during its carrying out.

The order of examination by the persons who are entitled to participation in the general shareholders meeting, of the information (data) on the agenda items of the general shareholders meeting and the list of such information (materials) shall be defined by the decision of the Board of Directors of the Company.

11.8. The right to participation in the general shareholders meeting shall be carried out by the shareholder both personally and through a representative.

In case the share of the Company is in the common share ownership of several persons, they shall be provided with one copy of the bulletin for voting on all items or one copy of two and more bulletins for voting on different items, and competences on voting at the general shareholders meeting shall be carried out under their discretion by one of participants of the common share ownership or their common representative.

Competences of each of the specified persons should be properly registered.

11.9. At carrying out the general shareholders meeting in the form of joint presence, the persons who were included in the list of persons and are entitled to participation in the general shareholders meeting (their representatives) have a right to take part this meeting or to send filled-in bulletins to the Company.

11.10. The general shareholders meeting shall be competent (shall have a quorum) if the shareholders possessing in aggregate more than a half of votes of placed voting shares of the Company took part in it.

Those shareholders are recognized taken part in the general shareholders meeting shareholders who registered for participation in it, and shareholders whose bulletins are received not later than two days prior to the date of carrying out the general shareholders meeting.

If the agenda of the general shareholders meeting includes items, voting on which is carried out by different structure of voting persons, definition of the quorum for decision-making on these items shall be performed separately.

Thus, absence of the quorum for decision-making on the items, the voting on which is carried out by one structure of voting persons, does not interfere with decision-making on the items, the voting on which is carried out by another structure of the voting persons, for taking which the quorum is available.

11.11. At absence of quorum for carrying out the annual general shareholders meeting of the Company, a repeated general shareholders meeting of the Company with the same agenda should be held. At absence of the quorum for carrying out the extraordinary general shareholders meeting of the Company, a repeated general shareholders meeting of the Company with the same agenda can be held.

The decision on convocation of a repeated general shareholders meeting of the Company shall be taken by the Board of Directors of the Company.

A repeated general shareholders meeting of the Company convoked instead of the meeting which did not take place is competent if the shareholders possessing in aggregate at least 30 percent of votes of placed voting shares of the Company have taken part in it.

At carrying out a repeated general shareholders meeting less than 40 (forty) days after the general shareholders meeting which did not take place, the persons who are entitled to participation in the general shareholders meeting shall be defined in conformity with the list of the persons who had the right of participation in the meeting which did not take place.

11.12. The minutes of the general shareholders meeting shall be made up not later than 15 (fifteen) days after closing the general shareholders meeting in duplicate. Both the copies shall be signed by the person presiding over the general shareholders meeting and the secretary of the general shareholders meeting (Corporate Secretary).

11.13. The results of voting and decisions taken by the general shareholders meeting of the Company can be announced at the general shareholders meeting of the Company.

In case the results of voting and decisions taken by the general shareholders meeting of the Company were not announced at the general shareholders meeting of the Company, not later than 10 (ten) days after drawing up the minutes following the results of voting, the decisions taken by the general shareholders meeting of the Company and results of voting in the form of the report on results of voting shall be brought to the notice of the persons who are entitled to participation in the general shareholders meeting of the Company, in accordance with the procedure stipulated in item 11.5. of this Article.

Article 12

Holding the General Shareholders Meeting in the Form of Absentee Voting

12.1. The decision of the general shareholders meeting can be taken without carrying out the meeting (joint presence of shareholders for discussion of items of the agenda and decision-making on the items put for voting) by carrying out the absentee voting (by poll).

Voting on the items of the agenda of the general meeting of the shareholders held in the form of absentee voting shall be carried out only by bulletins for voting.

12.2. The general shareholders meeting, the agenda of which includes items on election of the Board of Directors of the Company, the Audit Committee of the Company, approval of the Auditor of the Company, and also items stipulated by subitem 13 of item 10.2 of Article 10 of this Charter, shall not be held in the form of absentee voting.

A new general shareholders meeting shall not be carried out as absentee voting (by poll) instead of the general shareholders meeting which did not take place and which was to be carried out as joint presence.

12.3. The list of the persons who are entitled to participate in the absentee voting on the agenda of the general shareholders meeting shall be made on the basis of the data of the register of shareholders of the Company.

Date of drawing up the list of the persons who are entitled to participate in the absentee voting on the agenda items of the general shareholders meeting cannot be fixed before the date of decision-making on carrying out the general shareholders meeting of the Company and more than 50 (fifty) days up to the date of termination of bulletins reception by the Company.

12.4. The notice on carrying out the general shareholders meeting by absentee voting shall be published by the Company in the *Novye Izvestiya* newspaper and on the Internet website of the Company not later than 30 (thirty) days prior to the date of termination of bulletins reception.

12.5. Bulletins for voting on the agenda items shall be directed by the registered mail to the address specified in the list of the persons who are entitled to participation in the general shareholders meeting, or shall be handed over against signature to the person specified in the list of persons who are entitled to participation in the general shareholders meeting not later than 20 (twenty) days prior to the date of termination of bulletins reception by the Company.

Each person who was included in the list of persons who are entitled to participation in the general shareholders meeting shall be provided with one copy of the bulletin for voting on all items or one copy of two and more bulletins for voting on different items.

The order of examination by the persons who are entitled to participation in the general shareholders meeting, of the information (materials) on the agenda items of the general shareholders meeting and the list of such information (materials) shall be defined by the decision of the Board of Directors of the Company.

12.6. The general shareholders meeting held in the form of absentee voting shall be competent (shall have a quorum) if the shareholders possessing in aggregate more than a half of votes of placed voting shares of the Company took part in it.

Those shareholders are recognized taken part in the general shareholders meeting shareholders who registered for participation in it, and shareholders whose bulletins are received not later than two days before the date of carrying out the general shareholders meeting.

12.7. The minutes on results of voting shall be made and signed in duplicate by the registrar of the Company not later than 15 (fifteen) days after the date of termination of bulletins reception.

The minutes of the general shareholders meeting shall be made not later than 15 (fifteen) days after the termination of reception by the Company of bulletins in duplicate. Both the copies are signed by Chairman of the general shareholders meeting and Secretary of the general shareholders meeting (Corporate Secretary).

12.8. The decisions taken by the general shareholders meeting and the results of voting in the form of the report on results of voting not later than 10 (ten) days after drawing up the report on results of voting shall be brought to the notice of the persons who are entitled to participation in the general shareholders meeting of the Company, in accordance with the procedure stipulated by item 12.4. of this Article.

Article 13

Proposals to the Agenda of the Annual General Shareholders Meeting of the Company

13.1. The shareholders (shareholder) of the Company who are in aggregate owners of at least 2 (two) percent of the Company voting shares in the term not later than 60 (sixty) days after termination of the fiscal year are entitled to propose items for the agenda of the annual general shareholders meeting and to nominate candidates for the Board of Directors and the Audit Committee of the Company, the number of which cannot exceed the quantitative structure of the corresponding body.

13.2. The proposal on inclusion of items in the agenda of the general shareholders meeting and the proposal on nomination of candidates shall be brought in writing with indication of the name of the shareholders (shareholder) who presented them, quantity and category (type) of shares belonging to them and shall be signed by the shareholders (shareholder).

13.3. The proposal moving items in the agenda of the general shareholders meeting should contain the wording of each proposed item, and the proposal on nomination of candidates - name and data of the document proving the identity (series and (or) number of the document, date and place of its issuing, the body which issued the document) of each proposed candidate, the name of body he/she is proposed to.

13.4. The Board of Directors of the Company shall be obliged to consider the received proposals and to make the decision on their inclusion in the agenda of the general shareholders meeting of the Company or on refusal to include them in the specified agenda not later than 5 (five) days after termination of the term specified in item 13.1. of this Article.

13.5. The Board of Directors of the Company shall be entitled to refuse to include the items proposed by the shareholder (shareholders) in the agenda of the general shareholders meeting and also to refuse to include the proposed candidates in the list of nominees for voting at election to the

corresponding body of the Company on the bases stipulated by the Federal Law “On Joint Stock Companies” and other legal statements of the Russian Federation.

13.6. The grounded decision of the Board of Directors of the Company on refusal to include an item in the agenda of the general shareholders meeting of the Company or the candidate in the list of nominees for voting at election to the corresponding body of the Company shall be sent to the shareholder (shareholders) who proposed an item or made a proposal on nomination, not later than 3 (three) days from the moment of its taking.

13.7. The Board of Directors of the Company shall not be entitled to change the wording of the items proposed for inclusion in the agenda of the general shareholders meeting, and (if available) in the wording of decisions on such items.

Besides the items proposed for inclusion in the agenda of the general shareholders meeting by shareholders, and also in case of absence of such proposals, absence or insufficient quantity of the candidates proposed by shareholders for forming the respective body, the Board of Directors of the Company shall be entitled to include items or candidates for the list of nominees in the agenda of the general shareholders meeting at their own discretion.

Article 14

Convocation of the Extraordinary General Shareholders Meeting of the Company

14.1. The meetings held besides the annual general shareholders meetings of the Company are extraordinary.

14.2. The extraordinary general shareholders meeting of the Company shall be held under the decision of the Board of Directors of the Company on the basis of its own initiative, the requirement of the Audit Committee of the Company, the Auditor of the Company, and also the shareholder (shareholders) who is owner of at least 10 (ten) percent of the Company's voting shares as of the date of presentation of the requirement.

14.3. Convocation of the extraordinary general shareholders meeting on demand of the Audit Committee of the Company, the Auditor of the Company or the shareholders (shareholder) who is owner of at least 10 (ten) percent of the Company's voting shares shall be carried out by the Board of Directors of the Company.

Such general shareholders meeting should be held within 40 (forty) days from the moment of representation of the requirement about carrying out the extraordinary general shareholders meeting of the Company, except for the case stipulated by item 14.9. of this Charter.

14.4. The requirement about carrying out the extraordinary general shareholders meeting of the Company shall contain the items subject to inclusion in the agenda of the meeting.

The persons (person) demanding convocation of the extraordinary general shareholders meeting of the Company are entitled to present the draft decision of the extraordinary general shareholders meeting of the Company, the proposal on the form of carrying out of general shareholders meeting. Should the requirement about convocation of the extraordinary general shareholders meeting contain the proposal of candidates, the corresponding provisions of Article 13 of this Charter shall be applied to such a proposal.

The Board of Directors of the Company shall not be entitled to make changes to the wording of the items of the agenda, wording of decisions on such items and to change the proposed form of carrying out the extraordinary general meeting of shareholders convoked on demand of the Audit Committee of the Company, the Auditor of the Company or the shareholders (shareholder) who are (is) owner(s) of at least 10 (ten) percent of the Company voting shares.

14.5. Should the requirement about convocation of the extraordinary general shareholders meeting of the Company be received from the shareholder (shareholders), it should contain the name of the shareholder (shareholders) demanding convocation of the meeting, with indication of quantity, category (type) of the Company shares belonging to them.

The requirement about convocation of the extraordinary general shareholders meeting of the Company shall be signed by the person (persons) demanding convocation of the extraordinary general shareholders meeting of the Company.

14.6. Within 5 (five) days from the date of presentation of the requirement of the Audit Committee of the Company, the Auditor of the Company or the shareholder (shareholders) who is (are) owner(s) of at least 10 (ten) percent of the Company voting shares, about convocation of the extraordinary general shareholders meeting of the Company, the Board of Directors of the Company the decision on convocation of the extraordinary general shareholders meeting of the Company or on refusal of its convocation should be accepted.

14.7. The decision of the Board of Directors of the Company on convocation of the extraordinary general shareholders meeting of the Company or the grounded decision on refusal of its convocation shall be sent to the persons demanding its convocation, not later than 3 (three) days from the moment of its taking.

14.8. If during the term established in item 14.6. of Article 14 of this Charter, the Board of Directors of the Company did not take the decision on convocation of the extraordinary general shareholders meeting of the Company or took the decision on refusal of its convocation, the extraordinary general shareholders meeting of the Company can be convoked by the persons demanding its convocation.

Thus bodies and persons convoking the extraordinary general shareholders meeting possess the powers stipulated in the Federal Law "On Joint Stock Companies" and this Charter which are necessary for convocation and carrying out of the general shareholders meeting.

14.9. Should the proposed agenda of the extraordinary general shareholders meeting contain an item on election of members of the Board of Directors of the Company:

14.9.1. The general shareholders meeting shall be held within 90 (ninety) days from the moment of representation of the requirement about carrying out the extraordinary general shareholders meeting of the Company.

14.9.2. The shareholders (shareholder) of the Company who are in aggregate owners of at least 2 percent of the Company voting shares shall be entitled to propose candidates for election to the Board of Directors of the Company, the number of which cannot exceed the quantitative structure of the Board of Directors of the Company.

Such proposals should be received by the Company not less than 30 (thirty) days prior to the date of carrying out the extraordinary general shareholders meeting.

The Board of Directors of the Company shall be obliged to consider the received proposals and to make the decision on their inclusion in the agenda of the extraordinary general shareholders meeting or on refusal to include them in the specified agenda not later than 5 (five) days after the termination of the period specified in paragraph 2 of this subitem.

14.9.3. The date of drawing up the list of the persons who are entitled to participation in the general shareholders meeting of the Company cannot be established before the date of decision-making on carrying out the general shareholders meeting of the Company and more than 85 (eighty-five) days prior to the date of carrying out the general shareholders meeting of the Company.

14.9.4. The notice on carrying out the extraordinary general shareholders meeting should be made not later than 70 (seventy) days prior to the date of its carrying out.

Article 15

Board of Directors of the Company

15.1. The Board of Directors of the Company shall perform general management of the activity of the Company, except for the decision on the questions referred to the exceptional competence of the general meeting of shareholders by the Federal Law "On Joint Stock Companies" and this Charter.

The issues concerning the competence of the Board of Directors shall be as follows:

- 1) setting the priority directions of the activity of the Company;
- 2) convocation of the annual and extraordinary general shareholders meetings of the

- Company, except for the cases stipulated by item 14.8 of Article 14 of this Charter;
- 3) Approval of the Company general shareholders meeting agenda;
 - 4) Election of the Secretary of the Company general shareholders meeting;
 - 5) Definition of the date of drawing up the list of persons entitled to participate in the Company general shareholders meeting, and solution of other issues connected with preparation and carrying out of the Company general shareholders meeting;
 - 6) introduction for the decision of the general meeting of the shareholders of the Company of issues envisaged by subparagraphs 2,5,7,8,12-20 of Item 10.2 of Article 10 of this Charter, as well as on the reduction of the authorized capital of the Company through the reduction of the par value of the shares;
 - 7) placement by the Company of bonds and other emission securities except for the cases stipulated by the legislation of the Russian Federation and this Charter;
 - 8) approval of the decision on the emission of securities, emission prospect of securities, the report on the results of the emission of securities, approval of the reports on the results of the acquisition of the shares of the Company from its shareholders, reports on the redemption of shares, reports on the results of the demands by the shareholders of the Company on the redemption of the shares owned by them;
 - 9) determining the price (monetary value) of the property, the price of the placement and acquisition of emission securities in cases envisaged by the Federal Law "On Joint Stock Companies" as well as while solving issues stipulated in subitems 11, 21, 22, 38 of Item 15.1. of Article 15 of this Charter;
 - 10) acquisition of the shares, bonds and other securities placed by the Company in cases envisaged by the Federal Law "On Joint Stock Companies";
 - 11) alienation (sale) of the shares of the Company at the disposal of the Company as a result of their acquisition or redemption from the shareholders of the Company, as well as in other cases envisaged by the Federal Law "On Joint Stock Companies";
 - 12) election of the Director General of the Company and early termination of his/her powers including the decision making on early termination of the labor contract with him/her;
 - 13) Definition of the quantitative structure of the Board of the Company, election of members of the Company Board, establishment of compensations and remunerations paid to them, preschedule termination of their powers, including early termination of labour contracts with them;
 - 14) recommendations to the general meeting of the shareholders of the Company on the amount of remunerations and compensations paid to the members of the Auditing Committee and determination of the remuneration of the Auditor's services;
 - 15) recommendations on the amount of the dividend per shares and the procedure for its payment;
 - 16) approval of the internal documents of the Company determining the procedure for the formation and use of the funds of the Company;
 - 17) making the decision on the use of the funds of the Company, approval of the cost estimates for the use of special purpose funds and consideration of the results of the implementation of cost estimates for the use of special purpose funds;
 - 18) approval of the internal documents of the Company except for internal documents, the approval of which is referred to the competence of the general meeting of the shareholders of the Company and other internal documents of the Company, the approval of which is referred to the competence of the executive bodies of the Company;
 - 19) approval of the business plan (revised business plan) including the investment program and report on results of its execution, as well as approval (and the report of its implementation);
 - 20) creation of branches and opening of offices of the Company, their liquidation, as well as amending the Charter of the Company in connection with creation of branches, opening of offices of the Company (including change of the data on names and locations of branches and offices of the Company).
 - 21) decision-making on participation of the Company in other organizations (on incorporation with the operating organization or creation of a new organization , including coordination of the foundation documents), as well as (in view of provisions of subitem 22 of item 15.1. of Article 15 of

this Charter) on purchase, alienation and encumbrance of shares and stakes in the authorized capitals of the organizations, in which the Company participates, change of the stake of participation in the authorized capital of the corresponding organization, and termination of participation of the Company in other organizations;

22) making the decision on one or several associated deals of the Company on the alienation, pledging or other encumbrance of shares and stakes of ADEC which are not engaged in production, transmission, dispatching, distribution and sales of electric and heating power in case if the market value of shares or stakes being the subjects of the deal determined according to the report of the independent appraiser exceeds 30 million rubles and in other cases (amount) determined by the separate decisions of the Board of Directors of the Company;

23) determination of the credit policy of the Company as to provision by the Company of loans, making credit contracts and loan contracts, issuing of guarantees, acquisition of liabilities on bills (issuing of ordinary and transfer bill), transfer of property in pledge and making the decision on the above mentioned deals of the Company in cases when the procedure for the decision-making of them is not determined by the credit policy of the Company as well as decision making in the order envisaged by the credit policy of the Company on bringing the debt situation of the Company in the limits determined by the credit policy of the Company;

24) approval of the large deals in cases envisaged by Chapter X of the Federal Law "On Joint Stock Companies";

25) approval of deals in cases envisaged by Chapter XI of the Federal Law "On Joint Stock Companies";

26) approval of the Registrar of the Company, terms of contract with him/her and its termination;

27) election of the Company Board of Directors Chairperson and the early termination of his/her powers;

28) election of the Company Board of Directors Deputy Chairperson and the early termination of his/her powers;

29) election of the Company Board of Directors Corporate Secretary and the early termination of his/her powers;

30) tentative approval of decisions on deals of the Company connected with the gratuitous transfer of property of the Company or property rights (requirement) to itself or the third party, deals connected with the liberation from property liabilities before itself or the third party, deals connected with the gratuitous provision of services by the Company (carrying out of works) to the third party, in cases (amount) determined by the separate decision of the Board of Directors of the Company, decision-making on the given deals by the Company in cases when the above-mentioned cases (Amount) are not determined;

31) decision-making on temporary termination of the powers of the managing organization (managing director);

32) decision-making on the appointment of the acting Director General of the Company and his calling to an account;

33) calling to an account of the Director General of the Company and his/her remuneration in accordance with the labor legislation of the Russian Federation;

34) consideration of the reports of the Director General on the activity of the Company (including the report on carrying out of his/her functions, on the implementation of the decisions of the general meeting of the Company and its Board of Directors);

35) approval of the procedure for the interaction of the Company with the organizations, in which the Company participates;

36) Definition of the position of the Company (representatives of the Company), including the assignment to take or not to take part in voting on the agenda items, to vote under draft decisions "for", "against" or "refrained", on the following items of the agenda of general shareholders (participants) meetings of affiliated and dependent economic entities (further on called ADEC) (except for cases when functions of the ADEC general shareholders meetings are carried out by the Board of Directors of the Company), and meetings of the ADEC boards of directors (except for an item on approval of the

agenda of the general meetings of shareholders ADEC when functions of the ADEC general shareholders meeting are carried out by the Board of Directors of the Company):

- i) on the determination of the agenda of the general meeting of the shareholders (participants of ADEC);
 - ii) on the reorganization and liquidation of ADEC;
 - iii) on the determination of the quantitative composition of the Board of Directors of ADEC, nomination and election of its members and the early termination of their powers;
 - iv) on the determination of the number, nominal value, category (type) of the announced shares of ADEC and the rights provide by the given shares;
 - v) on the increase of the authorized capital of ADEC through the increase of the nominal value of shares or through the placement of additional shares;
 - vi) on the placement of securities of ADEC converted into ordinary shares;
 - vii) on the fractioning and consolidation of the shares of ADEC;
 - viii) on the approval of large deals, made by the ADEC;
 - ix) on the participation of ADEC in other organizations (on entering the existing organization or on the foundation of the new one), as well as on the acquisition, alienation, encumbrance of shares and parts in the authorized capitals of the organizations, in which ADEC participates, changes in the part of the participation in the authorized capital of the respective organization;
 - x) on the deals made by ADEC (including several associated deals) connected with the alienation or the possibility of alienation of property, representing fixed assets, non-material assets, objects of unfinished construction, the purpose of the use of which is the production, transmission, dispatching, distribution of electric and heating power in cases (amount) by the procedure of interrelations of the Company with organizations in which the Company participates, approved by the Board of Directors of the Company;
 - xi) on the introduction of alternations and amendments in the constituent documents of ADEC;
 - xii) on the determination of the procedure of remuneration payments to the members of the Board of Directors and Auditing Committee of ADEC;
 - xiii) on the approval of target meanings of key performance indicators (corrected target meanings of key performance indicators);
 - xiv) on the approval of the report on the implementation of planned meanings of annual and quarter key performance indicators;
 - xv) on the approval of business plan (revised business plan);
 - xvi) on the approval (consideration) of the report on business plan implementation;
 - xvii) on the approval of the distribution of profits and losses on the results of the financial year;
 - xviii) on the recommendations on the amount of dividend on shares and the procedure of its payment;
 - xix) on payment (declaration) of dividends following the results of the first quarter, half of a year, nine months of a financial year as well as following the results of a financial year;
 - xx) on the approval (revision) of the investment program;
 - xxi) on the approval (consideration) of the report on the investment program implementation;
 - xxii) on the approval of the Regulations on ensuring ADEC insurance protection;
 - xxiii) on the approval of ADEC insurers (approval of the results of ADEC insurers elections);
 - xxiv) on the approval of insurance broker carrying out the selection of ADEC insurers;
 - xxv) on the approval of ADEC insurance protection program;
 - xxv) on the approval of alternations in ADEC insurance protection program;
 - xxvi) on the consideration of the single executive ADEC body's report on insurance protection assurance.
- 37) determination of the position of the Company (representatives of the Company) on the following items of the agenda of the ADEC Board of Directors meetings (including the order to participate or not to participate in the vote on the items of the agenda, to vote on draft

decisions “for” or “against”, or “abstain”:

a) on the determination of the ADEC representatives position on the items of the agenda of the general meetings of shareholders (participants) and the meetings of the Board of Directors of the affiliated and dependent entities in respect of ADEC, concerning the approval of deals, including several associated deals, connected with alienation or the possibility of alienation of the property representing fixed assets, immaterial assets, objects of unfinished construction, the purpose of the use of which is the production, transmission, dispatching, distribution of electric and heating power in cases (amount) determined by the procedure of interrelations of the Company with organizations in which the Company participates, approved by the Board of Directors of the Company;

b) on the determination of the ADEC representatives position on the items of the agenda of the general meetings of shareholders (participants) and the meetings of the Board of Directors of the affiliated and dependent entities in respect of ADEC, participating in the production, transmission, dispatching, distribution of electric and heating power, reorganization and liquidation, increase of the authorized capital of the given entities through the increase of the nominal value of shares or through the placement of additional shares, securities converted into ordinary shares;

38) tentative approval of the decisions on the accomplishment by the Company:

a) of deals, the subject of which shall be non-current assets of the Company in the amount exceeding 10 percent of the balance sheet value of the given assets on the date of decision-making on the accomplishment of the given deal;

b) deals (including several associated deals) connected with any way of disposal (or transfer of the rights in any sequence) of the real estate and/or equipment used directly for realization of the main kinds of activity of the Company, the balance sheet value of which is over 5 percent of the balance sheet value of the Company assets, or any kind of encumbrance of the specified property;

c) deals (including several associated deals) connected with alienation or an opportunity of alienation of the property forming the fixed assets, immaterial assets, objects of incomplete construction, the purpose of use of which is production, transmission, dispatching, distribution of electric and thermal energy in the cases (amount) determined by separate decisions of the Company Board of Directors;

d) deals (including several associated deals) connected with alienation or an opportunity of alienation of the property forming the fixed assets, immaterial assets, objects of incomplete construction, the purpose of use of which is production, transmission, dispatching, distribution of electric and thermal energy in the cases (amount) determined by separate decisions of the Company Board of Directors;

39) nomination by the Company of persons for the elections to the position of the single executive body, to other bodies of management, bodies of control, and nominations for the Auditor of the organizations, in which the Company participates, carrying out production, transmission, dispatching, distribution and sales of electric and heating power, as well as the repairs and maintenance types of activities;

40) determination of the directions of ensuring insurance protection of the Company including the approval of the Insurer of the Company;

41) approval of the structure of the executive body of the Company and its amending;

42) coordination of nominees for separate positions of the executive body of the Company defined by the Company Board of Directors;

43) tentative approval of the collective agreement, the agreements concluded by the Company within the limits of regulation of social and labor relations;

44) establishment of committees under the Company Board of Directors, election of members of the Committees of the Company Board of Directors and early termination of their powers, election and preschedule termination of powers of chairmen of committees of the Company Board of Directors;

45) approval of the nomination of the independent appraiser (appraisers) for the determination of the shares value, property and other assets of the Company in cases envisaged by the Federal Law "On Joint Stock Companies", this Charter and separate decisions of the Board of Directors of the Company;

46) approval of the nomination for the financial consultant involved in accordance with the Federal Law "On the Market of Securities" as well as the nominees of securities emission organizers and consultants on deals directly connected with the attraction of means in the form of public loans;

47) tentative approval of deals, which could lead to the appearance of liabilities, expressed in foreign currency (or liabilities the volume of which is pegged to foreign currency) in cases and volumes determined by separate decisions of the Board of Directors of the Company and if the said cases (amounts) are not determined by the Board of Directors of the Company;

48) determination of the purchasing policy of the Company, including the approval of the Regulations on the procedure for carrying out the specified purchases of goods, works and services, approval of the head of the Central purchasing unit of the Company and its members, and approval of the annual comprehensive program of purchases and decision making on other items in accordance with the documents approved by the Company regulating the purchasing activity of the Company;

49) decision making on the nomination of the Director General of the Company for state orders award;

50) approval of the target figures (revised figures) of the key performance indicators (KPI) of the Company and the reports on their implementation;

51) determination of the policy of the Company directed at the improving the stability of the power grids distribution complex and other objects of the power energy complex, including the approval of the Company strategic programs on the improvement of the stability of the power grid complex, its development and its safety;

53) other issues falling within the competence of the Board of Directors in accordance with the Federal Law "On Joint Stock Companies" and this Charter.

15.2. Issues referred to the competence of the Board of Directors of the Company shall not be transferred for the decision to the Director General of the Company.

15.3. Members of the Board of Directors while exercising their rights and their functions shall act in the interests of the Company, exercise their rights and functions in respect of the Company faithfully and reasonably.

15.4. Members of the Board of Directors shall bear the responsibility before the Company for the losses incurred to the Company by their wrongful actions or non-actions, if other reasons and the volume of responsibility are not determined by Federal Laws.

Alongside with this members of the Board of Directors who voted against the decision, which lead to the losses of the Company or did not participate in the vote, shall bear no responsibility.

Article 16

Elections of the Board of Directors of the Company

16.1. The composition of the Board of Directors of the Company shall be determined in the quantity of 11 (eleven) persons.

16.2. Members of the Board of Directors of the Company shall be elected at the general shareholders meeting of the Company in accordance with the procedure stipulated by item 10.8 of Article 10 of this Charter for a period till the next annual general meeting of the shareholders of the Company.

Should the Board of Directors be elected at the extraordinary general meeting of the shareholders of the Company, the members of the Board of Directors shall be considered elected for the period till the date of the holding of the next Company annual general shareholders meeting.

If the annual general shareholders meeting was held in the terms established by item 11.1. of Article 11 of this Charter, the power of the Company Board of Directors a terminated, except for powers on convocation, preparation and carrying out of the annual general shareholders meeting.

16.3. Only a physical person shall be a member of the Board of Directors of the Company.

16.4. Persons elected to the Board of Directors of the Company shall have no limitations for their reelections.

16.5. By the decision of the general meeting of the shareholders of the Company, the powers of all members of the Board of Directors of the Company can be terminated early.

The decision of the general shareholders meeting on early termination of powers can be taken only concerning all members of the Company Board of Directors

Article 17

Chairperson of the Board of Directors of the Company

17.1. Chairperson of the Board of Directors of the Company shall be elected from among the members of the Board of Directors of the Company by the majority of votes from the total number of the members of the Board of Directors of the Company.

The Board of Directors of the Company shall be entitled to reelect their Chairperson at any time by the majority of votes from the total number of the members of the Board Directors of the Company.

17.2. The Chairperson of the Board of Directors shall organize the work of the Board of Directors, convene its meetings and preside at them, organize keeping of the minutes of the meetings.

17.3. In the absence of the Chairperson of the Board of Directors of the Company his/her functions shall be carried out by the Deputy Chairperson of the Board of Directors of the Company elected from among the members of the Board of Directors of the Company by the majority of votes from the total number of the members of the Board of Directors of the Company.

Article 18

Meetings of the Board of Directors of the Company

18.1. The procedure for convening and holding the meetings of the Board of Directors of the Company shall be determined by the regulations of the activity of the Board of Directors of the Company approved by the general meeting of the shareholders of the Company.

18.2. The meetings of the Board of Directors of the Company shall be held as often as necessary but not less than once a quarter.

The meeting of the Board of Directors of the Company shall be convened by the Chairperson of the Board of Directors or his/her Deputy in cases envisaged in paragraph 17.3 of Article 17 of this Charter of the Company on his/her own initiative, by the demand of a member of the Board of Directors, Auditing Committee, the Auditor or Director General of the Company.

18.3. At the first meeting of the newly elected Board of Directors of the Company, there shall be solved the issues of elections of the Chairperson of the Board of Directors, as well as of his/her Deputy and the Secretary of the Board of Directors of the Company.

The given meeting of the Board of Directors shall be convened by one of the members of the Board of Directors of the Company in accordance with the regulations of the activity of the Board of Directors of the Company.

18.4. The decision of the Board of Directors of the Company can be made by absentee voting (by poll). With absentee vote, all members of the Board of Directors shall receive materials on the agenda and a questionnaire for voting, which shall contain the information on the date of the filled-in and signed by the member of the Board of Directors list submission to the Board of Directors of the Company.

18.5. The member of the Board of Directors who is absent at the actual meeting of the Board of Directors of the Company shall be entitled to express his/her opinion in writing on the items of the agenda in accordance with the regulations of the activity of the Board of Directors of the Company approved by the general meeting of the shareholders of the Company.

18.6. Transfer of the right to vote by the member of the Board of Directors of the Company to another person including another member of the Board of Directors of the Company shall not be allowed.

18.7. The decisions at the meeting of the Board of Directors of the Company shall be made by the majority of the votes of the members of the Board of Directors of the Company participating in the meeting except for the cases envisaged by the legislation of the Russian Federation and this Charter.

In cases when the deal was simultaneously approved on several grounds (stipulated by the given Charter and stipulated by Chapter X or Chapter XI of the Federal Law "On Joint Stock Companies", the procedure of its approval shall be governed by the provisions of the Federal Law "On Joint Stock Companies".

18.8. The decision of the Board of Directors of the Company on the approval of the large deal shall be made unanimously by all members of the Board of Directors.

The decisions of the Board of Directors of the Company shall be made by the three-fourth majority of the votes of the members of the Board of Directors from their total number on the following items:

- on the temporary cancellation of the powers of the managing organization (managing director) and on the appointment of the acting Director General of the Company;
- on the convening of the extraordinary general meeting of the shareholders of the Company in cases envisaged by Paragraphs 21.11. and 21.12 of Article 21 of this Charter.

With decision-making by the Board of Directors of the Company envisaged by the given item of the Charter, the votes of the retired members of the Board of Directors shall not be counted.

Thus, the retired members of the Company Board of Directors who have left the structure of the Board of Directors in connection with their death, their recognition in a judicial procedure as incapable or missing.

18.9. The decisions on the approval of an interested-party deal shall be made by the Board of Directors of the Company in accordance with Article 83 of the Federal Law "On Joint Stock Companies".

18.10. The decisions of the Board of Directors of the Company on the issues envisaged by subitems 21-23, 35-37 of Item 15.1. of Article 15 of this Charter shall be made by two-thirds majority vote of the members of the Board of Directors of the Company participating in the meetings.

18.11. While decision-making at the meeting of the Board of Directors of the Company, each member of the Board of Directors of the Company shall possess one vote. Should there arises the balance of votes during the voting, the decisive vote shall possess the Chairperson of the Board of Directors of the Company.

18.12. The quorum for holding the meeting of the Board of Directors of the Company shall comprise at least a half of the number of the elected members of the Board of Directors of the Company.

Should the quantity of members of the Company Board of Directors become less than the quantity comprising the specified quorum, the Company Board of Directors shall be obliged to make a decision on carrying out the extraordinary general meeting for election of a new structure of the Company Board of Directors. The remained members of the Board of Directors shall be entitled to make a decision only on convocation of such an extraordinary general meeting of shareholders. In this case the quorum for carrying out the Board of Directors meeting makes at least a half from the number of the remained members of the Board of Directors.

18.13. The meetings of the Board of Directors of the Company shall be accompanied by the keeping of minutes. The minutes of the meeting of the Board of Directors of the Company shall be compiled and signed not later than 3 (three) days after its holding by the person presiding at the meeting and the Secretary of the Board of Directors of the Company, who shall be responsible for the correctness of its compilation. All the materials on the items of the agenda of the meeting and the documents approved by the Board of Directors shall be attached to the minutes.

Should the Company Board of Directors take decisions in the absentee voting form, the voting questionnaire lists signed by the members of the Board of Directors of the Company shall be attached to the minutes.

Article 19

Committees of the Board of Directors of the Company

19.1. The Committees of the Board of Directors shall be set up by the decision of the Board of Directors.

19.2. The Committees of the Board of Directors shall be set up to work out issues referred to the competence of the Board of Directors, or studied by the Board of Directors in order to control the activity of the executive body of the Company and working out of the necessary recommendations to the Board of Directors and the executive body of the Company.

19.3. The regulations of the activity, the procedure of the formation, competence and terms of power of the Committees of the Board of Directors shall be determined by the separate decisions of the Board of Directors.

Article 20

Corporate Secretary of the Company

20.1. In order to ensure proper preparation of the procedure of holding the Company general shareholders meeting, the activities of the Board of Directors of the Company, the Company Board of Directors shall be entitled to elect the Corporate Secretary of the Company.

20.2. The Contract with the Corporate Secretary on behalf of the Company shall be signed by the Chairperson of the Board of Directors of the Company or by a person authorized by the Board of Directors of the Company.

20.3. The terms of the Contract with the Corporate Secretary including the amount of the remuneration shall be determined by the Board of Directors of the Company or by a person authorized by the Board of Directors of the Company.

20.4. The Corporate Secretary of the Company shall participate in the preparation and holding of the general meeting of the shareholders of the Company, meetings of the Board of Directors of the Company within his/her competence in accordance with the requirements of the legislation of the Russian Federation, this Charter and other internal documents of the Company.

20.5. Members of the management bodies and officers of the Company shall be obliged to assist the Corporate Secretary of the Company in carrying out his/her functions. The Corporate Secretary in his/her activities shall report to the Board of Directors of the Company.

20.6. The regulations of the activity, procedure of appointment and termination of powers, the period of powers, rights and obligations of the Corporate Secretary of the Company shall be stipulated in the Regulations on the Corporate Secretary approved by the Board of Directors of the Company.

Article 21

Executive Bodies of the Company. Director General

21.1. The management of the current activity of the Company shall be executed by the sole executive body - Director General and collegial executive body – Company Board.

21.2. The Director General and the Board shall report to the general meeting of shareholders and the Board of Directors of the Company.

21.3. Under the decision of the general shareholders meeting, the power of the sole executive body of the Company may be transferred under the contract of the managing organization or the managing director.

The rights and duties of the managing organization (managing director) for realization of management by the Company current activity shall be defined by the legislation of the Russian Federation and the contract concluded by the managing organization (managing director) with the Company.

The contract with the managing organization (managing director) on behalf of the Company shall be signed by Chairman of the Board of Directors of the Company or the person authorized by the Board of Directors of the Company.

Contract provisions with the managing organization (managing director), including regarding the term of appointment shall be defined by the Company Board of Directors or the person authorized by the Company Board of Directors.

21.4. Formation of the executive bodies of the Company and early termination of their powers shall be carried out under the decision of the Company Board of Directors except for the cases stipulated by the federal legislation and this Charter.

21.5. The rights and obligations of the Director General and Board members on the current activity management of the Company shall be determined by the legislation of the Russian Federation, this Charter and the labor contract signed by each of them with the Company.

21.6. The labor contract on behalf of the Company shall be signed by the Chairperson of the Board of Directors of the Company or by the person authorized by the Board of Directors of the Company.

21.7. The terms of the labor contract including in the part of the period of powers shall be determined by the Board of Directors of the Company or the person authorized by the Board of Directors of the Company to sign the labor agreement in accordance with item 21.6 of Article 21 of this Charter.

21.8. Combining of positions by the Director General and by the Board members in the management bodies of other organizations as well as other paid positions in other organizations shall be allowed only with the consent of the Board of Directors of the Company.

21.9. The rights and obligations of the employer on behalf of the Company in respect of the Director General and the Board members of the Company shall be carried out by the Board of Directors or the person authorized by the Board of Directors of the Company according to the decisions of the Board of Directors of the Company.

21.10. The Board of Directors shall be entitled at any time to make a decision on the termination of the powers of the Director General and Board members of the Company and on the formation of new executive bodies.

Termination of the powers of the Director General and Board members shall be carried out on the grounds envisaged by the legislation of the Russian Federation and the labor contract signed by each of them with the Company.

21.11. The general meeting of shareholders shall be entitled at any time to make a decision on the early termination of the powers of the managing organization (managing director).

The Board of Directors of the Company shall be entitled to make a decision on temporary termination of the powers of managing organization or the (managing director). Simultaneously with the given decision the Board of Directors of the Company shall be obliged to make a decision on the appointment of the acting Director General of the Company and on the holding of the extraordinary general meeting of shareholders in order to solve the question on the early termination of the powers of the managing organization (managing director), and, if otherwise shall not be decided by the Board of Directors, on the transfer of powers of the sole executive body of the Company to the managing organization (managing director).

21.12. Should the managing organization (managing director) be in no position to carry out its functions, the Board of Directors of the Company shall be entitled to make a decision on the appointment of the acting Director General of the Company and on the holding of the extraordinary general meeting of shareholders in order to solve the question on the early termination of the powers of the managing organization (managing director) if otherwise shall not be decided by the Board of Directors on the transfer of powers of the sole executive body of the Company to another managing organization or (managing director).

21.13. The acting Director General of the Company shall carry out current activity management of the Company within the limits of the competence of the executive bodies of the Company if other grounds are not established by the Board of Directors of the Company.

21.14. The Director General, Board members, acting Director General of the Company, as well as the managing organization (managing director) while exercising their rights and obligations shall be obliged to act in the interests of the Company, exercise their rights and fulfill their obligations in respect of the Company faithfully and reasonably.

21.15. The Director General, Board members, acting Director General of the Company, as well as the managing organization (managing director) bear responsibilities before the Company for the

losses incurred to the Company by their wrongful actions, (non-actions), if other grounds and the volume of responsibility are not stated by the Federal laws.

The General Director shall be personally responsible for the organization of protection of the state secret information, and also for non-observance of the restrictions concerning examination of the specified data established by the legislation.

The responsibility stipulated by the present item shall not come into effect for members of the Company Board who voted against the decision which entailed the Company losses, or did not take part in voting.

21.16. In case of temporary absence of the General Director (in connection with illness, business trip, holiday), execution of his/her duties on the basis of the order of the Company General Director may be assigned to one of his/her deputies.

Article 22

Board of the Company

22.1. The Board of the Company shall act on the basis of this Charter and Regulations about the Board approved by the general meeting of shareholders which stipulates terms and order of convocation and carrying out of its meeting, and also the order of decision-making.

22.2. The following issues shall fall within the competence of the Board of the Company:

1) Working-out of the Company development strategy and its submission for consideration to the Board of Directors;

2) Preparation of the annual (quarter) business plan, including the investment program and the report on results of their performance, and also approval (revising) of cash (budget) flow of the Company;

3) Preparation of the annual report on financial and economic activity of the Company, about performance by the Board of the decisions of the Company general shareholders meeting and Board of Directors;

4) Consideration of reports of deputies General Director of the Company, heads of the isolated structural divisions of the Company about results of performance of the approved plans, programs, instructions, consideration of reports, documents and other information on activity of the Company and its affiliated and dependent economic entities;

5) Decision-making concerning the items referred to the competence of the supreme bodies of management of the economic entities, 100 (one hundred) percent of the authorized capital of which belongs to the Company (in view of subitems 36, 37 of item 15.1. of Article 15 of this Charter);

6) Preparation of the reports on financial and economic activity of the economic entities, 100 (one hundred) percent of the authorized capital of which belongs to the Company, and their submission for consideration to the Board of Directors;

7) Decision-making on conclusion of transactions, the subject of which is the property, works and services, the cost of which equals from 5 to 25 percent of the balance sheet value of the Company assets determined on the date of decision-making on the conclusion of the transaction (except for the cases stipulated by subitem 40 of item 15.1 of this Charter);

8) Solution of other issues of the Company current activity management according to the decisions of the general shareholders meeting, the Board of Directors of the Company, and also the issues which were submitted to consideration to the Board by the Company General Director.

22.3. Members of the Company Board shall be elected by the Board of Directors of the Company in the amount defined by the decision of Company Board of Directors under the proposal of the General Director of the Company.

Should the Company Board of Directors vote down nominees for the Company Board proposed by the General Director, the Company Board of Directors shall be entitled to elect the nominees proposed for the Board by a member (members) of the Company Board of Directors.

The quantitative structure of the Company Board may not be less than 3 (three) persons.

22.4. The Board shall be competent if at least a half of the elected members of the Board take part in the meeting (in absentee voting).

22.5. All decisions shall be taken by the Board by the simple majority of votes out of the number of members of the Board who are present at the meeting (take part in the absentee voting). Should the amount of votes be equal, the Board Chairperson's vote is casting.

22.6. Transfer of the vote by a member of the Company Board to another person including another member of the Company Board shall not be supposed.

Article 23 Director General

23.1. Director General shall perform the management of the current activity of the Company in accordance with the decisions of the general shareholders meetings, Board of Directors and Board of the Company which were made in accordance with their competences.

23.2. The competence of the Director General shall include all the issues of the current activity management of the Company, except for the issues referred to the exceptional competence of the general meeting of shareholders or the Board of Directors.

23.3. The Director General shall act without a Power of Attorney on behalf of the Company taking into account the limitations envisaged by the legislation of the Russian Federation, the present Charter and decisions of the Board of Directors of the Company:

- ensure the fulfillment of the activity plans of the Company necessary for the solution of its tasks;
- organize bookkeeping and accounting in the Company;
- make use of the property of the Company and accomplish deals on behalf of the Company, issue Powers of Attorney, open with the banks and other credit institutions as well as in cases envisaged by the law in the organizations and professional agents of the securities market settlement and other accounts of the Company;
- issue orders, approve (accept) instructions, local regulation reports and other internal documents of the Company on the issues of his/her competence, give instructions necessary for the execution by all employees of the Company;
- approve Provisions on affiliations and offices of the Company;
- approve organizational structure, as well as personnel arrangements and official salaries and wages of the Company's employees;
- exercise in respect of the Company's employees the rights and obligations of the employer, envisaged by the labor law;
- distribute obligations among the Deputies of the Director General;
- submit for the consideration of the Board of Directors reports on financial and business activity of affiliated and dependent companies, the shares (parts) of which are possessed by the Company, as well as information on other organizations in which the Company participates, except for the cases stipulated by subitem 6) of item 22.2 of Article 22 of this Charter;
- not later than 45 (forty five) days prior to the holding of the annual general meeting of the shareholders of the Company submit for the consideration of the Board of Directors of the Company Annual report, accounting balance sheet, the report on the profits and losses of the Company and distribution of profits and losses of the Company;
- solve other issues of the current activity of the Company, except for the issues referred to the competence of the general meeting of shareholders and the Board of Directors of the Company.

23.4. The Director General shall be elected by the Board of Directors of the Company by the majority of votes of the members of the Board of Directors participating in the meeting.

Nominations of the persons for the position of the Director General of the Company for

his/her election by the Board of Directors of the Company shall be carried out according to the regulations of the activity of the Board of Directors of the Company.

Article 24

Auditing Committee and the Auditor of the Company

24.1. In order to ensure control over the financial and business activity of the Company the general meeting of shareholders shall elect the Auditing Committee of the Company for the period till the next annual general meeting of shareholders.

Should the Auditing Committee of the Company be elected at the extraordinary meeting of shareholders the members of the Auditing Committee shall be considered elected for the period till the date of the holding of the annual meeting of the shareholders of the Company.

The quantitative composition of the Auditing Committee shall be 5 (five) persons.

24.2. By the decision of the general meeting of shareholders of the Company the powers of all or separate members of the Auditing Committee of the Company can be terminated early.

24.3. The competence of the Auditing Committee of the Company shall include the following:

- confirmation of the correctness of the information contained in the annual report, accounting balance sheet, profit and loss statement of the Company;
- analysis of the financial situation in the Company, reveal of the reserves for the improvement of the financial situation in the Company and working out of recommendations for the management bodies of the Company;
- organization and carrying out of examination (audit) of the financial and business activity of the Company, in particular:
- examination (audit) of the financial, accounting, settlement and other documentation of the Company, connected with the carrying out by the Company of financial and business activity in order to ensure its correspondence with the legislation of the Russian Federation, the Charter, internal and other documents of the Company;
- control over safe keeping and use of fixed capital;
- control over the adherence to the order of writing off the losses of the Company of the indebtedness of the insolvent debtors;
- control over cash spending of the Company in accordance with the approved business plan and budget of the Company;
- control over the build up and use of the reserve and other specialized funds of the Company;
- examination of correct and timely allocation and payment of dividends on the shares of the Company, interests on bonds and earnings on other securities;
- examination of the regulations issued before on the correction of violations and shortages revealed by the previous examinations (audits);
- carrying out of other actions (measures) connected with the examination of financial and business activity of the Company.

24.4. All decisions on the issues referred to the competence of the Auditing Committee shall be made by the simple majority of the votes from the total number of its members.

24.5. The Auditing Committee shall be entitled and in case of the revealed serious violations of financial and business activity of the Company obliged to demand the convening of the extraordinary general meeting of the shareholders of the Company.

24.6. The regulations of the activity of the Auditing Committee of the Company shall be determined by the internal document of the Company approved by the general meeting of shareholders of the Company.

The Auditing Committee in correspondence with the decision on carrying out examination (audit) shall be entitled in order to carry out the given examination (audit) attract specialists in the corresponding field of law, economy, finance, accounting, management, economic security and

others including specialized organizations.

24.7. The examination (audit) of the financial and business activity of the Company can be carried out at any time at the initiative of the Auditing Committee of the Company, by the decision of the general meeting of the shareholders of the Company, the Board of Directors of the Company or by the demand of a shareholder (shareholders) of the Company possessing in total at least 10 percent of the voting shares of the Company.

24.8. For the examination and approval of the annual financial reports of the Company the general meeting of shareholders of the Company shall annually approve the Auditor of the Company.

24.9. The amount of the remuneration of the services of the Auditor shall be determined by the Board of Directors of the Company.

24.10. The Auditor of the Company shall carry out the examination of the financial and business activity of the Company in accordance with the requirements of the legislation of the Russian Federation and on the grounds of the Contract signed with him/her.

24.11. On the results of the examination of the financial and business activity of the Company the Auditing Committee of the Company, the Auditor of the Company shall compile a report, which shall contain:

- confirmation of the correctness of the information contained in the reports and other financial documents of the Company;
- information on the facts of violation by the Company of the envisaged by legal regulations of the Russian Federation of the accounting procedures and submission of financial reports, as well as legal regulations of the Russian Federation while carrying out by the Company of financial and business activity.

The procedure and the period for compiling the report on the results of the examination of the financial and business activity of the Company shall be determined by the legal regulations of the Russian Federation and internal documents of the Company.

Article 25

Bookkeeping and Accounting of the Company

25.1. The Company shall be obliged to keep accounting and submit financial reports in accordance with the legislation of the Russian Federation and this Charter.

25.2. The responsibility for the organization, condition and correctness of the accounting in the Company, for timely submission of the annual report and other financial reports to the corresponding state bodies, as well as the information on the activity of the Company submitted to the shareholders of the Company, its creditors and mass media shall be borne by the Director General of the Company in accordance with the legislation of the Russian Federation and this Charter.

25.3. The correctness of the data contained in the annual report of the Company, annual bookkeeping reports shall be confirmed by the Auditing Committee and the Auditor of the Company.

25.4. The annual report, balance sheet, profit and loss statement, distribution of profit and loss of the Company shall be subject for intermediary approval by the Board of Directors of the Company not later than 30 (thirty) days prior to the date of the holding of annual general meeting of the shareholders of the Company.

Article 26

Safekeeping of the Documents by the Company and Disclosure

26.1. The Company shall be obliged to keep the following documents:

1. the decision on the foundation of the Company;
2. the Charter of the Company, alterations and amendments introduced in the Charter of the Company and Certificate on the state registration of the Company registered according to the regulations;

3. documents proving the right of the Company for the property registered on its balance sheets;
4. internal documents of the Company approved by the management bodies of the Company;
5. regulations on branches and offices of the Company;
6. annual financial reports;
7. prospectus of securities, quarterly report of the issuer and other documents containing information subject to publishing or disclosure in the different way in accordance with federal laws;
8. documents on accounting;
9. documents on accounting reports;
10. minutes of the general shareholders meetings of the Company, Board of Directors proceedings of the Company and Auditing Committee of the Company;
11. bulletins for voting and Powers of Attorney (duplicates of the Powers of Attorney) for the participation in the general meeting of shareholders;
12. reports of the independent appraisers;
13. lists of the affiliated persons of the Company;
14. lists of persons entitled to participate in the general meeting of the shareholders of the Company, entitled to receive dividends and other lists compiled by the Company for the shareholders to exercise their rights in accordance with the requirements of the Federal Law "On Joint Stock Companies";
15. reports of the Auditing Committee of the Company, the Auditor of the Company, state and municipal bodies of financial control;
16. other documents envisaged by the legislation of the Russian Federation, this Charter, internal documents of the Company and the decisions of the management bodies of the Company;

26.2. The Company shall keep the documents, envisaged by item 26.1. of the given Article at the location of the executive body of the Company in accordance and in the period of time determined by the Federal body of executive power on the market of securities;

26.3. With the reorganization of the Company all documents shall be transferred in the prescribed order to the cessionary.

26.4. With the liquidation of the Company the documents of permanent keeping, having scientific and historical value shall be transferred for state safekeeping to the Federal Archive Department of Russia, documents on personnel (orders, personal files and registration cards, personal accounts and so on) shall be transferred for safekeeping to the respective archive of the Russian Federation constituent entity.

The transfer and formalization of documents shall be executed in accordance with the requirements of archive bodies.

The Company shall provide the information to them in accordance with the requirements of the legislation of the Russian Federation.

26.5. The Company shall provide the shareholders of the Company with access to the documents, stipulated in paragraph 26.1. of the given Article taking into account limitations envisaged by the legislation of the Russian Federation.

The documents of bookkeeping and accounting can be accessed by the shareholders (shareholder) having in total not less than 25 (twenty-five) percent of the voting shares of the Company.

26.6. The documents stipulated in item 26.1. of the given Article shall be presented by the Company during 7 (seven) days upon the day of corresponding enquiry for familiarization at the premises of the executive body of the Company.

The Company shall be obliged on the demand of the persons having the right to access the documents stipulated in paragraph 26.1. of the given Article to provide them with the duplicates of the given documents.

26.7. The amount of the fee shall be determined by the Director General of the Company and shall not exceed the costs of making duplicates of the given documents.

26.8. The Company shall ensure the shareholders and employees of the Company access to the information in accordance with the requirements of the legislation on state secrets.

Article 27

Reorganization and Liquidation of the Company

27.1. The Company can be voluntarily reorganized through merger, acquisition, split, spin-off out and restructuring on the grounds and in accordance with the Civil Code of the Russian Federation and Federal Laws.

27.2. The Company may be liquidated by the decision of the court or voluntarily in accordance with the Civil Code of the Russian Federation and Federal Law "On Joint Stock Companies" and this Charter.

27.3. With the reorganization, liquidation of the Company or cessation of activities containing information representing state secret, the Company shall be obliged to ensure safekeeping of the given information and its carriers by way of developing and implementing of the security regime, protection of information, security and fire safety.

List of the branches and offices of the IDGC of South, IDGC

| No. | Name | Location |
|------------|--|--|
| 1. | Astrakhanenergo Branch of IDGC of South, JSC | 32 Krasnaya Naberezhnaya, Astrakhan city 414000 |
| 2. | Volgogradenergo Branch of IDGC of South, JSC | 15 Lenina Avenue, Volgograd city 400066 |
| 3. | Kalmenergo Branch of IDGC of South, JSC | Northern Industrial Zone, Elista city, the Republic of Kalmykia |
| 4. | Kubanenergo Branch of IDGC of South, JSC | 2 Stavropolskaya Street, Krasnodar city, Russian Federation 350003 |
| 5. | Rostovenergo Branch of IDGC of South, JSC | 49 Bolshaya Sadovaya street, Rostov-on-Don city 344002 |