

APPROVED by:

The AGSM of Interregional Distributive Grid Company of  
Urals, OAO

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AGSM Chairperson

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## REGULATIONS

### On the Procedure for BoD Convention and Arrangement At IDGC of Urals, OAO (new version)

Ekaterinburg  
2011

## 1. General Provisions

1.1. The present Regulations have been developed pursuant to the Civil Code of the Russian Federation, the Federal Law On Joint-Stock Companies, other regulatory documents of the RF and the Charter of Open Joint-Stock Company Interregional Distributive Grid Company of Urals (hereinafter referred to as the Company).

1.2. The present Regulations shall be Company's internal document stipulating the procedure for BoD convention and arrangement.

1.3. The Board of Directors shall be a management body of the Company that governs the Company, controls the execution of GSM resolutions according to three requirements set forth by the Russian legislation.

1.4. Key goals and objectives of the Board of Directors shall be:

- Determination of the Company's development strategy aimed at increasing its market capitalization and investment attractiveness, earning maximum income and increasing its assets;
- Facilitation of rights implementation and protection of rights and legitimate interests of the shareholders well as facilitation of corporate conflict management;
- Provision of fullness, authenticity and objectivity in information disclosure for shareholders and other interested persons;
- Creation of efficient internal control mechanisms;
- Regular evaluation of operations done by the Company's executive bodies and management results.

To implement the goals and objectives the BoD shall be guided by the following principles:

- Decision-taking is based on authentic information on the Company's operations;
- Limitation of shareholder rights to govern the Company, to receive dividends and obtain information on the Company is excluded;
- Balance of interests between various groups of shareholders is reached and the BoD adopts maximal objective resolutions for the benefit of the shareholders.

1.5. In its activities the BoD shall be guided by the Federal Law on Joint-Stock Companies, other regulatory documents of the RF, the Charter and the present Regulations.

## 2. The BoD Chairperson and Deputy Chairperson

2.1. The functioning of the BoD shall be arranged by the BoD Chairperson.

2.2. The BoD Chairperson shall be elected by the BoD members among themselves by the majority of votes.

A person performing the functions of the General Director shall not be the BoD Chairperson at the time.

2.3. The BoD shall be entitled to reelect the Chairperson at any time by the majority of votes of all the BoD members.

2.4. The BoD Chairperson shall:

- 1) Arrange the functioning of the BoD;
- 2) Convene BoD sessions;
- 3) Determine the form of BoD sessions;
- 4) Approve BoD agendas;
- 5) Determine the list of materials (information) on agenda issues disseminated among the BoD members;
- 6) Determine the list of persons invited to participate in debates over BoD agenda issues;
- 7) Preside over BoD sessions;
- 8) Sign BoD protocols, requests on the audit of financial and economic activities of the Company and other documents on behalf of the BoD;
- 9) Control over implementation of the BoD working plan approved by the BoD;
- 10) Represent the BoD interacting with the shareholders, authorities, public organizations, mass media;
- 11) Hold correspondence with the shareholders, executive bodies and employees, other companies and organizations;

12) Preside over GSMs, announce the agenda, forthcoming presentations and reports as well as perform other functions of the GSM Chairperson set forth by the Regulations on the Procedure for GSM Convention and Arrangement;

13) Arrange control, on behalf of the BoD, over the execution of GSM and BoD resolutions, officially place the execution of BoD resolutions for control and remove the fulfilled BoD resolutions from under control;

14) Ensure the observance of the requirements set forth by the Russian legislation, the Charter, other internal documents and the present Regulations during a BoD session;

15) Perform other functions stipulated by the Russian legislation, the Charter and BoD resolutions.

2.5. In case the Chairperson is absent, the functions shall be performed by a person elected among the BoD members by the majority of votes belonging to the BoD members (Deputy Chairperson).

Election of a BoD member being the General Director or a member of the Company's collegiate body as the Deputy Chairperson shall not be allowed.

### **3. BoD Members, the Rights, Liabilities and Responsibility**

3.1. The BoD members, within their competence, shall be entitled:

1) To obtain information on the Company's operations, including commercial secret, to get familiarized with all founding, regulatory, accounting, contractual and other documents of the Company according to the Russian legislation and internal documents of the Company;

2) To introduce written proposals on the BoD working plan;

3) To introduce issues into the agenda according to the established procedure;

4) To demand the convention of a BoD session;

5) To execute other rights stipulated by the Russian legislation, the Charter, other internal documents and present Regulations.

3.2. A BoD member shall be able to request in writing documents and information required for decision-taking over issues under the BoD competence from both the General Director (another person performing the functions of the sole executive body) and the Corporate Secretary.

3.3. These documents and information shall be forwarded to the BoD member within 5 (Five) working days since the correspondent request.

3.4. BoD members shall be able to receive remuneration and (or) to have compensation for expenses incurred by them in regard to the execution of their functions in the procedure stipulated by the Regulations on Remunerations and Compensations paid to the BoD members approved by GSM.

3.5. Executing their rights and discharging liabilities BoD members shall act in favor of the Company, shall execute their rights and discharge liabilities in regard to the Company honestly and rationally.

3.6. BoD members shall be responsible to the Company for losses incurred by the Company due to their activity (inactivity) according to the present legislation.

BoD members, who voted against the resolution that entailed losses or did not participated in the voting, shall not be responsible.

### **4. The Corporate Secretary and BoD Secretariat.**

4.1. Technical (informational, documentary, protocolar, secretarial) support of the current BoD operations shall be performed by the Corporate Secretary, acting on the basis of the Charter, the present Regulations, the Regulations on the Corporate Secretary, other internal documents and according to instructions of the BoD Chairperson.

4.2. The Corporate Secretary shall be elected by BoD members by the majority of votes belonging to the members participating in the session.

The BoD shall be entitled to re-elect the Corporate Secretary any time.

The BoD Chairperson shall promote a Corporate Secretary candidate.

In case the candidate is a Company's employee, the candidate shall be approved by the BoD.

To ensure the efficiency of the Corporate Secretary BoD Secretariat, with staff from the

Company's employees, shall be created according to a BoD resolution.

The BoD Secretariat shall be guided by the Corporate Secretary.

4.3. The functions of the Corporate Secretary shall be:

1) To elaborate and submit to the BoD Chairperson a draft of agenda for a regular BoD session according to the BoD working plan and proposals submitted by BoD members, General Director, members of the Management Board, Audit Commission, Auditor of the Company.

2) To ensure the preparation and distribution of documents (materials) required for a BoD session arrangement (session notification, drafts of resolutions on agenda issues, drafts of documents for a preliminary review, etc.);

3) To provide organizational and technical support for voting during a BoD session;

4) To arrange interaction between the BoD and the executive bodies, BoD Committees and structural divisions;

5) To arrange the preparation and submission of documents (information) requested by BoD members;

6) To prepare requests and responses to letters on behalf of the BoD guided by the BoD Chairperson;

7) To collect questionnaires filled in by the BoD members;

8) To prepare BoD protocols and extracts from BoD protocols;

9) To distribute documents approved by the BoD;

10) To elaborate and keep the BoD file register;

11) To arrange and archivation of BoD documents and materials;

12) To arrange control over the execution of BoD resolutions;

13) To prepare requests on information (materials) regarding BoD agenda issues for the Company's subdivisions;

14) To control the authenticity of submitted information and accuracy in preparation of documents submitted for BoD's review and approval;

15) To prepare, on the instruction of the BoD Chairperson (Deputy Chairperson), drafts of BoD documents and resolutions, including the BoD working plan;

16) To arrange BoD session recording, including magnetic media, with the consent of the present members;

17) To perform other functions stipulated by the present Regulations, instructions of the Chairperson and BoD members.

4.4. The Corporate Secretary shall ensure coordination and field work between the BoD members and shareholders and their representatives, executive bodies, heads and staff of the Company's subdivisions with a view to ensure efficient BoD activities.

The BoD Secretary shall ensure efficient BoD activities using technical means, shall, in every possible way, facilitate the activities of the Committees, commissions and other BoD bodies.

4.5. The Corporate Secretary shall be entitled to request and obtain information required for the BoD, including the information according to requests of the BoD members, from the Company's HQ subdivisions.

4.6. The Corporate Secretary shall be responsible for:

- Timely distribution of BoD notifications and materials among the BoD members;
- Quality of preparation and authenticity of information contained in BoD protocols;
- Timely forwarding of protocols to the BoD members.

4.7. The bodies and officers of the Company shall facilitate the Corporate Secretary to perform the functions.

4.8. Conclusion of a contract for the performance of the Corporate Secretary functions with the Corporate Secretary shall be possible.

The contract terms, including terms regarding remuneration, shall be determined by the BoD or a person authorized by the BoD.

4.9. Expenses on the BoD Secretariat activities and salaries of the staff shall be incurred by the Company within the estimation costs approved by a BoD resolution as advised by the Corporate Secretary.

## **5. Arrangement of the BoD activities**

5.1. The BoD sessions shall be arranged according to the approved BoD working plan as well as when the need arises, but no less than once in six weeks unless otherwise stated by the Regulations.

5.2. When the need arises, the BoD Chairperson shall decide to arrange an extraordinary BoD session or to postpone a planned BoD session.

5.3. The BoD working plan.

5.3.1. The BoD working plan shall be formed according to the following key directions:

- Strategic development of the Company;
- Mid-term and current planning of the Company's activities;
- Arrangement of the BoD activities;
- Control over execution of BoD and GSM resolutions.

5.3.2. The BoD working plan shall include:

- 1) Issues subject to review by the BoD during the present year (by the quarter);
- 2) BoD session schedule;

3) The list of persons (management bodies of the Company), responsible for the preparation of issues submitted for BoD's review (BoD members, General Director, other persons).

5.3.3. The BoD working plan shall be formed on the basis of proposals from the BoD Chairpersons and members of the BoD and Audit Commission, General Director, Management Board member, Auditor, requirements set forth by first and second paragraphs of item 6.4. hereof observed.

The proposals shall be forwarded to the Chairperson in writing alongside with their copies forwarded to the Corporate Secretary.

## **6. BoD Session Convention**

6.1. The first session of the newly-elected BoD shall be convened by one of the BoD members by forwarding a session notification to all BoD members and General Director.

The General Director shall be obliged to facilitate and submit all information required for the arrangement of the first session of the newly-elected BoD.

The first BoD session shall obligatory cover the following issues:

- Election of the BoD Chairperson;
- Election of the Deputy Chairperson;
- Election of the Corporate Secretary.

6.2. Subsequent BoD sessions shall be convened by the Chairperson (except for the cases stipulated by item 2.5. hereof):

- According to BoD session schedule, approved BoD working plan;
- On own initiative of the BoD Chairperson;
- On written demand of a BoD member, AC member, General Director, MB member, Auditor.

6.3. The demand on BoD session convention shall contain:

- 1) Indication of the initiator;
- 2) The wording of agenda issues;
- 3) The reasons for proposing agenda issues;
- 4) Information (materials) on agenda issues;
- 5) Drafts of resolutions on agenda issues.

6.4. The demand shall be in writing and shall be signed by the person demanding the convention.

The demand from the Audit Commission on the convention of a BoD session shall be signed by the AC Chairperson.

The demand and all necessary materials (information) shall be forwarded to the BoD Chairperson alongside with the copies submitted to the Corporate Secretary. Herewith, proposals from MB members shall be forwarded to the BoD Chairperson signed by the MB Chairperson, or independently in case the MB Chairperson has not forwarded the corresponding letter to the BoD Chairperson within 7 (Seven) working days.

The demand from the General Director and MB members on the convention of BoD, containing issues subject to preliminary review by the Management Board, according to the internal document regulating the procedure of the MB activities, shall be forwarded to the BoD only following the review

by the MB and preparation of the corresponding recommendations.

6.5. The BoD Chairperson shall be obliged to review the forwarded demand on the convention of an extraordinary BoD session and to decide to convene the session, to refuse to convene or to introduce the issues from the demand into the agenda of a planned (according to the approved BoD working plan) BoD session within 5 (Five) working days since the receipt date. A BoD session on review of an issue (issues) contained in the demand shall be arranged within 30 calendar days since the BoD Chairperson receives the following demand.

Motivated decision of the BoD Chairperson to refuse to convene an extraordinary BoD session shall be forwarded to the person demanding the convention within 3 (Three) working days since the resolution.

Non-observance of requirements set forth by items 6.3. and 6.4. hereof shall be a reason for refusal in demand to convene a BoD session.

6.6. Session notification shall be prepared by the Corporate Secretary and shall be signed by the BoD Chairperson or Deputy Chairperson (in cases stipulated hereof).

6.6.1. Session notification shall be forwarded by the Corporate Secretary to every BoD member in writing within 11 (Eleven) working days since the session date (deadline for the receipt of voting papers), except for the cases stipulated hereof.

6.6.2. In cases when issues that, according to the Regulations on the Management Board and/or Regulations on the BoD Committees, are to be preliminarily reviewed by the Management Board and/or a corresponding BoD Committee (if it exists) and by the moment of notification forwarding no MB and/or Committee resolutions are submitted, are introduced into the BoD agenda, the notification on the BoD session shall be forwarded by the Corporate Secretary to each BoD member in writing within 15 (Fifteen) working days prior to the session (deadline for receipt of the voting papers) except for the cases stipulated hereof.

6.7. Alongside with session notification BoD members shall receive materials (information) on agenda issues.

Materials (information) on agenda issues shall include:

- Drafts of BoD resolutions on the issues from the BoD agenda;
- An explanatory note to BoD resolution drafts on the issues from the BoD agenda;
- Drafts of documents submitted for BoD approval;
- Protocols of meetings and sessions of the management bodies, resolutions (recommendations)

of the BoD Committees and other special bodies and commissions of the Company on preliminary review of issues (if any);

- Materials proving information disclosed in resolution drafts and explanatory notes;
- Other information materials on the issues from the BoD session.

6.8. Materials (information) on the agenda issues shall be forwarded to BoD members in person, by fax or e-mail, herewith, session notification shall be submitted to BoD members by fax or in original.

6.9. When issues that, according to the Regulations on the Management Board and/or Regulations on the BoD Committees, are to be preliminarily reviewed by the Management Board and/or corresponding BoD Committee are introduced to the BoD agenda, session notification and materials on the agenda issues shall be forwarded by the Corporate Secretary to the Management Board and/or corresponding BoD Committee according to the procedure and terms stipulated by subitem 6.6.2. and item 6.8. hereof.

Resolutions (recommendations) of the Management Board and/or BoD Committee shall be forwarded by the Corporate Secretary to BoD members, if they are forwarded to the BoD, within 3 (Three) working days prior to the session date, except for the cases stipulated by item 10.18. hereof. In case when resolutions (recommendations) of the Management Board and/or corresponding Committee are not submitted (or submitted with violations of terms), the Board of Directors shall be entitled to adopt resolution on the issue without such resolutions (recommendations).

6.10. The BoD Chairperson shall be entitled, as agreed with the initiator of the issue to be preliminarily reviewed by the corresponding BoD Committee according to the Regulations on the BoD Committee, to postpone the review of the issue if the Committee has not submitted required resolutions (recommendations) and the Committee Chairperson has forwarded a motivated letter on the postponement.

6.11. In cases stipulated by items 5.2. and Section 10 of the present Regulations, according to a BoD Chairperson resolution the terms for submission of a session notification and materials (information) to BoD members may be reduced.

## **7. The Procedure for BoD Session Arrangement**

7.1. The BoD Chairperson shall open a BoD session.

7.2. BoD members as well as persons invited to session on each of the agenda issues shall participate in BoD sessions according to the list approved by the BoD Chairperson.

7.3. The Corporate Secretary shall determine the quorum for the arrangement of a BoD session.

The quorum for a BoD session shall be no less than a half of elected BoD members.

7.4. The BoD Chairperson shall announce for the present persons on the quorum and BoD agenda.

7.5. If there is no quorum, the session shall be illegitimate. Herewith, the BoD Chairperson shall take one of the decisions:

1) after consulting the present BoD members, s/he shall determine the time for session postponement, but no more than 2 hours;

2) s/he shall determine the date of a new session, arranged instead of a failed one, with previously set agenda;

New session, instead of a failed one, shall be arranged within 20 days since the resolution of the BoD Chairperson on the issue;

3) s/he shall include agenda issues of the failed session into the agenda of a planned BoD session.

7.6. A BoD session shall include the following stages:

1) Presentation of a BoD member or an invited person on an agenda issue;

2) Discussion of an agenda issue;

3) Proposals on the wording of the resolution on an agenda issue;

4) Voting on an agenda issue;

5) Vote counting and tally of votes;

6) Announcement of voting results and resolution adopted on an agenda issue.

7.7. During a BoD session, arranged in the form of compresence, information on the execution of previously adopted BoD resolutions, presented by the Corporate Secretary, shall be obligatory heard.

7.8. Resolutions shall be adopted by the majority of votes belonging to the present BoD members, except for the cases stipulated by the Russian legislation and the Charter.

7.9. Each BoD member shall have one vote during the decision-taking.

In case of equality of votes the BoD Chairperson shall be decisive.

Transfer of vote belonging to one BoD member to another BoD member or other person shall not be allowed.

## **8. The Procedure for the Arrangement of BoD Sessions in the Form of Compresence/ In-Absentia voting**

8.1. Upon a BoD Chairperson decision a BoD session may be arranged in the form of Compresence/ In-absentia-voting. Such information shall be reflected in a session notification.

8.2. If less than a half of BoD members are present, the tally of votes shall include written opinions of the absent BoD members according to the procedure stipulated by the present Regulations.

8.3. On the BoD session date, following the voting, the Corporate Secretary shall prepare a questionnaire (Appendix 1) signed by the BoD Chairperson that is submitted in original or by fax (with subsequent forwarding of the original to the address shown in the questionnaire) to BoD members absent at the session.

8.4. When a BoD member fills in a questionnaire, only one possible voting variant ("for", "against", "abstain") on each issue resolution draft shall be left uncrossed. A filled-in questionnaire shall be signed by a BoD member, the name and initials indicated.

8.5. A filled-in and signed questionnaire shall be forwarded by a BoD member within the day following the session to the Corporate Secretary in original or by fax with subsequent forwarding of the original to the address shown in the questionnaire.

8.6. A questionnaire filled in with violations of the requirements stipulated by item 8.4. hereof shall be acknowledged as invalid (in case of violations of requirements regarding the filling of voting variants it shall be acknowledged as invalid only in relation to the corresponding issue) and shall not be taken into account during the counting.

A questionnaire received by the Company after the deadline shown in it shall not be taken into account during the counting and tally of votes.

8.7. Basing on the session voting results and questionnaires forwarded by BoD members the Corporate Secretary shall summarize the voting results on agenda issues and prepare a BoD protocol in a way stipulated hereof.

8.8. Filled-in questionnaires of the absent BoD members shall be added to BoD protocols.

## **9. The Procedure for Decision-Taking during In-Absentia Voting**

9.1. With the consent of all BoD members BoD resolutions may be adopted by in-absentia voting (by questionnaires).

9.2. To adopt a BoD resolution by in-absentia voting (by questionnaires) each BoD members shall receive a notification on in-absentia voting, issue resolution drafts and materials (information) on the agenda issues according to the procedure and terms stipulated by items 6.6-6.11 hereof.

9.3. A notification on an in-absentia voting shall contain:

- Full company name and location;
- The wording of agenda issues;
- Emphasis on the arrangement of in-absentia voting by filling-in a questionnaire;
- Deadline, including time, for the receipt of approval lists;
- Deadline, including time, for the receipt of questionnaires;
- The list of information (materials) disseminated among BoD members.

9.4. A questionnaire for in-absentia voting shall be forwarded to BoD members within 3 (Three) working days prior to the deadline for the receipt of the questionnaires shown in an in-absentia voting notification.

Alongside with a questionnaire BoD members shall receive resolutions (recommendations) of the Management Board and/or corresponding Committees (if the Corporate Secretary has any).

9.5. Filling-in a questionnaire for in-absentia voting a BoD member shall leave only one of the possible voting variants uncrossed ("for", "against", "abstain") on each issue resolution draft. A filled-in questionnaire shall be signed by a BoD member, name and initials indicated.

9.6. A questionnaire, filled-in with the violation of requirements from item 9.9. hereof, shall be acknowledged invalid (in case of violations of requirements regarding the filling of voting variants it shall be acknowledged as invalid only in relation to the corresponding issue) and shall not participate in determination of the quorum required for in-absentia decision-taking and shall not be taken into account during vote counting.

9.7. A filled-in and signed questionnaire shall be forwarded by a BoD member by the deadline shown in the questionnaire to the Corporate Secretary in original or by fax with subsequent forwarding of the original to the address from the questionnaire.

BoD members whose questionnaires were received by the Corporate Secretary in original or by fax until the deadline for the receipt of questionnaires shown in the notification shall be acknowledged as those who participated in an in-absentia session.

A questionnaire received by the Company after the deadline shall not be taken into account during the counting and tally of votes.

9.8. Voting results on in-absentia session agenda issues shall be summarized on the basis of questionnaires filled-in and signed by BoD members, received by the Company within terms stipulated in notification on in-absentia voting.

9.9. On the basis of received questionnaires the Corporate Secretary shall prepare a BoD protocol in a way set forth hereof.

## **10. Convention and Arrangement of a BoD Session Regarding the Establishment of the Company's Executive Bodies**

10.1. A BoD session regarding the establishment of the Company's executive bodies (election, termination, stoppage of authorities) shall be convened and arranged according to common rules set forth hereof taking into account peculiarities determined by the Section.

10.2. The procedure set forth by the Section shall be applied in cases when:

- The CEO's authorities are terminated and new CEO (or acting CEO) is elected;
- The CEO is elected (if earlier the BoD adopted a resolution to terminate the CEO authorities and election of Acting CEO and new CEO was not elected);
- The authorities of a managing company (managing director) are stopped and Acting CEO is nominated.

10.3. Arrangement of a BoD session which agenda covers the issues set forth in item 10.2. hereof shall consist of the next stages:

- Notification of BoD members on the convention of a session with indication of a right to nominate candidates to the CEO (or Acting CEO if there is an issue of the stoppage of authorities of a managing company (managing director) position or candidate of a managing company (managing director) in cases stipulated by the Section;
- Nomination by BoD members of candidates to the CEO (Acting CEO, managing company or managing director) position;
- Decision-taking on the stoppage of the CEO authorities or authorities of a managing company (managing director);
- Decision-taking on the election of the CEO (Acting CEO if there is an issue of the stoppage of the authorities exercised by a managing company or managing director);
- Decision-taking on the election of Acting CEO if there was a resolution to terminate the CEO's authorities but there was no resolution on the election of a new CEO during the voting;
- Formation of a BoD proposal on a candidate (candidates) of a managing company (managing director) for the election during the GSM on transfer of the authorities exercised by the sole executive body to a managing company (managing director).

10.4. If a resolution on the stoppage of the authorities exercised by a managing company (managing director) and nomination of Acting CEO is adopted, the BoD shall be obliged to adopt a resolution on the arrangement of EGSM to decide to pre-term terminate the authorities of a managing company (managing director).

10.5. In case stipulated by item 10.4. hereof, the BoD shall be obliged to review an issue on a candidate (candidates) of a managing company (managing director) which will obtain the authorities of the sole executive body as well as to adopt other resolutions regarding the stoppage of the authorities exercised by a managing company (managing director) and performance of Acting CEO functions prior to the GSM during a session which decides upon the stoppage of a managing company (managing director) and nomination of Acting CEO.

10.6. Notification of a BoD session which agenda contains issues stipulated by item 10.2. hereof shall be forwarded to BoD members in writing within 3 (Three) days prior to the session date.

The BoD session shall be arranged in any form, herewith, requirements of the present Regulations regarding the presence of consent of all BoD members to arrange in-absentia session shall not be applied.

10.7. If the issues, according to the regulations on the BoD Committees, are to be reviewed by the corresponding BoD Committee, a notification on the arrangement of the session which agenda has the issues shall be forwarded to BoD members in writing within 5 (Five) days prior to the session.

The session shall be arranged in any way.

10.8. Unless otherwise stated by a BoD resolution, each BoD member shall be entitled to nominate not more than one candidate for the CEO position (Acting CEO). A BoD member shall be entitled to nominate a candidate for Acting CEO on the chance of a resolution on the termination of the CEO and absence of a resolution on the election of a new CEO. Herewith, a BoD member shall be entitled to nominate the same persons for both CEO and Acting CEO positions.

10.9. If an issue on the stoppage of the authorities of a managing company (managing director) is included onto the agenda, a BoD member shall also be entitled to nominate a managing company/

director candidate to form a BoD proposal for the GSM to the issue on the transfer of the authorities exercised by the sole executive body of the managing company/ director.

10.10. A proposal on candidate nomination (item 10.8. and 10.9. hereof) shall be submitted in writing and shall be signed by the BoD member who nominated the candidate.

10.11. A proposal on the nomination of a candidate for the CEO (Acting CEO) position shall contain the following information:

- Name of the candidate;
- Date and Place of birth;
- Information on education, profession and qualification;
- Information on academic title;
- Information on working experience as of the last 5 years;
- Number and category (types) of shares owned by the candidate.

10.12. A proposal on the nomination of a managing company candidate shall contain the following information:

- Full company name;
- Date and place of state registration;
- Information on the founders;
- Information on the shareholders;
- Information on the affiliated persons.

10.13. A proposal on the nomination of a managing director candidate shall contain information stipulated by item 10.11. hereof as well as information whether the candidate has a state certificate of individual entrepreneur.

10.14. Proposals on the nomination of candidates for the CEO (Acting CEO, managing company, director) shall be received by the Company in original or by fax (with subsequent submission of the original during the session) within 1 (One) day prior to the session.

In cases stipulated by item 10.7., proposals on the nomination of candidates for the CEO (Acting CEO, managing company/director) shall be received by the Company in original or by fax (with subsequent submission of the original during the session) within 3 (Three) working days prior to the session.

10.15. Proposals from the BoD members on the candidate nomination shall be listed for voting.

10.16. If after voting on the issue of CEO election no candidate takes required votes, the BoD shall be entitled to nominate Acting CEO. In this case the voting shall be done on the candidates for Acting CEO that were nominated by BoD members according to item 10.8. hereof. If no BoD members nominated a candidate for Acting CEO according to item 10.8. hereof, the voting shall be done on candidates to be authorized for promotion by the BoD members during the session.

10.17. BoD members shall be entitled to request additional information from a BoD member on the nominated candidate.

10.18. If issues, stipulated by item 10.2. hereof according to the regulations on the BoD Committees (if created), shall be preliminarily reviewed by a corresponding BoD Committee, a notification on the session shall be forwarded by the Corporate Secretary to the corresponding Committee within the terms stipulated by subitem 10.7. hereof. Proposals on the nomination of candidates for the CEO (Acting CEO) position or managing company and information on them received from the BoD members shall be forwarded by the Corporate Secretary to the corresponding BoD Committee immediately after the receipt in a way enabling fast receipt by the Committee (a fax, email, etc.).

Resolutions (recommendations) of the BoD Committees, if they are submitted to the BoD prior to the session date, are immediately forwarded by the Corporate Secretary to the BoD members as well as disseminated among the BoD members at in-praesentia and in-praesentia/in-absentia sessions. If resolutions (recommendations) of the corresponding BoD Committees are not submitted, the BoD shall be entitled to adopt a resolution on the issue without these resolutions (recommendations).

10.19. If, according to the Charter the CEO is elected by the GSM, the statements of the present Section shall be applied when they do not contradict the Charter and Russian legislation.

10.20. If a collegiate executive body is established in the Company, the procedure for election and termination of authorities exercised by the members shall be determined by the internal document regulating its activities.

## **11. The BoD Protocol**

11.1. The Corporate Secretary shall keep records of a BoD session.

11.2. The protocol shall be prepared within 3 (Three) days since the session (or tally of votes after in-absentia or in-praesentia/in-absentia sessions).

11.3. The protocol shall contain:

- Full company name;
- The form of a session;
- Place and date of a session (tally of votes);
- BoD members, present at the session (participating in in-absentia or in-praesentia/in-absentia sessions) as well as invited persons;
- Information on the quorum;
- Agenda;
- Issues for voting and nominal voting results;
- Generalized submission of reports and presentations prepared by the participating persons;
- Adopted resolutions;

A BoD protocol shall be signed by the Chairperson and Corporate Secretary responsible for the correctness of the protocol.

The Corporate Secretary shall visa all appendices to the protocol (the BoD Chairperson shall visa appendices to the protocol if it is stipulated by the document format).

11.4. BoD resolutions shall be announced to the BoD members in writing by forwarding a protocol copy by the Corporate Secretary within 3 (Three) days since the signing of the protocol.

11.5. The Company shall be obliged to keep BoD protocols at the residence of the executive body or another place known and accessible for interested persons.

11.6. BoD Protocols shall be accessible to any shareholder, BoD member, AC member, auditor, General Director, official representatives of the federal regulators at the residence of the executive body or another place determined by the BoD.

## **12. Final Provisions**

12.1. To perfect its activities the BoD shall regularly evaluate its efficiency.

Regularity, criteria and other issues regarding the efficiency evaluation shall be determined by separate BoD resolutions.

**THE BOARD OF DIRECTORS**  
**Interregional Distributive Grid Company of Urals, OAO**

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**QUESTIONNAIRE**

For voting on agenda issues of a BoD session

Arranged in an in-praesentia/in-absentia form on "\_\_\_\_" \_\_\_\_\_ 200\_\_

Issue:

1. \_\_\_\_\_

Resolution (adopted at the session):

1. \_\_\_\_\_

FOR

AGAINST

ABSTAIN

*(leave your variant uncrossed)*

Issue:

2. \_\_\_\_\_

Resolution (adopted at the session):

2. \_\_\_\_\_

FOR

AGAINST

ABSTAIN

*(leave your variant uncrossed)*

A filled-in and signed questionnaire shall be forwarded by fax \_\_\_\_\_ or in original no later than \_\_\_\_\_.  
/date, time/

Questionnaire received by the Company after the deadline shall not be taken into account during the counting and tally of votes in an in-praesentia/in-absentia form.

Please, forward the original to the following address: \_\_\_\_\_

BoD member» \_\_\_\_\_ / \_\_\_\_\_  
(signature) (name)

The BoD Chairperson \_\_\_\_\_ / \_\_\_\_\_  
(signature) (name)

**THE QUESTIONNAIRE IS INVALID IF IT IS NOT SIGNED BY THE CHAIRPERSON AND MEMBER OF THE BOARD OF DIRECTORS**

**THE BOARD OF DIRECTORS**  
**Interregional Distributive Grid Company of Urals, OAO**

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**QUESTIONNAIRE**

For in-absentia voting on agenda issues of a BoD session

Issue 1:

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Resolution:

---

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**FOR**

**AGAINST**

**ABSTAIN**

*(leave you variant uncrossed)*

Issue 2:

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Resolution:

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**FOR**

**AGAINST**

**ABSTAIN**

*(leave you variant uncrossed)*

A filled-in and signed questionnaire shall be forwarded by fax \_\_\_\_\_ or in original no later than \_\_\_\_\_.  
*/date, time/*

Questionnaire received by the Company after the deadline shall not be taken into account during the counting and tally of votes in an in-praesentia/in-absentia form.

Please, forward the original to the following address: \_\_\_\_\_  
\_\_\_\_\_

BoD member \_\_\_\_\_ / \_\_\_\_\_  
(signature) (name)

**THE QUESTIONNAIRE IS INVALID IF IT IS NOT SIGNED BY THE BOD MEMBER**