

**DRAFT RESOLUTIONS**  
**on the agenda items of the Extraordinary General Meeting**  
**of Shareholders of JSC “INTER RAO UES”**  
**(August 31, 2011)**

**AGENDA ITEM # 1:** On Early termination of powers of the members of the Board of Directors of JSC “INTER RAO UES”.

**DRAFT RESOLUTION:**

To terminate powers of the members of the Board of Directors of JSC “INTER RAO UES” early.

**AGENDA ITEM # 2:** On Election of members of the Board of Directors.

**DRAFT RESOLUTION:**

To elect the Board of Directors of JSC “INTER RAO UES”, as follows\*:

| No. | Full name                          | Position (as of the date of nomination)  |
|-----|------------------------------------|--|
| 1.  | Ballo Anatoly Borisovich           | Member of the Management Board, Deputy Chairman of State Corporation ‘Bank for Development and Foreign Economic Affairs (Vnesheconombank)  |
| 2.  | Budargin Oleg Mikhailovich         | Chairman of the Management Board of “Federal Grid Company of Unified Energy System”, JOINT-STOCK COMPANY   |
| 3.  | Dmitriev Vladimir Alexandrovich    | Chairman of State Corporation ‘Bank for Development and Foreign Economic Affairs (Vnesheconombank)   |
| 4.  | Dod Evgeny Vyacheslavovich         | Chairman of the Management Board of JSC “RusHydro”   |
| 5.  | Kovalchuk Boris Yurievich          | Chairman of the Management Board of Open Joint Stock Company «INTER RAO UES»   |
| 6.  | Kravchenko Vyacheslav Mikhailovich | General Director of Open Joint-stock Company “United Energy Sales Company”   |
| 7.  | Kurzer Grigory Markovich           | President of Public Joint Stock Company «Russian regional development bank»  |
| 8.  | Lokshin Alexander Markovich        | Deputy Director General and Director of the Nuclear Power Complex Directorate of State Atomic Energy Corporation “Rosatom”   |
| 9.  | Seleznyov Kirill Gennadievich      | Member of the Management Committee, Head of the Gas and Liquid Hydrocarbons Marketing and Processing Department of JSC “GAZPROM”   |
| 10. | Strzhalkovsky Vladimir Igorevich   | General Director, Chairman of the Management Board of Open Joint Stock Company “Mining and Metallurgical Company “NORILSK NICKEL”  |
| 11. | Fedorov Denis Vladimirovich        | Head of Electric Power Sector Development and Marketing of JSC “GAZPROM”, General Director of Joint Stock Company «Centerenergyholding», General Director of Limited Liability Company «Gazprom Energoholding» |
| 12. | Shugaev Dmitry Evgenyevich         | Deputy Director General of State Corporation for Assistance to Development, Production and Export of Advanced Technology Industrial Product "Rostekhnologii"   |

*\* Members of the Board of Directors are elected by cumulative voting. In cumulative voting, the number of votes held by each shareholder is multiplied by 11, the number of persons to be elected to the Board of Directors of the Company (number of members of the Board of Directors, in accordance with subparagraph 16.1 of Article 16 of the Company's Charter). The shareholder may give all his or her votes to one candidate or distribute the votes in any proportion among two or more candidates.*