

The competence of the Board of Directors shall include the following matters:

- 1) determination and approval of priority business areas and a financial and business plan of the Company;
- 2) convocation of the annual and any extraordinary General Meeting of Shareholders;
- 3) approval of the agenda of the General Meeting of Shareholders;
- 4) setting the record date for the General Meeting of Shareholders and resolving any other matters regarding preparation and holding of the General Meeting of Shareholders;
- 5) passing a resolution on proposing and submitting the items set out in Paragraphs 2, 3, 5, 6, 8, 12-23 of Clause 10.2. of Article 10 of these Articles of Association to the General Meeting of Shareholders;
- 6) increasing the Company's authorized capital by placing additional shares of the Company except when the item concerning the Company's additional shares falls within exclusive competence of the General Meeting of Shareholders under the requirements of the Federal Law "On Joint Stock Companies";
- 7) passing a resolution on placing by the Company of convertible bonds or other convertible issue-grade securities, except when the item concerning bonds or other issue-grade securities convertible into the Company's shares falls within exclusive competence of the General Meeting of Shareholders under the requirements of the Federal Law "On Joint Stock Companies";
- 8) placing the bonds and other issue-grade securities by the Company unless otherwise provided by the Federal Law "On Joint Stock Companies" and these Articles of Association;
- 9) approving the documents concerning emission of shares and other securities and repurchase and redemption of shares, if the approval of such documents by the Board of Directors is required under the Federal Law "On Joint Stock Companies" or under other laws and regulations of the Russian Federation;
- 10) determination of the price (monetary value) of property, including the property contributed as payment for additional shares placed by the Company, the price of offering and repurchase of issue-grade securities in the events provided for by the Federal Law "On Joint Stock Companies";
- 11) repurchase by the Company of outstanding shares in accordance with Clause 2 of Article 72 of the Federal Law "On Joint Stock Companies";
- 12) disposal (sale) of the Company's shares redeemed by the Company as a result of acquisition or repurchase thereof from shareholders, as well as in other events stipulated by the Federal Law "On Joint Stock Companies";
 - 12.1.) passing a resolution on requesting a listing of the Company's shares and/or the Company's convertible issue-grade securities;
- 13) making recommendations regarding the dividend amount on the Company's shares and the dividend payment procedure;
- 14) passing a resolution on the use of the Company's funds formed pursuant to Article 8 hereof;
- 15) election and early dismissal of the General Director, including determination of the terms and conditions of the employment contract concluded with the General Director and early termination of the said employment contract;
- 16) determining the size of the Management Board, election and early dismissal of its members, including determination of the terms and conditions of the employment contract concluded with the said members and adopting resolutions on early termination of the said employment contracts,
- 17) bringing the General Director and members of the Management Board to disciplinary liability and rewarding them in compliance with the applicable laws of the Russian Federation,
- 18) suspending powers of the management company (manager) if such powers were transferred from the General Director to the management company (manager), and appointing an interim sole executive body;
- 19) election and early termination of the Chairman of the Board of Directors, as well as election and early termination of the Deputy Chairman of the Board of Directors;
- 20) creating committees of the Company's Board of Directors, approving internal documents that determine their competences and rules of procedure, determining their membership, appointing a Chairman and members of the committee and terminating their powers, reviewing the reports of the committees of the Board of Directors and resolving any other

issues related to activities of the committees,

21) determining the amount of remuneration payable to the Auditor;

22) approving nomination of an independent appraiser (appraisers) for appraising the Company's shares, property, and other assets in the cases provided for by Federal Law "On Joint Stock Companies" and these Articles of Association;

23) approving the Company's Registrar and the terms and conditions of the contract with the Registrar, as well as termination thereof;

24) approving the Company's internal documents (except for those subject to approval by the General Meeting of Shareholders, as well as other internal documents subject to approval by the Company's executive bodies), including a financial policy, delegation of authority policy, regulation on procurement, documents governing the Company's policy in the area of risk management and internal control system, as well as internal audit management and implementation policy (including the internal audit department regulation), dividend policy, the Company's policy regarding environmental, social and corporate governance;

25) election and early dismissal of the Company's corporate secretary, approval of the regulation on the Company's corporate secretary and (or) a regulation on the function performing the duties of the corporate secretary;

26) defining the Company's (its representatives') position on the following agenda items of General Meetings of Shareholders (Members) of the Company's Subsidiaries and meetings of their Boards of Directors:

a) approving major transactions, related-party transactions, and other transactions falling within the competence of the Subsidiary's General Meeting of Shareholders or the Subsidiary's Board of Directors under the Subsidiary's Articles of Association, provided that the transaction in question concurrently falls within one of the transaction types specified in Paragraph 32 of Clause 12.1. of Article 12 hereof;

b) approving the Subsidiary's implementation of, or participation in implementation of, projects provided that the total amount of the Subsidiary's expenses required to implement the project exceeds 25,000,000 EUR,

27) approving the budget of the Company including the loss-and-profit plan, investment plan, personnel planning, cash flow plan, and charity expenditure and social investment plans;

28) considering the General Director's reports on the Company's business operations, including implementation of the budget and investment projects approved by the Board of Directors, at least biannually; as well as implementation of the resolutions passed by the General Meeting of Shareholders and the Board of Directors;

29) approving major transactions in the cases specified in Chapter X of the Federal Law "On Joint Stock Companies",

30) approving related-party transactions specified in Chapter XI of the Federal Law "On Joint Stock Companies",

31) approving the Company's investment projects when their timeframe (period from the date when the Company incurs financial obligations under the project till commissioning of the project implementation results) exceeds one year and making changes to such projects if the total expenditure required to implement an investment project throughout the entire timeframe thereof exceeds an equivalent of 25,000,000 (twenty-five million) EUR;

32) authorizing or subsequent approving the following transactions of the Company except for those to be committed to implement an investment project approved by the Board of Directors in accordance with Paragraph 31 of Clause 12.1. of Article 12 hereof within the total expense limit under the investment project and overall timeframe of the investment project:

a) transactions concerning disposal or potential disposal, as well as encumbrance of the Company's non-current assets (including land plots, construction-in-progress, and other real property), with a book value exceeding an equivalent of 10,000,000 (ten million) EUR;

b) sale and purchase transactions aimed at acquisition of non-current assets (including land plots, construction-in-progress, and other real property) with a purchase price exceeding an equivalent of 10,000,000 (ten million) EUR;

c) lease agreements, if the annual rent payable by the Company exceeds an equivalent of 10,000,000 (ten million) EUR or if the total amount of rent payable by the Company for the entire lease term exceeds an equivalent of 25,000,000 (twenty-five million) EUR;

- d) transactions on rendering consulting services to the Company with an amount exceeding an equivalent of 300,000 (three hundred thousand) EUR;
 - e) transactions concerning provision of the Company's guarantee for third party obligations (including bill avalization) and / or encumbrance of the Company's assets to secure third party obligations with an amount exceeding an equivalent of 10,000,000 (ten million) EUR;
 - f) purchase and sale contracts for process fuel (including gas, coal, peat, fuel oil), and additional agreements thereto, if the value of the liabilities arising / discharged under each of these contracts or individual additional agreement exceeds an equivalent of 100,000,000 (one hundred million) EUR;
 - g) transactions under which the Company grants a loan to a third party if the amount of the principal net of the loan interest exceeds an equivalent of 15,000,000 (fifteen million) EUR;
 - h) transactions under which the Company receives a loan from a third party if the amount of the principal net of the loan interest exceeds an equivalent of 15,000,000 (fifteen million) EUR;
 - i) contracts under which the Company purchases spare parts, contractor agreements, paid services contracts made for the maintenance and repair of power equipment acquired by the Company during the implementation of investment projects approved by the Board of Directors, if the amount of liabilities arising / discharged under each of these contracts exceeds an equivalent of 15,000,000 (fifteen million) EUR, as well as individual additional agreements to such contracts, if the amount of liabilities arising / discharged under each of these additional agreements exceeds an equivalent of 15,000,000 (fifteen million) EUR;
 - j) other transactions, if the book value of the Company property to be disposed (encumbered), or the value of the property to be acquired by the Company, or the amount of the transaction for provision of services/performance of works, exceeds an equivalent of 15,000,000 (fifteen million) EUR, excluding the transactions involving sale (purchase) of electricity and capacity, heat energy, transactions with derivatives, deposit agreements, deposit transactions made in the clearing market, and foreign currency purchase contracts;
 - k) other transactions for which obtaining approval of the Board of Directors is recommended by the Management Board;
- 33) passing resolutions (i) on the Company's waiver of a claim if such waiver results in reduction of the Company's claims by the equivalent of 10,000,000 (ten million) EUR and more, (ii) on recognition of claims against the Company if the claims recognized by the Company exceed in monetary terms an equivalent of 10,000,000 (ten million) EUR and more, (iii) on making a settlement agreement if such settlement agreement (1) results in reduction of the Company's claims by the equivalent of 10,000,000 (ten million) EUR and more, (2) the amount of claims against the Company is recognized in the amount equivalent to 10,000,000 (ten million) EUR and more, (3) the amount of the Company's property liabilities is the equivalent of 10,000,000 (ten million) EUR and more, except for waivers of claims, recognition of claims, and making settlement agreements regarding the transactions related to sale and/or purchase of electricity and capacity, heat energy, transactions with derivatives, deposit agreements, deposit transactions made in the clearing market, and foreign currency purchase contracts;
- 34) approving the transactions involving disposal of the Company's property and / or performance of works (provision of services) by the Company, if (i) the property is sold at a price that is less than the book value thereof by more than 20%, or if the price of works / services is less than the prime cost thereof by more than 20%, and (ii) the difference between the price and the book value (prime cost of works / services) exceeds an equivalent of 5,000,000 (five million) EUR;
- 35) determining principles and approaches to the Company's risk management and internal control system, examining the evaluation findings and conducting a performance review of the risk management and internal control system, approving the internal documents governing the Company's risk management and internal control policy;
- 36) determining the Company's principles and approaches in the area of internal audit, approving the internal documents governing the Company's policy in the area of internal audit management and administration;
- 37) establishing, restructuring, and liquidating the Company's Internal Audit Department, approving the Internal Audit Department's performance plan, reviewing the progress reports on

the performance plan and internal audit management;

38) appointment and early termination of authorities of the head of the internal audit department, approval of the terms and conditions of the employment contract with the above executive officer;

39) reviewing the findings of the corporate governance practice evaluation;

40) adopting recommendations in respect of any and all non-binding or binding offers received by the Company to acquire the Company's shares as well as other issue-grade securities convertible into the Company's shares, with evaluation of the offered price of the purchased securities and of potential adjustments to their market value after acquisition, and evaluation of the plans of the person making the non-binding or binding offer in respect of the Company, inter alia, its employees;

41) approval of the Company's report on related-party transactions made in the reporting year.

42) passing resolutions on major corporate actions of the Company referred to in Article 19.1. hereof if resolutions on major corporate actions fall within the competence of the General Meeting of Shareholders; and providing the relevant recommendations to the General Meeting of Shareholders;

43) formulation and approval of goals on environmental, social and managerial issues of the Company;

44) appointment and early termination of the Company's Compliance Officer, approval of the Company's internal document regulating the Company's Compliance Officer function, review of the Company's Compliance Officer reports;

45) resolving any other issues falling within the competence of the Board of Directors under the Federal Law "On Joint Stock Companies" and these Articles of Association.

The financial thresholds denominated in EUR shall be converted in roubles at the exchange rate of the Central Bank of the Russian Federation as of the last day of the last month of the calendar quarter preceding the relevant transaction.

If Clause 12.1. of the Company's Articles of Association provides for financial thresholds to classify relevant transactions as transactions requiring approval of the Board of Directors, the provisions of the Articles of Association concerning approval of such transactions shall not be avoided by dividing the transaction into several parts.

12.2. If a matter falls within the competence of the Board of Directors, the Management Board and General Director shall not be authorized to take any action without prior approval of the Board of Directors. In certain cases, the Board of Directors is entitled to resolve on the subsequent approval of a transaction or any other matter that falls within the competence of the Board of Directors.

12.3. Matters falling within the competence of the Board of Directors may not be delegated to either the General Director or the Management Board. Proposals to the agenda of the Board of Directors' meeting can be made by any member of the Board of Directors, the Management Board, the General Director, the Auditor, and the Corporate Secretary.

12.4. Resolutions passed by the Board of Directors within its competence shall be binding on the Company's Management Board, General Director and employees of the Company.

12.5. While exercising their rights and performing their duties, members of the Board of Directors shall act to the benefit of the Company, exercise their rights and perform their duties in respect of the Company in good faith and reasonably.

12.6. Members of the Board of Directors shall be liable to the Company for losses caused by their guilty actions (omissions), except as otherwise established by federal laws.

However, members of the Board of Directors who voted against the resolution that inflicted losses to the Company or cast no vote shall be exempt from liability.