

Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 1:

1. To reorganize RAO UES of Russia in the form of spin-off of OAO State Holding, OAO State Holding HydroOGK, OAO Minority Holding FGC UES, OAO Minority Holding HydroOGK, OAO OGK-1 Holding, OAO OGK-2 Holding, OAO OGK-3 Holding, OAO OGK-4 Holding, OAO OGK-6 Holding, OAO TKG-1 Holding, OAO TKG-2 Holding, OAO Mosenergo Holding, OAO TKG-4 Holding, OAO TKG-6 Holding, OAO Voljskaya TKG Holding, OAO UGK TKG-8 Holding, OAO TKG-9 Holding, OAO TKG-10 Holding, OAO TKG-11 Holding, OAO Kuzbassenergo Holding, OAO Yeniseyskaya TKG Holding, OAO TKG-14 Holding, OAO Inter RAO UES Holding, OAO Holding MRSK, OAO RAO Energy Systems of the East, OAO Centerenergyholding, OAO Sibenergyholding, OAO Intergeneration.
2. To approve the following procedure and conditions of spin-off:
 - 2.1. Shares in the companies established as a result of the spin-off shall be placed by means of their distribution among shareholders of RAO UES of Russia, as well as by means of their purchase by RAO UES of Russia on the conditions stipulated in this resolution.
 - 2.2. A part of property, rights and obligations of RAO UES of Russia shall pass to the newly established companies in accordance with the separation balance sheet.
 - 2.3. RAO UES of Russia shall inform its creditors by November 25, 2007 of its decision on the reorganization in the form of the spin-off by sending notices by registered mail, and publish an announcement of RAO UES of Russia reorganization in a printed publication designed for release of information on state registration of legal persons.
 - 2.4. RAO UES of Russia creditors shall be entitled within 30 (thirty) days upon publication of an announcement of the decision taken or within 30 (thirty) days after notices have been sent to them to claim termination or early fulfillment of relevant obligations of RAO UES of Russia and reimbursement of their losses. On the basis of creditors' claims RAO UES of Russia shall create a register of creditors' claims, which have been settled or are subject to settlement.
 - 2.5. According to paragraph 1 article 75 of the Federal Law On Joint-Stock Companies, RAO UES of Russia shareholders, who vote against on items 1; 30-52 of the agenda of the Extraordinary General Meeting of RAO UES of Russia shareholders or do not take part in the voting on the above items, shall be entitled to claim that RAO UES of Russia redeem all or a part of their shares pursuant to the procedure established under Russian laws by the RAO UES of Russia Board of Directors in an announcement of the Extraordinary General Meeting of RAO UES of Russia shareholders. A list of persons, who have voted against on items 1; 30-52 of the agenda of the Extraordinary General Meeting of RAO UES of Russia shareholders or have not taken part in the voting on the above items, shall be drawn up by a RAO UES of Russia registrar on the basis of the lost of persons entitled to participate in the General Meeting of RAO UES of Russia shareholders, where decisions are taken on reorganization of RAO UES of Russia and companies created as a result of the RAO UES of Russia reorganization by means of the spin-off.
 - 2.6. The shares shall be redeemed at a price fixed by the RAO UES of Russia Board of Directors according to paragraph 3 article 75 of the Federal Law On Joint-Stock Companies.
 - 2.7. The RAO UES of Russia Board of Directors shall approve a report on the results of shareholders' claims for redemption of their shares by December 15, 2007.
3. Incorporate the following legal persons by means of spin-off from RAO UES of Russia:
 - OAO State Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO State Holding HydroOGK, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO Minority Holding FGC UES, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO Minority Holding HydroOGK, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO OGK-1 Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO OGK-2 Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO OGK-3 Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO OGK-4 Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO OGK-6 Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO TKG-1 Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO TKG-2 Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO Mosenergo Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO TKG-4 Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO TKG-6 Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO VoljskayaTKG Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO UGK TKG-8 Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO TKG-9 Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO TKG-10 Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO TKG-11 Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO Kuzbassenergo Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO Yeniseyskaya TKG Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO TKG-14 Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO Inter RAO UES Holding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO Holding MRSK, located at: 117630, Moscow, ul. Akademika Chelomeya, 5A;
 - OAO RAO Energy Systems of the East, located at: 675000, Amurskaya oblast, Blagoveschensk, ul. Shevchenko, 28 ;
 - OAO Centerenergyholding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO Sibenergyholding, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3;
 - OAO Intergeneration, located at: 119526, Moscow, prospekt Vernadskogo, 101, bldg. 3.

- 3.1. The Board of Directors of each established company (OAO State Holding, OAO State Holding HydroOGK, OAO Minority Holding FGC UES, OAO Minority Holding HydroOGK, OAO OGGK-1 Holding, OAO OGGK-2 Holding, OAO OGGK-3 Holding, OAO OGGK-4 Holding, OAO OGGK-6 Holding, OAO TGGK-1 Holding, OAO TGGK-2 Holding, OAO Mosenergo Holding, OAO TGGK-4 Holding, OAO TGGK-6 Holding, OAO VoljskayaTGGK Holding, OAO UGGK TGGK-8 Holding, OAO TGGK-9 Holding, OAO TGGK-10 Holding, OAO TGGK-11 Holding, OAO Kuzbassenergo Holding, OAO Yeniseyskaya TGGK Holding, OAO TGGK-14 Holding, OAO Inter RAO UES Holding, OAO Holding MRSK, OAO RAO Energy Systems of the East, OAO Centerenergyholding, OAO Sibenergyholding, OAO Intergeneration) shall consist of 15 (fifteen) members.
- 3.2. The Internal Audit Commission of each established company (OAO State Holding, OAO State Holding HydroOGK, OAO Minority Holding FGC UES, OAO Minority Holding HydroOGK, OAO OGGK-1 Holding, OAO OGGK-2 Holding, OAO OGGK-3 Holding, OAO OGGK-4 Holding, OAO OGGK-6 Holding, OAO TGGK-1 Holding, OAO TGGK-2 Holding, OAO Mosenergo Holding, OAO TGGK-4 Holding, OAO TGGK-6 Holding, OAO VoljskayaTGGK Holding, OAO UGGK TGGK-8 Holding, OAO TGGK-9 Holding, OAO TGGK-10 Holding, OAO TGGK-11 Holding, OAO Kuzbassenergo Holding, OAO Yeniseyskaya TGGK Holding, OAO TGGK-14 Holding, OAO Inter RAO UES Holding, OAO Holding MRSK, OAO RAO Energy Systems of the East, OAO Centerenergyholding, OAO Sibenergyholding, OAO Intergeneration) shall consist of 5 (five) members.
- 3.3. To approve the following procedure and ratios for distribution of shares in each established company:
 - 3.3.1. Shares in OAO Holding MRSK, OAO Inter RAO UES Holding, OAO RAO Energy Systems of the East shall be distributed to each RAO UES of Russia shareholder, who has taken part in the voting on reorganization of RAO UES of Russia in the form of the spin-off and voted for or abstained with regard to this issue, on the following conditions:
 - 3.3.1.1. 1 (one) ordinary share in each company specified in paragraph 3.3.1 established by means of reorganization of RAO UES of Russia in the form of the spin-off shall be distributed for 1 (one) ordinary share in RAO UES of Russia.
 - 3.3.1.2. 1 (one) preference share in each company specified in paragraph 3.3.1 established by means of reorganization of RAO UES of Russia in the form of the spin-off shall be distributed for 1 (one) preference share in RAO UES of Russia.
 - 3.3.2. Shares in each company established as a result of the spin-off shall be distributed to each RAO UES of Russia shareholder, who has voted against reorganization of RAO UES of Russia in the form of the spin-off or who has not taken part in the voting on this issue, on the following conditions:
 - 3.3.2.1. 1 (one) ordinary share in OAO Minority Holding FGC UES, OAO Minority Holding HydroOGK, OAO OGGK-1 Holding, OAO OGGK-2 Holding, OAO OGGK-3 Holding, OAO OGGK-4 Holding, OAO OGGK-6 Holding, OAO TGGK-1 Holding, OAO TGGK-2 Holding, OAO Mosenergo Holding, OAO TGGK-4 Holding, OAO TGGK-6 Holding, OAO Voljskaya TGGK Holding, OAO UGGK TGGK-8 Holding, OAO TGGK-9 Holding, OAO TGGK-10 Holding, OAO TGGK-11 Holding, OAO Kuzbassenergo Holding, OAO Yeniseyskaya TGGK Holding, OAO TGGK-14 Holding shall be distributed for $(41\,041\,753\,984 + 2\,075\,149\,384) / (12\,516\,366\,381 + 1\,429\,906\,060)$ ordinary shares in RAO UES of Russia.
 - 3.3.2.2. 1 (one) preference share in OAO Minority Holding FGC UES, OAO Minority Holding HydroOGK, OAO OGGK-1 Holding, OAO OGGK-2 Holding, OAO OGGK-3 Holding, OAO OGGK-4 Holding, OAO OGGK-6 Holding, OAO TGGK-1 Holding, OAO TGGK-2 Holding, OAO Mosenergo Holding, OAO TGGK-4 Holding, OAO TGGK-6 Holding, OAO Voljskaya TGGK Holding, OAO UGGK TGGK-8 Holding, OAO TGGK-9 Holding, OAO TGGK-10 Holding, OAO TGGK-11 Holding, OAO Kuzbassenergo Holding, OAO Yeniseyskaya TGGK Holding, OAO TGGK-14 Holding shall be distributed for $(41\,041\,753\,984 + 2\,075\,149\,384) / (12\,516\,366\,381 + 1\,429\,906\,060)$ preferred shares in RAO UES of Russia.
 - 3.3.2.3. 1 (one) ordinary share in OAO Inter RAO UES Holding, OAO Holding MRSK, OAO RAO Energy Systems of the East shall be distributed for 1 (one) ordinary share in RAO UES of Russia.
 - 3.3.2.4. 1 (one) preference share in OAO Inter RAO UES Holding, OAO Holding MRSK, OAO RAO Energy Systems of the East shall be distributed for 1 (one) preference share in RAO UES of Russia.
 - 3.3.2.5. 1 (one) ordinary share in OAO Intergeneration shall be distributed for $(41\,041\,753\,984 + 2\,075\,149\,384) / (144\,339\,247\,437 + 7\,298\,352\,563)$ ordinary shares in RAO UES of Russia.
 - 3.3.2.6. 1 (one) preference share in OAO Intergeneration shall be distributed for $(41\,041\,753\,984 + 2\,075\,149\,384) / (144\,339\,247\,437 + 7\,298\,352\,563)$ preference shares in RAO UES of Russia.
 - 3.3.2.7. 1 (one) ordinary share in OAO Centerenergyholding shall be distributed for $(41\,041\,753\,984 + 2\,075\,149\,384) / (43\,052\,299\,755 + 2\,177\,091\,245)$ ordinary shares in RAO UES of Russia.
 - 3.3.2.8. 1 (one) preference share in OAO Centerenergyholding shall be distributed for $(41\,041\,753\,984 + 2\,075\,149\,384) / (43\,052\,299\,755 + 2\,177\,091\,245)$ preference shares in RAO UES of Russia.
 - 3.3.2.9. 1 (one) ordinary share in OAO Sibenergyholding shall be distributed for $(41\,041\,753\,984 + 2\,075\,149\,384) / (39\,656\,248\,581 + 2\,005\,380\,419)$ ordinary shares in RAO UES of Russia.
 - 3.3.2.10. 1 (one) preference share in OAO Sibenergyholding shall be distributed for $(41\,041\,753\,984 + 2\,075\,149\,384) / (39\,656\,248\,581 + 2\,005\,380\,419)$ preference shares in RAO UES of Russia.
 - 3.3.2.11. 1 (one) ordinary share in OAO State Holding and OAO State Holding HydroOGK shall be distributed for $(41\,041\,753\,984 + 2\,075\,149\,384) / (216\,221\,460\,949 + 10\,932\,854\,421)$ ordinary shares in RAO UES of Russia.
 - 3.3.2.12. 1 (one) preference share in OAO State Holding and OAO State Holding HydroOGK shall be distributed for $(41\,041\,753\,984 + 2\,075\,149\,384) / (216\,221\,460\,949 + 10\,932\,854\,421)$ preference shares in RAO UES of Russia.
 - 3.3.3. Shares in OAO Minority Holding FGC UES, OAO Minority Holding HydroOGK, OAO OGGK-1 Holding, OAO OGGK-2 Holding, OAO OGGK-3 Holding, OAO OGGK-4 Holding, OAO OGGK-6 Holding, OAO TGGK-1 Holding, OAO TGGK-2 Holding, OAO Mosenergo Holding, OAO TGGK-4 Holding, OAO TGGK-6 Holding, OAO Voljskaya TGGK Holding, OAO UGGK TGGK-8 Holding, OAO TGGK-9 Holding, OAO TGGK-10 Holding, OAO TGGK-11 Holding, OAO Kuzbassenergo Holding, OAO Yeniseyskaya TGGK Holding, OAO TGGK-14 Holding shall be distributed to each RAO UES of Russia shareholder (except for the Russian Federation, OOO Gazoenergeticheskaya Company, OAO OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED, provided they have not reduced the number of their shares specified in this paragraph below), who has voted for or abstained with regard to the issue of reorganization of RAO UES of Russia in the form of the spin-off, on the following conditions:
 - 3.3.3.1. 1 (one) ordinary share in each company specified in paragraph 3.3.3 established as a result of reorganization of RAO UES of Russia in the form of the spin-off shall be distributed for $(12\,516\,066\,381 + OS1 + OS2 + OS3) / (12\,516\,066\,381 - PO1)$ ordinary shares in RAO UES of Russia.

- 3.3.3.2. 1 (one) preference share in each company specified in paragraph 3.3.3 established as a result of reorganization of RAO UES of Russia in the form of the spin-off shall be distributed for $(1\,429\,606\,060 + PS1 + PS2 + PS3)/(1\,429\,606\,060 - PO2)$ preference shares in RAO UES of Russia.

where:

OS1 – 4 522 879 000 ordinary shares in RAO UES of Russia (number of ordinary shares in RAO UES of Russia held by OOO Gazoenergeticheskaya Company). These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or less than 100 preference shares in RAO UES of Russia.

OS2 – 1 016 370 000 ordinary shares in RAO UES of Russia (number of ordinary shares in RAO UES of Russia held by OJSC GMK Norilsk Nickel). These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or less than 500 000 000 preference shares in RAO UES of Russia.

OS3 – 416 590 290 ordinary shares in RAO UES of Russia (number of ordinary shares in RAO UES of Russia held by MADAKE ENTERPRISES COMPANY LIMITED). These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds less than 416 590 290 ordinary shares in RAO UES of Russia and/or less than 20 000 preference shares in RAO UES of Russia.

PS1 – 100 preference shares in RAO UES of Russia (number of preference shares in RAO UES of Russia held by OOO Gazoenergeticheskaya Company). These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or less than 100 preference shares in RAO UES of Russia.

PS2 – 500 000 000 preference shares in RAO UES of Russia (number of preference shares in RAO UES of Russia held by OJSC GMK Norilsk Nickel). These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or less than 500 000 000 preference shares in RAO UES of Russia.

PS3 – 20 000 preference shares in RAO UES of Russia (number of preference shares in RAO UES of Russia held by MADAKE ENTERPRISES COMPANY LIMITED). These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds less than 416 590 290 ordinary shares in RAO UES of Russia and/or less than 20 000 preference shares in RAO UES of Russia.

PO1 – number of ordinary shares in a relevant detached company, placed by OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED according to paragraph 3.3.2.1 hereof. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED have not reduced the number of their shares in RAO UES of Russia, specified in this paragraph hereof.

PO2 – number of preference shares in a relevant detached company, placed by OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED according to paragraph 3.3.2.2 hereof. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED have not reduced the number of their shares in RAO UES of Russia, specified in this paragraph hereof.

- 3.3.4. Shares in State Holding and OAO State Holding HydroOGK shall be distributed to the Russian Federation on the following conditions:

3.3.4.1. 1 (one) ordinary share in each company specified in paragraph 3.3.4 established as a result of reorganization of RAO UES of Russia in the form of the spin-off shall be distributed for $22\,569\,848\,313/(216\,221\,160\,949 - P1)$ ordinary shares in RAO UES of Russia.

3.3.4.2. 1 (one) preference share in each company specified in paragraph 3.3.4 established as a result of reorganization of RAO UES of Russia in the form of the spin-off shall be distributed for $145\,523\,224/(10\,932\,554\,421 - P2)$ preference shares in RAO UES of Russia.

where:

P1 – number of ordinary shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.11 hereof.

P2 – number of preference shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.12 hereof.

- 3.3.5. Shares in OAO Centerenergyholding shall be distributed to OOO Gazoenergeticheskaya Company, if it has voted for or abstained with regard to the issue of reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof it has not reduced the number of its shares specified in paragraph 3.3.3 hereof, on the following conditions:

3.3.5.1. 1 (one) ordinary share in OAO Centerenergyholding shall be distributed for $4\,522\,879\,000/(43\,051\,999\,755 - P1)$ ordinary shares in RAO UES of Russia.

3.3.5.2. 1 (one) preference share in OAO Centerenergyholding shall be distributed for $100/(2\,176\,791\,245 - P2)$ preference shares in RAO UES of Russia.

Where:

P1 – number of ordinary shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.7 hereof.

P2 – number of preference shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.8 hereof.

- 3.3.6. Shares in OAO Intergeneration shall be distributed to OJSC GMK Norilsk Nickel, if it has voted for or abstained with regard to the issue of reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof it has not reduced the number of its shares specified in paragraph 3.3.3 hereof, on the following conditions:

3.3.6.1. 1 (one) ordinary share in OAO Intergeneration shall be distributed for $1\,016\,370\,000/(144\,338\,947\,437 - P1)$ ordinary shares in RAO UES of Russia.

- 3.3.6.2. 1 (one) preference share in OAO Intergeneration shall be distributed for 500 000 000/(7 298 052 563 – P2) preference shares in RAO UES of Russia.
- Where:
- P1 – number of ordinary shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.5 hereof.
- P2 – number of preference shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.6 hereof.
- 3.3.7. Shares in OAO Sibenergyholding shall be distributed to MADAKE ENTERPRISES COMPANY LIMITED, if it has voted for or abstained with regard to the issue of reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof it has not reduced the number of its shares specified in paragraph 3.3.3 hereof, on the following conditions:
- 3.3.7.1. 1 (one) ordinary share in OAO Sibenergyholding shall be distributed for 416 590 290/(39 655 948 581 – P1) ordinary shares in RAO UES of Russia.
- 3.3.7.2. 1 (one) preference share in OAO Sibenergyholding shall be distributed for 20 000/(2 005 080 419 – P2) preference shares in RAO UES of Russia.
- Where:
- P1 – number of ordinary shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.9 hereof.
- P2 – number of preference shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.10 hereof.
- 3.3.8. If OOO Gazoenergeticheskaya Company voted against the decision on reorganization of RAO UES of Russia in the form of the spin-off or it has not taken part in the voting on this issue, paragraph 3.3.5 hereof shall not apply, and shares in OAO Centerenergyholding shall be distributed on the following conditions:
- 3.3.8.1. Shares in OAO Centerenergyholding shall be distributed to each RAO UES of Russia shareholder, who has voted against the decision on reorganization of RAO UES of Russia in the form of the spin-off or has not taken part in voting on this issue, according to paragraphs 3.3.2.7, 3.3.2.8 hereof;
- 3.3.8.2. If as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company has not reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, OAO Centerenergyholding shares shall be distributed to each shareholder of RAO UES of Russia, who has voted for reorganization of RAO UES of Russia in the form of the spin-off or abstained with regard to this issue, on the following conditions:
- 3.3.8.2.1. 1 (one) ordinary share in OAO Centerenergyholding shall be distributed for (41 041 753 984 – OP)/(43 051 999 755 – P1) ordinary shares in RAO UES of Russia.
- 3.3.8.2.2. 1 (one) preference share in OAO Centerenergyholding shall be distributed for (2 075 149 384 – PP)/(2 176 791 245 – P2) preference shares in RAO UES of Russia.
- Where:
- OP – number of ordinary shares in RAO UES of Russia held as of the date determined in accordance with paragraph 3.6 hereof by RAO UES of Russia shareholders, to whom shares in OAO Centerenergyholding are distributed according to paragraphs 3.3.2.7, 3.3.2.8 hereof.
- P1 – number of ordinary shares in OAO Centerenergyholding distributed to shareholders of RAO UES of Russia according to paragraph 3.3.2.7 hereof.
- PP – number of preference shares in RAO UES of Russia held as of the date determined in accordance with paragraph 3.6 hereof by RAO UES of Russia shareholders, to whom shares in OAO Centerenergyholding are distributed according to paragraphs 3.3.2.7, 3.3.2.8 hereof.
- P2 – number of preference shares in OAO Centerenergyholding distributed to shareholders of RAO UES of Russia according to paragraph 3.3.2.8 hereof.
- 3.3.8.3. If as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company has reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, OAO Centerenergyholding shares shall be distributed to each RAO UES of Russia shareholder (except for the Russian Federation, OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED, provided they have not reduced the number of their shares specified in paragraph 3.3.3 hereof as of the date determined according to paragraph 3.6 hereof), who has voted for reorganization of RAO UES of Russia in the form of the spin-off or abstained with regard to the issue, on the following conditions:
- 3.3.8.3.1. 1 (one) ordinary share in OAO Centerenergyholding established as a result of the spin-off shall be distributed for (12 516 066 381+4 522 879 000+OS2+OS3)/(43 051 999 755 – PO1) ordinary shares in RAO UES of Russia.
- 3.3.8.3.2. 1 (one) preference share in OAO Centerenergyholding established as a result of the spin-off shall be distributed for (1 429 606 060+100+PS2+PS3)/(2 176 791 245 – PO2) preference shares in RAO UES of Russia.
- Where:
- OS2 – 1 016 370 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or less than 500 000 000 preference shares in RAO UES of Russia.
- OS3 – 416 590 290 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds less than 416 590 290 ordinary shares in RAO UES of Russia and/or less than 20 000 preference shares in RAO UES of Russia.
- PS2 – 500 000 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or less than 500 000 000 preference shares in RAO UES of Russia.
- PS3 – 20 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds less than 416 590 290 ordinary shares in RAO UES of Russia and/or less than 20 000 preference shares in RAO UES of Russia.

PO1 – number of ordinary shares in OAO Centerenergyholding placed by OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED according to paragraph 3.3.2.7 hereof. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED have not reduced the number of their shares in RAO UES of Russia, specified in paragraph 3.3.3 hereof.

PO2 – number of preference shares in OAO Centerenergyholding placed by OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED according to paragraph 3.3.2.8 hereof. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED have not reduced the number of their shares in RAO UES of Russia, specified in paragraph 3.3.3 hereof.

3.3.9. If OJSC GMK Norilsk Nickel voted against the decision on reorganization of RAO UES of Russia in the form of the spin-off or it has not taken part in the voting on this issue, paragraph 3.3.6 hereof shall not apply, and shares in OAO Intergeneration shall be distributed on the following conditions:

3.3.9.1. Shares in OAO Intergeneration shall be distributed to each RAO UES of Russia shareholder, who has voted against the decision on reorganization of RAO UES of Russia in the form of the spin-off or has not taken part in the voting on this issue, according to paragraphs 3.3.2.5, 3.3.2.6 hereof;

3.3.9.2. If as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel has not reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, OAO Intergeneration shares shall be distributed to each shareholder of RAO UES of Russia, who has voted for reorganization of RAO UES of Russia in the form of the spin-off or abstained with regard to this issue, on the following conditions:

3.3.9.2.1. 1 (one) ordinary share in OAO Intergeneration shall be distributed for $(41\,041\,753\,984 - OP) / (144\,338\,947\,437 - P1)$ ordinary shares in RAO UES of Russia.

3.3.9.2.2. 1 (one) preference share in OAO Intergeneration shall be distributed for $(2\,075\,149\,384 - PP) / (7\,298\,052\,563 - P2)$ preference shares in RAO UES of Russia.

Where:

OP – number of ordinary shares in RAO UES of Russia held as of the date determined in accordance with paragraph 3.6 hereof by RAO UES of Russia shareholders, to whom shares in OAO Intergeneration are distributed according to paragraphs 3.3.2.5, 3.3.2.6 hereof.

P1 – number of ordinary shares in OAO Intergeneration distributed to shareholders of RAO UES of Russia according to paragraph 3.3.2.5 hereof.

PP – number of preference shares in RAO UES of Russia held as of the date determined in accordance with paragraph 3.6 hereof by RAO UES of Russia shareholders, to whom shares in OAO Intergeneration are distributed according to paragraphs 3.3.2.5, 3.3.2.6 hereof.

P2 – number of preference shares in OAO Intergeneration distributed to shareholders of RAO UES of Russia according to paragraph 3.3.2.6 hereof.

3.3.9.3. If as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel has reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, OAO Intergeneration shares shall be distributed to each RAO UES of Russia shareholder (except for the Russian Federation, OOO Gazoenergeticheskaya Company, MADAKE ENTERPRISES COMPANY LIMITED, provided they have not reduced the number of their shares specified in paragraph 3.3.3 hereof as of the date determined according to paragraph 3.6 hereof), who has voted for reorganization of RAO UES of Russia in the form of the spin-off or abstained with regard to the issue, on the following conditions:

3.3.9.3.1. 1 (one) ordinary share in OAO Intergeneration established as a result of the spin-off shall be distributed for $(12\,516\,066\,381 + OS1 + 1\,016\,370\,000 + OS3) / (144\,338\,947\,437 - PO1)$ ordinary shares in RAO UES of Russia.

3.3.9.3.2. 1 (one) preference share in OAO Intergeneration established as a result of the spin-off shall be distributed for $(1\,429\,606\,060 + PS1 + 500\,000\,000 + PS3) / (7\,298\,052\,563 - PO2)$ preference shares in RAO UES of Russia.

Where:

OS1 – 4 522 879 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or less than 100 preference shares in RAO UES of Russia.

OS3 – 416 590 290 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds less than 416 590 290 ordinary shares in RAO UES of Russia and/or less than 20 000 preference shares in RAO UES of Russia.

PS1 – 100 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or less than 100 preference shares in RAO UES of Russia.

PS3 – 20 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds less than 416 590 290 ordinary shares in RAO UES of Russia and/or less than 20 000 preference shares in RAO UES of Russia.

PO1 – number of ordinary shares in OAO Intergeneration placed by OOO Gazoenergeticheskaya Company, MADAKE ENTERPRISES COMPANY LIMITED according to paragraph 3.3.2.5 hereof. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company, MADAKE ENTERPRISES COMPANY LIMITED have not reduced the number of their shares in RAO UES of Russia, specified in paragraph 3.3.3 hereof.

PO2 – number of preference shares in OAO Intergeneration placed by OOO Gazoenergeticheskaya Company, MADAKE ENTERPRISES COMPANY LIMITED according to paragraph 3.3.2.6 hereof. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company, MADAKE ENTERPRISES COMPANY LIMITED have not reduced the number of their shares in RAO UES of Russia, specified in paragraph 3.3.3 hereof.

3.3.10. If MADAKE ENTERPRISES COMPANY LIMITED voted against the decision on reorganization of RAO UES of Russia in the form of the spin-off or it has not taken part in the voting on this issue, paragraph 3.3.7 hereof shall not apply, and shares in OAO Sibenergyholding shall be distributed on the following conditions:

- 3.3.10.1. Shares in OAO Sibenergyholding shall be distributed to each RAO UES of Russia shareholder, who has voted against the decision on reorganization of RAO UES of Russia in the form of the spin-off or has not taken part in the voting on this issue, according to paragraphs 3.3.2.9, 3.3.2.10 hereof;
- 3.3.10.2. If as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED has not reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, OAO Sibenergyholding shares shall be distributed to each shareholder of RAO UES of Russia, who has voted for reorganization of RAO UES of Russia in the form of the spin-off or abstained with regard to this issue, on the following conditions:
 - 3.3.10.2.1. 1 (one) ordinary share in OAO Sibenergyholding shall be distributed for $(41\,041\,753\,984 - OP)/(39\,655\,948\,581 - P1)$ ordinary shares in RAO UES of Russia.
 - 3.3.10.2.2. 1 (one) preference share in OAO Sibenergyholding shall be distributed for $(2\,075\,149\,384 - PP)/(2\,005\,080\,419 - P2)$ preference shares in RAO UES of Russia.

Where:

OP – number of ordinary shares in RAO UES of Russia held as of the date determined in accordance with paragraph 3.6 hereof by RAO UES of Russia shareholders, to whom shares in OAO Sibenergyholding are distributed according to paragraphs 3.3.2.9, 3.3.2.10 hereof.

P1 – number of ordinary shares in OAO Sibenergyholding distributed to shareholders of RAO UES of Russia according to paragraph 3.3.2.9 hereof.

PP – number of preference shares in RAO UES of Russia held as of the date determined in accordance with paragraph 3.6 hereof by RAO UES of Russia shareholders, to whom shares in OAO Sibenergyholding are distributed according to paragraphs 3.3.2.9, 3.3.2.10 hereof.

P2 – number of preference shares in OAO Sibenergyholding distributed to shareholders of RAO UES of Russia according to paragraph 3.3.2.10 hereof.

- 3.3.10.3. If as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED has reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, OAO Sibenergyholding shares shall be distributed to each RAO UES of Russia shareholder (except for the Russian Federation, OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel, provided they have not reduced the number of their shares specified in paragraph 3.3.3 hereof as of the date determined according to paragraph 3.6 hereof), who has voted for reorganization of RAO UES of Russia in the form of the spin-off or abstained with regard to the issue, on the following conditions:

- 3.3.10.3.1. 1 (one) ordinary share in OAO Sibenergyholding established as a result of the spin-off shall be distributed for $(12\,516\,066\,381 + OS1 + OS2 + 416\,590\,290)/(39\,655\,948\,581 - PO1)$ ordinary shares in RAO UES of Russia.
- 3.3.10.3.2. 1 (one) preference share in OAO Sibenergyholding established as a result of the spin-off shall be distributed for $(1\,429\,606\,060 + PS1 + PS2 + 20\,000)/(2\,005\,080\,419 - PO2)$ preference shares in RAO UES of Russia.

Where:

OS1 – 4 522 879 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or less than 100 preference shares in RAO UES of Russia.

OS2 – 1 016 370 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or less than 500 000 000 preference shares in RAO UES of Russia.

PS1 – 100 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or less than 100 preference shares in RAO UES of Russia.

PS2 – 500 000 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or less than 500 000 000 preference shares in RAO UES of Russia.

PO1 – number of ordinary shares in OAO Sibenergyholding placed by OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel according to paragraph 3.3.2.9 hereof. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel have not reduced the number of their shares in RAO UES of Russia, specified in paragraph 3.3.3 hereof.

PO2 – number of preference shares in OAO Sibenergyholding placed by OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel according to paragraph 3.3.2.10 hereof. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel have not reduced the number of their shares in RAO UES of Russia, specified in paragraph 3.3.3 hereof.

- 3.3.11. If OOO Gazoenergeticheskaya Company voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off, but as of the date determined in accordance with paragraph 3.6 hereof it has reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, shares in each company established as a result of RAO UES of Russia reorganization in the form of the spin-off, specified in paragraphs 3.3.1, 3.3.3 and 3.3.11 hereof, shall be distributed to OOO Gazoenergeticheskaya Company according to paragraphs 3.3.1, 3.3.3., 3.3.11 hereof, whereas OAO Centerenergyholding shares shall be placed on the following conditions:
 - 3.3.11.1. OAO Centerenergyholding shares shall be distributed to each RAO UES of Russia shareholder, who has voted against reorganization of RAO UES of Russia in the form of the spin-off or has not taken part in the voting concerning the issue, according to paragraphs 3.3.2.7, 3.3.2.8 hereof;
 - 3.3.11.2. OAO Centerenergyholding shares shall be distributed to each RAO UES of Russia shareholder (except for the Russian Federation, OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED, provided they have not reduced the number of their shares specified in paragraph 3.3.3 hereof as of the date determined according to paragraph 3.6 hereof), who has voted for reorganization of RAO UES of Russia in the form of the spin-off or abstained with regard to the issue, on the following conditions:

- 3.3.11.2.1. 1 (one) ordinary share in OAO Centerenergyholding established as a result of the spin-off shall be distributed for $(12\,516\,066\,381 + 4\,522\,879\,000 + OS2 + OS3) / (43\,051\,999\,755 - PO1)$ ordinary shares in RAO UES of Russia.
- 3.3.11.2.2. 1 (one) preference share in OAO Centerenergyholding established as a result of the spin-off shall be distributed for $(1\,429\,606\,060 + 100 + PS2 + PS3) / (2\,176\,791\,245 - PO2)$ preference shares in RAO UES of Russia.

Where:

OS2 – 1 016 370 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or less than 500 000 000 preference shares in RAO UES of Russia.

OS3 – 416 590 290 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds less than 416 590 290 ordinary shares in RAO UES of Russia and/or less than 20 000 preference shares in RAO UES of Russia.

PS2 – 500 000 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or less than 500 000 000 preference shares in RAO UES of Russia.

PS3 – 20 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds less than 416 590 290 ordinary shares in RAO UES of Russia and/or less than 20 000 preference shares in RAO UES of Russia.

PO1 – number of ordinary shares in OAO Centerenergyholding placed by OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED according to paragraph 3.3.2.7 hereof. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED have not reduced the number of their shares in RAO UES of Russia, specified in paragraph 3.3.3 hereof.

PO2 – number of preference shares in OAO Centerenergyholding placed by OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED according to paragraph 3.3.2.8 hereof. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED have not reduced the number of their shares in RAO UES of Russia, specified in paragraph 3.3.3 hereof.

3.3.12. If OJSC GMK Norilsk Nickel voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off, but as of the date determined in accordance with paragraph 3.6 hereof it has reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, shares in each company established as a result of RAO UES of Russia reorganization in the form of the spin-off, specified in paragraphs 3.3.1, 3.3.3 and 3.3.12 hereof, shall be distributed to OJSC GMK Norilsk Nickel according to paragraphs 3.3.1, 3.3.3., 3.3.12 hereof, whereas OAO Intergeneration shares shall be placed on the following conditions:

3.3.12.1. OAO Intergeneration shares shall be distributed to each RAO UES of Russia shareholder, who has voted against reorganization of RAO UES of Russia in the form of the spin-off or has not taken part in the voting concerning the issue, according to paragraphs 3.3.2.5, 3.3.2.6 hereof;

3.3.12.2. OAO Intergeneration shares shall be distributed to each RAO UES of Russia shareholder (except for the Russian Federation, OOO Gazoenergeticheskaya Company, MADAKE ENTERPRISES COMPANY LIMITED, provided they have not reduced the number of their shares specified in paragraph 3.3.3 hereof as of the date determined according to paragraph 3.6 hereof), who has voted for reorganization of RAO UES of Russia in the form of the spin-off or abstained with regard to the issue, on the following conditions:

3.3.12.2.1. 1 (one) ordinary share in OAO Intergeneration established as a result of the spin-off shall be distributed for $(12\,516\,066\,381 + OS1 + 1\,016\,370\,000 + OS3) / (144\,338\,947\,437 - PO1)$ ordinary shares in RAO UES of Russia.

3.3.12.2.2. 1 (one) preference share in OAO Intergeneration established as a result of the spin-off shall be distributed for $(1\,429\,606\,060 + PS1 + 500\,000\,000 + PS3) / (7\,298\,052\,563 - PO2)$ preference shares in RAO UES of Russia.

Where:

OS1 – 4 522 879 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or less than 100 preference shares in RAO UES of Russia.

OS3 – 416 590 290 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds less than 416 590 290 ordinary shares in RAO UES of Russia and/or less than 20 000 preference shares in RAO UES of Russia.

PS1 – 100 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or less than 100 preference shares in RAO UES of Russia.

PS3 – 20 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds less than 416 590 290 ordinary shares in RAO UES of Russia and/or less than 20 000 preference shares in RAO UES of Russia.

PO1 – number of ordinary shares in OAO Intergeneration placed by OOO Gazoenergeticheskaya Company, MADAKE ENTERPRISES COMPANY LIMITED according to paragraph 3.3.2.5 hereof. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company, MADAKE ENTERPRISES COMPANY LIMITED have not reduced the number of their shares in RAO UES of Russia, specified in paragraph 3.3.3 hereof

PO2 – number of preference shares in OAO Intergeneration placed by OOO Gazoenergeticheskaya Company, MADAKE ENTERPRISES COMPANY LIMITED according to paragraph 3.3.2.6 hereof. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company, MADAKE ENTERPRISES COMPANY LIMITED have not reduced the number of their shares in RAO UES of Russia, specified in paragraph 3.3.3 hereof.

3.3.13. If MADAKE ENTERPRISES COMPANY LIMITED voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off, but as of the date determined in accordance with paragraph 3.6 hereof it has reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, shares in each company established as a result of RAO UES of Russia reorganization in the form of the spin-off, specified in paragraphs 3.3.1, 3.3.3 and 3.3.13 hereof, shall be distributed to MADAKE ENTERPRISES COMPANY LIMITED according to

- paragraphs 3.3.1, 3.3.3., 3.3.13 hereof, whereas OAO Sibenergyholding shares shall be placed on the following conditions:
- 3.3.13.1. OAO Intereneration shares shall be distributed to each RAO UES of Russia shareholder, who has voted against reorganization of RAO UES of Russia in the form of the spin-off or has not taken part in the voting concerning the issue, according to paragraphs 3.3.2.9, 3.3.2.10 hereof;
 - 3.3.13.2. OAO Sibenergyholding shares shall be distributed to each RAO UES of Russia shareholder (except for the Russian Federation, OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel, provided they have not reduced the number of their shares specified in paragraph 3.3.3 hereof as of the date determined according to paragraph 3.6 hereof), who has voted for reorganization of RAO UES of Russia in the form of the spin-off or abstained with regard to the issue, on the following conditions:
 - 3.3.13.2.1. 1 (one) ordinary share in OAO Sibenergyholding established as a result of the spin-off shall be distributed for $(12\,516\,066\,381 + OS1 + OS2 + 416\,590\,290) / (39\,655\,948\,581 - PO1)$ ordinary shares in RAO UES of Russia.
 - 3.3.13.2.2. 1 (one) preference share in OAO Sibenergyholding established as a result of the spin-off shall be distributed for $(1\,429\,606\,060 + PS1 + PS2 + 20\,000) / (2\,005\,080\,419 - PO2)$ preference shares in RAO UES of Russia.

Where:

OS1 – 4 522 879 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or less than 100 preference shares in RAO UES of Russia.

OS2 – 1 016 370 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or less than 500 000 000 preference shares in RAO UES of Russia.

PS1 – 100 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or less than 100 preference shares in RAO UES of Russia.

PS2 – 500 000 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or less than 500 000 000 preference shares in RAO UES of Russia.

PO1 – number of ordinary shares in OAO Sibenergyholding placed by OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel according to paragraph 3.3.2.9 hereof. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel have not reduced the number of their shares in RAO UES of Russia, specified in paragraph 3.3.3 hereof.

PO2 – number of preference shares in OAO Sibenergyholding placed by OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel according to paragraph 3.3.2.10 hereof. These shares shall be used in the ratio, if as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel have not reduced the number of their shares in RAO UES of Russia, specified in paragraph 3.3.3 hereof.

3.3.14. Shares in OAO Minority Holding FGC UES, OAO Minority Holding HydroOGK, OAO OGK-1 Holding, OAO OGK-2 Holding, OAO OGK-3 Holding, OAO OGK-4 Holding, OAO OGK-6 Holding, OAO TKG-1 Holding, OAO TKG-2 Holding, OAO Mosenergo Holding, OAO TKG-4 Holding, OAO TKG-6 Holding, OAO Voljskaya TKG Holding, OAO UGK TKG-8 Holding, OAO TKG-9 Holding, OAO TKG-10 Holding, OAO TKG-11 Holding, OAO Kuzbassenergo Holding, OAO Yeniseyskaya TKG Holding, OAO TKG-14 Holding shall be distributed to the Russian Federation on the following conditions:

- 3.3.14.1. 1 (one) ordinary share in each company specified in paragraph 3.3.14 established as a result of the reorganization of RAO UES of Russia in the form of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS1 + OS2 + OS3 + PS1 + PS2 + PS3) / ((1 + 145\,523\,224 / 22\,569\,848\,313) * (12\,516\,066\,381 - Z1 - P1))$ ordinary shares in RAO UES of Russia.
- 3.3.14.2. 1 (one) preference share in each company specified in paragraph 3.3.14 established as a result of the reorganization of RAO UES of Russia in the form of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS1 + OS2 + OS3 + PS1 + PS2 + PS3) / ((1 + 22\,569\,848\,313 / 145\,523\,224) * (1\,429\,606\,060 - Z2 - P2))$ preference shares in RAO UES of Russia.

Where:

OS1 – 4 522 879 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if OOO Gazoenergeticheskaya Company has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof holds not less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or not less than 100 preference shares in RAO UES of Russia.

OS2 – 1 016 370 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if OJSC GMK Norilsk Nickel has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds not less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or not less than 500 000 000 preference shares in RAO UES of Russia.

OS3 – 416 590 290 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if MADAKE ENTERPRISES COMPANY LIMITED has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds not less than 416 590 290 ordinary shares in RAO UES of Russia and/or not less than 20 000 preference shares in RAO UES of Russia.

PS1 – 100 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if OOO Gazoenergeticheskaya Company has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds not less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or not less than 100 preference shares in RAO UES of Russia.

PS2 – 500 000 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if OJSC GMK Norilsk Nickel has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the

date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds not less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or not less than 500 000 000 preference shares in RAO UES of Russia.

PS3 – 20 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if MADAKE ENTERPRISES COMPANY LIMITED has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OAO MADAKE ENTERPRISES COMPANY LIMITED holds not less than 416 590 290 ordinary shares in RAO UES of Russia and/or not less than 20 000 preference shares in RAO UES of Russia.

P1 – number of ordinary shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.1 hereof.

P2 – number of preference shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.2 hereof.

Z1 – number of ordinary shares in a relevant detached company distributed to shareholders according to paragraph 3.3.3 hereof.

Z2 – number of preference shares in a relevant detached company distributed to shareholders according to paragraph 3.3.3 hereof.

3.3.15. If OOO Gazoenergeticheskaya Company voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off, and as of the date determined in accordance with paragraph 3.6 hereof it has not reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, shares in OAO Minority Holding FGC UES, OAO Minority Holding HydroOGK, OAO OGK-1 Holding, OAO OGK-2 Holding, OAO OGK-3 Holding, OAO OGK-4 Holding, OAO OGK-6 Holding, OAO TKG-1 Holding, OAO TKG-2 Holding, OAO Mosenergo Holding, OAO TKG-4 Holding, OAO TKG-6 Holding, OAO Voljskaya TKG Holding, OAO UGK TKG-8 Holding, OAO TKG-9 Holding, OAO TKG-10 Holding, OAO TKG-11 Holding, OAO Kuzbassenergo Holding, OAO Yeniseyskaya TKG Holding, OAO TKG-14 Holding shall be distributed to OOO Gazoenergeticheskaya Company on the following conditions:

3.3.15.1. 1 (one) ordinary share in each company specified in paragraph 3.3.15 established as a result of reorganization of RAO UES of Russia in the form of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + 4\,522\,879\,000 + OS2 + OS3 + 100 + PS2 + PS3) / ((1 + 100 / 4\,522\,879\,000) * (12\,516\,066\,381 - Z1 - P1))$ ordinary shares in RAO UES of Russia.

3.3.15.2. 1 (one) preference share in each company specified in paragraph 3.3.15 established as a result of reorganization of RAO UES of Russia in the form of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + 4\,522\,879\,000 + OS2 + OS3 + 100 + PS2 + PS3) / ((1 + 4\,522\,879\,000 / 100) * (1\,429\,606\,060 - Z2 - P2))$ preference shares in RAO UES of Russia.

Where:

OS2 – 1 016 370 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if OJSC GMK Norilsk Nickel has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds not less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or not less than 500 000 000 preference shares in RAO UES of Russia.

OS3 – 416 590 290 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if MADAKE ENTERPRISES COMPANY LIMITED has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds not less than 416 590 290 ordinary shares in RAO UES of Russia and/or not less than 20 000 preference shares in RAO UES of Russia.

PS2 – 500 000 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if OJSC GMK Norilsk Nickel has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds not less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or not less than 500 000 000 preference shares in RAO UES of Russia.

PS3 – 20 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if MADAKE ENTERPRISES COMPANY LIMITED has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OAO MADAKE ENTERPRISES COMPANY LIMITED holds not less than 416 590 290 ordinary shares in RAO UES of Russia and/or not less than 20 000 preference shares in RAO UES of Russia.

P1 – number of ordinary shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.1 hereof.

P2 – number of preference shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.2 hereof.

Z1 – number of ordinary shares in a relevant detached company distributed to shareholders according to paragraph 3.3.3 hereof.

Z2 – number of preference shares in a relevant detached company distributed to shareholders according to paragraph 3.3.3 hereof.

3.3.16. If OJSC GMK Norilsk Nickel voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off, and as of the date determined in accordance with paragraph 3.6 hereof it has not reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, shares in OAO Minority Holding FGC UES, OAO Minority Holding HydroOGK, OAO OGK-1 Holding, OAO OGK-2 Holding, OAO OGK-3 Holding, OAO OGK-4 Holding, OAO OGK-6 Holding, OAO TKG-1 Holding, OAO TKG-2 Holding, OAO Mosenergo Holding, OAO TKG-4 Holding, OAO TKG-6 Holding, OAO Voljskaya TKG Holding, OAO UGK TKG-8 Holding, OAO TKG-9 Holding, OAO TKG-10 Holding, OAO TKG-11 Holding, OAO Kuzbassenergo Holding, OAO Yeniseyskaya TKG Holding, OAO TKG-14 Holding shall be distributed to OJSC GMK Norilsk Nickel on the following conditions:

3.3.16.1. 1 (one) ordinary share in each company specified in paragraph 3.3.16 established as a result of reorganization of RAO UES of Russia in the form of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS1 +$

- 1 016 370 000 + OS3 + PS1 + 500 000 000 + PS3) / ((1 + 500 000 000 / 1 016 370 000) * (12 516 066 381 - Z1 - P1)) ordinary shares in RAO UES of Russia.
- 3.3.16.2. 1 (one) preference share in each company specified in paragraph 3.3.16 established as a result of reorganization of RAO UES of Russia in the form of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS1 + 1\,016\,370\,000 + OS3 + PS1 + 500\,000\,000 + PS3) / ((1 + 1\,016\,370\,000 / 500\,000\,000) * (1\,429\,606\,060 - Z2 - P2))$ preference shares in RAO UES of Russia.

Where:

OS1 – 4 522 879 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if OOO Gazoenergeticheskaya Company has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof holds not less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or not less than 100 preference shares in RAO UES of Russia.

OS3 – 416 590 290 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if MADAKE ENTERPRISES COMPANY LIMITED has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds not less than 416 590 290 ordinary shares in RAO UES of Russia and/or not less than 20 000 preference shares in RAO UES of Russia.

PS1 – 100 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if OOO Gazoenergeticheskaya Company has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds not less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or not less than 100 preference shares in RAO UES of Russia.

PS3 – 20 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if MADAKE ENTERPRISES COMPANY LIMITED has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OAO MADAKE ENTERPRISES COMPANY LIMITED holds not less than 416 590 290 ordinary shares in RAO UES of Russia and/or not less than 20 000 preference shares in RAO UES of Russia.

P1 – number of ordinary shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.1 hereof.

P2 – number of preference shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.2 hereof.

Z1 – number of ordinary shares in a relevant detached company distributed to shareholders according to paragraph 3.3.3 hereof.

Z2 – number of preference shares in a relevant detached company distributed to shareholders according to paragraph 3.3.3 hereof.

3.3.17. If MADAKE ENTERPRISES COMPANY LIMITED voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off, and as of the date determined in accordance with paragraph 3.6 hereof it has not reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, shares in OAO Minority Holding FGC UES, OAO Minority Holding HydroOGK, OAO OGK-1 Holding, OAO OGK-2 Holding, OAO OGK-3 Holding, OAO OGK-4 Holding, OAO OGK-6 Holding, OAO TKG-1 Holding, OAO TKG-2 Holding, OAO Mosenergo Holding, OAO TKG-4 Holding, OAO TKG-6 Holding, OAO Voljskaya TKG Holding, OAO UGK TKG-8 Holding, OAO TKG-9 Holding, OAO TKG-10 Holding, OAO TKG-11 Holding, OAO Kuzbassenergo Holding, OAO Yeniseyskaya TKG Holding, OAO TKG-14 Holding shall be distributed to MADAKE ENTERPRISES COMPANY LIMITED on the following conditions:

- 3.3.17.1. 1 (one) ordinary share in each company specified in paragraph 3.3.17 established as a result of reorganization of RAO UES of Russia in the form of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS1 + OS2 + 416\,590\,290 + PS1 + PS2 + 20\,000) / ((1 + 20\,000 / 416\,590\,290) * (12\,516\,066\,381 - Z1 - P1))$ ordinary shares in RAO UES of Russia.
- 3.3.17.2. 1 (one) preference share in each company specified in paragraph 3.3.17 established as a result of reorganization of RAO UES of Russia in the form of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS1 + OS2 + 416\,590\,290 + PS1 + PS2 + 20\,000) / ((1 + 416\,590\,290 / 20\,000) * (1\,429\,606\,060 - Z2 - P2))$ preference shares in RAO UES of Russia.

Where:

OS1 – 4 522 879 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if OOO Gazoenergeticheskaya Company has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof holds not less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or not less than 100 preference shares in RAO UES of Russia.

OS2 – 1 016 370 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if OJSC GMK Norilsk Nickel has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds not less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or not less than 500 000 000 preference shares in RAO UES of Russia.

PS1 – 100 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if OOO Gazoenergeticheskaya Company has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds not less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or not less than 100 preference shares in RAO UES of Russia.

PS2 – 500 000 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if OJSC GMK Norilsk Nickel has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds not less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or not less than 500 000 000 preference shares in RAO UES of Russia.

P1 – number of ordinary shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.1 hereof.

P2 – number of preference shares in a relevant detached company distributed to shareholders according to paragraph 3.3.2.2 hereof.

Z1 – number of ordinary shares in a relevant detached company distributed to shareholders according to paragraph 3.3.3 hereof.

Z2 – number of preference shares in a relevant detached company distributed to shareholders according to paragraph 3.3.3 hereof.

3.3.18. If as of the date determined in accordance with paragraph 3.6 hereof OOO Gazoenergeticheskaya Company has reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, OAO Centerenergyholding shares shall be distributed to the Russian Federation on the following conditions:

3.3.18.1. 1 (one) ordinary share in OAO Centerenergyholding established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS2 + OS3 + PS2 + PS3) / ((1 + 145\,523\,224 / 22\,569\,848\,313) * (43\,051\,999\,755 - Z1 - P1))$ ordinary shares in RAO UES of Russia.

3.3.18.2. 1 (one) preference share in OAO Centerenergyholding established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS2 + OS3 + PS2 + PS3) / ((1 + 22\,569\,848\,313 / 145\,523\,224) * (2\,176\,791\,245 - Z2 - P2))$ preference shares in RAO UES of Russia.

Where:

OS2 – 1 016 370 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if OJSC GMK Norilsk Nickel has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds not less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or not less than 500 000 000 preference shares in RAO UES of Russia.

OS3 – 416 590 290 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if MADAKE ENTERPRISES COMPANY LIMITED has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds not less than 416 590 290 ordinary shares in RAO UES of Russia and/or not less than 20 000 preference shares in RAO UES of Russia.

PS2 – 500 000 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if OJSC GMK Norilsk Nickel has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds not less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or not less than 500 000 000 preference shares in RAO UES of Russia.

PS3 – 20 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if MADAKE ENTERPRISES COMPANY LIMITED has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OAO MADAKE ENTERPRISES COMPANY LIMITED holds not less than 416 590 290 ordinary shares in RAO UES of Russia and/or not less than 20 000 preference shares in RAO UES of Russia.

P1 – number of ordinary shares in OAO Centerenergyholding distributed to shareholders according to paragraph 3.3.2.7 hereof.

P2 – number of preference shares in OAO Centerenergyholding distributed to shareholders according to paragraph 3.3.2.8 hereof.

Z1 – number of ordinary shares in OAO Centerenergyholding distributed to shareholders according to paragraphs 3.3.8.3.1., 3.3.11.2.1 hereof.

Z2 – number of preference shares in OAO Centerenergyholding distributed to shareholders according to paragraphs 3.3.8.3.2., 3.3.11.2.2 hereof.

3.3.19. If as of the date determined in accordance with paragraph 3.6 hereof OJSC GMK Norilsk Nickel has reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, OAO Intergeneration shares shall be distributed to the Russian Federation on the following conditions:

3.3.19.1. 1 (one) ordinary share in OAO Intergeneration established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS1 + OS3 + PS1 + PS3) / ((1 + 145\,523\,224 / 22\,569\,848\,313) * (144\,338\,947\,437 - Z1 - P1))$ ordinary shares in RAO UES of Russia.

3.3.19.2. 1 (one) preference share in OAO Intergeneration established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS1 + OS3 + PS1 + PS3) / ((1 + 22\,569\,848\,313 / 145\,523\,224) * (7\,298\,052\,563 - Z2 - P2))$ preference shares in RAO UES of Russia.

Where:

OS1 – 4 522 879 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if OOO Gazoenergeticheskaya Company has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof holds not less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or not less than 100 preference shares in RAO UES of Russia.

OS3 – 416 590 290 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if MADAKE ENTERPRISES COMPANY LIMITED has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds not less than 416 590 290 ordinary shares in RAO UES of Russia and/or not less than 20 000 preference shares in RAO UES of Russia.

PS1 – 100 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if OOO Gazoenergeticheskaya Company has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds not less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or not less than 100 preference shares in RAO UES of Russia.

PS3 – 20 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if MADAKE ENTERPRISES COMPANY LIMITED has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OAO MADAKE ENTERPRISES

COMPANY LIMITED holds not less than 416 590 290 ordinary shares in RAO UES of Russia and/or not less than 20 000 preference shares in RAO UES of Russia.

P1 – number of ordinary shares in OAO Intergeneration distributed to shareholders according to paragraph 3.3.2.5 hereof.

P2 – number of preference shares in OAO Intergeneration distributed to shareholders according to paragraph 3.3.2.6 hereof.

Z1 – number of ordinary shares in OAO Intergeneration distributed to shareholders according to paragraphs 3.3.9.3.1., 3.3.12.2.1 hereof.

Z2 – number of preference shares in OAO Intergeneration distributed to shareholders according to paragraphs 3.3.9.3.2., 3.3.12.2.2 hereof.

3.3.20. If as of the date determined in accordance with paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED has reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, OAO Sibenergyholding shares shall be distributed to the Russian Federation on the following conditions:

3.3.20.1. 1 (one) ordinary share in OAO Sibenergyholding established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS1 + OS2 + PS1 + PS2) / ((1 + 145\,523\,224 / 22\,569\,848\,313) * (39\,655\,948\,581 - Z1 - P1))$ ordinary shares in RAO UES of Russia.

3.3.20.2. 1 (one) preference share in OAO Sibenergyholding established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS1 + OS2 + PS1 + PS2) / ((1 + 22\,569\,848\,313 / 145\,523\,224) * (2\,005\,080\,419 - Z2 - P2))$ preference shares in RAO UES of Russia.

Where:

OS1 – 4 522 879 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if OOO Gazoenergeticheskaya Company has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof holds not less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or not less than 100 preference shares in RAO UES of Russia.

OS2 – 1 016 370 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if OJSC GMK Norilsk Nickel has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds not less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or not less than 500 000 000 preference shares in RAO UES of Russia.

PS1 – 100 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if OOO Gazoenergeticheskaya Company has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds not less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or not less than 100 preference shares in RAO UES of Russia.

PS2 – 500 000 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if OJSC GMK Norilsk Nickel has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds not less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or not less than 500 000 000 preference shares in RAO UES of Russia.

P1 – number of ordinary shares in OAO Sibenergyholding distributed to shareholders according to paragraph 3.3.2.9 hereof.

P2 – number of preference shares in OAO Sibenergyholding distributed to shareholders according to paragraph 3.3.2.10 hereof.

Z1 – number of ordinary shares in OAO Sibenergyholding distributed to shareholders according to paragraphs 3.3.10.3.1., 3.3.13.2.1 hereof.

Z2 – number of preference shares in OAO Sibenergyholding distributed to shareholders according to paragraphs 3.3.10.3.2., 3.3.13.2.2 hereof.

3.3.21. If as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel has reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, OOO Intergeneration shares shall be distributed to OOO Gazoenergeticheskaya Company on the following conditions (provided the latter has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off, and as of the date determined in accordance with paragraph 3.6 hereof it has not reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof):

3.3.21.1. 1 (one) ordinary share in OAO Intergeneration established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + 4\,522\,879\,000 + OS3 + 100 + PS3) / ((1 + 100 / 4\,522\,879\,000) * (144\,338\,947\,437 - Z1 - P1))$ ordinary shares in RAO UES of Russia.

3.3.21.2. 1 (one) preference share in OAO Intergeneration established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + 4\,522\,879\,000 + OS3 + 100 + PS3) / ((1 + 4\,522\,879\,000 / 100) * (7\,298\,052\,563 - Z2 - P2))$ preference shares in RAO UES of Russia.

Where:

OS3 – 416 590 290 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if MADAKE ENTERPRISES COMPANY LIMITED has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds not less than 416 590 290 ordinary shares in RAO UES of Russia and/or not less than 20 000 preference shares in RAO UES of Russia.

PS3 – 20 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if MADAKE ENTERPRISES COMPANY LIMITED has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OAO MADAKE ENTERPRISES COMPANY LIMITED holds not less than 416 590 290 ordinary shares in RAO UES of Russia and/or not less than 20 000 preference shares in RAO UES of Russia.

P1 – number of ordinary shares in OAO Intergeneration distributed to shareholders according to paragraph 3.3.2.5 hereof.

P2 – number of preference shares in OAO Intergeneration distributed to shareholders according to paragraph 3.3.2.6 hereof.

Z1 – number of ordinary shares in OAO Intergeneration distributed to shareholders according to paragraphs 3.3.9.3.1., 3.3.12.2.1 hereof.

Z2 – number of preference shares in OAO Intergeneration distributed to shareholders according to paragraphs 3.3.9.3.2., 3.3.12.2.2 hereof.

- 3.3.22. If as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED has reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, OAO Sibenergyholding shares shall distributed to OOO Gazoenergeticheskaya Company on the following conditions (provided the latter has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off, and as of the date determined in accordance with paragraph 3.6 hereof it has not reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof):
- 3.3.22.1. 1 (one) ordinary share in OAO Sibenergyholding established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + 4\,522\,879\,000 + OS2 + 100 + PS2) / ((1 + 100 / 4\,522\,879\,000) * (39\,655\,948\,581 - Z1 - P1))$ ordinary shares in RAO UES of Russia.
- 3.3.22.2. 1 (one) preference share in OAO Sibenergyholding established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + 4\,522\,879\,000 + OS2 + 100 + PS2) / ((1 + 4\,522\,879\,000 / 100) * (2\,005\,080\,419 - Z2 - P2))$ preference shares in RAO UES of Russia.

Where:

OS2 – 1 016 370 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if OJSC GMK Norilsk Nickel has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds not less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or not less than 500 000 000 preference shares in RAO UES of Russia.

PS2 – 500 000 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if OJSC GMK Norilsk Nickel has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds not less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or not less than 500 000 000 preference shares in RAO UES of Russia.

P1 – number of ordinary shares in OAO Sibenergyholding distributed to shareholders according to paragraph 3.3.2.9 hereof.

P2 – number of preference shares in OAO Sibenergyholding distributed to shareholders according to paragraph 3.3.2.10 hereof.

Z1 – number of ordinary shares in OAO Sibenergyholding distributed to shareholders according to paragraphs 3.3.10.3.1., 3.3.13.2.1 hereof.

Z2 – number of preference shares in OAO Sibenergyholding distributed to shareholders according to paragraphs 3.3.10.3.2., 3.3.13.2.2 hereof.

- 3.3.23. If as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company has reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, OAO Centerenergyholding shares shall distributed to OJSC GMK Norilsk Nickel on the following conditions (provided the latter has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off, and as of the date determined in accordance with paragraph 3.6 hereof it has not reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof):

3.3.23.1. 1 (one) ordinary share in OAO Centerenergyholding established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + 1\,016\,370\,000 + OS3 + 500\,000\,000 + PS3) / ((1 + 500\,000\,000 / 1\,016\,370\,000) * (43\,051\,999\,755 - Z1 - P1))$ ordinary shares in RAO UES of Russia.

3.3.23.2. 1 (one) preference share in OAO Centerenergyholding established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + 1\,016\,370\,000 + OS3 + 500\,000\,000 + PS3) / ((1 + 1\,016\,370\,000 / 500\,000\,000) * (2\,176\,791\,245 - Z2 - P2))$ preference shares in RAO UES of Russia.

Where:

OS3 – 416 590 290 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if MADAKE ENTERPRISES COMPANY LIMITED has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED holds not less than 416 590 290 ordinary shares in RAO UES of Russia and/or not less than 20 000 preference shares in RAO UES of Russia.

PS3 – 20 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if MADAKE ENTERPRISES COMPANY LIMITED has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OAO MADAKE ENTERPRISES COMPANY LIMITED holds not less than 416 590 290 ordinary shares in RAO UES of Russia and/or not less than 20 000 preference shares in RAO UES of Russia.

P1 – number of ordinary shares in OAO Centerenergyholding distributed to shareholders according to paragraph 3.3.2.7 hereof.

P2 – number of preference shares in OAO Centerenergyholding distributed to shareholders according to paragraph 3.3.2.8 hereof.

Z1 – number of ordinary shares in OAO Centerenergyholding distributed to shareholders according to paragraphs 3.3.8.3.1., 3.3.11.2.1 hereof.

Z2 – number of preference shares in OAO Centerenergyholding distributed to shareholders according to paragraphs 3.3.8.3.2., 3.3.11.2.2 hereof.

- 3.3.24. If as of the date determined according to paragraph 3.6 hereof MADAKE ENTERPRISES COMPANY LIMITED has reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, OAO Sibenergyholding shares shall distributed to OJSC GMK Norilsk Nickel on the following conditions (provided the latter has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off, and as of the date determined in accordance with paragraph 3.6 hereof it has not reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof):

3.3.24.1. 1 (one) ordinary share in OAO Sibenergyholding established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS1 + 1\,016\,370\,000 + PS1 + 500\,000\,000) / ((1 + 500\,000\,000 / 1\,016\,370\,000) * (39\,655\,948\,581 - Z1 - P1))$ ordinary shares in RAO UES of Russia.

3.3.24.2. 1 (one) preference share in OAO Sibenergyholding established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS1 + 1\,016\,370\,000 + PS1 + 500\,000\,000) / ((1 + 1\,016\,370\,000 / 500\,000\,000) * (2\,005\,080\,419 - Z2 - P2))$ preference shares in RAO UES of Russia.

Where:

OS1 – 4 522 879 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if OOO Gazoenergeticheskaya Company has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof holds not less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or not less than 100 preference shares in RAO UES of Russia.

PS1 – 100 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if OOO Gazoenergeticheskaya Company has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds not less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or not less than 100 preference shares in RAO UES of Russia.

P1 – number of ordinary shares in OAO Sibenergyholding distributed to shareholders according to paragraph 3.3.2.9 hereof.

P2 – number of preference shares in OAO Sibenergyholding distributed to shareholders according to paragraph 3.3.2.10 hereof.

Z1 – number of ordinary shares in OAO Sibenergyholding distributed to shareholders according to paragraphs 3.3.10.3.1., 3.3.13.2.1 hereof.

Z2 – number of preference shares in OAO Sibenergyholding distributed to shareholders according to paragraphs 3.3.10.3.2., 3.3.13.2.2 hereof.

3.3.25. If as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company has reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, OAO Centerenergyholding shares shall distributed to MADAKE ENTERPRISES COMPANY LIMITED on the following conditions (provided the latter has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off, and as of the date determined in accordance with paragraph 3.6 hereof it has not reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof):

3.3.25.1. 1 (one) ordinary share in OAO Centerenergyholding established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS2 + 416\,590\,290 + PS2 + 20\,000) / ((1 + 20\,000 / 416\,590\,290) * (43\,051\,999\,755 - Z1 - P1))$ ordinary shares in RAO UES of Russia.

3.3.25.2. 1 (one) preference share in OAO Centerenergyholding established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS2 + 416\,590\,290 + PS2 + 20\,000) / ((1 + 416\,590\,290 / 20\,000) * (2\,176\,791\,245 - Z2 - P2))$ preference shares in RAO UES of Russia.

Where:

OS2 – 1 016 370 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if OJSC GMK Norilsk Nickel has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds not less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or not less than 500 000 000 preference shares in RAO UES of Russia.

PS2 – 500 000 000 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if OJSC GMK Norilsk Nickel has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel holds not less than 1 016 370 000 ordinary shares in RAO UES of Russia and/or not less than 500 000 000 preference shares in RAO UES of Russia.

P1 – number of ordinary shares in OAO Centerenergyholding distributed to shareholders according to paragraph 3.3.2.7 hereof.

P2 – number of preference shares in OAO Centerenergyholding distributed to shareholders according to paragraph 3.3.2.8 hereof.

Z1 – number of ordinary shares in OAO Centerenergyholding distributed to shareholders according to paragraphs 3.3.8.3.1., 3.3.11.2.1 hereof.

Z2 – number of preference shares in OAO Centerenergyholding distributed to shareholders according to paragraphs 3.3.8.3.2., 3.3.11.2.2 hereof.

3.3.26. If as of the date determined according to paragraph 3.6 hereof OJSC GMK Norilsk Nickel has reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof, OOO Intergeneration shares shall distributed to MADAKE ENTERPRISES COMPANY LIMITED on the following conditions (provided the latter has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off, and as of the date determined in accordance with paragraph 3.6 hereof it has not reduced the number of its shares in RAO UES of Russia specified in paragraph 3.3.3 hereof):

3.3.26.1. 1 (one) ordinary share in OAO Intergeneration established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS1 + 416\,590\,290 + PS1 + 20\,000) / ((1 + 20\,000 / 416\,590\,290) * (144\,338\,947\,437 - Z1 - P1))$ ordinary shares in RAO UES of Russia.

3.3.26.2. 1 (one) preference share in OAO Intergeneration established as a result of the spin-off shall be distributed for $(22\,569\,848\,313 + 145\,523\,224 + OS1 + 416\,590\,290 + PS1 + 20\,000) / ((1 + 416\,590\,290 / 20\,000) * (7\,298\,052\,563 - Z2 - P2))$ preference shares in RAO UES of Russia.

Where:

OS1 – 4 522 879 000 ordinary shares in RAO UES of Russia. These shares shall be used in the ratio, if OOO Gazoenergeticheskaya Company has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof holds not less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or not less than 100 preference shares in RAO UES of Russia.

PS1 – 100 preference shares in RAO UES of Russia. These shares shall be used in the ratio, if OOO Gazoenergeticheskaya Company has voted for or abstained with regard to reorganization of RAO UES of Russia in the form of the spin-off and as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company holds not less than 4 522 879 000 ordinary shares in RAO UES of Russia and/or not less than 100 preference shares in RAO UES of Russia.

P1 – number of ordinary shares in OAO Intergeneration distributed to shareholders according to paragraph 3.3.2.5 hereof.

P2 – number of preference shares in OAO Intergeneration distributed to shareholders according to paragraph 3.3.2.6 hereof.
Z1 – number of ordinary shares in OAO Intergeneration distributed to shareholders according to paragraphs 3.3.9.3.1., 3.3.12.2.1 hereof.

Z2 – number of preference shares in OAO Intergeneration distributed to shareholders according to paragraphs 3.3.9.3.2., 3.3.12.2.2 hereof.

3.3.27. If a calculated number of a relevant detached company's shares subject to distribution to a RAO UES of Russia shareholder is fractional, the fractional part shall be rounded according to the following rules:

3.3.27.1. If a digit immediately following the comma is 5 to 9 inclusively, the integral number shall be increased by one, whereas digits following the comma shall not be considered.

3.3.27.2. If a digit immediately following the comma is 0 to 4 inclusively, the integral number only shall be taken into account, whereas digits following the comma shall not be considered.

3.3.27.3. If as a result of a rounding any shareholder is not entitled to any share, one share shall be distributed to such shareholder.

3.3.28. If as of the date determined in accordance with paragraph 3.6 hereof a RAO UES of Russia shareholder – OJSC GMK Norilsk Nickel is reorganized in the form of spin-off, and the shares in RAO UES of Russia held by OJSC GMK Norilsk Nickel in the amount of at least 1 016 370 000 ordinary shares and 500 000 000 preference shares pass under a legal succession procedure according to a separation balance to ownership of one company established as a result of reorganization of OJSC GMK Norilsk Nickel, all provisions of this resolution referring to OJSC GMK Norilsk Nickel (except for references to the variant of voting on reorganization of RAO UES of Russia in the form of spin-off and participation in a voting on this issue) shall be deemed to be referring to such company established as a result of reorganization of OJSC GMK Norilsk Nickel in the form of spin-off.

Transfer of shares in RAO UES of Russia held by OJSC GMK Norilsk Nickel under a legal succession procedure according to the first subparagraph of this paragraph shall not result in application of relevant provisions of this resolution concerning the reduction in the number of RAO UES of Russia shares held by OJSC GMK Norilsk Nickel.

If after transfer of shares in RAO UES of Russia held by OJSC GMK Norilsk Nickel under a legal succession procedure according to the first subparagraph of this paragraph OJSC GMK Norilsk Nickel is a holder of RAO UES of Russia shares, (1) during distribution of shares created as a result of the spin-off all provisions of this resolution referring to OJSC GMK Norilsk Nickel shall only apply to OJSC GMK Norilsk Nickel's legal successor defined in accordance with the first subparagraph of paragraph 3.3.19 and (2) during distribution of shares created as a result of the spin-off only provisions of paragraphs 3.3.1., 3.3.3., 3.3.8.2., 3.3.9.2., 3.3.10.2., 3.3.8.3., 3.3.9.3., 3.3.10.3., 3.3.11.2., 3.3.12.2. and 3.3.13.2 hereof shall apply to OJSC GMK Norilsk Nickel.

3.3.29. If as of the date determined according to paragraph 3.6 hereof OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED have increased the number of their ordinary and preference shares in RAO UES of Russia compared to the number specified in paragraph 3.3.3 hereof by the number of RAO UES of Russia shares specified in paragraph 3.3.3 hereof, shares in the detached companies shall be distributed to OOO Gazoenergeticheskaya Company, OJSC GMK Norilsk Nickel, MADAKE ENTERPRISES COMPANY LIMITED according to paragraphs 3.3.1., 3.3.3., 3.3.8.2., 3.3.9.2., 3.3.10.2., 3.3.8.3., 3.3.9.3., 3.3.10.3., 3.3.11.2., 3.3.12.2., 3.3.13.2 hereof.

3.3.30. For the RAO UES of Russia shares, to which a title has been transferred after compilation of a list of persons entitled to take part in the Extraordinary General Meeting of RAO UES of Russia shareholders on October 26, 2007, shares in the detached companies shall be placed in accordance with paragraphs 3.3.1., 3.3.3., 3.3.8.2., 3.3.9.2., 3.3.10.2., 3.3.8.3., 3.3.9.3., 3.3.10.3., 3.3.11.2., 3.3.12.2., 3.3.13.2 hereof.

3.3.31. A list of RAO UES of Russia shareholders, who have voted against or have not taken part in the voting on reorganization of RAO UES of Russia in the form of the spin-off, shall be drawn up on the basis of a list of persons entitled to take part in the Extraordinary General Meeting of RAO UES of Russia shareholders on October 26, 2007.

3.3.32. If laws applicable provide that shares in companies established as a result of reorganization of joint-stock companies should be distributed to shareholders, who have not taken part in the voting on reorganization of RAO UES of Russia in the form of the spin-off (item 1 on the agenda), in the same procedure as to shareholders, who have voted for the reorganization, shares in the detached companies shall be distributed to such shareholders according to paragraphs 3.3.1., 3.3.3., 3.3.8.2., 3.3.9.2., 3.3.10.2., 3.3.8.3., 3.3.9.3., 3.3.10.3., 3.3.11.2., 3.3.12.2., 3.3.13.2 hereof.

3.4. All shares in the established companies, which have not been distributed to RAO UES of Russia shareholders according to paragraph 3.3 hereof, shall be deemed as purchased by RAO UES of Russia.

3.5. Authorized capitals of the established companies shall be made up at the expense of the additional capital and the undistributed profit of past years of RAO UES of Russia.

3.6. Shares in the established companies shall be considered as placed (distributed to RAO UES of Russia shareholders, purchased by RAO UES of Russia) on the date of state registration of the companies established as a result of the reorganization, according to a list of persons drawn up on the basis of the RAO UES of Russia shareholders register as of the date fixed by the RAO UES of Russia Board of Directors not more than 15 (fifteen) days before it takes place.

For the purpose of compilation of the list of persons specified in this paragraph RAO UES of Russia nominee shareholders, including nominee shareholders having their accounts opened with nominee shareholders, shall at the RAO UES of Russia registrar's request present information on persons, on behalf of which they hold the shares. Nominee shareholders may update the said information.

3.7. The separation balance sheet shall be approved.

3.8. Andrey Natanovich Rappoport, RAO UES of Russia Management Board member, Managing Director of the Business Unit "The Grids", shall be appointed as the person performing the duties of the sole executive body of OAO State Holding;

Simultaneously with the adoption of a decision on the issue of shares in OAO State Holding the Board of Directors of OAO State Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO State Holding and appoint another person as the person performing the functions of the sole executive body of OAO State Holding.

- 3.9. Dmitriy Sergeevich Akhanov, Head of Reform Projects Implementation Center, Reform Management Center of RAO UES of Russia, shall be appointed as the person performing the duties of the sole executive body of OAO State Holding HydroOGK;
Simultaneously with the adoption of a decision on the issue of shares in OAO State Holding HydroOGK the Board of Directors of OAO State Holding HydroOGK shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO State Holding HydroOGK and appoint another person as the person performing the functions of the sole executive body of OAO State Holding HydroOGK.
- 3.10. Andrey Natanovich Rappoport, RAO UES of Russia Management Board member, Managing Director of the Seti Business Unit, shall be appointed as the person performing the duties of the sole executive body of OAO Minority Holding FGC UES;
Simultaneously with the adoption of a decision on the issue of shares in OAO Minority Holding FGC UES the Board of Directors of OAO Minority Holding FGC UES shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO Minority Holding FGC UES and appoint another person as the person performing the functions of the sole executive body of OAO Minority Holding FGC UES.
- 3.11. Dmitriy Sergeevich Akhanov, Head of Reform Projects Implementation Center, Reform Management Center of RAO UES of Russia, shall be appointed as the person performing the duties of the sole executive body of OAO Minority Holding HydroOGK;
Simultaneously with the adoption of a decision on the issue of shares in OAO Minority Holding HydroOGK the Board of Directors of OAO Minority Holding HydroOGK shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO Minority Holding HydroOGK and appoint another person as the person performing the functions of the sole executive body of OAO Minority Holding HydroOGK.
- 3.12. Vladimir Olegovich Volik, Project Manager of the RAO UES of Russia Reorganization Commission, shall be appointed as the person performing the duties of the sole executive body of OAO OGK-1 Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO OGK-1 Holding the Board of Directors of OAO OGK-1 Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO OGK-1 Holding and appoint another person as the person performing the functions of the sole executive body of OAO OGK-1 Holding.
- 3.13. Yuriy Broneslavovich Yukhnevich, Head of Devision in the Strategy Department, Reform Management Center of RAO UES of Russia, shall be appointed as the person performing the duties of the sole executive body of OAO OGK-2 Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO OGK-2 Holding the Board of Directors of OAO OGK-2 Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO OGK-2 Holding and appoint another person as the person performing the functions of the sole executive body of OAO OGK-2 Holding.
- 3.14. Maxim Valentinovich Zavalko, First Deputy Head of the Department of Corporate Governance and Investor Relations, of RAO UES of Russia shall be appointed as the person performing the duties of the sole executive body of OAO OGK-3 Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO OGK-3 Holding the Board of Directors of OAO OGK-3 Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO OGK-3 Holding and appoint another person as the person performing the functions of the sole executive body of OAO OGK-3 Holding.
- 3.15. Dmitriy Aleksandrovich Burnashev, Head of the Business Planning Department of RAO UES of Russia, shall be appointed as the person performing the duties of the sole executive body of OAO OGK-4 Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO OGK-4 Holding the Board of Directors of OAO OGK-4 Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO OGK-4 Holding and appoint another person as the person performing the functions of the sole executive body of OAO OGK-4 Holding.
- 3.16. Yuriy Broneslavovich Yukhnevich, Head of Devision in Strategy Department, Reform Management Center of RAO UES of Russia, shall be appointed as the person performing the duties of the sole executive body of OAO OGK-6 Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO OGK-6 Holding the Board of Directors of OAO OGK-6 Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO OGK-6 Holding and appoint another person as the person performing the functions of the sole executive body of OAO OGK-6 Holding.
- 3.17. Vladimir Olegovich Volik, Project Manager of the RAO UES of Russia Reorganization Commission, shall be appointed as the person performing the duties of the sole executive body of OAO TKG-1 Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO TKG-1 Holding the Board of Directors of OAO TKG-1 Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO TKG-1 Holding and appoint another person as the person performing the functions of the sole executive body of OAO TKG-1 Holding.
- 3.18. Igor Alikovich Zenyukov, Deputy Head of the Department of Corporate Governance and Investor Relations, of RAO UES of Russia, shall be appointed as the person performing the duties of the sole executive body of OAO TKG-2 Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO TKG-2 Holding the Board of Directors of OAO TKG-2 Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO TKG-2 Holding and appoint another person as the person performing the functions of the sole executive body of OAO TKG-2 Holding.
- 3.19. Aleksey Romanovich Kachay, Deputy Head Strategy Department, Reform Management Center of RAO UES of Russia shall be appointed as the person performing the duties of the sole executive body of OAO Mosenergo Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO Mosenergo Holding the Board of Directors of OAO Mosenergo Holding shall be entitled to terminate authority of the person performing the functions of the sole executive

- body of OAO Mosenergo Holding and appoint another person as the person performing the functions of the sole executive body of OAO Mosenergo Holding.
- 3.20. Mikhail Vladimirovich Smirnov, Head of Devision, Department of Corporate Governance and Investor Relations of RAO UES of Russia CC Corporate Management and Shareholder Relationships Department, shall be appointed as the person performing the duties of the sole executive body of OAO TGK-4 Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO TGK-4 Holding the Board of Directors of OAO TGK-4 Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO TGK-4 Holding and appoint another person as the person performing the functions of the sole executive body of OAO TGK-4 Holding.
- 3.21. Svyatoslav Anatolyevich Liychagin, Deputy Head Property Relationships Department of RAO UES of Russia, shall be appointed as the person performing the duties of the sole executive body of OAO TGK-6 Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO TGK-6 Holding the Board of Directors of OAO TGK-6 Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO TGK-6 Holding and appoint another person as the person performing the functions of the sole executive body of OAO TGK-6 Holding.
- 3.22. Maxim Valentinovich Zavalko, First Deputy Head of Department of Corporate Governance and Investor Relations of RAO UES of Russia, shall be appointed as the person performing the duties of the sole executive body of OAO Voljskaya TGK Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO Voljskaya TGK Holding the Board of Directors of OAO Voljskaya TGK Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO Voljskaya TGK Holding and appoint another person as the person performing the functions of the sole executive body of OAO Voljskaya TGK Holding.
- 3.23. Oleg Vladimirovich Yevseenkov, First Deputy Head Business Planning Department of RAO UES of Russia shall be appointed as the person performing the duties of the sole executive body of OAO UGK TGK-8 Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO UGK TGK-8 Holding the Board of Directors of OAO UGK TGK-8 Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO UGK TGK-8 Holding and appoint another person as the person performing the functions of the sole executive body of OAO UGK TGK-8 Holding.
- 3.24. Maxim Leonidovich Volkov, Devision Head in the Department of Corporate Governance and Investor Relations of RAO UES of Russia, shall be appointed as the person performing the duties of the sole executive body of OAO TGK-9 Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO TGK-9 Holding the Board of Directors of OAO TGK-9 Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO TGK-9 Holding and appoint another person as the person performing the functions of the sole executive body of OAO TGK-9 Holding.
- 3.25. Aleksey Romanovich Kachay, Deputy Head of the Strategy Department, Reform Management Center of RAO UES of Russia shall be appointed as the person performing the duties of the sole executive body of OAO TGK-10 Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO TGK-10 Holding the Board of Directors of OAO TGK-10 Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO TGK-10 Holding and appoint another person as the person performing the functions of the sole executive body of OAO TGK-10 Holding.
- 3.26. Aleksey Romanovich Kachay, Deputy Head of Strategy Department, Reform Management Center of RAO UES of Russia , shall be appointed as the person performing the duties of the sole executive body of OAO TGK-11 Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO TGK-11 Holding the Board of Directors of OAO TGK-11 Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO TGK-11 Holding and appoint another person as the person performing the functions of the sole executive body of OAO TGK-11 Holding.
- 3.27. Yuriy Broneslavovich Yukhnevich, Head of devision in the Strategy Department, Reform Management Center of RAO UES of Russia shall be appointed as the person performing the duties of the sole executive body of OAO Kuzbassenergo Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO Kuzbassenergo Holding the Board of Directors of OAO Kuzbassenergo Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO Kuzbassenergo Kuzbassenergo Holding and appoint another person as the person performing the functions of the sole executive body of OAO Kuzbassenergo Holding.
- 3.28. Maxim Leonidovich Volkov, Head of Devision in the Department of Corporate Governance and Investor Relations of RAO UES of Russia , shall be appointed as the person performing the duties of the sole executive body of OAO Yeniseyskaya TGK Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO Yeniseyskaya TGK Holding the Board of Directors of OAO Yeniseyskaya TGK Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO Yeniseyskaya TGK Holding and appoint another person as the person performing the functions of the sole executive body of OAO Yeniseyskaya TGK Holding.
- 3.29. Maxim Leonidovich Volkov, Head of Devision in the Department of Corporate Governance and Investor Relations of RAO UES of Russia , shall be appointed as the person performing the duties of the sole executive body of OAO TGK-14 Holding;
Simultaneously with the adoption of a decision on the issue of shares in OAO TGK-14 Holding the Board of Directors of OAO TGK-14 Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO TGK-14 Holding and appoint another person as the person performing the functions of the sole executive body of OAO TGK-14 Holding.
- 3.30. Yevgeniy Vyacheslavovich Dod, General Director of ZAO INTER RAO UES, shall be appointed as the person performing the duties of the sole executive body of OAO INTER RAO UES Holding;

Simultaneously with the adoption of a decision on the issue of shares in OAO INTER RAO UES Holding the Board of Directors of OAO INTER RAO UES Holding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO INTER RAO UES Holding and appoint another person as the person performing the functions of the sole executive body of OAO INTER RAO UES Holding.

3.31. Aleksandr Ivanovich Kazakov, General Director of OAO MUEK, shall be appointed as the person performing the duties of the sole executive body of OAO Holding MRSK;

Simultaneously with the adoption of a decision on the issue of shares in OAO Holding MRSK the Board of Directors of OAO Holding MRSK shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO Holding MRSK and appoint another person as the person performing the functions of the sole executive body of OAO Holding MRSK.

3.32. Ivan Valentinovich Blagodyr, General Director of OAO OGK-3, shall be appointed as the person performing the duties of the sole executive body of OAO RAO Energy systems of the East;

Simultaneously with the adoption of a decision on the issue of shares in OAO RAO Energy systems of the East the Board of Directors of OAO RAO Energy systems of the East shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO RAO Energy systems of the East and appoint another person as the person performing the functions of the sole executive body of OAO RAO Energy systems of the East.

3.33. Vladimir Olegovich Volik, Project Manager of the RAO UES of Russia Reorganization Commission, shall be appointed as the person performing the duties of the sole executive body of OAO Centerenergyholding;

Simultaneously with the adoption of a decision on the issue of shares in OAO Centerenergyholding the Board of Directors of OAO Centerenergyholding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO Centerenergyholding and appoint another person as the person performing the functions of the sole executive body of OAO Centerenergyholding.

3.34. Vladimir Olegovich Volik, Project Manager of the RAO UES of Russia Reorganization Commission, shall be appointed as the person performing the duties of the sole executive body of OAO Sibenergyholding;

Simultaneously with the adoption of a decision on the issue of shares in OAO Sibenergyholding the Board of Directors of OAO Sibenergyholding shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO Sibenergyholding and appoint another person as the person performing the functions of the sole executive body of OAO Sibenergyholding.

3.35. Aleksandr Sergeevich Isaev, Advisor for OAO OGK-3 Executive Director, shall be appointed as the person performing the duties of the sole executive body of OAO Intergeneration;

Simultaneously with the adoption of a decision on the issue of shares in OAO Intergeneration the Board of Directors of OAO Intergeneration shall be entitled to terminate authority of the person performing the functions of the sole executive body of OAO Intergeneration and appoint another person as the person performing the functions of the sole executive body of OAO Intergeneration.

3.36. The Internal Audit Commission of OAO State Holding shall consist of the following members:

Item no.	Full name, title
1	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Anatoliy Valerievich Baitov – Head of the OAO FGC UES Financial Control and Internal Audit Department
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.37. The Internal Audit Commission of OAO State Holding HydroOGK shall consist of the following members:

Item no.	Full name, title
1	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Roman Yurievich Sorokin – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.38. The Internal Audit Commission of OAO Minority Holding FGC UES shall consist of the following members:

Item no.	Full name, title
1	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Marina Alekseevna Lelekova – Deputy Head of the OAO FGC UES Financial Control and Internal Audit Directorate
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.39. The Internal Audit Commission of OAO Minority Holding HydroOGK shall consist of the following members:

Item no.	Full name, title
1	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Maxim Mikhailovich Saukh – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia

3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.40. The Internal Audit Commission of OAO OGK-1 Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Maxim Mikhailovich Saukh – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.41. The Internal Audit Commission of OAO OGK-2 Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.42. The Internal Audit Commission of OAO OGK-3 Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.43. The Internal Audit Commission of OAO OGK-4 Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.44. The Internal Audit Commission of OAO OGK-6 Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.45. The Internal Audit Commission of OAO TKG-1 Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.46. The Internal Audit Commission of OAO TKG-2 Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia

2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.47. The Internal Audit Commission of OAO Mosenergo Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.48. The Internal Audit Commission of OAO TGK-4 Holding shall consist of the following members:

Item no.	Full name, title
1	Sergey Olegovich Erdenko – Chief Expert of Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.49. The Internal Audit Commission of OAO TGK-6 Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.50. The Internal Audit Commission of OAO Voljskaya TGK Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.51. The Internal Audit Commission of OAO UGK TGK-8 Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.52. The Internal Audit Commission of OAO TGK-9 Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.53. The Internal Audit Commission of OAO TGK-10 Holding shall consist of the following members:

Item no.	Full name, title
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1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.54. The Internal Audit Commission of OAO TGK-11 Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.55. The Internal Audit Commission of OAO Kuzbassenergo Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.56. The Internal Audit Commission of OAO Yeniseyskaya TGK Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.57. The Internal Audit Commission of OAO TGK-14 Holding shall consist of the following members:

Item no.	Full name, title
1	Mikhail Vladimirovich Smirnov – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.58. The Internal Audit Commission of OAO Inter RAO UES Holding shall consist of the following members:

Item no.	Full name, title
1	Andrey Sergeevich Fomin – Deputy Head of the Minpromenergo of Russia Department
2	Andrey Nikolaevich Kobzev – Head of the Rosenergo Department
3	Viktor Yurievich Lebedev – Deputy Head of the Mineconomrazvitiya of Russia Department
4	Viktoria Vladimirovna Oseledko - Head of the Division in Minpromenergo
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.59. The Internal Audit Commission of OAO Holding MRSK shall consist of the following members:

Item no.	Full name, title
1	Andrey Sergeevich Fomin – Deputy Head of the Minpromenergo of Russia Department
2	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
3	Viktor Yurievich Lebedev – Deputy Head of the Mineconomrazvitiya of Russia Department
4	Viktoria Vladimirovna Oseledko – Head of the Minpromenergo of Russia Department
5	Aleksandr Borisovich Rutenberg – Deputy Head of the Rosenergo

3.60. The Internal Audit Commission of RAO Energy Systems of the East shall consist of the following members:

Item no.	Full name, title
1	Maxim Genrikhovich Balashov – Deputy Director of the Minpromenergo of Russia Department

2	Andrey Nikolaevich Kobzev – Head of the Rosenergo Department
3	Viktor Yurievich Lebedev – Deputy Head of the Mineconomrazvitiya of Russia Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES CC Internal Audit Department
5	Aleksandr Borisovich Rutenberg – Deputy Head of the Rosenergo Office

3.61. The Internal Audit Commission of OAO Centerenergyholding shall consist of the following members:

Item no.	Full name, title
1	Roman Yurievich Sorokin – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Maxim Mikhialovich Saukh – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.62. The Internal Audit Commission of OAO Sibenergyholding shall consist of the following members:

Item no.	Full name, title
1	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department
2	Tatiana Ivanovna Marinina – Chief Specialist of OAO SUEK
3	Sofiya Ivanovna Mokhnachevskaya – Chief Specialist – Expert for Estimation of Assets and Mineral Product Stocks of OAO SUEK
4	Ekaterina Dmitrievna Inozetseva – Head of the Energy Entities Audit Office of OAO SUEK
5	Svetlana Anatolyevna Dorokhova – Chief Specialist of the Auditing Office of OAO SUEK

3.63. The Internal Audit Commission of OAO Intergeneration shall consist of the following members:

Item no.	Full name, title
1	Nikolay Alekseevich Grishaev - Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
2	Maxim Mikhialovich Saukh – Head of Division in the Department of Corporate Governance and Investor Relations of RAO UES of Russia
3	Sergey Borisovich Sidorov – Head of the RAO UES Internal Audit Department
4	Lyudmila Romanovna Matyunina – First Deputy Head of the RAO UES Internal Audit Department
5	Irina Vasilievna Mikhno – Deputy Head of the RAO UES Internal Audit Department

3.64. The register of holders of securities of each newly established company shall be maintained by:

- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. “V”, postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO State Holding;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. “V”, postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO State Holding HydroOGK;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. “V”, postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO Minority Holding FGC UES;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. “V”, postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO Minority Holding HydroOGK;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. “V”, postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO OGK-1 Holding;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. “V”, postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO OGK-2 Holding;
- ZAO STATUS Registration Company, located at: 109544, Moscow, ul. Dobrovolcheskaya, 1/64, for OAO OGK-3 Holding;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. “V”, postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO OGK-4 Holding;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. “V”, postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO OGK-6 Holding;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. “V”, postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO TKG-1 Holding;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. “V”, postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO TKG-2 Holding;
- ZAO Reestr-Servis Specialized Registrar, located at: 115035, Russia, Moscow, ul. Sadovnicheskaya, 15, for OAO Mosenergo Holding;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. “V”, postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO TKG-4 Holding;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. “V”, postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO TKG-6 Holding;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. “V”, postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO Voljskaya TKG Holding;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. “V”, postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO UGK TKG-8 Holding;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. “V”, postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO TKG-9 Holding;

- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. "V", postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO TKG-10 Holding;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. "V", postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO TKG-11 Holding;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. "V", postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO Kuzbassenergo Holding;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. "V", postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO Yeniseyskaya TKG Holding;
- OAO Central Moscow Depository, located at: 107078, Moscow, Orlikov per., 3, bldg. "V", postal address: 105082, Moscow, ul. B. Pochtovaya, 34, bldg. 8, for OAO TKG-14 Holding;
- ZAO New Registrar, located at: 107023, Moscow, ul. Buzheninova, 30, 2-nd floor, postal address: 107023, Moscow, ul. Buzheninova, 30, for OAO Inter RAO UES Holding;
- ZAO STATUS Registration Company, located at: 109544, Moscow, ul. Dobrovolcheskaya, 1/64, for OAO Holding MRSK;
- ZAO STATUS Registration Company, located at: 109544, Moscow, ul. Dobrovolcheskaya, 1/64, for OAO RAO Energy Systems of the East;
- ZAO STATUS Registrar Company, located at: 109544, Moscow, ul. Dobrovolcheskaya, 1/64, for OAO Centerenergyholding;
- ZAO STATUS Registration Company, located at: 109544, Moscow, ul. Dobrovolcheskaya, 1/64, for OAO Sibenergyholding;
- ZAO STATUS Registration Company, located at: 109544, Moscow, ul. Dobrovolcheskaya, 1/64, for OAO Intergeneration;

If a company, which according to a resolution of this General Meeting of Shareholders should take over the company established according to this resolution, replaces the registrar, such registrar shall be the registrar of the newly established company at a time.

If a company spun-off according to this resolution is subject to take-over by another company, but such take-over turns out to be impossible due to reasons provided for by this resolution, such detached company shall be considered as established according to article 19 of the Federal Law On Joint-Stock Companies, and ZAO STATUS Registrar Company located at: 109544, Moscow, ul. Dobrovolcheskaya, 1/64 shall be the registrar of such company.

- 3.65. The Articles of Association of OAO State Holding shall be approved.
- 3.66. The Articles of Association of OAO State Holding HydroOGK shall be approved.
- 3.67. The Articles of Association of OAO Minority Holding FGC UES shall be approved.
- 3.68. The Articles of Association of OAO Minority Holding HydroOGK shall be approved.
- 3.69. The Articles of Association of OAO OGK-1 Holding shall be approved.
- 3.70. The Articles of Association of OAO OGK-2 Holding shall be approved.
- 3.71. The Articles of Association of OAO OGK-3 Holding shall be approved.
- 3.72. The Articles of Association of OAO OGK-4 Holding shall be approved.
- 3.73. The Articles of Association of OAO OGK-6 Holding shall be approved.
- 3.74. The Articles of Association of OAO TKG-1 Holding shall be approved.
- 3.75. The Articles of Association of OAO TKG-2 Holding shall be approved.
- 3.76. The Articles of Association of OAO Mosenergo Holding shall be approved.
- 3.77. The Articles of Association of OAO TKG-4 Holding shall be approved.
- 3.78. The Articles of Association of OAO TKG-6 Holding shall be approved.
- 3.79. The Articles of Association of OAO Voljskaya TKG Holding shall be approved.
- 3.80. The Articles of Association of OAO UGK TKG-8 Holding shall be approved.
- 3.81. The Articles of Association of OAO TKG-9 Holding shall be approved.
- 3.82. The Articles of Association of OAO TKG-10 Holding shall be approved.
- 3.83. The Articles of Association of OAO TKG-11 Holding shall be approved.
- 3.84. The Articles of Association of OAO Kuzbassenergo Holding shall be approved.
- 3.85. The Articles of Association of OAO Yeniseyskaya TKG Holding shall be approved.
- 3.86. The Articles of Association of OAO TKG-14 Holding shall be approved.
- 3.87. The Articles of Association of OAO Inter RAO UES Holding shall be approved.
- 3.88. The Articles of Association of OAO Holding MRSK shall be approved.
- 3.89. The Articles of Association of OAO RAO Energy Systems of the East shall be approved.
- 3.90. The Articles of Association of OAO Centerenergyholding shall be approved.
- 3.91. The Articles of Association of OAO Sibenergyholding shall be approved.
- 3.92. The Articles of Association of OAO Intergeneration shall be approved.
- 3.93. The established company shall not be taken over in the cases, provided for by the take-over agreement, and such company shall be considered as established according to article 19 of the Federal Law On Joint-Stock Companies.
- 3.94. After this resolution is adopted and until reorganization of RAO UES of Russia is completed RAO UES of Russia shall not be entitled to dispose of, pledge and perform other transaction, which lead or may lead to disposal or encumbrance of shares in OAO FGC UES, OAO HydroOGK, OAO OGK-1, OAO OGK-2, OAO OGK-3, OAO OGK-4, OAO OGK-6, OAO TKG-1, OAO TKG-2, OAO Mosenergo, OAO TKG-4, OAO TKG-6, OAO Voljskaya TKG, OAO UGK TKG-8, OAO TKG-9, OAO TKG-10, OAO TKG-11, OAO Kuzbassenergo, OAO Yeniseyskaya TKG (TKG-13), OAO TKG-14 in the quantity exceeding the aggregate number of shares in each company given above, which according to the RAO UES of Russia separation balance sheet approved by this resolution are allocated to OAO State Holding and OAO State Holding HydroOGK.
- 3.95. Legal persons referred to in this resolution shall be identified, including when their name and/or address change, on the basis of the following main state registration numbers (OGRN) (for Russian legal persons) or registration number (for MADAKE ENTERPRISES COMPANY LIMITED):

- OAO FGC UES - OGRN 1024701893336;
 - OAO HydroOGK - OGRN 1042401810494;
 - OAO OGK-1 - OGRN 1057200597960;
 - OAO OGK-2 - OGRN 1052600002180;
 - OAO OGK-3 - OGRN 1040302983093;
 - OAO OGK-4 - OGRN 1058602056985;
 - OAO OGK-6 - OGRN 1056164020769;
 - OAO TGK-1 - OGRN 1057810153400;
 - OAO TGK-2 - OGRN 1057601091151;
 - OAO Mosenergo - OGRN 1027700302420;
 - OAO TGK-4 - OGRN 1056882304489;
 - OAO TGK-6 - OGRN 1055230028006;
 - OAO Voljskaya TGK - OGRN 1056315070350;
 - OAO UGK TGK-8 - OGRN 1053000012790;
 - OAO TGK-9 - OGRN 1045900550024;
 - OAO TGK-10 - OGRN 1058602102437;
 - OAO TGK-11 - OGRN 1055406226237;
 - OAO Kuzbassenergo - OGRN 1024200678260;
 - OAO Yeniseyskaya TGK (TGK-13) - OGRN 1051901068020;
 - OAO OAO TGK-14 - OGRN 1047550031242;
 - OAO Sochinskaya TPP - OGRN 1022302933630.
 - OOO Gazoenergeticheskaya Company - OGRN 1037739465004;
 - OJSC GMK Norilsk Nickel - OGRN 1028400000298;
 - MADAKE ENTERPRISES COMPANY LIMITED – registration number 201936, Republic of Cyprus.
- 3.96. Any disputes, differences and claims arising between the companies detached from RAO UES of Russia (their legal successors), including all disputes related to resolutions adopted with regard to reorganization of RAO UES of Russia, shall be settled according to the valid dispute settlement agreements between them.

Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 2: *To elect the following persons to the Board of Directors of OAO State Holding:*

No	Candidate's Name, Title
1.	Aleksandr Yevgenyevich Molotnikov – Director on legal issues, ASPEKT Consulting Group Ltd.
2.	Grigoriy Yuryevich Glazkov – Independent consultant (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
3.	Yevgeniy Nikolayevich Bykhanov – Deputy General Director, Institute of Professional Directors Foundation
4.	Aleksandr Kirillovich Obraztsov – Advisor, Institute of Professional Directors Foundation
5.	Valeriy Vasilyevich Nepsha – Deputy General Director, Institute of Professional Directors Foundation
6.	Aleksandr Nikolayevich Chistyakov – First Deputy Chairman, FGC UES
7.	Mikhail Yuryevich Tuzov – Deputy Chairman, FGC UES
8.	Andrey Natanovich Rappoport – Board Chairman, FGC UES
9.	Yuriy Vladimirovich Goncharov – Deputy Head, FGC UES Corporate Management Department, Head of Company Development Department
10.	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
11.	Maksim Nikolayevich Bunyakin – Chief Expert, Reform Management Center, RAO UES of Russia, RAO UES of Russia
12.	Aleksey Romanovich Kachay – Deputy Head, Strategy Department, Reform Management Center, RAO UES of Russia
13.	Igor Stepanovich Kozhukhovskiy – Head, Department of Economic Policy, RAO UES of Russia Corporate Center
14.	Aleksandr Sergeevich Kovalyov – Deputy Head, Department of Financial Policy RAO UES of Russia Corporate Center
15.	Dmitriy Aleksandrovich Burnashev – Head, Department of Business Planning, RAO UES of Russia Corporate Center

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 3: *To elect the following persons to the Board of Directors of OAO HydroOGK State Holding:*

No	Candidate's Name, Title
1.	Dmitriy Viktorovich Shtykov – General Director, Institute of Professional Directors Foundation
2.	Yevgeniy Nikolayevich Bykhanov – Deputy General Director, Institute of Professional Directors Foundation
3.	Khvicha Patayevich Kharchilava – Advisor, Institute of Professional Directors Foundation
4.	Dmitriy Anatolyevich Tuzov – Advisor, Institute of Professional Directors Foundation
5.	Vladimir Danilovich Flegontov – Advisor, Institute of Professional Directors Foundation
6.	Dmitriy Sergeevich Akhanov – Head, Reform Projects Implementation Center, Reform Management Center, RAO UES of Russia
7.	Yelena Villenovna Ekzarkho – Chief Expert, Reform Management Center
8.	Yuriy Bronislavovich Yukhnevich – Devision Head, Strategy Department, Reform Management Center, RAO UES of Russia
9.	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
10.	Yan Aleksandrovich Zuyev – Chief Expert, Reform Management Center
11.	Dmitriy Aleksandrovich Burnashev – Head, Department of Business Planning, RAO UES of Russia Corporate Center
12.	Igor Stepanovich Kozhukhovskiy – Head, Department of Economic Policy, RAO UES of Russia Corporate Center
13.	Aleksandr Sergeevich Kovalyov – Deputy Head, Department of Financial Policy RAO UES of Russia Corporate Center
14.	Igor Alikovich Zenyukov – Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
15.	Mikhail Vladimirovich Smirnov – Devision Head, Department of Corporate Governance and Investor relations, RAO UES of Russia Corporate Center

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 4: *To elect the following persons to the Board of Directors of OAO FGC UES Minority Holding*

No	Candidate's Name, Title
1.	Aleksandr Yevgenyevich Molotnikov – Director on legal issues, ASPEKT Consulting Group Ltd.
2.	Grigoriy Yuryevich Glazkov – Independent consultant (candidate for the Register of the Russian Union of Industrialists and Entrepreneurs)
3.	Yevgeniy Nikolayevich Bykhanov – Deputy General Director, Institute of Professional Directors Foundation
4.	Aleksandr Kirillovich Obratsov – Advisor, Institute of Professional Directors Foundation
5.	Khvicha Patayevich Kharchilava – Advisor, Institute of Professional Directors Foundation
6.	Mikhail Yuryevich Tuzov – Deputy Chairman, FGC UES
7.	Aleksandr Nikolayevich Chistyakov – First Deputy Chairman, FGC UES
8.	Andrey Natanovich Rappoport – Board Chairman, FGC UES
9.	Dmitriy Sergeevich Akhanov – Head, Reform Projects Implementation Center, Reform Management Center, RAO UES of Russia
10.	Maksim Nikolayevich Bunyakin – Chief Expert, Reform Management Center, RAO UES of Russia, RAO UES of Russia
11.	Yuriy Bronislavovich Yukhnovich – Devison Head, Strategy Department, Reform Management Center, RAO UES of Russia
12.	Sergey Olegovich Erdenko – Chief Expert, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
13.	Andrey Vladimirovich Gabov – Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
14.	Igor Stepanovich Kozhukhovskiy – Head, Department of Economic Policy, RAO UES of Russia Corporate Center
15.	Dmitriy Aleksandrovich Burnashev – Head, Department of Business Planning, RAO UES of Russia Corporate Center
16.	Irina Aleksandrovna Ashkenazi – Head, Department of Economy and Natural Gas Complex Development, Directorate of Natural Gas Complex Development, OJSC «MMC «NORILSK NICKEL»
17.	Pavel Borisovich Matveev – Chief Manager, investments, Interros closed joint-stock company
18.	Larisa Borisovna Melnik – Manager, investments, Interros closed joint-stock company

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 5: *To elect the following persons to the Board of Directors of OAO HydroOGK Minority Holding:*

No	Candidate's Name, Title
1.	Dmitriy Viktorovich Shtykov – General Director, Institute of Professional Directors Foundation
2.	Igor Nikolayevich Repin – Deputy Executive Director, Association on Investor Rights Protection
3.	Valeriy Vasilyevich Nepsha – Deputy General Director, Institute of Professional Directors Foundation
4.	Maksim Igorevich Shulin – Advisor, Institute of Professional Directors Foundation
5.	Yanina Anatolyevna Denisenko – Head, Organization Department, Institute of Professional Directors Foundation
6.	Igor Alikovich Zenyukov – Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
7.	Dmitriy Aleksandrovich Burnashev – Head, Department of Business Planning, RAO UES of Russia Corporate Center
8.	Igor Stepanovich Kozhukhovskiy – Head, Department of Economic Policy, RAO UES of Russia Corporate Center
9.	Roman Yurievich Sorokin- Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
10.	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
11.	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
12.	Tatiana Vladimirovna Kochetkova – Devision Head, Department of Market, Reform Management Center, RAO UES of Russia
13.	Yan Aleksandrovich Zuyev – Chief Expert, Reform Management Center
14.	Maksim Nikolayevich Bunyakin – Chief Expert, Reform Management Center
15.	Aleksey Romanovich Kachay – Deputy Head, Strategy Department, Reform Management Center, RAO UES of Russia
16.	Irina Aleksandrovna Ashkenazi – Head, Department of Economy and Natural Gas Complex Development, Directorate of Natural Gas Complex Development, OJSC MMC NORILSK NICKEL
17.	Pavel Borisovich Matveev – Chief Manager, investment, Interros closed joint-stock company
18.	Larisa Borisovna Melnik – Manager, investment, Interros closed joint-stock company

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 6: *To elect the following persons to the Board of Directors of OAO OGC-1 Holding:*

No	Candidate's Name, Title
1.	Dmitriy Viktorovich Shtykov – General Director, Institute of Professional Directors Foundation
2.	Valeriy Vasilyevich Nepsha – Deputy General Director, Institute of Professional Directors Foundation
3.	Grigoriy Mikhailovich Kharenko – Chief Lecturer, Department of Statistics, Accounting and Audit, Saint Petersburg State University, Associate Professor, Department of Civil and Law Disciplines, Saint Petersburg Institute of External Economic Relations, Economics and Law (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
4.	Aleksandr Yevgenyevich Molotnikov – Director on legal issues, ASPEKT Consulting Group Ltd.
5.	Yuriy Borisovich Nekipelov – Advisor, Institute of Professional Directors Foundation
6.	Oleg Vladimirovich Yevseenkov – First Deputy Head Department of Business Planning, RAO UES of Russia Corporate Center
7.	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8.	Vladimir Yevgenyevich Avetisyan – Board Member, Managing Director, RAO UES of Russia (Business Unit No 2)
9.	Yuriy Anatolyevich Zhelyabovskiy – Head, Department of Economic Planning and Financial Control, Business Unit No 2, RAO UES of Russia
10.	Yelena Nikolaevna Ulanovskaya – Head of Department, Department of Corporate Management, RAO UES of Russia (Business Unit No 2)
11.	Madina Mukharbievna Suyunova – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
12.	Polina Valentinovna Strizhenko – Deputy Head, Department of Market, Reform Management Center, RAO UES of Russia
13.	Vladimir Olegovich Volik – Project Manager, Reorganization Commission of RAO UES of Russia
14.	Maksim Nikolayevich Bunyakin – Chief Expert, Reform Management Center
15.	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 7: *To elect the following persons to the Board of Directors of OAO OGC-2 Holding:*

No	Candidate's Name, Title
1.	Yevgeniy Nikolayevich Bykhanov – Deputy General Director, Institute of Professional Directors Foundation
2.	Khvicha Patayevich Kharchilava – Advisor, Institute of Professional Directors Foundation
3.	Maksim Aleksandrovich Yermeev – Advisor, Institute of Professional Directors Foundation
4.	Igor Nikolayevich Repin – Deputy Executive Director, Association on Investor Rights Protection
5.	Yanina Anatolyevna Denisenko – Head, Organization Department, Institute of Professional Directors Foundation
6.	Svyatoslav Anatolyevich Lychagin – Deputy Head, Property Relations Regulation Department, RAO UES of Russia Corporate Center
7.	Maksim Leonidovich Volkov – Devison Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8.	Igor Alikovich Zenyukov – Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
9.	Mikhail Eduardovich Lisyanskiy – Deputy Managing Director, RAO UES of Russia (Business Unit No 2)
10.	Oleg Valentinovich Dunin – Head, Department of Project Support and Implementation, Business Unit No 2, RAO UES of Russia
11.	Madina Mukharbievna Suyunova – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
12.	Maksim Nikolayevich Bunyakin – Chief Expert, Reform Management Center
13.	Yan Aleksandrovich Zuyev – Chief Expert, Reform Management Center
14.	Natalia Vyacheslavovna Zaikina – First Deputy Head, Department of Market, Reform Management Center, RAO UES of Russia
15.	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 8: *To elect the following persons to the Board of Directors of OAO OGK-3 Holding:*

No	Candidate's Name, Title
1.	Dmitriy Viktorovich Shtykov – General Director, Institute of Professional Directors Foundation
2.	Yevgeniy Nikolayevich Bykhanov – Deputy General Director, Institute of Professional Directors Foundation
3.	Grigoriy Mikhailovich Kharenko – Chief Lecturer, Department of Statistics, Accounting and Audit, Saint Petersburg State University, Associate Professor, Department of Civil and Law Disciplines, Saint Petersburg Institute of External Economic Relations, Economics and Law (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
4.	Dmitriy Anatolyevich Tuzov – Advisor, Institute of Professional Directors Foundation
5.	Vladimir Danilovich Flegontov – Advisor, Institute of Professional Directors Foundation
6.	Svyatoslav Anatolyevich Lychagin – Deputy Head, Property Relations Regulation Department, RAO UES of Russia Corporate Center
7.	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8.	Maksim Valentinovich Zavalko – First Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
9.	Dmitriy Eduardovich Selyutin – Authorized Representative of RAO UES Board Chairman, Far East and Eastern Siberia
10.	Oleg Vladimirovich Yevseenkov – First Deputy Head Department of Business Planning, RAO UES of Russia Corporate Center
11.	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
12.	Yuriy Bronislavovich Yukhnevich – Devision Head, Strategy Department, Reform Management Center, RAO UES of Russia
13.	Yan Aleksandrovich Zuyev – Chief Expert, Reform Management Center
14.	Natalia Viktorovna Zaitseva – Chief Expert, Reform Management Center
15.	Maksim Nikolayevich Bunyakin – Chief Expert, Reform Management Center, RAO UES of Russia
16.	Irina Aleksandrovna Ashkenazi – Head, Department of Economy and Natural Gas Complex Development, Directorate of Natural Gas Complex Development, OJSC MMC NORILSK NICKEL
17.	Sergey Nikolaevich Boyko – Advisor, Executive Director of OGK-3
18.	Anton Aleksandrovich Bazhenov – Chief Specialist, Affiliates and Subsidiaries Support Section, Affiliates and Subsidiaries Department, Corporate Department of OJSC MMC NORILSK NICKEL
19.	Aleksandr Sergeevich Isaev – Advisor of Executive Director, OAO OGK-3
20.	Yuriy Yuryevich Kalabin – Deputy General Director, Logistics, OAO OGK-3
21.	Dmitriy Mikhailovich Katiev – Chief Financial Officer, OAO OGK-3
22.	Svetlana Nikolayevna Kuznetsova – Chief Specialist, Russian Affiliates and Subsidiaries Section, Affiliates and Subsidiaries Department, Corporate Department of OJSC MMC NORILSK NICKEL
23.	Pavel Borisovich Matveev – Chief Manager, investment, Interros closed joint-stock company
24.	Sergey Dmitrievich Matveev – Advisor of Executive Director, OAO OGK-3
25.	Larisa Borisovna Melnik – Manager, investment, Interros closed joint-stock company
26.	Vadim Oganezovich Nalbandyan – Chief Specialist, Affiliates and Subsidiaries Support Section, Affiliates and Subsidiaries Department, Corporate Department of OJSC MMC NORILSK NICKEL
27.	Tatiana Vasilyevna Potarina – Chief Specialist, Russian Affiliates and Subsidiaries Section, Affiliates and Subsidiaries Department, Corporate Department of OJSC MMC NORILSK NICKEL
28.	Yuriy Stepanovich Sablukov – Advisor of Executive Director, OAO OGK-3
29.	Margarita Vyacheslavovna Uymenova – Chief Specialist, Russian Affiliates and Subsidiaries Section, Affiliates and Subsidiaries Department, Corporate Department of OJSC MMC NORILSK NICKEL
30.	Pavel Vyachslavovich Shumov – Advisor of Executive Director, OAO OGK-3

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 9: *To elect the following persons to the Board of Directors of OAO OGC-4 Holding:*

No	Candidate's Name, Title
1.	Oleg Vasilyevich Kulikov – General Director, Russian Electric Power Industry Employers’ Branch Association (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
2.	Valeriy Vasilyevich Nepsha – Deputy General Director, Institute of Professional Directors Foundation
3.	Grigoriy Yuryevich Glazkov – Independent consultant (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
4.	Maksim Aleksandrovich Yeremeev – Advisor, Institute of Professional Directors Foundation
5.	Igor Nikolayevich Repin – Deputy Executive Director, Association on Investor Rights Protection
6.	Svyatoslav Anatolyevich Lychagin – Deputy Head, Property Relations Regulation Department, RAO UES of Russia Corporate Center
7.	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8.	Yuriy Pavlovich Makushin – Deputy Managing Director RAO UES of Russia (Business Unit No 2)
9.	Mikhail Eduardovich Lisyanskiy – Deputy Managing Director, RAO UES of Russia (Business Unit No 2)
10.	Dmitriy Vasilyevich Fedorchuk – Head, Department of Corporate Management, Business Unit No 2, RAO UES of Russia
11.	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
12.	Natalia Viktorovna Zaitseva – Chief Expert, Reform Management Center
13.	Yuriy Bronislavovich Yukhnovich – Devision Head, Strategy Department, Reform Management Center, RAO UES of Russia
14.	Vladimir Olegovich Volik – Project Manager, Reorganization Commission of RAO UES of Russia
15.	Aleksey Romanovich Kachay – Deputy Head, Strategy Department, Reform Management Center, RAO UES of Russia

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 10: *To elect the following persons to the Board of Directors of OAO OGK-6 Holding:*

No	Candidate's Name, Title
1.	Valeriy Vasilyevich Nepsha – Deputy General Director, Institute of Professional Directors Foundation
2.	Vladimir Danilovich Flegontov – Advisor, Institute of Professional Directors Foundation
3.	Maksim Aleksandrovich Yermeev – Advisor, Institute of Professional Directors Foundation
4.	Aleksandr Viktorovich Varvarin – Department Head, Department of Corporate Relations of the Russian Union of Industrialists and Entrepreneurs (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
5.	Aleksandr Kirillovich Obratsov – Advisor, Institute of Professional Directors Foundation
6.	Svyatoslav Anatolyevich Lychagin – Deputy Head, Property Relations Regulation Department, RAO UES of Russia Corporate Center
7.	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8.	Maksim Valentinovich Zavalko – First Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
9.	Dmitriy Eduardovich Selyutin – Authorized Representative of RAO UES Board Chairman, Far East and Eastern Siberia
10.	Oleg Vladimirovich Yevseenkov – First Deputy Head Department of Business Planning, RAO UES of Russia Corporate Center
11.	Yuriy Bronislavovich Yukhnovich – Devision Head, Strategy Department, Reform Management Center, RAO UES of Russia
12.	Aleksey Romanovich Kachay – Deputy Head, Strategy Department, Reform Management Center, RAO UES of Russia
13.	Natalia Vyacheslavovna Zaikina – First Deputy Head, Department of Market, Reform Management Center, RAO UES of Russia
14.	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
15.	Tatiana Vladimirovna Kochetkova – Devision Head, Department of Market, Reform Management Center, RAO UES of Russia

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 11: *To elect the following persons to the Board of Directors of OAO TKG-I Holding:*

No	Candidate's Name, Title
1	Yanina Anatolyevna Denisenko – Head, Organization Department, Institute of Professional Directors Foundation
2	Maksim Aleksandrovich Yeremeev – Advisor, Institute of Professional Directors Foundation
3	Grigoriy Mikhailovich Kharenko – Chief Lecturer, Department of Statistics, Accounting and Audit, Saint Petersburg State University, Associate Professor, Department of Civil and Law Disciplines, Saint Petersburg Institute of External Economic Relations, Economics and Law (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
4	Maksim Igorevich Shulin – Advisor, Institute of Professional Directors Foundation
5	Denis Viktorovich Kulikov – Deputy Executive Director, Association on Investor Rights Protection
6	Svyatoslav Anatolyevich Lychagin – Deputy Head, Property Relations Regulation Department, RAO UES of Russia Corporate Center
7	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8	Igor Alikovich Zenyukov – Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
9	Dmitriy Eduardovich Selyutin – Authorized Representative of RAO UES Board Chairman, Far East and Eastern Siberia
10	Oleg Vladimirovich Yevseenkov – First Deputy Head Department of Business Planning, RAO UES of Russia Corporate Center
11	Natalia Vyacheslavovna Zaikina – First Deputy Head, Department of Market, Reform Management Center, RAO UES of Russia
12	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
13	Maksim Nikolayevich Bunyakin – Chief Expert, Reform Management Center, RAO UES of Russia
14	Yan Aleksandrovich Zuyev – Chief Expert, Reform Management Center
15	Vyacheslav Mikhailovich Dolgikh – Deputy Head, Regulatory Support Department, Reform Management Center RAO UES of Russia

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 12: To elect the following persons to the Board of Directors of OAO TGG-2 Holding:

No	Candidate's Name, Title
1	Vladimir Danilovich Flegontov – Advisor, Institute of Professional Directors Foundation
2	Maksim Aleksandrovich Yeremeev – Advisor, Institute of Professional Directors Foundation
3	Yuriy Borisovich Nekipelov – Advisor, Institute of Professional Directors Foundation
4	Oleg Vasilyevich Kulikov – General Director, Russian Electric Power Industry Employers' Branch Association (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
5	Aleksandr Kirillovich Obraztsov – Advisor, Institute of Professional Directors Foundation
6	Svyatoslav Anatolyevich Lychagin – Deputy Head, Property Relations Regulation Department, RAO UES of Russia Corporate Center
7	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8	Igor Alikovich Zenyukov – Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
9	Dmitriy Eduardovich Selyutin – Authorized Representative of RAO UES Board Chairman, Far East and Eastern Siberia
10	Oleg Vladimirovich Yevseenkov – First Deputy Head Department of Business Planning, RAO UES of Russia Corporate Center
11	Yelena Villenovna Ekzarkho – Chief Expert, Reform Management Center
12	Yuriy Bronislavovich Yukhnevich – Devision Head, Strategy Department, Reform Management Center, RAO UES of Russia
13	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
14	Maksim Nikolayevich Bunyakin – Chief Expert, Reform Management Center, RAO UES of Russia
15	Polina Valentinovna Strizhenko – Deputy Head, Department of Market, Reform Management Center, RAO UES of Russia

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 13: To elect the following persons to the Board of Directors of OAO Mosenergo Holding:

No	Candidate's Name, Title
1	Oleg Vasilyevich Kulikov – General Director, Russian Electric Power Industry Employers’ Branch Association (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
2	Grigoriy Yuryevich Glazkov – Independent consultant (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
3	Igor Nikolayevich Repin – Deputy Executive Director, Association on Investor Rights Protection
4	Dmitriy Anatolyevich Tuzov – Advisor, Institute of Professional Directors Foundation
5	Dmitriy Viktorovich Shtykov – General Director, Institute of Professional Directors Foundation
6	Svyatoslav Anatolyevich Lychagin – Deputy Head, Property Relations Regulation Department, RAO UES of Russia Corporate Center
7	Maksim Leonidovich Volkov – Devison Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8	Igor Alikovich Zenyukov – Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
9	Dmitriy Eduardovich Selyutin – Authorized Representative of RAO UES Board Chairman, Far East and Eastern Siberia
10	Oleg Vladimirovich Yevseenkov – First Deputy Head Department of Business Planning, RAO UES of Russia Corporate Center
11	Yuriy Bronislavovich Yukhnovich – Devison Head, Strategy Department, Reform Management Center, RAO UES of Russia
12	Vyacheslav Mikhailovich Dolgikh – Deputy Head, Normative Support Department, Reform Management Center RAO UES of Russia
13	Polina Valentinovna Strizhenko – Deputy Head, Department of Market, Reform Management Center, RAO UES of Russia
14	Natalia Vyacheslavovna Zaikina – First Deputy Head, Department of Market, Reform Management Center, RAO UES of Russia
15	Maksim Nikolayevich Bunyakin – Chief Expert, Reform Management Center, RAO UES of Russia, RAO UES of Russia

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 14: *To elect the following persons to the Board of Directors of OAO TGK-4 Holding:*

No	Candidate's Name, Title
1	Maksim Aleksandrovich Yeremeev – Advisor, Institute of Professional Directors Foundation
2	Oleg Vasilyevich Kulikov – General Director, Russian Electric Power Industry Employers' Branch Association (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
3	Yanina Anatolyevna Denisenko – Head, Organization Department, Institute of Professional Directors Foundation
4	Vladimir Danilovich Flegontov – Advisor, Institute of Professional Directors Foundation
5	Grigoriy Mikhailovich Kharenko – Chief Lecturer, Department of Statistics, Accounting and Audit, Saint Petersburg State University, Associate Professor, Department of Civil and Law Disciplines, Saint Petersburg Institute of External Economic Relations, Economics and Law (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
6	Svyatoslav Anatolyevich Lychagin – Deputy Head, Property Relations Regulation Department, RAO UES of Russia Corporate Center
7	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8	Igor Alikovich Zenyukov – Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
9	Dmitriy Eduardovich Selyutin – Authorized Representative of RAO UES Board Chairman, Far East and Eastern Siberia
10	Oleg Vladimirovich Yevseenkov – First Deputy Head Department of Business Planning, RAO UES of Russia Corporate Center
11	Polina Valentinovna Strizhenko – Deputy Head, Department of Market, Reform Management Center, RAO UES of Russia
12	Yan Aleksandrovich Zuyev – Chief Expert, Reform Management Center
13	Yuriy Bronislavovich Yukhnevich – Devision Head, Strategy Department, Reform Management Center, RAO UES of Russia
14	Tatiana Vladimirovna Kochetkova – Devision Head, Department of Market, Reform Management Center, RAO UES of Russia
15	Natalia Grigoryevna Boyko – Devision Head, Department of Market, Reform Management Center, RAO UES of Russia

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 15: *To elect the following persons to the Board of Directors of OAO TGK-6 Holding:*

No	Candidate's Name, Title
1	Maksim Igorevich Shulin – Advisor, Institute of Professional Directors Foundation
2	Vladimir Danilovich Flegontov – Advisor, Institute of Professional Directors Foundation
3	Aleksandr Yevgenyevich Molotnikov – Director on legal issues, ASPEKT Consulting Group Ltd.
4	Dmitriy Anatolyevich Tuzov – Advisor, Institute of Professional Directors Foundation
5	Igor Nikolayevich Repin – Deputy Executive Director, Association on Investor Rights Protection
6	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
7	Oleg Vladimirovich Yevseenkov – First Deputy Head Department of Business Planning, RAO UES of Russia Corporate Center
8	Vladimir Yevgenyevich Avetisyan – Board Member, Managing Director, RAO UES of Russia (Business Unit No 2)
9	Vladimir Mikhailovich Tarasov – Department Head, Investment and Technical Policy, RAO UES of Russia (Business Unit No 2)
10	Yuriy Anatolyevich Zhelyabovskiy – Head, Department of Economic Planning and Financial Control, Business Unit No 2, RAO UES of Russia
11	Natalia Grigoryevna Boyko – Devision Head, Department of Market, Reform Management Center, RAO UES of Russia
12	Yan Aleksandrovich Zuyev – Chief Expert, Reform Management Center
13	Yuriy Bronislavovich Yukhnevich – Devision Head, Strategy Department, Reform Management Center, RAO UES of Russia
14	Yelena Villenovna Ekzarkho – Chief Expert, Reform Management Center, RAO UES of Russia
15	Aleksey Romanovich Kachay – Deputy Head, Strategy Department, Reform Management Center, RAO UES of Russia

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 16: *To elect the following persons to the Board of Directors of OAO Voljskaya TKG Holding:*

No	Candidate's Name, Title
1	Dmitriy Anatolyevich Tuzov – Advisor, Institute of Professional Directors Foundation
2	Aleksandr Viktorovich Varvarin – Department Head, Department of Corporate Relations of the Russian Union of Industrialists and Entrepreneurs (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
3	Dmitriy Viktorovich Shtykov – General Director, Institute of Professional Directors Foundation
4	Igor Nikolayevich Repin – Deputy Executive Director, Association on Investor Rights Protection
5	Aleksandr Kirillovich Obraztsov – Advisor, Institute of Professional Directors Foundation
6	Oleg Vladimirovich Yevseenkov – First Deputy Head Department of Business Planning, RAO UES of Russia Corporate Center
7	Maksim Valentinovich Zavalko – First Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8	Yuriy Pavlovich Makushin – Deputy Managing Director RAO UES of Russia (Business Unit No 2)
9	Vladimir Yevgenyevich Avetisyan – Board Member, Managing Director, RAO UES of Russia (Business Unit No 2)
10	Yuriy Anatolyevich Zhelyabovskiy – Head, Department of Economic Planning and Financial Control, Business Unit No 2, RAO UES of Russia
11	Tatiana Vladimirovna Kochetkova – Devision Head, Department of Market, Reform Management Center, RAO UES of Russia
12	Natalia Vyacheslavovna Zaikina – First Deputy Head, Department of Market, Reform Management Center, RAO UES of Russia
13	Dmitriy Sergeevich Akhanov – Head, Reform Projects Implementation Center, Reform Management Center, RAO UES of Russia
14	Maksim Nikolayevich Bunyakin – Chief Expert, Reform Management Center, RAO UES of Russia
15	Aleksey Romanovich Kachay – Deputy Head, Strategy Department, Reform Management Center, RAO UES of Russia

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 17: *To elect the following persons to the Board of Directors of OAO UGK TKG-8 Holding:*

No	Candidate's Name, Title
1	Yuriy Borisovich Nekipelov – Advisor, Institute of Professional Directors Foundation
2	Valeriy Vasilyevich Nepsha – Deputy General Director, Institute of Professional Directors Foundation
3	Aleksandr Kirillovich Obraztsov – Advisor, Institute of Professional Directors Foundation
4	Maksim Igorevich Shulin – Advisor, Institute of Professional Directors Foundation
5	Denis Viktorovich Kulikov – Deputy Executive Director, Association on Investor Rights Protection
6	Sergey Olegovich Erdenko – Chief Expert, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
7	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8	Igor Alikovich Zenyukov – Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
9	Dmitriy Eduardovich Selyutin – Authorized Representative of RAO UES Board Chairman, Far East and Eastern Siberia
10	Oleg Vladimirovich Yevseenkov – First Deputy Head Department of Business Planning, RAO UES of Russia Corporate Center
11	Yuriy Bronislavovich Yukhnevich – Devision Head, Strategy Department, Reform Management Center, RAO UES of Russia
12	Vladimir Olegovich Volik – Project Manager, Reorganization Commission of RAO UES of Russia
13	Dmitriy Sergeevich Akhanov – Head, Reform Projects Implementation Center, Reform Management Center, RAO UES of Russia
14	Maksim Nikolayevich Bunyakin – Chief Expert, Reform Management Center, RAO UES of Russia
15	Aleksey Romanovich Kachay – Deputy Head, Strategy Department, Reform Management Center, RAO UES of Russia

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Extraordinary General Shareholders' Meeting Resolutions

Resolution on Item 18: *To elect the following persons to the Board of Directors of OAO TGK-9 Holding:*

No	Candidate's Name, Title
1	Yevgeniy Nikolayevich Bykhanov – Deputy General Director, Institute of Professional Directors Foundation
2	Maksim Igorevich Shulin – Advisor, Institute of Professional Directors Foundation
3	Oleg Vasilyevich Kulikov – General Director, Russian Electric Power Industry Employers' Branch Association (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
4	Yanina Anatolyevna Denisenko – Head, Organization Department, Institute of Professional Directors Foundation
5	Igor Nikolayevich Repin – Deputy Executive Director, Association on Investor Rights Protection
6	Svyatoslav Anatolyevich Lychagin – Deputy Head, Property Relations Regulation Department, RAO UES of Russia Corporate Center
7	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8	Igor Alikovich Zenyukov – Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
9	Dmitriy Eduardovich Selyutin – Authorized Representative of RAO UES Board Chairman, Far East and Eastern Siberia
10	Oleg Vladimirovich Yevseenkov – First Deputy Head Department of Business Planning, RAO UES of Russia Corporate Center
11	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia»
12	Tatiana Vladimirovna Kochetkova – Devision Head, Department of Market, Reform Management Center, RAO UES of Russia
13	Polina Valentinovna Strizhenko – Deputy Head, Department of Market, Reform Management Center, RAO UES of Russia
14	Madina Mukharbievna Suyunova – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
15	Maksim Nikolayevich Bunyakin – Chief Expert, Reform Management Center

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 19: *To elect the following persons to the Board of Directors of OAO TGK-10 Holding:*

No	Candidate's Name, Title
1	Maksim Igorevich Shulin – Advisor, Institute of Professional Directors Foundation
2	Igor Nikolayevich Repin – Deputy Executive Director, Association on Investor Rights Protection
3	Aleksandr Viktorovich Varvarin – Department Head, Department of Corporate Relations of the Russian Union of Industrialists and Entrepreneurs (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
4	Aleksandr Yevgenyevich Molotnikov – Director on legal issues, ASPEKT Consulting Group Ltd.
5	Grigoriy Mikhailovich Kharenko – Chief Lecturer, Department of Statistics, Accounting and Audit, Saint Petersburg State University, Associate Professor, Department of Civil and Law Disciplines, Saint Petersburg Institute of External Economic Relations, Economics and Law (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
6	Svyatoslav Anatolyevich Lychagin – Deputy Head, Property Relations Regulation Department, RAO UES of Russia Corporate Center
7	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8	Oleg Vladimirovich Yevseenkov – First Deputy Head Department of Business Planning, RAO UES of Russia Corporate Center
9	Mikhail Eduardovich Lisyanskiy – Deputy Managing Director, RAO UES of Russia (Business Unit No 2)
10	Mikhail Sergeevich Molchanov – Deputy Head, Department of Project Implementation Support, Business Unit No 2, RAO UES of Russia
11	Yan Aleksandrovich Zuyev – Chief Expert, Reform Management Center
12	Natalia Viktorovna Zaitseva – Chief Expert, Reform Management Center
13	Vladimir Olegovich Volik – Project Manager, Reorganization Commission of RAO UES of Russia
14	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
15	Tatiana Vladimirovna Kochetkova – Devision Head, Department of Market, Reform Management Center, RAO UES of Russia

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 20: *To elect the following persons to the Board of Directors of OAO TKG-11 Holding:*

No	Candidate's Name, Title
1	Maksim Aleksandrovich Yeremeev – Advisor, Institute of Professional Directors Foundation
2	Yuriy Borisovich Nekipelov – Advisor, Institute of Professional Directors Foundation
3	Aleksandr Viktorovich Varvarin – Department Head, Department of Corporate Relations of the Russian Union of Industrialists and Entrepreneurs (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
4	Aleksandr Yevgenyevich Molotnikov – Director on legal issues, ASPEKT Consulting Group Ltd.
5	Valeriy Vasilyevich Nepsha – Deputy General Director, Institute of Professional Directors Foundation
6	Svyatoslav Anatolyevich Lychagin – Deputy Head, Property Relations Regulation Department, RAO UES of Russia Corporate Center
7	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8	Maksim Valentinovich Zavalko – First Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
9	Dmitriy Vasilyevich Fedorchuk- Head, Department of Corporate Management, Business Unit No 2, RAO UES of Russia
10	Yelena Nikolaevna Ulanovskaya – Head of Department, Department of Corporate Management, RAO UES of Russia (Business Unit No 2)
11	Vladimir Olegovich Volik – Project Manager, Reorganization Commission of RAO UES of Russia
12	Natalia Viktorovna Zaitseva – Chief Expert, Reform Management Center
13	Yelena Villenovna Ekzarkho – Chief Expert, Reform Management Center
14	Madina Mukharbievna Suyunova – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
15	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 21: *To elect the following persons to the Board of Directors of OAO Kuzbassenergo Holding:*

No	Candidate's Name, Title
1	Maksim Igorevich Shulin – Advisor, Institute of Professional Directors Foundation
2	Dmitriy Anatolyevich Tuzov – Advisor, Institute of Professional Directors Foundation
3	Aleksandr Kirillovich Obraztsov – Advisor, Institute of Professional Directors Foundation
4	Yanina Anatolyevna Denisenko – Head, Organization Department, Institute of Professional Directors Foundation
5	Igor Nikolayevich Repin – Deputy Executive Director, Association on Investor Rights Protection
6	Sergey Olegovich Erdenko – Chief Expert, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
7	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8	Mikhail Eduardovich Lisianskiy – Deputy Managing Director, RAO UES of Russia (Business Unit No 2)
9	Oleg Valentinovich Dunin – Head, Department of Project Support and Implementation, Business Unit No 2, RAO UES of Russia
10	Yelena Vladimirovna Yevseenkova – Deputy Department Head, Department of Economic Planning and Financial Control, RAO UES of Russia (Business Unit No 2)
11	Madina Mukharbievna Suyunova – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
12	Natalia Grigoryevna Boyko – Devision Head, Department of Market, Reform Management Center, RAO UES of Russia
13	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
14	Aleksey Alekseevich Znamenskiy – Chief Advisor, BRANAN Ltd.
15	Yelena Villenovna Ekzarkho – Chief Expert, Reform Management Center

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 22: *To elect the following persons to the Board of Directors of OAO Yeniseyskaya TGK Holding:*

No	Candidate's Name, Title
1	Maksim Igorevich Shulin – Advisor, Institute of Professional Directors Foundation
2	Yuriy Borisovich Nekipelov – Advisor, Institute of Professional Directors Foundation
3	Vladimir Danilovich Flegontov – Advisor, Institute of Professional Directors Foundation
4	Aleksandr Kirillovich Obraztsov – Advisor, Institute of Professional Directors Foundation
5	Oleg Vasilyevich Kulikov – General Director, Russian Electric Power Industry Employers’ Branch Association (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
6	Sergey Olegovich Erdenko – Chief Expert, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
7	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8	Igor Alikovich Zenyukov – Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
9	Dmitriy Eduardovich Selyutin – Authorized Representative of RAO UES Board Chairman, Far East and Eastern Siberia
10	Oleg Vladimirovich Yevseenkov – First Deputy Head Department of Business Planning, RAO UES of Russia Corporate Center
11	Vyacheslav Mikhailovich Dolgikh – Deputy Head, Normative Support Department, Reform Management Center RAO UES of Russia
12	Natalia Grigoryevna Boyko – Devision Head, Department of Market, Reform Management Center, RAO UES of Russia
13	Maksim Nikolayevich Bunyakin – Chief Expert, Reform Management Center, RAO UES of Russia, RAO UES of Russia
14	Yuriy Bronislavovich Yukhnevich – Devision Head, Strategy Department, Reform Management Center, RAO UES of Russia
15	Tatiana Vladimirovna Kochetkova – Devision Head, Department of Market, Reform Management Center, RAO UES of Russia

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 23: To elect the following persons to the Board of Directors of OAO TGK-14 Holding:

No	Candidate's Name, Title
1	Oleg Vasilyevich Kulikov – General Director, Russian Electric Power Industry Employers’ Branch Association (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
2	Maksim Aleksandrovich Yermeev – Advisor, Institute of Professional Directors Foundation
3	Maksim Igorevich Shulin – Advisor, Institute of Professional Directors Foundation
4	Aleksandr Yevgenyevich Molotnikov – Director on legal issues, ASPEKT Consulting Group Ltd.
5	Yuriy Borisovich Nekipelov – Advisor, Institute of Professional Directors Foundation
6	Svyatoslav Anatolyevich Lychagin – Deputy Head, Property Relations Regulation Department, RAO UES of Russia Corporate Center
7	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8	Maksim Valentinovich Zavalko – First Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
9	Yuriy Pavlovich Makushin – Deputy Managing Director RAO UES of Russia (Business Unit No 2)
10	Larisa Valentinovna Blagoveschenskaya – Head, Department of Economic Planning and Financial Control, Business Unit No 2, RAO UES of Russia
11	Madina Mukharbievna Suyunova – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
12	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
13	Yan Aleksandrovich Zuyev – Chief Expert, Reform Management Center
14	Tatiana Vladimirovna Kochetkova – Devision Head, Department of Market, Reform Management Center, RAO UES of Russia
15	Yelena Villenovna Ekzarkho – Chief Expert, Reform Management Center
16	Irina Aleksandrovna Ashkenazi – Head, Department of Economy and Natural Gas Complex Development, Directorate of Natural Gas Complex Development, OJSC MMC NORILSK NICKEL
17	Anton Aleksandrovich Bazhenov – Chief Specialist, Affiliates and Subsidiaries Support Section, Affiliates and Subsidiaries Department, Corporate Department of OJSC MMC NORILSK NICKEL
18	Svetlana Nikolayevna Kuznetsova – Chief Specialist, Russian Affiliates and Subsidiaries Section, Affiliates and Subsidiaries Department, Corporate Department of OJSC MMC NORILSK NICKEL
19	Tatiana Vasilyevna Potarina – Chief Specialist, Russian Affiliates and Subsidiaries Section, Affiliates and Subsidiaries Department, Corporate Department of OJSC MMC NORILSK NICKEL
20	Margarita Vyacheslavovna Uymenova – Chief Specialist, Russian Affiliates and Subsidiaries Section, Affiliates and Subsidiaries Department, Corporate Department of OJSC MMC NORILSK NICKEL
21	Vadim Oganezovich Nalbandyan – Chief Specialist, Affiliates and Subsidiaries Support Section, Affiliates and Subsidiaries Department, Corporate Department of OJSC MMC NORILSK NICKEL

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 24: *To elect the following persons to the Board of Directors of OAO Inter RAO UES Holding:*

No	Candidate's Name, Title
1	Aleksandr Stalyevich Voloshin –Chairman of the Board of Directors, RAO UES of Russia
2	Viktor Borisovich Khristenko – Industry and Energy Minister of the Russian Federation
3	Kirill Gennadyevich Androsov – Deputy Minister of Economic Development and Trade of the Russian Federation
4	Maksim Genrikhovich Balashov – Deputy Head, Structural Policy Department of the Russian Ministry of Industry and Power Industry
5	German Oskarovich Gref – Minister of Economic Development and Trade of the Russian Federation
6	Andrey Vladimirovich Dementyev – Deputy Minister of Industry and Energy of the Russian Federation
7	Gleb Sergeevich Nikitin – Head, Federal Property Management Agency
8	Yuriy Mitrofanovich Medvedev – Deputy Head, Federal Property Management Agency
9	Mikhail Ivanovich Buyanov – Head of the Electricity Industry Directorate, Federal Energy Agency of the Russian Federation
10	Vyacheslav Mikhailovich Kravchenko – Department Head, Department of Structural and Investment Policy in Industry and Energy, Ministry of Industry and Energy of Russia
11	Boris Ilich Ayuev –Member of The Management Board, RAO UES of Russia
12	Yevgeny Vyachslavovich Dod – General Director of INTER RAO UES of Russia Ltd.
13	Andrey Natanovich Rappoport –Member of the Management Board of RAO UES of Russia, Managing Director of Business Unit “the Grids”
14	Sergey Vladilenovich Kirienko – Head, Federal Agency of Atomic Energy
15	Denis Arkadyevich Askinadze – Department Director, Ministry of Economic Development
16	Yevgeny Yuryevich Abramov – Head, Energy Complex Directorate OJSC MMC NORILSK NICKEL
17	Pavel Borisovich Matveev – Chief Manager, investment, Interros closed joint-stock company
18	Larisa Borisovna Melnik – Manager, investment, Interros closed joint-stock company
19	Ilya Arturovich Yuzhanov – Supervisory Board Member, NOMOS-Bank
20	Andrey Vladimirovich Sharonov – Managing Director, Chairman of the Board of Directors of Troyka-Dialog Investment Company

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 25: *To elect the following persons to the Board of Directors of OAO MRSK Holding:*

No	Candidate's Name, Title
1	Aleksandr Stalyevich Voloshin –Chairman of the Board of Directors, RAO UES of Russia
2	Viktor Borisovich Khristenko – Industry and Energy Minister of the Russian Federation
3	Kirill Gennadyevich Androsov – Deputy Minister of Economic Development and Trade of the Russian Federation
4	Mikhail Yurievich Kurbatov – Devison Head, Acting Deputy Head of Ministry of Economic Development Department of Russia
5	German Oskarovich Gref – Minister of Economic Development and Trade of the Russian Federation
6	Andrey Vladimirovich Dementyev – Deputy Minister of Industry and Energy of the Russian Federation
7	Gleb Sergeevich Nikitin – Head, Federal Property Management Agency
8	Yuriy Mitrofanovich Medvedev – Deputy Head, Federal Property Management Agency
9	Mikhail Ivanovich Buyanov – Head of the Electricity Industry Directorate, Federal Energy Agency of the Russian Federation
10	Yakov Moiseevich Urinson – Deputy Chairman of the Management Board, Head of the Corporate Center, RAO "UES of Russia"
11	Andrey Natanovich Rappoport – Board Member of RAO UES of Russia, Managing Director of Networks Business Unit
12	Aleksandr Ivanovich Kazakov – General Director of OAO MUEK
13	Denis Arkadyevich Askinadze – Department Director, Ministry of Economic Development
14	Vyacheslav Mikhailovich Kravchenko – Department Head, Department of Structural and Investment Policy in Industry and Energy, Ministry of Industry and Energy of Russia
15	Maksim Genrikhovich Balashov – Deputy Head, Structural Policy Department of the Russian Ministry of Industry and Power Industry
16	Ilya Arturovich Yuzhanov – Supervisory Board Member, NOMOS-Bank
17	Yuriy Arkadyevich Udaltsov – Member og the Management Board of RAO UES
18	Juha Seppo Remes – Senior Advisor, Finnish National Fund for Research and Development (Sitra) under the supervision of the Finnish Parliament
19	Larisa Borisovna Melnik – Manager, investment, Interros closed joint-stock company
20	Pavel Borisovich Matveev – Chief Manager, investment, Interros closed joint-stock company
21	Yevgeny Yuryevich Abramov – Head of the Energy Complex Directorate, MMC Norilsk Nickel

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 26: *To elect the following persons to the Board of Directors of OAO RAO Energy System of the East Holding:*

No	Candidate's Name, Title
1	Aleksandr Stalyevich Voloshin –Chairman of the Board of Directors, RAO UES of Russia
2	Viktor Borisovich Khristenko – Industry and Energy Minister of the Russian Federation
3	Kirill Gennadyevich Androsov – Deputy Minister of Economic Development and Trade of the Russian Federation
4	Dmitriy Eduardovich Selyutin – Authorized Representative of RAO UES Board Chairman, Far East and Eastern Siberia
5	German Oskarovich Gref – Minister of Economic Development and Trade of the Russian Federation
6	Andrey Vladimirovich Dementyev – Deputy Minister of Industry and Energy of the Russian Federation
7	Gleb Sergeevich Nikitin – Head, Federal Property Management Agency
8	Ivan Valentinovich Blagodyr – General Director of OGK-3
9	Vyacheslav Mikhailovich Kravchenko – Department Head, Department of Structural and Investment Policy in Industry and Energy, Ministry of Industry and Energy of Russia
10	Mikhail Yurievich Kurbatov – Devision Head, Acting Deputy Head, Department of the Ministry of Economic Development of Russia
11	Boris Ilich Ayuev –Member of Management Board of RAO UES of Russia
12	Yakov Moiseevich Urinson – Deputy Chairman of the Management Board, Head of the Corporate Center, RAO "UES of Russia"
13	Andrey Natanovich Rappoport – Member of the Management Board of RAO UES of Russia, Managing Director of Business Unit “The Grids”
14	Oleg Dmitrievich Antosenko – Deputy Authorized Representative of the President of the Russian Federation in the Far East Federal District
15	Denis Arkadyevich Askinadze – Department Director, Ministry of Economic Development
16	Yevgeny Yuryevich Abramov – Head, Energy Complex Directorate OJSC MMC NORILSK NICKEL
17	Ilya Arturovich Yuzhanov – Supervisory Board Member, NOMOS-Bank

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 27: *To elect the following persons to the Board of Directors of OAO Centerenergyholding Holding:*

No	Candidate's Name, Title
1	Aleksandr Yevgenyevich Molotnikov – Director on legal issues, ASPEKT Consulting Group Ltd.
2	Yuriy Borisovich Nekipelov – Advisor, Institute of Professional Directors Foundation
3	Dmitriy Anatolyevich Tuzov – Advisor, Institute of Professional Directors Foundation
4	Aleksandr Kirillovich Obraztsov – Advisor, Institute of Professional Directors Foundation
5	Vladimir Danilovich Flegontov – Advisor, Institute of Professional Directors Foundation
6	Dmitriy Sergeevich Akhanov – Head, Reform Projects Implementation Center, Reform Management Center, RAO UES of Russia
7	Yuriy Bronislavovich Yukhnovich – Devision Head, Strategy Department, Reform Management Center, RAO UES of Russia
8	Vladimir Olegovich Volik – Project Manager, Reorganization Commission of RAO UES of Russia
9	Natalia Vyacheslavovna Zaikina – First Deputy Head, Department of Market, Reform Management Center, RAO UES of Russia
10	Madina Mukharbievna Suyunova – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
11	Andrey Vladimirovich Gabov – Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
12	Pavel Petrovich Pustoshilov – Head, Department of Financial Policy RAO UES of Russia Corporate Center
13	Igor Alikovich Zenyukov – Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
14	Maksim Valentinovich Zavalko – First Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
15	Maksim Leonidovich Volkov – Devision Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
16	Igor Iosifovich Lipsky – Deputy Head, Asset Management and Corporate Relations Department, Gazprom
17	Nikolay Vyacheslavovich Vasilyev – Head, Department of Corporate Control, Asset Management and Corporate Relations Department, Gazprom
18	Artur Yakubovich Kraft – Deputy Head, Department of Long-term Investments, Asset Management and Corporate Relations Department, Gazprom
19	Maksim Borisovich Babich – Deputy Head, Department for Equity Capital Corporate Relations Department, Asset Management and Corporate Relations Department, Gazprom
20	Vsevolod Stanislavovich Vorobyov – Deputy Head, Transactions Division, Asset Division, Asset Management and Corporate Relations Department, Gazprom
21	Igor Anatolyevich Golenischev – Head, Credit Division, Financial and Economic Department, Gazprom
22	Yuriy Viktorovich Naumov – Head, Planning and Economic Division, Financial and Economic Department, Gazprom
23	Petr Gennadyevich Bakaev – Head, Division of Financial Markets Operations, Financial and Economic Department, Gazprom
24	Denis Vladimirovich Fedorov – Head, Department of Electirc Power Sector Development and Electric Power Marketing, Marketing, Natural Gas and Liquid Hydrocarbons Processing Department, Gazprom
25	Stanislav Olegovich Ashirov – First Deputy Head, OAO Mezhhregionenergosbyt
26	Stanislav Vitalyevich Neveinitsyn – Deputy Head, OAO Mezhhregionenergosbyt
27	Aleksey Aleksandrovich Varankov – Head, Legal Department OAO Mezhhregionenergosbyt
28	Andrey Gennadyevich Chesnokov – Head, Project Financing, ZAO Gazenergoprombank
29	Sergey Rashidovich Prokurov – Chief Specialist, Power Engineering Section, Department of Electirc Power Sector Development and Electric Power Marketing, Marketing, Natural Gas and Liquid Hydrocarbons Processing Department, Gazprom
30	Natalia Alekseevna Sapunova – Chief Specialist, Electric Power Industry Marketing Division, Department of Electirc Power Sector Development and Electric Power Marketing, Marketing, Natural Gas and Liquid Hydrocarbons Processing Department, Gazprom

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 28: *To elect the following persons to the Board of Directors of OAO Sibenergyholding:*

No	Candidate's Name, Title
1	Khvicha Patayevich Kharchilava – Advisor, Institute of Professional Directors Foundation
2	Dmitriy Viktorovich Shtykov – General Director, Institute of Professional Directors Foundation
3	Vladimir Danilovich Flegontov – Advisor, Institute of Professional Directors Foundation
4	Igor Nikolayevich Repin – Deputy Executive Director, Association on Investor Rights Protection
5	Oleg Vasilyevich Kulikov – General Director, Russian Electric Power Industry Employers’ Branch Association (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
6	Yelena Villenovna Ekzarkho – Chief Expert, Reform Management Center
7	Yuriy Vitalyevich Loginov – Chief Expert, Strategy Department, Reform Management Center, RAO UES of Russia
8	Maksim Nikolayevich Bunyakin – Chief Expert, Reform Management Center, RAO UES of Russia, RAO UES of Russia
9	Aleksey Romanovich Kachay – Deputy Head, Strategy Department, Reform Management Center, RAO UES of Russia
10	Natalia Viktorovna Zaitseva – Chief Expert, Reform Management Center
11	Andrey Vladimirovich Gabov – Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
12	Dmitriy Aleksandrovich Burnashev – Head, Department of Business Planning, RAO UES of Russia Corporate Center
13	Sergey Olegovich Erdenko – Chief Expert, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
14	Igor Alikovich Zenyukov – Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
15	Mikhail Vladimirovich Smirnov – Devison Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
16	Sergey Nikolayevich Mironosetskiy– Deputy General Director, Director for Power, Mergers and Acquisitions, OAO SUEK
17	Pavel Olegovich Shatskiy – Deputy Director for Power, Mergers and Acquisitions, OAO SUEK
18	Alina Nikolaevna Postnikova – Deputy Head, Legal Issues, OAO SUEK
19	Aleksandr Aleksandrovich Shumilov – Head, Department of Power Assets, OAO SUEK
20	Igor Yurievich Sorokin – Project Manager, Power Industry of Unified Energy Systems of Siberia, OAO SUEK
21	Marina Sergeevna Zakharyuta – Investor Relations Manager, Mergers and Acquisitions Financing Department, OAO SUEK
22	Andrey Nikolaevich Bolshakov – Expert, Fuel and Energy Complex, OAO SUEK
23	Aleksey Yevgenyevich Bay – Head, Corporate Procedures Group, Power Assets Department, OAO SUEK
24	Natalia Viktorovna Trapeznikova – Head, Corporate Procedures Group, Power Assets Department, OAO SUEK
25	German Olegovich Mustafin – Project Manager, Power Industry of Unified Energy Systems of the East, Power Assets Department, OAO SUEK
26	Aleksandr Vladimirovich Redkin – Deputy Head, Legal Issues, OAO SUEK
27	Aleksey Mikhailovich Zakharov – Deputy Head, Department of Structural Projects in Power Industry, OAO SUEK
28	Anton Olegovich Smirnov – Advisor to CEO, Power Industry, Mergers and Acquisitions, OAO SUEK
29	Igor Nikolaevich Nekrasov – Chief Project Specialist, Power Industry of Unified Energy Systems of the East», OAO SUEK
30	Sergey Anatolyevich Tverdokhlebo – Advisor to CEO, OAO SUEK
31	Andrey Danilovich Antonov – Deputy Head of GlavEnergoSbyt Ltd.
32	Marina Ilinishna Dostoyanova – Deputy Head, Department of Project Financing and Prospective Projects in Power Industry, OAO SUEK
33	Anastasiya Mikhailovna Nekhaenko – Deputy General Director, Economics, GlavEnergoSbyt Ltd.
34	Leonid Petrovich Savkov – General Director of GlavEnergoSbyt Ltd.
35	Marina Vladimirovna Shvetsova – Chief Specialist, Power Assets Department, OAO SUEK

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Extraordinary General Shareholders Meeting Resolutions

Resolution on Item 29: *To elect the following persons to the Board of Directors of OAO Intergeneration:*

No	Candidate's Name, Title
1	Yevgeniy Nikolayevich Bykhanov – Deputy General Director, Institute of Professional Directors Foundation
2	Aleksandr Viktorovich Varvarin – Department Head, Department of Corporate Relations of the Russian Union of Industrialists and Entrepreneurs (candidate for registration in the Register of the Russian Union of Industrialists and Entrepreneurs)
3	Denis Viktorovich Kulikov – Deputy Executive Director, Association on Investor Rights Protection
4	Maksim Aleksandrovich Yeremeev – Advisor, Institute of Professional Directors Foundation
5	Aleksandr Yevgenyevich Molotnikov – Director on legal issues, ASPEKT Consulting Group Ltd.
6	Andrey Vladimirovich Gabov – Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
7	Maksim Valentinovich Zavalko – First Deputy Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
8	Dmitriy Aleksandrovich Burnashev – Head, Department of Business Planning, RAO UES of Russia Corporate Center
9	Mikhail Vladimirovich Smirnov – Division Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
10	Roman Yurievich Sorokin- Division Head, Department of Corporate Governance and Investor Relations, RAO UES of Russia Corporate Center
11	Aleksey Alekseevich Znamenskiy – Chief Advisor, BRANAN Ltd.
12	Tatiana Vladimirovna Kochetkova – Division Head, Department of Market, Reform Management Center, RAO UES of Russia
13	Yan Aleksandrovich Zuyev – Chief Expert, Reform Management Center
14	Maksim Nikolayevich Bunyakin – Chief Expert, Reform Management Center, RAO UES of Russia, RAO UES of Russia
15	Polina Valentinovna Strizhenko – Deputy Head, Department of Market, Reform Management Center, RAO UES of Russia
16	Irina Aleksandrovna Ashkenazi – Head, Department of Economy and Natural Gas Complex Development, Directorate of Natural Gas Complex Development, OJSC MMC NORILSK NICKEL
17	Sergey Nikolaevich Boyko – Advisor, Executive Director of OGK-3
18	Andrey Valentinovich Zolotaryov – Head, Corporate Department of OJSC MMC NORILSK NICKEL
19	Aleksandr Sergeevich Isaev – Advisor, Executive Director, OAO OGK-3
20	Yuriy Yuryevich Kalabin – Deputy General Director, Logistics, OAO OGK-3
21	Dmitriy Mikhailovich Katiev – Chief Financial Officer, OAO OGK-3
22	Aleksey Valeryevich Lukyanov – Division Head, Transactions with Russian Portfolio Investments, Affiliates and Subsidiaries Department, Corporate Department, OJSC MMC NORILSK NICKEL
23	Aleksey Aleksandrovich Malov – Division Head, Russian Affiliates and Subsidiaries Support Division, Affiliates and Subsidiaries Department, Corporate Department, OJSC MMC NORILSK NICKEL
24	Pavel Borisovich Matveev – Chief Manager, investment, Interros closed joint-stock company
25	Sergey Dmitrievich Matveev – Advisor of Executive Director, OAO OGK-3
26	Larisa Borisovna Melnik – Manager, investment, Interros closed joint-stock company
27	Yuriy Stepanovich Sablukov – Advisor of Executive Director, OAO OGK-3
28	Viktor Valentinovich Tikhonov – Head, Affiliates and Subsidiaries Department, Corporate Department, OJSC MMC NORILSK NICKEL
29	Sergey Olegovich Shabanov – Head, Property Division, Corporate Department, OJSC MMC NORILSK NICKEL
30	Pavel Vyachslavovich Shumov – Advisor of Executive Director, OAO OGK-3

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Resolution on Item 30:

1. To reorganize OAO State Holding (to be established as a result of reorganization of RAO UES of Russia) through a takeover by OAO FGC UES (OGRN 1024701893336) under terms and conditions provided for by this Resolution and the Takeover Agreement being approved herewith.
2. To approve the Agreement for takeover of OAO RAO UES of Russia, OAO State Holding, OAO Minority Holding FGC UES, OAO Amur Trunk Grid Company, OAO Arkhangelsk Trunk Grid Company, OAO Astrahan Transmission Grids, OAO Belgorod Trunk Grid Company, OAO Bryansk Trunk Grid Company, OAO Vladimir Trunk Grid Company, OAO Volgograd Transmission Grids, OAO Vologda Transmission Grids, OAO Voronezh Trunk Grid Company, OAO Dagestan Transmission Grids, OAO Ivanovo Transmission Grids, OAO Kaluga Trunk Grid Company, OAO Karelia Transmission Grids, OAO Kirov Electricity Transmission Grids, OAO Kolskiye Transmission Grids, OAO Kostroma Transmission Grids, OAO Krasnoyarsk Transmission Grids, OAO Kuban Transmission Grids, OAO Kursk Transmission Grids, OAO Lipetsk Transmission Grids, OAO Rostovenergo Trunk Grid Company, OAO Trunk Grid Company, OAO Mari Transmission Grids, OAO Mordovia Trunk Grid Company, OAO Nizhegorodskaya Trunk Grid Company, OAO Omsk Trunk Grid Company, OAO Orenburg Electricity Transmission Grids, OAO Orel Trunk Grid Company, OAO Penza Trunk Grid Company, OAO Perm Trunk Grid Company, OAO St.Petersburg Transmission Grids, OAO Primorye Trunk Grid Company, OAO Ryazan Transmission Grids, OAO Sverdlovsk Transmission Grids, OAO Smolensk Electricity Transmission Grids, OAO Tambov Trunk Grid Company, OAO Tver Transmission Grids, OAO Tomsk Transmission Grids, OAO Tula Trunk Grid Company, OAO Tyumen Trunk Grid Company, OAO Udmurt Transmission Grids, OAO Khabarovsk Trunk Grid Company, OAO Khakas Trunk Company, OAO Chelyabinsk Electricity Transmission Grids, OAO Chuvashia Transmission Grids, OAO Yakutsk Trunk Grid Company, OAO Yaroslavl Transmission Grids, OAO Buryat Electricity Transmission Grids, OAO Chita Transmission Grids, OAO Samara Trunk Company, OAO Saratov Trunk Company, OAO Kurgan Trunk Grid Company, OAO Electricity Transmission Grid of the Komi Republic, OAO Kuzbassenergo Electricity Transmission Grids, OAO Ulyanovsk Transmission Grids, OAO Tiyva Trunk Grid Company, OAO ITC South, OAO ITC Ural, OAO ITC Siber, OAO ITC North-West, OAO ITC East, OAO ITC Volga, OAO ITC Center by OAO FGC UES.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO State Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO State Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO FGC UES.
To approve the transfer deed.
4. To specify the following conditions and procedure for conversion of OAO State Holding shares into shares of OAO FGC UES.
 - 4.1. All shares of OAO State Holding shall be converted into additional ordinary shares of OAO FGC UES.
 - 4.2. Additional ordinary shares of OAO FGC UES should grant the same rights to shareholders as the placed ordinary shares of OAO FGC UES under the Articles of Association of OAO FGC UES and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
0.2931464676179060 of an ordinary share of OAO State Holding shall be converted into 1 ordinary share of OAO FGC UES of 0.5 (zero point five) RUB par value each.
0.3200987853438580 of a preference share of OAO State Holding shall be converted into 1 ordinary share of OAO FGC UES of 0.5 (zero point five) RUB par value each.
If the calculated number of shares of any shareholder of OAO State Holding, when calculating the number of shares of OAO FGC UES to be received by a shareholder of OAO State Holding as the conversion result, is fractional, the fraction of such number of shares shall be rounded under the following rule:
 - if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
 - if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
 - if no share is due to a shareholder as a result of rounding, such shareholder will receive one additional share of OAO FGC UES.Shares of OAO FGC UES, which have come at the disposal of OAO FGC UES as a result of the takeover of OAO State Holding, shall be redeemed, if no other companies are taken over by OAO FGC UES concurrently with OAO State Holding.
If other companies engaged in the reorganization are taken over by OAO FGC UES concurrently with OAO State Holding, shares of OAO FGC UES, which have come at the disposal of OAO FGC UES as a result of the takeover of OAO State Holding, may be used to convert shares of such other target companies into them. Shares of OAO FGC UES, which have come at the disposal of OAO FGC UES as a result of the takeover of OAO State Holding and remained at the disposal of OAO FGC UES after the conversion of shares of such other target companies is completed, shall be redeemed.
Additional ordinary shares of OAO FGC UES should grant the same rights to shareholders as the placed ordinary shares of OAO FGC UES under the Articles of Association of OAO FGC UES and the laws of the Russian Federation.
 - 4.4. Shares of OAO State Holding are recognized converted into ordinary shares of OAO FGC UES on the date when dissolution of OAO State Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO State Holding on the said date.
 - 4.5. Shares of OAO State Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO State Holding authorized to sign the Takeover Agreement approved by this Resolution.

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Resolution on Item 31:

1. To reorganize OAO State Holding HydroOGK (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO HydroOGK (OGRN 1042401810494) under terms and conditions provided for by this Resolution and the Takeover Agreement being approved herewith.
2. To approve the Agreement for takeover of OAO State Holding HydroOGK, OAO Minority Holding HydroOGK, OAO Bureysk HPP, OAO Votkinsk HPP, OAO Zagorsk PSPP, OAO Zeiskaya HPP, OAO Kabardino-Balkarian Hydro Generation Company, OAO Kaskad VV HPP, OAO Kaskad HChHPP, OAO Nizhegorodskaya HPP, OAO Severo-Osetinskaya Hydro Generation Company, OAO Sulakenergo, OAO SShHPP named after P.S.Neporozhniy, OAO Voljskaya HPP, OAO Zhigulevskaya HPP, OAO Irganayskaya HPP, OAO Zelenchukskiye HPP, OAO Dagestan Regional Generation Company, OAO Kamskaya HPP, OAO KabbalkHPP, OAO Saratov HPP, OAO Stavropol Electricity Generation Company, OAO Cheboksary HPP, ZAO EOZ by OAO HydroOGK.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO State Holding HydroOGK being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO State Holding HydroOGK, under which rights and obligations of OAO RAO UES of Russia transfer to OAO HydroOGK.
To approve the transfer deed.
4. To specify the following conditions and procedure for conversion of OAO State Holding HydroOGK shares into shares of OAO HydroOGK.
 - 4.1. All shares of OAO State Holding HydroOGK shall be converted into additional ordinary shares of OAO HydroOGK.
 - 4.2. Additional ordinary shares of OAO HydroOGK should grant the same rights to shareholders as the placed ordinary shares of OAO HydroOGK under the Articles of Association of OAO HydroOGK and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
 - 1.5553208073403300 of an ordinary share of OAO State Holding HydroOGK shall be converted into 1 ordinary share of OAO HydroOGK of 1 (zero point five) RUB par value each.
 - 1.6983192917016000 of a preference share of OAO State Holding HydroOGK shall be converted into 1 ordinary share of OAO HydroOGK of 1 (zero point five) RUB par value each.

If the calculated number of shares of any shareholder of OAO State Holding HydroOGK, when calculating the number of shares of OAO HydroOGK to be received by a shareholder of OAO State Holding HydroOGK as the conversion result, is fractional, the fraction of such number of shares shall be rounded under the following rule:

 - if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
 - if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
 - if no share is due to a shareholder as a result of rounding, such shareholder will receive one additional share of OAO HydroOGK.

Shares of OAO HydroOGK, which have come at the disposal of OAO HydroOGK as a result of the takeover of OAO State Holding HydroOGK, shall be redeemed, if no other companies are taken over by OAO HydroOGK concurrently with OAO State Holding HydroOGK.

If other companies engaged in the reorganization are taken over by OAO HydroOGK concurrently with OAO State Holding HydroOGK, shares of OAO HydroOGK, which have come at the disposal of OAO HydroOGK as a result of the takeover of OAO State Holding HydroOGK, may be used to convert shares of such other target companies into them. Shares of OAO HydroOGK, which have come at the disposal of OAO HydroOGK as a result of the takeover of OAO State Holding HydroOGK and remained at the disposal of OAO HydroOGK after the conversion of shares of such other target companies is completed, shall be redeemed.

Additional ordinary shares of OAO HydroOGK should grant the same rights to shareholders as the placed ordinary shares of OAO HydroOGK under the Articles of Association of OAO HydroOGK and the laws of the Russian Federation.

 - 4.4. Shares of OAO State Holding HydroOGK are recognized converted into ordinary shares of OAO HydroOGK on the date when dissolution of OAO State Holding HydroOGK is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO State Holding HydroOGK on the said date.
 - 4.5. Shares of OAO State Holding HydroOGK subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO State Holding HydroOGK authorized to sign the Takeover Agreement approved by this Resolution.

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Resolution on Item 32:

1. To reorganize OAO Minority Holding FGC UES (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO FGC UES (OGRN 1024701893336) under terms and conditions provided for by this Resolution and the Takeover Agreement being approved herewith.

2. To approve the Agreement for takeover of OAO RAO UES of Russia, OAO State Holding, OAO Minority Holding FGC UES, OAO Amur Trunk Grid Company, OAO Arkhangelsk Trunk Grid Company, OAO Astrahan Transmission Grids, OAO Belgorod Trunk Grid Company, OAO Bryansk Trunk Grid Company, OAO Vladimir Trunk Grid Company, OAO Volgograd Transmission Grids, OAO Vologda Transmission Grids, OAO Voronezh Trunk Grid Company, OAO Dagestan Transmission Grids, OAO Ivanovo Transmission Grids, OAO Kaluga Trunk Grid Company, OAO Karelia Transmission Grids, OAO Kirov Electricity Transmission Grids, OAO Kolskiye Transmission Grids, OAO Kostroma Transmission Grids, OAO Krasnoyarsk Transmission Grids, OAO Kuban Transmission Grids, OAO Kursk Transmission Grids, OAO Lipetsk Transmission Grids, OAO Rostovenergo Trunk Grid Company, OAO Trunk Grid Company, OAO Mari Transmission Grids, OAO Mordovia Trunk Grid Company, OAO Nizhegorodskiy Trunk Grid Company, OAO Omsk Trunk Grid Company, OAO Orenburg Electricity Transmission Grids, OAO Orel Trunk Grid Company, OAO Penza Trunk Grid Company, OAO Perm Trunk Grid Company, OAO St.Petersburg Transmission Grids, OAO Primorye Trunk Grid Company, OAO Ryazan Transmission Grids, OAO Sverdlovsk Transmission Grids, OAO Smolensk Electricity Transmission Grids, OAO Tambov Trunk Grid Company, OAO Tver Transmission Grids, OAO Tomsk Transmission Grids, OAO Tula Trunk Grid Company, OAO Tyumen Trunk Grid Company, OAO Udmurt Transmiiiaion Grids, OAO Khabarovsk Trunk Grid Company, OAO Khakas Trunk Company, OAO Chelyabinsk Electricity Transmission Grids, OAO Chuvashia Transmission Grids, OAO Yakutsk Trunk Grid Company, OAO Yaroslavl Transmission Grids, OAO Buryat Electricity Transmission Grids, OAO Chita Transmission Grids, OAO Samara Trunk Company, OAO Saratov Trunk Company, OAO Kurgan Trunk Grid Company, OAO Electricity Transmission Grid of the Komi Republic, OAO Kuzbassenergo Electricity Transmission Grids, OAO Ulyanovsk Transmission Grids, OAO Tiva Trunk Grid Company, OAO ITC South, OAO ITC Ural, OAO ITC Siber, OAO ITC North-West, OAO ITC East, OAO ITC Volga, OAO ITC Center by OAO FGC UES.

3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO Minority Holding FGC UES being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO Minority Holding FGC UES, under which rights and obligations of OAO RAO UES of Russia transfer to OAO FGC UES.

To approve the transfer deed.

4. To specify the following conditions and procedure for conversion of OAO Minority Holding FGC UES shares into shares of OAO FGC UES.

4.1. All shares of OAO Minority Holding FGC UES shall be converted into additional ordinary shares of OAO FGC UES.

4.2. If OAO Minority Holding FGC UES is taken over by OAO FGC UES concurrently with OAO State Holding (or concurrently with takeover of OAO State Holding and other target companies), all shares of OAO Minority Holding FGC UES shall be converted into ordinary shares of OAO FGC UES that have come at the disposal of OAO FGC UES as a result of taking over OAO State Holding and OAO Minority Holding FGC UES (and/or as a result of taking over other companies, if such companies have been taken over jointly).

In this connection, if the calculated number of shares of any shareholder of OAO Minority Holding FGC UES, when calculating the number of shares of OAO FGC UES to be received by a shareholder of OAO Minority Holding FGC UES as the conversion result, is fractional, the fraction of such number of shares shall be rounded under the following rule:

- if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
- if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
- if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO FGC UES out of the number of shares that have come at the disposal of OAO FGC UES.

Shares of OAO FGC UES, which have come at the disposal of OAO FGC UES as a result of the takeover of OAO Minority Holding FGC UES and OAO State Holding (and/or as a result of taking over other target companies, if such other companies have been taken over jointly) and remained at the disposal of OAO FGC UES after the conversion of shares of OAO Minority Holding FGC UES is completed, shall be redeemed.

4.3. If OAO Minority Holding FGC UES is taken over by OAO FGC UES not concurrently with OAO State Holding, all shares of OAO Minority Holding FGC UES shall be converted into ordinary shares of OAO FGC UES that have come at the disposal of OAO FGC UES as a result of taking over OAO Minority Holding FGC UES and into additional ordinary shares of OAO FGC UES.

In such case the quantity of ordinary shares of OAO FGC UES, which should be received by each shareholder of OAO Minority Holding FGC UES, shall be calculated by dividing the quantity of OAO Minority Holding FGC UES owned by the shareholder by the corresponding conversion factor.

If the calculated number of shares of any shareholder of OAO Minority Holding FGC UES, when calculating the number of shares of OAO FGC UES to be received by a shareholder of OAO Minority Holding FGC UES, is fractional, the fraction of such number of shares shall be rounded under the following rule:

- if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
- if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
- if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO FGC UES.

In this connection, the quantity of ordinary shares of OAO FGC UES out of the quantity of shares that have come at the disposal of OAO FGC UES, which a shareholder of OAO Minority Holding FGC UES should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO FGC UES, which such shareholder should receive pursuant to paragraph two of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO FGC UES that have come at the disposal of OAO FGC UES at the takeover of OAO Minority Holding FGC UES to the total quantity of ordinary shares of OAO FGC UES that are required for conversion of all ordinary and preference shares of OAO Minority Holding FGC UES into them.

The quantity of ordinary shares of OAO FGC UES out of the quantity of additional shares, which a shareholder of OAO Minority Holding FGC UES should receive, shall be determined as a difference between the quantity of ordinary shares of OAO FGC UES, which

such shareholder should receive pursuant to paragraph two of this clause (with account of rounding), and the quantity of shares of OAO FGC UES out of the quantity of shares that have come at the disposal of OAO FGC UES, which such shareholder should receive.

Shares of OAO FGC UES, which have come at the disposal of OAO FGC UES as a result of the takeover of OAO Minority Holding FGC UES (and/or as a result of taking over other target companies, if such other companies have been taken over jointly) and remained at the disposal of OAO FGC UES after the conversion of shares of OAO Minority Holding FGC UES is completed (and that of other target companies, if such other companies have been taken over jointly), shall be redeemed.

Additional ordinary shares of OAO FGC UES should grant the same rights to shareholders as the placed ordinary shares of OAO FGC UES under the Articles of Association of OAO FGC UES and the laws of the Russian Federation.

4.4. Share conversion factors:

0.1275576165696140 of an ordinary share of OAO Minority Holding FGC UES shall be converted into 1 ordinary share of OAO FGC UES of 0.5 (zero point five) RUB par value each.

0.1392854515938140 of a preference share of OAO Minority Holding FGC UES shall be converted into 1 ordinary share of OAO FGC UES of 0.5 (zero point five) RUB par value each.

4.5. Shares of OAO Minority Holding FGC UES are recognized converted into ordinary shares of OAO FGC UES on the date when dissolution of OAO Minority Holding FGC UES is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO Minority Holding FGC UES on the said date.

4.6. Shares of OAO Minority Holding FGC UES subject to conversion shall be redeemed in the course of conversion.

5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO Minority Holding FGC UES authorized to sign the Takeover Agreement approved by this Resolution.

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Resolution on Item 33:

1. To reorganize OAO Minority Holding HydroOGK (to be established as a result of reorganization OAO RAO UES of Russia) through a takeover by OAO HydroOGK (OGRN 1042401810494) under terms and conditions provided for by this Resolution and the Takeover Agreement being approved herewith.
2. To approve the Agreement for takeover of OAO State Holding HydroOGK, OAO Minority Holding HydroOGK, OAO Bureysk HPP, OAO Votkinsk HPP, OAO Zagorsk PSPP, OAO Zeiskaya HPP, OAO Kabardino-Balkarian Hydro Generation Company, OAO Kaskad VV HPP, OAO Kaskad HChHPP, OAO Nizhegorodskaya HPP, OAO Severo-Osetinskaya Hydro Generation Company, OAO Sulakenergo, OAO SShHPP named after P.S.Neporozhniy, OAO Voljskaya HPP, OAO Zhigulevskaya HPP, OAO Irganayskaya HPP, OAO Zelenchukskiye HPP, OAO Dagestan Regional Generation Company, OAO Kamskaya HPP, OAO KabbalkHPP, OAO Saratov HPP, OAO Stavropol Electricity Generation Company, OAO Cheboksary HPP, ZAO EOZ by OAO HydroOGK.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO Minority Holding HydroOGK being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO Minority Holding HydroOGK, under which rights and obligations of OAO RAO UES of Russia transfer to OAO HydroOGK.
To approve the transfer deed.
4. To specify the following conditions and procedure for conversion of OAO Minority Holding HydroOGK shares into shares of OAO HydroOGK.
 - 4.1. All shares of OAO Minority Holding HydroOGK shall be converted into ordinary shares of OAO HydroOGK.
 - 4.2. If OAO Minority Holding HydroOGK is taken over by OAO HydroOGK concurrently with OAO State Holding HydroOGK (or accompanied by takeover of OAO State Holding HydroOGK and other companies), all shares of OAO Minority Holding HydroOGK are converted into ordinary shares of OAO HydroOGK, which have come at the disposal of OAO HydroOGK.

In this connection, if the calculated number of shares of any shareholder of OAO Minority Holding HydroOGK, when calculating the number of shares of OAO HydroOGK to be received by a shareholder of OAO Minority Holding HydroOGK as the conversion result, is fractional, the fraction of such number of shares shall be rounded under the following rule:

- if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
- if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
- if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO HydroOGK out of the number of shares that have come at the disposal of OAO HydroOGK.

Shares of OAO HydroOGK, which have come at the disposal of OAO HydroOGK as a result of the takeover of OAO Minority Holding HydroOGK and OAO State Holding HydroOGK (and/or as a result of taking over other target companies, if such other companies have been taken over jointly) and remained at the disposal of OAO HydroOGK after the conversion of shares of OAO Minority Holding HydroOGK is completed, shall be redeemed.

- 4.3. If OAO Minority Holding HydroOGK is taken over by OAO HydroOGK not concurrently with OAO State Holding HydroOGK (or not accompanied by takeover of OAO State Holding HydroOGK and jointly with other companies), all shares of OAO Minority Holding HydroOGK are converted into ordinary shares of OAO HydroOGK, which have come at the disposal of OAO HydroOGK and into additional ordinary shares of OAO HydroOGK.

In such case the quantity of ordinary shares of OAO HydroOGK, which should be received by each shareholder of OAO Minority Holding HydroOGK, shall be calculated by dividing the quantity of OAO Minority Holding HydroOGK shares of a certain category owned by the shareholder by the corresponding conversion factor.

If the calculated number of shares of any shareholder of OAO Minority Holding HydroOGK, when determining the calculated number of shares of OAO HydroOGK to be received by a shareholder of OAO Minority Holding HydroOGK, is fractional, the fraction of such number of shares shall be rounded under the following rule:

- if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
- if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
- if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO HydroOGK.

The quantity of ordinary shares of OAO HydroOGK out of the quantity of shares that have come at the disposal of OAO HydroOGK, which a shareholder of OAO Minority Holding HydroOGK should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO HydroOGK, which such shareholder should receive pursuant to paragraph two of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO HydroOGK that have come at the disposal of OAO HydroOGK to the total quantity of ordinary shares of OAO HydroOGK that are required for conversion of all ordinary and preference shares of OAO Minority Holding HydroOGK into them.

The quantity of ordinary shares of OAO HydroOGK out of the quantity of additional shares, which a shareholder of OAO Minority Holding HydroOGK should receive, shall be determined as a difference between the quantity of ordinary shares of OAO HydroOGK, which such shareholder should receive pursuant to paragraph two of this clause (with account of rounding), and the quantity of shares of OAO HydroOGK out of the quantity of shares that have come at the disposal of OAO HydroOGK, which such shareholder should receive.

Shares of OAO HydroOGK, which have come at the disposal of OAO HydroOGK as a result of the takeover of OAO Minority Holding HydroOGK and OAO State Holding HydroOGK (and as a result of taking over other target companies, if such other companies have been taken over jointly) and remained at the disposal of OAO HydroOGK after the conversion of shares of OAO Minority Holding HydroOGK is completed (and after conversion of shares of other target companies, if such other companies have been taken over jointly), shall be redeemed.

Additional ordinary shares of OAO HydroOGK should grant the same rights to shareholders as the placed ordinary shares of OAO HydroOGK under the Articles of Association of OAO HydroOGK and the laws of the Russian Federation.

- 4.4. Share conversion factors:

0.2895891255957020 of an ordinary share of OAO Minority Holding HydroOGK shall be converted into 1 ordinary share of OAO HydroOGK of 1 (zero point five) RUB par value each.

0.3162143760599500 of a preference share of OAO Minority Holding HydroOGK shall be converted into 1 ordinary share of OAO HydroOGK of 1 (zero point five) RUB par value each.

4.5. Shares of OAO Minority Holding HydroOGK are recognized converted into ordinary shares of OAO HydroOGK on the date when dissolution of OAO Minority Holding HydroOGK is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO Minority Holding HydroOGK on the said date.

4.6. Shares of OAO Minority Holding HydroOGK subject to conversion shall be redeemed in the course of conversion.

5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO Minority Holding HydroOGK authorized to sign the Takeover Agreement approved by this Resolution.

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Resolution on Item 34:

1. To reorganize OAO OGK-1 Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO OGK-1 (OGRN 1057200597960) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO OGK-1 Holding by OAO OGK-1.

2. To approve the Agreement for takeover of OAO OGK-1 Holding by OAO OGK-1.

3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO OGK-1 Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO OGK-1 Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO OGK-1.

To approve the transfer deed.

4. To specify the following conditions and procedure for conversion of OAO OGK-1 Holding shares into shares of OAO OGK-1.

4.1. All shares of OAO OGK-1 Holding shall be converted into OAO OGK-1 shares that have come at the disposal of OGK-1 as a result of takeover of OAO OGK-1 Holding, into purchased and/or redeemed by OAO OGK-1 and/or into additional shares of OAO OGK-1 (if the quantity of OAO OGK-1 shares that have come at the disposal of OGK-1 as a result of takeover of OAO OGK-1 Holding and purchased and/or redeemed by OAO OGK-1 is insufficient to convert all shares of OAO OGK-1 Holding pursuant to the approved conversion factors).

4.2. If additional ordinary shares of OAO OGK-1 are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO OGK-1 under the Articles of Association of OAO OGK-1 and the laws of the Russian Federation.

4.3. Share conversion factors:

1.0394788264145200 of an ordinary share of OAO OGK-1 Holding shall be converted into 1 ordinary share of OAO OGK-1 with the par value pursuant to clause 4.2 of the Articles of Association of OAO OGK-1.

1.1350500397625200 of a preference share of OAO OGK-1 Holding shall be converted into 1 ordinary share of OAO OGK-1 with the par value pursuant to clause 4.2 of the Articles of Association of OAO OGK-1.

4.4. The quantity of ordinary shares of OAO OGK-1, which should be received by each shareholder of OAO OGK-1 Holding, shall be calculated by dividing the quantity of OAO OGK-1 Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.

If the calculated number of shares of any shareholder of OAO OGK-1 Holding, when determining the calculated number of shares of OAO OGK-1 to be received by a shareholder of OAO OGK-1 Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:

- if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
- if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
- if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO OGK-1.

In this connection, if additional ordinary shares of OAO OGK-1 are to be issued, the quantity of ordinary shares of OAO OGK-1 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO OGK-1, which a shareholder of OAO OGK-1 Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO OGK-1, which such shareholder should receive pursuant to paragraph two of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO OGK-1 that have come at the disposal of OAO OGK-1 at takeover of OAO OGK-1 Holding and/or redeemed and/or purchased by OAO OGK-1 to the total quantity of ordinary shares of OAO OGK-1 that are required for conversion of all ordinary and preference shares of OAO OGK-1 Holding into them. The quantity of ordinary shares of OAO OGK-1 out of the quantity of additional shares, which a shareholder of OAO OGK-1 Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO OGK-1, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO OGK-1 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO OGK-1, which such shareholder should receive.

4.5. Shares of OAO OGK-1 Holding are recognized converted into ordinary shares of OAO OGK-1 on the date when dissolution of OAO OGK-1 Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO OGK-1 Holding on the said date.

4.6. Shares of OAO OGK-1 Holding subject to conversion shall be redeemed in the course of conversion.

5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO OGK-1 Holding authorized to sign the Agreement for a takeover of OAO OGK-1 Holding by OAO OGK-1.

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Resolution on Item 35:

1. To reorganize OAO OGK-2 Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO OGK-2 (OGRN 1052600002180) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO OGK-2 Holding by OAO OGK-2.
2. To approve the Agreement for takeover of OAO OGK-2 Holding by OAO OGK-2.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO OGK-2 Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO OGK-2 Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO OGK-2.
To approve the transfer deed.
4. To specify the following conditions and procedure for conversion of OAO OGK-2 Holding shares into shares of OAO OGK-2.
 - 4.1. All shares of OAO OGK-2 Holding shall be converted into OAO OGK-2 shares that have come at the disposal of OGK-2 as a result of takeover of OAO OGK-2 Holding, into purchased and/or redeemed by OAO OGK-2 and/or into additional shares of OAO OGK-2 (if the quantity of OAO OGK-2 shares that have come at the disposal of OGK-2 as a result of takeover of OAO OGK-2 Holding and purchased and/or redeemed by OAO OGK-2 is insufficient to convert all shares of OAO OGK-2 Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO OGK-2 are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO OGK-2 under the Articles of Association of OAO OGK-2 and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
 - 1.9968026531294900 of an ordinary share of OAO OGK-2 Holding shall be converted into 1 ordinary share of OAO OGK-2 of 0.3627 (zero point three thousand six hundred and twenty seven) RUB par value each.
 - 2.1803916282261300 of a preference share of OAO OGK-2 Holding shall be converted into 1 ordinary share of OAO OGK-2 of 0.3627 (zero point three thousand six hundred and twenty seven) RUB par value each.
 - 4.4. The quantity of ordinary shares of OAO OGK-2, which should be received by each shareholder of OAO OGK-2 Holding, shall be calculated by dividing the quantity of OAO OGK-2 Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.

If the calculated number of shares of any shareholder of OAO OGK-2 Holding, when determining the calculated number of shares of OAO OGK-2 to be received by a shareholder of OAO OGK-2 Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:

 - if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
 - if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
 - if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO OGK-2.

In this connection, if additional ordinary shares of OAO OGK-2 are to be issued, the quantity of ordinary shares of OAO OGK-2 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO OGK-2, which a shareholder of OAO OGK-2 Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO OGK-2, which such shareholder should receive pursuant to paragraph two of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO OGK-2 that have come at the disposal of OAO OGK-2 at takeover of OAO OGK-2 Holding and/or redeemed and/or purchased by OAO OGK-2 to the total quantity of ordinary shares of OAO OGK-2 that are required for conversion of all ordinary and preference shares of OAO OGK-2 Holding into them. The quantity of ordinary shares of OAO OGK-2 out of the quantity of additional shares, which a shareholder of OAO OGK-2 Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO OGK-2, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO OGK-2 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO OGK-2, which such shareholder should receive.
 - 4.5. Shares of OAO OGK-2 Holding are recognized converted into ordinary shares of OAO OGK-2 on the date when dissolution of OAO OGK-2 Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO OGK-2 Holding on the said date.
 - 4.6. Shares of OAO OGK-2 Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO OGK-2 Holding authorized to sign the Agreement for a takeover of OAO OGK-2 Holding by OAO OGK-2.

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Resolution on Item 36:

1. To reorganize OAO OGK-3 Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO OGK-3 (OGRN 1040302983093) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO OGK-3 Holding by OAO OGK-3.
2. To approve the Agreement for takeover of OAO OGK-3 Holding by OAO OGK-3.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO OGK-3 Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO OGK-3 Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO OGK-3.
To approve the transfer deed.
4. To specify the following conditions and procedure for conversion of OAO OGK-3 Holding shares into shares of OAO OGK-3.
 - 4.1. All shares of OAO OGK-3 Holding shall be converted into OAO OGK-3 shares that have come at the disposal of OGK-3 as a result of takeover of OAO OGK-3 Holding, into purchased and/or redeemed by OAO OGK-3 and/or into additional shares of OAO OGK-3 (if the quantity of OAO OGK-3 shares that have come at the disposal of OGK-3 as a result of takeover of OAO OGK-3 Holding and purchased and/or redeemed by OAO OGK-3 is insufficient to convert all shares of OAO OGK-3 Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO OGK-3 are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO OGK-3 under the Articles of Association of OAO OGK-3 and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
2.4306667608934900 of an ordinary share of OAO OGK-3 Holding shall be converted into 1 ordinary share of OAO OGK-3 of 1 (one) RUB par value each.
2.6541458406786400 of a preference share of OAO OGK-3 Holding shall be converted into 1 ordinary share of OAO OGK-3 of 1 (one) RUB par value each.
 - 4.4. The quantity of ordinary shares of OAO OGK-3, which should be received by each shareholder of OAO OGK-3 Holding, shall be calculated by dividing the quantity of OAO OGK-3 Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.
If the calculated number of shares of any shareholder of OAO OGK-3 Holding, when determining the calculated number of shares of OAO OGK-3 to be received by a shareholder of OAO OGK-3 Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:
 - if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
 - if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
 - if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO OGK-3.In this connection, if additional ordinary shares of OAO OGK-3 are to be issued, the quantity of ordinary shares of OAO OGK-3 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO OGK-3, which a shareholder of OAO OGK-3 Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO OGK-3, which such shareholder should receive pursuant to paragraph two of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO OGK-3 that have come at the disposal of OAO OGK-3 at takeover of OAO OGK-3 Holding and/or redeemed and/or purchased by OAO OGK-3 to the total quantity of ordinary shares of OAO OGK-3 that are required for conversion of all ordinary and preference shares of OAO OGK-3 Holding into them. The quantity of ordinary shares of OAO OGK-3 out of the quantity of additional shares, which a shareholder of OAO OGK-3 Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO OGK-3, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO OGK-3 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO OGK-3, which such shareholder should receive.
 - 4.5. Shares of OAO OGK-3 Holding are recognized converted into ordinary shares of OAO OGK-3 on the date when dissolution of OAO OGK-3 Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO OGK-3 Holding on the said date.
 - 4.6. Shares of OAO OGK-3 Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO OGK-3 Holding authorized to sign the Agreement for a takeover of OAO OGK-3 Holding by OAO OGK-3.

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Resolution on Item 37:

1. To reorganize OAO OGK-4 Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO OGK-4 (OGRN 1058602056985) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO OGK-4 Holding by OAO OGK-4.
2. To approve the Agreement for takeover of OAO OGK-4 Holding by OAO OGK-4.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO OGK-4 Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO OGK-4 Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO OGK-4.

To approve the transfer deed.

4. To specify the following conditions and procedure for conversion of OAO OGK-4 Holding shares into shares of OAO OGK-4.
 - 4.1. All shares of OAO OGK-4 Holding shall be converted into OAO OGK-4 shares that have come at the disposal of OGK-4 as a result of takeover of OAO OGK-4 Holding, into purchased and/or redeemed by OAO OGK-4 and/or into additional shares of OAO OGK-4 (if the quantity of OAO OGK-4 shares that have come at the disposal of OGK-4 as a result of takeover of OAO OGK-4 Holding and purchased and/or redeemed by OAO OGK-4 is insufficient to convert all shares of OAO OGK-4 Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO OGK-4 are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO OGK-4 under the Articles of Association of OAO OGK-4 and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
0.9733517018952320 of an ordinary share of OAO OGK-4 Holding shall be converted into 1 ordinary share of OAO OGK-4 of 0.40 (zero point forty) RUB par value each.
1.0628430900799600 of a preference share of OAO OGK-4 Holding shall be converted into 1 ordinary share of OAO OGK-4 of 0.40 (zero point forty) RUB par value each.
 - 4.4. The quantity of ordinary shares of OAO OGK-4, which should be received by each shareholder of OAO OGK-4 Holding, shall be calculated by dividing the quantity of OAO OGK-4 Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.

If the calculated number of shares of any shareholder of OAO OGK-4 Holding, when determining the calculated number of shares of OAO OGK-4 to be received by a shareholder of OAO OGK-4 Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:

- if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
- if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
- if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO OGK-4.

In this connection, if additional ordinary shares of OAO OGK-4 are to be issued, the quantity of ordinary shares of OAO OGK-4 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO OGK-4, which a shareholder of OAO OGK-4 Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO OGK-4, which such shareholder should receive pursuant to paragraph two of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO OGK-4 that have come at the disposal of OAO OGK-4 at takeover of OAO OGK-4 Holding and/or redeemed and/or purchased by OAO OGK-4 to the total quantity of ordinary shares of OAO OGK-4 that are required for conversion of all ordinary and preference shares of OAO OGK-4 Holding into them. The quantity of ordinary shares of OAO OGK-4 out of the quantity of additional shares, which a shareholder of OAO OGK-4 Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO OGK-4, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO OGK-4 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO OGK-4, which such shareholder should receive.

- 4.5. Shares of OAO OGK-4 Holding are recognized converted into ordinary shares of OAO OGK-4 on the date when dissolution of OAO OGK-4 Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO OGK-4 Holding on the said date.
- 4.6. Shares of OAO OGK-4 Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO OGK-4 Holding authorized to sign the Agreement for a takeover of OAO OGK-4 Holding by OAO OGK-4.

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Resolution on Item 38:

1. To reorganize OAO OGK-6 Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO OGK-6 (OGRN 1056164020769) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO OGK-6 Holding by OAO OGK-6.
2. To approve the Agreement for takeover of OAO OGK-6 Holding by OAO OGK-6.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO OGK-6 Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO OGK-6 Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO OGK-6.

To approve the transfer deed.

4. To specify the following conditions and procedure for conversion of OAO OGK-6 Holding shares into shares of OAO OGK-6.
 - 4.1. All shares of OAO OGK-6 Holding shall be converted into OAO OGK-6 shares that have come at the disposal of OGK-6 as a result of takeover of OAO OGK-6 Holding, into purchased and/or redeemed by OAO OGK-6 and/or into additional shares of OAO OGK-6 (if the quantity of OAO OGK-6 shares that have come at the disposal of OGK-6 as a result of takeover of OAO OGK-6 Holding and purchased and/or redeemed by OAO OGK-6 is insufficient to convert all shares of OAO OGK-6 Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO OGK-6 are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO OGK-6 under the Articles of Association of OAO OGK-6 and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
 - 1.7133600774043500 of an ordinary share of OAO OGK-6 Holding shall be converted into 1 ordinary share of OAO OGK-6 of 0.48 (zero point forty eight) RUB par value each.
 - 1.8708889248791900 of a preference share of OAO OGK-6 Holding shall be converted into 1 ordinary share of OAO OGK-6 of 0.48 (zero point forty eight) RUB par value each.
 - 4.4. The quantity of ordinary shares of OAO OGK-6, which should be received by each shareholder of OAO OGK-6 Holding, shall be calculated by dividing the quantity of OAO OGK-6 Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.

If the calculated number of shares of any shareholder of OAO OGK-6 Holding, when determining the calculated number of shares of OAO OGK-6 to be received by a shareholder of OAO OGK-6 Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:

- if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
- if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
- if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO OGK-6.

In this connection, if additional ordinary shares of OAO OGK-6 are to be issued, the quantity of ordinary shares of OAO OGK-6 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO OGK-6, which a shareholder of OAO OGK-6 Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO OGK-6, which such shareholder should receive pursuant to paragraph two of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO OGK-6 that have come at the disposal of OAO OGK-6 at takeover of OAO OGK-6 Holding and/or redeemed and/or purchased by OAO OGK-6 to the total quantity of ordinary shares of OAO OGK-6 that are required for conversion of all ordinary and preference shares of OAO OGK-6 Holding into them. The quantity of ordinary shares of OAO OGK-6 out of the quantity of additional shares, which a shareholder of OAO OGK-6 Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO OGK-6, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO OGK-6 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO OGK-6, which such shareholder should receive.

- 4.5. Shares of OAO OGK-6 Holding are recognized converted into ordinary shares of OAO OGK-6 on the date when dissolution of OAO OGK-6 Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO OGK-6 Holding on the said date.
- 4.6. Shares of OAO OGK-6 Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO OGK-6 Holding authorized to sign the Agreement for a takeover of OAO OGK-6 Holding by OAO OGK-6.

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Resolution on Item 39:

1. To reorganize OAO TGK-1 Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO TGK-1 (OGRN 1057810153400) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO TGK-1 Holding by OAO TGK-1.
2. To approve the Agreement for takeover of OAO TGK-1 Holding by OAO TGK-1.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO TGK-1 Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO TGK-1 Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO TGK-1.

To approve the transfer deed.

4. To specify the following conditions and procedure for conversion of OAO TGK-1 Holding shares into shares of OAO TGK-1.
 - 4.1. All shares of OAO TGK-1 Holding shall be converted into OAO TGK-1 shares that have come at the disposal of OAO TGK-1 as a result of takeover of OAO TGK-1 Holding, into purchased and/or redeemed by OAO TGK-1 and/or into additional shares of OAO TGK-1 (if the quantity of OAO TGK-1 shares that have come at the disposal of OAO TGK-1 as a result of takeover of OAO TGK-1 Holding and purchased and/or redeemed by OAO TGK-1 is insufficient to convert all shares of OAO TGK-1 Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO TGK-1 are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO TGK-1 under the Articles of Association of OAO TGK-1 and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
0.0261552883800093 of an ordinary share of OAO TGK-1 Holding shall be converted into 1 ordinary share of OAO TGK-1 of 0.01 (zero point zero one) RUB par value each.
0.0285600440926069 of a preference share of OAO TGK-1 Holding shall be converted into 1 ordinary share of OAO TGK-1 of 0.01 (zero point zero one) RUB par value each.
 - 4.4. The quantity of ordinary shares of OAO TGK-1, which should be received by each shareholder of OAO TGK-1 Holding, shall be calculated by dividing the quantity of OAO TGK-1 Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.

If the calculated number of shares of any shareholder of OAO TGK-1 Holding, when determining the calculated number of shares of OAO TGK-1 to be received by a shareholder of OAO TGK-1 Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:

- if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
- if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
- if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO TGK-1.

In this connection, if additional ordinary shares of OAO TGK-1 are to be issued, the quantity of ordinary shares of OAO TGK-1 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TGK-1, which a shareholder of OAO TGK-1 Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO TGK-1, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO TGK-1 that have come at the disposal of OAO TGK-1 at takeover of OAO TGK-1 Holding and/or redeemed and/or purchased by OAO TGK-1 to the total quantity of ordinary shares of OAO TGK-1 that are required for conversion of all ordinary and preference shares of OAO TGK-1 Holding into them. The quantity of ordinary shares of OAO TGK-1 out of the quantity of additional shares, which a shareholder of OAO TGK-1 Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO TGK-1, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO TGK-1 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TGK-1, which such shareholder should receive.

- 4.5. Shares of OAO TGK-1 Holding are recognized converted into ordinary shares of OAO TGK-1 on the date when dissolution of OAO TGK-1 Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO TGK-1 Holding on the said date.
- 4.6. Shares of OAO TGK-1 Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO TGK-1 Holding authorized to sign the Agreement for a takeover of OAO TGK-1 Holding by OAO TGK-1.

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Resolution on Item 40:

1. To reorganize OAO TGK-2 Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO TGK-2 (OGRN 1057601091151) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO TGK-2 Holding by OAO TGK-2.
2. To approve the Agreement for takeover of OAO TGK-2 Holding by OAO TGK-2.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO TGK-2 Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO TGK-2 Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO TGK-2.

To approve the transfer deed.

4. To specify the following conditions and procedure for conversion of OAO TGK-2 Holding shares into shares of OAO TGK-2.
 - 4.1. All shares of OAO TGK-2 Holding shall be converted into OAO TGK-2 shares that have come to TGK-2 as a result of takeover of OAO TGK-2 Holding, into purchased and/or redeemed by OAO TGK-2 and/or into additional shares of OAO TGK-2 (if the quantity of OAO TGK-2 shares that have come at the disposal of OAO TGK-2 as a result of takeover of OAO TGK-2 Holding and purchased and/or redeemed by OAO TGK-2 is insufficient to convert all shares of OAO TGK-2 Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO TGK-2 are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO TGK-2 under the Articles of Association of OAO TGK-2 and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
0.0770245182871711 of an ordinary share of OAO TGK-2 Holding shall be converted into 1 ordinary share of OAO TGK-2 of 0.01 (zero point zero one) RUB par value each.
0.0841062658737400 of a preference share of OAO TGK-2 Holding shall be converted into 1 ordinary share of OAO TGK-2 of 0.01 (zero point zero one) RUB par value each.
 - 4.4. The quantity of ordinary shares of OAO TGK-2, which should be received by each shareholder of OAO TGK-2 Holding, shall be calculated by dividing the quantity of OAO TGK-2 Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.

If the calculated number of shares of any shareholder of OAO TGK-2 Holding, when determining the calculated number of shares of OAO TGK-2 to be received by a shareholder of OAO TGK-2 Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:

- if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
- if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
- if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO TGK-2.

In this connection, if additional ordinary shares of OAO TGK-2 are to be issued, the quantity of ordinary shares of OAO TGK-2 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TGK-2, which a shareholder of OAO TGK-2 Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO TGK-2, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO TGK-2 that have come at the disposal of OAO TGK-2 at takeover of OAO TGK-2 Holding and/or redeemed and/or purchased by OAO TGK-2 to the total quantity of ordinary shares of OAO TGK-2 that are required for conversion of all ordinary and preference shares of OAO TGK-2 Holding into them. The quantity of ordinary shares of OAO TGK-2 out of the quantity of additional shares, which a shareholder of OAO TGK-2 Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO TGK-2, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO TGK-2 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TGK-2, which such shareholder should receive.

- 4.5. Shares of OAO TGK-2 Holding are recognized converted into ordinary shares of OAO TGK-2 on the date when dissolution of OAO TGK-2 Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO TGK-2 Holding on the said date.
- 4.6. Shares of OAO TGK-2 Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO TGK-2 Holding authorized to sign the Agreement for a takeover of OAO TGK-2 Holding by OAO TGK-2.

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Resolution on Item 41:

1. To reorganize OAO Mosenergo Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO Mosenergo (OGRN 1027700302420) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO Mosenergo Holding by OAO Mosenergo.
2. To approve the Agreement for takeover of OAO Mosenergo Holding by OAO Mosenergo.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO Mosenergo Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO Mosenergo Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO Mosenergo.

To approve the transfer deed.

4. To specify the following conditions and procedure for conversion of OAO Mosenergo Holding shares into shares of OAO Mosenergo.

4.1. All shares of OAO Mosenergo Holding shall be converted into OAO Mosenergo shares that have come at the disposal of OAO Mosenergo as a result of takeover of OAO Mosenergo Holding, into purchased and/or redeemed by OAO Mosenergo and/or into additional shares of OAO Mosenergo (if the quantity of OAO Mosenergo shares that have come at the disposal of OAO Mosenergo as a result of takeover of OAO Mosenergo Holding and purchased and/or redeemed by OAO Mosenergo is insufficient to convert all shares of OAO Mosenergo Holding pursuant to the approved conversion factors).

4.2. If additional ordinary shares of OAO Mosenergo are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO Mosenergo under the Articles of Association of OAO Mosenergo and the laws of the Russian Federation.

4.3. Share conversion factors:

2.9763321903943500 of an ordinary share of OAO Mosenergo Holding shall be converted into 1 ordinary share of OAO Mosenergo of 1 (one) RUB par value each.

3.2499805529529900 of a preference share of OAO Mosenergo Holding shall be converted into 1 ordinary share of OAO Mosenergo of 1 (one) RUB par value each.

4.4. The quantity of ordinary shares of OAO Mosenergo, which should be received by each shareholder of OAO Mosenergo Holding, shall be calculated by dividing the quantity of OAO Mosenergo Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.

If the calculated number of shares of any shareholder of OAO Mosenergo Holding, when determining the calculated number of shares of OAO Mosenergo to be received by a shareholder of OAO Mosenergo Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:

- if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
- if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
- if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO Mosenergo.

In this connection, if additional ordinary shares of OAO Mosenergo are to be issued, the quantity of ordinary shares of OAO Mosenergo out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO Mosenergo, which a shareholder of OAO Mosenergo Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO Mosenergo, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO Mosenergo that have come at the disposal of OAO Mosenergo at takeover of OAO Mosenergo Holding and/or redeemed and/or purchased by OAO Mosenergo to the total quantity of ordinary shares of OAO Mosenergo that are required for conversion of all ordinary and preference shares of OAO Mosenergo Holding into them. The quantity of ordinary shares of OAO Mosenergo out of the quantity of additional shares, which a shareholder of OAO Mosenergo Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO Mosenergo, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO Mosenergo out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO Mosenergo, which such shareholder should receive.

4.5. Shares of OAO Mosenergo Holding are recognized converted into ordinary shares of OAO Mosenergo on the date when dissolution of OAO Mosenergo Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO Mosenergo Holding on the said date.

4.6. Shares of OAO Mosenergo Holding subject to conversion shall be redeemed in the course of conversion.

- 5/ To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO Mosenergo Holding authorized to sign the Agreement for a takeover of OAO Mosenergo Holding by OAO Mosenergo.

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Resolution on Item 42:

1. To reorganize OAO TGK-4 Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO TGK-4 (OGRN 1056882304489) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO TGK-4 Holding by OAO TGK-4.
2. To approve the Agreement for takeover of OAO TGK-4 Holding by OAO TGK-4.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO TGK-4 Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO TGK-4 Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO TGK-4.

To approve the transfer deed.

4. To specify the following conditions and procedure for conversion of OAO TGK-4 Holding shares into shares of OAO TGK-4.
 - 4.1. All shares of OAO TGK-4 Holding shall be converted into OAO TGK-4 shares that have come at the disposal of OAO TGK-4 as a result of takeover of OAO TGK-4 Holding, into purchased and/or redeemed by OAO TGK-4 and/or into additional shares of OAO TGK-4 (if the quantity of OAO TGK-4 shares that have come at the disposal of OAO TGK-4 as a result of takeover of OAO TGK-4 Holding and purchased and/or redeemed by OAO TGK-4 is insufficient to convert all shares of OAO TGK-4 Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO TGK-4 are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO TGK-4 under the Articles of Association of OAO TGK-4 and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
0.0630299268892396 of an ordinary share of OAO TGK-4 Holding shall be converted into 1 ordinary share of OAO TGK-4 of 0.01 (zero point zero one) RUB par value each.
0.0688249911435245 of a preference share of OAO TGK-4 Holding shall be converted into 1 ordinary share of OAO TGK-4 of 0.01 (zero point zero one) RUB par value each.
 - 4.4. The quantity of ordinary shares of OAO TGK-4, which should be received by each shareholder of OAO TGK-4 Holding, shall be calculated by dividing the quantity of OAO TGK-4 Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.

If the calculated number of shares of any shareholder of OAO TGK-4 Holding, when determining the calculated number of shares of OAO TGK-4 to be received by a shareholder of OAO TGK-4 Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:

- if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
- if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
- if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO TGK-4.

In this connection, if additional ordinary shares of OAO TGK-4 are to be issued, the quantity of ordinary shares of OAO TGK-4 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TGK-4, which a shareholder of OAO TGK-4 Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO TGK-4, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO TGK-4 that have come at the disposal of OAO TGK-4 at takeover of OAO TGK-4 Holding and/or redeemed and/or purchased by OAO TGK-4 to the total quantity of ordinary shares of OAO TGK-4 that are required for conversion of all ordinary and preference shares of OAO TGK-4 Holding into them. The quantity of ordinary shares of OAO TGK-4 out of the quantity of additional shares, which a shareholder of OAO TGK-4 Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO TGK-4, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO TGK-4 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TGK-4, which such shareholder should receive.

- 4.5. Shares of OAO TGK-4 Holding are recognized converted into ordinary shares of OAO TGK-4 on the date when dissolution of OAO TGK-4 Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO TGK-4 Holding on the said date.
- 4.6. Shares of OAO TGK-4 Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO TGK-4 Holding authorized to sign the Agreement for a takeover of OAO TGK-4 Holding by OAO TGK-4.

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Resolution on Item 43:

1. To reorganize OAO TGK-6 Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO TGK-6 (OGRN 1055230028006) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO TGK-6 Holding by OAO TGK-6.
2. To approve the Agreement for takeover of OAO TGK-6 Holding by OAO TGK-6.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO TGK-6 Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO TGK-6 Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO TGK-6.

To approve the transfer deed.

4. To specify the following conditions and procedure for conversion of OAO TGK-6 Holding shares into shares of OAO TGK-6.
 - 4.1. All shares of OAO TGK-6 Holding shall be converted into OAO TGK-6 shares that have come at the disposal of OAO TGK-6 as a result of takeover of OAO TGK-6 Holding, into purchased and/or redeemed by OAO TGK-6 and/or into additional shares of OAO TGK-6 (if the quantity of OAO TGK-6 shares that have come at the disposal of OAO TGK-6 as a result of takeover of OAO TGK-6 Holding and purchased and/or redeemed by OAO TGK-6 is insufficient to convert all shares of OAO TGK-6 Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO TGK-6 are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO TGK-6 under the Articles of Association of OAO TGK-6 and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
0.0652490253181803 of an ordinary share of OAO TGK-6 Holding shall be converted into 1 ordinary share of OAO TGK-6 of 0.01 (zero point zero one) RUB par value each.
0.0712481167483952 of a preference share of OAO TGK-6 Holding shall be converted into 1 ordinary share of OAO TGK-6 of 0.01 (zero point zero one) RUB par value each.
 - 4.4. The quantity of ordinary shares of OAO TGK-6, which should be received by each shareholder of OAO TGK-6 Holding, shall be calculated by dividing the quantity of OAO TGK-6 Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.

If the calculated number of shares of any shareholder of OAO TGK-6 Holding, when determining the calculated number of shares of OAO TGK-6 to be received by a shareholder of OAO TGK-6 Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:

- if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
- if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
- if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO TGK-6.

In this connection, if additional ordinary shares of OAO TGK-6 are to be issued, the quantity of ordinary shares of OAO TGK-6 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TGK-6, which a shareholder of OAO TGK-6 Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO TGK-6, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO TGK-6 that have come at the disposal of OAO TGK-6 at takeover of OAO TGK-6 Holding and/or redeemed and/or purchased by OAO TGK-6 to the total quantity of ordinary shares of OAO TGK-6 that are required for conversion of all ordinary and preference shares of OAO TGK-6 Holding into them. The quantity of ordinary shares of OAO TGK-6 out of the quantity of additional shares, which a shareholder of OAO TGK-6 Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO TGK-6, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO TGK-6 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TGK-6, which such shareholder should receive.

- 4.5. Shares of OAO TGK-6 Holding are recognized converted into ordinary shares of OAO TGK-6 on the date when dissolution of OAO TGK-6 Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO TGK-6 Holding on the said date.
- 4.6. Shares of OAO TGK-6 Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO TGK-6 Holding authorized to sign the Agreement for a takeover of OAO TGK-6 Holding by OAO TGK-6.

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Resolution on Item 44:

1. To reorganize OAO Voljskaya TGK Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO Voljskaya TGK (OGRN 1056315070350) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO Voljskaya TGK Holding by OAO Voljskaya TGK.
2. To approve the Agreement for takeover of OAO Voljskaya TGK Holding by OAO Voljskaya TGK.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO Voljskaya TGK Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO Voljskaya TGK Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO Voljskaya TGK.
To approve the transfer deed.
4. To specify the following conditions and procedure for conversion of OAO Voljskaya TGK Holding shares into shares of OAO Voljskaya TGK.
 - 4.1. All shares of OAO Voljskaya TGK Holding shall be converted into OAO Voljskaya TGK shares that have come at the disposal of OAO Voljskaya TGK as a result of takeover of OAO Voljskaya TGK Holding, into purchased and/or redeemed by OAO Voljskaya TGK and/or into additional shares of OAO Voljskaya TGK (if the quantity of OAO Voljskaya TGK shares that have come at the disposal of OAO Voljskaya TGK as a result of takeover of OAO Voljskaya TGK Holding and purchased and/or redeemed by OAO Voljskaya TGK is insufficient to convert all shares of OAO Voljskaya TGK Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO Voljskaya TGK are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO Voljskaya TGK under the Articles of Association of OAO Voljskaya TGK and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
2.9903697466398600 of an ordinary share of OAO Voljskaya TGK Holding shall be converted into 1 ordinary share of OAO Voljskaya TGK of 1 (one) RUB par value each.
3.2653087427821100 of a preference share of OAO Voljskaya TGK Holding shall be converted into 1 ordinary share of OAO Voljskaya TGK of 1 (one) RUB par value each.
 - 4.4 The quantity of ordinary shares of OAO Voljskaya TGK, which should be received by each shareholder of OAO Voljskaya TGK Holding, shall be calculated by dividing the quantity of OAO Voljskaya TGK Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.
If the calculated number of shares of any shareholder of OAO Voljskaya TGK Holding, when determining the calculated number of shares of OAO Voljskaya TGK to be received by a shareholder of OAO Voljskaya TGK Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:
 - if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
 - if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
 - if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO Voljskaya TGK.
In this connection, if additional ordinary shares of OAO Voljskaya TGK are to be issued, the quantity of ordinary shares of OAO Voljskaya TGK out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO Voljskaya TGK, which a shareholder of OAO Voljskaya TGK Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO Voljskaya TGK, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO Voljskaya TGK that have come at the disposal of OAO Voljskaya TGK at takeover of OAO Voljskaya TGK Holding and/or redeemed and/or purchased by OAO Voljskaya TGK to the total quantity of ordinary shares of OAO Voljskaya TGK that are required for conversion of all ordinary and preference shares of OAO Voljskaya TGK Holding into them. The quantity of ordinary shares of OAO Voljskaya TGK out of the quantity of additional shares, which a shareholder of OAO Voljskaya TGK Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO Voljskaya TGK, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO Voljskaya TGK out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO Voljskaya TGK, which such shareholder should receive.
 - 4.5. Shares of OAO Voljskaya TGK Holding are recognized converted into ordinary shares of OAO Voljskaya TGK on the date when dissolution of OAO Voljskaya TGK Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO Voljskaya TGK Holding on the said date.
 - 4.6. Shares of OAO Voljskaya TGK Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO Voljskaya TGK Holding authorized to sign the Agreement for a takeover of OAO Voljskaya TGK Holding by OAO Voljskaya TGK.

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Resolution on Item 45:

1. To reorganize OAO UGK TKG-8 Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO UGK TKG-8 (OGRN 1053000012790) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO UGK TKG-8 Holding by OAO UGK TKG-8.
2. To approve the Agreement for takeover of OAO UGK TKG-8 Holding by OAO UGK TKG-8.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO UGK TKG-8 Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO UGK TKG-8 Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO UGK TKG-8.
To approve the transfer deed.
4. To specify the following conditions and procedure for conversion of OAO UGK TKG-8 Holding shares into shares of OAO UGK TKG-8.
 - 4.1. All shares of OAO UGK TKG-8 Holding shall be converted into OAO UGK TKG-8 shares that have come at the disposal of OAO UGK TKG-8 as a result of takeover of OAO UGK TKG-8 Holding, into purchased and/or redeemed by OAO UGK TKG-8 and/or into additional shares of OAO UGK TKG-8 (if the quantity of OAO UGK TKG-8 shares that have come at the disposal of OAO UGK TKG-8 as a result of takeover of OAO UGK TKG-8 Holding and purchased and/or redeemed by OAO UGK TKG-8 is insufficient to convert all shares of OAO UGK TKG-8 Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO UGK TKG-8 are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO UGK TKG-8 under the Articles of Association of OAO UGK TKG-8 and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
0.0579291131548263 of an ordinary share of OAO UGK TKG-8 Holding shall be converted into 1 ordinary share of OAO UGK TKG-8 of 0.01 (zero point zero one) RUB par value each.
0.0632552010862921 of a preference share of OAO UGK TKG-8 Holding shall be converted into 1 ordinary share of OAO UGK TKG-8 of 0.01 (zero point zero one) RUB par value each.
 - 4.4. The quantity of ordinary shares of OAO UGK TKG-8, which should be received by each shareholder of OAO UGK TKG-8 Holding, shall be calculated by dividing the quantity of OAO UGK TKG-8 Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.
If the calculated number of shares of any shareholder of OAO UGK TKG-8 Holding, when determining the calculated number of shares of OAO UGK TKG-8 to be received by a shareholder of OAO UGK TKG-8 Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:
 - if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
 - if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
 - if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO UGK TKG-8.In this connection, if additional ordinary shares of OAO UGK TKG-8 are to be issued, the quantity of ordinary shares of OAO UGK TKG-8 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO UGK TKG-8, which a shareholder of OAO UGK TKG-8 Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO UGK TKG-8, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO UGK TKG-8 that have come at the disposal of OAO UGK TKG-8 at takeover of OAO UGK TKG-8 Holding and/or redeemed and/or purchased by OAO UGK TKG-8 to the total quantity of ordinary shares of OAO UGK TKG-8 that are required for conversion of all ordinary and preference shares of OAO UGK TKG-8 Holding into them. The quantity of ordinary shares of OAO UGK TKG-8 out of the quantity of additional shares, which a shareholder of OAO UGK TKG-8 Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO UGK TKG-8, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO UGK TKG-8 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO UGK TKG-8, which such shareholder should receive.
 - 4.5. Shares of OAO UGK TKG-8 Holding are recognized converted into ordinary shares of OAO UGK TKG-8 on the date when dissolution of OAO UGK TKG-8 Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO UGK TKG-8 Holding on the said date.
 - 4.6. Shares of OAO UGK TKG-8 Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO UGK TKG-8 Holding authorized to sign the Agreement for a takeover of OAO UGK TKG-8 Holding by OAO UGK TKG-8.

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Resolution on Item 46:

1. To reorganize OAO TGK-9 Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO TGK-9 (OGRN 1045900550024) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO TGK-9 Holding by OAO TGK-9.
2. To approve the Agreement for takeover of OAO TGK-9 Holding by OAO TGK-9.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO TGK-9 Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO TGK-9 Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO TGK-9.
To approve the transfer deed.
4. To specify the following conditions and procedure for conversion of OAO TGK-9 Holding shares into shares of OAO TGK-9.
 - 4.1. All shares of OAO TGK-9 Holding shall be converted into OAO TGK-9 shares that have come at the disposal of OAO TGK-9 as a result of takeover of OAO TGK-9 Holding, into purchased and/or redeemed by OAO TGK-9 and/or into additional shares of OAO TGK-9 (if the quantity of OAO TGK-9 shares that have come at the disposal of OAO TGK-9 as a result of takeover of OAO TGK-9 Holding and purchased and/or redeemed by OAO TGK-9 is insufficient to convert all shares of OAO TGK-9 Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO TGK-9 are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO TGK-9 under the Articles of Association of OAO TGK-9 and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
0.0148511789603174 of an ordinary share of OAO TGK-9 Holding shall be converted into 1 ordinary share of OAO TGK-9 of 0.003 (zero point zero zero three) RUB par value each.
0.0162166182139303 of a preference share of OAO TGK-9 Holding shall be converted into 1 ordinary share of OAO TGK-9 of 0.003 (zero point zero zero three) RUB par value each.
 - 4.4. The quantity of ordinary shares of OAO TGK-9, which should be received by each shareholder of OAO TGK-9 Holding, shall be calculated by dividing the quantity of OAO TGK-9 Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.
If the calculated number of shares of any shareholder of OAO TGK-9 Holding, when determining the calculated number of shares of OAO TGK-9 to be received by a shareholder of OAO TGK-9 Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:
 - if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
 - if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
 - if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO TGK-9.In this connection, if additional ordinary shares of OAO TGK-9 are to be issued, the quantity of ordinary shares of OAO TGK-9 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TGK-9, which a shareholder of OAO TGK-9 Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO TGK-9, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO TGK-9 that have come at the disposal of OAO TGK-9 at takeover of OAO TGK-9 Holding and/or redeemed and/or purchased by OAO TGK-9 to the total quantity of ordinary shares of OAO TGK-9 that are required for conversion of all ordinary and preference shares of OAO TGK-9 Holding into them. The quantity of ordinary shares of OAO TGK-9 out of the quantity of additional shares, which a shareholder of OAO TGK-9 Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO TGK-9, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO TGK-9 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TGK-9, which such shareholder should receive.
 - 4.5. Shares of OAO TGK-9 Holding are recognized converted into ordinary shares of OAO TGK-9 on the date when dissolution of OAO TGK-9 Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO TGK-9 Holding on the said date.
 - 4.6. Shares of OAO TGK-9 Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO TGK-9 Holding authorized to sign the Agreement for a takeover of OAO TGK-9 Holding by OAO TGK-9.

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Resolution on Item 47:

1. To reorganize OAO TKG-10 Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO TKG-10 (OGRN 1058602102437) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO TKG-10 Holding by OAO TKG-10.
 2. To approve the Agreement for takeover of OAO TKG-10 Holding by OAO TKG-10.
 3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO TKG-10 Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO TKG-10 Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO TKG-10.
To approve the transfer deed.
 4. To specify the following conditions and procedure for conversion of OAO TKG-10 Holding shares into shares of OAO TKG-10.
 - 4.1. All shares of OAO TKG-10 Holding shall be converted into OAO TKG-10 shares that have come at the disposal of OAO TKG-10 as a result of takeover of OAO TKG-10 Holding, into purchased and/or redeemed by OAO TKG-10 and/or into additional shares of OAO TKG-10 (if the quantity of OAO TKG-10 shares that have come at the disposal of OAO TKG-10 as a result of takeover of OAO TKG-10 Holding and purchased and/or redeemed by OAO TKG-10 is insufficient to convert all shares of OAO TKG-10 Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO TKG-10 are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO TKG-10 under the Articles of Association of OAO TKG-10 and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
112.8506097943880000 of an ordinary share of OAO TKG-10 Holding shall be converted into 1 ordinary share of OAO TKG-10 of 1.66 (one point sixty six) RUB par value each.
123.2262609678840000 of a preference share of OAO TKG-10 Holding shall be converted into 1 ordinary share of OAO TKG-10 of 1.66 (one point sixty six) RUB par value each.
If the shares of OAO TKG-10 are to be split by reducing the par value from 1.66 (one point sixty six) RUB to 0.01 (zero point zero one) prior to the date of placing the shares of OAO TKG-10 Holding, the conversion factors will be as follows:
0.6798229490978070 of an ordinary share of OAO TKG-10 Holding shall be converted into 1 ordinary share of OAO TKG-10 of 0.01 (zero point zero one) RUB par value each.
0.7423268716944830 of a preference share of OAO TKG-10 Holding shall be converted into 1 ordinary share of OAO TKG-10 of 0.01 (zero point zero one) RUB par value each.
 - 4.4. The quantity of ordinary shares of OAO TKG-10, which should be received by each shareholder of OAO TKG-10 Holding, shall be calculated by dividing the quantity of OAO TKG-10 Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.
- If the calculated number of shares of any shareholder of OAO TKG-10 Holding, when determining the calculated number of shares of OAO TKG-10 to be received by a shareholder of OAO TKG-10 Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:
- if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
 - if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
 - if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO TKG-10.
- In this connection, if additional ordinary shares of OAO TKG-10 are to be issued, the quantity of ordinary shares of OAO TKG-10 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TKG-10, which a shareholder of OAO TKG-10 Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO TKG-10, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO TKG-10 that have come at the disposal of OAO TKG-10 at takeover of OAO TKG-10 Holding and/or redeemed and/or purchased by OAO TKG-10 to the total quantity of ordinary shares of OAO TKG-10 that are required for conversion of all ordinary and preference shares of OAO TKG-10 Holding into them. The quantity of ordinary shares of OAO TKG-10 out of the quantity of additional shares, which a shareholder of OAO TKG-10 Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO TKG-10, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO TKG-10 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TKG-10, which such shareholder should receive.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO TKG-10 Holding authorized to sign the Agreement for a takeover of OAO TKG-10 Holding by OAO TKG-10.

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Resolution on Item 48:

1. To reorganize OAO TGK-11 Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO TGK-11 (OGRN 1055406226237) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO TGK-11 Holding by OAO TGK-11.
 2. To approve the Agreement for takeover of OAO TGK-11 Holding by OAO TGK-11.
 3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO TGK-11 Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO TGK-11 Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO TGK-11.
To approve the transfer deed.
 4. To specify the following conditions and procedure for conversion of OAO TGK-11 Holding shares into shares of OAO TGK-11.
 - 4.1. All shares of OAO TGK-11 Holding shall be converted into OAO TGK-11 shares that have come at the disposal of OAO TGK-11 as a result of takeover of OAO TGK-11 Holding, into purchased and/or redeemed by OAO TGK-11 and/or into additional shares of OAO TGK-11 (if the quantity of OAO TGK-11 shares that have come at the disposal of OAO TGK-11 as a result of takeover of OAO TGK-11 Holding and purchased and/or redeemed by OAO TGK-11 is insufficient to convert all shares of OAO TGK-11 Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO TGK-11 are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO TGK-11 under the Articles of Association of OAO TGK-11 and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
0.1616458402794180 of an ordinary share of OAO TGK-11 Holding shall be converted into 1 ordinary share of OAO TGK-11 of 0.01 (zero point zero one) RUB par value each.
0.1765077967672170 of a preference share of OAO TGK-11 Holding shall be converted into 1 ordinary share of OAO TGK-11 of 0.01 (zero point zero one) RUB par value each.
 - 4.4. The quantity of ordinary shares of OAO TGK-11, which should be received by each shareholder of OAO TGK-11 Holding, shall be calculated by dividing the quantity of OAO TGK-11 Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.
- If the calculated number of shares of any shareholder of OAO TGK-11 Holding, when determining the calculated number of shares of OAO TGK-11 to be received by a shareholder of OAO TGK-11 Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:
- if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
 - if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
 - if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO TGK-11.
- In this connection, if additional ordinary shares of OAO TGK-11 are to be issued, the quantity of ordinary shares of OAO TGK-11 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TGK-11, which a shareholder of OAO TGK-11 Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO TGK-11, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO TGK-11 that have come at the disposal of OAO TGK-11 at takeover of OAO TGK-11 Holding and/or redeemed and/or purchased by OAO TGK-11 to the total quantity of ordinary shares of OAO TGK-11 that are required for conversion of all ordinary and preference shares of OAO TGK-11 Holding into them. The quantity of ordinary shares of OAO TGK-11 out of the quantity of additional shares, which a shareholder of OAO TGK-11 Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO TGK-11, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO TGK-11 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TGK-11, which such shareholder should receive.
- 4.5. Shares of OAO TGK-11 Holding are recognized converted into ordinary shares of OAO TGK-11 on the date when dissolution of OAO TGK-11 Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO TGK-11 Holding on the said date.
 - 4.6. Shares of OAO TGK-11 Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO TGK-11 Holding authorized to sign the Agreement for a takeover of OAO TGK-11 Holding by OAO TGK-11.

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Resolution on Item 49:

1. To reorganize OAO Kuzbassenergo Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO Kuzbassenergo (OGRN 1024200678260) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO Kuzbassenergo Holding by OAO Kuzbassenergo.
2. To approve the Agreement for takeover of OAO Kuzbassenergo Holding by OAO Kuzbassenergo.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO Kuzbassenergo Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO Kuzbassenergo Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO Kuzbassenergo.
To approve the transfer deed.
4. To specify the following conditions and procedure for conversion of OAO Kuzbassenergo Holding shares into shares of OAO Kuzbassenergo.
 - 4.1. All shares of OAO Kuzbassenergo Holding shall be converted into OAO Kuzbassenergo shares that have come at the disposal of OAO Kuzbassenergo as a result of takeover of OAO Kuzbassenergo Holding, into purchased and/or redeemed by OAO Kuzbassenergo and/or into additional shares of OAO Kuzbassenergo (if the quantity of OAO Kuzbassenergo shares that have come at the disposal of OAO Kuzbassenergo as a result of takeover of OAO Kuzbassenergo Holding and purchased and/or redeemed by OAO Kuzbassenergo is insufficient to convert all shares of OAO Kuzbassenergo Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO Kuzbassenergo are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO Kuzbassenergo under the Articles of Association of OAO Kuzbassenergo and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
143.040183290860000 of an ordinary share of OAO Kuzbassenergo Holding shall be converted into 1 ordinary share of OAO Kuzbassenergo of 1.00 (one) RUB par value each.
156.191508288774000 of a preference share of OAO Kuzbassenergo Holding shall be converted into 1 ordinary share of OAO Kuzbassenergo of 1.00 (one) RUB par value each.
If the shares of OAO Kuzbassenergo are to be split by reducing the par value from 1.00 (one) RUB to 0.01 (zero point zero one) prior to the date of placing the shares of OAO Kuzbassenergo Holding, the conversion factors will be as follows:
1.4304018329086000 of an ordinary share of OAO Kuzbassenergo Holding shall be converted into 1 ordinary share of OAO Kuzbassenergo of 0.01 (zero point zero one) RUB par value each.
1.5619150828877400 of a preference share of OAO Kuzbassenergo Holding shall be converted into 1 ordinary share of OAO Kuzbassenergo of 0.01 (zero point zero one) RUB par value each.
 - 4.4. The quantity of ordinary shares of OAO Kuzbassenergo, which should be received by each shareholder of OAO Kuzbassenergo Holding, shall be calculated by dividing the quantity of OAO Kuzbassenergo Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.
If the calculated number of shares of any shareholder of OAO Kuzbassenergo Holding, when determining the calculated number of shares of OAO Kuzbassenergo to be received by a shareholder of OAO Kuzbassenergo Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:
 - if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
 - if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
 - if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO Kuzbassenergo.In this connection, if additional ordinary shares of OAO Kuzbassenergo are to be issued, the quantity of ordinary shares of OAO Kuzbassenergo out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO Kuzbassenergo, which a shareholder of OAO Kuzbassenergo Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO Kuzbassenergo, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO Kuzbassenergo that have come at the disposal of OAO Kuzbassenergo at takeover of OAO Kuzbassenergo Holding and/or redeemed and/or purchased by OAO Kuzbassenergo to the total quantity of ordinary shares of OAO Kuzbassenergo that are required for conversion of all ordinary and preference shares of OAO Kuzbassenergo Holding into them. The quantity of ordinary shares of OAO Kuzbassenergo out of the quantity of additional shares, which a shareholder of OAO Kuzbassenergo Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO Kuzbassenergo, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO Kuzbassenergo out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO Kuzbassenergo, which such shareholder should receive.
 - 4.5. Shares of OAO Kuzbassenergo Holding are recognized converted into ordinary shares of OAO Kuzbassenergo on the date when dissolution of OAO Kuzbassenergo Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO Kuzbassenergo Holding on the said date.
 - 4.6. Shares of OAO Kuzbassenergo Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO Kuzbassenergo Holding authorized to sign the Agreement for a takeover of OAO Kuzbassenergo Holding by OAO Kuzbassenergo.

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Resolution on Item 50:

1. To reorganize OAO Eniseiskaya TGK Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO Eniseiskaya TGK (TGK-13) (OGRN 1051901068020) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO Eniseiskaya TGK Holding by OAO Eniseiskaya TGK (TGK-13).
2. To approve the Agreement for takeover of OAO Eniseiskaya TGK Holding by OAO Eniseiskaya TGK (TGK-13).
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO Eniseiskaya TGK Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO Eniseiskaya TGK Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO Eniseiskaya TGK (TGK-13).
To approve the transfer deed.
4. To specify the following conditions and procedure for conversion of OAO Eniseiskaya TGK Holding shares into shares of OAO Eniseiskaya TGK (TGK-13).
 - 4.1. All shares of OAO Eniseiskaya TGK Holding shall be converted into OAO Eniseiskaya TGK (TGK-13) shares that have come at the disposal of OAO Eniseiskaya TGK (TGK-13) as a result of takeover of OAO Eniseiskaya TGK Holding, into purchased and/or redeemed by OAO Eniseiskaya TGK (TGK-13) and/or into additional shares of OAO Eniseiskaya TGK (TGK-13) (if the quantity of OAO Eniseiskaya TGK (TGK-13) shares that have come at the disposal of OAO Eniseiskaya TGK (TGK-13) as a result of takeover of OAO Eniseiskaya TGK Holding and purchased and/or redeemed by OAO Eniseiskaya TGK (TGK-13) is insufficient to convert all shares of OAO Eniseiskaya TGK Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO Eniseiskaya TGK (TGK-13) are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO Eniseiskaya TGK (TGK-13) under the Articles of Association of OAO Eniseiskaya TGK (TGK-13) and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
13138.942119659800000 of an ordinary share of OAO Eniseiskaya TGK Holding shall be converted into 1 ordinary share of OAO Eniseiskaya TGK (TGK-13) of 226.42 (two hundred and twenty six point forty two) RUB par value each.
14346.955797837800000 of a preference share of OAO Eniseiskaya TGK Holding shall be converted into 1 ordinary share of OAO Eniseiskaya TGK (TGK-13) of 226.42 (two hundred and twenty six point forty two) RUB par value each.
If the shares of OAO Eniseiskaya TGK (TGK-13) are to be split by reducing the par value from 226.42 (two hundred and twenty six point forty two) RUB to 0.01 (zero point zero one) prior to the date of placing the shares of OAO Eniseiskaya TGK Holding, the conversion factors will be as follows:
0.5802907039863900 of an ordinary share of OAO Eniseiskaya TGK Holding shall be converted into 1 ordinary share of OAO Eniseiskaya TGK (TGK-13) of 0.01 (zero point zero one) RUB par value each.
0.6336434854623160 of a preference share of OAO Eniseiskaya TGK Holding shall be converted into 1 ordinary share of OAO Eniseiskaya TGK (TGK-13) of 0.01 (zero point zero one) RUB par value each.
 - 4.4. The quantity of ordinary shares of OAO Eniseiskaya TGK (TGK-13), which should be received by each shareholder of OAO Eniseiskaya TGK (TGK-13) Holding, shall be calculated by dividing the quantity of OAO Eniseiskaya TGK (TGK-13) Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.
If the calculated number of shares of any shareholder of OAO Eniseiskaya TGK (TGK-13) Holding, when determining the calculated number of shares of OAO Eniseiskaya TGK (TGK-13) to be received by a shareholder of OAO Eniseiskaya TGK (TGK-13) Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:
 - if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
 - if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
 - if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO Eniseiskaya TGK (TGK-13).
- In this connection, if additional ordinary shares of OAO Eniseiskaya TGK (TGK-13) are to be issued, the quantity of ordinary shares of OAO Eniseiskaya TGK (TGK-13) out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO Eniseiskaya TGK (TGK-13), which a shareholder of OAO Eniseiskaya TGK (TGK-13) Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO Eniseiskaya TGK (TGK-13), which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO Eniseiskaya TGK (TGK-13) that have come at the disposal of OAO Eniseiskaya TGK (TGK-13) at takeover of OAO Eniseiskaya TGK (TGK-13) Holding and/or redeemed and/or purchased by OAO Eniseiskaya TGK (TGK-13) to the total quantity of ordinary shares of OAO Eniseiskaya TGK (TGK-13) that are required for conversion of all ordinary and preference shares of OAO Eniseiskaya TGK (TGK-13) Holding into them. The quantity of ordinary shares of OAO Eniseiskaya TGK (TGK-13) out of the quantity of additional shares, which a shareholder of OAO Eniseiskaya TGK (TGK-13) Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO Eniseiskaya TGK (TGK-13), which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO Eniseiskaya TGK (TGK-13) out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO Eniseiskaya TGK (TGK-13), which such shareholder should receive.
- 4.5. Shares of OAO Eniseiskaya TGK Holding are recognized converted into ordinary shares of OAO Eniseiskaya TGK (TGK-13) on the date when dissolution of OAO Eniseiskaya TGK Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO Eniseiskaya TGK Holding on the said date.
- 4.6. Shares of OAO Eniseiskaya TGK Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO Eniseiskaya TGK Holding authorized to sign the Agreement for a takeover of OAO Eniseiskaya TGK Holding by OAO Eniseiskaya TGK (TGK-13).

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Resolution on Item 51:

1. To reorganize OAO TGK-14 Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO TGK-14 (OGRN 1047550031242) under terms and conditions provided for by this Resolution and the Agreement for takeover of OAO TGK-14 Holding by OAO TGK-14.
2. To approve the Agreement for takeover of OAO TGK-14 Holding by OAO TGK-14.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO TGK-14 Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO TGK-14 Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO TGK-14.

To approve the transfer deed.

4. To specify the following conditions and procedure for conversion of OAO TGK-14 Holding shares into shares of OAO TGK-14.
 - 4.1. All shares of OAO TGK-14 Holding shall be converted into OAO TGK-14 shares that have come at the disposal of OAO TGK-14 as a result of takeover of OAO TGK-14 Holding, into purchased and/or redeemed by OAO TGK-14 and/or into additional shares of OAO TGK-14 (if the quantity of OAO TGK-14 shares that have come at the disposal of OAO TGK-14 as a result of takeover of OAO TGK-14 Holding and purchased and/or redeemed by OAO TGK-14 is insufficient to convert all shares of OAO TGK-14 Holding pursuant to the approved conversion factors).
 - 4.2. If additional ordinary shares of OAO TGK-14 are to be issued, they should grant the same rights to shareholders as the placed ordinary shares of OAO TGK-14 under the Articles of Association of OAO TGK-14 and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
0.1029482031352750 of an ordinary share of OAO TGK-14 Holding shall be converted into 1 ordinary share of OAO TGK-14 of 0.001 (zero point zero zero one) RUB par value each.
0.1124134124648120 of a preference share of OAO TGK-14 Holding shall be converted into 1 ordinary share of OAO TGK-14 of 0.001 (zero point zero zero one) RUB par value each.
 - 4.4. The quantity of ordinary shares of OAO TGK-14, which should be received by each shareholder of OAO TGK-14 Holding, shall be calculated by dividing the quantity of OAO TGK-14 Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.

If the calculated number of shares of any shareholder of OAO TGK-14 Holding, when determining the calculated number of shares of OAO TGK-14 to be received by a shareholder of OAO TGK-14 Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:

- if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
- if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
- if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO TGK-14.

In this connection, if additional ordinary shares of OAO TGK-14 are to be issued, the quantity of ordinary shares of OAO TGK-14 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TGK-14, which a shareholder of OAO TGK-14 Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO TGK-14, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO TGK-14 that have come at the disposal of OAO TGK-14 at takeover of OAO TGK-14 Holding and/or redeemed and/or purchased by OAO TGK-14 to the total quantity of ordinary shares of OAO TGK-14 that are required for conversion of all ordinary and preference shares of OAO TGK-14 Holding into them. The quantity of ordinary shares of OAO TGK-14 out of the quantity of additional shares, which a shareholder of OAO TGK-14 Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO TGK-14, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO TGK-14 out of the quantity of shares that have come at the disposal of and/or redeemed and/or purchased by OAO TGK-14, which such shareholder should receive.

- 4.5. Shares of OAO TGK-14 Holding are recognized converted into ordinary shares of OAO TGK-14 on the date when dissolution of OAO TGK-14 Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO TGK-14 Holding on the said date.
- 4.6. Shares of OAO TGK-14 Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO TGK-14 Holding authorized to sign the Agreement for a takeover of OAO TGK-14 Holding by OAO TGK-14.

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Resolution on Item 52:

1. To reorganize OAO Inter RAO UES Holding (to be established as a result of reorganization of OAO RAO UES of Russia) through a takeover by OAO Sochinskaya TPP (OGRN 1022302933630) under terms and conditions provided for by this Resolution and the Takeover Agreement.
2. To approve the Agreement for takeover of OAO Inter RAO UES Holding, ZAO INTER RAO UES, OAO North-West CHP, OAO Kaliningrad CHP-2, OAO Ivanovskiye CCGT by OAO Sochinskaya TPP.
3. To determine that the Separation Balance Sheet of OAO RAO UES of Russia that contains provisions on OAO Inter RAO UES Holding being a legal successor of OAO RAO UES of Russia shall be a transfer deed for OAO Inter RAO UES Holding, under which rights and obligations of OAO RAO UES of Russia transfer to OAO Sochinskaya TPP.
To approve the transfer deed.
4. To specify the following conditions and procedure for conversion of OAO Inter RAO UES Holding shares into shares of OAO Sochinskaya TPP.
 - 4.1. All shares of OAO Inter RAO UES Holding shall be converted into OAO Sochinskaya TPP shares that have come at the disposal of OAO Sochinskaya TPP as a result of takeover of OAO Inter RAO UES Holding, and into additional shares of OAO Sochinskaya TPP.
 - 4.2. Additional ordinary shares of OAO Sochinskaya TPP should grant the same rights to shareholders as the placed ordinary shares of OAO Sochinskaya TPP under the Articles of Association of OAO Sochinskaya TPP and the laws of the Russian Federation.
 - 4.3. Share conversion factors:
238.8667268847130000 of an ordinary share of OAO Inter RAO UES Holding shall be converted into 1 ordinary share of OAO Sochinskaya TPP of 1000 (one thousand) RUB par value each.
260.8284853512910000 of a preference share of OAO Inter RAO UES Holding shall be converted into 1 ordinary share of OAO Sochinskaya TPP of 1000 (one thousand) RUB par value each.
If the shares of OAO Sochinskaya TPP are to be split by reducing the par value of one ordinary share of OAO Sochinskaya TPP from 1,000 (one thousand) RUB to 10 (ten) kopecks prior to the date of placing the shares of OAO Inter RAO UES Holding, the conversion factors will be as follows:
0.0238866726884713 of an ordinary share of OAO Inter RAO UES Holding shall be converted into 1 ordinary share of OAO Sochinskaya TPP of 10 (ten) kopecks par value each.
0.0260828485351291 of a preference share of OAO Inter RAO UES Holding shall be converted into 1 ordinary share of OAO Sochinskaya TPP of 10 (ten) kopecks par value each.
 - 4.4. The quantity of ordinary shares of OAO Sochinskaya TPP, which should be received by each shareholder of OAO Inter RAO UES Holding, shall be calculated by dividing the quantity of OAO Inter RAO UES Holding shares of a certain category owned by the shareholder by the corresponding conversion factor.
If the calculated number of shares of any shareholder of OAO Inter RAO UES Holding, when calculating the number of shares of OAO Sochinskaya TPP to be received by a shareholder of OAO Inter RAO UES Holding, is fractional, the fraction of such number of shares shall be rounded under the following rule:
 - if a character following the decimal point has a value from 5 to 9 inclusively, a unity is added to the integer number while the digits after the decimal point are not taken into consideration;
 - if a character following the decimal point has a value from 0 to 4 inclusively, only the integer number is taken for calculation while the digits after the decimal point are not taken into consideration;
 - if no share is due to a shareholder as a result of rounding, such shareholder will receive one share of OAO Sochinskaya TPP.The quantity of ordinary shares of OAO Sochinskaya TPP out of the quantity of shares that have come at the disposal of OAO Sochinskaya TPP, which a shareholder of OAO Inter RAO UES Holding should receive, is an integer part of the number to be determined by multiplying the quantity of the ordinary shares of OAO Sochinskaya TPP, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), by the ratio of the total quantity of the ordinary shares of OAO Sochinskaya TPP that have come at the disposal of OAO Sochinskaya TPP at the takeover of OAO Inter RAO UES Holding to the total quantity of ordinary shares of OAO Sochinskaya TPP that are required for conversion of all ordinary and preference shares of OAO Inter RAO UES Holding into them.
The quantity of ordinary shares of OAO Sochinskaya TPP out of the quantity of additional shares, which a shareholder of OAO Inter RAO UES Holding should receive, shall be determined as a difference between the quantity of ordinary shares of OAO Sochinskaya TPP, which such shareholder should receive pursuant to paragraph one of this clause (with account of rounding), and the quantity of shares of OAO Sochinskaya TPP out of the quantity of shares that have come at the disposal of OAO Sochinskaya TPP, which such shareholder should receive.
Shares of OAO Sochinskaya TPP that have remained after conversion of OAO Sochinskaya TPP and have come at the disposal of OAO Sochinskaya TPP shall be redeemed.
 - 4.5. Shares of OAO Inter RAO UES Holding are recognized converted into ordinary shares of OAO Sochinskaya TPP on the date when dissolution of OAO Inter RAO UES Holding is registered on the Uniform State Register of Legal Entities pursuant to the data of the Shareholder Register of OAO Inter RAO UES Holding on the said date.
 - 4.6. Shares of OAO Inter RAO UES Holding subject to conversion shall be redeemed in the course of conversion.
5. To determine Urinson, Yakov Moiseevich, Deputy Chairman of the Management Board of RAO UES of Russia as a signatory on behalf of OAO Inter RAO UES Holding authorized to sign the Agreement for a takeover of OAO Inter RAO UES Holding by OAO Sochinskaya TPP.

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Resolution on Item No 53:

1. To reorganize OAO RAO UES of Russia in the form of takeover by OAO FGC UES (OGRN 1024701893336) under the conditions set forth by this Resolution and Takeover Agreement approved by this Resolution.
- Not later than 25.11.2007 RAO UES of Russia shall notify its creditors by registered mail of reorganization through takeover decision, and publish an announcement regarding reorganization of RAO UES of Russia in a printed publication that issues data on state registration of artificial persons.
- Creditors of RAO UES of Russia within 30 (thirty) days from the date of adopted decision publication or within 30 (thirty) days from notification service shall be entitled to demand in writing termination or early fulfillment of relevant commitments by RAO UES of Russia and appropriate indemnification. Based on demands from creditors, RAO UES of Russia shall prepare a list of claims met and claims due to be met.
- In compliance with Paragraph 1, Article 75 of the Federal Law “On Public Companies” shareholders of RAO UES of Russia who voted against this item on the agenda of Extraordinary General Meeting of RAO UES of Russia shareholders or those who did not participate in the voting on the issue are entitled to demand from RAO UES of Russia buyout of all or some of shares belonging to them according to the procedure established in compliance with the laws of the Russian Federation by the RAO UES of Russia Board of Directors in its notification regarding the Extraordinary General Meeting of RAO UES of Russia shareholders. The list of persons who voted against on this item on the agenda of the Extraordinary General Meeting of RAO UES of Russia shareholders, as well as the list of persons who did not take part in the voting on this item of the agenda shall be prepared by the registrar of RAO UES of Russia on the basis of data from the list of persons who have the right to participate in the General Meeting of RAO UES of Russia shareholders.
- The price of own shares to be repurchased shall be determined by the RAO UES of Russia Board of Directors in accordance with Paragraph 3, Article 75 of the Federal Law “On Public Companies”.
- Report on the results of claim consideration regarding repurchase of shareholders’ shares shall be approved by the RAO UES of Russia Board of Directors not later than 15.12.2007.
- Extraordinary General Meeting of RAO UES of Russia shareholders approves the agreement regarding the takeover by OAO FGC UES of RAO UES of Russia, OAO State Holding, OAO Minority Holding FGC UES, OAO Amur Trunk Grid Company, OAO Arkhangelsk Trunk Grid Company, OAO Astrakhan Transmission Grids, OAO Belgorod Trunk Grid Company, OAO Bryansk Trunk Grid Company, OAO Vladimir Transmission Grids, OAO Volgograd Transmission Grids, OAO Vologda Transmission Grids, OAO Voronezh Trunk Grid Company, OAO Dagestan Transmission Grids, OAO Ivanovo Transmission Grids, OAO Kaluga Trunk Grid Company, OAO Karelia Transmission Grids, OAO Kirov Electric Transmission Grids, OAO Kolskiye Transmission Grids, OAO Kostroma Transmission Grids, OAO Krasnoyarsk Transmission Grids, OAO Kuban Transmission Grids, OAO Kursk Transmission Grids, OAO Lipetsk Transmission Grids, OAO Rostovenergo Trunk Grid Company, OAO Trunk Grid Company, OAO Mariyskiye Transmission Grids, OAO Mordovia Trunk Grid Company, OAO Nizhegorodskaya Trunk Grid Company, OAO Omsk Trunk Grid Company, OAO Orenburg Electricity Transmission Grids, OAO Orel Trunk Grid Company, OAO Penza Trunk Grid Company, OAO Perm Trunk Grid Company, OAO St.Petersburg Transmission Grids, OAO Primorye Trunk Grid Company, OAO Ryazan Transmission Grids, OAO Sverdlovsk Transmission Grids, OAO Smolensk Electricity Transmission Grids, OAO Tambov Trunk Grid Company, OAO Tver Transmission Grids, OAO Tomsk Transmission Grids, OAO Tula Trunk Grid Company, OAO Tyumen Trunk Grid Company, OAO Udmurtia Transmission Grids, OAO Khabarovsk Trunk Grid Company, OAO Khakas Trunk Company, OAO Chelyabinsk Electricity Transmission Grids, OAO Chuvashia Transmission Grids, OAO Yakutia Main Network Company, OAO Yaroslavl Transmission Grids, OAO Buryatia Electricity Transmission Grids, OAO Chita Transmission Grids, OAO Samara Trunk Company, OAO Saratov Trunk Company, OAO Kurgan Trunk Grid Company, OAO Electricity Transmission Grids of the Komi Republic, OAO Kuzbassenergo Electricity Transmission Grids, OAO Ulyanovsk Transmission Grids, OAO Tyva Trunk Grid Company, OAO ITC South, OAO ITC Ural, OAO ITC Siberia, OAO ITC North-West, OAO ITC East, OAO ITC Volga, OAO ITC Center.
- Extraordinary General Meeting of RAO UES of Russia shareholders approves the transfer act of RAO UES of Russia reorganized through takeover by OAO FGC UES.
- The following order and terms shall apply to RAO UES of Russia shares conversion into shares of OAO FGC UES:
 - o All shares of RAO UES of Russia shall be converted into ordinary shares of OAO FGC UES.
 - o In case RAO UES of Russia is taken over by OAO FGC UES together with OAO State Holding all shares of RAO UES of Russia shall be converted into ordinary shares of OAO FGC UES that become available to OAO FGC UES as a result of takeover of RAO UES of Russia and OAO State Holding.

Where, in estimating the number of shares in OAO FGC UES, which are due to a shareholder of RAO UES of Russia as a result of conversion, any shareholder of OAO RAO UES of Russia is entitled to a fractional number of shares, such fractional part of the number of shares shall be rounded in accordance with the following rule:

- if the digit immediately after the dot is 5 to 9, inclusive, one shall be added to the integral number and no numbers after the dot shall be taken into account;
- if the digit immediately after the dot is 0 to 4, inclusive, the integral number only shall be taken into account and no numbers after the dot shall be taken into account;
- if no shares are due to any shareholder as a result of the rounding, such shareholder shall receive one additional share in OAO FGC UES.

Shares in OAO FGC UES, which come at the disposal of OAO FGC UES as a result of takeover of RAO UES of Russia and OAO State Holding (and as a result of other companies’ takeover, if such companies have become taken over collectively), and which remain at the disposal of OAO FGC UES after conversion of RAO UES of Russia’s shares (as well as after conversion of shares in other affiliated companies, if such companies have become taken over collectively) shall be cancelled.

- o In case that RAO UES of Russia is taken over by OAO FGC UES not in conjunction with the takeover of OAO State Holding, all shares of RAO UES of Russia shall be converted into ordinary shares in OAO FGC UES, which come at the disposal of OAO FGC UES as a result of takeover of RAO UES of Russia, and into additional ordinary shares in OAO FGC UES.

In this case, the number of ordinary shares in OAO FGC UES, which are due to a shareholder of OAO RAO UES of Russia shall be calculated by means of division of the number of his/her shares in RAO UES of Russia of a certain category by the relevant conversion ratio.

Where, in estimating the number of shares in OAO FGC UES, which are due to a shareholder of OAO RAO UES of Russia, any shareholder of OAO RAO UES of Russia is entitled to a fractional number of shares, the fractional part of the number of shares shall be rounded in accordance with the following rule:

- if the digit immediately after the dot is 5 to 9, inclusive, one shall be added to the integral number and no numbers after the dot shall be taken into account;
- if the digit immediately after the dot is 0 to 4, inclusive, the integral number only shall be taken into account and no numbers after the dot shall be taken into account;
- if, as a result of the rounding, no shares are due to any shareholder, such shareholder shall receive one share in OAO FGC UES.

In this case, the number of ordinary shares in OAO FGC UES from among the shares that come at the disposal of OAO FGC UES, which are due to a shareholder of RAO UES of Russia represents the integral part of the number calculated by means of multiplication of the number of ordinary shares in OAO FGC UES, which are due to such shareholder in accordance with the second sub-paragraph of this paragraph (subject to the rounding), by the ratio of the total number of ordinary shares in OAO FGC UES, which come at the disposal of OAO FGC UES to the total number of ordinary shares in OAO FGC UES, required for conversion therein of all ordinary and preference shares in RAO UES of Russia.

The number of ordinary shares in OAO FGC UES from among additional shares that are due to a shareholder of OAO RAO UES of Russia is determined as the difference between the number of ordinary shares in OAO FGC UES, which are due to such shareholder in accordance with the second sub-paragraph of this paragraph (subject to the rounding), and the number of shares in OAO FGC UES from among the shares that come at the disposal of OAO FGC UES, which are due to such shareholder.

Shares of OAO FGC UES remaining after conversion, which come at the disposal of OAO FGC UES shall be cancelled.

- Share conversion ratios:
 - 0,4413044122847170 ordinary shares in OAO RAO UES of Russia shall be converted into 1 ordinary share in OAO FGC UES having the par value of 0.5 (zero point five) roubles each;
 - 0,4818785895225160 preference shares in OAO RAO UES of Russia, type A, shall be converted into 1 ordinary share in OAO FGC UES having the par value of 0.5 (zero point five) roubles each.
- Shares in OAO RAO UES of Russia shall be deemed to be converted into ordinary shares in OAO FGC UES on the date of making an entry in the Unified State Register of Artificial Persons, concerning the termination of OAO RAO UES of Russia, on the basis of information contained in the register of shareholders of OAO RAO UES of Russia on the said date.
- Shares in OAO RAO UES of Russia, which are subject to conversion, shall be cancelled upon their conversion.
- For the purposes of implementation of this resolution, the completion of reorganisation of RAO UES of Russia through a takeover by OAO FGC UES is not permitted until the date of completion of reorganisation of RAO UES of Russia through a spin-off of OAO State Holding, OAO State Holding HydroOGK, OAO Minority Holding FGC UES, OAO Minority Holding HydroOGK, OAO OGK-1 Holding, OAO OGK-2 Holding, OAO OGK-3 Holding, OAO OGK-4 Holding, OAO OGK-6 Holding, OAO TGK-1 Holding, OAO TGK-2 Holding, OAO Mosenergo Holding, OAO TGK-4 Holding, OAO TGK-6 Holding, OAO Voljskaya TGK Holding, OAO UGK TGK-8 Holding, OAO TGK-9 Holding, OAO TGK-10 Holding, OAO TGK-11 Holding, OAO Kuzbassenergo Holding, OAO Yeniseyskaya TGK Holding, OAO TGK-14 Holding, OAO RAO UES INTERNATIONAL Holding, OAO Holding MRSK, OAO RAO Energy Systems of the East, OAO Centerenergyholding, OAO Sibenergyholding, OAO Intergeneration..

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