

**“Interregional Distributive Grid
Company of the North-West”
Joint-Stock Company**

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**Basic power of
the Board of Directors of the Company
under the Articles of Association**

The following questions shall be referred to the competence of the Board of Directors of the Company:

- 1) Definition of the Company activity priority directions;
- 2) Submitting for decision of the Company's General shareholders meeting of the questions stipulated by subitems 2, 5, 7, 8, 12-20 of item 10.2 of Article 10 of the present Articles of Association;
- 3) Floatation by the Company of bonds and other issue securities, except for the cases established by the legislation of the Russian Federation and the present Articles of Association;
- 4) Approval of the resolution on release of securities, prospectus of securities issue, the report on results of release of securities and reports on results of the Company shares purchase;
- 5) Definition of the price (monetary estimation) of property, price of floatation and repayment of issue securities in the cases stipulated by the Federal law «About joint-stock companies», and at decision of the questions specified in subitems 16, 34 of item 12.1 of Article 12 of the present Articles of Association;
- 6) Purchase of the shares, bonds and other securities floated by the Company in the cases stipulated by the Federal law «About joint-stock companies»;
- 7) Alienation (sale) of the Company's shares which became the Company's property as a result of their purchase or repayment with shareholders of the Company, and in other cases stipulated by the FL «About joint-stock companies»;
- 8) Election of the Company's Director General and preschedule termination of his powers;
- 9) Recommendations to the General meeting of shareholders of the Company on the size of compensation and indemnification payment to members of the Company's Revision committee and definition of the size of the Auditor's services payment;
- 10) Recommendations on the size of the dividend by shares and the procedure of its payment;

11) Approval of the Company's internal documents defining the procedure of formation and use of funds of the Company;

12) Resolution-making on the Company's funds use; approval of estimates of use of means of special purpose funds and consideration of results of performance of estimates of use of means of special purpose funds;

13) Approval of the Company's internal documents except for internal documents, approval of which is referred to the competence of General meeting of shareholders, as well as other internal documents, the approval of which is referred to the competence of the Company's executive bodies;

14) Approval of annual (quarter) business-plan and report on results of its performance, as well as approval (updating) of the Company's cash flows (budget) control parameters and/or approval (updating) of the Company's cash flows (budget);

15) Creation of branches and foundation of representative offices of the Company, their liquidation, as well as making changes to the Articles of Association of the Company connected with creation of branches, foundation of representative offices of the Company (including change of data on names and location of branches and representative offices of the Company) and their liquidation;

16) About participation of the Company in other organizations (including coordination of constituent documents and candidates to the regulatory bodies of newly created organizations), change of the stake of participation (quantity of shares, size of the stake), loading of shares (stakes) and termination of the Company's participation in other organizations, in view of provisions of subitem 17 of item 12.1 of Article 12 of the present Articles of Association;

17) Resolution-making on fulfillment by the Company of one or several interconnected deals on alienation, transfer to the mortgage or other loading of shares and shares of ADC (affiliated and dependent companies) which are not engaged in manufacture, transfer, dispatching, distribution and sale of electric and thermal energy in case the market cost of shares or stakes, which are a subject of the deal defined according to the independent appraiser's conclusion exceeds RUR30 million, and also in other cases (sizes) defined by separate resolutions of the Board of Directors of the Company;

18) Definition of the Company's credit policy regarding delivery by the Company of loans, conclusion of credit contracts and contracts of loan, delivery of guarantees, acceptance of obligations under the bill (delivery of the simple and translation bill), assignation in the mortgage and resolution-making on fulfillment by the Company of the specified deals in cases when the procedure of resolution-making on them is not defined by the Company's credit policy;

19) Resolution-making on conclusion of deals, the subject of which is property, works and services, the cost of which equals from 5 to 25 percent of balance cost of the Company's assets, defined as of the date of resolution-making on conclusion of the deal;

20) Approval of large deals in the cases stipulated by Clause X of the Federal law «About joint-stock companies»;

21) Approval of the deals stipulated by chapter of XI Federal law « About joint-stock companies »;

22) Approval of the Company's registrar, contract provisions with it, and cancellation of the contract with it

23) Election of Chairman of the Board of Directors of the Company and preschedule termination of his powers;

24) Election of Vice-Chairman of the Board of Directors of the Company and preschedule termination of his powers;

25) Election of Secretary of the Board of Directors of the Company and preschedule termination of his powers;

26) Preliminary approval of resolutions on fulfillment by the Company of deals connected with gratuitous transfer of rights of the Company or property rights (requirements) to itself or to the third party; deals connected with discharge from property duty to itself or to the third party; the deals connected with gratuitous rendering services (performance of works) by the Company to the third parties, in the cases (sizes) defined by separate resolutions of the Board of Directors of the

Company, and resolution-making on fulfillment by the Company of the given deals in cases when the above-stated cases (sizes) are not defined;

27) Resolution-making on abeyance of powers of the managing organization (managing director);

28) Resolution-making on appointment of Acting Director General of the Company in the cases stipulated by items 17.11, 17.12 Article 17 of the present Articles of Association;

29) Making the Company's Director General disciplinary answerable, and his rewarding according to the labor legislation of the Russian Federation;

30) Consideration of Director General's reports on the Company activity (including on performance of his official duties), on performance of resolutions of General shareholders meeting and the Board of Directors of the Company;

31) Approval of the procedure of interaction of the Company with the organizations, in which the Company participates;

32) Definition of the position of the Company (representatives of the Company) on the following questions of the agenda of the General shareholders (participants) meetings and meetings of the Boards of Directors of affiliated and dependent economic companies (ADC), including the assignment to take or not to take part in voting on the agenda questions, to vote on draft resolutions "pro", "contra" or "refrained":

a) About definition of the agenda of ADC General shareholders (participants) meeting;

b) About ADC reorganization and liquidation;

c) About definition of quantitative composition of ADC Board of Directors, nomination and election of its members and preschedule termination of their powers;

d) About definition of quantity, par value, category (type) of ADC declared shares and the rights given by these shares;

e) About increase in ADC capital stock by increase in par value of shares or by additional shares floatation;

f) About floatation of ADC securities convertible into ordinary shares;

g) About dividing, consolidation of ADC shares;

h) About approval of ADC large deals;

i) About ADC participation in other organizations (about incorporation into the managing organization or creation of a new organization), and also about purchase, alienation and loading of shares and stakes in the capital stocks of organizations, in which ADC participates, change of the stake of participation in the capital stock of the corresponding organization;

j) About fulfillment by ADC of deals (including several interconnected deals), connected with alienation or opportunity of alienation of the property making the principle means, immaterial assets, objects of incomplete construction, which purpose of use is manufacture, transfer, dispatching, distribution of electric and thermal energy, in the cases (sizes) defined by the procedure of interaction of the Company with the organizations, in which the Company participates, approved by the Board of Directors;

k) About making changes and additions in ADC constituent documents;

l) About definition of the payment procedure of compensation to members of ADC Board of Directors and Revision committee;

33) Definition of the Company position (representatives of the Company) on the following agenda questions of meetings of ADC Boards of Directors (including the assignment to take or not to take part in voting on questions of the agenda, to vote on draft resolutions "pro", "contra" or "refrained"):

a) About definition of ADC representatives position on the agenda questions of General shareholders (participants) meetings and meetings of the Boards of Directors of companies affiliated and dependent in relation to ADC, concerning fulfillment (approval) of deals (including some interconnected deals), connected with alienation or opportunity of alienation of the property making the principle means, immaterial assets, objects of incomplete construction, the purpose of use of which is manufacture, transfer, dispatching, distribution of electric and thermal energy in the cases (sizes) defined by procedure of the Company's interaction with the organizations in which the Company participates, approved by the Board of Directors of the Company;

b) About definition of ADC representatives position on the agenda questions of general shareholders (participants) meetings and meetings of the Boards of Directors of companies affiliated and dependent in relation to ADC, carrying out manufacture, transfer, dispatching, distribution and sale of electric and thermal energy, about reorganization, liquidation, increase in the capital stock of these companies by increase in par value of shares or by floatation of additional shares, floatation of the securities convertible into ordinary shares;

34) Preliminary approval of the resolution on fulfillment by the Company of the following:

a) Deals, the subject of which is non-current assets of the Company at the amount from 10 to 25 percent of the balance cost of these assets of the Company as of the date of resolution-making on fulfillment of this deal;

b) Deals (including several interconnected deals), connected with alienation or opportunity of alienation of the property making the principle means, immaterial assets, objects of incomplete construction, the purpose of use of which is manufacture, transfer, dispatching, distribution of electric and thermal energy in the cases (sizes) defined by separate resolutions of the Board of Directors of the Company;

35) Nomination by the Company of candidates for election to the post of the sole executive body, to other management and regulatory bodies, as well as candidates of the Auditor of the organizations, in which the Company participates, carrying out manufacture, transfer, dispatching, distribution and sale of electric and thermal energy, as well as repair and service kinds of activity;

36) Resolution-making on the questions referred to the competence of the supreme bodies of management of the economic societies, 100 (one hundred) percent of the capital stock of which belongs to the Company;

37) Definition of directions of the Company's insurance coverage maintenance, including approval of the Company's Insurer;

38) Coordination of nominees on separate posts of the executive body of the Company defined by the Board of Directors of the Company;

39) Approval of a candidate of the independent appraiser (appraisers) for definition of cost of shares, property and other assets of the Company in the cases stipulated by the Federal law «About joint-stock companies», the present Articles of Association, and separate resolutions of the Board of Directors the Company;

40) Preliminary approval of the collective contract, agreements concluded by the Company within the limits of regulation of social and labor relations;

41) Approval of candidates of financial adviser, which attraction is required according to the Federal law «About the securities market»;

42) Other questions carried to the competence of the Board of Directors by the Federal law «About joint-stock companies» and the present Articles of Association.