

9. Approval of the Auditor of the Company

Appointment of the Auditor of the Company falls within the competence of the Annual General Meeting of Shareholders of JSC "InterRAO" (clause 1 Art. 47 of Federal law "On Joint Stock Companies").

On the basis of subclause 5.3.1 of the Policy of External Auditor Rotation of JSC "InterRAO" approved by the Board of Directors of the Company on July 25, 2013 (the Minutes as of 07/29/2013 No. 97), and for the purpose of executing the assignment of the Audit Committee of the Board of Directors of JSC "InterRAO" (according to cl 1.1. of the Minutes No. 24 dated 12/21/2012), in January, 2013 open competitive negotiations were held aiming at selection of a candidacy of the auditor for 2013, 2014, 2015.

As a result of the procurement procedure in the form of open competitive negotiations (the Minutes of the Meeting of the procurement committee on the determination of the winner of the open competitive negotiations in electronic form No. 3279/OKP-PVP dated 02/15/2013), Ernst & Young LLC was announced the winner of the open competitive negotiations (77 Sadovnicheskaya Naberezhnaya, bld.1, Moscow, Russian Federation, 115035).

For the purposes of rendering the following types of audit services concerning the 2015 financial returns, it shall be expedient to engage Ernst & Young LLC:

- audit of the 2015 consolidated financial statements of Inter RAO Group drawn up pursuant to the International Financial Reporting Standards (IFRS);
- review engagements of interim abbreviated consolidated financial statements of Inter RAO Group drawn up pursuant to the International Financial Reporting Standards (IFRS) for the three months ending on March 31, 2015, for the six months ending on June 30, 2015, and for the nine months ending on September 30, 2015;
- audit of the 2015 annual accounts of JSC Inter RAO drawn up pursuant to the Russian Accounting Standards (RAS).

When engaging Ernst & Young LLC to render the above audit services, it shall not be necessary to further have the results obtained following the audit and review engagement for 2014 held by Ernst & Young LLC approved by another audit organization during the review engagement concerning the interim abbreviated consolidated financial statements of Inter RAO Group pursuant to the International Financial Reporting Standards (IFRS) for the three months ending on March 31, 2015 and for the six months ending on September 30, 2015 as a review engagement of comparable reporting periods.

Besides, when engaging Ernst & Young LLC to render all of the above audit services, it shall not be necessary to further have the results obtained following a quarterly survey of financial statements held by one audit organization approved by another audit organization engaged to hold an annual audit.

In compliance with the decision of the Audit Committee of 12/21/2012 (clause 1.4. of the decision on Item No. 1 of the Minutes dated 12/21/2012 No. 24), Boris Yu. Kovalchuk, Chairman of the Management Board of the Company, was recommended to submit the issue of the Company auditor candidates' evaluation for consideration of the Audit Committee of the Board of Directors of JSC "Inter RAO" upon the completion of the tendering procedure and determination of the winner of the tender.

The issues of the auditor candidates' evaluation and the recommendations to the Board of Directors concerning the issue of determining the remuneration of the auditor were reviewed by the Audit Committee of the Board of Directors of JSC "Inter RAO" on March 13, 2015 (Minutes of 03/13/2015 №51, as of 03/24/ 2015 №52, extract from the minutes is attached).

The Board of Directors at the meeting on April 04, 2015 (Minutes of 09/04/2015 № 138) has accepted the recommendations of the Audit Committee to the Annual General Meeting of Shareholders to approve LLC "Ernst and Young" as the auditor of the Company for 2015 and at the same meeting the Board has determined the cost of services of the auditor in accordance with

the recommendations of the Audit Committee, issued in 2013 on the basis of the purchasing procedures:

- - The cost of the review of interim consolidated financial statements of JSC “Inter RAO” for 6 months ended 30 June 2015, prepared in accordance with IFRS in the amount of 5,310,000 RUB, including VAT.
- The cost of the audit of the consolidated financial statements of JSC “Inter RAO” under IFRS for 2014 in the amount of 23,968,160 RUB including VAT.
- The cost of the audit reports of JSC “Inter RAO”, prepared under Russian Accounting Standards (RAS) for 2014, in the amount of 1,121,000 RUB, including VAT.
- The cost of the review of interim consolidated financial statements of JSC “Inter RAO” for 3 months ended 31 March 2015, prepared in accordance with IFRS in the amount of 5,664,000 RUB, including VAT.
- The cost of the review of interim consolidated financial statements of JSC “Inter RAO” for 9 months ended 30 September 2015, prepared in accordance with IFRS in the amount of 5,310,000 RUB, including VAT.
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The contract with the auditor will come into force after the approval of the auditor by the Annual General Meeting of Shareholders.

Annual General Meeting of Shareholders is proposed to adopt the following resolution:

Extract from the MINUTES of the Audit Committee of the Board of Directors of Open Joint Stock Company “Inter RAO”

Moscow

Date of the meeting 03/13/2015 No. 51
Date of the minutes preparation 03/13/2015
Location of the voting: 27 Bolshaya Pirogovskaya St., bld. 2,
Moscow, Russian Federation, 119435

The decisions of the Audit Committee of the Board of Directors of JSC “Inter RAO” were adopted by absentee voting.

The meeting of the Audit Committee of the Board of Directors of JSC “Inter RAO” was attended by three (3) of three (3) members of the Audit Committee of the Board of Directors of the Company: D. Ye. Shugaev, D. V. Fyodorov, Ron Pollett.

The quorum is present, the Audit Committee of the Board of Directors has the right to take decisions on all issues on the agenda.

ISSUE 2: On the preliminary consideration of the issue pertaining to the competence of the Board of Directors of JSC “Inter RAO”: On the consideration of the candidacy to the position of the Company’s Auditor.

DECISION:

To advice the Board of Directors of the Company to adopt the following decision when considering the issue “On the consideration of the candidacy to the position of the Company’s Auditor”:

Recommend the Annual General Meeting of Shareholders of JSC “Inter RAO” to approve LLC “Ernst & Young”, OGRN 1027739707203, certificate of membership in self-regulatory organization Non-profit Partnership “Russian Audit Chamber” No. 3028 dated May 20, 2009.

Voting results:

FOR: 3 – D. Ye. Shugaev, D. V. Fyodorov, Ron Pollett.

AGAINST: none

ABSTAINED: none

THE DECISION IS ADOPTED

**Secretary of the Audit Committee of the
Board of Directors of
JSC “Inter RAO”**

_____ **S. K. Yudin**

Approve LLC "Ernst and Young" (Principle State Registration Number 1027739707203, certificate of membership in self-regulated organization Non-Commercial Partnership "Auditor Chamber of Russia" No.3028 of May 20, 2009), as the Auditor of the Company.