

APPROVED
by the sole stockholder of the
WGC-1, JSC
and RAO UES Russia, JSC

Supplement # ____ to the minutes
of the RAO UES Russia Board of Directors
_____ 2005 # _____

PROVISION

Preparation and Procedure for
General Stockholder Meetings
First Power Generating Company
on the Wholesale Energy Market

Tyumen
2005

1. General provisions

1.1. This provision on the Audit Committee of First Power Generating Company on the Wholesale Energy Market (henceforth referred to as the Provision) has been drafted in accordance with the Federal law concerning Joint-Stock Companies and the Bylaws of First Power Generating Company on the Wholesale Energy Market (henceforth referred to as the Company) and determines the procedure for preparing for and conducting Company general stockholder meetings of the Company (henceforth referred to as general stockholder meetings).

1.2. general stockholder meetings are the highest level of Company management.

1.3. In executing its functions, the general stockholder meeting adheres the federal Russian legislation, the Company Bylaws and this Provision.

1.4. This Provision does not apply when all Company stocks belong to one stockholder.

2. Calling and preparing for general stockholder meetings.

2.1. The decision to call a general stockholder meeting is taken by the Company's Board of Directors.

An extraordinary general stockholder meeting may be called by the Company's Auditing Committee, an auditor of the Company or stockholder(s) who collectively possess not less than 10 (ten) percent of the Company's voting stock should the Board of Directors fail or refuse to call an extraordinary general stockholder meeting within 5 (five) days after a request to do so.

2.2. The Board of Directors (or other persons according to paragraph 2.1. of this Provision) makes the following decisions in preparation for general stockholder meetings:

a) Form of calling and conducting the general stockholder meeting
b) The date, time and location of the general stockholder meeting as well as of the registration of its participants (this applies should the general stockholder meeting be held as a meeting),

or

The deadline for receiving voting ballots (this applies should the general stockholder meeting be held as an absentee vote);

- c) The agenda of the general stockholder meeting;
d) The date for preparing a list of participants for the general stockholder meeting;
e) The type(s) of preferred stocks belonging to voting stockholders;
f) The list of materials to be submitted to stockholders to prepare for the general stockholder meeting and the procedure by which stockholders review the abovementioned information;
g) The form and contents of the voting ballots for the general stockholder meeting;
h) The date for sending voting ballots to participants of the general stockholder meeting for general stockholder meetings conducted by absentee vote (According to the Federal Law Concerning Joint-Stock Companies or the Company Bylaws, voting ballots are to be sent (or distributed) in advance to participants of the general stockholder meeting for general stockholder meetings held in joint session meeting);
i) The procedure for informing Company stockholders about the general stockholder meeting, including the form and contents of the report used for this purpose;
j) The election of the Secretary of the General Stockholder Meeting and selection of a person to execute the functions of the Vote Counting Commission if there are fewer than 100 (one hundred) stockholders possessing Company voting stocks;
k) Approval of estimated expenses for holding the general stockholder meeting.

2.3. The sole executive board of the Company implements decisions made by the Board of Directors concerning preparations and procedures for conducting general stockholder meetings, including:

Notifying the Company Registrar in advance to compile a list of stockholders who have a right to participate in general stockholder meetings by a date determined by the Board of Directors;

Producing voting ballots according to the form and the contents as determined by the Board of the Directors;

Sending of voting ballots to stockholders and receiving filled-in tickets should the general stockholder meeting be held in the form of absentee voting or sending the filled-in voting ballots to the Company should voting at the general stockholder meeting be held in the form of a joint session meeting;

Informing stockholders about the order and periods of the general stockholder meeting as determined by the Board of Directors and in the Company Bylaws;

Providing necessary materials on issues on general stockholder meeting agendas, thus presenting stockholders with an opportunity to familiarize themselves with the abovementioned information in accordance with decisions made by the Board of Directors;

And other actions executing decisions by the Board of Directors.

2.4. Those responsible for having called an extraordinary general stockholder meeting according to Article 2.1 of this Provision must prepare and conduct the extraordinary general stockholder meeting themselves.

3. Procedure for a general stockholder meeting held as a joint-session meeting

Holding the general stockholder meeting in the form of a joint-session meeting means the direct participation of Company stockholders at the general stockholder meeting in discussing agenda issues and deciding which items to vote upon.

3.1. Registration of participants for a general stockholder meeting

3.1.1. Registration of participants for a general stockholder meeting is conducted by the Vote Counting Commission or another person who executes the functions of the Vote Counting Commission at the location where the general stockholder meeting is held, as indicated in the meeting announcement.

Registration of the participants at the general stockholder meeting begins at the time indicated in the meeting announcement.

3.1.2. Registration should be granted to those possessing the right to participate in general stockholder meetings.

Should voting on issues in the general stockholder meeting agenda be held by submittal of completed voting ballots to the Company, stockholders failing to submit ballots no less than two days prior to the general stockholder meeting should be denied registration.

3.1.3. Upon registration for a general stockholder meeting, a stockholder (or his representative or proxy) should present a passport or other form of identification.

While being registered, proxies and representatives of listed participants of the general stockholder meeting should also present documents certifying their authority to the Vote Counting Commission or the individual executing its functions.

The list of documents certifying the authority of proxies and representatives to act in place of participants at the general stockholder meeting is drawn up in accordance with current legislation.

A proxy or representative of a stockholder forfeits the right to participate in the general stockholder meeting if found to be lacking the necessary documents.

3.1.4. Participants are registered upon arrival to the general stockholder meeting, provided their identification documents confirm them to be on the list of the participants of the general stockholder meeting.

3.1.5. Participants of the general stockholder meeting are given voting ballots containing agenda issues upon registration.

Should the general stockholder meeting agenda be held by submittal of completed voting ballots to the Company, stockholders failing to submit ballots no less than two days prior to the general stockholder meeting may receive voting ballots (repeated ticket issue indicated on ballot) upon the request of registered participants.

3.1.6. Should there be a quorum, registration of participants for the general stockholder meeting concludes when the Chairperson of the General Stockholder Meeting announces closure of the discussion regarding the last issue on the general stockholder meeting agenda.

3.2. Opening of the general stockholder meeting

3.2.1. A representative of the Vote Counting Commission, or another person executing its functions, announces a quorum for issues on the general stockholder meeting agenda at the beginning of the meeting, at the time indicated in the general stockholder meeting announcement.

3.2.2. The general stockholder meeting is valid (it has a quorum) if the stockholders participating in it collectively possess more than a half of Company voting stocks.

Should the agenda of the general stockholder meeting include issues to be voted upon by various groups of the voter, quorum for these items is determined separately.

Should issues to be voted upon by one group of voters lack quorum, other issues to be voted upon by a different group of voters may be addressed if these issues have a quorum.

The quorum required for approval of business transactions involving stockholders with vested interests who possess the Company voting stocks consists of those stockholders without vested interests in the transaction (these stockholders must possess more than half of stockholder votes from the sum of stockholders possessing Company voting stocks and having no vested interest in Company relation to the business transaction in question).

3.2.3. Should there be quorum for at least one issue on the general stockholder meeting agenda, the Chairperson of the General Stockholder Meeting announces the opening of the general stockholder meeting.

3.2.4. Should there be no quorum for any issue on the general stockholder meeting agenda, the Chairperson of the General Stockholder Meeting announces a two-hour postponement of the opening of the general stockholder meeting.

The general stockholder meeting may not be postponed more than once.

Should no person arrive to establish a quorum for at least one registered issue on the general stockholder meeting agenda after 2 (Two) hours (after the announcement to postpone the opening of the general stockholder meeting), the Chairperson of the General Stockholder Meeting announces failure of the general stockholder meeting to assemble.

Should at least one person arrive to establish a quorum for at least one registered issue on the general stockholder meeting agenda after 2 (Two) hours (after the announcement to postpone the opening of the general stockholder meeting), the Chairperson of the General Stockholder Meeting announces the opening of the general stockholder meeting.

3.2.5. Should the annual general stockholder meeting lack quorum, a repeated general stockholder meeting with the same agenda must be held.

Should an extraordinary meeting of the general stockholder meeting lack quorum, a repeated general stockholder meeting with the same agenda may be held.

3.3. Discussion of issues on the general stockholder meeting agenda

3.3.1. Speakers at general stockholder meetings must observe the following time limits for speeches:

Report on agenda items of no more than 30 minutes,

Accompanying reports of no more than 20 minutes,
Speaking during debates for 5 minutes, and
Questions and answers for 2 minutes each.

3.3.2. A stockholder intending to speak at a debate regarding issues on the general stockholder meeting agenda should send an appropriate application to the Secretary of the General Stockholder Meeting.

The application must contain the first name, the second name, the patronymic of the stockholder (or his representative), the agenda item which the stockholder plans to speak on and his signature.

The question must be submitted in written format to the Secretary of the General Stockholder Meeting and include the proposed question, the stockholder's (or his representative's) first and second names, his patronymic (or the name of the legal entity acting as a stockholder) and his signature.

3.3.3. The Secretary refers the received agenda items and applications to the Chairperson of the General Stockholder Meeting.

Following discussion of the last item with a quorum, a member of the Vote Counting Commission, or a person who executes the functions of the Vote Counting Commission, announces the lack of quorum for additional agenda items should only a few agenda items have a quorum by the opening of the general stockholder meeting.

3.3.4. After all agenda items with a quorum have been discussed, the Chairperson of the General Stockholder Meeting announces the end of discussion and completion of registration for participants of the general stockholder meeting.

3.4. Voting at general stockholder meetings

3.4.1. Voting at general stockholder meetings held as a joint-session meeting is conducted in accordance with the Federal Law Concerning Joint-Stock Companies, other legal standards, the Bylaws of the Company, and this Provision.

Voting ballots are used to vote on agenda items at the general stockholder meetings.

3.4.2. Registered participants of the general stockholder meetings held as a joint-session meeting have the right to vote on all agenda items from the opening of the general stockholder meeting to the opening of the vote count.

3.4.3. After discussion on the last agenda item of the general stockholder meeting (i.e., the last item that has a quorum), persons not yet having voted are given 30 (Thirty) minutes to vote.

The Chairperson announces the beginning of the vote count after the mentioned period.

3.5. Procedure and announcement for vote counts on agenda items at general stockholder meetings. Closing of general stockholder meetings.

3.5.1. The counting of votes cast for agenda items at general stockholder meetings is executed by the Vote Counting Commission, or by other persons executing its functions, in accordance with current legislation.

3.5.2. Results of voting and adopted measures during a general stockholder meeting may be announced at the general stockholder meeting.

3.5.3. Should results of voting and adopted measures during the general stockholder meeting not be announced at the general stockholder meeting, each person included in the list of participants attending the general stockholder meeting must receive this information within 10 (Ten) days after completion of the minutes regarding results of the voting, as is stipulated by Company Bylaws for reporting on general stockholder meetings.

3.5.4. After the announcement of voting results regarding agenda items (should they be announced at the general stockholder meeting), the Chairperson announces the closing of the general stockholder meeting.

4. General stockholder meetings by absentee voting.

4.1. Voting on agenda items at general stockholder meetings conducted by absentee vote makes use of voting ballots.

4.2. Completed voting ballots must be received by the Company before the receiving deadline for voting ballots. This date is determined in accordance with the procedure for preparing and holding the general stockholder meeting, in accordance with the Federal Law Concerning Joint-Stock Companies and this Provision.

Should the receiving deadline for voting ballots fall on a weekend or holiday, the following day shall be considered the receiving deadline.

According to established rules the window for receiving voting ballots expires at the end of the working day on the receiving deadline.

4.3. Completed voting ballots may be sent to the Company by registered mail—either to the person executing the functions of sole Company Management or to the persons exercising the authority to receive official mail on behalf of the Company—or sent to the Company Registrar, if the Registrar executes the functions of the Vote Counting Commission.

4.4. The person executing the functions of sole Company Management controls the receiving, storage and delivery of completed voting ballots to the Vote Counting Commission or to persons executing the functions of the Vote Counting Commission.

4.5. Individual stockholders note their surnames and initials when filling in voting ballots; companies voting as stockholders write the full name of their companies.

4.6. Proxies for individual stockholders write their surnames, initials and required conditions of the proxy agreement (or other document that confirms their legal right to serve as proxies) when filling in the voting ballot. Representatives of companies acting as stockholders write their surnames, initials and their post or required conditions of the representation agreement (or other document that confirms their legal right to represent companies).

4.7. Proxies for stockholders enclose a proxy agreement (or a notarized copy of one) or other document confirming their right to act on behalf of the stockholder with the voting ballot.

4.8. A general stockholder meeting, held by absentee voting, is valid (has a quorum) should the Company receive voting ballots from stockholders possessing more than one-half of the Company's voting stocks before the receiving deadline for voting ballots.

The quorum required for approval of business transactions involving stockholders with vested interests who possess the Company voting stocks consists of those stockholders without vested interests in the transaction (these stockholders must possess more than half of stockholder votes from the sum of stockholders possessing Company voting stocks and having no vested interest in Company relation to the business transaction in question).

5. Working bodies at the general stockholder meetings

5.1. Working bodies at the general stockholder meeting include:

- a) the Chairperson of the General Stockholder Meeting;
- b) the Vote Counting Commission;
- b) the Secretary of the General Stockholder Meeting .

5.2. The functions of the Chairperson of the General Stockholder Meeting are conducted by the Chairperson of the Board of Directors.

In case the Chairperson of the Board of Directors is absent at general stockholder meetings, the functions of the Chairperson of the General Stockholder Meeting are conducted by the Deputy Chairperson of the Board of Directors.

In case both the Chairperson and the Deputy Chairperson of the Board of Directors are absent at the general stockholder meeting, the functions of the Chairperson of the General Stockholder Meeting may be conducted by any member of the Board of Directors, as decided by members of the Board of Directors attending the general stockholder meeting.

5.3. The Chairperson of the General Stockholder Meeting opens and closes the meeting, announces the general stockholder meeting agenda, the order of speeches and reports on agenda items, the completion of discussion on agenda items, the

start of the vote count, maintains order during the meeting and, as stipulated by this Provision, signs the minutes of the general stockholder meeting.

5.4. If fewer than 100 (One hundred) stockholders that possess Company voting stocks and the Vote Counting Commission has not been instituted, the functions of the Vote Counting Commission are executed by a person selected by the Board of Directors.

5.5. If there are more than 100 (one hundred) stockholders that possess Company voting stocks, the Company must institute the Vote Counting Commission.

The Vote Counting Commission of the Company must not include members of the Board of Directors, the Auditing Committee and the Executive Board or the General Director of the Company, as well as managers or those being considered for these positions.

5.6. If there are more than 500 (five hundred) stockholders that possess Company voting stocks, the functions of the Vote Counting Commission at general stockholder meetings must be executed by the Company Registrar, a securities market professional.

5.7. If the term of the Vote Counting Commission has expired or there are fewer than 3 (three) members on the Vote Counting Commission (including meetings in which fewer than 3 (three) members of the Vote Counting Commission are present to perform their duties), the Registrar may execute the functions of the Vote Counting Commission.

5.8. The functions of the Vote Counting Commission are:

- a) confirming the standing and registration of participants at general stockholder meetings (the stockholders and their representatives);
- b) determining quorum for general stockholder meetings;
- c) resolving problems that arise while Company stockholders (or their representatives) vote at general stockholder meetings;
- d) defining the order of voting;
- e) enforcing of the determined order of the voting and stockholder voting rights;
- f) assessing and compiling voting results;
- g) recording the minutes of voting results;
- h) delivery of voting ballots to the archive;
- i) and other functions, as stipulated by federal Russian legislation, Company Bylaws and contracts between the Company and with the Registrar (should the Registrar execute the functions of the Vote Counting Commission).

5.9. The Secretary of the General Stockholder Meeting is selected by the Board of Directors while preparing for general stockholder meetings or by those calling general stockholder meetings as stipulated by federal Russian legislation.

5.10. The functions of the Secretary of the General Stockholder Meeting are:

- a) receiving applications from general stockholder meeting participants to take part in debates on agenda items and receiving agenda items;
- b) submitting these applications and agenda items to the Chairperson of the General Stockholder Meeting;
- c) determining the order of the general stockholder meeting (principal speeches and reports);
- d) and other functions as stipulated by this Provision and the Bylaws of the Company.

6. Financial expenditures for general stockholder meetings

6.1. According to estimates made by the Company Board of Directors, all expenditures associated with the organization and staging of general stockholder meetings are covered by the Company and included in the Company budget.

6.2. The General Director presents an account of expenses related to the organization and staging of the general stockholder meeting to the Board of Directors.

6.3. Should an extraordinary general stockholder meeting be called, expenditures associated with its preparation and staging are covered by those responsible for the meeting having been called.

By decision of the general stockholder meeting, the confirmed expenditures by the persons mentioned above in regard to the organization and staging of the general stockholder meeting may be compensated for by the Company.

7. Concluding provisions

7.1. Certain articles of this Provision may become invalid should they conflict with federal Russian legislation and standards as a result of changes in the latter. The Company follows federal Russian legislation and standards until changes are made to this Provisions.