

APPROVED
by the decision of the Board of Directors
of JSC Russian Grids
of October 21, 2013
(Minutes No. 137 of October 21, 2013)

REGULATIONS for the Strategy Committee of the Board of Directors of JSC Russian Grids

Principal Terms, Definitions, and Abbreviations Used in These Regulations

Company	JSC Russian Grids
Group	JSC Russian Grids and subsidiaries and dependent companies of JSC Russian Grids
Regulations	Regulations for the Strategy Committee of the Board of Directors of JSC Russian Grids
Committee	Strategy Committee of the Board of Directors of JSC Russian Grids
Chairman of the Committee	Chairman of the Strategy Committee of the Board of Directors of JSC Russian Grids
Deputy Chairman of the Committee	Deputy Chairman of the Strategy Committee of the Board of Directors of JSC Russian Grids
Secretary of the Committee	Secretary of the Strategy Committee of the Board of Directors of JSC Russian Grids
Member of the Committee	Member of the Strategy Committee of the Board of Directors of JSC Russian Grids
SDCs	Subsidiaries and dependent companies of JSC Russian Grids

1. General

1.1. The Committee is an advisory and deliberative body and shall be established pursuant to the decision adopted by the Board of Directors of the Company, and its activities shall be governed by the applicable laws of the Russian Federation, the Articles of Association of the Company, the Regulations for the Board of Directors of the Company, these Regulations, and other internal documents of the Company. Any matters pertaining to the Committee's activities and not covered by these Regulations or other regulatory documents binding upon the Company shall be governed by the applicable laws of the Russian Federation.

1.2. These Regulations shall be the principal document setting out the legal status, goal and principal objectives, rights and duties of the Committee.

1.3. The decisions adopted by the Committee shall be advisory to the Board of Directors of the Company.

2. Goal and Principal Objectives of the Committee

2.1. The goal of the Committee shall be to assist the Board of Directors of the Company in performing its functions related to formulating the Company's strategy.

2.2. The principal objectives of the Committee shall be as follows:

2.1.1. Analyze proposals and prepare recommendations for the Board of Directors of the Company for the preparation, amendment, supplementation, and implementation of the Group's principal lines of development.

2.1.2 Monitor the implementation of the Group's principal lines of development approved by the Board of Directors of the Company.

2.1.3. Analyze proposals and develop recommendations for the Board of Directors of the Company for the preparation of standards for formulating development plans for the Group's SDCs and for reviewing specific plans (as needed).

3. Competence of the Committee

3.1. The Committee shall be authorized to preliminarily review, analyze, and formulate recommendations (opinions) regarding the following issues falling within the competence of the Company's Board of Directors:

- 1) prioritize the Company's business lines;
- 2) formulate the Company's general strategy and the Company's functional strategies in various business areas;
- 3) develop innovative development programs of the Company;
- 4) develop action plans aimed at implementing the Company's strategy and formulate criteria for implementing the Company's strategy and achieving interim benchmarks;
- 5) monitor the implementation of the Company's strategy approved by the Board of Directors and formulate recommendations to adjust the Company's strategy;
- 6) analyze strategic risks and formulate recommendations for the Board of Directors of the Company to minimize such risks;
- 7) review and formulate recommendations to create and adjust the system of key performance indicators for the directors general of the Company's SDCs;
- 8) define the dividend policy of the Group;
- 9) increase the Company's authorized capital by means of the Company's placement of additional shares where provided for in the Articles of Association;
- 10) place the Company's bonds and other issue-grade securities where provided for in the Federal Law "On Joint-Stock Companies" and the Articles of Association;
- 11) determine the price (money value) of property, offering prices, and redemption prices issue-grade securities where provided for in the Federal Law "On Joint-Stock Companies";
- 12) acquire shares, bonds, and other issue-grade securities placed by the Company where provided for in the Federal Law "On Joint-Stock Companies";
- 13) decide on the Company's stakes in other organizations (including nonprofit partnerships) except where specified in subparagraph 10.2.15 of the Articles of Association of the Company (with respect to becoming a member of an existing organization or establishing a new organization), on the acquisition, disposal, and encumbrance of their shares and stakes, and on changes in stakes in the authorized capital of such organizations;

14) approve major transactions where provided for in Chapter X of the Federal Law “On Joint-Stock Companies”;

15) approve transactions specified in Chapter XI of the Federal Law “On Joint-Stock Companies”;

16) approve the procedure for the Company’s interaction with business entities whose shares are held by the Company and decide on the relevant issues falling within its competence;

17) define the position of the Company (representatives of the Company), including instructions to vote or not to vote on agenda items, vote “for,” “against,” or “abstained” on draft decisions, on future agenda items of the general meetings of shareholders (members) of SDCs (except where the functions of the general meetings of shareholders of SDCs are performed by the Board of Directors of the Company), and the boards of directors of SDCs (except for the issue of approving the agendas of the general meetings of shareholders of SDCs if the functions of the general meetings of shareholders of SDCs are performed by the Board of Directors of the Company), including for the purposes of the Company’s control over decisions made by companies that are subsidiaries and dependent companies of SDCs:

a) reorganize and liquidate SDCs;

b) determine the quantity, par value, category (type) of authorized shares in SDCs and rights attaching thereto;

c) increase the authorized capital of SDCs by means of an increase in the par value of shares or by means of the placement of additional shares;

d) place SDCs’ securities convertible into ordinary shares;

e) split or consolidate shares in SDCs;

f) approve major transactions conducted by SDCs;

18) provide prior approval for decisions to enter into transactions involving the Company’s noncurrent assets constituting from ten (10) to twenty-five (25) percent of the book value of such assets as of the date of the decision to enter into such transactions;

19) provide prior approval for decisions on the Company’s entering into transactions (including several associated transactions) in connection with the disposal or possible disposal of property that is capital assets, intangible assets, and construction-in-progress facilities intended for the generation, transmission, dispatching, and distribution of electricity and heat in the cases (in the amounts) determined by separate decisions of the Board of Directors of the Company;

20) provide prior approval for decisions on the Company’s entering into transactions (including several associated transactions) in connection with the disposal or possible disposal of property that is capital assets, intangible assets, and construction-in-progress facilities intended for use other than the generation, transmission, dispatching, and distribution of electricity and heat in the cases (in the amounts) determined by separate decisions of the Board of Directors of the Company;

21) decide to acquire the Company’s treasury shares where provided for in law and dispose of the Company’s treasury shares accounted for on the Company’s balance sheet;

22) review the Group’s consolidated income and expense budget;

23) approve the list of key performance indicators for the Director General of the Company;

24) set up (liquidate) branches and open (liquidate) the Company’s representative offices and amend the Articles of Association of the Company accordingly;

25) carry out instructions issued by the Board of Directors of the Company in accordance with the Committee’s objectives.

As decided by the Chairman of the Committee, any other agenda issue of the Board of Directors of the Company may be submitted for consideration by the meeting of the Committee.

4. Number of Members and Composition of the Committee

4.1. The number of the Committee's members shall be determined by the Board of Directors of the Company and shall be not less than three (3) and not more than fifteen (15), including:

representatives of the government, minority shareholders represented by members of the Board of Directors of the Company, not more than thirteen (13) members;

representatives of the Company's management, not more than two (2) members.

Only individuals may be members of the Committee. A person that is not a member of the Board of Directors of the Company may be a member of the Committee.

4.2. Each member of the Board of Directors shall have the right to propose at most three (3) nominees for election to the Committee. Any nomination proposal shall be signed by the nominating member of the Company's Board of Directors.

4.4. Nominees for the Committee shall be approved by the Board of Directors of the Company.

4.5. The term of office of members elected to the Committee under these Regulations shall continue until the election of the next membership of the Committee.

4.6. The Committee shall be chaired by its Chairman approved in his/her position by a decision of the Company's Board of Directors from among members of the Company's Board of Directors. The Chairman of the Committee shall organize its work, convene, and preside at meetings of the Committee.

4.7. The powers of any or all members of the Committee may be terminated earlier pursuant to a decision of the Company's Board of Directors.

4.8. The Chairman and members of the Committee may abandon their powers upon at least thirty (30) calendar days' prior notice to the Chairman of the Board of Directors of the Company, with copies thereof to be sent to the Chairman of the Committee and the Director General of the Company. The powers of a member of the Committee shall be deemed to have been terminated upon the relevant decision adopted by the Company's Board of Directors.

4.9. The Secretary of the Committee shall be appointed to provide organizational, information, and document support for the activities of the Committee both in connection with preparations for and the holding of the Committee's meetings and between its meetings. The Secretary of the Committee shall be approved by a decision of the Committee, shall not be a member of the Committee, and shall act in accordance with these Regulations.

5. Meetings of the Committee

5.1. Meetings of the Committee shall be convened by the Chairman of the Committee in accordance with the action plan approved by the Committee at its meeting (regular meetings) or otherwise as provided for in these Regulations (extraordinary meetings).

5.2. The Committee's action plan shall be prepared by the Chairman of the Committee subject to the approved Action Plan of the Company's Board of Directors and proposals of the Chairman of the Board of Directors of the Company, members of the Committee, and decisions of the Company's Board of Directors.

5.3. The Committee's action plan shall be approved by the Committee at its meeting following the meeting of the Board of Directors of the Company at which the Action Plan of the Company's Board of Directors is approved.

5.4. In the absence of the Chairman of the Committee at and between its meetings or if the Chairman is unable to perform his/her functions, his/her duties shall be performed by the Deputy Chairman of the Committee. The Deputy Chairman of the Committee shall be elected by a simple majority of votes from among members of the Committee.

5.5. When convening a meeting of the Committee, the Chairman of the Committee shall determine the time, date, place, and form of the meeting, agenda, and the list of persons invited to attend an in-person meeting of the Committee.

5.6. Agendas of regular meetings shall be prepared by the Chairman of the Committee in accordance with the approved Action Plan of the Committee, proposals of members of the Committee, decisions of the Company's Board of Directors, and proposals of the Chairman of the Board of Directors of the Company.

5.7. The Chairman of the Committee shall have the right to include received proposals on the agenda of a regular meeting or convene an extraordinary meeting of the Committee.

5.8. Extraordinary meetings of the Committee shall be held:

- in accordance with the notice received from the Secretary of the Company's the Board of Directors of the meeting of the Company's the Board of Directors whose agenda includes any issue(s) falling within the competence of the Committee under these Regulations;
- at the discretion of the Chairman of the Committee;
- as decided by the Company's Board of Directors or the Committee;
- as requested by a member of the Committee of the Company.

5.9. Any request made by a member of the Committee to convene a meeting of the Committee shall be sent to the Chairman of the Committee in writing and shall include the wording of the issue, the rationale for addressing the issue at the meeting, the draft decision of the Committee, and informational and supporting materials.

Any request to convene a meeting of the Committee shall be signed by the requesting person, with a copy of such request with all accompanying documents to be sent to the Secretary of the Committee.

5.10. Within one (1) business day after receipt of a request to convene an extraordinary meeting, the Chairman of the Committee shall decide either to convene an extraordinary meeting of the Committee, determine the time, date, and place of the meeting of the Committee (the deadline time and date for receipt of ballots in the case of voting in absentia), or to refuse to convene an extraordinary meeting of the Committee. The decision to refuse to convene an extraordinary meeting of the Committee, specifying the reasons therefor, shall be sent to the person or body of the Company that requests such meeting not later than the day immediately following the date when the Chairman of the Committee decides to refuse to convene the meeting.

5.11. The Chairman of the Committee may decide to refuse to convene an extraordinary meeting of the Committee if:

1) any issue(s) proposed for inclusion on the agenda of the meeting of the Committee fail to fall within the competence of the Committee under these Regulations;

2) any agenda item contained in the request to convene an extraordinary meeting of the Committee has already been included on the agenda of the nearest meeting to be convened

pursuant to a decision made by the Chairman of the Committee before the receipt of such request;

3) the method, procedure, and deadline for making a request to convene a meeting as set out in paragraph 5.9 hereof are not satisfied.

5.12. The Chairman of the Committee shall have the right to include issues contained in a request to convene an extraordinary meeting of the Committee on the agenda of the nearest regular meeting of the Committee.

5.13. Notice of the meeting of the Committee shall specify the agenda, form, time, date, and place of the meeting (the deadline time and date for receipt of ballots to vote on the agenda items of the meeting). Notice of the meeting shall be prepared by the Secretary of the Committee and signed by the Chairman of the Committee or the Deputy Chairman of the Committee (where provided for in these Regulations).

Notice of the meeting shall be sent to the members of the Committee and persons invited to attend an in-person meeting of the Committee at least four (4) business days prior to the date of the Committee's meeting (the deadline date for receipt of ballots in the case of an absentee meeting). The materials and information related to the items on the agenda shall be sent to the members of the Committee and persons invited to attend an in-person meeting of the Committee at least two (2) business days prior to the date of the meeting (the deadline date for receipt of ballots in the case of an absentee meeting).

It is mandatory that the materials related to the items on the agenda of the Committee include the draft decisions on such issues. The Chairman of the Committee shall organize the formulation (preparation) of the draft decisions except where the Committee addresses any issues at the request of the persons specified in paragraph 5.8 of these Regulations.

Persons invited to attend an in-person meeting of the Committee shall be provided with the materials related to the agenda items of the Committee's meeting in whose discussion they are expected to participate.

5.14. Notice of the Committee's meeting and the materials (information) related to the agenda items may be provided (sent) to members of the Committee and persons invited to attend an in-person meeting of the Committee by personal delivery, by facsimile transmission, or by electronic mail.

5.15. If any issues put to a vote at an extraordinary meeting of the Committee are urgent, then the convocation of such extraordinary meeting and the sending of the materials related to the agenda items of such meeting may be accelerated pursuant to the relevant decision of the Chairman of the Committee.

Any in-person meeting of the Committee may, with the consent of all attending members of the Committee, change the order of considering its issues and include issues in addition to its initial agenda.

5.16. Upon receipt from the Secretary of the Company's Board of Directors of any notice of the meeting of the Company's Board of Directors whose agenda contains issues falling within the competence of the Committee under these Regulations, the Chairman of the Committee shall use his/her best efforts to ensure that the Committee's meetings are promptly held to formulate recommendations (decisions) regarding such agenda items of the meeting of the Company's Board of Directors and send them to the Board of Directors of the Company.

6. Procedure for Holding the Committee's Meetings

6.1. Meetings of the Committee may be held in person (in-person meetings) or in the form of voting in absentia on items of the agenda (absentee meetings).

6.2. Any in-person meeting of the Committee shall be declared open by the Presiding Officer of the meeting, the Chairman of the Committee or, in his/her absence, the Deputy Chairman of the Committee.

6.2.1. The in-person meeting of the Committee shall be attended by members of the Committee and invitees.

6.2.2. The Secretary of the Committee shall determine whether the in-person meeting of the Committee has a quorum.

The Presiding Officer of the in-person meeting shall inform the persons present at the meeting whether the meeting of the Committee has a quorum and announces the agenda of the meeting.

6.2.3. If the meeting fails to have a quorum, it is declared legally unqualified. In such event, the Presiding Officer of the meeting shall make one of the following decisions:

1) through consultation with the members of the Board of Directors who are present at the meeting, determine the time until which the meeting shall be postponed;

2) set the date for a new meeting with the same agenda;

3) include the items on the agenda of the Committee's meeting that fails to take place on the agenda of the Committee's next scheduled meeting.

6.2.4. The in-person meeting of the Committee is legally qualified (has a quorum) if, at the time of the meeting, the number of the attending members and the number of the Committee's members providing their written opinions on the agenda items are at least half of the elected members of the Committee.

6.2.5. Any decisions of the meeting of the Committee shall be adopted by a majority of votes of the attending members of the Committee. For the purposes of deciding on any issue at the meeting, each member of the Committee shall have one vote. In the event of any equality of votes, the Chairman of the Committee shall have a casting vote. No member of the Committee may appoint any other member of the Committee or any other person to vote on his/her behalf.

6.2.6. On the day immediately following the in-person meeting of the Committee, the Secretary of the Committee shall draw up a ballot based on the results of discussion of the agenda items and on the results of voting by the members of the Committee who are present at such meeting, to be signed by the Chairman of the Committee, and shall send its original or send it by electronic mail or by facsimile transmission to the members of the Committee who are not present at such meeting.

6.2.7. Written opinions of the members of the Committee who are not present at the in-person meeting of the Committee shall be only in the form of completed ballots for voting on the agenda items.

6.2.8. When completing a ballot, the voting member of the Committee shall leave uncrossed only one of the available voting variants ("for," "against," or "abstained") for each issue put to a vote.

Completed ballots shall be signed by the voting members of the Committee, specifying their respective initials and family names.

Completed and signed ballots shall be made by the voting members of the Committee available to the Secretary of the Committee not later than two (2) business days after the meeting of the Committee in the original, or by electronic mail or facsimile transmission followed by delivery of the original ballots to the address specified in the ballots.

6.2.9. Any unsigned ballot or any ballot received after the deadline specified in subparagraph 6.2.8 of these Regulations shall be deemed invalid and shall not be taken into account for the purposes of counting the votes and registering the voting results.

6.2.10. The results of voting on the items on the agenda of the in-person meeting shall be registered (the votes shall be tallied) based on the votes cast by the members of the Committee who are present at the in-person meeting and based on the ballots completed and signed by members of the Board of Directors and received by the Secretary of the Company within the prescribed period in accordance with subparagraph 6.2.8 hereof.

6.3. The decision to hold any meeting of the Committee in absentia shall be made by the Chairman of the Committee.

6.3.1. For the absentee meeting of the Committee to be held, ballots shall be sent to members of the Committee to vote on the agenda items along with the materials (information) related to the items on the agenda of such absentee meeting of the Committee.

6.3.2. When completing a ballot, the voting member of the Committee shall leave uncrossed only one of the available voting variants (“for,” “against,” or “abstained”) for each issue put to a vote.

Completed ballots shall be signed by the voting members of the Committee, specifying their respective initials and family names.

Completed and signed ballots shall be made by the voting members of the Committee available to the Secretary of the Committee by such deadline time and date for receipt of ballots as specified in the ballots in the original, or by facsimile transmission followed by delivery of the original ballots to the address specified in the ballots.

6.3.3. Any unsigned ballot or any ballot received after the deadline specified in subparagraph 6.3.2 of these Regulations shall be deemed invalid, shall not be taken into account for the purposes of determining whether the absentee meeting has a quorum, and shall not be taken into account for the purposes of counting the votes and registering the voting results.

6.3.4. The absentee meeting of the Committee is legally qualified (has a quorum) if attended by at least half of its elected members.

6.3.5. The absentee meeting shall be deemed to be attended by the members of the Committee whose ballots are received by the Secretary of the Committee by the deadline time and date for receipt of ballots.

6.4. Any decisions of the meeting of the Committee shall be adopted by a majority of votes of the attending members of the Committee. For the purposes of deciding on any issue at the meeting, each member of the Committee shall have one vote. In the event of any equality of votes, the Chairman of the Committee shall have a casting vote. No member of the Committee may appoint any other member of the Committee or any other person to vote on his/her behalf.

6.5. The Secretary of the Committee shall, within three (3) business days after the meeting of the Committee, draw up the minutes of the meeting.

6.6. The minutes of the meeting shall be signed by the Presiding Officer of the meeting and the Secretary of the Committee. All members of the Committee shall be provided with copies of the minutes of the meeting and the materials and recommendations prepared therefor.

6.7. The Presiding Officer of the meeting and the Secretary of the Committee shall be responsible for the accuracy of the minutes of the meeting. The responsibility for storing the minutes of the meeting, ballots, materials, and recommendations of the Committee shall rest with the Secretary of the Committee.

6.8. The minutes of the meeting of the Committee shall specify:

- the form of the meeting;
- the time, date, and place of the meeting (the deadline time and date for receipt of ballots);
- the list of the members of the Committee who discussed the agenda items, stating the form of voting (in person or by ballot), and the list of other persons who attended the in-person meeting;
- the agenda;
- the proposals put forward by members of the Committee with respect to the agenda items;
- the issues put to a vote and the related voting results, stating how each member of the Committee voted;
- the adopted decisions.

6.9. If so wished by any member of the Committee, his/her brief opinion on issues on the agenda of the meeting of the Committee may be attached as an appendix to the minutes of the meeting. Such opinion shall be prepared by the member of the Committee and delivered to the Secretary of the Committee.

7. Rights and Duties of the Committee

7.1. The Committee shall have the following rights related to its functions:

1) Conduct inquiries into the issues in accordance with Sections 2 and 3 of these Regulations.

2) Receive information and documents from officers of the Company and receive information and documents from SDCs through a body or a person authorized to represent the Company in SDCs as a shareholder.

3) Request information and documents related to its operation from third-party organizations through executive bodies of the Company.

4) Where necessary, invite members of the Board of Directors of the Company, members of executive bodies of the Company, the heads of business units of the Company, and other persons to attend the Committee's meetings.

5) Where necessary, engage third-party advisers and experts to act on a contractual basis in connection with issues falling within the competence of the Committee of the Company.

7.2. The Committee shall have the following duties:

1) perform in good faith its functions and operate in accordance with these Regulations, the requirements set forth in the laws of the Russian Federation, the Articles of Association, and internal documents of the Company;

2) provide the Company's Board of Directors with economically effective and legally feasible recommendations (opinions) on issues falling within the competence of the Committee;

3) promptly inform the Company's Board of Directors of any risks run by the Company;

4) meet the confidentiality requirements and not to disclose any information on the Company that constitutes its commercial secrets and/or proprietary information.

8. Support for the Committee's Activities

8.1. The budget of the Committee shall be approved by the Board of Directors of the Company at the suggestion of the Chairman of the Committee after its prior review by the Strategy Committee of the Company.

8.2. The Chairman of the Committee shall be duly authorized to spend the allocated money in accordance with the approved budget.

8.3. The Chairman of the Committee, the Deputy Chairman of the Committee, and members of the Committee may, if so decided by the Committee, take part in conferences and seminars, including meetings on issues falling within the competence of the Committee with the investor community, audit firms, and consulting companies.

8.4. For participation in a meeting, irrespective of the form of a meeting, the Chairman of the Committee shall be paid remuneration in the amount equal to three minimum monthly wage rates for a first-category worker as set forth in the Sectoral Wage Rate Agreement in the electricity sector of the Russian Federation as of the date of such meeting of the Committee, adjusted for the indexation provided for in the Agreement.

8.5. The Deputy Chairman of the Committee, members of the Committee, and the Secretary of the Committee shall be paid remuneration in the amount calculated as follows:

- the remuneration payable to the Deputy Chairman of the Committee and each member of the Committee for participation in a meeting, irrespective of the form of a meeting, shall be equal to 0.8 of the remuneration payable to the Chairman of the Committee;

- the remuneration payable to the Secretary of the Committee for participation in a meeting, irrespective of the form of a meeting, shall be equal to 0.5 of the remuneration payable to the Chairman of the Committee.

8.6. Remuneration shall be paid to the Chairman of the Committee, the Deputy Chairman of the Committee, the members of the Committee, and the Secretary of the Committee within fourteen (14) calendar days after the meeting of the Committee.

8.7. In the event that any member of the Board of Directors of the Company simultaneously holds office of a member of the Committee (the Chairman of the Committee or the Deputy Chairman of the Committee), such member of the Committee shall be paid remuneration for participation in the work of the Committee in accordance with the Regulations for Remuneration and Compensation for Members of the Board of Directors of JSC Russian Grids approved by the General Meeting of Shareholders of the Company.

9. Confidentiality

9.1. Within their term of office and for a period of one year after their term of office with the Committee expires, the current (former) members of the Committee, the Secretary of the Committee, and any third parties involved in the activities of the Committee shall be obliged to meet the confidentiality requirements in relation to any non-public information received in connection with their work on the Committee. The definition of non-public information related to the activities of the Company and its scope shall be determined by the decision of the authorized management body of the Company.

9.2. Members of the Committee, the Secretary of the Committee, and any third parties involved in the work of the Committee shall be entitled to receive the above-mentioned information, provided that they enter into an agreement with the Company to use the above-mentioned information.

9.3. Any documents related to the activities of the Committee shall be stored at the Company's office in accordance with the document storage procedure approved by the Company. The Secretary of the Committee shall be responsible for storing the above-mentioned documents.

10. Performance Reports

10.1. The Chairman of the Committee shall submit to the Board of Directors of the Company the Committee's performance reports on an annual basis.

10.2. The Chairman of the Committee may submit to the Board of Directors of the Company separate reports on inquiries into the issues falling within the competence of the Committee.

11. Final Provisions

11.1. The Board of Directors of the Company may at any time request that the Committee submit a report on its day-to-day activities. The deadline for preparing and submitting such report shall be determined by the decision adopted by the Board of Directors of the Company.

11.2. Information about separate decisions adopted by the Committee shall be posted on the Company's corporate website. The Chairman of the Committee shall determine whether it is necessary to make such information public.

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