

**REGULATIONS  
FOR THE STRATEGY AND DEVELOPMENT COMMITTEE  
UNDER THE BOARD OF DIRECTORS of  
“Moscow United Electric Grid Company”**

**1. General provisions**

1.1. Regulations for the Strategy and Development Committee under the Board of Directors of the OJSC “Moscow United Electric Grid Company” was developed according to the Russian Federation laws, Charter of OJSC “Moscow United Electric Grid Company”, Regulations for the Board of Directors of OJSC “Moscow United Electric Grid Company”.

1.2. The Strategy and Development Committee under the Board of Directors of the OJSC “Moscow United Electric Grid Company” (hereinafter referred to as the Committee) is established under the Company Board of Directors’ decision and is an advisory agency, providing effective execution of their functions by the Company Board of Directors on the general management of the Company activities.

The committee is not a body of the Company and has not the right to act on behalf of the Company.

Committee decisions are recommendatory for the Company Board of Directors.

1.3. In its activity the Committee is guided by the federal laws, other standard legal acts of the Russian Federation, the Company Charter, Regulations for the procedure of convocation and carrying out of the Company Board of Directors meetings, the Company Board of Directors decisions, these Regulations.

**2. Goals and tasks of the committee**

2.1. The main task of the Committee creation is the Company Board of Directors effective work support when deciding questions within its authority.

2.2. The Committee’s task is development and representation of recommendations (reports) to the Company Board of Directors in the following lines of the Board of Directors’ activities:

- 1) definition of priority directions, strategic targets and main principles of the Company strategic development;
- 2) increase of the Company investment potential, improvement of investment activity and grounded investment decisions taking;
- 3) updating the existing Company development strategy;
- 4) control over realization of the adopted programs, projects and process of the Company reforming;
- 5) definition and development of a policy in the business sphere planning and the Company budgeting;
- 6) control over realization of the adopted Company business plan and budget;
- 7) development of recommendations on the Company dividend policy;

8) assessment of the Company activities efficiency.

### **3. Competence of the committee**

The Committee's authority includes preliminary consideration, analysis and development of recommendations (reports) on the following questions of the Company Board of Directors:

1. Definition of priority directions of the Company activity;
2. Submission of the following question for deciding by the Company Shareholders General Meeting:
  - The Company reorganization, including adoption of contracts on merging;
  - Increase in the Company authorized capital by increase of stocks face-value or by additional stocks placing;
  - Splitting and consolidation of the Company stocks;
  - Decision-making on placing by the Company of the bonds converted into stocks, and other equity securities converted into stocks;
  - Decision-making on approval of large transactions in the cases provided for by article 79 of the Federal Law "On joint-stock companies";
  - Decision-making on participation in the holding companies, financial and industrial groups, associations and other commercial organizations.
3. Placing by the Company of bonds and other issue securities, except for the cases established by the Federal Law "On joint-stock companies" and this Regulation;
4. Acquisition of stocks placed by the Company, bonds and other securities in cases provided by the Federal Law "On joint-stock companies";
5. Alienation (selling) of the Company stocks which were received by the Company as a result of their acquisition or the repayment from the Company shareholders, and also in other cases provided by the Russian Federation legislation;
6. Adoption of business plan (the corrected business plan) and report on results of its execution, adoption (updating) of the list and benchmark values of the Company cash flow;
7. The Company participation in other organizations (becoming a member of the operating organization or creation of a new organization), and (taking into account regulations of subitems 21, item 15.1. of Article 15 of the Company Charter) acquisition, alienation and encumbrance of stocks and shares in the organizations, in the authorized capitals of which the Company participates, change of a stake in the authorized capital of the corresponding organization, and the Company participation termination in other organizations;
8. Decision-making on fulfilment by the Company of one or several interconnected transactions on alienation, transfer to pledge or other encumbrance of stocks and shares of other organizations which do not carry out manufacture, transmission, manual supervision, distribution and sale of electric and thermal energy, repair and service kinds of activity, if market cost of stocks or shares which are a subject of the transaction, defined according to the independent appraiser's report, exceeds 30 million rubles, and also in other cases (sizes) defined by separate decisions of the Company Board of Directors;
9. Approval of large transactions in the cases provided for by Chapter X of Federal Law "On joint-stock companies";
10. Definition of the Company position (the Company representatives), including the instruction to take or not to take part in voting on agenda questions, to vote under draft decisions "for", "against" or "abstained", on the following agenda questions of general meetings of shareholders (participants) of subsidiaries and dependent economic companies (hereinafter referred to as SDC) and SDCs' Boards of Directors:
  - About SDC reorganization;
  - About SDC liquidation;

- About definition of quantity, face-value, category (type) of SDC declared stocks and rights given by these stocks;
  - About increase in SDC authorized capital by increase in a face-value of stocks or by additional stocks placing;
  - About placing SDC securities converted into ordinary stocks;
  - About SDC stocks splitting, consolidation;
  - About approval of large transactions made by SDC;
  - About SDC participation in other organizations (about becoming a member of an operating organization or creation of a new organization), and about acquisition, alienation and encumbrance of stocks and shares in authorized capitals of the organizations, in which SDC participates, stake change in the authorized capital of the corresponding organization;
  - About SDC fulfillment of transactions (including some interconnected transactions) with the property making the main assets, non-material assets, construction in progress objects, the use of which is manufacture, transmission, manual supervision, distribution of electric and thermal energy in cases (amounts) defined by the Company order of interaction with the organizations in which the Company participates, adopted by the Company Board of Directors;
11. Approval of preliminary decisions on fulfillment by the Company of:
- Transactions, the subject of which is the Company non-circulating assets of more than 10 percent of the Company total balance sheet assets at the date of decision-making on such a transaction completion;
  - Transactions (including related transactions), the subject of which is property, the value of which is 10 - 25 percent of the Company total balance sheet assets at the date of decision-making on such a transaction completion;
  - Transactions (including related transactions), the property of which includes main assets, non-material assets, construction in progress, the goal of use of which is manufacture, transmission, manual supervision, distribution of electric and thermal energy in the cases (amounts) defined by separate decisions of the Company Board of Directors;
12. Preliminary approval of transactions, which can entail obligations expressed in foreign currency (or obligations, the amount of which becomes dependent on foreign currency), in cases and amounts defined by separate decisions of the Company Board Directors, and also if the specified cases (amounts) are not defined by the Company Board of Directors;
13. Analysis of concepts, programs and plans of the Company strategic development, developed by the Company management;
14. Other issues connected with the above-stated items (except for ones within the authority of other Committees of the Company) and other issues on the instructions of the Company Board of Directors.

#### **4. Rights of the Committee**

4.1. For realization of the assigned functions, the Committee shall be vested with the following rights:

- To carry out researches on the items which fall within its competence;
- To request and receive the Company's information and documents which are necessary for realization of its activity
- To receive professional services from the outside organizations, or to involve (on a contractual basis) the third parties as the experts (advisers) possessing special knowledge on the items referred to the competence of the Committee, within the limits of the budget
- To invite employees and management of the Company as agreed by the General Director, members of other Committees of the Board of Directors of the Company, and also other persons for participation in meetings of the Committee;

- To form work groups for detailed elaboration of separate issues within the committee's authority
- If necessary, to develop and submit to consideration of the Company Board of Directors draft changes and amendments to these Regulations.

4.2. The Committee shall have other rights specified in these Regulations.

## **5. Duties of the Committee**

5.1. The committee is obliged:

1) to carry out the functions assigned to the Committee according to these Regulations, requirements of the Russian Federation legislation, the Charter and the Company internal documents;

2) to give economically effective and legally proved recommendations (reports) to the Board of Directors about the issues included in the Company Board of Directors meeting agenda, included in the Committee's authority;

3) not to disclose information about the Company, which represents commercial and/or official secret.

5.2. If the Committee member is interested in the question, the party of which is or is going to be the Company or its branch, and which can be influenced when taking a decision on this question, or is financially interested interest in this or that decision, or other opposition of interests, including, influence on the terms of the competition on the part of the issues considered, which are connected with business, in which the Committee member has an interest , he/she is obliged to inform the Committee about his/her interest until the consideration of the question begins.

## **6. Support of the Committee activities**

6.1. Under the decision of the Company Board of Directors the Committee members can be paid compensations of expenses connected with their duties execution. The amount of such compensations and indemnifications, an order and terms of their payment are established by the separate decision of the Company Board of Directors.

6.2. For the Committee work support at formation of an accounting part of the Company general budget, the separate cost item is provided. Committee expenses, in particular include, compensations and indemnifications of the Chairman, members and the Committee secretary, expenses on attraction of outside advisers and other expenses.

6.3. The offer on the Committee budget rate (with disclosing clause-by-clause information) is formed at the Committee meeting and sent to the Company Board of Directors.

6.4. With a view of the Committee meeting carrying out, the Company individual executive office, under the petition of the Committee Chairman, is obliged to give a premise to the Committee, to provide an unimpeded access of the persons to it, which list is defined in the specified petition, and also to carry out other measures for carrying out the Committee meeting carrying out.

## **7. Structure and order of formation of the Committee; rights of the Committee members**

7.1. The Committee quantitative structure is defined by the decision of the Company Board of Directors in number of at least 3 (three) people.

7.2. The Committee personal structure is elected by the Company Board of Directors among the candidates presented by the Company Board of Directors members.

7.3. The Committee members are elected for the term up to carrying out the first Board of Directors meeting elected in a new structure.

7.4. Only individual persons can be Committee members. The Committee member can not be a member of the Company Board of Directors.

7.6. Powers of any Committee member or all of the Committee members can be early terminated by the decision of the Company Board of Directors.

The Committee Chairman, and the Committee members can retire from responsibility in the form of writing an application to the Company Board of Directors Chairman and the Committee Chairman no later than 15 (fifteen) calendar days prior to the prospective termination of powers in the Committee.

The Committee member responsibility is considered to be over, the vote of the Committee member is not considered at the quorum definition and summarizing of voting from the date specified in the demand and in a case if date is not defined - from the date of application receiving by the Company Board of Directors Chairman.

7.7. If the Committee members number becomes less than the Committee quantitative structure established by the Board of Directors decision, the Company Board of Directors reelects the Committee members in necessary quantity.

7.8. The Committee members within the limits of the Committee competence have the right:

1) with the obligatory notice for the Committee Chairman in a written form, to request documents and the information necessary for decision-making concerning the Committee competence directly at a joint and/or individual executive office of the Company;

2) to make written offers on formation of the Committee work plan;

3) to bring questions in the agenda of the Committee meetings as it should be established by these Regulations;

4) to demand Committee meeting convocation;

7.9. The Committee members at the rights and duties exercising should act in the Company interests, carry out the rights and fulfill duties concerning the Company honesty and reasonably.

## **8. Chairman of the Committee**

8.1. The Committee management and organization of its activity is carried out by the Committee Chairman.

8.2. The Committee Chairman is elected by the Company Board of Directors out of the Committee members by the majority of votes from the total number of the Company Board of Directors members, who took part in the meeting.

8.3. A person who acts as the Company individual executive office, a members of the Company joint executive office, and the persons occupying posts in control bodies of the Company management organization cannot be elected as Committee Chairman.

8.4. The Company Board of Directors has the right to re-elect the Committee Chairman any time.

8.5. In case of the Committee Chairman's absence, the Deputy Chairman executes his duties. Deputy Chairman of the Committee is elected by the Committee members from their number, by the majority of votes from the total number of the elected Committee members. The restrictions provided for in item 8.3 of these Regulations are applied to a candidate of the Deputy Chairman.

8.6. The Committee Chairman:

8.6.1. Convoques planned and extraordinary Committee meetings, in particular, provides the notification of the Committee members about the nearest meeting in an order provided by

these Regulations, defines the agenda and the form of meetings carrying out (voting in person or by correspondence voting) if the meeting form has not been established earlier by the Committee decision or the plan of its work, supervises process of carrying out of the Committee meetings in the form of correspondence voting.

8.6.2. Executes functions of the Committee presiding over meetings:

1) according to the information of the Committee Secretary defines quorum at a meeting or its absence, including for decision-making on corresponding question;

2) takes measures on a meeting postponing in case of quorum absence and organize informing of the Committee absent members about the decision taken;

3) puts draft decisions to the vote on a first-come-first-served basis, which are offered by the Committee members at a meeting and/or in the course of its preparation; organize carrying out of voting under the proposed draft decision;

4) declares at the Committee meeting held in the internal form, about the decision taken by the Committee (following the voting results);

5) organizes the Committee meeting minutes drawing up;

6) organizes the Committee Secretary activity;

7) signs the Committee meeting minutes as a presiding person.

8.6.3. Carries out control over realization of the Committee action plan.

8.6.4. Represents the Committee in relations with the Company Board of Directors, the Company executive authorities, other bodies, companies and persons.

8.6.5. Organizes official correspondence of the Committee, signs letters, inquiries of the information and other documents on behalf of the Committee, taking into account the rights given to the Committee members.

8.6.6. Carries out control over observance of these Regulations requirements.

8.6.7. Take a decision on attraction of outside organizations for professional services getting or the third parties as the experts (advisers) possessing special knowledge on the issues referred to the competence of the Committee within the limits of the Committee budget.

The specified powers can be carried out by the Committee Chairman only on the basis of the Power of attorney issued according to the current legislation of the Russian Federation.

8.6.8. Carries out other powers according to these Regulations.

## **9. Committee Secretary**

9.1. The Committee Secretary is appointed by the Committee, on the offer of the Committee Chairman. The Committee Secretary is answerable to the Committee Chairman, is not a member of Committee and carries out the following functions:

9.1.1. Carries out organizational, information and documentary support of the Committee activity both in connection with preparation and carrying out of meetings, and during the period between Committee meetings, including:

1) on the instructions of the Committee Chairman, informs all the Committee members on the forthcoming extraordinary and planned meetings;

2) sends documents and materials necessary for the Committee meeting carrying out to the Committee members;

3) keeps books of the correspondence addressed to Committee and/or Committee members (including inquiries, requirements, petitions) and organizationally provides preparation of the corresponding answers, explanations, and also reactions of Committee to the arriving correspondence in the other form; directs to the Committee members the correspondence which has arrived in their address, and if necessary assists the Committee members in preparation of answers to letters, inquiries, petitions, etc.;

4) organize at the Committee meetings fixing of performances (report or shorthand report conducting);

5) renders technical and organizational assistance to members of the Committee responsible for preparation of the corresponding question on planned and extraordinary meeting of the Committee;

6) provides listing, duplicating, translating and sending to the corresponding persons of documents, materials, including editing of documents projects and the Committee materials;

7) provides an appearance of the invited persons on Committee meeting, and also carries out the control over conformity of actual participation in meeting of the invited person to a considered item on the agenda;

8) provides preparation for the Committee next meeting carrying out in the internal form (premise, materials, an unimpeded access to the corresponding premises of the Committee members and invited persons, maintenance with again arrived materials, secretarial services, etc.).

9.1.2. Provides drawing up and dispatch of questionnaires to the Committee members, and also their generalization and processing.

9.1.3. Organizationally provides voting carrying out at Committee meeting.

9.1.4. Provides drawing up and signing of the Committee meeting minutes, within 2 (two) working days after the meeting carrying out.

9.1.5. Organize interaction with an individual executive office and the Company management personnel with a view of activation and keeping of all documents and materials concerning the Committee activity.

9.1.6. Carries out commissions of the Committee Chairman within the limits of the Committee Chairman competence.

9.1.7. Carries out other powers according to these Regulations.

## **10. Committee meetings**

10.1. Committee meetings are convoked by the Committee Chairman and held according to the work plan adopted at the Committee meeting (planned meetings), should be held at least once a quarter, and also in other cases provided in these Regulations.

10.2. The Committee work plan is formed by the Committee Chairman taking into account the adopted work plan of the Company Board of Directors and offers of the Company Board of Directors Chairman, the Committee members and the Company Board of Directors decisions.

10.3. The Committee work plan is adopted at the Committee meeting which should be held no later than 20 (Twenty) days after the Company Board of Directors meeting, at which the Company Board of Directors work plan was adopted, or within a month after the Committee establishment.

10.4. At convocation of the Committee meeting, the Committee Chairman determined date, time, place and form of meeting carrying out, agenda, and a list of persons invited for participation in the Committee meeting.

10.5. The agenda of planned meeting is formed by the Committee Chairman according to the adopted Committee's work plan, the Company Board of Directors decisions, offers of the Company Board of Directors Chairman.

10.6. Committee extraordinary meetings are held:

- According to the notification from the Company Board of Directors Secretary on convocation of the Company Board of Directors meeting, the agenda of which included a question (questions) within the Committee's competence (under these Regulations);

- Under own initiative of the Committee Chairman;

- Under the Company Board of Directors decision or under the Committee decision;

- On request of the Company Board of Directors Chairman, the Committee member.

10.7. A requirement of the Company Board of Directors Chairman, the Committee member about convocation of the Committee meeting is sent to the Committee Chairman in

writing no later than 7 (Seven) working days before the date of a meeting carrying out and should contain the question wording, substantiation of necessity of a question consideration at a meeting, the Committee decision project, and also can contain accompanying materials and information.

The requirement about convocation of the Committee meeting should be signed by the person who has directed the specified requirement. Simultaneously the requirement copy about the Committee meeting convocation with all appendices should be sent to the Committee Secretary.

10.8. Within 1 (One) working day from the date of a requirement presentation about extraordinary meeting convocation, the Committee Chairman makes a decision on the Committee extraordinary meeting carrying out, defines date, time and place of the Committee meeting carrying out (expiry date of questionnaires reception at correspondence voting), or makes a decision on refusal in convocation of the Committee extraordinary meeting. A reasonable decision on refusal in convocation of the Committee extraordinary meeting is sent to the person or the body of the Company demanding such meeting convocation, no later than the next day from the date of decision taking by the Committee Chairman on refusal in a meeting convocation.

10.9. The decision of the Committee Chairman on refusal in the Committee extraordinary meeting convocation can be accepted in the following cases:

1) a question (questions) offered for inclusion in the Committee meeting agenda is (are) not referred by the Regulation for Committee to its competence;

2) a question of the agenda containing in a requirement about the Committee extraordinary meeting convocation, is already included in the agenda of the nearest meeting convoked according to the Committee Chairman decision taken before the above-stated requirement getting, or was considered by the Committee earlier;

3) form, order and term of requirements presentation about meeting convocation established by point 10.7. of these Regulations were not observed.

10.10. The Committee Chairman has the right to include questions containing in the requirement about the Committee extraordinary meeting convocation in the Committee nearest planned meeting agenda.

10.11. Under the Committee Chairman decision, the questions offered by the Committee members can be included in the agenda of planned or extraordinary meeting of the Committee.

10.12. The notice on the Committee meeting carrying out together with the agenda should be issued by the Committee Secretary and is sent to the persons who take part in a meeting, no later than 7 (seven) working days prior to the date of a meeting carrying out. Materials and information concerning the agenda are sent to the persons who take part in a meeting, no later than 5 (five) working days prior to the date of a meeting carrying out.

10.13. Materials (information) and notices of the agenda can be given to the Committee members personally, by facsimile or e-mail, thus the notification on the Committee meeting carrying out should be presented to the Committee members or by facsimile, either in the original, or in a scanned document.

10.14. In a case when the questions which were submitted to the Committee extraordinary meeting, are urgent, term of convocation of extraordinary meeting and sending materials on the meeting agenda can be reduced under the decision of the Committee Chairman.

At the Committee meeting carried out in the form of simultaneous attendance, under unanimous consent of all present Committee members, those questions may be considered which were not included in the meeting agenda.

10.15. When receiving a notification from Secretary about the Company Board of Directors meeting, the agenda of which contains the questions referred by these Regulations to the Committee competence, the Committee Chairman should take all measures providing timely Committee meetings carrying out for recommendations (decisions) development on the Company Board of Directors meeting agenda specified questions and their sending in Board of



Directors according to the adopted Regulation for the order of convocation and carrying out of the Company Board of Directors meetings.

## **11. Procedure of holding the Committee's meeting**

11.1. Committee meetings may be held in the form of simultaneous attendance of the Committee members or in the form of correspondence voting.

The information on the form of the Committee meeting carrying out is included in the notification about meeting carrying out.

### Meeting in the form of simultaneous attendance.

11.2. Committee meeting is opened by the Committee Chairman, and in case of his absence - by the Committee Deputy Chairman.

11.3. The Committee members, and also the persons, invited to meeting according to the list approved by the Committee Chairman, take part in the Committee meeting.

11.4. The Committee Secretary defines quorum presence for the Committee meeting carrying out.

Presiding over the meeting informs attendees about the quorum presence for the Committee meeting carrying out and opens the meeting agenda.

11.5. At definition of quorum and results of voting under agenda questions, the written opinions of the Committee members which are absent at a meeting in accordance with the procedure established by these Regulations are considered.

The written opinion should be presented by the Committee member to the Committee Secretary before the meeting beginning.

Committee meeting is authorized (has a quorum) if at least a half of the elected Committee members have taken part in it or have presented their written opinion in time.

11.6. If the quorum is absent, the meeting is recognized unauthorized. Thus a person presiding over the meeting takes one of the following decisions:

1) consulting with attendees at a meeting, he/she defines time of a meeting beginning carrying over;

2) defines date of the repeated meeting with the same agenda;

3) includes questions which should be considered at the meeting of the Committee which did not take place, in the agenda of the Committee's next planned meeting.

11.7. Decisions at the Committee meeting are taken by the majority of votes from the total number of the elected Committee members.

At the questions deciding, each Committee member at a meeting possesses one vote. In case of votes equality, the Committee Chairman casts the deciding vote.

The vote transfers by the Committee one member to the Committee other member or other person is not supposed.

11.8. On the day of the Committee meeting carrying out, the Committee Secretary following the results of voting at meeting makes the questionnaire signed by the Committee Chairman which is sent in the original or by fax to the Company Committee members, absent on the specified meeting.

11.8.1. At filling in of the questionnaire, the Committee member should leave uncrossed only one of possible variants of voting (for, against, abstained). The filled in questionnaire should be signed by the Committee member with indication of his surname and initials.

The filled and signed questionnaire should be presented by the Committee member no later than the next day after the meeting carrying out to the Committee Secretary in the original or

by fax with the subsequent forwarding of the questionnaire original to the address specified in the questionnaire.

11.8.2. The questionnaire filled in and presented with infringement of requirements and term, specified in point 11.8.1. of these Regulations, is nullified, it is not considered at calculation of votes and voting summarizing.

11.8.3. Results of voting under questions of the meeting agenda are summed up on the basis of voting results at the meeting and questionnaires filled-in and signed by the Committee members and presented written opinions received by the Committee Secretary at the stated time.

#### Meeting in the correspondence voting form.

11.9. A decision on the Committee meeting carrying out in the form of correspondence voting is taken by the Committee Chairman.

11.9.1. At a meeting carrying out in the form of correspondence voting, the Committee members have the right to present their offers and (or) remarks under the offered project of the Committee decisions on the questions put to the correspondence vote, no later than 2 (Two) working days prior to the expiry term of questionnaires reception for the voting specified in the notice on correspondence voting carrying out.

11.9.2. The Committee Secretary makes up the questionnaire for correspondence voting taking into account the received offers (fresh wordings) and-or remarks under the offered projects of Committee decisions concerning the agenda.

Change of the project formulation of the decision containing in the questionnaire should be co-ordinated with all the Committee members.

11.9.3. The questionnaire for correspondence voting is sent to the Committee members no later than the day of expiry term of questionnaires reception, specified in the notification on correspondence voting carrying out.

11.9.4. At the questionnaire filling in for correspondence voting, the Committee member should leave uncrossed only one of possible variants of voting (for, against, abstained). The filled questionnaire should be signed by the Committee member with indication of his/her surname and initials.

The filled-in and signed questionnaire should be presented by the Committee member in time specified in the questionnaire, to the Committee Secretary in the original or by fax with the subsequent forwarding of the questionnaire original to the address specified in the questionnaire.

11.9.5. Results of voting on the meeting agenda questions held in the correspondence form, are summed up on the basis of filled-in and signed questionnaires by the Committee members received by the Committee Secretary. The questionnaire received by the Secretary with infringement of requirements and terms specified in point 11.9.4 of these Regulations, is not taken into account at definition of quorum and voting summarizing.

11.10. No later than 2 (Two) working days after the Committee meeting carrying out in the form of simultaneous attendance or correspondence voting, the Committee Secretary makes the meeting minutes.

11.11. The Committee meeting minutes is signed by the Chairman and the Committee Secretary. In unusual cases it is possible to admit signing of the minutes by the Committee Chairman only. The minutes is made in two original copies, one of which within 1 (One) working day after signing is sent by the Committee Secretary to the Company Board of Directors with enclosed materials of the materials prepared and recommendations for it, and the other is placed in the Committee archive. Copies of the minutes, prepared materials and recommendations are sent to all the Committee members.

11.12. The Chairman and the Committee Secretary bear responsibility for correctness of minutes drawing up. The Committee Secretary is responsible for keeping of minutes, questionnaires, materials and Committee recommendations .

11.13. The Committee meeting minutes specifies:

- 1) date, place and time of a meeting carrying out (or date of correspondence voting carrying out);
- 2) the Committee members list which has taken part in consideration of agenda questions with specification of the voting form (internally or by a questionnaire direction), and the list of other persons who were present at a meeting;
- 3) agenda;
- 4) the Committee members offers on the agenda;
- 5) questions put to the vote, and results of voting, with specification of voting variant of the each member of the Committee;
- 6) decisions taken.

## **12. Confidentiality**

12.1. Within the period of exercising duties, and within 1 (one) year after the authority expiry in the Committee, the Committee Chairman, the Committee Secretary, the Committee members and the third parties involved in the Committee, are obliged to observe requirements of confidentiality concerning the information received by them in connection with their activity in the Committee which is not public. The concept of the information which is not public, with reference to the Company activity and its structure is established by the Company Board of Directors.

12.2. Members of Committee (except for the Board of Directors Members), the Committee Secretary and the third parties involved in the Committee, have the right to receive the specified information under the condition of signing the standard agreement between the Company and them about using of the specified information.

## **13. Safekeeping and use of the Committee's documents**

13.1. The Committee meeting minutes should be available for examination to any Committee member, the Company Board of Directors member.

13.2. As a result of Committee activity, the Committee profile is formed.

13.3. The Committee profile includes:

- 1) the Committee meetings minutes;
- 2) appendices to the Committee meetings minutes;
- 3) other information materials to the Committee meetings;
- 4) questionnaires
- 5) written opinions
- 5) notices on meetings carrying out
- 6) other materials and documents.

13.4. The documents included in the Committee profile should be kept in the Company (on the Company individual executive office address) together with documents of the Company Board of Directors. Safekeeping is carried out at the Company's expense.

13.5. Ordering and archiving of documents and Committee materials is carried out by the Committee Secretary under the guidance of the Committee Chairman. The Committee Secretary makes up (conducts) description of all documents and materials of the Committee profile on paper and electronic information carriers.

13.6. The Committee members have unlimited access to materials and documents of the Committee profile with the copying right.

13.7. In cases which are not provided for by these Regulations, access to the information on questions discussed by the Committee can be presented only under the permission of the Committee, the Committee Chairman or his/her deputy.

