

**APPROVED BY**

General Meeting of Shareholders of  
OJSC Oil Company Rosneft  
On June 7, 2006  
Minutes without No.

**REGULATIONS ON THE GENERAL MEETING OF SHAREHOLDERS  
of OJSC Oil Company Rosneft**

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## 1. GENERAL PROVISIONS

### Article 1. Regulations on the General Meeting of Shareholders

1. These Regulations shall, in accordance with the Civil Code of the Russian Federation, the Federal Law "On Joint Stock Companies", other regulatory documents of the Russian Federation, the Corporate Governance Code and the Charter of Open Joint Stock Company Oil Company Rosneft (hereinafter – the "Company"), set forth the procedures for the convocation, preparation, conduct and determination of the results of the General Meeting of Shareholders of the Company.

2. If any matters related to the convocation, preparation and conduct of the General Meeting of Shareholders are not stipulated by the aforementioned documents, they shall be resolved subject to the need to observe the rights and interests of the shareholders.

The Company shall give all shareholders equal opportunities in terms of participation in the General Meeting of Shareholders.

### Article 2. Terms and Definitions

1. The terms and definitions used herein shall be used in the same meanings as are assigned thereto by the laws of the Russian Federation on joint stock companies and securities, unless otherwise stipulated hereby.

2. The following terms and definitions shall be used for the purposes hereof:

**"Extraordinary General Meeting of Shareholders"** shall mean any General Meeting of Shareholders other than the Annual General Meeting of Shareholders;

**"Annual General Meeting of Shareholders"** shall mean the General Meeting of Shareholders conducted annually at the initiative of the Board of Directors to resolve certain items, including election of the Board of Directors of the Company, election of the Audit Commission (Comptroller) of the Company, approval of the Auditor of the Company, approval of the annual report(s), annual accounting statements, distribution of profits (including the payment (declaration) of dividends, with the exception of the profits distributed as dividends at the end of the first, second and third quarters of the fiscal year) and losses of the Company at the end of the fiscal year, and other items;

**"date of submission of the proposal on the inclusion of items on the agenda of the Annual General Meeting of Shareholders"** shall mean the following: if the proposal on the inclusion of items on the agenda of the Annual General Meeting of Shareholders is sent by mail, the date indicated on the impression of the calendar stamp confirming the date of mailing; if the proposal is delivered against signature, the date of delivery;

**"date of submission of the proposal on the nominees to the governing bodies of the Company"** shall mean the following: if the proposal on the nominees to the governing bodies of the Company is sent by mail, the date indicated on the impression of the calendar stamp confirming the date of mailing; if the proposal is delivered against signature, the date of delivery;

**"date of receipt of the proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders and of the proposal on the nominees to the governing bodies of the Company to be elected at the Annual General Meeting of Shareholders"** shall mean the following: if the proposal is mailed by ordinary letter or other ordinary post, the date indicated on the impression of the calendar stamp confirming the date of mailing; if the proposal is mailed by registered letter or other registered post, the date on which the letter is handed over to the addressee against receipt; if the proposal is delivered against signature, the date of delivery;

**"date of receipt of the proposal on the nominees to the Board of Directors of the Company to be elected at the Extraordinary General Meeting of Shareholders"** shall mean the following: if the proposal is mailed by ordinary letter or other ordinary post, the date indicated on the impression of the calendar stamp confirming the date of mailing; if the proposal is mailed by registered letter or other regis-

tered post, the date on which the letter is handed over to the addressee against receipt; if the proposal is delivered against signature, the date of delivery;

**“date of request for the conduct of the Extraordinary General Meeting of Shareholders”** shall mean the following: if the request for the conduct of the Extraordinary General Meeting of Shareholders is mailed by ordinary letter or other ordinary post, the date indicated on the impression of the calendar stamp confirming the date of mailing; if the request is mailed by registered letter or other registered post, the date on which the letter is handed over to the addressee against receipt; if the request is delivered against signature, the date of delivery;

**“proposal receipt deadline”** shall mean the deadline by which the document should be received by the Company; determined by the date of receipt (see “date of receipt of the proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders and of the proposal on the nominees to the governing bodies of the Company to be elected at the Annual General Meeting of Shareholders”, “date of receipt of the proposal on the nominees to the Board of Directors of the Company to be elected at the Extraordinary General Meeting of Shareholders”);

**“Counting Commission”** shall mean the working body of the General Meeting of Shareholders whose functions are performed, in situations stipulated by the law or by the appropriate resolution of the Board of Directors, by the Registrar of the Company;

**“form of the General Meeting of Shareholders”** shall mean either of the following:

joint presence of the shareholders for the discussion of the items on the agenda and approval of resolutions on the items put to the vote, including situations where voting ballots are sent (delivered) to the shareholders in advance of the General Meeting of Shareholders;

absentee vote – form of the General Meeting of Shareholders where the shareholders vote on the items on the agenda of the General Meeting of Shareholders without joint presence for the discussion of the items on the agenda, and resolutions on the items put to the vote are approved by casting voting ballots.

## **2. ANNUAL GENERAL MEETING OF SHAREHOLDERS**

### **Article 3. Deadlines for the Conduct of the Annual General Meeting of Shareholders**

1. The Company shall conduct the Annual General Meeting of Shareholders each year.

2. The Annual General Meeting of Shareholders shall have been held not earlier than 2 months and nor later than 6 months following the end of the fiscal year.

The fiscal year shall commence on January 1 and end on December 31 of the current calendar year.

### **Article 4. Agenda of the Annual General Meeting of Shareholders**

1. The agenda of the Annual General Meeting of Shareholders shall mandatorily include the following items:

- approval of the annual report(s) of the Company;
- approval of the annual accounting statements prepared in accordance with the Russian Accounting Standards, including the profit and loss reports (profit and loss accounts) of the Company;
- approval of the distribution of profits and losses of the Company at the end of the fiscal year;
- election of the members of the Board of Directors of the Company;
- election of the members of the Audit Commission (Comptroller) of the Company;
- approval the Auditor of the Company.

The Annual General Meeting of Shareholders shall create the executive bodies of the Company upon expiry of their terms in office, unless otherwise provided by the Charter of the Company.

2. The agenda of the Annual General Meeting of Shareholders may include other items assigned to the scope of competence of the General Meeting of Shareholders, if such items were included on the agenda in accordance with the procedure stipulated by the existing legislation and the Charter of the Company.

**3. PROPOSALS ON THE INCLUSION OF THE ITEMS ON THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS. PROPOSALS ON THE NOMINEES TO THE GOVERNING BODIES OF THE COMPANY TO BE ELECTED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Article 5. Inclusion of Items on the Agenda of the Annual General Meeting of Shareholders and Nomination of Candidates to the Governing Bodies of the Company to Be Elected at the Annual General Meeting of Shareholders**

1. The shareholder(s) holding on the aggregate at least 2 percent of the voting shares of the Company may propose items to be included on the agenda of the Annual General Meeting of Shareholders.

2. The shareholder(s) holding on the aggregate at least 2 percent of the voting shares of the Company may nominate candidates to the Board of Directors of the Company, the Audit Commission (Comptroller) of the Company, and the Counting Commission of the Company, the number of such nominees shall not exceed the number of members in the appropriate body as stipulated by the Charter of the Company or by the appropriate resolution of the General Meeting of Shareholders, and the candidate to the position of the sole executive body, if the Charter of the Company provides that such sole executive body is to be created by the General Meeting of Shareholders.

3. The shareholders' proposals on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders and the shareholders' proposals on the nominees to the governing bodies of the Company shall have been received by the Company within 30 days following the end of the fiscal year, except where the Charter of the Company stipulates a longer period for the submission of such proposals.

4. The number of the voting shares held by the shareholder which has signed the proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders and the proposal on the nominees to the governing bodies of the Company shall be determined on the date when such proposal is submitted by such shareholder.

If following the aforementioned date the number of the voting shares held by such shareholder decreases and falls below 2 percent of the voting shares of the Company, or if such shareholder ceases to be the holder of such voting shares, the proposal shall be deemed valid, and the Board of Directors shall be obliged to review it. No proposal may be turned down solely on the grounds described above.

The Board of Directors of the Company shall, acting at its own initiative, obtain from the register of holders of registered securities information about the number of shares of the appropriate category (type) held by the shareholder which has signed the proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders and the proposal on the nominees to the governing bodies of the Company.

The shareholder which has filed the proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders and the proposal on the nominees to the governing bodies of the Company may submit to the Company an extract from the register of holders of registered securities certifying that such shareholder was holding the requisite number of the voting shares of the Company on the date of submission of the proposal.

5. The relative portion (percentage) of the voting shares of the Company held by the shareholders which have signed the proposals in the total number of the voting shares of the Company shall be determined as of the date when each such proposal is submitted.

6. The proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders and the proposal on the nominees to the governing bodies of the Company shall be submitted by the shareholder(s) in writing. Oral proposals shall not be accepted or reviewed.

7. The proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders and the proposal on the nominees to the governing bodies of the Company shall be signed by the shareholder(s) submitting such proposal.

The proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders and the proposal on the nominees to the governing bodies of the Company shall be deemed to have been received from the shareholders, which signed such proposal (whether personally or through authorized representatives).

If the proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders or the proposal on the nominees to the governing bodies of the Company indicates that it has been submitted by several shareholders, but is signed only by some of those shareholders, it shall be deemed to have been submitted by the shareholder(s) which has (have) signed such proposal. The Board of Directors shall be obliged to review such proposal, and may not turn it down solely on the grounds that all shareholders specified in such proposal have not signed it.

If the proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders or the proposal on the nominees to the governing bodies of the Company is signed by the authorized representative of the shareholder, it shall be accompanied by the power of attorney (copy of the power of attorney certified in accordance with the established procedure) consistent with the applicable regulatory requirements, or by other documents certifying the right of such authorized representative to act for and on behalf of the shareholder.

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

8. The proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders and the proposal on the nominees to the governing bodies of the Company shall contain information about the name (title) of the shareholders, number and category (type) of shares held by each shareholder, which has signed such proposal.

If the proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders provides inaccurate information on the number and category (type) of shares held by any shareholder(s) which has (have) signed the proposal, and the Board of Directors establishes that on the date of submission of the proposal the shareholder(s) which has (have) signed the proposal held on the aggregate at least 2 percent of the voting shares of the Company, the proposal shall be deemed valid, and the Board of Directors shall be obliged to review it. No proposal may be turned down solely on the grounds described above.

If the proposal on the nominees to the governing bodies of the Company provides inaccurate information on the number and category (type) of shares held by any shareholder(s) which has (have) signed the proposal, and the Board of Directors establishes that on the date of submission of the proposal the shareholder(s) which has (have) signed the proposal held on the aggregate at least 2 percent of the voting shares of the Company, the proposal shall be deemed valid, and the Board of Directors shall be obliged to review it. No proposal may be turned down solely on the grounds described above.

**Article 6. Special Requirements Applicable to the Proposal on the Inclusion of Items on the Agenda of the Annual General Meeting of Shareholders**

1. The written proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders shall contain the language of each proposed item, and may also contain the language of the resolution on each proposed item.



2. Each proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders shall be reviewed by the Board of Directors separately. The votes of the shareholders, which have signed different proposals on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders, shall not be summed, except where the proposals contain an express indication that they have been submitted jointly.

The shareholders shall be deemed to have submitted the proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders jointly, if they have signed one such proposal, or if different proposals contain an express indication that they have been submitted jointly.

3. The Board of Directors of the Company may not change the language of the items proposed for inclusion on the agenda of the Annual General Meeting of Shareholders, or the language of resolutions on such items.

The Board of Directors of the Company may, acting at its own initiative, propose alternative language of resolutions on the items proposed for inclusion on the agenda of the Annual General Meeting of Shareholders.

**Article 7. Special Requirements Applicable to the Proposal on the Nominees to the Governing Bodies of the Company to Be Elected at the Annual General Meeting of Shareholders**

1. The number of nominees in each proposal on the nominees to the governing bodies of the Company may not exceed the number of members in the appropriate body, as set forth by the Charter of the Company or by the appropriate resolution of the General Meeting of Shareholders.

2. The proposal on the nominees shall indicate the name of the body to which the nominees are proposed, and contain certain information about the nominees as stipulated by the Charter of the Company.

3. Each proposal on the nominees to the governing bodies of the Company shall be reviewed by the Board of Directors separately. The votes of the shareholders, which have signed different proposals on the nominees to the governing bodies of the Company, shall not be summed, except where the proposals contain an express indication that they have been submitted jointly.

The shareholders shall be deemed to have submitted the proposal on the nominees to the governing bodies of the Company jointly, if they have signed one such proposal, or if different proposals contain an express indication that they have been submitted jointly.

If a nominee is repeatedly named in one or several proposals on the nominees to the governing bodies of the Company, he/she shall be deemed to have been nominated for one position in the relevant governing body, and shall be included into the list of nominees to such governing body only one time.

4. The provisions of this article shall apply to the proposal on the nominees to the Counting Commission of the Company for election at the Annual General Meeting of Shareholders.

**Article 8. Inclusion of the Items Proposed by the Shareholder(s) on the Agenda of the Annual General Meeting of Shareholders. Inclusion of the Candidates Nominated by the Shareholder(s) into the List of Candidates for Election to the Governing Bodies of the Company**

1. The Board of Directors of the Company shall review the proposals submitted by the shareholders, and resolve to include the proposed items on the agenda of the General Meeting of Shareholders and the nominated candidates into the list of candidates for election to the governing bodies, or to decline to do the same, within 5 days following the expiry of the proposal receipt deadline stipulated by the law or the Charter of the Company with respect to the proposals on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders and the proposals on the nominees to the governing bodies of the Company.

The item proposed by the shareholder(s) shall be included on the agenda of the General Meeting of Shareholders, and the nominated candidates shall be included into the list of candidates for election to the appropriate governing bodies of the Company, except where:

the shareholder(s) have failed to meet the proposal receipt deadline stipulated by the Company with respect to the proposals on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders and the proposals on the nominees to the governing bodies of the Company;

the shareholder(s) which has (have) signed the proposal on the inclusion of the items on the agenda of the Annual General Meeting of Shareholders or the proposal on the nominees to the Board of Directors of the Company do(es) not hold 2 percent of the voting shares of the Company;

the proposal fails to meet the requirements stipulated by paragraphs 3 and 4 of Article 53 of the Federal Law "On Joint Stock Companies", and by the requirements of the Charter of the Company based thereon;

the item proposed for inclusion on the agenda of the General Meeting of Shareholders of the Company does not fall within its scope of competence as defined by the Federal Law "On Joint Stock Companies" and by the Charter of the Company, and/or fails to meet the requirements stipulated by the Federal Law "On Joint Stock Companies" and other legal acts of the Russian Federation, and, in particular, where, pursuant to the Federal Law "On Joint Stock Companies" and the Charter of the Company, the item may be reviewed by the General Meeting of Shareholders only at the suggestion of the Board of Directors and/or if the Board of Directors has failed to approve a unanimous resolution on such item

2. The motivated resolution of the Board of Directors of the Company to refuse to include the proposed item on the agenda of the Annual General Meeting of Shareholders, or the nominated candidate into the list of candidates for election to the appropriate governing body of the Company, shall be sent to the proposing or nominating shareholder(s) within 3 days following the date of approval of such resolution.

The motivated resolution of the Board of Directors of the Company to refuse to include the proposed item on the agenda of the Annual General Meeting of Shareholders, or the nominated candidate into the list of candidates for election to the appropriate governing body of the Company, due to the fact that the shareholder(s) which has (have) signed the proposal do(es) not hold the requisite number of the voting shares of the Company stipulated by paragraph 1 of Article 53 of the Federal Law "On Joint Stock Companies" shall be accompanied by an extract from the register of holders of registered securities of the Company.

3. The motivated resolution of the Board of Directors of the Company to refuse to include the proposed item on the agenda of the Annual General Meeting of Shareholders, or the nominated candidate into the list of candidates for election to the appropriate governing body of the Company, as well as acts or omissions of the Board of Directors of the Company aimed at evading approval of such resolution, may be challenged in court.

#### **Article 9. Inclusion of the Items on the Agenda of the Annual General Meeting of Shareholders at the Initiative of the Board of Directors**

1. In addition to the items proposed for inclusion on the agenda of the Annual General Meeting of Shareholders by the shareholders, and in the absence of such proposals, the Board of Directors may, acting in its own discretion, include items on the agenda of the Annual General Meeting of Shareholders and propose resolutions on such items.

2. The agenda of the Annual General Meeting of Shareholders may not be changed after the notice of the Annual General Meeting of Shareholders has been given to the shareholders in accordance with the procedure stipulated by the Charter of the Company.

**Article 10. Notification of the Shareholders of Availability (Lack) of Written Consents of the Candidates Included into the List of Candidates for Election to the Governing Bodies of the Company**

1. The proposal on the nominees to the Board of Directors, the Audit Commission, and the Counting Commission of the Company, and the proposal on the nominee to the position of the sole executive body of the Company, may be accompanied by the written consent of the candidate so nominated.

2. In the event of self-nomination (where the candidate nominates his/her candidature) the written consent of the candidate to be nominated to the appropriate governing body of the Company shall be deemed as given.

3. The Company shall notify the shareholders as to the availability or lack of written consents of the candidates nominated for election to the appropriate governing bodies of the Company.

The fact that the Company has received from a candidate to the governing body of the Company a notice indicating that such candidate refuses to be elected to such governing body of the Company shall not constitute grounds for deleting such candidate from the list of candidates for election to such governing body. The Company shall notify the shareholders of receipt of such notice of refusal.

**4. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**Article 11. Convocation of the Extraordinary General Meeting of Shareholders**

1. The Extraordinary General Meeting of Shareholders shall be conducted by resolution of the Board of Directors of the Company at its own initiative, or at the request of the Audit Commission (Comptroller) of the Company, the Auditor of the Company, or the shareholder(s) holding on the aggregate at least 10 percent of the voting shares of the Company as of the date of submission of such request.

2. The number of the voting shares of the Company held by the shareholder which has signed the request for the convocation of the Extraordinary General Meeting of Shareholders and the total number of the voting shares of the Company shall be determined on the date of submission of such request.

The relative portion (percentage) of the voting shares of the Company held by the shareholder(s) which has (have) signed the request for the convocation of the Extraordinary General Meeting of Shareholders in the total number of the voting shares of the Company shall be determined on the date of submission of such request.

If following the aforementioned date the number of the voting shares held by such shareholder(s) which has (have) signed the request for the convocation of the Extraordinary General Meeting of Shareholders decreases and falls below 10 percent of the voting shares of the Company, or if such shareholder(s) cease(s) to be the holder(s) of such voting shares, such shareholder(s)' request for the convocation of the Extraordinary General Meeting of Shareholders shall be deemed valid, and the Board of Directors shall be obliged to review it. No request for the convocation of the Extraordinary General Meeting of Shareholders may be turned down solely on the grounds described above.

The Board of Directors of the Company shall, acting at its own initiative, obtain from the register of holders of registered securities information about the number of shares of the appropriate category (type) held by each shareholder, which has signed the request for the convocation of the Extraordinary General Meeting.

3. Convocation of the Extraordinary General Meeting of Shareholders at the request of the Audit Commission (Comptroller) of the Company, the Auditor of the Company, or the shareholder(s) holding on the aggregate at least 10 percent of the voting shares of the Company, shall be the responsibility of the Board of Directors of the Company.

The Board of Directors may review suggestions and offers received from other bodies and persons (including government bodies, shareholders which do not hold the requisite number of the voting

shares of the Company stipulated by the law, etc.) with respect to the convocation of the Extraordinary General Meeting of Shareholders. If such suggestions and offers are deemed valid, the Extraordinary General Meeting of Shareholders shall be convened at the initiative of the Board of Directors.

**Article 12. Deadline for the Convocation of the Extraordinary General Meeting of Shareholders**

The deadline for the convocation on the Extraordinary General Meeting of Shareholders shall be stipulated by the Charter of the Company in accordance with the provisions of the Federal Law "On Joint Stock Companies".

**Article 13. Content and Form of the Request for the Convocation of the Extraordinary General Meeting of Shareholders**

1. The request to conduct the Extraordinary General Meeting of Shareholders shall contain the language of the items to be included on the agenda of such Extraordinary General Meeting of Shareholders.

The request to conduct the Extraordinary General Meeting of Shareholders may also contain the language of resolutions on each such item, and the suggestion as to the form of such Extraordinary General Meeting of Shareholders. If the request for the convocation of the Extraordinary General Meeting of Shareholders contains a proposal to nominate candidates to the governing bodies of the Company, the appropriate provisions of Article 53 of the Federal Law "On Joint Stock Companies", and the provisions of the Charter of the Company based thereon, shall apply to such proposal.

The Board of Directors of the Company may not change the language of the items on the agenda, the language of resolutions on such items, or the proposed form of the Extraordinary General Meeting of Shareholders of the Company being convened at the request of the Audit Commission (Comptroller) of the Company, the Auditor of the Company, or the shareholder(s) holding on the aggregate at least 10 percent of the voting shares of the Company. Violation of this rule shall be deemed as equal to refuse to convene the General Meeting of Shareholders, and shall result in the accrual to the persons requesting the convocation of such meeting of rights stipulated by paragraph 8 of Article 55 of the Federal Law "On Joint Stock Companies".

2. If the request for the convocation of the Extraordinary General Meeting of Shareholders is submitted by the shareholder(s), it shall contain the name(s) of the shareholder(s) requesting the convocation of such meeting, and an indication on the number and category (type) of the shares held by such shareholder(s).

3. The request for the convocation of the Extraordinary General Meeting of Shareholders shall be signed by the person(s) requesting the convocation of such Extraordinary General Meeting of Shareholders.

The request for the convocation of the Extraordinary General Meeting of Shareholders shall be deemed as received from the shareholders, which signed such request (whether personally or through authorized representatives).

If the request for the convocation of the Extraordinary General Meeting of Shareholders indicates that it has been submitted by several persons, but is signed only by some of those persons, it shall be deemed as submitted by the persons, which have signed such request. The Board of Directors shall be obliged to review such request, and may not turn it down solely on the grounds that all persons specified in such proposal have not signed it.

4. If the request for the convocation of the Extraordinary General Meeting of Shareholders is signed by the authorized representative of the shareholder, it shall be accompanied by the power of attorney (copy of the power of attorney certified in accordance with the established procedure) consistent with the applicable regulatory requirements, or by other documents certifying the right of such authorized representative to act for and on behalf of the shareholder.

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

**Article 14. Review of Requests for the Convocation of the Extraordinary General Meeting of Shareholders**

1. Within 5 days following the date of submission by the Audit Commission (Comptroller) of the Company, the Auditor of the Company, or the shareholder(s) holding on the aggregate at least 10 percent of the voting shares of the Company of the request for the convocation of the Extraordinary General Meeting of Shareholders, the Board of Directors shall resolve to convene the Extraordinary General Meeting of Shareholders or refuse to do the same.

2. The Board of Directors may resolve to refuse to convene the Extraordinary General Meeting of Shareholders as requested by the Audit Commission (Comptroller) of the Company, the Auditor of the Company, or the shareholder(s) holding on the aggregate at least 10 percent of the voting shares of the Company in the following situations:

- the request for the convocation of the Extraordinary General Meeting of Shareholders has been submitted in violation of the procedures stipulated by the Federal Law “On Joint Stock Companies”;
- the shareholder(s) which has (have) signed the request for the convocation of the Extraordinary General Meeting of Shareholders do not hold 10 percent of the voting shares of the Company as of the date of submission of the request;
- none of the items proposed for inclusion on the agenda of the Extraordinary General Meeting of Shareholders lies within its scope of competence and/or meets the applicable requirements stipulated by the Federal Law “On Joint Stock Companies” and other legal acts of the Russian Federation.

3. The resolution of the Board of Directors of the Company to convene the Extraordinary General Meeting of Shareholders or motivated resolution to refuse to do the same shall be sent to the persons requesting the convocation of such meeting within 3 days following the date of approval of such resolution.

The resolution of the Board of Directors of the Company refusing to convene the Extraordinary General Meeting of Shareholders may be challenged in court.

4. If the Board of Directors fails to approve the resolution to convene the Extraordinary General Meeting of Shareholders or motivated resolution to refuse to do the same within the period of time stipulated by the law, the Extraordinary General Meeting of Shareholders may be convened by the bodies and persons requesting the convocation of such meeting. In that event, the bodies and persons convening the Extraordinary General Meeting of Shareholders shall be deemed to have been vested with the statutory powers required to convene and conduct the General Meeting of Shareholders.

Expenses related to the preparation and conduct of the General Meeting of Shareholders may then be reimbursed by the Company subject to the appropriate resolution of the General Meeting of Shareholders.

**Article 15. Inclusion of the Items on the Agenda of the Extraordinary General Meeting of Shareholders at the Initiative of the Board of Directors**

1. In addition to the items proposed for inclusion on the agenda of the Extraordinary General Meeting of Shareholders by the initiators of such meeting, the Board of Directors may, acting in its own discretion, include items on the agenda of the Extraordinary General Meeting of Shareholders and propose resolutions on such items.

2. The Board of Directors may, acting at its own initiative, propose alternative language of resolutions on the items proposed for inclusion on the agenda of the Extraordinary General Meeting of Shareholders by the initiators of such meeting.

**Article 16. Submission of Proposals on the Nominees to the Board of Directors of the Company to be Elected at the Extraordinary General Meeting of Shareholders**

1. Regardless of who initiates the conduct of the Extraordinary General Meeting of Shareholders whose agenda contains the item of election of the members of the Board of Directors of the Company, the shareholder(s) holding on the aggregate at least 2 percent of the voting shares of the Company may nominate the candidates to the Board of Directors of the Company, the number of such candidates shall not exceed the number of the members of the Board of Directors of the Company as stipulated by the Charter of the Company or by the appropriate resolution of the General Meeting of Shareholders.

Such proposals shall have been submitted to the Company before the deadline stipulated by the Charter of the Company.

2. Proposals on the nominees to the Board of Directors shall be submitted in writing. Oral proposals shall not be accepted or reviewed.

3. The proposal on the nominees to the Board of Directors shall be signed by the shareholder(s), which submitted such proposal.

The proposal on the nominees to the Board of Directors shall be deemed to have been received from the shareholders, which signed such proposal (whether personally or through authorized representatives).

If the proposal on the nominees to the Board of Directors indicates that it has been submitted by several shareholders, but is signed only by some of those shareholders, it shall be deemed to have been submitted by the shareholder(s), which has (have) signed such proposal. The Board of Directors shall be obliged to review such proposal, and may not turn it down solely on the grounds that all shareholders specified in such proposal have not signed it.

4. If the proposal on the nominees to the Board of Directors is signed by the authorized representative of the shareholder, it shall be accompanied by the power of attorney (copy of the power of attorney certified in accordance with the established procedure) consistent with the applicable regulatory requirements, or by other documents certifying the right of such authorized representative to act for and on behalf of the shareholder.

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

5. The proposal on the nominees to the Board of Directors shall contain information about the name (title) of the shareholders, the number and category (type) of shares held by each shareholder, which has signed such proposal.

If the proposal on the nominees to the Board of Directors of the Company provides inaccurate information on the number and category (type) of shares held by any shareholder(s) which has (have) signed the proposal, and the Board of Directors establishes that on the date of submission of the proposal the shareholder(s) which has (have) signed the proposal held on the aggregate at least 2 percent of the voting shares of the Company, the proposal shall be deemed valid, and the Board of Directors shall be obliged to review it. No proposal may be turned down solely on the grounds described above.

The number of the voting shares of the Company held by the shareholder(s), which has (have) signed the proposal on the nominees to the Board of Directors and the total number of the voting shares of the Company shall be determined on the date of submission of such proposal.

The relative portion (percentage) of the voting shares of the Company held by the shareholder(s), which has (have) signed the proposal on the nominees to the Board of Directors in the total number of the voting shares of the Company shall be determined as of the date when such proposal is submitted.

If following the aforementioned date the number of the voting shares held by any shareholder(s) decreases and falls below 2 percent of the voting shares of the Company, or if such shareholder(s) cease(s) to be the holder of such voting shares, the proposal on the nominees to the Board of Directors shall be deemed valid, and the Board of Directors shall be obliged to review it. No proposal may be turned down solely on the grounds described above.

The Board of Directors of the Company shall, acting at its own initiative, obtain from the register of holders of registered securities information about the number of shares of the appropriate category (type) held by the shareholder(s), which has (have) signed the proposal on the nominees to the Board of Directors.

6. The proposal on the nominees to the Board of Directors to be elected at the Extraordinary General Meeting of Shareholders shall contain the information stipulated by the Charter of the Company.

7. Each proposal on the nominees to the Board of Directors shall be reviewed by the Board of Directors separately. The votes of the shareholders, which have signed different proposals on the nominees to the Board of Directors, shall not be summed, except where the proposals contain an express indication that they have been submitted jointly.

The shareholders shall be deemed to have submitted the proposal on the nominees to the Board of Directors jointly, if they have signed one such proposal, or if different proposals contain an express indication that they have been submitted jointly.

If a nominee is repeatedly named in one or several proposals on the nominees to the Board of Directors, he/she shall be deemed to have been nominated for one position in the Board of Directors, and shall be included into the list of nominees to the Board of Directors only one time.

**Article 17. Inclusion of the Candidates Nominated by the Shareholder(s) into the List of Candidates for Election to the Board of Directors of the Company**

1. The Board of Directors of the Company shall review the proposals submitted by the shareholders, and resolve to include the nominated candidates into the list of candidates for election to the Board of Directors, or to decline to do the same, within 5 days following the expiry of the proposal receipt deadline stipulated by the Charter of the Company with respect to the proposals on the nominees to the Board of Directors of the Company.

The nominated candidates shall be included into the list of candidates for election to the Board of Directors, except where:

- the shareholder(s) have failed to meet the proposal receipt deadline stipulated by the Charter of the Company with respect to the proposals on the nominees to the Board of Directors to be elected at the Extraordinary General Meeting of Shareholders;
- the shareholder(s) which has (have) signed the proposal on the nominees to the Board of Directors of the Company do(es) not hold 2 percent of the voting shares of the Company;
- the proposal fails to meet the requirements stipulated by paragraphs 3 and 4 of Article 53 of the Federal Law “On Joint Stock Companies”, and by the requirements of the Charter of the Company.

2. The motivated resolution of the Board of Directors of the Company to refuse to include the candidate into the list of candidates for election to the Board of Directors shall be sent to the nominating shareholder(s) within 3 days following the date of approval of such resolution.

The motivated resolution of the Board of Directors of the Company to refuse to include the candidate into the list of candidates for election to the Board of Directors due to the fact that the nominating shareholder(s) do(es) not hold the requisite number of the “On Joint Stock Companies” shall be accompanied by an extract from the register of holders of registered securities of the Company.

3. The resolution of the Board of Directors of the Company to refuse to include a nominated candidate into the list of candidates for the election to the Board of Directors, as well as acts or omissions of

the Board of Directors of the Company aimed at evading approval of such resolution, may be challenged in court.

**Article 18. Notification of the Shareholders of Availability (Lack) of Written Consents of the Candidates Included into the List of Candidates for Election to the Governing Bodies of the Company**

1. The proposal on the nominees to the Board of Directors, the Audit Commission, and the Counting Commission of the Company, and the proposal on the nominee to the position of the sole executive body of the Company, may be accompanied by the written consent of the candidate so nominated.

2. In the event of self-nomination (where the candidate nominates his/her candidature) the written consent of the candidate to be nominated to the appropriate governing body of the Company shall be deemed as given.

3. The Company shall notify the shareholders as to the availability or lack of written consents of the candidates nominated for election to the appropriate governing bodies of the Company.

The fact that the Company has received from a candidate to the governing body of the Company a notice indicating that such candidate refuses to be elected to such governing body of the Company shall not constitute grounds for deleting such candidate from the list of candidates for election to such governing body. The Company shall notify the shareholders of receipt of such notice of refusal.

**5. PREPARATION FOR THE CONDUCT OF THE GENERAL MEETING OF SHAREHOLDERS**

**Article 19. Preparation for the Annual General Meeting of Shareholders**

During the preparation for the Annual General Meeting of Shareholders, the Board of Directors of the Company shall determine the following:

- form of the General Meeting of Shareholders;
- date of the General Meeting of Shareholders;
- place of the General Meeting of Shareholders;
- time of the General Meeting of Shareholders;
- time of commencement of registration of the persons participating in the General Meeting of Shareholders;
- person to which the shareholder may report violations of the registration procedures by the Company;
- date of compilation of the list of persons entitled to participate in the General Meeting of Shareholders;
- agenda of the General Meeting of Shareholders;
- procedures for notification of the shareholders of the General Meeting of Shareholders;
- list of information (materials) to be provided to the shareholders in connection with the preparation for the General Meeting of Shareholders, and procedures for the provision of such information (materials);
- form and text of the voting ballot;
- mailing address to which the shareholders may send completed voting ballots, if, pursuant to the Federal Law "On Joint Stock Companies" and the Charter of the Company, completed voting ballots may be sent to the Company.

The Board of Directors of the Company may make the requisite determinations as to the above items both at the time of approval of the resolution to conduct the Annual General Meeting of Shareholders, and at any other time in the course of preparation for such meeting.

**Article 20. Preparation for the Extraordinary General Meeting of Shareholders**

1. During the preparation for the Extraordinary General Meeting of Shareholders conducted in the form of joint presence, the Board of Directors shall determine the following:



- form of the Extraordinary General Meeting of Shareholders (if the form is not stipulated by the initiators of the convocation of the Extraordinary General Meeting of Shareholders);
- date of the General Meeting of Shareholders;
- place of the General Meeting of Shareholders;
- time of the General Meeting of Shareholders;
- time of commencement of registration of the persons participating in the General Meeting of Shareholders;
- person to which the shareholder may report violations of the registration procedures by the Company;
- date of compilation of the list of persons entitled to participate in the General Meeting of Shareholders;
- agenda of the General Meeting of Shareholders;
- procedures for notification of the shareholders of the General Meeting of Shareholders;
- list of information (materials) to be provided to the shareholders in connection with the preparation for the General Meeting of Shareholders, and procedures for the provision of such information (materials);
- form and text of the voting ballot;
- mailing address to which the shareholders may send completed voting ballots, if, pursuant to the Federal Law “On Joint Stock Companies” and the Charter of the Company, completed voting ballots may be sent to the Company.

2. During the preparation for the Extraordinary General Meeting of Shareholders conducted in the form of absentee vote, the Board of Directors shall determine the following:

- form of the Extraordinary General Meeting of Shareholders (if the form is not stipulated by the initiators of the convocation of the Extraordinary General Meeting of Shareholders);
- date of the General Meeting of Shareholders (deadline for the submission of completed voting ballots);
- place of the General Meeting of Shareholders (mailing address to which completed voting ballots are to be sent);
- date of compilation of the list of persons entitled to participate in the General Meeting of Shareholders;
- agenda of the General Meeting of Shareholders;
- procedures for notification of the shareholders of the conduct of the General Meeting of Shareholders;
- list of information (materials) to be provided to the shareholders in connection with the preparation for the conduct of the General Meeting of Shareholders, and procedures for the provision of such information (materials);
- form and text of the voting ballot.

3. The Board of Directors of the Company may make the requisite determinations on

the items listed above in paragraphs 1 and 2 of this Article both at the time of approval of the resolution to conduct the General Meeting of Shareholders, and at any other time in the course of preparation for such meeting.

**Article 21. Nomination of Candidates to the Governing Bodies of the Company at the Initiative of the Board of Directors to be Elected at the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders**

1. The Board of Directors may, acting in its own discretion, include candidates into the list of candidates for election to the governing bodies of the Company to be elected at the General Meeting of Shareholders, if the number of candidates included into the list of candidates for election to the governing bodies of the Company at the proposal of the shareholders is below the total number of members in the appropriate governing body as stipulated by the Charter of the Company.

2. The Board of Directors may, acting in its own discretion, include candidates into the list of candidates for election to the Counting Commission of the Company, if the number of candidates included into the list of candidates for election to the Counting Commission of the Company at the proposal of the shareholders is below three.

3. The Board of Directors of the Company shall, acting at its own initiative, include candidates into the list of candidates for election to the governing bodies of the Company and into the voting ballots

for the election of the governing bodies of the Company not later than the date of notification of the shareholders of the conduct of the General Meeting of Shareholders, or the date of provision of information (materials) to be provided to the shareholders in the course of preparation for the General Meeting of Shareholders.

## **6. COMPILATION OF THE LIST OF PERSONS ENTITLED TO PARTICIPATE IN THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 22. List of Persons Entitled to Participate in the General Meeting of Shareholders**

1. The list of persons entitled to participate in the General Meeting of Shareholders shall be compiled on the basis of the information contained in the register of shareholders of the Company.

For compilation of the list of persons entitled to participate in the General Meeting of Shareholders, the nominee holder of shares shall furnish information about those persons in whose interest he holds shares as of the date on which such list is recorded.

The nominee holder shall furnish such information as soon as reasonably possible to enable the Company to meet the deadlines for the convocation of the General Meeting of Shareholders, notification of the shareholders of the General Meeting of Shareholders, provision to the shareholders of voting ballots, and other deadlines stipulated by the Federal Law "On Joint Stock Companies" and the Charter of the Company in the interests of the shareholders.

2. The record date for the purpose of compilation of the list of persons entitled to participate in the General Meeting of Shareholders may not be set earlier than the date of approval of the resolution to conduct the General Meeting of Shareholders, nor more than 50 days or, in the cases stipulated by paragraph 2 of Article 53 of the Federal Law "On Joint Stock Companies", more than 65 days prior to the date of the General Meeting of Shareholders.

### **Article 23. Examination of the List of Persons Entitled to Participate in the General Meeting of Shareholders**

1. The Company shall make the list of persons entitled to participate in the General Meeting of Shareholders available for examination at the request of the persons included into such list and holding at least 1 percent of votes. The details of documents and mailing addresses of the individuals included into the list shall be disclosed only with the consent of such individuals.

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

2. At the request of any interested person, the Company shall, within 3 days, furnish to such person an extract from the list of persons entitled to participate in the General Meeting of Shareholders containing information about such person, or a certificate to the effect that such person is not included into the list of persons entitled to participate in the General Meeting of Shareholders.

3. The list of persons entitled to participate in the General Meeting of Shareholders shall be made available only to the shareholders which have signed the appropriate request during the period from the date of the notice of the General Meeting of Shareholders and upon the closing of the General Meeting of Shareholders or, if the General Meeting of Shareholders is conducted in the form of absentee vote, on the deadline for the submission of completed voting ballots.

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

## 7. INFORMATION ABOUT THE CONDUCT OF THE GENERAL MEETING OF SHAREHOLDERS

### Article 24. Notice of the General Meeting of Shareholders

The notice of the General Meeting of Shareholders shall be given within the time period, and in accordance with the procedure, stipulated by the Federal Law "On Joint Stock Companies" and the Charter of the Company.

### Article 25. Content of the Notice of the General Meeting of Shareholders

1. If the General Meeting of Shareholders is conducted in the form of joint presence, the notice of the General Meeting of Shareholders shall contain the following information:

- full trade name of the Company;
- location of the Company;
- form of the General Meeting of Shareholders;
- date of the General Meeting of Shareholders;
- place of the General Meeting of Shareholders (address where the General Meeting of Shareholders will be held);
- time of the General Meeting of Shareholders;
- time of commencement of registration of the persons participating in the General Meeting of Shareholders;
- place of registration of the persons participating in the General Meeting of Shareholders;
- person to which the shareholder may report violations of the registration procedures by the Company;
- record date for the purpose of compilation of the list of persons entitled to participate in the General Meeting of Shareholders;
- agenda of the General Meeting of Shareholders;
- procedures for the examination of the information (materials) to be provided to the shareholders in the course of preparation for the General Meeting of Shareholders, and address(es) at which such information (materials) can be examined;
- mailing address to which the shareholders may send completed voting ballots, if, pursuant to the Federal Law "On Joint Stock Companies" and the Charter of the Company, completed voting ballots may be sent to the Company.

2. If the General Meeting of Shareholders is conducted in the form of absentee vote, the notice of the General Meeting of Shareholders shall contain the following information:

- full trade name of the Company;
- location of the Company;
- form of the General Meeting of Shareholders;
- date of the General Meeting of Shareholders (deadline for the submission of completed voting ballots to the Company);
- record date for the purpose of compilation of the list of persons entitled to participate in the General Meeting of Shareholders;
- agenda of the General Meeting of Shareholders;
- procedures for the examination of the information (materials) to be provided to the shareholders in the course of preparation for the General Meeting of Shareholders, and address(es) at which such information (materials) can be examined;
- place of the General Meeting of Shareholders (mailing address for the submission of completed voting ballots).

3. The Board of Directors may, at its own initiative, include the following additional information into the notice of the General Meeting of Shareholders:

- reminder of the need for the participants to have identification documents, and for authorized representatives to have powers of attorney or other documents entitling them to participate in the General Meeting of Shareholders for and on behalf of their principals;

- information about the Registrar of the Company;
- information about the initiator of the General Meeting of Shareholders;
- other information.

## **8. INFORMATION (MATERIALS) TO BE PROVIDED TO THE SHAREHOLDERS IN THE COURSE OF PREPARATION FOR THE CONDUCT OF THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 26. Content of the Information (Materials) to be Provided to the Persons Entitled to Participate in the General Meeting of Shareholders**

1. The list of information (materials) to be provided to the persons entitled to participate in the General Meeting of Shareholders in the course of preparation for the General Meeting of Shareholders shall be stipulated by the Charter of the Company.

The information (materials) to be provided to the persons entitled to participate in the General Meeting of Shareholders shall indicate the item on the agenda to which it (they) relate(s).

2. The Board of Directors may resolve to furnish the persons entitled to participate in the General Meeting of Shareholders other information (materials) in addition to the information (materials) stipulated by the legislation and the Charter of the Company. Such additional information (materials) may include analyses and mass media publications, including those criticizing the operations of the Company, and other information (materials) directly related to the agenda of the meeting.

### **Article 27. Provision of the Information (Materials) to be Provided to the Persons Entitled to Participate in the General Meeting of Shareholders**

The information (materials) listed in this paragraph shall be made available for examination by the persons entitled to participate in the General Meeting of Shareholders at the address of the executive body of the Company, and in other locations specified in the notice of the General Meeting of Shareholders, 20 days or, if the agenda of the meeting contains the item of reorganization of the Company, 30 days prior to the date of conduct of the General Meeting of Shareholders. Such information (materials) shall also be made available to the persons participating in the General Meeting of Shareholders during the conduct of such meeting.

The Company shall, at the request of any person entitled to participate in the General Meeting of Shareholders of the Company, furnish such person with copies of such documents within 5 days following the date of receipt of the appropriate request by the Company.

The fee charged by the Company for the provision of copies of documents containing information (copies of materials) to be provided to the persons entitled to participate in the General Meeting of Shareholders in the course of preparation for the General Meeting of Shareholders may not exceed the cost of their production.

## **9. PROCEDURES FOR THE PARTICIPATION OF THE SHAREHOLDERS AND THEIR AUTHORIZED REPRESENTATIVES IN THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 28. Persons Attending the General Meeting of Shareholders**

1. The following persons may attend the General Meeting of Shareholders:

persons included into the list of persons entitled to participate in the General Meeting of Shareholders and/or their authorized representatives;

- representatives of the Registrar of the Company;
- representatives of the Auditor of the Company;
- members of the governing bodies of the Company;
- candidates included into the voting ballots for election to the governing bodies of the Company;
- other persons invited to the meeting by the Board of Directors of the Company, or by the initiators of the meeting.

The persons entitled to participate in the General Meeting of Shareholders conducted in the form of joint presence whose voting ballots were received at least two days prior to the date of the General Meeting of Shareholders may participate in the General Meeting of Shareholders.

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

#### **Article 29. Right to Participate in General Meeting of Shareholders**

The shareholder may participate in the General Meeting of Shareholders by:

- personally participating in discussions on the items on the agenda and voting on such items at the meeting conducted in the form of joint presence;
- sending one or several representatives authorized to participate in discussions on the items on the agenda and vote on such items at the meeting conducted in the form of joint presence;
- participating in discussions on the items on the agenda and voting on such items jointly with his/her authorized representative(s) at the meeting conducted in the form of joint presence;
- participating in an absentee vote;
- authorizing his/her representative(s) to participate in an absentee vote.

### **10. CONDUCT OF THE GENERAL MEETING OF SHAREHOLDERS IN THE FORM OF ABSENTEE VOTE**

#### **Article 30. Conduct of the General Meeting of Shareholders in the Form of Absentee vote**

1. The resolution of the General Meeting of Shareholders may be approved without conducting of the meeting (without joint presence of the shareholders for the discussion of the items on the agenda and approval of resolutions on the items put to the vote) by holding an absentee vote (conducting the General Meeting of Shareholders in the form of absentee vote).

The date of the General Meeting of Shareholders conducted in the form of absentee vote shall be the deadline for the submission of completed voting ballots.

2. The General Meeting of Shareholders conducted in the form of absentee vote may not consider and approve resolutions on the following items:

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

3. The new General Meeting of Shareholders conducted instead of a failed General Meeting of Shareholders that should have been conducted in the form of joint presence may not be conducted in the form of absentee vote.

4. The ballots for voting at the General Meeting of Shareholders conducted in the form of absentee vote shall be sent or delivered against signature to each person included into the list of persons entitled to participate in the General Meeting of Shareholders within the period of time stipulated by the existing legislation of the Russian Federation.

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

5. Completed voting ballots submitted to the address (location) of the sole executive body (to the address of the manager or to the address (location) of the permanent executive body of the managing organization) of the Company specified in the Uniform State Register of Legal Entities, or to the address specified in the Charter of the Company, shall be deemed to have been submitted to the proper mailing address regardless of whether such address was specified in the notice of the General Meeting of Shareholders.

## **11. WORKING BODIES OF THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 31. Working Bodies of the General Meeting of Shareholders**

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

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

### **Article 32. Chairman of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be presided over by the Chairman of the Board of Directors of the Company or, if he/she is absent or refuses to preside over the meeting, by one of the members of the Board of Directors selected by the Board of Directors.

2. If the persons authorized to preside over the General Meeting of Shareholders in accordance with the Federal Law "On Joint Stock Companies" and the Charter of the Company are absent from the Extraordinary General Meeting of Shareholders conducted by resolution of the persons entitled to request the convocation of the General Meeting of Shareholders, or refuse to preside over the meeting, the meeting shall be presided over by the person which resolved to conduct the Extraordinary General Meeting of Shareholders (his/her authorized representative) or, if the resolution to conduct the Extraordinary General Meeting of Shareholders was approved by several persons, by one of such persons selected by them.

3. If the persons listed in paragraphs 1 and 2 of this Article are absent, or refuse to preside over the meeting, the meeting conducted in the form of joint presence shall select its Chairman from the shareholders registered for participation in such meeting.

In that event, the Secretary of the meeting shall announce a break so that the participants may nominate candidates for the position of the Chairman of the General Meeting of Shareholders.

During the break, the participant(s) of the meeting holding on the aggregate at least 2 percent of the voting shares of the Company shall submit to the Counting Commission written nominations indicating the following information:

- name of the candidate;
- names of the shareholders nominating the candidate, number and category (type) of shares held by them.

The General Meeting of Shareholders shall elect its Chairman from the candidates so nominated.

During the vote on the election of the Chairman of the General Meeting of Shareholders, each participant shall either cast all his/her votes in favor of only one candidate or refrain from casting the votes.

The candidate shall be deemed to have been elected, if a majority of votes cast by the participants of the General Meeting of Shareholders has been cast in his/her favor.

4. The Chairman of the General Meeting of Shareholders shall:

announce commencement and termination of proceedings of the General Meeting of Shareholders;  
upon completion of discussion of the items on the agenda of the General Meeting of Shareholders,  
put such items to the vote;  
preside at the General Meeting of Shareholders;  
supervise compliance with the rules of order at the General Meeting of Shareholders;  
ensure adherence to the agenda of the General Meeting of Shareholders;  
issue requisite orders and directions to the Counting Commission;  
issue orders to distribute the documents of the General Meeting of Shareholders;  
take measures to maintain or restore order at the General Meeting of Shareholders;  
give the floor to the participants of the General Meeting of Shareholders based on their written re-  
quests;  
rule of order the speaker, if he violates the procedures of the General Meeting of Shareholders;  
announce commencement and termination of breaks in the proceedings at the General Meeting of  
Shareholders;  
sign the minutes of the General Meeting of Shareholders.

The Chairman of the General Meeting of Shareholders may not interrupt, or comment upon, any presentation of the participant of the General Meeting of Shareholders, except where this is necessary due to violation by the speaker of the rules of order at the General Meeting of Shareholders and other procedural circumstances.

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

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

### **Article 33. Presidium of the General Meeting of Shareholders**

1. The Presidium of the General Meeting of Shareholders shall be created at the General Meeting of Shareholders conducted in the form of joint presence.

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

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

### **Article 34. Secretary of the General Meeting of Shareholders**

1. The Secretary of the Board of Directors shall act as the Secretary of the General Meeting of Shareholders (hereinafter - "Secretary").

2. The Secretary shall supervise the preparation of draft work documents required for the meeting, maintain the minutes of the meeting, sign the minutes of the meeting, prepare and sign the report on the voting results.

3. The Secretary shall organize the election of the working bodies of the General Meeting of Shareholders in situations stipulated by the Charter of the Company.

### **Article 35. Counting Commission**

1. The Counting Commission shall be an independent permanent working body of the General Meeting of Shareholders.

2. Information received by the members of the Counting Commission in connection with the discharge by them of their official duties shall be deemed to be confidential.

3. The Counting Commission shall:

check the powers of, and register, the persons participating in the General Meeting of Shareholders, maintain registration logs;

ascertain the of the General Meeting of Shareholders, and the of quorum for the approval of resolutions on each item on the agenda;

give explanations on questions arising in connection with the exercise by the shareholders (their authorized representatives) of their voting rights at the General Meeting of Shareholders;

explain the procedure for voting on the items put to the vote;

ensure that the established procedures for the voting are complied with and the shareholders' rights to take part in the voting can be exercised;

count votes and determine the voting results;

draw the minutes of the voting results;

hand over voting ballots to the archive.

## **12. FUNCTIONS OF THE CORPORATE SECRETARY OF THE COMPANY RELATED TO THE PREPARATION AND CONDUCT OF THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 36. Functions of the Corporate Secretary of the Company Related to the Preparation and Conduct of the General Meeting of Shareholders**

1. The Corporate Secretary of the Company shall:

compile the list of persons entitled to participate in the General Meeting of Shareholders;

compile the list of persons entitled to receive dividends;

compile the list of shareholders entitled to demand redemption of the shares of the Company held by them in cases stipulated by the Federal Law "On Joint Stock Companies";

compile the list of persons vested with the preemptive right to acquire additional shares and issuable securities convertible into shares;

prepare information (materials) to be provided to the persons entitled to participate in the General Meeting of Shareholders;

grant access to the information (materials) to be provided in the course of preparation for the General Meeting of Shareholders to the persons entitled to participate in the General Meeting of Shareholders;

issue extracts and certificates based on the list of persons entitled to participate in the General Meeting of Shareholders;

send voting ballots to the persons included into the list of persons entitled to participate in the General Meeting of Shareholders;

collect completed voting ballots received by the Company and transfer them to the Counting Commission;

communicate the shareholders on the voting results and approved resolutions at the General Meeting of Shareholders.

2. The Corporate Secretary of the Company shall take measures aimed at resolution of conflicts arising in the course of preparation and conduct of the General Meeting of Shareholders.

3. The Corporate Secretary of the Company may attend the determination of the voting results on the items on the agenda by the Counting Commission.



**13. REGISTRATION OF PARTICIPANTS OF THE GENERAL MEETING OF SHAREHOLDERS CONDUCTED IN THE FORM OF JOINT PRESENCE**

**Article 37. Registration of Participants of the General Meeting of Shareholders Conducted in the Form of Joint Presence**

1. The Counting Commission shall check the powers of, and register, the persons participating in the General Meeting of Shareholders.

2. Registration of the persons participating in the General Meeting of Shareholders conducted in the form of joint presence shall be performed at the address of the place of conduct of the General Meeting of Shareholders.

3. If the voting on the items on the agenda of the General Meeting of Shareholders may be conducted by submission to the Company of completed voting ballots, all persons entitled to participate in the General Meeting of Shareholders shall be subject to registration, with the exception of the persons whose voting ballots were received by the Company not later than two days before the date of the General Meeting of Shareholders.

The persons whose voting ballots were received by the Company not later than two days before the date of the General Meeting of Shareholders may attend the General Meeting of Shareholders, participate in the discussion of the items on the agenda of the General Meeting of Shareholders, have access to the information (materials) provided to the participants of the General Meeting of Shareholders, and enjoy other rights vesting in the participants of the General Meeting of Shareholders. The aforementioned persons may not be registered by the Counting Commission, and no voting ballots shall be issued to such persons. If any such persons attend the meeting, the Counting Commission shall maintain an additional log of persons attending the General Meeting of Shareholders without registration.

4. For the purposes of registration, the Counting Commission shall maintain the following logs:

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

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

5. The registration shall begin not later than two hours prior to the time of commencement of the General Meeting of Shareholders.

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

During the registration, the persons entitled to participate in the General Meeting of Shareholders (their authorized representatives) shall produce (submit) the following documents:

shareholder which is an individual: document(s) which establish(es) his/her identity and enable(s) to identify him/her in the list of persons entitled to participate in the General Meeting of Shareholders;

authorized representative of a shareholder which is an individual: power of attorney issued by such individual, and document(s) which establish(es) the identify of such representative;

person representing a shareholder which is a legal entity and acting without the power of attorney as permitted by the law or constituent documents: copies of constituent documents of such shareholder which is a legal entity, document(s) certifying the authority of such person (in particular, copy of resolution of his/her election or appointment to his/her position), and document(s) which establish(es) his/her identity;

authorized representative of a shareholder which is a legal entity: power of attorney issued by such legal entity, and document(s) which establish(es) the identify of such representative;

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

7. Powers of attorney and other documents certifying the right of the participant to act for and on behalf of the shareholder shall be surrendered to the Company at the time of the registration.

8. The registration of the persons entitled to participate in the General Meeting of Shareholders shall terminate at the time of completion of discussion of the last item on the agenda of the meeting for which there is a quorum.

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

full trade name of the Company;

location of the Company;

type of the General Meeting of Shareholders (annual or extraordinary);

form of the General Meeting of Shareholders;

date of the General Meeting of Shareholders;

place of the General Meeting of Shareholders;

agenda of the General Meeting of Shareholders;

number of votes held by the persons included into the list of persons entitled to participate in the General Meeting of Shareholders with respect to each item on the agenda of the General Meeting of Shareholders;

number of persons registered for participation in the General Meeting of Shareholders, and number of votes held by such persons with respect to each item on the agenda of the General Meeting of Shareholders, with an indication whether there was a quorum for the approval of resolutions on each item on the agenda;

number of voting ballots received by the Company not later than two days prior to the date of conduct of the General Meeting of Shareholders, and number of the voting shares of the Company represented by such voting ballots;

number of voting ballots issued to the participants of the General Meeting of Shareholders at the time of registration;

date on which the minutes are drawn.

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

The minutes shall be signed by the members of the Counting Commission or by the person acting in its stead. The members of the Counting Commission, which have not signed the minutes, may request that their dissenting opinions be attached to the minutes.

#### **14. PROCEDURES FOR THE CONDUCT OF THE GENERAL MEETING OF SHAREHOLDERS CONDUCTED IN THE FORM OF JOINT PRESENCE**

##### **Article 38. Time and Place of Conduct of the General Meeting of Shareholders**

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

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

3. The General Meeting of Shareholders shall be conducted in a premises capable of seating the number of the shareholders registered for participation in the meeting.

The General Meeting of Shareholders may not be conducted in industrial and other buildings where its normal proceedings are impossible.

**Article 39. Procedures for the Conduct of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted without interruptions.

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

3. Questions to the speakers and requests to grant the floor may be submitted only in writing. Questions and requests shall be submitted to the person presiding at the General Meeting of Shareholders.

The participant of the General Meeting of Shareholders may not speak on the same item more than two times. The duration of the first presentation may not exceed 10 minutes; the duration of the second presentation may not exceed 3 minutes.

4. If the General Meeting of Shareholders has continued for 2 hours without interruptions, there shall be a break with a duration of not less than 15 minutes, nor more than 30 minutes.

If the General Meeting of Shareholders has continued for 4 hours without interruptions, there shall be a break with a duration of not less than 40 minutes, nor more than 2 hours.

The General Meeting of Shareholders may not continue after 22:00 by local time.

The General Meeting of Shareholders, generally, shall be conducted for only one day.

If it is impossible to conduct the General Meeting of Shareholders within one day, it shall be adjourned to the next day, provided that the meeting shall recommence not earlier than at 09:00 by local time.

5. Procedures for the conduct of the General Meeting of Shareholders shall provide for the following stages in its proceedings:

- commencement of the General Meeting of Shareholders and announcement of the items on the agenda with respect to which there is a quorum;
- presentations of the participants of the General Meeting of Shareholders on the items on the agenda (discussion of the items on the agenda);
- upon completion of discussion of the last item on the agenda of the General Meeting of Shareholders (the last item on the agenda of the General Meeting of Shareholders with respect to which there is a quorum), voting on the items on the agenda;
- closing of the General Meeting of Shareholders, termination of registration of the participants of the General Meeting of Shareholders, completion of acceptance of voting ballots by the Counting Commission.

To ensure that the shareholders receive as much comprehensive and objective information about the Company as possible, special time shall be allocated during the General Meeting of Shareholders for the presentations by the main officers of the Company, including the chairmen of the committees of the Board of Directors.

## **15. VOTING AT THE GENERAL MEETING OF SHAREHOLDERS. VOTING BALLOTS**

### **Article 40. Voting at the General Meeting of Shareholders**

1. Voting at the General Meeting of Shareholders shall be in accordance with the principle “one voting share – one vote”. In the event of cumulative voting, voting shall be in accordance with the principle “one voting share – equal number of votes”.

### **Article 41. Voting Ballots**

1. Voting at the General Meeting of Shareholders with respect to the items put to the vote shall be performed by casting voting ballots.

2. A voting ballot shall be delivered against signature to each person included into the list of persons entitled to participate in the General Meeting of Shareholders (his/her authorized representative) duly registered for participation in the General Meeting of Shareholders, except where otherwise stipulated by the second part of this paragraph.

The ballots for voting at the General Meeting of Shareholders conducted in the form of absentee vote, and at the General Meeting of Shareholders where voting ballots are sent (delivered) to the shareholders prior to the meeting, shall be sent or delivered against signature to each person included into the list of persons entitled to participate in the General Meeting of Shareholders within the period of time stipulated by the legislation of the Russian Federation.

3. If voting at the General Meeting of Shareholders conducted at the form of joint presence may be performed by submission to the Company of completed voting ballots, at the time of registration for participation in such General Meeting of Shareholders the persons whose voting ballots were not received by the Company, or were received later than two days prior to the date of the meeting, may, if they so request, be issued voting ballots only with special marks indicating repeated issuance of such voting ballots.

### **Article 42. Requirements to the Content of Voting Ballots**

1. If the General Meeting of Shareholders is conducted in the form of joint presence of the shareholders for the discussion of the items on the agenda and approval of resolutions on the items put to the vote, where voting ballots are sent (delivered) to the shareholders in advance of the General Meeting of Shareholders, the voting ballot shall contain the following information:

- full trade name of the Company;
- location of the Company;
- form of the General Meeting of Shareholders;
- date of the General Meeting of Shareholders;
- time of the General Meeting of Shareholders;
- place of the General Meeting of Shareholders;
- mailing address to which the shareholders may send completed voting ballots, if, pursuant to the Federal Law “On Joint Stock Companies” and the Charter of the Company, completed voting ballots may be sent to the Company;
- item put to the vote;
- language of resolutions on the item (name of each candidate) to be voted upon by using the voting ballot;
- voting options for each proposed resolution on the item put to the vote, expressed as “aye”, “nay” and “abstained”;
- reminder that the voting ballot is to be signed by the shareholder.

2. If the General Meeting of Shareholders is conducted in the form of absentee vote, the voting ballot shall contain the following information:

- full trade name of the Company;

- location of the Company;
- form of the General Meeting of Shareholders (absentee vote);
- date of the General Meeting of Shareholders (deadline for the submission of completed voting ballots);
- place of the General Meeting of Shareholders (mailing address for the submission (delivery) of completed voting ballots);
- item put to the vote;
- language of resolutions on the item to be voted upon by using the voting ballot;
- voting options for each proposed resolution on the item put to the vote, expressed as “aye”, “nay” and “abstained”;
- reminder that the voting ballot is to be signed by the shareholder.

3. The voting ballot shall also contain other information as stipulated by the legislation of the Russian Federation.

4. The voting ballot may contain additional information as stipulated by the Board of Directors or initiators of the meeting at the time when it (they) approved the form and text of the voting ballot.

#### **Article 43. Requirements to the Voting Ballots for Cumulative Voting**

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

The cumulative voting ballot shall contain the following voting options: “aye”, “against all candidates”, and “abstained with respect to all candidates”.

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

The sum total of the votes so distributed shall not exceed the total number of votes held by such participant of the meeting, otherwise the voting ballot shall be ruled invalid.

#### **Article 44. Voting Ballots Signed by Authorized Representatives**

If the voting ballot is submitted to the Company in advance of the General Meeting of Shareholders conducted in the form of joint presence, and if the General Meeting of Shareholders is conducted in the form of absentee vote, the voting ballot signed by the authorized representative of the person included into the list of persons entitled to participate in the General Meeting of Shareholders acting under a power of attorney shall be accompanied by such power of attorney (its notarized copy) or another document (its notarized copy) certifying the right of such representative to act for an on behalf of the shareholder.

#### **Article 45. Voting Procedure**

1. The participant of the General Meeting of Shareholders may form and express his/her opinion on the items put to the vote both with and without participation in the discussion on such items. Participation in the discussion of the items on the agenda is a right of the shareholder, not his/her obligation.

2. The persons registered for participation in the General Meeting of Shareholders conducted in the form of joint presence may vote on all items on the agenda since the time of commencement of the General Meeting of Shareholders.

3. Upon completion of discussion on the last item on the agenda of the General Meeting of Shareholders (the last item on the agenda of the General Meeting of Shareholders with respect to which there is a quorum), the persons which had not voted until that time shall be given time to cast their votes.

The time between completion of discussion on the last item on the agenda of the General Meeting of Shareholders (the last item on the agenda of the General Meeting of Shareholders with respect to which there is a quorum) and completion of acceptance of completed voting ballots on all items on the agenda shall be 1 hour.

4. The participants of the General Meeting of Shareholders shall complete their voting ballots without using voting booths.

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

#### **Article 46. Storage of Voting Ballots**

The Company shall store all voting ballots received by it, including the following:

- voting ballots received by the Company after the deadline for the submission of completed voting ballots, if the General Meeting of Shareholders is conducted in the form of absentee vote;
- voting ballots received by the Company later than two days before the date of the General Meeting of Shareholders, if the General Meeting of Shareholders is conducted in the form of joint presence, with voting ballots being sent (delivered) to the shareholders in advance of the General Meeting of Shareholders.

### **16. MINUTES AND REPORT ON THE VOTING RESULTS AT THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 47. Determination of the Voting results**

1. The voting results on the items put to the vote shall be determined by the Counting Commission.

The resolution of the General Meeting of Shareholders on the item on the agenda shall not be deemed to have been approved, and may not be announced, prior to the determination on the voting results on all items on the agenda.

2. If the agenda of the General Meeting of Shareholders simultaneously includes the items related to the election of several governing bodies of the Company, then, regardless of the order in which they were considered, the voting results on such items shall be determined in the following order of priority:

- (1) elections of the executive bodies of the Company (if the Charter of the Company stipulates that they are to be elected by the General Meeting of Shareholders);
- (2) elections of the Board of Directors of the Company;
- (3) elections of the Audit Commission of the Company.

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

3. If the agenda of the General Meeting of Shareholders includes, such separate items as:

- (a) early termination of the powers vested in the sole executive body, the members of the Board of Directors, the Audit Commission, the Counting Commission;
- (b) formation of the sole executive body, election of the members of the Board of Directors, the Audit Commission, the Counting Commission;

then, if the resolution on early termination of the powers of the (members of the) aforementioned bodies is not approved, the voting results on the formation of the new body shall not be determined.

4. The grounds for invalidation of the voting ballot shall be stipulated by the existing legislation and the Charter of the Company.

**Article 48. Minutes on the Voting Results at the General Meeting Of Shareholders**

1. Based on the voting results, the Counting Commission shall draw the minutes on the voting results at the General Meeting of Shareholders showing the voting results for each item on the agenda put to the vote and each procedural item voted of the General Meeting of Shareholders.

2. The minutes on the voting results shall contain the following information:

- full trade name of the Company;
- location of the Company;
- type of the General Meeting of Shareholders (annual or extraordinary);
- form of the General Meeting of Shareholders (joint presence or absentee vote);
- date of the General Meeting of Shareholders;
- place of the General Meeting of Shareholders held in the form of joint presence (address at which the meeting was held);
- agenda of the General Meeting of Shareholders;
- time of commencement and termination of registration of persons entitled to participate in the General Meeting of Shareholders conducted in the form of joint presence;
- time of commencement and closing of the General Meeting of Shareholders conducted in the form of joint presence;
- time of commencement of vote count, if the resolutions approved by the General Meeting of Shareholders, and the voting results on such items, were announced at the General Meeting of Shareholders;
- number of votes held by the persons included into the list of persons entitled to participate in the General Meeting of Shareholders with respect to each item on the agenda of the General Meeting of Shareholders;
- number of votes held by the persons which participated in the General Meeting of Shareholders with respect to each item on the agenda of the General Meeting of Shareholders, and an indication as to whether there was a quorum with respect to each item;
- number of votes cast for each voting option (“aye”, “nay”, and “abstained”) on each item on the agenda of the General Meeting of Shareholders where there was a quorum with respect to each item;
- number of votes cast with respect to each item on the agenda put to the vote, where such votes were not counted due the invalidation of voting ballots (including such invalidation to the extent applicable to the voting on the appropriate items);
- names of the members of the Counting Commission or, if the functions of the Counting Commission were performed by the Registrar of the Company, full trade name and location of the Registrar of the Company, and names of the persons authorized by the Registrar of the Company;
- date of drawing of the minutes on the voting results at the General Meeting of Shareholders by the Counting Commission.

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

The minutes on the voting results at the General Meeting of Shareholders shall be signed by the members of the Counting Commission or, if the functions of the Counting Commission were performed by the Registrar of the Company, by the persons authorized by the Registrar of the Company.

4. The minutes on the voting results shall have been drawn within 15 days following the date of closing of the General Meeting of Shareholders or the deadline for the submission of completed voting ballots, if the General Meeting of Shareholders was conducted in the form of absentee vote.

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

6. The minutes on the voting results shall not be approved by resolution of the General Meeting of Shareholders.

7. The resolutions approved by the General Meeting of Shareholders and the voting results shall be announced at the General Meeting of Shareholders at which the voting took place, or communicated, in the form of the report on the voting results, to all persons included into the list of persons entitled to participate in the General Meeting of Shareholders within 10 days following the date of drawing of the minutes on the voting results in accordance with the procedure stipulated by the Charter of the Company for notification of the conduct of the General Meeting of Shareholders.

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

#### **Article 49. Report on the Voting results at the General Meeting Of Shareholders**

1. During the conduct of the General Meeting of Shareholders, the report on the voting results shall be prepared in addition to the minutes on the voting results, such report to be communicated to all persons included into the list of persons entitled to participate in the General Meeting of Shareholders within 10 days following the date of drawing of the minutes on the voting results in accordance with the procedure stipulated by the Charter of the Company for notification of the conduct of the General Meeting of Shareholders.

2. The report on the voting results shall contain the following information:

- full trade name of the Company;
- location of the Company;
- type of the General Meeting of Shareholders (annual or extraordinary);
- form of the General Meeting of Shareholders (joint presence or absentee vote);
- date of the General Meeting of Shareholders;
- place of the General Meeting of Shareholders held in the form of joint presence (address at which the meeting was held);
- agenda of the General Meeting of Shareholders;
- number of votes held by the persons included into the list of persons entitled to participate in the General Meeting of Shareholders with respect to each item on the agenda of the General Meeting of Shareholders;
- number of votes held by the persons which participated in the General Meeting of Shareholders with respect to each item on the agenda of the General Meeting of Shareholders, and an indication as to whether there was a quorum;
- number of votes cast for each voting option (“aye”, “nay”, and “abstained”) on each item on the agenda of the General Meeting of Shareholders where there was a quorum with respect to each item;
- language of the resolutions approved by the General Meeting of Shareholders on each item on the agenda of the General Meeting of Shareholders;
- names of the members of the Counting Commission or, if the functions of the Counting Commission were performed by the Registrar of the Company, full trade name and location of the Registrar of the Company, and names of the persons authorized by the Registrar of the Company;
- names of the Chairman and Secretary of the General Meeting of Shareholders.

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

### **17. MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 50. Drawing of the Minutes of General Meeting of Shareholders**

1. The minutes of the General Meeting of Shareholders shall have been drawn within 15 days following the date of closing of the General Meeting of Shareholders.



If the General Meeting of Shareholders is conducted in the form of absentee vote, the minutes of the General Meeting of Shareholders shall have been drawn within 15 days following the deadline for the submission of completed voting ballots.

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

- full trade name and location of the Company;
- location of the Company;
- type of the General Meeting of Shareholders (annual or extraordinary);
- form of the General Meeting of Shareholders (joint presence or absentee vote);
- date of the General Meeting of Shareholders;
- place of the General Meeting of Shareholders (address where the General Shareholders Meeting was held);
- agenda of the General Meeting of Shareholders;
- time of commencement and termination of registration of persons entitled to participate in the General Meeting of Shareholders of the Company conducted in the form of joint presence;
- time of commencement and closing of the General Meeting of Shareholders conducted in the form of joint presence;
- time of commencement of vote count, if the resolutions approved by the General Meeting of Shareholders, and the voting results on such items, were announced at the General Meeting of Shareholders;
- mailing address(es) to which completed voting ballots were sent if the General Meeting of Shareholders was conducted in the form of absentee vote, and if the General Meeting of Shareholders was conducted in the form of joint presence, but voting on the items on the agenda of the General Meeting of Shareholders could have been conducted by mailing completed voting ballots to the Company;
- number of votes held by the persons included into the list of persons entitled to participate in the General Meeting of Shareholders with respect to each item on the agenda of the General Meeting of Shareholders;
- number of votes held by the persons which participated in the General Meeting of Shareholders with respect to each item on the agenda of the General Meeting of Shareholders, and an indication as to whether there was a quorum;
- number of votes cast for each voting option (“aye”, “nay”, and “abstained”) on each item on the agenda of the General Meeting of Shareholders where there was a quorum with respect to each item;
- language of the resolutions approved by the General Meeting of Shareholders on each item on the agenda of the General Meeting of Shareholders;
- summaries of presentations and names of persons who spoke on each item on the agenda of the General Meeting of Shareholders conducted in the form of joint presence;
- names of the Chairman (members of the Presidium) and the Secretary of the General Meeting of Shareholders;
- date of drawing of the minutes of the General Meeting of Shareholders.

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

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

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

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

3. The minutes of the General Meeting of Shareholders shall be drawn in two counterparts. Both counterparts shall be signed by the Chairman of the General Meeting of Shareholders and the Secretary of the General Meeting of Shareholders.

**18. FUNDING OF THE CONVOCATION AND CONDUCT OF THE GENERAL MEETING OF SHAREHOLDERS**

**Article 51. Budget for the Conduct of the General Meeting of Shareholders**

The budget of expenses associated with the conduct of the General Meeting of Shareholders shall be approved by the sole executive body of the Company.

**Article 52. Reimbursement of Expenses Associated with the Convocation and Conduct of the General Meeting of Shareholders**

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