

APPROVED BY  
Resolution of Founder  
(Resolution of the Russian Open  
Joint-Stock Company of Energy and Electrification of Russia –  
RAO “EES of Russia”)  
# 146-R of December 3, 2004  
Chairman of the Board  
A.B.Chubays  
signed  
seal

**ARTICLES OF ASSOCIATION**  
**of the Open Joint-Stock Company**  
**“Territorial Generating Company # 9”**

Perm - 200\_\_

## **Article 1. General**

1.1. Open JSC "Territorial Generating Company # 9" (hereinafter referred to as the "Company") has been established by a sole founder – Open JSC RAO "EES of Russia" based on resolution of December 3, 2004.

1.2. The Company's activities are based on the RF Civil Code; federal law "On joint-stock companies"; federal law "On power engineering"; federal law "On details of power engineering during transitional period, amendment of certain existing regulations of the RF, and abolishing of certain existing RF regulations upon approval of federal law 'On power engineering'", as well as other regulations and standard acts of the Russian Federation, and these Articles of Association...

1.3. The full name of the Company is Open Joint-stock Company "Territorial Generating Company # 9"...

1.4. The short name of the Company is Open JSC "TGC-9".

Business address of the Company is 48, Komsomolskiy Prospekt, Perm, Russian Federation...

1.5. The Company has been established with no limit to the duration of its activities...

## **Article 2. Legal status of the Company**

2.1. The legal status of the Company is determined by the RF Civil Code, federal law "On joint-stock companies", other regulations and standard acts of the Russian Federation, and these Articles of Association...

2.2. The Company is a legal entity formed in accordance with the RF laws.

2.3. The Company owns property, which is accounted in its balance sheet, and may acquire and exercise its rights of property and non-property rights, and act as a plaintiff and defendant in court.

2.4. The Company is entitled to open bank accounts on the territory of the Russian Federation and elsewhere...

2.5. The Company is liable for its obligations with all of its property.

The Company is not liable for any debts of the Russian Federations and its shareholders.

The Company's shareholders are not liable for the Company's obligations unless otherwise is specified in the RF laws...

The shareholders have the right to alienate their shares in the Company sans previous consent of other shareholders or the Company...

The Company's shareholders bear the risk of loss associated with the Company's performance, within the limits of their shares in the Company...

2.6. The Company has a round seal indicating its full name in the Russian language and business location...

The Company is entitled to have other stamps, letterheads, company's emblem, registered trademark and other means of visual corporate identity...

2.7. The Company may exercise civil rights and obligations necessary to carry out all types of business authorised by the RF laws...

2.8. The Company may set up branches and open offices on the territory of the Russian Federation and elsewhere...

The branches and offices of the Company are not separate legal entities as they act of behalf of the Company and based on regulations to be approved by the Company...

All branches and offices are provided with the property, which is accounted on the books of respective branches and offices and the Company...

The chief of the branch or office of the Company is appointed by the General Director of the Company and acts on the base of the letter of attorney issued by the Company...

The Company is responsible for performance of its branches and offices.

Details of the Company's branches and offices are specified in Appendix 1 to these Articles.

2.9. The Company may establish daughter companies and dependent companies with full rights of legal entities on the territory on the Russian Federation in accordance with federal law "On joint-stock companies", other federal laws and these Articles, and elsewhere in accordance with the laws of the country in which the daughter company or dependent company is located, unless otherwise is specified in international agreements of the Russian Federation...

## **Article 3. Objectives and activities of the Company**

3.1. The key objective of the Company is gaining of profit.

3.2. In order to gain profit, the Company may carry out all types of activities authorised by the RF laws, including:

- Management of other joint-stock companies, etc. in accordance with the current law and agreements signed for that purpose;
- Asset management;
- Consulting services;
- Carrying out of transactions with securities in line with the current RF law;
- Acting as agents;
- Rendering of design and cost-estimation, surveying, R&D and engineering services;
- Foreign economic activities;
- Transport and forwarding services;
- Business associated with supply (sale) of electrical and heat power;
- Business associated with acquisition (purchase) of electrical and heat power from the wholesale energy (power) market;
- Development of specifications for parallel operation to meet the operating practices of the Unified Energy System of Russia within the frames of agreements;
- Maintenance of power units that are not accounted in the Company books, based on contracts with owners;
- Carrying out of other activities associated with nature protection;
- Carrying out of other activities associated with environment protection, natural resources management, and waste disposal, storage and transportation;
- Supervising of safe operation of consumers' power and heat units connected to the Company's electricity and heat networks;
- Educational activities, including additional educational activities;
- Training and check of understanding of safety standards and operating instructions;
- Organisation and carrying out of defence measures in the frames of mobilisation, civil defence, emergency situations training programmes, as well as measures associated with safeguard of classified information, in line with the laws of the Russian Federation;
- Activities associated with the Company's security in the frames of the currently introduced Security Service of the Company, which will operate in observance of RF law "On private detective and security activities in the Russian Federation", and the RF laws;
- Generation of electrical and heat power;
- Implementation of power saving practices at power plants, observance of power supply conditions specified in supply contracts;
- Ensuring of power equipment operation in observance of the standard requirements, provision of timely and adequate maintenance, technical re-equipment and reconstruction of power units;
- Ensuring of power-saving practices at consumers connected to the Company's electricity and heat networks, in line with the signed contracts;
- Introduction of new equipment and processes associated with improvement of efficiency, safety and ecological standards of the Company's power units;
- Activities associated with operation of heat networks;
- Development of communications and rendering of communications services;
- Storage of crude oil and oil products;
- Operation of explosion-hazardous production facilities;
- Operation of fire-hazardous production facilities;
- Operation and maintenance of power units of the State Mining Committee;
- Operation of buildings and structures;
- Metrological provision;
- Activities associated with handling of unsafe waste;
- Activities associated with operation of internal gas networks;
- Activities associated instrumentation repair and maintenance;
- Other activities...

3.3. Certain activities defined by the RF federal laws may be run by the Company upon obtaining of special licenses.

The right of the Company to carry out any activity that require previous licensing emerges on the moment of obtaining of such license or on the date specified therein and should stop on the day of its termination, unless otherwise is specified by the RF laws or other standard acts...

#### **Article 4. Authorised capital**

4.1. Authorised capital of the Company is comprised of the total nominal value of its shares held by the Company's shareholders (distributed shares).

The authorised capital of the Company is 4,200,000 (four million two hundred thousand) Russian rubles.

4.2. The Company has distributed 1,400,000, 000 (one billion four hundred million) ordinary registered shares with nominal value of 0.003 (3/1000). The total nominal value of the shares distributed by the Company is 4,200,000.-  
(four million two hundred thousand) rubles.

4.3. The Company's authorised capital may be:

- Increased by means of increase of the share nominal value or distribution of additional shares;
- Decreased by means if decrease of the share nominal value or the total amount of shares, including redemption of part of distributed shares of the Company in accordance with these Articles.

4.4. The Company's authorised capital should not be increased before it is paid in full.

The Company should not increase its authorised capital to cover losses or pay any outstanding accounts payable.

4.5. The Company's authorised capital is decreased in observance of procedures specified by the RF laws and these Articles.

The Company should decrease its authorised capital in cases, prescribed by federal law "On joint-stock companies".

4.6. The Company may redeem its distributed shares based on the resolution of the General Meeting of shareholders to decrease authorised capital of the Company by means of redemption of part of its shares.

The General Meeting of shareholders should not resolve to decrease the authorised capital of the Company by means of redemption if as a result of such redemption the nominal value of shares remaining in circulation will be lower than the minimum authorised capital specified by federal law "On joint-stock companies".

Shares redeemed by the Company in line with the above paragraph should be repaid upon redemption.

Shares redeemed in line with the above paragraph may be repaid by cash and/or other assets as resolved by the General Meeting.

#### **Article 5. Shares, bonds and other securities of the Company**

5.1. The Company is entitled to distribute equity and may distribute one or more types of preference shares, bonds and other securities following the procedures set in the RF laws...

5.2. The Company should not distribute additional shares or other securities by means of subscription, converting or distribution among its shareholders.

5.3. Distribution of shares or other securities of the Company converted into shares should meet the provisions set by the RF standard acts.

5.4. Ordinary shares of the Company should not be converted into preference stock, bonds or other securities...

5.5. Subject to federal law "On joint-stock companies", the Company's shareholders may have an option of subscription and purchase of additional shares and securities converted into shares, pro rata the number of shares of the same category held by respective shareholders...

5.6. If, due to the exercised option for purchase of additional shares or as a result of consolidation of shares, acquisition of any whole number of shares becomes impossible, shareholders may buy fractional shares.

Each fractional share provides its holder with the rights normally pertaining to the share of such category, in extent equal to the size of its portion in the whole share.

Fractional shares circulate pari-passu with the whole shares. Should any person becomes a holder of two or more fractional shares of the same category, these shares may form a whole and/or fractional share equal to the total of the said fractional shares...

5.7. Additional shares distributed through subscription, may be paid by cash, securities, other articles or rights of property, which can be evaluated in money terms.

The form of payment of additional shares should be determined in the resolution of distribution of such shares. Other securities should be paid by cash only.

5.8. The Company has a right to redeem the Company's shares upon such resolution of the Council of Directors (as specified in federal law "On joint-stock companies", Article 72, Clause 2).

The Council of Directors should not resolve to redeem the Company's shares if as a result of such redemption the nominal value of shares remaining in circulation will be lower than 90% of the Company's authorised capital.

Shares redeemed by the Company in line with the above paragraph do not provide the right to vote or to dividends. The above shares should be distributed at market value based on the resolution of Directors, within one year after acquisition... Otherwise, the General Meeting has to resolve to decrease authorised capital by means of repayment of the said shares.

Shares redeemed in line with the above paragraph may be repaid by cash and/or other property as the Council of Directors may resolve.

## **Article 6. Rights of the shareholders**

6.1. Any person holding the Company shares on the grounds set by the RF laws and these Articles should be recognised as the Company shareholder...

6.2. Each ordinary nominal share in the Company gives its holder equal volume of rights...

Holders of ordinary nominal shares are entitled to:

1) attend General Meetings of shareholders and vote on all issues within their competence personally or via proxy;

2) suggest the issues to be included in agenda of the General Meeting following the procedures set by the RF laws and these Articles;

3) obtain information of the Company's performance and other Company documents as specified in federal law "On joint-stock companies", Article 91, other regulations and standard acts of the Russian Federation, and these Articles;

4) receive dividends declared by the Company;

5) preemptive purchase (via open subscription) of additional shares and securities converted into shares, pro rata the number of ordinary shares held by the given shareholder;

6) part of the Company's property in the event of its dissolution;

7) other rights specified by the RF laws and these Articles...

## **Article 7. Dividends**

7.1. Based on the results of the Company's performance in the first 3, 6, 9 months (or 12 months) of the fiscal year, the Company may resolve (declare) to pay dividends on distributed shares... Resolution on payment (declaration) of dividends based on results of the first 3, 6 or 9 months of the fiscal year may be approved within three months of the end of respective period.

The Company should pay dividends declared in respect of each category of shares.

7.2. Resolutions on payment (declaration) of dividends, including resolutions on the size of dividends and way of payment in respect of each category of shares should be approved by the General Meeting of shareholders...

Dividends should not exceed the size recommended by the Council of Directors.

The General Meeting of shareholders may resolve not to pay dividends on ordinary shares.

7.3. In the events specified in the RF laws, the Company should not resolve (declare) to pay dividends on shares...

7.4. Dividends are paid out of the Company's profit after tax (net profit). The size of net profit should be

determined based on the Company's accounts...

7.5. The dates of dividend payment should be established by the General Meeting of shareholders but not later than 60 (sixty) days of the resolution on dividend payment.

#### **Article 8. Funds and reserves**

8.1. The Company should set up a reserve fund in amount of 5 (five) per cent of its authorised capital...

The size of mandatory annual allocation to the reserve fund of the Company should not be lower than 5 (five) per cent of the net profit of the Company before allocation...

8.2. The Company's reserve fund is designed to cover the Company's losses, retire bonds and redeemed shares should other resources be scarce.

The reserve fund should not be used for any other purpose as above mentioned.

8.3. Subject to the RF laws, the Company may set up other funds to provide for its business operation.

#### **Article 9. Administration and control**

9.1. Control of the Company's activities is carried out by:

- The General Meeting of shareholders;
- The Council of Directors;
- The Board;
- The General Director.

9.2. Business and financial affairs of the Company are controlled by the Auditing Committee.

#### **Article 10. The General Meeting of shareholders**

10.1. The General Meeting of shareholders is the superior body of the Company.

10.2. The competence of the General Meeting covers the following issues:

- 1) Alteration and amendment of the Articles of Association (or approval a new edition of the Articles);
  - 2) Re-organisation of the company, including approval of merger (affiliation) agreements;
  - 3) Dissolution of the Company, appointment of a liquidating committee, and approval of preliminary and final balance sheets;
  - 4) Establishing of the number, nominal value and category of declared shares, and the rights given by of each category of shares;
  - 5) Increasing of the Company's authorised capital by increasing of nominal value of shares or distribution of additional shares;
  - 6) Reduction of the company's authorised capital by decreasing of nominal value of shares, or redemption of part of the Company's shares to reduce the total number, or by repayment of redeemed shares by the Company;
  - 7) Splitting and consolidation of stock;
  - 8) Approval of resolutions on distribution of bonds and other securities to be converted into shares;
  - 9) Election of the Directors and anticipatory termination of their powers;
  - 10) Election of the Auditing Committee and anticipatory termination of its powers;
  - 11) Approval of the Auditor;
  - 12) Approval of resolutions of transfer of sole control powers of the General Meeting to a management organisation (manager) and anticipatory termination of their powers;
- Approval of the annual report and annual accounts of the Company (including profit & loss accounts); and distribution of profit (including payment (declaration) of dividends, except the profit distributed based on results of the Company's performance in the first 3, 6 or 9 months of the fiscal year and loss of the Company based on the annual performance results;
- 14) Payment (declaration) of dividends based on results of the Company's performance in the first 3, 6 and 9 months of the fiscal year;
  - 15) Establishing of procedures of the General Meeting of shareholders;

- 16) Approval of transactions specified in federal law "On joint-stock companies", Article 83;
- 17) Approval of large-scale transactions specified in federal law "On joint-stock companies", Article 79;
- 18) Approval of participation in holding companies, financial and industrial groups of companies, amalgamations and other associations of commercial companies;
- 19) Approval of internal documents regulating activities of executive bodies of the Company;
- 20) Approval of resolutions on payment of remuneration and/or compensation of expenses to the Company members;
- 21) Approval of resolutions on payment of remuneration and/or compensation of expenses to the Directors of the Company;
- 22) Approval of resolutions on other issues specified in federal law "On joint-stock companies".

10.3. Issues falling within the competence of the General Meeting should not be transferred to the Council of Directors, the Board or the General Director of the Company.

The General Meeting is not authorised to consider and resolve on issues beyond its competence in accordance with federal law "On joint-stock companies".

10.4. Resolution of the General Meeting on any issues set to vote should be approved by the majority of holders of voting shares present at the meeting, unless otherwise is set in federal law "On joint-stock companies".

10.5. The following resolutions of the General Meeting should be approved by at least  $\frac{3}{4}$  of the voting shares in the Company:

- Alteration and amendment of these Articles of Association (or approval a new edition of the Articles);
- Re-organisation of the company, including approval of merger (affiliation) agreements;
- Dissolution of the Company, appointment of liquidating committee, and approval of preliminary and final balance sheets;
- Establishing of the number, nominal value and category of declared shares, and the rights given by each category of shares;
- Distribution of shares (securities to be converted into shares) by means of closed subscription based on the resolution of the General Meeting to increase authorised capital by means of distribution of additional shares (or securities to be converted into shares);
- Distribution (via open subscription) of ordinary shares making up over 25 (twenty five) per cent of ordinary shares distributed earlier;
- Distribution (via open subscription) of securities to be converted into ordinary shares making up over 25 (twenty five) per cent of ordinary shares distributed earlier;
- Approval of large-scale transactions worth of over 50 (fifty) per cent of the book value of the Company's assets.

Approval of transaction which may be influenced by personal interest as set in federal law "On joint-stock companies", Article 81, should be carried out as specified in federal law "On joint-stock companies", Article 83.

10.6. Issues specified in Article 10.2 (Clauses 2, 5, 7, 8, 12-21) hereof may be presented for consideration of the General Meeting only if so decided by the Council of Directors.

10.7. The General Meeting is not authorised to resolve on issues not included in agenda, nor alter the agenda thereof.

10.8. Voting at the General Meetings is based on principle "one voting share = one vote", except cumulative voting for the election of the Company's Directors.

In the event of cumulative voting, the number of votes held by each shareholder must be multiplied by the number of Directors to be elected, while each shareholder is free to cast all of his votes on one candidate only or distribute his votes between two or more candidates...

Candidates that have secured more votes are elected in the Council of Directors of the Company.

10.9. The General Meeting of shareholders may be held at the Company's business location or in Moscow.

Specific location of the General Meeting should be set by the Council of Directors along with other issues associated with the preparation for the General Meeting.

10.10. The Chairman of the Council of Directors should preside at the General Meeting of shareholders.

If the Chairman is not present at the General Meeting, his Deputy Chairman should preside.

If both the Chairman and the Deputy Chairman are not present at the General Meeting, any Director elected for that purpose by the shareholders attending the Meeting, should preside.

10.11. Should all voting shares in the Company be held by one shareholder, resolutions on the issues

within the competence of the General Meeting must be approved by the sole shareholder (or his authorised control body) and delivered in writing to the Company. At the same time, provisions of Articles 10-15 hereof designed to determine the scheduling and procedures of convening and holding of General Meetings should not apply, except provisions associated with setting of dates of the annual meeting...

#### **Article 11. Procedures of the General Meeting (in the form of presence of shareholders)**

11.1. Annual Meeting of shareholders of the Company is held not earlier than two months and not later than 6 months of the end of fiscal year.

Mandatory issues to be resolved at the annual meeting involve election of Directors and Auditing Committee, approval of the company's Auditor, approval of the annual report and annual accounts (including P&L account) to be presented by the Council of Directors, and distribution of profits (including payment/declaration of dividends) except profits distributed based on results of the Company's performance in the first 3, 6 or 9 months of the fiscal year, and losses based on the results of fiscal year.

11.2. The General Meetings of shareholders in the form of presence of shareholders or their proxies are held to discuss the issues of agenda and vote of the issues set to vote.

Resolutions of the General Meeting may be approved by absentee vote (polling) as specified in Article 12 hereof.

The General Meeting of Shareholders held to elect the Directors and the Auditing Committee, approve the Company's Auditor, and/or resolve on issues specified in Article 10.2, Clause 13 hereof, may only be held in the form of a meeting (presence of shareholders).

11.3. Functions of the Returning Board at the General Meeting should be carried out by a professional participant of the stock market, holding the register of shareholders of the Company (the Registrar of the Company).

11.4. The list of persons entitled to attend the General Meeting should be compiled on the base of the register of shareholders...

The date on which the above mentioned list is compiled should not be set earlier than the date on which decision of convening of the General Meeting is made, and should not be earlier than 50 (fifty) days to the actual date of the General Meeting, except as specified in Clause 14.9 hereof...

11.5. Notice of the General Meeting (+ voting bulletin) should be forwarded (or handed) to each person listed in the list of shareholders entitled to attend the General Meeting, and should be published at least 20 days to the date of the Meeting. In the event that agenda of the Meeting includes the issue of the Company's re-organisation, notice of the General Meeting should be forwarded (handed) to and published at least 30 days to the date of the Meeting, in "Zvezda" newspaper...

Should the person registered in the register of shareholders be a nominal holder of shares, notice of the General Meeting must be mailed at the address of the nominal shareholder, unless other address is given for that purpose in the list of persons entitled to attend the General Meeting.

11.6. Voting bulletins should be forwarded by registered mail at the address specified for that purpose in the list of persons entitled to attend the General Meeting, or handed to each person specified in the list (to be confirmed on receipt) at least 20 (twenty) days to the date of the General Meeting...

Each person included in the list should receive a copy of voting bulletin to vote on each issue of agenda (or two or more voting bulletins to vote on separate issues).

11.7. Information with regard to agenda of the General Meeting should be made available to persons entitled to attend the Meeting at least 20 (twenty) days to the date of the Meeting (at least 30 days to the date of the Meeting should its agenda include the issue of the Company's re-organisation) and should be exposed at the offices of the executive body or other locations to be specified in the notice... The said information should be made available to all persons attending the Meeting during the Meeting hours.

Procedures of making the above information available to persons entitled to attend the General Meeting and contents of the above information should be determined by the Council of Directors of the Company.

11.8. Any shareholder may attend the General Meeting personally or by proxy.

In the event that the share is jointly held by more than one person, the said persons are entitled to receive one copy of voting bulletin to vote on all issues, or one copy of two or more voting bulletins to vote on separate issues at the General Meeting, whereas their power to vote may be exercised by one of the joint holders or their proxy.

The powers of each of the above joint holders should be duly specified.

11.9. Should the General Meeting be held in the form of presence of shareholders, the persons included in the list of shareholders entitled to attend the Meeting (or their proxies) may attend the General



Meeting or forward the completed voting bulletins to the Company...

11.10. The General Meeting has the quorum if attended by shareholders holding more than 1/2 of distributed voting shares in the Company.

Shareholders that have attended the General Meeting are those who have been registered and those whose voting bulletins have been received by the Company at least two days to the date of the Meeting...

If the issues of agenda should be voted on the base of different lists of voting shareholders, the quorum in each particular case must be defined separately...

Absence of the quorum for resolutions on issues where voting is carried out by the given list of voters does not reject the resolution on other issue for which the quorum exists.

11.11. Should the quorum for holding of annual meeting of shareholders be not reached, the meeting should be rescheduled for another date with the same agenda as the unheld meeting... If the extraordinary General Meeting does not have the quorum, the meeting may be rescheduled for another date with the same agenda as the unheld meeting...

Resolution to call a rescheduled General Meeting should be approved by the Council of Directors.

The rescheduled General Meeting has the quorum if attended by shareholders holding at least 30 per cent of the total distributed voting shares of the Company...

Shareholders entitled to attend the rescheduled General Meeting are defined according to the list of persons entitled to attend the original General Meeting, provided that the period between the original and the rescheduled meetings does not exceed 40 (forty) days...

11.12. Minutes of the General Meeting should be compiled in two original copies within 15 (fifteen) days of the moment of closing of the meeting... Both copies should be signed by the Chairman of the Meeting and the Corporate Secretary of the Company.

11.13. Ballots and resolutions approved by the General Meeting may be made public at the Meeting...

In the event that ballots and resolutions approved at the General Meetings have not been made public at the Meeting, they should be published in "Zvezda" newspaper within 10 (ten) days of the date of the minutes.

## **Article 12. Procedures of the General Meeting (absentee vote)**

12.1. Resolutions of the General Meeting may be approved by means of absentee vote.

Voting on issues included in agenda of the General Meeting held in the form of absentee vote is carried out only by means of voting bulletins.

12.2. Should the agenda of the General Meeting include the election of Directors and Auditing Committee, approval of the Auditor and issues specified in Article 10.2, Clause 13 hereof, the General Meeting must not be held in the form of absentee vote.

Rescheduled General Meetings should not be held in the form of absentee vote if the original (unheld) General Meeting has been held in the form of presence of shareholders...

12.3. The list of persons entitled to take part in absentee vote on the issues included in agenda of the General Meeting should be compiled based on the register of shareholders.

The date of compilation of the above list should not precede the date of approval of the resolution to call the General Meeting of shareholders and be more than 50 (fifty) days earlier the deadline set for receipt of voting bulletins by the Company.

12.4. Notice of the General Meeting in the form of absentee vote should be published in "Zvezda" newspaper at least 20 (twenty) days to the deadline set for receipt of voting bulletins by the Company (at least 30 days should the agenda of the Meeting include the issue of re-organisation)...

12.5. Voting bulletins on issues included in the agenda are forwarded by registered mail at the addresses given for that purpose in the list of persons entitled to vote at the General Meeting, or handed (receipt to be confirmed) to persons specified in the above mentioned list, at least 20 (twenty) days to the deadline set for receipt of voting bulletins by the Company.

Each persons included in the list of shareholders entitled to take part in the General Meeting should receive one copy of voting bulletin to vote on all issues (or one copy of each of the two or more voting bulletins to vote on separate issues.

Procedures of making of agenda of the General Meeting available to persons entitled to take part in the

Meeting, and content of such information should be determined by the Council of Directors.

12.6. The General Meeting held in the form of absentee vote has the quorum if attended by holders of more than half of the total voting shares distributed by the Company.

Shareholders that attended the General Meeting in the form of absentee vote should be the shareholders whose voting bulletins have been received before the deadline set for receipt thereof.

12.7. Ballots of the Meeting should be compiled in two copies and duly signed by the Company Registrar within 15 (fifteen) days of the deadline set for receipt of voting bulletins.

Minutes of the Meeting should be compiled in two copies within 15 (fifteen) days of the deadline set for receipt of voting bulletins. Both copies should be signed by the Chairman of the General Meeting and the Corporate Secretary of the Company...

12.8. Resolutions of the General Meetings and ballots should be published in "Zvezda" newspaper within 10 (ten) days of the date of the minutes...

### **Article 13. Agenda of the annual General Meeting**

13.1. The shareholders holding individually or in total at least 2 (two) per cent of voting shares in the Company are entitled to suggest issues to be included in agenda of the annual General Meeting and propose candidates to fill vacancies in the Council of Directors and Auditing Committee... Such proposals should be received by the Company within 60 (sixty) days of the end of the fiscal year...

13.2. Suggestion of issues to be included in agenda of the General Meeting and nomination of candidates should be made in writing and indicate the name(s) of respective shareholder(s) along with the number and category of shares held by them, and should be signed by respective shareholder(s)...

13.3. Suggestion of issues to be included in agenda should contain the wording of each suggested issue, whereas nomination of candidates should include the name of each proposed candidate and the body to which he is nominated...

13.4. The Council of Directors of the Company should study the above suggestions and resolve to accept or reject the latter within 5 (five) days of the end of the dates specified in Clause 13.1 hereof.

13.5. The Council of Directors may reject the above suggestions and nominations on the grounds specified in federal law "On joint-stock companies" and other regulations of the Russian Federation...

13.6. Grounded resolution of the Council of Directors to reject the suggested issues to be included in agenda of the General Meeting or proposed candidates should be forwarded to the respective shareholder(s) in writing within 3 (three) days of approval thereof...

13.7. The Directors are not authorised to alter or amend the wording of issues suggested to be included in agenda of the General Meeting.

Apart from the above stated the Directors are entitled to suggest any issues to be included in agenda and nominate candidates to executive bodies of the Company on their own behalf...

### **Article 14. The extraordinary General Meetings of shareholders**

14.1. All General Meetings other than annual General Meetings are called extraordinary...

14.2. Extraordinary General Meeting is held upon the resolution of the Council of Directors of the Company based the initiative of the Council of Directors, or on request of the Auditing Committee, the Company Auditor, or the Company's shareholder(s) holding at least 10 (ten) per cent of voting shares in the Company on the date of request...

14.3. The extraordinary General Meeting called on request of the Auditing Committee, the Company's Auditor or shareholder(s) holding of at least 10 (ten) per cent of voting shares in the company is called by the Council of Directors of the Company...

The extraordinary General Meeting should be held within 40 (forty) days of the date of such request, except cases specified in Clause 14.9 (Article 14) hereof.

14.4. Request to hold extraordinary General Meeting should specify issues to be included in agenda thereof.

Person(s) requesting to call the extraordinary General Meeting are entitled to submit the draft of its resolution and suggest the form in which such meeting may be held... In the event that the request to call the extraordinary

General Meeting includes nomination of candidates, provisions of Article 13 hereof should apply.

The Directors of the Company are not authorised to alter the wording of issues suggested to be included in agenda of the extraordinary Meeting nor the proposed form of holding the Meeting if such extraordinary is called on request of the Auditing Committee, the Company's Auditor or shareholder(s) holding at least 10 (ten) per cent of voting shares in the Company.

14.5. Should the request to call extraordinary General Meeting come from shareholder(s) it must specify the name of respective shareholder(s) along with the indication of category and number of shares in his (their) possession...

Request to call extraordinary General Meeting should be signed by the person(s) initiating such request.

14.6. The Council of Directors of the Company should within 5 (five) days of receipt of the request of the Auditing Committee, the Company's Auditor or the shareholder(s) holding at least 10 (ten) per cent of voting shares in the Company, resolve whether to call the extraordinary General Meeting...

14.7. Resolution of the Council of Directors to call extraordinary General Meeting or a grounded rejection to call extraordinary General Meeting should be forwarded to the persons initiating the request within 3 (three) days of receipt thereof.

14.8. Should within the dates specified in Clause 14.6. hereof the Council of Directors fail to resolve whether to call extraordinary General Meeting, the latter may be called by the body or person(s) initiating the request...

At the same time, the bodies and person(s) requesting to call extraordinary General Meeting have the powers set in federal law "On joint-stock companies" and these Articles, necessary to call and hold the extraordinary General Meeting.

14.9. In the event that the agenda proposed for the extraordinary General Meeting includes election of the members of the Council of Directors:

14.9.1. the General Meeting should be held within 70 (seventy) days of the moment of presentation of the request to hold extraordinary General Meeting;

14.9.2. joint holder(s) of at least 2 (two) per cent of voting shares in the company are entitled to nominate candidates to be elected in the Council of Directors of the Company (the number of candidates should not exceed the current number of Directors in the Company)...

The above mentioned suggestions should be presented to the Company at least 30 (thirty) days to the date of the extraordinary General Meeting.

The Council of Directors of the Company should study the suggestions and resolve whether these should be included in agenda of the extraordinary General Meeting, within 5 (five) days of the dates specified in paragraph 2 of this sub-clause...

14.9.3. the date of compilation of the list of persons entitled to attend the General Meeting of shareholders should not precede the date of the resolution to call the Meeting and be earlier than 65 (sixty five) days to the date of the Meeting.

14.9.4. Notice of the extraordinary General Meeting should be effected at least 50 (days) to the date of the Meeting.

## **Article 15. The Council of Directors**

15.1. The Council of Directors provides general control of the Company's activity, except the issues referred by federal law "On joint-stock companies" to the competence of the General Meeting of shareholders...

The competence of the Council of Directors may cover the following issues:

- 1) defining of priority directions of the company's activities and strategy of the Company;
- 2) convening of annual and extraordinary General Meetings except cases specified in Clause 14.8. hereof; announcement of the date of rescheduled General Meeting after the previous Meeting failed to secure the necessary quorum;
- 3) approval of agenda of the General Meeting;
- 4) election of the Corporate Secretary of the Company and anticipatory termination of his powers;
- 5) setting the date of compilation of the list of persons entitled to attend the General Meeting , and in general making decisions on other issues associated with the preparation and holding of the General Meeting;
- 6) introduction of issues specified in Article 10, Clause 10.2, sub-clauses 2, 5, 7, 8,12-21 hereof in agenda of the General Meeting;
- 7) distribution of bonds and other securities except cases specified by federal law "On joint-stock companies" and these Articles;
- 8) approval of resolution of issuing of securities, securities' data sheets, reports of redemption of

shares from the Company's shareholders, and quarterly reports of the issuer of securities;

9) evaluation of property and the value of securities subject to distribution and redemption as specified in federal law "On joint-stock companies"; resolution of issues specified in Clause 15.1 (sub-clauses 10, 11, 24-27, 34, 35);

10) redemption of shares, bonds and securities distributed by the Company, as specified in federal law "On joint-stock companies";

11) amortisation of the Company's shares acquired or redeemed by the Company from shareholders, or otherwise as specified in federal law "On joint-stock companies";

12) election of the General Director and anticipatory termination of his contract of employment;

13) establishing of the number the Board Members, election of Members of the Board, anticipatory termination of their powers and contracts of employment;

14) approval of terms of agreements (including the dates of employment and size of remuneration and compensation), signed with the General Directors of the Company, the Board Members, the management company (Manager), and alteration of the said agreements;

15) recommendation to the General Meeting of the size of remuneration and compensation to be paid to the Auditing Committee and Auditor;

16) recommendation of the size of dividends on shares and procedures of dividend payment; approval of the Company's Regulations on the dividends' related policy;

17) approval of internal documents of the Company with regard to formation and use of the Company's funds;

18) resolving on the use of the Company's funds; approval of estimates of the use of funds established for specific purposes, check of results of the use of the above funds;

19) approval of internal documents of the Company except documents to be approved by the General Meeting or executive bodies of the Company;

20) establishing of supply policy of the Company, approval of annual supply programme and studying of reports of implementation of annual and quarterly supply programmes;

21) development of policy with regard to business-planning and budgeting;

22) approval of annual (quarterly) business-planning, investment programme, including the programme of re-equipment, reconstruction and development; approval of reports on programmes implementation; approval (adjustment) of reference indicators cash flows (budget) of the Company and/or approval of cash flows (budget) of the Company, and studying of cash flows (budget) adjusted by the Board of the Company;

23) setting up of branches and offices of the Company, and dissolution thereof, amendment of the Articles of Association due to the set-up of branches and offices; approval of the Company's regulations with regard to branches and offices;

24) preliminary approval of transactions (including a series of interrelated transactions), signed in respect of property, works and/or services worth of over 2 per cent of the book value of the Company's assets based on the Company's accounts as of the last reporting date, except transactions effected in the process of normal operation of the Company, or transactions associated with distribution (through subscription) the Company's equity, and transactions associated with distribution of the Company's securities to be converted into ordinary shares given the provisions of Clause 15.1 (sub-clauses 25-35) hereof;

25) preliminary approval of transactions signed in respect of the Company's property, including plots of land or uncompleted buildings in cases to be determined by the Council of Directors of the Company (e.g. by means of determining of size and/or a list of items) or when such cases (size or lists) are not determined;

26) preliminary approval of the Company's resolutions to effect transactions (including a series of interrelated deals) associated with lease and/or leasing out of property including fixed assets, intangible assets, uncompleted buildings designed to produce, transmit, distribute and (or) sale of electrical and/or heat power; rendering of services associated with power system dispatching; as well as alteration and/or termination of such transactions in cases to be determined by the Council of Directors of the Company (e.g. by means of determining of size and/or a list of items) or when such cases (size or lists) are not determined;

27) preliminary approval of the Company's resolutions to effect transactions (including a series of interrelated deals) signed in respect of property including fixed assets, intangible assets, uncompleted buildings designed to produce, transmit, distribute and (or) sale of electrical and/or heat power; rendering of services associated with power system dispatching; as well as alteration and/or termination of such transactions in cases to be determined by the Council of Directors of the Company (e.g. by means of determining of size and/or a list of items) or when such cases (size or lists) are not determined;

- 28) preliminary approval of transactions associated with origination of the Company's rights and/or obligations with regard to shares or promissory notes (including transactions of purchase of bonds; cession of rights on bonds; promissory notes purchase, acceptance, endorsing, availing, acceptance as part of intermediary service, or payment) in cases to be determined by the Council of Directors of the Company (e.g. by means of determining of size and/or a list of items) or when such cases (size or lists) are not determined (subject to sub-clause 31, Clause 15.1 of the Articles;
- 29) preliminary approval of transactions (including a series of interrelated transactions) associated with delay of civil and legal liabilities of the Company which are outstanding for more than 3 months or signing of agreement of compensation or novation of such liabilities, or cession of rights (claims) or transfer of debt on such liability. The above mentioned transactions are subject to approval in the event that the amount of liability (debt) exceeds 2 per cent of the book value of the Company's assets as of the last date of report;
- 30) preliminary approval of resolutions on carrying of transactions associated with the free transfer of the Company's property or right of property (claims) to the Council or the third person; and transactions associated with relief from property accountability to the Council or any third person; transactions associated with rendering by the Company of free services (works) to the third persons
- 31) development of the credit policy of the Company with regard to issuance of loans and signing of credit agreements, loan agreements, agreements of bank guarantee, issuance of guarantees, acceptance of liabilities under promissory notes (issuance of promissory notes and bills of exchange); mortgage of property and approval of resolutions on such transactions by the Company in cases specified by the credit policy of the Company; as well as approval of resolutions of the said issues if the Company's credit policy is not defined;
- 32) approval of large-scale transactions specified by federal law "On joint-stock companies", Article X;
- 33) approval of transactions specified by federal law "On joint-stock companies", Article XI;
- 34) on participation of the Company in other organisations (including coordination of constitutive documents and candidates to the newly set organisations), alteration of the size of interest (number of shares, etc.), encumbrance of shares (interest) and termination of the Company's participation in other organisations specialised in generation/transmission of electric power;
- 35) on participation of the Company in other organisations (including coordination of constitutive documents and candidates to the newly set organisations), alteration of the size of interest (number of shares, etc.), encumbrance of shares (interest) and termination of the Company's participation in other organisations not specialised in generation/transmission of electric power;
- 36) approval of resolutions on nomination of candidates to be elected as a sole executive body or in other bodies of control and supervision, or the Auditor of organisations in which the Company holds stake;
- 37) approval of the Company's Registrar and terms of his contract with the Company, and termination of the above contract; approval of estimates of expenditures with regard to holding of the general meeting of shareholders of the Company;
- 38) election of the Chairman of the Council of Directors and anticipatory termination of his powers;  
election of Deputy Chairman of the Council of Directors and anticipatory termination of his powers;
- 40) resolution on withholding of powers of the management organisation (manager);
- 41) resolution of appointment of acting General Director of the Company in cases specified in Clauses 21.8. and 21.9 hereof;
- 42) bringing to disciplinary account of the General Director and Members of the Board, or encouragement of their activities in accordance with the RF labour legislation;
- 43) studying of reports of the General Director on the Company's performance (including the report of implementation of his job functions), reports of the implementation of resolutions of the General Meetings or the Council of Directors of the Company;
- 44) approval of procedures of interaction between the Company and other organisations in which the Company may hold stake;
- 45) determining of the Company's position with regard to the following issues of agenda of general meetings and meetings of directors of the daughter companies and/or dependent companies of the Company, including instructions whether to vote on the issues of agenda, or vote pro or contra or abstain:
- a) on establishing of agenda of the general meeting of daughter company or dependent company;
  - b) on reorganisation or dissolution of daughter company or dependent company;
  - c) on establishing of the number of directors of daughter company or dependent company, as well as nomination, election and anticipatory termination of their powers;

- d) on establishing of quantity, nominal value, category (type) of shares of daughter company or dependent company, and rights provided by the said shares;
- e) on distribution of securities of daughter company or dependent company to be converted in ordinary shares;
- f) on splitting or consolidation of shares of daughter company or dependent company;
- g) on approval of large-scale transactions effected by daughter company or dependent company;
- h) on participation of daughter company or dependent company in other organisations, as well as on acquisition, amortisation or encumbrance of its shares and interest in authorised capitals of organisations in which daughter company or dependent company holds stake, and on altering of the extent of interest in the authorised capital of such organisations;
- i) on transactions of daughter company or dependent company (including a series of interrelated transactions) associated with amortisation or a possibility of amortisation of property (fixed assets), intangible assets, uncompleted objects designed to produce, transmit, dispatch and/or distribute electrical or heat power in cases (to the extent) determined by the style of interaction of the Company with other organisations in which it holds stake, to be approved by the Council of Directors of the Company;
- j) on alteration or amendment of constitutive documents of daughter company or dependent company;
- k) on establishing of procedures of payment of remuneration to directors and auditing committees of daughter company or dependent company;

46) determining of the Company's position with regard to the following issues of agenda of meetings of directors of daughter company or dependent company (including instructions whether to vote on the issues of agenda, or vote pro or contra or abstain):

a) on determining of position of the representatives of daughter company or dependent company on issues of agenda of general meetings and meetings of directors of daughter companies or dependent company in relation to the given daughter company or dependent company, associated with transactions with regard to amortisation or a possibility of amortisation of property (fixed assets), intangible assets, uncompleted objects designed to produce, transmit, dispatch and/or distribute electrical or heat power in cases (to the extent) determined by the style of interaction of the Company with other organisations in which it holds stake, to be approved by the Council of Directors of the Company;

b) on determining of position of the representatives of daughter company or dependent company with regard to issues of agenda of general meetings and meetings of Directors of daughter companies and dependent companies in relation to the given daughter company or dependent company, which are involved in generation, transmission, dispatching, distribution and sale of electrical and heat power, on reorganisation, dissolution, increasing of authorised capital by means of increasing of nominal value of shares or by means of distribution of additional shares, or distribution of securities to be converted into ordinary shares;

47) co-ordination of candidates for specific executive positions to be determined by the Council of Directors of the Companies;

48) approval of the general structure of executive system of the Company and alteration thereof;

49) determining of the ways of provision of insurance protection of the Company, including approval of the Company's insurer;

50) set-up of committees of the Council of Directors of the Company; election of members of such committees and anticipatory termination of powers thereof;

51) approval of regulations of the committees of the Council of Directors of the Company;

52) approval of candidate(s) of independent valuer(s) for evaluation of shares, property and other assets of the Company in cases specified by federal law "On joint-stock companies", these Articles, and resolutions of the Council of Directors of the Company;

53) subject to these Articles, resolution of issues associated with the preparation and holding of general meetings of companies set-up as a result of reorganisation of the Company by means of separation or split-up;

54) nomination of the General Director to the State awards for special service to the Company;

55) preliminary approval of the collective agreement and contracts signed by the Company in the frames of regulation of social and labour relations;

56) approval of candidate of financial consultant in line with federal law "On equity market";

57) approval of internal document of the Company to establish the form, structure and content of annual report of the Company;

58) other issues referred to the competence of the Council of Directors as specified in federal law "On joint-stock companies" and these Articles...

15.2. Issues referred to the competence of the Council of Directors should not be resolved by the

General Director or the Board of the Company.

15.3. In exercising of their rights and duties, the Council of Directors should be guided by the interest of the Company, showing conscientiousness and reason...

15.4. The Directors are responsible for losses caused to the Company through neglect or culpable actions unless other grounds and extent of responsibility is determined by the RF laws.

At the same time, Directors who have voted against the resolution causing damage or loss to the Company should be released from responsibility...

#### **Article 16. Election of the Company's Directors**

16.1. The number of Directors should not exceed 11 (eleven) persons...

16.2. Directors are elected at the General Meeting of the Company following the procedures specified in Clause 10.8 hereof, for the term until the next general meeting...

Directors elected at the extraordinary General Meeting should have their powers until the date of the annual General Meeting of the Company.

Should the annual General Meeting be held within the dates set in Clause 11.1 hereof, the powers of the Directors must cease except powers to call, prepare for and hold the annual General Meeting.

16.3. The Director of the Company should be a physical person only.

16.4. Persons elected as the Directors may be re-elected an unlimited number of times...

16.5. Based on the resolution of the General Meeting, powers of all Directors may be terminated ahead of term...

#### **Article 17. The Chairman of the Council of Directors**

17.1. Chairman of the Council of Directors is elected by simple majority of votes of the Directors of the Company.

The Directors may at any time re-elect the Chairman by simple majority of votes of the total number of votes of the Directors.

17.2. The Chairman of the Council of Directors should organise functioning of the Council, call meetings of the Council and preside at these meeting, as well as organise keeping of the minutes of the meeting...

17.3. In the absence of the Chairman, his functions are performed by the Deputy Chairman of the Council of Directors to be elected out of members of the Council by simple majority of votes of the Directors...

#### **Article 18. Meetings of the Council of Directors**

18.1. The procedures of convening and holding of the meeting of the Council of Directors are specified in internal documents of the Company to be approved by the General Meeting of shareholders...

18.2. Meetings are held as it may become necessary but at least once every quarter...

The meetings of the Council of Directors are called by the Chairman of the Council or his Deputy in cases specified in Clause 17.3. hereof, based on his initiative or on request of any member of the Council of Directors, Auditing Committee, Auditor, the Board, or the General Director of the Company.

18.3. The first meeting of a newly elected Council should elect the Chairman, the Deputy Chairman and the Corporate Secretary of the Company.

The first meeting is called by one of the Directors as specified in the internal document of the Company regulating the procedures of convening and holding of the meeting of the Council of Directors.

18.4. The quorum required for holding of the meeting of the Council of Directors should be at least ½ of the total number of the elected members of the Council of Directors.

In the event that the number of members of the Council of Directors becomes less than the above mentioned quorum, the Council of Directors should resolve to hold extraordinary General Meeting for election of the new Council of Directors... The remaining members of the Council of Directors may resolve only to call the above mentioned extraordinary General Meeting. For that purpose, the quorum of the meeting of the Council of Directors should be at least ½ of the remaining number of Directors. Meetings of the Council of Directors may be held in the form of

presence of Directors or by absentee vote.

18.5. In the event that the meeting of the Council is held in the form of presence of Directors and at least ½ of the Council members is present at the meeting, the following procedures should be followed in order to define the quorum and ballots based on the written opinions and voting bulletins of the absent members of the Council:

18.6.1. On the day of the meeting of the Council of Directors, the Corporate Secretary should based on the discussions of the meeting compile a questionnaire to be signed by the Chairman of the Council, an original copy of which should not later than on the day of the meeting be urgently forwarded (also by courier service) or faxed to the members of the Council absent at the meeting.

The Corporate Secretary should do his best in order to have the above mentioned questionnaire delivered to the members of the Council absent at the meeting not later than by 17.00 (Moscow time) of the first day after the day of the meeting of the Council of Directors...

18.6.2. Member of the Council of Directors should forward the completed original copy of the questionnaire to the Corporate Secretary of the Company (also by courier service or fax with the following mailing of the original copy of questionnaire at the given address)...

The Company should receive the questionnaire not later than by 17:00 (Moscow time) of the second day after the day of the meeting of the Council.

Any questionnaires received by the Company after the above deadline will not be counted to determine the quorum and voting.

18.6.3. Based on the results of voting held at the meeting and the questionnaires received from the absent members of the Council of Directors the Corporate Secretary should summarise the ballots and compile the minutes of the meeting of the Council of Directors.

18.6.4. The completed questionnaires should be attached to the minutes of the meeting.

18.6.5. Any meeting of the Council of Directors attended by less than ½ of the members is not valid.

18.6.6. Questionnaires completed by the members of the Council of Directors absent at the meeting should be counted both to determine the quorum and finalise the results of voting on all of the issues of agenda of the meeting.

18.7. In the event that the meeting of the Council of Directors is held in the form of absentee vote, each member of the Council of Directors should receive the notice of the absentee vote on issues of the agenda, along with the draft resolutions on the issues and supporting materials (information) on the issues of agenda, at least 11 (eleven) workdays to the deadline set for the receipt of completed questionnaires...

18.7.1. Members of the Council are entitled to present their suggestions and/or comments on the proposed draft resolutions at least 5 (five) days to the deadline set for the receipt of completed questionnaires, specified in the notice of absentee vote.

18.7.2. The Chairman of the Council should compile the questionnaire for absentee vote given the received suggestions (new wording) and comments on proposed draft resolutions of the Council of Directors on all issues of the agenda. The Chairman should include all draft resolutions proposed by members of the Council on all issues of the agenda. In the latter event each member of the Council should vote on only one draft resolution proposed in respect of each of the issues of agenda...

18.7.3. Questionnaires for absentee vote should be forwarded to members of the Council at least 3 (three) days to the deadline set for receipt of completed questionnaires specified in the notice of absentee vote.

18.7.4. All questionnaires completed and signed by the Council of Directors and received by the Company within the dates set for receipt of the questionnaires as specified in the notice of absentee vote, should be duly accounted for determination of quorum and ballots on all issues included in agenda of the meeting of the Council of Directors...

18.8. Wording of the issues included in agenda of the meeting of the Council of Directors should correspond the terminology used in the Articles of Association and should well define the essence of each particular issue.

18.9. Resolutions of the Council of Directors should be approved by majority of votes of Directors attending the meeting, except cases specified in the RF laws and these Articles...

18.10. Resolution of the Council of Directors on the issue of approval of large-scale transaction should be unanimously approved by all members of the Council of Directors...

Approval by ¾ of votes of members of the Council of Directors is required for resolutions on the following issues:

- On withholding of powers of the management organisation (manager); on appointing of acting General Director of the Company;
- On convening of the General Meeting of shareholders in cases specified in Clauses 21.8 and 21.9 hereof;
- On participation of the Company in other organisations (including co-ordination of constitutive documents and candidates to be elected in executive positions of the newly developed organisations), alteration of the extent of their interest (number of shares, size of interest, etc.), encumbrance of shares and cessation of the Company's participation in other



organisations directly involved in electric power generation and/or transmission;

- Set-up of committees of the Council of Directors, election of committee members and anticipatory termination of their powers;

- Approval of regulations of committees of the Council of Directors.

Votes of the retired members of the Council of Directors are not counted for approval of the resolutions thereof.

18.11. Resolutions of the Council of Directors on issues specified in Clause 15.1, sub-clauses 26, 27, 31, 35, 44-46 hereof should be approved by at least of 2/3 of the votes of the members of the Council attending the meeting...

18.12. Resolution on approval of transaction, which may include personal interest, should be approved by the Council of Directors in observance of federal law "On joint-stock companies", Article 83...

18.13. Each member of the Council of Directors has one vote. In the event of equal split of votes the Chairman's vote will be decisive...

18.14. The quorum of the meeting of the Council of Directors should be at least ½ of the number of elected members thereof.

In the event that the number of members of the Council of Directors becomes less than the set quorum, the Council of Directors should resolve to hold extraordinary General Meeting in order to elect the new Council... The remaining members of the Council are only entitled to resolve on convening of such extraordinary General Meeting. In the latter event, the quorum to hold such meeting of the Council of Directors should be at least ½ of the remaining number of the members of the Council.

18.15. Minutes of the meeting should be kept during the meeting of the Council of Directors. The minutes is compiled and signed by the person presiding at the meeting and the Corporate Secretary within 3 (three) days of the meeting. The person presiding at the meeting and the Corporate Secretary are responsible for the proper way of the minutes' compilation... The minutes are kept along with all materials related to the issues of agenda and documents approved by the Council of Directors.

In the event of absentee vote, all completed questionnaires should also be attached to the minutes.

#### **Article 19. The Corporate Secretary**

19.1 The Corporate Secretary is elected in pursuance of the duly preparation and holding of the General Meetings and proper performance of the Council of Directors...

19.2 On behalf of the Company, the contract with the Corporate Secretary should be signed by the Chairman of the Council of Directors or any other person authorised by the Council.

19.3 Terms of the contract with the Corporate Secretary (including the size of his remuneration) should be set by the Council of Directors of the Company or any other person authorised by the Council.

19.4 The Corporate Secretary takes part in preparation and holding of general meetings of shareholders in the frames of his competence in line with the RF laws, these Articles and other internal documents of the Company.

19.5. The Corporate Secretary takes parts in organisation of duly notification of persons entitled to attend the General Meeting, holding of the General Meeting, as well as in preparation and forwarding (handing) them voting bulletins.

19.6. The Corporate Secretary should arrange the package of documents to be presented to the General Meeting of shareholders and should supply copies of such documents on request of persons entitled to attend the general meeting.

19.7. The Corporate Secretary should organise collection of completed bulletins forwarded to the Company and their timely passing to the registrar.

19.8. The Corporate Secretary should ensure observance of procedures of registration of the participants of the General Meeting and organise keeping of the minutes of the meeting.

19.9. The Corporate Secretary should answer the questions of participants of the General Meeting associated with preparation and holding of the meeting.

19.10. The Corporate Secretary should ensure preparation and holding of meetings of the Council of Directors in observance of the RF laws, these Articles and internal documents of the Company...

19.11. The Corporate Secretary should notify all members of the Council of Directors of the meeting of the Council and (if necessary) should ensure forwarding of questionnaires and collection and passing of completed questionnaires and written comments of the members of the Council absent at the meeting, to the Chairman of the Council of Directors.

19.12. The Corporate Secretary should keep the minutes of the meeting of the Council of Directors...

19.13. The Corporate Secretary should assist members of the Council of Directors to obtain information required to perform their functions.

19.14. The Corporate Secretary of the Company should provide members of the Council of Directors with explanations of the current RF laws, these Articles and internal documents of the Company associated with procedures of preparation and holding of the General Meeting of shareholders, meetings of the Council of Directors, and disclosure (presentation) of information about the Company...

The Corporate Secretary should effect other functions specified in the Current laws, the Articles and internal documents of the Company.

19.16. The Company's bodies and executive officers should assist the Corporate Secretary in performing his functions.

19.17. The Corporate Secretary should within the reasonable time inform the Chairman of the Council of Directors of all/any facts that prevent him from ensuring of procedures and performing of his functions as specified above (i.e. actions or inaction of the Company's bodies, executive officers, or registrar; other facts disrupting preparation and holding of the General Meeting of shareholders, meetings of the Council of Directors, or disclosure (presentation) of information about the Company...

## **Article 20. Committees of the Councils of Directors**

20.1. Committees of the Council of Directors are set up based on the resolution of the Council of Directors.

20.2. Committees of the Council of Directors are set up in pursuance of working out of issues referred to the competence of the Council or being studied by the Council as part of control of performance of any executive body of the Company and development of necessary recommendations to the Council of Directors and executive body of the Company...

20.3. The following committees will be set up by the Council of Directors

20.3.1. Committee on strategy, development, investments and reformation;

20.3.2. Budget & finance committee;

20.3.3. Committee on management system optimisation, personnel and remuneration.

20.4. The Committee on strategy, development, investments and reformation is designed to play the key role in setting of strategic targets of the Company's performance, development of priority directions of the Company's business, evaluation of the Company's efficiency in the long-run and working-out of recommendations to the Council of Directors to adjust the current strategy of the Company's development...

20.5. Functions of the budget & /finance committee include development of recommendations with regard to formation, implementation and adjustment of business-plan and budget of the Company; as well as control by the Council of Directors of the Company's performance, formation and implementation of business-plan and budget of the Company and efficiency of risk management operation...

20.6. The Committee on management system optimisation, personnel and remuneration is designed to assist in building of efficient management system of the Company, encouraging of qualified specialists into management, and creation of necessary motivation for successful work thereof...

20.7. Committees of the Council of Directors will hold preliminary study of the issues included in agenda of the Council of Directors that refer to their competence, and develop recommendations. The above mentioned recommendations will be taken into account by the Council of Directors before passing resolutions of the issues of agenda.

20.8. At least one member of any committee of the Council of Directors should comprise of the representatives of the Company's shareholders totally holding at least 25 (twenty five) per cent of voting shares in the Company...

20.9. Regulations of the committees' activities, procedures of set-up, scope of competence and term of office thereof should be determined by separate resolutions of the Council of Directors...

## **Article 21. The executive bodies of the Company**

21.1. Management of the current operation of the Company is effected by the sole executive body (the General Director) and collective executive body (the Board) of the Company...

The General Director and the Board report to the General Meeting of shareholders...

21.3. Based on the resolution of the General Meeting, the powers of the sole executive body may be transferred to a management organisation or a manager subject to conditions of the contract...

Rights and obligations of the management company (manager) with regard to management of current activities of the Company are determined by the RF laws and the contract to be signed between such management company (manager) and the Company.

On behalf of the Company, the contract with the management organisation (manager) should be signed by the Chairman of the Council of Directors or any person authorised by the Council of Directors.

Conditions and terms of the contract with the management organisation (manager) should be determined by the Council of Directors.

21.4. The set-up and termination of powers of executive bodies of the Company is effected by the resolution of the Council of Directors, except cases specified by the RF laws and these Articles...

21.5. Rights and obligations of the General Director and Members of the Board with regard to management of the current operation of the Company are determined by the RF laws, these Articles and contracts of employment to be signed by respective person with the Company.

On behalf of the Company, the employment contracts are signed by the Chairman of the Council or the person authorised by the Council of Directors...

Terms and conditions of employment contracts should be defined by the Council of Directors...

On behalf of the Company, rights and obligations of employer in respect of the General Director and members of the Board should be effected by the Chairman of the Council or any person authorised by the Council of Directors.

21.6. The General Director and Members of the Board may hold executive offices (positions) at other organisations, including offices of profit at other organisations only on consent of the Council of Directors...

21.7. The Council of Directors may at any time resolve to terminate powers of the General Director and/or Members of the Board and to set up new executive bodies of the Company...

Cessation of power of the General Director and Members of the Board may be effected on the grounds specified by the RF laws and contract of employment signed between the respective person and the Company.

21.8. The General Meeting of shareholders may at any time resolve to terminate powers of the management company (manager)...

The Council of Directors may resolve to withhold powers of the management company (manager)... At the same time, the Council of Directors should resolve to appoint acting General Director of the Company and hold extraordinary General Meeting of shareholders to approve resolution on anticipatory termination of powers of the management organisation (manager) and (unless otherwise is resolved by the Council of Directors) on transfer of powers of the management organisation (manager)...

21.9. Should the management organisation (manager) be unable to perform its (his) obligations the Council of Directors may resolve to appoint acting General Director of the Company and hold extraordinary General Meeting of shareholders to approve resolution on anticipatory termination of powers of the management organisation (manager) and (unless otherwise is resolved by the Council of Directors) on transfer of powers of the management organisation (manager).

21.10. The acting General Director of the Company effects management of the current Company's activities within his competence, unless otherwise is resolved by the Council of Directors.

21.11. When exercising their duties and powers, the General Director, Members of the Board, acting General Director, or the management organisation (manager) should act in the interests of the Company bona fide and in reasonable manner...

21.12. The General Director, Members of the Board, acting General Directors and management organisation (manager) are responsible for the loss caused to the Company through their faulty actions (inaction) unless other grounds and extent of responsibility are not set by federal laws...

The above mentioned responsibility does not emerge in respect of Members of the Board who have voted against resolutions causing the loss to the Company or have not voted on respective resolution...

## **Article 22. The Board**

22.1. The Board of the Company functions on the base of these Articles and the Regulations of the Board to be approved by the General Meeting, containing the procedures of convening and holding of meetings of the Board and approval of resolutions thereof...

22.2. Competence of the Board may cover the following issues:

- 1) Development and presentation to the Council of Directors of prospective plans of the main

directions of the Company's activities;

2) Preparation of annual (quarterly) business-plan, investment programme and report of implementation thereof; adjustment of the Company's cash flows (budget) with the mandatory notification of the Council of Directors of such adjustment;

3) Approval of the Company's monthly budgets and financial plans, as well as reports of implementation thereof;

4) Preparation of the Company's annual supply programme, approval of quarterly supply programmes in the frames of the said annual programme; as well as preparation of reports of implementation of annual and quarterly supply programmes;

5) Preparation of report of financial and business operation of the Company, on implementation of resolutions of the General Meeting and meeting of the Council of Directors by the Board;

6) Resolutions to effect transactions (including a series of interrelated transactions) with regard to property and works/services, worth more than 1 per cent of the book value of the Company's assets on the last date of report, except transactions resolutions on which is the sole competence of the Council of Directors subject to these Articles;

7) Resolutions to effect transactions (including a series of interrelated transactions) with regard to execution or delay of civil liabilities undertaken by the Company, that are outstanding for more than 3 months, or to agree on compensation or novation of such liabilities, or cession of rights (claims) or transfer of debt on such liabilities... The above mentioned transactions may be approved in the event that the amount of liability (debt) is over 1 per cent of the book value of the Company's assets as of the last date of report or if subject to these Articles approval of the above transactions is beyond the competence of the Council of Directors;

8) Resolutions on acceptance or rejection of claims in excess of 1 per cent of the book value of the Company's assets as of the last date of report;

9) preliminary study and presentation to the Council of Directors of recommendations on issues to be presented to consideration of the Council of Directors, following the procedures set in internal documents of the Company regulating the Board's activities;

10) Approval of plans and measures with regard to training and qualification upgrading of the Company's personnel;

11) Approval of resolutions on appointment of heads of branches and/or offices of the Company;

12) Establishing of social benefits and guarantees for the Company's personnel;

13) Resolutions on issues referred to the competence of superior control of the companies, in which 100 (one hundred) per cent of authorised capital or all voting shares belong to the Company (always subject to Clause 15.1, sub-clauses 45, 46) hereof);

14) Study of reports of Deputy General Directors and heads of divisions of the Company on implementation of approved plans, programmes, instructions; study of reports, documents and other information of operation of the Company, and daughter/dependent companies thereof;

15) Resolution of other issues of the Company's current operation in line with resolutions of the General Meeting of shareholders, meetings of the Council of Directors. As well as issues transferred for consideration of the Board by the General Director of the Company...

22.3. Members of the Board are elected by the Council of Directors. The number of Members of the Board is determined by the resolution of the Council of Directors based on recommendation of the General Director of the Company, member(s) of the Council of Directors.

The Board should not consist of less than three Members.

22.4. The Board is qualified if the meeting (absentee vote) is attended by at least ½ of elected Members of the Board.

Resolutions of the Board are approved by simple majority of votes of the total number of Members of the Board attending the meeting (absentee vote).

Members of the Board are not allowed to transfer their votes to any other persons, including fellow Members of the Board.

## **Article 23. The General Director**

23.1. The General Director manages current operation of the Company in line with the resolutions of the General Meetings of shareholders, the Council of Directors and the Board within the limits of their competence...

23.2. Competence of the General Director includes all issues of management of the current operation of the Company except issues referred to the competence of the General Meeting, the Council of Directors and the Board.

23.3. The General Director acts on behalf of the Company without power of attorney, and subject to limitations set by the RF laws, these Articles and resolutions of the Council of Directors:

- 1) Ensures implementation of plans of the Company's activities necessary to achieve its targets;
- 2) Organises keeping of the Company's books and accounts;
- 3) Manages the Company's property; effects transactions on behalf of the Company, issues powers of attorney, and open accounts in banks and other credit organisations (including professional equity market organisations in line with the RF laws);

- 4) Issues orders, approves instructions, local standard acts or internal documents of the Company on issues within his competence; issues instructions binding upon all personnel of the Company;

- 5) Subject to the Company's structure of executive system, approves manning table and size of salaries of the Company's personnel;

- 6) Executes the rights and obligations of employer in relation to the Company's personnel as specified in the RF laws;

- 7) Functions as the Chairman of the Board;

- 8) Distributes functions between Deputy General Directors;

- 9) Presents for consideration of the Council of Directors reports of financial and business operation of daughter/dependent companies, which shares are held by the Company, as well as information on other organisations in which the Company may hold stake;

- 10) Within 45 (forty five) days of the annual General Meeting of shareholders, presents annual report, balance sheet, profit & loss account and distribution of loss & profit, to the Council of Directors;

- 11) Resolves on other issues of the current activity of the Company except issues referred to the competence of the General Meeting, the Council of Directors and the Board...

23.4. The General Director is elected by the Council of Directors by simple majority of votes of the Directors attending the meeting.

Nomination of candidates to the position of General Director for further election by the Council of Directors is carried out in observance of provisions of the internal document regulating procedures of convening and holding of meetings of the Council of Directors.

## **Article 24. The Auditing Committee and the Auditor**

24.1. The Auditing Committee is elected by the General Meeting of shareholders to control the Company's financial and business operation for the period until the next annual general Meeting of shareholders.

Should the Auditing Committee be elected at the extraordinary General Meeting, members of the Auditing Committee remain in office until the date of the following General Meeting...

The Auditing Committee should consist of 5 (five) persons.

24.2. Subject to the resolution of the General Meeting of shareholders, powers of all or individual members of the Auditing Committee may be terminated ahead of term...

24.3. Competence of the Auditing Committee covers the following issues:

- 1) Validation of authenticity of data contained in the Company's annual report, balance sheet, and profit & loss account;

- 2) Analysis of the Company's financial standing, identification of reserves for improvement of financial standing and working-out of recommendations for the Company's administrative bodies;

- 3) Organisation and holding of audit of financial and business operation of the Company, including:

- 4) Audit of financial, book-keeping, payment and other documents of the Company associated with

financial and business operation thereof with regard to its compliance with the RF laws, these Articles and other documents of the Company;

- 5) Control over safe keeping and use of the Company's fixed assets;
- 6) Check of observance of the set procedures of bad debt amortisation;
- 7) Check of spending of the Company's funds in line with approved business-plan and budget thereof;
- 8) Control over the set-up and use of reserve fund and other special funds of the Company;
- 9) Check of calculation and payment of dividends on shares, interest on bonds and profit on securities of the Company;
- 10) Control over implementation of earlier issued instructions with regard to elimination of bottle-necks revealed by previous audits;
- 11) Carrying out of other measures related to audit of financial and business operation of the Company...

24.4. Resolutions of the Auditing Committee on issues referred to competence thereof are approved by simple majority of votes of the total number of members thereof.

24.5. The Auditing Committee may (and, if serious financial or business mismanagement is revealed – should) request to call extraordinary General Meeting of shareholders.

24.6. Procedures of functioning of the Auditing Committee are determined by the internal document of the Company approved by the General Meeting of shareholders...

Based on the resolution of holding of audit, the Auditing Committee may hire other specialists in the field of law, economy, finance, accounting, management, industrial safety, etc., including specialised organisations...

24.7. Audit of financial and Business operation of the Company may be held at any time based on the initiative of the Auditing Committee, resolution of the General Meeting of shareholders, the Council of Directors, or on request of any shareholder(s) holding at least 10 per cent of the voting shares in the Company...

24.8. Auditor of the Company is approved annually by the General Meeting of shareholders to ensure check and certify annual financial accounts of the Company.

24.9. The terms of remuneration of the Auditor are determined by the Council of the Directors of the Company.

24.10. The audit of financial and business operation of the Company by the Auditor is accomplished in observance of the RF laws and contract of employment signed with the Auditor.

24.11. Based on findings of the above mentioned audit, the Auditing Committee and the Auditor compile a document, which should include the following:

- Validation of authenticity of data contained in reports and other financial documents of the Company;
- Information of the facts of breach by the Company of procedures of accounting and reporting set by the RF standard acts, or breach of the RF laws in process of financial and/or business operation of the Company.

Procedures and dates of preparation of the Auditor's Conclusion are set by the RF standard acts and internal documents of the Company...

## **Article 25. Accounting and reporting**

25.1. The Company should keep accounting and present its financial statements following the procedures set by the RF laws and these Articles...

25.2. Subject to the RF laws and these Articles, the General director is responsible for organisation of accounting, the current status and authenticity of accounts, and timely presentation of annual report and other financial statements of the Company to the state authorities (including information of the Company's activities normally presented to the Company's shareholders, creditors and mass media)...

Authenticity of data contained in the annual report and annual accounts should be certified by the Auditing Committee and the Auditor of the Company.

25.4. The Company's annual report, balance sheet, profit & loss account should be approved by the Council of Directors at least 30 (thirty) days to date of the annual General Meeting of shareholders...

## **Article 26. Keeping of documents and provision of information**

26.1. The Company should keep the following documents:

- 1) Resolution of the set-up of the Company;
- 2) The Articles of Association of the Company with all amendments thereof registered in prescribed

manner; Certificate of the state registration;

- 3) Proof of the Company's rights of property accounted in the Company's books;
- 4) Internal documents of the Company, approved by the relevant bodies of the Company;
- 5) Regulations of branches and offices of the Company;
- 6) Annual financial statements;
- 7) Issuance data sheet, issuer's quarterly report and other documents containing information subject to publishing or disclosure otherwise as specified by federal laws;
- 8) Accounting documents;
- 9) Financial statements;
- 10) Minutes of the General Meeting of shareholders (resolutions of shareholder holding all voting shares in the Company compiled in prescribed manner), minutes of meetings of the Council of Directors, the Auditing Committee, and the Board;
- 11) Voting bulletins and copies of powers of attorney issued for attending of the General Meeting of shareholders;
- 12) Reports of independent valuers;
- 13) Lists of the Company's affiliated persons;
- 14) Lists of persons entitled to attend the General Meeting; lists of persons entitled to dividends, and other lists compiled by the Company to ensure execution of rights by the Company's shareholders in line with federal law "On joint-stock companies";
- 15) Conclusions of the Auditing Committee, the Auditor, and the state/municipal financial control authorities;
- 16) Other documents specified in the RF laws, these Articles, internal documents of the Company and resolutions of the Company's executive bodies...

26.2. The Company should keep documents specified in Clause 26.1 hereof at the address of the executive body of the Company following the procedures and within the dates set by the Federal executive authority of equity market...

26.3. In the event of reorganisation, all documents of the Company should be transferred to the legal successor thereof...

26.4. In the event of dissolution, all Company's documents of historic or scientific value should be transferred to the Federal Archive Service of Russia; personnel related documents (orders, personal files, records, etc.) should be transferred to the relevant archive of the area of the Russian Federation...

Transfer and classification of documents should be effected in line with the archive requirements.

Information of the Company is presented in line with requirements of the RF laws.

26.5. The Company should ensure access of the shareholders to documents specified in Clause 26.1 hereof, subject to limitations set by the RF laws...

Access to the Company's accounting documents and minutes of meetings of the Board may be given to shareholder(s) holding at least 25 (twenty five) per cent of voting shares in the Company...

26.6. Documents specified in Clause 26.1 hereof should be presented by the Company within 7 (seven) days of the date of request, at the premises of the executive body of the Company.

Upon the request of persons entitled to access to documents specified in Clause 26.1 hereof, the Company should provide them with the copies of the said documents.

Amount of payment charged for the copies of documents is established by the General Director and should not exceed the cost of copying.

The Company ensures access of shareholders and personnel to the information of the Company in observance of the RF laws on state secret.

## **Article 27. Reorganisation and dissolution**

27.1. The Company may be voluntary reorganised by means of merger, joining, separation, split-up or transformation, as well as on the grounds and following the procedures set by the RF Civil Code and federal laws.

27.2. The Company may be dissolved based on the court verdict or voluntary as specified by the RF Civil Code, federal law "On joint-stock companies" and these Articles...

27.3. In the event of the Company's reorganisation or dissolution or cessation of works containing information classified as the state secret, the Company should ensure safe keeping of such information and carriers thereof by means of working-out and implementation of safeguard measures, including security and fire safety.

27.3.1 The Council of Directors resolves on all issues related to preparation and holding general meetings of shareholders of the companies set-up as a result of the Company's reorganisation in the form of separation or split-up (hereinafter referred to as "the newly set-up companies"), and:

- 1) Sets the form, date, time and venue of the general meeting of the newly set-up company, including the mailing address to forward completed voting bulletins;
- 2) Sets agenda of the general meeting of the newly set-up company;
- 3) Sets the date of compilation of the list of persons entitled to attend the general meeting of the newly set-up company;
- 4) Sets procedures of notifying of shareholders of the general meeting of shareholders of the newly set-up company;
- 5) Sets the list of information to be presented to shareholders during preparation for the general meeting of shareholders of the newly set-up company, and procedures of presentation of such information;
- 6) Studies suggestions of shareholders of the newly set-up companies with regard to candidates to be elected in relevant executive bodies of the newly set-up companies... Procedures of submission and consideration of the above suggestions by the Council of Directors of the Company is specified in the resolution on reorganisation of the Company approved by the General Meeting of shareholders of the Company;
- 7) Brings forth for consideration of the general meeting of each of the newly set-up companies a draft of the articles of association of respective company;
- 8) Approves the form and text of voting bulletins (for absentee vote);
- 9) Set-up executive bodies of general meetings of shareholders of newly set-up companies;
- 10) Sets the time of registration of shareholders attending general meeting of shareholders of the newly set-up companies held in the form of presence of shareholders;

27.3.2. Should the quorum be not reached, a rescheduled general meeting has to be held within 40 days of the unheld general meeting of shareholders of the newly set-up company, with the previous agenda... The rescheduled general meeting of shareholders of the newly set-up company have quorum if attended by shareholders of the newly set-up company holding the total of at least 30 per cent of votes of shares to be distributed in the newly set-up company...

27.3.3. The right of shareholders of the newly set-up meeting to attend the rescheduled general meeting is determined based on the list of persons entitled to attend the non-held general meeting of the newly set-up company...

27.3.4. Notice of the rescheduled general meeting of shareholders of the newly set-up company and voting bulletins should be forwarded to shareholders of the newly set-up company at least 20 days to the date of rescheduled meeting... Notice should also be published in a newspaper (magazine) specified by the Articles of Association of the Company for publishing of notices of the General Meeting of the Company.

27.3.4. In the event that the resolution on one or more issues of agenda of the general meeting of shareholders of the newly set-up company is not approved, a rescheduled meeting should be held within 40 days of the meeting that failed to approve resolution(s) on the given issues... At the same time, the agenda of the rescheduled meeting should not include other issues than the issues that have not been finalised at the previous general meeting. The right of shareholders to attend the rescheduled general meeting is determined based on the list of persons entitled to attend the general meeting that failed to approve resolution(s) on the given issues.

27.3.5. Notice of the rescheduled general meeting of shareholders of the newly set-up company and voting bulletins should be forwarded to shareholders of the newly set-up company at least 20 days to the date of the rescheduled general meeting. Notice should also be published in a newspaper (magazine) specified by the Articles of Association of the Company for publishing of notices of the General Meeting of the Company...

27.3.6. The Council of Directors of the Company is responsible for preparation of rescheduled general meetings of shareholders of the newly set-up companies...

27.3.7. Other issues associated with preparation and holding of general meetings if shareholders of the newly set-up companies are to be resolved by the General Meeting of shareholders of the Company in the frames of the issue of the Company's reorganisation in the form of separation or split-up...

27.4. Procedures of preparation and holding of joint general meeting of shareholders of companies taking part



in merger with the Company (or joining the Company), and procedures of voting on the given joint general meetings are to be determined by agreements of merger or joining.

The above agreements are subject to approval of the General Meeting of shareholders of the Company in line with the RF laws.

**Appendix 1**  
**to the Articles of Association of the Open JSC “TGC-9”**  
**(including the latest amendments)**

**Open JSC “TGC-9”: List of branches and offices**

#	Name of branch/office	Location
1	Excluded	
2	Nizhneturinskaya GRES	22, Nagornaya Str., Nizhnaya Tura of Sverdlovsk Oblast 624350
3	Excluded	
4	Excluded	
5	Krasnogorskaya TEC**	Kamensk-Uralskiy of Sverdlovsk Oblast 623406
6	Bogoslovskaya TEC	Krasnoturyinsk of Sverdlovsk Oblast 624460
7	Sverdlovskaya TEC	21, Kosmonavtov Str., Ekaterinburg 620012
8	Novo-Sverdlovskaya TEC	P.O. Box 851, Ekaterinburg 620100
9	Pervouralskaya TEC	1, Torgovaya Str., Pervouralsk of Sverdlovsk Oblast 623112

10	Kachkanarskaya TEC	Kachkanar of Sverdlovsk Oblast 624356
11	Artemovskaya TEC	30, Dostoevskogo Str., Artemovskiy of Sverdlovsk Oblast 623783
12	The Sverdlovsk Heat Network	4, Starykh Bolshevikov Str., Ekaterinburg, 620040
13	Office of the Open JSC "TGC –9" in Moscow	12, Block 1, B. Kozlovskiy Pereulok, Moscow 107078
14	Sverdlovsk Branch	48, Lenin Avenue, Ekaterinburg 620219
15	Perm Branch	41 A, Poliny Osipenko Str., Perm 614600
16	Bereznikovskaya TEC-2	Zagorodnaya Str., Berezniki of Perm Oblast, 618421
17	Kizelovskaya GRES-3	6, Torgovaya Str., Gubakha of Perm Oblast 618290
18	Bereznikovskaya TEC-4	Industrial site, Berezniki of Perm Oblast, 618401
19	Zakamskaya TEC-5	44, Kommunisticheskaya Str., Krasnokamsk of Perm Oblast 617070
20	Permskaya TEC-9	103, Promyshlennaya Str., Perm 614990
21	Permskaya TEC-13	109, Gaivinskaya Str., Perm 614030
22	Permskaya TEC-14	106, Lasvinskaya Str., Perm 614113
23	The Perm Heat Network	41 A, Poliny Osipenko, Perm 614600
24	Chaykovskaya TEC-18	Chaikovskiy of Perm Oblast 617740
25	Techno-engineering Centre of the Perm Region	11 A, Chernyshevskogo Str., Perm 614002
26	Techno-engineering Centre of Sverdlovsk Region	4 B, Krasnoarmeyskaya Str., Ekaterinburg 620219
27	Komi Branch	94, Internatsionalnaya Str., Syktyvkar, Komi Republic
28	Vorkutinskaya TEC-1	35 A, TEC Str., Vorkute, Komi Republic
29	Vorkutinskaya TEC-2	Settlement Severnyi, Vorkute, Komi Republic
30	Intinskaya TEC	2, Kirova Str., Inta, Komi Republic
31	Sosnogorskaya TEC	4, Energetikov Str., Sosnogorsk, Komi Republic
32	The Ukhtinskie Heat Network	2 A, Sevastopolskaya Str., Ukhta, Komi Republic
33	The Syktyvkar'skie Heat Network	84, Oktyabrskiy Avenuem Syktyvkar, Komi Republic
34	"Komienergobyt"	94, Internatsionalnaya Str., Syktyvkar, Komi Republic
35	The Logistic Centre	41 A, Poliny Osipenko, Perm 614600

\* GRES = The State Regional Electric Power Plant

\*\* TEC = Co-generation Plant