

Appendix No.1 to minutes
APPROVED
by the Board of Directors
of OGK-5 JSC

Minutes No.5
dated March 28, 2006

**Regulation for corporate secretary and
Secretariat of the Board of Directors
of Open joint-stock company
“The Fifth Power Generation Company”**

Moscow
2006

1. General provisions

1.1. The Regulation for corporate secretary and Secretariat of the Board of Directors of OGC-5 JSC (hereinafter referred to as the Regulation) has been drawn up in compliance with the Federal Law “*On Joint Stock Companies*”, Articles of Association of OGC-5 JSC (hereinafter referred to as the Company), Company’s internal documents and recommendations of the Code of Corporate Conduct introduced by decree of the FCSM No.421/p dated 04.04.2002 (hereinafter referred to as the Code of Corporate Conduct).

1.2. The Regulation shall be an internal document of the Company, determining the status, competence, rights and responsibilities of the Corporate Secretary and the Secretariat of the Company’s Board of Directors, and the procedure for electing the Corporate Secretary and forming the Secretariat of the Board, and establish the manner of remuneration payment to the Company’s secretary.

In its activity the Corporate Secretary and the Secretariat of the Company’s Board shall be regulated by the Federal Law “*On Joint Stock Companies*”, other regulatory legal acts of the Russian Federation, Articles of Association and internal documents of the Company, as well as by the Regulation.

2. Objectives, functions, rights and responsibilities of the Corporate Secretary and Secretariat of the Company’s Board of Directors

2.1. The Company’s Board of Directors shall elect the Corporate Secretary and form the Secretariat of the Board for the purpose of creating transparent and efficient mechanisms of exercising the rights and serving the interests of shareholders, which also consist in availability of procedural requirements to organization of Company’s bodies activity established by the laws, Articles of Association and internal documents of the Company.

The Corporate Secretary shall ensure:

- observance of the order of preparing and holding the General Shareholders’ Meeting;
- efficient activity of the Board of Directors and its committees;
- storage, disclosure and presentation of information about the Company.

2.2. The Corporate Secretary shall perform the functions of secretary of the Board of Directors, General Shareholders’ Meeting, Committees of the Board of Directors, unless otherwise provided by decisions of the Company’s Board of Directors.

2.3. The Corporate Secretary shall:

2.3.1. personally and in terms of management of the Board of Directors Secretariat activity (in case of formation), ensure organization, information and documentation support of the General Shareholders’ Meeting either in relation to preparation and holding the General Shareholders’ Meeting, or during the period between such General Shareholders’ Meeting, including:

- to accept offers received by the Company on introduction of issues to the agenda of the annual General Meeting, proposals on a candidate to the Company’s bodies to be elected by the General Meeting, and the requirements on extraordinary General Meeting;
- to register proposals or requirements, conduct their preliminary legal due diligence and represent them with the results of expertise to the Chairman of the Board of Directors;
- to prepare and provide to the candidates, recommended for election to the Company’s bodies, requests on their agreement for election to the respective bodies, and ensure their collection;
- to the extent of cooperation with the sole executive body of the Company, based on a decision of the competent authority/person to hold the General Shareholders’ Meeting, to prepare and provide to the Company’s registrar the instructions on presentation of the list of persons entitled to participate in the General Shareholders’ Meeting, and present such list and extracts from the list of persons entitled to participate in the General Shareholders’ Meeting for examination in the order established by the laws;
- to prepare draft notice for persons entitled to participate in the General Meeting on forthcoming General Shareholders’ Meeting;
- to distribute respective notices and materials by means of cooperation with the subdivisions of the executive Administration of the Company;
- to form materials to be presented to the General Shareholders’ Meeting, including checking them against correspondence to the decisions of the Company’s Board;
- to ensure printing, editing, distribution, translation and access to the materials, mandatory for presentation to the persons entitled to participate in the General Meeting, and present copies of such materials, if required by the persons entitled to participate in the General Shareholders’ Meeting, to the extent of cooperation with the sole executive body of the Company;
- to notify the members of meeting on issues related to the procedure of its holding, take measures to settle the conflicts related to the procedure of preparation and holding the General Shareholders’ Meeting;
- to collect and ensure registration of filled in voting bulletins obtained by the Company, and transfer them to the scrutineers, to the extent of cooperation with the Company’s registrar;
- to keep the minutes of the General Shareholders’ Meeting;
- to organize notification of the persons included to the list of persons entitled to participate in the General Shareholders’ Meeting on the voting results.

2.3.2. personally and in terms of management of the Board of Directors Secretariat activity (in case of formation), ensure organization, information and documentation support of the Board of Directors meetings either in relation to preparation and holding the Board of Directors meetings or during the period between such meetings, including:

- to develop and present the Action Plan of the Board of Directors for confirmation of the Chairman and subsequent approval of the Board of Directors;
- to develop and present draft agenda of the Board of Directors meeting for approval of the Board Chairman, in compliance with the Action Plan of the Company's Board, and written requirements from the Board members, Internal Audit Commission, Company's Auditor, General Director, members of the Company's Management Board, and the shareholder(s) possessing in total no less than Five (5) percent of the Company's voting shares;
- to notify in written form all Board of Directors members on forthcoming extraordinary and ordinary Board of Directors meetings as established by the Regulation for calling and holding the Board of Directors meetings;
- to timely provide the Board of Directors members with the respective documents and materials required for the Board of Directors meeting;
- to organize preparation and presentation of documents (information) on requests of the Board members, and to the extent of cooperation with the sole executive body of the Company to assist in obtaining the documents (information) on requests of the Board of Directors members from organization units of the executive Administration of the Company;
- to register correspondence (including requests, requirements, petitions), addresses to the Board of Directors and/or its Chairman and/or its members, and ensure preparation of the respective responses, explanations, press releases, and answers of the Board of Directors to the correspondence obtained in other form;
- to send to the Board of Directors members correspondence addresses to them, however not containing the requirements or proposals to raise the issue on the Board of Directors meeting, and if necessary, to assist the Board of Directors members in preparation of responses to the letters, requests, petitions, etc.;
- to keep the minutes of the Board of Directors meeting;
- to ensure printing, editing, distribution, translation and sending of documents and materials to the Board of Directors meeting to the respective persons;
- to ensure notification of the Chairman of the Board of Directors and other Board members on proposals of member(s) of the Board of Directors on the respective draft decisions of the Board, obtained before the meeting, or on their position concerning the respective issue;
- to ensure presence of invited persons at the Board of Directors meeting by means of cooperation with subdivisions of the executive Administration of the Company, and to control the correspondence of the actual participation of invited person at the Board of Directors meeting to the respective agenda issue;
- to ensure technical preparation to holding the ordinary meetings of the Board of Directors in praesentia (premise, materials, free access to the respective premises of the Board members and invited persons, provision with new materials, secretary services, etc.);
- to ensure composition and distribution of questionnaires of the Board of Directors members in case of holding the Board of Directors absentee meeting and both in praesentia and absentee meeting, and to collect and process them in accordance with the Regulation for calling and holding the Board meetings;
- organization and technical support of the Chairman of the Board of Directors meeting, including:
 - formally register the quorum at the meeting or its absence, and notify the Board of Directors members of the quorum for decision making by the Board of Directors concerning the specific issue;
 - register proposals of the Board of Directors members concerning the specific draft decision(s) of the Board;
 - ensure voting at the Board of Directors meeting;
 - ensure drawing up of minutes of the Board of Directors meeting;
 - present clarifications on procedural issues related to preparation and holding the Board of Directors meeting;
- in compliance with the specific decision of the Board of Directors or instructions of the Board Chairman, to ensure organization and technical support in taking down in shorthand at the Board of Directors meeting or make records on magnetic or other electronic media;
- to ensure communication of information on decisions made by the Board of Directors to all interested persons entitled to obtain such information;
- to ensure distribution of documents approved by the Board of Directors to all interested persons entitled to obtain such documents;
- to organize development and maintenance of a list of affairs of the Company's Board of Directors;
- to ensure drawing up, storage and duly update of forms of the Board of Directors members;
- to keep a register of official communication (incoming and outgoing documentation) of the Company's Board of Directors;
- personally and to the extent of implementing instructions of the Board of Directors Chairman, to send to the Board of Directors members formal information of the sole executive body of the Company addressed to the Board of Directors;
- to ensure control of timely payment of remuneration and compensation of the Board members.

2.3.3. Moreover shall:

- perform functions of the secretary of the Board of Directors Committees in compliance with the regulations for committees of the Company's Board of Directors;
- control activity of the Board of Directors Secretariat (in case of formation);
- ensure efficient interaction between the Board of Directors, Committees of the Board of Directors, Internal Audit Commission, Company's Auditor, executive bodies of the Company and executive Administration of the Company, including timely direction of requests, documents (information), decisions, recommendations, etc.;
- interact, including via the sole executive body of the Company, with affiliated and related organizations of the Company concerning the issues of his/her competence;
- control decision making by the management bodies of affiliated and related organizations of the Company, requiring preliminary determination of positions by the Board of Directors in compliance with the Articles of Association of the Company;
 - ensure presentation of documents and other information, on shareholders' requests, in compliance with the requirements of the applicable laws by means of interaction with the sole executive body of the Company;
 - prepare and execute extracts from the Minutes of the Board of Directors meeting and General Shareholders' Meeting for internal use at the Company and in compliance with the applicable laws for third party organizations;
 - ensure archiving and storage of all documents and materials related to the activity of the General Shareholders' Meeting, Board of Directors and Committees of the Board, by means of interaction with the sole executive body of the Company;
- control steadfast implementation of requirements of the Regulation for preparation and holding the General Shareholders' Meeting, Regulation for calling and holding the Board of Directors meetings, under the supervision of the Chairman of the Board of Directors;
- control progress of executing the decisions made by the General Shareholders' Meeting and Board of Directors, under the supervision of the Chairman of the Board of Directors;
- ensure preparation and direction to the anti-monopoly body of notices on election of individuals to the executive bodies and the Board of Directors in order and in cases established by the laws, by means of interaction with the sole executive body of the Company;
- organize recording of affiliates of the Company;
- ensure observance of requirements to the order of disclosure (presentation) of information about the Company (including posting on a website) and control timely disclosure of information, subject to disclosure according to the laws, Articles of Association and internal documents of the Company (if such information became known to the Corporate Secretary in the process of discharging the duties established hereby), including quarter reports, corporate action notices, notices related to securities emission, lists of affiliates of the Company;
- organize keeping the register of instructions of the Board of Directors, containing the terms and status of their discharge, responsible persons for their discharge, and ensure direction of the updated register of instructions to the Board of Directors members together with a copy of minutes of the Board of Directors meeting;
- discharge other functions related to provision and organization of the activity of the General Shareholders' Meeting, Board of Directors, Committees of the Board, in compliance with the applicable laws, Articles of Association, the Regulation and regulations on the Board of Directors Committees and decisions of the Board.

2.4. The Corporate Secretary shall be entitled:

- to request and obtain information (materials and documents) on the issues of agenda of the General Shareholders' Meeting and Board of Directors meetings, including in compliance with the requests of the Board of Directors members, from the Company's officials;
- to request and obtain the report of the Company's officials on the progress of implementing the decisions made by the General Shareholders' Meeting and the Company Board of Directors, and, if required, the explanations concerning failure to implement the decisions;
- to organize preparation of materials, by the subdivisions of the executive Administration of the Company, on the issues related to the competence of the General Shareholders' Meeting, Board of Directors, Committees of the Board, in compliance with the requirements of the laws of the Russian Federation, Articles of Association, internal regulations and guidelines of the Company;
- to sign extracts from the Minutes of the General Shareholders' Meeting, Board of Directors meetings and Board of Directors Committees, to certify copies of documents approved by the General Shareholders' Meeting, Board of Directors meetings and Board of Directors Committees.

2.5. The bodies and officials of the Company shall present to the Corporate Secretary information and documents requested in terms of his/her competence, assist in every possible way to the Corporate Secretary in discharge of his/her duties.

2.6. The Corporate Secretary of the Company shall notify the sole executive body and the Chairman of the Board of all facts precluding observance of procedures, which relate to the functions of the Corporate Secretary (actions or omissions of the bodies and officials of the Company, other facts violating the order of preparation and holding the Board meetings).

2.7. The Corporate Secretary undertakes:

- to ensure equal attitude and impartiality to the representatives of shareholders and independent directors from the Company's bodies;
- to ensure efficient management by the Secretariat of the Board of Directors (if formed);

- to have expert knowledge of the Russian laws on joint stock companies;
- to discharge its functions in good faith and reasonably, to strictly observe norms and requirements of the Russian Federation laws, Articles of Association and internal documents in its activity;
- to notify the Board members of the situations (including actions of officials and heads of subdivisions of the executive Administration of the Company), as a result whereof the rights of shareholders are violated and/or leading to corporate conflicts occurrence (possibility of occurrence);
- to regularly report to the Chairman of the Board regarding its activity;
- to notify the Board of Directors on situations, creating threat of violation of the norms of applicable laws, shareholders' rights, and occurrence of corporate conflicts;
- to perform the acts and make initiatives directed to improvement of corporate management at the Company, enhancement of efficiency of interaction between the shareholders, management bodies, control and executive bodies of the Company in compliance with best Russian and international practice.

2.8. The Corporate Secretary shall be liable for disclosure of any data comprising a commercial secret according to the applicable internal documents of the Company, observance of confidentiality of information and usage of insider information.

2.9. The Corporate Secretary shall be accountable to the Board of Directors and personally to the Chairman of the Board of Directors.

3. Election of the Corporate Secretary and formation of the Secretariat of the Board of Directors

3.1. The Corporate Secretary shall be elected by the majority of votes of the Company's Board of Directors members participating in the meeting. The office of the Corporate Secretary shall be elective.

3.2. The Board of Directors Chairman or members, if the Chairman was not appointed, shall nominate a candidate for the position of the Corporate Secretary.

3.3. A candidate for the position of the Corporate Secretary shall have higher legal or economic education, expertise in corporate management.

3.4. Based on a resolution of the Board of Directors on election of the Corporate Secretary, a contract shall be concluded with the Corporate Secretary. The contract shall be executed, on behalf of the Company, by the Board of Directors Chairman or a person authorized by the Board of Directors (under the power of attorney issued by the sole executive body of the Company).

3.5. Terms of the contract with the Corporate Secretary, including the amount of remuneration, shall be determined taking into account the provisions of the Company's Board of Directors or person authorized by the Board of Directors. Terms of the contract with the Corporate Secretary shall not contradict provisions of the Articles of Association, internal documents of the Company, regulating the order of calling and holding General Shareholders' Meeting and Board of Directors meetings, and this Regulation. The contract shall provide liability of the Corporate Secretary for disclosure of information comprising official or commercial secret according to the norms of applicable laws and internal documents of the Company.

3.6. The Board of Directors may by its decision create a Secretariat of the Board to ensure efficient functioning of the Corporate Secretary. Herewith, the Board of Directors shall concurrently introduce the corresponding changes to the general structure of the executive Administration of the Company.

3.7. The Board of Directors Secretariat shall be the organization unit of the Company.

3.8. The General Director shall by his/her order appoint employees to the positions of the Board of Directors Secretariat.

3.9. Relations between the Board Secretariat employees and the Company shall be regulated by the applicable labour laws of the RF.

3.10. The Board of Directors Secretariat employees shall possess the knowledge, expertise and skills required for assigned functions discharge.

3.11. The Corporate Secretary shall control the work of the Board of Directors Secretariat, distribute the responsibilities among its employees, account to the Board for the results of the Secretariat activity.

4. Remuneration of the Corporate Secretary and Secretariat of the Company's Board of Directors

4.1. Costs for Board of Directors Secretariat activity and remuneration of its employees shall be ensured by the Company to the extent of budget approved by the decision of the Board of Directors related to representation of the Corporate Secretary.

4.2. The Corporate Secretary, by the decision of the Board of Directors, shall obtain additional rewards, other than remuneration paid in accordance with the contract concluded between the Company and the Corporate Secretary, related to organization and holding each meeting of the Board of Directors, as follows:

4.2.1. Remuneration to the Corporate Secretary shall be paid for organization and holding each meeting of the Board of Directors (regardless of the form of holding) in the amount of a sum equal to a minimum monthly rate of the first category, established by the industry tariff agreement in the electric power complex of the Russian Federation (hereinafter referred to as the Agreement) as of the date of holding the Board of Directors meeting, taking into account indexing established by the Agreement, within seven calendar days after the date of the meeting holding.

4.2.2. Following the results of work for the quarter, the Secretary may obtain a bonus in the amount determined by the decision of the Board, but not exceeding Fifty (50) percent from the total amount of remuneration paid to the Secretary during the period in compliance with cl. 4.2.1. hereof.

4.2.3. Remuneration to the Corporate Secretary as established by cl. 4.2.1. and 4.2.2. shall be paid in cash.

4.3. Official salary, determined in the labour contract concluded with each employee of the Secretariat, shall be paid to the employees for discharge of their job duties.

4.4. Other sums may be paid to the Corporate Secretary and employees of the Secretariat under the terms and in order established by the local regulatory acts of the Company.

5. Certification of the Company Corporate Secretary

5.1. The Company Corporate Secretary shall be subject to mandatory annual certification. Certification shall be conducted not less than once a year as of the moment of electing the Corporate Secretary until election of the Board of Directors at the annual General Shareholders' Meeting.

5.2. A decision on mandatory annual certification of the Corporate Secretary and its terms shall be made by the Company's Board of Directors. An extraordinary certification of the Corporate Secretary may be held by the decision of the Board of Directors.

5.3. The Board of Directors shall form a certification committee and approve the certification program of the Corporate Secretary or assign certification to the specialized organization. Members of the Board of Directors and their representatives can be included to the certification committee.

5.4. The results of certification can be the basis for early cancellation of powers of the Corporate Secretary and termination of the labour contract with him/her.

5.5. The Corporate Secretary, who failed to pass certification two times, may not be elected to the position of the Corporate Secretary for a new term.

6. Final provisions

6.1. This Regulation shall come into force as of the moment of its approval by the Board of Directors and shall be valid until the moment of a decision making by the Board of Directors on its cancellation.

6.2. Should as a result of change of the Russian Federation laws, Articles of Association or Regulations for calling and holding the meetings of the Board of Directors individual articles hereof come into conflict with them, the Regulation shall be applied to the extent not contradicting the applicable laws and Articles of Association or Regulation for calling and holding the meetings of the Board of Directors.