

APPROVED
by General Shareholders' Meeting
of JSC OGK-5
Minutes no. 1
dd. June 4, 2005

**REGULATION
ON EXECUTIVE BOARD
OF OPEN JOINT-STOCK COMPANY
"THE FIFTH POWER GENERATION COMPANY"**

Moscow
2007

1. GENERAL PROVISIONS

1.1. The present Regulation is an internal document of Open Joint-Stock Company "The Fifth Power Generation Company" (hereinafter referred to as the 'Company') setting the procedure for the formation of the Executive Body, time and order of the convention and holding of the meetings of the Executive Board, as well as the procedure for the adoption of resolutions by the Executive Board.

1.2. The present Regulation has been developed 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 the Company.

1.3. The Executive Board of the Company (hereinafter referred to as the 'Executive Board') being a collegiate executive body, acts in the interests of the Company's shareholders, is governed by the resolutions of the General Shareholders' Meeting of the Company (hereinafter referred to as the 'General Shareholders' Meeting') and the Board of Directors of the Company (hereinafter referred to as the 'Board of Directors'), and acts in accordance with the legislation of the Russian Federation, other internal documents of the Company and the present Regulation.

1.4. The Executive Board is accountable to the General Shareholders' Meeting and Board of Directors.

1.5. The resolutions made by the General Shareholders' Meeting and Board of Directors pursuant to their competence, are obligatory for the Executive Board.

1.6. The Executive Board of the Company administers the day-do-day activities of the Company within the competence set by the Articles of Association of the Company.

2. FORMATION PROCEDURE

2.1. The members of the Executive Board and their number are ratified by the Board of Directors as advised by the Director General of the Company (hereinafter referred to as the 'Director General'), while the number of members shall not be less than three.

2.2. The election of members to the Executive Board and early termination of their offices is made by a resolution of the Board of Directors.

2.3. Members of the Internal Audit Commission of the Company (hereinafter referred to as the 'Internal Audit Commission') shall not be members of the Executive Board.

2.4. The Director General is the Chairman of the Executive Board.

2.5. The powers of any member of the Executive Board, excluding those of the Chairman of the Executive Board, can be terminated at any time by the Board of Directors. The powers of the Chairman of the Executive Board shall be terminated in case of the dissolution of the Executive Board and/or the termination of the powers of the Chairman of the Executive Board as the Director General.

2.6. A candidate shall be deemed member of the Executive Board if voted for by the majority of the members of the Board of Directors participating in the Board meeting.

2.7. A labour contract shall be executed with the elected members of the Executive Board. On behalf of the Company, the labour contract shall be signed by the Chairman of the Board of Directors or a person authorised by the Board of Directors.

The terms and conditions of the labour contract including those pertaining to the period of office, shall be set by the Chairman of the Board of Directors or a person authorised by the Board of Directors for the performance of employer's rights and obligations on behalf of the Company in relation to members of the Executive Board. Remunerations and compensations to members of the Executive Board shall be set by the Board of Directors.

The rights and obligations of an employer on behalf of the Company in relation to members of the Executive Board shall be performed by the Chairman of the Board of Directors or a person authorised by the Board of Directors.

2.8. The termination of the office of a member of the Executive Board does not lead to his/her dismissal from the position held in the Company.

2.9. The dismissal of a person from the position held in the Company shall not be the ground for the termination of his/her office as a member of the Executive Board and termination of the corresponding labour contract with him/her.

2.10. In case the number of members of the Executive Board gets lower than the number necessary for the quorum for the holding of a meeting set by the present Regulation and Articles of Association of the Company, the Director General shall submit new candidates to the Executive Board to the Board of Directors for consideration, in return for those who have quit the Executive Board.

2.11. A member of the Executive Board can lay down the powers of a member of the Executive Board by submitting the corresponding statement addressed to the Chairman of the Board of Directors, in accordance with legislation.

3. COMPETENCE

3.1. The competence of the Executive Board is set by the Articles of Association of the Company and legislation of the Russian Federation. The issues within the competence of the Executive Board can not be submitted to the General Shareholders' Meeting, Board of Directors and Director General. The Executive Board does not have the right to consider and make resolutions upon issues beyond its competence.

4. MEMBERS OF EXECUTIVE BOARD

4.1. Requirements to members of Executive Board:

4.1.1. To perform his obligations, a member of the Executive Board shall have professional qualification necessary for the administration of the day-to-day activities of the Company:

- have higher education in the area of the Company's activities;
- have work experience in the area of the Company's activities of at least five years, or in the management area of at least three years.

4.1.2. Members of the Executive Board shall have flawless business reputation.

A person having outstanding convictions shall not be appointed (elected, approved) member of the Executive Board.

A person considered subject to administrative punishment in the form of disqualification shall not be appointed (elected, approved) member of the Executive Board.

During the appointment (election, approval) of members of the Executive Board, the following factors shall be taken into account as negatively affecting their reputation:

- an overturned or spent conviction for a crime in the economic area, or a crime against the state, interests of a state service or local authority service;
- administrative offence in the entrepreneurship area, in the area of finance, taxes and duties, and in the area of the securities' market.

4.2. Combination of the office of a member of the Executive Board with offices in other organisations:

Combination by a member of the Executive Board of his/her office in the Executive Board with offices in the management bodies of other organisations shall be allowed only with prior consent of the Board of Directors.

In this, offices in the management bodies of other organisations shall mean election to the boards of directors, executive management bodies of other organisations, the performance of functions of the head or deputy head of other organisations, other performance of administrative and regulatory functions in other organisations on the basis of a contract or on other grounds.

The prior consent of the Board of Directors for the combination of a member's office in the Executive Board with offices in the management bodies of other organisations shall be given in the form of a special resolution of the Board of Directors upon the issue about the provision of such consent. The said issue shall be included into the agenda of a meeting of the Board of Directors separately from other agenda issues. The resolution upon this issue shall contain:

- the full name of the organisation, the consent for the office in which is to be given;
- position to be combined;
- other conditions of office combination provided that the Board of Directors considers it reasonable to envisage them.

If the Board of Directors makes the resolution to take note of the combination of the office of a member of the Executive Board with offices in other organisations, this shall not be construed as the consent of the Board of Directors for such combination, including cases when the Board of Directors makes resolutions upon other issues related to his/her competence.

4.3. The conflict of interests of members of the Executive Board with the interests of the Company:

4.3.1. A person who is a participant, official or other worker of a legal entity competing with the Company shall not be appointed (elected, approved) member of the Executive Board.

4.3.2. The contract with a member of the Executive Board shall contain a term about the non-acceptability for a member of the Executive Board, during the performance of his/her obligations, to become a participant, official or other worker of a legal entity competing with the Company in order to present the interests of the Company in the said legal entity.

4.4. The rights and obligations of members of the Executive Board are set by the legislation of the Russian Federation, Articles of Association of the Company and labour contract executed by each of them with the Company.

4.4.1. Members of the Executive Board have the right to:

- 1) acting as part of the collegiate executive body of the Company, decide issues related to the administration of the Company's day-to-day activities;
- 2) receive full information about the Company's activities, study the founding, regulatory, accounting, reporting, contractual and other documents of the Company;
- 3) provide reference notes, make statements, introduce proposals to the agenda of a meeting of the Executive Board;
- 4) make written proposals to the work plan of the Executive Board, agenda of a meeting of the Executive Board;
- 5) demand the convention of a meeting of the Executive Board;
- 6) express in writing his/her disagreement with the resolutions of the Executive Board and inform the Board of Directors thereof;
- 7) exercise other rights stipulated by the legislation of the Russian Federation, Articles of Association of the Company and labour contract executed by each of them with the Company.

4.4.2. Members of the Executive Board shall:

- 1) participate in meetings of the Executive Board;
- 2) execute the resolutions and orders of the General Shareholders' Meeting, Board of Directors and Executive Board, observe the requirements of the Articles of Association and internal documents of the Company.
- 3) act in the interests of the Company, exercise his/her rights and perform obligations to the Company in good faith and reason;
- 4) each quarter, not later than 15 days after the start of the quarter, provide the following information in writing to the Board of Directors, Internal Audit Commission and Auditor of the Company (hereinafter referred to as the 'Auditor'):
 - about legal entities, in which a member of the Executive Board, personally or jointly with his/her affiliated person (persons), owns 20 or more percent of voting shares (stakes, units);
 - about legal entities, in the management bodies of which the member of the Executive Board occupies positions;
 - about current or expected transactions known to a member of the Executive Board, to which he may be deemed a related party;
- 5) not disclose or turn confidential and insider information to the advantage of third persons or his/her own advantage.

4.5. Members of the Executive Board shall be liable to the Company for losses incurred by the Company as a result of their wrongdoing (failure to act) in accordance with legislation in force.

At the same time, those members of the Executive Board who voted against the resolution which inflicted losses to the Company, or did not participate in the voting, shall not be held liable.

4.6. The Chairman of the Executive Board

4.6.1. The Chairman of the Executive Board, ex officio the Director General, organises the work of the Executive Board.

4.6.2. The Chairman of the Board:

- 1) Submits proposals for the appointment of members of the Executive Board to the Board of Directors;
- 2) Convenes meetings of the Executive Board:
 - sets the date, location and time of a meeting of the Executive Board;
 - approves the meeting agenda;
 - sets the list of the persons invited to the discussion of specific issues in the agenda of a meeting of the Executive Board;
 - determines the list of information (materials) provided to members of the Executive Board during preparation for a meeting of the Executive Board, sets the form and wording of a voting ballot (in case of absentee voting);
- 3) Presides over meetings of the Executive Board;
- 4) Signs the minutes of a meeting of the Executive Board;
- 5) Organises the work of the Executive Board and secures the observance of the requirements of the legislation of the Russian Federation, Articles of Association of the Company and the present Regulation during the performance of activities by the Executive Board;
- 6) Undertakes other actions stipulated by the present Regulation.

4.7. The Deputy Chairman of the Executive Board.

4.7.1. In case of the temporary absence of the Chairman, the Chairman's functions are performed by the Deputy Chairman of the Executive Board.

- 4.7.2. The Deputy Chairman of the Executive Board shall be elected at the first meeting of the Executive Board from the members of the Executive Board by a majority of votes of the elected members of the Executive Board, and perform his/her functions until the end of his office of the member of the Executive Board.
- 4.7.3. The Executive Board has the right to reelect the Deputy Chairman of the Executive Board at any time.

5. SECRETARY OF EXECUTIVE BOARD

- 5.1. The Secretary of the Executive Board performs the functions related to organisational and informational support of the Executive Board.
- 5.2. The functions of the Secretary of the Executive Board are performed by the Corporate Secretary of the Company unless otherwise decided by the Executive Board.
- 5.3. The Secretary of the Executive Board shall:
- 1) Secure preparation of materials for their consideration at meetings of the Executive Board;
 - 2) Prepare the work plan of the Executive Board not later than one month before the planned quarter;
 - 3) If necessary, submit proposals for the adjustment of the work plan of the Executive Board;
 - 4) Notify members of the Executive Board about the holding of a meeting of the Executive Board by sending a notice, agenda and materials to the meeting.
 - 5) Interact with the Secretary of the Board of Directors and secretaries of the Committees of the Board of Directors in order to coordinate the activities of the Executive Board, Board of Directors and Committees of the Board of Directors;
 - 6) Provide organisational and technical support of meetings of the Executive Board;
 - 7) Keep a classification of documents of the Executive Board;
 - 8) Exercise control over the execution of resolutions of the Executive Board and inform the Executive Board about the execution of adopted resolutions;
 - 9) By order of the Chairman of the Executive Board (Deputy Chairman of the Executive Board), prepare drafts of certain documents and resolutions of the Executive Board;
 - 10) Keep the minutes of meetings of the Executive Board;
 - 11) Inform members of the Executive Board about voting results and adopted resolutions;
 - 12) Inform executors of resolutions adopted by the Executive Board, by sending them extracts from the minutes of a meeting of the Executive Board.

The Secretary of the Executive Board shall perform other actions stipulated by the present Regulation.

- 5.4. The Secretary of the Executive Board shall be responsible for correct preparation of excerpts from minutes of meetings of the Executive Board, as well as for the performance of other duties stipulated by the present Regulation.

6. ORGANISATION OF WORK OF EXECUTIVE BOARD

- 6.1. Meetings of the Executive Board are held in accordance with the Work Plan, and if necessary, but at least once a week.
- 6.2. The Work Plan of the Executive Board includes:
- 1) Issues subject to consideration at meetings of the Executive Board in the current year (quarterly);
 - 2) Meeting schedule;
 - 3) List of persons (management bodies of the Company) responsible for the preparation of issues to be considered at meetings of the Executive Board.

- 6.3. The Work Plan of the Executive Board is prepared and submitted to the Executive Board for consideration by the Chairman of the Executive Board.

The Work Plan is approved by the Executive Board on a quarterly basis, by a majority vote of the members of the Executive Board participating in voting.

- 6.4. The Work Plan of the Executive Board is prepared with due account for resolutions of the General Shareholders' Meeting, Board of Directors, Internal Audit Commission, Auditor, proposals of the Director General, members of the Executive Board, heads of the Company's units and services.
- 6.5. The approved Work Plan of the Executive Board can be changed and amended at the suggestion of the Chairman and members of the Executive Board. Such changes and amendments shall be ratified by the Executive Board.

- 6.6. Meetings of the Executive Board are convened by the Chairman, or, if the latter is absent, the Deputy Chairman of the Executive Board:
- in accordance with the Work Plan of the Executive Board;
 - upon the initiative of the Chairman of the Executive Board or a member of the Executive Board;
 - by the decision of the General Shareholders' Meeting, Board of Directors, Internal Audit Commission, Auditor.
- 6.7. The agenda of a meeting of the Executive Board shall be prepared on the basis of the Work Plan of the Executive Board, as well as on the basis of the resolutions of the General Shareholders' Meeting, Board of Directors, Internal Audit Commission, Auditor, proposals of the Director General and members of the Executive Board.
- 6.8. Meetings of the Executive Board shall be held in the form of joint presence of members of the Executive Board (in presentia meetings) or in the form of absentee voting (in absentia meetings).
By order of the Chairman of the Executive Board, off-site meetings of the Executive Board can be held.
- 6.9. The Executive Board is authorised for making resolutions, if at least half of the members of the Executive Board participate in the meeting (absentee voting).
- 6.10. All resolutions are made by the Executive Board by a simple majority of votes of the members of the Executive Board participating in the meeting (absentee voting).
- 6.11. During the adoption of resolutions, each member of the Executive Board has one vote. The handover of a vote by one member of the Executive Board to another member of the Executive Board or other persons is not allowed.
In case of a tie-vote, the vote of the Chairman of the Executive Board shall be decisive.
- 6.12. In case of disagreement with the resolution made upon an issue (issues) of the agenda of a meeting of the Executive Board, a member of the Executive Board, who participated in voting, has the right to express his stance on this issue (issues) in writing. Such written opinion of the member of the Executive Board shall be attached to the Minutes of the corresponding meeting of the Executive Board.

7. PROCEDURE FOR CONVENTION AND HOLDING OF IN PRESENTIA MEETINGS OF EXECUTIVE BOARD

- 7.1. A meeting notice indicating the location, date, time and agenda shall be sent to the members of the Executive Board 2 (two) business days before the date of the said meeting.
- 7.2. The notice about the holding of an in presentia meeting of the Executive Board shall contain:
- the full Company name and its location;
 - agenda of the meeting;
 - date, time and location of the meeting;
 - list of information (materials) provided to the members of the Executive Board during the preparation for the meeting.
- 7.3. The notice about the holding of a meeting of the Executive Board shall be prepared by the Secretary of the Executive Board and signed by the Chairman, or, in cases stipulated by the present Regulation, signed by the Deputy Chairman of the Executive Board.
The notice about the holding of a meeting of the Executive Board shall be accompanied by all necessary materials (information) and drafts of the resolutions included into the agenda of the meeting.
- 7.4. At meetings of the Executive Board, the issues included into meeting agendas are considered.
In exceptional circumstances, issues not included into the meeting agenda can be considered at a meeting of the Executive Board if the consideration of such issue is unanimously approved by the members of the Executive Board participating in the meeting, and the meeting has the quorum.
- 7.5. The Chairman of the Executive Board presides over meetings of the Executive Board, or, in case of his/her absence the presiding functions are performed by the Deputy Chairman of the Executive Board in accordance with Article 4.7.1 of the present Regulation.
- 7.6. The Secretary of the Executive Board determines the presence of the quorum for the holding of the meeting, and the Chairman of the Executive Board informs meeting attendees about the presence of the quorum and announces the agenda of the meeting of the Executive Board.

- 7.7. The consideration of issues included into the agenda of a meeting of the Executive Board includes the following stages:
- 1) The speech of a member of the Executive Board (invitee) upon an agenda issue;
 - 2) Discussion of the agenda issue;
 - 3) Proposals for the wording of the resolution upon the agenda issue;
 - 4) Voting upon the agenda issue;
 - 5) Vote counting, the drawing up and announcement of preliminary voting results (without consideration of written opinions of the members of the Executive Board not participating in the meeting).
- An in presentia meeting of the Executive Board includes mandatory hearing of the information about the execution of the previously adopted resolutions ushered by the Secretary of the Executive Board.
- 7.8. Based on the voting results, the Secretary of the Executive Board prepares the minutes of the meeting of the Executive Board in manner prescribed by the present Regulation.
8. ADOPTION OF RESOLUTIONS BY ABSENTEE VOTING
- 8.1. A resolution of the Executive Board upon an issue within its competence may be made by absentee voting (by ballots).
- 8.2. For the adoption of a resolution by the Executive Board by absentee voting (by ballots), each member of the Executive Board receives a notice about the holding of an in absentia meeting for absentee voting upon the agenda issues, materials (information) and resolution drafts for the issues included into the agenda, not later than 3 (three) days before the end of the period for the receipt of voting ballots.
- 8.3. The notice about absentee voting shall contain:
- the full Company name and its location;
 - agenda of the meeting of the Executive Board;
 - indication that absentee voting is done through filling voting ballots;
 - deadline (date and time) for the receipt of absentee voting ballots;
 - list of information (materials) provided to the members of the Executive Board during preparation for the meeting.
- 8.4. Members of the Executive Board have the right to provide their proposals and (or) remarks for the proposed drafts of the resolutions of the Executive Board included into the meeting agenda, not later than 2 (two) business days before the deadline for the receipt of absentee voting ballots indicated in the notice about absentee voting.
- 8.5. The Secretary of the Executive Board shall prepare an absentee voting ballot taking into account the received proposals and (or) remarks for the proposed drafts of the resolutions of the Executive Board included into the meeting agenda in accordance with the ballot form indicated in the Appendix to the present Regulation. If a member (members) of the Executive Board changes the wording of the drafts of the resolution (resolutions) included into the agenda, the Secretary of the Executive Board shall include all the drafts of the resolutions for such issue (issues) proposed by the member (members) of the Executive Board into the ballot.
- 8.6. The Secretary of the Executive Board shall send the absentee voting ballot to the members of the Executive Board not later than 1 (one) business day before the deadline for the receipt of filled ballots indicated in the notice about absentee voting, in the original or per fax.
- 8.7. A voting ballot shall contain:
- the full Company name and its location;
 - wording of agenda issues;
 - voting options;
 - deadline (date and time) for the receipt of voting ballots;
 - address for the receipt of filled voting ballots.
- 8.8. During the filling of a voting ballot, a member of the Executive Board shall leave only one of the voting options ('for', 'against', 'abstained') not crossed-out. The filled voting ballot must be signed by the member of the Executive Board and have his/her name and initials.
- 8.9. A ballot filled in out of accordance with the requirements set in Article 8.8 of the present Regulation, shall be deemed invalid and shall not participate in the determination of the quorum necessary to make resolutions via absentee voting, and shall not be taken into account during vote counting.

8.10. A filled and signed voting ballot shall be handed over by a member of the Executive Board to the Secretary of the Executive Board within the timeframe indicated in the ballot, or is sent per fax with the subsequent dispatch of the original copy of the ballot to the address indicated in the ballot.

Those members of the Executive Board, whose voting ballots were received not later than the deadline for the receipt of voting ballots, shall be deemed to have taken part in absentee voting.

8.11. The presence of the quorum for the adoption of resolutions through absentee voting shall be determined on the basis of the voting ballots, which are filled and signed by the members of the Executive Board and received by the Company on time as indicated in the notice about absentee voting.

Based on the votes in the received voting ballots, the Secretary of the Executive Board shall draw up the results of the absentee voting upon the agenda issues and prepares the minutes of the Executive Board in accordance with the procedure set by the present Regulation.

9. MINUTES OF MEETING OF EXECUTIVE BOARD

9.1. Minutes of a meeting of the Executive Board based on the results of the meeting of the Executive Board (absentee voting results) shall be prepared in signed within 2 (two) business days after the meeting by the Chairman and Secretary of the Executive Board, who shall be responsible for correct preparation of the minutes.

9.2. Minutes of a meeting of the Executive Board shall contain:

- the full Company name;
- meeting form (in presentia or in absentia);
- place and time of the meeting (the drawing up of voting results);
- list of the members of the Executive Board who participated in the meeting (in the absentee voting), as well as the list of invitees;
- information about the presence of the meeting quorum;
- meeting agenda;
- issues submitted for voting and voting results by name;
- summary of reports and speeches of the persons who participated in the meeting (in case of an 'in presentia' meeting);
- adopted resolutions.

9.3. The Company shall keep minutes of meetings of the Executive Board in the office of the executive body of the Company. The Chairman of the Executive Body shall be responsible for the integrity of meeting minutes.

9.4. The Company shall provide the shareholders possessing at least 25 percent of the Company's voting shares with access to the minutes of the meetings of the Executive Board.

9.5. Minutes of meetings the Executive Board shall be provided by the Company in the office of the executive body of the Company within 5 days after the given shareholders make the requirement to study the minutes of the meetings of the Executive Board. At the request of the said shareholders, the Company shall provide them with copies of the minutes of the meetings of the Executive Board. The Company shall not charge for the provision of the copies in the amount more than the costs for the production of such copies.

9.6. Minutes of a meeting of the Executive Board shall be provided to members of the Board of Directors, Internal Audit Commission, Auditor, and Internal Audit Department of the Company at their request.

10. CONTROL OVER EXECUTION OF RESOLUTIONS OF EXECUTIVE BOARD

10.1. The members of the Executive Board shall be informed of the resolutions made by the Executive Board in writing by receiving a copy of the minutes of the meeting of the Executive Board not later than 1 (one) business days after the date of the signing of the minutes.

10.2. The resolutions made by the Executive Board shall be delivered to executors through excerpts from certain issues of the minutes of the meeting of the Executive Board signed by the Secretary of the Executive Board and sealed by the Company not later than 1(one) day after the date of the signing of the minutes.

10.3. Control over the execution of resolutions made by the Executive Board shall be exercised by the Secretary of the Executive Board.

11. MISCELLANEOUS

- 11.1. The Regulation on Executive Board shall be ratified by the General Shareholders' Meeting.
- 11.2. Any changes and amendments to the present Regulation shall be introduced by the General Shareholders' Meeting.
- 11.3. Should any changes in the legislation and regulatory acts of the Russian Federation arise that come into conflict with certain provisions of the present Regulation, such provisions shall cease to be in force, and before the introduction of corresponding changes into the Regulation, the Executive Board shall be governed by the legislation and regulatory acts of the Russian Federation.

EXECUTIVE BOARD
of Open Joint-Stock Company
"The Fifth Power Generation Company"

BALLOT
for absentee voting upon agenda issues of meeting of Executive Board

JSC OGK-5

Issue 1:

Resolution:

FOR

AGAINST

ABSTAINED

(leave your option not crossed-out)

Issue 2:

Resolution:

FOR

AGAINST

ABSTAINED

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
Executive Board of JSC OGK-5

(signature)

(name)

THE BALLOT IS INVALID IF NOT SIGNED BY THE MEMBER OF THE EXECUTIVE BOARD