

**APPROVED**  
by the General Shareholders Meeting  
of Rosneft Oil Company  
on \_\_\_\_\_, 20\_\_

Minutes No. \_\_

**REGULATIONS ON THE GENERAL SHAREHOLDERS MEETING OF**

**ROSNEFT OIL COMPANY**

**(New Version)**

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**Article 1. General Provisions**

1.1. Regulations on the General Shareholders Meeting

1.1.1 These Regulations shall provide procedures for the convocation, preparation, conduct, and determination of results of the Annual General Shareholders Meeting of the Company in accordance with the Civil Code of the Russian Federation, other laws and regulations of the Russian Federation, and the Charter of Rosneft Oil Company (hereinafter - the "Company").

1.1.2 If any issues related to the convocation, preparation and conduct of the General Shareholders Meeting are not regulated by the said documents, they shall be resolved subject to the need to observe the rights and interests of the shareholders.

1.1.3 The Company shall ensure that all shareholders have equal opportunities in terms of participation in the General Shareholders Meeting.

1.2. Terms and Definitions

1.2.1 The terms and definitions used in these Regulations shall be used in the same meanings as are assigned to them by the laws of the Russian Federation on joint stock companies and securities and in the Charter of the Company, except where otherwise stipulated by these Regulations.

**Article 2. Proposals and Requests**

2.1. General Provisions

2.1.1 The term "Proposals and Requests", as used in this Article, shall include (i) proposals to include any issue(s) into the agenda of the General Shareholders Meeting, and/or (ii) proposals to nominate candidates to the bodies of the Company (each a "Candidate Nomination Proposal"), and/or (iii) requests to convene the Extraordinary General Shareholders Meeting of the Company.

2.1.2 Proposals and Requests shall be submitted by shareholder(s) in writing in accordance with the procedure stipulated by effective regulations of the body responsible for regulation, control and supervision of financial markets, the Charter of the Company, and these Regulations. Oral Proposals and Requests shall not be accepted or reviewed.

2.1.3 Proposals and Requests may be sent to the Company at its registered address by mail or courier, or served on the person authorized to take delivery of written communications addressed to the Company. The said authorized person shall take delivery of documents in accordance with internal regulations approved by the Company.

2.1.4 Proposals and Requests shall contain information about the last name, first name and patronymic (name) of the submitting shareholder(s), and the number and category (type) of shares owned by each shareholder signing such Proposals and Requests.

2.1.5 Proposals shall be received by the Company within the period of time stipulated by the Charter of the Company.

2.1.6 Each shareholder submitting Proposals and Requests whose shares are registered in the securities account with the depositary maintaining records of title to the shares of the Company shall provide an extract from the securities account of such shareholder with the said depositary confirming ownership of the relevant number of voting shares of the Company as of the date on which such Proposals and Requests are submitted.

2.1.7 The number of voting shares of the Company owned by the shareholder(s) signing any Proposals and Requests, the total number of voting shares of the Company, and the ratio (percentage) of voting shares of the Company owned by such shareholder(s) shall be determined as of the date of submission of such Proposals and Requests.

If, following the aforementioned date, the ratio of voting shares owned by such shareholder(s) decreases and becomes less than the number of voting shares of the Company which, pursuant to the Charter of the Company, is required for submission of Proposals and Requests, or such shareholder(s) cease(s) to own such shares, the relevant Proposals and Requests shall be deemed valid. Proposals and Requests may not be turned down solely on the grounds described above.

2.1.8 Proposals and Requests shall be signed by the submitting shareholders.

Proposals and Requests shall be deemed to have been received from the shareholders, who signed the same (whether personally or through authorized representatives).

If any Proposals and Requests indicate that there are several submitting shareholders, but such Proposals and Requests are not signed by all shareholders listed therein, they shall be deemed to have been submitted by the shareholder(s), which actually signed them. The Board of Directors of the Company shall have a duty to review such Proposals and Requests, and may not turn them down solely on the grounds that they have not been signed by all shareholders listed therein.

2.1.9 If any Proposals and Requests are signed by an authorized representative of the shareholder, they shall be accompanied by the power of attorney (notarized copy of the power of attorney) complying with applicable regulatory requirements, or other documents, certifying the right of such representative to act for and on behalf of the shareholder.

Other documents certifying the right to act for and on behalf of the shareholder shall include documents certifying the powers of the representative as vested therein by the effective legislation or by the act of the properly authorized government body or local self-government body.

2.1.10 The motivated resolution of the Board of Directors of the Company to refuse to satisfy any Proposals and Requests due to the fact that the shareholder(s) signing the same do(es) not own the requisite number of voting shares of the Company, as stipulated by the Charter of the Company, shall be supported by an extract from the register of owners of registered securities of the Company.

2.1.11 The fact that any Proposals and Requests contain clerical errors or have other technical deficiencies shall not constitute sufficient grounds to refuse to satisfy the same, provided that it is possible, based on the contents of such Proposals and Requests, to determine the original intent of the shareholder, and confirm such shareholder's right to submit such Proposals and Requests. If any Proposals and Requests have material deficiencies, the Company shall give advance notice thereof to the submitting shareholder(s) so as to enable such shareholder(s) to remedy the same before such Proposals and Requests are considered by the Board of Directors of the Company.

2.2. Special Requirements Applicable to Proposals and Requests Related to Convocation of the General Shareholders Meeting and Inclusion of Issues into the Agenda of the General Shareholders Meeting

In addition to general requirements applicable to Proposals and Requests as set forth in Clause 2.1 of these Regulations, Proposals and Requests related to convocation of the General Shareholders Meeting and inclusion of issues into the agenda of the General Shareholders Meeting shall be subject to the following special requirements:

2.2.1 The request to convene the Extraordinary General Shareholders Meeting and the request to include issue(s) into the agenda of the General Shareholders Meeting shall contain the wording of each matter being proposed, and may contain the wording of resolution on each such matter.

The request to conduct the Extraordinary General Shareholders Meeting may contain a proposal as to the form of such Extraordinary General Shareholders Meeting.

2.2.2 Each of the Proposals and Requests containing a request to convene the Extraordinary General Shareholders Meeting, or a proposal to include issue(s) into the agenda of the General Shareholders Meeting, shall be considered by the Board of Directors of the Company separately from all other Proposals and Requests. The votes of the shareholders, which have signed different Proposals and Requests shall not be aggregated, except where the relevant proposals contain an unambiguous indication to their joint submission.

Shareholders shall be deemed to have submitted joint Proposals and Requests containing a request to convene the Extraordinary General Shareholders Meeting, or a proposal to include issue(s) into the agenda of the General Shareholders Meeting, if they have signed one such Proposal and Request, or if different Proposals and Requests contain an unambiguous indication to their joint submission.

2.2.3 The Board of Directors of the Company may not modify the wording of the issues proposed for inclusion into the agenda of the General Shareholders Meeting or the wording of resolutions on such issues, or modify the proposed form of the Extraordinary General Shareholders Meeting. If the Board of Directors of the Company receives multiple Proposals and Requests containing a request to convene the Extraordinary General Shareholders Meeting to deal with identical issues, but indicating different forms of the General Shareholders Meeting, the General Shareholders Meeting shall be conducted in the form of joint presence of shareholders to discuss issues on the agenda and adopt resolutions on issues put to the vote (in the form of a meeting).

The Board of Directors of the Company may include issues into the agenda of the General Shareholders Meeting as it sees fit and, acting at its own initiative, propose alternative wording of resolutions on the issues proposed by shareholders for inclusion into the agenda of the General Shareholders Meeting.

2.3. Special Requirements Applicable to Proposals Related to Nomination of Candidates to the Governing and Supervisory bodies of the Company

In addition to general requirements applicable to Proposals and Requests as set forth in Clause 2.1 of these Regulations, proposals related to nomination of candidates to the governing and supervisory bodies of the Company shall be subject to the following special requirements:

2.3.1 Each proposal related to nomination of candidates shall contain the following information about each nominee: last name, first name, patronymic, and ID information (series and/or number, date and place of issue, issuing authority); name of the body to which the candidate is being nominated; date of birth; education; place of work and positions occupied over the last 5 years (including part-time positions) listed chronologically; positions occupied in governing bodies of other legal entities at the time of nomination; address at which the nominee can be reached.

If the candidate is being nominated for election to the Board of Directors of the Company in the capacity of an independent director, the nomination proposal shall contain an indication to that effect.

2.3.2 No proposal may nominate more nominees than the number of members of the appropriate governing body of the Company.

If any shareholder submits a new Proposal related to nomination of candidates to the governing and supervisory bodies of the Company, and a similar Proposal has already been submitted by such shareholder as of that date, the new Proposal shall be deemed to replace the previous Proposal.

If the number of nominees in any Proposal related to nomination of candidates to the governing and supervisory bodies of the Company exceeds the number of members of the appropriate governing body of the Company, the Board of Directors of the Company shall consider only those nominees whose number (from the beginning of the list) does not exceed the number of members of such body.

2.3.3 Each Proposal related to nomination of candidates to the governing and supervisory bodies of the Company shall be considered by the Board of Directors of the Company separately. The number of shares owned by the shareholders, who have signed different proposals related to nomination of candidates to the governing and supervisory bodies of the Company, shall not be aggregated, except where the relevant Proposal contains an unambiguous indication to its joint submission.

- 2.4. Inclusion of Issues into the Agenda of the General Shareholders Meeting and Inclusion of Persons into the List of Candidates Nominated for Election to Governing and Supervisory bodies of the Company at the Initiative of the Board of Directors of the Company
- 2.4.1 In addition to the issues proposed for inclusion into the agenda of the General Shareholders Meeting by the shareholders, and in the absence of such proposals, the Board of Directors of the Company may include issues into the agenda of the General Shareholders Meeting as it sees fit.
- 2.4.2 The Board of Directors of the Company may include persons into the list of candidates nominated for election to the governing and supervisory bodies of the Company as it sees fit, if the number of candidates included into the list of candidates nominated for election to the governing and supervisory bodies of the Company at the proposal of shareholders is less than the total number of members of the appropriate body as stipulated by the Charter of the Company.
- 2.5. Notification of Shareholders of Availability (Absence) of a written consent from the Nominees Included into the List of Candidates for Election to the Bodies of the Company
- 2.5.1 Each Proposal related to nomination of candidates for election to the Board of Directors and the Audit Commission of the Company may be accompanied by written consents of the candidates so nominated.
- 2.5.2 In the event of self-nomination for election to the Board of Directors or the Audit Commission of the Company, written consent of the candidate to be nominated to the appropriate body of the Company shall be deemed to have been granted.
- 2.5.3 In the event of receipt by the Company of a written consent of the candidate to be elected to a governing and a supervisory body of the Company, the Company shall notify shareholders of availability of such consent in accordance with the procedure stipulated by Clause 5.2.1 of these Regulations.

**Article 3. Convocation of the General Shareholders Meeting**

- 3.1. Convocation of the General Shareholders Meeting by the Board of Directors of the Company
- 3.1.1 In preparation for the Annual General Shareholders Meeting, if the Board of Directors of the Company resolves to convene the Extraordinary General Shareholders Meeting at its own initiative, and if the request to convene the Extraordinary General Shareholders Meeting is received from the Audit Commission of the Company, the Auditor of the Company, or shareholder(s) holding on the aggregate at least 10 percent of voting shares of the Company, the Board of Directors of the Company shall, in the absence of grounds for refusal to convene the Extraordinary General Shareholders Meeting:
- resolve to convene the General Shareholders Meeting within the time period stipulated by the Federal Law “On Joint Stock Companies” and the Charter of the Company;
  - have notice of General Shareholders Meeting published in accordance with the procedure stipulated by the Charter of the Company;

- take actions stipulated by Clause 4.1 of these Regulations;
- prepare information (materials) to be provided to the persons entitled to participate in the General Shareholders Meeting, and ensure that such information is provided in accordance with the procedure stipulated by Clause 5.2 of these Regulations.

3.1.2 An exhaustive list of grounds for refusal to convene the Extraordinary General Shareholders Meeting in situations where such convocation is requested by the persons specified in Clause 3.1.1 of these Regulations shall be provided by the effective legislation of the Russian Federation.

### 3.2. Convocation of the General Shareholders Meeting by Other Persons

3.2.1 If the Board of Directors of the Company fails to resolve to convene the Extraordinary General Shareholders Meeting within the period of time stipulated by the effective legislation and the Charter of the Company, or resolves to refuse to convene such meeting, the persons requesting convocation of such meeting may file a court suit to coerce the Company to conduct the Extraordinary General Shareholders Meeting. The body or person conducting the Extraordinary General Shareholders Meeting pursuant to a court judgment shall have all powers required to convene and conduct such meeting as stipulated by the effective legislation of the Russian Federation, the Charter of the Company and these Regulations.

3.2.2 Officers of the Company shall assist the persons convening the Extraordinary General Shareholders Meeting in accordance with the procedure stipulated by Article 3 of these Regulations, furnish information and take other requisite actions as if such General Shareholders Meeting had been convened by the Board of Directors of the Company.

## **Article 4. Preparation for Conduct of the General Shareholders Meeting**

### 4.1. Preparation for Conduct of the General Shareholders Meeting

4.1.1 In the course of preparation for the General Shareholders Meeting to be conducted in the form of a meeting, the Board of Directors of the Company shall determine the following:

- the date of the General Shareholders Meeting;
- the place of the General Shareholders Meeting;
- the time of the General Shareholders Meeting;
- the time of commencement of registration of persons participating in the General Shareholders Meeting;
- the person to whom shareholders may report violations of registration procedures by the Company;
- the date of compilation of the list of persons entitled to participate in the General Shareholders Meeting;
- the agenda of the General Shareholders Meeting;
- proposals to the General Shareholders Meeting as to the date for dividend payment purposes;



- the procedure for notification of the shareholders of the General Shareholders Meeting;
- the list of information (materials) to be provided to the shareholders in preparation for the General Shareholders Meeting, and the procedure for the provision thereof;
- the form and text of the voting ballot;
- the mailing address(es) at which the shareholders may send filled-in voting ballots, if, pursuant to the Federal Law “On Joint Stock Companies” and the Charter of the Company, filled-in voting ballots may be sent to the Company, and the possibility of electronic voting by the shareholders using electronic facilities;
- broadcast of meetings of the General Shareholders Meeting.

4.1.2 In the course of preparation for the General Shareholders Meeting conducted in the form of an absentee voting, the Board of Directors of the Company shall determine the following:

- the date of the General Shareholders Meeting (the deadline for the submission of filled-in voting ballots);
- the place of the General Shareholders Meeting (the mailing address at which filled-in voting ballots shall be sent);
- the date of compilation of the list of persons entitled to participate in the General Shareholders Meeting;
- the agenda of the General Shareholders Meeting;
- proposals to the General Shareholders Meeting as to the date for dividend payment purposes;
- the procedure for notification of shareholders of the General Shareholders Meeting;
- the list of information (materials) to be provided to the shareholders in preparation for the General Shareholders Meeting, and the procedure for the provision thereof;
- the form and text of the voting ballot;
- the possibility of electronic voting by the shareholders using electronic facilities.

4.1.3 The Board of Directors of the Company may adopt resolutions on the issues listed above in Clauses 4.1.1 and 4.1.2 of these Regulations both at the time of resolving to conduct the General Shareholders Meeting, and at any other time in the course of preparation for such meeting.

#### 4.2. List of Persons Entitled to Participate in the General Shareholders Meeting

4.2.1 The Corporate Secretary of the Company shall ensure that the holder of the register of shareholders prepares the list of persons entitled to participate in the General Shareholders Meeting. The said list shall be made on the basis of information contained in the register of shareholders of the Company.

4.2.2 The instruction to compile the list of persons entitled to participate in the General Shareholders Meeting of the Company shall be issued to the holder of the register of shareholders of the Company by the Corporate Secretary.

4.2.3 The agreement with the registrar shall stipulate the duty of the register holder to furnish requisite information within the time period sufficient to enable the Company to comply with the deadlines for convocation of the General Shareholders Meeting, notification of the General Shareholders Meeting, provision to the shareholders of voting ballots, and other deadlines stipulated by the Federal Law “On Joint Stock Companies” and the Charter of the Company.

4.3. Review of the List of Persons Entitled to Participate in the General Shareholders Meeting

4.3.1 Information about the date for the purpose of compilation of the list of persons entitled to participate in the General Shareholders Meeting shall be disclosed by the Company at least 5 days prior to the occurrence of such date.

4.3.2 The Company shall make the list of persons entitled to participate in the General Shareholders Meeting of the Company available for review if and when so requested by the persons, who are included into such list and hold at least 1 percent of voting shares of the Company. Details of documents and mailing addresses of individuals included into the list shall be disclosed only with their consent.

The list of persons entitled to participate in the General Shareholders Meeting may be reviewed at the address of the executive body of the Company, and at the address(es), at which the shareholders may review the information (materials) to be provided to them in the course of preparation for the General Shareholders Meeting, as specified in the notice of the General Shareholders Meeting.

4.3.3 If and when so requested by any interested person, the Corporate Secretary shall, within 3 days, furnish to such person an extract from the list of persons entitled to participate in the General Shareholders Meeting containing information about such person, or a certificate to the effect that such person is not included into the list of persons entitled to participate in the General Shareholders Meeting.

4.3.4 The list of persons entitled to participate in the General Shareholders Meeting shall be made available for review only to the shareholders, which have signed the appropriate request during the period starting on the date of notice of the General Shareholders Meeting and ending upon the closing of the General Shareholders Meeting or, if the meeting is conducted in the form of an absentee voting, on the deadline for the submission of filled-in voting ballots.

4.3.5 The content of the request to furnish the list of persons entitled to participate in the General Shareholders Meeting, as well as procedures for the filing of such request and determination of the date of receipt of such request by the Company, shall be subject to the same rules as those stipulated by these Regulations for Proposals and Requests (Article 2 of these Regulations).

4.3.6 Extracts from the list of persons entitled to participate in the General Shareholders Meeting and certificates of non-inclusion into the list shall be furnished during the period starting on the date of notice of the General Shareholders Meeting and ending upon the closing of the General Shareholders Meeting or, if the meeting is conducted in the form of an absentee voting, on the deadline for the submission of filled-in voting ballots.

4.4. Notice of the General Shareholders Meeting

4.4.1 The notice of the General Shareholders Meeting of the Company in the form of a meeting shall contain the following information:

- the full official name of the Company;
- the location of the Company;
- the form of the General Shareholders Meeting;
- the date of the General Shareholders Meeting;
- the place of the General Shareholders Meeting (the address, at which the General Shareholders Meeting shall be conducted and, possibly, the information about the premises in which it shall be conducted);
- the time of the General Shareholders Meeting;
- the time of commencement of registration of persons participating in the General Shareholders Meeting;
- the place of registration of the persons participating in the General Shareholders Meeting;
- the person, to whom shareholders may report violations of registration procedures by the Company;
- the date for the purpose of compilation of the list of persons entitled to participate in the General Shareholders Meeting;
- the information about the registrar of the Company;
- the information about the initiator of the General Shareholders Meeting;
- the agenda of the General Shareholders Meeting (with an indication of the initiator of each issue on the agenda of the General Shareholders Meeting);
- the procedure for review of the information (materials) to be provided to the shareholders in the course of preparation for the General Shareholders Meeting, and address(es), at which such information (materials) can be reviewed;
- the mailing address(es), at which filled-in voting ballots may be sent if, pursuant to the Federal Law “On Joint Stock Companies” and the Charter of the Company, filled-in voting ballots may be submitted to the Company, and the explanation of the procedure for the use of electronic facilities, if the Board of Directors of the Company establishes the possibility of electronic voting at the General Shareholders Meeting;

- information about the documents to be presented to gain access to the premises where the General Shareholders Meeting shall be conducted (including a reminder as to the need for the participants of the General Shareholders Meeting of the Company to carry identification documents, and for authorized representatives to carry powers of attorney or other documents entitling them to participate in the General Shareholders Meeting for and on behalf of their principals).

The notice of the General Shareholders Meeting may contain other information as determined by the Board of Directors of the Company.

4.4.2 The notice of the General Shareholders Meeting in the form of an absentee voting shall contain the following information:

- the full official name of the Company;
- the location of the Company;
- the form of the General Shareholders Meeting;
- the date of the General Shareholders Meeting (the deadline for the submission of filled-in voting ballots);
- the date for the purpose of compilation of the list of persons entitled to participate in the General Shareholders Meeting;
- the information about the registrar of the Company;
- the information about the initiator of the General Shareholders Meeting;
- the agenda of the General Shareholders Meeting (with an indication of the initiator of each issue on the agenda of the General Shareholders Meeting);
- the procedure for review of the information (materials) to be provided to the shareholders in the course of preparation for the General Shareholders Meeting, and address(es), at which such information (materials) can be reviewed;
- the place of the General Shareholders Meeting (the mailing address, at which filled-in voting ballots may be sent), and the explanation of procedure for the use of electronic facilities, if the Board of Directors of the Company establishes the possibility of electronic voting at the General Shareholders Meeting.

The notice of the General Shareholders Meeting may contain other information as determined by the Board of Directors of the Company.

4.4.3 The notice of the General Shareholders Meeting shall be published within the time period, and in accordance with the procedure, stipulated by the Charter of the Company. The notice of the General Shareholders Meeting shall be published in the Russian language, and may be additionally published in the English language.

**Article 5. Scope of information (materials) to be provided to persons entitled to participate in the General Shareholders Meeting**

5.1. Scope of information (materials) to be provided to persons entitled to participate in the General Shareholders Meeting

5.1.1 The list of information (materials) to be provided to the persons entitled to participate in the General Shareholders Meeting in the course of preparation for the General Shareholders Meeting of the Company shall be stipulated by the effective legislation of the Russian Federation and the Charter of the Company.

5.1.2 In addition to the information (materials) to be provided to the persons entitled to participate in the General Shareholders Meeting in the course of preparation for the General Shareholders Meeting of the Company pursuant to the effective legislation of the Russian Federation and the Charter of the Company, the following materials (information) may be provided for review by such persons by resolution of the Board of Directors of the Company:

- the information about the candidates to the position of the Auditor of the Company, including the name of the self-regulatory organization of Auditors of which each candidate to the position of the Auditor of the Company is a member, description of procedure for the selection of external Auditors, information about the proposed remuneration payable to external Auditors for audit and non-audit services (including information about compensations and other expenses related to engagement of the Auditor) and other material terms of contracts to be executed with the Auditors of the Company;
- the position of the Board of Directors of the Company with respect to the agenda of the General Shareholders Meeting, including special opinions of the members of the Board of Directors of the Company on each issue on the agenda;
- the information about market valuation of assets contributed by way of payment for additional shares issued by the Company, and of assets and/or shares of the Company, if such valuation was conducted by an independent assessor, or other information which can be used by the shareholders to form an opinion regarding the fair value of such property and its changes;
- the substantiation of the need for, and explanation of consequences to the Company and its shareholders of adoption of, resolutions to increase or decrease the charter capital of the Company, approve major and related party transactions;
- in the event of any amendments being made to the Charter of the Company or its internal regulations, tables of comparison of proposed amendments and existing versions of the documents involved, substantiation of the need for, and explanation of consequences to the Company and its shareholders of adoption of, the relevant resolutions;
- in the event of approval of any related party transactions, the list of persons qualified as interested parties in each such transaction, complete with an indication of grounds for such qualification;

- the information about candidates to the positions of members of the Board of Directors, the Audit Commission of the Company, including the information about their track records and biographies, compliance with qualification criteria applicable to members of the governing and supervisory bodies of the Company (if stipulated by the effective legislation of the Russian Federation), and relevant information about the managing organization or the manager;
- the explanation and economic substantiation of proposed distribution of the net profit of the Company, including allocations to pay dividends and meet internal needs of the Company, complete with explanation and economic substantiation of allocating a certain proportion of the profit to meet internal needs of the Company, and an estimate of compliance with the current dividend policy of the Company;
- the information about corporate actions which impair dividend entitlements of shareholders or "dilute" their stakes, and the information about court judgments, which establish use by shareholders of methods to receive income from the Company other than in the form of dividends or liquidation proceeds.

5.1.3 The Board of Directors of the Company may resolve to furnish the persons entitled to participate in the General Shareholders Meeting with other information (materials) in addition to those stipulated by the effective legislation of the Russian Federation, the Charter of the Company and these Regulations. Such information (materials) may include analytical surveys and printed media publications.

5.2. **Provision of Information (Materials) to be Provided to Persons Entitled to Participate in the General Shareholders Meeting**

5.2.1 Information (materials) to be provided to the persons entitled to participate in the General Shareholders Meeting shall be made available for review by such persons in the premises of the executive body of the Company or at other locations specified in the notice of the General Shareholders Meeting at least 20 days prior to the date of the General Shareholders Meeting, unless a longer period is stipulated by the effective legislation. Such information (materials) shall also be made available to the persons participating in the General Shareholders Meeting during such meeting.

5.2.2 Information (materials) to be provided to the persons entitled to participate in the General Shareholders Meeting, as well as instructions as to how to reach the place of the General Shareholders Meeting, proxy forms and proxy certification procedures may be made available for review by the shareholders on the web site of the Company on the Internet information and telecommunication network. At the request of any shareholder whose shares are registered in the register of shareholders of the Company, and if it is technically feasible, notice of the General Shareholders Meeting and meeting-related materials shall be communicated to such shareholder in electronic form.

- 5.2.3 If and when so requested by any person entitled to participate in the General Shareholders Meeting, the Corporate Secretary of the Company shall furnish such person with copies of relevant information (materials) within 7 days following the date of receipt of such request (or the date of commencement of the period during which information (materials) to be provided to the persons entitled to participate in the General Shareholders Meeting must be available to such persons, if the request is received by the Company prior to the beginning of such period).
- 5.2.4 Shareholders may receive copies of materials in the premises of the executive body of the Company or at other locations specified in the notice of the General Shareholders Meeting, indicating the preferred location in requests to obtain copies of such materials. In the absence of indication as to such preferred location, copies of materials shall be made available on the premises of the executive body of the Company.
- 5.2.5 Concurrently with the receipt of copies of documents containing information (copies of materials), shareholders shall be issued invoices for the payment of the fee charged by the Company for provision of such copies. The fee charged by the Company for provision of copies of documents containing the information (copies of materials) to be provided to the persons entitled to participate in the General Shareholders Meeting in the course of preparation for the General Shareholders Meeting may not exceed the cost of manufacturing of such copies.
- 5.2.6 No shareholder can be denied access to information (materials) related to the General Shareholders Meeting if, despite the fact that the request may contain clerical errors or have other minor deficiencies, it is generally possible to determine the original intent of the shareholder and confirm such shareholder's right to review the information (materials) and, *inter alia*, receive copies thereof. If any shareholder request has material deficiencies, the Company shall forthwith advise the shareholder accordingly.

**Article 6. Conduct of the General Shareholders Meeting in the Form of a Meeting**

6.1. **Working Bodies of the General Shareholders Meeting**

The working bodies of the General Shareholders Meeting shall include the following:

- the Chairman;
- the Presidium;
- the Secretary;
- the Counting Commission.

6.2. Chairman of the General Shareholders Meeting

6.2.1 The General Shareholders Meeting shall be chaired by the Chairman of the Board of Directors of the Company or, if he/she is absent or refuses to chair the meeting, one of the deputy Chairmen of the Board of Directors of the Company. In the absence of the Chairman of the Board of Directors of the Company, the General Shareholders Meeting shall be chaired by one of the attending members of the Board of Directors of the Company elected by the majority vote of the attending members of the Board of Directors of the Company.

6.2.2 If the persons authorized to chair the General Shareholders Meeting in accordance with Federal Law “On Joint Stock Companies” and the Charter of the Company are absent from the Extraordinary General Shareholders Meeting conducted by resolution of the persons entitled to request the convocation of the Extraordinary General Shareholders Meeting, or refuse to chair such meeting, the Chairman of the General Shareholders Meeting shall be selected by the person (or body) conducting such Extraordinary General Shareholders Meeting.

6.2.3 The Chairman of the General Shareholders Meeting shall:

- announce commencement and termination of the General Shareholders Meeting;
- put issues on the agenda to the vote upon completion of discussion thereon;
- preside at the General Shareholders Meeting;
- supervise compliance with rules of order at the General Shareholders Meeting;
- ensure adherence to the agenda of the General Shareholders Meeting;
- issue requisite orders and directions to the Counting Commission;
- issue orders to distribute the documents of the General Shareholders Meeting;
- take measures to maintain or restore the order at the General Shareholders Meeting;
- give the floor to the participants of the General Shareholders Meeting based on their written requests;
- rule speakers out of order, if they violate the same;
- announce commencement and termination of breaks in the proceedings at the General Shareholders Meeting;
- sign the minutes of the General Shareholders Meeting.

6.2.4 The Chairman of the General Shareholders Meeting may not interrupt, or comment upon, the presentation delivered by any participant, except where this is necessitated by violation by the speaker of rules of order or other procedural considerations.



6.2.5 The Chairman shall seek to have all questions of shareholders answered directly at the General Shareholders Meeting. If complexity of the question disallows an immediate answer, it shall be answered in writing as soon as reasonably possible following the completion of meetings of the General Shareholders Meeting.

6.2.6 The Chairman of the General Shareholders Meeting may delegate his/her presiding functions to another person, while remaining the Chairman.

6.3. Presidium of the General Shareholders Meeting

6.3.1 The presidium of the General Shareholders Meeting shall be created at the General Shareholders Meeting conducted in the form of a meeting.

6.3.2 The presidium of the General Shareholders Meeting convened at the initiative of the Board of Directors, the Audit Commission, or the Auditor of the Company shall consist of the members of the Board of Directors of the Company.

6.3.3 The presidium of the Extraordinary General Shareholders Meeting convened at the initiative of the shareholders shall consist of the members of the Board of Directors of the Company, and may include persons nominated by the initiators in the request for the convocation of such meeting.

6.4. Secretary of the General Shareholders Meeting

6.4.1 The Corporate Secretary of the Company shall act as the secretary of the General Shareholders Meeting (the "secretary").

6.4.2 The secretary shall supervise preparation of draft work documents for the meeting, maintain the minutes of the meeting, sign the minutes of the meeting, prepare and sign the voting outcome report.

6.5. Counting Commission

6.5.1 The functions of the Counting Commission of the Company shall be performed by the registrar of the Company.

6.5.2 While acting in the capacity of the Counting Commission, the registrar shall be guided by the effective legislation of the Russian Federation, the Charter of the Company, and these Regulations.

6.6. Persons participating in the General Shareholders Meeting

6.6.1 The following persons may participate in the General Shareholders Meeting:

- persons included into the list of persons entitled to participate in the General Shareholders Meeting and/or their representatives;
- representatives of the registrar of the Company;
- representatives of the Auditor of the Company;
- members of the governing bodies of the Company;
- members of the Audit Commission of the Company;
- the Chief Accountant of the Company;
- candidates included into voting ballots for election to the governing and supervisory bodies of the Company;

- other persons invited to the meeting by the Board of Directors of the Company, or by the initiators of the meeting.

Persons entitled to participate in the General Shareholders Meeting conducted in the form of a meeting, whose voting ballots have been received at least two days prior to the date of the General Shareholders Meeting may also participate in the General Shareholders Meeting.

6.6.2 The members of the Board of Directors, executive bodies of the Company, and the Audit Commission of the Company shall have a duty to participate in the General Shareholders Meeting. They shall provide qualified answers to the questions posed by the participants of the meeting.

6.6.3 Persons entitled to participate in the General Shareholders Meeting may ask questions to the members of governing and supervisory bodies, the Chief Accountant of the Company, the representative of the Auditor of the Company, and candidates for election to the governing and supervisory bodies of the Company.

6.6.4 Each shareholder may participate in the General Shareholders Meeting by:

- personally participating in discussion on the issues on the agenda and voting on such issues;
- delegate a representative to participate in discussion on the issues on the agenda and vote on such issues;
- present at the address of the Company, or at any other address(es) specified in the notice of the General Shareholders Meeting, filled-in voting ballots signed personally by such shareholder or by a duly authorized representative of such shareholder, at least two days before the date of the General Shareholders Meeting.

6.7. Registration of Participants of the General Shareholders Meeting Conducted in the Form of a Meeting

6.7.1 The Counting Commission of the Company, the functions of which shall be performed by the registrar of the Company, shall verify the authority of, and register, persons participating in the General Shareholders Meeting.

6.7.2 Registration of the persons participating in the General Shareholders Meeting conducted in the form of a meeting shall be performed at the address of the place of the General Shareholders Meeting.

6.7.3 If voting on the issues on the agenda of the General Shareholders Meeting may be conducted by submission to the Company of filled-in voting ballots, all persons entitled to participate in the General Shareholders Meeting shall be subject to registration, with the exception of persons, whose voting ballots have been received by the Company not later than two days before the date of the General Shareholders Meeting.

Persons, whose voting ballots have been received by the Company not later than two days before the date of the General Shareholders Meeting may participate in the General Shareholders Meeting, participate in discussion on the issues on the agenda of the General Shareholders Meeting, have access to the information (materials) provided to the participants of the General Shareholders Meeting, and enjoy other rights vested in participants of the meeting. Such persons shall not be subject to registration by the Counting Commission, and no voting ballots shall be issued to them. In such case, the Counting Commission shall maintain an additional register of persons participating in the General Shareholders Meeting without registration.

6.7.4 For the purposes of registration, the Counting Commission shall maintain the following registers:

- register for the registration of participants of the meeting;
- register for registration of powers of attorney and other documents certifying the right of the participant of the meeting to act for an on behalf of the relevant shareholder.

The Counting Commission may, at its own initiative, maintain other registration forms and registers.

6.7.5 Registration of the persons entitled to participate in the General Shareholders Meeting shall be subject to identification of the persons arriving to participate in the General Shareholders Meeting by comparing the data contained in the list of persons entitled to participate in the General Shareholders Meeting with the data contained in the documents produced (submitted) by such persons and/or their representatives.

6.7.6 At the time of registration, persons entitled to participate in the General Shareholders Meeting (their representatives) shall produce the following documents:

- a shareholder, who is an individual: document(s), which establishes his/her identity and enables to identify him/her in the list of persons entitled to participate in the General Shareholders Meeting;
- a representative of a shareholder, who is an individual: a power of attorney issued by such individual and certified in accordance with the applicable requirements of the effective legislation of the Russian Federation, and document(s), which establish(es) the identify of such representative;
- a person representing a shareholder which is a legal entity without the power of attorney as permitted by the effective legislation or constituent documents: copies of constituent documents of such shareholder which is a legal entity, document(s) certifying the authority of such person (in particular, copy of resolution on his/her election or appointment to his/her position), document(s), which establish(es) his/her identity;
- a representative of a shareholder, which is a legal entity: power of attorney issued by such legal entity and certified in accordance with the applicable requirements of the effective legislation, and document(s), which establish(es) the identify of such representative;

- a person representing a shareholder, which is a government or municipality and acting without the power of attorney as permitted by applicable federal laws or regulations of authorized government bodies or local self-government bodies: document(s) certifying the authority of such person (service certificate, voting directions, etc.), and document(s), which establish(es) his/her identity.

6.7.7 At the time of registration for participation in the General Shareholders Meeting of a person intending to vote by shares circulating outside of the Russian Federation in the form of depositary securities, such person shall furnish the Counting Commission, in writing, with information about the number of shares circulating outside of the Russian Federation in the form of depositary securities with respect to which such person has received voting instructions from the owners of such depositary securities.

If the number of shares with respect to which such person has received voting instructions from the owners of depositary securities differs (does not coincide) for different issues included into the agenda of the General Shareholders Meeting, such person shall furnish the Counting Commission with information about the number of shares with respect to which it has received voting instructions from the owners of depositary securities for each such matter included into the agenda of the General Shareholders Meeting.

6.7.8 Powers of attorney and other documents certifying the right of the participant of the meeting to act for and on behalf of the shareholder (or copies thereof which have been notarized or certified by using any other method permitted by the effective legislation) shall be presented to the Company through the Counting Commission at the time of registration, or attached to the voting ballots submitted by persons entitled to participate in the General Shareholders Meeting.

6.7.9 Registration of persons entitled to participate in the General Shareholders Meeting which have not registered for participation prior to the opening of such meeting shall end upon completion of discussion on the last issue on the agenda of the General Shareholders Meeting (the last issue on the agenda of the General Shareholders Meeting, for which there is a quorum), but before the beginning of the period of time provided for voting to the persons, who have not by then cast their votes.

6.7.10 At the time of opening of the General Shareholders Meeting, the Counting Commission shall announce the number of persons registered for participation in the meeting by the time of opening, the number of votes held by such persons with respect to each issue on the agenda of the General Shareholders Meeting, and whether there is a quorum on each issue on the agenda as of the time of opening of the General Shareholders Meeting.

Upon completion of discussion on the last issue on the agenda of the General Shareholders Meeting, for which there is a quorum, but before the beginning of the period of time provided for voting to the persons, who have not by then cast their votes, the Counting Commission shall furnish the persons participating in the General Shareholders Meeting with information about the number of votes held by the persons, who have by then registered for participation and/or participated in the General Shareholders Meeting.

6.7.11 The Counting Commission shall draw the minutes of registration of participants of the meeting containing the following information:

- the full official name of the Company;
- the location of the Company;
- the type of the General Shareholders Meeting (annual or extraordinary);
- the form of the General Shareholders Meeting;
- the date of the General Shareholders Meeting;
- the place of the General Shareholders Meeting;
- the number of votes held by the persons included into the list of persons entitled to participate in the General Shareholders Meeting with respect to each issue on the agenda of the General Shareholders Meeting;
- the number of persons registered for participation in the General Shareholders Meeting, and the number of votes held by such persons with respect to each issue on the agenda of the General Shareholders Meeting, with an indication as to whether there was a quorum for each issue on the agenda;
- the number of voting ballots received by the Company not later than two days prior to the date of the General Shareholders Meeting, and the number of voting shares of the Company represented by such voting ballots;
- the number of voting ballots issued to the participants of the General Shareholders Meeting at the time of registration;
- the date, on which the minutes are drawn up.

6.7.12 Written complaints and requests related to the registration procedure shall be attached to the minutes.

6.7.13 The minutes shall be signed by authorized representatives of the registrar acting in the capacity of the Counting Commission.

#### 6.8. Time and Place of the General Shareholders Meeting

6.8.1 The General Shareholders Meeting may not be conducted at a place or at a time which create significant attendance obstacles for the majority of shareholders of the Company, or make such attendance impossible.

6.8.2 The General Shareholders Meeting may not be conducted later than 22:00 or earlier than 09:00 by the local time.

#### 6.9. Rules of Order of the General Shareholders Meeting

6.9.1 The meeting shall be conducted without any interruptions, except as stipulated below.

6.9.2 If the meeting has continued for 2 consecutive hours, there shall be announced a break of not less than 15 minutes, nor more than 30 minutes.

If the General Shareholders Meeting has continued for 4 consecutive hours, there may be announced a break of not less than 40 minutes, nor more than 2 hours.

The meeting may not continue after 22:00 by the local time.

The meeting shall, as a rule, be conducted for only one day.

If it is impossible to conduct the meeting for only one day, it shall be adjourned to the next day, provided that it shall recommence not earlier than 09:00 by the local time.

6.9.3 The time allocated for the presentation of the main speaker on each issue on the agenda shall be not less than 15 minutes, nor more than 30 minutes.

6.9.4 Questions to the speakers and requests to grant the floor may be submitted only in writing. Questions and requests shall be submitted to the person chairing the General Shareholders Meeting.

Answers to the questions posed to the speakers may be announced at the General Shareholders Meeting before it ends, or communicated to the relevant shareholders in writing.

No participant of the meeting may speak on the same agenda issue more than two times. Duration of the first presentation may not exceed 10 minutes, while duration of the second presentation may not exceed 3 minutes.

6.9.5 Rules of order of the General Shareholders Meeting shall provide for the following stages in its proceedings:

- opening of the General Shareholders Meeting and announcement of the issues on the agenda for which there is a quorum;
- presentations of the participants of the meeting on issues on the agenda (discussion on issues on the agenda);
- completion of discussion on the last issue on the agenda of the General Shareholders Meeting (the last issue on the agenda of the General Shareholders Meeting, for which there is a quorum);
- completion of registration of participants of the meeting;
- voting on the issues on the agenda;
- closing of the General Shareholders Meeting;
- completion of acceptance of voting ballots by the Counting Commission.

6.9.6 To ensure that shareholders receive as much comprehensive and objective information about the Company as possible, special time shall be allocated during the meeting for presentations by the main officers of the Company.

#### 6.10. Broadcast of the General Shareholders Meeting

6.10.1 During the General Shareholders Meeting conducted in the form of a meeting, the Company may broadcast the same in the form of video conferences in cities where the Company is present, and on the web site of the Company on the Internet information and telecommunication network.

6.10.2 The broadcast shall be carried out by transmission of video and sound signals from the place where the General Shareholders Meeting is being conducted, and access thereto shall be granted to persons entitled to participate in the General Shareholders Meeting. While viewing the broadcast, shareholders may not ask questions on issues on the agenda, make presentations, present comments, or vote on issues on the agenda.

6.10.3 A resolution regarding the broadcasting, its form, and cities where it can be viewed shall be adopted by the President of the Company. The information about the form and procedure for the broadcast of the General Shareholders Meeting shall be provided in the notice of the General Shareholders Meeting.

**Article 7. Conduct of the General Shareholders Meeting in the Form of an absentee voting**

7.1. Possibility to Conduct the General Shareholders Meeting in the Form of an absentee voting

7.1.1 Resolutions of the General Shareholders Meeting may be approved without conducting the meeting (without joint presence of shareholders for discussion of the issues on the agenda and adoption of resolutions on issues put to the vote) by means of an absentee voting (conducting the General Shareholders Meeting in the form of an absentee voting).

The date of the General Shareholders Meeting conducted in the form of an absentee voting shall be the deadline for the submission of filled-in voting ballots.

7.1.2 The General Shareholders Meeting conducted in the form of an absentee voting may not consider and adopt resolutions on the following issues:

- approval of the annual report;
- approval of the annual accounting statements, including the profit and loss statements (profit and loss accounts) of the Company;
- distribution of profits and losses of the Company at the end of the fiscal year;
- election of the Board of Directors of the Company;
- election of the Audit Commission of the Company;
- approval of the Auditor of the Company.

7.1.3 No new General Shareholders Meeting conducted instead of a failed General Shareholders Meeting which should have been conducted in the form of a meeting shall be conducted in the form of an absentee voting.

7.2. Conduct of the General Shareholders Meeting in the Form of Absentee Voting

7.2.1 Ballots for voting at the General Shareholders Meeting conducted in the form of an absentee voting shall be sent or delivered against personal signature to each person included into the list of persons entitled to participate in the General Shareholders Meeting within the period of time stipulated by the effective legislation of the Russian Federation.

The methods to be used for delivery of voting ballots shall be stipulated by the Charter of the Company.

7.2.2 Filled-in voting ballots sent to the location of the individual executive body of the Company as specified in the Uniform State Register of Legal Entities, and to the address specified in the Charter of the Company, shall be deemed to have been sent at the proper mailing address regardless of whether such mailing address was specified in the notice of the General Shareholders Meeting.

**Article 8. Voting Ballots**

8.1. Voting Ballots

- 8.1.1 Voting at the General Shareholders Meeting on issues put to the vote shall be performed by casting voting ballots.
- 8.1.2 Voting ballots shall be sent or delivered against personal signature to each person included into the list of persons entitled to participate in the General Shareholders Meeting at least 20 days prior to the date of the General Shareholders Meeting. Voting ballots shall be sent by registered mail. If voting at the General Shareholders Meeting conducted in the form of a meeting may be performed by submission to the Company of filled-in voting ballots and, if the General Shareholders Meeting is conducted in the form of an absentee voting, if so requested by persons entitled to participate in such General Shareholders Meeting, voting ballots shall be issued to them with a note that they have been issued a second time.
- 8.1.3 Voting ballots shall be completed on original forms received by shareholders from the Company, and sent to the Company by registered mail or courier, delivered personally at the addresses specified in such voting ballots, or dispatched by electronic mail using electronic voting devices in situations where the resolution regarding the possibility of voting on issues on the agenda of the General Shareholders Meeting with the use of electronic facilities is adopted by the Board of Directors of the Company in the course of preparation for the General Shareholders Meeting.
- 8.1.4 If the voting ballot is submitted to the Company prior to the General Shareholders Meeting conducted in the form of a meeting, and if the General Shareholders Meeting is conducted in the form of an absentee voting, the voting ballot signed by the representative of the person included into the list of persons entitled to participate in the General Shareholders Meeting acting under a power of attorney shall be accompanied by such power of attorney (its notarized copy) or another document (its notarized copy) certifying the right of such representative to act for an on behalf of the shareholder.
- 8.1.5 Each shareholder completing the voting ballot may, until the end of the General Shareholders Meeting conducted in the form of a meeting, demand that a copy of the voting ballot completed by such shareholder be certified by the Counting Commission of the Company. In that case, such copy of the voting ballot completed by the shareholder shall be made at the expense of the person demanding its certification.
- 8.1.6 The Company shall store all voting ballots received by it, including the following:
- voting ballots received by the Company after the deadline for the submission of filled-in voting ballots, if the General Shareholders Meeting is conducted in the form of an absentee voting;
  - voting ballots received by the Company later than two days before the date of the General Shareholders Meeting, if the General Shareholders Meeting is conducted in the form of a meeting with voting ballots being sent (delivered) to shareholders prior to such General Shareholders Meeting.



8.2. Requirements Applicable to the Content of Voting Ballots

8.2.1 If the General Shareholders Meeting is conducted in the form of a meeting with voting ballots being sent (delivered) to shareholders in advance of such General Shareholders Meeting, the voting ballots shall contain the following information:

- the full official name of the Company;
- the location of the Company;
- the form of the General Shareholders Meeting;
- the date of the General Shareholders Meeting;
- the time of the General Shareholders Meeting;
- the place of the General Shareholders Meeting;
- the mailing address(es), at which shareholders may send filled-in voting ballots if, pursuant to the Federal Law "On Joint Stock Companies" and the Charter of the Company, filled-in voting ballots may be sent to the Company;
- the issue put to the vote;
- wordings of resolutions on the issue put to the vote (name of each candidate) to be voted upon using the voting ballot;
- voting options for each proposed resolution on the issue put to the vote, expressed as "for", "against" or "abstained";
- the reminder that the voting ballot is to be signed by the shareholder;
- other information as may be stipulated by effective regulations of the body responsible for regulation, control and supervision of financial markets.

8.2.2 If the meeting is conducted in the form of an absentee voting, the voting ballot shall contain the following information:

- the full official name of the Company;
- the location of the Company;
- the form of conduct of the General Shareholders Meeting (ballot vote);
- the date of the General Shareholders Meeting (the deadline for the submission of filled-in voting ballots);
- the place of the General Shareholders Meeting (the mailing address, at which filled-in voting ballots shall be sent (submitted));
- the issue put to the vote;
- wordings of resolutions on the matter to be voted upon using the voting ballot;
- voting options for each proposed resolution on the issue put to the vote, expressed as "for", "against" or "abstained";
- the reminder that the voting ballot is to be signed by the shareholder;
- other information as may be stipulated by effective regulations of the federal executive body responsible for regulation, control and supervision of financial markets.

8.3. **Requirements Applicable to Voting Ballots for Cumulative Voting**

8.3.1 If cumulative voting is used to elect the members of the Board of Directors of the Company, the voting ballot shall contain an indication to that effect, and an explanation of the cumulative voting procedure.

8.3.2 The cumulative voting ballot shall contain the following voting options: "for", "against all candidates", and "abstained with respect to all candidates".

8.3.3 When selecting "for", the participant of the meeting may cast all his/her votes in favor of one candidate, or distribute his/her votes among two or more candidates in any proportion at his/her discretion.

The number of candidates among which votes are distributed in the course of cumulative voting may exceed the number of persons to be elected to the Board of Directors of the Company.

The aggregate number of votes so distributed shall not exceed the total number of votes at the disposal of such participant of the meeting, failing which the voting ballot shall be ruled invalid.

8.4. **Voting Procedure**

8.4.1 Persons registered for participation in the General Shareholders Meeting conducted in the form of a meeting may vote on all issues on the agenda since the time of opening of the General Shareholders Meeting.

8.4.2 Upon completion of discussion on the last issue on the agenda of the General Shareholders Meeting (the last issue on the agenda of the General Shareholders Meeting, for which there is a quorum), persons, who have not voted by that time shall be given time to cast their votes.

The time between completion of discussion on the last issue on the agenda of the General Shareholders Meeting (the last issue on the agenda of the General Shareholders Meeting, for which there is a quorum) and completion of acceptance of filled-in voting ballots on all issues on the agenda shall be 1 hour.

8.4.3 Participants of the meeting shall complete their voting ballots without using voting booths.

To accelerate determination of voting results, it shall be allowed to use separate voting boxes for the options "for", "against" and "abstained" for each issue on the agenda.

**Article 9. Determination of voting results**

9.1. **Determination of voting results**

9.1.1 The voting results on issues put to the vote shall be determined by the Counting Commission.

9.1.2 If the agenda of the General Shareholders Meeting concurrently includes issues related to election of several bodies of the Company, then, regardless of the order in which they are considered, the voting results on such issues shall be determined in the following order of priority:

- election of the Board of Directors of the Company;
- election of the Audit Commission of the Company.

9.1.3 When determining the voting results on election of the Audit Commission of the Company, votes associated with shares held by elected members of the Board of Directors and by members of executive bodies of the Company shall not be taken into consideration.

9.1.4 If the agenda of the General Shareholders Meeting includes issues related to early termination of the existing members of the Board of Directors and the Audit Commission of the Company and election of new members of the Board of Directors and the Audit Commission of the Company, then, if resolution on such early termination is not adopted, determination of voting results on election of new members of those bodies of the Company shall not be necessary.

## 9.2. Minutes of voting results at the General Shareholders Meeting

9.2.1 Based on the voting results, the Counting Commission shall draw up the minutes on the voting results at the General Shareholders Meeting showing voting results for each issue on the agenda put to the vote, and for each procedural matter voted on at the General Shareholders Meeting.

9.2.2 The minutes on the voting results shall contain the following information:

- the full official name of the Company;
- the location of the Company;
- the type of the General Shareholders Meeting (annual or extraordinary);
- the form of the General Shareholders Meeting (meeting or absentee voting);
- the date of the General Shareholders Meeting;
- the place of the General Shareholders Meeting conducted in the form of joint presence (address at which the meeting was held);
- the date for the purpose of compilation of the list of persons entitled to participate in the General Shareholders Meeting;
- the agenda of the General Shareholders Meeting;
- the time of commencement and termination of registration of persons entitled to participate in the General Shareholders Meeting conducted in the form of joint presence;
- the time of opening and closing of the General Shareholders Meeting conducted in the form of joint presence;
- the time of commencement of vote count, if resolutions adopted by the General Shareholders Meeting, and the voting results on them, were announced at the General Shareholders Meeting;
- the number of votes held by the persons included into the list of persons entitled to participate in the General Shareholders Meeting with respect to each issue on the agenda of the General Shareholders Meeting;
- the number of votes attributed to the voting shares of the Company with respect to each issue on the agenda of the General Shareholders Meeting;

- the number of votes held by the persons, who participated in the General Shareholders Meeting with respect to each issue on the agenda of the General Shareholders Meeting, and an indication as to whether there was a quorum for each such matter;
- the number of votes cast for each voting option ("for", "against" and "abstained") on each issue on the agenda of the General Shareholders Meeting, for which there was a quorum;
- the number of votes cast with respect to each issue on the agenda of the General Shareholders Meeting put to the vote, where such votes were not counted due invalidation of voting ballots (including invalidation to the extent applicable to voting on appropriate issues) or for other reasons stipulated by effective regulations of the body responsible for regulation, control and supervision of financial markets;
- the full official name and location of the registrar, and names of the persons authorized by the registrar;
- the date of drawing up of the minutes on the voting results at the General Shareholders Meeting.

If the agenda of the General Shareholders Meeting includes the issue of approval by the Company of a related party transaction, the minutes on the voting results at the General Shareholders Meeting shall contain the following information:

- the number of votes held on such matter by all persons included into the list of persons entitled to participate in the General Shareholders Meeting and not interested in execution of the transaction by the Company;
- the number of votes attributed to the voting shares of the Company held by the persons not interested in execution of the transaction by the Company;
- the number of votes held on such matter by the persons not interested in execution of the transaction by the Company, who participated in the General Shareholders Meeting;
- the number of votes cast on such issue for each voting option ("for", "against" and "abstained").

9.2.3 The minutes on the voting results shall be drawn in at least two counterparts.

The minutes on the voting results at the General Shareholders Meeting shall be signed by the persons authorized by the registrar.

9.2.4 The minutes on the voting results shall be drawn up within three business days following the date of closing of the General Shareholders Meeting or, if the General Shareholders Meeting was conducted in the form of an absentee voting, following the deadline for the submission of filled-in voting ballots.

9.2.5 The minutes on the voting results shall be attached to the minutes of the General Shareholders Meeting.

9.2.6 The minutes on the voting results shall not be subject to approval by the General Shareholders Meeting.

9.2.7 The minutes on the voting results shall be accompanied by written complaints and statements received by the Counting Commission.

9.3. Report on voting results at the general shareholders meeting

9.3.1 During the General Shareholders Meeting, a report on the voting results shall be drawn up in addition to the minutes on the voting results, such report is to be communicated to all persons included into the list of persons entitled to participate in the General Shareholders Meeting, in accordance with the procedure stipulated by the Charter of the Company for notification of the General Shareholders Meeting, within 4 business days following the date of closing of the General Shareholders Meeting or, if the General Shareholders Meeting was conducted in the form of an absentee voting, following the deadline for the submission of filled-in voting ballots.

9.3.2 The report on the voting results shall contain the following information:

- the full official name of the Company;
- the location of the Company;
- the type of the General Shareholders Meeting (annual or extraordinary);
- the form of the General Shareholders Meeting (meeting or absentee voting);
- the date of the General Shareholders Meeting;
- the place of the General Shareholders Meeting conducted in the form of joint presence (address at which the meeting was held);
- the date for the purpose of compilation of the list of persons entitled to participate in the General Shareholders Meeting;
- the agenda of the General Shareholders Meeting;
- the number of votes held by the persons included into the list of persons entitled to participate in the General Shareholders Meeting with respect to each issue on the agenda of the General Shareholders Meeting;
- the number of votes attributed to the voting shares of the Company with respect to each issue on the agenda of the General Shareholders Meeting;
- the number of votes held by the persons, who participated in the General Shareholders Meeting with respect to each issue on the agenda of the General Shareholders Meeting, and an indication as to whether there was a quorum for each such issue;
- the number of votes cast for each voting option ("for", "against" and "abstained") on each issue on the agenda of the General Shareholders Meeting, for which there was a quorum;
- wordings of resolutions adopted by the General Shareholders Meeting on each issue on the agenda of the General Shareholders Meeting;
- the full official name and location of the registrar, and names of the persons authorized by the registrar;
- the names of the Chairman and the Secretary of the General Shareholders Meeting.

If the agenda of the General Shareholders Meeting includes the issue of approval by the Company of a related party transaction, the report on voting results at the general shareholders meeting shall contain the following information:

- the number of votes held on such issue by all persons included into the list of persons entitled to participate in the General Shareholders Meeting and not interested in execution of the transaction by the Company;
- the number of votes attributed to the voting shares of the Company held by the persons not interested in execution of the transaction by the Company;
- the number of votes held on such matter by the persons not interested in execution of the transaction by the Company, who participated in the General Shareholders Meeting;
- the number of votes cast on such matter for each voting option ("for", "against" and "abstained").

9.3.3 The report on voting results at the General Shareholders Meeting shall be signed by the Chairman and the Secretary of the General Shareholders Meeting.

**Article 10. Minutes and Expenses Associated with Conduct of the General Shareholders Meeting**

10.1. Drawing up of Minutes of the General Shareholders Meeting

10.1.1 The minutes of the General Shareholders Meeting shall be drawn up within three business days following the date of closing of the General Shareholders Meeting.

If the General Shareholders Meeting was conducted in the form of an absentee voting, the minutes of the General Shareholders Meeting shall be drawn up within three business days following the deadline for the acceptance of voting ballots by the Company.

10.1.2 The minutes of the General Shareholders Meeting shall contain the following information:

- the full official name of the Company;
- the location of the Company;
- the type of the General Shareholders Meeting (annual or extraordinary);
- the form of the General Shareholders Meeting (meeting or absentee voting);
- the date of the General Shareholders Meeting;
- the place of the General Shareholders Meeting (address at which the General Shareholders Meeting was held);
- the date for the purpose of compilation of the list of persons entitled to participate in the General Shareholders Meeting;
- the agenda of the General Shareholders Meeting;

- the time of commencement and termination of registration of persons entitled to participate in the General Shareholders Meeting conducted in the form of joint presence;
- the time of opening and closing of the General Shareholders Meeting conducted in the form of joint presence;
- the time of commencement of vote count, if resolutions adopted by the General Shareholders Meeting, and the voting results on such issues, were announced at the General Shareholders Meeting;
- the mailing address(es) at which filled-in voting ballots were sent if the General Shareholders Meeting was conducted in the form of an absentee voting, and if the General Shareholders Meeting was conducted in the form of joint presence, but voting on issues included into the agenda of the General Shareholders Meeting could have been conducted by sending filled-in voting ballots to the Company;
- the number of votes held by the persons included into the list of persons entitled to participate in the General Shareholders Meeting with respect to each issue on the agenda of the General Shareholders Meeting;
- the number of votes attributed to the voting shares of the Company with respect to each issue on the agenda of the General Shareholders Meeting;
- the number of votes held by the persons, who participated in the General Shareholders Meeting with respect to each issue on the agenda of the General Shareholders Meeting, and an indication as to whether there was a quorum for each such matter;
- the number of votes cast for each voting option ("for", "against" and "abstained") on each issue on the agenda of the General Shareholders Meeting, for which there was a quorum;
- wording of resolutions adopted by the General Shareholders Meeting on each issue on the agenda of the General Shareholders Meeting;
- summaries of presentations and names of persons who spoke on each issue on the agenda of the General Shareholders Meeting conducted in the form of joint presence;
- the names of the Chairman (members of the presidium) and the Secretary of the General Shareholders Meeting;
- the date, on which the minutes of the General Shareholders Meeting were drawn up.

If the agenda of the General Shareholders Meeting includes the issue of approval by the Company of a related party transaction, the minutes of the General Shareholders Meeting shall contain the following information:

- the number of votes held on such issue by all persons included into the list of persons entitled to participate in the General Shareholders Meeting and not interested in execution of the transaction by the Company;
- the number of votes attributed to the voting shares of the Company held by the persons not interested in execution of the transaction by the Company;

- the number of votes held on such issue by the persons not interested in execution of the transaction by the Company, who attended the General Shareholders Meeting;
- the number of votes cast on such matter for each voting option ("for", "against" and "abstained").

If the agenda of the General Shareholders Meeting of the Company includes the issue of election of the Board of Directors of the Company, the minutes of the General Shareholders Meeting shall indicate, who of the elected members of the Board of Directors of the Company were elected as independent directors.

10.1.3 The minutes shall indicate whether any resolutions were adopted on each issue put to the vote. If the General Shareholders Meeting elected the bodies of the Company, the minutes shall indicate whether elections to each such body took place.

10.1.4 The following documents shall be attached to the minutes of the General Shareholders Meeting:

- minutes of voting results at the General Shareholders Meeting;
- documents adopted or approved by resolutions of the General Shareholders Meeting.

10.1.5 If the General Shareholders Meeting approved amendments and additions to the Charter of the Company / new version of the Charter of the Company / regulations on the bodies of the Company / amendments and additions to regulations on the bodies of the Company or new versions of regulations on the bodies of the Company, approved annual report(s), annual accounting statements, accession or merger agreements; separation balances, transfer certificates, etc., the documents listed above shall be attached to the minutes of the General Shareholders Meeting.

10.1.6 The minutes of the General Shareholders Meeting shall be drawn up in two counterparts, which shall be signed by the Chairman of the General Shareholders Meeting and the Secretary of the General Shareholders Meeting. If it is necessary to make more than two counterparts of the minutes of the General Shareholders Meeting, the minutes shall contain an indication as to the number of such counterparts.

10.1.7 Following the signing of the minutes of the General Shareholders Meeting, they shall be published on the web site of the Company on the Internet information and telecommunication network.

10.2. Expenses Associated with Convocation and Conduct of the General Shareholders meeting

10.2.1 The budget of expenses associated with the conduct of the General Shareholders Meeting shall be approved by the President of the Company.

10.2.2 If the General Shareholders Meeting is conducted by resolution of persons entitled to request the conduct of the General Shareholders Meeting, expenses incurred by such persons in connection with the convocation and conduct of the General Shareholders Meeting may be reimbursed by the Company, subject to an appropriate resolution of the General Shareholders Meeting.