

## **Invitation to make tenders (offers) for purchasing shares of additional issue of Open Joint Stock Company Federal Grid Company of Unified Energy System**

The present information is addressed to unlimited set of people invitation to make tenders (offers) for purchasing of additional shares of Open Joint Stock Company Federal Grid Company of Unified Energy System (hereinafter referred to as "JSC FGC UES") located at the address: 5a, Akademika Chelomeya street, Moscow, Russian Federation, 117630. The state registration number of the additional issue of shares in respect of which the present Invitation is valid: 1-01-65018-D-101D dated 25.12.2008.

### **Procedure and conditions of submitting offers:**

Offers for purchasing of additional shares could be submitted to the Issuer starting from the date of publishing the Invitation in Interfax news bulletin as well as on the Web-site <http://www.fsk-ees.ru> but not later than September 22, 2009.

Offers for purchasing of additional shares of the present additional issue should be submitted in working days from 10:00 to 18:00 Moscow time at the following address: 34, bld. 8, Bolshaya Pochtovaya Street, Moscow 105082; JSC Central Moscow Depository; or mailed to the following address: 34, bld. 8, Bolshaya Pochtovaya Street, Moscow 105082; JSC Central Moscow Depository.

Each Offer should contain the following information:

- Heading: "Offer for purchasing of shares of Open Joint Stock Company Federal Grid Company of the Unified Energy System";
- Full name / family name, first and middle names of a potential purchaser;
- Taxpayer identification number of a potential purchaser (if available);
- Place of residence (location) of a potential purchaser;
- for physical persons – passport data (date and place of birth; passport series, number and date of issue, name of passport issuing authority);
- for legal entities – information about registration of a legal entity (including for Russian legal entities – information about the state registration of a legal entity / entering into the Unified state registered of legal entities (date, registering authority, number of the respective certificate));
- Agreement of a person making an Offer to purchase the offered shares in quantity specified in the Offer at offering price determined by an Issuer Board of Directors in accordance with Resolution on additional issue of securities and Prospectus of issue of securities;
- Exact number of shares in numerical value that a person undertakes to purchase;
- Information about terms of payment for shares offered (monetary or non-monetary) and in case of making payment for shares with non-monetary funds – list and description of non-monetary funds paid for the shares purchased;
- Client account number in the register of inscribed securities of an Issuer to transfer to the shares purchased. In case when shares should be transferred to the account of a nominee holder recorded in the register of inscribed securities of an Issuer – full trade name of a depository, information about the state registration of such depository (the Unified state register of taxpayers, name of the state registration authority, date of the state registration and date of the entry made in respect of a depository in the Unified state register of legal entities), number of custody account of potential buyers of the shares, number and date of a depository contract concluded between a depository and a potential purchaser of shares (in respect of the shares);
- Bank requisites of potential purchaser for cash amounts return;
- Contact information (mailing address and fax number with long-distance telephone code) for the purpose of notifying a shareholder on the results of its Offer consideration (acceptance).

In case when in accordance with statutory requirements a person submitted an Offer purchases additional shares in the amount indicated in its Offer in accordance with advance consent of antimonopoly authority, the person submitted the Offer should attach to such Offer a copy of the respective opinion of the antimonopoly authority.

The Offer should be signed by a potential purchaser (or by an authorized person, with the attached

original or notarized copy of properly executed power of attorney or other document confirming the authorities of the representative); and for legal entities – bear impression of a seal (if available). If the Offer is signed on behalf of a potential purchaser by a person acting in the name of a potential purchaser by act of law or on the basis of power of attorney, document confirming its authority or notarized copy of this document should be attached to the Offer.

Recommended template of an Offer is published on Web-site at the address [www.fsk-ees.ru](http://www.fsk-ees.ru) in section "Documents related to placement of additional issue of shares".

The Offer could be accompanied with financial guarantees ensuring execution of obligations of a person submitted the Offer to pay for the shares in case if its Offer is accepted by the Issuer.

The Issuer denies an Offer in case when the Offer came to the Issuer outside the period stipulated by the present resolution on additional issue of shares for offer submission; and if an Offer does not comply with requirements stipulated by the legislation of the Russian Federation, Resolution on additional issue of securities and Prospectus of issue of securities.

Offers submitted are subject to registration by the Issuer in a special register of submitted proposals (hereinafter referred to as "the Register") at the date of their receipt.

**Offers for purchasing of additional shares submitted by potential purchasers are accepted by the Issuer at its discretion.**

in case when a decision was made to accept offers received by the Issuer within the period stipulated in the resolution on additional issue of shares and complying with the respective requirements stipulated by para 8.3 of the resolution on the additional issue and para 2.7 of Prospectus of issue of securities, the Issuer sends (presents) to a potential purchaser a notification about satisfaction of its offer:

- within three working days from the date of an offer receipt; or
- within three working days from the date of the Minutes of the meeting of the Issuer authorized body where the decision on endorsement of a related party transaction - additional shares placement - was made and/or on determination of monetary value of property to be transferred as payment for additional shares.

An Offer submitted is considered accepted upon sending (presenting) by the Issuer notification about satisfying of such Offer.

Notification about satisfying of an Offer should be presented to purchaser personally or to its authorized representative; or should be sent to purchaser at the address or fax number indicated in such Offer. Notification about satisfying the Offer should indicate number of shares within the range of shares quantity indicated in the Offer of a potential purchaser in respect of whom such Offer is satisfied.

Date of notification receipt by the purchaser in respect of satisfying the Offer is considered to be the earliest of the following dates:

- a) date of delivery of a notification to a purchaser in person or to its authorized representative;
- b) date of sending a notification to a purchaser via fax to fax number indicated in the Offer with automatic sending confirmation to the Issuer as of that date;
- c) date of delivery of a notification to a purchaser by courier (post) service to mailing address indicated in the Offer.

Contract on purchase of share is considered concluded at the moment when a person submitted the Offer receives notification about the Offer satisfaction. Optionally for a potential purchaser contract on purchase of shares related to shares purchased could be made in written form at the address: 5a, Akademika Chelomeya street, Moscow.

Additional shares purchased in the amount in respect of which the offer was satisfied should be paid in full by purchasers not later than three working days prior to the offering end date.

The purchaser should pay for the shares purchased in accordance with terms and amount of payment specified in the Offer and in accordance with the procedure stipulated in the Resolution on the issue of

securities.

In case when the amount of monetary funds paid to the Issuer for additional shares exceeds total value of additional shares payable for such shares, the excessive funds should be returned in non-cash monetary funds in the RF Rubles within 3 (three) days after expiring the date of payment for additional shares specified by the present paragraph, or raising a claim for refund by a purchaser. Monetary funds are returned using details indicated in such claim for refund.

In case when within the period mentioned above obligations to pay for additional shares purchased are not executed by a potential purchaser, the Issuer has the right unilaterally and without legal recourse to abandon the contract execution, including abandon its obligations to transfer additional shares to such purchaser without incurring any liabilities by the Issuer. In such case the Contract on purchase of additional shares is considered terminated as of the date following the day of expiration of due date stipulated by the present paragraph; and additional shares in respect of which no monetary funds were transferred to the Issuer account and/or no non-monetary funds were transferred into the Issuer ownership in due course and in the proper way remain unplaced.

In case when within the period mentioned above obligations to pay for additional shares purchased are executed in part, the Issuer abandons to execute counter-obligation to transfer additional shares not paid for by the purchaser; and the respective Contract on purchase of additional shares in respect of shares not paid for by a person who purchases the additional shares. Such contract is considered amended from the date of the entry made by the Issuer to a personal account of the purchaser on transferring the paid-up number of additional shares; and additional shares in respect of which no monetary funds were transferred to the Issuer account and/or no non-monetary funds were transferred into the Issuer ownership in due course and in the proper way remain unplaced.

**Procedure for shares payment:**

Offering price of 1 (one) additional ordinary registered share of the Issuer amounts to RUR 0.51 (fifty one) kopeks. The mentioned offering price was determined in accordance with articles 36, 77 of the Federal Law "On joint stock companies" by resolution of the Issuer Board of Directors dated 25 December 2008, Minutes No 74 dated 25 December 2008.

Monetary and non-monetary payments for securities purchased are provided for.

When placing shares outside the preemptive right the shares purchased must be paid in full by purchasers who received notification about their Offers satisfaction not later than three working days prior to the offering end date.

The option of payment by installments for the issued securities is not provided for.

Payment for shares by monetary funds is made by funds transfer to settlement account of the Issuer.

*Bank details of accounts to transfer monetary funds to as payment for shares:*

*Name of consignee: JSC FGC UES*

*INN of JSC FGC UES: 4716016979*

*KPP of JSC FGC UES: 997450001*

*Full name of credit organization: Joint stock commercial Savings bank of the Russian Federation (Open Joint Stock Company) Lefortovskoye branch No 6901 of Sberbank of Russian of the city of Moscow.*

*Abbreviated name of credit organization: Sberbank of Russia JSC Lefortovskoye OSB No 6901 of the city of Moscow*

*Location of credit organization: 14, Shosse Entuziastov, Moscow*

*Settlement account: No 40702810138120116293*

*Correspondent account: No 30101810400000000225*

*BIK: 044525225*

*INN: 7707083893*

Non-monetary payment is provided for.

**List of property:**

1. Electric network facilities related to the Unified national (all-Russian) electric network.
2. Stock of the open joint stock company "Designing and surveying and scientific research institute of designing energy systems and electric grids "Energosetkomplekt" (Moscow).

At the discretion of a purchaser of the shares, payment for additional shares offered can be made both in one or several ways stipulated by the Resolution on the issue of additional issue of securities and the Prospects of issue of securities subject to compliance with the procedure of payment stipulated for each type of property accepted as payment for additionally offered shares of the Issuer.

Resolution on additional issues of securities and Prospectus of issue of securities are available for public on the web-site of JSC FGC UES at <http://www.fsk-ees.ru>.

All interested parties can learn the content of these resolution and the prospectus as well as get their copies at a charge not exceeding the amount of expenses required for copying the mentioned documents within the period of not more than 7 (seven) days from the date of submitting the respective requirement at the address: 5a, Akademika Chelomeya street, Moscow, Russian Federation, 117630.

In case of all questions related to the procedure of executing the pre-emptive right to purchase shares; JSC FGC UES shareholders should refer to Corporate governance Department of JSC FGC UES located at: 5a, Akademika Chelomeya street, Moscow, Russian Federation, 117630, tel.: (495) 710-90-28, e-mail: [verstakova-op@fsk-ees.ru](mailto:verstakova-op@fsk-ees.ru)

Deputy Chairman of the Management Board  
JSC FGC UES \_\_\_\_\_ M. Y. Tuzov

(on the basis of power of attorney No 60-09 dated 26.03.2009)

Date «07» July 2009

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