

Approved
by the decision of the Board of the
Russian Joint Stock Company
of Energy and Electrification “UPG of Russia”

Minutes as of August 18, 2007
No 1703pr/1

**By-Law
of the Joint Stock Company
“Interregional Distribution Grid Company of Center”**

(revised edition)

**City of Moscow
2007**

Article 1

General Provisions

1.1. Joint Stock Company “Interregional Distribution Grid Company of Center” hereinafter referred to as “The Company” was founded by the decision of the founder, “Order of the Board of Directors Chairman of JSC RJSC UPG of Russia” as of December 9, 2004 No154p in accordance with the Civil Code of the Russian Federation, Federal Law on “Joint Stock Companies” and other regulative and legal statements of the Russian Federation and in its activities it shall be guided by the existing legislation of the Russian Federation and the present By-Laws.

1.2. The full official name of the Company shall be Joint-Stock Company “Interregional Distribution Grid Company of Center”.

1.3. The shortened name of the Company shall be JSC “IDGC of Center”.

1.4. The location of the Company shall be 129090, the city of Moscow, 4/2 Glukharev Lane.

1.5. The Company shall be founded without any limitations as to the period of its activities.

Article 2

The Legal Status of the Company

2.1. The legal status of the Company shall be determined by the Civil Code of the Russian Federation, Federal Law on “Joint Stock Companies” and other regulative statements of the Russian Federation and the present By-Law.

2.2. The Company shall be the legal entity in accordance with the legislation of the Russian Federation.

2.3. The Company shall be the affiliated joint stock company of the JSC RJSC “UPG of Russia”, which shall be the single stockholder of the Company.

2.4. The Company shall possess its own property registered on the independent balance, on its behalf purchase and exercise property and personal non-property rights, bear liabilities, sue and be sued in the court.

2.5. The Company shall be legally entitled to open bank accounts on the territory of the Russian Federation and beyond its boundaries.

2.6. The Company shall bear the responsibility on its liabilities with all the property it possesses.

The Company shall not be responsible for the liabilities of the Russian Federation and its stockholders.

The stockholders of the Company shall not be responsible for the liabilities of the Company except for the cases envisaged by the legislation of the Russian Federation.

The stockholders shall be entitled to alienate their shares without other stockholders’ and the Company consent.

The stockholders of the Company shall bear the risk of losses, connected with its activities to the limit of the stock value possessed by them.

2.7. The Company shall possess the round seal containing its full official name and its location in the Russian language.

The Company shall be entitled to possess stamps and letterhead forms, its own symbol, as well as legally registered trademark and other means of visual identification.

2.8. The Company shall possess civil rights and bear responsibilities necessary to exercise any types of the activities not prohibited by the Federal Laws.

2.9. The Company shall be entitled to create affiliations and open offices both on the territory of the Russian Federation and beyond its boundaries.

The affiliations and offices of the Company shall not be entitled to possess the rights of legal entities; they shall act on behalf of the Company and on the basis of regulations approved by the Company.

The affiliations and offices of the Company shall possess the property registered both on the separate balance sheets and on the balance sheets of the Company.

The head of the affiliation or of the office of the Company shall be appointed by the Director General of the Company and shall act on the basis of the Power of Attorney issued by the Company.

The Company shall bear the responsibilities for the activities of its affiliation and office.

The information on affiliations and offices of the Company shall be stated in the Annex to the present By-Law.

2.10. The Company shall be entitled to possess subsidiaries and dependent societies with the rights of legal entities on the territory of the Russian Federation in accordance with the Federal Law on “Joint Stock Companies” and other federal laws and the present By-Law and beyond the boundaries of the Russian Federation in accordance with the legislation of the foreign state in the place of the location of the subsidiary or dependent Company if otherwise is not envisaged by the international agreement of the Russian Federation.

Article 3

The Goal and Types of the Activities of the Company

3.1. The major goal of the Company’s activity shall be acquisition of profit.

3.2. In order to acquire profit and ensure its own needs the Company shall be entitled to carry out any types of the activities not prohibited by the law including:

- provision of services on the transmission of electric power;
- provision of services on the distribution of electric power;

- operational dispatch control and observance of power saving and power consumption regimes;
- provision of services on connection to power grids;
- provision of services on accumulation, transmission and processing of technological information including measurement and control data;
- exercise of control over safe maintenance of consumers' electric devices, connected to the power grids of the Company;
- activity on electric power supply grids operation;
- activity on heating supply networks operation;
- activity on gas supply networks operation;
- provision of services on exercising powers of a single executive body of business subjects;
- provision of services on trust property management;
- carrying out of operations with securities in the procedure determined by the existing legislation of the Russian Federation;
- carrying out of agent activities;
- project and cost estimate, research and development and design activities;
- provision of transport and forwarding services;
- provision of consultative services;
- carrying out of activities determining the conditions of parallel work in accordance with the regimes of the Unified Power Supply System of Russia in the frameworks of contract agreements;
- operation in accordance with agreement with the owners of power supply units not registered on the balance sheets of the Company;
- ensuring the functionability and sound work of the power supply equipment in accordance with the existing regulative requirements, carrying out of maintenance works, diagnostics and repairs of power supply grids and other objects of power supply and distribution grids and their technological control;
- carrying out of tests and measurements of power supply units, including those possessed by consumers;
- ensuring the functionability and sound work, carrying out maintenance, diagnostics and repairs of technological connection networks, measurement and control means; relay protection equipment and emergency automation devices and other technological equipment connected with the functioning of the power supply networks and their technological control;
- development of long-term prognosis, prospective and operational plans for the development of power supply grids, purpose comprehensive research and development, economic and social programs;
- development of power supply grids and other objects including projecting, engineering survey, construction, reconstruction and technical improvement, assembly and start-up;

- development of technological connection networks, measurement and control means, relay protection equipment and emergency automation equipment and other technological equipment connected with the functioning of power supply grids, including projecting, civil survey, construction, reconstruction, technical renovation, assembly and start up;
- operation of explosion, chemical and fire hazardous production sites;
- development and operation of new machines and technologies ensuring the efficiency, safety and ecological safety of industrial objects; creation of conditions for the development of power supply system of Russia, implementation of branch research and development and innovation programs, participation in the formation of branch R&D funds;
- carrying out of production control over the conditions of industrial safety of hazardous industrial objects;
- organization of work ensuring labor protection;
- organization of work ensuring stable and safe operation of the equipment;
- carrying out of the types of activity connected with the work and services ensuring environmental safety;
- activities connected with influencing the environment: formation, collection, use, utilization, storing and burial, displacement and transportation and placement of industrial wastes;
- activity on the exploitation of aquatic objects;
- activity on the use of natural resources including subsoil assets and forests;
- activity in the sphere of metrology;
- activity on the production and repairs of measurement means;
- activity on providing services on assembly, repairs and technical maintenance of devices and instruments for measurements, control, tests, navigation, location and other purposes;
- activity on handling hazardous wastes;
- activity on preventing and fighting fires;
- carrying out of works on assembly, repairs and maintenance of fire safety means of buildings and constructions;
- organization and carrying out of work with the personnel, including training and further education, checking of the personnel knowledge of the machine operation rules, fire safety rules and safety rules and other rules and regulations in accordance with the existing regulative documentation at UPSS enterprises;
- transportation of passengers and cargoes by automobile, rail and air and internal water transport means including hazardous loads;
- activity on technical maintenance and repairs of rolling stock of the railway transport;
- activity on technical maintenance and repairs of technical means used on the railway transport;

- loading and unloading activity on the railway transport, including hazardous cargoes;
- loading and unloading activity on internal water transport, including hazardous cargoes;
- operation, technical maintenance and repairs of automobile, railway, air and internal water transport means and loading mechanisms used for technological purposes;
- foreign economic activity;
- storage of oil and gas and products of their processing;
- activity on carrying out the functions of the customer and developer;
- design works on buildings and constructions of I and II levels of responsibility in accordance with the state standard;
- construction of buildings and sites of I and II levels of responsibility in accordance with the state standard;
- services of the local, inter-zone and inter-city telephone networks;
- leasing of communication channels;
- telemetric services, including e-mail, access to information resources, information and enquiry services, Telefax, Comfax, Bureaufax, processing of messages, voice messages, oral information transmission;
- services on data transmission;
- use of orbital frequency resources and radio frequencies for TV and radio broadcasting including additional information broadcasting;
- leasing of buildings, constructions, equipment, machines and mechanisms;
- security activity exceptionally in the interests of its own safety in the frameworks of created by the Company of security department, which in its activity shall be guided by the law of the Russian Federation “On Private Detective and Security Services in the Russian Federation” and by the legislation of the Russian Federation;
- activity on technical protection of confidential information;
- organization and carrying out of measures connected with mobilization training, civil defense, prevention and liquidation of emergency situations;
- implementation of works connected with the use of state secret data in accordance with the legislation and other regulation statements of the Russian Federation;
- carrying out of other types of activities not prohibited by the Federal laws.

3.3. Separate types of the activity, the list of which is determined by the Federal laws, the Company shall be entitled to carry out only on the basis of special permission “license”.

The right of the Company to carry out the activity envisaged by the necessity of obtaining a license shall be in force upon the obtaining of the given license, or in the period stipulated in it and shall be terminated upon the expiry of its validity if otherwise is not stipulated by the law or other legislative statements.

Article 4

Charter Capital of the Company

4.1. The charter capital of the Company shall consist of the nominal value of the shares of the Company purchased by the stockholders (placed shares).

The charter capital of the Company shall amount to 10,000,000 (ten million) Rubles.

4.2. The Company has placed 100,000,000 (one hundred million) ordinary shares with par value of 10 (ten) kopecks each with the total value at their nominal price of 10,000,000 (ten million) Rubles.

4.3. The charter capital of the Company can be:

- increased through the increase of the nominal value of shares or through the placing of additional shares;
- decreased through the reduction of the nominal value of shares or through the reduction of their total number including through the acquisition of the part of shares placed by the Company in accordance with the present By-Law.

4.4. The increase of the charter capital of the Company shall be allowed only upon its full payment.

The increase of the charter capital of the Company shall not be allowed for the covering of the losses suffered by the Company or payment of the outstanding credit indebtedness.

4.5. The reduction of the charter capital of the Company shall be carried out according to the existing legislation of the Russian Federation and the present By-Law.

The Company shall be obliged to decrease its charter capital in cases envisaged by the Federal law “On Joint Stock Companies”.

Article 5

Shares, Bonds and other Securities of the Company

5.1. The Company shall place ordinary shares and shall be entitled to place one or several types of privileged shares, bonds and other emission securities according to the existing legislation of the Russian Federation

5.2. Conversion of ordinary shares into privileged shares, bonds and other securities shall not be allowed.

5.3. Placement by the Company of the shares and other securities converted into shares shall be carried out in accordance with the laws of the Russian Federation.

5.4. The Company shall be entitled to place additional shares and other emission securities through their distribution among the stockholders of the Company, subscription and conversion.

5.5. The stockholders of the Company shall have the preferential right of acquiring additional shares and emission securities placed through the open subscription and converted into shares in the amount proportional to the number of the shares of the given category possessed by them.

5.6. In case of exercising the preferential right for the acquisition of additional shares as well as during the consolidation of the shares the acquisition by the shareholder of the integral number of shares appears to be impossible there shall be formed parts of the shares “fractional shares”.

The fractional share shall provide the shareholder, its owner the rights provided by the share of the corresponding category in the amount corresponding to the part of the whole share.

Fractional shares shall have equal circulation with the whole shares. Should one person acquire two or more fractional shares of the same category then the given shares shall form one whole and/or fractional share, equal to the sum of the given fractional shares.

5.7. The payment of additional shares placed through the subscription can be carried out in cash, securities and other things or property rights or other rights having monetary value.

The form of payment of additional shares shall be determined by the decision on their placement.

The payment of other securities shall be allowed only in cash.

Article 6

Rights of Shareholders of the Company

6.1. The shareholder of the Company shall be considered a person possessing the shares of the Company on the grounds stipulated by the legislation of the Russian Federation and the present By-Law.

6.2. Each ordinary share of the Company shall provide a shareholder its owner an equal volume of rights.

The rights of shareholders owners of the ordinary shares of the Company shall be the following:

- 1) to participate personally or through representatives in the general meeting of shareholders of the Company with the right of vote on all questions in its competence;
- 2) to introduce moves in the agenda of the general meeting according to the legislation of the Russian Federation and the present By-Law;
- 3) to obtain information on the activity of the Company and get acquainted with the documentation of the Company in accordance with Article 91 of the Federal law “On Joint Stock Companies” and other regulatory and legal statements and the present By-Law;
- 4) to receive dividends announced by the Company;

5) to preferentially acquire additional shares and emission securities placed through the open subscription, converted into shares in the amount proportional to the number of ordinary shares possessed by them;

6) to receive a part of the Company's property in case of its liquidation;

7) to exercise other rights stipulated in the legislation of the Russian Federation and the present By-Law.

Article 7

Dividends

7.1. The Company shall be entitled by the results of the first quarter, half a year or nine months of the financial year and/or by the results of the financial year to make a decision "announce on the payments of dividends on the placed stock". The decision on payment "declaration of dividends" according to the results of the first quarter, half a year and nine months of the financial year can be made within three months after the end of the corresponding period.

The Company shall be obliged to pay the announced dividends on each category (type) of shares.

7.2. The decision on the payment "declaration" of dividends including that on the amount of the dividend and the form of its payment on the shares of each category (type) shall be made by the general meeting of the stockholders of the Company.

The amount of the dividend shall not exceed the amount recommended by the Board of Directors of the Company.

The general meeting of the shareholders of the Company shall be entitled to make a decision on non-payment of dividends on ordinary shares.

7.3. The Company shall not be entitled to "announce on dividends payment" on shares, as well as it shall not possess the right to pay the announced dividends on shares in cases stipulated in the existing legislation of the Russian Federation.

7.4. The source of the dividends payment shall be the profits of the Company after taxes "net profit" of the Company. The net profit of the Company shall be determined according to the bookkeeping reports of the Company.

7.5. The date of payment of dividends shall be determined by the decision of the general meeting of shareholders of the Company and shall not exceed 60 (sixty) days since the decision on their payment was made.

Article 8

Funds of the Company

8.1. The Company shall set up the Reserve fund in the volume of 5 (five) percent of the charter capital of the Company.

The amount of obligatory annual allocations in the Reserve fund of the Company shall amount to 5 (five) percent of the net profit of the Company till the Reserve fund reaches the stated volume.

8.2. The Reserve fund of the Company shall be envisaged for covering the losses of the Company and repayment of the bonds of the Company and redemption of the Company's shares should any other means be not available.

The Reserve fund shall not be used for any other purposes.

8.3. The Company shall be entitled to set up in accordance with the requirements of the legislation of the Russian Federation other funds ensuring its business and financial activity as the subject of civil circulation.

Article 9

Organs of Management and Control of the Company

9.1 The organs of management of the Company shall be:

- general meeting of the stockholders;
- Board of Directors;
- Director General.

9.2. The organ of control over the financial and business activities of the Company shall be the Auditing Commission of the Company.

Article 10

General Meeting of Shareholders of the Company

10.1. The supreme body of the management of the Company shall be the general meeting of shareholders.

10.2. The questions concerning the competence of the general meeting of shareholders shall be the following:

1) introduction of alternations and amendments in the By-Law and approval of the revised By-Law;

2) restructuring of the Company;

3) liquidation of the Company; appointment of the Liquidation Commission and the approval of the interim and final liquidation balances;

4) determination of the quantity, nominal value, category "type" of the declared shares and the rights provided by the said shares;

5) decrease of the charter capital by way of the reduction of the nominal value of shares or by way of placement of additional shares;

6) reduction of the charter capital of the Company by way of decreasing the nominal value of the shares, through the acquisition by the Company of the part of shares with the view of reducing their total amount or with the view of repaying of the acquired or paid out shares;

7) fractioning and consolidation of the shares of the Company;

8) making the decision on the placement by the Company of bonds converted into shares and other emission securities, converted into shares;

9) determination of the quantitative structure of the Board of Directors, the election of its members and the early termination of their powers;

10) election of the members of the Auditing Commission of the Company and the early termination of their powers;

11) confirmation of the Auditor of the Company;

12) making the decision on the transfer of powers of the single executive organ of the Company to the managing organization “manager” and on the early termination of his/her powers;

13) approval of annual reports, annual accounting balances, including the report on profit and losses of the Company, distribution of its profits including payment “announcement” of dividends, except for the profit distributed as a dividend by the results of the first quarter, half a year, nine months of the financial year and the losses of the Company by the results of the financial year;

14) payment “announcement” of dividends by the results of the first quarter, half a year, nine months of the financial year;

15) determination of the procedure for holding the general meeting of the shareholders of the Company;

16) making the decision on the approval of deals in cases envisaged by Article 83 of the Federal law “On Joint Stock Companies”;

17) making the decision on the approval of large deals in cases envisaged by Article 79 of the Federal law “On Joint Stock Companies”;

18) making the decision on the participation in holding companies, financial and industrial groups, associations and other unions of for-profit organizations;

19) approval of the internal documents regulating the activity of the organs of the Company;

20) making the decision on paying the members of the Auditing Commission of the Company of remunerations and/or compensations;

21) making the decision on paying the members of the Board of Directors of the Company of remunerations and/or compensations;

22) solution of other questions envisaged by the Federal law “On Joint Stock Companies”.

10.3. Questions in the competence of the general meeting of the shareholders of the Company shall not be transferred for decision-making to the Board of Directors and the Director General of the Company.

10.4. The decision on the questions mentioned in subparagraphs 2,5,7,8,12-20 of Paragraph 10.2 of Article 10 of the present By-Law shall be made by the general meeting of the shareholders of the Company only through the move of the Board of Directors of the Company.

10.5. The general meeting of the shareholders shall not be entitled to consider and make decisions on the questions beyond its competence in accordance with the Federal law “On Joint Stock Companies”.

Article 11

The Procedure for Decision-Making on Questions in the Competence of the General Meeting of Shareholders of the Company

11.1. In the period of possession by the JSC RJSC “UPG of Russia” of 100 percent of voting shares of the Company the decisions on the questions in the competence of the general meeting of the shareholders of the Company shall be made by the Board of Directors of the JSC RJSC “UPG of Russia” and reported to the Company in the order stated by the internal documents of the JSC RJSC “UPG of Russia”, regulating the activity of the Board of Directors of the JSC RJSC “UPG of Russia”.

11.2. In the period not earlier than two months and not later than six months since the end of the financial year the general meeting of the shareholders shall be obliged to make a decision on the following questions “annual general meeting of the shareholders of the Company”:

- on the election of the Board of Directors of the Company;
- on the election of the Auditing commission of the Company;
- on the approval of the Auditor of the Company;
- on the approval of annual reports, annual accounting balances, including the report on profit and losses of the Company, distribution of its profits including payment “announcement” of dividends, except for the profit distributed as a dividend by the results of the first quarter, half a year, nine months of the financial year and the losses of the Company by the results of the financial year.

11.3. The meetings held besides the general meeting of the shareholders of the Company shall be considered as extraordinary.

11.4. The extraordinary general meeting of the shareholders of the Company shall be held by the decision of the single shareholders “plenipotentiary management organ of the shareholder” on the grounds of its decision, by the decision of the Board of Directors of the Company, on the demand of the Auditing Commission of the Company or the Auditor of the Company.

11.5. The general meeting of the shareholders convened by the decision of the Board of Directors of the Company, on the demand of the Auditing Commission of the Company or the Auditor of the Company shall be held within 40 (forty) days since the submission of the demand on holding the extraordinary general meeting of the shareholders of the Company.

11.6. The procedure for convening the general meeting of the shareholders of the Company by the Board of Directors of the Company, on the demand of the Auditing Commission of the Company or the Auditor of the Company shall be determined by the general meeting of the shareholders of the Company.

Article 12

The Board of Directors of the Company

12.1. The Board of Directors of the Company shall perform general management of the activity of the Company, except for the decision on the questions referred to the exceptional competence of the general meeting of shareholders by the Federal law “On Joint Stock Companies” and the present By-Law.

The questions concerning the competence of the Board of Directors shall be as follows:

- 1) setting the priority directions of the activity of the Company;
- 2) introduction for the decision of the general meeting of the shareholders of the Company of questions envisaged by subparagraphs 2,5,7,8,12-21 of Paragraph 10.2 of Article 10 of the present By-Law, as well as on the reduction of the charter capital of the Company through the reduction of the par value of the shares;
- 3) placement by the Company of bonds and other emission securities except for the cases stipulated by the legislation of the Russian Federation and the present By-Law;
- 4) approval of the decision on the emission of securities, emission prospect of securities, the report on the results of the emission of securities, approval of the reports on the results of the acquisition of the shares of the Company from its shareholders, reports on the redemption of shares, reports on the results of the demands by the shareholders of the Company on the redemption of the shares owned by them;
- 5) determining the price “monetary value” of the property, the price of the placement and acquisition of emission securities in cases envisaged by the Federal law “On Joint Stock Companies” as well as while solving questions stipulated in subparagraphs 16 and 34 of Paragraph 12.1. of Article 12 of the present By-Law;
- 6) acquisition of the shares, bonds and other securities placed by the Company in cases envisaged by the Federal law “On Joint Stock Companies”;
- 7) alienation “sale” of the shares of the Company at the disposal of the Company in the result of their acquisition or redemption from the shareholders of the Company, as well as in other cases envisaged by the Federal law “On Joint Stock Companies”;
- 8) election of the Director General of the Company and early termination of his/her powers including the decision making on early termination of the labor contract with him/her;
- 9) recommendations to the general meeting of the shareholders of the Company on the amount of remunerations and compensations paid to the members of the Auditing Commission and determination of the remuneration of the Auditor’s services;
- 10) recommendations on the size of the dividend on shares and the procedure for its payment;
- 11) approval of the internal documents of the Company determining the procedure for the formation and use of the funds of the Company;
- 12) making the decision on the use of the funds of the Company, approval of the cost estimates for the use of special purpose funds and consideration of the results of the implementation of cost estimates for the use of special purpose funds;
- 13) approval of the internal documents of the Company except for internal documents, the approval of which is referred to the competence of the general meeting of the shareholders of the Company and other internal documents of the Company, the approval of which is referred to the competence of the executive organs of the Company;

14) approval of the business plan (revised business plan) and the report of its implementation as well as the approval “correction” of control figures of the cash flows of the Company;

15) foundation of affiliations and opening of the offices of the Company, their liquidation, as well as introduction of alternations in the By-Law of the Company connected with the creation of affiliations and opening of offices of the Company, including changes in the information on the names and locations of the affiliations and offices of the Company and their liquidation;

16) making the decision on the participation of the Company in other organizations including “coordination of constituent documents and nominees in the management organs in the newly founded organizations”, changes in the participation share “quantity of shares”, size of shares of encumberment of shares “parts” and cessation of the participation of the Company in other organizations taking into account the provisions of subparagraph 17 of Paragraph 12.1. of Article 12 of the present By-Law;

17) making the decision on one or several interconnected deals of the Company on the alienation, pledging or other encumberment of shares and parts of ADC not engaged in production, transmission, dispatching, distribution and sales of electric and heating power in case if the market value of shares or parts the subjects of the deal, determined according to the report of the independent appraiser exceeds 30 million Rubles and in other cases “volumes” determined by the separate decisions of the Board of Directors of the Company;

18) determination of the credit policy of the Company in the part of providing by the Company of loans, making credit contracts and loan contracts, issuing of guarantees, acquisition of liabilities on bills “issuing of ordinary and transfer bill”, transfer of property in pledge and making the decision on the above mentioned deals of the Company in cases when the procedure for the decision-making of them is not determined by the credit policy of the Company as well as decision making in the order envisaged by the credit policy of the Company on bringing the debt situation of the Company in the limits determined by the credit policy of the Company;

19) decision-making on deals the subject of which is the property, activities and services the cost of which amounts from 5 to 25 percent of the balance sheet value of the Company’s assets determined on the date of the decision-making on the deal;

20) approval of the large deals in cases envisaged by Chapter 10 of the Federal law “On Joint Stock Companies”;

21) approval of deals in cases envisaged by Chapter 11 of the Federal law “On Joint Stock Companies”;

22) approval of the Registrar of the Company, terms of contract with him/her and its termination;

23) election of the Company Board of Directors Chairperson and the early termination of his/her powers;

24) election of the Company Board of Directors Deputy Chairperson and the early termination of his/her powers;

25) election of the Company Board of Directors Secretary and the early termination of his/her powers;

26) tentative approval of decisions on deals of the Company connected with the gratuitous transfer of property of the Company or property rights “requirement to itself or the third party”, deals connected with the liberation from property liabilities before itself or the third party, deals connected with the gratuitous provision of services by the Company “carrying out of works to the third party”, in cases “volumes” determined by the separate decision of the Board of Directors of the Company, decision-making on the given deals by the Company in cases when the above-mentioned cases “volumes” are not determined;

27) decision-making on temporary termination of the powers of the managing organization “manager”;

28) decision-making on the appointment of the acting Director General of the Company and his calling to an account;

29) calling to an account of the Director General of the Company and his/her remuneration in accordance with the labor legislation of the Russian Federation;

30) consideration of the reports of the Director General on the activity of the Company “including the report on carrying out of his/her functions, on the implementation of the decisions of the general meeting of the Company and its Board of Directors”;

31) approval of the procedure for the interaction of the Company with the organizations, in which the Company participates;

32) determination of the position of the Company “representatives of the Company” on the following questions of the agenda of the general meetings of the shareholders” “participants” in the meetings of the Board of Directors of affiliated and dependent business societies hereinafter referred to as ADBS including the order to participate or not to participate in voting on the questions of the agenda, vote on the draft decisions in favor or against or withhold:

i) on the determination of the agenda of the general meeting of the shareholders “participants of ADBS”;

ii) on the reorganization and liquidation of ADBS;

iii) on the determination of the quantitative composition of the Board of Directors of ADBS, nomination and election of its members and the early termination of their powers;

iv) on the determination of the number, nominal value, category “type” of the announced shares of ADBS and the rights provide by the given shares;

v) on the increase of the charter capital of ADBS through the increase of the nominal value of shares or through the placement of additional shares;

vi) on the placement of securities of ADBS converted into ordinary shares;

vii) on the fractioning and consolidation of the shares of ADBS;

viii) on the approval of large deals, made by the ADBS;

- ix) on the participation of ADBS in other organizations “on entering the existing organization or on the foundation of the new one”, as well as on the acquisition, alienation, encumberment of shares and parts in the charter capitals of the organizations, in which ADBS participates, changes in the part of the participation in the charter capital of the respective organization;
- x) on the deals, made by ADBS “including several interconnected deals connected with the alienation or the possibility of alienation of property, representing basic means, non-material assets, objects of unfinished construction, the purpose of the use of which is the production, transmission, dispatching, distribution of electric and heating power in cases “volumes” by the procedure of interrelations of the Company with organizations in which the Company participates, approved by the Board of Directors of the Company;
- xi) on the introduction of alternations and amendments in the constituent documents of ADBS;
- xii) on the determination of the procedure of remuneration payments to the members of the Board of Directors and Auditing Commission of ADBS;
- xiii) on the approval of purpose meanings of key efficiency indicators (corrected purpose meanings of key efficiency indicators);
- xiv) on the approval of the report on the implementation of planned meanings of annual and quarter key efficiency indicators;
- xv) on the approval of business plan (corrected business plan);
- xvi) on the approval (consideration) of the report on business plan implementation;
- xvii) on the approval of the distribution of profits and losses on the results of the financial year;
- xviii) on the recommendations on the amount of dividend on shares and the procedure of its payment;
- xix) on payment (announcement) of dividends on the results of the first quarter, half a year, nine months of the financial year as well as on the results of the financial year;
- xx) on the approval (correction) of the investment program;
- xxi) on the approval (consideration) of the report on the investment program implementation;
- xxii) on the approval of Provisions on ensuring ADBS insurance protection;
- xxiii) on the approval of ADBS insurers (approval of the results of ADBS insurers elections);
- xxiv) on the approval of insurance broker carrying out the selection of ADBS insurers;
- xxv) on the approval of ADBS insurance protection program;
- xxv) on the approval of alternations in ADBS insurance protection program;
- xxvi) on the consideration of the single executive ADBS organ report on insurance protection assurance.

33) determination of the position of the Company “representatives of the Company” on the following questions of the agenda of the ADBS Board of Directors meetings “including the order to participate or not to participate in the vote on the questions of the agenda, to vote on draft decisions in favor or against, or withhold:

a) on the determination of the ADBS representatives position on the questions of the agenda of the general meetings of shareholders “participants” and the meetings of the Board of Directors of the affiliated and dependent societies in respect of ADBS, concerning the approval of deals, including several interconnected deals, connected with alienation or the possibility of alienation of the property representing basic means, non-material assets, objects of unfinished construction, the purpose of the use of which is the production, transmission, dispatching, distribution of electric and heating power in cases “volumes” by the procedure of interrelations of the Company with organizations in which the Company participates, approved by the Board of Directors of the Company;

b) on the determination of the ADBS representatives position on the questions of the agenda of the general meetings of shareholders “participants” and the meetings of the Board of Directors of the affiliated and dependent societies in respect of ADBS, participating in the production, transmission, dispatching, distribution of electric and heating power, reorganization and liquidation, increase of the charter capital of the given societies through the increase of the nominal value of shares or through the placement of additional shares, securities converted into ordinary shares;

34) tentative approval of the decisions on the accomplishment by the Company:

a) of deals, the subject of which shall be non-working assets of the Company in the amount exceeding 10 percent of the balance sheet value of the given assets on the date of decision-making on the accomplishment of the given deal;

b) of deals “including several interconnected deals connected with the alienation or the possibility of alienation of property, representing basic means, non-material assets, objects of unfinished construction, the purpose of the use of which is the production, transmission, dispatching, distribution of electric and heating power in cases “volumes” determined by separate decisions the Board of Directors of the Company;

35) nomination by the Company of persons for the elections to the position of the single executive organ, to other organs of management, organs of control, and nominations for the Auditor of the organizations, in which the Company participates, carrying out production, transmission, dispatching, distribution and sales of electric and heating power, as well as the repairs and servicing types of activities;

36) decision-making on questions referred to the competence of the supreme organs of management of business societies, 100 (one hundred) percent of the charter capital of which belongs to the Company;

37) determination of the directions of ensuring insurance protection of the Company including the approval of the Insurer of the Company;

38) coordination of the nominees for separate positions in the executive organs of the Company, determined by the Board of Directors of the Company;

39) determination of the nomination of the independent appraiser “appraisers” for the determination of the shares value, property and other assets of the Company in cases envisaged by the Federal law “On Joint Stock Companies”, the present By-Law and separate decisions of the Board of Directors of the Company;

40) tentative approval of collective agreement, agreements signed by the Company in the frameworks of social and labor relations regulation;

41) approval of the nomination for the financial consultant, attracted in accordance with the Federal law “On the Market of Securities” as well as the nominees of securities emission organizers and consultants on deals, directly connected with the attraction of means in the form of public loans;

42) tentative approval of deals, which could lead to the appearance of liabilities, expressed in foreign currency (or liabilities the volume of which is pegged to foreign currency) in cases and volumes determined by separate decisions of the Board of Directors of the Company and if the said cases (volumes) are not determined by the Board of Directors of the Company;

43) determination of the purchasing policy of the Company, including the approval of the Provisions on the procedure for carrying out specified purchases of goods, works and services, approval of the head of the Central purchasing unit of the Company and its members, and approval of the annual comprehensive program of purchases and decision making on other questions in accordance with the documents approved by the Company regulating the purchasing activity of the Company;

44) decision making on the nomination of the Director General of the Company for state orders award;

45) approval of the target figures (corrected figures) of the key efficiency indicators (KEI) of the Company and the reports on their implementation;

46) determination of the policy of the Company directed at the improving the stability of the power grids distribution complex and other objects of the power energy complex, including the approval of the Company strategic programs on the improvement of the stability of the power grid complex, its development and its safety;

47) determination of the housing policy of the Company including in the part of providing corporate aid to the employees of the Company for improving their living conditions in the form of subsidies, compensation of their costs, interest free loans and decision making on the provision by the Company of the said aid in cases, when the procedure of its provision is not determined by the housing policy of the Company;

48) other questions in the competence of the Board of Directors referred to by the Federal law “On Joint Stock Companies” and the present By-Law.

12.2. Questions referred to the competence of the Board of Directors of the Company shall not be transferred for the decision to the Director General of the Company.

12.3. Members of the Board of Directors while exercising their rights and their functions shall act in the interests of the Company, exercise their rights and functions in respect of the Company faithfully and reasonably.

12.4. Members of the Board of Directors shall bear the responsibility before the Company for the losses incurred to the Company by their wrongful actions or non-actions, if other reasons and the volume of responsibility are not determined by Federal laws.

Alongside with this members of the Board of Directors who voted against the decision, which lead to the losses of the Company or did not participate in the vote, shall bear no responsibility.

Article 13

Elections of the Board of Directors of the Company

13.1. The composition of the Board of Directors of the Company shall be determined in the quantity of 11 (eleven) persons.

13.2. The elections of the members of the Board of Directors of the Company shall be held by cumulative vote.

With cumulative vote the number of votes possessed by one shareholder shall be multiplied by the number of persons to be elected to the Board of Directors of the Company and a shareholder shall be entitled to give thus received votes completely for one nominee or distribute them between two and more nominees.

The nominees acquiring the largest amount of votes shall be considered elected to the Board of Directors of the Company.

13.3. Members of the Board of Directors of the Company shall be elected at the general meeting of the shareholders of the Company for a period until the next annual general meeting of the shareholders of the Company.

Should the Board of Directors be elected at the extraordinary general meeting of the shareholders of the Company the members of the Board of Directors shall be considered elected for the period till the date of the holding of the next annual general meeting of the shareholders of the Company.

13.4. Only a physical person shall be a member of the Board of Directors of the Company.

13.5. Persons elected to the Board of Directors of the Company shall have no limitations for their reelections.

13.6. By the decision of the general meeting of the shareholders of the Company the powers of all members of the Board of Directors of the Company can be terminated early.

Article 14

Chairperson of the Board of Directors of the Company

14.1. Chairperson of the Board of Directors of the Company shall be elected from among the members of the Board of Directors of the Company by the majority of votes from the total number of the members of the Board of Directors of the Company.

The Board of Directors of the Company shall be entitled to reelect their Chairperson at any time by the majority of votes from the total number of the members of the Board Directors of the Company.

14.2. The Chairperson of the Board of Directors shall organize the work of the Board of Directors, convene its meetings and preside at them, organize keeping of the minutes of the meetings.

14.3. In the absence of the Chairperson of the Board of Directors of the Company his/her functions shall be carried out by the Deputy Chairperson of the Board of Directors of the Company elected from among the members of the Board of Directors of the Company by the majority of votes from the total number of the members of the Board of Directors of the Company.

Article 15

Meetings of the Board of Directors of the Company

15.1. The procedure for convening and holding the meetings of the Board of Directors of the Company shall be determined by the regulations of the activity of the Board of Directors of the Company approved by the general meeting of the shareholders of the Company.

15.2. The meetings of the Board of Directors of the Company shall be held as often as necessary but not less than once in a quarter.

The meeting of the Board of Directors of the Company shall be convened by the Chairperson of the Board of Directors or his/her Deputy in cases envisaged in paragraph 14.3 of Article 14 of the present By-Law of the Company on his/her own initiative, by the demand of a member of the Board of Directors, Auditing Commission, the Auditor or Director General of the Company.

15.3. At the first meeting of the newly elected Board of Directors of the Company there shall be solved the questions on the elections of the Chairperson of the Board of Directors, his/her Deputy and the Secretary of the Board of Directors of the Company.

The given meeting of the Board of Directors shall be convened by one of the members of the Board of Directors of the Company in accordance with the regulations of the activity of the Board of Directors of the Company.

15.4. The decision of the Board of Directors of the Company can be made by postal vote "enquiry list". With postal vote all members of the Board of Directors shall receive materials on the agenda and the enquiry list for voting, which shall contain the information on the date by which the filled out and signed by the member of the Board of Directors list shall be submitted to the Board of Directors of the Company.

15.5. The member of the Board of Directors missing at the actual meeting of the Board of Directors of the Company shall be entitled to express his/her opinion in writing on the questions of the agenda in accordance with the regulations of the activity of the Board of Directors of the Company approved by the general meeting of the shareholders of the Company.

15.6. Transfer of the right to vote by the member of the Board of Directors of the Company to other person including the other member of the Board of Directors of the Company shall not be allowed.

15.7. The decisions at the meeting of the Board of Directors of the Company shall be made by the majority of the votes of the members of the Board of Directors of the Company participating in the meeting except for the cases envisaged by the legislation of the Russian Federation and the present By-Law.

In cases when the deal was simultaneously approved on several grounds (stipulated by the given By-Law and stipulated by Chapter 10 or Chapter 11 of the Federal law “On Joint Stock Companies” the procedure of its approval shall be governed by the provisions of the Federal law “On Joint Stock Companies”.

15.8. The decision of the Board of Directors of the Company on the approval of the large deal shall be made unanimously by all members of the Board of Directors.

The decisions of the Board of Directors of the Company shall be made by the three-fourth majority of the votes of the members of the Board of Directors from their total number on the following questions:

- on the temporary cancellation of the powers of the managing organization “manager” and on the appointment of the acting Director General of the Company;
- on the convening of the extraordinary general meeting of the shareholders of the Company in cases envisaged by Paragraphs 18.11. and 18.12 of Article 18 of the present By-Law.

With decision-making by the Board of Directors of the Company envisaged by the given paragraph of the By-Law the votes of the retired members of the Board of Directors shall not be counted.

15.9. The decisions on the approval of a deal in the accomplishment of which there is a vividly expressed interest shall be made by the Board of Directors of the Company by the majority of votes of the members of the Board of Directors not interested in its accomplishment.

15.10. The decisions of the Board of Directors of the Company on the questions envisaged by subparagraphs 16-18, 31-34 of Paragraph 12.1. of Article 12 of the present By-Law shall be made by two-thirds majority vote of the members of the Board of Directors of the Company participating in the meetings.

15.11. While decision-making at the meeting of the Board of Directors of the Company each member of the Board of Directors of the Company shall possess one vote. Should there arise the balance of votes during the voting the decisive vote shall possess the Chairperson of the Board of Directors of the Company.

15.12. The quorum for holding the meeting of the Board of Directors of the Company shall comprise not less than half of the number of the elected members of the Board of Directors of the Company.

15.13. The meetings of the Board of Directors of the Company shall be accompanied by the keeping of minutes. The minutes of the meeting of the Board of Directors of the Company shall be compiled and signed not later than 3 (three) days after its holding by the person presiding at the meeting and the Secretary of the Board of Directors of the Company, who shall be responsible for the correctness of its compilation. The minutes shall be attached by all materials on the questions of the agenda of the meeting and approved by the Board of Directors documents.

When decision-making by the Board of Directors of the Company is accomplished by the postal vote the minutes shall be attached by the enquiry lists for voting signed by the members of the Board of Directors of the Company.

Article 16

Committees of the Board of Directors of the Company

16.1. The Committees of the Board of Directors shall be set up by the decision of the Board of Directors.

16.2. The Committees of the Board of Directors shall be set up to work out questions referred to the competence of the Board of Directors, or studied by the Board of Directors in order to control the activity of the executive organ of the Company and working out of the necessary recommendations to the Board of Directors and the executive organ of the Company.

16.3. The regulations of the activity, the procedure of the formation, competence and terms of power of the Committees of the Board of Directors shall be determined by the separate decisions of the Board of Directors.

Article 17

The Corporate Secretary of the Company

17.1. In order to ensure proper preparation and the procedure of holding the general meeting of the shareholders of the Company, the activities of the Board of Directors of the Company the Board of Directors of the Company shall be entitled to elect the Corporate Secretary of the Company.

17.2. The Contract with the Corporate Secretary on behalf of the Company shall be signed by the Chairperson of the Board of Directors of the Company or by a person authorized by the Board of Directors of the Company.

17.3. The terms of the Contract with the Corporate Secretary including the size of the remuneration shall be determined by the Board of Directors of the Company or by a person authorized by the Board of Directors of the Company.

17.4. The Corporate Secretary of the Company shall participate in the preparation and holding of the general meeting of the shareholders of the Company, meetings of the Board of Directors of the Company within his/her competence in accordance with the requirements of the legislation of the Russian Federation, the present By-Law and other internal documents of the Company.

18.5. Members of the management organs and officers of the Company shall be obliged to assist the Corporate Secretary of the Company in carrying out his/her functions. The Corporate Secretary in his/her activities shall report to the Board of Directors of the Company.

18.6. The regulations of the activity, procedure of appointment and termination of powers, the period of powers, rights and obligations of the Corporate Secretary of the Company shall be stipulated in the Provisions on the Corporate Secretary approved by the Board of Directors of the Company.

Article 18

Executive Organs of the Company. Director General

18.1. The management of the current activity of the Company shall be executed by the single executive organ Director General.

The Director General shall report to the general meeting of the shareholders and the Board of Directors of the Company.

18.2. The competence of the Director General shall include all the questions of the current activity management of the Company, except for the questions referred to the exceptional competence of the general meeting of shareholders or the Board of Directors.

The Director General shall act without a Power of Attorney on behalf of the Company taking into account the limitations envisaged by the legislation of the Russian Federation, the present By-Law and decisions of the Board of Directors of the Company:

- ensure the fulfillment of the activity plans of the Company necessary for the solution of its tasks;
- organize bookkeeping and accounting in the Company;
- make use of the property of the Company and accomplish deals on behalf of the Company, issue Powers of Attorney, open with the banks and other credit institutions as well as in cases envisaged by the law in the organizations and professional agents of the securities market settlement and other accounts of the Company;
- issue orders, approve “accept” instructions, local regulation reports and other internal documents of the Company on the questions of his/her competence, give instructions necessary for the execution by all employees of the Company;
- approve Provisions on affiliations and offices of the Company;
- approve organizational structure, as well as personnel arrangements and official salaries and wages of the Company’s employees;
- exercise in respect of the Company’s employees the rights and obligations of the employer, envisaged by the labor law;
- distribute obligations among the Deputies of the Director General;

- submit for the consideration of the Board of Directors reports on financial and business activity of affiliated and dependent societies, the shares “parts” of which are possessed by the Company, as well as information on other organizations in which the Company participates;
- not later than 45 (forty five) days prior to the holding of the annual general meeting of the shareholders of the Company submit for the consideration of the Board of Directors of the Company Annual report, accounting balance sheet, the report on the profits and losses of the Company and distribution of profits and losses of the Company;
- solve other questions of the current activity of the Company, except for the questions referred to the competence of the general meeting of shareholders and the Board of Directors of the Company.

18.3. The Director General shall be elected by the Board of Directors of the Company by the majority of votes of the members of the Board of Directors participating in the meeting.

Nominations of the persons for the position of the Director General of the Company for his/her election by the board of Directors of the Company shall be carried out according to the regulations of the activity of the Board of Directors of the Company.

18.4. The rights and obligations of the Director General on the fulfillment of the current activity management of the Company shall be determined by the legislation of the Russian Federation, the present By-Law and the labor contract signed by him/her with the Company.

18.5. The labor contract on behalf of the Company shall be signed by the Chairperson of the Board of Directors of the Company or by the person authorized by the Board of Directors of the Company.

18.6. The terms of the labor contract including in the part of the period of powers shall be determined by the Board of Directors of the Company or the person authorized by the Board of Directors of the Company to sign the labor agreement in accordance with Paragraph 17.5 of Article 17 of the present By-Law.

18.7. Combining of positions by the Director General in the management organs of other organizations as well as other paid positions in other organizations shall be allowed only with the consent of the Board of Directors of the Company.

18.8. The rights and obligations of the employer on behalf of the Company in respect of the Director General of the Company shall be carried out by the Board of Directors or the person authorized by the Board of Directors of the Company according to the decisions of the Board of Directors of the Company.

18.9. The Board of Directors shall be entitled at any time to make a decision on the termination of the powers of the Director General of the Company and on the formation of new executive organs.

Termination of the powers of the Director General shall be carried out on the grounds envisaged by the legislation of the Russian Federation and the labor contract signed with him/her by the Company.

18.10. By the decision of the general meeting of shareholders the powers of the single executive organ can be transferred on the contract to the managing organization “manager”.

The rights and obligations of the managing organization “manager” on the fulfillment of current activity management of the Company shall be determined by the legislation of the Russian Federation and the contract signed with the Company.

The contract on behalf of the Company shall be signed by the Chairperson of the Board of Directors of the Company or the person authorized by the Board of Directors of the Company.

The terms of the contract including the period of the powers shall be determined by the Board of Directors of the Company or the person authorized by the Board of Directors of the Company.

18.11. The general meeting of shareholders shall be entitled at any time to make a decision on the early termination of the powers of the managing organization “manager”.

The Board of Directors of the Company shall be entitled to make a decision on temporary termination of the powers of managing organization or the “manager”. Simultaneously with the given decision the Board of Directors of the Company shall be obliged to make a decision on the appointment of the acting Director General of the Company and on the holding of the extraordinary general meeting of shareholders in order to solve the question on the early termination of the powers of the managing organization “manager” if otherwise shall not be decided by the Board of Directors on the transfer of powers of the single managing organ of the Company to managing organization “manager”.

18.12. Should the managing organization “manager” be in no position to carry out its functions the Board of Directors of the Company shall be entitled to make a decision on the appointment of the acting Director General of the Company and on the holding of the extraordinary general meeting of shareholders in order to solve the question on the early termination of the powers of the managing organization “manager” if otherwise shall not be decided by the Board of Directors on the transfer of powers of the single managing organ of the Company to other managing organization or “manager”.

18.13. The acting Director General of the Company shall carry out current activity management of the Company in the limits of the competence of the executive organs of the Company if otherwise not be decided by the Board of Directors of the Company.

18.14. The Director General, acting Director General of the Company, as well as the managing organization “manager” while exercising their rights and obligations shall be obliged to act in the interests of the Company, exercise their rights and fulfill their obligations in respect of the Company faithfully and reasonably.

18.15. The Director General, acting Director General of the Company, as well as the managing organization “manager” bear responsibilities before the Company for the losses incurred to the Company by their wrongful actions, “non-actions”, if other grounds and the volume of responsibility are not stated by the Federal laws.

18.16. The Director General of the Company shall be personally responsible for the organization of the protection of the information, representing state secret, as well as for the failure to observe the limitations envisaged by the legislation on the acquaintance with the mentioned above information.

Article 19

The Auditing Commission and the Auditor of the Company

19.1. In order to ensure control over the financial and business activity of the Company the general meeting of shareholders shall elect the Auditing Commission of the Company for the period till the next annual general meeting of shareholders.

Should the Auditing Commission of the Company be elected at the extraordinary meeting of shareholders the members of the Auditing Commission shall be considered elected for the period till the date of the holding of the annual meeting of the shareholders of the Company.

The quantitative composition of the Auditing Commission shall be 5 (five) persons.

19.2. By the decision of the general meeting of shareholders of the Company the powers of all or separate members of the Auditing Commission of the Company can be terminated early.

19.3. The competence of the Auditing Commission of the Company shall include the following:

- confirmation of the correctness of the information contained in the annual report, accounting balance sheet, report on profits and losses of the Company;
- analysis of the financial situation in the Company, reveal of the reserves for the improvement of the financial situation in the Company and working out of recommendations for the management organs of the Company;
- organization and carrying out of examination “audit” of the financial and business activity of the Company, in particular:
- examination “audit” of the financial, accounting, settlement and other documentation of the Company, connected with the carrying out by the Company of financial and business activity in order to ensure its correspondence with the legislation of the Russian Federation, the By-Law, internal and other documents of the Company;
- control over safe keeping and use of fixed capital;
- control over the adherence to the order of writing off the losses of the Company of the indebtedness of the insolvent debtors;
- control over cash spending of the Company in accordance with the approved business plan and budget of the Company;

- control over the build up and use of the reserve and other specialized funds of the Company;
- examination of correct and timely allocation and payment of dividends on the shares of the Company, interests on bonds and earnings on other securities;
- examination of the regulations issued before on the correction of violations and shortages revealed by the previous examinations “audits”;
- carrying out of other actions “measures” connected with the examination of financial and business activity of the Company.

19.4. All decisions on the questions referred to the competence of the Auditing Commission shall be made by the simple majority of the votes from the total number of its members.

19.5. The Auditing Commission shall be entitled and in case of the revealed serious violations of financial and business activity of the Company obliged to demand the convening of the extraordinary general meeting of the shareholders of the Company

19.6. The regulations of the activity of the Auditing Commission of the Company shall be determined by the internal document of the Company approved by the general meeting of shareholders of the Company.

The Auditing Commission in correspondence with the decision on carrying out examination “audit” shall be entitled in order to carry out the given examination “audit” attract specialists in the corresponding field of law, economy, finance, accounting, management, economic security and others including specialized organizations.

19.7. The examination “audit” of the financial and business activity of the Company can be carried out at any time at the initiative of the Auditing Commission of the Company, by the decision of the general meeting of the shareholders of the Company, the Board of Directors of the Company or by the demand of a shareholder “shareholders” of the Company possessing in total not less than 10 percent of the voting shares of the Company.

19.8. For the examination and approval of the annual financial reports of the Company the general meeting of shareholders of the Company shall annually approve the Auditor of the Company.

19.9. The amount of the remuneration of the services of the Auditor shall be determined by the Board of Directors of the Company.

19.10. The Auditor of the Company shall carry out the examination of the financial and business activity of the Company in accordance with the requirements of the legislation of the Russian Federation and on the grounds of the Contract signed with him/her.

19.11. On the results of the examination of the financial and business activity of the Company the Auditing Commission of the Company, the Auditor of the Company shall compile a report, which shall contain:

- confirmation of the correctness of the information contained in the reports and other financial documents of the Company;
- information on the facts of violation by the Company of the envisaged by legal regulations of the Russian Federation of the accounting procedures and submission of financial reports, as well as legal regulations of the Russian Federation while carrying out by the Company of financial and business activity.

The procedure and the period for compiling the report on the results of the examination of the financial and business activity of the Company shall be determined by the legal regulations of the Russian Federation and internal documents of the Company.

Article 20

Bookkeeping and Accounting of the Company

20.1. The Company shall be obliged to keep accounting and submit financial reports in accordance with the legislation of the Russian Federation and the present By-Law.

20.2. The responsibility for the organization, condition and correctness of the accounting in the Company, for timely submission of the annual report and other financial reports to the corresponding state organs, as well as the information on the activity of the Company submitted to the shareholders of the Company, its creditors and mass media shall be borne by the Director General of the Company in accordance with the legislation of the Russian Federation and the present By-Law.

20.3. The correctness of the data contained in the annual report of the Company, annual bookkeeping reports shall be confirmed by the Auditing Commission and the Auditor of the Company.

20.4. The annual report, balance sheet, the report on profits and losses, distribution of profits and losses of the Company shall be subject for intermediary approval by the Board of Directors of the Company not later than 30 (thirty) days prior to the date of the holding of annual general meeting of the shareholders of the Company.

Article 21

Safekeeping of the Documents by the Company and Disclosure

21.1. The Company shall be obliged to keep the following documents:

1. the decision on the foundation of the Company;

2. the By-Law of the Company, alterations and amendments introduced in the By-Law of the Company and registered according to the regulations, Certificate on the state registration of the Company;
3. documents proving the right of the Company for the property registered on its balance sheets;
4. internal documents of the Company, approved by the management organs of the Company;
5. provisions on affiliations and offices of the Company;
6. annual financial reports;
7. emission prospectus, quarterly report of the issuer and other documents containing information subject to publishing or disclosure in the different way in accordance with federal laws;
8. documents on accounting;
9. documents on accounting reports;
10. duly formalized order decisions of the stockholder owner of all voting shares of the Company, minutes of the meetings of the Board of Directors of the Company and Auditing Commission of the Company;
11. bulletins for voting and Powers of Attorney “duplicates of the Powers of Attorney” for the participation in the general meeting of shareholders;
12. reports of the independent appraisers;
13. lists of the affiliated persons of the Company;
14. lists of persons having the right to participate in the general meeting of the shareholders of the Company, having the right to receive dividends and other lists, compiled by the Company for the shareholders to exercise their rights in accordance with the requirements of the Federal law “On Joint Stock Companies”;
15. reports of the Auditing Commission of the Company, the Auditor of the Company, state and municipal organs of financial control;
16. other documents envisaged by the legislation of the Russian Federation, the present By-Law, internal documents of the Company and the decisions of the management organs of the Company;

21.2. The Company shall keep the documents, envisaged by Paragraph 21.1. of the given Article at the location of the executive organ of the Company in accordance and in the period of time determined by the Federal organ of executive power on the market of securities;

21.3. With the reorganization of the Company all documents shall be transferred in the prescribed order to the cessionary.

21.4. With the liquidation of the Company the documents of permanent keeping, having scientific and historical value shall be transferred for state safekeeping to the Federal Archive Department of Russia, documents on personnel, orders, personal files and registration cards, personal accounts and so on shall be transferred for safekeeping to the respective archive of the Russian Federation subject.

The transfer and formalization of documents shall be executed in accordance with the requirements of archive organs.

The Company shall provide the information to them in accordance with the requirements of the legislation of the Russian Federation.

21.5. The Company shall provide the shareholders of the Company with access to the documents, stipulated in paragraph 21.1. of the given Article taking into account limitations envisaged by the legislation of the Russian Federation.

The documents of bookkeeping and accounting can be accessed by the shareholders “shareholder” having in total not less than 25 (twenty five) percent of the voting stock of the Company.

21.6. The documents stipulated in Paragraph 21.1. of the given Article shall be presented by the Company during 7 (seven) days upon the day of corresponding enquiry for familiarization at the premises of the executive organ of the Company.

The Company shall be obliged on the demand of the persons having the right to access the documents stipulated in paragraph 21.1. of the given Article to provide them with the duplicates of the given documents.

21.7. The amount of the fee shall be determined by the Director General of the Company and shall not exceed the costs of making duplicates of the given documents.

21.8. The Company shall ensure the stockholders and employees of the Company access to the information in accordance with the requirements of the legislation on state secrets.

Article 22

Reorganization and Liquidation of the Company

22.1. The Company can be voluntarily reorganized through merger, acquisition, split, split out and restructuring on the grounds and in accordance with the Civil Code of the Russian Federation and Federal laws.

22.2. The Company can be liquidated by the decision of the court or voluntarily in accordance with the Civil Code of the Russian Federation and Federal law “On Joint Stock Companies” and the present By-Law.

22.3. With the reorganization, liquidation of the Company or cessation of activity, containing information representing state secret the Company shall be obliged to ensure safekeeping of the given information and its carriers by way of developing and implementing of the security regime, protection of information, security and fire safety.

Annex 1
to the By-Law of the Joint Stock Company
“Interregional Distribution Grid Company of Center”

List of the affiliations and offices of the JSC “IDGC of Center”

Name	Location
Black Soil affiliation of the JSC “IDGC of Center and North Caucasus”	305029, city of Kursk, ul. K. Marksa # 27
Western affiliation of the JSC “IDGC of Center and North Caucasus”	248009, city of Kaluga, Grabtsevskoye shosse # 35
Verkhnevolzhsky affiliation of the JSC “IDGC of Center and North Caucasus”	603600, city of Nizhny Novgorod, ul. Rozhdestvenskaya # 33
Southern affiliation of the JSC “IDGC of Center and North Caucasus”	344002, city of Rostov-upon-the Don, ul B. Sadovaya # 49