



MOESK

Joint Stock Company
**“Moscow United Electric
Grid Company”**

ANNUAL GENERAL MEETING OF SHAREHOLDERS

1. On approval of the Annual Report of the Company for 2014.
2. On approval of the annual accounting statements including the financial performance report (profit and loss statement) of the Company for 2014.
3. On distribution of profits (including payment (declaration) of dividends) and losses of the Company based on results of the 2014 fiscal year.
4. On election of the members of the Board of Directors of the Company.
5. On election of the Audit Committee of the Company.
6. On approval of the Auditor of the Company.
7. On approval of the redrafted Articles of Association of the Company.
8. On approval of the redrafted Regulations on the General Meeting of Shareholders of the Company.
9. On approval of the redrafted Regulations on the Board of Directors of the Company.
10. On approval of the redrafted Regulations on the Audit Committee of the Company.
11. On approval of the redrafted Regulations on the Management Board of the Company.
12. On approval of the redrafted Regulations on payment of remunerations and compensations to members of the Board of Directors of the Company.
13. On approval of the redrafted Regulations on payment of remunerations and compensations to members of the Audit Committee of the Company.

14. On approval of the transactions entered into by JSC “Moscow United Electric Grid Company” and JSC “Plant RETO” being interested party transactions and the transactions for which JSC “Plant RETO” will be declared the winner based on the result of competitive procedures that may be carried out by JSC “Moscow United Electric Grid Company” in the future in the ordinary course of business.
15. On approval of the transactions entered into by JSC “Moscow United Electric Grid Company” and JSC “MKER” being interested party transactions and the transactions for which JSC “MKER” will be declared the winner based on the result of competitive procedures that may be carried out by JSC “Moscow United Electric Grid Company” in the future in the ordinary course of business.
16. On approval of the transactions entered into by JSC “Moscow United Electric Grid Company” and JSC “MKSM” being interested party transactions and the transactions for which JSC “MKSM” will be declared the winner based on the result of competitive procedures that may be carried out by JSC “Moscow United Electric Grid Company” in the future in the ordinary course of business.
17. Approve the Company directors and officers liability insurance contract being an interested party transaction.

Item 1
of the agenda of the Annual General
Meeting of Shareholders

Joint Stock Company
**“Moscow United Electric
Grid Company”**

On approval of the Annual Report of the Company for 2014

Speaker: Sinyutin Pyotr Alexeevich, General Director of JSC “MOESK”



Concept of the report

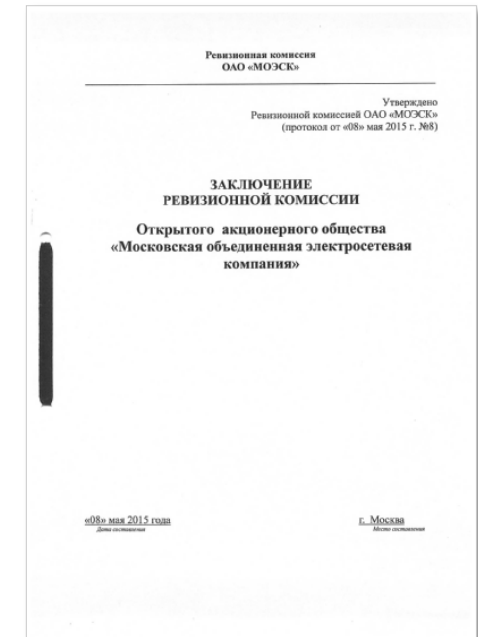
“Stronger together” is the keynote idea of the Annual Report of JSC “MOESK” for 2014. JSC “MOESK” success is based on a wise combination of financial, operating, human and intellectual resources of the Company. JSC “MOESK” interacts, on a regular basis, with all interested parties establishing a systemic and mutually beneficial dialogue with them. This approach makes it possible for the Company and its stakeholders to build together a prosperous present and future in the Moscow Region.

Reliability of the data contained in the Annual Report is confirmed by the report of the Audit Committee dated may 8, 2015.

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The Annual Report consists of the following 13 sections:

1. About the Company
2. Strategy
3. Operating activities
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5. Procurement activities
6. Corporate Governance
7. Innovation-driven development, technologies and telecommunications
8. Human Capital and Social Responsibility
9. External communications
10. Anti-corruption activities
11. Glossary of Main Terms and Abbreviations
12. Limitation of liability
13. Appendices



Results of implementation of the Priority Objectives Program in 2014



RELIABILITY

Improvement of the electricity supply reliability



QUALITY

Service quality improvement. Availability of connection to electric grids



DEVELOPMENT

Advanced development of the grid
Introduction of new technologies



VALUE

Enhancement of investment attractiveness and capitalization



PERSONNEL

Improvement of professionalism and personnel loyalty

Mean time of power supply recovery:

Moscow: **37 min.**;

Moscow Region: **70 min.**;

New Moscow: **57 min.**

Reliability, hour/connection point:

Moscow: **0.000308**;

Moscow Region: **0.009414**.

Percentage of 0.4-20 kV power transmission lines of cable and SIW: **70.07 %**.

Percentage of the timely performed grid connection agreements: **90.0%**;

Percentage of the timely issued offers of grid connection agreements: **99.3 %**;

The "3 steps - 2 visits" program was introduced

Percentage of the main substations with a capacity reserve for grid connection of consumers:

Moscow: **85 %**;

Moscow Region: **79 %**.

Total power transmission losses: **8.77 %**.

EBITDA margin: **34.5%**;

Net profit margin: **12.0%**;

Credit rating: **FitchRatings BB+ stable outlook**;

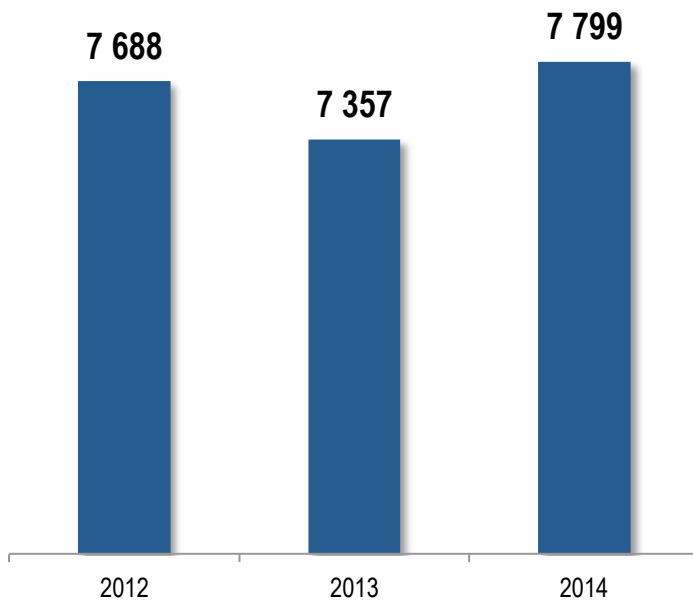
S&P BB stable outlook;

Moody's Ba2 stable outlook.

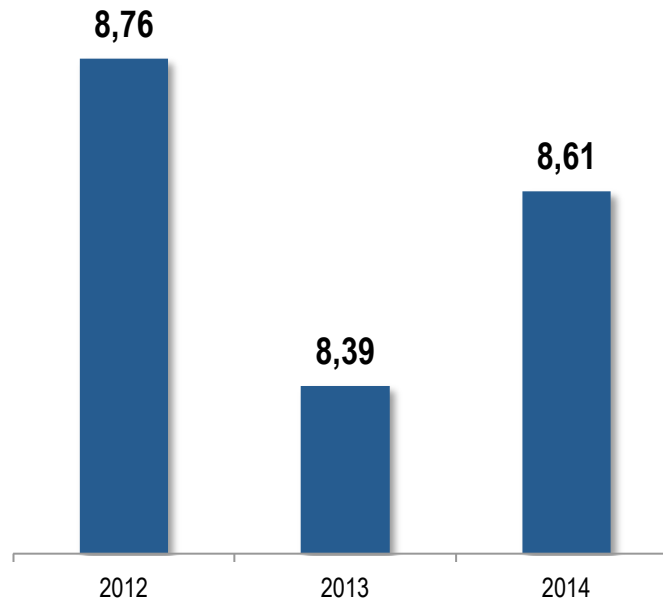
Labor productivity per 1 worker: **5 758 thousand kWh**

Availability of a candidates pool for the targeted positions: **63.2 %**

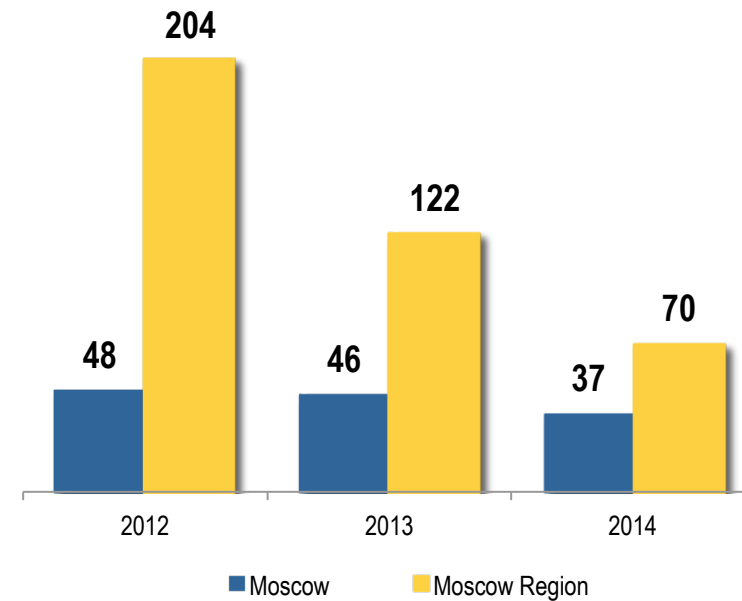
Number of process failures (accidents), (pcs.)



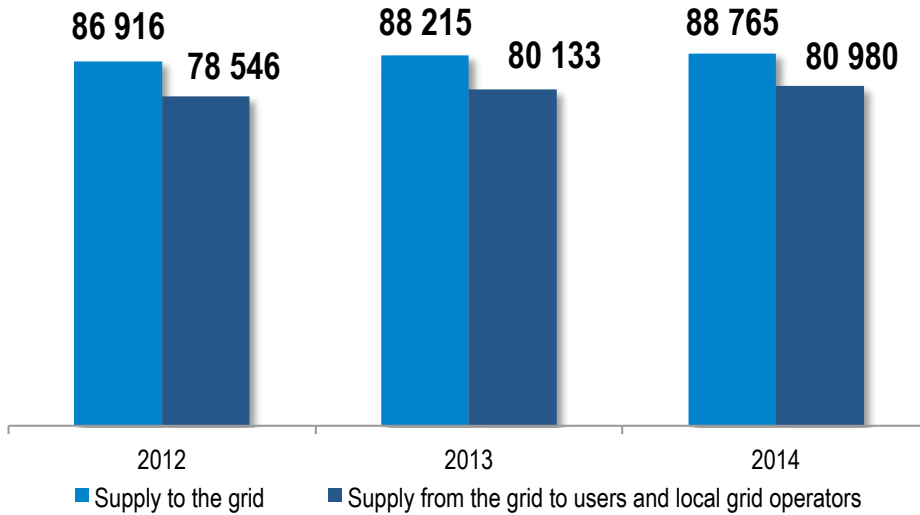
Specific accident rate, (number of accidents/c.u.*1000)



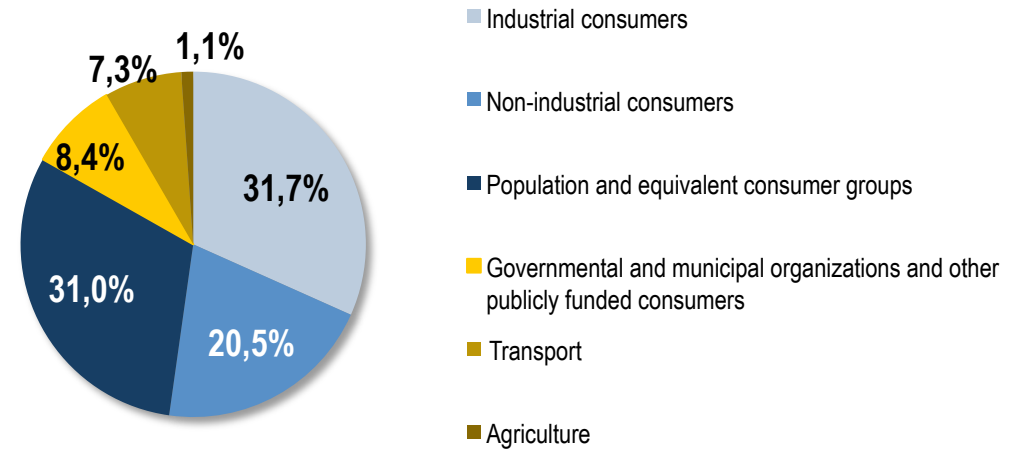
Mean time of recovery of power supply to consumers, (min)



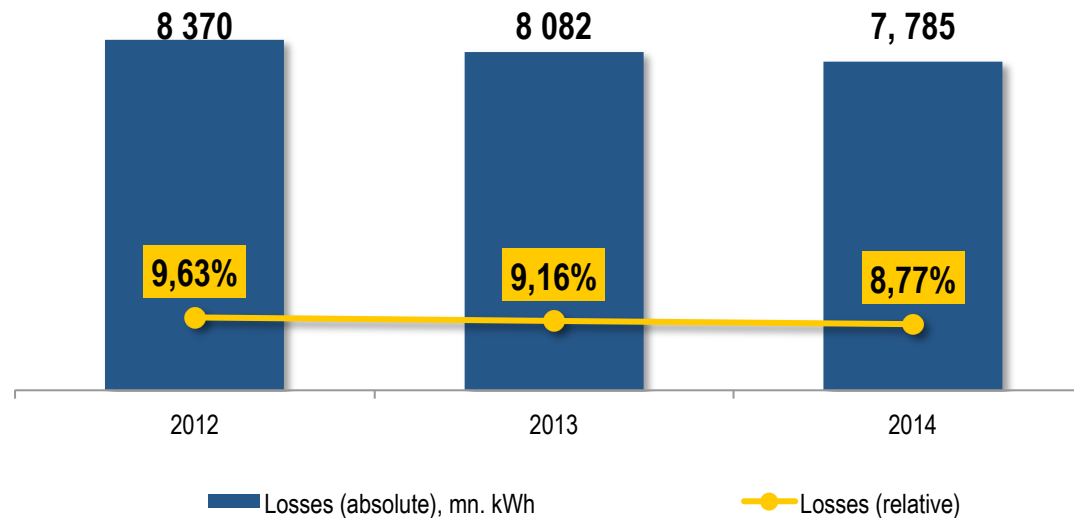
Electric power balance indicators, mn. kWh



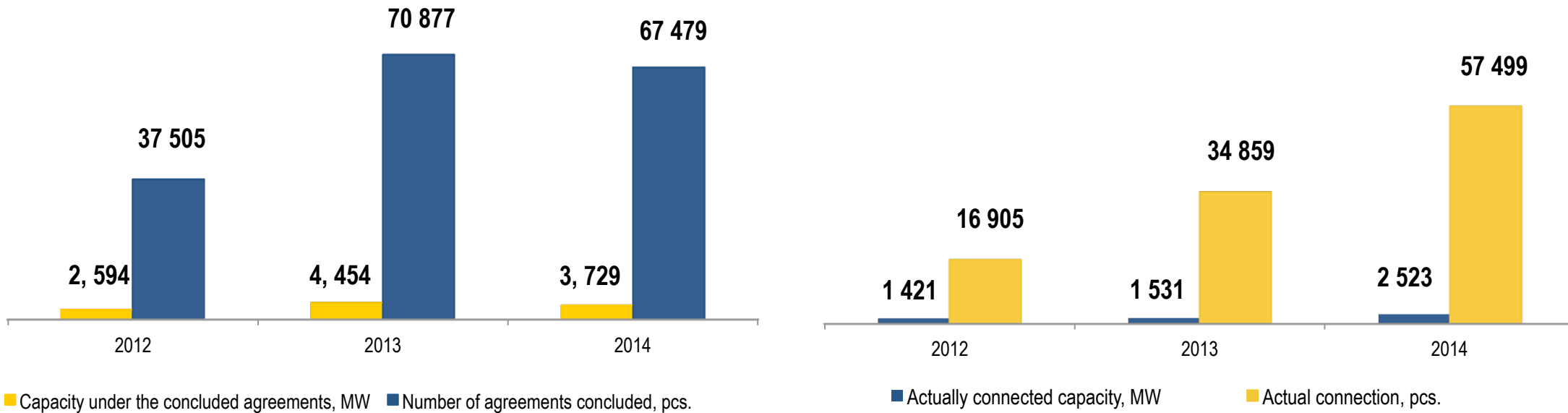
The structure of the electric power transmission volume in 2014 broken down by groups of end users



Power transmission and distribution losses

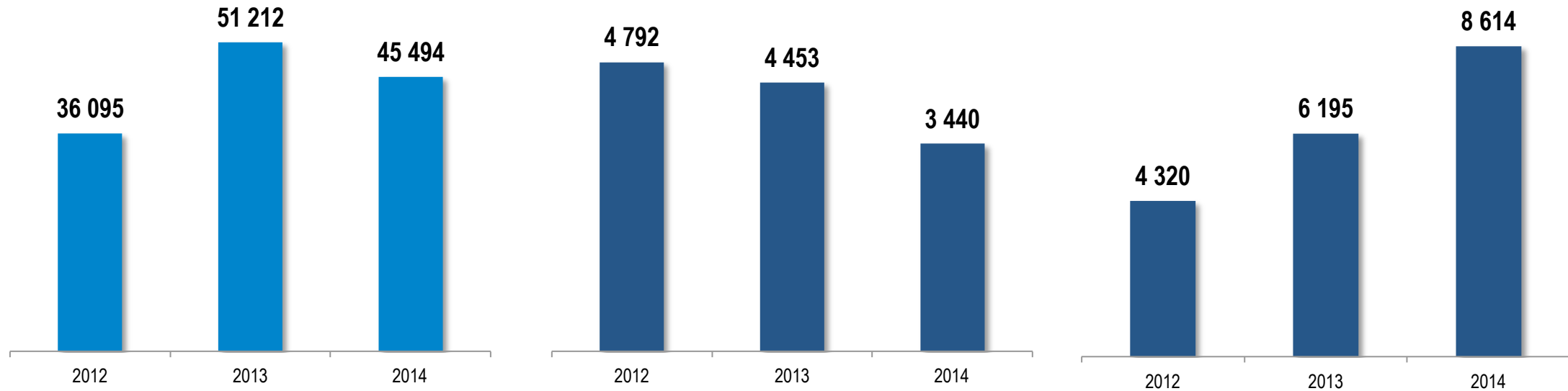
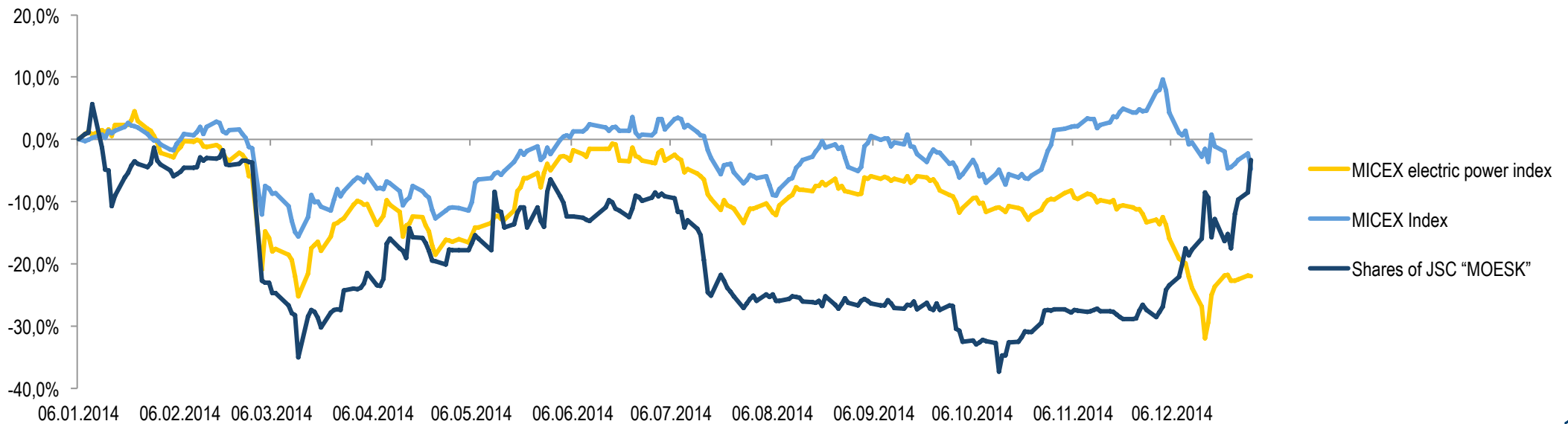


Grid connection figures

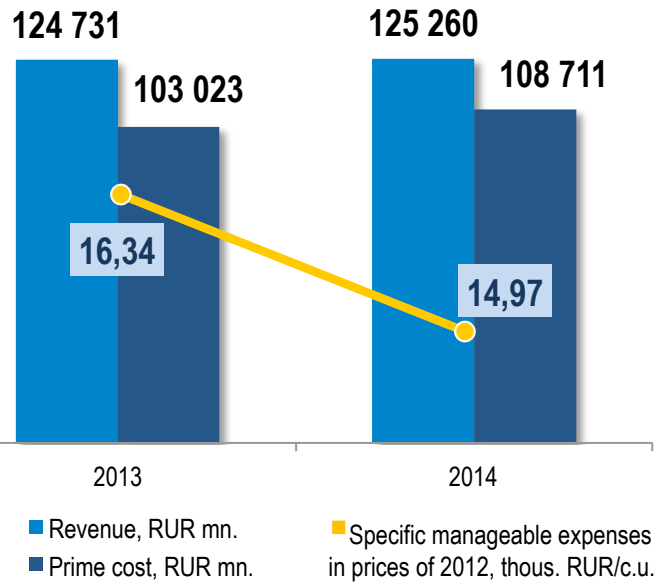


Simplification of the grid connection procedure in JSC “MOESK” through introduction of the “Three steps – two visits” program

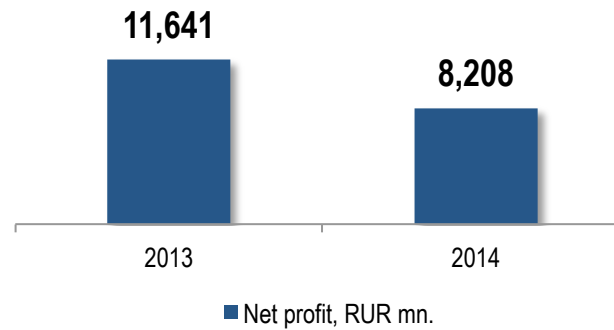


Capital investment, RUR mn. (excl. VAT)
Transformer capacity put into operation, MVA
Power transmission lines put into operation, km

Shares trading results compared with MICEX Indices


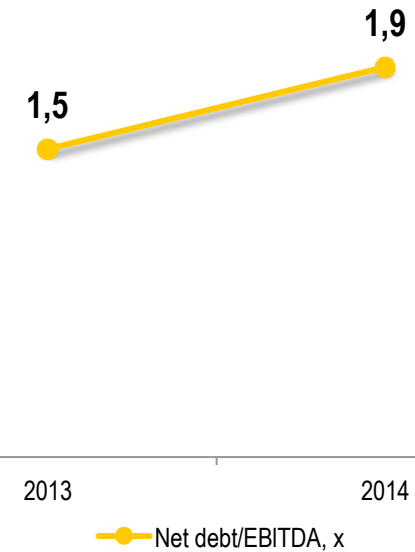
Revenue and prime cost



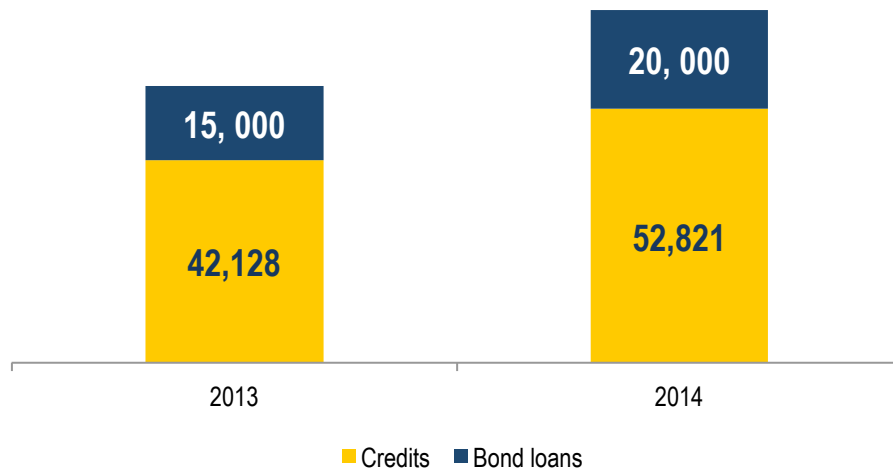
Net profit



Net debt/EBITDA

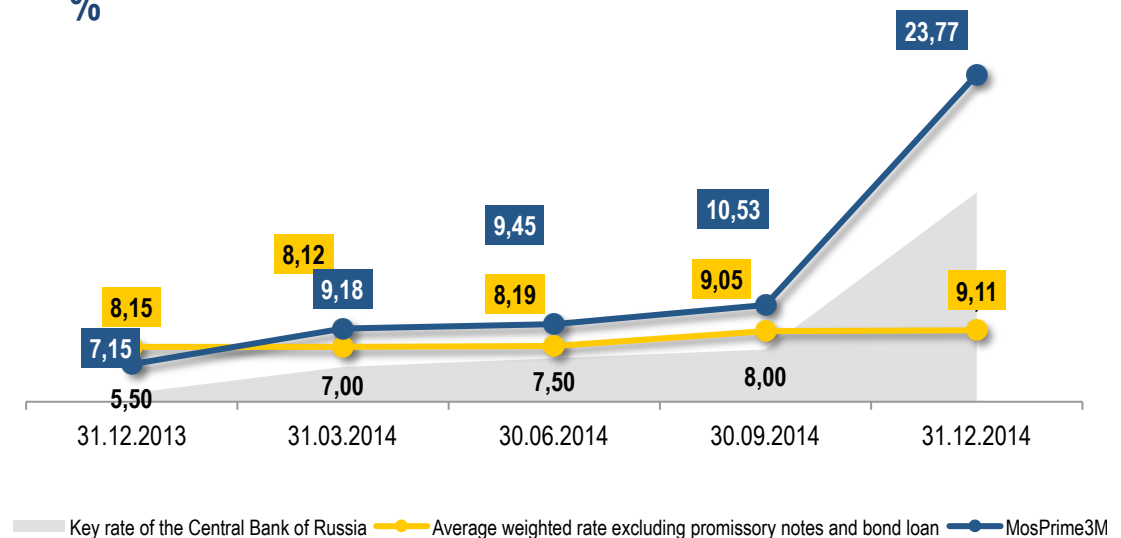


Borrowed funds structure*, RUR mn.



* excluding the interest accrued.

Weighted average interest rate on borrowed funds servicing, %



Approve the Annual Report of JSC “Moscow United Electric Grid Company” for 2014.

Item 2
of the agenda of the Annual General
Meeting of Shareholders

Joint Stock Company
**“Moscow United Electric
Grid Company”**

On approval of the annual accounting statements including the financial performance report (profit and loss statement) of the Company for 2014

Speaker: **Vitinsky Viktor Viktorovich**, Chief Accountant, Head of Accounting and Tax Reporting and Financial Statements
Department of JSC “MOESK”

Accounting Balance Sheet, RUR mn.

Indicator	As of December 31		Change 31.12.2014 / 31.12.2013	
	2014	2013	RUR mln.	%
Assets				
Non-current assets	286,060	260,511	25,549	9.8%
Current assets	39,976	39,164	812	2.1%
Liabilities				
Capital and reserves	183,787	178,489	5,298	3.0%
Long-term liabilities	66,058	63,045	3,013	4.8%
Short-term liabilities	76,191	58,141	18,050	31.0%
Balance	326,036	299,675	26,361	8.8%

Financial Performance Report, RUR mn.

Indicator	For the year		Change 31.12.2014 / 31.12.2013	
	2014	2013	RUR mn.	%
Revenue	125,260	124,731	529	0.4%
Prime cost	108,711	103,023	5,688	5.5%
Gross profit	16,549	21,708	-5,159	-23.8%
Net profit	8,208	11,641	-3,433	-29.5%

Composition of the financial statements


Auditor's report (prepared by Ernst & Young LLC on 27.02.2015) and the report of the Audit Committee (approved by the Audit Commission of JSC "MOESK", Minutes No. 8 dated 08.05.2015) express an opinion on reliability of the accounting statements of JSC "MOESK".

Approve the annual accounting statements of JSC “Moscow United Electric Grid Company” for 2014.

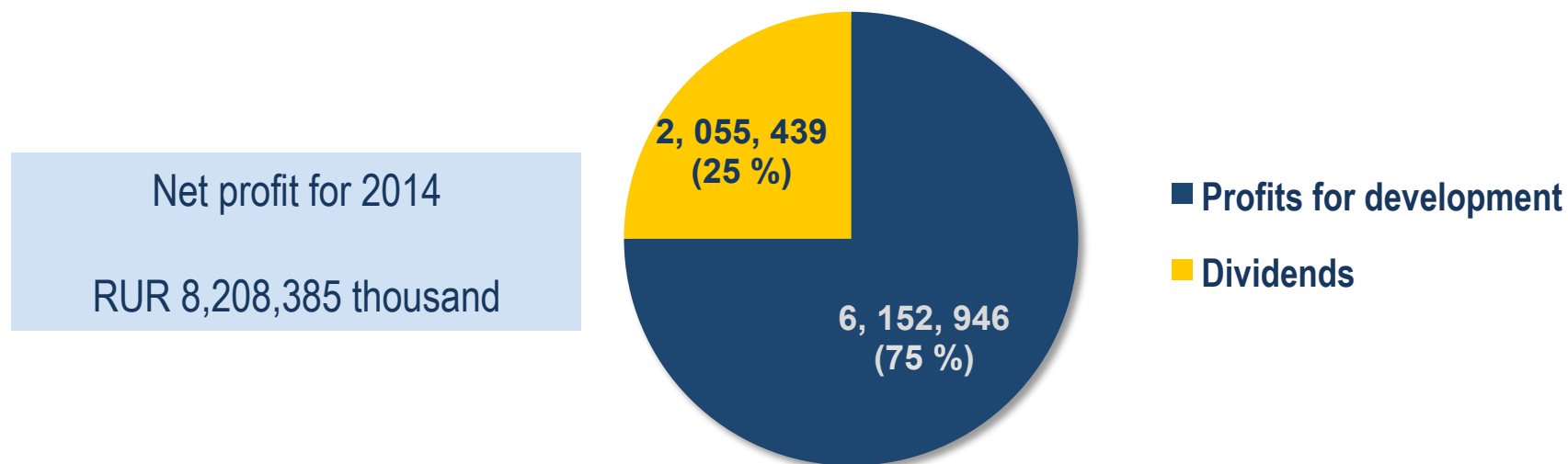
Item 3
of the agenda of the Annual General
Meeting of Shareholders

Joint Stock Company
**“Moscow United Electric
Grid Company”**

On distribution of profits (including payment (declaration) of dividends) and losses of the Company based on results of the 2014 fiscal year.

Speaker: **Inozemtsev Aleksandr Valerievich**, First Deputy General Director for Financial and Economic Activities and Corporate Governance

Recommendations of the Board of Directors on distribution of the net profit for 2014, RUR thousand



The 2014 net profit plan was fulfilled by 105%

1. Approve distribution of profits (losses) of JSC “Moscow United Electric Grid Company” for the 2014 fiscal year.

Item	(thous. RUR)
Undistributed profit for the reporting period:	8,208,385
Distribute to:	
reserve fund	0
profits for development	6,152,946
dividends	2,055,439
repayment of losses of the previous years	0

2. Pay dividends on the ordinary shares of JSC “Moscow United Electric Grid Company” based on the results of the year 2014 in the amount of RUR 0.0422 per one ordinary share of the Company in monetary form.

Dividends to a nominal holder and to a trustee being a professional participant of the securities market shall be paid within 10 business days, and dividends to other shareholders recorded in the register shall be paid within 25 business days from the date of making a list of persons entitled to receive dividends.

5. Determine July 06, 2015 to be the date of making the list of persons entitled to receive dividends.

Item 4
of the agenda of the Annual General
Meeting of Shareholders

Joint Stock Company
**“Moscow United Electric
Grid Company”**

On election of the members of the Board of Directors of the
Company

Speaker: Starostin Aleksey Sergeevich, Deputy General Director for Corporate Governance and Property of JSC “MOESK”

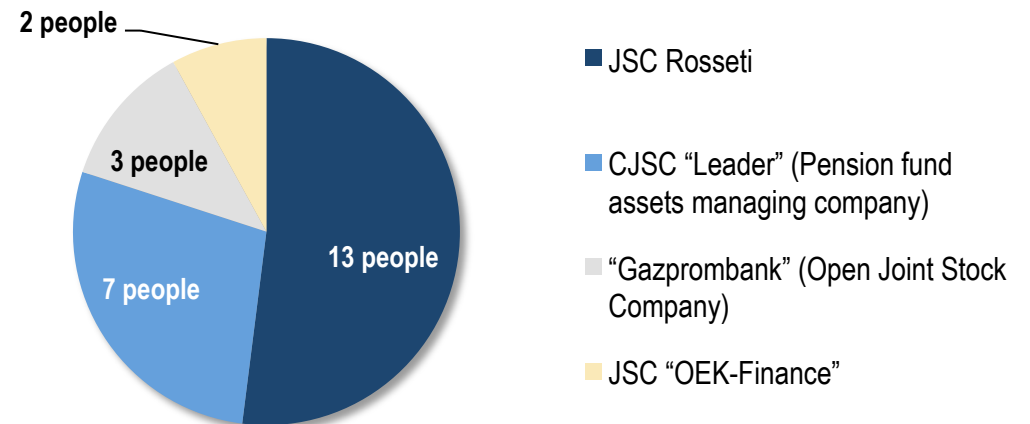
The Board of Directors is a management body of the Company

Competence	issues relating to general management of the Company activities, except for the issues falling within the competence of the General Meeting of Shareholders in accordance with the provisions of the Federal Law “On Joint Stock Companies” and the Articles of Association
Composition:	13 people (Article 16 of the Articles of Association)
Term of office	to be elected by the General Meeting of Shareholders until the next Annual General Meeting of Shareholders
Right to nominate candidates	shareholders that own in the aggregate at least 2% of the voting shares of the Company (Article 13 of the Articles of Association)

The resolution on inclusion in the list of nominees for voting on election of candidates (listed below) for the Boards of Directors of JSC “MOESK” was passed by the Board of Directors of JSC “MOESK” on 06.03.2015 (Minutes No. 252 dated 06.03.2015).

Total: 25 candidates

The number of candidates for the Board of Directors nominated by shareholders



No.	Full name of a candidate	Position as of the date of nomination	First name and surname/business name of the shareholder that proposed the candidate
1.	Vidyaev Aleksandr Gennadievich	Head of the Electrical Power Engineering Directorate of the Direct Investments Department of Bank GPB (JSC)	"Gazprombank" (Joint Stock Company)
2.	Grishchenko Sergey Valentinovich	Deputy Head of the Direct Investments Department of Bank GPB (JSC)	"Gazprombank" (Joint Stock Company)
3.	Kormilitsin Andrey Yurievich	Vice-President, Head of the Direct Investments Department of Bank GPB (JSC)	"Gazprombank" (Joint Stock Company)
4.	Alyoshin Oleg Nikolaevich	Deputy General Director, Head of the Stock Market Operations Department of "Leader", Closed Joint-Stock Company (Pension fund assets managing company)	CJSC "Leader" (Pension fund assets managing company)
5.	Brylkov Vladislav Viktorovich	Executive Vice-President of Non-State Pension Fund GAZFOND	CJSC "Leader" (Pension fund assets managing company)
6.	Bushmakin Sergey Aleksandrovich	Vice-President of Non-State Pension Fund GAZFOND	CJSC "Leader" (Pension fund assets managing company)
7.	Gavrilenko Anatoly Anatolievich	General Director of "Leader", Closed Joint-Stock Company (Pension fund assets managing company)	CJSC "Leader" (Pension fund assets managing company)
8.	Kokin Andrey Anatolievich	General Director of "Stroy Kapital", Limited Liability Company	CJSC "Leader" (Pension fund assets managing company)

No.	Full name of a candidate	Position as of the date of nomination	First name and surname/business name of the shareholder that proposed the candidate
9.	Nikitin Sergey Aleksandrovich	Deputy General Director, Head of the Corporate Control Department of "Leader", Closed Joint-Stock Company (Pension fund assets managing company)	CJSC "Leader" (Pension fund assets managing company)
10.	Nuzhdov Aleksey Viktorovich	Deputy Director General for Investments and Interaction with Government Authorities of Closed Joint-Stock Company "Leader" (Pension fund assets managing company)	CJSC "Leader" (Pension fund assets managing company)
11.	Belchenko Viktor Vladimirovich	General Director of OJSC "Razvitie aktivov"	JSC "OEK-Finance"
12.	Livinsky Pavel Anatolievich	Head of the Fuel and Energy Department of Moscow	JSC "OEK-Finance"
13.	Budargin Oleg Mikhailovich	Chairman of the Management Board of JSC Rosseti, General Director of JSC Rosseti	JSC Rosseti
14.	Guriyanov Denis Lvovich	Director of the Department for Corporate Governance and Interaction with Shareholders and Investors of JSC Rosseti	JSC Rosseti
15.	Dyomin Andrey Aleksandrovich	First Deputy Director General for Economic Affairs and Finance of JSC Rosseti	JSC Rosseti
16.	Zafesov Yury Kazbekovich	Director of the Procurement Department of JSC Rosseti	JSC Rosseti

No.	Full name of a candidate	Position as of the date of nomination	First name and surname/business name of the shareholder that proposed the candidate
17.	Kravchenko Vyacheslav Mikhailovich	Deputy Minister of Energy of the Russian Federation	JSC Rosseti
18.	Lebedev Sergey Yurievich	Director of the Strategic Projects Department of JSC Rosseti	JSC Rosseti
19.	Malkov Denis Aleksandrovich	Director of the Department of Electricity Balances and Metering of JSC Rosseti	JSC Rosseti
20.	Mangarov Yury Nikolaevich	Chief Adviser of JSC Rosseti	JSC Rosseti
21.	Pankstyanov Yuri Nikolaevich	Director of the Tariff Policy Department of JSC Rosseti	JSC Rosseti
22.	Rakov Aleksey Victorovich	Director of the Department for Provision of Electric Grid Services and Interaction with Electricity Market Participants of JSC Rosseti	JSC Rosseti
23.	Sinyutin Pyotr Alekseevich	General Director of JSC "MOESK"	JSC Rosseti
24.	Sofin Vladimir Vladimirovich	Director of the Technological Development and Innovations Department of JSC Rosseti	JSC Rosseti
25.	Chevkin Dmitry Aleksandrovich	Director of the HR Policy and Organizational Development Department of JSC Rosseti	JSC Rosseti

Elect the Board of Directors of JSC “Moscow United Electric Grid Company” composed of: ...

Item 5
of the agenda of the Annual General
Meeting of Shareholders

Joint Stock Company
**“Moscow United Electric
Grid Company”**

On election of the Audit Committee of the Company



Speaker: Starostin Aleksey Sergeevich, Deputy General Director for Corporate Governance and Property of JSC “MOESK”

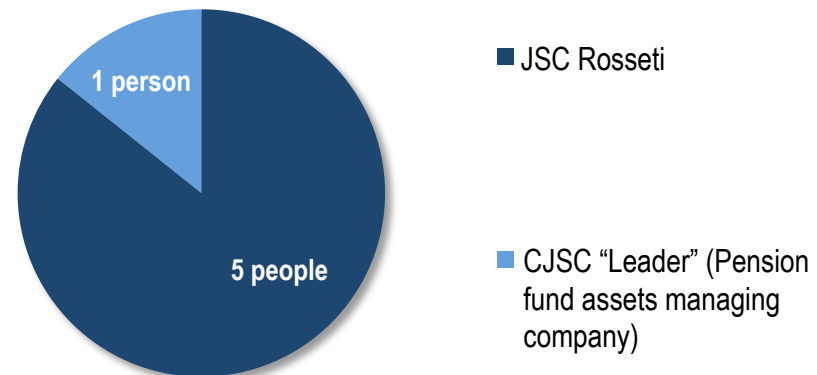
The Audit Committee is a supervising body of the Company

Competence	control of financial and business operations of the Company;
Composition:	5 people (Article 24 of the Articles of Association)
Term of office	to be elected by the General Meeting of Shareholders until the next Annual General Meeting of Shareholders
Right to nominate candidates	shareholders that own in the aggregate at least 2% of the voting shares of the Company (Article 13 of the Articles of Association)

The resolution on inclusion in the list of nominees for voting on election of candidates (listed below) for the Audit Committee of JSC “MOESK” was passed by the Board of Directors of JSC “MOESK” on 06.03.2015 (Minutes No. 252 dated 06.03.2015).

Total: 6 candidates

The number of candidates for the Audit Committee nominated by shareholders



No.	Full name of a candidate	Position as of the date of nomination	First name and surname/business name of the shareholder that proposed the candidate
1.	Vakulin Konstantin Vladimirovich	Lead Auditor of the Corporate Governance Division of the Corporate Control Directorate of "Leader", Closed Joint-Stock Company (Pension fund assets managing company)	CJSC "Leader" (Pension fund assets managing company)
2.	Kim Svetlana Anatolievna	Head of the Audit Activities and Internal Audit Directorate of the Internal Audit and Control Department of JSC Rosseti	JSC Rosseti
3.	Shmakov Igor Vladimirovich	Head of the Monitoring and Risks Directorate of the Internal Audit and Control Department of JSC Rosseti	JSC Rosseti
4.	Medvedeva Oksana Alekseevna	Head of General Audit and Inspections Division of the Inspection Activities and Internal Audit Directorate of the Internal Audit and Control Department of JSC Rosseti	JSC Rosseti
5.	Kirillov Artyom Nikolaevich	Head of Investment Audit Division of the Inspection Activities and Internal Audit Directorate of the Internal Audit and Control Department of JSC Rosseti	JSC Rosseti
6.	Zaitseva Tatiana Viktorovna	Chief Expert of the Methodology Division of the Control and Risks Directorate of the Internal Audit and Control Department of JSC Rosseti	JSC Rosseti

Elect the Audit Committee of JSC “Moscow United Electric Grid Company” composed of: ...

Item 6
of the agenda of the Annual General
Meeting of Shareholders

Joint Stock Company
**“Moscow United Electric
Grid Company”**

On approval of the auditor of the Company



Speaker: **Inozemtsev Aleksandr Valerievich**, First Deputy General Director for Financial and Economic Activities and Corporate Governance

Auditor of the Company

Competence	conducts audit of the accounting (financial) statements for the year prepared in accordance with Russian accounting standards and audit of the financial statements for the year prepared in accordance with IFRS
Term of office	to be elected annually by the General Meeting of Shareholders

The criteria for selection of the auditor to conduct audit of financial statements of JSC “MOESK” for 2015 prepared in accordance with IFRS were specified by resolution of the Board of Directors of JSC “MOESK” on 14.05.2015 (Minutes No. 258 dated 15.05.2015).

RSM RUS LLC was declared the winner of the open tender in accordance with the decision of the tender committee.

RSM RUS LLC is a company incorporated under the laws of the Russian Federation and has been a full member of RSM International, an international auditing and consulting association, and its exclusive representative in Russia and CIS countries since 1997.



Approve RSM RUS LLC as the Auditor of JSC “Moscow United Electric Grid Company”.

Item 7
of the agenda of the Annual General
Meeting of Shareholders

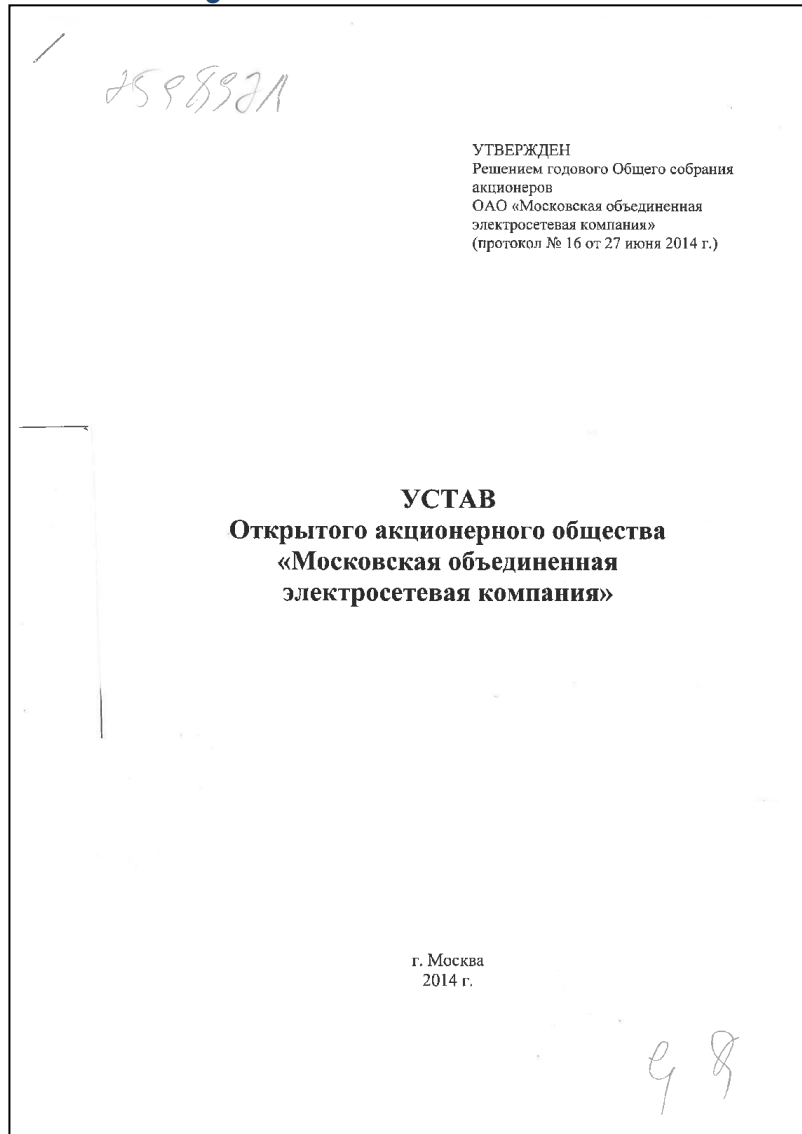
Joint Stock Company
**“Moscow United Electric
Grid Company”**

On approval of the redrafted Articles of Association of the
Company.



Speaker: Starostin Aleksey Sergeevich, Deputy General Director for Corporate Governance and Property of JSC “MOESK”

The effective Articles of Association was approved by the resolution of the Annual General Meeting of Shareholders on 24.06.2014.



Reasons for making changes and amendments to the Articles of Association

1

Bringing the Articles of Association into conformity with the effective legislation of the Russian Federation

Title page, clauses 1.3, 1.4, 2.2, 2.3, 2.9, 2.10, 3.3, 5.7, 6, 6.2, 6.3, 12.4, 15.1, 24.2, 24.8, 24.8.1, 24.8.2, 24.9, 24.12, 26.6

2

Bringing the Articles of Association into conformity with the Corporate Governance Code

Clause 11.4, 11.5, 11.7, 11.12, 12.3, 12.7, 20.1, 20.4, 21.2, sub-clauses 59, 60, 61, 62, 63, 64 of clause 15.1

3

Strengthening supervision by the Board of Directors, Revising the competence of management and control bodies

Sub-clauses 36, 38 (two changes), 65 of clause 15.1., clauses 22.2, 24.3, 24.6

Total
41

change and amendment

1

Bringing the Articles of Association into conformity with the effective legislation of the Russian Federation



Title page; Clause 1.3., 1.4. of Article 1; Clause 2.2. of Article 2

Changing the name of the Company:

Change the name of the Company in the text of the Articles of Association to read as follows: Публичное акционерное общество «Московская объединенная электросетевая компания», ПАО «МОЭСК», Public Joint-Stock Company “Moscow United Electric Grid Company”, PJSC “MOESK”.



Clause 2.9., 2.10 of Article 2

Changing the definition of “associated society”:

Delete from the text the notion of “associated company” explained in Article 106 “Associated company” of the Civil Code of the Russian Federation due to the Article having been considered null and void.

Determine that an associated company, for the purposes of the Articles of Association, shall be a company, in which participation interest of the Company is over twenty (20) percent of the voting shares (participation interests).



Clause 3.3. of Article 3

Requirements for engaging in certain types of activities were clarified:

In the cases provided for by law, the Company may engage in certain activities only on the basis of special permits (licenses), membership in a self-regulatory organization or a certificate issued by a self-regulating organization that grants the permit to perform a certain type of works. The procedure for becoming eligible and ceasing to be eligible to engage in these types of activities was defined.

1

Bringing the Articles of Association into conformity with the effective legislation of the Russian Federation



Clause 6.2. of Article 6

There were extended the rights of shareholders that concern:

- challenging decisions of management bodies of the Company;
- requiring indemnification of the Company for the losses incurred;
- challenging transactions entered into by the Company;
- entering into a profit participation agreement.



Article 6, Clause 6.3. of Article 6

Responsibilities of shareholders were defined:

- participate, to the extent necessary, in the formation of the property of the Company in the manner, way and within the time frame specified by the legislation of the Russian Federation or the Articles of Association of the Company;
- not to disclose confidential information on the activities of the Company;
- participate in passing resolutions that are necessary for the Company to stay in business, if participation of the shareholder is necessary for adopting resolutions;
- not to perform any acts knowingly aimed at causing harm to the Company;
- not to perform actions (omissions) that significantly impede or render it impossible to achieve the goals for which the Company was established;
- notify the Company of entering into a profit participation agreement.

1

Bringing the Articles of Association into conformity with the effective legislation of the Russian Federation



Requirements for members of the Audit Committee of the Company:

Clause 24.2. of Article 24

Members of the Audit Committee of the Company shall not be members of the Board of Directors of the Company or hold other positions in management bodies of the Company at the same time.



The standard operating procedures of the Audit Committee of the Company were revised:

Clause 24.8., 24.8.1., 24.8.2. of Article 24

- the obligation to provide documents on financial and business operations of the Company;
- the content of the report drawn up based on the audit results;
- the procedure for payment of remunerations and reimbursement of the expenses associated with performance by them of their duties.



Requirements for the Auditor of the Company were extended and the wording of the provisions concerning the content of the report was revised:

Clause 24.9., 24.12 of Article 24

- in order to check and verify the annual financial statements of the Company, the General Meeting of Shareholders shall annually approve the Auditor of the Company that is not bound by proprietary interests with the Company and its shareholders;
- the phrase “reports and other financial documents” was replaced by “accounting (financial) statements”.

2
 Bringing the Articles of Association into conformity with the Corporate Governance Code



Clause 11.4., 11.5., 11.7, 11.12. of Article 11, Clause 12.3., 12.7. of Article 12

The deadlines for provision of the information related to conducting the General Meeting of Shareholders were revised:

- The date of disclosure of the list of the persons who are entitled to participate in the General Meeting of Shareholders of the Company was specified;
- the time frame within which the Company attempts to make available the materials for the General Meeting of Shareholders was specified;
- the procedure for issuance of the Minutes of the General Meeting of Shareholders was specified.



Sub-clause 59, 60, 61, 62, 63, 64 of clause 15.1 of Article 15

Competence of the Board of Directors was extended:

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

- 59) defining principles and approaches to organization of the risk management and internal control system of the Company;
- 60) assessment of the key operational risks (both financial and non-financial risks) as well as defining the risk appetite for the Company;
- 61) arranging to perform, at least once a year, analysis and assessment of functioning and effectiveness of the risk management and internal control system;
- 62) annual review of the issues concerning organization, functioning and effectiveness of the risk management and internal control system of the Company;
- 63) control and organization of the internal audit division activities including approval of the internal audit action plan, report on implementation of the internal audit action plan and utilization of the internal audit division budget, approval of decisions on appointment and dismissal as well as determination of the remuneration of the head of the internal audit division;
- 64) monitoring of compliance of activities of the executive bodies of the Company with the strategy approved by the Company; hearing reports of the General Director and the members of the Board of Directors on implementation of the strategy approved by the Company.

2

Bringing the Articles of Association into conformity with the Corporate Governance Code



Clause 20.1., 20.4 of Article 20

The article regulating the Corporate Secretary activities was revised:

- the Corporate Secretary position in the Company was defined;
- the Corporate Secretary functions were defined.



Clause 21.2. of Article 21

The procedure for informing the Board of Directors about the risk management and internal control system of the Company was defined:

- executive bodies of the Company shall report, on a regular basis, to the Board of Directors of the Company on the progress in establishment and operation of an effective risk management and internal control system and shall be responsible for its effective functioning.

3

Strengthening supervision by the Board of Directors, Revising the competence of management and control bodies



Paragraph «p» of sub-clause 36, sub-clause 38, sub-clause 65 of clause 15.1. of Article 15

Competence of the Board of Directors was extended:

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

36) determination of the position of the Company (representatives of the Company) on the following items of agendas of general meetings of shareholders (participants) of subsidiaries and associated companies and meetings of the Boards of Directors of subsidiaries and associated companies:

p) on defining the credit policy of subsidiaries and affiliates, on approving the Subsidiaries and affiliates prospective development plan and reports concerning these areas;

38) preliminary approval of the resolutions on the Company entering into:

d) transactions for the period over 5 years that involve passing into temporary possession and use or temporary use of real estate or electric grid facilities or acceptance for temporary possession and use or for temporary use of real estate, in the cases (sizes) determined by resolutions of the Board of Directors of the Company;

65) recommendations to executive bodies of the Company on any issues concerning activities of the Company.



Clause 22.2. of Article 22

The procedure for participation of executive bodies of the Company in the risk management system was defined:

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

- effective risk management in the current activities of the Company; approval of the budget for the risk management activities of the Company within the amounts specified in the resolution of the Board of Directors of the Company; resolution of cross-functional (performed by several structural subdivisions) risk management issues.



Clause 24.3., 24.6 of Article 24

The competence of the Audit Committee was revised and extended:

- the list of information audited by the Audit Committee of the Company was revised;
- the requirements for the specialists and organizations engaged for conducting audits were defined.

Approve the redrafted Articles of Association of the Company.

Item 8
of the agenda of the Annual General
Meeting of Shareholders

Joint Stock Company
**“Moscow United Electric
Grid Company”**

On approval of the redrafted Regulations on the
General Meeting of Shareholders of the Company

Speaker: Starostin Aleksey Sergeevich, Deputy General Director for Corporate Governance and Property of JSC “MOESK”

The effective Regulations on the procedure for preparation and conducting the General Meeting of Shareholders was approved by resolution of the Annual General Meeting of Shareholders on 24.06.2014.

УТВЕРЖДЕНО
Решением годового
Общего собрания акционеров
ОАО «Московская объединенная
электросетевая компания»
(протокол № 16 от 27 июня 2014 г.)

Председательствующий на годовом
Общем собрании акционеров
Бударгин О.М.

ПОЛОЖЕНИЕ
о порядке подготовки и проведения
Общего собрания акционеров
Открытого акционерного общества
«Московская объединенная электросетевая компания»

г. Москва
2014 г.

The reason for making changes is the need to bring the Regulation into conformity with the provisions of the effective legislation of the Russian Federation and the Code of Corporate Governance concerning:

Names of the
Company

The contents and the procedure for familiarization with the information (materials) prepared for the General Meeting of Shareholders, procedure for participation of representatives of a shareholder in the General Meeting of Shareholders and the procedure for submitting the ballot papers to the Vote Counting Committee.

Approve the redrafted Regulations on the General Meeting of Shareholders of the Company.

Item 9
of the agenda of the Annual General
Meeting of Shareholders


Joint Stock Company
**“Moscow United Electric
Grid Company”**

On approval of the redrafted Regulations on the Board
of Directors of the Company

Speaker: Starostin Aleksey Sergeevich, Deputy General Director for Corporate Governance and Property of JSC “MOESK”

The effective Regulations on the procedure for convening and conducting the General Meeting of Shareholders was approved by resolution of the Annual General Meeting of Shareholders on 25.06.2012.

УТВЕРЖДЕНО
Решением годового
Общего собрания акционеров
ОАО «Московская объединенная
электросетевая компания»
(Протокол № 12 от «28» июня 2012 г.)

Председательствующий на годовом
Общем собрании акционеров
Попов А.А. 

ПОЛОЖЕНИЕ
о порядке созыва и проведения заседаний
Совета директоров
Открытого акционерного общества
«Московская объединенная электросетевая
компания»

г. Москва
2012г.

The reason for making changes is the need to bring the Regulation into conformity with the provisions of the effective legislation of the Russian Federation concerning the name of the Company.

Approve the redrafted Regulations on the Board of Directors of the Company.

Item 10
of the agenda of the Annual General
Meeting of Shareholders

Joint Stock Company
**“Moscow United Electric
Grid Company”**

On approval of the redrafted Regulations on the Audit
Committee of the Company

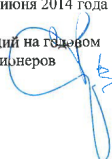
Speaker: Starostin Aleksey Sergeevich, Deputy General Director for Corporate Governance and Property of JSC “MOESK”

The effective Regulations on the Audit Committee of the Company was approved by resolution of the Annual General Meeting of Shareholders on 24.06.2014.

«УТВЕРЖДЕНО»

Решением годового Общего собрания акционеров ОАО «Московская объединенная электросетевая компания» протокол № 16 от 27 июня 2014 года

Председательствующий на годовом Общем собрании акционеров
Бударгин О.М.



ПОЛОЖЕНИЕ
о Ревизионной комиссии
Открытого акционерного общества
«Московская объединенная электросетевая компания»

2014 год

The reason for making changes is the need to bring the Regulation into conformity with the provisions of the effective legislation of the Russian Federation concerning the name of the Company.

Approve the redrafted Regulations on the Audit Committee of the Company.

Item 11
of the agenda of the Annual General
Meeting of Shareholders

Joint Stock Company
**“Moscow United Electric
Grid Company”**

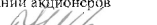
On approval of the redrafted Regulations on the
Management Board of the Company.



Speaker: Starostin Aleksey Sergeevich, Deputy General Director for Corporate Governance and Property of JSC “MOESK”

The effective Regulations on the Management Board of the Company was approved by resolution of the Annual General Meeting of Shareholders on 20.06.2011.

УТВЕРЖДЕНО
Решением годового
Общего собрания акционеров
ОАО «Московская объединенная
электросетевая компания»
(протокол № 10 от «23» июня 2011 г.)

Председательствующий на годовом
Общем собрании акционеров
Швец Н.Н. 

**ПОЛОЖЕНИЕ
о Правлении
ОАО «Московская объединенная
электросетевая компания»
(НОВАЯ РЕДАКЦИЯ)**

г. Москва
2011 г.

The reason for making changes is the need to bring the Regulation into conformity with the provisions of the effective legislation of the Russian Federation concerning the name of the Company.

Approve the redrafted Regulations on the Management Board of the Company.

Item 12
of the agenda of the Annual General
Meeting of Shareholders

Joint Stock Company
**“Moscow United Electric
Grid Company”**

On approval of the redrafted Regulations on payment of remunerations and compensations to members of the Board of Directors of the Company.

Speaker: **Starostin Aleksey Sergeevich**, Deputy General Director for Corporate Governance and Property of JSC “MOESK”

The effective Regulations on payment of remunerations and compensations to members of the Board of Directors of the Company was approved by resolution of the Annual General Meeting of Shareholders on 28.05.2008.

«УТВЕРЖДЕНО»
 Решением Годового общего собрания
 акционеров
 ОАО «Московская объединенная
 электросетевая компания»
 от «28» мая 2008 г.
 (протокол № 7
 от «05» июня 2008 года)

ПОЛОЖЕНИЕ
о выплате членам Совета директоров
Открытого акционерного общества
«Московская объединенная электросетевая
компания» вознаграждений и компенсаций

2008 год

Major changes:

- **Name of the Company was changed.**
- **Remuneration to a member of the Board of Directors is paid as a lump sum based on results of the work during the period since election of the candidate for the Board of Directors until election of new members of the Board of Directors.**
- **The provisions concerning additional remuneration for the net profit of the Company were excluded.**
- **The forms of calculation of the remuneration in the case of increased market capitalization of the Company were revised.**
- **The number of the requirements regulating the procedure for payment of compensations was reduced.**

Current version

General remuneration

Participation in meetings of the Board of Directors
(fixed payment based on the minimum monthly wage rate)

Remuneration for the net profit of the Company according to the data of the annual accounting statements approved by the General Meeting of Shareholders

Remuneration in the case of increased market capitalization of the Company during the term of office of the Board of Directors

New version

General remuneration

Participation in meetings of the Board of Directors
(remuneration depends on the revenue of the Company, participation in meetings of the Board of Directors, participation in the Committee)

Remuneration in the case of increased market capitalization of the Company during the term of office of the Board of Directors

1. Approve the redrafted Regulations on payment of remunerations and compensations to members of the Board of Directors of the Company.
2. Determine that this redrafted Regulation on payment of remunerations and compensations to members of the Board of Directors of the Company shall apply to the members of the Board of Directors of the Company elected at this and subsequent General Meetings of Shareholders of the Company.

Item 13
of the agenda of the Annual General
Meeting of Shareholders

Joint Stock Company
**“Moscow United Electric
Grid Company”**

On approval of the redrafted Regulations on payment of remunerations and compensations to members of the Audit Committee of the Company

Speaker: **Starostin Aleksey Sergeevich**, Deputy General Director for Corporate Governance and Property of JSC “MOESK”

The effective Regulations on payment of remunerations and compensations to members of the Audit Committee of the Company was approved by resolution of the Annual General Meeting of Shareholders on 28.05.2008.

«УТВЕРЖДЕНО»
 Решением Годового общего собрания
 акционеров
 ОАО «Московская объединенная
 электросетевая компания»
 от «28» мая 2008 г.
 (протокол № 7
 от «05» июня 2008 г.)

ПОЛОЖЕНИЕ
о выплате членам Ревизионной комиссии
Открытого акционерного общества
«Московская объединенная электросетевая компания»
вознаграждений и компенсаций

2008 год

Major changes:

- **Name of the Company was changed.**
- **The categories of persons that are restricted or banned from receiving remuneration for the participation in audits were defined.**
- **Forms of the application for payment of compensations for participation in inspections as well as for the travel and accommodation costs to and at the place of audit.**
- **Changes were made to the procedure for calculating the remuneration of a member of the Audit Committee of the Company based on results of the work during the corporate year, which depends on the degree of participation of the member of the Audit Committee in the work of the Audit Committee.**
- **The formula for calculation of the remuneration is presented, Chairman of the Audit Committee shall be responsible for monitoring calculation of the remuneration, and the sole executive body of the Company shall be responsible for monitoring payment of the remuneration.**
- **The procedure for payment of compensations to the members of the Audit Committee was described in more details.**
- **The Regulations application scope was defined.**

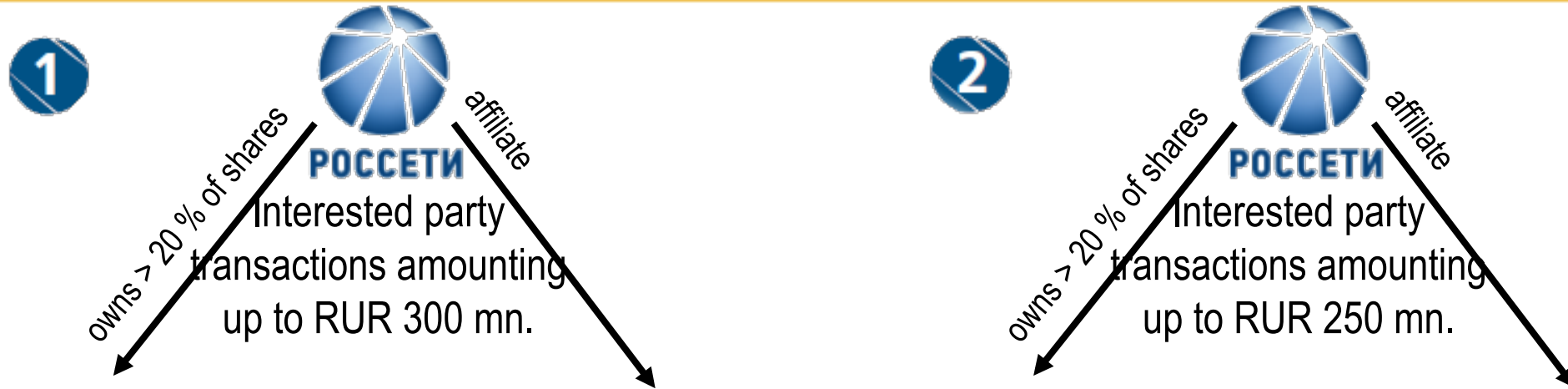
Approve the redrafted Regulations on payment of remunerations and compensations to members of the Audit Committee of the Company.

Item 14
of the agenda of the Annual General
Meeting of Shareholders

Joint Stock Company
**“Moscow United Electric
Grid Company”**

On approval of the transactions entered into by JSC “Moscow United Electric Grid Company” and JSC “Plant RETO” being interested party transactions and the transactions for which JSC “Plant RETO” will be declared the winner based on the result of competitive procedures that may be carried out by JSC “Moscow United Electric Grid Company” in the future in the ordinary course of business.

Speaker: Starostin Aleksey Sergeevich, Deputy General Director for Corporate Governance and Property of JSC “MOESK”



- The General Meeting of Shareholders may pass a resolution on approving the interested party transactions that may be entered into in the future in the ordinary course of business of the Company;
- Analysis of the transactions entered into by JSC "MOESK" and JSC "Plant RETO" leads to the conclusion that the transactions involving performance of technical inspection, maintenance and repair of power supply equipment and electrical equipment, as well as the transactions involving performance of design and survey works and/or construction and installation works and/or start-up and commissioning works and/or author's supervision and/or provision of materials and/or provision of equipment for modernization or construction of new electric grid facilities can be considered the transactions entered into by JSC "MOESK" in the ordinary course of business;
- JSC "Plant RETO" (100% of the shares belong to JSC "MOESK") is the only company in the central region that has a winding wire insulation restoring and solid transformer insulation elements fabrication technology. After JSC "Plant RETO" completing the repairs, JSC "MOESK" will receive the item with the full serviceability restored for about 40% of the price of a new item.

Approve the transactions between JSC “Moscow United Electric Grid Company” on the one part and JSC “Plant RETO” (hereinafter referred to as the Contractor) on the other part as interested party transactions (several related transactions) that can be made, *inter alia*, based on the results of tender procedures in the ordinary course of business of JSC “Moscow United Electric Grid Company” under the following conditions (without limitation of the total number of transactions made with the Contractor, subject to fulfillment of conditions established for the relevant type of transactions):

1. The transactions that involve obligations of the Contractor to perform, using its own resources and/or engaging third parties, technical inspection, maintenance and repair of the electric power grid equipment and electrical equipment by order of JSC “Moscow United Electric Grid Company”, and JSC “Moscow United Electric Grid Company” shall accept the result of the works and pay for the works completed. Determine that:

- the aggregate maximum price of the said transactions shall not exceed RUR 300,000,000.00 (three hundred million rubles and 00 kopecks) including 18% VAT amounting to not more than RUR 45,762,711.86 (forty-five million seven hundred and sixty-two thousand seven hundred and eleven rubles and 86 kopecks), and the price of each individual transaction shall not exceed RUR 300,000,000.00 (three hundred million rubles and 00 kopecks) including 18% VAT amounting to not more than RUR 45,762,711.86 (forty-five million seven hundred and sixty-two thousand seven hundred and eleven rubles and 86 kopecks);
- the works completion time frame shall not exceed three (3) years.

2. The transactions that involve obligations of the Contractor to perform, using its own resources and/or engaging third parties, design and survey works and/or construction and installation works and/or start-up and commissioning works and/or exercise author's supervision and/or provide materials and/or provide equipment for modernization or construction of new electric grid facilities by order of JSC "Moscow United Electric Grid Company", and JSC "Moscow United Electric Grid Company" shall accept the result of the works and pay for the works completed. Determine that:

- the aggregate maximum price of the said transactions shall not exceed RUR 250,000,000.00 (two hundred and fifty million rubles and 00 kopecks) including 18% VAT amounting to not more than RUR 38,135,593.22 (thirty-eight million one hundred and thirty-five thousand five hundred and ninety-three rubles and 22 kopecks), and the price of each individual transaction shall not exceed RUR 100,000,000 (one hundred million rubles and 22 kopecks), including 18% VAT amounting to not more than RUR 15,254,237.29 (fifteen million two hundred and fifty-four thousand two hundred and thirty-seven rubles and 29 kopecks);
- the works completion time frame shall not exceed three (3) years.

Item 15
of the agenda of the Annual General
Meeting of Shareholders

Joint Stock Company
**“Moscow United Electric
Grid Company”**

On approval of the transactions entered into by JSC “Moscow United Electric Grid Company” and JSC “MKER” being interested party transactions and the transactions for which JSC “MKER” will be declared the winner based on the result of competitive procedures that may be carried out by JSC “Moscow United Electric Grid Company” in the future in the ordinary course of business.

Speaker: Starostin Aleksey Sergeevich, Deputy General Director for Corporate Governance and Property of JSC “MOESK”

- The General Meeting of Shareholders may pass a resolution on approving the interested party transactions that may be entered into in the future in the ordinary course of business of the Company;
- Analysis of the transactions entered into by JSC “MOESK” and JSC “MKER” leads to the conclusion that the transactions involving performance of design and survey works and/or construction and installation works and/or start-up and commissioning works and/or author’s supervision and/or provision of materials and/or provision of equipment for modernization or construction of new electric grid facilities can be considered the transactions entered into by JSC “MOESK” in the ordinary course of business;
- JSC “MKER” is a construction and installation company, 100% of the shares of which belong to JSC “MOESK”. JSC “MKER” performs the full range of works on construction, modernization and repair of cable and overhead power lines with the voltage of 0.4-10 kV. For over 30 years, the main objective of the enterprise is the reliable power supply to consumers in Moscow and the Moscow Region.



Approve the transactions between JSC “Moscow United Electric Grid Company” on the one part and JSC “MKER” (hereinafter referred to as the Contractor) on the other part as interested party transactions (several related transactions) that can be made, *inter alia*, based on the results of tender procedures in the course of ordinary business activities of JSC “Moscow United Electric Grid Company” under the following conditions (without limitation of the total number of transactions made with the Contractor, subject to fulfillment of conditions established for the relevant type of transactions):

The transactions that involve obligations of the Contractor to perform, using its own resources and/or engaging third parties, design and survey works and/or construction and installation works and/or start-up and commissioning works and/or exercise author's supervision and/or provide materials and/or provide equipment for modernization or construction of new electric grid facilities by order of JSC "Moscow United Electric Grid Company", and JSC "Moscow United Electric Grid Company" shall accept the result of the works and pay for the works completed. Determine that:

- the aggregate maximum price of the said transactions shall not exceed RUR 250,000,000.00 (two hundred and fifty million rubles and 00 kopecks) including 18% VAT amounting to not more than RUR 38,135,593.22 (thirty-eight million one hundred and thirty-five thousand five hundred and ninety-three rubles and 22 kopecks), and the price of each individual transaction shall not exceed RUR 100,000,000 (one hundred million rubles and 22 kopecks), including 18% VAT amounting to not more than RUR 15,254,237.29 (fifteen million two hundred and fifty-four thousand two hundred and thirty-seven rubles and 29 kopecks);
- the works completion time frame shall not exceed three (3) years.

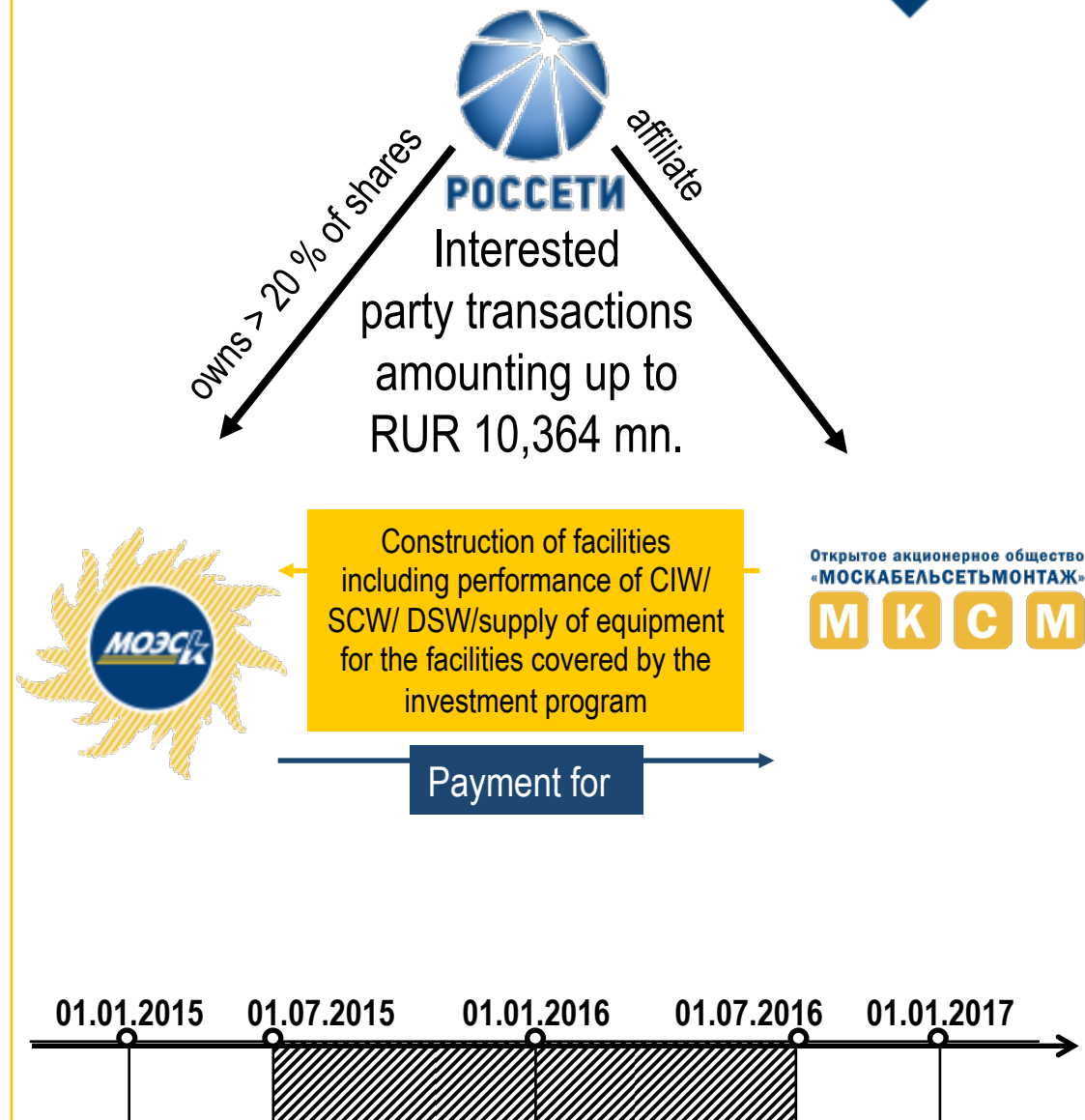
Item 16
of the agenda of the Annual General
Meeting of Shareholders

Joint Stock Company
**“Moscow United Electric
Grid Company”**

On approval of the transactions entered into by JSC “Moscow United Electric Grid Company” and JSC “MKSM” being interested party transactions and the transactions for which JSC “MKSM” will be declared the winner based on the result of competitive procedures that may be carried out by JSC “Moscow United Electric Grid Company” in the future in the ordinary course of business.

Speaker: Starostin Aleksey Sergeevich, Deputy General Director for Corporate Governance and Property of JSC “MOESK”

- The General Meeting of Shareholders may pass a resolution on approving the interested party transactions that may be entered into in the future in the ordinary course of business of the Company;
- Analysis of the transactions entered into by JSC “MOESK” and JSC “MKSM” leads to the conclusion that the transactions involving performance and delivery of a construction works package including performance of construction and installation works and/or start-up and commissioning works and/or design and survey works and/or provision of equipment for the facilities covered by the investment program can be considered the transactions entered into by JSC “MOESK” in the ordinary course of business;
- JSC “MKSM” (100% of the shares belong to JSC “MOESK”) is a general contractor company being the leading company in Russia specialized in construction of high voltage cable power transmission lines 110-220 kV and 500 kV.



Approve the transactions between JSC “Moscow United Electric Grid Company” on the one part and JSC “MKER” (hereinafter the Contractor) on the other part as interested party transactions (several related transactions) that can be made, *inter alia*, based on the results of tender procedures in the course of ordinary business activities of JSC “Moscow United Electric Grid Company” under the following conditions (without limitation of the total number of transactions made with the Contractor, subject to fulfillment of conditions established for the relevant type of transactions):

The transactions that involve obligations of the Contractor to perform, by order of JSC “Moscow United Electric Grid Company”, using its own resources and/or engaging third parties, and deliver to the Customer a construction works package including performance of construction and installation works and/or start-up and commissioning works and/or design and survey works and/or provision of equipment for the facilities covered by the investment program, and JSC “Moscow United Electric Grid Company” shall accept the result of the works and pay for the works completed. Determine that:

- the aggregate maximum price of the said transactions shall not exceed RUR 10,363,685,398.95 (ten billion three hundred and sixty-three million six hundred and eighty-five thousand three hundred and ninety-eight rubles and 95 kopecks) including 18% VAT amounting to not more than RUR 1,580,901,162.55 (one billion five hundred and eighty million nine hundred and one thousand one hundred and sixty-two rubles and 55 kopecks), and the price of each individual transaction may not exceed RUR 3,700,000,000.00 (three billion seven hundred million rubles and 00 kopecks) including 18% VAT amounting to not more than RUR 564,406,779.66 (five hundred and sixty-four million four hundred and six thousand seven hundred and seventy-nine rubles and 66 kopecks).
- the works completion time frame shall not exceed three (3) years.

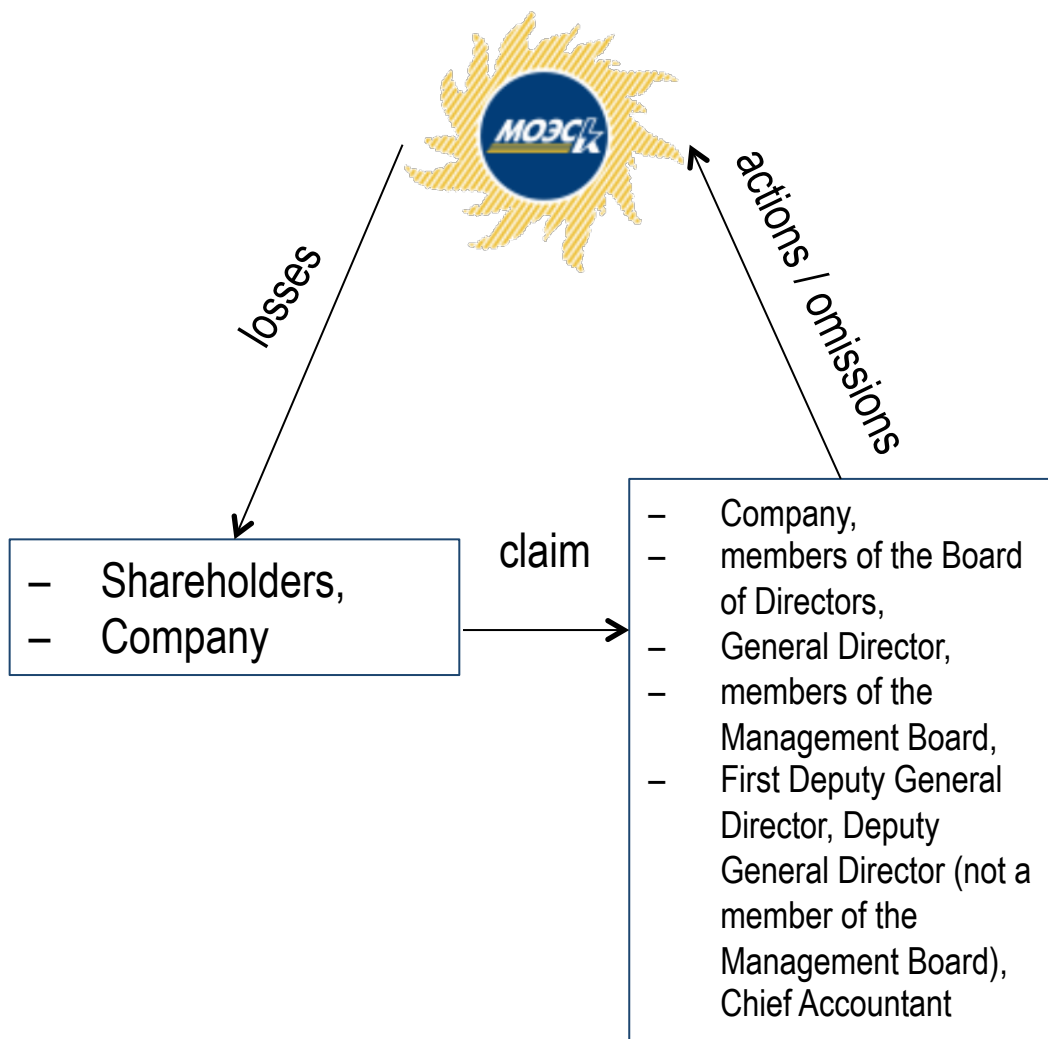
Item 17
of the agenda of the Annual General
Meeting of Shareholders

Joint Stock Company
**“Moscow United Electric
Grid Company”**

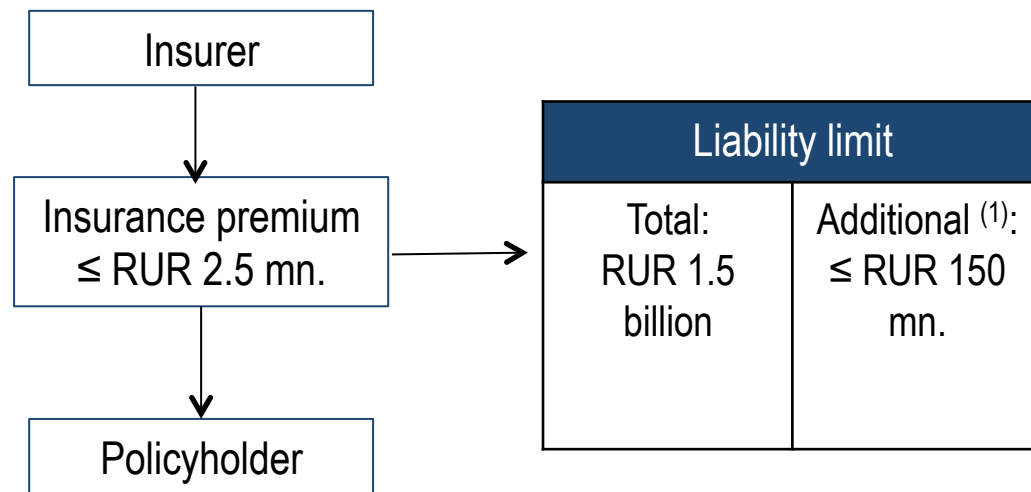
Approve the Company directors and officers liability insurance
contract being an interested party transaction



Speaker: Starostin Aleksey Sergeevich, Deputy General Director for Corporate Governance and Property of JSC “MOESK”



Insurance contract provisions



Insurance coverage period (the Contract validity period): 12 months

Note: ⁽¹⁾For all non-executive directors.

Set the price of the directors and officers liability insurance contract entered into by the Company and the winner declared based on the results of the procurement procedures, to be carried out in 2016 for selection of an insurance organization, to equal the insurance premium amount not exceeding RUR 2,500,000 (two million five hundred thousand rubles).

Approve the directors and officers liability insurance contract entered into by the Company and the organization selected based on the results of the procurement procedures for selection of an insurance organization (hereinafter referred to as the Contract) as an interested party transaction under the following essential conditions:

Essential conditions of the directors and officers liability insurance contract are presented in the materials prepared for the Annual General Meeting of Shareholders of JSC “MOESK” on 24.06.2015.

Responses to questions

Speeches by shareholders

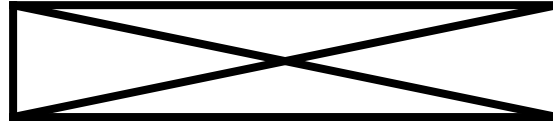


An example of a vote “FOR”

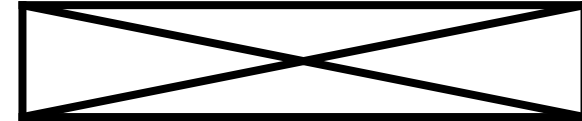
FOR



AGAINST

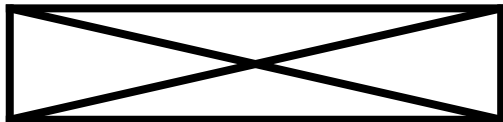


ABSTAINED



An example of a vote “AGAINST”

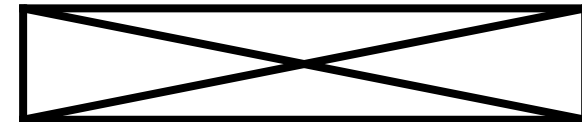
FOR



AGAINST

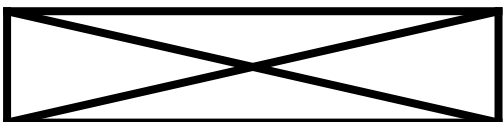


ABSTAINED

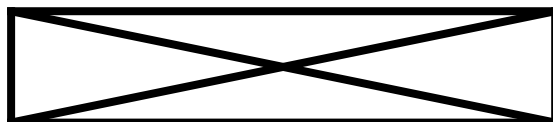


An example of a vote “ABSTAINED”

FOR



AGAINST



ABSTAINED



1 из 2

ОТКРЫТОЕ АКЦИОНЕРНОЕ ОБЩЕСТВО «МОСКОВСКАЯ ОБЪЕДИНЕННАЯ ЭЛЕКТРОСЕТЕВАЯ КОМПАНИЯ» 115114, Российская Федерация, Москва, 2-й Павелецкий проезд, 3, стр. 2			2
Форма проведения годового Общего собрания акционеров: собрание (совместное присутствие). Дата проведения собрания: 24 июня 2015 года. Место проведения собрания: 115054, г. Москва, Космодамианская наб., д. 52, стр. 7, «Swissotel (Свиссотель) Конференц – Центр». Время начала собрания: 10 часов 00 минут по московскому времени. Время начала регистрации лиц, участвующих в собрании: 09 часов 00 минут по московскому времени. Почтовые адреса, по одному из которых могут быть направлены заполненные бюллетени: 115114, г. Москва, 2-й Павелецкий проезд, д. 3, стр. 2, ОАО «Московская объединенная электросетевая компания»; 109544, г. Москва, ул. Новорогожская, д.32, стр.1, АО «СТАТУС».			Номер
БЮЛЛЕТЕНЬ для голосования Фамилия, имя, отчество/наименование акционера: _____ Количество принадлежащих акционеру голосующих акций: _____ Число голосов для кумулятивного голосования: _____			
Вопрос 4: Об избрании членов Совета директоров Общества. Решение: Избрать Совет директоров ОАО «Московская объединенная электросетевая компания» в составе:			
№	Ф.И.О. кандидата	Должность*	Количество голосов «ЗА»
1	XXXXXXXXXXXXXXXXXXXX	XXXXXXXXXXXX	XXXXXXXXXXXXXXXXXXXX

The number of votes for the cumulative voting

Number of votes for a candidate



THANK YOU FOR YOUR ATTENTION!

Legal address (the same as the actual address):
bld. 2, 3 Vtoroy Paveletsky proezd, Moscow, 115114

“Svetlaya Liniya”, Unified Contact Center: 8 (800) 700-40-70

Telephone of JSC “MOESK”: 8 (495) 662-40-70; 8 (495) 363-40-70

Inquiries concerning letters: 8 (499) 951-06-26

Securities Division: 8 (495) 662-40-70 (ext. 41-73), 8 (495) 363-40-70 (ext. 41-73)

IR Department: 8 (495) 662-40-70 (ext. 41-74), 8 (495) 363-40-70 (ext. 41-74), ir@moesk.ru

Public Relations Department: 8 (495) 662-40-70 (ext. 21-15), 8 (495) 363-40-70 (ext. 21-15), smi@moesk.ru

Central customer service office: 7, Aleksandra Solzhenitsyna Street, 109004, Moscow

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