

APPROVED:

by the Resolution of the Annual Meeting of Shareholders of
IDGC of Centre, JSC
26.06.2014 (Minutes # 01/14 of 30.06.2014)

REGULATIONS
on the procedure for preparation
and holding of General Meeting of
Shareholders
of IDGC of CENTRE, JSC
(new edition)

Moscow
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1. General Provisions

1.1. These Regulations were developed in accordance with the Civil Code of the Russian Federation, Federal Law "On Joint Stock Companies", other normative-legal acts of the Russian Federation, and the Articles of Association of "Interregional Distribution Grid Company of Centre", Joint Stock Company (hereinafter referred to as Company) and shall determine the order of preparation and carrying out of the General Shareholders Meeting of the Company (hereinafter referred to as the General Shareholders Meeting).

1.2. The General Shareholders Meeting is the Company's supreme management body.

1.3. In the course of its activity, the General Shareholders Meeting shall be guided by the Russian Federation legislation, the Articles of Association of the Company, and these Regulations.

2. Convening and Preparation for the General Shareholders Meeting

2.1. The Board of Directors of the Company shall take the decision on the convening of the General Shareholders Meeting.

2.2. During the process of preparation to the General Shareholders Meeting, the Board of Directors and other persons, in cases stipulated by paragraph 3.1 of these Regulations, shall be entitled to take the following decisions:

a) on convening and form determination of the General Shareholders Meeting;

b) on determination of place, date and time of the General Shareholders Meeting, time of the beginning of the persons' registration participating in the General Shareholders Meeting (in case the meeting is carried out in the form of meeting), or on the determination of the deadline for the filled bulletins submission and postal address the filled bulletins should be sent to (in case the General Shareholders Meeting is carried out in the form of an absentee voting);

c) on the agenda of the General Shareholders Meeting determination;

d) on determination of the date of compiling the list of persons who are entitled to take part in the General Shareholders Meeting;

e) on determination of type(s) of the preferred shares, whose holders are entitled to vote on the agenda items of the General Shareholders Meeting;

f) on determination of the list of information (materials) to be presented to the shareholders during the preparation for the General Shareholders Meeting holding and the order of examination by shareholders of the specified information;

g) on determination of the form and text of the voting bulletins during the General Shareholders Meeting;

h) on determination of the date of the voting bulletins sending to the persons who are entitled to vote at the General Shareholders Meeting (in case the General Shareholders Meeting is carried out in the form of absentee voting and also in case the General Shareholders Meeting is carried out in the form of a meeting if in accordance with the Federal Law on Joint Stock Companies or the Articles of Association of the Company, the voting bulletins should be sent to (given to) the persons who are entitled to vote at the General Shareholders Meeting, before the carrying out of the General Shareholders Meeting);

i) on determination of the order of shareholders' informing about the General Shareholders Meeting carrying out as well as the form and wording of the announcement;

j) on the election of the Secretary of the General Shareholders Meeting, and also on determination of the person exercising the functions of the Counting Commission of the Company in cases when the amount of shareholders – owners of the Company's voting shares - is less than 100 (one hundred) and the Counting Commission was not established in the Company;

k) on approval of the expenditures estimate connected with the preparation and carrying out of the General Shareholders Meeting.

2.3. The sole executive body of the Company shall organize the Board of Directors' decisions implementation connected with the preparation and carrying out of the General Shareholders Meeting, including:

– timely sending of the demand to the Registrar of the Company on the compiling the list of persons who are entitled to participate in the General Shareholders Meeting as of the date which is prescribed by the Company's Board of Directors;

- guaranteeing the bulletins manufacturing in accordance with the form and wording approved by the Company's Board of Directors;
- ensuring the voting bulletins sending to the shareholders and the reception of the filled voting bulletins if the General Shareholders Meeting is carried out in the form of the absentee voting or if the voting at the General Shareholders Meeting which is held in the form of a meeting can be fulfilled by means of sending the filled voting bulletins to the Company;
- ensuring the shareholders' informing on the order and terms stipulated by the decision of the Board of Directors and the Articles of Association of the Company;
- providing the preparation of the necessary materials (information) concerning the agenda issues of the General Shareholders Meeting and the possibility to examine the abovementioned information (materials) in accordance with the decisions of the Board of Directors;
- carrying out other actions concerning the Board of Directors' decisions implementation.

3. Peculiarities of Convening of the Extraordinary General Shareholders Meeting

3.1. The extraordinary General Shareholders Meeting may be convened by the Auditing Committee of the Company, Company's Auditor and shareholder(s) of the Company who are the owners of at least 10 (Ten) percent of the Company's voting shares in case during 5 (Five) days since the date of the demand raise on the convening of the extraordinary General Shareholders Meeting the Company's Board of Directors did not take the decision on the extraordinary General Shareholders Meeting convening or rejected its convening.

3.2. Persons who convened the extraordinary General Shareholders Meeting in accordance with the procedure stipulated by paragraph 3.1 of these Regulations personally fulfill the actions on preparation and holding of the extraordinary General Shareholders Meeting.

4. Information Support of Carrying Out the General Shareholders Meeting

4.1. Notification on carrying out of the General Shareholders Meeting and information materials concerning the agenda issues of the General Shareholders Meeting, besides other ways of bringing information to the shareholders of the Company, shall be presented on the Company's website on or prior to the deadline for the notification of the shareholders on carrying out of the General Shareholders Meeting.

The abovementioned materials are recommended to be also presented in English.

4.2. The minutes of the General Shareholders Meeting should be presented on the Company's website not later than 4 (four) business days from the General Shareholders Meeting closing.

The Minutes of the General Shareholders Meeting is recommended to be presented also in English.

4.3. The Company's shareholders during the process of nominations' nomination to the Company's Board of Directors shall present the following information about the nominations:

- 4.3.1. Last name, name, and patronymic;
- 4.3.2. Citizenship;
- 4.3.3. Place of residence (country, city);
- 4.3.4. Education;
- 4.3.5. Occupation;
- 4.3.6. Primary employment;
- 4.3.7. Information about the time record for 5 years prior to the date of nomination;
- 4.3.8. Information on the shareholding of the Company and its subsidiaries and dependent companies (S&D) (the amount of shares owned);
- 4.3.9. Whether the nominee is a member of the Board of Directors, Collegial Executive Body, other collegial management body or other legal entity;
- 4.3.10. Whether the nominee is an official of another economic entity, the official body of which is a nominee to the Company's Board of Directors.
- 4.3.11. Whether the nominee is the spouse, parent, son, daughter, brother, sister of the officials (manager) of the Company (officials of the Company's managing organization);
- 4.3.12. Whether the nominee is the party in relation to the Company concerning its liabilities, the conditions of which entitle to acquire property (acquire money means), the cost of

which makes up at least ten percent of the joint annual income of the nomination, besides the remuneration for the participation in the Board of Directors' activity;

4.3.13. Whether the nominee is (will be as a result of his/her election to the Board of Directors) the representative of the State, that is the person who is (will be as a result of the election to the Company's Board of Directors) the Representative of the Russian Federation in the Board of Directors of the joint-stock company in relation to whom a special decision was taken concerning the use of the special right (the "golden share"), and, persons who are obliged (will be obliged as a result of their election to the Board of Directors) to vote on the basis of the written directives (regulations and etc.) of the entity of the Russian Federation or the municipal entity;

4.4. Information presentation which is indicated in paragraphs 4.3.2. – 4.3.13 of these Regulations, to the shareholders of the Company, is recommended. If shareholders do not present such information, this shall not be the sufficient ground for refusal to include the corresponding nomination into the list of persons for voting upon election to the Company's Board of Directors.

4.5. Information presented in paragraph 4.3. concerning the nominations to the Board of Directors shall be available to all Company's shareholders together with other information materials concerning the agenda items for the General Shareholder Meeting of the Company.

4.6. Company's executive bodies before the General Shareholders Meeting holding shall implement the Company's information policy so that it would be directed to the election of the nominations to the Company Board of Directors who meet the requirements of the regulatory bodies and the trade organizers at the equity market of the Russian Federation.

5. Holding of the General Shareholders Meeting in the Form of Meeting

Holding of the General Shareholders Meeting in the form of meeting shall be carried out by the direct presence of shareholders of the Company at the discussion of the agenda issues and decision taking concerning the items brought to the agenda.

5.1. Registration of persons who are entitled to participate in the General Shareholders Meeting

5.1.1. Registration of persons who are entitled to participate in the General Shareholders Meeting shall be carried out by the Counting Commission or another person carrying out the functions of the Counting Commission at the place the General Shareholders Meeting is held, which is indicated in the announcement on the meeting holding.

Registration of persons who are entitled to participate in the General Shareholders Meeting shall begin in time indicated in the announcement on meeting holding.

5.1.2. Registrable shall be the persons who are entitled to participate in the General Shareholders Meeting.

If the voting on agenda items of the General Shareholders Meeting held in the form of meeting may be carried out by means of sending to the Company the filled out voting bulletins, the persons whose bulletins were received later than two days prior the date of the General Shareholders Meeting shall not be subject to registration for the participation in the General Shareholders Meeting.

5.1.3. During the registration, the shareholder (his/her representative, legal successor) who arrived at the General Shareholders Meeting shall show the passport or any other identification document.

Legal successors and also the representatives of persons who are included into the list of persons and entitled to participate in the General Shareholders Meeting during the registration for participation in the General Shareholders Meeting shall also show the Counting Commission, or person, implementing the functions of the Counting Commission the documents proving their authorities.

The list of documents proving the authorities of the representatives and legal successors, included into the list of persons entitled to participate in the General Shareholders Meeting is determined in accordance with the current legislation.

If the abovementioned documents were not presented the legal successor and also the representative of the shareholder is not entitled to take part in the General Shareholders Meeting.

5.1.4. Registration of persons who are entitled to participate in the General Shareholders Meeting shall be carried out on condition that the persons who came to take part in the General

Shareholders Meeting were identified by means of data comparing which are contained in the list of persons who are entitled to participate in the General Shareholders Meeting with the information which is included in documents presented by the abovementioned persons.

5.1.5. During the registration, the person participating in the General Shareholders Meeting shall be given a bulletin for voting on agenda items.

If the voting at the General Shareholders Meeting may be carried out by means of presentation the filled voting bulletins to the Company, on demand of persons registering for participation in the General Shareholders Meeting, which bulletin papers were not received by the Company or were received later than 2 (Two) days before the date of meeting holding, these persons should be given voting papers with the note proving their reissue.

5.1.6. Registration of persons who are entitled to participate in the General Shareholders Meeting shall be considered ended by the moment when the Chair of the General Shareholders Meeting declares the last issue discussion end of the General Shareholders Meeting' agenda with the quorum.

5.2. Opening of the General Shareholders Meeting

5.2.1. The representative of the Counting Commission or another body who exercises the functions of the Counting Commission in time that is in accordance with the announcement on carrying out of the General Shareholders Meeting is the time the General Shareholders Meeting begins, shall declare the presence of quorum concerning the agenda items of the General Shareholders Meeting.

5.2.2. The General Shareholders Meeting shall be authorized (shall have the quorum), if the shareholders, having in aggregate more than a half of votes of issued voting shares of the Company took part in it.

In case the agenda of the General Shareholders Meeting includes the items, the voting on which is carried out by different voters, the definition of the quorum for the decision taking concerning these items shall be implemented separately.

Together with this, the absence of quorum for decision taking concerning the items, the voting on which is carried out by the certain amount of voters shall not impede the decision taking on the items the voting on which is carried out by a different amount of voters, for which adoption this quorum is present.

To take the decision on the transaction approval, which conclusion is of importance, the quorum shall be formed by the shareholders - the holders of the voting shares of the Company who are not interested in the Company's transaction conclusion, possessing of more than a half of shareholders' votes – owners of voting shares of the Company, not interested in the Company's transaction conclusion.

5.2.3. In case there is the quorum concerning at least one of the items included into the agenda of the Board of Directors of the Company, the Chair of the General Shareholders Meeting shall announce the opening of the General Shareholders Meeting.

5.2.4. The General Shareholders Meeting, by the opening moment of which there was only the quorum concerning separate agenda items, may not be closed if by the moment of the registration end the persons whose registration provides the quorum for the decision taking concerning other items of the General Shareholders Meeting.

5.2.5. If by the beginning of the Company's General Shareholders Meeting holding, there is no quorum concerning any of the items included into the agenda of the General Shareholders Meeting of the Company, the Chair of the General Shareholders Meeting declares the carrying forward of the General Shareholders Meeting for 2 (Two) hours.

The General Shareholders Meeting' carrying forward more than once is not permitted.

If in 2 (two) hours after the announcement on the carrying forward of the General Shareholders Meeting, the persons ensuring the quorum of at least one of the items included into the agenda of the General Shareholders Meeting proved unregistered, than the Chair of the General Shareholders Meeting shall announce that the General Shareholders Meeting did not take place.

If in 2 (two) hours after the announcement on the carrying forward of the General Shareholders Meeting the persons providing the quorum of at least one of the items included on the agenda on the General Shareholders Meeting proved registered, the Chair of the General Shareholders Meeting shall announce the opening of the General Shareholders Meeting.

5.2.6. In case there is no quorum for the general annual meeting of shareholders holding, the repeated General Shareholders Meeting with the same agenda shall be carried out.

If there is no quorum for the carrying out of the extraordinary General Shareholders Meeting the repeated General Shareholders Meeting may be carried out with the same agenda.

5.3. The discussion of the agenda items of the General Shareholders Meeting

5.3.1. Persons taking the floor at the General Shareholders Meeting should adhere to the following time limit:

report on the agenda items – up to 30 minutes,

co-report – up to 20 minutes,

conducting debates – 5 minutes,

presentation with items, announcements – 2 minutes.

The Chair of the General Shareholders Meeting has the right to broaden the limits presented in this paragraph.

5.3.2. A shareholder wishing to conduct a debate on agenda items of the General Shareholders Meeting should direct the corresponding application in writing to the Secretary of the General Shareholders Meeting.

The application should contain the last name, name, patronymic of the shareholder (his/her representative), the agenda question the shareholder would like to take a word on and also signed by the shareholder.

The question should be sent in writing to the Secretary of the General Shareholders Meeting; besides the wording of the question, the shareholder (representative of the shareholder) should also indicate the last name, name and patronymic (name of the shareholder – legal body) and also can be signed by the shareholder.

5.3.3. The Secretary of the General Shareholders Meeting shall direct the applications and items received from the shareholders to the Chair of the General Shareholders Meeting.

If by the moment of the General Shareholders Meeting opening there was the quorum concerning only several items of the agenda, by the end of the discussion of the last from the mentioned agenda items the representative of the Counting Commission or any other body carrying out the functions of the Counting Commission shall announce either the presence or absence of the quorum on other items of the agenda.

5.3.4. In case the discussion of quorum-supported items of the General Shareholders Meeting ends, the Chair of the General Shareholders Meeting announces the termination of all the agenda items discussion and the end of the registration of persons participating in the General Shareholders Meeting.

5.4. Voting at the General Shareholders Meeting.

5.4.1. Voting at the General Shareholders Meeting in the form of co-presence is carried out in accordance with the procedure stipulated by the federal law on "Joint Stock Companies", other normative-legal acts, the Articles of Association of the Company, and these Regulations.

5.4.2. Voting on the agenda issues of the General Shareholders Meeting is carried out by the voting bulletins.

5.4.3. Persons registered for participation at the General Shareholders Meeting held in the form of meeting are entitled to vote on all the items of the agenda since the moment of the General Shareholders Meeting opening and till the moment of votes counting start.

5.4.4. After the end of the last question discussion of the agenda of the General Shareholders Meeting (the last question that passes the quorum) the persons who did not vote on all the items till the present moment shall be given 30 (thirty) minutes for voting.

5.4.5. By the termination of the above stated time the Chair shall announce on the votes counting beginning.

5.5. Summing up of the voting results and their announcement concerning the agenda items of the General Shareholders Meeting. Closing of the General Shareholders Meeting

5.5.1. Counting and summing up of the voting results concerning the agenda of the General Shareholders Meeting shall be performed by the Counting Commission or another body carrying out the functions of the Counting Commission, in accordance with the requirements of the current legislation.

5.5.2. Resolutions adopted by the General Shareholders Meeting and the voting results may be announced at the General Meeting of Shareholders at which the voting took place, and shall be also communicated to the persons included in the list of persons entitled to attend the General Meeting of Shareholders, in the form of the Voting Report in the manner prescribed for the notice of the General Meeting of Shareholders not later than four working days after the closing date of the General Meeting of Shareholders.

If on the record date of the list of persons entitled to attend the General Meeting of Shareholders in the register of shareholders of the Company the person is a nominee shareholder, the Voting Report shall be sent in electronic form (in the form of an electronic document signed by electronic signature) to the nominal holder of shares. The nominee shareholder shall inform his depositors about the Voting Report obtained by him in accordance with this paragraph, in the manner and within the time established by regulations of the Russian Federation or a contract with the depositor.

5.5.3. After the announcement of the voting results on the agenda items of the General Shareholders Meeting in case they are announced at the General Shareholders Meeting, the Chair shall announce the General Shareholders Meeting closing.

6. Holding of the General Shareholders Meeting by Absentee Voting

6.1. Voting on agenda items of the General Shareholders Meeting which is carried out in the form of absentee voting shall be organized by voting bulletins.

6.2. The filled bulletins should be directed to the Company not later than on the day that is the dead line for the bulletins' submission in accordance with the decision on convening and carrying out of the General Shareholders Meeting adopted in accordance with the Federal Law "On Joint Stock Companies" and these Regulations.

In case the deadline for the submission of the voting bulletins falls on a non-business day, the deadline of the filled bulletins submission is the following business day.

The deadline of the filled bulletins submission expires on the day of voting bulletins submission by the hour when in the Company in accordance with the set rules the business day ends.

6.3. Filled bulletins may be submitted to the Company by the first class letter, under signed receipt given to the person, who is carrying out the functions of the Company's sole executive body, or the person authorized to receive the correspondence addressed to the Company, and also sent to the Registrar of the Company (in case he/she exercises the functions of the Counting Commission).

6.4. The body fulfilling the functions of the sole executive body of the Company shall organize the accumulation, preservation, and transmission of the filled bulletins for voting to the Counting Commission or another person exercising the functions of the Counting Commission.

6.5. The shareholder - the physical person during the ballot paper filling shall indicate his/her last name and initials; shareholder - the legal body shall indicate the full physical name of the legal body.

6.6. The representative of the shareholder - of the physical body during the ballot paper filling-in shall indicate his/her last name and initials, and also the essential elements of the warrant (other document proving the authority).

6.7. The representative of the shareholder shall attach the warrant to the voting ballot (its notarized copy) or another document he/she acts on the basis of.

6.8. The General Shareholders Meeting which is held in the form of the absentee vote shall be duly authorized (shall have the quorum) if not later than the deadline of the voting bulletins submission date the Company receives the shareholders' bulletins possessing in aggregate more than a half of the shareholders' votes.

To take the decision about a related party transaction, the quorum shall be made up of shareholders who are owners of the Company's voting shares and who are not interested in the Company's transaction conclusion, who possess more than a half of votes of the shareholders being owners of the voting shares of the Company who are not interested in the Company's transaction conclusion.

6.9. Resolutions adopted by the General Shareholders Meeting and the voting results may be announced at the General Meeting of Shareholders at which the voting took place, and

shall be also communicated to the persons included in the list of persons entitled to attend the General Meeting of Shareholders, in the form of the Voting Report in the manner prescribed for the notice of the General Meeting of Shareholders not later than four working days after the closing date of the General Meeting of Shareholders.

If on the record date of the list of persons entitled to attend the General Meeting of Shareholders in the register of shareholders of the Company the person is a nominee shareholder, the Voting Report shall be sent in electronic form (in the form of an electronic document signed by electronic signature) to the nominal holder of shares. The nominee shareholder shall inform his depositors about the Voting Report obtained by him in accordance with this paragraph, in the manner and within the time established by regulations of the Russian Federation or a contract with the depositor.

7. Working Bodies of the General Shareholders Meeting of the Company

7.1. Working bodies of the General Shareholders Meeting are:

- a) Chair of the General Shareholders Meeting;
- b) Counting Commission;
- c) Secretary of the General Shareholders Meeting.

7.2. The functions of the Chair shall be exercised by the Chair of the Board of Directors.

If the Chair of the Board of Directors is absent at the General Shareholders Meeting, the functions of the Chair at the General Shareholders Meeting shall be exercised by the Deputy Chair of the Board of Directors.

In case the Chair of the Board of Directors and his/her deputy are absent, their functions at the General Shareholders Meeting according to the decision of the people present at the General Shareholders Meeting may be exercised by any member of the Board of Directors.

7.3. The Chair of the General Shareholders Meeting shall open and close the meeting, announce the agenda of the General Meeting and the order of speeches and reports concerning the agenda items, on termination of the agenda issues' discussions and the beginning of the votes counting, ensure the fulfillment of the meeting holding order pursuant to these Regulations, and sign the Minutes of the General Shareholders Meeting.

7.4. The functions of the Counting Commission at the General Shareholders Meeting shall be exercised by the professional equity market participant, who is the holder of the shareholder's Register of the Company (Registrar of the Company).

If the number of shareholders who are owners of the voting shares of the Company does not outnumber 100 (one hundred), the functions of the Counting Commission of the General Shareholders Meeting may be exercised by the person authorized by the Company's Board of Directors.

7.5. The Counting Commission shall exercise the following functions:

- a) checking up of the authority and registration of persons who participate in the General Shareholders Meeting (shareholders and their representatives);
- b) defining of the quorum presence of the General Shareholders Meeting;
- c) explaining of the items arising in connection with the Company's shareholders (their representatives) realization of the right to vote at the General Shareholders Meeting;
- d) explaining of the order of voting concerning the items put to the agenda;
- e) ensuring of the established order of voting and rights of the Company's shareholders to vote;
- f) counting of votes and summing up of the voting results;
- g) compiling of the Minutes on the results of the voting;
- h) bringing of the results of the voting to the notice of the Company's shareholders;
- i) sending of the voting bulletins to archive;
- j) other functions stipulated by the Legislation of the Russian Federation and Company's Articles of Association and the Agreement signed by the Company with the Registrar (if the Registrar exercises the functions of the Counting Commission).

7.6. The Functions of the Secretary of the General Shareholders Meeting shall be exercised by the Company's Corporate Secretary if no other decision was taken by persons who convene the General Shareholders Meeting, in case stipulated by paragraph 3.1. of Article 3 of these Regulations.

If the Corporate Secretary of the Company cannot fulfill the functions, the Secretary of the General Shareholders Meeting shall be elected by the Board of Directors to decide the items concerning the preparation to the General Shareholders Meeting, or by the persons who convene the General Shareholders Meeting in case stipulated by paragraph 3.1. of Article 3 of these Regulations.

7.7. The Secretary of the General Shareholders Meeting shall fulfill the following functions:

a) receive applications from persons participating in the General Shareholders Meeting on the right acquisition to take part in the discussion of the general agenda issues of the meeting and also receive items;

b) transmit the applications and items to the Chairman of the General Shareholders Meeting;

c) fix the order of the General Shareholders Meeting holding (general provisions of speeches and reports);

d) other functions stipulated by these Regulations and the Company's Articles of Association.

8. Financial Provision of the General Shareholders Meeting Holding

8.1. Expenditures connected with preparation and holding of the General Shareholders Meeting shall be undertaken at the expense of the Company's funds in accordance with expenditures' estimate approved by the Board of Directors and included into the Company's budget.

8.2. The General Director shall present to the Board of Directors the report on spending of means for preparation and carrying out of the General Shareholders Meeting not later than two months prior to the General Shareholders Meeting carrying out.

8.3. In case of carrying out of the General Shareholders Meeting by persons demanding the convening, the costs for its holding shall be covered by these persons.

By the decision of the General Shareholders Meeting, documentarily approved costs of the abovementioned persons on preparation and holding of the General Shareholders Meeting may be compensated at the expense of the Company's funds.

9. Final Provisions

9.1. If the law and normative acts of the Russian Federation change, the separate articles of these Regulations contradict them, these articles shall cease to be in force and the Company shall be guided by the legislation and normative acts of the Russian Federation before the moment of amendments to the current Regulations.

9.2. If all the voting shares of the Company belong to only one shareholder, these Regulations shall not be used. The decisions on items falling within the competence of the General Shareholders Meeting shall be taken by this shareholder (authorized shareholder's governance body), presented in writing and brought to the notice of the Company.