

APPROVED
by the Annual General Meeting of
Shareholders of PJSC "Aeroflot"
of June 22, 2015
Minutes No. ___ dated June ____, 2015

REGULATIONS
ON THE GENERAL MEETING OF SHAREHOLDERS
OF PUBLIC JOINT STOCK COMPANY
"AEROFLOT - RUSSIAN AIRLINES"
(Revision No. 4)

Moscow, 2015

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These Regulations govern the procedure for preparing, convening and holding a General Meeting of Shareholders of Public Joint Stock Company "Aeroflot-Russian Airlines" (the "Company") and applies to the annual and extraordinary meetings of shareholders (hereinafter also referred to as the "General Meeting").

In the process of preparing for the General Meeting, nominating candidates to the Company's Board of Directors and Audit Commission, proposing items for the agenda of the General Meeting, voting at General Meetings on behalf of the Russian Federation, representatives of the Russian Federation in the Company shall follow the requirements of the laws and regulations of the Russian Federation defining the procedure for appointing representatives of the Russian Federation in governing bodies and audit commissions of open joint stock companies and their activities.

The General Meeting shall be prepared, convened and held in accordance with the Federal Law "On Joint Stock Companies" No 208-FZ of December 26, 1995 (hereinafter referred to as Federal Law "On Joint Stock Companies"), requirements established by the federal executive authority for the securities market, the Articles of Association of the Company and these Regulations.

Article 1. General Meeting of Shareholders of the Company

1.1. The General Meeting of Shareholders is the supreme governing body of the Company.

1.2. The Company shall hold the General Meeting of Shareholders on an annual basis (the Annual General Meeting).

The Annual General Meeting shall be held not earlier than three months and not later than six months after the end of the Company's fiscal year. The business transacted at Annual General Meetings shall include election of the members of the Board of Directors, Audit Commission, appointment of the Company's Auditor, review of the Company's annual report and other documents provided for in Article 2, paragraph 2.1, subparagraph 2.1.10 of these Regulations and paragraph 16.8, subparagraph 10 of the Company's Articles of Association, as well as other matters falling within the competence of the General Meeting of Shareholders.

All General Meetings other than Annual General Meetings shall be deemed to be Extraordinary General Meetings.

1.3. The General Meeting may be held as a physical meeting (collective presence of shareholders to discuss items on the agenda and pass resolutions on matters put to vote) or by absentee voting (by poll).

The Annual General Meeting of the Company can only be held as a physical meeting (collective presence of shareholders).

Article 2. Competence of the General Meeting

2.1. The following matters shall fall within the competence of the General Meeting of Shareholders:

2.1.1. Making amendments and additions to the Articles of Association of the Company in cases provided for by the legislation of the Russian Federation or approving a new version of the Company's Articles of Association.

2.1.2. Reorganization of the Company.

2.1.3. Liquidation of the Company, appointment of a liquidation commission and approval of interim and final liquidation balance sheets.

2.1.4. Election of members of the Company's Board of Directors and early termination of their powers.

2.1.5. Determination of the category (type), number and par value of authorized shares and rights attached to them.

2.1.6. Increase of the Company's authorized capital by increasing the par value of the shares or by issuing additional shares in cases stipulated by law and the Articles of Association of the Company.

2.1.7. Decrease of the Company's authorized capital by decreasing the par value of the shares or via acquisition by the Company of a part of its shares to reduce their total number and through cancellation of the shares purchased or redeemed by the Company.

2.1.8. Election of members of the Company's Audit Commission and early termination of their powers.

2.1.9. Approval of the Company's Auditor.

2.1.10. Approval of annual reports, annual financial statements, including profit and loss statements (accounts) of the Company, and distribution of profits (including payment (declaration) of dividends, excluding profits distributed as dividends for the first three, six and nine months of the fiscal year) and losses of the Company for the fiscal year.

2.1.11. Determining the proceedings of the General Meeting.

2.1.12. Splitting and consolidating shares.

2.1.13. Deciding on approval of interested party transactions in cases provided for in Chapter XI of the Federal Law "On Joint Stock Companies".

2.1.14. Deciding on approval of major transactions in cases provided for in Chapter X of the Federal Law "On Joint Stock Companies".

2.1.15. Purchase by the Company of outstanding shares in cases provided for by the Federal Law "On Joint Stock Companies".

2.1.16. Deciding on the Company's participation in financial industrial groups, associations and other unions of commercial organizations.

2.1.17. Approval of the Regulations on the General Meeting of Shareholders, the Board of Directors, the Executive Board and the Audit Commission of the Company.

2.1.18. Payment (declaration) of dividends for the first three, six, nine months of a fiscal year.

2.1.19. Placement of bonds convertible into shares or other equity securities convertible into shares.

2.1.20. Approval of the amount of remuneration and compensations payable to members of the Board of Directors and Audit Commission of the Company.

2.1.21. Adoption of a decision to file an application for delisting of the Company's shares and (or) equity securities convertible into shares of the Company;

2.1.21. Resolving other issues as specified in the Federal Law "On Joint Stock Companies".

2.2. Matters falling within the competence of the General Meeting may not be delegated to the Company's Board of Directors or executive body for decision.

2.3. The General Meeting may not take decisions on matters that do not fall within its competence.

2.4. The General Meeting may not decide on matters not listed on the agenda of the meeting or change the agenda.

Article 3. Right to Participate in the General Meeting

3.1. Shareholders may exercise their right to participate in the General Meeting either personally or through a proxy.

3.1.1. The shareholder has the right to replace his/her proxy at any time and to attend the General Meeting personally.

3.1.2. A shareholder's proxy shall act at the General Meeting in accordance with the powers provided for by federal laws or regulations established by authorized state or local government agencies, or a written power of attorney. The power of attorney for voting shall contain information about the represented shareholder and the proxy (name, address of residence or location, passport details, i.e. passport number and date of issue). The power of attorney for voting shall be issued in accordance with the requirements set forth in Article 185, paragraphs 4 and 5 of the Civil Code of the Russian Federation or notarized.

3.1.3. Documents confirming powers of successors and proxies of persons included in the list of persons entitled to participate in the General Meeting (notarized copies thereof) shall be attached to the ballots sent by those persons or shall be submitted to the Counting Commission or to the Registrar acting as the Counting Commission at the time of registration of those persons for participation in the General Meeting.

3.2. The list of persons entitled to participate in the General Meeting shall be prepared on the basis of the data recorded in the Company's Shareholder Register as at the date fixed by the Company's Board of Directors (the record date).

The record date for the General Meeting may not be less than 10 days after the date the decision to hold the General Meeting is made or less than 50 days before the date of the General Meeting, and where the proposed agenda of an Extraordinary General Meeting includes the election of members of the Board of Directors, may not be less than 80 days before the date of the General Meeting.

In the case of a General Meeting where voting is by ballots mailed to shareholders and received back by the Company not later than two days prior to the date of the meeting and such ballots are counted towards the quorum at the meeting, the record date for the meeting shall be at least **45** days prior to the meeting.

3.3. For the purpose of drawing up the list of persons entitled to participate in the General Meeting, nominee shareholders shall submit information about the persons on whose behalf they hold the shares as at the record date.

3.4. The list of persons entitled to participate in the General Meeting shall be made available for familiarization upon request of the person(s) included in the said list and holding at least 1 percent of the votes on any item on the agenda of the General Meeting in the manner specified herein for submission of information (materials) during preparation for the General Meeting.

Furthermore, details of documents and mailing addresses of individuals included in that list may be disclosed only with their consent.

Upon request of any person concerned, the Company shall, within three days, provide to such person an extract from the list of persons entitled to participate in the General Meeting containing information about this person or a written statement that such person is not included the list of persons entitled to participate in the General Meeting.

3.5. Any changes to the list of persons entitled to participate in the General Meeting shall be made only to reinstate the infringed rights of persons who have not been included therein as at the record date or correct mistakes made when preparing the list.

3.6. If shares have been transferred after the record date for the list of persons entitled to participate in the General Meeting and prior to the date of the meeting (hereinafter referred to as "shares transferred after the record date"), the transferor included in that list shall issue a power of attorney to the acquirer for voting at the General Meeting or shall vote at the meeting in accordance with the acquirer's instructions. This rule shall also apply to any subsequent share transfers.

When shares transferred after the record date have been transferred to two or more acquirers, the person included in the list of persons entitled to participate in the General Meeting shall vote at the General Meeting according to the instructions of each acquirer of shares and/or issue to each acquirer a power of attorney for voting, indicating the number of shares which may voted under the power of attorney.

If the instructions of the acquirers coincide, their votes shall be summed up. If the acquirers' instructions in relation to the vote on the same item on the agenda of the General Meeting do not coincide, the person included in the list of persons entitled to participate in the General Meeting shall vote on such item according to the received instructions with the number of votes attached to the shares held by each acquirer.

In case the shares entitled to vote at the General Meeting are in circulation outside the Russian Federation as foreign issuer's securities issued under foreign law and certifying the rights to such shares (depository securities), the voting on such shares must be carried out only according to the instructions of the owners of depository securities.

3.7. In case a Company's share is in common equity ownership of several persons, the right to vote at the General Meeting shall be exercised either by one of the owners in common or by their common proxy as they see fit. The powers of any such person must be duly certified.

3.8. As a rule, when the General Meeting is held as a physical meeting, advance registration of participants starting at least 2 days prior to the date of the General Meeting shall be carried out.

The date, venue, time of the General Meeting and the advance registration procedure shall be determined by resolution of the Board of Directors and specified in the Notice of the General Meeting.

3.9. The possibility of presence of guests, mass media representatives at the General Meeting shall be determined by resolution of the Company's Board of Directors.

Article 4. Proposals for the Agenda of the General Meeting

4.1. The Company's shareholder(s) holding, in the aggregate, at least 2 percent of the voting shares of the Company shall be entitled to submit proposals for items to be included in the agenda of the Annual General Meeting and nominate candidates for election to the Board of Directors and Audit Commission of the Company, whose number shall not exceed the total number of members of the respective body established at the previous General Meeting.

Such proposals must be received by the Company not later than 50 days after the end of a fiscal year.

In case the proposed agenda of an Extraordinary General Meeting includes the election of members of the Board of Directors, the Company's shareholder(s) holding, in the aggregate, at least 2 (two) percent of the Company's voting shares shall be entitled to nominate candidates for election to the Board of Directors, whose number shall not exceed the total number of members of the Board. Such proposals must be received by the Company at least 30 (thirty) days before the date of the Extraordinary General Meeting.

The proportion of voting shares held by the shareholder(s) submitting a proposal for the agenda of the General Meeting shall be determined as at the proposal submission date.

4.2. Proposals on items to be included in the agenda and nominations for election to the Company's Board of Directors and Audit Commission (hereinafter referred to as proposals for the agenda) can be submitted by:

- mailing to the address of the Company indicated in the Unified Register of Legal Entities;
- delivering against signature to the person performing the functions of the sole executive body of the Company, the Chairman of the Company's Board of Directors or another person authorized to accept written correspondence addressed to the Company.

4.2.1. If a proposal for the agenda of the General Meeting is sent by mail, the proposal shall be deemed to have been submitted on the date indicated on the date stamp confirming dispatch of mail, and if delivered by hand against signature, on the date of delivery.

4.3. Any proposal for the agenda of the General Meeting shall be submitted in writing and contain the name of the shareholder(s) submitting the proposal and the number and category (type) of shares held thereby and must be signed by the shareholder(s).

4.3.1. In case a proposal for the agenda of the General Meeting is signed by a shareholder's proxy, a power of attorney (a duly certified copy thereof) containing information about the represented shareholder and the proxy which is required to be specified in the power of attorney for voting (proxy) under the Federal Law "On Joint Stock Companies" and issued according to the requirements of the Federal Law "On Joint Stock Companies" for proxies shall be attached to the proposal.

4.3.2. A proposal for the agenda of the General Meeting shall be deemed received from those shareholders who (whose proxies) signed it.

4.3.3. In case a proposal for the agenda of the General Meeting is signed by a shareholder (his/her proxy) whose rights to shares are recorded in a securities account at a depository, a statement of the shareholder's securities account at the depository maintaining records of those shares shall be attached to the proposal.

4.4. A proposal for the agenda of the General Meeting shall contain a wording of each proposed item, and a proposal for nominations shall contain the name of each nominee and the name of the body to which he or she is nominated. A proposal for the agenda of the General Meeting may contain a wording of the resolution on each proposed agenda item.

4.4.1. When making nominations to the Company's Board of Directors and Audit Commission, a written consent of the nominee(s) and information about the nominee(s) which is required to be provided to the persons entitled to participate in the meeting during preparation for the meeting may be attached to the proposal.

4.5. The Board of Directors of the Company shall review the submitted proposals and make a decision to include, or refuse to include, the proposed item in the agenda of the General Meeting not later than 5 days after the deadline specified in clause 4.1 above. The items proposed by a shareholder (shareholders) must be included in the agenda of the General Meeting, and the nominated candidates must be placed on the ballot for election to the Company's Board of Directors and Audit Commission, except for the cases when:

- the shareholder(s) has (have) failed to meet the deadline for submitting proposals for the agenda of the General Meeting set forth in clause 4.1 above;
- the shareholder(s) does (do) not hold the required number of voting shares of the Company as provided in clause 4.1 above;
- the proposal does not meet the requirements stipulated by the Company's Articles of Association or the law;

- the proposed matter for the agenda of the General Meeting is outside its competence and/or runs contrary to the requirements of current legislation of the Russian Federation.

4.6. A motivated decision of the Board of Directors to refuse to include an item in the agenda of the General Meeting or to place a nominee on the ballot for election to the Company's Board of Directors and Audit Commission shall be delivered to the shareholder(s) who proposed the item or nominee not later than 3 (three) days from the proposal submission date.

4.7. The Board of Directors of the Company shall not be authorized to make changes to the wording of items proposed to be included in the agenda of the General Meeting and the proposed wordings of resolutions thereon.

4.8. In addition to the items proposed by shareholders for the agenda of the General Meeting as well as in case of absence of any proposals, absence or insufficient number of nominees proposed by shareholders for forming the respective body, the Board of Directors may include items in the agenda of the General Meeting or place nominees on the ballot at its own discretion.

Article 5. Preparation for and Notice of the General Meeting

5.1. In the process of preparation for the General Meeting the Board of Directors of the Company and, in cases provided for in the Federal Law "On Joint Stock Companies", the persons calling the Meeting shall determine the following:

- form of the General Meeting (physical attendance or absentee voting);
- the date, venue and time of the General Meeting, mailing address for sending completed ballots and, in the case of absentee voting, the deadline for submitting ballots. General Meetings shall be held in Moscow, i.e. the place where the Company's executive bodies are located, or in the Moscow Region, i.e. the place of the Company's main base location;
- the agenda of the General Meeting;
- the record date for the General Meeting;
- the procedure for notifying shareholders of the General Meeting ;
- a list of information (materials) to be made available to the shareholders during preparation for the General Meeting and the procedure for making it available ;
- the form and wording of the ballot.

5.2. The shareholders included in the list of persons entitled to participate in the General Meeting shall be notified of the General Meeting through publication of relevant information on the official website of the Company at: www.aeroflot.ru.

Additionally, a notice of the General Meeting may be published in other publications and media accessible for all shareholders of the Company.

A notice of an Extraordinary General Meeting shall be given in accordance with the requirements of Article 52 of the Federal Law "On Joint-Stock Companies".

5.3. The Company shall publish information about the General Meeting not later than 30 (thirty) days prior to the date of the meeting.

In case the proposed agenda for an Extraordinary General Meeting includes the election of members of the Board of Directors, a notice of the meeting shall be given not later than 70 (seventy) days prior the date of the meeting.

5.4. A notice of the General Meeting shall contain:

- full corporate name and location of the Company;
- form of the General Meeting (physical attendance or absentee voting);
- the date, time and venue of the General Meeting and, in case completed ballots may be mailed to the Company, the mailing address to be used for sending completed ballots or, in the case of absentee voting, the deadline for submitting ballots and the mailing address to be used for sending completed ballots.
- the time when the registration of persons participating in the General Meeting begins in the case of a physical meeting (collective presence of shareholders);
- the record date for the General Meeting;
- the items placed on the agenda of the General Meeting;
- the procedure for familiarization with the information (materials) that must be made available during preparation for the General Meeting and the address (addresses) where it can be accessed .

5.5. The information (materials) to be made available to persons entitled to participate in the General Meeting during preparation for the General Meeting includes the following: the annual financial statements of the Company, including an auditor's report; a report of the Audit Commission on the audit of the annual financial statements, information on the persons nominated for election to the Company's Board of Directors and Audit Commission; recommendations of the Company's Board of Directors regarding distribution of profits, including the amount of dividends on Company shares and the terms and conditions of payment thereof, and losses of the Company for the fiscal year; draft amendments proposed to be made to the Company's Articles of Association or a draft of a new version of the Company's Articles of Association; and other information provided for by current legislation of the Russian Federation and the Company's Articles of Association.

5.5.1. The additional information that must be made available to persons entitled to participate in the General Meeting during preparation for the meeting, if the agenda of General Meeting includes the election of members of the Board of Directors and Audit Commission, includes information on whether or not the written consent of nominated candidates for election to the respective body of the Company has been obtained.

5.5.2. The additional information (materials) that must be made available to persons entitled to participate in the General Meeting during preparation for the meeting,

if the agenda of the General Meeting contains issues the vote on which may trigger the rights to claim redemption of shares by the Company, includes the following:

- an independent appraiser's report on the market value of the Company's shares that may be claimed for redemption;
- calculation of the Company's net asset value according to the accounting data for the latest completed reporting period;
- minutes (extract from the minutes) of the meeting of the Company's Board of Directors where the decision to determine the redemption price of shares was taken, specifying the redemption price of the shares.

5.5.3. The additional information (materials) that must be made available to persons entitled to participate in the General Meeting during preparation for the meeting, if the agenda of the General Meeting includes the reorganization of the Company, includes:

- justification of the conditions and the process of the Company's reorganization contained in the decision on the split-up, spin-off or transformation, or in the merger or takeover agreement approved (adopted) by an authorized body of the Company;
- annual reports and annual financial statements of all organizations involved in the reorganization for the last three completed fiscal years preceding the date of the General Meeting or, for an organization that has been in operation for less than three years, for each completed fiscal year since the establishment of the organization ;
- quarterly financial statements of all organizations involved in the reorganization for the last completed quarter preceding the date of the General Meeting.

5.5.4. The Company may adopt a list of additional information (materials) that must be made available to shareholders during preparation for the General Meeting.

5.6. The annual report of the Company submitted for approval at the Annual General Meeting shall contain the following:

- assessment of the Company's positions in the industry;
- priority business areas of the Company;
- report of the Board of Directors of the Company on the results of the Company's development in its priority business areas;
- outlook for the development of the Company;
- report on the payment of declared (accrued) dividends on Company shares;
- description of main risk factors associated with Company's activities;
- list of transactions completed by the Company during the reporting year that are classified as major transactions in accordance with the Federal Law "On Joint Stock Companies" as well as other transactions which, under the Articles

of Association of the Company, are subject to the procedure for approval of major transactions, indicating for each transaction the material terms and conditions and the Company's governing body that approved the transaction;

- list of transactions completed by the Company during the reporting year that are classified as interested party transactions in accordance with the Federal Law "On Joint Stock Companies", indicating for each transaction the interested party(ies), the material terms and conditions and the Company's governing body that approved the transaction;
- composition of the Company's Board of Directors, including information on the changes in the Board membership that took place during the reporting year and information on the members of the Board of Directors, including their biographical summaries and the number of Company shares held by them during the reporting period;
- information on the person holding the position of the General Director of the Company and members of the Company's Executive Board, including their biographical summaries and the number of Company shares held by them during the reporting period;
- determination criteria and the amount of remuneration (compensation of expenses) payable to the person holding the position of the General Director of the Company, each member of the Company's Executive Board and each member of the Company's Board of Directors, or the total amount of remuneration (compensation of expenses) paid or to be paid to all those persons based on the results of the reporting year;
- information on the observance by the Company of the Code of Corporate Conduct;
- other information as may be required by the Articles of Association or by other internal regulations of the Company.

The annual report of the Company shall be signed by the person holding the position of the Company's General Director.

The annual report of the Company shall be endorsed as preliminarily approved by the Company's Board of Directors.

5.7. The information (materials) included in the list of information that must be made available to shareholders during preparation for the General Meeting shall be accessible for the persons entitled to participate in the General Meeting during the 30 (thirty) days preceding the General Meeting in an office at the Company's location and in other places addresses of which are specified in the notice of the General Meeting. Access to the said information (materials) shall be also provided to the persons attending the General Meeting during the meeting.

At the request of a person entitled to participate in the General Meeting, the Company shall provide copies of the above-mentioned documents to that person within 5 days from the date the request is received by the Company. The fee charged for such copies shall not exceed the costs of production thereof.

In case a person registered in the Company's Shareholder Register is a nominee shareholder, a notice of the General Meeting shall be sent to that nominee shareholder.

Article 6. Counting Commission of the Company

6.1. A specialized Registrar of the Company shall carry out the functions of the Counting Commission.

6.2. The Counting Commission shall verify the powers of the persons participating in the General Meeting, register them, determine the quorum of the General Meeting, provide explanations to questions arising in connection with the exercise by shareholders (their representatives) of their right to vote at the General Meeting, clarify the voting procedure on matters put to vote, ensure that the established voting procedure and the rights of shareholders to vote are observed, count the votes and produce voting results, draw up a protocol on voting results and transfer the ballots to the archive.

Article 7. Registration

7.1. The persons entitled to participate in the General Meeting, except for those whose ballots were received at least two days prior the date of the General Meeting in the case when voting on the agenda items may be carried out by way of mailing completed ballots to the Company, shall be registered for participation in the General Meeting.

7.2. Registration of persons participating in the General Meeting held as a physical meeting (collective presence of shareholders) shall be carried out at the venue of the General Meeting.

7.3. Persons entitled to participate in the General Meeting held as a physical meeting whose ballots were received at least two days prior to the date of the General Meeting shall be entitled to attend the General Meeting.

7.4. If proxies have been issued in relation to shares transferred after the record date for the list of persons entitled to participate in the meeting by a person included in that list, the acquirers of such shares shall be registered for participation in the General Meeting and ballots shall be issued to them.

7.5. Registration of persons entitled to participate in the General Meeting shall be carried out under the condition that persons coming to attend the Meeting are identified by comparing information contained in the list of persons entitled to participate in the General Meeting with the data on identification documents presented (submitted) by such persons.

7.6. Registration of persons entitled to participate in the General Meeting who failed to register prior to the opening of the meeting shall terminate upon completion of the discussion of the last item on the agenda of the General Meeting for which it has the quorum.

Article 8. Quorum of the General Meeting

8.1. The General Meeting shall be competent (have a quorum) if it is attended by shareholders holding, in the aggregate, more than half of the votes attached to the outstanding voting shares of the Company.

8.2. Shareholders who registered for participation in the General Meeting and shareholders whose ballots were received at least two days prior to the date of the General Meeting shall be deemed to have participated in the General Meeting. Shareholders whose ballots were received prior to the deadline for submitting ballots shall be considered to have taken part in the General Meeting held by absentee voting.

8.3. In determining the quorum and counting the votes, the parts of votes represented by fractional shares shall be summed up without rounding off.

8.4. The General Meeting held as a physical meeting may be opened if by the time of its beginning it meets the quorum for at least one item on the agenda.

8.5. Registration of persons entitled to participate in the General Meeting who failed to register for participation the meeting prior to its opening shall terminate upon completion of the discussion of the last item on the agenda of the General Meeting for which it has the quorum.

8.6. If by the commencement time of the meeting the General Meeting does not have the quorum to vote on any agenda item, the meeting shall be adjourned for 1 hour.

The General Meeting shall not be adjourned more than once.

8.7. The General Meeting which, by the time of its beginning, only had the quorum to vote on certain agenda items shall not be dissolved if persons whose registration provides the quorum to make decisions on other agenda items have been registered by the end of registration.

8.8. Declaring a ballot invalid as concerns the vote on one, several or all items voted with that ballot shall not be the reason to exclude the votes attached to such ballot in determining the presence of the quorum.

8.9. If a quorum at an Annual General Meeting is not present, the meeting shall be adjourned to another time and place. No changes to the agenda of the adjourned Annual General Meeting shall be allowed.

If a quorum at an Extraordinary General Meeting is not present, it shall be adjourned and held at a later time with the same agenda.

8.10. An adjourned General Meeting called instead of the failed one shall be competent if it is attended by shareholders (their proxies) holding, in the aggregate, no less than 30 percent of the votes attached to the outstanding voting shares of the Company.

A notice of the adjourned General Meeting shall be given in accordance with the procedure set forth herein.

8.11. At the adjourned General Meeting held within less than 40 days after the failed General Meeting, the persons having the right to vote at the General Meeting shall be identified in accordance with the list of persons entitled to participate in the General Meeting.

Article 9. Voting at the General Meeting

9.1. Voting at the General Meeting shall be carried out in accordance with the principle "one voting share - one vote", except cumulative voting on election of the members of the Company's Board of Directors and some other cases provided for by the legislation of the Russian Federation and the Company's Articles of Association.

9.2. Voting on agenda items at the General Meeting shall be carried out by ballots.

9.3. The form and the text of the ballot shall be approved by the Board of Directors of the Company.

9.4. The ballot shall contain:

- full corporate name and location of the Company;
- form of the General Meeting (physical attendance or absentee voting);
- the date, venue and time of the General Meeting and the mailing address to which completed ballots can be mailed and, in the case of a General Meeting held by absentee voting, the deadline for submitting ballots and the mailing address which can be used for mailing completed ballots;
- the wording of each item (name of each nominee for election) voting on which is carried out by this ballot;
- available voting options for each item on the agenda, expressed as "for", "against" or "abstain";
- an instruction that the ballot must be signed by the voter (by a person entitled to participate in the General Meeting).

9.4.1. The ballot shall have a space next to each voting option for inserting the number of votes given for each voting option and may contain an indication of the number of votes held by the person entitled to participate in the General Meeting. If the ballot is used for voting on two or more items on the agenda of the General Meeting and the person entitled to participate in the General Meeting has a different number of votes in relation to the agenda items, the number of votes that the person is entitled to cast on each item on the agenda of the General Meeting is to be indicated in the ballot.

9.4.2. The ballot shall contain an explanation that:

- the voter has the right to select only one voting option, except when voting in accordance with instructions from persons who acquired shares after the record date for the General Meeting or instructions from owners of depositary securities;
- if more than one voting option is left in the ballot, the number of votes cast for the corresponding voting option should be indicated in the space provided for inserting the number of votes cast for each voting option, and a mark indicating that the voting is carried out in accordance with the instructions of the acquirers of shares that were transferred after the record date for the General Meeting and/or instructions from owners of depositary securities must be made;
- a person voting by proxy issued in relation to shares transferred after the record date for the General Meeting must indicate the number of votes cast for the left

voting option next to the selected option in the space which is provided for inserting the number of votes, and put a mark indicating that the voting is carried out by proxy issued in relation of shares transferred after the record date for the General Meeting;

- if not all the shares have been transferred after the record date for the General Meeting, the voter must indicate the number of votes cast for the left voting option next to the selected option in the space which is provided for inserting the number of votes, and put a mark indicating that part of the shares were transferred after the record date for the General Meeting. If instructions of the acquirers of the shares transferred after the record date for the General Meeting have been received with respect to such shares and they coincide with the left voting option, such votes are summed up.

9.4.3. In the case of a vote for the election of members of the Company's Board of Directors and Audit Commission, the ballot shall contain information about the nominee(s), including first name, surname and patronymic.

9.4.4. In the case of cumulative voting the ballot shall contain an indication thereto and an explanation of the essence of cumulative voting.

9.5. The ballots shall be mailed or delivered by hand against signature to each person indicated in the list of persons entitled to participate in the General Meeting not later than 20 days before the date of the General Meeting. The ballots shall be sent by the Company or by the Company's Registrar by registered mail to addresses indicated in the list of persons entitled to participate in the General Meeting.

9.6. Acceptance of ballots shall be carried out in accordance with the procedure and within the time limits established by the legislation of the Russian Federation, the Company's Articles of Association and these Regulations. When the General Meeting is held in the form of collective presence of shareholders, the latter may vote right in the course of the Meeting.

9.6.1. If voting at the General Meeting held as a physical meeting may be carried out by way of mailing completed ballots to the Company, at the request of persons registered for participation in the General Meeting whose ballots have not been received by the Company or were received later than two days prior to the date of the meeting, such persons shall be issued ballots marked as reissued.

9.6.2. If voting at the General Meeting may be held by way of sending completed ballots, the delivery of completed ballots either to the address (place of location) of the General Director of the Company indicated in the Unified State Register of Legal Entities or to the address specified in the Articles of Association shall be acknowledged as the delivery to the proper mailing address irrespective of whether such address is indicated in the notice of the General Meeting or not.

9.6.3. A person completing the ballot shall be entitled to require that a copy of the ballot completed by the person be certified by the Counting Commission before the end of the General Meeting. Such copy of a ballot completed by a shareholder shall be made for a fee.

9.7. Voting shall be carried out in accordance with the voting procedure adopted every time in the course of the General Meeting.

9.8. Persons who registered for participation in the General Meeting held as a physical meeting shall be entitled to vote on all items of the agenda from the time the it is opened until it is closed, and if, in accordance with these Regulations or by decision of the General Meeting on the proceedings of the General Meeting, the voting results and decisions adopted by the General Meeting are announced at the General Meeting, they can vote from the moment the meeting is opened until the counting of votes on the agenda items starts. This rule shall not apply to voting on procedural motions.

After the discussion of the last item on the agenda of the General Meeting (the last item on the agenda of the General Meeting for which it has the quorum) is completed and until it is closed (the vote count starts), the persons who have not voted before that time shall be given time to vote.

During the vote count, the parts of votes represented by fractional shares shall be summed up without rounding off.

9.9. Election of members of the Board of Directors shall be by cumulative voting. In the case of cumulative voting the number of votes held by each shareholder shall be multiplied by the number of persons who are to be elected to the Board of Directors and the shareholder shall be entitled to give the resultant number of votes to one candidate or distribute them between two or more candidates.

9.10. In some cases voting may be held with the use of additional ballots. The procedure for the use thereof shall be determined in the course of the General Meeting.

9.11. Ballots shall be considered invalid and the votes thereon shall not be counted:

- in case there are to the ballot's particulars;
- in case the ballot is not signed by the voter and/or not affixed with a special stamp or endorsement of the Counting Commission confirming the authenticity of the ballot (in cases when the Counting Commission decides to make such an endorsement by a stamp or a mark in ballots);
- ballots received by the Company that are signed by a representative voting by proxy, in case the Company or the Registrar acting in the capacity of the Counting Commission receives a notice of replacement (recall) of that representative not later than two days prior to the date of the General Meeting;
- if during the vote count two or more completed ballots of the same person are detected that contain contradicting vote on one and the same item, then in relation to that item all such ballots shall be deemed invalid. This rule shall not apply to ballots signed by a person who issued a proxy in relation to shares transferred after the record date for the General Meeting and/or by persons voting by such proxy, wherein the number of votes cast for each voting option is indicated in the space provided for this purpose and appropriate marks as provided in clause 9.4.2 of these Regulations are made.

If in the ballot for voting on the election of members of the Company's Audit Commission the option "for" is left uncrossed in relation to a larger number of candidates than the number of persons to be elected to the said body of the Company, the ballot shall be deemed invalid as far as it concerns the vote on this item.

This rule does not apply to ballots signed by a person voting on shares transferred after the record date for the General Meeting in accordance with instructions received from the acquirers of such shares and/or by a person voting on shares that are in circulation outside the Russian Federation in the form of depositary securities in accordance with the instructions received from the owners of depositary securities and containing relevant marks as provided in clause 9.4.2. of these Regulations.

9.13. A person entitled to participate in the General Meeting (including a new representative voting by proxy) shall be registered for participation in the General Meeting and shall be issued ballots in case a notice of replacement (recall) of the representative has been received by the Company or the Registrar carrying out the functions of the Counting Commission before registration of the representative whose powers are terminated.

9.14. If due to any reason the participant has not submitted his/her ballot during the voting, he or she shall be deemed not to have taken part in the voting and his/her votes shall be disregarded in the final vote count.

9.15. In the course of the meeting in the form of collective presence of shareholders ballots shall be collected in the meeting room by tellers into sealed ballot boxes.

9.16. As a rule, the vote counting shall be done with computer equipment.

9.17. After the protocol on voting returns is drawn up and the minutes of the General Meeting of Shareholders are signed, the ballots shall be sealed by the Registrar carrying out the functions of the Counting Commission and handed over to the Company archive for storage.

Article 10. Extraordinary General Meeting

10.1. An Extraordinary General Meeting shall be called by decision of the Board of Directors at its own initiative, at the request of the Company's Audit Commission, the Auditor of the Company and shareholder(s) holding at least 10 percent of the voting shares of the Company as at the date of the request.

10.2. An Extraordinary General Meeting held at the request of the Company's Audit Commission, Auditor or shareholder(s) holding at least 10 percent of the voting shares of the Company shall be called by the Board of Directors of the Company.

10.3. An Extraordinary General Meeting called at the request of the Company's Audit Commission, Auditor or shareholder(s) holding at least 10 percent of the voting shares of the Company shall be held within 40 days from the date the request to call an Extraordinary Meeting of Shareholders is submitted.

If the proposed agenda of an Extraordinary General Meeting includes the election of members of the Board of Directors who are to be elected by cumulative voting, such

Extraordinary General Meeting shall be held within 70 days from the date the request to call an Extraordinary General Meeting is submitted.

10.4. The request to call an Extraordinary General Meeting shall set out the matters to be placed on the agenda of the meeting and may contain the wording of resolutions on each proposed agenda item as well as a proposal with regard to the form of the General Meeting. In case the request to call an Extraordinary General Meeting contains a proposal on nominations for election, such a proposal shall be subject to the provisions of Article 53 of the Federal Law "On Joint Stock Companies" and clauses 17.5., 17.6. of the Company's Articles of Association.

A request to call an Extraordinary General Meeting shall be signed by the person(s) who made the request.

10.5. In case a request to call an Extraordinary General Meeting is initiated by a shareholder (shareholders), it shall contain the name(s) of the requesting shareholder(s) and the number and category (type) of the shares held thereby.

The request to call an Extraordinary General Meeting shall be deemed to be received from the shareholder(s) who (whose proxy) signed it.

The number of voting shares held by the shareholder(s) who requested to call an Extraordinary General Meeting shall be determined as at the date of the request.

10.5.1. The request to call an Extraordinary General Meeting may be submitted as follows:

- by mailing to the address (location) of the Company's permanent executive body as indicated in the Unified State Register of Legal Entities, to addresses indicated in the Articles of Association of the Company;
- delivered by hand against signature to the person performing the functions of the sole executive body of the Company, to the Chairman of the Company's Board of Directors or to another person authorized to accept written correspondence addressed to the Company.

10.5.2. If a request to call an Extraordinary General Meeting is delivered by an ordinary letter or by any other ordinary mail, the request shall be deemed to have been submitted on the date indicated on the date stamp confirming receipt of mail, and if sent by registered mail or other certified mail, on the date it is delivered to the addressee against signature.

10.5.3. If a request to call an Extraordinary General Meeting is delivered by hand against signature, the request shall be deemed to have been submitted on the delivery date.

10.6. Within 5 working days from the date a request to call an Extraordinary General Meeting of Shareholders by the Company's Audit Commission, Auditor or shareholder(s) holding at least 10 percent of the voting shares of the Company is submitted, the Company's Board of Directors shall make a decision to call an Extraordinary General Meeting or to refuse to do so.

10.7. The decision of the Board of Directors to call an Extraordinary General Meeting shall set out the following:

- the form in which the General Meeting is to be held (personal attendance or absentee voting);
- the date, venue and time of the General Meeting and, in the case where completed ballots may be sent to the Company, the mailing address to which the completed ballots can be sent or, in the case of absentee voting, the deadline for submitting ballots and the mailing address to which the completed ballots must be sent;
- the record date for the General Meeting;
- the agenda of the General Meeting;
- the procedure for familiarizing with the information (materials) that must be made available during preparation for the General Meeting and the address (addresses) where such information can be accessed ;
- the procedure for notifying shareholders of the General Meeting;
- the form and the text of the ballot;
- the delivery date of the ballot and other information (materials) to shareholders according to the provisions of the Company's Articles of Association and requirements of the applicable legislation of the Russian Federation;
- the deadline for submitting ballots to the Company.

The Board of Directors of the Company may not change the form of an Extraordinary General Meeting if the request of the Company's Audit Commission, Auditor or shareholder(s) to call an Extraordinary General Meeting specifies the form of the meeting.

The Board of Directors of the Company may not change the wording of agenda items and resolutions thereon proposed for a General Meeting called at the request of the Company's Audit Commission, Auditor and shareholder(s) holding at least 10 percent of the Company's voting shares.

10.8. A decision to refuse to call an Extraordinary General Meeting requested by the Company's Audit Commission, Auditor and shareholder(s) holding at least 10 percent of the Company's voting shares may be made if:

- the procedure for submitting a request to call an extraordinary general meeting of shareholders established by the applicable legislation is not complied with;
- the shareholder(s) requesting to call an Extraordinary General Meeting do (does) not hold the required number of voting shares as provided in paragraph 1 of this Article;
- none of the matter proposed for the agenda of an Extraordinary General Meeting falls within the competence of the Extraordinary General Meeting of Shareholders of the Company;

- the matter proposed for the agenda does not meet the requirements of the applicable legislation of the Russian Federation.

10.9. The decision of the Company's Board of Directors to call an Extraordinary General Meeting or a motivated refusal to do so shall be sent to the requesting persons within 3 (three) days from the date of such decision.

10.10. If the Board of Directors fails to make a decision to call an Extraordinary General Meeting or refuse to do so within the established time limits, the Company's body or the persons requesting it may apply to a court to force the Company to hold an extraordinary general meeting of shareholders.

In that case all expenses for preparing and holding the General Meeting may be reimbursed by decision of the General Meeting at the expense of the Company.

Article 11. General Meeting Held as a Physical Meeting (collective attendance of shareholders)

11.1. The participants shall be admitted into the room wherein the General Meeting is held by invitation cards issued at the time of advance registration. Seats shall be allocated in accordance with indicated seats.

11.2. The shareholders or their proxies coming to attend the meeting shall be required to register. The registration of persons entitled to participate in the General Meeting shall be carried out by the Registrar of the Company according to the procedure established by the Company's Board of Directors and these Regulations.

11.3. The General Meeting shall be presided over by the Chairman of the Board of Directors or a person thereto authorized by the Board of Directors. The Chairman of the General Meeting shall ensure that the agenda is adhered to and that the order of the day keeps to time and shall organize activity of the working bodies of the meeting.

If persons authorized to preside over an extraordinary general meeting in accordance with the Federal Law "On Joint Stock Companies" are not present at an Extraordinary General Meeting held by decision of persons entitled to request it, the Chairman of the General Meeting shall be the person who made the decision to call the Extraordinary General Meeting (his/her proxy) or, if the decision to call the meeting was made by several persons, one of such persons appointed by them .

11.4. To manage the meeting a manager may be appointed. The manager shall directly promote the orderly dispatch of business at the meeting in accordance with the approved order of the day, determine the sequence of speakers, call the speakers and put motions to vote.

11.5. The working bodies of the General Meeting, their numerical and personal composition shall be approved in each case by the General Meeting upon proposal of the Board of Directors.

11.6. The order of the day of the General Meeting shall be proposed by the Board of Directors and approved by the General Meeting.

11.7. As a rule, the General Meeting shall be opened by the Chairman of the Board of Directors or by a person authorized thereto by the Company's Board of Directors.

11.8. The participants of the General Meeting shall follow the rules of order. The speakers shall be called in accordance with submitted written requests. The request shall contain the surname, first name, patronymic, number of votes, the item of the agenda the requester intends to speak on, and personal signature of the participant.

The procedure for submitting requests to speak shall be advised by the meeting manager at the beginning of the meeting.

11.9. The sequence of speakers taking part in the debates shall be determined by the secretariat of the meeting, based on the order in which the requests were received.

11.10. Minutes shall be taken of the meeting. Minutes shall be taken in short-hand and tape recorded.

Article 12. Resolutions of the General Meeting

12.1. The right to vote at the General Meeting belongs to shareholders who hold shares of the Company.

12.2. Resolutions of the General Meeting on a matter put to vote shall be adopted by a majority vote of the shareholders who hold voting shares of the Company and participate in the meeting, unless otherwise provided in the Federal Law "On Joint Stock Companies" or by the Articles of Association of the Company.

The counting of votes at the General Meeting on a matter put to vote, if the right to decide on that matter belongs to shareholders holding Company shares, shall be carried out in the aggregate on all voting shares, unless otherwise provided by the applicable legislation of the Russian Federation or by the Company's Articles of Association.

12.3. Resolutions on the matters specified in subparagraphs 2.1.2., 2.1.6., 2.1.12 to 2.1.18., paragraph 2.1., Article 2 of these Regulations shall be adopted by the General Meeting only if proposed by the Board of Directors of the Company.

12.4. Resolutions on the matters specified in subparagraphs 2.1.1., 2.1.2., 2.1.3., 2.1.5., 2.1.15., paragraph 2.1. Article 2 of these Regulations shall be adopted by the General Meeting by a three-fourth majority vote of shareholders holding voting shares who participate in the meeting.

12.5. The General Meeting may not adopt resolutions on matters not included in the agenda of the meeting or change the agenda.

12.6. Resolutions adopted by the General Meeting, as well as the voting results shall be announced at the General Meeting during which the vote was held or shall be communicated to persons included in the list of persons entitled to participate in the General Meeting not later than 4 (four) business days after the closing date of the General Meeting or, if the meeting was held by absentee voting, after the deadline for submitting ballots, in the form of a report on voting returns and in the manner provided for giving notice of the General Meeting of Shareholders.

Article 13. Resolutions of the General Meeting Passed by Absentee Voting (by Poll)

13.1. Any resolution of the General Meeting may be passed without holding a physical meeting (collective presence of shareholders to discuss agenda items and to

pass resolutions on matters put to vote) by absentee voting (by poll). The deadline for submitting ballots shall be deemed to be the date of the General Meeting.

13.2. The General Meeting the agenda of which includes the following matters:

- election of members of the Board of Directors of the Company;
- election of members of the Audit Commission of the Company;
- approval of the Company's Auditor;
- approval of the Company's annual report and annual financial statements including profit and loss statement (accounts) as submitted by the Board of Directors;
- distribution of profits, including payment (declaration) of dividends, and losses of the Company

may not be held by absentee voting.

13.3. A resolution of the General Meeting passed by absentee voting (by poll) shall be deemed valid provided the shareholders holding together more than half of the voting shares of the Company participated in the voting.

13.4. Absentee voting shall be conducted with the use of ballots that meet the requirements set forth in Article 60 of the Federal Law "On Joint Stock Companies". The date of delivery of ballots to shareholders shall be set for a date which is at least 20 days prior to the deadline for submitting completed ballots to the Company.

Article 14. Protocol on Voting Results

14.1. The Counting Commission shall draw up a protocol on voting results to be signed by persons authorized by the Registrar carrying out the functions of the Counting Commission.

14.2. The protocol of the Counting Commission recording voting results at the General Meeting shall contain the following information:

- full corporate name and location of the Company;
- type of the General Meeting (annual or extraordinary);
- form of the General Meeting of shareholders (physical meeting or absentee voting);
- date of the General Meeting;
- venue of the General Meeting held as a physical meeting (address at which the meeting was held);
- agenda of the General Meeting;
- beginning and ending time of registration of persons entitled to participate in the General Meeting held as a physical meeting;

- opening and closing time of the General Meeting held as a physical meeting and, if the resolutions passed by the General Meeting and voting results were announced at the meeting, also the time the counting of votes started;
- the number of votes held by persons included in the list of persons entitled to participate in the General Meeting in relation to each item of the agenda of the meeting;
- the number of votes held by persons who participated in the General Meeting in relation to each item of the agenda of the meeting with indication whether there was a quorum regarding each item;
- the number of votes cast to each voting option ("for", "against", "abstain") in relation to each item of the agenda of the General Meeting for which it had the quorum;
- the number of votes on each item of the agenda of the General Meeting put to vote that were not taken into account due to the fact that the respective ballots (including the votes on respective items) were declared invalid;
- full corporate name of the Registrar carrying out the functions of the Counting Commission, its location and names of persons authorized thereby;
- the date of the protocol of the Counting Commission on the voting results at the General Meeting.

14.3. The protocol of voting returns shall be drawn up not later than 3 (three) business days after the date the General Meeting was closed or after the deadline for submitting ballots in case the General Meeting was held by absentee voting.

14.4. The protocol on voting results shall be attached to the minutes of the General Meeting.

14.5. Resolutions passed by the General Meeting as well as voting results are to be announced at the General Meeting during which the vote was held or shall be communicated to persons included in the list of persons entitled to participate in the General Meeting not later than 4 (four) business days after the closing date of the General Meeting or, if the meeting was held by absentee voting, after the deadline for submitting ballots, by drawing up a protocol on voting result in the form of a report on voting returns and in the manner provided for giving notice of the General Meeting of Shareholders.

14.6. The report on voting results at the General Meeting shall indicate the following:

- full corporate name and location of the Company;
- type of the General Meeting (annual or extraordinary);
- form of the General Meeting (physical meeting or absentee voting);
- date of the General Meeting ;
- venue of the General Meeting held as a physical meeting (address at which the meeting was held);

- agenda of the General Meeting;
- the number of votes held by persons included in the list of persons entitled to participate in the General Meeting in relation to each item of the agenda of the meeting;
- the number of votes held by persons who participated in the General Meeting in relation to each item of the agenda of the meeting with indication whether there was a quorum regarding each item;
- the number of votes cast to each voting option ("for", "against", "abstain") in relation to each item on the agenda of the General Meeting for which it had the quorum;
- the wording of resolutions passed by the General Meeting for each item on the agenda of the General Meeting;
- full corporate name and location of the Registrar carrying out the functions of the Counting Commission and names of persons authorized thereby;
- the names of the Chairman and the Secretary of the General Meeting.

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

14.7. In case the agenda of the General Meeting includes the approval of an interested party transaction, the minutes of the General Meeting, the protocol of the Counting Commission on voting results at the General Meeting and the report on voting results at the General Meeting shall contain the following:

- the number of votes held, in the aggregate, by the persons included in the list of persons entitled to participate in the General Meeting who do not have an interest in the transaction to be concluded by the Company in relation to this agenda item;
- the number of votes held by persons who do not have an interest in the transaction to be concluded by the Company and participated in the General Meeting in relation to this agenda item;
- the number of votes cast in relation to this agenda item for each voting option ("for", "against" and "abstain").

Article 15. Minutes of the General Meeting

15.1. The minutes of the General Meeting shall be drawn up not later than 3 (three) business days after the meeting was closed in two copies. Both copies shall be signed by the person who presided at the General Meeting and by the Secretary of the General Meeting.

15.2. The minutes of the General Meeting shall contain:

- full corporate name and location of the Company;

- type of the General Meeting (annual or extraordinary);
- form of the General Meeting (a physical meeting or absentee voting);
- date of the General Meeting ;
- venue of the General Meeting held as a physical meeting (address at which the meeting was held);
- agenda of the General Meeting;
- beginning and ending time of registration of persons entitled to participate in the General Meeting held as a physical meeting;
- opening and closing time of the General Meeting held as a physical meeting and, in case the resolutions passed by the General Meeting and voting results were announced at the meeting, also the time the counting of votes started;
- mailing address (addresses) to which completed ballots were sent in the case of a General Meeting held by absentee voting and, in the case of a General Meeting held as a physical meeting, also if voting on the items including in the agenda of the General Meeting could be carried out by way of mailing completed ballots to the Company;
- the number of votes held by persons included in the list of persons entitled to participate in the General Meeting in relation to each item of its agenda;
- the number of votes held by persons who participated in the General Meeting in relation to each item of the agenda with indication whether there was a quorum regarding each item;
- the number of votes cast to each voting option ("for", "against", "abstain") in relation to each item of the agenda of the General Meeting for which it had the quorum;
- the wordings of the resolutions passed by the General Meeting for each item on the agenda of the General Meeting;
- key points made by speakers and names of persons who spoke on each item on the agenda of the General Meeting held as a physical meeting;
- the Chairman and the Secretary of the General Meeting;
- the date the minutes of the General Meeting were drawn up.

15.3. The following shall be attached to the minutes of the General Meeting:

- the protocol on voting results at the General Meeting;
- the documents passed or approved by resolutions of the General Meeting.