

DRAFT RESOLUTIONS
on the agenda items 1-4 of the Extraordinary General Meeting
of Shareholders of JSC “INTER RAO UES”
(February 15, 2012)

AGENDA ITEM # 1: *On early termination of powers of members of the Board of Directors.*

DRAFT RESOLUTION:

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

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

DRAFT RESOLUTION:

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

No.	Full Name of a Candidate	Position, place of work of a Candidate nominated for inclusion in the list for election to the Board of Directors (*as of the date of nomination)
1.	Ferdinando Falco Beccalli	President and Chief Executive Officer of GE Europe & North Asia
2.	Budargin Oleg Mikhailovich	Chairman of the Management Board of “Federal Grid Company of Unified Energy System”, JOINT-STOCK COMPANY
3.	Dmitriyev Vladimir Alexandrovich	Chairman of State Corporation “Bank for Development and Foreign Economic Affairs (Vnesheconombank)”
4.	Dod Evgeniy Vyacheslavovich	Chairman of the Management Board of JSC “RusHydro”
5.	Gavrilenko Anatoly Anatolievich	General Director of CJSC “Leader”
6.	Kovalchuk Boris Yuryevich	Chairman of the Management Board of Open Joint Stock Company «INTER RAO UES»
7.	Kravchenko Vyacheslav Mikhailovich	General Director of Open Joint-stock Company “United Energy Sales Company”
8.	Kurtser Grigoriy Markovich	President of Public Joint Stock Company «Russian regional development bank»
9.	Lokshin Aleksandr Markovich	First Deputy Director General and Director of the Nuclear Power Complex Directorate of State Atomic Energy Corporation “Rosatom”
10.	Seleznev Kirill Gennadievich	Member of the Management Board, Head of the Gas and Liquid Hydrocarbons Marketing and Processing Department of JSC “GAZPROM”

11.	Semin Nikolaj Alekseevich	Vice-President of Non-State Pension Fund "GAZFOND"
12.	Strzhalkovskiy Vladimir Igorevich	General Director, Chairman of the Management Board of Open Joint Stock Company "Mining and Metallurgical Company "NORILSK NICKEL"
13.	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»
14.	Shugaev Dmitriy 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.*

AGENDA ITEM #3. *On early termination of powers of members of the Revision Commission.*

DRAFT RESOLUTION:

To terminate early powers of members of the Revision Commission of JSC «INTER RAO UES».

AGENDA ITEM #4. *On election of the Revision Commission.*

DRAFT RESOLUTION:

To elect the Revision Commission of JSC "INTER RAO UES", as follows:

No.	Full Name of a Candidate	Position, place of work of a Candidate nominated for inclusion in the list for election to the Revision Commission (*as of the date of nomination)	Name of a Shareholder nominated a Candidate for inclusion in the list for election to the Revision Commission
1.	Varlamov Nikolay Nikolayevich	Deputy Chairman of the Management Board of JSC FGC UES	JSC "FGC UES"
2.	Kabizskina Elena Aleksandrovna	Deputy Head of the Control and Audit Department of JSC FGC UES	JSC "FGC UES"
3.	Meshcherina Svetlana Gennadievna	Deputy Chief Accountant of State Atomic Energy Corporation Rosatom	JSC "FGC UES"

4.	Shpakova Svetlana Valeryevna	Head of the Division for Economic Planning of Affiliates/Subsidiaries of JSC «INTER RAO UES»	JSC “FGC UES”
5.	Shcherbakov Yury Aleksandrovich	Head of the Treasury Department of JSC «INTER RAO UES»	JSC “FGC UES”