

1. GENERAL PROVISIONS

1.1. The Regulations for the Commission for Investment and Fuel Supply for Investment Projects under the Board of Directors of Unified Energy System of Russia are prepared in accordance with the laws of the Russian Federation, the Charter of RAO UES of Russia and the Regulations for the Board of Directors of RAO UES of Russia.

1.2. The Commission for Investment and Fuel Supply for Investment Projects under the Board of Directors of Unified Energy System of Russia (hereinafter the "Commission") shall be established pursuant to the resolution of the Board of Directors of RAO UES of Russia (hereinafter the "Company") dated September 29, 2006 (minutes No. 231) and December 8, 2006 (minutes No. 237) and shall be an advisory body ensuring that the Board of Directors of the Company effectively performs its functions related to the general direction of the activity of the Company.

1.3. The Commission shall not be a body of the Company and shall not be entitled to act on behalf of the Company.

1.4. The resolutions of the Commission shall be advisory to the Board of Directors and executive bodies of the Company.

1.5. The activity of the Commission shall be governed by the federal laws, any other regulations of the Russian Federation, the Charter of the Company, the Regulations for the Board of Directors of the Company, the resolutions of the Board of Directors of the Company and these Regulations.

2. Goals and Objectives of the Commission

2.1. The principal goal of the Commission's activity shall be preliminary consideration and discussion of investment projects and methods of their implementation as well as assistance to the Board of Directors of the Company in improving and developing the investment policy of the Company and mechanisms of the preparation, approval and implementation of investment projects and programs of the Company and its subsidiaries and dependent companies (hereinafter the "subsidiaries and dependent companies").

2.2. The objectives of the Commission shall be as follows:

1. rendering assistance to the management of the Company, evaluating proposals for attracting investors into the industry and elaborating recommendations for maintaining the balance of interests of the Company and investors during the implementation of investment processes in the Company and its subsidiaries and dependent companies;
2. organizing timely and high-quality expert review of investment projects and programs submitted for consideration by the Board of Directors of the Company, including those financed through the issue of additional shares in the subsidiaries and dependent companies of the Company or using any other funds as instructed by the Board of Directors of the Company;

3. considering issues related to fuel supply for investment projects submitted for consideration by the Board of Directors of the Company;
4. submitting proposals to the Board of Directors of the Company concerning the implementation by the Company and its subsidiaries and dependent companies of best practices for the development and implementation of investment solutions; the standardization of investment processes;
5. informing the Board of Directors of the Company in a timely manner of risks in the field of investing activities faced by the Company and its subsidiaries and dependent companies;
6. elaborating and submitting to the Board of Directors of the Company recommendations concerning issues considered by the Board of Directors of the Company which fall within the jurisdiction of the Commission.

3. Jurisdiction of the Commission

3.1. The jurisdiction of the Commission shall include:

1. elaborating recommendations to the Board of Directors of the Company aimed at raising attractiveness to investors and improving the investing activities of the Company and its subsidiaries and dependent companies;
2. analyzing proposals and elaborating recommendations to the Board of Directors of the Company concerning the issue of fuel supply for the investment projects of the Company and its subsidiaries and dependent companies;
3. analyzing proposals concerning the application of the investment guarantee mechanism and rendering assistance to the Company in ensuring its efficient application;
4. considering and agreeing the formats for the submission of investment programs and certain projects of the Company and its subsidiaries and dependent companies for approval by the Board of Directors of the Company and progress reports;
5. monitoring the investing activities of the Company and its subsidiaries and dependent companies, the implementation of investment programs and investment projects of the Company and its subsidiaries and dependent companies using the formats specified in paragraph 3 of this Section;
6. elaborating recommendations to the Board of Directors and executive bodies of the Company concerning the standardization of investing activities of the Company and its subsidiaries and dependent companies;
7. elaborating recommendations to the Board of Directors of the Company for issues within its jurisdiction concerning the consideration of investment programs and projects of the Company and its subsidiaries and dependent companies;
8. analyzing and preparing proposals concerning legislative initiatives aimed at improving investment processes in the electricity industry;
9. analyzing and preparing proposals concerning legislative initiatives aimed at guaranteed fuel supply for electrical facilities to be commissioned;
10. any other issues as instructed by the Board of Directors of the Company.

4. Rights of the Commission

4.1. To perform the functions imposed thereupon the Commission shall be vested with the following rights:

- to review documents and information on issues falling within its jurisdiction;

- to request and receive documents and information necessary to perform its activity from the executives of the Company and subsidiaries and dependent companies (in accordance with paragraph 11.4 of these Regulations) as well as request information from outside entities through the Chairman of the Board of Directors or Chairman of the Management Board of the Company;
- be rendered professional services by outside entities or retain (on a contractual basis) any third parties in the capacity of experts (consultants) having special expertise with respect to issues falling within the jurisdiction of the Commission within the budget of the Commission. Agreements with the persons retained by the Commission for rendering advisory services shall be executed by the Chairman of the Commission under the appropriate power of attorney issued by the duly authorized officer of the Company;
- invite the employees and management of the Company and its subsidiaries and dependent companies, members of the other committees and commissions of the Board of Directors of the Company or any other persons to participate in the Commission meetings;
- form working groups for the detailed consideration of certain issues falling within the jurisdiction of the Commission;
- if needed, develop and submit for consideration by the Board of Directors of the Company draft amendments and supplements to these Regulations;
- any other rights specified in these Regulations.

4.2. The Commission represented by its Chairman or Deputy Chairman or, in the absence thereof, the person defined by the Chairman shall be entitled to participate in the meetings of the Board of Directors of the Company for issues falling within the jurisdiction of the Commission.

5. Duties of the Commission, its Members and Experts

5.1. The Commission, its members and experts shall be obliged to:

1. perform the functions imposed on the Commission in accordance with these Regulations;
2. comply with the confidentiality requirements, not to disclose information on the Company which constitutes secrecy in business and/or official secrecy.

5.2. If any member of the Commission has an interest in the matter to which the Company or its subsidiaries and dependent companies are or intend to be a party and which may be affected by the resolution on the issue under consideration or there is any other financial interest in any given resolution on the issue under consideration or any other conflict of interest, including, but not limited to, the effect produced on the competitive environment by the investment projects and programs concerned which relate to business in which the Commission member is interested, such member shall be obliged to publicly inform the Commission of his/her interest before the consideration of issue is initiated.

6. Composition of the Commission and Procedure for the Establishment Thereof, Rights of Members and Experts of the Commission

6.1. The number of members and composition of the Commission shall be determined by the resolution of the Board of Directors of the Company.

6.2. Members and experts of the Commission shall be elected by the Board of Directors of the Company from among the candidates proposed by members of the Board of Directors of the Company and the shareholders of the Company.

6.3. Experts of the Commission elected by the resolution of the Board of Directors of the Company shall be vested with the same rights and duties as its members, except the voting rights.

6.4. Members of the Commission shall be elected for the period until new members of the Commission are elected.

6.5. Only natural persons may be members of the Commission.

6.6. The powers of any member of the Commission may be terminated early pursuant to a resolution of the Board of Directors of the Company.

6.7. The Chairman of the Commission may abdicate his powers by submitting a respective application to the Chairman of the Board of Directors of the Company no later than 15 calendar days prior to the expected date of termination of powers.

6.8. Any member of the Commission may abdicate his powers by submitting a respective application to the Chairman of the Commission no later than 15 calendar days prior to the expected date of termination of powers in the Commission.

6.9. The powers of member of the Commission shall be deemed to have been terminated and the vote cast by a member of the Commission shall be ignored in determining a quorum and tallying the votes as from the date specified in the application or, unless the date is defined, the date of receipt of application from the Chairman of the Board of Directors of the Company.

6.10. Members of the Commission within the jurisdiction of the Commission shall be entitled to:

- receive and analyze documents necessary to adopt resolutions on issues falling within the jurisdiction of the Commission;
- request any documents and information necessary to adopt a resolution on any issues within the jurisdiction of the Commission. Such request shall be made in writing and signed by the Chairman of the Commission;
- make written proposals regarding the preparation of the Commission Action Plan;
- include items in the agenda of the Commission meetings in accordance with the procedure established by these Regulations;
- request that the Commission meeting be convened;

6.11. In exercising their rights and fulfilling their duties members of the Commission shall act on behalf of the Company, exercise their rights and fulfill their duties in respect of the Company in good faith and reasonably.

7. Chairman of the Commission

7.1. The Chairman of the Commission shall manage the Commission and organize its operation.

7.2. The Chairman of the Commission shall be elected by the Board of Directors of the Company.

7.3. In the absence of the Chairman of the Commission the Chairman's duties shall be fulfilled by Deputy Chairman of the Commission. Deputy Chairman of the Commission shall be elected by members of the Commission from among such members by a majority vote of the total number of elected members of the Commission.

7.4. The person fulfilling the functions of the sole executive body of the Company or any person from among members of the collegial executive body of the Company may not be elected Chairman (Deputy Chairman) of the Commission.

7.5. The Board of Directors of the Company shall be entitled to terminate the powers of the Chairman of the Commission at any time.

7.6. The Chairman of the Commission shall:

1. convene and chair the meetings of the Commission;
2. define the form and approve the agenda of the Commission meetings;
3. prepare the list of persons invited to participate in the in-person meeting of the Commission;
4. invite experts on certain issues to participate in the Commission meetings in an advisory capacity at the Chairman's sole discretion or as proposed by members of the Commission;
5. put to a vote draft resolutions proposed by members of the Commission at a meeting and/or during its preparation; organize voting on the draft resolution proposed;
6. arrange for the taking of minutes of the Commission meetings and sign the minutes of the Commission meetings;
7. represent the Commission in its interaction with the Board of Directors of the Company, committees and commissions of the Board of Directors, the executive bodies and executives of the Company, any other bodies and persons;
8. handle formal correspondence of the Commission, sign requests, letters and documents on behalf of the Commission with due consideration of the rights granted to members of the Commission;
9. allocate duties among the Commission members;
10. prepare the Commission Action Plan and submit this plan for approval by the Commission, perform follow-up actions with the respect to the implementation of the Commission action plan;
11. ensure compliance with the requirements of laws of the Russian Federation, the Charter of the Company, other internal documents of the Company and these Regulations during the course of operation of the Commission;
12. arrange for the enforcement of the Commission resolutions on behalf of the Commission, in particular introduce supervision of the implementation of resolutions and discontinue supervision of implemented resolutions of the Commission;
13. officially comment and explain the resolutions adopted by the Commission and state the Commission's opinion on the issues considered at the Commission meetings on which no resolution is adopted;
14. perform any other functions provided for by these Regulations;
15. be liable for the proper use of funds included in the Commission budget approved by the Board of Directors of the Company.

8. Executive Secretary of the Commission

8.1. The Executive Secretary of the Commission shall be elected by a majority vote of the total number of elected members of the Commission and be proposed by the Chairman of the Commission.

8.2. The Executive Secretary of the Commission shall provide technical (information, documentary, protocol, secretarial) support for the daily operation of the Commission, namely:

1. ensure the preparation and holding of the Commission meetings;
2. collect and systemize materials for the meetings;
3. ensure that members of the Commission and persons invited to participate in the Commission meeting are given timely notice of the upcoming Commission meetings and delivered the meeting agenda, materials on the agenda items and ballots;
4. take minutes of meetings, arrange for the drafting of resolutions of the Commission;
5. maintain records of correspondence (including requests, demands, petitions) addressed to the Commission and/or members of the Commission, ensure that members of the Commission receive the necessary information;
6. ensure that the minutes of the Commission meetings and any other documents and materials related to the activity of the Commission are kept in accordance with the documentation storage procedures adopted by the Company;
7. accomplish the tasks assigned by the Chairman of the Commission;
8. perform any other functions as specified in these Regulations.

8.3. The Secretary of the Commission shall be remunerated and reimbursed for expenses in connection with the fulfillment by the Secretary of the duties thereof. The terms and conditions of the agreement with the Secretary of the Commission shall be defined and the agreement shall be signed by the Chairman of the Commission.

9. Commission Meetings

9.1. The Commission meetings shall be convened by the Chairman of the Commission in accordance with the approved action plan of the Commission (scheduled meetings) and as otherwise provide for by these Regulations (extraordinary meetings).

9.2. The Commission action plan shall be prepared by the Chairman of the Commission with due account for the approved action plan of the Board of Directors of the Company and proposals of the Chairman of the Board of Directors of the Company, members of the Commission and resolutions of the Board of Directors of the Company. The Commission action plan shall be approved by the Commission.

9.3. In convening the Commission meetings the Chairman of the Commission shall define the date, time, location and form of the meeting, agenda and the list of persons invited to participate in the in-person meeting of the Commission.

9.4. Extraordinary meetings of the Commission shall be held:

- in accordance with the notice of the upcoming meeting of the Board of Directors of the Company (received from the Secretary of the Board of Directors of the Company) the agenda of which includes any issue(s) falling within the jurisdiction of the Commission as specified in these Regulations;

- at the sole discretion of the Chairman of the Commission;
- pursuant to a resolution of the Board of Directors of the Company or the Commission;
- upon request from the Chairman of the Board of Directors of the Company;
- upon request from any member of the Board of Directors and/or Commission.

9.5. The request for convening the Commission meetings shall be sent to the Chairman of the Commission in writing no later than Ten (10) calendar days prior to the expected date of the meeting and shall contain the wording of the issue, the justification of the need to consider the issue at the meeting as well as accompanying materials and information.

9.6. Within Five (5) calendar day of the date of request for convening an extraordinary meeting the Chairman of the Commission shall be entitled to adopt a decision to convene an extraordinary meeting of the Commission, include an issue in the agenda of the scheduled meeting of the Commission or adopt a decision not to convene an extraordinary meeting of the Commission.

9.7. If the Chairman adopts a decision not to convene a meeting at the regular in-person meeting of the Commission the Chairman shall inform its members of receipt of requests and reasons for refusal. If such request is signed by Five (5) or more members of the Commission the Chairman of the Commission shall not be entitled to adopt a decision not to convene a meeting.

9.8. The notice of the Commission meeting shall contain the meeting agenda, the form of the meeting, the date, location and time of the meeting (final date for the submission of ballots for voting on items on the meeting agenda).

The notice of meeting shall be executed by the Secretary of the Commission and signed by the Chairman of the Commission or Deputy Chairman of the Commission (as provided for by these Regulations).

The notice of meeting shall be sent to the Commission members and persons invited to participate in the in-person meeting of the Commission no later than Five (5) business days prior to the date of the Commission meeting (final date for the submission of ballots). Materials and information related to the agenda items shall be sent to members of the Commission and persons invited to participate in the in-person meeting of the Commission no later than Three (3) business days prior to the date of the meeting (final date for the submission of ballots for an absentee meeting).

The persons invited to participate in the in-person meeting of the Commission shall be delivered materials related to the items on the Commission meeting agenda in the discussion of which they are supposed to participate.

9.9. Any materials (information) related to the agenda items may be provided (delivered) to members of the Commission and persons invited to participate in the in-person meeting of the Commission in the original form, via fax or e-mail.

9.10. If issues to be considered at the extraordinary meeting of the Commission are urgent the timeline for convening an extraordinary meeting and submitting materials related to issues on the agenda of such meeting may be reduced by decision of the Chairman of the Commission.

9.11. The in-person meeting of the Commission may consider any issues not included in the meeting agenda, subject to the prior consent of all present members of the Commission.

10. Procedure for Holding Commission Meetings

10.1. The Commission meetings may be held in the form of in-person presence of the Commission members (in-person meeting) or in the form of absentee voting on items on the meeting agenda (absentee meeting).

10.2. Any member of the Commission unable to attend in the in-person meeting shall be entitled to submit his written opinion on the agenda issues (in person, via fax or e-mail) addressed to the Chairman of the Commission before the meeting. Such written opinion shall be communicated to the attending members of the Commission, considered in determining a quorum and tallying the votes on issues of the meeting agenda.

10.3. The in-person meeting of the Commission shall be opened by the Chairman of the Commission or, in the absence thereof, by Deputy Chairman.

10.3.1. The in-person meeting of the Commission shall be attended by the Commission members and invited persons.

10.3.2. The Commission meeting shall be eligible (have a quorum) if attended by at least half of elected members of the Commission.

10.3.3. The Executive Secretary of the Commission shall determine whether the in-person meeting of the Commission has a quorum. The individual chairing the in-person meeting shall inform the attendees of the existing quorum required for the Commission meeting and read out the meeting agenda.

10.3.4. Should a quorum not be reached, the individual chairing the meeting shall adopt either of the following decisions:

1. set the time for the postponed meeting;
2. set the date of the second meeting with the same agenda;
3. include the issues which were supposed to be considered at the failed Commission meeting in the agenda of the next scheduled meeting of the Commission.

10.4. The decision to hold an absentee meeting of the Commission shall be adopted by the Chairman of the Commission.

10.4.1. For holding an absentee meeting of the Commission, the materials (information) related to issues on the agenda of the absentee meeting of the Commission members shall be accompanied by the ballots for voting on the agenda issues prepared as specified in Appendix 1 to these Regulations.

10.4.2. In the completion of the ballot by the Commission member only one possible voting option ("For", "Against", "Abstained") shall be left uncrossed for each draft resolution on each issue.

The completed ballot shall be signed by the Commission member specifying his/her full name.

10.4.3. The completed and signed ballot shall be submitted by the Commission member no later than the final date and time of submission of ballots to the Secretary of the Commission in the

original form or via fax with the subsequent delivery of the original ballot at the address specified in the ballot.

10.4.4. Members of the Commission whose ballots are received by the Secretary of the Commission no later than the final date and time of submission of ballots shall be deemed to have participated in the absentee meeting.

10.4.5. The absentee meeting of the Commission shall be eligible (have a quorum) if attended by at least half of elected members of the Commission.

10.4.6. Whether the absentee meeting of the Commission has a quorum for adopting a resolution shall be determined for each issue on the agenda based on the ballots completed and signed by members of the Commission. The same shall refer to the tally of votes cast on the issues on the agenda.

10.4.7. Any completed ballot breaching the requirements set forth in sub-paragraph one of paragraph 10.4.2. of these Regulations shall be ignored in the counting of votes with regard to the issue concerned.

Any unsigned ballot or ballot submitted to the Secretary of the Commission upon expiration of the term specified therein shall be ignored in the determination of a quorum, the counting and tally of votes.

10.5. If the request submitted by a Commission member in accordance with paragraph 9.5 of these Regulations contains a proposal for considering the issue in the form of in-person meeting such request concerning the form of the meeting shall be taken into account by the Chairman of the Commission.

If Three (3) or more members of the Commission support the in-person consideration of the issue put to a vote by absentee ballot by submitting a proper appeal to the Chairman of the Commission before the final ballot submission date the issue shall be considered at the next in-person regular or extraordinary meeting of the Commission.

10.6. Resolutions shall be adopted at the Commission meetings by a simple majority of votes cast by the Commission members attending the meeting.

In the resolution of issues at a meeting each Commission member shall have one vote. In the event of tie vote the Chairman of the Commission shall cast the decisive vote.

One member of the Commission shall not be entitled to assign his/her vote to another member of the Commission or any other person.

10.7. Within Three (3) business days from the Commission meeting the Secretary (date of submission of ballots) the Executive Secretary of the Commission shall prepare the meeting minutes signed by the Chairman and Secretary of the Commission. The Chairman and Executive Secretary of the Commission shall be liable for the correct preparation of the Minutes.

The minutes of the Commission meeting shall specify:

1. form in which the meeting was held;
2. date, location and time of the meeting (final date and time of submission of ballots);
3. list of the Commission members which participated in the consideration of issues on the agenda and the list of the other persons attending the meeting;
4. agenda;
5. issues put to a vote, the results of votes cast on such issues, including the nature of vote cast by each member of the Commission;
6. adopted resolutions.

10.8. The Executive Secretary of the Commission shall be responsible for storing the documentation of the Commission.

11. Interaction with Bodies of the Company and Other Persons

11.1. In fulfilling its duties the Commission shall maintain effective labor relations with the management bodies, supervisory bodies and functions of the Company and other entities and individuals.

11.2. The Chairman and the Executive Secretary of the Commission shall be obliged to ensure coordinated information and engineering interaction between the Commission and the Board of Directors, executive bodies, supervisory bodies and functions of the Company, Commissions and commissions of the Board of Directors of the Company.

11.3. The executives of the Company, upon request signed by the Chairman of the Commission (in particular pursuant to a resolution of the Commissions) shall be obliged to provide the information and materials necessary to the Commission members for the adoption of resolutions on any issues falling within the jurisdiction of the Commission. The above-mentioned information and materials shall be provided within Ten (10) calendar days from receipt of the request, unless a longer term is set in the request.

At the Commission meeting, the Chairman shall inform the Commission members of the requests submitted to the Company.

11.4. In the submission of information requests the Commission shall consider the formats for information exchange between the Company and its subsidiaries and dependent companies approved by the Company. If the Commission needs to obtain certain information not envisioned by the formats approved by the Company such information shall be provided by the executives of the Company on a-case-by-case basis. If such need becomes regular the Commission in collaboration with the management of the Company shall elaborate proposals for the amendment of the formats for information exchange between the Company and its subsidiaries and dependent companies approved the Company or the approval of new formats.

11.5. The Commission shall seek to efficiently interact with the committees and commissions of the Board of Directors of the Company. The Commission shall submit its reports on certain issues considered by the Strategy and Reforming Committee under the Board of Directors of the Company.

12. Confidentiality

12.1. During the fulfillment of duties of members of the Commission and within one year upon expiration of the term of powers in the Commission the persons who are (were) members of the Commission, the Executive Secretary of the Commission and any third parties engaged in the operation of the Commission shall be obliged to meet the confidentiality requirements for any non-public information received by them in connection with their activity in the Commission. The concept of non-public information relating to the activity of the Company and its content shall be established by the internal documents of the Company approved by the Board of Directors of the Company.

13. Support for the Operation of the Commission

13.1. The Commission shall be financed in accordance with the Commission budget approved by the Board of Directors of the Company as proposed by the Chairman of the Commission. Attached to the Commission budget shall be a report by the sole executive body of the Company on the possible funding for the proposed budget in the planned scope and items within the business activities of the Company in the schedule period concerned.

13.2. A separate expense item shall be included in the expense side of the Company budget to support the operation of the Commission. Expenses incurred by the Commission shall, in particular, include the monthly remunerations of the Chairman of the Commission, the Deputy Chairman of the Commission, members of the Commission and Experts, the Secretary of the Commission.

13.3. The remuneration of the Chairman of the Commission, the Deputy Chairman of the Commission, Members and Experts of the Commission shall be payable if they participate in more than 50% of the total number of meetings held by the Commission in one month.

13.4. The Chairman of the Commission shall be entrusted with the necessary powers to spend cash in accordance with the approved budget.

13.5. The Company, upon petition of the Chairman of the Commission, shall be obliged to provide premises to the Commission for holding meetings, grant unimpaired access to such premises for the persons listed in the above-mentioned petition and take any other action for holding the Commission meeting.

14. Final Provisions

14.1. The Board of Directors of the Company shall be entitled to request from the Commission the report of the daily operations of the Commission at any time. The time limits for the preparation and submission of such report shall be determined pursuant a resolution of the Board of Directors.

14.2. The Chairman of the Commission shall be entitled to provide to the Board of Directors of the Company individual reports on issues falling within the jurisdiction of the Commission.

14.3. Information about individual resolutions of the Commission shall be published on the website of the Company on the Internet in accordance with the Regulations for the Information Policy of the Company and the Regulations for Insider Information.

14.4. Information on the operation of the Commission shall be included in the Annual Report of the Company.

14.5. These Regulations and all amendments and supplements hereto shall be approved by the Board of Directors of the Company.

14.6. Any matters unsettled by these Regulations shall be governed by the Charter of the Company, the Regulations for the Board of Directors of the Company and individual resolutions of the Board of Directors of the Company.