

Approved by
the resolution of
the Board of Directors
of JSC OGK-5
(dd. January 15, 2008,
Minutes No. 1)

**REGULATION
ON HR AND REMUNERATION COMMITTEE
OF BOARD OF DIRECTORS**

**of Open Joint-Stock Company
“The Fifth Power Generation Company”**

1. GENERAL PROVISIONS

1.1. The Regulation on HR and Remuneration Committee of the Board of Directors of Open Joint-Stock Company "The Fifth Power Generation Company" (hereinafter referred to as 'Regulation') has been developed in accordance with the legislation of the Russian Federation, the Articles of Association of JSC "OGK-5" (hereinafter referred to as 'Company'), Regulation on Procedure for Convening and Holding of Meetings of Board of Directors of JSC "OGK-5".

1.2. The HR and Remuneration Committee of the Board of Directors of Open Joint-Stock Company "The Fifth Power Generation Company" (hereinafter referred to as 'Committee') is established by the decision of the Board of Directors of the Company and is a consulting body, which provides efficient performance of functions related to general administration of the Company's activities by the Board of Directors.

1.3. The Committee is not a body of the Company and is not entitled to act in the name of the Company.

1.4. The Committee's decisions are recommendatory to the Board of Directors of the Company.

1.5. The Committee acts in accordance with the present Regulation, which discloses the legal status, aims and objectives, rights, obligations, structure and composition of the Committee. In its activities, the Committee shall be governed by federal laws, other regulations of the Russian Federation, the Articles of Association of the Company, the Regulation on Procedure for Convening and Holding of Meetings of Board of Directors of the Company, decisions of the Board of Directors of the Company.

2. AIMS AND OBJECTIVES

2.1. The main aim of the Committee is to provide efficient functioning of the Board of Directors of the Company as regards the issues within the Committee's competence.

2.2. The objective of the Committee is the development and provision of recommendations (conclusions) to the Board of Directors, which regard the following areas of activities of the Board of Directors:

- 1) Recommendations on the size of remunerations paid to members of the Board of Directors;
- 2) Setting of the size of remunerations paid to members of the collegiate executive body and the person who performs the functions of the sole executive body of the Company, including the managing organisation (person);
- 3) Setting of the terms and conditions of the labour agreements with members of the collegiate executive body and the person who performs the functions of the sole executive body of the Company;
- 4) Setting of criteria for the selection of candidates to the collegiate executive body, the Board of Directors and sole executive body of the Company, as well as other offices of the Company's executive bodies, and the preliminary evaluation of the above-mentioned candidates.
- 5) Evaluation of the activities of the person, who performs the functions of the sole executive body of the Company (the managing organisation, person) and members of the collegiate executive body of the Company.

3. COMPETENCE

3.1. The competence of the Committee comprises preliminary consideration, analysis and development of recommendations (conclusions) on the following issues within the competence of the Board of Directors of the Company:

- 1) Election of the Director General of the Company and early termination of his office, including a decision related to setting the conditions of the labour contract with Director General and early termination of the labour contract with him;
- 2) Setting of the number of members of the Executive Board, election of the members of the Executive Board, establishment of their remunerations and compensations, and early termination of their offices, including decisions upon early termination of labour contracts with them;

- 3) Submittal of the issue, which regards delegation of powers of the sole executive body of the Company to the managing organisation (person) and early termination of the powers of the managing organisation (person), to the General Shareholders' Meeting.
- 4) Ratification of the terms and conditions of the labour contracts (including the term of office and size of remunerations and compensations) executed with the Director General of the Company, members of the Executive Board, managing organisation (person), as well as making changes to these contracts;
- 5) Recommendations to the General Shareholders' Meeting on the size of remunerations and (or) compensations paid to members of the Board of Directors of the Company;
- 6) Recommendations to the General Shareholders' Meeting on the size of remunerations and (or) compensations paid to the members of the Internal Audit Commission of the Company;
- 7) Making of the decision on the suspension of powers of the managing organisation (person);
- 8) Making of the decision on the appointment of the Acting Director General and the decision on bringing him to the disciplinary responsibility;
- 9) Bringing the Director General and the members of the Executive Board to the disciplinary responsibility, and providing incentives for them in accordance with the labour legislation of the Russian Federation;
- 10) Decision on the recommendation of the Director General of the Company to be nominated for state awards;
- 11) Approval of candidates for certain posts in the executive bodies of the Company determined by the Board of Directors of the Company;
- 12) Ratification of the organisational structure of the executive bodies of the Company, or their restructuring;
- 13) Other issues related to the above-mentioned paragraphs (excluding those within the competence of the other Committees of the Company), as well as other issues by the order of the Board of Directors of the Company.

4. RIGHTS

4.1. In order to implement its functions, the Committee is vested with the following rights:

- 1) Conduct studies in connection with the issues within its competence;
- 2) Enquire and receive information and documents which are necessary for its activities, from the Director General and the Company's officials, in accordance with the list ratified by the decision of the Committee, as well as request such information from outside organisations with the help of the Chairman of the Board of Directors or Director General of the Company;
- 3) Receive professional services from outside organisations (inter alia, on the contractual basis), or engage third parties as experts (consultants), which have specific knowledge of issues within the competence of the Committee, within the Committee's budget. The contracts with the persons engaged by the Committee for consulting services shall be executed, based on the corresponding decision of the Committee, by an authorized Company's official as advised by the Chairman of the Committee, or by the Chairman of the Committee on the basis of the power of attorney granted by the sole executive body of the Company, in accordance with the procedure set by the Company's internal documents.
- 4) Invite the employees and management of the Company, members of the other Committees of the Board of Directors of the Company, as well as other persons, for participation in the formal meetings of the Committee.
- 5) If necessary, develop drafts of changes and amendments to the present Regulation, and submit them to the Board of Directors of the Company for ratification.

4.2. The Committee has other rights indicated under the present Regulation.

5. OBLIGATIONS

5.1. The Committee shall:

- 1) Fulfil in good faith the Committee's aims and perform its activities in accordance with the present Regulation, requirements of Russian legislation, the Articles of Association and internal documents of the Company;
- 2) Provide the Board of Directors with economically efficient and legally sound recommendations (conclusions) on the issues belonging to the competence of the Board of Directors and those belonging to the Committee's competence;
- 3) Timely inform the Board of Directors of the Company about the risks the Company is subject to;
- 4) Follow the confidentiality requirements, not disclose any information about the Company which represents commercial and/or official secret.

6. COMMITTEE COMPOSITION AND FORMATION PROCEDURE, RIGHTS AND OBLIGATIONS OF MEMBERS

6.1. The Committee shall comprise not less than 3 (three) and not more than 7 (seven) members, which shall be determined by the decision of the Board of Directors.

6.2. Members of the Committee are elected by the Board of Directors of the Company by a majority vote of the Board members, which take part in the meeting, out of those candidates, which were nominated by the Board members of the Company.

6.3. Each member of the Board of Directors and the Director General of the Company has the right to propose not more than 3 (three) candidates to the Committee.

6.4. Members of the Committee can be only the members of the Board of Directors who do not represent the sole executive body of the Company and/or are members of the collegiate executive body of the Company. Moreover, at least one member of the Committee shall meet the following criteria of independence in addition to the above-mentioned requirements:

not to be functional officials or employees of the Company at the moment of election and during 1 year precedent to the election;

not to be officials of another economic entity any of whose officials are members of the HR and Remuneration Committee of the Company's Board of Directors;

not to be spouses, parents, children, brothers or sisters of the officials of the managing company (person) (official of the Company's managing organisation);

not to be an affiliated person of the Company except for a member of Board of Directors of the Company;

not to be the Part bound by the obligations with the Company in accordance with which he/she may acquire property (receive monetary funds) whose amount reaches 10 % or more of the total annual income of the stated person except for the receipt of the remuneration for the participation in the performance of Board of Directors of the Company;

not to be representatives of the state i.e. persons representing the Russian Federation or its constituent entities in the Board of Directors of joint stock companies for which it is decided to apply the special right (the golden share) as well as persons elected to the Board of Directors from the candidates proposed by the Russian Federation or its constituent entity or a municipality if such Board members have to vote on the grounds of written directives (instructions etc.) of the respective Russian Federation constituent entity or municipality.

6.5. The proposals of members of the Company's Board of Directors for candidates to the Committee must be submitted to the Chairman of the Board of Directors in written form not later than 5 (five) days before the date of the Board meeting (the deadline date for receipt of ballots for absentee voting), the agenda of which includes the election of members to the Committee.

6.6. The proposal for nominating a member (members) to the Committee must include the following information about the candidate:

- Last, first and middle names of the candidate (without abbreviations);
- Place of work, position of the candidate as of the nomination date;
- Work record of the candidate over the last 5 (five) years.

The proposal for nominating a member (members) to the Committee must be signed by the member of the Board of Directors of the Company, who has made the nomination.

6.7. During the election of Committee members, consideration must be taken of the education, skills, professional experience in the sphere of the Committee's activities and other specific types of knowledge of the candidates, which are necessary for the exercise of powers by the Committee members.

6.8. Members of the Committees shall be elected in accordance with the terms and conditions of the present Regulation until the first meeting of the newly elected Board of Directors.

6.9. The office of each member of the Committee can be terminated early by the decision of the Board of Directors of the Company.

6.10. The Chairman of the Committee and its members can leave office by submitting the corresponding application to the Chairman of the Board of Directors and the Chairman of the Committee.

6.11. In the event that the number of Committee members is below the quorum for Committee meetings determined by the Regulation, the Chairman of the Board of Directors shall convene an extraordinary meeting of the Board of Directors, or include the issue about the election of Committee members into the agenda of the next planned meeting of the Board of Directors of the Company.

6.12. Acting within the Committee's competence, members of the Committee have the right to:

- 1) Enquire documents and information, which are necessary for making decisions on issues within the competence of the Committee, from the Director General of the Company and the Company's officials, in accordance with the list ratified by the decision of the Committee. An enquiry must be made in written form and signed by the Chairman of the Committee;
- 2) Make written proposals on the work plan of the Committee;
- 3) Introduce issues to the agenda of Committee meetings, in accordance with the procedure established by the present Regulation;
- 4) Request a meeting of the Committee;
- 5) Exercise other rights stipulated by the Regulation.

6.13. Members of the Committee shall study the materials for a Committee meeting and form their own opinion on each of the agenda issues for the meeting.

6.14. While exercising their rights and fulfilling their obligations, members of the Committee must act in the interests of the Company, execute their rights and fulfil their obligations towards the Company reasonably and in good faith.

7. CHAIRMAN OF COMMITTEE. CHAIRMAN ELECTION PROCEDURE

7.1. The Chairman of the Committee deals with administration of the Committee and organisation of its activities.

7.2. The Chairman of the Committee is elected by the Board of Directors of the Company from the elected members of the Committee by a majority vote of the members of the Board of Directors of the Company, who take part in the corresponding meeting of the Board of Directors.

7.3. The Chairman of the Committee cannot be the person functioning as the sole executive body of the Company, a member of the collegiate executive body of the Company, or a person who holds a post in the management bodies of the Company's managing organisation.

7.4. The Board of Directors has the right to reelect the Chairman of the Committee at any time.

7.5. If the Chairman of the Committee is absent, his functions are performed by the Deputy Chairman. The Deputy Chairman of the Committee is a Committee member, and is elected by Committee members

by a majority vote of the elected members of the Committee. The limitations set in Paragraph 3 of the present Article are also applied with regard to the Deputy Chairman of the Committee.

7.6. The Chairman of the Committee:

- 1) Convenes Committee meetings and presides over them;
- 2) Sets the form and ratifies the agenda of a Committee meeting;
- 3) Determines the list of persons invited to a formal meeting of the Committee. Invitation to a formal meeting of the Committee (the consideration of particular agenda issues) of officers and/or employees of the Company is made by sending the corresponding invitation to the Director General of the Company. The Director General of the Company shall arrange the participation of those officers and/or employees of the Company, who were invited to the Committee meeting (the consideration of particular agenda issues), or other persons, who have the authority, information and qualification necessary for efficient participation in the Committee meeting (the consideration of agenda issues, provision of information, participation in discussions and decision-making etc.);
- 4) Organises minute taking at Committee meetings and signs the protocols of Committee meetings;
- 5) Represents the Committee while interacting with the Board of Directors of the Company, the other Committees of the Board of Directors, the Company's executive bodies, Auditor, Internal Audit Commission and other bodies and persons;
- 6) Keeps the official correspondence of the Committee, signs enquiries, letters and documents on behalf of the Committee;
- 7) Distributes responsibilities among Committee members;
- 8) Develops the work plan of the Committee and submits it to the Committee for approval, executes control over the implementation of decisions and work plans of the Committee;
- 9) Provides compliance of the Committee's activities with the requirements of Russian Federation, the Articles of Association of the Company, other internal documents of the Company and the present Regulation;
- 10) Performs other functions stipulated by legislation in force, the Articles of Association, present Regulation and other internal documents of the Company.

8. SECRETARY OF COMMITTEE

8.1. The functions of the Secretary of the Committee are performed by the Secretary of the Board of Directors of the Company, unless envisaged otherwise by the Committee. If the Committee decides upon appointment of another person as the Secretary of the Committee, the Secretary is elected by a majority vote of the elected members of the Committee. If the candidate is an employee of the Company, his nomination shall be coordinated with the Director General of the Company.

8.2. The Secretary of the Committee deals with technical (informational, documentary, protocolary, secretarial) support of the day-to-day activities of the Committee, e.g.:

- 1) Provides the preparation and holding of Committee meetings;
- 2) Collects and arranges materials for meeting;
- 3) Provides timely dispatch of notifications about the holding of Committee meetings, meeting agendas, materials and ballots, to Committee members and persons invited for a meeting.
- 4) Keeps the minutes (protocols) of Committee meetings, organises the preparation of drafts of Committee decisions;
- 5) Keeps a register of correspondence addressed to the Committee and/or its members (including enquiries, requests and motions), ensures that the necessary information is delivered to Committee members;
- 6) Provides the storage of protocols of Committee meetings and other documents and materials related to the activities of the Committee, in accordance with the storage procedures accepted by the Company;
- 7) Executes orders of the Chairman of the Committee within the competence of the Chairman of the Committee;
- 8) Performs other functions in accordance with the Regulation.

8.3. By the decision of the Board of Directors of the Company, the Secretary of the Committee may receive remunerations and be compensated for any expenses related to the exercise of his (her) powers. Based on the Committee's decision on the election of the Secretary of the Committee, an agreement on the performance of the Secretary's functions is executed with the Secretary. The agreement with the Secretary shall be signed by the Chairman of the Board of Directors of the Company, or a person authorized by the Board of Directors of the Company (with a power of attorney issued by the sole executive body of the Company), on behalf of the Company.

The terms and conditions of the agreement with the Secretary of the Committee, including remuneration size, shall be determined by the Board of Directors of the Company, or a person authorized by the Board of Directors of the Company.

The functions of the Secretary of the Committee can be performed by the Secretary of the Board of Directors within the framework of the corresponding agreement, which regards the performance of the functions of the Secretary of the Board of Directors, executed between him (her) and the Company.

9. COMMITTEE MEETINGS

9.1. Committee meetings are convened by the Chairman of the Committee in accordance with the work plan approved at a Committee meeting (regular meetings), as well as in other cases stipulated in the Regulation (extraordinary meetings).

9.2. The Work Plan of the Committee is worked out by the Chairman of the Committee with due account for the approved Work Plan of the Board of Directors of the Company, proposals of the Chairman of the Board of Directors, Committee members and decisions of the Board of Directors of the Company.

9.3. The Work Plan of the Committee is approved at a Committee meeting, which must be held not later than 20 (twenty) days after the meeting of the Board of Directors of the Company, where the Work Plan of the Board of Directors of the Company was approved.

9.4. Committee meetings are held in Moscow. If decided by a majority of Committee members, meetings can be held at the address of one of the Company's affiliates.

9.5. When convening a Committee meeting, the Chairman of the Committee sets the date, time, place and form of the meeting, as well as the agenda and the list of persons invited to the formal meeting of the Committee.

9.6. The agenda of a regular meeting is set by the Chairman of the Committee in accordance with the approved Work Plan of the Committee, decisions of the Board of Directors of the Company and proposals of the Chairman of the Board of Directors.

Committee members have the right to make proposals to form the agenda of a regular meeting of the Committee.

The Chairman of the Committee has the right to include such proposals into the agenda of a formal meeting, or convene an extraordinary meeting of the Committee.

9.7. Extraordinary Committee meetings are held:

- in accordance with a notification sent by the Secretary of the Board of Directors of the Company about the meeting of the Board of Directors, the agenda of which includes an issue (issues) within the competence of the Committee as stipulated by the present Regulation;
- on the initiative of the Chairman of the Committee;
- by the decision of the Board of Directors of the Company, or by the decision of the Committee;
- at the request of the Chairman of the Board of Directors or a Committee member.

9.8. A request for the convening of a Committee meeting, which is made by the Chairman of the Board of Directors of the Company or a Committee member, shall be sent in written form to the Chairman of the Committee not later than 7 (seven) days before the meeting, and shall contain the wording of the issue, reasons for the necessity to consider the issue at the meeting, a draft of the Committee's decision, as well as supplementary materials and information.

The request for the convening of a Committee meeting shall be signed by the person who sent the given request. A copy of the request for the convening of a Committee meeting shall be sent to the Secretary of the Committee with all the appendices.

9.9. Within 1 (one) working day after the request for the convening of an extraordinary meeting was made, the Chairman of the Committee makes the decision on the holding of the extraordinary meeting of the Committee, sets the date, time and place of the Committee meeting (the deadline date and time for receipt of ballots in case of absentee voting), or makes the decision on refusal to convene the extraordinary meeting of the Committee. The motivated refusal shall be sent to a person or body of the Company which (who) requires such convening, not later than on the following day after the decision on refusal was made by the Chairman of the Committee.

9.10. The decision of the Chairman of the Committee on refusal to convene an extraordinary meeting of the Committee can be made in the following cases:

- 1) Issue (issues) proposed for the agenda of the meetings is not within the competence of the Committee, as stipulated by the Regulation;
- 2) An agenda issue, which is mentioned in the request for the convening of an extraordinary meeting of the Committee, has already been included into the agenda of the next meeting to be convened by the decision of the Chairman of the Committee (the decision had been made by the Chairman before the request was received);
- 3) The form, procedure and timeframe for the making of the request for the convening of the meeting, which are set in Article 9.8 of the Regulation, have not been observed.

9.11. The Chairman of the Committee has the right to include the issues, which are mentioned in the request for the convening of an extraordinary meeting of the Committee, into the agenda of the nearest regular meeting of the Committee.

9.12. The notification about the holding of a Committee meeting shall contain the agenda, form of the meeting, as well as the date, place and time of the meeting (the deadline date and time for receipt of ballots for voting upon the agenda issues). The notification about the holding of a meeting is issued by the Secretary of the Committee and signed by the Chairman of the Committee, or the Deputy Chairman of the Committee (in cases stipulated by the present Regulation). The notification about the holding of a meeting shall be sent to Committee members and persons invited to the formal meeting of the Committee, not later than 7 (seven) working days before the date of the Committee meeting (the deadline date for receipt of ballots in case of absentee voting). The materials and information on the agenda issues (in Russian and English) shall be sent to the Committee members and persons invited to the formal meeting of the Committee not later than 5 (five) working days before the date of the meeting (the deadline date for receipt of ballots in case of absentee voting), including the decisions (recommendations) of the Executive Board of the Company as set in Article 9.16 of the present Regulation.

The materials on the agenda issues of the Committee meeting shall contain drafts of decisions on the agenda issues. The issue (preparation) of the drafts is organised by the Chairman of the Committee, except for the cases mentioned in Article 9.8 of the present Regulation.

The persons, who are invited to the formal meeting of the Committee, shall receive the materials on those agenda issues, in the discussion of which they are supposed to participate.

9.13. The notification and materials (information) about the agenda issues can be provided (sent) to the Committee members and persons invited to the formal meeting of the Committee personally, by fax or e-mail.

9.14. If the issues to be discussed at an extraordinary meeting of the Committee are of high urgency, the timeframe for the convening of the extraordinary meeting and dispatch of materials on the agenda issues of such meeting can be limited by the decision of the Chairman of the Committee.

At a formal meeting of the Committee (held in the form of joint presence of its members), issues not included into the agenda can be considered if agreed upon by all the present members of the Committee.

9.15. On the receipt of the notification about the meeting of the Board of Directors of the Company, the agenda of which includes issues within the competence of the Committee as set by the present

Regulation, from the Secretary of the Board of Directors of the Company, the Chairman of the Committee shall take all measures possible to timely hold Committee meetings for the making of recommendations (decisions) on the given agenda issues of the meeting of the Board of Directors of the Company, and send such recommendations (decisions) to the Board of Directors in accordance with the approved Regulation on Convening and Holding of Meetings of Board of Directors of Company.

9.16. On the receipt of the notification about the meeting of the Board of Directors of the Company, the agenda of which includes issues within the competence of the Committee as set by the present Regulation, which are subject to preliminary consideration by the Executive Board of the Company in accordance with the Regulation on Executive Board of Company, the meeting of the Committee for the consideration of these issues must be held after their preliminary consideration at a meeting of the Executive Board of the Company. In this case, the corresponding decisions (recommendations) of the Executive Board must be provided to the Committee members before the Committee meeting.

The above-mentioned provision does not cover the cases when the timeframe for the given meeting of the Executive Board set by the Regulation on the Executive Board, and the provision of the decisions (recommendations) made by the Executive Board to the Committee, has not been observed.

10. PROCEDURE OF COMMITTEE MEETINGS

10.1. Committee meetings can be held in the form of joint presence of Committee members (formal meeting), or in the form of absentee voting on the agenda issues (remote meeting).

10.2. A formal meeting of the Committee is opened by the person presiding over the meeting – the Chairman of the Committee, or his (her) deputy if the Chairman is absent.

10.2.1. The Committee members and persons invited to the meeting take part in the formal meeting of the Committee.

10.2.2. The Secretary of the Committee ascertains the presence of the quorum for the formal meeting of the Committee.

The presiding person informs the attending persons about the presence of the quorum for the Committee meeting and announces the meeting agenda.

10.2.3. If there is no quorum, the meeting is declared not competent to act. In this case, the presiding person makes one of the following decisions:

- 1) Sets the adjournment date for the meeting by consulting with the persons present at the meeting;
- 2) Sets the date for the repeat meeting with the same agenda;
- 3) Includes the issues, which were to be considered at the aborted meeting, into the agenda of the next planned Committee meeting.

10.2.4. A formal meeting of the Committee is competent (has the quorum) if at least half of the elected Committee members are present at the meeting.

10.2.5. While determining the results of voting on the agenda issues of a formal Committee meeting, if at least half of the Committee members are present, the written opinions of the absent Committee members shall be taken into account, provided these opinions have been executed and received in accordance with the procedure set by the present Regulation.

10.2.6. The written opinions of the absent Committee members must be executed by filling in the ballots for voting on the agenda issues only.

10.2.7. On the day of the formal meeting of the Committee, the Secretary of the Committee issues ballots in accordance with Appendix 1 to the present Regulation based on the results of discussion of the agenda issues and voting of the present members of the Committee, which are signed by the Chairman of the Committee, and sends them to the absent Committee members by courier mail, or by fax and (or) e-mail.

10.2.8. While filling in a ballot, a Committee member shall leave only one of the voting options (for/against/abstained) not crossed-out against each of the voting issues.

The filled ballot must be signed by the Committee member and indicate his (her) last name and abbreviated first name(s) (initials).

The filled and signed ballot must be given by the Committee member to the Secretary of the Committee not later than on the following day after the Committee meeting (the original), or sent by fax with subsequent dispatch of the original to the address indicated in the ballot.

10.2.9. The ballot, which has been filled in incorrectly (not in accordance with the first paragraph of Article 10.2.8. of the present Regulation), will not be taken into account during the counting of votes and determining of the voting results.

An unsigned ballot, as well as the ballot which was not provided within the timeframe set in Article 10.2.8 of the Present Regulation, will be deemed invalid and will not be taken into account during the counting of votes and determining of the voting results.

10.2.10. The results of voting on the agenda issues of a formal Committee meeting are drawn (tabulated) on the basis of the voting results of the present Committee members as well as the ballots filled in and signed by Committee members, which have been received by the Secretary of the Committee within the established timeframe. The voting results are drawn after the deadline for the receipt of the ballots.

10.3. The decision on the holding of a remote Committee meeting shall be made by the Chairman of the Committee.

10.3.1. For a remote meeting of the Committee, Committee members receive the materials (information) on the agenda issues and absentee ballots for voting on the agenda issues, which are executed in accordance with Appendix 2 to the Regulation.

10.3.2. While filling in a ballot during absentee voting, a Committee member shall leave only one of the voting options (for/against/abstained) not crossed-out against each of the voting issues.

The filled ballot must be signed by the Committee member and indicate his last name and abbreviated first name(s).

The filled and signed ballot must be given by the Committee member to the Secretary of the Committee not later than on the deadline date and time for the receipt of ballots, which are indicated in the ballot (the original), or sent by fax with subsequent dispatch of the original to the address indicated in the ballot.

10.3.3. The ballot, which has been filled in incorrectly (not in accordance with the first paragraph of Article 10.3.2. of the present Regulation), will not be taken into account during the counting of votes in the part related to the corresponding question.

An unsigned ballot, as well as the ballot which was not provided within the timeframe set in Article 10.3.2 of the Present Regulation, will be deemed invalid and will not be taken into account during the determining of the quorum, counting of votes and determining of the voting results.

10.3.4. A remote meeting of the Committee has the quorum if more than half of the elected Committee members participate in the meeting.

10.3.5. Those members, whose ballots were received by the Secretary of the Committee not later than the deadline date and time for the receipt of voting ballots, are considered to have taken part in the remote meeting.

10.4. Decisions at Committee meetings are made by a simple majority of votes of the elected Committee members.

10.5. For the resolution of the agenda issues, each Committee member has one vote. In case of a tie vote, the vote of the Chairman of the Committee shall be decisive.

Transfer of the voting right by one Committee member to another Committee member is not allowed.

10.6. The Secretary of the Committee shall draw up the protocol (minutes) of a Committee meeting not later than 2 (two) working days after the meeting.

10.7. The protocol of a Committee meeting shall be signed by the person presiding over the meeting and the Secretary of the Committee. The protocol shall be drawn up in two original copies. One copy shall be sent to the Board of Directors of the Company and supplemented with all the materials and recommendations prepared for it, within 1 (one) working day after its execution; the other copy shall be kept in the archive of the Committee. All the Committee members shall receive copies of the protocol, prepared materials and recommendations.

10.8. The presiding person and the Secretary of the Committee shall be responsible for the correctness of the protocol. The person responsible for the storage of the protocol, ballots, materials and recommendations of the Committee is the Secretary of the Committee.

10.9. The protocol of a Committee meeting shall contain the following information:

- 1) Form of the meeting;
- 2) Date, place and time of the meeting (the deadline date and time for the receipt of ballots);
- 3) List of the Committee members, who took part in the consideration of the agenda issues, indicating the form of voting (voting in person or absentee voting by ballot), as well as the list of persons, who were present at the formal meeting;
- 4) Agenda;
- 5) Proposals of the Committee members on the agenda issues;
- 6) Voting issues, voting results, indicating the type of voting of each Committee member.
- 7) Decisions made.

10.10. If desired so by a member of the Committee, the Protocol of a Committee meeting can include the summary of his (her) opinion on the agenda issues of the Committee meeting. Such opinion is prepared by the Committee member and given to the Secretary of the Committee.

11. INTERACTION WITH BODIES OF COMPANY AND OTHER PERSONS

11.1. While executing its activities, the Committee maintains efficient working relations with the management and control bodies, structural subdivisions of the Company, and other organisations and persons.

11.2. The Chairman and Secretary of the Committee shall provide well-coordinated informational and technical interaction of the Committee with the Board of Directors, executive bodies, control bodies and structural subdivisions of the Company, as well as the other Committees of the Board of Directors.

11.3. The Director General and officers of the Company, in accordance with the list approved by the decision of the Committee, shall provide the information and materials, which are necessary for Committee members to adopt decisions on the issues within the Committee's competence, if such request, signed by the Chairman of the Committee, was made.

The above-mentioned information and materials shall be provided not later than 3 (three) working days after such request was made, unless a longer timeframe is set in the request.

If incomplete or unreliable information (materials) was provided to the Committee, Committee members have the right to enquire additional information (materials).

11.4. The recommendations (conclusions), which have been prepared (worked out) by the Committee, shall be submitted by the Chairman of the Committee to the Board of Directors of the Company. In parallel, the Chairman shall also provide copies of the given recommendations (conclusions) to the Director General of the Company.

12. CONFIDENTIALITY

12.1. While fulfilling the obligations of Committee members, as well as during one year after the end of office in the Committee, those persons, who are (or were in the past) members of the Committee, the Secretary of the Committee and third persons involved into the activities of the Committee shall comply with the confidentiality requirements in relation the information which is not public, which they have obtained in connection with their activities in the Committee. The definition of the information with limited access (the nonpublic information), which relates to the activities of the Company, and its composition, shall be set by the decision of the authorized management body of the Company.

12.2. Committee members, the Secretary of the Committee and third persons involved into the activities of the Committee, have the right to receive such information provided they enter into a confidentiality agreement with the Company, which will govern use of such information (Appendix 3 to the Regulation).

12.3. All the documents related to the activities of the Committee, shall be stored at the registered address of the Company in accordance with the procedure set by the Company. The Secretary of the Committee is responsible for the storage of the given documents.

13. SUPPORT OF COMMITTEE'S ACTIVITIES

13.1. For provision of the Committee's activities during the setting of the budget expenditure of the Company, a separate expenditure item is envisaged. The Committee's expenses, in particular, include remunerations and compensations paid to the Chairman of the Committee and its members, expenses related to involvement of outside consults, and other expenses.

13.2. By the decision of the Board of Directors of the Company, Committee members may receive remunerations and compensations for the expenses related to the exercise of their powers. The size of such remunerations and compensations, payment timeframes shall be set by a separate decision of the Board of Directors of the Company.

13.3. The proposal on the size of the Committee's budget (indicating all the expenditure items), shall be prepared at a Committee meeting and sent to the Board of Directors of the Company for ratification. The draft of the Committee's budget shall be supplemented by the conclusion of the Director General of the Company about the possibility of the financing of the proposed budget to the planned extent within the framework of the conduct of the Company's economic activities in the corresponding period.

13.4. The person, who is responsible for the preparation of the draft of the Committee's budget and its submittal to the Board of Directors for its ratification, is the Chairman of the Committee.

13.5. In order to hold Committee meetings, at the request of the Chairman of the Committee, the Director General of the Company shall provide the Committee with an office (premise), with unrestricted access of the persons, who are enumerated in the request, to the office, as well as take other measures for the holding of Committee meetings.

14. MISCELLANEOUS

14.1. The Board of Directors of the Company has the right to require a report from the Committee about the current activities of the Committee at any time. The timeframes for the preparation and provision of this report shall be decided by the Board of Directors.

14.2. The Chairman of the Committee has the right to provide the Board of Directors with separate reports on the issues within the competence of the Committee.

14.3. Information about separate decisions of the Committee is published at the website of the Company. The necessity for its publication is determined by the Chairman of the Board of Directors of the Company.

14.4. Information about the Committee's activities shall be included into the Annual Report of the Company.

14.5. This Regulation, as well as any amendments or corrections to it, shall be approved by the Board of Directors of the Company.

14.6. Any issues, which have not been regulated by the Regulation, shall be regulated by the Articles of Association of the Company, Regulation on Procedure for Convening and Holding of Meetings of Board of Directors of Company and other internal documents of the Company, as well as legislation in force and the decisions of the Board of Directors of the Company.

14.7. If, due to changes in legislation or regulations of the Russian Federation, certain articles of the Regulation become contradictory to such changes, these articles shall become null and void. In this case, Committee members shall be governed by laws and subordinate regulations of the Russian Federation until the changes are introduced into the Regulation.

**COMMITTEE OF BOARD OF DIRECTORS
of Open Joint Stock Company
"The Fifth Power Generation Company"**

BALLOT

for voting on agenda issues of the formal meeting of
the HR and Remuneration Committee of the Board of Directors of JSC "OGK-5"
held on _____, 200__

Issue:

1. _____

Decision (made at the meeting):

1. _____

FOR

AGAINST

ABSTAINED

(Strike out whichever is not desired)

Issue:

1. _____

Decision (made at the meeting):

1. _____

FOR

AGAINST

ABSTAINED

(Strike out whichever is not desired)

The filled and signed ballot shall be sent by fax to _____,
or in the original not later than _____
(date, time)

The ballot received by the Company after the deadline date and time for the receipt of the ballot, shall be deemed invalid, will not be taken into account during the counting of votes and determining of the voting results.

The original of the ballot shall be sent to the following address: _____

Member of the Committee
of the Board of Directors of JSC "OGK-5" _____ / _____
(signature) (name and initials)

Chairman of the Committee
of the Board of Directors of JSC "OGK-5" _____ / _____
(signature) (name and initials)

THE BALLOT IS INVALID IF NOT SIGNED BY THE MEMBER AND CHAIRMAN OF THE COMMITTEE OF THE BOARD OF DIRECTORS

**COMMITTEE OF BOARD OF DIRECTORS
of Open Joint Stock Company
"The Fifth Power Generation Company"**

BALLOT
for voting on agenda issues of the remote meeting of
the HR and Remuneration Committee of the Board of Directors of JSC "OGK-5"
held on _____, 200__

Issue:

1. _____

Decision (made at the meeting):

1. _____

FOR

AGAINST

ABSTAINED

(Strike out whichever is not desired)

Issue:

1. _____

Decision (made at the meeting):

1. _____

FOR

AGAINST

ABSTAINED

(Strike out whichever is not desired)

The filled and signed ballot shall be sent by fax to _____,
or in the original not later than _____
(date, time)

The ballot received by the Company after the deadline date and time for the receipt of the ballot, shall be deemed invalid, will not be taken into account during the counting of votes and determining of the voting results.

The original of the ballot shall be sent to the following address: _____

Member of the Committee
of the Board of Directors of JSC "OGK-5" _____ / _____
(signature) (name and initials)

THE BALLOT IS INVALID IF NOT SIGNED BY THE MEMBER OF THE COMMITTEE OF THE BOARD OF DIRECTORS

CONFIDENTIALITY AGREEMENT

City of _____, 200__

JSC "OGK-5", in the name of the Director General _____, acting on the basis of the Articles of Association, and _____, hereinafter referred to as 'Recipient', have made and entered into the present Agreement as follows:

Preamble

In order to provide assistance to the Board of Directors of JSC "OGK-5" in the performing of its activities, the HR and Remuneration Committee of the Board of Directors of JSC "OGK-5" is established within the Board of Directors of JSC "OGK-5" as a consulting body acting in accordance with the Regulation on HR and Remuneration Committee of Board of Directors of JSC "OGK-5".

While exercising its rights and fulfilling obligations, the Recipient gains access to confidential information. Under the present Agreement, the Parties shall agree upon the terms and conditions related to use and further disclosure of such information.

Confidentiality and Limited Use

1. As used in this Confidentiality Agreement, the term "Confidential Information" is fully and partially defined as all or any information of any kind, whether in oral, written or electronic form, which regards JSC "OGK-5" (hereinafter referred to as 'Owner') and relates to its economic and commercial activities, technologies, clients and/or suppliers, which has actual or potential commercial value due to its being unknown to third parties, and is provided by the Owner to the Recipient in accordance with the present Agreement, together with archive records, copies of such information, or abstracts from such information on any storage media.

The Recipient shall keep the Confidential Information using the same degree of care as is used with respect to the Recipient's own confidential information owned by the Recipient; such Confidential Information shall not be used, reproduced or referred to by the Recipient for any purpose. The Confidential Information shall not be disclosed by the Recipient to any third party, whether a natural person or legal entity.

2. The Recipient shall not provide the Confidential Information to other persons ("give advice" or in any other form), which use or can use it for the purposes, which have caused or can cause its disclosure or other use, which is illegal or forbidden under the legislation in force and the present Agreement, including use of such information for its personal gain or contribution to the gain of other persons, whether affiliated with the Recipient or not.

In the event of such use of the Confidential Information for the abovementioned purposes, the Recipient shall immediately cease such actions, while JSC "OGK-5" shall have the right to demand indemnification pursuant to the legislation in force.

The Recipient shall inform the Committee of all planned and/or made transactions with the securities of JSC "OGK-5" and its affiliates and related companies.

3. The Recipient shall be responsible under the legislation in force for the actions of its affiliated persons, including, but not limited to, a spouse, parents, children, full- and half-blood brothers and sisters, adoptive parents and adopted children, other persons recognized as affiliated by the legislation in force, which regard the Confidential Information received from the Recipient, which have caused or can cause its disclosure or other illegal use, including use of such information for their personal gain or contribution to the gain of other persons, or have inflicted damage to JSC "OGK-5".

4. The present Confidentiality Agreement shall not be regarded as a document granting any license rights or any other rights related to the Confidential Information and its further use, to the Recipient.

Unless otherwise agreed in a separate written agreement signed by the Parties, the Confidential Information shall in its entirety remain the property of the Owner.

5. The obligations of the Parties hereunder shall not be an obstacle for the Owner in relation to transfer of any Confidential Information to its financial, legal and other consultants and third parties which may from time to time work in the interests of the Owner and need to know such Confidential Information, and which have entered into the corresponding Confidentiality Agreement in written form before the transfer of the information.

The confidential information received by the Recipient from the Owner can be provided to third persons, if the obligation to provide it is set by the requirements of Russian legislation, or the possibility of such disclosure is envisaged by the present or any other written agreement between the Parties.

The provision of the Confidential Information by the Recipient to government bodies, other state bodies and local authorities shall be made effective only on the basis of a motivated request signed by a duly authorised official, which shall include the aims and legal basis for the request for the information. If such request or any other request for the provision of the Confidential Information has been received by the Recipient, the Recipient shall immediately notify the Owner thereof in writing.

Return of Confidential Information

6. At the request of the Owner, or at the sole discretion of the Owner, all and any Confidential Information in any form, which the Recipient has received and acquired from the Owner or for the Owner, shall be returned or, if it is not possible, destroyed within 14 (fourteen) days after such request was made. No copies of such information, data related to such information or abstracts from it (in any form) shall remain with the Recipient, and the Recipient shall not use or reproduce such information fully or partially for whatever reason.

Life and Expiry of Agreement

7. The present Confidentiality Agreement shall enter into force upon signing and remain in force for 360 (three hundred sixty) days after the date of the execution. Notwithstanding the above, the present Confidentiality Agreement can be terminated by the Owner at any time after the written notification sent to the Recipient's address 7 (seven) days before the termination of the Agreement. The termination or expiry of the present Confidentiality Agreement shall not release either Party from the obligations hereunder, which regard the Confidential Information provided or received before such termination or expiry of the Agreement and shall remain in force for 2 (two) years after such termination or expiry of the present Agreement.

Governing Law

8. The present Confidentiality Information shall be governed by the legislation of the Russian Federation.

Any claims or disputes arising from the present Agreement or in connection with the present Agreement, or relating to the present Agreement or legal relations set by the present Agreement, shall be submitted to the corresponding court at the location of the office of JSC "OGK-5".

Miscellaneous

9. Starting from the execution date, the present Confidentiality Agreement shall represent complete agreement between the Parties in relation to the subject in question, and shall supersede any earlier agreements, documents, protocols and correspondence, both orally and in writing, between the Parties, which relate to the subject of the present Agreement.

Any changes and/or amendments to the present Confidentiality Agreement shall be valid only if executed in writing and signed by both Parties.

The present Agreement has been executed in two identical copies, each for either Party.

Execution date, details and signatures of the Parties