



APPROVED  
by Resolution of the Board of Directors  
of OJSC Enel OGK-5  
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The Chairman of the Board of Directors

\_\_\_\_\_ Stephane Zweguintzow

**REGULATION ON INSIDER INFORMATION  
of Open Joint-Stock Company  
Enel OGK-5  
(OJSC Enel OGK-5)**

Moscow, 2013

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## 1. General Provisions

1.1. This Regulation on Insider Information (hereinafter referred to as the Regulation) has been developed in accordance with the applicable laws of the Russian Federation, other regulatory legal acts of the Russian Federation, the Charter of OJSC Enel OGK-5, Code of Ethics of OJSC Enel OGK-5, Zero Tolerance to Corruption of OJSC Enel OGK-5 and other internal documents of OJSC Enel OGK-5 (hereinafter referred to as the Company) shall determine:

- the procedure for the use of information on activity of the Company, its controlling person or entity, on the Company financial instruments and transactions with those, on the activity and financial instruments of the subsidiaries and affiliates of the Company (hereinafter referred to as the Subsidiary Companies) and transactions with those, which is not public and which disclosure could influence the market value of the Company financial instruments.
- the restrictions on the insider information use and procedure for transactions settlement with use of the insider information;
- the responsibility for the unauthorized use of the insider information.

1.2. The Regulation has been passed for the purposes of:

- further improvement of the Company corporate governance practices, their coordination with the international standards of the corporate management, recommendations of the Central Bank of the Russian Federation, requirements of the securities market trade organizers;
- protecting the rights and legitimate interests of shareholders and persons transacting with financial instruments of the Company and its Subsidiary Companies;
- ensuring the economic security of the Company;
- control over activities of insiders on the basis of placing restrictions on the use and disposal of the insider information;
- establishing general rules on protection of information constituting the Company insider information;
- establishing the procedure of insiders accounting to the Company;
- informing of sanctions, applied for violation of requirements, established by this Regulation.

1.3. The major tasks of this Regulation are to prevent and suppress the cases of insider information unauthorized use for the purpose of settling transactions with the financial instruments of the Company and its Subsidiary Companies.

## 2. Terms and Definitions

2.1. The terms and definitions used in this Regulation shall be applied in the meaning, in which they are used in the applicable laws of the Russian Federation on joint-stock companies and securities, unless otherwise is provided herein.

2.2. For the purposes of this Regulation the following terms and definitions are used:

**Insider information** is an accurate and specific information about the Company activities, the Company financial instruments and transactions with those (including the information constituting commercial, official, communication secret (in as much as it concerns information on postal money remittance) and other legally protected secret), which has not been distributed or made available, and distribution or provision of which may significantly influence the market value of the Company financial instruments or its Subsidiary Companies and which pertains to the information included in the list of information relating to the insider information;

**Insider** is a natural person or legal entity which has the right of access to the insider information by virtue of its official or other capacity under the law, other regulatory legal act, the Company Charter, job description or other internal document of the Company, as well as on the basis of a contract with the Company.

The following natural persons or legal entities shall be considered the Company insiders:

- persons who own at least 25 percent of votes in the supreme governing body of the Company, as well as those who due to ownership of shares in the authorized capital of the Company have access to the insider information under federal laws or constituent documents;
- members of the Company Board of Directors;

- members of the committees under the Company Board of Directors;
- a person performing functions of the sole executive body of the Company and (or) its Subsidiary Companies, as well as their deputies and advisers;
- members of the Executive Board of the Company;
- the Chief Accountant of the Company and (or) its Subsidiary Companies, and their deputies;
- the heads of the Company branches and representative offices;
- the heads of the Company organization units;
- other employees of the Company having access to the insider information due to their job duties;
- members of the Company Internal Audit Commission, as well as persons involved by the Internal Audit Commission to conduct audits, who have access to the insider information due to their functions;
- the Company Registrar, including its employees and persons rendering services to the Registrar under a civil contract, who have the right of access to the insider information due to their functions;
- the Company Auditor, including its employees and persons rendering services to the Auditor under a civil contract, which have the right of access to the insider information due to their functions;
- the Company Appraiser, including its workers and persons rendering services to the Appraiser under a civil contract, which have the right of access to the insider information due to their functions;
- the Company consultants;
- other natural persons and legal entities having the right of access to the insider information.

**Insider financial instruments** are securities or derivatives of the Company as well as of its Subsidiary Companies with regard to which the Insider holds the insider information;

**Persons holding the insider information** are persons who actually hold the insider information (both legally and illegally);

**Lawful use of the insider information** is the use of insider information in the interests of the Company with a view to ensuring production and economic, financial and other kinds of activities of the Company in accordance with the applicable laws of the Russian Federation, subordinate regulatory legal acts, the Company Charter, as well as job descriptions or other internal documents of the Company adopted in accordance therewith (regulations, procedures, orders, instructions and other internal documents of the Company), as well as under a contract with the Company;

**Unauthorized use of the insider information** is any kind of use of the insider information, carried out in violation of the conditions stipulated under clause “lawful use of insider information” of this article, *inter alia* use of the insider information in the private interests of persons holding the insider information and third parties, including (but not limited to):

- effecting transactions with insider financial instruments in violation of the order provided for by this Regulation;
- giving recommendations to third parties about acquisition, sale and conservation of the insider financial instruments;
- anywise transfer of the insider information (or information based on it, including conclusions and predictions about the cost of insider financial instruments) to third parties in return for compensation or gratuitously;
- publication or distribution of the insider information in other way.

2.3. Control over use of the insider information shall be carried out by a separate organization unit of the Company or a Company official (hereinafter referred to as the Authorized Unit) accountable to the Company Board of Directors, which responsibilities include control over compliance with the requirements of this Regulation.

### 3. Information relating to insider information

3.1. Insider information is the information that simultaneously matches the following criteria:

- the information directly or indirectly relates to the Company, its controller and (or) the Subsidiary Company;

- the information is of specific nature, i.e. it contains data on facts or circumstances that have occurred in the past, take place at present or those that are most likely to occur in the future;
  - the information is not publicly available (unknown to third parties);
  - the information in case of its disclosure could influence the market value of the Company and its Subsidiary Companies securities.
- 3.2. The information shall be considered public if it is widely (openly) distributed in a way, which makes it available to any interested party. Spreading of rumors, even if those are true and are reproduced in the mass media, is not an actual public dissemination.
- In particular, the following information shall be considered public:
- information disclosed in accordance with the applicable laws of the Russian Federation on financial instruments market;
  - information posted on the official website of the Company;
  - information disclosed by the Company representatives at the public press conferences;
  - information published with the Company consent in the mass media.
- 3.3. The list of insider information shall be determined in accordance with the laws of the Russian Federation and shall be approved by the Company Board of Directors and shall be the integral part of the present Regulation (Appendix 1). Should the laws be amended, before introducing of the relevant amendment into the Company's list of insider information, the amendments reflected in the laws are also attributed to the Company's insider information.
- 3.4. In addition to the information indicated in clause 3.3 hereof, other information may as well pertain to insider information, which distribution and provision according to the Company may significantly influence the price of issuance securities qualified for trading at the securities market trade organizer, or in which respect an application was filed about their admission for trading at the securities market trade organizer.
- 3.5. The information specified in clause 3.4 shall be approved by the Company Board of Directors and published on the official website of the Company.
- 3.6. The information, containing assessment of the financial instruments value and (or) the assessment of financial, and property status of the Company and the Subsidiary Companies conducted on the basis of publicly available information shall not be related to the insider information of the Company and the Subsidiary Companies.

#### **4. Insiders list keeping and transfer**

- 4.1. The Company shall compile and regularly update the List of persons having access to the insider information of the Company (hereinafter referred to as the List of Insiders), regardless of whether such a person has the right of access to information on a regular or temporary basis.
- 4.2. The Authorized Unit shall be responsible for keeping and updating (changing) the List of Insiders.
- 4.3. In order to comply with the legislative requirements the Company List of Insiders shall contain the following information:
- 4.3.1. Surname, first name, patronymic, series and number of the basic identity document, information on the date of issue of the indicated document and the body that issued it – for natural persons included in the Company List of Insiders.
- 4.3.2. Full company name, taxpayer identification number, information on state registration (OGRN (Basic State Registration Number), OGRN assignment date, name of the registering body) – for legal entities, included in the Company List of Insiders.
- 4.3.3. The ground for and date of person's inclusion into (exclusion from) the Company List of Insiders.
- 4.3.4. The date on which such a List of the Company insiders was created and updated.
- 4.4. The Authorized Unit shall ensure transfer of the List of Insiders (amendments to the List of Insiders) to the securities market trade organizer in accordance with the requirements of the applicable laws of the Russian Federation and trade organizers.
- 4.5. The Authorized Unit shall draft and keep the List of Insiders.
- 4.6. The Authorized Unit shall provide information about the insiders to the Company Board of Directors, as well as to the Central Bank of the Russian Federation upon request.

## **5. Notification of persons about their inclusion into (exclusion from) the Company List of Insiders**

5.1. The Company shall notify the person being an Insider under this Regulation about their inclusion into the Company List of Insiders or exclusion therefrom in accordance with the requirements of the laws of the Russian Federation.

5.2. The Authorized Unit shall draft a corresponding notice and send it to the person being an Insider of the Company not later than 7 (seven) working days from the date of inclusion or exclusion of this person into/from the Company List of Insiders, respectively.

5.3. The notice about inclusion or exclusion of a person into/from the List of Insiders shall be transferred against signed receipt directly to the person, included into the Company List of Insiders, or shall be sent to the address of the person indicated, known to the Company via postal, telegraph service, teletype network, electronic communication in a way that allows confirming the sending of this notice to such a person. The notice indicated in this clause shall be composed according to the form as per Appendix 2 to this Regulation. The authority to sign the notice of the person's inclusion into or exclusion from the List of Insiders shall belong to persons approved by the Company General Director.

5.4. If the notice on exclusion from the Company List of Insiders sent by the Company to the last known address of the person included into the Company List of Insiders was not received by the indicated person the Company must take reasonable and available measures under the circumstances to determine the address of the person where the notice may be sent. .

5.5. The Authorized Unit shall keep record of all notices sent in accordance with this Regulation. Full details on the notices sent shall be stored at the Company at least for 5 (five) years from the date of the person's exclusion from the Company List of Insiders.

## **6. General Responsibilities of Insiders**

6.1. The persons who are insiders under this Regulation are required to use the insider information only in the interests of the Company and in accordance with this Regulation and other internal documents of the Company, as well as the applicable laws of the Russian Federation, and to independently monitor the changes and additions to the list of information being the insider one and indicated in the List of Insider Information.

6.2. The insiders shall bear responsibility for unauthorized use of insider information in accordance with the applicable laws of the Russian Federation.

6.3. The members of the Company Board of Directors, members of the collective executive body of the Company management, the person performing functions of the sole executive body, including the managing organization and its officials, shall be obliged to disclose the information on the Company ownership of financial instruments to the Committee for Audit and Corporate Governance at the Company Board of Directors.

6.4. Members of the Company Board of Directors shall be obliged to notify the Company Board of Directors of the intention to make transactions with the Company or its Subsidiary Companies financial instruments. This notice shall be addressed to the Chairman of the Company Board of Directors in writing.

6.5. The insiders included into the Company List of insiders shall be obliged to notify the Company according to the form as per Appendix 3 to this Regulation of the transactions with the Company financial instruments effected by them, as well as with financial instruments of its Subsidiary Companies within 10 (ten) working days as from the date of their performance of the corresponding transaction in case they are:

1) members of the Company Board of Directors, members of the Executive Board of the Company, a person performing functions of the sole executive body of the Company (including the managing organization, manager or temporary sole executive body) and/or the members of the audit commission of the Company;

2) members of the Board of Directors, members of the Executive Board, a person performing functions of the sole executive body and/or the members of the audit commission of the managing organization performing functions of the sole executive body of the Company;

3) natural persons having access to insider information of the Company under labour and/or civil-law contracts concluded with Company.

6.6. The Notices of the transactions with the Company financial instruments as well as with financial instruments of its Subsidiary Companies effected by insiders which are not mentioned in subclauses 1-3 of clause 6.5. of this Regulation, are sent to the Company upon its request.

6.7. The Notices of the transactions with the Company financial instruments as well as with financial instruments of its Subsidiary Companies effected by insiders must be sent to the Company using one of the following methods:

- 1) submission to the dispatch department of the Company (against signed receipt directly to the authorized person);
- 2) sending of a mail dispatch with a notification of receipt;
- 3) sending of an electronic document with an electronic signature in accordance with Russian legislation requirements.

6.8. The Notices of the transactions with the Company financial instruments as well as with financial instruments of its Subsidiary Companies effected by insiders are sent to the Central Bank of the Russian Federation upon its request (requirement, directions).

6.9. The responsibilities specified in clause 6.5 of this Regulation shall apply to any transactions with the Company financial instruments (its Subsidiary Company financial instruments), of which the insider is a party, a beneficiary, an intermediary or a representative, including cases, when the Company and (or) its Subsidiary Companies financial instruments are transferred by and (or) to them into trust management (excluding the cases when the insiders own investment shares of unit investment funds, which assets include the Company and (or) its Subsidiary Company financial instruments).

6.10. The information received pursuant to clauses 6.5 and 6.6 hereof is subject to analysis by the Authorized Unit for the purposes of detecting the possible evidence of insiders information use at making declared transactions as well as for the purpose of transactions conclusion by insiders, which had not been declared by them. The Authorized Unit forwards the information received for consideration of the Company Board of Directors in order to take measures on prevention of the insider information use or violation of the shareholders and investors' rights.

6.11. The Authorized Unit shall provide reports on insiders' transactions with financial instruments of the Company and Subsidiary Companies to the Company General Director and the Board of Directors.

## **7. Disclosure of the insider information**

7.1. The Company shall disclose the insider information in the cases, amount, procedure and terms stipulated by the regulatory legal acts of the Russian Federation, the Company Charter, and the Regulation on Information Policy of the Company, as well as internal documents of the Company.

7.2. Unauthorized disclosure of the insider information by insiders as well as by other persons shall not relieve the Company from obligation on its disclosure in the cases stipulated by the applicable laws of the Russian Federation and (or) internal documents of the Company and does not abolish the restrictions on its use prior to official disclosure of such information by the Company established by this Regulation.

7.3. Employees of the Company responsible for interaction with the public and shareholders shall provide equal opportunity to all interested parties for the simultaneous access to the essential information disclosed about the Company activities, as well as take measures for immediate refutation of unreliable information, which is claimed to be the insider one.

## **8. Requirements ensuring compliance with confidentiality regarding the insider information**

8.1. The Company General Director, members of the Board of Directors and members of the Internal Audit Commission shall have the right of access to any piece of the insider information.

Other insiders shall have the right of access to the insider information necessary to them for performance of their duties, directly provided for by the applicable laws of the Russian Federation, other regulatory legal acts, the Company Charter, labor or civil contracts with the Company, job descriptions and internal documents of the Company.

8.2. The Company, members of the Company Executive and Control Bodies within their authorities, officials and employees of the Company shall be obliged to take all reasonable measures to protect and prevent the insider information from unauthorized use and distribution.

8.3. Insiders shall have no right to transfer the insider information available to them to other persons, except as expressly provided by the applicable laws of the Russian Federation, other regulatory legal acts, the Company Charter, internal documents of the Company, job descriptions or contracts with the Company.

Insiders shall have no right to use the insider information for purposes not related to their professional activities at the Company and (or) for purposes not provided for by the terms of agreements concluded with the Company.

8.4. At the conclusion of labor or civil contracts, providing for the right of access to the insider information under agreement for the Company's contracting party, such a contract shall include a term of non-disclosure and prohibition of the unauthorized use of the insider information, provision of the list of persons who will get access to the insider information due to the contract execution, as well as confirmation of the fact that the indicated persons have assumed obligations on non-dissemination of the insider information, of prohibition to make transactions with its use, as well as the liability to declare transactions made by insiders in accordance with the requirements of this Regulation.

8.5. Liabilities of insiders provided for by this Regulation shall be valid for at least 6 (six) months upon elimination of the ground, subject to which the person is considered to be an insider, if not longer provided by the contract between the insider and the Company, or internal documents of the Company.

8.6. The Company Board of Directors shall exercise supervisory control over the system of monitoring use of the insider information and observance of the requirements of this Regulation.

8.7. The information provided by insiders, and reports of the Authorized Unit prepared in accordance with the requirements of this Regulation, as well as Lists of Insiders shall be confidential. The Company officials, as well as the members of the Company Board of Directors shall be liable for illegal use and distribution of this information in accordance with the applicable laws of the Russian Federation.

## **9. Actions aimed at protecting the insider information**

9.1. Actions aimed to protect the insider information that can be established by the Company shall be as follows:

- establishment of access control to separate premises occupied by the Company (including on holidays and weekends);
- record of persons holding insider information;
- granting or restricting the right of access to the insider information of the Company employees and contracting parties based on labor agreements and civil agreements respectively;
- inclusion of insiders responsibilities, provided for by this Regulation, into contracts signed by the Company with the insiders;
- allowing access to the insider information only in certain places;
- timely destruction of all documents not subject to storage, which may contain the insider information;
- introduction of protection procedures for working places and places of documents storage from unimpeded access and observation;
- use of systems protecting information and technical systems, preventing from loss of information and unauthorized access to information, including through communication channels;
- other measures aimed at restriction of access to the insider information, suggested by the Company body (or organization unit), which is competent to exercise control over use of the insider information, as agreed upon with the Company General Director.

9.2. In order to protect the insider information, the Company shall:

- bring this Regulation to the attention of an employee, whose access to the insider information is necessary to carry out his/her employment duties, against signed receipt;
- create conditions, necessary for the employee to comply with the mode of the insider information use, established by the Company;
- carry out other actions aimed at ensuring the Procedure for insider information use.

9.3. A person who became aware of unauthorized use of the insider information shall be obliged to inform the Authorized Unit thereof within 1 (one) working day from the date, when they became aware of that. Upon receipt of such information not later than 3 (three) working days from the moment of its receipt, the Authorized Unit shall bring for consideration of the corresponding official of the Company



the issue of applying disciplinary or civil penalties to the violator, and if there is an evidence of crime – the issue of initiating the criminal proceedings in regard to such a violator.

## **10. Responsibility**

10.1. The Company insiders may be brought to disciplinary and (or) civil responsibility for the unauthorized distribution and (or) use of the insider information in accordance with the applicable laws of the Russian Federation, the terms of contracts with the Company and the Company internal documents, and to administrative and criminal responsibility in accordance with the applicable laws of the Russian Federation accordingly.

10.2. The Company shall have the right to require from the insiders guilty of the unauthorized use and distribution of the insider information to compensate for losses inflicted on the Company by the indicated wrongful acts.

10.3. The Company or a shareholder (shareholders) of the Company possessing in aggregate at least 1 percent of the Company outstanding shares shall have the right to file a lawsuit in court against a member of the Company Board of Directors, the Company General Director, a member of the Company Executive Board on compensation for losses inflicted to the Company as a result of the unauthorized use or distribution of the insider information by the defendant.

## **11. Final provisions**

11.1. All amendments and additions to the Regulation shall be approved by the Company Board of Directors.

11.2. Should separate articles of this Regulation be inconsistent with the applicable laws of the Russian Federation due to its change, the provisions of the applicable Russian Federation laws shall prevail. The articles of the Regulation contradicting the applicable laws of the Russian Federation do not influence the legal validity of the rest of its articles, and the Company shall make every effort to bring the contradicting articles into compliance with the applicable laws of the Russian Federation.

11.3. In the event of inconsistencies between the provisions of the Charter and this Regulation, the provisions of the Company Charter shall prevail.

## **The List of OJSC Enel OGK-5 insider information**

The insider information of OJSC Enel OGK-5 and its subsidiary and affiliate companies shall be considered as follows:

- 1) on calling and holding a general meeting of the Company's shareholders, including on the agenda, on the date of holding and the date of compiling the list of persons, having the right to attend the general meeting, as well as on decisions, passed by the general meeting of the Company's shareholders;
- 2) on the agenda of the meeting of the Company's board of directors, as well as on the decisions it has adopted;
- 3) on the facts of non-adoption by the Company's board of directors of the following decisions, which shall be adopted in conformity with federal laws:
  - on calling an annual (regular) general meeting of shareholders of the Company, and also on other decisions, connected with preparing, calling and holding an annual (regular) general meeting of such Company's shareholders;
  - on calling (holding) or on the refusal to call (hold) an extraordinary general meeting of shareholders of the Company at the demand of the internal audit commission (internal auditor) of the Company, of the Auditor of the Company or of the shareholders (shareholder), who are (is) the owners (owner) of at least ten percent of voting shares of the Company;
  - on putting or on the refusal to put the suggested issues on the agenda of a general meeting of shareholders of the Company and of the suggested candidates - into the list of candidates for voting at an election to the corresponding body of the Company, who are proposed by the shareholders (by the shareholder), who are in aggregate the owners of at least two percent of such Company's voting shares;
  - on the formation of a sole executive body of the Company at two meetings of the board of directors of the Company, held in succession, or in the course of two months as from the date of termination of powers, or of expiry of the term of validity of powers of the earlier formed sole executive body of the Company in the case, stipulated in Item 6 of Article 69 of Federal Law on the Shareholders' Companies;
  - on the pre-schedule termination of powers of the sole executive body of the Company at two successfully held meetings of such Company's board of directors in the case, envisaged in Item 7 of Article 69 of the Federal Law on the Shareholders' Companies;
  - on calling (holding) an extraordinary general meeting of shareholders of the Company in the case when the number of members of the board of directors of such issuer becomes less than the number, comprising the quorum for holding a meeting of Company's board of directors;
  - on the formation of a provisional sole executive body of the Company and on holding an extraordinary general meeting of Company's shareholders for resolving the issue of the pre-schedule termination of powers of his sole executive body or management organization (manager), and on the formation of a sole executive body of the Company or on handing over the powers of his sole executive body to the management organization (to the manager) in the case, when the board of directors of the Company adopts the decision on suspending the powers of his sole executive body, or the powers of the management organization (of the manager);
  - on the recommendations in respect of the voluntary, in particular competing, or mandatory bid received by the Company, that include an assessment of the bid for the serial securities to be acquired and probable alteration of the market value thereof after their acquisition, an assessment of plans of the person that has forwarded the voluntary, in particular competing, or mandatory bid in respect of the Company, in particular in respect of employees thereof;

- 4) on the Company's filing an application for making into the State Register of Legal Entities entries, connected with the reorganization, termination of activity or liquidation of the Company, and if the body, carrying out the state registration of legal entities, adopts the decision on the refusal to make such entries - for introducing information on the adoption of such decision;
- 5) on the appearance at the Company of a controlled organization of essential importance for the Company, as well as on the disappearance of grounds for exerting control over such organization;
- 6) on the appearance of the person, controlling the Company, and on the disappearance of grounds for such control;
- 7) on the adoption of the decision on the reorganization or liquidation by an organization, controlling the Company, by the organization controlled by the Company, which is of essential importance for the Company, or by the person, who has granted provision for this Company's bonds;
- 8) on directing by the organization, controlling the Company, by an organization, controlled by the Company, which is of essential importance for the Company, or by the person who has granted provision for the Company's bonds, an application for making into the State Register of Legal Entities entries, connected with the reorganization, termination of activity or liquidation of these organizations;
- 9) on the appearance at the Company, at the person, controlling the Company, at the controlled organization of essential importance for the Company, or at the person, who has granted provision for this Company's bonds, of signs of the insolvency (bankruptcy), envisaged in the legislation of the Russian Federation on the insolvency (bankruptcy);
- 10) on the arbitration court accepting an application for recognizing the Company, the person, controlling the Company, the organization, controlled by the Company and of essential importance for the Company, or the person, who has given provision for the Company's bonds, as bankrupts, and also on the arbitration court adopting the decision on recognizing the above-said persons as bankrupts and on the introduction with respect to them of one of the bankruptcy procedures, and of terminating with respect to them the proceedings on the case of bankruptcy;
- 11) on presenting to the Company, to the organization, controlling the Company, to the organization, controlled by the Company and of essential importance for the Company, or to the person, who has given provision for the Company's bonds, a claim, the size of demands on which comprises ten and more percent of the balance cost of the said persons' assets as on the date of the end of the accounting period (quarter or year), preceding the making of the claim, with respect to which the established time term for the presentation of accountancy (financial) reports has expired, or of a different claim, the satisfaction of which, in the Company's opinion, may have an essential impact upon the financial and economic position of the Company or of the indicated persons;
- 12) on the date, on which the list of owners of the Company's registered emission securities is compiled, or of the Company's documentary emission securities to bearer with an obligatory centralised storage for the purposes of exercising (implementing) the rights, confirmed in such emission securities;
- 13) on the Company's authorised bodies passing the following decisions:
  - of the placement of the Company's emission securities;
  - on approval of the decision on the issue (on an additional issue) of the Company's emission securities;
  - on approval of the prospectus of the Company's emission securities;
  - on the date of starting the placement of the Company's emission securities;
- 14) on completing the placement of the Company's emission securities;
- 15) on the Company directing (filing) an application for the state registration of the issue (of an additional issue) of emission securities, for the registration of the prospectus of securities, for the registration of amendments, introduced into the decision on the issue (on an additional issue) of

- emission securities and (or) into their prospectus, or for the state registration of a report on the results of the issue (of an additional issue) of emission securities;
- 16) on the Company directing (filing) a notification on the results of the issue (of an additional issue) of emission securities;
  - 17) on the arbitration court's decision to recognise the issue (an additional issue) of the Company's emission securities as invalid;
  - 18) on the redemption of the Company's emission securities;
  - 19) on the computed and (or) paid out incomes on the Company's emission securities;
  - 20) on the Company concluding a contract with a Russian trade organizer on the securities market on including the Company's emission securities into the list of securities, admitted to an auction by the Russian trade organizer on the securities market, as well as a contract with a Russian stock exchange on including the Company's emission securities into the quotation list of the Russian stock exchange;
  - 21) on the Company's signing a contract for including the Company's emission securities or securities of a foreign issuer, certifying the rights with respect to emission securities of the Company, into the list of securities, admitted to an auction on the foreign organized (regulated) financial market, as well as a contract with a foreign stock exchange on including such securities into the quotation list of the foreign stock exchange;
  - 22) on including the Company's emission securities or securities of a foreign issuer, certifying the rights with respect to emission securities of the Company, into the list of securities, admitted to bidding at a foreign organized (regulated) financial market, and on excluding such securities from the said list, as well as on including such securities into the quotation list of a foreign stock exchange or on their exclusion from the said list;
  - 23) on the Company's conclusion of a contract for the support (stabilization) of prices of the Company's emission securities (for the securities of a foreign issuer, certifying the rights with respect to emission securities of the Company), on the terms of the said contract, as well as on the termination of such contract;
  - 24) on the Company's filing an application for the receipt of a permit from the federal executive power body on the securities market for placing and (or) organizing the circulation of his emission securities outside the Russian Federation;
  - 25) on the non-fulfillment of the Company's liabilities to the owners of its emission securities;
  - 26) on the acquisition by a person or on the termination with a person of the right directly or indirectly (through the persons, controlled by him), independently or jointly with other persons, connected to him by a contract for the trust management of property and (or) for simple partnership, and (or) for an order, and (or) by a joint-stock agreement, and (or) by a different agreement, whose object is exercising the rights, certified by the shares of the Company, to dispose of a certain number of votes, falling on the voting shares comprising the issuer's authorised capital, if the said number of votes comprises five percent or has become either more or less than 5, 10, 15, 20, 25, 30, 50, 75 or 95 percent of the total number of votes, falling on the voting shares, which comprise the Company's authorised capital;
  - 27) on a voluntary, including a competitive, or an obligatory proposal that has come to the Company in accordance with Chapter XI.1 of the Federal Law on the Joint-Stock Companies, for acquisition of its emission securities, as well as on the amendments, introduced into the said proposals;
  - 28) on the notification that has arrived at the Company in accordance with Chapter XI.1 of the Federal Law on the Joint-Stock Companies on the right to claim the redemption of the Company's emission securities, or on the presented claim for the redemption of the Company's emission securities;

- 29) on the exposure of errors in the Company's earlier revealed or presented accountancy (financial) reports, if such errors may exert an essential influence on the price of the Company's emission securities;
- 30) on the performance by the Company or by the person, who has granted provision for the Company's bonds, of a deal, whose size comprises ten or more percent of the balance cost of the Company's or of the said person's assets as on the date of the end of the accounting period (quarter or year), preceding the performance of the deal, with respect to which the term, fixed for submitting the accountancy (financial) reports, has expired;
- 31) on the performance by the organization, controlling the Company, or by the organization, controlled by the Company, which is of essential importance for the Company, of a deal, recognized in accordance with the legislation of the Russian Federation as a major deal;
- 32) on the performance by the Company a related party transaction in respect of which there is a need for its approval by the Company's authorised management body which is provided for by the legislation of the Russian Federation, if the sum of such transaction is equal to the following:
- a) in respect of the Companies whose assets' balance sheet value, as of the end date of the accounting period (quarter, year) preceding the approval of the transaction by the Company's authorized management body or, if such transaction has not been approved by the Company's authorized management body prior to its performance, as of the end date of the accounting period (quarter, year) preceding the performance of such transaction by the Company in respect of which the time period fixed for submitting accounting (financial) reports/statements has expired, amounts to at most 100 billion roubles - 500 million roubles or 2 or more per cent of the balance sheet value of the Company's assets as of the date cited in this subitem;
- b) in respect of the Companies whose assets' balance sheet value, as of the end date of the accounting period (quarter, year) preceding the approval of the transaction by the Company's authorized management body or, if such transaction has not been approved by the Company's authorized management body prior to its performance, as of the end date of the accounting period (quarter, year) preceding the performance of such transaction by the Company in respect of which the time period fixed for submitting accounting (financial) reports/statements has expired, exceeds 100 billion roubles - 1 or more per cent of the balance sheet value of the Company's assets as of the date cited in this item;
- 33) on an amendment of the composition and (or) the size of the object of pledge for the Company's bonds with a pledge provision, and in the case of an amendment of the composition and (or) of the size of the object of pledge for the Company's bonds with mortgage coverage - information on such amendments, if they are called by replacement of any one mortgage-provided claim, comprising the mortgage coverage of bonds, or by replacement of the different property, comprising the mortgage coverage of bonds, the cost (the monetary estimate) of which comprises ten or more percent of the size of the mortgage coverage of bonds;
- 34) on changing the cost of assets of the person, who has given the provision for the Company's bonds, which comprises ten or more percent, or on a different change, essential in the Company's opinion, in this person's financial-economic position;
- 35) on the Company's receipt or on the termination with the Company of the right directly or indirectly (through the persons he controls), independently or jointly with other persons, connected with the Company by a contract for the trust management of property and (or) for simple partnership, and (or) for an order, and (or) by a joint-stock agreement and (or) by a different agreement, whose object is exercising the rights, certified by the shares (stakes) of the organization, whose emission securities are included into the list of securities, admitted to an auction by the trade organizer on the securities market, or the cost of whose assets exceeds five billion roubles, to dispose of a certain number of votes, falling on the voting shares (stakes), comprising the authorized capital of the said organization, if the said number of votes makes up five percent or has become either more or less than 5, 10, 15, 20, 25, 30, 50, 75 or 95 percent of the total number of votes, falling on the voting shares (stakes), comprising the authorized capital of such organization;

- 36) on the acquisition by a person or on the termination with a person of the right directly or indirectly (through the persons, controlled by him), independently or jointly with other persons, connected to him by a contract for the trust management of property and (or) for simple partnership, and (or) for an order, and (or) by a joint-stock agreement, and (or) by a different agreement, whose object is exercising the rights, certified by the shares (stakes) of the organization, which has given provision for the Company's bonds, to dispose of a certain number of votes, falling on the voting shares (stakes) comprising such organization's authorized capital, if the said number of votes makes up five percent or has become either more or less than 5, 10, 15, 20, 25, 30, 50, 75 or 95 percent of the total number of votes, falling on the voting shares (stakes) comprising the authorized capital of such organization;
- 37) on the conclusion by the Company, by the person, controlling the Company or by an organization, controlled by the Company, of a contract, envisaging a liability to acquire the Company's emission securities;
- 38) on the receipt, suspension of validity, resumption of validity, reformatization, withdrawal (cancellation) or termination for other reasons of the Company's permit (licence) for the performance of certain activity, which is of essential financial and economic importance for the Company;
- 39) on an expiry of the term of authority of the Company's sole executive body and (or) of the members of its collegiate executive body;
- 40) on an amendment of the size of the share of participation in the Company's authorized (pooled) capital and in organizations, controlled by the Company, which are of essential importance for it:
  - of persons, who are members of the Company's board of directors, or members of his collegial executive body, as well as of the person, occupying the post (fulfilling the functions) of the Company's sole executive body;
  - of persons, who are members of the board of directors, or members of the collegial executive body of the management organization, as well as of the person, occupying the post (fulfilling the functions) of the sole executive body of the management organization, if the powers of the Company's sole executive body are handed over to the management organization;
- 41) on the appearance and (or) termination with the owners of the Company's bonds of the right to demand from the Company before the schedule redemption of the Company's bonds, belonging to them;
- 42) on the invitation or replacement of organizations, rendering mediatory services to the Company at Company's fulfilment of liabilities on its bonds or other emission securities, with an indication of their designations, of the places of their location and of the sizes of remunerations for rendered services, as well as on the amendment of this information;
- 43) on the dispute in connection with the creation of the Company, with its management or the partnership in it, if the decision on this dispute may have an essential impact on the price of the Company's securities;
- 44) on presenting to the person, who has given provision for the Company's bonds, demands involved in the fulfilment of liabilities for such bonds;
- 45) on the placement outside the Russian Federation's boundaries of bonds or other financial instruments, certifying the loan liabilities, which are fulfilled at the Company's expense;
- 46) on the acquisition (alienation) of the Company's voting shares, or of the foreign issuer's securities, certifying the rights with respect to the Company's voting shares, by the Company and (or) by organizations, controlled by the Company, with the exception of controlled organizations, which are brokers and (or) trust managers and which have made a deal on their own behalf but at the expense of the client, who is not the Company and (or) not an organization under his control;
- 47) directed or presented by the Company to the corresponding body (to the corresponding organization) of a foreign state, to a foreign stock exchange and (or) to other organizations in conformity with the foreign law, for the purposes of its exposure or of granting to foreign investors in connection with the placement or circulation of the Company's securities outside the

- Russian Federation, including by way of acquiring the foreign issuer's securities, being placed (already placed) in conformity with the foreign law if such information can essentially affect the price of the Company's serial securities;
- 48) comprising the Company's annual or intermediate (quarterly) accountancy (financial) reports, including his annual or intermediate consolidated accountancy (consolidated financial) reports as well as the one contained in the audit opinion prepared in respect of the cited reports;
  - 49) making up the terms for the placement of securities, defined by the decision on the issue (on an additional issue) of securities approved by the Company's authorized body, if:
    - securities are placed at an auction, held by the trade organizer on the securities market;
    - securities of an additional issue are placed, if securities of the issue, with respect to which the placed securities make up an additional issue, are admitted to an auction at the trade organizer on the securities market, or if with respect to them an application is filed for admitting them to an auction at the trade organizer on the securities market;
  - 50) contained in the report (notification) on the results of the issue of emission securities, approved by the Company's authorized body, if:
    - securities are placed at an auction, held by the trade organizer on the securities market;
    - securities of an additional issue are placed, if the securities of the issue, with respect to which the placed securities comprise an additional issue, are admitted to an auction at the trade organizer on the securities market, or if with respect to them an application is filed for their admittance to an auction at the trade organizer on the securities market;
  - 51) contained in the prospectus of securities, approved by the Company's authorized body, with the exception of information, which has already been revealed or presented earlier in conformity with the demands of the legislation of the Russian Federation on securities;
  - 52) contained in the quarterly reports, signed by the Company's authorized persons, with the exception of information, which has already been revealed or presented earlier in conformity with the demands of the legislation of the Russian Federation on securities;
  - 53) contained in the annual reports of the Company, who is a joint-stock company, signed by the issuer's authorized persons, with the exception of information that has already been revealed or presented earlier in conformity with the demands of the legislation of the Russian Federation on securities;
  - 54) on making by the Company a strategic partnership agreement or other agreement which is not provided for by subitems 20, 21, 23, 30, 32 and 37 of the present List, if the conclusion of such agreements can essentially affect the price of the Company's serial securities.

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**NOTICE**  
**on inclusion of a person into the List of insiders**  
**(exclusion from the List of Insiders)**

| No.   | I. Information on the Company   |  |
|-------|---|--|
| 1.1.  | Full name of the Company  |  |
| 1.2.  | Taxpayer identification number of the Company   |  |
| 1.3.  | OGRN of the Company   |  |
| 1.4.  | Registered office of the Company  |  |
| 1.5.  | The Company's postal address  |  |
| 1.6.  | Telephone number of the Company   |  |
| 1.7.  | Fax number of the Company   |  |
| 1.8.  | E-mail of the Company   |  |
| 1.9.  | Category of the Insiders, foreseen in clause 4 of FL*, to which the Company belong to   |  |
| 1.10. | The Authorized Unit responsible for keeping the List of Insiders (telephone, e-mail)  |  |
| No.   | II. Information on the person included in the List of the Company's Insiders (excluded from the List of the Company's Insiders)                   |  |
|       | For insiders – legal entities   |  |
| 2.1.  | The insider's full business name  |  |
| 2.2.  | Taxpayer identification number of the insider   |  |
| 2.3.  | OGRN of the insider   |  |
| 2.4.  | Registered office of the insider or postal address  |  |
|       | For insiders – natural persons  |  |
| 2.1.  | Insider's surname, first name, patronymic   |  |
| 2.2.  | Insider's birthdate   |  |
| 2.3.  | Insider's birthplace  |  |
| No.   | III. Information on the ground for sending notice   |  |
| 3.1.  | Type and date of the event  |  |
| 3.2.  | Date when the person was included into the List of Insiders (date of exclusion from the List of Insiders)   |  |
| 3.3.  | No. of the subclause (subclauses) of clause 4 of FL in accordance with the person was included into (excluded from) the List of Insiders          |  |
| 3.4.  | Basis for inclusion of the person into the List of Insiders (exclusion from the List of Insiders)   |  |
| 3.5.  | Financial instrument in which respect the person included in the List of the Company's Insiders must notify the Company under the clause 10 of FL |  |

\* FL - Federal law from July 27th 2010 No. 224-FZ "On counteraction to illegal use of insider information and market manipulation and on the amendments to individual legislative acts of the Russian Federation"

Please note that, from the moment of inclusion of a person in the List of the Company's insiders, in respect of such person as an insider restrictions are introduced, as contemplated by article 6 of the FL, responsibility is specified, in accordance with article 7 of the Federal law and obligations are vested, as stipulated by article 10 of the FL.

Insiders bear responsibility in accordance with the Russian Federation laws including in accordance with art. 15.21 and 15.35 of the Code of the Russian Federation on administrative offences and shall be obliged to abstain from unauthorized use of the insider information.

Signature of the Company Authorized Person

/Full Name/

L.S.



**Notice on the settlement of OJSC Enel OGK-5 and (or) Open joint stock company Enel OGK-5 subsidiary and affiliate companies financial instrument transaction by an insider**

|        |   |  |
|--------|---|--|
| No.    | I. Information about the person included in the List of Organization Insiders   |  |
|        | For insiders – legal entities   |  |
| 1.1.   | Name of the entity  |  |
| 1.2.   | Taxpayer identification number of the entity, registration number   |  |
| 1.3.   | Registration address  |  |
|        | For insiders – natural persons  |  |
| 1.1.   | Natural person’s surname, first name, patronymic  |  |
| 1.2.   | Type and details of the personal identification document of insider   |  |
| 1.3.   | Registration address  |  |
| No.    | II. Information about the basis for sending the notice on transaction of financial instruments of OJSC Enel OGK-5 and (or) subsidiary and affiliate companies of OJSC Enel OGK-5 performed by the Insider |  |
| 2.1.   | Transaction type  |  |
| 2.2.   | Date of transaction   |  |
| 2.3.   | Subject of transaction  |  |
| 2.3.1. | Name of the securities issuer   |  |
| 2.3.2. | Type and category of securities (indicate for transactions with securities)   |  |
| 2.3.3. | Full corporate name of issuer of security (indicate for transactions with securities)   |  |
| 2.3.4. | State registration number of the securities issuance (indicate for transactions with securities)  |  |
| 2.3.5. | Price of one security (indicate for all transactions with securities other than REPO operations)  |  |
| 2.3.6. | Price of purchase and sale of one security under REPO contract (for REPO contracts)   |  |
| 2.3.7. | Par value   |  |
| 2.4.   | Transaction (operation) price   |  |
| 2.5.   | Number of securities (indicate for transactions with securities)  |  |
| 2.6.   | Place of conclusion of transaction (name of trade organizer or over-the-counter market)   |  |
| 2.7.   | Type of contract being a derivative financial instrument (indicate for transactions with derivative financial instruments)  |  |
| 2.8.   | Name (designation) of contact being a   |  |

|       |  |  |
|-------|--|--|
|       | derivative financial instrument adopted with the trade organizer at securities market (indicate for transactions with derivative financial instruments)  |  |
| 2.9.  | Price of one contract being a derivative financial instrument (amount of option bonus) (indicate for transactions with derivative financial instruments) |  |
| 2.10. | Number of contracts being derivative financial instruments (indicate for transactions with derivative financial instruments)                             |  |
| 2.11. | Price of execution of contract being a derivative financial instrument (indicate for transactions with derivative financial instruments)                 |  |

For insiders – legal entities

Signature of the Company Manager

L.S.

/Full Name/

Date: \_\_\_\_\_ “\_\_”, 20\_\_.

For insiders – natural persons

Signature

/Full Name/

Date: \_\_\_\_\_ “\_\_”, 20\_\_.