

APPROVED  
By a Resolution of the Board of Directors  
of  
JSC "Moscow United Electric  
Grid Company"  
dd. "26" March of 2009  
(Minutes # 82  
dd. "27" March of 2009)

## **ORDER**

**OF INTERACTION OF JSC "MOSOW UNITED ELECTRIC GRID  
COMPANY" WITH ECONOMIC ENTITIES, THE SHARES (STAKES) OF  
WHICH ARE OWNED BY JSC "MOSOW UNITED ELECTRIC GRID  
COMPANY"**

## 1. General provisions

1.1. Present Order of interaction of JSC “Moscow United Electric Grid Company” with the economic entities, the shares (stakes) of which are owned by JSC “Moscow United Electric Grid Company” (hereinafter - Order), was developed according to the requirements of the Russian Federation’s current laws, clause 15.1 article 15 of the Company’s Charter.

### 1.2. Present Order:

- regulates the issues of exercising by JSC “Moscow United Electric Grid Company” (hereinafter - Company) of the rights of the shareholder, participant (hereinafter – of the shareholder) in respect to its subsidiary and dependent entities (hereinafter - SDE), certified by the shares, stakes (hereinafter – by the shares), to provide the efficient activities of the Company’s representatives at the Generals Shareholders’ / Participants’ meetings (hereinafter - shareholders), in the Boards of Directors and Internal Audit Commission of SDE (hereinafter - Company’s Representatives);
- establishes the general conditions of the Company’s corporate interaction with SDE as regards the trends, specified in the present Order, including the corporate planning, organization and control of the corporate actions under the issues consideration by SDE’s governance bodies, on which a definition of the Company’s position (Representatives of the Company) is needed, according to the Company’s Charter.

1.3. Company’s interaction with SDE according to the present Order’s provisions (corporate interaction) is made under the respective decisions taking by the governance and control bodies of SDE (resolutions of the General Shareholders’ Meetings, Boards of Directors, Internal Audit Commissions, Management Boards and Sole Executive Bodies within the framework of their competence).

1.4. Interaction issues of the Company and SDE in respect to the directions, not specified in the present Order, as well as on the directions, specified in the present Order, but in the part not defined by it, are regulated by the Company’s organizational-administrative documents, adopted by the Company’s executive bodies within the framework of the competence, established by the Company’s Charter and by the resolutions of the Company’s Board of Directors.

1.5. Present Order is not a document, containing the confidential information (is a publicly available document). A copy of the present Order must be represented by the Company’s executive body to any shareholder of the Company, SDE at their claim, as well as placed at the Company’s website.

## 2. Goals, objectives and trends of the Company’s interaction with SDE

2.1. Company’s interaction with SDE is implemented with the goal of:

- provision of a stable financial development, profitability of functioning of the Company and of SDE;

- provision of the observance of the Russian Federation's current laws in the course of activities of the Company and of SDE;
- provision of the rights protection and interests of the Company's shareholders and of SDE protected by the law;
- increase of the Company's investment appeal and of SDE by way of guaranteeing of their corporate "transparency", balanced state and predictability of the corporate policy on the whole;
- harmonization of the relations between the shareholders, officers of the Company and of SDE, exclusion of the conflict initiation between them;
- conditions creation for the relations' balanced development of organizations of the electric-power industry with the organizations of other branches of economy;
- elaboration and implementation of the coordinated and efficient investment policy of the Company and of SDE;
- increase of the cooperation's efficiency of SDE in all the directions of their activities;
- harmonization of the Company's and SDE's relations with the federal authorities, government agencies of the Federation's constituent entities and municipal bodies.

2.2. Goals specified in item 2.1. of the present Order, are achieved by the Company by means of:

- control on part of the Company according to the present Order, of the perspective and current activities (in all its aspects) of SDE, at General Shareholders' meetings, in the Boards of Directors and Internal Audit Commissions of SDE, defining of the Company's position at the meetings of the Company's Board of Directors, according to the Company's Charter and the present Order, under taking of the most important decisions by the General Shareholders' Meetings and by the Boards of Directors of SDE;
- coordination of SDE's personnel policy;
- optimization of the information flows between the Company and SDE.

2.3. The main organizational and managerial form of the Company's activities in implementing of the Company's corporate control of SDE's activities is the decisions taking of the Company's Board of Directors, according to the Company's Charter and the present Order, as regards defining of the Company's position (that of the Company's Representatives) in respect to the following issues of the agenda of the General Shareholders' Meetings and meetings of the Boards of Directors of SDE (including a commission to the Company's Representatives whether to take part or not in the voting regarding the agenda's issues, whether to vote "for", "against" or "abstained" as regards draft decisions):

2.3.1. on an agenda defining of SDE's General Shareholders' (Participants') Meeting

2.3.2. on reorganization, liquidation of SDE;

2.3.3. on a quantitative membership defining of SDE's Board of Directors, nomination and election of its members and an early termination of their powers;

2.3.4. on defining of the quantity, nominal value, category (type) of SDE's authorized shares and rights, afforded by these shares;

- 2.3.5. on SDE's charter capital increase by way of the shares' nominal value increase or by way of the supplement shares placement;
- 2.3.6. on placement of SDE's securities, convertible into the ordinary shares;
- 2.3.7. on splitting, consolidation of SDE's shares;
- 2.3.8. on the large transactions approval, completed by SDE;
- 2.3.9. on participation of SDE in other organizations (on entering an operating company or a new organization creating), as well as on acquisition, alienation and encumbrance of the shares and stakes in the charter capitals of the organizations, in which SDE has membership, a participation interest change in a respective organization's charter capital;
- 2.3.10. on transactions completion by SDE (including several interrelated transactions), tied with acquisition, alienation or a possibility to alienate the property, representing the fixed assets, related to the immovable property according to the legislation, as well as the facilities of construction-in-process, the goal of use of which is production, transmission, dispatching, distribution of electric and thermal power, regardless of their balance sheet or market value;
- 2.3.11. on the transactions completion by SDE (including several interrelated transactions), tied with acquisition, alienation or a possibility to alienate the property, representing the fixed assets, except for those related to the immovable property according to the legislation, the goal of use of which is production, transmission, dispatching, distribution of electric and thermal power, the balance sheet or market value of which exceeds RUR 30 mln;
- 2.3.12. on a position defining of SDE's representatives regarding the issues of the agendas of the General Shareholders' (Participants') Meetings and meetings of the Boards of Directors of the companies, which are subsidiary and dependent in relation to SDE, touching upon a completion (approval) of the transactions (including several interrelated transactions), tied with the alienation of a possibility to alienate the property, representing the fixed assets, related to the immovable property according to the legislation, as well as intangible assets, facilities of the construction-in-process, the goal of use of which is production, transmission, dispatching, distribution of electric and thermal power, the balance sheet or market value of which exceeds RUR 30 mln.;
- 2.3.13. on a position defining of SDE's representatives as regards the issues of the agendas of the General Shareholders' (Participants') Meetings and meetings of the Boards of Directors of the companies, which are subsidiary and dependent in relation to SDE, implementing the production, transmission, dispatching, distribution and sales of electric and thermal power, or reorganization, liquidation, increase of such companies' charter capital by way of the shares' nominal value increase or by the supplement shares placement, on the securities placement convertible into ordinary shares;
- 2.3.14. on the amendments and additions introduction into SDE's constituent documents;
- 2.3.15. of a procedure defining of the remunerations pay out to the members of SDE's Board of Directors and Internal Audit Commission.

Decisions taking by the Company's Board of Directors as regards the Company's position defining (Company's Representatives) regarding the issues, stated in subclause "2.3.1." of the present item, is not needed in cases, when the issues inclusion into the agenda of an annual General Shareholders' (Participants') Meeting of SDE is compulsory by virtue of the laws' requirements, as well as in cases, when the issues are subject to inclusion into an agenda of SDE's General Shareholders' (Participants') Meeting upon the a claim of SDE's Internal Audit Commission, an auditor of SDE and shareholders of SDE.

3. Defining of the Company's position (Company's Representatives) regarding the agenda's issues of the General Shareholders' Meetings and meetings of the Boards of Directors of SDE

3.1. Procedure of preparation to the meetings of the Company's Board of Directors, where the decisions of the Company's Board of Directors are taken as regards defining of the Company's position (Company's Representatives), as regards the agendas' issues of the General Shareholders' Meetings and meetings of the Boards of Directors of SDE, stipulated by the Company's Charter, as well as the organization of an issue submitting, on the Company's position defining, to consideration of the Company's Board of Directors, is established by the decisions of the Company's Board of Directors, by the present Order and by the Company's organizational-administrative documents.

3.2. Subdivision of the Company's executive apparatus is determined by the Company's organizational-administrative documents. The subdivision's functional duties include a general management by the preparation process to the meetings of the Company's Board of Directors, at which the decisions of the Company's Board of Directors are taken, as regards the Company's position (that of the Company's Representatives) in respect to the agendas' issues of the General Shareholders' Meetings and meetings of the Boards of Directors of SDE (hereinafter - an authorized subdivision of the executive apparatus).

3.3. Under the respective information availability (on an intention of SDE (SDE's governance bodies) and/or SDE's shareholders to take decisions, on which defining of the Company's position is needed (that of the Company's Representatives)), within 5 working days after such information receipt by them the Company's Representatives must prepare an operational message and represent it to the authorized subdivision of the executive apparatus, with the following data indication:

- an issue which is planned to be considered at a General Shareholders' Meeting and/or at a meeting of SDE's Board of Directors;
- assumed terms and a procedure of an issue consideration;
- reasons and motives of the initiative;
- initiators and communication lines, through which an interaction with the initiators of the issue raising is made;
- draft decision of the General Shareholders' Meeting and/or of the Board of Directors regarding the issue;

- positions of the executive bodies, key shareholders, other members of SDE's Board of Directors (beside the Company's Representatives) and other parties concerned;
- associated information and analytical materials regarding the issue, available at the executive body of SDE and at the Company's Representative.

3.4. An authorized subdivision of the executive apparatus must: analyze quickly the notices of the Company's Representatives and respective materials, attached to them; to cooperate with SDE's Board of Directors and executive bodies; subject to the results of the given work to take a decision on an issue submitting to a meeting of the Company's Board of Directors.

3.5. While taking a decision, stipulated in item 3.4. of the present Order, an authorized subdivision of the executive apparatus must take into account a necessity of a beforehand consideration of the issue at a meeting of the Company's Board of Directors (subject to the terms and procedure of convocation and conduct of the General Shareholders' Meeting and/or a meeting of SDE's Board of Directors), as well as the practicability of implementation of the organizational and/or expert preparatory arrangements, before a final decision taking by the Company's Board of Directors.

3.6. If a real threat exists of the rights violation and Company's interests protected by the law, with the respective decision taking by the General Shareholders' Meeting and/or by the Board of Director of SDE till defining of the Company's position at a meeting of the Company's Board of Directors, the Company's Representative must undertake all the possible measures for SDE's governance bodies not to take a decision.

3.7. While taking a decision on an issue submitting to a meeting of the Company's Board of Directors, an authorized subdivision of the executive apparatus provides the members of the Company's Board of Directors with the documents, information, analytical and other materials regarding the issue, to the intent and effect that draft respective documents and materials should be sent by the Secretary of the Company's Board of Directors, by way of a meeting preparation of the Company's Board of Directors in a term, established by the Company's internal documents.

#### 4. Provision of activities of the Company's Representatives

4.1. Company implements the corporate interaction with SDE via its' Representatives:

- at the General Shareholders' (Participants') Meetings of SDE;
- in the Boards of Directors (Supervisory Boards) of SDE;
- on SDE's bodies of control.

4.2. Company's Representative at a General Shareholders' Meeting of SDE (hereinafter – "Representative at the Meeting") is a natural person (both being and not being on the labor terms with the Company), who is authorized to represent the Company at SDE's General Shareholders' Meeting, on basis of a power of attorney.

Term of the office of the Representative at Meeting is determined by the Company's power of attorney.

4.3. Company's Representative in the Board of Directors of SDE (hereinafter – "Representative in the Board") is a natural person (both being and not being on the labor terms with the Company); this natural person is:

- nominated by the Company as a candidate to the Board of Directors of SDE, whom the Company voted for at General Shareholders' Meeting of SDE and who was elected into the membership of SDE's Board of Directors following the voting results, at the General Shareholders' Meeting of SDE;
- nominated by other shareholders, thereby he/she had expressed voluntarily an intention to perform the functions of the Company's Representative, which the Company had voted for at SDE's General Shareholders' Meeting and who was elected into the membership of SDE's Board of Directors following the voting results, at SDE's General Shareholders' Meeting;
- elected into the membership of SDE's Board of Directors from other shareholders, but he/she had expressed an intention to perform the functions of the Company's Representative.

4.4. Term of the office of the Representative in the Board is determined by a term of the office of SDE's Board of Directors.

Powers of the Representative in the Board are terminated after a new membership election of the Board of Directors at an annual General Shareholders' Meeting, and provided that the powers of the given membership of the Board of Directors are terminated early at an extraordinary General Shareholders' Meeting of SDE – after a respective decision taking by SDE's General Shareholders' Meeting.

4.5. Company's Representative in SDE's Internal Audit Commission (hereinafter – "Representative in the Commission") is a natural person (both being and not being on the labor terms with the Company); this natural person is:

- nominated by the Company as a candidate into the Internal Audit Commission of SDE, who the Company voted for at SDE's General Shareholders' Meeting and who was elected into the membership of SDE's Internal Audit Commission following the voting results at SDE's General Shareholders' Meeting;
- nominated by other shareholders, thereby he/she had expressed voluntarily an intention to perform the functions of the Company's Representative, who the Company voted for at SDE's General Shareholders' Meeting and who was elected into the membership of SDE's Internal Audit Commission following the voting results at SDE's General Shareholders' Meeting;
- elected into the membership of SDE's Internal Audit Commission from other shareholders, but he/she had expressed an intention to perform the functions of the Company's Representative.

4.6. Term of the office of the Representative in the Commission is determined by the term of the office of SDE's Internal Audit Commission.

Powers of the Representative in the Commission are terminated after a new staff election of SDE's Internal Audit Commission at an annual General Shareholders' Meeting, and provided that the powers of the membership of the Internal Audit Commission are terminated early at an extraordinary General Shareholders' Meeting of SDE – after a respective decision taking by SDE's General Shareholders' Meeting.

4.7. Representative at the Meeting is determined by the Company's Director General with a power of attorney issuing according to an established procedure.

Representative in the Board and in the Commission is approved according to a procedure, established by the Company's organizational-administrative documents, and is nominated according to a procedure, established by the Russian Federation's current laws.

4.8. To nominate a candidate by the Company into the membership of SDE's governance and control bodies, an authorized subdivision of the executive apparatus shall provide an application receipt on consent to nominate and elect a candidate into SDE's governance and control bodies in a form, in accordance with the Appendix to the present Order.

An authorized subdivision of the executive apparatus may conduct an interview with a candidate in a procedure of an issue preparation on a candidate nomination into the Representatives in the Board or in the Commission.

4.9. Consent of a person, approved as a candidate into SDE's governance/control bodies, is drawn up by an application on consent to carry out the activities as the Representative at the Meeting, in the Board or Commission.

Specified application is offered to a candidate to sign it, as a rule, till conduct of SDE's General Shareholders' Meeting, at which SDE's governance/control bodies are formed.

Application can be also signed by the persons, who were elected earlier by SDE's General Shareholders' Meeting, into the membership of the Board of Directors or Internal Audit Commission of SDE.

4.10. Functions of the Representative at the Meeting.

4.10.1. The main functions of the Representative at the Meeting are as follows:

- timely receipt of a power of attorney according to the established procedure to represent the Company at SDE's General Shareholders' Meeting, as well as of an Ultimate commission;
- participation in the work of the General Shareholders' Meeting of SDE, voting at a General Shareholders' Meeting according to the Ultimate commission;
- report submitting to an authorized subdivision of the executive apparatus, on the course and results of SDE's Shareholders' Meeting, according to a procedure and within terms, established by the Company's organizational-administrative documents;
- minutes submitting into an authorized subdivision of the executive apparatus (and/or the minutes on the voting results at a General Meeting) and other documents and materials of the General Shareholders' Meeting of SDE after the specified documents receipt, not later than in 15 days after the work completion of the General Shareholders' Meeting of SDE;
- notice in an authorized subdivision of the executive apparatus on the facts of the procedures violation for preparation and conduct of the General Shareholders' Meeting of SDE, established by the Russian Federation's current laws, by the Charter and internal documents of SDE;

- if a Shareholders' Meeting of SDE is held in absent form – filling in of the voting bulletins according to the Ultimate commission and their dispatch in SDE according to an established procedure;
- execution of other duties and commissions, established by an authorized subdivision of the executive apparatus and/or by the Company's organizational-administrative documents.

#### 4.11. Functions of the Representatives in the Board / Commission.

4.11.1. Functions of the Representatives in the Board / Commission are established by the Company's organizational-administrative documents, subject to the provisions, determined by the present Order.

4.11.2. Functions of the Representatives in the Board / Commission are as follows:

- representation of the information (materials, documents) to the Company regarding the issues, included into the agenda of a meeting of the Board of Directors or Internal Audit Commission of SDE, according to a procedure and within the terms, determined by the Company's organizational-administrative documents;
- receipt of the Ultimate commissions in an authorized subdivision of the executive apparatus on the voting as regards the agendas' issues of the meetings of the Board of Directors or Internal Audit Commission of SDE, containing the directives and information (materials) regarding the agenda's issues, reflecting the Company's position and/or recommendations on the voting regarding the agenda's issues;
- participation in the meetings of the Board of Directors or Internal Audit Commission of SDE, in all the forms stipulated by a regulation of their activities, including the meetings of the specified bodies of SDE;
- notice in an authorized subdivision of the executive apparatus on the facts of the procedures violation for preparation and conduct of a meeting of the Board of Directors or of the Internal Audit Commission, established by the current laws, by the Charter and internal documents of SDE;
- if those issues are included into the agenda of the meeting of the Board of Directors or the Internal Audit Commission, which were not stipulated beforehand, as well as other issues raising at a meeting in presentia of the Board of Directors or Internal Audit Commission of SDE, including the procedural issues, the Ultimate commissions on which were not formed by the Company, the oral recommendations receipt from an authorized subdivision of the executive apparatus, regarding the voting;
- if a meeting of the Board of Directors or of the Internal Audit Commission is held by poll - filling in of the questionnaires for voting subject to the Ultimate commissions and their dispatch to SDE, according to an established procedure;
- initiating of scheduled and/or extraordinary meetings of the Board of Directors and Internal Audit Commission of SDE, as well as the offers introducing into an agenda of a meeting of the Board of Directors or Internal Audit Commission of SDE, according to the Ultimate commissions;
- initiating of audits of the financial and economic activities of SDE on agreements with a subdivision of the executive apparatus, the competence of

which includes an internal audit implementation of the Company and of SDE;

- submitting to an authorized subdivision of the executive apparatus of minutes of the meeting of SDE's Board of Directors, and other documents and materials of the meeting, according to a procedure, determined by the Company's organizational-administrative documents, as well as acts of the scheduled and unscheduled audits (examinations, inspections), held by SDE's Internal Audit Commission, in a term not later than in 3 working days after their receipt;
- information submitting on the essential facts (events) of SDE's activities to an authorized subdivision of the executive apparatus, disclosed according to a procedure, regulated by the Federal Securities-Market Agency, within 5 days after the respective information dispatch by SDE to the Federal Securities-Market Agency of Russia;
- control exercising of the decisions fulfillment of SDE's Board of Directors, according to a procedure, established by the Company's organizational-administrative documents;
- reports submitting to an authorized subdivision of the executive apparatus on their activities, according to an established procedure.

4.12. Organization of the Representatives' activities, as well as control of their activities is exercised by an authorized subdivision of the executive apparatus.

4.13. Actions committing by the Representative, contradicting to the Company's interests (voting not in accordance with an Ultimate Commission), can be a ground for a procedure initiating by the Company of the powers' early termination of all the membership of the Board of Directors or of that of the Internal Audit Commission of SDE, or the powers' early termination of a respective Representative of the Company in the given body, unless the latter contradicts to the current laws and Charter of SDE, as well as a new membership election of the Board of Directors or that of the Internal Audit Commission.

4.14. Ultimate Commission specified in the present Order, is not subject to disclosure to the bodies of the General Shareholders' Meeting of SDE, to the Board of Directors of SDE, to the Internal Audit Commission of SDE, as well as to the third parties.

Format of the Ultimate Commission and the procedure of its signing are established by the Company's organizational-administrative documents.

## 5. Final provisions

If one or several items (paragraphs, provisions) of the present Order become invalid (ineffective) owing to the change of the legislation or Company's Charter, then it shall not touch upon the rest items of the present Order, and they are effective in that part, which doesn't contradict to the Russian Federation's legislation and to the Company's Charter.

Appendix to the Order of interaction of JSC "Moscow United Electric Grid Company" with the economic entities, the shares (stakes) of which are owned by JSC "Moscow United Electric Grid Company"

Application

on consent to nomination and election into the membership of the Board of Directors (Supervisory Board)/ Internal Audit Commission "NAME OF COMPANY"

year \_\_\_\_\_

dd. \_\_\_\_\_ year

I, Surname, Name, Patronymic (name of an identification document, number and series of document, who issued it and when), hereby give a consent for nomination and election of my candidacy into the Board of Directors (Supervisory Board)/ Internal Audit Commission "NAME OF COMPANY".

If I'm elected at a General Shareholders' Meeting / General Participants' Meeting, I assume an obligation to work in a membership of the Board of Directors (SUPERVISORY BOARD)/ Internal Audit Commission of the specified entity.

\_\_\_\_\_/\_\_\_\_\_  
(signature) (Surname, Name, Patronymic)