

APPROVED
by the General Meeting of Shareholders
of RAO Energy System of East
Open Joint-Stock Company
Minutes No. 10 of June 18, 2014
Chairman of the General Meeting of
Shareholders

_____ / I. V. Saveliev

REGULATIONS

On the Procedure for the Preparation for and Holding
of the General Meeting of the Shareholders
of RAO Energy System of East
Open Joint-Stock Company

1. General Provisions

1.1. These Regulations were developed in accordance with the Civil Code of the Russian Federation, the Federal Law "On Joint-Stock Companies", other regulations of the Russian Federation and the Articles of Association of RAO Energy System of East Open Joint-Stock Company (hereinafter, the "Company") to set forth the procedure of convening of, preparation for and holding of the General Meeting of Shareholders of the Company (hereinafter, the "General Meeting of Shareholders").

The General Meeting of Shareholders shall be the supreme management body of the Company.

1.2. The General Meeting of Shareholders shall perform its activities in accordance with the applicable Russian laws, the Company's Articles of Association and these Regulations.

2. Convening of and Preparation for the General Meeting of Shareholders

2.1. A decision on convocation of the General Meeting of Shareholders shall be adopted by the Company's Board of Directors unless otherwise specified in the Federal Law "On Joint-Stock Companies".

2.2. As part of preparation for the General Meeting of Shareholders, the Board of Directors (or other persons in the events specified in clause 3.2 hereof) shall adopt the following decisions:

- a) on the convocation and approval of the form of the General Meeting of Shareholders;
- b) on the approval of the date, place and time of the General Meeting of Shareholders, the start time for registration of participants of the General Meeting of Shareholders and of the post address where filled-out voting bulletins shall be sent to (if the General Meeting of Shareholders is held as a meeting);
- or
- on the approval of the deadline for submitting of filled-out voting bulletins and of the post address where filled-out voting bulletins shall be sent to (if the General Meeting of Shareholders is held as absentee voting);
- c) on the approval of the agenda of the General Meeting of Shareholders;
- d) on the approval of the date of preparation of a list of persons entitled to participate in the General Meeting of Shareholders;
- e) on the approval of the type(s) of preferred shares whose holders shall have the right to vote on the agenda items of the General Meeting of Shareholders;
- f) on the approval of a list of information (materials) to be provided to shareholders upon preparation for the General Meeting of Shareholders and the procedure for making such information available to the shareholders;
- g) on the approval of the form and text of voting bulletins for the General Meeting of Shareholders;
- h) on the approval of the date for delivery of voting bulletins to persons entitled to participate in the General Meeting of Shareholders (if the General Meeting of Shareholders is held as absentee voting or as a meeting provided that in accordance with the Federal Law "On Joint-Stock Companies" or the Company's Articles of Association voting bulletins shall be sent (delivered) to the persons entitled to participate in the General Meeting of Shareholders before the date of the General Meeting of Shareholders);
- i) on the approval of the procedure for notifying the Company's shareholders of the General Meeting of Shareholders including approval of the form and text of the notice;
- j) on the election (appointment) of the Secretary of the General Meeting of Shareholders;
- k) on the approval of the cost estimate related to preparation for and holding of the General Meeting of Shareholders;
- l) other decisions related to preparation for and holding of the General Meeting of Shareholders.

2.3. The Company's sole executive body shall ensure implementation of decisions of the Company's Board of Directors related to preparation for and holding of the General Meeting of Shareholders including:

- ensure timely delivery of a request to the Company's Registrar for preparation of a list of persons entitled to participate in the General Meeting of Shareholders as of the date specified by the Company's Board of Directors;
- prepare voting bulletins in accordance with the form and text approved by the Company's Board of Directors;
- deliver voting bulletins to shareholders and receive filled-out voting bulletins if the General Meeting of Shareholders is held as absentee voting or if voting at the General Meeting of Shareholders held as a meeting can be performed by sending filled-out voting bulletins to the Company;
- notify shareholders about the General Meeting of Shareholders pursuant to the procedure and within the deadlines specified in the Russian laws, a decision of the Board of Directors and the Company's Articles of Association;
- prepare necessary materials (information) on the agenda items of the General Meeting of Shareholders and ensure access to the information (materials) for reviewing in accordance with the decisions of the Board of Directors;
- take other measures to implement the decisions of the Company's Board of Directors.

3. Special Requirements for Convocation of an Extraordinary General Meeting of Shareholders

3.1. At the request of the Internal Audit Committee of the Company, the Company's Auditor and a shareholder(s) holding at least 10 (ten) percent of the Company's voting shares on the date of the request an extraordinary General Meeting of Shareholders shall be convened by the Company's Board of Directors and held within 50 (fifty) days following the date of the request.

3.2. If the Board of Directors fails to adopt a decision on convocation of an extraordinary General Meeting of Shareholders or adopts a decision on refusal to convene such meeting within the deadline specified in the Federal Law "On Joint-Stock Companies", a body of the Company or persons requesting the convocation shall be entitled to refer to the court to force the Company to hold such extraordinary General Meeting of Shareholders.

4. Holding of the General Meeting of Shareholders as a Meeting

The holding of the General Meeting of Shareholders as a meeting shall imply the direct participation of the shareholders of the Company in the General Meeting of Shareholders to discuss agenda items and adopt decisions on issues put to a vote.

4.1. Registration of Persons Entitled to Participate in the General Meeting of Shareholders

4.1.1. The persons entitled to participate in the General Meeting of Shareholders shall be registered by the Counting Board at the place of the General Meeting of Shareholders specified in the notice of the meeting.

4.1.2. The registration of the persons entitled to participate in the General Meeting of Shareholders shall start at the time specified in the notice of the meeting. The persons entitled to participate in the General Meeting of Shareholders shall register to participate in the General Meeting of Shareholders held as a meeting.

The persons whose voting bulletins are received at least 2 (two) days before the date of the General Meeting of Shareholders shall not be obliged to register to participate in the General Meeting of Shareholders. Such persons shall be entitled to attend the General Meeting

of Shareholders and participate in the discussion on agenda items of the General Meeting of Shareholders.

4.1.3. At registration a person included in the list of persons entitled to participate in the General Meeting of Shareholders (or his/her representative) shall present for the Counting Board a passport or another ID.

Representatives shall also present documents to verify their powers in accordance with the Russian laws. A representative of a person included in the list of persons entitled to participate in the General Meeting of Shareholders who fails to present such documents shall not be entitled to participate in the General Meeting of Shareholders.

4.1.4. A person entitled to participate in the General Meeting of Shareholders shall be registered if such person appearing to participate in the General Meeting of Shareholders is identified by comparing the data contained on the list of persons entitled to participate in the General Meeting of Shareholders to the data contained in documents presented by such persons.

4.1.5. A voting bulletin shall be sent by registered mail or delivered against signature to each person on the list of persons entitled to participate in the General Meeting of Shareholders at least 20 days before the date of the General Meeting of Shareholders.

4.1.6. Registration of persons entitled to participate in the General Meeting of Shareholders shall end when the Chairperson of the General Meeting of Shareholders announces the end of discussion of the last agenda item of the General Meeting of Shareholders that has a quorum.

4.2. Opening of the General Meeting of Shareholders

4.2.1. At the time indicated in a notice of the General Meeting of Shareholders as the start time for the General Meeting of Shareholders a representative of the Counting Board shall declare if the General Meeting of Shareholders has a quorum on agenda items.

4.2.2. The General Meeting of Shareholders shall be quorate (have a quorum) if shareholders participating in such meeting hold a total of more than half of the votes assigned to placed voting shares of the Company.

If the agenda of the General Meeting of Shareholders includes issues that shall be voted on by different compositions of voters, the quorum for adoption of decisions on such issues shall be determined separately.

In this case lack of a quorum for adoption of decisions on issues voted on by a certain composition of votes shall not prevent from adoption of a decision on issues voted on by a different composition of voters if there is a quorum required.

In order to adopt a decision on a related party transaction, the quorum shall be composed of shareholders holding voting shares of the Company who are not interested in execution of the transaction by the Company and who hold a total of more than half of the votes of shareholders holding voting shares of the Company who are not interested in execution of the transaction by the Company.

4.2.3. If there is a quorum for at least one agenda item of the Company's General Meeting of Shareholders, the Chairperson of the General Meeting of Shareholders shall declare the General Meeting of Shareholders open.

4.2.4. The General Meeting of Shareholders that has had a quorum with respect to certain agenda items by the time of its opening cannot be adjourned if by the registration deadline persons whose registration conditions the quorum for adopting decisions on other agenda items of the General Meeting of Shareholders have registered.

4.2.5. If by the start time of the General Meeting of Shareholders there is no quorum on any agenda item of the General Meeting of Shareholders, the Chairperson of the General Meeting of Shareholders shall announce that the opening of the General Meeting of Shareholders shall be postponed by 2 (two) hours.

The Company's General Meeting of Shareholders shall not be postponed more than once.

If 2 (two) hours after the postponing of the General Meeting of Shareholders has been announced persons conditioning the quorum for at least one agenda item of the General

Meeting of Shareholders have not registered, the Chairperson of the General Meeting of Shareholders shall declare the meeting failed.

If 2 (two) hours after the postponing of the General Meeting of Shareholders has been announced persons conditioning the quorum for at least one agenda item of the General Meeting of Shareholders have registered, the Chairperson of the General Meeting of Shareholders shall declare the meeting open.

4.2.6. If there is no quorum for holding an annual General Meeting of Shareholders, another General Meeting of Shareholders shall be held with the same agenda.

If there is no quorum for holding an extraordinary General Meeting of Shareholders, another General Meeting of Shareholders can be held with the same agenda.

4.3. Discussion of Agenda Items of the General Meeting of Shareholders

4.3.1. Persons speaking at the General Meeting of Shareholders shall observe the following time limits:

a report on agenda items: up to 20 minutes;

a co-report: up to 10 minutes;

oral arguments: 5 minutes;

speeches containing questions, information: up to 2 minutes.

The Chairperson of the General Meeting of Shareholders shall be entitled to increase the time limits specified in this clause.

4.3.2. If a shareholder wishes to participate in oral arguments on an agenda item of the General Meeting of Shareholders, he/she shall send a relevant statement in writing to the Secretary of the General Meeting of Shareholders.

A statement shall indicate the full name of the shareholder (his/her representative), an agenda item that the shareholder wishes to express his/her opinion on, and signed by the shareholder.

A shareholder shall be entitled to raise a question in the course of the meeting. A question shall be executed in writing, signed by a shareholder and delivered to the Secretary of the General Meeting of Shareholders; in addition to the text of the question the shareholder (his/her representative) shall also indicate the full name of the shareholder.

4.3.3. The Secretary of the General Meeting of Shareholders shall submit statements and questions received from shareholders to the Chairperson of the General Meeting of Shareholders.

If by the time of opening of the General Meeting of Shareholders there is a quorum only on certain agenda items, by the end of discussions on the last of such agenda items a representative of the Counting Board shall announce if there is a quorum on other agenda items.

4.3.4. Upon completion of discussions on all agenda items of the General Meeting of Shareholders that have a quorum, the Chairperson of the General Meeting of Shareholders shall declare the end of discussions on agenda items and registration of persons participating in the General Meeting of Shareholders.

4.4. Voting at the General Meeting of Shareholders

4.4.1. Voting at the General Meeting of Shareholders held as an in-person meeting shall be conducted pursuant to the procedure specified in the Federal Law "On Joint-Stock Companies", other regulations, the Company's Articles of Association and these Regulations.

4.4.2. Voting at the General Meeting of Shareholders shall be conducted based on the "one voting share = one vote" principle except for cumulative voting on the issue of electing members of the Board of Directors.

With cumulative voting the number of votes held by each shareholder shall be multiplied by the number of persons to be elected to the Board of Directors and a shareholder shall be entitled to give such multiplied votes for one candidate or distribute them between two or more candidates. Candidates collecting the most votes shall be deemed elected as members of the Board of Directors.

4.4.3. Persons who registered to participate in the General Meeting of Shareholders held as a meeting shall be entitled to vote on all agenda items from the time of opening of the General Meeting of Shareholders until the time it is declared adjourned.

4.4.4. Upon completion of discussions on the last agenda item of the General Meeting of Shareholders (the last agenda item with the quorum required) and until adjourning of the General Meeting of Shareholders persons who have not voted by that time shall have 30 (thirty) minutes to vote.

Upon expiry of the period specified the Chairperson shall declare the General Meeting of Shareholders adjourned.

4.4.5. Voting on agenda items of the General Meeting of Shareholders shall be conducted by filling out voting bulletins.

A shareholder who is an individual shall indicate his/her full name in the course of filling out a voting bulleting; a shareholder that is a legal entity shall indicate its full corporate name.

In the course of filling out a voting bulletin a representative of a shareholder shall indicate his/her full name and details of a power of attorney (another document to verify his/her powers). A power of attorney (a notarized copy thereof) or another document authorizing a shareholder's representative shall be enclosed to a voting bulletin.

4.4.6. The procedure for filling out a voting bulletin to vote on agenda items shall be specified in the text of such voting bulletin.

4.5. Tallying the Voting Results on Agenda Items of the General Meeting of Shareholders

4.5.1. The Counting Board shall be in charge of counting the votes and tallying the results of voting on agenda items.

4.5.2. The voting results and decisions adopted by the General Meeting of Shareholders shall not be announced at the General Meeting of Shareholders.

4.5.3. Minutes of the General Meeting of Shareholders shall be posted on the Company's Web-site www.rao-esv.ru the next business day following the day of signing thereof.

5. Holding of the General Meeting as Absentee Voting

5.1. Voting on agenda items of the General Meeting of Shareholders held as absentee voting shall be conducted by filling out voting bulletins.

5.2. Filled-out voting bulletins shall be delivered to the Company not later than the deadline for submitting voting bulletins as specified in a decision on convocation and holding of the General Meeting of Shareholders adopted in accordance with the Federal Law "On Joint-Stock Companies" and these Regulations.

If the deadline for submitting voting bulletins is a non-business day, the deadline for submitting voting bulletins shall be the next business day.

The deadline for submitting voting bulletins shall expire on the closing date for submitting voting bulletins at the closing working hour of the Company as specified in the applicable rules.

5.3. Filled-out voting bulletins can be delivered to the Company by mail, against signature to the sole executive body of the Company, a person authorized to receive correspondence addressed to the Company or sent to the Company's Registrar.

5.4. The sole executive body of the Company shall ensure collection, safety and transfer of filled-out voting bulletins to the Counting Board (the Company's Registrar).

A shareholder who is an individual shall indicate his/her full name in the course of filling out a voting bulleting; a shareholder that is a legal entity shall indicate its full corporate name.

In the course of filling out a voting bulletin a representative of a shareholder shall indicate his/her full name and details of a power of attorney (another document to verify his/her powers). A power of attorney (a notarized copy thereof) or another document authorizing a shareholder's representative shall be enclosed to a voting bulletin.

5.5. The General Meeting of Shareholders held as absentee voting shall be quorate (have a quorum) if voting bulletins have been received from shareholders holding a total of more than half of the votes assigned to placed voting shares of the Company not later than the deadline for submitting voting bulletins to the Company.

In order to adopt a decision on a related party transaction, the quorum shall be composed of shareholders holding voting shares of the Company who are not interested in execution of the transaction by the Company and who hold a total of more than half of the votes of shareholders holding voting shares of the Company who are not interested in execution of the transaction by the Company.

5.6. The procedure for filling out a voting bulletin to vote on agenda items shall be specified in the text of such voting bulletin.

6. Working Bodies of the Company's General Meeting of Shareholders

6.1. The working bodies of the Company's General Meeting of Shareholders shall include:

- a) the Chairperson of the General Meeting of Shareholders;
- b) the Counting Board;
- c) the Secretary of the General Meeting of Shareholders.

6.2. The Chairperson of the Board of Directors shall discharge the duties of the Chairperson of the General Meeting of Shareholders.

If the Chairperson of the Board of Directors is absent from the General Meeting of Shareholders, the duties of the Chairperson of the Board of Directors shall be discharged by the Deputy Chairperson of the Board of Directors.

If the Chairperson of the Board of Directors and his/her Deputy are absent from the General Meeting of Shareholders, by the decision of the shareholders present at the General Meeting of Shareholders the duties of the Chairperson of the General Meeting of Shareholders shall be discharged by any member of the Board of Directors.

6.3. The Chairperson of the General Meeting of Shareholders shall open and adjourn the meeting, announce the agenda of the General Meeting of Shareholders and the order of speeches and reports to be delivered on agenda items, on completion of discussions on agenda items, ensure observation of the meeting procedure specified herein and sign the minutes of the General Meeting of Shareholders.

6.4. At the General Meeting of Shareholders the duties of the Counting Board shall be discharged by a licensed participation of the securities market keeping the register of the Company's shareholders (the Company's Registrar).

6.5. The Counting Board (the Company's Registrar) shall:

- a) check the powers of and register persons participating in the General Meeting of Shareholders (their representatives);
- b) determine if the General Meeting of Shareholders has a quorum;
- c) clarify the issues related to exercising by shareholders of the Company (their representatives) of the right to vote at the General Meeting of Shareholders;
- d) clarify the procedure for voting on issues put to a vote;
- e) ensure the approved voting procedures and secure the rights of the Company's shareholders to vote;
- f) count the votes and tally the voting results;
- g) prepare minutes on the voting results;
- h) deliver voting bulletins to the archives;
- i) discharge other duties specified in the Russian laws, the Company's Articles of Association and a contract to be negotiated between the Company and the Registrar.

6.6. The Secretary of the General Meeting of Shareholders shall be elected (appointed) by the Board of Directors as part of settling the issues related to preparation for the General Meeting of Shareholders or by persons requesting the convocation of the General Meeting of Shareholders in the events specified in clause 3.2 hereof.

6.7. The Secretary of the General Meeting of Shareholders shall:

- a) receive statements from persons participating in the General Meeting of Shareholders to grant them the right to participate in oral arguments on agenda items of the meetings and questions;
- b) deliver to the Chairperson of the General Meeting of Shareholders statements and questions received from shareholders;
- c) keep minutes of the General Meeting of Shareholders (the summary of speeches and reports);
- d) discharge other duties specified in these Regulations and the Company's Articles of Association.

6.8. Persons who are members of management bodies of the Company (members of the Board of Directors and the Management Board and the Director General) and of the Internal Audit Committee shall attend the General Meeting of Shareholders. A representative of the Company's Auditor, persons included on the list of candidates for the position of management and audit bodies of the Company and employees of the Company's executive apparatus shall be entitled to attend the General Meeting of Shareholders.

7. Financial Support of the General Meeting of Shareholders of the Company

7.1. Expenses associated with preparation for and holding of the General Meeting of Shareholders shall be paid using the Company's funds in accordance with the cost estimate and included in the Company's budget.

7.2. A person discharging the duties of the sole executive body of the Company shall present to the Board of Directors a report on appropriation of the funds for preparation for and holding of the General Meeting of Shareholders within two months following the date of the General Meeting of Shareholders.

7.3. If an extraordinary General Meeting of Shareholders is held by persons requesting the convocation of such meeting, expenses associated with preparation for and holding of the meeting shall be paid by such persons.

By the decision of the General Meeting of Shareholders documented expenses incurred by the above-mentioned persons in regard to preparation for and holding of the General Meeting of Shareholders may be reimbursed using the Company's funds.

8. Final Provisions

8.1. If as a result of amendments being introduced to the Russian laws certain articles hereof violate such amended laws, such articles shall become invalid and, until these Regulations are amended accordingly, the Company shall be governed by the applicable Russian laws.