

## **Approval of the Regulation on the Revision Commission of the Public Joint Stock Company Inter RAO UES in a revised version.**

According to the provisions of Clause 10.1 Subclause 10.1.22 of the Charter of JSC "Inter RAO", approval of corporate documents regulating the activities of the Company's corporate bodies fall within the competence of the Company's General Meeting of Shareholders.

According to the provisions of Clause 13.1 Subclause 13.1.17 of the Charter of JSC "Inter RAO", submission of this issue for consideration of the General Meeting of Shareholders of the Company falls within the competence of the Company's Board of Directors.

The Board of Directors of JSC "Inter RAO" at its meeting on April 7, 2015 (Minutes of as of 04/09/2015 # 138) recommended shareholders to approve Regulation on Revision Commission of the Company in a revised version.

Listed below are the factors justifying the need for the revised Regulations on the Revision Commission of the Company to be approved:

1. Conformation with the Civil Code of the Russian Federation (Federal Law dated May 05, 2014 No. 99-FZ "On Amendments to Chapter 4 of Part One of the Civil Code of the Russian Federation and on the Annulment of Certain Provisions of Acts of Legislation of the Russian Federation"), in particular, the indication in the name of the Company instead of "Open Joint Stock Company" – "Public Joint Stock Company".

2. Specification of the requirements of the Regulation in accordance with the Methodology recommendations on the formation of the Regulation on the revision commission of a joint stock company with the participation of the Russian Federation, approved by the order of the Federal Agency for State Property Management dated September 16, 2014 No. 350, in particular, it is proposed to:

- specify the procedure for the formation of the Revision Commission (to provide for an opportunity of re-election of the Revision Commission members for an unlimited number of terms, as well as an opportunity of the termination of the powers of some and all members of the Revision Commission by the resolution of the General Meeting of Shareholders, to introduce the concept of recognition of the Revision Commission member deemed, to provide for an necessity to convene the Extraordinary General Meeting of Shareholders to elect new members of the Revision Commission should the number of the Revision Commission members be less than 4 persons;

- specify the powers of the Revision Commission;

- provide for an opportunity of the Chairman of the Revision Commission to relieve oneself from the duties as a Chairman, as well as for a possibility to elect interim Chairman of the Revision Commission;

- clarify the organizational procedure of the first meeting of the new Revision Commission;

- provide for a possibility to invite to the meetings of the Revision Commission those individuals, who are not members of the Revision Commission;

- specify the procedure for submission and accounting of written opinions of the members of the Revision Commission, absent at the meeting of the Revision Commission for valid reasons;

- provide for the conditions and procedure of auditing refusal;

- specification of the list of documents prepared by the Revision Commission based on the results of the audit, as well as specification of requirements for the content of the inspection certificate and the conclusion of the Revision Commission.

3. Specification of the requirements of the Regulation in accordance with the Methodology recommendations on the formation of the remuneration and compensation of the members of the revision commission of the joint stock company with the participation of the Russian Federation, approved by the order of the Federal Agency for State Property

Management dated July 09, 2014 No.253, in particular, it is proposed to make provisions for the possibility of the general meeting of shareholders to take a decision not to pay remuneration to the members of the Revision Commission.

4. Introducing other amendments of legal and technical nature.

**SUMMARY TABLE**  
**of Amendments and Supplements to be Introduced into the Regulations on the Revision Commission of the Company**

No.	Provision (paragraph, subparagraph) No.	Current version	Version proposed	Comments
<b>Article 1. General provisions</b>				
1.	Clause 1.1.	1.1. These Regulations on the Revision Commission of <b>Open</b> Joint Stock Company Inter RAO UES (hereinafter - the Regulations) developed in accordance with the Federal Law "On Joint Stock Companies" and the Articles of Association of Open Joint Stock Company Inter RAO UES (hereinafter - the Company), define the tasks and activities of the Revision Commission and regulate the issues of interaction with the Company's management bodies and business units of the Company's authorities.	1.1. These Regulations on the Revision Commission of <b>Public Joint Stock Company</b> Inter RAO UES (hereinafter - the Regulations) developed in accordance with the Federal Law "On Joint Stock Companies" and the Articles of Association of <b>Public Joint Stock Company</b> Inter RAO UES (hereinafter - the Company), define the tasks and activities of the Revision Commission and regulate the issues of interaction with the Company's management bodies and business units of the Company's authorities.	<i>Conformation with the Russian Civil Code (clause 7, Clause 3, Federal Law dated May 05, 2014 No. 99-FZ "On amendments to Chapter 4 of Part one of the Civil code of the Russian Federation and on invalidation of individual provisions of legislative acts of the Russian Federation", hereinafter - the Law on Amendments to the Russian Civil Code.</i>
2.	Clause 1.2., Clause 1.4.	1.2. The Revision Commission is a permanent internal control body of the Company exercising regular control over financial and economic activities of the Company, its separate units, <b>officials of the Company's management bodies</b> and business units of the Executive authorities of the Company for compliance with the Russian laws, the Articles of Association and internal documents of the Company. 1.4. When carrying out its activities, the	1.2. The Revision Commission is a permanent internal control body of the Company exercising regular control over financial and economic activities of the Company, its separate units, the Company's <b>management bodies</b> and business units of the Executive authorities of the Company for compliance with the Russian laws, the Articles of Association and internal documents of the Company. 1.4. When carrying out its activities, the	<i>Legal and technical amendments proposed.</i>

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		Revision Commission shall act without reference to the <b>officials of the Company's management bodies</b> and to the Heads of the Company's executive business units.	Revision Commission shall act without reference to the Company's <b>management bodies</b> and to the Heads of the Company's executive business units.	
<b>Article 2. Procedure for nomination of candidates to the Revision Commission</b>				
3.	Clause 2.1.	2.1. The Revision Commission of the Company is elected annually at the General Meeting of the Shareholders of the Company.	2.1. The Revision Commission of the Company is <b>an elected body</b> , which shall be elected annually at the General Meeting of the Shareholders of the Company.	<i>Legal and technical amendments proposed in accordance with the guidelines for development the Regulations on the Revision Commission of a joint stock company with participation of the Russian Federation, approved by the Order of the Federal Property Management Agency (Rosimushchestvo) dated September 16, 2014 No. 350 (hereinafter – the Guidelines of Rosimushchestvo).</i>
4.	Clause 2.2.	2.2. The procedure for nomination of the candidates to the Revision Commission is determined by the laws of the Russian Federation.	2.2. The procedure for nomination of the candidates to the Revision Commission is determined by the laws of the Russian Federation <b>and the Company's Articles of Association.</b>	<i>Legal and technical amendments proposed.</i>
5.	Clause 2.4. – Clause 2.10 (as amended)	Not available	<b>2.4. Shares owned by the members of the Board of Directors or by the persons holding office in the Company's managing bodies may not participate in the election of the Audit</b>	<i>A detailed procedure for formation of the Revision Commission composition is being introduced according to the Guidelines of Rosimushchestvo.</i>

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			<p><b>Committee members.</b></p> <p><b>2.5. The Revision Commission members may be re-elected for an unlimited number of terms.</b></p> <p><b>The powers of some and all members of the Revision Commission may be early terminated by the resolution of the General Meeting of Shareholders.</b></p> <p><b>2.7. In case of early termination of a Revision Commission member's powers or a member's discharge, the other Revision Commission members' powers shall continue.</b></p> <p><b>2.8. The Revision Commission members retired, deceased or otherwise unable to perform their duties shall be deemed exiting.</b></p> <p><b>2.9. An Revision Commission member shall be deemed exiting on the day following his notice to terminate to the Revision Commission, or as from the death day or the upon the receipt of the documents confirming this member's incapacity to perform the duties.</b></p> <p><b>2.10. Should the number of the Revision Commission members be less than 4 persons, the Board of Directors shall convene the Extraordinary General Meeting of Shareholders to elect new members of the</b></p>	

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			<b>Revision Commission. The remaining members of the Revision Commission shall perform their functions until the election of the new Revision Commission.</b>	
<b>Article 4. Powers of the Revision Commission</b>				
6.	Article 4. (as amended)	<b>Not available</b>	<b>4. Powers of the Revision Commission</b>	<i>Delineation of the Revision Commission and its members' powers rights and duties in the proper individual Articles is recommended.</i>
7.	Clause 4.1 (as amended)	5.1. In the exercise of its powers, the Revision Commission of the Company shall be guided only by the requirements of the laws of the Russian Federation, the Company's Articles of Association and decisions of the General Meeting of the Company's shareholders.	4.1. In the exercise of its powers, the Revision Commission of the Company shall be guided only by the requirements of the laws of the Russian Federation, the Company's Articles of Association and decisions of the General Meeting of the Company's shareholders, <b>as well as by these Regulations and other internal documents of the Company.</b>	<i>Legal and technical amendments proposed.</i>
8.	Clause 4.2 (as amended)	<b>Not available</b>	<b>4.2. The Revision Commission shall audit the Company's activities as well as identify and assess risks arising from the Company's financial and business activities and processes.</b>	<i>Specifications proposed according to the Guidelines of Rosimushchestvo.</i>
9.	Clause 4.3 (as amended)	5.2. The powers of the Revision Commission of the Company include: 1) unhindered access to all Company's offices;	<b>4.3. Powers of the Revision Commission. The Revision Commission shall: 4.3.1. Inspect (audit) financial and economic activities of the Company and issue an opinion on the audits stating:</b>	<i>The Revision Commission powers are being specified according to the Guidelines of Rosimushchestvo.</i>

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		<p>2) sealing money storage facilities, materials warehouses, archives and other Company's offices at the time of inspection of the valuables and documents safekeeping;</p> <p>3) seizure of individual documents (acts of seizure and copies of seized documents shall be retained), in case of forgery, falsification or other misuse revealed.</p> <p>4) receiving written explanations from the officials of the Company's management bodies, Heads and employees of business units of the Company's Executive authorities of on the issues arising in the course of audit;</p> <p>5) issuing instructions to the officials of the officials of the Company's management bodies and Heads of business units of the Company's Executive authorities when adopting urgent measures in connection with identified violations, if failure to take such actions may result in loss of valuables, documents or further misuses;</p> <p>6) calling for extraordinary General Meetings of the Shareholders of the Company and meetings of the Company's Board of directors, in the manner prescribed by the Russian law, the Articles of Association and these Regulations;</p> <p>7) requesting documents and materials necessary for the audits of the Company's financial and economic activities from the</p>	<p><b>- confirmation of accuracy of data contained in the reports and other financial documents of the Company;</b></p> <p><b>- information on violations of the procedure established by the laws of the Russian Federation and concerning accounting policy and submission of financial statements as well as violation of the law of the Russian Federation in the course of financial and business activities.</b></p> <p><b>4.3.2. Confirm the accuracy of the data contained in the Company's annual and accounting (financial) reports.</b></p> <p><b>4.3.3. Prepare proposals/recommendations for the improvement of the Company's asset management efficiency, risk management and internal control systems.</b></p> <p><b>4.3.4. Control remedial actions and carrying out of the recommendations given in the acts based on the previous inspection results.</b></p> <p><b>4.4. The Revision Commission, in order to implement its powers shall be entitled to:</b></p> <p><b>- in the course of inspection (audit), require information (documents and materials) necessary for audits from the Company's management bodies and officials as well as oral and written explanations on the issues arising in the course of audits;</b></p> <p><b>- Inform the Company's Board of Directors and Executive bodies of all employees' and</b></p>	

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		<p>officials of the Company's management bodies, Heads of business units of the Executive authorities of the Company;</p> <p>8) submit issues of applying disciplinary and material liability measures to the Company's employees and officers of the Company's management bodies in case of violations of the Company's Articles of Association and internal documents for consideration of the officials of the management bodies of the Company.</p>	<p><b>officials' failures to comply with requirements of the Revision Commission relating to the submission of the required documents, their refusals in the notes to the Revision Commission questions;</b></p> <ul style="list-style-type: none"> <li><b>– submit issues of applying disciplinary and material liability measures to the Company's employees in case of violations of the Company's Articles of Association, internal documents, duty regulations, fraud and other irregularities, for consideration of the Company's management bodies;</b></li> <li><b>– in the order established by the current laws of the Russian Federation, Articles of Association and internal documents of the Company, require convening of meetings of the Board of Directors and extraordinary General Meetings of Shareholders;</b></li> <li><b>– submit issues of measures and remedial actions taken to rectify violations discovered by the Revision Commission, to the Company's Board of Directors and Executive bodies;</b></li> <li><b>– engage experts in the relevant fields (law, economics, finance, accounting, management, economic security etc.) including specialized organizations.</b></li> </ul>	

**Article 5. Chairman and Secretary of the Revision Commission**



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10.	Clause 5.1 (as amended)	<b>4.1.</b> The Chairman of the Revision Commission is elected by and from among the Revision Commission members by a majority of votes of the elected members of the Revision Commission. The members of the Revision Commission of the Company are entitled at any time to re-elect the Chairman of the Revision Commission by a majority of votes of the elected members of the Revision Commission.	<b>5.1.</b> The Chairman of the Revision Commission is elected <b>with his consent</b> by and from among Committee members, <b>by open vote</b> and by a majority of votes of the elected members of the Revision Commission. The members of the Revision Commission of the Company are entitled at any time to re-elect the Chairman of the Revision Commission by a majority of votes of the elected members of the Revision Commission.	<i>Legal and technical amendments proposed.</i>
11.	Clause 5.2. (as amended)	<b>Not available</b>	<b>5.2. The Chairman of the Revision Commission may resign commission of his own free will, remaining the Revision Commission member, from the date of his letter of resignation receipt by the Revision Commission.</b> <b>5.3. During the Chairman's absence his duties shall be performed by the acting Chairman of the Revision Commission, who shall be elected by a majority of votes of the members of the Revision Commission present at the meeting.</b>	<i>According to the Guidelines of Rosimushchestvo, it is proposed to envisage the possibility for the Chairman of the Revision Commission to resign commission and to elect an acting Chairman of the Revision Commission.</i>
12.	Clause 5.4 (as amended)	<b>5.3.</b> The Chairman of the Revision Commission of the Company: 1) convenes and conducts meetings of the Revision Commission of the Company;	<b>5.4.</b> The Chairman of the Revision Commission of the Company: 1) convenes and conducts meetings of the Revision Commission of the Company;	<i>The paragraph related to the functions of the Chairman of the Revision Commission shall be transferred from the Article "Rights and obligations of</i>

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		<p>2) approves agendas of meetings of the Revision Commission of the Company, as well as addresses all the necessary issues related to the preparation and holding of meetings of the Revision Commission.</p> <p>3) Manages current activities of the Revision Commission of the Company;</p> <p>4) Represents the Revision Commission at the General Meeting of the Shareholders and meetings of the Company’s Board of directors;</p> <p>5) Signs minutes of meeting of the Revision Commission and other documents on behalf of the Revision Commission of the Company.</p>	<p>2) approves agendas of meetings of the Revision Commission of the Company, as well as addresses all the necessary issues related to the preparation and holding of meetings of the Revision Commission;</p> <p>3) Manages current activities of the Revision Commission of the Company;</p> <p>4) Represents the Revision Commission at the General Meeting of the Shareholders and meetings of the Company’s Board of directors;</p> <p>5) Signs minutes of meeting of the Revision Commission and other documents on behalf of the Revision Commission of the Company.</p>	<p><i>the Revision Commission” to the Article “Chairman and the Secretary of the Revision Commission”.</i></p>
13.	Clause 5.6. (as amended)	<p>5.4. The Secretary of the Revision Commission of the Company:</p> <p>1) manages minutes of meetings of the Revision Commission;</p> <p>2) ensures timely notification of the Company’s management bodies on the audit results and provides copies of the opinions (statements) of the Revision Commission of the Company;</p> <p>3) documents and signs minutes of meeting of the Revision Commission of the Company;</p> <p>4) ensures record keeping, document management and storage of the documents of the Revision Commission of the Company;</p> <p>5) ensures notification of the members of the Revision Commission of the Company on holding the meetings of the Revision</p>	<p>5.6. The Secretary of the Revision Commission of the Company:</p> <p>1) manages minutes of meetings of the Revision Commission;</p> <p>2) ensures timely notification of the Company’s management bodies on the audit results and provides copies of the opinions (statements) of the Revision Commission of the Company;</p> <p>3) documents and signs minutes of meeting of the Revision Commission of the Company;</p> <p>4) ensures record keeping, document management and storage of the documents of the Revision Commission of the Company</p> <p><b>(inspection reports, findings, minutes of meetings of the Revision Commission, other documents of the Revision Commission);</b></p>	<p><i>The paragraph related to the functions of the Secretary of the Revision Commission shall be transferred from the Article “Rights and obligations of the Revision Commission” to the Article “Chairman and the Secretary of the Revision Commission”. It is recommended to clarify the definition of the Documents of the Revision Commission.</i></p>

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		Commission, scheduled and unscheduled inspections of the Company's activities; 6) performs other duties envisaged hereby.	5) ensures notification of the members of the Revision Commission of the Company on holding the meetings of the Revision Commission, scheduled and unscheduled inspections of the Company's activities; 6) performs other duties envisaged hereby.	
14.	Clause 5.7. (as amended)	4.3. The Chairman and the Secretary of the Revision Commission of the Company shall be re-elected within <b>15 (fifteen) working days upon election of the relevant Revision Commission of the Company.</b>	5.7. The Chairman and the Secretary of the Revision Commission of the Company shall be re-elected <b>at the first meeting held within a month upon the General Meeting of the Shareholders at which the members of the Revision Commission of the Company were elected.</b>	<i>It is recommended to clarify the procedure for the first meeting of the re-elected Revision Commission.</i>
<b>Article 6. Rights and obligations of the members of the Revision Commission</b>				
15.	Clause 6 (as amended)	<b>5. Rights and obligations of the Revision Commission</b>	<b>6. Rights and obligations of the members of the Revision Commission.</b>	<i>It is recommended to delineate the powers of the Revision Commission and the Rights and obligations of the members of the Revision Commission in separate Articles.</i>
16.	Clause 6.1. (as amended)	<b>Not available</b>	<b>6.1.</b> The members of the Revision Commission of the Company shall be entitled to: 1) require convocation of the meeting of the Revision Commission of the Company; 2) in accordance with the established procedure, submit for the consideration of the Revision Commission proposals to hold	<i>It is recommended to envisage a paragraph in these Regulations related to the rights of the members of the Revision Commission.</i>

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			<p>extraordinary audits of financial and economic activities of the Company, actions and decisions of the Company, its management bodies or officials;</p> <p>3) Express their special opinions on the agenda issues of meetings of the Revision Commission, demand fixation of their special opinions in the minutes of the meeting of the Revision Commission and bring it to the attention of the Company's management bodies;</p> <p>4) in case of disagreement with an opinion/statement of the Revision Commission, prepare a dissenting opinion and claim its inclusion to the opinion/statement of the Revision Commission;</p> <p>5) exercise other rights stipulated by the laws of the Russian Federation, Articles of Association and internal documents of the Company.</p>	
17.	Clause 6.2. (as amended)	<p>5.5. The members of the Revision Commission of the Company shall:</p> <p>1) personally attend meetings of the Revision Commission and participate in the Company's financial and economic activities audits;</p> <p>2) ensure the confidentiality of information received and prevent unauthorized disclosure of</p>	<p><b>6.2. The members of the Revision Commission of the Company shall:</b></p> <p><b>1) when exercising their rights and performing their duties, act honestly and reasonably in the Company's interests;</b></p> <p><b>2) participate in audits in accordance with the relevant decisions of the Revision</b></p>	<p><i>Clarification of the obligations of the members of the Revision Commission is being introduced according to the Guidelines of Rosimushchestvo, and in accordance with the Company's internal documents.</i></p>

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		<p>information that becomes known to them in the process of conducting audits;</p> <p>3) in accordance with the Company's Articles of Association, call for extraordinary General Meetings of the Shareholders of the Company in the event of a real threat to the interests of the Company;</p> <p>4) report to the General Meetings of the Shareholders of the Company on the results of scheduled and unscheduled inspections of financial and economic activities of the Company, on the revealed facts of violations by the members of the Board of Directors and other officers of the management bodies, as well as of violations the Russian law, of the Articles of Association and internal documents of the Company;</p> <p>5) provide opinions (statements) on the Company's annual audit activities including assessments of the annual reports of the Company to the Board of Directors within 45 (Forty five) days before the date of the Annual General Meeting of the Shareholders.</p>	<p><b>Commission;</b></p> <p><b>3) submit in writing to the Company and addressed to the Corporate Secretary of the Company, on a quarterly basis within 15 (fifteen) days after the beginning of the quarter, provide information according to Appendix 1 hereto, when amended - within 5 (five) days after such amendments specifying the same;</b></p> <p><b>4) record and objectively fix in the Revision Commission documents all violations of all regulatory documents, of the Articles of Association and of the internal documents committed by the Company's employees and identified in the course of the audit;</b></p> <p><b>5) in due time notify the Board of Directors, the Board and the Chairman of the Board of the results of audits and inspections activities of the Company, of the Revision Commission opinions, proposals to address the causes and the conditions that contribute to violations of financial and economic disciplines, as well as of the suggestions for improving the internal control system and the efficiency of the Company's activities;</b></p> <p><b>6) not use any insider information for</b></p>	

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			<p>transactions with financial instruments and (or) goods of the Company relating to the insider information, for their own account or for the account of a third party, except as otherwise stipulated by the laws of the Russian Federation;</p> <p>7) not disclose insider information to third parties, except for the persons included in the List of insiders of the Company, and only in connection with the performance of duties stipulated by the law or these regulations.</p> <p>8) not provide recommendations based on insider information to third parties; not to cause or assist them in some other way to purchase or sell financial instruments and (or) commodities of the Company, or to enter into contracts being derivative financial instruments, the price of which depends on such securities or commodities of the Company.</p> <p>9) not take actions that are related in accordance with the laws of the Russian Federation to market manipulations.</p> <p>10) notify the Company on transactions with the shares of the Company within 10 (Ten) working days from the date of the transaction</p>	

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			<p>with securities of the Company.</p> <p>11) comply with the rules and procedures provided for by internal documents of the Company and associated with the security mode of information requiring confidentiality.</p> <p>12) comply with the requirements on confidentiality, not to disclose, discuss its contents, not to provide copies, publish or in any form disclose to third parties the information requiring confidentiality, without the prior written consent of the Company, unless otherwise provided by law;</p> <p>13) perform other duties stipulated by the laws of the Russian Federation, the Company Articles of Association and these Provisions.</p>	
18.	par. 7 Clause 4.4. (as amended)	<b>5.8.</b> The Revision Commission, in accordance with the decision on carrying out of audits may engage specialists in the relevant fields (law, economics, finance, accounting, management, economic security etc.) including specialized organizations).	- engage experts in the relevant fields (law, economics, finance, accounting, management, economic security etc.) including specialized organizations.	<i>A technical amendment proposed</i>
<b>Article 8. Revision Commission Meetings</b>				
19.	Paragraph 2 Clause 8.2. (as amended)	8.2. At the Revision Commission meeting, held before commencement of each audit, the following issues of preparation for and carrying	8.2. At the Revision Commission meeting, held before commencement of each audit, the following issues of preparation for and carrying	<i>In accordance with the Guidelines of Rosimushchestvo, it is proposed that persons who are not members of the</i>

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		<p>out the upcoming audit shall be considered:</p> <ol style="list-style-type: none"> <li>1) determination of the subject matter of the audit (<b>accounting statements and statistical reporting, etc.</b>);</li> <li>2) procedure, timing and scope of the audit;</li> <li>3) determination of the list of information and materials required to conduct the audit, methods and sources of collection thereof;</li> <li>4) determination of the list of persons required to be involved in the audit (for explanation, clarification of certain issues);</li> <li>5) setting the date of the Revision Commission meeting to sum up the audit;</li> <li>6) appointment of the Revision Commission member responsible for drawing up the draft opinion (report) of the Revision Commission for the Revision Commission's meeting to sum up the audit;</li> <li>7) solution of other issues.</li> </ol> <p>The Revision Commission's meeting on preparation for and carrying out the audit may be conducted without joint presence of the Revision Commission members by absentee voting (by poll).</p>	<p>out the upcoming audit shall be considered:</p> <ol style="list-style-type: none"> <li>1) determination of the subject matter of the audit;</li> <li>2) procedure, timing and scope of the audit;</li> <li>3) determination of the list of information and materials required to conduct the audit, methods and sources of collection thereof;</li> <li>4) determination of the list of persons required to be involved in the audit (for explanation, clarification of certain issues);</li> <li>5) setting the date of the Revision Commission meeting to sum up the audit;</li> <li>6) appointment of the Revision Commission member responsible for drawing up the draft opinion (report) of the Revision Commission for the Revision Commission's meeting to sum up the audit;</li> <li>7) solution of other issues.</li> </ol> <p>The Revision Commission's meeting on preparation for and carrying out the audit may be conducted without joint presence of the Revision Commission members by absentee voting (by poll).</p> <p><b>Persons who are not members of the Revision Commission may be invited to the Revision Commission's meeting: members of</b></p>	<p><i>Revision Commission may be invited to the Revision Commission meetings.</i></p> <p><i>It is also proposed amendment of legal and administrative nature regarding determination of the subject matter of the audit.</i></p>



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			<b>the Board of Directors, members of the Management Board and heads of business units of the Company, representatives of the Company’s auditor, experts and consultants, other persons invited by the Chairman of the Revision Commission.</b>	
20.	Paragraph 6, Clause 8.3. (as amended)	6) making decision to appeal to the Company management bodies, <b>their officers and</b> heads of business units of the executive board on the need to address irregularities identified during the audit; on making persons who committed violations subject to penalties;	6) making decision to appeal to the Company management bodies, heads of business units of the executive board on the need to address irregularities identified during the audit; on making persons who committed violations subject to penalties;	<i>Amendments of legal and administrative nature are proposed.</i>
21.	Clause 8.9.	<b>7.9.</b> In case of identification of the violations referred to in Clause 7.8. hereof, the Revision Commission member shall no later than three (3) business days upon such identification deliver to the Chairman of the Revision Commission a written statement describing the nature of the violations and the persons responsible therefor.	<b>8.9.</b> In case of identification of the violations referred to in Clause <b>8.8.</b> hereof, the Revision Commission member shall no later than three (3) business days upon such identification deliver to the Chairman of the Revision Commission a written statement describing the nature of the violations and the persons responsible therefor.	<i>Amendments of administrative nature are proposed due to renumbering of the Regulations articles.</i>
22.	Clause 8.10.	7.10. In the cases provided for in Clauses 7.8. and 7.9. hereof, the Chairman of the Revision Commission shall within ten (10) days upon receipt of the information on the violations revealed convene an emergency meeting of the Revision Commission in the form of joint	8.10. In the cases provided for in Clauses <b>8.8. and 8.9.</b> hereof, the Chairman of the Revision Commission shall within ten (10) days upon receipt of the information on the violations revealed convene an emergency meeting of the Revision Commission in the form of joint	<i>Amendments of administrative nature are proposed due to renumbering of the Regulations articles.</i>

No.	Provision (paragraph, subparagraph) No.	Current version	Version proposed	Comments
		presence.	presence.	
23.	Clause 8.14.	In addressing the issues at the meeting of the Revision Commission each member of the Revision Commission shall have one vote.	<p><b>In addressing the issues at the meeting of the Revision Commission each member of the Revision Commission shall have one vote. Transfer of the voting right of any member of the Revision Commission to any other person including other member of the Revision Commission is prohibited.</b></p> <p><b>Written opinion of the Revision Commission member, who was absent at the Revision Commission meeting for good reason (business trip, vacation, illness), on the meeting agenda items shall be accounted in the quorum and the results of voting, if such an opinion was received by the Revision Commission prior to beginning of the meeting. In his/her written opinion the Revision Commission member shall clearly define his/her position on the issue stating in the written opinion whether he/she votes for or against the proposed draft decision or abstains from the decision.</b></p>	<i>In accordance with the Guidelines of Rosimushchestvo, the procedure for submission and accounting of the written opinions of the Revision Commission members, who are absent at the Revision Commission meeting for good reason, is hereby clarified.</i>
24.	Paragraph 8 Clause 8.16.	<b>None</b>	<b>8) information about the person who carried out vote counting.</b>	<i>Bringing in line with Article 181.2 of the Civil Code of the Russian Federation.</i>

**Article 9. Procedure for Audits**

No.	Provision (paragraph, subparagraph) No.	Current version	Version proposed	Comments
25.	Paragraph 2, Clause 9.2. (as amended)	<b>None</b>	<b>Initiators of extraordinary audit (inspection) of financial and economic activities of the Company may at any time, prior to acceptance by the Revision Commission of the decision to undertake an audit (inspection), withdraw its demand by written notification of the Revision Commission.</b>	<i>Clarification is made in accordance with the Guidelines of Rosimushchestvo.</i>
26.	Clause 9.3. (as amended)	8.3. Unless otherwise stated in the decision of the Revision Commission, the General Meeting of Shareholders, the Board of Directors of the Company on unscheduled audit, the Revision Commission meeting, to be held in accordance with Clause <b>8.2</b> hereof, shall take place no later than fifteen (15) business days upon: 1) making decision by the Revision Commission on unscheduled audit; 2) receipt by the Chairman of the Revision Commission of the decision of the General Meeting of Shareholders, the Board of Directors of the Company on unscheduled audit; The Revision Commission meeting, to be held in accordance with Clause <b>8.2.</b> hereof on the basis of the demand of the Company shareholder(s) owning in aggregate no less than ten percent (10%) of the voting shares of the Company to	<b>9.3.</b> Unless otherwise stated in the decision of the Revision Commission, the General Meeting of Shareholders, the Board of Directors of the Company on unscheduled audit, the Revision Commission meeting, to be held in accordance with Clause <b>9.2</b> hereof, shall take place no later than fifteen (15) business days upon: 1) making decision by the Revision Commission on unscheduled audit; 2) receipt by the Chairman of the Revision Commission of the decision of the General Meeting of Shareholders, the Board of Directors of the Company on unscheduled audit; The Revision Commission meeting, to be held in accordance with Clause <b>9.2.</b> hereof on the basis of the demand of the Company shareholder(s) owning in aggregate no less than	<i>Amendments of administrative nature are proposed due to renumbering of the Regulations articles.</i>

No.	Provision (paragraph, subparagraph) No.	Current version	Version proposed	Comments
		conduct an unscheduled audit, shall be held no later than twenty (20) business days upon receipt of the specified demand of the Company shareholder(s).	ten percent (10%) of the voting shares of the Company to conduct an unscheduled audit, shall be held no later than twenty (20) business days upon receipt of the specified demand of the Company shareholder(s).	
27.	Clause 9.4. (as amended)	None	<p><b>9.4. The Revision Commission may refuse conducting audit (inspection) of financial and economic activities in the following cases:</b></p> <ul style="list-style-type: none"> <li>- persons who have presented a demand on conducting audit (inspection) of financial and economic activities do not have the right to initiate the specified audit (inspection);</li> <li>- there has been conducted the audit (inspection) on the facts which are the basis for the demand on conducting audit (inspection) of financial and economic activities, and the Revision Commission has approved the opinion;</li> <li>- the demand does not comply with the laws of the Russian Federation.</li> </ul> <p><b>9.5. The Revision Commission shall notify the shareholder(s), who demanded the audit (inspection), on its refusal to conduct the audit (inspection) of financial and economic activities within two (2) business days upon</b></p>	<i>In accordance with the Guidelines of Rosimushchestvo, it is proposed to provide for conditions of and procedure for refusal of the audit.</i>

No.	Provision (paragraph, subparagraph) No.	Current version	Version proposed	Comments
			<b>adoption of such a decision, by sending the letter signed by the Chairman of the Revision Commission or by the person exercising his functions.</b>	
28.	Paragraph 4, Clause 9.6. (as amended)	9.6. Audit of financial and economic activities of the Company includes: 4) identifying signs of inconsistency by financial and economic activities of the Company with the laws of the Russian Federation, misstatement and false recognition of the Company financial and economic activities in accounting statements, statistical and other reporting and documents of the Company;	9.6. Audit of financial and economic activities of the Company includes: 4) identifying signs of inconsistency by financial and economic activities of the Company with the laws of the Russian Federation, misstatement and false recognition of the Company financial and economic activities in accounting statements, statistical and other reporting and documents of the Company <b>(if any)</b> ;	<i>Amendments of legal and administrative nature are proposed.</i>
29.	Clause 9.10. (as amended)	<b>8.8. Officials of the management bodies</b> , heads of separate units and business units of the executive body of the Company shall: 1) create conditions for the auditors ensuring performance of effective audit, provide the Revision Commission members with all necessary information and documentation, as well as give at their <b>request (oral or written)</b> clarifications and explanations, orally and in writing; 2) promptly remedy all violations identified by the Revision Commission, including those	<b>9.10. Management bodies of the Company</b> , heads of separate units and business units of the executive body of the Company shall: 1) create conditions for the auditors ensuring performance of effective audit, provide the Revision Commission members with all necessary information and documentation, as well as give at their <b>written request</b> clarifications and explanations, orally and in writing; 2) promptly remedy all violations identified by the Revision Commission, including those	<i>Amendments of legal and administrative nature are proposed.</i>

No.	Provision (paragraph, subparagraph) No.	Current version	Version proposed	Comments
		regarding accounting keeping and preparation of accounting and other financial statements; 3) avoid any action during the audit aimed at limiting the range of issues to be clarified during the audit.	regarding accounting keeping and preparation of accounting and other financial statements; 3) avoid any action during the audit aimed at limiting the range of issues to be clarified during the audit.	
<b>Article 10. Audit Report and Opinion of the Revision Commission</b>				
30.	Article 10 (as amended)	<b>9. Opinion of the Revision Commission</b>	<b>10. Audit Report and Opinion of the Revision Commission</b>	<i>Amendments of legal and administrative nature are proposed.</i>
31.	Paragraph 2, Clause 4.3.	9.1. Upon the results of audit of the Company's financial and economic activities, the Revision Commission shall prepare the <b>Opinion which is the Company's internal control document.</b>	10.1. Upon the results of audit of the Company's financial and economic activities, the Revision Commission shall prepare the <b>Audit Report and Opinion of the Revision Commission, which shall be signed by all members of the Revision Commission, who performed the audit (inspection), as well as by the Chairman of the Revision Commission.</b>	<i>Clarification is made to the list of documents to be executed by the Revision Commission upon the audit results in accordance with the Guidelines of Rosimushchestvo.</i>
32.	Paragraph 5, Clause 4.3.	<b>None</b>	<b>10.2. The Audit Report of the Revision Commission shall state:</b> - the time and place of the audit (inspection); - the Revision Commission members who took part in the audit (inspection); - the basis of the audit (inspection).	<i>Clarification is made in terms of the requirements for the content of the Audit Report in accordance with the Guidelines of Rosimushchestvo.</i>

No.	Provision (paragraph, subparagraph) No.	Current version	Version proposed	Comments
			<p><b>The Audit Report shall contain description of the main risks identified, violations and weak points of the Company's activities with analysis of their causes, assessment of risk of similar violations in the future, and recommendations on mitigation of such risks/rectification of the violations identified.</b></p>	
33.	Paragraph 9, Clause 4.3.	<p>9.2. The Revision Commission Opinion shall consist of three parts: introductory, analytical and summary.</p> <p>9.3. Introductory part of the Revision Commission Opinion shall include:</p> <ol style="list-style-type: none"> <li>1) the title of the document as a whole - Opinion of the Revision Commission of the Open Joint-Stock Company Inter RAO.</li> <li>2) date and place of the Opinion execution;</li> <li>3) date (period) and place of the audit;</li> <li>4) the basis of the audit (decision of the Revision Commission, the General Meeting of Shareholders, the Board of Directors, the Company's shareholders (shareholder);</li> <li>5) the purpose of the audit (determination of legality of the Company activities, assessment of reliability of the accounting and other documentation, compliance thereof with the laws of the Russian Federation, etc.);</li> </ol>	<p><b>10.3. Opinion of the Revision Commission shall contain:</b></p> <ul style="list-style-type: none"> <li>- <b>composition and the date of election of the Revision Commission, legal grounds for its activities;</b></li> <li>- <b>the period being audited;</b></li> <li>- <b>date and place of the Revision Commission Opinion execution;</b></li> <li>- <b>assurance of accuracy of data contained in the Company's annual report, and annual accounting (financial) statements, and other financial documents of the Company;</b></li> <li>- <b>information about violations against bookkeeping and financial statements provision established by the laws of the Russian Federation, and breach of the Russian regulatory documents in performance of financial and economic activities.</b></li> </ul>	<p><i>Clarification is made in terms of the requirements for the content of the Opinion in accordance with the Guidelines of Rosimushchestvo.</i></p>

No.	Provision (paragraph, subparagraph) No.	Current version	Version proposed	Comments
		<p>6) subject matter of the audit (particular line of the Company's activities, financial and economic documentation, including accounting statements and statistical reporting, etc.);</p> <p>7) the list of statutory and other documents regulating activities of the Company that were used during the audit.</p> <p>9.4. Analytical part shall contain objective assessment of the object being audited and include:</p> <p>1) overall results of audit of accounting records and other documentation of financial and economic activities of the Company;</p> <p>2) overall results of audit of compliance with the requirements of the laws of the Russian Federation when making financial and economic transactions;</p> <p>9.5. Summary part of the Revision Commission Opinion (Statement) shall consist of reasoned opinions of the Revision Commission, and shall include:</p> <p>1) assurance of accuracy of data contained in reports and other financial documents of the Company;</p> <p>2) information about violations against bookkeeping and financial statements provision</p>	<p>- <b>summarization and opinions on the audit results;</b></p> <p>- <b>information on the requirements for provision of the information (documents and materials) declared during the audit;</b></p> <p>- <b>information on the refusals to provide the information (documents and materials);</b></p> <p>- <b>information on the written explanations received from members of the Board of Directors, members of the Management Board and the Company employees;</b></p> <p>- <b>information on the requirements of the Revision Commission for convening meetings of the Board of Directors and extraordinary General Meeting of Shareholders.</b></p>	



No.	Provision (paragraph, subparagraph) No.	Current version	Version proposed	Comments
		<p>established by the laws of the Russian Federation, and breach of the Russian regulatory documents in performance of financial and economic activities.</p> <p>3) recommendations and proposals on rectification of the causes and consequences of violations of the laws of the Russian Federation, the Articles of Association and internal documents of the Company.</p>		
34.	Paragraph 13, Clause 4.3. (as amended)	<p>9.6. Opinion of the Revision Commission of the Company shall be made in three (3) copies no later than two (2) days after the end of the audit <b>performance</b> and shall be signed at the Revision Commission's meeting on the audit results by all members of the Revision Commission and by the experts involved in the audit. <b>The Opinion (Statement) shall have a mark that the Chairman of the Management Board and Chief Accountant of the Company have reviewed it.</b></p>	<p>10.4. Opinion of the Revision Commission of the Company shall be made in three (3) copies no later than two (2) days after the end of the audit and shall be signed at the Revision Commission's meeting on the audit results by all members of the Revision Commission and by the experts involved in the audit.</p> <p><b>The Audit Report and the Opinion shall have a mark that the Chairman of the Management Board and Chief Accountant of the Company have reviewed it.</b></p>	<i>Amendments of legal and administrative nature are proposed.</i>
35.	Clause 4.4. (as amended)	<p><b>9.7.</b> The Company shall keep <b>Opinions</b> of the Revision Commission and provide access thereto on demand of the Company shareholders.</p>	<p><b>10.5.</b> The Company shall keep <b>Audit Reports and Opinions</b> of the Revision Commission and provide access thereto on demand of the Company shareholders.</p>	<i>Amendments of legal and administrative nature are proposed.</i>

**Article 11. Remuneration of the Company Revision Commission members**

No.	Provision (paragraph, subparagraph) No.	Current version	Version proposed	Comments
36.	Clause 11.3	<b>11.3. Member of the Company Revision Commission</b> shall be compensated for expenses related to participation in the meeting of the Revision Committee and in the audit, according to the rates of compensation of travel expenses valid at the time of the meeting or the audit.	<b>11.3. Chairman and member of the Company Revision Commission</b> shall be compensated for expenses related to participation in the meeting of the Revision Committee and in the audit, according to the rates of compensation of travel expenses valid at the time of the meeting or the audit.	<i>Amendments of legal and administrative nature are proposed.</i>
37.	Clause 11.6. (as amended)	<b>None</b>	<b>11.6. General Meeting of Shareholders shall be entitled to take a decision on non-payment of remuneration to the Revision Commission members, if member of the Revision Committee missed more than half of the meetings held during the period of his/her membership of the Revision Commission.</b>	<i>Clarification is made in terms of payment of remuneration to the Revision Commission members in accordance with the Guidelines on execution of the Regulations on remuneration and compensation of members of the Revision Commission of a joint-stock company with participation of the Russian Federation approved by Order No. 253 of July 9, 2014 of Rosimushchestvo.</i>
<b>Article 12. Final Provisions</b>				
38.	Article 12 (as amended)	<b>None</b>	12. Final Provisions 12.1. In the event of changes in the laws of the Russian Federation, provisions of these Regulations which conflict with the laws shall be null and void, and activities of the Revision Commission shall be governed by the relevant regulations of the laws of the Russian	<i>Amendments of legal and administrative nature are proposed.</i>

No.	Provision (paragraph, subparagraph) No.	Current version	Version proposed	Comments
			Federation and the Company's Articles of Association. 12.2. In the event of any inconsistency between these Regulations and the Company's Articles of Association, the Company's Articles of Association shall prevail.	
<b>Appendices</b>				
39.	Appendix 1 to the Regulations	<b>Questionnaire of the nominee to the Revision Commission of JSC Inter RAO.</b>	<b>Questionnaire of the nominee to the Revision Commission of PJSC Inter RAO / Member of the Revision Committee of PJSC Inter RAO.</b>	<i>Bringing in line with the Civil Code of the Russian Federation (Clause 7, Article 3 of the Law on Amendments to the Civil Code of the Russian Federation), as well as clarification of the Questionnaire items in accordance with the requirements of the laws of the Russian Federation.</i>
40.	Appendix 2 to the Regulations	<b>JSC Inter RAO</b>	<b>PJSC Inter RAO</b>	<i>Bringing in line with the Civil Code of the Russian Federation (Clause 7, Article 3 of the Law on Amendments to the Civil Code of the Russian Federation).</i>

**DRAFT**

**APPROVED:**

by Resolution  
of the Annual General Meeting  
of Shareholders of JSC “Inter RAO”  
dated May \_\_\_\_, 2015  
(Minutes No. \_\_\_\_ dated May \_\_\_\_, 2015)

**REGULATIONS**  
**on the Revision Commission**  
**of Public Joint Stock Company “Inter RAO UES”**

Moscow  
2015

## **1. GENERAL PROVISIONS**

1.1. These Regulations on the Revision Commission of Public Joint-Stock Company Inter RAO UES (hereinafter referred to as the “Regulations”) are made in compliance with the Federal Law *On Joint-Stock Companies* and the Articles of Association of Public Joint-Stock Company Inter RAO UES (hereinafter referred to as the “Company”). These Regulations establish the objectives and procedures of the Revision Commission and regulate interaction with the Company’s management bodies and other executive units of the Company.

1.2. The Revision Commission is a continuing internal control body of the Company that exercises regular control over its financial and business activities, its subsidiaries and affiliates, management bodies and other executive units of the Company in terms of compliance with the laws of the Russian Federation, Articles of Association of the Company and other internal regulations of the Company.

1.3. The Revision Commission acts for the benefit of Shareholders of the Company and it is accountable to the General Meeting of Shareholders of the Company.

1.4. When conducting its activities, the Revision Commission shall act independently from the management bodies of the Company and heads of its executive units.

1.5. In the course of its activities, the Revision Commission shall be governed by the laws of the Russian Federation, Articles of Association of the Company, these Regulations and other internal documents of the Company approved by the General Meeting of Shareholders of the Company.

## **2. PROCEDURE FOR NOMINATING CANDIDATES TO THE REVISION COMMISSION**

2.1. The Revision Commission of the Company is an elected body. Its members shall be elected annually by the Annual General Meeting of Shareholders of the Company.

2.2. The procedure for nominating candidates to the Revision Commission shall be in compliance with the laws of the Russian Federation and the Articles of Association of the Company.

2.3. When nominating the candidates to the Revision Commission of the Company, a nominating shareholder shall submit the Application for Nominee to the Revision Commission prepared according to the form given in Appendix 1 hereto, as well as the written consent of such nominee to the Revision Commission to be nominated and elected as a member of the Revision Commission of the Company made in the form attached as Appendix 2 hereto. Should such documents be missing, the Board of Directors shall deny including the proposed nominee into the list of nominees to be elected to the Revision Commission.

2.4. Shares held by the members of the Board of Directors or persons holding positions in the Company’s management bodies shall not participate in the election of Revision Commission’s members.

2.5. The members of the Revision Commission may be re-elected any number of times.

2.6. The powers of some and all members of the Revision Commission may be earlier terminated by the appropriate resolution of the General Meeting of Shareholders.

2.7. If the powers of any member of the Revision Commission are early terminated or such member is excluded from the membership of the Revision Commission, the powers of the remaining members of the Revision Commission shall remain effective.

2.8. Excluded members of the Revision Commission shall be those persons who voluntarily resign their position, died or unable to exercise their powers on other grounds.

2.9. A member of the Revision Commission shall be considered as excluded from its membership from the next day after the date on which the Revision Commission receives his/her application or the date of his/her death or the date on which the Company is provided with the documents confirming his/her inability to exercise powers of a member of the Revision Commission.

2.10. Should the number of members of the Revision Commission be less than four

persons, the Board of Directors shall convene the Extraordinary General Meeting of Shareholders to elect new members of the commission. The remaining members of the Revision Commission shall perform their functions until the election of new members of the Revision Commission.

### **3. OBJECTIVES OF THE REVISION COMMISSION OF THE COMPANY**

3.1. The main objectives of the Revision Commission of the Company include:

- a) exercising control over financial and business activities of the Company;
- b) monitoring compliance of financial and business transactions conducted by the Company with the laws of the Russian Federation and the Articles of Association of the Company;
- c) making an independent appraisal of information concerning the Company's financial status.

### **4. RIGHTS AND OBLIGATIONS OF THE REVISION COMMISSION**

4.1. In the course of exercising its powers, the Revision Commission of the Company shall be governed by the provisions of the laws of the Russian Federation, Articles of Association of the Company and Resolutions adopted by the General Meeting of Shareholders of the Company, as well as these Regulations and internal corporate documents of the Company.

4.2. The Revision Commission shall conduct audits of the Company's activities, including identification and assessment of risks arising as a result and in the course of financial and economic activities.

4.3. The Revision Commission of the Company shall have the right to:

4.3.1. Inspect (conduct an audit of) financial and economic activities of the Company and prepare an audit report based on its results. Such report shall contain:

- confirmation of the reliability of data contained in statements and other financial documents of the Company;
- information regarding violation of the accounting and financial reporting procedures established by legal acts of the Russian Federation, as well as legislative and regulatory acts of the Russian Federation in the course of financial and economic activities.

4.3.2. Confirm the reliability of data included in the annual reports and annual accounting (financial) statements of the Company.

4.3.3. Prepare proposals/recommendations aimed to improve the asset management process at the Company, as well as the risk management and internal control system.

4.3.4. Control the remedial actions and implementation of recommendations contained in the reports prepared based on the results of previous inspections (audits).

4.4. For the purpose of exercising its powers, the Revision Commission shall be entitled to:

- in the course of inspection (audit), require the management bodies and officers of the Company to provide information (documents and materials) necessary for inspection, as well as oral and written clarifications on matters arising in the course of audit;
- notify the Board of Directors and executive bodies of the Company of all events of failure by employees of the Company (including persons performing managerial functions) to comply with the requirements of the Revision Commission regarding submission of the required documents, as well inform of refusal to provide clarifications on matters specified by the Revision Commission;
- raise an issue before the Company's management bodies concerning imposition of material and disciplinary sanctions on the Company's employees if it is disclosed that they violate the Articles of Association, internal regulations of the Company, job descriptions, or commit abuse/fraud;
- require calling a meeting of the Board of Directors, Extraordinary General

Meeting of Shareholders of the Company in accordance with the procedure established by the effective laws of the Russian Federation, Articles of Association and internal regulations of the Company;

- submit for consideration of the Board of Directors and executive bodies of the Company the issue related to measures and deadlines for elimination of violations detected by the Revision Commission;
- involve specialists in the relevant fields (law, economics, finance, accounting, management, economic security, etc.), including specialized organizations.

## **5. CHAIRMAN AND SECRETARY OF THE REVISION COMMISSION**

5.1. The Chairman of the Revision Commission shall be elected by the members of the Revision Commission of the Company with his/her consent, through open voting, by a majority vote of the elected members of the Revision Commission. The members of the Revision Commission of the Company may elect another Chairman by a majority vote of the elected members of the Revision Commission of the Company.

5.2. The Chairman of the Revision Commission may voluntarily resign while remaining a member of the Revision Commission, upon receipt of his/her letter of resignation by the Revision Commission.

5.3. In the absence of the Chairman of the Revision Commission, his/her powers shall be exercised by the interim Chairman of the Revision Commission to be elected by a majority vote of the members of the Revision Commission participating in the meeting.

5.4. The Chairman of the Revision Commission shall:

- 1) call and hold meetings of the Revision Commission of the Company;
- 2) approve agenda of the meeting of the Revision Commission and resolve any matters related to arranging and holding the meetings of the Revision Commission of the Company;
- 3) organize the routine work of the Revision Commission of the Company;
- 4) represent the Revision Commission at the General Meetings of Shareholders and at the meetings of the Board of Directors of the Company;
- 5) sign the minutes of the Revision Commission meetings and any other documents issued by the Revision Commission of the Company.

5.5. The Secretary of the Revision Commission shall be elected from among the members of the Revision Commission of the Company by a majority vote of the elected members in the Revision Commission of the Company. The members of the Revision Commission of the Company may elect another Secretary of the commission by a majority vote of the elected members of the Revision Commission.

5.6. The Secretary of the Revision Commission shall:

- 1) keep the minutes of the Revision Commission meetings;
- 2) timely inform the management bodies of the Company of the results of conducted audits, provide copies of reports (acts) issued by the Revision Commission of the Company;
- 3) prepare and sign minutes of the Revision Commission meetings;
- 4) arrange the paperwork, documents flow and safekeeping of the documents issued by the Revision Commission of the Company (inspection acts, reports, minutes of the Revision Commission meetings and other documents of the Revision Commission);
- 5) notify the members of the Revision Commission of the Company of its meetings, any scheduled or extraordinary audits of the Company's activities;
- 6) exercise any other functions prescribed by these Regulations.

5.7. The Chairman and Secretary of the newly elected Revision Commission shall be elected at the first meeting of the Revision Commission to be held not later than one month after the date of the General Meeting of Shareholders on which the members of the Revision Commission have been elected.

## **6. RIGHTS AND OBLIGATIONS OF MEMBERS OF THE REVISION COMMISSION**

- 6.1. The members of the Revision Commission shall be entitled to:
- 1) require to call a meetings of the Revision Commission of the Company;
  - 2) submit for consideration of the Revision Commission a proposal to conduct an extraordinary inspection (audit) of financial and economic activities of the Company, actions and resolutions taken by the Company, its management bodies or officials, in accordance with the established procedure;
  - 3) express their special opinion on agenda issues at the Revision Commission meetings, require such special opinion to be recorded in the minutes of the Revision Commission meeting and brought it to the notice of the Company's management bodies;
  - 4) in case of disagreement with the report/act of the Revision Commission, prepare their special opinion and demand its inclusion into such report/act of the Revision Commission.
  - 5) exercise any other rights prescribed by the laws of the Russian Federation, Articles of Association and other internal regulations of the Company.
- 6.2. The members of the Revision Commission shall undertake to:
- 1) act reasonably and in good faith for the benefit of the Company when exercising their rights and fulfilling their duties;
  - 2) participate in inspections (audits) in accordance with the resolutions of the Revision Commission concerning the inspection (audit) procedures;
  - 3) on a quarterly basis, but not later than 15 (fifteen) days after the beginning of the quarter, submit to the Company, to the address of the Corporate Secretary of the Company, the written information according to Appendix 1 hereto, and each time in case of change, within 5 (five) days upon changes, provide information about such changes;
  - 4) record violations of the regulatory legal acts, the Articles of Association, internal regulations of the Company committed by employees of the Company and revealed in the course of inspection (audit) and fairly represent them in the documents of the Revision Commission;
  - 5) promptly notify the Board of Directors, the Management Board and the Chairman of the Management Board of the results of audits and inspections of the Company's activities, reports of the Revision Commission, proposals to eliminate the causes and conditions that may result in violations of financial and economic discipline, as well as proposals to improve the internal control system and the Company's activities;
  - 6) not use insider information for making transactions with financial instruments and (or) goods of the Company related to insider information, at their own expense or at the expense of third parties, except as otherwise stipulated by the laws of the Russian Federation;
  - 7) not disclose insider information to third parties, except for the persons included in the List of Insiders of the Company, and only for performance of duties stipulated by the laws or these Regulations.
  - 8) not provide recommendations based on insider information to third parties, not obligate or otherwise motivate them to purchase or sell financial instruments and (or) goods of the Company, as well as to conclude contracts in the form of derivative financial instruments, the price of which depends on such securities or goods of the Company.
  - 9) not take actions that may be qualified as market manipulation in accordance with



the laws of the Russian Federation.

- 10) send to the Company a notification of transactions with the shares of the Company within 10 (ten) business days after the date of transaction with the Company's securities.
- 11) comply with the rules and procedures provided for by internal documents of the Company and associated with the safety measures of work with information to be kept in confidence.
- 12) fulfil the confidentiality obligations, not disclose, discuss the contents, provide copies, publish or otherwise disclose to third parties any information in respect of which the confidentiality obligation exists, without the prior written consent of the Company, unless otherwise provided for by the laws;
- 13) perform other duties stipulated by the laws of the Russian Federation, the Articles of Association and these Regulations.

6.3. Members of the Revision Commission having taken part in a meeting but disagreeing with the resolution adopted during such meeting where the results of audit are discussed shall have the right to express their special opinion. Such opinion shall form an integral part of the Minutes of the Meeting of the Revision Commission.

6.4. The members of the Revision Commission shall not be members of the Board of Directors of the Company or any other management bodies of the Company.

## **7. ORGANIZING WORK OF THE REVISION COMMISSION OF THE COMPANY**

7.1. The meetings of the Revision Commission of the Company shall be arranged and the audits of the Company's activities shall be conducted in compliance with the approved Work Plan of the Revision Commission unless otherwise prescribed hereby.

7.2. The Work Plan of the Revision Commission shall be approved by the Revision Commission within 45 (forty five) days after the General Meeting of Shareholders elects the new members of the Revision Commission. The Chairman of the Revision Commission shall be responsible for drawing up the Work Plan of the Revision Commission of the Company and submitting it for approval to the Revision Commission.

7.3. The Work Plan of the Revision Commission of the Company shall include:

- 1) objects of audit (types of financial and economic activities of the Company, certain fields of the Company activities);
- 2) the form of audit for each type of object (document audit, on-site audit (field audit));
- 3) the time schedule for audits of the Company's activities, indicative time frames of audits (annual, quarterly);
- 4) the time schedule for meetings of the Revision Commission to be held to discuss preparation and conduct of audits of the Company's activities;
- 5) the list of financial and/or business documents necessary to inspect every object of audit;
- 6) the members of the Revision Commission of the Company responsible for preparing and conducting audits, collecting information, necessary documents and materials;
- 7) other issues related to arrangement of the Revision Commission meetings, as well as audits conducted by it.

## **8. MEETINGS OF THE REVISION COMMISSION**

8.1. The Revision Commission of the Company shall meet to discuss organizational issues of the Revision Commission activities, as well as every time before start of audit and to review findings of such audit.

8.2. At the meeting of the Revision Commission of the Company held before the beginning of each audit, the following issues related to preparation and conduct of the future audit shall be

discussed:

- 1) identifying the object of audit;
- 2) procedures, time frames and scope of audit;
- 3) making a list of information and materials required to conduct the audit, ways to receive these and sources thereof;
- 4) making a list of persons to be involved in the audit (to provide explanations, to clarify certain issues etc.);
- 5) appointing the date of the Revision Commission meeting to review the findings of audit;
- 6) identifying the member of the Revision Commission being in charge of preparing the draft report (act) of the Revision Commission to be submitted to the meeting of the Revision Commission for review of the audit findings;
- 7) resolving any other matters.

A meeting of the Revision Commission to discuss preparation and conduct of audit may be held without attendance of the commission members, through voting by absentee ballots (by poll).

Persons who are not members of the Revision Commission may be invited to participate in its meeting, i.e. members of the Board of Directors, members of the Management Board and heads of structural units of the Company, representatives of the auditor of the Company, experts and consultants, other persons at the invitation of the Chairman of the Revision Commission.

8.3. At the meeting of the Revision Commission held to review the findings of each audit, the following issues shall be discussed:

- 1) discussing information received in the course of audit and the sources of such information;
- 2) finalizing the findings of audit;
- 3) summarizing the audit findings and forming up recommendations based on the audit findings;
- 4) approving and signing the report (act) of the Revision Commission containing the audit findings;
- 5) identifying and analyzing the reasons for violations of the laws of the Russian Federation and the Articles of Association of the Company, and discussing possible options to prevent such violations in future;
- 6) adopting a resolution addressing to the management bodies of the Company, its officers and heads of executive units with regard to elimination of violations identified in the course of audit, as well as imposition of sanctions on persons having committed such violations;
- 7) Other issues related to finalization of the audit findings.

8.4. The regular meetings of the Revision Commission of the Company shall be held as prescribed by the Work Plan of the Revision Commission.

8.5. The extraordinary meetings of the Revision Commission of the Company shall be called by the Chairman of the Revision Commission at his/her own initiative or at the initiative of any member of the Revision Commission or on a resolution adopted by the General Meeting of Shareholders, Board of Directors of the Company or upon request of the Company's shareholders (holding at least 10% of voting shares of the Company) with regard to an audit of financial and economic activities of the Company.

8.6. When preparing an audit, the Chairman of the Revision Commission of the Company shall do the following:

- 1) identify the date, time and place of the meeting (vote counting in case of absentee vote);
- 2) identify the form of meeting (attendance, voting by absentee ballots);
- 3) approve the agenda of the meeting;
- 4) make a list of materials and documents (information) necessary to discuss issues

included in the agenda of the Revision Commission meeting;

- 5) make a list of persons to be invited to participate in the meeting of the Revision Commission (in case of attendance);
- 6) resolve any other matters related to preparation of the Revision Commission meetings.

8.7. A notice of a meeting of the Revision Commission shall be sent to the members of the Revision Commission by registered mail at least 10 (ten) days before the date of meeting, and in case of a meeting to review the audit findings, such notice shall be sent at least 2 (two) days before the date of meeting.

If voting by absentee ballots is held in cases provided for by these Regulations, a notice of such absentee vote shall be sent together with the materials on the agenda issues and voting ballots by registered mail at least 15 (fifteen) days before the vote counting date.

8.8. If any violations of the laws of the Russian Federation, the Articles of Association of the Company or any other Company's internal regulations are detected in the course of activities of the Company, the Chairman of the Revision Commission must call an extraordinary meeting of the Revision Commission to discuss the conduct of unscheduled audit.

8.9. If any violations described in Clause 8.8 hereof are detected, a member of the Revision Commission shall send to the Chairman of the Revision Commission a written notice describing the nature of such violations and persons having committed such violations within 3 (three) days after such violations are revealed.

8.10. In cases specified in Clauses 8.8 and 8.9 hereof, the Chairman of the Revision Commission must call an extraordinary meeting of the Revision Commission to be held in the form of attendance, within 10 (ten) days upon receipt of information about the revealed violations.

8.11. A meeting of the Revision Commission held in the form of attendance shall comprise the following stages:

- 1) opening remarks by the Chairman of the Revision Commission;
- 2) determining whether a quorum is present;
- 3) announcing the issues included in the agenda;
- 4) speeches, messages and reports on the issues included in the agenda of the meeting and discussion thereof;
- 5) formulating the draft resolution on the agenda issues by the Chairman of the Revision Commission;
- 6) voting on issues of the agenda;
- 7) vote counting;
- 8) announcing the resolutions of the Revision Commission on the agenda issues.

8.12. A meeting of the Revision Commission held by poll (absentee vote) shall comprise the following stages:

- 1) receiving and counting the voting ballots from the members of the Revision Commission within the time frames prescribed by the ballots for absentee vote;
- 2) determining whether a quorum at the Revision Commission is present;
- 3) counting votes as per the received voting ballots;
- 4) executing the minutes of the Revision Commission meeting.

8.13. A meeting of the Revision Commission of the Company shall be deemed valid (having a quorum) when more than a half of the members of the Revision Commission of the Company participate therein. If the quorum is absent, the meeting of the Revision Commission shall be postponed, but for no longer than 10 (ten) days.

8.14. Resolutions on the agenda issues at the Revision Commission meeting shall be adopted by majority of votes of the members of the Revision Commission of the Company.

When resolving issues at the Revision Commission meeting, each member of the Revision Commission shall have one vote. No member the Revision Commission may transfer his/her right to vote to another person, including another member of the Revision Commission.

When determining a quorum and counting votes, the written opinion on the agenda issues provided by a member of the Revision Commission who is absent at the meeting for valid reasons (business trip, vacation, illness) shall be taken into account, if such opinion is received by the Revision Commission prior to its meeting. In his/her written opinion, the member of the Revision Commission shall clearly describe its position on the issue by specifying “for” or “against” the proposed draft resolution or “abstain” from the resolution.

In case of equality of votes, the Chairman of the Revision Commission shall cast the deciding vote.

8.15. The Secretary of the Revision Commission shall keep the minutes of the meeting of the Revision Commission.

8.16. The minutes of the Revision Commission meeting shall include the following:

- 1) date, time and place of meeting (vote counting in case of absentee vote);
- 2) list of members of the Revision Commission and other persons present in the meeting (participating in the absentee vote);
- 3) details of quorum of the meeting;
- 4) issues included in the agenda of the meeting;
- 5) basic provisions of speeches, messages and reports on the agenda issues (only for meetings held in the form of attendance);
- 6) voting results;
- 7) resolutions adopted by the Revision Commission.
- 8) information about the person being in charge of vote counting.

8.17. The minutes of the Revision Commission meeting shall be executed in two copies within 5 days after the meeting (vote counting in case of absentee vote) and shall be signed by the Chairman and the Secretary of the Revision Commission of the Company.

8.18. The Company shall keep the minutes of the Revision Commission and provide them upon request of the Company’s shareholders.

## **9. INTERNAL AUDIT PROCEDURE**

9.1. The planned audit of the financial and economic activity of the Company shall be carried out in accordance with the annual Action plan of the Revision Commission.

9.2. Unscheduled inspection of the financial and economic activity of the Company shall be carried out:

- 1) upon the decision of the Revision Commission of the Company;
- 2) upon the decision of the General meeting of shareholders, Board of Directors of the Company;
- 3) upon the request of the shareholder(s) of the Company in the aggregate holding not less than 10 (ten) per cent of voting shares of the Company.

The initiators of the unscheduled inspection (internal audit) of the financial and economic activity of the Company shall be entitled to revoke its request at any time prior to the Revision Commission decision on the inspection (internal audit) notifying the Revision Commission thereof in writing.

9.3. Unless otherwise determined by the decision of the Revision Commission, General meeting of shareholders, Board of directors of the Company on unscheduled inspection, the meeting of the Revision Commission of the Company to be held in accordance with clause 9.2 of these Regulations, shall be held not later than 15 (fifteen) business days from the date of:

- 1) decision of the Revision Commission to conduct unscheduled inspection;
- 2) receipt of the decision on unscheduled inspection adopted by the General meeting of shareholders by the Chairman of the Revision Commission;

The meeting of the Revision Commission of the Company shall be held in accordance with clause 9.2. of these Regulations based on the request of the shareholder(s) of the Company in the

aggregate holding not less than 10 (ten) per cent of voting shares of the Company concerning the unscheduled inspection shall be conducted not later than 20 (twenty) business days from receipt of the mentioned request of the shareholder(s) of the Company.

9.4. Refusal to hold the inspection (internal audit) of the financial and economic activity may be given by the Revision Commission in the following cases:

- persons who submitted the request to hold inspection (internal audit) of the financial and economic activity shall not be entitled to initiate the mentioned inspection (internal audit);
- the inspection (internal audit) is carried out in response to any evidence causing the request for inspection (internal audit) of the financial and economic activity is and the Revision Commission approves the opinion;
- the request is inconsistent with the laws of the Russian Federation.

9.5. The Revision Commission shall notify the shareholder(s) submitting the request for inspection (internal audit) of the refusal to carry out inspection (internal audit) of the financial and economic activity within 2 (two) business days from the date of receipt of the relevant decision provided in the letter signed by the Chairman of the Revision Commission or the person in charge of his functions.

9.6. Inspection of the financial and economic activity of the Company shall include:

- 1) determination of the regulatory framework that governs the auditable field of activity of the Company;
- 2) collection and analysis of financial and economic documents of the Company, figures in the accounting and statistic accounting reports and other documents of the Company, receipt of written and oral explanations related to the auditable object;
- 3) visits to warehouses, archives and other office premises of the Company;
- 4) discovery of elements of incompliance of financial and economic activity of the Company with the effective law of the Russian Federation, falsification and unreliability of presentation of activity of the Company in the accounting, statistic and other statements and documents of the Company (if any);
- 5) all other actions that ensure overall non-prejudicial inspection of the financial and economic activity of the Company within the framework of powers of the Revision Commission fixed by these Regulations.

9.7. In the course of inspection the members of the Revision Commission of the Company shall request necessary documents and materials from the management bodies of the Company, heads of the separate business units of the executive apparatus of the Company and other persons who possess necessary documents and materials.

The requested documents and materials shall be provided to the members of the Revision Commission within 2 (two) business days from the date of the request.

9.8. The member of the Revision Commission of the Company shall have access to the registers, accounting records, business correspondence and other information related to the relevant auditable object.

9.9. During inspection the members of the Revision Commission of the Company shall be obliged to duly study the obtained documents and materials related to the auditable object.

9.10. The management bodies of the Company, heads of separate business units and structural divisions of the executive apparatus of the Company shall be obliged:

- 1) to create conditions for the auditors, which ensure efficient inspection, to provide all necessary information and documents to the members of the Revision Commission and to give oral and written explanations and clarifications upon the written request;

- 2) to remove all violations found by the Revision Commission on a timely basis including those related to accounting and preparation of the accounting and other financial statements;
- 3) not to allow any acts and things to be done during inspection aimed at limitation of the range of issues subject to clarification during inspection.

## **10. INSPECTION CERTIFICATE AND OPINION OF THE REVISION COMMISSION OF THE COMPANY**

10.1. The Revision Commission shall prepare the inspection certificate and opinion of the Revision Commission upon results of inspection of the financial and economic activity of the Company to be signed by all members of the Revision Commission who carried out inspection (internal audit) and the Chairman of the Revision Commission.

10.2. The inspection certificate of the Revision Commission shall specify:

- the place and time of the inspection (internal audit);
- members of the Revision Commission who participated in inspection (internal audit);
- grounds for inspection (internal audit).

The inspection certificate shall contain description of risks, violations and faults found in the activity of the Company with analysis of reasons of occurrence thereof, assessment of the risk of occurrence of similar violations in future and recommendations how to reduce these risks/eliminate violations found.

10.3. The opinion of the Revision Commission shall contain:

- composition and date of election of the Revision Commission, regulatory grounds for its activity;
- auditable period;
- place and date of preparation of the opinion of the Revision Commission;
- acknowledgement of reliability of the data contained in the annual report and annual accounting (financial) statements of the Company and other financial documents thereof;
- information about violations of the procedure of accounting and presentation of financial statements established by the legal acts of the Russian Federation and legal acts of the Russian Federation in the course of financial and economic activity;
- opinions upon results of the inspection performed;
- information about requirements to delivery of information (documents and materials) stated in the course of inspection;
- information about refusals to provide information (documents and materials);
- information about written explanations obtained from the members of the Board of directors, members of the Management Board and employees of the Company;
- information about requirements of the Revision Commission related to convocation of the meeting of the Board of directors and the extraordinary General meeting of shareholders.

10.4. The opinion of the Revision Commission shall be made in 3 (three) original copies not later than 2 (two) days from termination of inspection and shall be signed at the meeting of the Revision Commission by all members thereof and the expert specialists involved into inspection.

The inspection certificate and the opinion shall bear the mark that the Chairman of the Management Board and the chief accountant of the Company have read it.

In case of any discrepancies between the members of the Revision Commission on any given issue the opinion of the Revision Commission shall be signed with discrepancies (remarks),

which may be stated in the exception report of the member of the Revision Commission. The exception report shall be attached to the opinion of the Revision Commission with signature of the member of the Revision Commission of the expert specialist.

One copy of the opinion shall be kept in the files of the secretary of the Revision Commission, one copy shall be sent to the Chairman of the Board of directors of the Company and one copy shall be given to the Chairman of the Management Board of the Company.

10.5. The Company shall be obliged to keep the inspection certificates and opinions of the Revision Commission and secure access thereto upon demand of the shareholders of the Company.

## **11. REMUNERATION OF THE MEMBERS OF THE REVISION COMMISSION OF THE COMPANY**

11.1. Upon decision of the annual General meeting of shareholders the member of the Revision Commission shall be paid remuneration for inspection (internal audit) of the financial and economic activity in the amount of RUB 120,000 (one hundred and twenty thousand rubles). The remuneration to be paid to the Chairman of the Revision Commission shall be increased by 50%.

11.2. The remuneration specified in this article shall be paid in cash not later than one calendar month after making the relevant decision by the annual General meeting of shareholders of the Company.

11.3. The expenditures related to participation in the meeting of the Revision Commission and inspection shall be recovered to the Chairman and the member of the Revision Commission in accordance with the norms of recovery of the travel expenses of the Company effective at the date of the meeting or inspection.

11.4. The Company shall pay compensation within three days after provision of documents, which prove incurred expenses.

11.5. These Regulations as related to payment of remuneration and compensation shall apply to certain categories of persons including government employees who are the members of the Revision Commission of the Company with regard to restrictions and requirements established by the law of the Russian Federation for such categories of persons.

11.6. The General meeting of shareholders shall be entitled to make the decision not to pay remuneration to the members of the Revision Commission if the member of the Revision Commission is absent on more than a half of meetings held during his membership in the Revision Commission.

## **12. FINAL PROVISIONS**

12.1. In case of amendments to the law of the Russian Federation the provisions of these Regulations, which come into collision with the law, shall become null and void and the activity of the Revision Commission shall be governed by provisions of the Russian Federation and the Articles of Association of the Company.

12.2. In case of any inconsistencies between these Regulations and Articles of Association of the Company the Articles of the Company shall prevail.

Annex 1  
to the Regulations on the Revision  
Commission of PJSC Inter RAO

**APPLICATION FORM OF THE NOMINEE TO THE REVISION COMMISSION OF PJSC INTER RAO /  
MEMBER OF THE REVISION COMMISSION OF PJSC Inter RAO**

General information about the nominee / member of the Revision Commission		
Full name		
Date of birth		
Citizenship		
Place of residence (state, city)		
Educational background (level, profession, educational institution, graduation year)		
Primary place of employment		
Position		
Positions occupied for the last 5 years and at present in chronological order (including on a part-time basis)		
Period	Name of the organization	Position occupied
Positions (membership) occupied at present in the management bodies of other legal entities		
Period	Name	Position
Information about shareholding in PJSC Inter RAO and its subsidiaries		
Interest in the authorized capital of PJSC Inter RAO (quantity of shares to be additionally specified)		
Interest in the authorized capital of subsidiaries of PJSC Inter RAO (if the Subsidiary is the joint-stock company, specify the quantity of ordinary shares additionally) <sup>1</sup>		
Other information about the nominee		
Information about the nominee's obligations before PJSC Inter RAO pursuant to the conditions of which the nominee may acquire property (obtain funds), which value constitutes ten and more per cent of the aggregate annual profit of the nominee (except for remuneration for participation in the activity of the Revision Commission of PJSC Inter RAO)		
Information about the nature of any family relations with other persons who are the members of other management bodies of the Company and/or the bodies of control over the financial and economic activity of the Company.		
Information about bringing to administrative responsibility for violations in finance, tax and duties, securities market spheres or to criminal responsibility (record of convictions) for economic crimes or crimes against the state.		
Information about positions in the management bodies of the commercial enterprises in the period when any bankruptcy proceedings have been initiated against the mentioned enterprises or one of bankruptcy proceedings has been put in place as stipulated by the insolvency (bankruptcy) law of the Russian Federation.		
Is the nominee the representative of the Russian Federation?		

Nominee to the members of the Revision Commission of PJSC Inter RAO/  
Member of the Revision Commission of PJSC Inter RAO

\_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

Date of completion: \_\_\_\_\_, 2014.

\_\_\_\_\_



Annex 2  
to the Regulations on the Revision  
Commission of PJSC Inter RAO

To: PJSC Inter RAO

WRITTEN CONSENT

I, \_\_\_\_\_ (passport  
\_\_\_\_\_ series \_\_\_\_\_ No. \_\_\_\_\_, issued by  
\_\_\_\_\_, date of issue \_\_\_\_\_) hereby  
acknowledge:

1. my consent to my nomination to the PJSC Inter RAO Revision Commission.
2. my consent to my election to the PJSC Inter RAO Revision Commission.
3. my consent to processing, including publication of the following personal data in accordance with the requirements of law of the Russian Federation and PJSC Inter RAO internal documents:

surname, name, patronymic, date of birth, citizenship, place of residence (city, state);

educational background;

information about the list of all positions I have been occupying for the last 5 years and at present including on a part-time basis;

information about positions (membership) I occupy now in the management bodies of the legal entities.

Consent to personal data processing shall have effect till expiry of my powers as the member of PJSC Inter RAO Revision Commission and may be revoked in accordance with the requirements of the law of the Russian Federation.

\_\_\_\_\_/\_\_\_\_\_/

\_\_\_\_\_, 20\_\_

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

**Approve the Regulation on the Revision Commission of the Public Joint Stock Company Inter RAO UES in a revised version.**

**Declare void the Regulation on the Revision Commission of Open Joint Stock Company "INTER RAO UES" approved by the the Management Board of the Russian Open Joint-Stock Company of the Power Industry and Electrification "UES of Russia" on March 28, 2008.**