

The following matters shall fall within the competence of the Board of Directors:

- 1) determination of the priority areas of the Company's activities;
- 2) convocation of the annual and any extraordinary General Meeting of Shareholders;
- 3) approval of the agenda of the General Meeting of Shareholders;
- 4) determination of the date of listing the persons entitled to attend and vote at a General Meeting of Shareholders and resolution of other matters related to the preparation and holding of the General Meeting of Shareholders;
- 5) making decision on proposal and putting to vote at the General Meeting of Shareholders issues provided for by Sub-clauses 2, 5, 6, 8, 12-23 of Clause 10.2. Article 10 hereof;
- 6) increasing the Company's Authorized Capital by placing additional shares of the Company except for the cases when a decision on issue of additional shares of the Company falls within exclusive competence of the General Meeting of Shareholders in pursuance to the requirements of the Federal Law "On Joint-Stock Companies";
- 7) making decision on distribution by the Company of convertible bonds or other convertible issue-grade securities, except for the cases when a decision on issue of bonds or other securities convertible into Company's shares falls within exclusive competence of the General Meeting of Shareholders in pursuance to the requirements of the Federal Law "On Joint-Stock Companies";
- 8) placement of bonds and other issue-grade securities by the Company unless otherwise provided for by the Federal Law "On Joint-Stock Companies" and hereby;
- 9) approval of documents in relation to the issuance of shares and other securities and repurchase and redemption of shares, if the approval of such documents by the Board of Directors is required by the Federal Law "On Joint-Stock Companies" or other laws and regulations of the Russian Federation;
- 10) determination of the price (monetary value) of property, the price of offering and repurchase of issue-grade securities in the events provided for by the Federal Law "On Joint-Stock Companies";
- 11) repurchase by the Company of distributed shares in accordance with item 2 of Article 72 of the Federal Law "On Joint-Stock Companies";
- 12) disposal (sale) of the Company's shares redeemed by the Company as a result of their acquisition or repurchase from shareholders as well as in other events stipulated by the Federal Law "On Joint-Stock Companies";
- 12.1) making decisions on putting in an application on listing of Company's shares and/or convertible issue-grade securities of the Company;
- 13) recommendations regarding the amount of dividend on the Company's shares and the manner in which they are to be paid;
- 14) making a decision concerning the use of the Company's funds as established pursuant to Article 8 hereof;
- 15) election of the General Director and early termination of his powers including the determination of the terms and conditions of the employment contract concluded with the General Director and early termination of said employment contract;
- 16) determination of the size of the Management Board, election of its members and early termination of their powers including the determination of the terms and conditions of the employment contract concluded with them and early termination of said employment contract;
- 17) bringing the General Director and the members of the Management Board to disciplinary liability as well as payment of incentives to them in compliance with the provisions of the applicable law of the Russian Federation;

- 18) suspension of the powers of a managing organization or an administrator, if such powers have been transferred from the General Director to a managing organization or an administrator, and appointment of a temporary sole executive body;
- 19) election of the Chairman of the Board of Directors and early termination of his/her powers as well as election of the Deputy Chairman of the Board of Directors and early termination of his/her powers;
- 20) creation of committees of the Company's Board of Directors, approval of internal documents defining the competences and operating procedures thereof, determination of the size of the committees, appointment of the Chairman and the members of the committees and termination of their powers, review of reports by the committees of the Board of Directors and resolution of other issues associated with the activities of the committees;
- 21) recommendations to the General Meeting of Shareholders on determination of the External Auditor's fees;
- 22) approval of the nomination of an independent appraiser (independent appraisers) for the purpose of appraising of the Company's shares, property and other assets of the Company in the events provided for by the Federal Law "On Joint-Stock Companies" and hereby;
- 23) approval of the Company's Registrar and the terms and conditions of its contract as well as the termination thereof;
- 24) approval of the Company's internal documents (with the exception of those, the approval of which falls within the competence of the General Meeting of Shareholders, and other internal documents, the approval of which is relegated to the competence of the Company's executive bodies), including the financial policy, delegation of authority policy, Procurement Regulation, documents defining the Company's risk management and internal control policy and internal audit management policy (including the Internal Audit Department Regulation), and the dividend policy;
- 25) appointment and early resignation of Company's Corporate Secretary, approval of Company Corporate Secretary's policy and (or) a regulation on the function performing the duties of the corporate secretary of the Company;
- 26) defining the Company's (its representatives') position on the following issues of the agendas of the general meetings of shareholders (participants) and the meetings of the boards of directors of Subsidiaries:
 - a) approval of major transactions, related-party transactions and other transactions, which are referred by the Subsidiary's Articles of Association to the competence of the Subsidiary's General Meeting of Shareholders or Subsidiary's Board of Directors and in the case of this transaction related to types of transactions specified in Sub-clause 33 clause 12.1 article 12 hereof;
 - b) approval of Subsidiary's implementation of or Subsidiary's participation in implementation of projects provided that the total sum of Subsidiary's expenditures required to implement the project exceeds the amount equal to Euro 25,000,000.
- 27) approval of the budget of the Company, including the loss-and-profit plan, investment plan, personnel planning, cash flow plans, sponsorship, charity expenses and social investments plans;
- 28) consideration of reports submitted by the General Director concerning:
 - a) the Company's business activity, in particular performance under the approved by the Board of Directors budget and investment projects at least once each six months; as well as
 - b) implementation of the decisions made by the General Meeting of Shareholders and the Board of Directors.

- 29) consent on conclusion or subsequent approval of major transactions in the instances specified in Chapter X of the Federal Law "On Joint-Stock Companies";
- 30) consent on conclusion or subsequent approval of related-party transactions specified in Chapter XI of the Federal Law "On Joint-Stock Companies";
- 31) approval of the investment projects of the Company with the duration of implementation (time from the moment of creation of financial obligations for the Company under the project till commissioning of the project implementation results in full scope) of more than one year and alterations to them provided that the total sum of expenditures required to implement the investment project within the total duration of its implementation exceeds the amount equal to Euro 25,000,000;
- 32) approval of the following transactions of the Company excluding those being concluded to implement an investment project as approved in accordance to subclause 32 of cl.12.1. of article 12 of hereof within the limits of total sum of expenses under the investment project and within overall duration of investment project implementation:
 - a) transactions which subject is the disposal or potential disposal as well as the encumbrance of the Company's non-current assets(including land plots, unfinished construction projects and other real property) with book value exceeding the amount equal to Euro 10,000,000;
 - b) contracts/agreements which subject is acquisition of the non-current assets (including land plots, unfinished construction projects and other real property) which acquisition price exceeds the amount equal to Euro 10,000,000;
 - c) lease agreements annual rental payments exceed the amount equal to Euro 10,000,000 or if rental payments for the whole period of lease exceed the amount equal to Euro 25,000,000;
 - d) consulting contracts, which value exceeds the amount equal to Euro 300,000
 - e) transactions which subject is the providing surety by the Company under the obligations of the third parties (including surety on bills) and/or encumbrance of the Company assets to secure obligations of third persons exceeding the amount equal to Euro 10,000,000;
 - f) technological fuel purchase and sale contracts (including gas, coal, peat, fuel oil), and supplementary agreements thereto, if value of the liabilities arising/discontinuing based on each such contract or individual supplementary agreement exceeds the amount equal to Euro 100,000,000;
 - g) the contracts for lending by the Company to a third party provided that the sum of the loan without accrued interest exceeds the amount equal to Euro 15,000,000;
 - h) the contracts whereby the Company receives a loan from a third party provided that the sum of the loan without interest on the loan exceeds the amount equal to Euro 15,000,000;
 - i) the contracts whereby the Company purchases spare parts, work contracts, service contracts entered into for the purpose of maintenance and repair of power equipment acquired by the Company in the implementation of investment projects approved by the Board of Directors, if value of the liabilities arising/discontinuing based on each such contract or individual supplementary agreement exceeds the amount equal to Euro 15,000,000;
 - j) other transactions in cases when the book value of the property being disposed or being encumbered or transaction value of works or/and services to be rendered or property (works, services) being procured exceeds the amount equal to Fifteen million Euro (EUR 15,000,000), excluding those transactions associated with disposal and/or purchase of electricity (capacity), heat, financial instruments (derivatives), deposit agreements, deposit transactions concluded on the clearing market, and foreign currency purchase contracts;
- 33) decision making on a Company's renunciation of suit (claim), on making amicable agreement, on acknowledgement of the claims presented to the Company, in case claim

subject matter in cash equivalent exceeds the amount of Euro 10,000,000, or reduction of the claims announced by the Company by the amount exceeding Euro 10,000,000;

- 34) approval of transactions associated with the disposal of the Company's property and/or performance of works (provision of services) by the Company , if (i) the property is being sold at the price which is more than 20% less than the book value, or the price of works, services is less than their primary cost by more than 20 % , and (ii) the price difference to the book value (primary cost of works) exceeds the equivalent of Euro 5,000,000;
- 35) approval of collective bargaining agreements of the Company and of the addenda to collective bargaining agreements in case the said addenda result in increase of the Company's expenses by more than Euro 5,000,000 per annum;
- 36) determination of principles of and approaches to the development of the Company's risk management and internal control system, review of the assessment results and analysis of the operation of the risk management and internal control system, approval of internal documents setting out the Company's policy in the field of organisation of risk management and internal control;
- 37) determination of principles of and approaches to the development of the Company's internal audit, approval of internal documents setting out the Company's policy in the field of the internal audit organisation and fulfilment;
- 38) establishment, reorganization and liquidation of the Company's internal audit department, approval of a work plan of the internal audit department, review of reports on the work plan implementation and internal audit fulfilment;
- 39) appointment and early termination of authorities of the head of the internal audit department, approval of the terms and conditions of the employment contract with the above executive officer;
- 40) review of the assessment results of the corporate governance practice;
- 41) other issues which are referred to the competence of the Board of Directors by the Federal Law "On Joint-Stock Companies" and hereby.

Where financial thresholds are referred to in Euro the exchange rate of the Central Bank of Russia on the last day of the last month of the calendar quarter prior to entering into the respective transaction shall apply for conversion into Rubles.