

RATIFIED by  
General Shareholders' Meeting  
of OJSC Enel OGK-5  
Protocol No. \_\_\_\_\_  
dd. " \_\_\_\_ " \_\_\_\_\_ 2010

**Rules of Procedure for Convention and Holding  
of Meetings of Board of Directors of  
Open Joint-stock company  
Enel OGK-5**

Moscow  
2010

## **1. General Provisions**

The present Rules of Procedure are elaborated in accordance with the Civil Code of the Russian Federation, Federal law "On joint-stock companies", other laws and regulations of the Russian Federation and the Articles of Association of Joint-stock company Enel OGK-5 (hereinafter – the Company).

The present Rules of Procedure are the internal document of the Company determining the order of convention and holding of meetings of Board of Directors of the Company.

The Board of Directors is the management body of the Company that generally manages the company, controls the implementation of resolutions of the General Shareholders' Meeting in accordance with the requirements of the legislation of the Russian Federation.

The Board of Directors of the Company has the following main goals and objectives:

- determining the strategy of the Company's development aimed at increasing its market capitalization and investment attractiveness, making the maximum profit and increasing the assets of the Company;
- implementing and protecting rights and legitimate interests of shareholders of the Company as well as helping to resolve corporate conflicts;
- providing the completeness, accuracy and objectiveness of disclosure of information on the Company for shareholders and other stakeholders;
- creating effective internal control mechanisms;
- regular assessing the activity of executive bodies of the Company and performance of the management;

In order to achieve the above stated goals and objectives the Board of Directors is obliged to follow the principles listed below:

- adopting resolutions on the basis of accurate information on the activity of the Company;
- excluding the restrictions for rights of shareholders on the participation in the Company's management, receipt of dividends and information on the Company;
- achieving the balance of interests of different groups of shareholders and adopting the most objective resolutions meeting the interests of all shareholders of the Company.

The Board of Directors is ruled in its activity with the Federal law "On joint-stock companies", other laws and regulations of the Russian Federation, the Articles of Association of the Company and the present Rules of Procedure.

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

The Chairman of Board of Directors of the Company organizes the work of Board of Directors.

The Chairman of Board of Directors is elected by the members of Board of Directors of the Company with the majority of votes of the total number of members of Board of Directors.

The person performing the duties of the Director General of the Company can not be at the same time the Chairman of Board of Directors of the Company.

The Board of Directors has a right at any time to reelect the Chairman of Board of Directors by the majority of votes of the total number of members of Board of Directors.

The Chairman of Board of Directors is responsible for the following:

- organizing the work of Board of Directors;
- convening the meeting of Board of Directors;
- determining the format of the meeting of Board of Directors;
- ratifying the agendas of meetings of Board of Directors;
- determining a list of persons invited to take part in the discussion of certain agenda issues at the meetings of Board of Directors;
- chairing at the meetings of Board of Directors;
- signing the protocols of meetings of Board of Directors, request for review (revision) of the financial and economic activity of the Company and other documents on behalf of Board of Directors of the Company;
- controlling the implementation of the work plan of Board of Directors ratified by the Board of Directors;

- representing the Board of Directors in the bodies of power, public organizations, mass media during the process of collaboration with shareholders of the Company;
- providing business correspondence between the Board of Directors and shareholders, executive bodies and members of the labour staff of the Company, other organizations;
- chairing at the General Shareholders' Meetings of the Company, announcing the meeting agenda, informing about forthcoming speeches and reports as well as performing other duties of the Chairman of the General Shareholders' Meeting of the Company stipulated by the Rules of Procedure for Convention and Holding of the General Shareholders' Meeting of the Company;
- organizing on behalf of the Board of Directors control over the implementation of resolutions of the General Shareholders' Meeting and meeting of Board of Directors, officially controlling the implementation of resolutions of Board of Directors and stopping controlling the implemented resolutions of Board of Directors;
- providing in the process of holding a meeting of Board of Directors the compliance with the requirements of the legislation of the Russian Federation, the Articles of Association of the company, other internal documents of the Company and the present Rules of Procedure;
- performing other duties stipulated by the legislation of the Russian Federation, the Articles of Association of the company and resolutions of Board of Directors of the Company.

In case of the absence of the Chairman of Board of Directors of the Company his/her duties are performed by a person elected by the majority of votes of the members of Board of Directors of the Company of the total number of the members of Board of Directors (Deputy Chairman of Board of Directors).

The member of Board of Directors being at the same time the Director General can not be elected the Deputy Chairman of Board of Directors.

### **3. Members of Board of Directors, their rights, obligations and liability**

The members of Board of Directors within the framework of the competence of Board of Directors have a right:

- to obtain information on the activity of the Company including commercial confidential information, to read all charter, normative, accounting, reporting, contract and other documents of the Company in accordance with the legislation of the Russian Federation and internal documents of the company;
- to present the written proposals on the creation of the work plan for Board of Directors;
- to include the issues into the meeting agenda of Board of Directors in the stated order;
- to demand the convening of the meeting of Board of Directors of the Company;
- to exercise other rights stipulated by the legislation of the Russian Federation, the Articles of Association of the Company, other internal documents of the Company and the present Rules of Procedure.

The member of Board of Directors may request the documents and information in the written form required for the adoption of the resolution on the issues of competence of Board of Directors both directly from the Director General of the Company (another person performing duties of the sole executive body of the Company) and from the Secretary of Board of Directors.

The documents and information of the Company should be provided to the member of Board of Directors not later than **3(three)** working days since the receipt of the corresponding request.

The members of Board of Directors may be paid remuneration and (or) compensation related to the performance of his/her duties in the order determined by the Regulation on remuneration and compensation payment to the members of Board of Directors ratified by the General Shareholders' Meeting of the Company.

When performing duties and exercising rights the members of Board of Directors should act in accordance with the interests of the Company, exercise his/her rights and perform duties towards the Company in the conscientious and reasonable manner.

The members of Board of Directors bear liability in front of the Company for the damage caused to the Company as a result of their guilty actions (lack of actions) in accordance with the current legislation.

Moreover the liability is not born by the members of Board of Directors that voted against the resolution that resulted in the damage caused to the Company or that didn't take part in the voting procedure.

#### **4. Secretary and Secretariat of Board of Directors**

4.1. The technical (information, documentary, protocol, secretary) provision of the current activity of Board of Directors is the duty of the Secretary of Board of Directors of the Company (the Secretariat of Board of Directors of the Company) acting on the basis of the Articles of Association of the Company, present Rules of Procedure, provision on the Secretary and Secretariat of Board of Directors, other internal documents of the Company and in accordance with the mandates of the Chairman of Board of Directors.

4.2. The Secretary of Board of Directors is elected by the members of Board of Directors of the Company with the majority of votes of the members taking part in the meeting.

The Board of Directors has a right at any time to reelect the Secretary of Board of Directors.

The candidature of the Secretary of Board of Directors is proposed by the Chairman of Board of Directors.

If the proposed candidate is an employee of the Company, the issue on this candidate is coordinated with the Director General of the Company.

In order to provide the effective performance of the Secretary of Board of Directors in accordance with the resolution of Board of Directors the Company can establish the Secretariat of Board of Directors whose employees are the Company's permanent staff.

The Secretary of Board of Directors is responsible for managing the activity of the Secretariat of Board of Directors.

4.3. The Secretary of Board of Directors is responsible for the following:

- 1) elaborating and presenting to the Chairman of Board of Directors a draft meeting agenda of the ordinary meeting of Board of Directors in accordance with the work plan of Board of Directors and proposals received from the members of Board of Directors, Director General of the Company, members of Executive Board of Directors, Internal Audit Commission and the Auditor's of the Company;
- 2) preparing and sending out documents (materials) required for the convention and holding of the meeting of Board of Directors (notice on the holding of the meeting, draft resolutions for meeting agenda issues, draft documents for the preliminary review etc.);
- 3) organizational and technical supporting the voting procedure at the meeting of Board of Directors;
- 4) organizing the interaction between the Board of Directors and executive bodies of management, committees of Board of Directors and structural sections of the company;
- 5) preparing and providing documents (information) according to the requests of the members of Board of Directors;
- 6) preparing requests and replies to the letters sent on behalf of the Board of Directors of the Company under the supervision of the Chairman of Board of Directors;
- 7) collecting voting ballots filled by the members of Board of Directors of the Company;
- 8) drawing up protocols of meetings of Board of Directors and extracts from the protocols of meetings of Board of Directors;
- 9) sending out documents ratified by the Board of Directors;
- 10) elaborating and keeping nomenclative files related to Board of Directors;
- 11) systemizing and archiving documents and materials of Board of Directors;
- 12) arranging control over the implementation of resolutions of Board of Directors;
- 13) preparing requests on the provision of information (materials) on the meeting agenda issues related to Board of Directors to the address of departments of the Company;
- 14) controlling the accuracy of provided information and correctness of the preparation of the documents included into the agenda of the meeting Board of Directors;
- 15) preparing under the instruction of the Chairman of Board of Directors (Deputy Chairman of Board of Directors) drafts of certain documents and resolutions of Board of Directors including a draft work plan of Board of Directors;
- 16) organizing the record procedure at the meetings of Board of Directors including tape recording on condition of the agreement of the present members;

17) performing other duties stipulated by the present Rules of Procedure, mandates of the Executive Board of Directors and members of Board of Directors of the Company.

4.4. The Secretary of Board of Directors provides coordinated and operational interaction of the members of Board of Directors with the executive body of the Company, directors and employees of the Company's departments in order to provide efficient performance of Board of Directors.

The Secretariat of Board of Directors aims at technical supporting the efficient performance of Board of Directors as well as full supporting the committees, commissions and other executive bodies of Board of Directors;

4.5. The Secretary of Board of Directors has a right to request and obtain information required for the performance of Board of Directors including requests from the members of Board of Directors of the Company to the departments of the executive body of the Company.

4.6. The Secretary of Board of Directors bears liability for the following:

- timely sending out to the members of Board of Directors notices on the meeting of Board of Directors and meeting materials;
- preparing correct and accurate information contained in the protocols of the meetings of Board of Directors;
- timely sending Protocols to the members of Board of Directors.

4.7. The bodies and officials of the Company should help the Secretary of Board of Directors perform his/her duties.

4.8. The Secretary of Board of Directors can conclude a contract on the performance of duties of the Secretary of Board of Directors.

The Chairman of Board of Directors determines the conditions (also regarding remuneration) of the contract concluded with the Secretary of Board of Directors.

4.9. The Company pays the expenses on the performance of the Secretariat of Board of Directors and expenses on staff salary within the cost sheet ratified by Board of Directors and presented by the Secretary of Board of Directors.

## **5. Arrangement of Work of Board of Directors**

5.1. The Meeting of Board of Directors is held in accordance with the ratified Work Plan of Board of Directors as well as if necessary but not more rarely than once per quarter unless another time line is determined.

5.2. If necessary the Chairman of Board of Directors may make a decision on holding an extraordinary meeting of Board of Directors or reschedule the date of the holding of the planned meeting of Board of Directors.

5.3. Work Plan of Board of Directors:

5.3.1. The work plan of Board of Directors may be made on the basis of the following main directions:

- strategic development of the Company;
- middle-term and current planning of the Company's activity;
- organization of the activity of Board of Directors;
- control over the implementation of resolutions of Board of Directors and General Shareholders' Meeting.

5.3.2. The work plan of Board of Directors includes the following:

- issues that should be considered at the meetings of Board of Directors of the Company in the current year (per quarter);
- schedule of the holding of meetings of Board of Directors;
- a list of persons (bodies of the management of the Company) responsible for preparing issues to be considered at the meetings of Board of Directors (members of Board of Directors, Director General, other persons).

5.3.3. The work plan of Board of Directors is made on the basis of proposals of the Chairman, the members of Board of Directors, the Internal Audit Commission of the Company, the Director General of the Company, the members of the Executive Board of Directors and the Auditor of the Company in accordance with the requirements determined in the first and second paragraphs of item 6.4 of the present Rules of Procedure.

The stated proposals and its copies are sent in the written form to the Chairman of Board of Directors and the Secretary of Board of Directors respectively.

## **6. Convention of the Meeting of Board of Directors**

6.1. The first meeting of Board of Directors elected anew is convened by one of the members of Board of Directors by sending a notice on the convention of the meeting to all other members of Board of Directors as well as to the Company, namely to the Director General.

The Director General is obliged to help and provide all information required for the convention of the first meeting of Board of Directors elected anew.

At the first meeting of Board of Directors the following issues are considered in the obligatory order:

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

6.2. The further meetings of Board of Directors are convened by the Chairman of Board of Directors (except for the case stipulated by item 2.5. of the present Rules of Procedure):

- in accordance with the schedule of the holding of meetings of Board of Directors ratified by the work plan of Board of Directors;
- in accordance with the own initiative of the Chairman of Board of Directors of the Company;
- upon the written demand of a member of Board of Directors, Internal Audit Commission of the Company, Director General of the Company, member of Executive Board of Directors, Auditor of the Company.

6.3. The demand for the convention of the meeting of Board of Directors should contain the following:

- 1) reference to the initiator of the holding of the meeting;
- 3) wording of meeting agenda issues;
- 4) motives for the inclusion of issues into the meeting agenda;
- 5) information (materials) on meeting agenda issues;
- 6) draft resolutions for meeting agenda issues;

6.4. The demand for the convention of the meeting of Board of Directors should be in writing and signed by the person demanding its convention.

The demand of the Internal Audit Commission for the convention of the meeting of the Board of Directors is signed by the Chairman of the Internal Audit Commission.

The demand for the convention of the meeting of the Board of Directors attached with all required documents (information) is sent to the Chairman of Board of Directors as well as the copy of proposals to the Secretary of Board of Directors. The proposals of members of the Executive of Board of the Company are sent to the Chairman of Board of Directors with the signature of the Chairman of the Executive Board or it may be sent independently without the participation of the Chairman of the Executive Board of the Company if the latter within 7 (seven) working days didn't sent the corresponding letter to the Chairman of Board of Directors.

The Demand of the Director General and the members of the Executive Board for the convention of the meeting of Board of Directors containing the issues that should be preliminary considered by the Executive Board in accordance with the internal document of the Company regulating the order of performance of Executive Board of Directors is sent to Board of Directors only after these issues are considered by Executive Board of Directors and the corresponding resolutions were elaborated.

6.5. The Chairman of Board of Directors is obliged to consider the received demand for the convention of the extraordinary meeting of Board of Directors and make a decision on the holding of this meeting, its refusal or the inclusion of the issues contained in the demand into the meeting agenda of the ordinary (in accordance with the ratified work plan of Board of Directors) meeting of Board of Directors not later than 5 (five) working days since the receipt of the corresponding demand. The meeting of Board of Directors regarding the consideration of the issue (issues) contained in the demand should be held not later than 30 (thirty) calendar days since the receipt of the corresponding demand by the Chairman of Board of Directors.

The Motivated decision of the Chairman of Board of Directors on the refusal from the convention of the extraordinary meeting of Board of Directors is sent to the person demanding the convention of this meeting not later than 3 (three) working days since this decision is made.

A refusal to convene the meeting of the Board of Directors may be given when none of the issues included into the proposed meeting's agenda fall within the competence of the Board of Directors of the Company or in case of breach of the requirements set forth in items 6.3. and 6.4. with regard to the procedures of convention of the meeting of the Board of Directors.

6.6. The notice on the holding of the meeting of Board of Directors is prepared by the Secretary of Board of Directors and signed by the Chairman or Deputy Chairman of Board of Directors (in cases stipulated by the present Rules of Procedure).

6.6.1. The notice on the holding of the meeting of Board of Directors is sent by the Secretary of Board of Directors to each member of Board of Directors in the written form not later than 5 (five) calendar days before the date of the holding of the meeting of Board of Directors (before the deadline of the receipt of voting ballots) except for the cases stipulated by the present Rules of Procedure.

6.7. Jointly with the notice on the holding of the meeting of Board of Directors the members of Board of Directors receive materials (information) on the meeting agenda issues.

The Materials (information) on the meeting agenda issues include the following:

- draft resolutions of Board of Directors for issues included into the meeting agenda of Board of Directors;
- explanatory note for draft resolutions of Board of Directors for issues included into the meeting agenda of Board of Directors;
- draft documents included to the agenda to be ratified, coordinated or approved by Board of Directors;
- protocols of meetings of management bodies, resolutions (recommendations) of Committees of Board of Directors and other specially established bodies and commissions of the Company regarding the preliminary consideration of the issues (if available);
- materials proving information stated in the draft resolutions and explanatory notes;
- other information materials on the issues included into the meeting agenda of Board of Directors.

6.8. The materials (information) on the meeting agenda issues may be provided to the members of Board of Directors by fax or by e-mail.

6.9. In cases stipulated by items 5.2. and article 10 of the present Rules of Procedure according to the resolution of Board of Directors the time line may be shortened when the members Board of Directors are sent the notice on the holding of the meeting of Board of Directors and notice on the provision of materials (information).

6.10. Provisions of these Rules of Procedure with regard to convention of meetings of the Board of Directors, requirements as to the manner and the time frame for notifying the Board members of the forthcoming meeting may be exempted if all of the Board of Directors members arrived in person at the venue of the meeting to make decisions on the issues falling under the competence of the Board of Directors or if all members of the Board of Directors participated in voting on the issues included into the agenda of the meeting.

## **7. Order of the holding of the meeting of Board of Directors**

7.1. The meeting of Board of Directors is opened by the Chairman of Board of Directors.

7.2. At the meetings of Board of Directors there are members of Board of Directors of the Company, as well as persons invited to the meeting for each of the considered issues in accordance with the list ratified by the Chairman of Board of Directors.

7.3. Meetings of the Board of Directors may be held with the use of any means of telecommunications (including by phone, teleconference/conference call, video conference, etc.) provided that the use of such means of telecommunications permits the relevant member of the Board to participate in the meeting directly.

7.4. The Chairman of Board of Directors determines whether the quorum is available to hold the meeting of Board of Directors.

7.4.1. The quorum for the holding of the meeting of Board of Directors is not less than half of the number of the elected members of Board of Directors.

7.4.2. Members of Board of Directors which participating in the meeting by video- or telephone conference call are recognized as present for quorum calculation purpose.

7.5. The Chairman of Board of Directors notifies the present participants about the availability of the quorum to hold the meeting of Board of Directors and announces the meeting agenda of Board of Directors.

7.6. In case of non-availability of the quorum the meeting is declared unauthorized. In this respect the Chairman of Board of Directors:

1) determines the date for a new meeting, to be held instead of the postponed one with the meeting agenda previously identified.

The new meeting instead of the postponed one may be held not later than 10 days after the adoption of the corresponding resolution of the Chairman of Board of Directors upon this issue;

2) including the agenda issues of the postponed meeting into the agenda of the ordinary planned meeting of Board of Directors.

7.7. The meeting of Board of Directors should include the following stages:

1) speech of the member of Board of Directors or invited person upon the meeting agenda issue;

2) discussion of the meeting agenda issue;

3) proposals for the wording of the resolution for the meeting agenda issue;

4) voting procedure upon the meeting agenda issue;

5) calculation of votes and voting results;

6) announcement of voting results and adopted resolution on the meeting agenda issue.

7.8. The resolutions of Board of Directors are adopted by the majority of the votes of the members present at the meeting of Board of Directors except for the cases stipulated by the legislation of the Russian Federation and the Articles of Association of the Company.

7.9. Each member of Board of Directors has one vote when considering the issues at the meeting of Board of Directors.

In case of the tie vote the vote of the Chairman of Board of Directors is decisive.

It is not acceptable for one member of Board of Directors to transfer his/her vote to another or to the third party.

## **8. Order of the holding of the meeting of Board of Directors in the formal and poll format (in-praesentia and in-absentia combined format of the meeting)**

8.1. Upon discretion of the Chairman of Board of Directors the meeting of Board of Directors may be held in-praesentia and in-absentia combined format. The corresponding information should be stated in the notice on the holding of the meeting.

8.2. If not less than one half of the members of Board of Directors are present at the meeting (for this purpose the Directors in attendance shall include those of them who participate in the meeting as provided for in items 7.3./7.4 of these Rules of Procedure), in the process of determining voting results upon the meeting agenda issue, the written opinions of the members of Board of Directors are considered in accordance with item 8.3 present Rules of Procedure).

8.3. The Secretary of Board of Directors, upon the voting results of the meeting, draws up a voting ballot (Appendix 1) and sends by email to the members of Board of Directors of the Company that didn't attend the meeting within one day after the date of the meeting of Board of Directors.

8.4. When the member of Board of Directors fills in the voting ballot, he/she should leave only one uncrossed options of the voting ("for", "against", "abstained").

The filled voting ballot should be signed by the member of Board of Directors with reference to his/her family name and initials.

8.5. The filled and signed voting ballot should be sent by the member of Board of Directors not later than the next day after the holding of the meeting of Board of Directors in the original or by fax followed by the sending of the voting ballot original to the address stated in the ballot.

8.6. The voting ballot filled with the violations of requirements stated in item 8.4. of the present Rules of Procedure is regarded to be invalid and not taken into account during the process of the vote calculation.

The voting ballot received after the deadline stated therein is not taken into account during the process of the vote calculation.

8.7. On the basis of the voting results of the meeting and voting ballots received from the members of Board of Directors the Secretary of Board of Directors notifies about the voting results upon the meeting agenda issues and draws up the protocol of Board of Directors in the order determined by the present Rules of Procedure.

8.8. The filled voting ballots of the members of Board of Directors of the Company that were absent at the meetings of Board of Directors are attached to protocols of the meetings of Board of Directors.

## **9. Order of the resolution adoption in the in-absentia format**

9.1. Upon discretion of the Chairman of Board of Directors, the meeting of Board of Directors may be held in the in-absentia (by ballots) format. The corresponding information should be stated in the notice on the holding of the meeting.

9.2. In order to adopt a resolution in the in-absentia voting way (poll way) each member of Board of Directors is sent the notice on the in-absentia voting procedure upon the meeting agenda issues, its draft resolutions and materials (information) on the issues included into the meeting agenda in the order and within the time lines determined by items 6.6.-6.9 of the present Rules of Procedure.

9.3. The notice on the in-absentia voting procedure should contain the following:

- full name of the Company and its location;
- wording of the meeting agenda issues;
- reference to the arrangement of the in-absentia voting procedure by the process of the ballot filling;

- date and time of the deadline of the receipt of approval sheets;
- date and time of the deadline of the receipt of ballots for the in-absentia voting;
- list of information (materials) provided to the members of Board of Directors.

9.4. The voting ballot for the in-absentia voting is sent to the members of Board of Directors not later than 3 (three) working days before the deadline of the receipt of voting ballots stated in the notice on the in-absentia voting.

Jointly with the voting ballot the members of Board of Directors are sent resolutions (recommendations) of Executive Board of Directors and/or corresponding Committees (if the latter is received by the Secretary of Board of Directors).

9.5. When the member of Board of Directors fills in the ballot for the in-absentia voting only one of possible voting options should be left uncrossed ("for", "against", "abstained").

The filled ballot should be signed by the member of Board of Directors with reference to his/her family name and initials.

9.6. The voting ballot filled with the violations of the requirements stated in item 9.5. of the present Rules of Procedure is regarded to be invalid and not taken into account during the vote calculation procedure.

9.7. The filled and signed voting ballot should be provided by the member of Board of Directors within the time line stated therein to the Secretary of Board of Directors in the original or by fax or by email followed by the sending of the voting ballot original to the address stated in the ballot.

The members of Board of Directors are regarded to be participants in the in-absentia voting procedure if their voting ballots were received by the Secretary of Board of Directors in the original or by fax not later than the deadline of the receipt of voting ballots stated in the notice.

The voting ballot received by the Company later than the deadline stated in the voting ballot is not taken into account during the vote calculation procedure.

9.8. The results of the voting procedure upon the agenda issues carried out in the in-absentia way are summed up on the basis of the voting ballots filled and signed by the members of Board of Directors received by the Company within the deadline determined in the notice on the in-absentia voting.

9.9. On the basis of the received voting ballots the Secretary of Board of Directors draws up the protocol of Board of Directors in the order determined by the present Rules of Procedure.

## **10. Convention and holding of the meeting of Board of Directors related to the establishment of executive bodies of the Company**

10.1. The convention and holding of the meeting of Board of Directors related to the establishment of executive bodies of the Company (election, termination, stoppage of powers) is implemented in accordance with the general rules, determined by the present Rules of Procedure with account for peculiarities determined by the present article.

10.2. The order determined in the article is carried out in the following cases:

- termination of powers of the Director General and election of the new Director General of the Company (or a person performing the duties of the Director General of the Company);

- election of the Director General (if the Board of Directors earlier adopted the resolution on the termination of powers of the Director General and on the election of a person that will perform the duties of the Director General and if the new Director General of the Company was not elected);

- termination of powers of the managing organization (managing director) and assignment of the person that will perform the duties of the Director General.

10.3. The preparation and holding of the meeting of Board of Directors whose agenda includes the issue stated in items 10.2. of the present Rules of Procedure consists of the following stages:

- notice on the holding of the meeting to the members of Board of Directors informing about the right to propose candidates the post of the Director General (or a person that will perform the duties of the Director General in case of the inclusion of the issue on the termination of powers of the managing organization (managing director)) or a candidature of the managing organization (managing director), in cases determined by the present article;

- proposals of the candidates to the post of the Director General (person that will perform the duties of the Director General, managing organization (managing director)) initiated by the members of Board of Directors;

- at the meeting of Board of Directors consideration of the proposals of the candidates to the post of the Director General (person that will perform the duties of the Director General, managing organization (managing director)) initiated by the members of Board of Directors;

- adoption of the resolution on the termination of powers of the Director General or on the stoppage of powers of the managing organization (managing director);

- adoption of the resolution on the election of the Director General (person that will perform the duties of the Director General in case of the inclusion of the issue on the stoppage of powers of the managing organization (managing director));

- adoption of the resolution on the election of the person that will perform the duties of the Director General in case of the adoption of the resolution on the termination of powers of the Director General but if as a result of the voting procedure the members of Board of Director didn't adopt the resolution on the election of the new Director General;

- preparation of the proposals of Board of Directors on the candidate (candidates) of the managing organization (managing director) for the voting procedure at the General Shareholders' Meeting upon the issue of the transfer of powers of the sole executive body of the Company to the managing organization (managing director).

10.4. In case of the adoption of the resolution on the stoppage of powers of the managing organization (managing director) and assignment of the person that will perform the duties of the Director General, the Board of Directors is obliged to adopt the resolution on the holding of the extraordinary General Shareholders' Meeting to resolve the issue on the early termination of powers of the managing organization (managing director).

10.5. In case stipulated by item 10.4. of the present article, the Board of Directors is obliged at the meeting where they adopt the resolution on the stoppage of powers of the managing organization (managing director) and assignment of the person that will perform the duties of the Director General to consider the issue on the candidate (candidates) of the managing organization (managing director) to which it is proposed to transfer the powers of the sole executive body of the Company as well as to adopt other resolutions related to the stoppage of powers of the managing organization (managing director) and the person's performance of the duties of the Director General till the moment of the holding of the General Shareholder' Meeting of the Company.

10.6. The notice on the holding of the meeting of Board of Directors whose agenda contains the issues stipulated by item 10.2. of the present Rules of Procedure is sent to the members of Board of Directors in the written form not later than 3 (three) dates before the date of the holding of the meeting of Board of Directors.

The stated meeting of Board of Directors may be held in any format.

10.7. Unless another resolution is adopted by Board of Directors, each member of Board of Directors has a right to propose not more than one candidate to the post of the Director General (person that will perform the duties of the Director General). The member of Board of Directors has also a right to propose a candidate to the post of the person that will perform the duties of the Director General if it is adopted the resolution on the termination of powers of the Directors General and as a result of the voting procedure it was not adopted the resolution on the election of the new Director General. In this respect the member of Board of Directors has a right to propose one and the same candidate both to the post of the Director General and to the post of the person that will perform the duties of the Director General.

10.8. If the meeting agenda of Board of Directors of the Company includes the issue on the stoppage of powers of the managing organization (managing director) the member of Board of Directors has a right to propose a candidate of the managing organization (managing director) to make a proposal of Board of Directors to the General Shareholders' Meeting upon the issue of transfer of powers of the sole executive body of the Company to the managing organization (managing director).

10.9. The proposal of the candidate (items 10.7. and 10.8. of the present Rules of Procedure) should be in writing and signed by the member of Board of Directors of the Company proposed the candidate.

10.10. The proposal of the candidate to the post of the Director General (person that will perform the duties of the Director General) should contain the following information:

- name of the proposed candidate;
- date and place of birth;
- information on education, specialty and qualification;
- information on the science degree;
- information on the work activity over the past 5 (five) years;
- quantity and categories (types) of the Company's shares owned by the candidate.

10.11. The proposal of the candidate of the managing organization should contain the following information:

- full name of the company;
- information on the date and place of the state registration of the company;
- information on the founders of the company;
- information on the shareholders (participants) of the Company;
- information on the affiliated persons (entities) of the Company.

10.12. The proposal of the candidate of the managing director should contain information stipulated by item 10.11 of the present Rules of Procedure as well as information on the certificate of the state registration as an individual entrepreneur owned by the candidate.

10.13. The proposals of the candidates to the post of the Director General (post of the person that will perform the duties of the Director General, post of the managing organization (managing director) should be sent to the Company in the original or by fax or by email (followed by the provision of the original at the meeting) not later than 1 (one) day before the meeting where the proposals of the members of Board of Directors should be considered.

In cases stipulated by item 10.7. the proposals of the candidates to the post of the Director General (post of the person that will perform the duties of the Director General, post of the managing organization (managing director) should be sent to the Company in the original or by fax or by email (followed by the provision of the original at the meeting) not later than 3 (three) days before the meeting where the proposals of the members of Board of Directors should be considered.

10.14. The Board of Directors is obliged to include in voting ballot of the Board of Directors meeting (in case of in-absentia meeting) or include into resolution draft (in case of in-praesentia meeting) the candidates received from the members of the Board of Directors in compliance with items 10.7-10.13 of the present Rules of Procedure.

10.15. The non-compliance with the requirements determined by items 10.8.-10.14. of the present Rules of Procedure may be the reason to refuse to include the candidate into the voting ballot.

10.16. If in accordance with the results of the voting procedure (voting procedures) upon the issue on the election of the Director General none of the candidates receive the required number of votes, the Board of Directors has a right to assign a person that will perform the duties of the Director General. In this case the members of Board of Directors vote for the candidates to the post of the person that will perform the duties of the Director General proposed by the members of Board of Directors in compliance with item 10.7. of the present article. If none of the members of Board of Directors proposed a candidate to the post of the person that will perform the duties of the Director General in compliance with item 10.7. of the present article, the voting procedure is carried out upon the candidates that may be proposed by the members of Board of Directors during the meeting of Board of Directors.

10.17. At the meeting of Board of Directors during the process of consideration of the candidates the members of Board of Directors have a right to request from the member of Board of Directors information on the proposed candidate.

The non-provision of information may not be the reason to refuse to include the candidate into the voting ballot.

10.18. If the issues determined by item 10.2. of the present Rules of Procedure in accordance with the Regulations on the Committees of Board of Director of the Company (if established) should be preliminary considered by the corresponding Committee of Board of Directors, the notice on the holding of the meeting of Board of Directors upon the stated issues is sent by the Secretary of Board of Directors to the corresponding Committee by no later than 5 (five) days in advance of the scheduled meeting of the Board of Directors. The proposals of the candidates to the post of the Director General (post of the person that will perform the duties of the Director General, post of the managing organization (managing director) and formation on these candidates received from the members of Board of Directors are sent by

the Secretary of Board of Directors to the corresponding Committee of Board of Directors shortly after its receipt in the order that helps to obtain them as soon as possible (by fax, e-mail etc.).

If received by Board of Directors before the date of the holding of the meeting of Board of Directors the resolutions (recommendations) of the Committee of Board of Directors are immediately sent by the Secretary of Board of Directors to the members of Board of Directors as well as provided to the members of Board of Director directly at the meeting of Board of Directors held both in-praesentia and in-absentia. If the resolutions (recommendations) of the corresponding Committee are not provided to Board of Directors – the Board of Directors has a right to adopt the resolution upon the issue without account for these resolutions (recommendations).

## **11. Protocol of the meeting of Board of Directors of the Company**

11.1. The Secretary of Board of Directors is responsible for writing the protocol at the meeting of Board of Directors.

11.2. The protocol of the meeting of Board of Directors is drawn up not later than 3 (three) days after it's holding(results of in-absentia voting, results of the voting in the combined format (in-praesentia and in-absentia)).

11.3. The protocol should contain the following:

- full name of the Company;
- format of the meeting;
- place and time of the meeting (summation of the results of the meeting)
- members of Board of Directors present at the meeting (participating in the in-absentia voting, voting in the combined format (in-praesentia and in-absentia)) as well as invited persons;
- information on the availability of the meeting quorum;
- meeting agenda;
- issues included into the voting ballots and the corresponding results;
- adopted resolutions.

The protocol of the meeting of Board of Directors is signed by the Chairman of the meeting and Secretary of Board of Directors responsible for accurate drawing up the protocol.

11.4. The resolutions adopted by Board of Directors are provided to the members of Board of Directors in the written form by sending a copy of the protocol by the Secretary of Board of Directors not later than 3 days since the protocol of the meeting of Board of Directors is signed.

11.5. The Company is obliged to keep the protocols of the meetings of Board of Directors at the address of the location of the executive body of the Company or another place known and available to stakeholders.

11.6. The protocols of the meetings of Board of Directors of the Company should be available for the review to any shareholder of the Company, member of Board of Directors, member of Internal Audit Commission, Auditor of the Company, Director General of the Company, official representatives of the federal control bodies at the address of the location of the executive body of the Company or another place determined by Board of Directors.

Appendix 1  
to the Rules of Procedure for  
the convention and holding of  
meetings of Board of Directors of  
OJSC Enel OGK-5

**BOARD OF DIRECTORS  
of Open Joint-stock Company  
Enel OGK-5**

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VOTING BALLOT  
for the voting upon agenda issues of the meeting of  
Board of Directors of OJSC Enel OGK-5  
" \_\_ " \_\_\_\_\_ 200\_\_

**Issue 1:**

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**Resolution:**

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<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>
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(please leave your voting option uncrossed)

**Issue 2:**

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**Resolution:**

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<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>
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(please leave your voting option uncrossed)

The filled and signed voting ballot is sent by fax \_\_\_\_\_ or in the original not later than \_\_\_\_\_  
/date, time/

The voting ballot received by the Company later the above stated deadline is not taken into consideration during the process of the voice calculation at the meeting held in the formal and poll format.

Please send the original of the voting ballot to the address: \_\_\_\_\_

**Member of Board of Directors  
of OJSC EnelOGK-5**

\_\_\_\_\_/\_\_\_\_\_  
(signature) (full name)

**THE VOTING BALLOT IS NOT VALID WITHOUT THE SIGNATURE OF THE MEMBER OF BOARD  
OF DIRECTORS**