

Appendix 2  
to Order of OJSC Enel OGK-5  
dated July 15, 2009 No. 79

**REGULATIONS**

on Nevinnomyskaya GRES Branch  
of Open Joint Stock Company  
Enel OGK-5

Moscow 2009

## **1. GENERAL PROVISIONS**

1.1. Nevinnomysskaya GRES Branch hereinafter referred to as the Branch of Open Joint Stock Company Enel OGK-5 ("the Company") was established by the resolution of the Board of Directors of Open Joint Stock Company Fifth Generation Company of the Wholesale Electricity Market (Minutes No. 2 dated 10.12.2004) in accordance with Article 55 of the Civil Code of the Russian Federation, Articles 5 and 65 of the Federal Law of RF "On joint-stock companies", cl. 2.8. of Article 2 and cl. 15.1. of Article 15 of the Charter of the Company .

1.2. In its activity the Branch is governed by requirements of the Civil Code of the Russian Federation, Federal Law of RF "On joint-stock companies", other regulations of the Russian Federation, Charter of the Company, these Regulations, and resolutions of authorized management bodies of the Company.

1.3. Full name of the Branch: Nevinnomysskaya GRES Branch of Open Joint Stock Company Enel OGK-5.

1.4. Abbreviated name of the Branch: Nevinnomysskaya GRES Branch of OJSC Enel OGK-5.

1.5. Location of the Branch: 2, Energetikov Str. 357107 Nevinnomyssk, Stavropol Territory, Russian Federation.

1.6. Mailing address of the Branch: 2, Energetikov Str. 357107 Nevinnomyssk, Stavropol Territory, Russian Federation.

1.7. The Branch has been established for an indefinite period of time.

## **2. LEGAL STATUS OF THE BRANCH**

2.1. The Branch is a separate unit of the Company located outside the Company's location and performing a part of the Company's functions including the representation function.

2.2. The Branch is not a legal entity and acts in the name of the Company. For the purposes of its activities the Company shall allocate property to the Branch to be accounted both at the separate balance of the Branch, and the Company's balance. The Branch shall use and dispose of such property to the extent stipulated by these Regulations and resolutions of the authorized bodies of the Company.

2.3. 2.3. Director of the Branch is appointed by the General Director of the Company and acts on the basis of power of attorney issued by the Company. The labor contract of the Director of the Branch is signed by the General Director of the

Company on the Company's behalf. The Director of the Branch reports directly to the General Director of the Company.

In temporary absence (temporary incapacity to work, absence on leave or a business trip) of the Director of the Branch, his duties are performed by a person appointed by the Director of the Branch upon approval by the General Director of the Company.

2.4 The Branch shall act in the name of the Company which established it. The Company shall be held liable for the Branch's activities.

2.5. The Branch shall be entitled to open ruble, currency settlement and other accounts with a bank as permitted by the law. The number and types of accounts opened by the Branch shall be determined by the Company.

2.6. The Branch is entitled to have a round seal, stamps and letterheads with its name and the name of the Company. Drafts (models) of the Branch's seal, stamps and letterheads shall be approved by the Company. The Branch shall use brand images of the Company for advertising and information purposes, on souvenirs and for other purposes upon the Company's approval.

2.7. The Branch shall have a bookkeeping balance sheet being an integral part of the Company's bookkeeping balance sheet.

2.8. The Branch shall acquire the right to act in the name of the Company upon notification of the authority in charge of state registration of legal entities on changes of the Charter of the Company related to amendment of the information on its Branch.

### **3. BRANCH'S PURPOSES AND TYPES OF ACTIVITIES**

3.1. The main activity of the Branch shall be profit earning.

3.2. In order to earn profit the Branch shall be authorized to conduct any legal activities, including:

- trust property management;
- consulting services rendering;
- securities transactions in accordance with the effective laws of the Russian Federation;
- agency activities;
- cost estimate, prospecting, research and design works;
- foreign economic activity;

- activities of supplying (output) of electric power and capacity at the wholesale electric power (capacity) market;
- activities of purchasing electric power at the retail market of electricity;
- activities of thermal power selling;
- forwarding trade;
- works determining the terms and conditions of parallel operation in accordance with the modes of the United Power System of Russia under agreements;
- operation of power facilities not accounted at the Branch's balance, under agreements with owners of such power facilities;
- environmental activities;
- activities related to environmental impact, protection and natural resources use, industrial waste reclamation, stocking, and transportation;
- control over safe operation of power and heat-using units owned by consumers connected to thermal and power grids of the Company;
- educational activities including additional training;
- training and examination of knowledge of rules, standards and specifications in service, occupational safety, industrial and fire safety;
- organization and holding of defence events in mobilization training, civil defence, emergency situations and protection of information comprising state secrets, in accordance with the laws of the Russian Federation;
- safeguarding activity solely for the purposes of internal security, within the scope of the Security Service established by the Branch and governed in its activities by the RF Law "On private detective and safeguarding activities in the Russian Federation", and the laws of the Russian Federation;
- thermal and electric power generation;
- arrangement for energy-saving modes of power plant equipment operation, compliance with power supply modes under agreements signed;
- provision of power equipment operation in accordance with the effective normative requirements, timely and quality repairs thereof, technical power facilities refurbishment and reconstruction;
- arrangement for power supply to consumers connected to power and thermal grids of the Branch in accordance with the agreements signed;
- testing of new machinery and techniques providing for efficiency, safety and ecological compatibility of the Branch's facilities;
- thermal grids operation;
- communication facilities development and communication services rendering;

- storage of oil and oil products;
- operation of explosive industrial facilities;
- operation of fire hazardous industrial facilities;
- operation and servicing of GosGorTechNadzor's facilities;
- buildings and structures operation;
- metrological support of production operations;
- hazardous waste handling;
- internal gas lines operation;
- measurement devices repair operation;
- other activities.

3.3. The Branch may engage in certain activities a list of which is stipulated by the federal law only under a special permit (license).

The right of the Branch to carry out activities requiring licensing shall arise upon receipt of such a license by the Company or within the period specified therein, and shall terminate upon expiration thereof, unless the law or other regulation stipulates otherwise.

#### **4. FINANCIAL AND ECONOMIC ACTIVITIES OF THE BRANCH**

4.1. For performing its own duties and functions of the Company, the Branch shall be engaged in financial and economic activities to the extent and under the terms determined by the Company in accordance with the RF laws.

4.2. The Branch shall carry out accounting, tax and other reporting of the Branch's business activities on its own. Accounting and documentation in the Branch shall be organized and kept in accordance with the laws of the Russian Federation and internal documents of the Company.

4.3. Results of the Branch's activities shall be reflected in regular (monthly, quarter and annual) statements submitted to the Company in the form, to the amount and within the period specified by the Company.

The Branch's activity results shall be stated in the balance sheet, profit and loss account as well as in annual statements of the Company.

4.4. The financial year in the Branch shall start on January 01 and shall end on December 31.

4.5. The Branch shall timely file relevant tax declarations, be accountable for local taxes at the place of its location, obtain information on the amount of taxes

accrued and paid, check all types of taxes and submit statements and other information to state extra budgetary funds and statistic services.

4.6. The responsibility for document circulation organization, accounting and tax reporting, timeliness, accuracy and authenticity of accounting, tax and statistical statements shall be born by the Director and Chief Accountant of the Branch.

4.7. Within the period set forth by the Company, the Branch shall provide the Company with the balance sheet (financial statement), statement on expenditure estimate performance, report on timely accrual and completeness of taxes and duties payment as well as other required statements.

4.8. Information on the Branch's activities shall be submitted to state and other authorities in accordance with the laws of the Russian Federation and as approved by the Company.

4.9. The Branch's operating activities shall be planned and accounted within the Company.

4.10. The Company shall allow the Branch to be independent in its operations for the purposes of its function performing. The Branch shall conduct any and all economic activities aimed at achievement of the Branch's and Company's tasks in accordance with the effective laws of the Russian Federation.

4.11. The Branch is entitled to dispose of the working assets allocated to it in accordance with the Company's normative documents and budget within the limits of the authority stipulated in the power of attorney conferred to the Director of the Branch.

4.12. The Branch's property shall consist of assets allocated to it by the Company as well as of monetary and other material resources acquired during its economic activities and accounted at the Company's balance. Property accounted at the Branch's balance shall be the Company's property.

4.13. The Branch shall conduct expendable business operations within the Monthly Cost Estimate approved by the General Director of the Company.

4.14. The Branch shall conduct its activities on the basis of the financial and economic activity plan approved by the Company.

4.15. The Branch shall sell its products, works and services at the prices and rates specified by the Company or by executive authorities for the Company.

4.16. The Branch shall enter into contracts and other deals related to the Company's activities within the limits of authority stipulated in the power of attorney conferred by the Company to the Director of the Branch.

## **5. CONTROL OVER FINANCIAL AND ECONOMIC ACTIVITIES OF THE BRANCH**

5.1. Financial and economic activities of the Branch shall be checked by the Revision Commission or Auditor of the Company.

5.2. Financial and economic activities of the Branch may be checked (revised) anytime on initiative of the Revision Commission of the Company, under the resolution of the General Meeting of the Company's Shareholders, Board of Directors of the Company or as requested by a shareholder (shareholders) of the Company holding at least 10 percent of the voting shares of the Company.

5.3. Branch office holders shall provide the Revision Commission or the Auditor of the Company at their request with all necessary materials, accounting, financial and other documents as well as give personal (oral or written) explanations.

## **6. MANAGEMENT OF THE BRANCH**

6.1. The Branch shall be managed by the Director of the Branch under an employment contract, these Regulations, the power of attorney, Charter of the Company and effective laws of the Russian Federation.

6.2. Appointment and termination of employment (dismissal) of Director of the Branch is subject to the decision by the General Director of the Company and is formalized as an order.

6.3. The General Director of the Company:

- approves the monthly Cost Estimate for the Branch.
- approves the organizational structure, manning table and salary fund limits for the Branch.
- controls the activities of the Branch.
- approves the present Provision, amends and extends it.

6.4. The Director of the Branch:

6.4.1. acts on behalf of the company by power of attorney.

6.4.2. represents the Company's and Branch's interests in any and all commercial and non-commercial organizations, individuals (including self-employed entrepreneurs), in any state authorities and bodies, local governments of the Russian Federation as well as in relations with foreign citizens and organizations, international organizations, state authorities and bodies, local governments in RF and outside thereof.

6.4.3. disposes of the Company's property accounted at the Branch's balance (including property rights), information, intellectual property and associated rights (including exclusive rights); signs (amends, modifies, extends) any agreements and contracts, participates in any other deals related to the Branch's activities.

6.4.4. accepts any property (including property rights), information, intellectual property and associated rights (including exclusive rights), works, services.

6.4.5. performs any legal acts and formalities related to performance of any agreements associated with the Branch's activities, including signing of works acceptance certificates, services acceptance certificates, consignment notes, goods delivery and acceptance certificates, bills, invoices and other documents.

6.4.6. signs in the name of the Company any letters, requests and other documents relating to the Branch's activities.

6.4.7. opens (closes) settlement, currency and other accounts for the Branch with banks and other credit institutions, disposes of assets at the Branch's accounts with banks and other credit institutions, signs any payment documents.

6.4.8. signs accounting, tax, statistical and other statements of the Company within the Branch's activities.

6.4.9. settles payments of the Company to budgets and extra budgetary funds of all levels within the limits of authority conferred on the basis of the power of attorney.

6.4.10. performs any activities for state registration (re-registration) of immovable property of the Company.

6.4.11. conducts any activities related to registration (re-registration) and de-registration in the State Road Traffic Safety Inspection of vehicles owned by the Company.

6.4.12. executes any rights and obligations of the employer concerning the Branch's employees stipulated by the labor laws of the Russian Federation, including labor contracts signing and termination.

6.4.13. represents the Company's interests in courts, courts of arbitration, in law enforcement agencies, with the right to file and sign any applications, statements of claim, statements of defense, appeals and cassation appeals, applications for supervisory review of the case and subject to the newly discovered circumstances, motions, applications for interim relief and other documents submitted to the mentioned authorities.

6.4.14. ensures the reliability of power equipment operation in accordance with the effective normative requirements, timely and quality repairs thereof, technical



power facilities refurbishment and reconstruction; jointly with the Chief Engineer is held personally responsible for the reliability and safety of the power equipment operation.

6.4.15. performs (within the limits of authority conferred on the basis of the power of attorney) other actions required for reaching the goals and objectives of the Company as a whole.

Orders and decrees of the Director of the Branch within the limits of his authority shall be binding for all employees of the Branch.

6.5. The Director of the Branch is held personally responsible for:

- organization of work at the Branch;
- compliance with the laws of the Russian Federation, Charter of the Company, the present Regulations, and implementation of decisions of the management bodies of the Company;
- authenticity of reports on the activities of the Company;
- observing of planning, financial, staff and contractual discipline;
- organization of works and creation of conditions for protection of information comprising state secret, official and commercial secret of the Branch as well as for compliance with legal restrictions to disclosure of information comprising state secret;
- safeguarding of property, material assets, monetary funds accounted for within the balance of the Branch;
- economic effectiveness, feasibility and validity of contracts signed;
- completeness, accuracy and timeliness of tax calculation and payment, and performance of tax agent's functions;
- provision of safe labor conditions for the Branch's employees.

6.5. The Director shall be held liable for any damages to the Company through their fault subject to the laws of the Russian Federation.

## **7. STAFF OF THE BRANCH**

7.1. Relations between the employees of the Branch arising out of contracts of employment shall be governed by the effective labor laws of the Russian Federation, internal code of conduct, job descriptions and other regulations.

7.2. The Branch manning table shall be approved and amended by the Company upon submission thereof by the Director of the Branch.

## **8. DISCONTINUATION OF THE ACTIVITIES OF THE BRANCH**

8.1. The Branch shall discontinue its activities:

- under resolution of the Board of Directors of the Company;
- if the Company ceases to operate;
- in other cases stipulated by the effective laws of the Russian Federation.

8.2. Discontinuation of the activities of the Branch shall take the form of dissolution.

8.3. In case the Branch is dissolved, dismissed employees shall be guaranteed their rights and interests in subject to the laws of the Russian Federation.

8.4. The Branch shall be dissolved by a liquidation commission appointed by the Company.

8.5. Once the liquidation commission is appointed it shall receive any and all powers to manage the Branch. The liquidation commission shall assess available assets of the Branch, identify its debtors and creditors and shall make settlements with them, takes measures to pay the debts of the Branch to third parties as well as shall make up a liquidation balance and submit it to the Company.

8.6. Monetary assets disposed of the Branch including proceeds from sale of its property upon liquidation, after settlements with the budget, payment of salary to the employees of the Branch and settlements with creditors shall be distributed subject to the resolution of the Company.

8.7. If the property of the Branch is insufficient for settlement with creditors, the Company shall be obliged to satisfy their legal property claims.

8.8. The liquidation commission shall be held liable for any damages to the Company and third parties subject to the laws of the Russian Federation.

## **9. FINAL PROVISIONS**

9.1. These Regulations shall come into force upon approval by the General Director of the Company.

9.2. These Regulations have been compiled in two copies. One copy shall be kept by the Company, and the other one – by the Branch.

9.3. Any amendments and supplements to these Regulations as well as new versions hereof shall be made under a relevant resolution of the General Director of the Company.

9.4. Other issues of the activities of the Branch not stipulated herein shall be governed subject to the Charter of the Company, other internal documents of the Company and laws of the Russian Federation.