

APPROVED

by Resolution of the Board of
Directors of Inter RAO PJSC
dated May 31, 2016 (Minutes
No. 170 dated June 01, 2016)

**REGULATIONS
ON THE BUSINESS UNIT EXECUTING
THE FUNCTIONS OF CORPORATE SECRETARY
of Public Joint-Stock Company
"Inter RAO UES"**

Moscow
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1. GENERAL PROVISIONS

1.1. These Regulations on the Business Unit Executing the Functions of Corporate Secretary of Public Joint-Stock Company "Inter RAO UES" (hereinafter – "Regulations") have been developed in accordance with the laws of the Russian Federation, the Code of Corporate Governance recommended for use by the letter of the Bank of Russia No. 06-52/2463 dated April 10, 2014 (hereinafter – "Code of Corporate Governance"), Regulation No. 534-P "On the Admission of Securities to Organized Trading" approved by the Bank of Russia on February 24, 2016, as well as the Company's Articles of Association and internal documents.

1.2. The Regulations define the status, functions, rights and obligations, as well as the liability of the business unit executing the functions of the Company's corporate secretary, the requirements for the candidate for the position of head of the unit, the procedure for their appointment and termination of powers, as well as the conditions and procedure for payment of remuneration¹.

1.3. The Company's business unit executing the functions of the Company's corporate secretary is the Corporate and Property Relations Unit (hereinafter – "CPRU").

1.4. The CPRU executes its activities in accordance with the laws, Articles of Association, these Regulations, the Company's other internal documents, as well as decisions of the General Shareholders Meeting and the Board of Directors of the Company.

1.5. The CPRU is managed by the CPRU head, who reports to the Board of Directors of the Company and is appointed to and dismissed from his/her (hereinafter – "their") position by the Chairman of the Management Board of the Company upon approval of the Board of Directors².


1.6. The CPRU structure and staff schedule are approved and amended by the Chairman of the Management Board of the Company.

2. HEAD OF THE CPRU


2.1. REQUIREMENTS FOR THE CANDIDATE FOR HEAD OF THE CPRU


2.1.1. The head of the CPRU shall have sufficient knowledge, skills, and expertise to execute the obligations assigned to them, and shall have an unblemished reputation and enjoy the shareholders' trust³.

2.1.2. It is recommended to appoint a person to the position of head of the CPRU possessing a law degree and at least 5 (five) years of managerial experience or experience in corporate governance⁴.

¹  Clause 217, section III, part B of the CCG.

²  See paragraph 5, clause 1.5 of Appendix 4 to the Regulations of the Bank of Russia No. 534-P "On the Admission of Securities to Organized Trading" dated February 24, 2016.

³  Clause 3.1.1, section III, part A of the CCG.

⁴  Clause 211, section III, part B of the CCG. In contrast to the CCG, the relevant experience has been increased to 5 years.

2.1.3. A person affiliated with the Company or connected to the entity controlling the Company or to the Company's executive management shall not be appointed to the position of head of the CPRU⁵.

2.1.4. In case of a conflict of interest, the head of the CPRU shall immediately inform the Chairman of the Board of Directors of the Company about this⁶.

2.1.5. The head of the CPRU shall take charge of their continuous professional development.

2.1.6. Information on the head of the CPRU of the Company shall be disclosed on the Company's website and in the Company's annual report in a scope similar to the information to be disclosed with respect to members of the Board of Directors and the Management Board of the Company⁷.

2.1.7. The head of the CPRU shall have an unblemished business reputation. A person who has unexpunged (outstanding) convictions or on whom an administrative penalty involving disqualification was imposed shall not be appointed to the position of head of the CPRU.

2.1.8. The head of the CPRU shall have knowledge of: the Civil Code of the Russian Federation, the Code of the Russian Federation on Administrative Offenses, the Federal Law "On Joint-Stock Companies", the Federal Law "On the Securities Market", other regulations specifying shareholders' rights and regulating the activities of corporate governance bodies, and the procedure for securities issue and circulation; the Articles of Association and other documents regulating corporate relations in the Company; the functions of the Board of Directors and its bodies; the procedure for the preparation and rules for conducting the Annual Shareholders Meetings and the meetings of the Board of Directors as well as for the implementation of corporate governance procedures; rules for disclosing information about the Company, the procedure for the work of a professional member of the securities market (registrars of the Company, stock exchanges, etc.); the fundamentals of labor, anti-monopoly, tax, and privatization legislation; arbitration practice; the Code of Corporate Governance; the fundamentals of international corporate legislation; the procedure for settlement of corporate conflicts; the methods and means of data receipt, processing, and transmission; methodological and regulatory documents on issues of technical information protection; information technologies, the procedure and rules for using information systems; the organization and procedure for conducting negotiations; the code of ethics and ethical standards of corporate behavior.

⁵ [Clause 212, section III, part B of the CCG.](#)

⁶ [Clause 213, section III, part B of the CCG.](#)

⁷ [Clause 215, section III, part B of the CCG.](#)

2.2. ORGANIZATIONAL STRUCTURE

2.2.1 The head of the CPRU shall administratively manage the activities of the following officials and business units:

- 1) CPRU Corporate Relations Department (CRD);
- 2) CPRU Subsidiaries and Affiliates Corporate Governance Department (S&A CGD);
- 3) CPRU Corporate Transactions Department (CTD);
- 4) CPRU Property Management Department (PMD).

2.2.2 The Head of the CPRU shall functionally manage the activities of the business units and officials of the Group's companies⁸ with regard to the following functional areas:

- 1) corporate relations;
- 2) corporate governance;
- 3) corporate support of the Group's investment and project activities;
- 4) property management.

2.3. PROCEDURE FOR APPOINTING THE HEAD OF THE CPRU AND TERMINATING THEIR POWERS

2.3.1 The Board of Directors makes a decision on approving a candidate for the position of head of the CPRU⁹ on the proposal of the Chairman of the Management Board by a simple majority of votes of the members of the Board of Directors participating in the meeting, based on the recommendations of the Nominations and Remuneration Committee of the Board of Directors of the Company.

2.3.2 A candidate for the position of head of the CPRU is proposed by the Chairman of the Management Board in writing with specification of the following information about the candidate:

- 1) full name;
- 2) year of birth;
- 3) education;
- 4) employment history for the last 5 years;
- 5) information on the number and types of shares of the Company and its subordinated entities owned by the candidate;

⁸ Hereinafter, the Group means a group of entities as defined in Article 9 of Federal Law No. 135-FZ "On Protection of Competition" dated June 26, 2006 (with amendments and supplements).

⁹ See paragraph 5, clause 1.5 of Appendix 4 to the Regulations of the Bank of Russia No. 534-P "On the Admission of Securities to Organized Trading" dated February 24, 2016.

- 6) information on the existence of an affiliation with the Company, controller, or executive management;
- 7) information on the relations with affiliates and major business partners of the Company;
- 8) information on the absence of a prior conviction.

2.3.3 The employment (transfer) of the head of the CPRU shall be made by an order of the Chairman of the Management Board of the Company issued on the basis of the decision of the Board of Directors.

2.3.4 The conditions of the employment agreement with the head of the CPRU are established, and the employment agreement with them is signed by the Chairman of the Management Board.

2.3.5 The head of the CPRU is dismissed from their position by the Chairman of the Management Board of the Company based on the decision of the Board of Directors of the Company to approve the termination of powers of the Head of the CPRU¹⁰ in accordance with the labor law of the Russian Federation.

2.3.6 The Company's relationship with the head of the CPRU shall be governed by the labor laws of the Russian Federation, these Regulations, and the Company's other internal documents.

2.4. SUBORDINATION OF THE HEAD OF THE CPRU AND PROCEDURE FOR INTERACTION WITH THE COMPANY'S MANAGEMENT BODIES AND BUSINESS UNITS

2.4.1 The head of the CPRU shall functionally report to the Board of Directors¹¹ and be administratively subordinate to the Chairman of the Management Board of the Company. To execute their functions, the head of the CPRU shall interact with the Chairman and members of the Board of Directors of the Company as well as with the Chairmen and members of the Committees of the Board of Directors of the Company.

2.4.2 The Board of Directors, in accordance with the Articles of Association of the Company, shall:

- 1) Approve the nomination of the head of CPRU;
- 2) Approve the termination of their powers;
- 3) Approve these Regulations;
- 4) Assess the performance of the head of the CPRU and approve the reports on their job performance;
- 5) Make the decision on payment of remuneration to the head of the CPRU.

¹⁰ [📄](#) See paragraph 5, clause 1.5 of Appendix 4 to the Regulations of the Bank of Russia No. 534-P "On the Admission of Securities to Organized Trading" dated February 24, 2016.

¹¹ [📄](#) See paragraph 5, clause 1.5 of Appendix 4 to the Regulations of the Bank of Russia No. 534-P "On the Admission of Securities to Organized Trading" dated February 24, 2016.

2.4.3 Members of the Management Board of the Company and supervisors and employees of business units shall render assistance to the head of the CPRU in performing their duties and exercising their rights, as well as give answers and explanations necessary for fulfillment of their powers.

2.5. RIGHTS AND OBLIGATIONS OF THE HEAD OF THE CPRU

2.5.1. The head of the CPRU is entitled to:

2.5.1.1. Require Company's employees to strictly observe the standards and requirements of the current laws, Articles of Association, and internal documents of the Company; require the correction of committed violations;

2.5.1.2. Request and receive from the Company's officials, heads of its business units, and heads of entities under the Company's control information and documents necessary for fulfillment of tasks imposed on the CPRU head;

2.5.1.3. Initiate the involvement of business units and employees of the Company, as well as third-party organizations (specialists) in participation in the preparation of draft documents and performance of corporate procedures;

2.5.1.4. Make suggestions as to the inclusion in the agenda of a meeting of the Board of Directors of issues related to the functions of the corporate secretary;

2.5.1.5. Prepare and sign responses and explanations to shareholders;

2.5.1.6. Request information from the registrar of the Company in the amount established by the regulatory bodies of the Company and current laws;

2.5.1.7. Make suggestions on the formation of the budget of the CPRU and make decisions on the use of funds from the CPRU budget;

2.5.1.8. Attend meetings of the Management Board, Board of Directors of the Company, and committees of the Board of Directors.

2.5.2. The head of the CPRU shall:

2.5.2.1. Monitor the implementation of decisions made by the Management Board, Board of Directors, and General Shareholders Meeting;

2.5.2.2. Monitor compliance with legal requirements when maintaining the register of holders of the Company's registered securities and when the Company performs corporate actions that have an impact on the rights of shareholders;

2.5.2.3. Make notes on the receipt of correspondence, requests, and announcements from shareholders, indicating the date and time of the arrival to the Company of the respective documents;

2.5.2.4. In their activities, strictly adhere to the norms and requirements of the laws and regulations of the Russian Federation, Articles of Association and internal documents of the Company;

2.5.2.5. Take the necessary steps to ensure the rights and legal interests of the shareholders of the Company are met;

2.5.2.6. Systematically account for their own activities to the Board of Directors;

2.5.2.7. Notify the Board of Directors on the occurrence of situations that create a threat of violation of statutory regulations, rights of shareholders, and also the onset of a corporate conflict.

3. OBJECTIVES AND FUNCTIONS OF THE CPRU

The CPRU performs two groups of functions:

- I. Functions of the corporate secretary;
- II. Other functions in accordance with these Regulations.

I. FUNCTIONS OF THE CORPORATE SECRETARY

A. Functions according to the objective "Providing corporate governance of the Company"

3.1 Organization of preparation of the General Shareholders Meeting and ensuring it is held¹².

3.1.1. Receives from shareholders suggestions about proposals to be made for the agenda of the General Shareholders Meeting and on nomination of candidates to the management and control bodies of the Company, requests for an extraordinary meeting of shareholders entering the Company; makes notes on the arrival of suggestions or requests; accounts for the arriving suggestions and arranges expert assessments; performs an evaluation after the arrival of a suggestion or request; in the prescribed cases, sends the adopted resolution of the Board of Directors regarding the received suggestion or request to the shareholders;

3.1.2. Participates in the preparation of draft resolutions of the Board of Directors that are to be adopted during the preparation for a General Shareholders Meeting;

3.1.3. Participates in the preparation of the annual report of the Company and other documents provided to the shareholders in the course of preparation for a General Shareholders Meeting;

3.1.4. Arranges the translation of the above documents into English;

3.1.5. Based on the resolution of the Board of Directors on determination of the date of making the list of individuals entitled to participate in the General Shareholders Meeting, requests said list from the registrar of the Company;

¹² [🔗](#) Subclause 1, clause 218, section III, part B of the CCG.

3.1.6. In the cases prescribed by law, provides to the shareholders the list of individuals entitled to participate in the General Shareholders Meeting to study, and also arranges the preparation of extracts from the list;

3.1.7. Prepares the draft notice of the upcoming General Meeting, draft voting ballots, arranges and controls their distribution, receives and arranges the safekeeping of documents confirming the fact of their distribution, and ensures fulfillment of other requirements of the laws and internal documents of the Company regarding the notification of shareholders of the upcoming General Shareholders Meeting;

3.1.8. Controls the publication of materials of the General Shareholders Meeting on the Company's website;

3.1.9. Provides an invitation to the General Shareholders Meeting of individuals listed in the Regulations on the General Shareholders Meeting of the Company;

3.1.10. Provides shareholders with access to documents that must be provided to individuals entitled to participate in the General Meeting, and also ensures preparation, notarization, and provision of copies of these documents upon a shareholder's request;

3.1.11. Advises the Chairman at the General Shareholders Meeting on the issues arising during it;

3.1.12. Answers the questions of the General Shareholders Meeting participants related to its proceedings;


3.1.13. Interacts with the Registrar of the Company, including receiving from them the minutes of voting results, voting ballots, powers of attorney, and arranges the safekeeping of the above documents;

3.1.14. Arranges the preparation of the report on voting results and the minutes of the General Shareholders Meeting;

3.1.15. Based on the resolution of the General Shareholders Meeting, requests from the Registrar of the Company the list of individuals entitled to receive income and other lists of shareholders required by the shareholders to exercise their rights;

3.2 Ensuring the operations of the Board of Directors and committees of the Board of Directors¹³.

3.2.1 Ensures the notice of their election is sent to the elected members of the Board of Directors;

¹³  Subclause 2, clause 218, section III, part B of the CCG.

3.2.2 Renders all possible assistance to the members of the Board of Directors to fulfill their functions, including arranging the meeting of members of the Board of Directors with the Company's management, providing the members of the Board of Directors with the information and documents they requested;

3.2.3 Exercises control over the receipt from members of the Board of Directors of information stipulated by the laws of the Russian Federation, the Regulations on the Board of Directors, and other internal documents of the Company; if necessary, sends corresponding requests to members of the Board of Directors;

3.2.4 Participates in preparation of the draft of the working schedule of the Board of Directors and controls its execution;

3.2.5 Informs the members of the Board of Directors and invited guests of upcoming meetings of the Company's Board of Directors;

3.2.6 Controls the preparation and submission to the members of the Board of Directors of the materials corresponding to agenda items of the Board meeting;

3.2.7 Advises the members of the Board of Directors on corporate law and management issues, and provides information on the Company's activities to the members of the Board of Directors;

3.2.8 Keeps records and notifies the participants of the Board meeting about information on written viewpoints (opinions) on the issues under consideration which were submitted by the absent members of the Board of Directors;

3.2.9 Arranges translations of materials submitted to the members of the Board of Directors as well as proceedings of the Board meeting (if applicable);

3.2.10 Attends the Board meetings, provides record keeping of the Board meetings, arranges translation of meeting minutes into English (if applicable);

3.2.11 During absentee voting of the members of the Board of Directors, ensures preparation of ballots, their submission and receipt, and also counts votes on the agenda items;

3.2.12 Arranges keeping of meeting minutes (results of absentee voting of members) of the Board of Directors, and in the established cases submits copies of minutes, extracts from minutes of the Board, and certifies their authenticity;

3.2.13 On the instruction of the members of the Board of Directors, receives in the Company business units and provides to the members of the Board of Directors all necessary documents and information on the Company's business activities;

3.2.14 Ensures timely payments of fees and compensation to the members of the Board of Directors;

3.2.15 Ensures the decision-making procedure on approval of large transactions and interested-party transactions.

3.2.16 Coordinates the work of the Board of Directors' Committees, including:

3.2.17 Notifies the secretaries of the Board of Directors' Committees of convening of a meeting of the Company's Board of Directors;

3.2.18 Coordinates agendas of the meetings of the Committees, draft decisions, and explanatory notes to the meeting materials of the Board Committees, as well as draft minutes of the Committees meetings and excerpts from them;

3.2.19 Arranges meetings of the Strategy and Investments Committee of the Board of Directors, controls the execution of its Activity Plan and given instructions;

3.2.20 Ensures timely submission of excerpts from the meeting minutes of the Board of Directors' Committees to the members of the Board of Directors before the Board meetings, which contain relevant issues;

3.2.21 Explains the practical application of corporate legislation, the Articles of Association, and internal documents of the Company to the secretaries of the Board of Directors' Committees and ensures the legality of their activities;

3.2.22 Arranges execution of the decisions on performance evaluation of the Board of Directors;

3.2.23 Facilitates introductory meetings with the members of the Board of Directors elected for the first time;

3.2.24 Ensures preparation of materials on matters of independence of the members of the Board of Directors;

3.2.25 Promptly informs the Company's Board of Directors about all discovered violations of the legislation and provisions of the Company's internal documents which the Company Secretary must comply with.


3.3 Arrangement of meetings of the Management Board, control over execution of its Activity Plan and given instructions.

3.4 Provision of state registration of amendments to the Articles of Association of the Company.

B. Functions according to the objective "Ensuring interaction of the Company with its shareholders and participation in prevention of corporate conflicts"¹⁴

3.5 In accordance with the legislation of the Russian Federation, the Articles of Association of the Company, the Regulations on Information Delivery to Shareholders of the Company, and other internal documents:

3.5.1 Prepares and sends answers to the inquiries of individuals and legal entities/shareholders of the Company and the requests of government authorities related to the exercise of the state's rights as a shareholder of the Company;

¹⁴  Subclause 4, clause 218, section III, part B of the CCG.

3.5.2 Prepares responses to government authorities and the securities market regulator in connection with complaints of minority shareholders;

3.5.3 Provides explanations and advice to Company shareholders/individuals on exercising their rights as shareholders of the Company;

3.5.4 Arranges interaction of the Company's business units with shareholders' representatives;

3.5.5 Develops and implements activities according to the Minority Shareholders Interaction Programs;

3.5.6 Ensures access for shareholders to documents listed in Article 89 of the Federal Law "On Joint-Stock Companies" according to the procedure established by the legislation of the Russian Federation, the Articles of Association of the Company, the Regulations on Information Delivery to the Shareholders of the Company, and other internal documents of the Company;

3.5.7 Arranges copying of documents upon the request of shareholders;

3.5.8 Ensures the implementation of procedures established by the legislation and internal documents of the Company aimed at exercising the rights and lawful interests of shareholders, and monitoring their fulfillment¹⁵, including:

- the process of paying accrued dividends to the shareholders;
- exercise by shareholders of their preemptive right to purchase shares and the right to require repurchase of shares to the extent permitted by law;
- the rights provided by Chapter XI.I of the Federal Law "On Joint-Stock Companies";
- other rights of shareholders of the Company in the course of the Company's corporate activities.

3.5.9 Promptly detects emerging corporate conflicts, takes actions to prevent and resolve them, submits in a timely manner and in full all available information to the Company's bodies that handle corporate conflict settlement.

¹⁵ [📖](#) Subclause 6, clause 218, section III, part B of the CCG.

C. Functions according to the objective "Participation in the implementation of the Company's Information Disclosure Policy and safekeeping corporate documents of the Company"¹⁶.

3.6 Participation in implementation of the Company's Information Disclosure Policy:

3.6.1. Organizes and controls execution by the Company of the legal requirements on information disclosure;

3.6.2. Prepares for disclosure the information on the issues related to work and decisions of the General Shareholder's Meeting, the Board of Directors, and the Corporate Governance System of the Company, including the disclosure of information which is required by law (including corporate action notices, quarterly statements, prospectus of the Company, and lists of its affiliates), controls the timeliness of publication and updating of the relevant information on the Internet;

3.6.3. Participates in the preparation of information which is additionally disclosed by the Company in accordance with its internal documents;

3.6.4. In cooperation with the Organizational Support Department, ensure safekeeping of the documents listed in Article 89 of the Federal Law "On Joint-Stock Companies";

3.6.5. Prepares and submits corporate governance reports in accordance with the rules of the securities market regulator and the trading organizer;

3.6.6. Discloses information on corporate governance in the Company as stipulated by the Regulations on the Information Policy of the Company and other internal documents of the Company.

3.6.7. Organizes the process of preparing the Annual Report of the Company.

D. Functions according to the objective "Ensuring interaction of the Company with regulatory authorities, trading organizers, the registrar, and other professional participants of the securities market"¹⁷.

3.7 Participation in the preparation of the Company's responses to requests (letters) of regulatory authorities on matters of the Company's governing bodies, its corporate governance practice, and observance of rights and legal interests of the Company's shareholders;

¹⁶ [📖](#) Subclause 3, clause 218, section III, part B of the CCG.

¹⁷ [📖](#) Subclause 5, clause 218, section III, part B of the CCG, paragraph 2, clause 1.5 of Appendix 4 to the Regulations "On the Admission of Securities to Organized Trading" approved by the Bank of Russia No. 534-P dated February 24, 2016.

3.8 Enforcement of instructions of regulatory authorities concerning the Company's compliance with the rules and requirements of corporate legislation;

3.9 Preparation of proposals for the Board of Directors regarding selection of the Company's registrar; ensuring interaction between the Company and its registrar.

3.10 Interaction with trading organizers (both Russian and foreign) concerning the matters of admission of the Company's shares, listing, delisting, and performance of obligations by the Company to the trading organizers as the issuer of the Company's shares.

3.11 Interaction with the central depository and the registrar on matters related to the Company's shareholders exercising their rights.

3.12 Interaction with regulatory authorities concerning registration of the Company's share issues, and performance by the Company of its obligation to notify regulatory authorities of any corporate action.

3.13 Representing the Company's interests concerning all other matters in respect of the organizations listed in this clause D within the powers of the corporate secretary.

3.14 Arrangement of the work of the call center of the Company's shareholders.

E. Functions according to the objective "Participation in improvement of the Company's system and practice of corporate governance"¹⁸.

3.15 Monitoring of corporate legislation and corporate governance practice of Russian and foreign companies;

3.16 Arrangement of the development and actualization of the Articles of Association of the Company and its internal documents which regulate the operating procedures of the governing bodies and implementation of corporate procedures;

3.17 Preparation of the annual report on the Company's corporate governance for the Board of Directors;

3.18 Interaction with the organizations that evaluate the Company's corporate governance and performance of its governing bodies.

F. Functions according to the objective "Compliance with securities legislation"

3.19 Organization and support of the Company's issuance of shares according to decisions made by the governing bodies, preparation of the issuing documents, and support of the registration actions;

¹⁸ [🔗](#) Subclause 8, clause 218, section III, part B of the CCG.

3.20 Methodological advice and organizational support of placement of the Company's shares;

3.21 Organization and methodological support of depository receipts issued for the Company's shares, and interaction with the depository bank to support the depository receipt program of the Company.

II. OTHER FUNCTIONS OF THE CPRU

G. Functions according to the objective "Compliance with antimonopoly legislation regarding economic concentration".

3.22 Preparation of the Company's Group.

3.23 Preparation and submission of requests and notices to the Federal Antimonopoly Service of the Russian Federation (FAS of Russia).

3.24 Control over execution of instructions of the FAS of Russia concerning corporate actions.

H. Functions according to the objective "Corporate support of investment and strategic projects of Inter RAO Group related to creation, acquisition, transfer of ownership, liquidation, restructuring of assets (including reorganization), capital management of Group members (issue of securities, increase/decrease in registered capital), establishment of joint ventures, M&A, and construction of power generation facilities in Russia and abroad".

3.25 Analysis of the project goals, and preparation of corporate schemes of project implementation based on the analysis.

3.26 Expert examination of ways to achieve the project goals in terms of corporate risks, time frames for achieving goals, and the required resources.

3.27 Preparation of offers on the choice of ways to achieve the project goals in terms of corporate risks, time frames for achieving goals, and the required resources.

3.28 Preparation of the schedule of corporate events for project implementation, and its integration in the general schedule of the project implementation.

3.29 Control over compliance with the schedule of project implementation in terms of corporate and corporate-related procedures.

3.30 Risk management of the failure to achieve the project goals and failure to meet the deadlines for project implementation in terms of the corporate procedures.

3.31 Development and expert examination of corporate decisions, memoranda, contracts, agreements, issuing documents, statements, and other important documents within projects under implementation.

3.32 Interaction with the FAS of Russia, Federal Tax Service of Russia, and the Bank of Russia on the issues of notification, obtaining permits and approvals, and registration of the actions within the projects under implementation.

3.33 Compliance by the Group with the requirements of corporate legislation, incorporating and internal documents, and decisions of the governing bodies in the course of project implementation.

3.34 Minimization of the risks of application of civil, administrative and criminal liability to the Company, the Group's companies and executives of the Group's companies, and the members of the Group's governing bodies under bankruptcy, administrative and criminal law in matters related to the management of the Corporate and Property Relations Unit.

I. Functions in the objective "Organization of the restructuring process of the Company and the Group's companies".

3.35 Analysis of restructuring options in terms of compliance with legal requirements and standards of corporate governance.

3.36 Preparation of corporate risk maps for planned activities.

3.37 Preparation of the restructuring schedule.

3.38 Expert examination, preparation of governing bodies' corporate decisions and other relevant documents in the framework of restructuring.

3.39 Control over the execution of the schedule in terms of corporate procedures.

3.40 Interaction with the FAS of Russia, Federal Tax Service of Russia, and the Bank of Russia on matters of notification, obtaining permits and approvals, and registration of actions in the framework of restructuring.

3.41 Management of the risks of failure to reach the project objectives and delays in the restructuring of corporate procedures.

3.42 Minimization of the risks of application of civil, administrative and criminal liability to the Company, the Group's companies and executives of the Group's companies, and the members of the Group's governing bodies under bankruptcy, administrative and criminal law in matters related to the management of the Corporate and Property Relations Unit.

J. Functions in the objective "Organization of the process of participation and termination (disposal of shares and stakes) of participation of the Company and the Group's companies in commercial and non-commercial organizations, bankruptcy, and liquidation of commercial and non-commercial organizations".

3.43 Analysis of the liquidation options for compliance with legal requirements, compliance with the interests of the Company and the Group's companies as participants in the liquidation of the Group's company (under the functional responsibility and in cooperation with the relevant specialized divisions of the Company).

3.44 Examination of the financial and economic condition of the organization for signs of bankruptcy.

3.45 Examination of options for the elimination of the grounds for bringing civil, administrative and criminal liability to the Company, the Group's companies and executives of the Group's companies, and members of the Group's governing bodies.

3.46 Preparation of the schedule for liquidation of the Group's companies.

3.47 Expert examination and preparation of draft documents in the framework of liquidation proceedings.

3.48 Ensuring compliance with the schedule for liquidation of the Group's companies.

3.49 Expert examination of parameters for establishment by the Company and the Group's companies of commercial and non-commercial organizations.

3.50 Preparation, organization and control of activities for the establishment of commercial and non-commercial organizations.

3.51 Planning of costs associated with the establishment of commercial and non-commercial organizations.

3.52 Expert examination of constituent documents of organizations for compliance with the legislation and internal documents of the Company and the Group's companies.

3.53 Analysis and expert examination of options for termination of participation in commercial and non-commercial organizations.

3.54 Preparation, organization and control of activities for termination of participation in commercial and non-commercial organizations.

3.55 Interaction with the FAS of Russia, the Federal Tax Service of Russia, and the Bank of Russia on matters of notification, obtaining permits and approvals, registration activities within the participatory process, termination of participation, and liquidation and bankruptcy of commercial and non-commercial organizations.

3.56 Management of the risk of failure to reach objectives and failure to meet the deadlines set by the schedule for the activities aimed at participation, termination of participation, and liquidation and bankruptcy of organizations in terms of corporate procedures.

3.57 Minimization of the risks of administrative and civil liability measures being applied against the Company, the Group's companies and executives of the Group's companies, the members of the Board of Directors of the Group's companies, and other governing bodies of the Group (under the functional responsibility and in cooperation with the relevant specialized divisions of the Company).

K. Functions in the objective "Control of the Company's compliance with the legislation on joint-stock companies, the requirements of the Articles of Association, and the decisions of governing bodies in the Company's transactions".

3.58 Expert examination of transactions concluded by the Company in order to verify compliance with the law on joint-stock companies, the requirements of the Articles of Association, and decisions of the governing bodies; preparation of expert reports (under the functional responsibility and in cooperation with the relevant specialized divisions of the Company).

3.59 Mitigation of the risks administrative and civil liability measures being applied against the Company, the Group's companies and executives of the Group's companies, the members of the Board of Directors of the Group's companies, and other governing bodies of the Group that arise when the Company/Group's companies perform transactions (under the functional responsibility and in cooperation with the relevant specialized divisions of the Company).

L. Functions in the objective "Organization of the process of placing additional issues of securities of the Company and the Group's companies"

3.60 Analysis of conditions for placing securities in terms of compliance with legal requirements and standards of corporate governance.

3.61 Preparation of event schedules for placement of additional issues of securities, and control over their execution.

3.62 Preparation of corporate risk maps for planned activities.

3.63 Expert examination and participation in the preparation of issuance documents.

3.64 Minimization of the risks of administrative and civil liability measures being applied against the Company, the Group's companies and executives of the Group's companies, the members of the Board of Directors of the Group's companies, and other governing bodies of the Group (under the functional responsibility and in cooperation with the relevant specialized divisions of the Company).

3.65 Interaction with public authorities on implementing registration procedures, sending notifications, and obtaining permits and approvals.

3.66 Management of the risk of failure to achieve objectives and failure to meet the deadlines of the schedule for placement of additional issues of the Group's securities.

M. Functions in the objective "Cooperation with relevant specialized divisions of the Company on regulatory activities with regard to legislation on legal entities and the securities market"

3.67 Monitoring of draft legislation.

3.68 Development of proposals on changing legislation (under the functional responsibility and in cooperation with the relevant specialized divisions of the Company).

N. Functions in the objective "Ensuring the process of corporate governance of the Group's companies, a list of which is established by order of the Chairman of the Management Board".

3.69 Planning and control of the organization of corporate procedures of the Group's companies.

3.70 Expert examination (in terms of compliance with the requirements of current legislation and the local regulations on corporate governance) of draft decisions and documents submitted to the governing body of the Group and control over compliance with the procedure for approving materials of the governing bodies of the Group's companies.

3.71 Recording and storage of electronic copies of minutes and materials of the meetings of the Group's governing bodies.

3.72 Control over the execution of decisions made by the governing bodies of the Group's companies.

O. Functions in the objective "Organization of the work of the Company's representatives in the governing bodies of the Group companies".

3.73 Planning and control of the formation of the Company's representation in the governing and control bodies of the Group's companies.

3.74 Monitoring of the activity of representatives in the Group's governing bodies in terms of their compliance with the Company's interests while carrying out their activities.

3.75 Issuance of voting recommendations for representatives of the Company to vote on the agenda of the meeting of the governing bodies of the Group's companies.

P. Functions in the objective "Methodological support of the Group's companies in corporate governance and improving the corporate governance of the Group".

3.76 Development of model statutory and other corporate documents of the Group.

3.77 Participation in project activities in terms of:

- management of corporate risks in corporate relations;

- management of the risk of failure to meet deadlines (parameters) of a project in the field of corporate relations.

3.78 Issuance of clarifications, consulting of the Company's business units.

Q. Functions in the objective "Protecting the interests of the Company as an asset owner"

3.79 Interaction with outside counterparties:

- with registrars and depositories in the matter of integration of shares/stakes of the Group's companies;

- with trustees.

3.80 Ensuring the rights of the Company as a shareholder:

- request for information in the companies in which the Company owns a minority stake, analysis of the materials received, and preparation of proposals for the tactics for building corporate relations;

- participation in the general meetings of shareholders/members of the Group as a Company representative;

- ensuring the convening of a corporate event at the initiative of the Company;

- support of the presentation procedure for redemption of shares owned by the Company and others.

3.81 Management accounting:

- maintaining a register of objects of participation;

- control of updating data in the automated information system for property management and corporate governance (AIS for PM and CG).

3.82 Participation in the formation of the Group's target management model:

- participation in the development of schedules for managing the risk of failure to reach the target parameters of the target model in corporate relations;

- generation of proposals on the tactics for making managerial decisions in corporate relations;

- ensuring the legality of administrative decisions via their legalization as decisions of the governing bodies of controlled entities.

3.83 Risk management of corporate conflicts:

- identification of reasons for conflict within the Group and with external customers;
- identification of reasons for "greenmail" with respect to the Group's companies, including the identification of claims filed by shareholders, administrative proceedings, shareholders' requests, etc.

3.84 Participation in regulation-setting activities:

- monitoring of resources of federal executive bodies in order to identify projects of legislative changes on corporate relations;

- analysis of draft legislation on corporate relations in order to identify risk zones preventing the achievement of the Company's strategic objectives;

- Development of proposals on changing legislation (under the functional responsibility and in cooperation with the relevant specialized divisions of the Company).

3.85 Organization of corporate governance control procedures in the Group's companies:

- organization of corporate governance checks in the Group's companies;

- participation in a check of the organization of the corporate governance system in the Group's companies;

- carrying out spot checks of the availability of the necessary approval of transactions in order to identify defects in a transaction.

3.86 Monitoring of the compliance with corporate law in the performance of transactions by the Group's companies:

- spot check of compliance of the conditions of concluded transactions with the conditions approved by the governing bodies (under the functional responsibility and in cooperation with the relevant specialized divisions of the Company);

- identification and prevention of risks of bringing members of the governing bodies to civil liability (under the functional responsibility and in cooperation with the relevant specialized divisions of the Company).

R. Functions in the objective "Organization of asset management of the Company and the Group's companies".

3.87 Participation in the formation of the strategy and corporate asset management policy of Inter RAO Group.

3.88 Development of the standards and asset management methodology in the Company and the companies of Inter RAO Group.

3.89 Provision of guidance and issuance of clarification to companies of Inter RAO Group on asset management issues.

3.90 Participation in the project activities related to asset management.

3.91 Participation in the processes of economic and financial planning and control in the Company and the companies of Inter RAO Group for asset management in accordance with the Company's local regulations.

3.92 Development of proposals to improve the asset management level of the Company and the companies of Inter RAO Group.

3.93 Consideration of request from business units and officers of the Company, the companies of Inter RAO Group, and third parties for asset management and the preparation of responses thereto.

3.94 Organization of liquidation processes (termination of activity) of Russian branches and representative offices of the Company.

3.95 Conducting contract work for asset management.

3.96 Preparation, review and approval of organizational and administrative documents, projects of local regulations on asset management.

3.97 Preparation, review and approval of draft decisions of the Company's governing bodies and companies of Inter RAO Group on asset management.

3.98 Monitoring and analysis of draft laws and regulations, development of proposals on improvement of regulations on asset management issues (under the functional responsibility and in cooperation with the relevant specialized divisions of the Company).

S. Functions in the objective "Organization of asset management accounting of the Company and the Group's companies"

3.99 Organization of asset management accounting of the Company in accordance with the local regulations of the Company.

3.100 Control over asset management accounting by companies of Inter RAO Group.

3.101 Organization of the automation of asset management accounting of the Company and the companies of Inter RAO Group.

3.102 Organization of the operation and development of an automated information system for asset management accounting of the Company and the companies of Inter RAO Group.

3.103 Analysis of asset management accounting data of the Company and companies of Inter RAO Group with the formation of proposals aimed at minimizing the asset risks.

3.104 Provision of the information contained in the management accounting system, departments and officials of the Company, companies of Inter RAO Group, third parties at their request in accordance with the local regulations of the Company.

T. Functions in the objective "Organization and control of proper registration of rights to real estate of the Company and the Group's companies and transactions therewith".

3.105 Organization of the execution of survey work, technical inventory work, and cadastral work for the needs of the Company.

3.106 Organization of state cadastral registration of the Company's real estate.

3.107 Organization of state registration of rights to the Company's real estate and transactions therewith.

3.108 Control over the performance of the organization of survey work, technical inventory work, and cadastral work for the needs of Inter RAO Group.

3.109 Control over the organization of state cadastral registration of real estate of Inter RAO Group.

3.110 Control over the organization of state registration of rights to real estate of the companies of Inter RAO Group and transactions therewith.

3.111 Organization of the Company's cooperation with state and/or municipal authorities for registration of rights to real estate of the Company, including land titles.

3.112 Control over organization of the interaction of the companies of Inter RAO Group with state and/or municipal authorities for registration of rights to real estate of the companies of Inter RAO Group, including land titles.

U. Functions in the objective "Organization of work with non-core assets of the Company and the Group's companies in terms of property"

3.113 Formation and maintenance of a register of the Company's non-core assets in terms of property.

3.114 Control over the formation and maintenance of registers of non-core assets of Inter RAO Group in terms of property.

3.115 Arrangement of procedures for disposal of non-core assets of the Company according to procedures approved by the Company's register of non-core assets in terms of property.

3.116 Control over organization by the companies of Inter RAO Group of the procedures for disposal of non-core assets of Inter RAO Group according to the approved register of non-core assets of Inter RAO Group in terms of property.

3.117 Formation of reporting on the implementation of the register of the Company's non-core assets in terms of property.

3.118 Control over the reporting on implementation of registers of non-core assets of Inter RAO Group in terms of property.

V. Functions in the objective "Organization and control of transactions with assets of the Company and the Group's companies"

3.119 Arrangement of asset management transactions by the Company in accordance with the local regulations of the Company.

3.120 Control of asset management transactions concluded by the companies of Inter RAO Group in accordance with the local regulations of the Company.

3.121 Preparation of opinions on asset management issues in order to form the position of the Company's representatives in the governing bodies of the companies of Inter RAO Group.

3.122 Arrangement of issuance of powers of attorney on behalf of the Company necessary for asset management.

3.123 Organization of the operation and development of a sales website for Inter RAO Group.

W. Functions in the objective "Organization and control of independent appraisal of the assets of the Company and the Group's companies"

3.124 Participation in the accreditation of independent appraisers and appraisal organizations for the needs of the Company and Inter RAO Group in terms of property, including formation of the requirements for accredited independent appraisers and appraisal organizations.

3.125 Organization of the involvement of independent appraisers and appraisal organizations for asset valuation for the Company's needs.

3.126 Control over the organization of involvement of independent appraisers and appraisal organizations in asset appraisal for the needs of Inter RAO Group.

3.127 Arrangement of the examination and review of reports on the asset appraisal.

3.128 Coordination and control of the activities of the companies of Inter RAO Group in terms of challenging the cadastral value of properties.

4. CONDITIONS AND PROCEDURE FOR PAYMENT OF REMUNERATION TO THE HEAD OF THE CPRU

4.1 The procedure for payment of remuneration to the head of the CPRU is determined in accordance with current local regulations of the Company on remuneration, including the bonus system, including for the implementation of KPI.

4.2 Following consideration by the Board of Directors of an annual report of the head of the CPRU, the Board of Directors may decide to pay them additional remuneration that is not envisaged by the system of bonuses specified in clause 4.1.

5. RESPONSIBILITIES OF THE HEAD OF THE CPRU

5.1 The head of the CPRU is responsible for the organization of services and proper performance by the CPRU of the tasks and functions in the manner and scope established by the legislation.

6. FINAL PROVISIONS

6.1. These Regulations shall be approved, amended and supplemented by the decision of the Company's Board of Directors, adopted by a majority vote of the members of the Company's Board of Directors participating in the meeting.

6.2. If, as a result of amendments to any laws or regulations of the Russian Federation, certain sections hereof come into conflict with them, such sections shall lose legal effect and the Company shall be governed by the laws and regulations of the Russian Federation until these Regulations are amended accordingly.