

**REGULATIONS ON THE STRATEGY COMMITTEE
FOR THE BOARD OF DIRECTORS OF THE OPEN JOINT STOCK
FEDERAL HYDROGENERATION COMPANY (JSC HydroOGK)**

Basic abbreviated forms used in these Regulations:

JSC HydroOGK – the Company

The Regulations on the Strategy Committee for JSC HydroOGK Board of Directors – these Regulations

JSC HydroOGK Board of Directors – the Board of Directors

The Strategy Committee for JSC HydroOGK Board of Directors – the Committee

The Chairman of the Strategy Committee for JSC HydroOGK Board of Directors – the Committee Chairman

The Deputy Chairman of the Strategy Committee for JSC HydroOGK Board of Directors – the Committee Deputy Chairman

The Secretary of the Strategy Committee for JSC HydroOGK Board of Directors – the Committee Secretary

The member of the Strategy Committee for JSC HydroOGK Board of Directors – the Committee member

Minutes of the Meeting of the Strategy Committee for JSC HydroOGK Board of Directors – Committee meeting minutes

1. General provisions

1.1. These Regulations on the Strategy Committee for the Board of Directors of the Open Joint Stock Federal Hydrogeneration Company (JSC HydroOGK) is developed in compliance with Russian Federation law, the JSC HydroOGK Articles of Association and the Regulations on the procedure for convening and holding meetings of the JSC HydroOGK Board of Directors.

1.2. The Strategy Committee for the JSC HydroOGK Board of Directors is established in pursuance of the resolution of the Board of Directors.

1.3. The Strategy Committee for JSC HydroOGK Board of Directors shall be a consultative and advisory body providing for efficient fulfillment by the Board of Directors of its functions related to general management of the Company's activities. Decisions made by the Committee shall be nonbinding on the Board of Directors. The Committee shall not be a management body of the Company and may not take action on behalf of the Company.

1.4. The Committee's activities shall be governed by federal laws, other regulatory legal acts of the Russian Federation, the Company's Articles of Association, the Regulations on the procedure for convening and holding meetings of the JSC HydroOGK Board of Directors, Board of Directors resolutions and these Regulations.

2. Goals and objectives of the Committee

2.1. The major goal of the Committee shall be providing for efficient performance by the Board of Directors in resolving issues within its terms of reference.

2.2. Objectives of the Committee shall include preparation and presentation of recommendations (opinions) to the Board of Directors on issues of the Company's strategic development which are within the Board of Directors' terms of reference or issues reviewed by the Board of Directors in the course of monitoring performance of the Company's executive bodies.

3. Terms of reference of the Committee

3.1. The Committee's terms of reference shall include preliminary consideration, analysis and development of recommendations (opinions) on the following issues falling within the terms of reference of the Board of Directors:

3.1.1. formulation of the Company's strategy and investment policy;

3.1.2. development of action plans for implementing the Company's strategy;

3.1.3. determination of the Company's business priorities (insofar as implementation of the Company's strategy is concerned);

3.1.4. development of a program for implementing the Company's strategy approved by the Board of Directors, as well as its investment program;

3.1.5. development of Company strategy implementation criteria and intermediate performance benchmarks;

3.1.6. sizing-up the interim outcomes of implementing the Company's strategy approved by the Board of Directors;

3.1.7. drawing up recommendations on Company strategy updates for the Board of Directors;

3.1.8. monitoring information disclosure by the Company on the issues related to its strategy;

3.1.9. preparation of recommendations to the Company's management bodies on interaction between the Company representatives and mass media for the purpose of timely and proper disclosure of information on the Company's prospects for and performance in Company strategy and investment program implementation;

3.1.10. consideration of requests by shareholders, prospective investors or other stakeholders regarding issues within the Committee's terms of reference;

3.1.11. arrangement of regular meetings of Strategy Committee members with shareholders, investors or other stakeholders on issues within the Committee's terms of reference;

3.1.12. other matters related to the above listed issues (except for those falling within the terms of reference of other committees of the Board of Directors).

4. Rights and obligations of the Committee

4.1. To exercise its powers, the Committee shall be entitled to:

(1) pursue issues within its terms of reference;

(2) request and obtain information and documents needed for carrying out its activities from the Company's officials and request information from outside organizations through the offices of the Board of Directors Chairman or the Chairman of the Management Board;

- (3) obtain professional services from outside organizations or engage (on a contractual basis) third parties as experts (consultants) with expertise in issues referred to its terms of reference within the Committee's budget limits;
- (4) invite members of the Board of Directors, Company officials and other employees, experts and other persons to take part in the Committee meetings;
- (5) where necessary, develop and submit to the Board of Directors for approval draft amendments hereto.

4.2. The Committee shall also have other rights provided for hereunder.

4.3. The Committee shall:

- (1) discharge its duties in compliance with these Regulations, requirements of Russian Federation law, the Company's Articles of Association and internal documents;
- (2) provide the Board of Directors with economically effective and legally grounded recommendations (opinions) on issues within its terms of reference when they are included in the agenda of the Board of Directors meeting;
- (3) inform the Board of Directors in due time about the risks incurred by the Company;
- (4) avoid disclosing the Company-related information, which constitutes a commercial and/or official secret.

5. Support for the Committee's activities

5.1. Financing shall be provided to the Committee in compliance with its budget for the relevant period, as approved by the Board of Directors within the limits of the Company's budget.

5.2. The Company's expenditure budget shall include a separate item to provide for the Committee's activities.

5.3. Members of the Committee shall work on a non-payroll basis.

5.4. The Committee shall be entitled to make decisions on engaging outside organizations to obtain their professional services or third parties as experts (consultants) with expertise in issues referred to its terms of reference within the Committee's budget limits.

Contracts for the above services shall be entered into by the Company's authorized person in compliance with the Company's procedures for contract approval and conclusion.

5.5. On the Committee Chairman's request, the Company shall provide premises for holding Committee meetings, grant the Committee members and invited persons unrestricted access to these premises and make organizational arrangements required for holding Committee meetings.

6. Committee membership and formation procedure, rights of the Committee members

7.1.6.1. The number of Committee members shall be fixed by resolution of the Board of Directors and comprise 3 (three) persons at the least.

6.2. The Committee members shall be personally elected by the Board of Directors from among the nominees proposed by the Board of Directors members.

6.3. The Committee members shall be elected for a term expiring on the date of the first meeting of a new Board of Directors.

6.4. Only private individuals may be elected members of the Committee. The Committee member may not necessarily be a member of the Board of Directors.

6.5. The powers of any member or all members of the Committee may be terminated early by a resolution of the Board of Directors.

6.6. The Chairman as well as the members of the Committee may resign from office by sending their resignation letters to the Committee Chairman and copies thereof to the Chairman of the Board of Directors and the Chairman of the Management Board of the Company. In this case, the powers of such Committee member shall be deemed terminated as of the date the resignation letter is received by the Chairman of the Board of Directors.

6.7. Should the number of the Committee members become less than three, the Committee shall suspend its activities. In this case, the Board of Directors shall take a decision on electing new members of the Committee.

6.8. Within the Committee's terms of reference, Committee members may:

- (1) request from the Company (through the offices of the Committee Secretary) documents and information they need for decision making;
- (2) make proposals to the Committee's work plan;
- (3) place items on the agenda of Committee meetings in the manner provided for hereunder;
- (4) request Committee meeting convocation.

6.9. While exercising their rights and performing their duties, the Committee members shall act in the Company's best interests, and shall exercise their rights and perform their duties in respect of the Company bona fide and in good faith.

7. Committee Chairman

7.1. The Committee Chairman shall organize and direct the Committee's activities. The Committee Chairman shall be elected by the Board of Directors from among the elected members of the Committee by a majority of votes of the attending (or absentee voting) members of the Board of Directors.

The Board of Directors may re-elect the Committee Chairman at any time. Neither the Chairman nor any member of the Management Board of the Company may be elected Committee Chairman.

7.2. In the absence of the Committee Chairman his/her duties shall be fulfilled the Deputy Chairman of the Committee. The Deputy Chairman of the Committee shall be elected by the Committee members from among their own ranks by a majority of votes of the total number of the elected Committee members.

7.3. The Committee Chairman shall:

7.3.1. convene regular and extraordinary meetings of the Committee (provide for notification of the Committee members about the next meeting in the manner specified herein, determine the meeting agenda and the form of holding the meeting (voting in person or absentee voting), monitor the absentee voting procedure;

7.3.2. preside over the Committee meetings:

- (1) announce the presence of a quorum for decision making;
- (2) make a decision on postponing the Committee meeting if there is no quorum;

- (3) put to vote draft decisions, arrange voting on the draft decisions submitted;
- (4) announce the decisions made by the Committee meetings held in presentia;
- (5) direct the Committee Secretary's activities;
- (6) sign minutes of the Committee meeting;

7.3.3. represent the Committee in dealing with the Board of Directors and the Company's executive bodies;

7.3.4. supervise the Committee's official correspondence, sign letters, requests for information and other documents on behalf of the Committee within the scope of powers vested with the Committee;

7.3.5. exercise other powers provided for hereunder.

8. Secretary of the Committee

8.1. The Committee Secretary shall be elected at the proposal of the Committee Chairman and upon approval by the Chairman of the Company's Management Board.

8.2. The term of office of the Committee Secretary shall expire on the date the Committee makes a decision on the Secretary's re-election.

8.3. The Committee Secretary shall report to the Committee Chairman, but shall not be a member of the Committee. The Committee Secretary shall fulfill the following functions:

8.3.1. Providing managerial and information support for the Committee's activities in meeting preparation and holding, and in the period between the Committee meetings, including, inter alia, the following:

- (1) on instructions the Committee Chairman, informing all members of the Committee about the Committee meetings;
- (2) sending members of the Committee documents and papers required for holding Committee meetings;
- (3) keeping record of the correspondence (requests, demands, petitions) addressed to the Committee and/or its members and arrange for preparation of the relevant replies and explanations; forwarding correspondence addressed to the Committee members to the addressees;
- (4) arranging for keeping minutes at the Committee meetings;
- (5) providing technical and organizational assistance to the Committee members responsible for preparation of materials on issues to be considered at the Committee meetings;
- (6) providing for editing, printing, duplicating, translating and sending draft resolutions of the Committee, documents and meeting-related materials to the persons concerned;
- (7) making preparations for the Committee meetings held in presentia (premises, materials, unrestricted access by the Committee members and invited persons to the premises, etc.);

8.3.2. compiling a questionnaire and distributing the same between the Committee members, processing the questionnaires received from the Committee members;

8.3.3. executing Committee meeting minutes within 2 (two) business days of the meeting date;

8.3.4. arranging for cooperation with the Secretary of the Board of Directors and the Office of the Chairman of the Company's Management Board on organizational issues and issues related to provision of information (documents, materials), etc.;

8.3.5. discharging commissions of the Committee Chairman within the Committee Chairman's terms of reference;

8.3.6. providing for archiving and keeping of minutes, documents and materials related to the Committee's activities and for transferring the same in case of election of a new Secretary;

8.3.7. exercising other powers provided for hereunder.

10.9. Meetings of the Committee

10.1.9.1. Meetings of the Committee shall be convened by the Committee Chairman according to the approved work plan as well as in the following cases:

- on the initiative of the Committee Chairman;
- by decision of the Board of Directors;
- by decision of the Committee.

10.2.9.2. The Committee's work plan shall be approved by the Committee meeting within one month of the Committee establishment date and compiled in consideration of the following:

- the approved work plan for the Board of Directors;
- proposals made by the Chairman of the Board of Directors, members of the Committee, the Chairman of the Management Board;
- resolutions of the Board of Directors.

10.4.9.3. When convening a meeting of the Committee, the Committee Chairman shall set the date, time, place and form of holding the meeting, the meeting agenda and a list of invited persons.

10.5.9.4. The Committee Chairman shall form the meeting agenda in compliance with the approved work plan for the Committee, resolutions of the Board of Directors, proposals made by members of the Committee, the Chairman of the Board of Directors and the Chairman of the Management Board.

10.7. These proposals shall be submitted to the Committee Chairman not later than 7 (seven) business days before the meeting date and shall contain the item wording, substantiation of the need for the item to be considered at the meeting, a draft resolution of the Committee as well as supporting materials and information. The proposal shall be signed by the person who submitted it. At the same time, a copy of the proposal with all attachments thereto shall be forwarded to the Committee Secretary.

10.10. The Committee Chairman shall include the proposed items in the agenda of the next regular meeting of the Committee or convene an extraordinary meeting of the Committee.

The Committee Chairman may refuse including an item in the meeting agenda if the proposed item (draft resolution on the item) is outside the Committee's terms of reference.

10.12.9.5. The notification of holding the Committee meeting and the meeting agenda shall be forwarded to the Committee members and invited persons at least 5 (five) business days before the meeting date.

Materials and information related to the agenda shall be forwarded to the Committee members not later than 2 (two) business days before the meeting date and the other persons shall be provided with the materials 1 (one) business day before the meeting date or receive them at the meeting.

10.13.9.6. Materials (information) related to the agenda shall be sent to the Committee members by mail, fax, electronic mail or delivered in person.

10.14.9.7. Should an issue be considered as a matter of priority, the timeframe for convening an extraordinary meeting and distributing materials related to the meeting agenda may be reduced by decision of the Committee Chairman.

At the Committee meeting held in the form of joint presence, items not included in the meeting agenda may also be considered, subject to approval by all the present members of the Committee.

10.15.9.8. Upon receipt from the Company of notification about a Board of Directors meeting the agenda of which contains items referred by these Regulations to the Committee's terms of reference, the Committee Chairman shall provide for the timely holding of the Committee meeting to allow for recommendations (resolutions) on these agenda items of the Board of Directors meeting be worked out and forwarded to the Board of Directors.

11.10. Procedure for holding Committee meetings

11.1.10.1. The Committee meeting shall be opened by the Committee Chairman and in his/her absence by the Committee Deputy Chairman.

11.2.10.2. Members of the Committee and invited persons shall take part in the Committee meeting held in presentia.

11.3.10.3. The Committee Secretary shall verify the presence of a quorum to hold the Committee meeting. The meeting chairman shall inform the attendees about the presence of a quorum to hold the Committee meeting and announce the meeting agenda.

11.4.10.4. The Committee meeting shall be legitimate (have a quorum) if at least half of the elected members of the Committee take part in the meeting. In the absence of a quorum the Committee Chairman shall declare the Committee meeting aborted.

11.5.10.5. The Committee meeting decisions shall be taken by a majority of votes of the total elected members of the Committee.

When resolving the issues considered by the meeting, each Committee member shall have one vote. In case of a tied vote, the Committee Chairman shall have a casting vote. No vote transfer from one Committee member to another member of the Committee or to a third party shall be allowed.

11.6.10.6. The Committee meeting may be held in the form of joint presence of all the Committee members or through absentee voting. Information about the way of holding the Committee meeting shall be contained in the notification of the meeting.

10.7. The results of the voting on the agenda items of the meeting held in the form of joint presence shall be calculated based on the votes cast at the meeting.

10.8. The decision on holding the Committee meeting by way of absentee voting shall be made by Chairman of the Committee.

10.8.1. If the meeting is held by way of absentee voting, the Committee Secretary shall compile a questionnaire for absentee voting on the basis of draft resolutions on the agenda items submitted by the Committee Chairman or the Committee members that initiated considering the relevant issues.

11.8.3.10.8.2. The questionnaire for absentee voting shall be forwarded to the Committee members not later than 1 (one) business day before expiry of the term for acceptance of questionnaires specified in the notification on holding absentee voting.

11.8.4.10.8.3. While filling the questionnaire for absentee voting, every Committee member shall leave undeleted only one of the available voting options ("for", "against" or "abstained"). The filled questionnaire shall be signed by the Committee member who shall give his/her name and initials. The Committee member shall submit the filled and signed questionnaire to the Committee Secretary within the period of time specified in the questionnaire in original form or by fax followed by sending the original questionnaire to the address specified in the questionnaire.

11.8.5.10.8.4. The results of the voting on the agenda items of the meeting held through as absentee voting shall be calculated on the basis of the questionnaires filled and signed by the Committee members and received by the Committee Secretary.

No questionnaires received by the Secretary in violation of the requirements or timeframes specified in clause 10.8.3 hereof shall be taken into account while determining the existence of a quorum or counting the votes.

11.9.10.9. The Committee Secretary shall execute minutes of the Committee meeting held in the form of joint presence or by way of absentee voting within 2 (two) business days of the date the meeting was held.

11.12.10.10. The Committee meeting minutes shall contain:

- (1) the date, place and time of the meeting (or the date of absentee voting), the way of holding the meeting;
- (2) the list of the Committee members who took part in considering the agenda items as well the list of other persons who attended the meeting;
- (3) the meeting agenda;
- (4) the Committee members' proposals on the items of the agenda;
- (5) the items put to vote and the results of the relevant voting and each Committee member's voting option;
- (6) the decisions made.

11.10.10.11. Minutes of the Committee meeting shall be signed in two copies by the Chairman and the Secretary of the Committee.

11.11.10.12. The Chairman and the Secretary of the Committee shall be responsible for adequacy of the minutes executed. The Committee Secretary shall be responsible for safe-keeping the minutes, questionnaires, papers and recommendations of the Committee.

10.13. The Committee Secretary shall within 1 (one) business day of the signing date forward one copy of the minutes to the Secretary of the Board of Directors; the second copy shall be kept in the Committee's archives.

The Committee Secretary shall within 1 (one) business day of the signing date forward a copy of the minutes to every Committee member.

Minutes of the Committee meetings shall be accessible to every Committee member or a member of the Board of Directors. At the request of these persons, the Committee Secretary shall make copies of the Committee meeting minutes.

11. Confidentiality

11.1. The Chairman, members and Secretary of the Committee as well as third parties engaged to work for the Committee shall during their term of office and for 1 (one) year after expiry thereof keep confidential any information which is not in public domain but which they obtain in connection with their work for the Committee.

The concept of information which is not in public domain as applied to the Company activities and the content of such information shall be defined by the Board of Directors.

11.2. By decision of the Board of Directors a confidentiality agreement may be entered into with the Committee members, the Committee Secretary and third parties engaged to work for the Committee.

11.3. In the cases not provided for hereunder, access to the information related to issues considered by the Committee may only be given subject to approval by the Committee, the Committee Chairman or his/her substitute.