

APPROVED  
By the General Meeting of  
Shareholders of \_\_\_\_\_ 2014  
Minutes № \_\_, dated \_\_\_\_\_ 2014

**PROVISIONS**  
**ON THE GENERAL MEETING OF SHAREHOLDERS**  
**OF JOINT STOCK COMPANY**  
**"AEROFLOT - RUSSIAN AIRLINES"**  
**(Revision №3)**

**Moscow, 2014**

## Contents

Article 1. The General Meeting of Shareholders of the Company.....	3
Article 2. General Meeting Terms of Reference .....	3
Article 3. The Right to Attend the General Meetings of Shareholders of the Company .....	5
Article 4. Placing Items on the Agenda of the Company General Meetings.....	7
Article 5. Preparations for and the Notice of a Company General Meeting of Shareholders ...	9
Article 6. The Company Returning Board.....	13
Article 7. Registration .....	13
Article 8. Quorum at the General Meeting of Shareholders of the Company .....	14
Article 9. Voting at the General Meeting of Shareholders the Company .....	15
Article 10. The Extraordinary General Meeting of Shareholders of the Company .....	18
Article 11. The General Meeting of Shareholders the Company held as a meeting (collective attendance of shareholders).....	21
Article 12. Resolutions of the General Meeting of Shareholders of the Company .....	22
Article 13. Resolutions of the General Meeting of Shareholders of the Company taken by absentee vote (by way of resolutions circulation).....	23
Article 14. The Vote Returns Protocol .....	23
Article 15. Minutes of the General Meeting of the Company Shareholders .....	26

These present Provisions regulate the order of preparation, call of and proceedings at the General Meeting of Shareholders of the Joint Stock Company "Aeroflot-Russian Airlines" (hereinafter referred to as "Company") and covers the annual and the extraordinary shareholders' meetings (hereinafter referred to as the General Meeting of Shareholders).

In the process of preparation for a General Meeting of Shareholders, making nominations to the Company Board of Directors, the Audit Commission, proposals of items to the agenda of the Company General Meetings, voting at the Company General Meetings on behalf of the Russian Federation, representatives of the Russian Federation in the Company shall follow the requirements of the applicable Russian Federation legislation and regulations providing the appointment and procedures of the Russian Federation representatives in the managing bodies and Audit Commissions of public joint stock companies.

Preparations for, call of and proceedings at of the General Meetings of Shareholders shall be carried out in accordance with the Federal Law "On Joint Stock Companies" of December 26, 1995, No 208-FZ (hereinafter "Federal Law "On Joint Stock Companies"), requirements established by a Federal executive authorities for the securities market, Articles of Association of the Company and these present Provisions.

## **Article 1. The 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 be responsible to hold the General Meeting of shareholders annually (the Annual General Meeting).

The Annual General Meeting of shareholders shall be held not earlier than three months and not later than six months after the end of the Company's fiscal year. At the Annual General Meeting of Shareholders the issues of election of the members of the Board of Directors, Audit Commission, appointment of the Company Statutory Auditor, review of the Company annual report submitted by the Board of Directors and other documents stipulated in subparagraph 2.1.10 of item 2.1 of Article 2 of these present Provisions and subparagraph 10 of item 16.8 of the Company Articles of Association as well as other issues falling within the terms of reference of the General Meeting of Shareholders shall be resolved at the General Meeting of Shareholders.

Any General Meetings of Shareholders other than the Annual General Meetings shall be deemed the Extraordinary General Meetings.

1.3. The General Meeting may be held either as a meeting (collective attendance of shareholders to discuss issues in the agenda and passing resolutions on issues put to vote), or by absentee vote (by way of resolutions circulation).

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

## **Article 2. General Meeting Terms of Reference**

2.1. The following issues shall fall within the terms of reference of the General Meeting of Shareholders:

2.1.1. Introduction of amendments and changes to the Articles of Association of the Company in cases provided by the Russian Federation legislation or adoption of new revisions of the Company Articles of Association.

2.1.2. Reorganization of the Company.

2.1.3. Winding up the Company, appointment of a liquidation committee and approving an intermediate and final liquidation balance sheet.

2.1.4. Election of members of the Company Board of Directors and early termination of their term of office.

2.1.5. Determination of category (type), quantity, declared par value of shares and rights attached to shares issued.

2.1.6. Increase of the Company authorized capital by the issue of additional Company shares within the limits of authorized shares quantity, as well as by issue of debentures and other issued securities.

2.1.7. Decrease of the Company authorized capital by decreasing shares par value or by acquisition by the Company of a part of its shares intended to reduce total number thereof, and by way of cancellation of shares purchased or redeemed by the Company.

2.1.8. Election of members of the Company Audit Commission and early termination of their term of office.

2.1.9. Appointment of the Company Statutory Auditor.

2.1.10. Approval of annual reports, annual accounting statements including statements of profits and losses (accounts of profits and losses) of the Company, and appropriation of profits (including payment (declaration) of dividends to exclude profits distributed as dividends for the first three, six and nine months of the fiscal year) and losses suffered as at the end of the fiscal year.

2.1.11. Determining the proceedings of the General Meeting of shareholders.

2.1.12. Splitting and consolidating shares.

2.1.13. Resolving issues on approval of transactions of interest in cases provided in Chapter XI of the Federal Law "On Joint Stock Companies".

2.1.14. Resolving the issue of approval of a major transaction in cases provided in Chapter X of the Federal Law "On Joint Stock Companies".

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

2.1.16. Taking decisions on Company's participation in any holding companies, finance and industrial groups, associations or any other amalgamations of commercial organizations.

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

2.1.18. Taking decision on paying (declaring) dividends for the first three, six, nine months of a fiscal year, the amount of the dividend on the Company's shares payable, the form and order of payment thereof.

2.1.19. Taking decisions to issue debentures convertible into shares or other issued securities convertible into shares.

2.1.20. Approval of the size of remunerations and compensations payable to the members of the Board of Directors, Audit Commission of the Company.

2.1.21. adoption of a decision to file an application for the 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. The issues regulated to fall within the terms of reference of the General Meeting of the Company shall not be delegated to the Company Board of Directors or any executive body of the Company for resolution.

2.3. The General Meeting of the Company shall not be authorized to resolve issues that are not regulated to fall within the scope of its terms of reference.

2.4. The General Meeting of the Company shall not be authorized to resolve issues outside the agenda of the meeting as well as to change the agenda.

### **Article 3. The Right for attendance at the General Meeting of the Company**

3.1. Any holder of the Company share(s) shall have the right to attend the General Meeting of Shareholders of the Company both personally and via a proxy.

3.1.1. The shareholder has the right to replace the proxy at the General Meeting of the Company at any time and to attend the General Meeting of shareholders personally.

3.1.2. A shareholder's proxy at the General Meeting acts in accordance with powers provided under the Federal legislation or regulations of Federal or local authorities empowered to issue such regulations or proxy card issued to him/her in writing. The proxy card shall contain the information about the shareholder represented and the proxy (name or title, address of residence or location, passport data to be understood as the number of the passport blank and the date of its issue). Any proxy card for voting shall be issued in the form prescribed by items 4 and 5 of Article 185 of the Civil Code of the Russian Federation or attested by a notary public.

3.1.3. Documents confirming powers of successors and proxies of the persons included on the list of persons entitled to attend the General Meeting of Shareholders (notarized copies thereof) shall be attached to ballots delivered by those persons or submitted to the Returning Board or to a Registrar acting as the Returning Board at the time of registration of those persons for attendance in the General Meeting.

3.2. The list of persons entitled to take part in the General Meeting of Shareholders shall be made out basing on the data of the Company shareholders' Register as at the date fixed by the Company Board of Directors.

The record date for a General Meeting of Shareholders may not be earlier than 10 days after the date the decision to hold a General Meeting of Shareholders is made or

earlier than 50 days before the date of the General Meeting of Shareholders, and where the proposed agenda of an Extraordinary General Meeting of Shareholders includes the election of members of the Board of Directors, may not be earlier than 80 days before the date of the General Meeting of Shareholders.

In case of a General Meeting of Shareholders whenever the quorum assessment and voting thereat involve ballots mailed to shareholders and received back by the Company not later than two days prior the date of the General Meeting the deadline date for finalizing the list of persons entitled to attend the General Meeting of Shareholders shall be fixed no less than 45 days prior the date of the Meeting.

3.3. For the purpose of drawing up the list of persons entitled to attend the General Meeting of Shareholders the nominal holder of shares shall submit information about the persons who have the interests in the shares in his/her possession as at the date of the list completion.

In case the Company shares are the property of a unit investment trusts general managers of such trusts shall be included in the list of persons entitled to take part in the General Meeting.

In case the shares of the afore said trusts have been transferred into trust assets management the managers of the assets shall be included in the lists of persons entitled to take part in the General Meeting of Shareholders of the Company, excluding cases when any assets manager is not authorized to vote on the shares held in the trust assets management.

3.4. The list of persons entitled to attend the General Meeting of shareholders will contain name (title), information required to identify of each such person, data on the number and category (type) of shares the person is entitled to vote for, the mailing address in the Russian Federation whereto the notice of the General Meeting of Shareholders, ballots in case the vote is intended to be carried out by absentee vote and the report on vote returns are required to be sent.

3.5. The list of persons entitled to participate in the General Meeting of Shareholders shall be made available for familiarization under a request by a person (persons) included in the list and possessing no less than 1 percent of votes in relation to any issue on the agenda of the General Meeting in the manner provided hereby for submission of information (materials) during the preparation for the General Meeting.

To this matter, information of personal documents and mailing address of a natural person on the list may be disclosed only under such person's consent.

Under a request of any person concerned the Company within three days shall provide to such person an extract from the list of persons entitled to attend the General Meeting of shareholders, containing information about this person or a written confirmation certifying that this person has not been included in the list of persons entitled to attend the General Meeting of Shareholders.

3.6. Any changes in the list of persons entitled to take part in the General Meeting of Shareholders shall be made only in cases of a restoration of infringed rights of persons who have not been included therein as at the date of its issue or correction of clerical mistakes made when making it out.

3.7. In case of a transfer of shares after the date the list of persons entitled to take part in the General Meeting of shareholders was finalized and until the date of the

General Meeting of Shareholders (hereinafter “Shares transferred after the date of the list”) the transferor included in the list is responsible to issue a proxy card to the transferee enabling him/her to vote at the General Meeting or vote on his/her behalf at the General Meeting according to the transferee’s instructions. This rule is to be applied to any further case of shares transfer.

When shares transferred after the date the List has been finalized are transferred to two or more acquirers the person included in the list of persons entitled to attend the General Meeting of shareholders shall vote at the General Meeting of Shareholders according to the instructions of each acquirer of shares and/or issue to each acquirer of shares a proxy card enabling him/her to vote, indicating in the proxy card the number of shares voting on which are authorized thereby.

If the instructions of shares acquirers coincide their votes shall be summed up. If the acquirers’ instructions in relation to the vote on the same issue of the General Meeting of Shareholders agenda do not coincide the person included in the list of persons entitled to attend the General Meeting shall vote on such issue according to the instructions by that number of votes that are attached to the shares in possession of each acquirer.

In case the shares entitling to vote at the General Meeting of shareholders circulate outside the Russian Federation as foreign issuer’s securities issued pursuant to a foreign legislation and certifying the right for such shares (depository securities) the voting on such shares must be carried out only according to the instructions of the depository securities owners.

3.8. In case a Company share is in the common equity ownership of several persons the rights to vote at the General Meeting of Shareholders shall be realized either by any of the common equity owners or by their common proxy as they see fit. The powers of any such person must be duly certified.

3.9. When a general meeting is held by way of personal attendance of shareholders a preliminary registration of participants that starts at least 2 days prior the date of the General Meeting shall be carried out as a rule.

Date, venue, time and the procedure of the preliminary registration of attendants of the General Meeting of Shareholders shall be determined by the decision of the Board of Directors and advised in the Notice of the General Meeting.

3.10. Possibility of attendance of guests, mass media representatives at the General Meeting of Shareholders shall be determined by the decision of the Board of Directors of the Company.

#### **Article 4. Placing items on the Agenda of the Company General Meetings**

4.1. Shareholders (a shareholder) of the Company holding together not less than 2 percent of voting shares of the Company shall be entitled to submit proposals for issues to be placed on the agenda of the Annual General Meeting of Shareholders and nominate candidates for election to the Board of Directors and Audit Commission of the Company the number of which shall not exceed the numerical composition of the relevant body according to the resolution adopted at the previous General Meeting of Shareholders.

The Company shall receive such proposals at least 50 days after the last day of a fiscal year.

In case the proposed agenda of the Extraordinary General Meeting of Shareholders includes the item of Members of the Board of Directors elections the shareholders (a shareholder) of the Company who holds in aggregate at least 2 (two) percent of Company's voting shares shall be entitled to make nominations for election to the Board of Directors the number of which shall not exceed the numerical composition of the Board. Such proposals shall be received at least 30 (thirty) days before the date of the Extraordinary General Meeting of Shareholders.

The portion of voting shares belonging to shareholders (a shareholder) submitting a proposal to place issues on the agenda of the General Meeting shall to be calculated as at the date of the proposal.

4.2. Proposals on issues to be placed on the agenda and nominations for election to the Board of Directors and the Audit Commission (hereinafter Proposals to the Agenda) can be made by way of:

- mailing to the address (the place of location) of a permanent executive body of the Company indicated in the joint public register of legal entities, or to addresses indicated in the Articles of Association of the Company;

- handing over on receipt to a person exercising functions of the sole executive body of the Company, Chairman of the Board of Directors or to any other person authorized to accept written correspondence addressed to the Company.

4.2.1. In case a Proposal to the Agenda of the General Meeting of Shareholders of the Company is sent by mail the date indicated in the postmark imprint showing the date of the dispatch of the postal delivery, and if the Proposal to the Agenda of the General Meeting is delivered by hand under receipt the receipt date shall be deemed to be the proposal date

4.3. Any Proposal to the Agenda of the General Meeting of Shareholders shall be submitted in writing and contain the name (title) of shareholders (a shareholder) submitting the proposal, number and category (type) of shares in his/her possession and must be signed by the shareholders (a shareholder).

4.3.1. In case the Proposal to the Agenda of the General Meeting of Shareholders is signed by a shareholder's proxy a proxy card (a duly certified copy of the proxy card) containing information about the represented shareholder and the proxy that is required to be detailed in the proxy card for voting under the Federal Law "On Joint Stock Companies" and issued according to the requirements of the Federal Law "On Joint Stock Companies" as applicable to proxy cards for voting, shall be attached to such a proposal.

4.3.2. The Proposal to the Agenda of the General Meeting of Shareholders shall be deemed received from those shareholders who (whose proxies) signed thereof.

4.3.3. In case the proposal to the agenda of the General Meeting of shareholders is signed by a shareholder (his/her proxy) whose rights for shares are accounted in the deposit account at a depository a statement of the shareholder's deposit account at the depository managing the account rights for the relevant shares shall be attached to the proposal.



4.4. Any Proposal to the Agenda of the General Meeting of shareholders shall contain a wording of each proposed item, and the proposals for nominations to contain the name of each nominee, name of the body where he is proposed to be elected to. Proposal to the Agenda of the General Meeting of Shareholders may contain a wording of a resolution for each proposed agenda item.

4.4.1. When making nominations to the Board of Directors and to the Audit Commission of the Company a written consent of nominee(s) and information about the nominee(s)' subject to submission to the person entitled to take part in the Meeting in the process of preparation thereto may be attached to the nomination proposal.

4.5. The Board of Directors of the Company shall be responsible to review submitted proposals and to make a decision with regard to placing those items on the relevant meeting agenda not later than 5 days after the deadline provided in item 4.1 of this Article. Any issue proposed by shareholders (a shareholder) shall be included in the agenda of a General Meeting of Shareholders, as well as nominated candidates shall be placed on the ballot for election to the Board of Directors of the Company and to the Audit Commission of the Company except the cases when:

- a shareholder(s) has(have) failed to comply with the deadline for submission of proposals of issues to be placed on the agenda of the General Meeting of Shareholders as provided in item 4.1 of this Article;

- a shareholder(s) is(are) not the holder(s) of the required number of voting shares of the Company as provided in item 4.1 of this Article;

- the proposal is not in conformity with the requirements provided in items 4.3, 4.3.1., 4.3.3. and 4 of this Article;

- the issue proposed for the agenda of the General Meeting of the shareholders of the Company is not within the terms of reference thereof and/or runs contrary to the requirements of the current legislation of the Russian Federation.

4.6. A motivated decision of the Board of Directors to refuse to include the issue into the agenda of the General Meeting of Shareholders of the Company or to put a nominee on the ballot for election to the Board of Directors and to the Audit Commission of the Company shall be delivered in writing to the shareholder(s) who proposed the issue or nomination not later than 3 (three) days from the date of the submission thereof.

4.7. The Board of Directors of the Company shall not be authorized to make changes of the wording of issues proposed to be placed on the agenda of the General Meeting of Shareholders of the Company and of the proposed wordings of resolutions thereto.

4.8. In addition to the issues proposed by shareholders to the agenda of the General Meeting of Shareholders as well as in case of absence of any proposals, absence or insufficient number of nominees proposed by shareholders for election to a relevant Company body, the Board of Directors shall be authorized to include in the agenda of the General Meeting of shareholders issues or nominees on the ballot as it sees fit.

## **Article 5. Preparation for and the Notice of a Company General Meeting of Shareholders**

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

- the form of the General Meeting of Shareholders (personal attendance or absentee vote);
- date, venue and hour of the General Meeting of Shareholders, mailing address for sending completed ballots, and in case of absentee vote General Meeting the deadline for ballots acceptance . General Meetings shall be held in Moscow that is the place of location of the Company's executive bodies or in Moscow Region area that is the place of the Company's main base location;
- the agenda of the General Meeting of shareholders;
- the deadline date of finalizing the list of persons entitled to attend the General Meeting of Shareholders;
- the procedure of notice to the shareholders of a General Meeting ;
- the list of information (materials) to be made available to the shareholders during preparation to the General Meeting of Shareholders and the procedure of the release thereof ;
- form and wording of the ballot.

5.2. Any notice of the General Meeting to Shareholders included in the list of persons entitled to attend the General Meeting of Shareholders shall be given either by sending a written notice to them by registered mail or by hand delivered on receipt as well as by publication of relevant information in a periodical printed media ("Rossiyskaya Gazeta", or "Commersant", or "Vedomosty" ).

Additionally the notice of the General Meeting of Shareholders may be published in other accessible for all shareholders of the Company printed or other mass media.

5.3. The Company shall be held responsible to deliver a written notice or publish the information about the convention of the General Meeting of Shareholders not later than 30 (thirty) days prior to the proposed date of the Meeting.

In case the proposed agenda for an Extraordinary General Meeting of Shareholders contains the issue of election of members of the Board of Directors the notice of the Meeting shall be given not later than 70 (seventy) days prior the date of its convention.

5.4. Notice of the General Meeting of Shareholders shall contain:

- full corporate name and address of location of the Company;
- form of holding the General Meeting of Shareholders (personal attendance or absentee vote);
- date, hour and venue of the General Meeting of Shareholders and, in case completed ballots may be mailed to the Company, the mailing address to be used for sending completed ballots, or in case the General Meeting is held by way of absentee vote the deadline date for acceptance of ballots and the mailing address which is to be used for sending completed ballots.

- the hour of the registration persons attending the General Meeting starts in case the Meeting is held in the form of meeting (collective attendance of shareholders);

- the date of completion of the list of persons entitled to attend the General Meeting of Shareholders;

- issues placed on the agenda of the General Meeting of Shareholders;

- the procedure for familiarization with the information (materials) required to be made available in the process of preparation for the General Meeting of Shareholders and the address (the addresses) where it can be obtained at.

5.5. The information (materials) to be made available to persons entitled to attend the General Meeting of Shareholders in the process of preparation thereof shall include the following: the annual report and the annual financial statements of the Company; the annual report of the Audit Commission confirming fairness of information provided in the annual report of the Company, opinion of the Statutory Auditor of the Company in respect of the results of the annual auditing of financial and business activities of the Company, information on the persons nominated for election to the Board of Directors and to the Audit Commission of the Company; recommendations of the Board of directors of the Company in respect of appropriation of profits including the amount of dividend payable on Company shares and the terms and conditions of payment thereof, and losses of the Company at the fiscal year end; a draft of amendments and changes proposed to be made into the Articles of Association or a draft of new revision of the Articles of Association of the Company; and any other information in accordance with the requirements of applicable legislation of the Russian Federation and the Articles of Association of the Company.

5.5.1. The additional information obligatory to be made available to persons entitled to attend the General Meeting during the preparation for it the agenda of which contains the issue of election of members of the Board of Directors, the Audit Commission comprises the information on availability or absence of written consent of nominated candidates for election to the relevant Company body.

5.5.2. The following information (materials) that is obligatory to be made available to persons entitled to attend the General Meeting, the agenda of which contains issues the vote on which may trigger the rights to claim redemption of shares by the Company, shall be additionally provided in the process of preparation thereto:

- an opinion of an independent evaluator of the market value of the Company shares the redemption of which may be claimed from the Company;

- calculation of the Company assets net value according to the accounting data for the latest completed reporting period;

- minutes (extract from the minutes) of the meeting of the Board of Directors of the Company where the decision to evaluate the redemption price of shares

specifying shares redemption price.

5.5.3. The following information (materials) that is obligatory to be made available to persons entitled to attend the General Meeting, the agenda of which contains issues reorganization of the Company, shall be additionally provided in the process of preparation thereto: :

- justification of the conditions and the process of the Company reorganization contained in the resolution on the division, separation or transformation, or in an agreement on merger or incorporation approved (adopted) by an authorized body of the Company;

- annual reports and annual accounts of all organizations involved in reorganization for the latest three completed fiscal years preceding the date of the General Meeting or for every completed fiscal year from the time of the setting up of the organization if the organization carries out its activities for less than three years;

- quarterly accounting control of all organizations involved in the reorganization for latest completed three months period preceding the date of the General Meeting.

5.5.4. The Company may adopt a list of additional information (materials) obligatory to be made available to shareholders in the process of preparation for the General Meeting of Shareholders.

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

- assessment of Company's positions in the industry;
- Company's business main priorities ;
- report of the Board of Directors of the Company on the results of the Company development according to the priorities of its business;
- outlook for the development of the Company;
- report on the payment of declared (assessed) dividends on Company shares;
- description of main risk factors connected with Company's activities;
- list of transactions completed by the Company during the reporting year categorized under the provisions of the Federal Law "On Joint Stock Companies" as major transactions as well as other transactions the execution of which, under the Articles of Association of the Company, is subject to the procedure of approval of major transactions, specifying main terms and conditions for each separate transaction and the executive body of the Company that is held responsible for the approval for that transaction;
- list of transactions executed by the Company during the reporting year characterized under the provisions of the Federal Law "On Joint Stock Companies" as transactions the execution of which involved specific interests, with indication of an interested person (persons) for each separate transaction, main terms and conditions and the managing body of the Company that is responsible for the approval for that particular transaction;
- composition of the Board of Directors including information on the changes in the composition of the Board of Directors of the Company that took place during the reporting year and information on the members of the Board of Directors including their biographical summaries and numbers of Company shares in their possession during the reporting period;
- information on the person holding the position of the General director of the Company and members of the Executive Board of the Company including their

biographical summaries and numbers of Company shares in their possession during the reporting period;

- criteria of calculation of the amount of reimbursement (compensation of expenses) of the person holding the position of the General Director of the Company, each member of the Board of Directors or total amount of remuneration (compensation of expenses) of all those persons that has been paid or are to be paid basing on the results of the reporting year;

- information on 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 General Director and by the Chief Accountant of the Company.

The annual report of the Company shall contain an endorsement mark of the prior approval thereof by the Board of Directors of the Company.

5.7. The information (materials) as required by the list of information items to be made available to shareholders in the process of preparation to the General Meeting of

Shareholders within 30 (thirty) days prior to the General Meeting of Shareholders shall be delivered to persons entitled to attend the General Meeting of Shareholders of the Company in an office at the Company location and in other places addresses of which are specified in the notice of the General Meeting of Shareholders. The access to the said information (materials) shall be provided to persons attending the General Meeting of shareholders during the time it is being carried out.

The Company is responsible, under a request of a person entitled to attend the General Meeting of Shareholders, to provide to him/her copies of the above said documents within 5 days from the date of the request is received by the Company.

Payment charged for such copies shall not exceed the costs of production thereof.

In case the person registered in the Company's shareholders register is a nominee shareholder the notice of General Meeting of Shareholders shall be sent to that nominee shareholder.

## **Article 6. The Company Returning Board**

6.1. To manage and to sum up vote returns the Returning Board of the Company shall be set up the functions of which shall be carried out by a specialized Registrar of the Company. The functions of the Returning Board shall not be carried out by any other registrars.

6.2. The Returning Board shall verify the powers of and register persons attending the General Meeting of Shareholders, define the quorum of the General Meeting of Shareholders, explain issues emerging in connection with realization by shareholders (their representatives) of their vote rights at the General Meeting, clarify the voting procedure on issues put to vote, ensure prescribed order of voting and the rights of shareholders to participate in the vote, count the votes and sums up the results of the ballot, draft the Protocol of the Vote Returns and submit ballots to the archive.

## **Article 7. Registration**

7.1. The persons entitled to attend the General Meeting other than the persons whose ballots are received at least two days prior the date of the General Meeting in case voting may be carried out by way of mailing completed ballots to the Company shall be registered to attend the General Meeting.

7.2. Registration of persons attending the General Meeting held as a meeting (collective attendance of shareholders) shall be carried out at the venue of the General Meeting.

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

7.4. If proxy cards have been issued in relation to shares transferred after the date the list of persons entitled to attend the Meeting was finalized by a person included in the said list the acquirers of such shares shall be required to attend the General Meeting and ballots shall be issued to them.

7.5. Registration of persons entitled to attend the General Meeting shall be carried out under the condition that persons coming to attend the Meeting are identified by way of reconciliation of the information contained in the list of persons entitled to attend the General Meeting with data of personal identification papers presented (submitted) by the said persons.

7.6. Registration of persons entitled to attend the General Meeting having failed to register before it was opened shall end upon completion of discussion of the last issue in the General Meeting agenda that has the quorum.

## **Article 8. Quorum of the Company General Meeting of Shareholders**

8.1. The General Meeting of Shareholders has the authority (has the quorum) if it is attended by shareholders possessing in aggregate more than half of votes of the Company issued voting shares.

8.2. Shareholders who registered to attend the General Meeting and shareholders whose ballots are received at least two days prior the date of the General Meeting of Shareholders shall be deemed to have attended the General Meeting of Shareholders of the Company. Shareholders whose ballots are received prior the deadline for acceptance of ballots shall be considered to take part in the General Meeting of shareholders of the Company conducted by absentee vote.

8.3. To determine the quorum and to calculate votes the partial votes represented by fractional shares shall be summed up without rounding off.

8.4. The General Meeting held as a meeting may be opened if by the scheduled time the quorum to resolve at least one issue in the agenda is present.

8.5. Registration of persons entitled to attend the General Meeting who failed to register to attend the General Meeting prior its opening shall be ceased upon termination of the discussions of the last agenda issue that has the quorum.

8.6. In case there is no quorum for any of the issues in the agenda by the scheduled time of the General Meeting the General Meeting shall be adjourned for 1 hour.

The General Meeting shall not be adjourned more than once.

8.7. The General Meeting by the appointed time of which the quorum is present only for some of agenda items shall not be dissolved if by the deadline of registration attendants have been registered whose registration provides the quorum to make decisions on other agenda items.

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

8.9. If a quorum for conducting an annual General Meeting of shareholders of the Company is not present the General Meeting of Shareholders shall be adjourned to another time. No changes of the agenda of the adjourned General Meeting shall be allowed.

If quorum for 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 of Shareholders called instead of the failed one shall have the powers provided it is attended by shareholders (their proxies) possessing in aggregate no less than 30 percent of votes of the issued voting shares of the Company.

Notice of the adjourned General Meeting of Shareholders shall be given in the order provided in this Regulation.

8.11. At the adjourned General Meeting held within less than 40 days after the failed General Meeting of Shareholders persons having the right to vote at the General Meeting of the Shareholders shall be identified basing on the list of persons entitled to attend the General Meeting of shareholders.

## **Article 9. Voting at the General Meeting of Shareholders of the Company**

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

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

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

9.4. The ballot shall contain:

- full corporate name and place of the Company location;

- form of holding the General Meeting (personal attendance or absentee vote);

- date, venue and hour of the General Meeting of Shareholders and the mailing address to which completed ballots can be mailed to, and, in case of holding the

General Meeting by way of absentee vote, the deadline date for acceptance of ballots and mailing address which can be used for mailing completed ballots;

- wording of each issue (name of each nominee for election) voting on which is carried out by this ballot;

- available options of voting for each issue of the agenda expressed by formulas "pro", "con" or "abstain";

- an instruction that the ballot must be signed by the voter (by a person entitled to attend the General Meeting of Shareholders).

9.4.1. The ballot shall have a margin opposite to each voting option intended to show the number of votes given for each voting option and may contain an indication of the number of votes belonging to the person entitled to attend the General Meeting of Shareholders. To that matter, if this ballot is used for voting on two or more issues of the agenda of the General Meeting and the person entitled to attend the General Meeting has a varying number of voted in relation to different issues of the agenda the number of votes that person is entitled to cast on each agenda item of the General meeting is to be indicated in the ballot.

9.4.2. The ballot must contain the instructions that:

- the voter has the right to select only one voting option except voting in accordance with instructions of persons who acquired shares after the date the list of persons entitled to attend the General Meeting was finalized, or with instructions of owners of depository securities;

- if more than one option of voting is chosen in the ballot the number of votes given for the relevant voting option should be indicated on the margins for votes numbers indication and a mark put that the voting is carried out in accordance with the instructions of the acquirers of shares transferred after the date the list of person entitled to attend the General Meeting was finalized and/or with instructions of owners of depository securities;

- the voter acting under a proxy card issued in relation of shares transferred after the date of the list of persons entitled to attend the General Meeting was finalized shall indicate the number of votes given for the remaining vote option in the margin for indication of votes numbers opposite the remaining vote option and put a mark to indicate that the voting was carried out by proxy card issued in relation of shares transferred after the date the list of persons entitled to attend the General Meeting was finalized;

- if after the date the list of persons entitled to attend the General Meeting was finalized not all the shares has been duly transferred the voter shall indicate the number of votes given for the remaining vote option in the margin for indication of vote numbers opposite the preferred vote option and make a mark that a part of shares has been transferred after the date the list of persons entitled to attend the General Meeting was completed. If in relation to the shares transferred after the date the list of persons entitled to attend the General Meeting was completed instructions of acquirers of such shares coinciding with the preferred voting option were received such votes shall be summed up.

9.4.3. In case of vote for the election of members of the Board of Directors of the Company, members of the Audit Commission of the Company the ballot shall contain



information about the nominees (nominee) to include his/her first name, surname and patronymic name.

9.4.4. In case of cumulative vote the ballot shall contain an indication thereto and an explanation of the substance of the cumulative voting. In addition to the explanation of the substance of the cumulative voting the ballot shall contain the following clarification: "The fractional part of the vote received as a result of multiplication of the number of votes belonging to a shareholder who is the owner of the fractional share by the number of persons to be elected to the Board of Directors of the Company shall be given in favor of one nominee only".

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

9.6. Acceptance of ballots shall be carried out in the order and within timelines established by the legislation of the Russian Federation, Articles of Association of the Company and these Provisions. When a General Meeting is held in the form of collective personal attendance of shareholders the latter may vote right in the course of the Meeting.

9.6.1. If the vote at the General Meeting held in the form of personal attendance may be carried out by way of mailing completed ballots to the Company under the request of persons registered for attendance at the General Meeting whose ballots has not been received by the Company or has been received later than two days prior the date of the General Meeting the ballots shall be issued to them with the mark of reissue thereof.

9.6.2. In case the 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 found in the Single State Register of Legal Entities, or to the address indicated in the Article of Association shall be acknowledge as the delivery to the proper mailing address irrespective of whether the said address is indicated in the notice of General Meeting or not.

9.7. The voting is carried out in accordance with the voting procedure adopted every time in the course of the General Meeting.

9.8. Persons who registered to attend the General Meeting of Shareholders held in the form of personal attendance shall be entitled to vote on all issues of the agenda from the time of opening of the General Meeting till it is closed, and in case, under these Provisions or under the decision of the General Meeting on the proceedings of the General Meeting the vote results and decisions adopted by the General Meeting are announced at the General Meeting, they can vote from the moment of opening the General Meeting and till the moment of the counting of votes on the issues of the General Meeting agenda is started. This rule shall not be applicable to vote on the General Meeting proceedings issue.

After the discussion of the last issue of the agenda of the general Meeting (the last issue of the agenda of the General Meeting which has the quorum) and till the closure

of the General Meeting (till the count of votes is started) the persons who has not voted till this moment shall be given time to vote.

9.9. In case of voting by ballots only votes on issues in relation of which only one of the available vote options is left by the voter shall be taken into account. Ballots completed with the violation of this requirement shall be considered to be invalid and the votes on issues contained therein shall not be taken into account.

In case the ballot contains several issues put to vote a failure to fulfill the above said requirement in relation to one or several issues shall not result in rendering the ballot invalid as a whole.

In votes counting the fractions of votes represented by fractional shares shall be summed up without rounding off.

9.10. Elections of members of the Board of Directors shall be carried out by cumulative vote. In case of cumulative vote the number of votes belonging to 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 nominee in full or distribute them between two or more nominees.

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

9.12. Ballots shall be considered invalid and votes attached therein shall not be counted:

- in case of any corrections in requisites thereof;

- in case of the missing signature of the voter on the ballot and/or a special stamp or an endorsement of the Returning Board testifying the authenticity of the ballot (in cases the Returning Board takes the decision to make such an endorsement by a stamp or a mark in ballots);

- ballots received by the Company that are signed by a representative acting by a proxy card, in case the Company or the Registrar acting in the capacity of the Returning Board receives a notice on the replacement (recall) of that representative not later than two days prior to the date of the General Meeting;

- if in the process of the vote count two or more completed ballots of the same person are detected that contains contradicting vote on one and the same issue then in relation to that issue all such ballots shall be deemed invalid.

This rule shall not applicable to ballots signed by a person who issued the proxy card in relation to shares transferred after the date the list of persons entitled to attend the General Meeting was completed and/or by persons acting on the basis of such proxy cards wherein in the margins for indicating the number of votes the number of votes given for each vote option and appropriate marks as provided in item 9.4.2 of these Provisions are indicated.

- If in the ballot on the issue of election of members of the Audit Commission of the Company the option "pro" is left in relation to a larger number of nominees than the number of persons to be elected to the said body of the Company the ballot as far as it concerns the voting on such issue shall be deemed invalid.

This rule is not applicable to ballots signed by a person voting on shares transferred after the date the list of persons entitled to attend the General Meeting was completed in accordance with instructions issued by the acquirers of such shares and/or by a person voting on shares circulating outside the Russian Federation as depositary securities in accordance with the instructions of the owners of depositary securities and containing relevant marks as provided in item 9.4.2. of these Provisions.

9.13. A person entitled to attend the General Meeting (including a new proxy acting by a proxy card) shall be registered to attend the General Meeting and ballots shall be issued to him/her in case the notice about the replacement (recall) of a proxy has been received by the Company or Registrar carrying out functions of the Returning Board before the proxy whose powers are terminated is received.

9.14. If the participant due to any reason has not submitted his/her ballot in the course of the voting it shall be deemed that he has not taken part in the voting and his votes shall not be taken into account during the count of vote returns.

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

9.16. The count of vote returns shall be carried out with the use of computer equipment as a rule.

9.17. After the protocol of vote returns is completed 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 Returning Board and handed over to the Company archive for storage.

## **Article 10. The Extraordinary General Meeting of Shareholders of the Company**

10.1. An Extraordinary General Meeting of Shareholders of the Company shall be called by a request of the Board of Directors at the sole initiative thereof, of the Audit Commission, Statutory Auditor of the Company and any shareholder(s) who own(s) not less than 10 percent of voting shares of the Company as at the date of the request.

10.2. An Extraordinary General Meeting of Shareholders under the request of the Audit Commission, the Statutory Auditor of the Company or a shareholder(s) who own(s) not less than 10 percent of voting shares of the Company shall be called by the Board of Directors of the Company.

10.3. An Extraordinary General Meeting of shareholders called under the request of the Audit Commission, the Auditor of the Company or a shareholder(s) who own(s) not less than 10 percent of voting shares of the Company shall be held within 40 days from the date of the request to call an Extraordinary Meeting of Shareholders is received.

If the proposed agenda of an Extraordinary General Meeting of Shareholders contains an issue of election of members of the Board of Directors who are to be elected by a cumulative vote such Extraordinary General Meeting of shareholders shall be held within 70 days from the date of the request to call the Extraordinary General Meeting of Shareholders.

10.4. The issues to be placed on the agenda of an Extraordinary General Meeting of Shareholders shall be formulated in the request to call thereof. The request for calling an Extraordinary General Meeting of shareholders may contain the wording of resolutions on every proposed agenda issue as well as a proposal with regard to the form of holding the General Meeting of shareholders. In case the request to call an Extraordinary General Meeting of Shareholders contains a proposal on nominations for election, such a proposal shall be subject to the provisions of the Article 53 of the Federal Law "On Joint Stock Companies" and of items 17.5., 17.6. of the Articles of Association of the Company.

The request for calling an Extraordinary General Meeting of shareholders shall be signed by a person (persons) who made the request to call the Meeting of Shareholders.

10.5. In case the request to call an Extraordinary General Meeting of Shareholders is initiated by a shareholder(s) it shall contain the name (title) of the shareholder(s) who made the request to call the Meeting with indication of the number, category (type) of shares in his/her possession.

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

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

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

- by mailing thereof to the address (location) of a permanent executive body of the Company as indicated in the Single State Register of Legal Entities, to addresses indicated in the Articles of Association of the Company;

- by hand on receipt to the person performing functions of the sole executive body of the Company, to Chairman of the Board of Directors of the Company or to any other person authorized to accept written correspondence addressed to the Company.

10.5.2. If the request to call an Extraordinary General Meeting of shareholders is delivered by an ordinary letter or by any other ordinary mail the date appearing on the imprint of the postal calendar stamp certifying the date of the receipt of this postal delivery, and in case the request to call an Extraordinary General Meeting is sent by a registered letter or by any other registered mail - the date the postal delivery is handed over to the addressee on receipt shall be considered to be the date of the submission of such a request.

10.5.3. If the request to call an Extraordinary General Meeting is delivered by hand on receipt the delivery date thereof shall be considered the date of the submission of the request.

10.6. Within 5 working days from the date of request to call an Extraordinary General Meeting of Shareholders by the Audit Commission, Statutory Auditor of the Company or a shareholder(s) who hold(s) no less than 10 percent of voting shares of the Company the Board of Directors of the Company shall be responsible to make the decision to call an Extraordinary General Meeting of shareholders or to refuse to do so.

10.7. The following shall be determined by the decision of the Board of Directors to call an Extraordinary General Meeting of shareholders:

- the form in which the General Meeting is to be held (personal attendance or absentee vote);

- date, venue and hour of the General Meeting and in case the completed ballots may be sent to the Company a mailing address which is to be used for delivery of completed ballots or in case the General Meeting is held by way of absentee vote the deadline for acceptance of ballots and a mailing address for delivery of completed ballots;

- the deadline date the list of persons entitled to attend the General Meeting of shareholders is to be completed on;

- the agenda of the General Meeting of shareholders;

- the procedure of releasing the information (materials) due to dissemination in the process of preparation for the General Meeting of Shareholders and address (addresses) where the said information is available for familiarization ;

- the procedure of sending the notice of the General Meeting to shareholders;

- 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 Article of Association of the Company and requirements the applicable legislation of the Russian Federation;

- the deadline date of acceptance of ballots by the Company.

The Board of Directors of the Company shall not be authorized to change the form of holding an Extraordinary General Meeting of Shareholders if the request of the Audit Commission of the Company, of the Statutory Auditor of the Company or a shareholder(s) to call an Extraordinary General Meeting of shareholders specifies the form of the Meeting. The Board of Directors of the Company shall not be authorized to change the proposed wording of issues of the agenda, the wording of resolutions on such issues of the General Meeting called under a request of the Audit Commission, of the Statutory Auditor of the Company and a shareholder(s) who possess(es) no less than 10 percent of voting shares.

10.8. A decision to refuse to call an Extraordinary General Meeting of Shareholders under a request of the Audit Commission, of the Statutory Auditor of the Company and a shareholder(s) who possess(es) no less than 10 percent of voting shares may be made if:

- the procedure for making 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 of shareholders does not hold the number of voting shares provided in item 1 of this Article;

- none of the issues proposed for the agenda of an Extraordinary General Meeting of Shareholders falls within the terms of reference of the Extraordinary General Meeting of Shareholders of the Company;

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

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

10.10. In case within the approved period the Board of Directors fails to make a decision to call an Extraordinary General Meeting of shareholders or the decision is taken to refuse to do so an Extraordinary General Meeting of Shareholders may be called by the bodies or persons requesting to call thereof. To this matter, the bodies and persons calling an Extraordinary General Meeting of Shareholders shall have powers pursuant to the provisions of the Federal Law "On Joint Stock Companies" and of the Articles of Association necessary to call and hold the General Meeting of Shareholders.

In this case all expenses incurred to arrange and hold the General Meeting of Shareholders may be reimbursed under the decision of the General Meeting of Shareholders at the expense of the Company.

### **Article 11. The General Meeting of Shareholders of the Company held as Meeting (collective attendance of shareholders)**

11.1. The participants shall be admitted into the room wherein the General Meeting of Shareholders is held by invitation cards issued at the time of preliminary 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 attend the General Meeting shall be carried out by the Registrar of the Company according to the procedure imposed by the Board of Directors and these Provisions.

11.3. The Chairman of the Board of Directors or a person thereto authorized by the Board of directors shall preside as chairman at the General Meeting of Shareholders.

The Chairman of the General Meeting shall be is responsible to ensure observance of the agenda, the order of day and to organize the work of the meeting executive bodies.

If persons allowed to preside at an Extraordinary General Meeting of Shareholders in accordance with the provisions of the Federal Law "On Joint Stock Companies", held under a decision by persons entitled to make a request to call an Extraordinary General Meeting, are not in attendance at the Meeting, the Chairman of the General Meeting shall be the person who made the decision to call an Extraordinary General Meeting (his proxy) or, if the decision to call the Meeting has been made by several persons, one of such persons chosen appointed by them .

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

11.5. The working bodies of the General Meeting, numerical and personal composition thereof shall be approved in each case by the General Meeting under the recommendation of the Board of Directors.

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

11.7. The General Meeting is usually opened by the Chairman of the Board of Directors or by a person authorized thereto by the Board of Directors of the Company.

11.8. The attending shareholders shall follow the established proceedings of the Meeting. The speakers shall be called in accordance with submitted written requests.

The request to speak shall specify surname, first name, patronymic name, number of votes, and the item of the agenda the requester intends to speak on, personal signature of the participant.

The order for submission of 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 basing on the sequence of the requests receipt .

11.10. The minutes shall be kept of the Meeting proceedings. The minutes are taken by way of shorthand and by tape recording.

## **Article 12. Resolutions of the General Meeting of Shareholders of the Company**

12.1. The right to vote at the General Meeting of Shareholders belongs to shareholders possessing ordinary shares of the Company.

12.2. Resolutions of the General Meeting on an issue put to vote shall be adopted by a majority of votes of shareholders who owns voting shares of the Company and attend the Meeting unless otherwise provided in the Federal Law "On Joint Stock Companies" or by the Articles of Association of the Company.

The count of votes at the General Meeting of Shareholders on an issue put to vote in resolving of which the right of vote belongs to shareholders who own Company shares shall be carried out in aggregate on all voting shares unless otherwise provided by the applicable legislation of the Russian Federation or by the Article of Association of the Company.

12.3. Resolutions on those issues specified in subparagraphs 2.1.2., 2.1.6., 2.1.12 - 2.1.18. of item 2.1. of Article 2 of these Provisions shall be adopted by the General Meeting of Shareholders only if proposed by the Board of Directors of the Company.

12.4. Resolutions on those issues specified in subparagraphs 2.1.1., 2.1.2., 2.1.3., 2.1.5., 2.1.15. of item 2.1 of Article 2 of these Provisions shall be adopted by the General Meeting of Shareholders by a three-fourth majority vote of attending holders of voting shares .

12.5. The General Meeting of shareholders shall not be authorized to adopt resolutions on issues outside the approved agenda of the Meeting, as well as to make any changes therein.

12.6. Resolutions adopted by the General Meeting of Shareholders, as well as the vote returns shall be announced at the General Meeting whereat the vote was held or advised, not later than 10 (ten) days after the Vote Returns Protocol is completed in the form of a vote returns report, to persons included in the list of persons entitled to attend the General Meeting of Shareholders in the manner provided for giving notice of the General Meeting of Shareholders.

### **Article 13. Resolutions of the General Meeting of the Company Shareholders Taken by Absentee Vote (by way of resolutions circulation)**

13.1. Any resolution of the General Meeting of Shareholders may be passed without holding a meeting (collective attendance of shareholders to discuss agenda items and to pass resolutions on issues put to vote) by way of absentee vote (by circulating the resolutions). The deadline date of acceptance of ballots shall be deemed the date of the General Meeting.

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

- election of members of the Board of Directors of the Company;
- election of members of the Audit Commission of the Company;
- appointment of a Statutory Auditor of the Company;
- approval of the annual Report submitted by the Board of Directors of the Company, annual financial statements including profit and loss accounts of the Company as submitted by the Board of Directors;
- appropriation of profits including payment (declaration) of dividends and losses of the Company; shall not be held in the form of absentee vote.

13.3. The General Meeting of Shareholders' resolution passed by way of absentee vote (by circulating resolutions) shall be deemed valid provided the shareholders holding together more than half of voting shares of the Company participated in the vote.

13.4. The absentee vote 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 ballots delivery to shareholders shall be set at a date that is not later than 20 days prior the deadline date of acceptance of completed ballots by the Company.

### **Article 14. The Vote Returns Protocol**

14.1. The Returning Board draws a Vote Returns Protocol on the outcome of vote to be signed by persons authorized by the Registrar carrying out functions of the Returning Board.

14.2. The Protocol of the Returning Board on vote returns at the General Meeting of Shareholders shall contain the following information :

- full corporate name and location of the Company;



- type of the General Meeting (annual or extraordinary);
- the form of the General Meeting of shareholders (a meeting of absentee vote);
- the date of holding the General Meeting of shareholders;
- venue of the General Meeting of shareholders held in the form of a meeting (address at which the Meeting was held);
- the agenda of the General Meeting of shareholders;
- time of the beginning and termination of registration of persons entitled to attend the General Meeting of shareholders that was held in the form of a meeting
- time the General Meeting of shareholders that was held in the form of a meeting was opened and closed and in case the resolutions passed by the General Meeting and vote returns were announced at the Meeting, also the time the count of votes was started at;
- the number of votes possessed by persons included in the list of persons entitled to attend the General Meeting of shareholders in relation to each item of the agenda of the Meeting;
- the number of votes possessed by persons attending the General Meeting of shareholders in relation to each item of the agenda of the Meeting with indication if the quorum was present for each item;
- the number of votes given to each option of voting ("pro", "con", "abstain") in relation to each item of the agenda of the General Meeting of shareholders which has a quorum;
- the number of votes on each item in the agenda of the General Meeting of shareholders put to vote that were not taken into account under the reason that relevant ballots (including the voting to the matter of specific issues) were declared invalid;
- full corporate name of the Registrar carrying out functions of the Returning Board, his location and names of persons authorized by him;
- the date of the minutes of the Returning Board on the vote returns at the General Meeting of shareholders.

14.3. The Minutes of vote returns is to be made not later than 3 (three) days after the date the General Meeting of shareholders was closed or after the deadline date for acceptance of ballots in case of the General Meeting of shareholders was held by absentee vote.

14.4. The Minutes of vote returns is to be enclosed to the minutes of the General Meeting of shareholders.

14.5. Resolutions passed by the General Meeting of shareholders as well as vote returns are to be announced at the General Meeting of shareholders during which the vote was held or advised not later than 10 (ten) days after Minutes of the vote returns was drawn in the form of a report on vote returns to persons included in the list of persons entitled to attend the General Meeting of shareholders in the order provided for notification of calling the General Meeting of shareholders.

14.6. In the Report on the vote returns of the General Meeting of shareholders the following is to be indicated:

- full corporate name and location of the Company;
- type of the General Meeting (annual or extraordinary);
- the form of the General Meeting of shareholders (a meeting or absentee vote);
- the date of holding the General Meeting ;
- venue of the General Meeting held in the form of a meeting (address at which the Meeting was held);
- the agenda of the General Meeting;
- the number of votes possessed by persons included in the list of persons entitled to attend the General Meeting in relation to each item of the agenda of the Meeting;
- the number of votes possessed by persons attending the General Meeting of shareholders in relation to each item of the agenda of the Meeting with indication if the quorum was present for each item;
- the number of votes given to each option of voting ("pro", "con", "abstain") in relation to each item of the agenda of the General Meeting of shareholders which has a quorum;
- the wording of resolutions passed by the General Meeting in relation to each item in the agenda of the General Meeting;
- full corporate name, location of and names of persons authorized by the Registrar carrying out functions of the Returning Board;
- names of the Chairman and the Secretary of the General Meeting. The Vote Returns Report on the outcome of the vote at the General Meeting of Shareholders shall be signed by the Chairman and by the Secretary of the General Meeting.

14.7. In case the agenda of the General meeting of Shareholders contains an item on the approval of a transaction that involves specific interests the Minutes of the General Meeting, the Vote Returns Protocol of the Returning Board on the outcome of the vote at the General Meeting and the Report on the vote returns at the General Meeting the following shall contain the following:

- the number of votes belonging in aggregate to all persons included in the list of persons entitled to attend the General Meeting who have no interest in the transaction to be made by the Company in relation to such agenda item;
- the number of votes belonging to persons having no interest in the transaction to be made by the Company who attended the General Meeting of Shareholders;
- the number of votes given in relation to this agenda item for each option of voting ("pro", "con" and "abstain").

## **Article 15. Minutes of the General Meeting of the Company Shareholders**

15.1. The Minutes of the General Meeting of Shareholders shall be made not later than 15 days after the Meeting was closed in two copies. Both copies shall be signed by the person presiding at the General Meeting of Shareholders and by the Secretary of the General Meeting.

15.2. The Minutes of the General Meeting of Shareholders shall contain:

- full corporate name and location of the Company;
- type of the General Meeting (annual or extraordinary);
- the form of the General Meeting (a meeting or absentee vote);
- the date of holding the General Meeting ;
- venue of the General Meeting held in the form of a meeting (address at which the Meeting was held);
- the agenda of the General Meeting of shareholders;
- time of the beginning and the end of registration of persons entitled to attend the General Meeting held in the form of a meeting;
- time the General Meeting of Shareholders held in the form of a meeting was opened and closed, and, in case the resolutions passed by the General Meeting and vote returns were announced thereat , the time the count of votes was started at;
- mailing address (addresses) which completed ballots were sent to in case of the General Meeting held in the form of absentee vote as well as in case of the General Meeting held in the form of a meeting if voting on any items in the agenda of the General Meeting might be carried out by mailing completed ballots to the Company;
- the number of votes possessed by persons included in the list of persons entitled to attend the General Meeting in relation to each item of the agenda thereof;
- the number of votes possessed by persons attending the General Meeting in relation to each item of the agenda thereof with indication if the quorum was present for each item;
- the number of votes given to each vote option ("pro", "con", "abstain") in relation to each item of the agenda of the General Meeting that had the quorum;
- the wordings of resolutions passed by the General Meeting in relation to each item in the agenda of the General Meeting;
- full corporate name, location of and names of persons authorized by the Registrar carrying out functions of the Returning Board ;
- names of the Chairman and the Secretary of the General Meeting .
- main points of argument of speakers and names of persons who spoke on each item in the agenda of the General Meeting held as a meeting;
- the Chairman and the Secretary of the General Meeting;
- the date the Minutes of the General Meeting was made.

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

- the Vote Returns Protocol on the outcome of the vote at the General Meeting ;
- documents passed or approved by resolutions of the General Meeting .