

**Approved by  
The General Shareholders' meeting  
JSC FEEC  
Minutes of 4 June 2007  
№ 1**



## **REGULATIONS**

For order of calling and holding of Board of Directors Meeting of the  
Open Joint Stock Company  
"Far Eastern Energy Company"

**2007.**

## **1. General Provision**

1.1. The present Provision have been worked out in compliance with the Civil Code of the Russian Federation, Federal Law About Joint Stock companies, other legislation acts of the Russian Federation and with the Charter of the Open Joint Stock Company "Far Eastern Energy Company" (hereinafter "the Company")

1.2. The present regulations are internal document of the Company, defining the order of calling and holding of the meetings of the Board of Directors of the Company.

1.3. The Board of Directors is an executive body of the Company that performs management in compliance with the requirements of the legislation of the Russian Federation.

1.4. The primary purposes and objectives of the Board of Directors are:

- defining of the strategy of development of the Company directed at its increment in market capitalization and investment attractiveness, achievement of the maximum profit and increment in assets of the Company;
- assurance in implementation and protection of rights of the legitimate shareholders as also assurance of implementation of rights and legitimate interests of the shareholders of the Company as also support in corporate conflicts resolution;
- assurance of the completeness and objectiveness of information disclosure about the Company for the shareholders and other interested individuals;
- creation of the effective internal control mechanisms;
- regular estimation of the executive bodies of the Company and management work;

To implement the set purposes and objectives the Board of Directors shall be governed by the following principles:

- decision making on the basis of the reliable information about the Company's activity;
- non admission of the limitation of the Shareholders' rights to manage the Company, to receive the dividends and information about the Company;
- achievement of the balance of interests of the different groups of shareholders and acceptance by the Board of Directors of the most objective decisions in favor of all shareholders of the Company.

1.5. In its activity the Board of Directors shall be governed by the Federal Law "On joint stock Companies", other regular acts of the Russian Federation, the Charter of the Company and by the present Regulations.

## **2. The Chairman and the Vice-Chairman of the Board of Directors of the Company**

1.1. The work of the Board of Directors shall be organized by the Chairman of the Board of Directors of the Company.

1.2. The Chairman of the Board of Directors of the Company shall be elected by the members of the Board of Directors of the Company among them by a majority of votes from the total number of the Board of Directors' members.

An individual executing the functions of the Company's Director General may not be at the same time the Chairman of the Board of Directors of the Company.

The Board of Directors of the Company is entitled at any time to re-elect the Chairman of the Board of Directors by a majority of votes from the total number of the Company's Board of Directors' members.

The Chairman of the Board of Directors:

- 1) organizes work of the Board of Directors;
- 2) convenes the meetings of the Board of Directors;
- 3) defines the form of the meeting of the Board of Directors;
- 4) approves the agenda of the Board of Directors' meeting;
- 5) defines the list of materials (information) of the meetings' agenda, provided to the members of the Board of Directors;

- 6) defines the list of individuals invited to take part in the discussion of the special matters of agenda at the Board of Directors' Meeting;
- 7) presides over the Board of Directors;
- 8) signs the minutes of the meetings of the Board of Directors, requirements for conducting audits of financial- economic activity of the Company and other documents on behalf of the Company's Board of Directors;
- 9) exercises control over implementation of the plan of activities approved by the Board of Directors;
- 10) acts on behalf of the Board of Directors under cooperation with the shareholders of the Company, in the organs of power, public organizations, mass media;
- 11) carries out correspondence of the Board of Directors with the shareholders, executive bodies and the members of work collective of the Company, other organizations;
- 12) presides over the General Shareholder Meeting, informs about the forthcoming speeches and reports as also announces the agenda of the General Shareholder meeting and implements other functions about the order of preparation and holding of the General Shareholder meeting of the Company;
- 13) exercises on behalf of the Board of Directors control over execution of decisions of the General Shareholder Meeting and shift off from the control the executed decisions of the Board of Directors;
- 14) ensures the execution of requirements of the legislation of Russian Federation, Charter of the Company, other internal documents of the Company and the present Regulations in the process of holding the meeting of the Board of Directors;
- 15) exercises other functions stipulated by the legislation of the Russian Federation, the Charter of the Company and decisions of the Board of Directors.

2.5. In the events of absence of the Board of Directors' Chairman his function are executed by an individual elected by a majority of votes among the members of the Board of Directors (Vice-Chairman of the Board of Directors).

The member of the Board of Directors being the Director General or member of the plural executive body of the Company may not be elected to be the Vice-Chairman of the Board of Directors.

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

3.1. Members of the Board of Directors within the framework of their competence have rights:

- 1) to get the information about the activity of the Company, as also the confidential one, to get informed with the all founding, normative, contractual and other documents of the Company in compliance with the legislation of the Russian Federation and internal documents of the Company;
- 2) contribute written suggestions on the plan formation of the Board of Directors work;
- 3) duly contribute matters to agenda of the Board of Directors meeting;
- 4) demand the convocation of the meeting of the Company's Board of Directors;
- 5) execute other rights, stipulated by the legislation of the Russian Federation, Charter of the Company, other internal documents of the Company and by the present Regulations.

3.2. The member of the Board of Directors requests in written form the documents and information necessary to make decisions on the matters within competence of the Board of Directors both directly from the Director General of the Company (another individual executing functions of the sole executive body of the Company), and from the Secretary of the Board of Directors.

3.3. Documents and information shall be submitted to the member of the Board of Directors not later than five working days from the moment of entry of such a request.

3.4. The members of the Board of Directors shall be paid remunerations or/and compensated the expenses connected with the execution by the members of the Board of Directors their functions in the order established by the Regulations for remuneration and

compensation of the members of the Board of Directors approved by the General Shareholders' Meeting.

3.5. The members of the Board of Directors under exercising of their rights and functions shall act in the interests of the Company, exercise their rights and functions in good faith and reasonable grounds.

3.6. The members of the Board of Directors shall be liable to the Company for the losses incurred due to their guilty activities (inactivities) in compliance with the acting legislation. Whereby the members of the Board of Directors voted against the decision that incurred losses to the Company, and members non participated in the voting shall not be liable.

#### **4. Secretary of the Board of Directors**

4.1. Technical (information, documentary, protocolary secretarial) support of the current activity of the Board of Directors is exercised by the Secretary of the Company's Board of Directors, acting in accordance with the Company's Charter, the present regulations, regulations for the Board of Directors' Secretary and in compliance with the orders of the Chairman of the Board of Directors.

4.2. The Secretary of the Board of Directors shall be elected by the members of the Company's Board of Directors by a majority of votes of its members participating in the meeting.

The candidacy of the Board of Directors' Secretary is nominated by the Chairman of the Board of Directors.

In the event that the nominated candidate is an employee of the Company, his candidacy shall be coordinated with the Director General of the Company.

4.1. The following is within the functions of the Secretary of the Company:

1) work out and presentation to the Chairman of the Board the agenda of the regular Board of Directors' meeting and proposals from the members of the Board of Directors, executive bodies of the Company, Audit Committee, Company's Auditor.

2) ensures preparation and forwarding of the materials necessary for organization and holding the meeting of the Board of Directors (notification about holding the meeting, draft decisions by the matters in agenda, drafts of the documents for the preliminary familiarization etc.)

3) organizational and technical support to carry out voting at the Board of Directors' Meeting;

4) organization of interaction of the Board of Directors with the executive bodies of the management, with the committees of the Board of Directors and structural divisions of the Company;

5) organization of preparation and forwarding of the documents (information) by the requests of the members of the Board of Directors;

6) preparation of requests and answers to the letters on behalf of the Board of Directors of the Company under the guidance of the Chairman of the Board of Directors;

7) collection of the ballots, filled in by the members of the Board of Directors of the Company;

8) forwarding of the documents approved by the Board of Directors;

9) work out and conduct of nomenclature of activities;

10) systematization and archivation of the documents and materials of the Board of Directors;

11) organization of control over the course of executions of the Board of Directors' decisions;

12) preparation of the requests to the Company's divisions about delivery of information (materials) regarding the matters in agenda of the Board of Directors meeting;

13) organization of control of the truthfulness of the presented information and correctness of drawing up the documents proposed for consideration and approval to the Board of Directors;

14) preparation by the order of the Chairman of the Board of Directors (Vice Chairman of the Board of Directors ) the drafts of the special documents and decisions of the Board of Directors including the draft of the plan of Board of Directors work.

15) organization of writing records of the Board of Directors meetings as also with the consent of the attendant members to magnetic media;

16) execution of other functions stipulated by the Charter of the Company, the present Regulations, orders of the Chairman and members of the Board of Directors.

4.3. The Secretary of the Board of Directors ensures coordinated and effective work of the members of the Board of Directors with shareholders of the Company and their representatives, with Committees of the Board of Directors, executive bodies, heads and employees of the Company's divisions with the purpose of providing effective activity of the Board of Directors.

4.4. The Secretary of the Board of Directors is entitled to request and to get the information necessary for work of the Board of Directors, including in compliance with the requests of members of the Board of Directors, from the divisions of executive bodies of the Company.

4.5. The Secretary of the Board of Directors shall be liable for:

- for the timeliness of forwarding to the members of Board of Directors notifications about the meetings of the Board of Directors and materials for the meetings;
- for correctness and truthfulness of the information contained in the minutes of the Board of Directors' meetings;
- for timely forwarding of the minutes to the members of Board of Directors.

4.6. Bodies and administrative staff of the Company shall cooperate with The Secretary of the Board of Directors to exercise his functions;

4.7. The contract is concluded with the Secretary to exercise the functions of the Secretary of the Board of Directors.

The terms of the contract with Secretary of the Board of Directors, including as to remuneration to the Secretary of the Board of Directors for execution of his functions are defined by the Board of directors of the Company and by an individual entitled by the Committee of the Company's Directors.

## **5. Organization of work of the Board of Directors**

5.1. The meetings of the Board of Directors are held in compliance with the approved plan of work of the Board of Directors, as also when the need arises but no less than once per quarter.

5.2. When the occasion requires the Chairman of the Board of Directors is entitled to make a decision about holding extraordinary meeting of the Board of Directors, or to defer the meeting to an earlier or later date.

5.1. Plan of work of the Board of Directors.

5.3.1. Plan of work of the Board a Directors may be formed in the following lines:

- strategic development of the Company;
- medium term and current planning of the Company's activity;
- organization of the activity of the Board of Directors;
- control over execution of decisions of the Board of Directors and the General Shareholders' Meeting.

5.3.2. Plan of work of the Board of Directors shall include:

- 1) the matters subject to consideration at the meetings of the Board of Directors in the current year (per quarter);
- 2) schedule of the meetings of the Board of Directors;
- 3) list of individuals (bodies of the Company's management), responsible for preparation of the matters to consider at the meetings of the Board of Directors (members of the Board of Directors, Director General, others).

5.3.3. Plan of work of the Board of Directors is formed on the basis of the suggestions of the Chairman of the Board of Directors and members of the Board of Directors. Auditor Commission, Auditor and executive bodies of the Company.

These suggestions shall be forwarded to the Chairman of the Board of Directors in written form with simultaneous forwarding of the copies of suggestions to the Secretary of the Board of Directors.

## **6. Convocation of the Board of Directors**

The first meeting of the new Board of Directors shall be convened by one of the members of the Board of Directors by forwarding the notification about convocation of the meeting to all other members of the Board of Directors, as also to the Company in the name of Director General.

The Director General shall give assistance and present all the information necessary for organization of the first meeting of the new Board of Directors.

At the first meeting the Board of Directors shall consider the matters:

- about election of the Chairman of the Board of Directors;
- about election of the Vice-Chairman of the Board of Directors;
- about election of the Secretary of the Board of Directors.

6.2. The subsequent meetings of the Board of Directors (at the exception of the event stipulated by the article 2.5 of the present Regulations) are convened:

- in compliance with the schedule of holding the meetings of the Board of Directors, approved Plan of Board of Directors' work;
- by the initiative of the Chairman of the Board of Directors of the Company;
- by the written request of the member of the Board of Directors, the Audit Committee of the Company, the Auditor of the Company.

6.3. The requests about the convocation of the meeting of the Board of Directors shall contain:

- 1) initiator of holding a meeting;
- 2) wording of the matters of agenda;
- 3) motives of the submitting of the matters for agenda;
- 4) information ( materials) on the matters of agenda;
- 5) drafts of the decisions on agenda.

6.4. The requests about convocation of the Board of Directors shall be in written form and be signed by an individual who requests the convocation. The request of the Audit Committee of the Company about convocation of the meeting of the Board of Directors shall be signed by the Chairman of the Audit Committee, the request of the Audit Committee of the Company, request of the collegial executive body shall be signed by the Chairman of such a body.

The request about convocation of the meeting of the Board of Directors with the supplement of all necessary materials (information) are forwarded to the Chairman of the Board of Directors with simultaneous forwarding of the copies to the Secretary of the Board of Directors.

6.5. The Chairman of the Board of Directors shall view the entered request about convocation of the extraordinary meeting of the Board of Directors of the Company and to make a decision about convocation of such a meeting and about inclusion of the matters in request to the agenda of the planned (in compliance with the approved plan of work of the Board of Directors) meeting of the Board of Directors not later than 5 (five) working days from the moment of entry of the corresponding request.

The motivated decision of the Chairman of the Board of Directors about refusal in extraordinary meeting of the Board of Directors shall be forwarded to an individual who requests the convocation of such a meeting not later than 3 (three) days from the moment of receiving of such a request by the Chairman of the Board of Directors.

Non observance of the requirement determined by the paragraph 6.3, 6.4. of the present

Regulations serves as a ground for refusal in satisfaction of request of convocation of the Board of Directors.

6.6. Notification about holding the Board of Directors meeting shall be prepared by the Secretary of the Board of Directors (in the cases stipulated by the present Regulations) at the exception of the events stipulated by the present Regulations.

6.6.1. The notification about holding a meeting of the Board of Directors shall be forwarded by the Secretary of the Board of Directors in the written form not later 11 (eleven) working days prior the date of holding the meeting of the Board of Directors (dead line of the receipt of the voting ballots) at the exception of the cases stipulated by the present Regulations.

6.6.2. In the event of inclusion in agenda of the meeting of the Board of Directors of the matters that in compliance with the Regulations for Management Board or/ and regulations about Committees of the Board of Directors are referred to the competence of the corresponding Committee (in case of creation)or/and Management Board by the moment of forwarding notification of the decision (recommendation) of the Board of Directors or Committees or/and Committee of the Board of Directors have not been presented, the notification about holding such a Board of Directors' meeting shall be forwarded by the Secretary of the Board of Directors to each member of the Board in the written form not later than 15 (fifteen) working days prior the date of holding the Board of Directors ( by the deadline of acceptance of ballots ), at the exception of the events stipulated by the present Regulations.

6.7. Simultaneously with the notification about holding the Board of Directors' meeting the members of the Board of Directors are forwarded the materials (information) of the matters in agenda.

Materials (information) for the matters in agenda of the meeting include:

- drafts of the decisions of the Board of Directors of the matters included in agenda of the Board of Directors Meeting;
- explanatory notes to the drafts of decisions of the Board of Directors of the matters in agenda of the Board of Directors;
- drafts of the documents to be approved, coordinated and confirmed by the Board of Directors;
- minutes of the meetings of the management bodies, decisions(recommendations ) of the Committees of the Board of Directors or other specially created bodies of the Company and committees of the Company about preliminary studying of the matters (if available);
- the materials that confirm the data in the draft of decisions and in explanatory notes;
- other information materials of the matters, included in agenda of the Board of Directors.

6.8. Materials (information) of the matters in agenda may be presented to the members of the Board of Directors in person, via fax message, e-mail, with that the notification about holding the meeting shall be presented to all members of the Board of Directors by fax message or in original.

6.9. Under inclusion in agenda of the Board of Directors the matters that in compliance with the Regulations for the Management Board shall be preliminary studied by the Management Board or/and are within the competence of the corresponding Committee of the Board of Directors, notification about the meeting of the Board of Directors and materials for the said matters shall be presented by the Secretary of the Board of Directors of the Companies to the Management Board or/and to the corresponding Committee in the order and within the terms stipulated by the subparagraph 6.6.2. and paragraph 6.8. of the present Regulations.

Decisions (recommendations) of the Management Board or/and Committee of the Board of Directors shall be forwarded by the Secretary of the Board of Directors to the members of the Board of Directors in the case of their entry not later than 3 (three ) working days prior the date of holding the meeting of the Board of Directors at the exception of the case stipulated by the paragraph 10.18 of the present Regulations. In the event that the

decisions (recommendations) of the Board or/and corresponding Committee are not presented (or presented with nonobservance of the terms) – the Board of Directors is entitled to make a decision about the matter not taking into account such decisions or recommendations.

6.10. The Chairman of the Board of Directors is entitled by the coordination with an initiator of submitting for consideration of the Board of Directors the matters that in compliance with the regulations for the Committee of the Board of Directors shall be preliminary studied by the corresponding Committee of the Board of Directors, any time to postpone the consideration of the said matters if the Committee has not presented all necessary decisions (recommendations) and the Chairman of the Committee has forwarded the letter with motivated request about such a postponing.

6.11. In the cases stipulated by the paragraphs 5.2 and the section 10 of the present Regulations, by the decision of the Chairman of the Board of Directors the term of forwarding to the members of the Board of Directors the notification about holding the meeting of the Board of Directors and presentation of the materials (information) may be reduced.

## **7. The order of holding the meeting of the Board of Directors**

7.1. The meeting of the Board of Directors shall be opened by the Chairman of the Board of Directors.

7.2. The participants of the meeting of the Board of Directors are the members of the Board of Directors as also the individuals invited to the meeting for each of the studied matters in accordance with the approved by the Board of Directors list.

7.3. The Secretary of the Board of Directors shall define the quorum to hold the meeting of the Board of Directors.

The quorum to hold a meeting of the Board of Directors shall be no less than a half of the elected members of the Board of Directors of the Company.

7.4. The Chairman of the Board of Directors shall inform the attendees about the presence of quorum and shall announce the agenda of the meeting of the Board of Directors.

7.5. Under the absence of quorum the meeting is announced to be ineligible. In that even the Chairman of the Board of Directors shall make one of the following decisions:

- 1) through consultation with the attendant members of the Board of Directors the time of the shift of the beginning of the meeting but no more than for two hours shall be defined;
- 2) the date of the new meeting held instead of invalid one with earlier defined agenda.

The holding of the new meeting instead of the invalid one shall be not later than in 20 days after making the corresponding decision of the Chairman of the Board of Directors about the present matter;

3) includes the matters of agenda of the invalid meeting into the agenda of the ordinary planned meeting of the Board of Directors.

7.6. The meeting of the Board of Directors shall include the following stages:

- 1) the reporting of the member of the Board of Directors about the matters of agenda;
- 2) reporting of the member of the Committee under the Board of Directors about the matter in agenda in the event that the matter is in the competence of the corresponding Committee;
- 3) discussion of the matter in agenda;
- 4) proposals about the formulation of the decision about the matter in agenda;
- 5) voting for the matter in agenda;
- 6) calculation of the votes and tally of votes and decision made about the matter in agenda;
- 7) announcing of the results of voting and the decision made about the matter in agenda.

7.7. During the meeting of the Board of Directors held with attendance by the shareholders the information of the Secretary of the Board of Directors about fulfillment of the earlier made decisions of the Board of Directors must be studied.



7.8. The decisions at the meetings of the Board of Directors of the Company shall be accepted by a majority of votes of the attendees at the exception of the cases stipulated by the legislation of the Russian Federation and by the Charter of the Charter.

7.9. Under making decisions at the meeting of the Board of Directors each member of the Board of Directors has one vote.

In the event of equality of the votes the vote of the Chairman of the Board of Directors is a decisive one.

The vote transfer of one member of the Board of Directors to another member of the Board of Directors or to another individual is inadmissible.

## **8. Order of holding the Board of Directors meeting in the on-site and off-site form**

8.1. By the decision of the Chairman of the Board of Directors the meeting may be held in the on-site and off-site form. Information about that shall be given in the notification about holding the meeting.

8.2. In the event of presence at the meeting not less than half of the members of the Board of Directors under defining the results of voting for the matters in agenda the written points of view of the absent members of the Board shall be taken into account in the order stipulated by the present Regulations.

In the day of holding the meeting of the Board of Directors by the results of voting at the meeting the ballot shall be drawn up (Appendix 1) that shall be signed by the Chairman of the Board of Directors and forwarded in the original or via fax (with later forwarding of the original to the address indicated in the ballot) to the absent members of the Board of Directors.

8.3. Under filling in the ballot by the member of the Board of Directors only one from the possible variants of voting shall be non crossed out ("for", "against", "abstain") for each draft of a decision about each matter.

The filled-in ballot shall be signed by the member of the Board of Directors with indication of his surname and initials.

8.4. Filled in and signed ballot shall be forwarded by the member of the Board of Directors not later the following day after holding the meeting to the Secretary of the Board of Directors in the original or by means of the fax with the following forwarding of the original of the ballot to the indicated address.

8.5. The ballot filled in with violation of the requirements said in the paragraph 8.4. of the present Regulations shall not be taken into account under calculation of votes for the corresponding matter.

8.6. On the basis of the results of voting at the meeting and received ballots from the members of the Board of Directors, the Secretary of the Board of Directors summarizes the results of voting for the matters in agenda and forms the minutes of the Board of Directors in the order stipulated by the present Regulations.

8.9. The filled in ballots of the members of the Board of Directors shall be put in the minutes of the Board of Directors' meeting.

## **9. Order of making decisions by absentee voting**

9.1. The Decision of the Board of Directors of the Company about the matters in agenda may be accepted by the absentee voting.

9.2. To make a decision by the Board of Directors by the absentee voting each member of the Board of Directors is forwarded the notification about holding the absentee voting for the matters in agenda, draft of decisions for them and materials (information) of the matters included in agenda in the order and in terms set by the paragraphs 6.6.– 6.9. of the present Regulations.

9.3. The notification about holding the absentee voting shall contain:

- full Company's name and place of its location;
- wording of the matters in agenda;
- indication of the holding of the absentee voting by means of filling in a ballot ;
- date and time dead line of receiving ballots for absentee voting;
- list of information (materials) presented to the members of the Board of Directors.

9.4. The members of the Board of Directors are entitled to present their proposals and/ or remarks about the offered draft of decisions of the Board of Directors by the matters of the absentee voting not later than 2 (two) days prior the receiving ballots deadline, set in the notification about holding the absentee voting.

9.5. The Secretary of the Board of Directors as agreed with the Chairman of the Board of Directors makes a list for the absentee voting with the account of the received proposals and/ or remarks about the presented draft of the decision for the absentee voting, in form in compliance with the Appendix 2 to the present Regulations.

9.6. A ballot for the absentee voting shall be forwarded to the members of the Board of Directors not later than 1 (one) working day prior the of the receiving ballots deadline, set in the notification about holding the absentee voting.

9.7. Under filling in the absentee voting ballot by the member of the Board of Directors only one of the possible variants of voting("for", "against", "abstain") shall be non crossed out for each draft of the decision for each matter.

A filled in ballot shall be signed by the member of the Board of Directors with the indication of his family name and initials.

Filled in and signed ballot shall be presented by the member of the Board of Directors within the terms said in the ballot, to the Secretary of the Board of Directors in the original or by means of the facsimile communication with the following forwarding of the original of a ballot at the address said in the ballot.

9.8. A ballot filled-in with the violation of requirements said in the first paragraph 9.7. of the present Regulations, shall not be taken into account under calculation of the votes for the corresponding matter.

An unsigned ballot, as also a ballot received by the Company upon expiration of the set term shall be declared invalid and shall not take part in defining the quorum necessary for making a decision by absentee voting, and shall not be taken into account under calculation of votes and summary of the results of voting.

9.9. The members of the Board of Directors are considered to have taken part in the absentee voting if their ballots in the original or by means of facsimile communication have been received by the Secretary of the Board of Directors not later the said in the ballot deadline of ballots receiving.

9.10. The results of voting for the matters in agenda held in the absentee form, shall be summed up on the basis of the ballots filled in and signed by the members of the Board of Directors, received by the Company within time said in the ballot.

9.11. On the basis of the received ballots the Secretary of the Board of Directors finalizes the minutes of the Board of Directors in the order said by the present Regulations.

## **10. Convocation and holding of the meeting of the Board of Directors connected with the formation of the new executive bodies of the Company.**

10.1 Convocation and holding of the meeting of the Board of Directors connected with the formation of the executive bodies of the Company (election, termination, discontinuation of the powers) shall be realized in accordance with the general rules set by the present Regulations and with the account of the particularities defined by the present paragraph. .

10.2 The order, defined by the present paragraph shall be used in the following cases:

- termination of the powers of the Director General and election of the new Director General (or acting Director General);
- discontinuation of the powers of the managing company (manager) and assignment of

the acting Director General.

10.3. Preparation and holding of the meeting of the Board of Directors, the agenda of which includes the matters, said in the paragraph 10.2. of the present Regulations consists of the following items:

Notification of the members of the Board of Directors about convocation of the meeting with the indication of a right to nominate the candidates at the position of the Director General (or acting Director General in the case of arising the matter about discontinuation of the powers of the managing company (manager) ) or candidate of the managing company (manager) in the cases, stipulated by the present paragraph;

-nomination by the members of the Board of Directors the candidates for the position of the Board of Directors (acting Director General, managing organization (manager));

-decision making about termination of the powers of the Director General or termination of powers of the managing organization (manager);

- decision making about election of the Director General (acting Director General) in the case of arising the matter about discontinuation of the powers of the managing organization (manager);

- decision making about election of the acting Director General in the event of that the decision about termination of the powers of the Director General has been made, but in the result of voting the decision about election of the new Director General has not been made;

-forming of the proposals of the Board of Directors about the candidate (candidates) of the managing company (manager) for the voting at the Company's General Shareholders meeting for the matter of devolution of authorities of the sole executive body of the Company to the managing company (manager).

10.4. In the event of the decision made about discontinuation of the powers of the managing organization (manager) and assignment of the acting Director General, the Board of Directors shall make a decision about holding extraordinary the Company's General shareholders' meeting to settle the matter about early termination of powers of the managing company (manager).

10.5. In the case stipulated by the article 10.4. of the present paragraph the Board of Directors shall at the meeting during which the decision is made about discontinuation of powers of the managing organization (manager) and assignment of the acting Director General to consider the matter about candidate ( candidates) of the managing organization (manager), to which the powers of the sole executive body of the Company are supposed to be transferred, as also to accept other decisions connected with the termination of powers of the managing organization (manager) and execution by the acting Director General his duties till the moment of holding the General Shareholders' meeting of the Company.

10.6. The notification about holding the meeting of the Board of Directors, the agenda of which contains the matters stipulated by the paragraph 10.2. of the present Regulations, shall be forwarded to the members of the Board of Directors in the written form not later than 3 (three) days prior the date of holding the meeting of the Board of Directors.

The said meeting may be held in any form.

10.7. In the event that the said matters in compliance with the Regulations about the Committees of the Board of Directors are referred to the competence of the Committees of the Board of Directors, the notification about holding the meeting of the Board of Directors, the agenda of which contains these matters, shall be forwarded to the members of the Board of Directors in the written form not later than 5 (five) days prior the date of holding the meeting of the Board of Directors. The said meeting may be held in any form.

10.8. Unless otherwise provided for by the decision of the Board of Directors, each member of the Board of Director is entitled to nominate no more than one candidate at the position of the Director General (acting Director General). The member of the Board of Directors is also entitled to nominate a candidate for the position of the acting Director in

the event that the decision about termination of powers of the Director General has been made, but in the result of voting the decision about election of the new Director General won't be made. At that the member of the Board of Directors is entitled to nominate one and the same person both for the position of the Director General and acting Director General.

10.9. In the case of inclusion in the agenda of the Board of Directors the matter about discontinuation of powers of the managing organization (manager) the member of the Board of Directors is entitled to nominate the candidate of the managing company (manager) to form the proposals of the Board of Directors to the General Shareholders' meeting about the matter of transfer of the powers of the sole executive body of the Company to the managing company (manager).

10.10. The proposal about nomination of the candidate (p.10.8 and 10.9 of the present Regulations) shall be in written form and shall be signed by the member of the Board of Directors, nominated a candidate.

10.11. The proposal about nomination of the candidate at the position of the Director General (acting Director General) shall contain the following data:

- name of the nominated candidate;
- date and place of birth;
- information about education, specialty and qualification;
- information about presence of academic degree;
- information about professional experience for the last 5 (five) years;
- quantity and categories of the shares of the Company that the candidate possesses.

10.12. The proposal about nomination of the candidacy of the managing company shall contain the following data:

- full company's name;
- information about the date and place of the company's state registration;
- information about company's promoters;
- information about shareholders (participants) of the company;
- information about affiliated persons of the company.

10.13. The proposals about nomination of the candidate of the manager shall contain the information stipulated by the paragraph 10.11. of the present Regulation, as also information if the candidate has the state registration as an individual entrepreneur.

10.14. The proposals about nomination of the candidates at the position of the Director General (acting Director General, managing company (manager)), shall be received by the Company in the original or by means of facsimile communication not later than 1 (one) day prior the meeting, during which the proposals of the members of the Board of Directors will be considered.

In the cases stipulated by the paragraph 10.8 the Proposals about nomination of the candidates at the position of the Director General (acting Director General, managing organization(manager)) shall be received by the Company in the original or by means of facsimile communication (with the following presentation of the original at the meeting) in term not later than 3 (three) working days prior the Board of Directors' meeting.

The received from the Board of Directors the proposals about nomination of the candidates shall be included into the list for voting.

10.15. If by the results of voting for the matter of election Director General no one of the candidates gets the required quantity of votes, the Board of Directors is entitled to assign the acting Director General. In this event the voting shall be exercised for those candidates for the position of the acting Director General who have been nominated in compliance with the article 10.8. of the present article. In the event that no one of the members of the Board of Directors have nominated the candidate for the position of the acting Director General in compliance with the paragraph 10.8. of the present article, the voting shall be exercised by the candidates that can be nominated during the meeting by the members of the Board of Directors.

The members of the Board of Directors are entitled to request from the member of the

Board of Directors the additional information about the nominated candidate.

10.16. In the event that the matters stipulated in the paragraph 10.2. of the present Regulations in compliance with the Regulations of the Board Directors of the Company (in the event of creation) shall refer to the competence of the corresponding Committee of the Board of Directors, the notification about the meeting of the Board of Directors for the said matters shall be forwarded by the Secretary of the Board of Directors to the corresponding Committee within the terms stipulated by the subparagraph 10.7. of the present Regulation. The proposals about nomination of the candidates at the position of the Director General (acting Director General) or managing organization of the Company and the information about them, received from the members of the Board of Directors, shall be forwarded by the Secretary of the Board of Directors to the corresponding Committee immediately after their entry in the order and by means that provide their quickest receipt by the Committee (facsimile communication, e-mail and etc.)

The decisions (recommendations) of the Committee of the Board of Directors in the event of their entry to the Board of Directors prior the date of holding the meeting of the Board of Directors shall be immediately forwarded by the Secretary of the Board of Directors to the members of the Board of Directors of the Company, as also shall be presented to the members of the Board of Directors at the meeting of the Board of Directors under conducting a meeting in the on-site and off-site form.

In the event that the decisions (recommendations) of the corresponding Committee have not been presented to the Board of Directors - the Board of Directors is entitled to make a decision about the matter without regard to such decisions (recommendations).

10.17. In the event that in the compliance with the Charter of the Company the Director General is elected by the General Shareholder's meeting, the paragraphs of this Chapter shall be applied to the extent that does not contradict to the Charter of the Company and to the legislation of the Russian Federation.

In the event of collegial executive body formation the order of election and termination of its members shall be set by the internal document of the Company, that regulates the activity of such a body.

## **11. Minutes of the Board of Directors' Meeting of the Company.**

11.1. The Secretary of the Board of Directors shall take the minutes at the meeting of the Board of Directors.

11.2. The minutes of the Board of Directors shall be drawn not later than 3 (three) days after its holding (summarizing of the results of the on-site – off-site voting).

11.3. the minutes shall contain:

Full Company's name;

Form of the holding of the meeting;

Place and time of holding the meeting (summarizing the results of the voting);

Names of the members of the Board of Directors present at the meeting (taken part in the on-site – off-site voting) as also invited persons ;

Information about the presence of quorum of the meeting;

Agenda of the meeting;

Matters to vote and the by-roll results of voting for these matters;

Consolidated rendering of the reports and speeches of the persons, taken part in the meeting;

Made decisions;

The minutes of the Board of Directors of the Company shall be signed by the Chairman of the meeting and by the Secretary of the Board of Directors who are liable for the correctness of minutes drawing.

The Secretary of the Board of Directors visas all the appendixes to the minutes of the meeting of the Board of Directors (the Chairman of the Board Directors visas the appendixes to the Minutes of the Board of Directors in the event that its specified by the

format of the document).

11.4. the decision made by the Board of Directors shall be brought to the notice of the members of the Board of Directors in the written form by forwarding them by the Secretary of the Board of Directors the copies of the minutes of the Board of Directors meeting not later than 3 (three ) days from the moment of signing the minutes of the meeting of the Board of Directors.

11.5. The Company shall keep the minutes of the Board of Directors at the place of location of the executive body of the Company or at any other place known and available for the interested persons.

11.6. The minutes of the Board of Directors of the Company shall be available for familiarization for any shareholder of the Company, member of the Board of Directors, member of the Audit Committee, Auditor of the Company, Director General of the Company , official representatives of the federal controlling bodies at the place of location of the executive body of the Company or at any other place, defined by the Board of Directors of the Company.

Appendix 1  
To the regulations about order of  
convocation and holding of the  
meeting of the Board of Directors of  
the Open Joint Stock Company  
"Far Eastern Energy Company"

**BOARD OF DIRECTORS**  
**Open joint stock company "Far Eastern Energy Company"**

---

**B A L L O T**

**For the voting for the matters in agenda of the meeting of the Board of Directors "FEEC",  
held in the on-site- off-site form "\_\_\_\_" \_\_\_\_\_ 200\_\_ year**

**Matter:**  
**1.**

---

**Decision (made at the meeting):**  
**1.**

---

---

**FOR**

**AGAINST**

**ABSTAIN**

*(leave uncrossed your variant of answer)*

**Matter:**  
**2.**

---

**Decision (made at the meeting):**  
**2.**

---

**FOR**

**AGAINST**

**ABSTAIN**

*(leave uncrossed your variant of answer)*

Filled in and signed ballot shall be sent by fax \_\_\_\_\_ or in original in the term  
not later \_\_\_\_\_.

*/date, time/*

A ballot entered the Company upon expiration of the above mentioned term, shall not be taken  
into account under calculation of votes and summarizing the results of on-site- off-site voting.

Please send the original of the ballot at the address: \_\_\_\_\_

---

Member of the Board of Directors  
JSC "FEEC"

\_\_\_\_\_/\_\_\_\_\_  
(signature) (Last, first and middle names)

Chairman of the Board of Directors

\_\_\_\_\_/\_\_\_\_\_  
(signature) (Last, first and middle names)

**THE BALLOT WITHOUT SIGNATURE OF THE CHAIRMAN AND THE MEMBER OF THE BOARD OF DIRECTORS IS  
INVALID**

Appendix 1  
To the regulations about order of  
convocation and holding of the  
meeting of the Board of Directors of  
the Open Joint Stock Company  
"Far Eastern Energy Company"

**BOARD OF DIRECTORS**  
**Open joint stock company "Far Eastern Energy Company"**

---

**B A L L O T**

**For the voting for the matters in agenda of the meeting of the Board of Directors "FEEC",  
held in the off-site form "\_\_\_\_" \_\_\_\_\_ 200\_\_ year**

**Matter:**  
**1.**

---

**Decision (made at the meeting):**  
**1.**

---

---

**FOR**

**AGAINST**

**ABSTAIN**

*(leave uncrossed your variant of answer)*

**Matter:**  
**2.**

---

**Decision (made at the meeting):**  
**2.**

---

**FOR**

**AGAINST**

**ABSTAIN**

*(leave uncrossed your variant of answer)*

Filled in and signed ballot shall be sent by fax \_\_\_\_\_ or in original in the term  
not later \_\_\_\_\_.

*/date, time/*

A ballot entered the Company upon expiration of the above mentioned term, shall not be taken  
into account under calculation of votes and summarizing the results of on-site- off-site voting.

Please send the original of the ballot at the address: \_\_\_\_\_

---

Member of the Board of Directors  
JSC "FEEC"

\_\_\_\_\_/\_\_\_\_\_  
(signature) (Last, first and middle names)

Chairman of the Board of Directors

\_\_\_\_\_/\_\_\_\_\_  
(signature) (Last, first and middle names)

**THE BALLOT WITHOUT SIGNATURE OF THE CHAIRMAN AND THE MEMBER OF THE BOARD OF DIRECTORS IS  
INVALID**