

APPROVED

by the decision of the Board of Directors of
Joint-Stock Company

“Moscow United Electric Grid Company”

as of June 10th, 2010

(minutes No. 110 as of June 11th, 2010)

REGULATIONS
for the Personnel and Remuneration Committee
of Joint-Stock Company
“Moscow United Electric Grid Company”

1. GENERAL PROVISIONS

1.1. Regulations for the Personnel and Remuneration Committee of the Board of Directors of JSC “Moscow United Electric Grid Company” (hereinafter – the Regulations) is worked out according to legislation of the Russian Federation, including Federal Law “On Joint-Stock Companies”, Provision on Activity on Organization of Trading at Equity market, approved by Order of Federal Financial Markets Service (FFMS) dated 09.10.2007. No. 07-102/pz-n, Code of Corporate Conduct, recommended to apply by order of Federal Commission for the Securities Market (FCSM) of RF dated 04.04.2002. No. 421/r, as well as Charter of JSC “Moscow United Electric Grid Company” and provision on Procedure of Convening and Holding of Meetings of the Board of Directors of JSC “Moscow United Electric Grid Company” (hereinafter – the Company).

1.2. The Personnel and Remuneration Committee of the Company’s Board of Directors (hereinafter – the Committee) is established according to decision of the Company’s Board of Directors and is advisory-consultative body, providing effective execution by the Company’s Board of Directors of its functions on general management of the Company’s activity.

1.3. The Committee is not the Company’s body and does not have right to act on behalf of the Company.

1.4. The Committee’s decisions have advisory character for the Company’s Board of Directors. The Committee is fully accountable to the Company’s Board of Directors.

1.5. In its activity the Committee follows current legislation of the Russian Federation, Charter of the Company, Provision on Procedure of Convening and Holding of Meetings of the Company’s Board of Directors, decisions of the Company’s Board of Directors, the present Regulations and other internal documents of the Company.

2. GOALS AND OBJECTIVES OF THE COMMITTEE

2.1. The Committee is established in order to increase effective management of the Company’s development by working out of soundly-based recommendations to the Company’s Board of Directors concerning human resources policy and motivation, as well as carrying out of control over execution of such decisions, made by the Company’s Board of Directors.

2.2. The Committee’s objective is to work out and submit of recommendations (conclusions) on the following directions of activity:

1) working out of principles and criteria of determination of remuneration of the Company’s Board of Directors, members of Collegial Executive Body and person, performing functions of Sole Executive Body of the Company, including Managing Organization or Managing Head;

2) working out of proposals for determination of essential terms of agreements with members of the Board of Directors, members of Collegial Executive Body and person, performing functions of Sole Executive Body of the Company;

3) determination of selection criteria of candidate members to the Company’s Board of Directors, members to Collegial Executive Body of the Company, to position of Sole Executive Body of the Company, as well as preliminary estimation of mentioned candidates;

4) regular estimation of activity of person, performing functions of Sole Executive Body (Managing Organization, Managing Head), members of Collegial Executive Body of the Company and preparation of proposals for the Board of Directors on possibility of their re-election or termination of authorities.

3. COMPETENCE OF THE COMMITTEE

3.1. Consideration of the following issues falls within the Committee's competence:

1) working out of principles and criteria in the sphere of remuneration and financial encouragement of:

- members of the Company's Board of Directors, Chairman of the Company's Board of Directors;

- members of the Company's Management Board, Director General of the Company, Managing Organization or Managing Head;

- members of the Company's Checkup Committee, Chairman of the Company's Checkup Committee;

2) preparation of recommendations to General Meeting of the Company's Shareholders on amount of paid out remunerations and compensations to members of the Board of Directors and members of the Checkup Committee;

3) preparation of recommendations on approval (amendment) of internal documents, regulating issues of payment of remunerations and compensations to members of the Board of Directors and members of the Checkup Committee of the Company;

4) determination of selection criteria of candidate members to the Company's Board of Directors, members to the Company's Management Board and to position of Director General of the Company, as well as preliminary estimation of mentioned candidates;

5) preparation of proposals and recommendations for determination of agreements terms (including terms of powers and amount of paid out remunerations and compensations), concluded with members of the Company's Board of Directors, members of Management Board, Director General of the Company, changing of mentioned agreements;

6) regular estimation of activity of the Company's Director General, Managing Organization (Managing Head), members of the Company's Management Board and preparation of corresponding proposals and recommendations for the Board of Directors, including recommendations on possibility of re-election or termination of authorities;

7) preparation for the Company's Board of Directors of proposals and recommendations on submitting to decision of General Meeting of the Company's Shareholders of issue on delegation of powers of the Company's Sole Executive Body to Managing Organization (Managing Head) and early termination of authorities of Managing Organization (Managing Head);

8) preparation for the Company's Board of Directors of proposals and recommendations on issue of suspension of authorities of Managing Organization (Managing Head);

9) preparation for the Company's Board of Directors of proposals and recommendations on quantitative representation of the Company's Management Board;

10) preparation of recommendations for decision-making by the Company's Board of Directors on appointment of Acting Director General of the Company, as well as bringing him to disciplinary responsibility;

11) preparation for the Company's Board of Directors of proposals and recommendations on bringing to disciplinary responsibility of the Company's Director General and members of the Company's Management Board and their rewarding according to labour legislation of the Russian Federation;

12) preparation for the Company's Board of Directors of proposals and recommendations on nomination of the Company's Director General to state awards;

13) estimation of state of personnel reserve for positions, relating to category of Top Managers of the Company;

14) other issues, connected with above-mentioned, as well as issues, considered on instruction of the Company's Board of Directors.

4. RIGHTS AND OBLIGATIONS OF THE COMMITTEE

4.1. In order to perform incumbent obligations the Committee has right to:

- 1) carry out research in order to perform obligations, mentioned in Section 3 of the present Regulations;
- 2) request and get from the Company, according to Section 12 of the present Provision, information and documents, necessary for performing of its obligations;
- 3) according to the present Regulations request through Chairman of the Board of Directors and Director General of the Company from external organizations information and documents concerning issues of its activity;
- 4) get from external organizations professional services, engage third persons, having special knowledge, as experts (advisors) on issues, related to the Committee's competence in framework of the Committee's budget;
- 5) consider issues concerning compensation, motivation, remuneration, human resources policy in case of their consideration by the Company's Board of Directors, including to initiate consideration and preparation of mentioned issues;
- 6) members of the Committee have right to meet with members of the Company's managing authorities, other persons for discussing of issues, related to the Committee's competence;
- 7) make proposals on introduction of changes and addenda to the present Regulations;
- 8) in case of necessity work out and submit to approval by the Company's Board of Directors drafts of the documents, regulating the Committee's activity;

4.2. The Committee has other rights stipulated by the present Regulations.

4.3. The Committee is to:

- 1) carry out its activity in favour of the Company and its shareholders;
- 2) inform the Company's shareholders about its activity;
- 3) give Report on results of its work to the Board of Directors not less than one time per year.

5. MEMBERSHIP OF THE COMMITTEE AND PROCEDURE OF ITS FORMATION

5.1. The Committee's quantitative representation is determined by the Company's Board of Directors decision and is not less than 3 (Three) people.

5.2. Personnel of the Committee is elected by the Company's Board of Directors by a majority vote of members of the Board of Directors, taking part in the Board of Directors' Meeting among number of candidates, presented by members of the Company's Board of Directors. Every member of the Company's Board of Directors has right to propose not more than 3 (Three) candidate members to the Committee.

5.3. Members of the Committee can be only natural persons. Proposals of members of the Company's Board of Directors on candidatures for election to the Committee should be submitted to Chairman of the Company's Board of Directors in written form not later than 10 (Ten) days before holding of the Board of Directors' Meeting (expiration of terms of acceptance of questionnaires for absentee voting), in agenda of which issue on election of the Committee's members is included.

5.4. Only members of the Company's Board of Directors can be members of the Committee, and should satisfy the following requirements:

- 1) should not be the Company's officials or employees as of the moment of election and during 1 year before election;
- 2) should not be officials of other business association, in which any of the Company's officials is a member of the Personnel and Remuneration Committee of the Board of Directors;

3) should not be conjoints, parents, children, brothers and sisters of the Company's officials (official of the Company's Managing Organization);

4) should be affiliated persons of the Company, excluding member of the Company's Board of Directors;

5) should not be parties by commitments with the Company, according to terms of which they can obtain property (get cash assets), cost of which is 10 and more per cent of total annual income of mentioned persons, except receipt of remuneration for participation in activity of the Company's Board of Directors;

6) should not be state representatives, i.e. persons, who are representatives of the Russian Federation, constituent entities of the Russian Federation and municipal formations in the Boards of Directors of joint-stock companies, in respect to which decision on use of special right ("golden share") is taken, and persons, elected to the Board of Directors among candidates, nominated by the Russian Federation, as well as by constituent entity of the Russian Federation or municipal formation, if such members of the Board of Directors should vote on the base of written directions (notations etc.) correspondingly of constituent entity of the Russian Federation or municipal formation.

In case of impossibility of execution of mentioned requirements concerning all members of the Committee by virtue of objective causes, membership of the Committee should be represented only by members of the Company's Board of Directors, satisfying above-mentioned requirements and members of the Company's Board of Directors, not being Sole Executive Body and (or) members of Collegial Executive Body.

5.5. In case if the Committee's member no longer satisfies requirements of Clause 5.4 of the Regulations, he should immediately inform about it Chairman of the Company's Board of Directors and Chairman of the Committee.

5.6. On nomination of candidates to the Committee written consent of nominated candidate and information on candidate should be attached to proposal on nomination of a candidate (candidates) member to the Committee.

Proposal on nomination of candidate member to the Committee should contain the following information on candidate:

- 1) surname, name, patronymic of candidate;
- 2) place of employment and position of candidate as of moment of proposal sending;
- 3) information on labour activity of candidate for the last 5 (Five) years;
- 4) information on participation of candidate in managerial bodies of other legal persons.

5.7. Proposal on nomination of candidate member to the Committee should be signed by member of the Company's Board of Directors, submitted mentioned proposal.

5.8. When electing members of the Committee their education, professional training, working experience in the sphere of the Committee's activity and other special knowledge, necessary for performing by the Committee's members their authorities should be taken into account.

5.9. Members of the Committee are elected according to conditions of the present Regulations for time term till holding of the first Meeting of the Board of Directors, elected in new membership.

5.10. Authorities of any member of the Committee can be early terminated by decision of the Company's Board of Directors.

5.11. Chairman of the Committee, as well as members of the Committee can abdicate one's authorities by sending Statement about it to Chairman of the Company's Board of Directors (and members of the Committee to Chairman of the Committee as well).

5.12. In case if quantitative representation of the Committee becomes less than quorum determined by the Regulations for holding of the Committee's Meetings, Chairman

of the Board of Directors should include issue on election of members of the Committee to agenda of the nearest Meeting of the Company's Board of Directors.

6. RIGHTS, OBLIGATIONS AND RESPONSIBILITY OF MEMBERS OF THE COMMITTEE

6.1. Within the Committee's competence members of the Committee have right to:

1) request documents and information, necessary for taking decision on issues of the Committee's competence, from the Company's Director General, the Company's officials and Secretary of the Company's Board of Directors according to list, approved by decision of the Committee. Request is made in written form with signature of Chairman of the Committee;

2) submit written proposals on formation of the Committee's activity plan;

3) put issues to agenda of the Committee's Meetings in procedure, set by the Regulations;

4) request convening of the Committee's meeting;

5) perform other rights, stipulated by the Regulations;

6.2. Member of the Committee is to:

1) act in favour of the Company and its shareholders, perform one's rights and perform one's obligations in respect of the Company faithfully and reasonably;

2) get acquainted with materials for the Committee's Meeting and develop own position on every agenda issue of Meeting;

3) not admit acceptance of unreasoned decisions and recommendations, abstain from voting on issues, concerning decision of which the Committee's member has not reasoned position;

4) provide confidentiality of information, became available for him as a result of activity in the Committee;

5) inform Chairman of the Committee on availability of interest on solving of issue, submitted to the Committee's consideration, abstain from participation in voting on such issues;

6) execute orders of Chairman of the Committee.

6.3. Members of the Committee are responsible according to provisions of Federal Law "On Joint-Stock Companies", regulating responsibility of members of the Board of Directors.

7. CHAIRMAN OF THE COMMITTEE AND ELECTION PROCEDURE

7.1. Chairman of the Committee carries out management of the Committee and organization of its activity.

7.2. Chairman of the Committee is elected by the Company's Board of Directors among members of the Committee by a simple majority vote of total number of members of the Company's Board of Directors.

7.3. Person, performing functions of Sole Executive Body of the Company, persons, holding offices in management bodies of the Company's Managing Organization can not be elected as Chairman of the Committee.

7.4. The Company's Board of Directors has right to re-elect Chairman of the Committee at any time.

7.5. In absence of the Committee's Chairman his obligations are performed by Deputy Chairman of the Committee. Deputy Chairman of the Committee is elected by members of the Committee among them by a majority vote of total number of elected members of the Committee. Restrictions, provided by Clause 7.3 of the present Regulations, are set to candidature of Deputy Chairman.

- 7.6. Chairman of the Committee organizes work of the Committee, particularly:
- 1) convenes Meetings of the Committee and presides on them;
 - 2) determines form of holding of Meetings and approves agenda of the Committee's Meetings taking into account proposals of the Committee's members;
 - 3) determines list of persons, invited to participate in the Committee's Meeting in presentia by sending correspondent invitation addressed to the Company's Director General, who should provide presence of mentioned persons on Meeting of the Committee;
 - 4) organizes minutes-taking of the Committee's Meetings and signs Minutes of the Committee's Meetings;
 - 5) represents the Committee in interaction with the Company's Board of Directors, other Committees of the Board of Directors, executive bodies of the Company, the Auditor, the Checkup Committee of the Company and other bodies and persons in order to get maximum full and reliable information, necessary for taking by the Committee of decisions in framework of its competence;
 - 6) carries out official correspondence of the Committee, signs requests, letters and documents on behalf of the Committee;
 - 7) allocates responsibilities among members of the Committee;
 - 8) develops activity plan of the Committee for current year taking into account activity plan of the Company's Board of Directors and presents the mentioned plan for approval by the Committee, controls execution of decisions and activity plans of the Committee;
 - 9) during the Committee's activity provides obeying of requirements of current legislation, Charter of the Company, the present Regulations and other internal documents of the Company;
 - 10) performs other functions, provided by current legislation, Charter of the Company, the present Regulations and other internal documents of the Company.

8. SECRETARY OF THE COMMITTEE

8.1. Technical (informational, documentary, minutes, secretarial) support of current activity of the Committee is carried out by Secretary of the Committee, acting on the ground of the present Regulations, other internal documents of the Company and according to instructions of Chairman of the Committee.

8.2. Secretary of the Committee is elected by a majority vote of the Committee's members, taking part in Meeting. Secretary of the Committee is accountable to Chairman of the Committee and is not member of the Committee. In case if candidate to position of Secretary is the Company's employee, his candidature is reconciled with the Company's Director General.

8.3. Secretary of the Committee carries out technical support of current activity of the Committee, including:

- 1) provides preparation and holding of the Committee's Meetings;
- 2) carries out collecting and systematization of materials to Meetings;
- 3) provides due sending to the Committee's members and persons, invited to participate in the Committee's Meeting, of notices on holding of the Committee's Meetings, agenda of Meetings, materials concerning agenda issues and questionnaires;
- 4) provides preparation of draft decisions of the Committee, minutes-taking of the Committee's Meetings;
- 5) carries out registration of correspondence addressed to the Committee (members of the Committee), provides receiving of necessary information by members of the Committee;

6) provides keeping of minutes of the Committee's Meetings and other documents and materials, related to the Committee's activity, according to procedures of document-keeping, accepted in the Company;

7) executes orders of the Committee's Chairman in framework of authorities of Chairman of the Committee;

8) performs other functions according to the present Regulations.

8.4. Secretary of the Committee is paid remuneration and expenses, connected with execution of his responsibilities, are compensated in procedure, determined by decision of the Board of Directors.

9. MEETINGS OF THE COMMITTEE

9.1. Every first Meeting of the Committee, elected in new membership, is held not later than 30 (Thirty) working days from the date of holding of Meeting of the Company's Board of Directors, on which members of the Committee were elected.

9.2. Meetings of the Committee are convened by the Committee's Chairman according to approved on the Committee's Meeting activity plan (Regular Meeting), as well as in other cases, stipulated by the present Regulations (Special Meetings).

9.3 The Committee's activity plan is formed by the Committee's Chairman taking into account approved activity plan of the Company's Board of Directors, proposals of Chairman and members of the Company's Board of Directors, members of the Committee, as well as decisions of the Company's Board of Directors, and approved on the first Meeting of the Committee, elected in new membership.

9.4 Decision on convening of Regular Meeting of the Committee, date, time, place and form of holding of Meeting and agenda issues, as well as decision on list of persons, invited to participate in Meeting, are taken by the Committee's Chairman according to Schedule of Holding of Regular Meetings of the Committee.

9.5 Members of the Committee have right to submit proposals on formation of agenda of Scheduled Meeting of the Committee. Chairman of the Committee has right to include submitted proposals to agenda of Scheduled Meeting or convene Special Meeting of the Committee.

9.6 Special Meetings of the Committee are held by decision of Chairman of the Committee, request of Chairman or members of the Company's Board of Directors, members of the Committee, Director General of the Company, the Checkup Committee of the Company, as well as the Company's Auditor.

9.7 Request on holding of Special Meeting of the Committee is sent to the Committee's Chairman in written form not later than 20 (Twenty) working days before expected date of holding of Meeting and should contain statement of issue, arguments to necessity of issue consideration on Meeting, draft decision of the Committee on mentioned issue, as well as covering materials and information. Request on convening of the Committee's Meeting should be signed by person, who sent mentioned request (request of the Checkup Committee on convening of the Committee's Meeting is signed by Chairman of the Checkup Committee, the Auditor of the Company – by authorized person of the Auditor). At the same time copy of request on convening of the Committee's Meeting with all enclosures is sent to the Committee's Secretary.

9.8. During 5 (five) working days from date of submitting of request on convening of Special Meeting of the Committee Chairman of the Committee takes decision on holding of Special Meeting of the Committee, determines date, time and place of holding of the Committee's Meeting (expiry date and time of acceptance of questionnaires in absentee voting), or takes decision on refusal in convening of Special Meeting of the Committee. Reasoned decision on refusal in convening of Special Meeting of the Committee is sent to

person or body, demanding convening of such Meeting, in 2 (Two) working days from the moment of taking of mentioned decision.

9.9. Decision of the Committee's Chairman on refusal in convening of Special Meeting of the Committee can be taken in the following cases:

1) issue, proposed to be put in agenda of the Committee's Meeting, is not related to its competence by the present Regulations;

2) agenda issue, contained in request on convening of Special Meeting of the Committee, is already included in agenda of the nearest Regular Meeting, convened according to decision of the Committee's Chairman, accepted before receiving of above-mentioned request;

3) procedure and terms of submitting of request on convening of Special Meeting of the Committee, stipulated by the present Regulations, are not obeyed.

9.10. Chairman of the Committee has right to include issues, contained in request on convening of Special Meeting of the Committee, to agenda of the nearest Regular Meeting of the Committee.

9.11. In case of application of Chairman or members of the Company's Board of Directors with request on convening of Special Meeting of the Committee Chairman of the Committee has to convene Special Meeting in time terms, stipulated by the mentioned request.

9.12. In case, when issues, put on Special Meeting of the Committee, have urgent character, terms of convening of Special Meeting and sending of materials concerning agenda issues of such Meeting can be reduced by decision of the Committee's Chairman.

9.13. Notice on holding of the Committee's Meeting should contain agenda of Meeting, form of holding, date, place, time of holding of Meeting (expiry date and time of acceptance of questionnaires in absentee voting).

9.14. Notice on holding of the Committee's Meeting is made by Secretary of the Committee and signed by Chairman of the Committee.

9.15. Notice on holding of the Committee's Meeting, as well as materials, information and draft decisions on agenda issues of Meeting should be sent to members of the Committee and persons, invited to participate in the Committee's Meeting, not later, than 5 (Five) working days before date of holding of the Committee's Meeting (expiration date of acceptance of questionnaires in absentee voting). Persons, invited to participate in Meeting in presentia of the Committee, are sent materials concerning those agenda issues of the Committee's Meeting, in discussion of which their participation is supposed.

9.16. Issues, not included in Meeting's agenda, can be considered on the Committee's Meeting, held in form of compresence, with consent of all present members of the Committee.

9.17. By receiving from Secretary of the Company's board of Directors of notice on Meeting of the Company's Board of Directors, agenda of which includes issues, that are in the Committee's competence due to the present Regulations, Chairman of the Committee should take all measures, providing due holding of the Committee's Meetings for working out of recommendations (decisions) on mentioned agenda issues of Meeting of the Company's Board of Directors and their sending to the Board of Directors according to the approved Provision on the Procedure of Convening and Holding of Meetings of the Company's Board of Directors.

10. PROCEDURE OF HOLDING OF MEETINGS AND DECISION-MAKING OF THE COMMITTEE. MINUTES OF THE COMMITTEE'S MEETING

10.1. Chairman of the Committee presides on Meetings of the Committee, and in case of his absence – his Deputy, elected by members of the Committee on the first Meeting

of the Committee, elected in new membership, among number of the Committee's members. In case of absence of the Committee's Chairman and his Deputy members of the Committee elect chairing person on Meeting among number of present members of the Committee.

10.2. The Committee's Meeting is competent (quorum is secured), in case if not less than one half of the Committee's members took part in it. At absence of quorum for holding of the Committee's Meeting the second Meeting of the Committee with the same agenda should be held during 5 (Five) working days.

10.3. The Committee's Meetings can be held in form of compresence of members of the Committee (Meetings in presentia) or in form of absentee voting (Absentee Meetings).

10.4. Issues on development of recommendations (conclusions) to the Company's Board of Directors on the following agenda issues of the Board of Directors can be considered only in form of compresence:

- 1) on election of the Company's Director General and early termination of his authorities, including taking of decision on early termination of Labour Agreement with him;
- 2) on making of decision on suspension of authorities of Managing Organization (Managing Head);
- 3) on making of decision on appointment of Acting Director General of the Company in cases, stipulated by Clauses 20.8., 20.9. of Article 20 of Charter.

10.5. The Committee's members, as well as invited persons, take part in Meeting in presentia of the Committee.

10.6. Secretary of the Committee determines presence of quorum for holding of Meeting in presentia of the Committee.

10.7. Chairman of Meeting in presentia informs present persons about presence of quorum for holding of the Committee's Meeting and reads out agenda of Meeting.

10.8. At absence of quorum Meeting is announced to be incompetent. Herewith Chairman of Meeting takes one of the following decisions:

- 1) by means of consultations with persons present on Meeting determines the shift time for beginning of Meeting
- 2) determines date of the second Meeting with the same agenda;
- 3) puts issues, that were to be discussed on failed Meeting of the Committee, on agenda of the next planned Meeting of the Committee.

10.9. Meeting in presentia of the Committee is competent (quorum is secured) in case if not less than one half of members of the Committee are present.

10.10. Decision on holding of the Committee's Meeting in form of absentee voting in taken by Chairman of the Committee.

10.11. In order to hold Absentee Meeting of the Committee questionnaires for voting on agenda issues of Meeting, made according to requirements of the Provision on Convening and Holding of Meetings of the Company's Board of Directors are sent to the Committee's members at the same time with materials and information concerning agenda issues of Absentee Meeting of the Committee.

10.12. At filling in of questionnaire for absentee voting by the Committee's member on every issue, put on voting, only one of possible variants of voting ("for", "against", "abstained") should be left uncrossed. Questionnaire, filled with violation of mentioned requirements, is not taken into account while counting of votes concerning corresponding issue.

10.13. Filled questionnaire should be signed by member of the Committee stating his surname and initials.

10.14. Filled and signed questionnaire should be sent by the Committee's member to Secretary of the Committee not later than expiry date and time of acceptance of questionnaires, mentioned in questionnaire, in the original or by fax with further sending of the original of questionnaire to address, stated in questionnaire.

10.15. Not signed questionnaire, as well as questionnaire, submitted with violation of time terms, is considered to be invalid, does not participate in quorum determining, necessary for decision-making by absentee voting, is not taken into consideration while counting votes and determining the ballot.

10.16. Absentee Meeting of the Committee is considered to be competent (quorum is secured), if not less than one half of members of the Committee took part in it. The Committee's members who are considered to have taken part in Absentee Meeting are those, whose questionnaires were received by Secretary of the Committee not later than expiry date and time of acceptance of questionnaires.

10.17. When taking decisions on agenda issues of the Committee's Meeting every member of the Committee possesses one vote.

10.18. Vote passing over by one member of the Committee to other persons, including the other Committee's members, is not allowed.

10.19. Decisions of the Committee are taken by a simple majority vote of its members. In case of equality of votes of the Committee's members vote of the Committee's member, chairing on Meeting is casting.

10.20. Secretary of the Committee draws up Minutes of Meeting not later than 3 (Three) working days after holding of the Committee's Meeting.

10.21. Minutes of the Committee's Meeting is signed by Chairman (Deputy Chairman) and Secretary of the Committee, which are responsible for accuracy of drawing up of Minutes. Minutes is drawn up in two original copies, one of which during 3 (Three) working days after signing is sent by the Committee's Secretary to the Company's Board of Directors with enclosures of prepared for it materials and recommendations, the other is kept in the Committee's archives. All members of the Committee are sent copies of Minutes, prepared materials and recommendations.

10.22. The following is stated in Minutes of the Committee's Meeting:

- 1) holding form of Meeting;
- 2) date, place and time of Meeting holding (expiry date and time of acceptance of questionnaires for absentee voting);
- 3) list of the Committee's members, who took part in consideration of agenda issues, as well as list of other persons, present on the Committee's Meeting;
- 4) agenda;
- 5) proposals of the Committee's members concerning agenda issues;
- 6) issues, put on voting, voting results on them, mentioning voting form of every member of the Committee;
- 7) taken decisions.

10.23. At wish of the Committee's member brief statement of one's opinion concerning agenda issues of the Committee's Meeting can be attached to Minutes of Meeting of the Committee. Such opinion is prepared by the Committee's member and is given to Secretary of the Committee.

11. ACCOUNTABILITY OF THE COMMITTEE TO THE COMPANY'S BOARD OF DIRECTORS

11.1. Chairman of the Committee submits to the Company's Board of Directors Annual Report on results of the Committee's activity not later, than 60 (Sixty) calendar days before date of holding of Annual General Meeting of the Company's Shareholders.

11.2. Report of the Committee should contain the following information about the Committee's activity during the year:

- 1) made recommendations concerning candidature of the Company's Director General, including on issue of early termination of authorities of Director General;

2) made recommendations concerning candidature of Managing Organization (Managing Head), including on issue of early termination of authorities of Managing Organization (Managing Head);

3) made recommendations concerning amount of paid out remunerations and compensations to members of the Board of Directors and the Checkup Committee;

4) submitted to the Company's Board of Directors conclusions and recommendations concerning other issues, which are within the Committee's competence;

5) detected violations while carrying out of human resources policy of the Company;

6) detected violations in activity of Director General concerning issues of the Committee's competence;

7) Report on spending of budget funds of the Committee

8) other essential information at the Committee's discretion.

11.3. The Company's Board of Directors considers the Committee's Report during 30 (Thirty) days from the moment of its submitting.

11.4. The Company' Board of Directors has right to request the Committee to submit Report on current activity of the Committee at any time. Terms of preparation and submitting of mentioned Report are determined by decision of the Board of Directors.

11.5. Chairman of the Committee has right to submit to the Company's Board of Directors separate Reports on issues, which are within the Committee's competence.

11.6. In case of necessity information on separate decisions of the Committee is published on web-site of the Company in Internet.

11.7. Information on the Committee's activity is to be included in corresponding section of the Company's Annual Report.

12. INTERACTON OF THE COMMITTEE WITH THE COMPANY'S BODIES AND OTHER PERSONS

12.1. While carrying out its responsibilities the Committee maintains effective working relations with managing bodies, control authorities, structural departments of the Company, the Company's Auditor, other Committees of the Company's Board of Directors, as well as other organizations and persons, engaged to work in the Committee.

12.2. In order to provide effective work of the Committee members of the Committee should have access to necessary information. With these aims management bodies, control authorities, structural departments of the Company are to give information and materials, necessary for members of the Committee for taking of decisions on issues of the Committee's competence. Request on giving of information is made in written form and signed by Chairman of the Committee.

12.3. Requested information and materials should be given to the Committee not later than 5 (Five) working days from the moment of request receiving, if longer period is not stated in request.

12.4. In case of giving incomplete or inadequate information (materials) the Committee has right to require additional information (materials).

12.5. Chairman of the Committee submits recommendations (conclusions), prepared (worked out) by the Committee, to the Company's Board of Directors with simultaneous submitting of copies of mentioned recommendations (conclusions) to Director General of the Company.

12.6. In case of necessity experts and specialists, having professional knowledge and qualification can be recruited on contractual basis to work of the Committee for consideration of separate issues of the Company's object of activity.

13. CONFIDENTIALITY AND INSIDER INFORMATION

13.1. While executing responsibilities of the Committee's members, as well as during one year after expiration of powers in the Committee, persons, who are (were) the Committee's members, Secretary of the Committee and third persons, recruited to work in the Committee, should observe confidentiality requirements concerning received information connected with their activity in the Committee, which is not open to general use (including insider information). The concept of information, which is not open to general use with reference to the Company's activity, and its content is determined by decision of the Company's authorized managing body.

13.2. All documents, connected with the Committee's activity, should be kept at the Company's location in accordance with procedure of document-keeping, accepted in the Company. Secretary of the Committee is responsible for keeping of the mentioned documents

14. MAINTENANCE OF THE COMMITTEE'S ACTIVITY

14.1. By decision of the Company's Board of Directors the Committee's members can be paid remunerations and get refund of expenses, connected with execution of their responsibilities. Amount of such remunerations and compensations, procedure and terms of their payment are determined by individual decision of the Company's Board of Directors.

14.2. In order to provide the Committee's work, individual expenses item is stipulated when forming expense side of the Company's common budget. In particular, the Committee's expenses include remunerations and compensations of Chairman, the Committee's members and Secretary of the Committee, expenses for recruiting of exterior advisers and other expenses.

14.3. Proposal on volume of the Committee's budget (disclosing clause-by-clause information) is formed on the Committee's Meeting and sent for approval to the Company's Board of Directors.

Conclusion of Director General of the Company's on possibility of financing of presented budget in planned amounts, in framework of execution of the Company's economic activity in corresponding planned period, is attached to draft budget of the Committee.

14.4. With the view to hold Meetings of the Committee Director General of the Company on request of the Committee's Chairman should give the Committee room, provide free access to it of persons, list of which is determined in the mentioned request, as well as carry out other measures providing holding of the Committee's Meeting.

15. FINAL PROVISIONS

15.1. The present Regulations, as well as all amendments and addenda to it, is to be approved by the Company's Board of Directors.

15.2. Annual Report of the Committee, submitted to the Company's Board of Directors according to terms of the present Regulations, can contain recommendations to the Board of Directors on necessity of introduction of changes and addenda to the present Regulations.

15.3. Issues, not regulated by the present Regulations, are regulated by the Company's Charter, Provision on Procedure of Convening and Holding of Meetings of the Company's Board of Directors and other internal documents of the Company, as well as current legislation.

15.4. If as a result of changes in legislation or legal acts of RF single Articles of the Regulations collide with them, such Articles lose their validity, and up to the moment of introduction of changes into the Regulations the Committee's members follow laws and subordinate regulatory legal acts of RF.

**THE PERSONNEL AND REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS
of Joint-Stock Company
"Moscow United Electric Grid Company"**

Q U E S T I O N N A I R E

**for voting on agenda issues of Absentee Meeting of
the Personnel and Remuneration Committee of JSC
"Moscow United Electric Grid Company" «__» _____ 200_.**

Issue 1:

Decision:

FOR

AGAINST

ABSTAINED

(leave Your variant of answer non-crossed)

Issue 2:

Decision:

FOR

AGAINST

ABSTAINED

(leave Your variant of answer non-crossed)

Filled in and signed questionnaire is to be sent by fax (095) 984-58-16 or in the original not later than _____ (date, time).

Questionnaire, received by the Company after expiration of above-mentioned term, is not taken into consideration while counting of votes and summing up the results of absentee voting.

Original of questionnaire is requested to be sent to the following address: building 2, 3 2nd Paveletskiy passage, City of Moscow, 115114.

**Member of the Personnel
and Remuneration Committee of
the Board of Directors of
JSC "Moscow United Electric
Grid Company"**

_____/_____
(full name) (signature)

**WITHOUT SIGNATURE OF MEMBER OF THE COMMITTEE OF THE BOARD OF
DIRECTORS QUESTIONNAIRE IS CONSIDERED TO BE INVALID**