

Approved
on April 06, 2015 by
the resolution of Annual General meeting of shareholders of
Open Joint Stock Company
«Cherkizovo Group»
(Minutes No. 06/045a dated April 09, 2015)

**REGULATIONS FOR
GENERAL MEETING OF SHAREHOLDERS of
Public Joint Stock Company
«Cherkizovo Group»
(Revision No. 3)**

City of Moscow
2015

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CHAPTER 1. GENERAL PROVISIONS

Article 1. Regulations for General meeting of shareholders

1. The present regulations (hereinafter referred to as «the Regulations») have been developed in accordance with Civil Code of the Russian Federation, Federal law «Joint stock companies», Federal law «Securities Market», other laws and regulation of the Russian Federation, principal recommendations of Corporate Governance Code and the Articles of Association of Public Joint Stock Company «Cherkizovo Group» (hereinafter referred to as «the Company») and regulates the proceedings of preparation, convocation, conduction and results of General meeting of shareholders.

If any issues, related to preparation, convocation, conduction and results of General meeting of shareholders, are not regulated by provisions of the above specified regulations, they are settled proceeding from the need to enforce rights and interests of shareholders of the Company.

The Company ensures equal and fair treatment of all shareholders in the course of exercise of their right of participation in General meeting of shareholders.

Requirements of the present Regulations are binding on shareholders of the Company, members of the Board of Directors, members of executive bodies (the Management Board, Chief Executive Officer), members of Audit Commission, an auditor, Corporate Secretary, persons, performing functions of Counting Commission, officials and employees of the Company.

2. The present Regulations and all amendments and additions to it are approved by General meeting of shareholders. If on account of changes in the legislation certain articles of the Regulations come into collision with it, such articles are void and statutory regulations apply. If the present Regulations contradict the Articles of the Company, the provisions of the Articles of the Company apply.

Article 2. Terms and definitions

1. Terms and definitions, used in the present Regulations, have the same meaning as in the laws of the Russian Federation on joint stock companies and securities, unless otherwise prescribed herein.

2. For the purposes of the present Regulations the following terms and definitions are used.

«General meeting of shareholders» — General meeting of shareholders of Public Joint Stock Company «Cherkizovo Group» (Supreme managing authority of the Company).

«Annual General meeting of shareholders» - General meeting of shareholders, conducted annually by initiative of the Board of Directors, which resolves such issues as election of members of the Board of Directors of the Company, members of Audit Commission of the Company, approval of an auditor of the Company, approval of annual report (annual reports) of the Company, approval of annual accounting statements, distribution of profit and loss by the results of a financial year.

«Extraordinary General meeting of shareholders» - General meeting of shareholders, conducted in addition to annual General meeting of shareholders.

«Voting shares» - the shares, which entitle their holders to vote on all issues of competence of General meeting of shareholders.

«Date of proposal of agenda issues of General meeting of shareholders and proposal of nominees to the bodies of the Company» depends on a method of proposal, which can be sent in the following ways:

- by post - the date, specified on the imprint of date stamp, confirming the date of posting;
- by courier service - the date of transfer to courier service for dispatch;
- handed out against receipt to the company – the date of delivery to the company;
- by e-mail, if it is prescribed by the Articles of the Company or other internal document of the Company, regulating operation of General meeting of shareholders – the date,

determined by the Articles of the Company or other internal documents of the Company, regulating operation of General meeting of shareholders.

This is the date for counting the number of voting shares, held by an initiator of proposals to the agenda of General meeting of shareholders, and relative share (percent) of his/her voting shares in total number of voting shares of the Company.

«Date of receipt of proposal of agenda issues of General meeting of shareholders and proposal of nominees to the bodies of the Company» depends on a method of proposal, which can be sent in the following ways:

- by ordinary mail - the date, specified on the imprint of date stamp, confirming the date of receipt of mail;
- by registered mail or other registered postal item - the date of delivery to the addressee against receipt;
- by courier service — the date of delivery of the proposal by a courier to the Company;
- handed out against receipt— the date of delivery to the company;
- by e-mail, if it is prescribed by the Articles of the Company or other internal document of the Company, regulating operation of General meeting of shareholders – the date, determined by the Articles of the Company or other internal documents of the Company, regulating operation of General meeting of shareholders.

This date determines the period for a shareholder to exercise its right to propose issues to the agenda of General meeting of shareholders and propose nominees to the bodies of the Company.

«Date of demand for extraordinary General meeting of shareholders» depends on a method of demand, which can be made in the following ways:

- by ordinary mail - the date, specified on the imprint of date stamp, confirming the date of receipt of mail;
- by registered mail or other registered postal item - the date of delivery to the addressee against receipt;
- by courier service — the date of delivery of the demand by a courier to the Company;
- handed out against receipt— the date of delivery to the Company;
- by e-mail, if it is prescribed by the Articles of the Company or other internal document of the Company, regulating operation of General meeting of shareholders – the date, determined by the Articles of the Company or other internal documents of the Company, regulating operation of General meeting of shareholders.

This is the date for counting the number of voting shares, held by an initiator of demand for extraordinary General meeting of shareholders.

Subsequent change, including reduction of number of shares, held by an initiator of demand for extraordinary General meeting of shareholders, and/or reduction of relative share (percent) of his/her voting shares in total number of voting shares of the Company, does not influence legitimacy of a proposal.

«Corporate Secretary» - an official, responsible for observation of corporate governance rules, including securing rights of shareholders of the Company and support of efficient operation of the Board of Directors.

«Quorum of General meeting of shareholders» - minimum permissible number of shares, belonging to members of General meeting of shareholders, with voting powers on the issues, included into the agenda, which qualifies General meeting of shareholders as quorate for consideration and making resolutions on such issues.

«Quorum for decision-making on the agenda issue of General meeting of shareholders» - minimum permissible number of shares, belonging to members of General meeting of shareholders, with voting powers on the issue, included into the agenda, which

qualifies General meeting of shareholders as quorate for consideration and making resolutions on such issue.

«**Proposal to the agenda of General meeting of shareholders**» - a proposal for inclusion of an issue to the agenda of General meeting of shareholders and proposal of a nominee to the bodies of the Company.

«**Time-limit for proposal receipt**» - the deadline, when the document shall be received by the company, is determined by the date of its receipt (refer to «Date of receipt of proposal of agenda issues of annual General meeting of shareholders and proposal of nominees to the bodies of the Company for election at annual General meeting of shareholders», «Date of receipt of proposal of nominees to the Board of Directors for election at extraordinary General meeting of shareholders»).

«**Counting Commission**» - a body of General meeting of shareholders, whose functions are performed by the registrar of the Company in cases, prescribed by law or resolution of the Board of Directors.

«**Form of General meeting of shareholders**» - a method of conduction of General meeting of shareholders and making decisions by members of General meeting of shareholders on agenda issues:

- a meeting – joint attendance of shareholders of the Company for discussion of agenda issues and making resolution of issues, put to vote, including prior sending (delivery) of voting forms before conduction of General meeting of shareholders;
- absentee voting – making resolution by General meeting of shareholders on agenda issues of General meeting of shareholders without holding of meeting.

CHAPTER 2. ANNUAL GENERAL MEETING OF SHAREHOLDERS

Article 3. Time of annual General meeting of shareholders

1. The Company shall annually hold annual General meeting of shareholders.
2. Annual general meeting is conducted not earlier than in 2 months and not later than in 6 months upon the end of a financial year.
Financial year lasts from January 01 to December 31 of the current calendar year.

Article 4. Agenda of annual General meeting of shareholders

1. Agenda of annual General meeting of shareholders must mandatory include the following issues:
 - approval of annual report (annual reports) of the Company;
 - approval of annual accounting statements, including profit and loss statements (profit and loss accounts) of the Company;
 - approval of distribution of profit and loss by the results of a financial year;
 - election of members of the Board of Directors ;
 - election of members of Audit Commission of the Company;
 - approval of auditor of the Company.
2. The agenda of annual General meeting of shareholders can include other issues within competence of General meeting of shareholders, if they are included into the agenda, as prescribed by the Articles of the Company.

CHAPTER 3. PROPOSALS OF AGENDA ISSUES TO ANNUAL GENERAL MEETING OF SHAREHOLDERS, PROPOSALS OF NOMINEES TO THE BODIES OF THE COMPANY FOR ELECTION AT ANNUAL GENERAL MEETING OF SHAREHOLDERS

Article 5. Proposing agenda issues to annual General meeting of shareholders and proposing nominees to the bodies of the Company for election at annual General meeting of shareholders

1. The shareholders (shareholder), jointly holding at least 2 (two) percent of voting shares of the Company, are entitled to propose an issue (issues) for inclusion into the agenda of annual General meeting of shareholders and propose nominees to the Board of Directors, Audit Commission and Counting Commission of the Company, the number of such nominees shall not exceed the required number of members of the corresponding body, determined by the Articles of the Company of the resolution of General meeting of shareholders and a nominee to the position of Chief Executive Officer, if the Articles of the Company prescribe its formation by General meeting of shareholders.

2. Proposals of agenda issues of annual General meeting of shareholders shall be received by the Company within time limits, prescribed by the Articles of the Company.

3. The number of voting shares, held by an initiator of proposals to the agenda of General meeting of shareholders, and relative share (percent) of his/her voting shares in total number of voting shares of the Company is determined on the date of such proposal.

Subsequent change, including reduction of number of shares, held by an initiator of proposals to the agenda of General meeting of shareholders, and/or reduction of relative share (percent) of his/her voting shares in total number of voting shares of the Company, does not influence legitimacy of a proposal. Refusal to satisfy a proposal on that ground is prohibited.

The Board of Directors by its initiative receives information from the register of holders of registered securities on the number of shares of the corresponding class (type), belonging to a shareholder, who signed a proposal to the agenda of annual General meeting of shareholders.

4. A shareholder, who proposed an issue to the agenda of annual General meeting of shareholders, is entitled to submit to the company an extract from the register of holders of registered securities, confirming ownership of the corresponding number of voting shares of the Company on the date of proposal.

5. Proposal of agenda issues of annual General meeting of shareholders from a shareholder (shareholders) is recorded in writing. Oral proposals are not accepted and not considered.

6. Proposals of agenda issues of annual General meeting of shareholders shall be signed by the persons, who made such proposals.

Proposals of agenda issues of annual General meeting of shareholders is deemed to be received from those shareholders, who (whose representatives) have signed it. If the proposal of agenda issues of General meeting of shareholders specifies that it is made by several shareholders, but such proposal is signed by only some of them, it is considered to be made only by those shareholders, who signed it. The Board of Directors shall consider such proposal and is not entitled to refuse to satisfy it, referring to lack of signatures of all shareholders, specified in the proposal.

If the proposal of agenda issues of General meeting of shareholders is signed by no holders of shares, the proposal shall be accompanied by a document (certified copy), confirming a right to exercise rights, conferred by shares.

7. Proposal of agenda issues of General meeting of shareholders shall contain details of the number and class (type) of shares, belonging to each shareholder, who signed the proposal.

If the proposal of agenda issues of General meeting of shareholders specified incorrect information on the number, class (type) of shares, belonging to a shareholder, who signed the proposal, and the Board of Directors finds out that of the date of proposal persons, who signed the proposal, were holders and were entitled on other grounds to exercise rights for at least 2% of voting shares of the Company, the proposal is deemed to be qualified, and the Board of Directors shall consider it. Refusal to satisfy a proposal on that ground is prohibited.

Article 6. Special requirements to proposals of agenda issues of annual General meeting of shareholders

1. Written proposal of agenda issues of General meeting of shareholders shall contain a wording of each proposed issue and may also provide the wording of resolutions on the issue proposed.

2. Each proposal of agenda issues of General meeting of shareholders is considered by the Board of Directors separately. Votes of shareholders, who signed various proposals of agenda issues of General meeting of shareholders, are not summed up, unless proposals contain direct indication on their collective provision.

It is acknowledged that shareholders made a joint proposal into the agenda of General meeting of shareholders, if they signed one such proposal or various proposals contain direct indication on their collective provision.

3. The Board of Directors of the Company is not entitled to change wordings of issues, proposed by shareholders for inclusion into the agenda of General meeting of shareholders, and into wording of resolutions on such issues.

By its own initiative the Board of Directors of the Company is entitled to propose additional wordings of draft resolutions on issues, proposed by shareholders for inclusion into the agenda of annual General meeting of shareholders.

Article 7. Special requirements to proposals of nominees to the bodies of the Company for election at Annual General meeting of shareholders

1. Number of nominees in one proposal of nominees to the bodies of the Company shall not exceed the required number of the members of the corresponding body, as specified in the Articles of the Company or the resolution of General meeting of shareholders.

2. The proposal of nominees shall contain the name of the body, into which a nominee is to be elected, and details of each nominee, prescribed by laws and the Articles of the Company.

3. Each proposal of proposal of nominees for election to the bodies of the Company is considered by the Board of Directors separately. Votes of shareholders, who signed various proposals of nominees for election to the bodies of the Company, are not summed up, unless proposals contain direct indication on their collective provision.

It is acknowledged that shareholders made a joint proposal of nominees for election to the bodies of the Company, if they signed one such proposal or various proposals contain direct indication on their collective provision.

If a nominee is more than once named in one or several proposals of nominees into one body of the Company, he/she is deemed to be nominated to one position in such body and is entered into the list of nominees for voting to such body only once.

4. Rules of the present article apply to proposals of nominees into Counting Commission of the Company for election at Annual General meeting of shareholders.

Article 8. Inclusion of issues, proposed by shareholders, into the agenda of annual General meeting of shareholders. Inclusion of nominees, proposed by shareholders, into the voting list of nominees into the bodies of the Company

1. The Board of Directors of the Company shall consider proposals, received from the shareholders and make a resolution on their inclusion to the agenda of General meeting of shareholders or refusal from inclusion into the specified agenda within 5 days from the end of time limit, prescribed by law or the Articles of the Company, for receipt by the Company of proposals of agenda issues of annual General meeting of shareholders and proposals of nominees to the bodies of the Company.

The issue, proposed by the shareholders (shareholder), shall be included into the agenda of General meeting of shareholders, and proposed nominees shall be included into the list of nominees for election into a corresponding body of the Company, excluding the following cases:

- the persons, who signed a proposal, on the date of its submission were not holders of the required number of voting shares of the Company, as prescribed by cl.1 and 2 art. 53 of

Federal law «Joint stock companies», and had no other grounds to exercise rights, conferred by such number of voting shares;

- an initiator of a proposal did not comply with the time limit for submission of a proposal to the agenda of annual General meeting of shareholders and proposal of nominees to the bodies of the Company, as prescribed by the Articles of the Company;
- a proposal does not meet the requirements, prescribed by clauses 3 and 4 article 53 of Federal law «Joint stock companies» and related requirements of the Articles;
- the issue, proposed to the agenda of General meeting of shareholders of the Company, is not within its competence according to Federal law «Joint stock companies» and the Articles of the Company and (or) does not meet the requirements of Federal law «Joint stock companies» and other regulatory act of the Russian Federation. In particular, in accordance with Federal law «Joint stock companies» and the Articles of the Company such issue can be considered by General meeting of shareholders only on motion of the Board of Directors.

If proposal of a shareholder contains typing errors or other insignificant faults the Board of Directors is not entitled to refuse to include a proposal in the agenda of General meeting of shareholders and include a nominee to the list of nominees for election into the corresponding body of the Company, if contents of a proposal at large expresses a will of a shareholder and confirm its right to make a proposal.

If there are major faults in the proposal of a shareholder Corporate Secretary of the Company, if possible, shall preliminary inform a shareholder thereof for provision of an opportunity for correction before the Board of Directors makes a resolution on consideration of a proposal of a shareholder.

2. Reasoned decision of the Board of Directors of the Company to refuse to include a proposed issue to the agenda of annual General meeting of shareholders or a nominee into the list of nominees for election into the corresponding body of the Company is sent to shareholders (shareholder), who made a proposal, within 3 days from the date of such decision.

Reasoned decision of the Board of Directors of the Company to refuse to include a proposed issue to the agenda of annual General meeting of shareholders or a nominee into the list of nominees for election into the corresponding body of the the Company on the ground that the shareholders (shareholder), who signed it, are not holders of the required number of voting shares of the Company, as prescribed by cl.1 art.53 of Federal law «Joint stock companies», shall be confirmed by an extract from the register of holders of registered securities of the Company.

3. The decision of the Board of Directors of the Company to refuse to include a proposed issue to the agenda of annual General meeting of shareholders or a nominee into the list of nominees for election into the corresponding body of the Company and avoidance by the Board of Directors of the Company to make a decision can be appealed in court.

Avoidance by the Board of Directors to make a decision on inclusion of a proposed issue to the agenda of annual General meeting of shareholders or inclusion of a nominee into the list of nominees for election into the corresponding body of the Company, in particular, are:

- non-conduction of a meeting of the Board of Directors within 5 days from the end of time limit for making proposals into the agenda of annual General meeting and nominees to the bodies of the Company;
- conduction of a meeting of the Board of Directors without making such resolution;
- other omission of the Board of Directors, which results in no resolution on the above issue;
- non-provision to a shareholder of a copy of resolution (minutes, extract from the minutes) of the Board of Directors;
- making a resolution of ambiguous interpretation.

Article 9. Inclusion of issues into the agenda of annual General meeting of shareholders by initiative of the Board of Directors

1. Apart from issues, proposed by the shareholders for inclusion to the agenda of annual General meeting of shareholders, and in case of absence of such proposals the Board of Directors of the Company is entitled to include into the agenda of annual General meeting of shareholders issues and resolution options as it thinks fit.

2. After notification of shareholders on conduction of Annual General meeting, as prescribed by the Articles of the Company, the agenda of Annual General meeting cannot be changed.

Article 10. Disclosure of information on nominees, included into the list of nominees for election into the bodies of the Company

1. A proposal of nominees to the Board of Directors, Audit Commission, Counting Commission of the Company, executive bodies of the Company, if they are formed by General meeting of shareholders may be accompanied by a written consent of a proposed nominee for election into the corresponding body .

If a nominee is proposed for work in a committee of the Board of Directors, written consent of a nominee for election into the Board of Directors and work in the corresponding committee of the Board of Directors may be attached.

2. In case of self-nomination (a nominee nominates itself) it is deemed that a written consent of a nominee to run for office in the body of the Company is given.

3. The Company shall inform the shareholders or availability of lack of written consent of proposed nominees for election into the corresponding body of the Company.

Receipt by the Company of a written refusal of a nominee for election into the corresponding body of the Company is not the ground to refusal to the shareholders – initiators of inclusion of such nominee into the list of nominees for voting. The Company shall inform the shareholders of submission of such refusal by a nominee.

4. After approval of the list of nominees the Company discloses on its web-site the following details of each nominee to the bodies of the Company:

- details of persons (a group of persons), who proposed a nominee;
- surname, name and patronymic;
- date of birth;
- education;
- workplaces and positions in the previous 5 years in chronological order;
- offices, held in corporate bodies in the previous 5 years;
- the list of corporations, whose member is a nominee, number of shares, participatory interests, stock in the authorized (share) capital of such corporations;
- number of shares of the Company, belonging to a nominee;
- whether a nominee is a non-executive director or not;
- a committee of the Board of Directors, in which he/she plans to work;
- availability of a consent of a nominee for election into the body of the Company.

A nominee to the auditor of the Company:

- details of persons (a group of persons), who proposed a nominee;
- full business name of the company;
- business address and contact telephones;
- number of audit license, issuing authority and date of issue;
- validity of license.

Other information, provided by a nominee.

Recommendations of Staff and remuneration committee of the Board of Directors of the Company on voting for election of members of the Board of Directors.

CHAPTER 4. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Article 11. Convocation of extraordinary General meeting of shareholders

1. Extraordinary General meeting of shareholders shall be conducted by the resolution of the Board of Directors by its own initiative, on demand of Audit Commission of the Company, an auditor of the Company and shareholders (shareholder), holding at least 10 (Ten) percent of voting shares of the Company as on the date, when such demand is filed.

2. Number of voting shares of the Company, belonging to a shareholder, who signed a demand for convocation of extraordinary General meeting of shareholders, and total number of voting shares of the Company are determined on the date of submission of a demand.

Relative share (percent) of voting shares of the Company, belonging to shareholders (shareholder), who signed a demand for convocation of extraordinary General meeting of shareholders, in total number of voting shares of the Company is determined on the date of submission of a demand.

If after the specified date the share of voting shares of shareholders (shareholder), who signed a demand for convocation of extraordinary General meeting of shareholders, is reduced and becomes less than 10 percent of voting shares of the Company, regardless of the reasons such shareholders (shareholder) are deemed to be qualified persons (person) and the Board of Directors shall consider their (his/her) demand. Refusal from convocation of extraordinary General meeting of shareholders only on that ground is prohibited.

The Board of Directors by its initiative receives information from the register of holders of registered securities of the Company on the number of shares of the corresponding class (type), belonging to each shareholder, who signed a demand for convocation of extraordinary General meeting.

3. Convocation of extraordinary General meeting of shareholders on demand of Audit Commission of the Company, an auditor of the Company or shareholders (shareholder), holding at least 10 percent of voting shares of the Company, is made by the Board of Directors.

The Board of Directors is entitled to consider proposals and applications of other bodies and persons (including government authorities, shareholders, not holding the required number of voting shares of the Company, as prescribed by Federal law «Joint stock companies», etc.) for convocation of extraordinary General meeting of shareholders. If they are satisfied extraordinary General meeting of shareholders is convened by initiative of the Board of Directors.

Article 12. Dates of convocation of and conduction of extraordinary General meeting of shareholders

Dates of convocation of and conduction of extraordinary General meeting of shareholders are determined by the Articles of the Company in accordance with Federal law «Joint stock companies».

Article 13. Contents and form of demand for convocation of extraordinary General meeting of shareholders

1. Demand for convocation of extraordinary General meeting shall contain issues to be included into the agenda of a meeting.

Demand for convocation of extraordinary General meeting may contain resolution options on each issue and proposal of form of General meeting of shareholders. If the demand for convocation of extraordinary General meeting contains a proposal of nominees to the bodies of the Company, such demand is subject to provisions of article 53 of Federal law «Joint stock companies» and related provisions of the Articles of the Company.

The Board of Directors is not entitled to change wording of agenda issues, resolution options and change the proposed form of extraordinary General meeting of shareholders, convened on demand of Audit Commission of the Company, an auditor of the Company or shareholders (shareholder), holding at least 10 (Ten) percent of voting shares of the Company.

2. If the demand for convocation of extraordinary General meeting of shareholders is made by the shareholders (shareholder), it shall contain the names of shareholders (shareholder), demanding convocation of a meeting, and number, class (type) of owned shares.

3. Demand for convocation of extraordinary General meeting of shareholders shall be signed by the persons (person), demanding convocation of extraordinary General meeting of shareholders.

Demand for convocation of extraordinary General meeting of shareholders is deemed to be received from those shareholders, who (whose representatives) have signed it.

If the demand for convocation of extraordinary General meeting specifies that it is made by several persons, but it is signed by only some of them, the demand is deemed to be made only by those persons, who signed it. The Board of Directors shall consider such demand and is not entitled to refuse to consider it, referring to lack of signatures of all persons, specified in the demand.

4. If the demand for conduction of extraordinary General meeting is signed by a representative of a shareholder, acting by proxy, the demand shall be accompanied with a power of attorney (duly certified copy of a power of attorney), containing details of a principal and attorney, which in accordance with Federal law «Joint stock companies» shall be contained in a power of attorney for voting, executed in accordance with the requirements of Federal law «Joint stock companies» to issue of a power of attorney for voting, or other documents, confirming a right of a representative to act on behalf of a shareholder.

If the demand for conduction of extraordinary General meeting is signed by a shareholder (its representative), whose rights for shares are accounted on securities account with a depository, keeping record of rights for the above shares, the proposal (demand) shall be supported by a statement of securities account of a shareholder in the corresponding repository.

Article 14. Consideration of demands for convocation of extraordinary General meeting of shareholders

1. Within 5 days from the demand of Audit Commission of the Company, an auditor of the Company or shareholders (shareholder), holding at least 10 (Ten) percent of voting shares of the Company, for convocation of extraordinary General meeting of shareholders the Board of Directors shall made a resolution on convocation of extraordinary General meeting of shareholders or refusal to convene it.

2. Resolution on refusal from convocation of extraordinary General meeting of shareholders on demand of Audit Commission of the Company, an auditor of the Company or shareholders (shareholder), holding at least 10 (Ten) percent of voting shares of the Company, can be made in the following cases:

- the procedure for submission of demand for convocation of extraordinary General meeting of shareholders is not observed, as prescribed by Federal law «Joint stock companies»;
- shareholders (shareholder), demanding convocation of extraordinary General meeting of shareholders, are not holding at least 10 (Ten) percent of voting shares of the Company on the date of the demand;
- none of issues, proposed for inclusion into the agenda of extraordinary General meeting of shareholders, is within its competence and (or) meets the requirements of Federal law «Joint stock companies» and other regulatory acts of the Russian Federation.

3. The resolution of the Board of Directors on convocation of extraordinary General meeting of shareholders or reasoned decision to refuse from convocation is sent to the persons, who demand convocation, within 3 days from the date of such resolution.

4. If within the time limit, prescribed by Federal law «Joint stock companies», the Board of Directors does not make a resolution on convocation of extraordinary General meeting of shareholders or resolved to refuse from its convocation, the body of the Company or persons, demanding convocation, are entitled to appeal to court to enforce the Company to conduct extraordinary General meeting of shareholders.

Court judgement for enforcement of the Company to conduct extraordinary General meeting of shareholders shall specify the dates and procedure of its conduction. Enforcement of judgment is imposed on a claimant or upon its petition on the body of the Company or other

person, if he/she consent to that. The Board of Directors cannot be such a body. In such case the body of the Company or a person, who in accordance with the court judgement conducts extraordinary General meeting of shareholders, has all powers, prescribed by Federal law «Joint stock companies» and necessary for conduction of such meeting. If in accordance with the court judgement extraordinary General meeting of shareholders is conducted by a claimant, expenses for preparation and conduction of such meeting can be reimbursed by the resolution of General meeting of shareholders at the expense of the Company.

Article 15. Inclusion of issues into the agenda of extraordinary General meeting of shareholders by initiative of the Board of Directors

1. Apart from issues, proposed by initiators of convocation of extraordinary General meeting of shareholders for inclusion to the agenda of extraordinary General meeting of shareholders, the Board of Directors of the Company is entitled to include into the agenda of extraordinary General meeting of shareholders issues and resolution options as it thinks fit.

2. The Board of Directors is entitled by its initiative to propose additional resolution options on the issues of the agenda, proposed by initiators of extraordinary General meeting of shareholders.

Article 16. Proposal of nominees for election to the Board of Directors and to the position of Chief Executive Officer at extraordinary General meeting of shareholders

1. If conducted extraordinary General meeting includes an agenda issue of election of members of the Board of Directors and/or appointment of Chief Executive Officer of the Company, shareholders (shareholder), jointly holding at least 2 percent of voting shares of the Company, are entitled to propose nominees to the Board of Directors, the number of which shall not exceed the required number of the Board of Directors, determined by the Articles of the Company or the resolution of General meeting of shareholders, and entitled to propose a nominee to the position of Chief Executive Officer.

Such proposals of shareholders shall be received by the Company within time limits, prescribed by the Articles of the Company.

2. Proposals of nominees are made in writing. Oral proposals are not accepted and not considered.

3. Proposal of nominees shall be signed by a shareholder (shareholders), who makes it.

Proposals of nominees are deemed to be received from those shareholders, who (whose representatives) have signed them.

If the proposal of nominees specifies that it is made by several shareholders, but such proposal is signed by only some of them, it is considered to be made only by those shareholders (shareholder), who signed it. The Board of Directors shall consider such proposal and is not entitled to refuse to satisfy it, referring to lack of signatures of all shareholders, specified in the proposal.

4. If the proposal of nominees is signed by a representative of a shareholder, acting by proxy, the proposal shall be accompanied with a power of attorney (duly certified copy of a power of attorney), containing details of a principal and attorney, which in accordance with Federal law «Joint stock companies» shall be contained in a power of attorney for voting, executed in accordance with the requirements of Federal law «Joint stock companies» to issue of a power of attorney for voting, or other documents, confirming a right of a representative to act on behalf of a shareholder.

If the proposal of nominees is signed by a shareholder (its representative), whose rights for shares are accounted on securities account with a depository, keeping record of rights for the above shares, the proposal shall be supported by a statement of securities account of a shareholder in the corresponding depository.

5. Number of voting shares of the Company, belonging to shareholders (a shareholder), who signed a proposal of nominees, and total number of voting shares of the Company are determined by the Board of Directors on the date of submission of a proposal.

Relative share (percent) of voting shares of the Company, belonging to shareholders (a shareholder, who signed a proposal of nominees, in total number of voting shares of the Company is determined on the date of submission of a proposal.

If after the specified date the share of voting shares of shareholders (shareholder), is reduced and becomes less than 2 percent of voting shares of the Company or shareholders (shareholder) are deprived of voting shares, regardless of the reasons such shareholders (shareholder) are deemed to be qualified persons (person) and the Board of Directors shall consider their (his/her) demand. Refusal from satisfaction of a proposal only on that ground is prohibited.

The Board of Directors by its initiative receives information from the register of holders of registered securities of the Company on the number of shares of the corresponding class (type), belonging to each shareholder, who signed a proposal of nominees.

6. Proposal of nominees for election to the Board of Directors and to the position of Chief Executive Officer at extraordinary General meeting of shareholders shall contain the details, specified in the Articles of the Company.

7. Each proposal of nominees is considered by the Board of Directors separately. Votes of shareholders, who signed various proposals of nominees, are not summed up, unless proposals contain direct indication on their collective provision.

It is acknowledged that shareholders made a joint proposal of nominees for election to the Board of Directors and to the position of Chief Executive Officer, if they signed one such proposal or various proposals contain direct indication on their collective provision.

If a nominee is more than once named in one or several proposals of nominees for election to the Board of Directors and to the position of Chief Executive Officer, he/she is deemed to be nominated to one position in the Board of Directors and is entered into the list of nominees for voting to such body only once.

Article 17. Inclusion of nominees, proposed by shareholders, into the list of nominees for election to the bodies of the Company at extraordinary General meeting of shareholders

1. The Board of Directors of the Company shall consider proposals and make a resolution on inclusion of nominees into the list of nominees for election to members of the Board of Directors and appointment of Chief Executive Officer of the Company or refusal from inclusion within 5 days from the end of time limit, prescribed by law or the Articles of the Company, for receipt by the Company of proposals of nominees from the shareholders.

The nominees shall be included into the list of nominees for voting, excluding the following cases:

- shareholders (a shareholder) did not comply with the time limit for submission of a proposal of nominees for election to members of the Board of Directors and appointment of Chief Executive Officer of the Company at extraordinary General meeting of shareholders, as prescribed by the Articles of the Company;
- shareholders (a shareholder), who signed a proposal, on the date of its submission were not holders of the required number of voting shares of the Company, as prescribed by cl.1 and 2 art. 53 of Federal law «Joint stock companies»;
- a proposal does not meet the requirements, prescribed by clauses 3 and 4 article 53 of Federal law «Joint stock companies».

2. Reasoned decision of the Board of Directors of the Company to refuse to include a nominee into the list of nominees for election into the corresponding body of the Company is sent to shareholders (a shareholder), who proposed a nominee, within 3 days from the date of such decision.

3. In case of decision of the Board of Directors of the Company to refuse to include a proposed a nominee into the list of nominees for election into the corresponding body of the Company and avoidance by the Board of Directors of the Company to make a decision, a shareholder is entitled to appeal to court with a claim to enforce the Company to include a nominee into the list of nominees for election into the corresponding body of the Company

4. If the proposed agenda of extraordinary General meeting of shareholders contains the issues of reorganization of the Company, procedure and terms of nomination and decision-making by the Board of Directors on the proposed nominees are prescribed by Federal law «Joint stock companies».

CHAPTER 5. PREPARATION OF GENERAL MEETING OF SHAREHOLDERS

Article 18. Preparation of annual General meeting of shareholders

In the course of preparation of annual General meeting of shareholders the Board of Directors determines:

- form of General meeting of shareholders;
- date of General meeting of shareholders;
- place of General meeting of shareholders;
- time of General meeting of shareholders;
- start time of registration of participants of General meeting of shareholders;
- date of listing of persons, entitled to take part in General meeting of shareholders;
- agenda of General meeting of shareholders;
- procedure of notification of shareholders on conduction of General meeting of shareholders;
- list of information (materials), provided to shareholders in the course of preparation of General meeting of shareholders, and procedure of its submission;
- form and text of voting forms;
- postal address for sending completed voting forms, if in accordance with Federal law «Joint stock companies» completed voting forms can be sent to the Company.

The Board of Directors is entitled to determine the above details at the moment of decision-making on conduction of annual meeting of shareholders or at other moment in the course of its preparation.

Article 19. Preparation of extraordinary General meeting of shareholders

1. In the course of preparation of extraordinary General meeting of shareholders, conducted in the form of joint attendance, the Board of Directors determines:

- form of extraordinary General meeting of shareholders (if the form is not prescribed by initiators of convocation of extraordinary general meeting);
- date of General meeting of shareholders;
- place of General meeting of shareholders;
- time of General meeting of shareholders;
- start time of registration of participants of General meeting of shareholders;
- date of listing of persons, entitled to take part in General meeting of shareholders;
- agenda of General meeting of shareholders;
- procedure of notification of shareholders on conduction of General meeting of shareholders;
- list of information (materials), provided to shareholders in the course of preparation of General meeting of shareholders, and procedure of its submission;
- form and text of voting forms;
- postal address for sending completed voting forms, if in accordance with Federal law «Joint stock companies» completed voting forms can be sent to the Company.

2. In the course of preparation of extraordinary General meeting of shareholders, conducted in the form of absentee voting, the Board of Directors determines:

- form of extraordinary General meeting of shareholders (if the form is not prescribed by initiators of convocation of extraordinary general meeting);
 - date of General meeting of shareholders (last date of acceptance of voting forms);
 - place of General meeting of shareholders (postal address for sending completed voting forms);
 - date of listing of persons, entitled to take part in General meeting of shareholders;
 - agenda of General meeting of shareholders;
 - procedure of notification of shareholders on conduction of General meeting of shareholders;
 - list of information (materials), provided to shareholders in the course of preparation of General meeting of shareholders, and procedure of its submission;
 - form and text of voting forms;
3. The Board of Directors of the Company is entitled to determine the details, specified in clauses 1 and 2 of the present article, at the moment of decision-making on conduction of meeting of shareholders or at other moment in the course of its preparation.

Article 20. Proposal of nominees to the bodies of the Company by initiative of the Board of Directors for election at annual and extraordinary General meeting of shareholders

1. As it thinks fit the Board of Directors is entitled to include nominees into the list of nominees for election to the bodies of the Company for election at General meeting of shareholders in case of lack of nominees or if number of nominees, included into the list of nominees for election to the bodies of the Company by proposals of shareholders, is less than the required number of the corresponding body in accordance with the Articles of the Company.

In such case total number of nominees, included into the list of nominees for election into the body of the Company, shall not exceed the required number of the corresponding body, prescribed by the Articles of the Company.

2. The Board of Directors includes by its initiative nominees into the list of nominees for election to the bodies Of the Company and into voting forms for election to the bodies of the Company before the date of notification of shareholders on conduction of General meeting of shareholders and provision of information (materials), to be provided to shareholders for preparation to General meeting of shareholders.

CHAPTER 6. LISTING PERSONS, ENTITLED TO TAKE PART IN GENERAL MEETING OF SHAREHOLDERS

Article 21. The list of persons, entitled to take part in General meeting of shareholders

1. The list of persons, entitled to take part in General meeting of shareholders, is made on the basis of data from the register of shareholders of the Company.

For making a list of persons, entitled to take part in General meeting, a nominee shareholder provides details of persons, in whose interests it hold shares, of the date of listing.

2. Date of listing persons, entitled to take part in General meeting of shareholders, cannot be earlier than 10 days from the resolution of conduction of General meeting of shareholders and later than 50 days, and in cases, prescribed by clause 2 article 53 of Federal law «Joint stock companies», - later than 80 days from the date of conduction of General meeting of shareholders.

Information on the date of listing persons, entitled to take part in general meeting, is disclosed by the Company at least 7 days before that date.

Article 22. Review of the list of persons, entitled to take part in General meeting of shareholders

1. The list of persons, entitled to take part in General meeting of shareholders, is presented by the Company for review on demand of persons, included into such list and holding

at least 1 percent of votes. In such case details of documents and postal address of individuals, included into such list, are provided only with consent of such persons.

Review of the list of persons, entitled to take part in General meeting of shareholders, is made at the address of executive body of the Company and at the address (addresses), used for review of information (materials), subject to submission for preparation of General meeting of shareholders, specified in the notice on conduction of General meeting of shareholders.

2. On demand of any interested party the Company within 3 days shall provide an extract from the list of persons, entitled to take part in General meeting of shareholders with details of such person, or a certificate, confirming that a persons is not included into the list of persons, entitled to take part in General meeting of shareholders.

CHAPTER 7. INFORMATION ON CONDUCTION OF GENERAL MEETING OF SHAREHOLDERS

Article 23. Notice on conduction of General meeting of shareholders

Notice on conduction of General meeting of shareholders is made within time limits and as prescribed by Federal law «Joint stock companies» and the Articles of the Company.

The above notice shall be made in Russian and English.

Article 24. Contents of the notice on conduction of General meeting of shareholders

1. In case of conduction of General meeting of shareholders in form of joint attendance the notice on conduction of General meeting of shareholders shall contain:

- full business name of the Company;
- business address of the Company;
- form of conduction of General meeting of shareholders;
- date of conduction of General meeting of shareholders;
- exact place of conduction of General meeting of shareholders, including information of the office, in which it is to be held;
- information on documents to be presented for access to the office, in which General meeting is to be held;
- time of conduction of General meeting of shareholders;
- start time of registration of participants of General meeting of shareholders;
- place of registration of persons, participating in General meeting of shareholders;
- date of listing of persons, entitled to take part in General meeting of shareholders;
- agenda of General meeting of shareholders;
- procedure of examination of information (materials), subject to submission for preparation of General meeting of shareholders, and address (addresses), where one can study such information;
- postal address for sending completed voting forms, if in accordance with Federal law «Joint stock companies» completed voting forms can be sent to the Company

2. In case of conduction of General meeting of shareholders in form of absentee voting the notice on conduction of General meeting of shareholders shall contain:

- full business name of the Company;
- business address of the Company;
- form of conduction of General meeting of shareholders;
- last date of acceptance of voting forms by the Company;
- date of listing of persons, entitled to take part in General meeting of shareholders;
- agenda of General meeting of shareholders;
- procedure of examination of information (materials), subject to submission for preparation of General meeting of shareholders, and address (addresses), where one can study such information;
- postal address for sending completed voting forms.

3. Notice on conduction of General meeting of shareholders by initiative of the Board of Directors can contain additional information:

- reminder of a necessity to have an ID document of a participant of a meeting, reminder to a representative of shareholder of a necessity to have a power of attorney or other documents, authorizing participation in General meeting of shareholders on behalf of a shareholder;
- details of the Company's registrar;
- an initiator of conduction of General meeting of shareholders;
- other information.

CHAPTER 8. INFORMATION (MATERIALS), PROVIDED TO SHAREHOLDERS OF THE COMPANY FOR PREPARATION TO GENERAL MEETING OF SHAREHOLDERS.

Article 25. Contents of information (materials), subject to provision to persons, entitled to take part in General meeting of shareholders.

1. Information (materials), subject to provision to persons, entitled to take part in General meeting of shareholders, for preparation to General meeting of shareholders, includes:

- annual report (annual reports);
- annual accounting (financial) statements;
- statement of financial results;
- financial statements;
- audit report;
- report of Audit Commission of the Company by the results of examination of annual accounting statements;
- report of Audit Commission of the Company by the results of examination of business and financial performance of the Company for a year;
- report of Audit Commission on consistency of data, contained in annual report (annual reports);
- details of a nominee (nominees) to the bodies of the Company, as prescribed by the Articles of the Company;
- details of a nominee (nominees) for an auditor, as prescribed by the Articles of the Company, and details, sufficient for understanding of their professional skills and independence, including name of a self-regulatory organization of auditors, whose member is a nominee for an auditor, description of procedures, used for selection of external auditors, which ensure independence and fairness, information on proposed remuneration of external auditors for audit and non-audit services (including information on compensation payments and other expenses, related to engagement of an auditor) and other essential conditions of contracts, concluded with auditors of the Company;
- information on results of market valuation of property, offered as payment for additional shares of the Company, or being the subject of transactions, subject to approval by General meeting of shareholders, and other property and (or) shares of the Company, if such evaluation was made by an independent appraiser, and other information, which enables a shareholder to form an opinion on actual cost of such property and its dynamics;
- drafts of amendments and changes into the Articles or a draft of new Articles, initiators of amendments and tables of comparison of amendments with the current version, statement of need for the corresponding resolutions and clarification of consequences, which may arise for the Company and its shareholders in case of their approval;
- drafts of amendments and changes into internal documents of the Company, or drafts of internal documents of the Company in new version, initiators of amendments;
- resolution drafts on all issues of the agenda of General meeting of shareholders, including a draft of profit distribution by the results of a financial year, their initiators;

- recommendations of the Board of Directors on distribution of profit, including amount of dividends of shares of the Company and payment procedure, and distribution of losses of the Company by the results of a financial year, including opinion of the Board of Directors on agenda of General meeting of shareholders and individual opinions of members of the Board of Directors on each issue of the agenda;

- grounds of proposed distribution of net profit and evaluation of its compliance with dividend policy of the Company, including distribution for payment of dividends and own need of the Company, with explanations and economic justification of needs of use of part of net profit for in-house needs;

- detailed information on the procedure of calculation of dividends on preferred shares, which is prescribed by the Articles;

- information on corporate actions, which resulted in impairment of dividend rights of shareholders and (or) share dilution, and on court judgements, which state the facts of use by the shareholders of other income receipt at the expense of the Company, apart from dividends and salvage value;

- statements of need to make corresponding resolutions and clarification of consequences, ensuing for the Company and its shareholders, in case of making resolutions on increase or reduction of the authorized capital, approval of major transactions and interested-party transactions;

- the list of persons, acknowledged to be interested in a transaction, statement of grounds of interests of such persons, in case of approval of interested-party transactions

- information on shareholder agreements, concluded by members of the Company.

Information, obligatory for provision to persons, entitled to take part in general meeting, in the course of preparation to General meeting of shareholders, whose agenda contains an issue of election of members of the Board of Directors, members of Audit Commission, members of Counting Commission, appointment of Chief Executive Officer and (or) election of members of Audit Commission, includes:

- information on availability of written consents of proposed nominees for election into the corresponding body of the Company.

Additional information (materials), obligatory for provision to persons, entitled to take part in General meeting of shareholders, in the course of preparation to General meeting of shareholders, whose agenda contains issues, voting results on which can lead to claim for repurchase of shares by the Company, includes:

- a report of an independent appraiser on market value of shares of the Company, demand for repurchase of which can be made to the Company;

- cost estimate of net assets of the Company according to accounting statements of the Company for the last accounting period;

- minutes (extract from the minutes) of a meeting of the Board of Directors, which makes a resolution on determination of price for repurchase of shares of the Company, indication of price of repurchase.

Additional information (materials), obligatory for provision to persons, entitled to take part in general meeting, in the course of preparation to General meeting of shareholders, whose agenda contains an issue of reorganization of the Company, includes:

- grounds of conditions and procedure of reorganization of the Company, contained in the resolution on division, separation or transformation or in merger agreement or acquisition agreement, approved by an authorized body of the Company;

- annual reports and annual accounting statements of all companies, participating in reorganization, for three complete financial years, preceding the date of conduction of General meeting of shareholders, or for each complete financial year from the moment of incorporation of a company, if the company operates less than three years;

- quarterly accounting statement of all companies, participating in reorganization, for the last complete quarter, preceding the date of conduction of General meeting of shareholders;

- draft of a transfer deed (division balance sheet);

Additional information (materials), obligatory for provision to persons, entitled to take part in general meeting, in the course of preparation to General meeting of shareholders, whose agenda contains an issue of transfer of authorities of Chief Executive Officer to a management company (managing director), includes:

- the list of other companies, which are managed by a management company (managing director);
- the list of members of the Board of Directors, other senior officials and the largest shareholders of a management company (managing director) and other information, which may be necessary for exclusion of the conflict of interest;
- financial statements of a management company (managing director) to the extent, sufficient for evaluation of an ability of a management company (managing director) to satisfy out of its assets and concluded insurance contracts any claims, made against it in case of improper performance of its obligations;
- the Articles of Association of a management company (managing director);
- draft of the service contract between the Company and a management company (managing director).

Information (materials), subject to provision to persons, entitled to take part in General meeting of shareholders, is accompanied by indication to the issue in question.

2. The Board of Directors is entitled to make resolutions on provision to persons, entitled to take part in General meeting of shareholders, other information (materials), besides the information, prescribed by laws and the Articles of the Company. Such information (materials) may include analytic surveys and press, including those with critical look at operation of the Company, and any other information (materials), besides the information, prescribed by laws and the Articles of the Company, directly related to the agenda of a meeting.

Article 26. Provision of information (materials), subject to provision to persons, entitled to take part in General meeting of shareholders.

Information (materials), subject to provision to persons, entitled to take part in General meeting of shareholders, 20 days before, and in case of conduction of General meeting of shareholders, whose agenda includes an issue of reorganization of the Company, 30 days before conduction of General meeting of shareholders, shall be accessible to persons, entitled to take part in General meeting of shareholders, for review in the office of executive body of the Company and other places, whose addresses are specified in the notice on conduction of General meeting of shareholders. The above information (materials) shall be accessible to persons, participating in General meeting of shareholders, during its conduction.

If a nominee shareholder is registered in the register of shareholders of the Company, the notice on conduction of General meeting of shareholders and information (materials), subject to provision to persons, entitled to take part in General meeting of shareholders, for preparation to General meeting of shareholders, are sent by e-mail (in the form of electronic documents with digital signature) to a nominee shareholder.

Provision of the list of persons, entitled to take part in General meeting of shareholders, and its copy is made on demand of a person (persons), included into the above list and holding at least 1 percent of votes on any issues of the agenda of General meeting of shareholders, as prescribed by the present Regulations regarding provision of information (materials) for preparation to General meeting of shareholders.

The Company shall on demand of a person, entitled to take part in General meeting of shareholders, provide copies of the above documents within 7 days from receipt of the corresponding demand by the Company.

Fee, charged by the Company for provision of copies of documents, containing information (copies of materials), subject to provision of persons, entitled to take part in general

meeting, for preparation to General meeting of shareholders, shall not exceed their production costs.

If there are major faults in the demand of a shareholder for review of materials for General meeting of shareholders, the Company shall immediately inform a shareholder thereof for provision of an opportunity for their timely correction.

CHAPTER 9. PROCEDURE OF PARTICIPATION OF SHAREHOLDERS AND OTHER PERSONS IN GENERAL MEETING OF SHAREHOLDERS.

Article 27. Persons, present at General meeting of shareholders.

1. General meeting of shareholders can be attended by:

- persons, included into the list of persons, entitled to take part in General meeting of shareholders and (or) their representatives;
- representatives of the registrar of the Company;
- nominees, recorded in voting forms for election to the bodies of the Company;
- other persons, invited to a meeting by the Board of Directors or initiators of conduction of General meeting of shareholders.

Persons, entitled to take part in General meeting of shareholders, conducted in the form of a meeting, whose voting forms are received two days before conduction of General meeting of shareholders, are entitled to attend General meeting of shareholders.

2. Annual General meeting of shareholders must be attended by:

- the chairman of Audit Commission,
- Chief Financial Officer (or other person, representing Finance Department) and Chief Accountant (or other person, authorized to maintain accounting records),
- a representative of an auditor;
- Corporate Secretary;
- other persons, determined by the resolution of the Board of Directors.

The list of persons, obliged to be present at extraordinary General meeting of shareholders, is determined by the resolution of the Board of Directors.

They shall give competent answers to questions of members of General meeting of shareholders.

Article 28. Procedure of participation of shareholders in General meeting of shareholders

A shareholder can take part in a meeting in the following ways:

- personally participate in discussion of agenda issues and vote on them at a meeting, conducted in the form of joint attendance;
- send proxies for participation in discussion of agenda issues and voting on them at a meeting, conducted in the form of joint attendance;
- participate in discussion of agenda issues and vote on them jointly with its proxy at a meeting, conducted in the form of joint attendance;
- vote by absentee voting;
- authorize a proxy to vote by absentee voting.

A shareholder is entitled to replace its proxy at General meeting of shareholders or personally take part in General meeting of shareholders at any moment.

CHAPTER 10. CONDUCTION OF GENERAL MEETING OF SHAREHOLDERS IN THE FORM OF ABSENTEE VOTING.

Article 29. Conduction of General meeting of shareholders in the form of absentee voting.

1. The resolution of General meeting of shareholders can be made without conduction of a meeting (joint attendance of shareholders for discussion of agenda issues and making

resolutions on the issues, put to vote) by conduction of absentee voting (conduction of General meeting of shareholders in the form of absentee voting).

The date of conduction of General meeting of shareholders by absentee voting is the last date of acceptance of voting forms.

2. General meeting of shareholders, conducted by absentee voting, cannot consider and make resolutions on the following issues:

- approval of annual report (annual reports);
- approval of annual accounting statements, including profit and loss statements (profit and loss accounts) of the Company;
- distribution of profits and losses of the Company by the results of a financial year;
- election of the Board of Directors;
- election of Audit Commission;
- approval of an auditor.

3. New General meeting of shareholders, conducted in replacement of failed General meeting of shareholders, which should have been conducted by joint attendance, cannot be conducted by absentee voting.

4. In case of conduction of General meeting of shareholders in the form of absentee voting a voting form shall be sent and delivered against signature to each person, listed as a person, entitled to take part in General meeting of shareholders, at least 20 days before conduction of General meeting of shareholders.

Voting form is sent in a way, specified in the Articles of the Company.

5. Shareholders – holders of voting shares of the Company, which entitle to vote only on definite issues of the agenda of General meeting of shareholders, receive voting forms, which contain only such issues of the agenda of General meeting of shareholders.

6. Sending of complete voting forms to the address (location) of Chief Executive Officer (address of a managing director or address (location) of permanent executive body of a management) of the Company, contained in the Uniform state register of companies, to the address, specified in the Articles, is deemed to be dispatch to the appropriate postal address regardless of indication of such postal address in the notice on conduction of General meeting.

7. If the Company receives a voting form after the date of conduction of General meeting of shareholders (the last date of acceptance of voting forms), in case of conduction of a meeting in the form of absentee voting, shareholders, who sent such voting forms, are deemed to be absent at a meeting.

CHAPTER 11. WORKING BODIES OF GENERAL MEETING OF SHAREHOLDERS

Article 30. Bodies of General meeting of shareholders.

Bodies of General meeting of shareholders are:

- the chairman;
- secretary;
- Counting Commission.

Article 31. Chairman of General meeting of shareholders

1. The Chairman of the Board of Directors shall take the chair at General meeting of shareholders, and if he/she is absent or refuses to take the chair, one of members of the Board of Directors, elected by members of the Board of Directors shall take the chair.

2. If the persons, specified in cl.1 of the present article, are absent or refuse to take the chair, a meeting, conducted in the form of joint attendance, elects the chairman out of shareholders, registered for participation of a meeting.

In such case secretary of a meeting suspends a meeting for proposal of nominees to the post of the chairman of General meeting.

Members (a member) of a meeting, jointly holding at least 2 percent of voting shares of the Company, before the end of a break submit to Counting Commission written applications, containing the following details:

- full name of a nominee;
- full name of shareholders, proposing a nominee, number and class (type) of their shares.

General meeting of shareholders elects the chairman of a meeting out of proposed nominees.

During voting for election of the chairman of a meeting a member of a meeting gives all its votes for the only one nominee or is entitled not to vote for any one.

When counting the result of voting for election of the chairman of a meeting voting shares of the Company, and shares, voting on definite issues of the agenda, are counted.

A nominee is deemed to be elected, if over 50 percent of votes of persons, participating in a meeting, voted for it.

3. The chairman of a meeting:

- declares opening and closing of a meeting;
- presides at a meeting;
- upon completion of discussion of all issues of the agenda declares voting on them;
- maintains order at a meeting;
- ensures observation of the agenda of a meeting;
- gives necessary orders and instructions to Counting Commission;
- gives instructions for distribution of documents of a meeting;
- take measures for maintenance and regain of order at General meeting of shareholders;
- gives the floor to members of a meeting on the basis of their written applications;
- takes the floor away from a speaker, if he/she breaches the order of a meeting;
- declares the start and end of breaks in a meeting;
- signs the minutes of General meeting of shareholders.

The chairman of a meeting is not entitled to interrupt speaking of a member of a meeting and comment it, if it is not caused by violation by a speaker of the order of a meeting and other procedure circumstances.

The aim of the chairman of a meeting is that shareholders receive answers to all questions directly at general meeting. If difficulty of a question prevents immediate answer, written response shall be given as soon as possible upon completion of General meeting.

4. The chairman of a meeting may authorize any person to hold a meeting, but he/she still remains the chairman of a meeting.

Article 32. Secretary of General meeting of shareholders

1. Secretary of a meeting (“secretary”) is Corporate Secretary. If he/she is absent, the chairman of a meeting appoints secretary of a meeting.

2. Secretary controls preparation of draft documents for a meeting, keeps minutes of a meeting, signs the minutes of a meeting.

3. Secretary arranges election of bodies of a meeting in cases, prescribed by the Articles of the Company and the present Regulations.

Article 33. Counting Commission

1. Counting Commission is an independent body of a meeting.

2. Information, received in relation to performance of functions of Counting Commission, are confidential.

3. Counting Commission performs the following functions:

- verifies powers and registers persons, participating in General meeting of shareholders, keeps registration books;

- counts quorum of General meeting of shareholders and quorum for making resolution of each issues of the agenda;
- clarifies questions, arising in relation to exercise by shareholders (their representatives) of voting rights at general meeting;
- clarifies the procedure of voting on issues, put to vote;
- maintains the procedure of voting and ensures rights of shareholders for participation in voting;
- counts votes and declares voting results;
- makes the minutes on voting results;
- deposits into the archives the voting forms;
- provides to the company the documents, confirming powers of successors and representatives of persons, included into the list of persons, entitled to take part in General meeting of shareholders (their copies, certified by a notary).

4. The registrar, performing functions of Counting Commission, shall be guided by the Articles of the Company, regulations for bodies of the Company, resolutions of the Board of Directors, related to convocation and conduction of General meeting of shareholders, forms of minutes, voting forms, member registration books, approved by the Company, and other documents of the Company.

5. If the registrar keeps the register of shareholders of the Company, functions of Counting Commission of the Company cannot be performed by other registrars.

CHAPTER 12. FUNCTIONS OF CORPORATE SECRETARY FOR PREPARATION AND CONDUCTION OF GENERAL MEETING OF SHAREHOLDERS

Article 34. Functions of Corporate Secretary for preparation and conduction of General Meeting of Shareholders

1. Corporate Secretary of the Company shall:
 - make the list of persons, entitled to take part in General meeting of shareholders;
 - make the list of persons, entitled to receive dividends;
 - make the list of shareholders, entitled to demand repurchase of their shares of the Company in cases, prescribed by Federal law «Joint stock companies»;
 - make the list of persons, entitled to a pre-emptive right to acquire additional shares and equity securities, convertible into shares;
 - prepare information (materials), provided to persons, entitled to take part in General meeting of shareholders;
 - timely provide information (materials) to General meeting of shareholders;
 - issue extracts and statement from the list of persons, entitled to take part in General meeting of shareholders;
 - send voting forms to persons, included into the list of persons, entitled to take part in General meeting of shareholders, if prescribed by laws and the resolution of the Board of Directors;
 - collect complete voting forms, received by the Company and present them to Counting Commission;
 - informs of voting results of General meeting of shareholders and resolution made.
2. Corporate Secretary of the Company takes measures for settlement of conflicts, arising in the course of preparation and conduction of General meeting of shareholders and counting the results.
3. Corporate Secretary of the Company is entitled to be present in the course of counting results on issues of the agenda by Counting Commission.
4. If the agenda of General meeting of shareholders contains issues on election of members into the bodies of the Company and a proposal of nominee is not accompanied with its

written consent, Corporate Secretary sends inquiries to nominees for their consents for election into the corresponding body of the Company.

CHAPTER 13. REGISTRATION OF MEMBERS OF GENERAL MEETING OF SHAREHOLDERS, CONDUCTED IN THE FORM OF JOINT ATTENDANCE

Article 35. Registration of members of General meeting of shareholders, conducted in the form of joint attendance

1. Counting Commission verifies powers and registers persons, participating in General meeting of shareholders.

2. Persons, participating in General meeting of shareholders, conducted in the form of joint attendance, are registered at the address of conduction of General meeting of shareholders.

3. If voting on the issues of the agenda General meeting of shareholders can be fulfilled by sending complete voting forms to the Company, persons, entitled to take part in General meeting of shareholders, shall be registered.

Persons, whose voting forms are received at least two days before conduction of General meeting of shareholders, are entitled to be present at General meeting of shareholders, participate in discussion of issues of the agenda of General meeting of shareholders, have access to information (materials), provided to members of a meeting, and exercise other rights of a member of a meeting. The above persons do not receive voting forms, but for issue of duplicates by application

4. In the course of registration Counting Commission shall keep the books for:

- registration of members of a meeting;
- registration of powers of attorney and other documents, confirming a right of a member of a meeting to act on behalf of the Company.

Counting Commission by its initiative can keep other registration forms and books.

5. Registration starts at least 2 (two) hours before conduction of a meeting.

6. Registration of persons, entitled to take part in general meeting, shall be made on the condition of identification of persons, who appear for participation in General meeting of shareholders, by comparison of their details, contained in the list of persons, entitled to take part in General meeting of shareholders, and the details of documents, presented (submitted) by such persons and (or) their representatives.

In the course of registration persons, entitled to take part in General meeting of shareholders (their representatives), shall present (submit) the following documents:

- a shareholder – an individual – ID document, identifying it according to the list of persons, entitled to take part in General meeting of shareholders;
- a representative of a shareholder – an individual – a power of attorney or contract in accordance with cl.4 art.185 of Civil Code of the Russian Federation, on behalf of an individual and ID document (documents) of a representative;
- a person, representing a shareholder-company without power of attorney by law or corporate documents – copies of corporate documents of a shareholder-company and document (documents), confirming its powers (including, but not limited to the resolution on election or appointment to the position), ID document (documents);
- a representative of a shareholder-company - a power of attorney or contract in accordance with cl.4 art.185 of Civil Code of the Russian Federation, on behalf of a company and ID document (documents) of a representative;
- a person, representing a government or municipal shareholder, acting without power of attorney on the basis of references to federal laws and acts of competent government authorities or local authorities - document (documents), confirming corresponding powers (official IDs, voting directive. etc.) and ID document (documents).

7. Powers of attorney and other documents (or their certified copies), confirming a rights of a member of a meeting to act on behalf of a shareholder, are submitted to the Company in the course of registration.

8. Registration of persons, entitled to take part in General meeting of shareholders, is finished at the moment of completion of discussion of the last issue of the agenda, for which there is quorum.

9. Counting Commission makes the minutes on the results of registration of members of a meeting, which shall contain:

- full business name of the Company;
- business address of the Company;
- type of a meeting (annual or extraordinary);
- form of conduction of a meeting;
- date of conduction of General meeting of shareholders;
- place of conduction of General meeting of shareholders;
- agenda of General meeting of shareholders;
- number of votes, held by persons, included into the list of persons, entitled to take part in General meeting of shareholders, on each issue of the agenda of General meeting of shareholders;
- number of persons, registered for participation on a meeting, and number of their votes on each issue of the agenda of General meeting of shareholders, specifying whether there is quorum on each issue;
- number of voting forms, received by the Company at least two days before conduction of General meeting of shareholders, and number of voting shares of the Company, represented by such voting forms;
- number of voting forms, issued in the course of registration of members of a meeting;
- date of the minutes;
- other details, prescribed by the applicable legislation.

The minutes are accompanied with written complains and applications, related to the procedure of registration.

The minutes are signed by members of Counting Commission or a person, performing its functions. Members of Counting Commission, who did not sign the minutes, are entitled to attach to it their individual opinion.

CHAPTER 14. RULES OF PROCEDURE OF GENERAL MEETING OF SHAREHOLDERS IN THE FORM OF JOINT ATTENDANCE

Article 36. Time and place of conduction of General meeting of shareholders

1. It is not permitted to conduct General meeting of shareholders in the place and in time, offering considerable difficulties for presence of most shareholders of the Company or making such presence impossible.

It is not permitted to conduct meetings from 09:00 pm to 09:00 am local time.

It is not permitted to conduct meetings outside of human settlements.

2. General meeting shall be conducted at business address of the Company or places, specified in the Articles of the Company.

3. It is not permitted to conduct meetings in manufacturing area or other premises, where normal work is impossible

Article 37. Rules of procedure of General meeting of shareholders

1. General meeting of shareholders shall be conducted without intervals.

2. A speaker can talk on each issue of the agenda 15 minutes at most.

3. Questions to speakers and applications for giving the floor are submitted only in writing. Notes with questions and applications are passed to the chairman at General meeting of shareholders.

A member of General meeting of shareholders cannot speak on the same issue of the agenda over two times. Duration of the first speech shall not exceed 10 minutes, the second speech – 3 minutes.

4. In case of conduction of a meeting for 2 hours continuously there shall be a break in work for at least 15 minutes and not over 30 minutes.

In case of conduction of a meeting for 4 hours continuously a break in work may last at least 40 minutes and not over 2 hours.

A meeting cannot last after 09:00 pm local time.

As a rule a meeting is conducted within one day.

In case of impossibility to complete a meeting within one day a break till the next day at the earliest 10:00 am local time shall be announced.

Longer breaks are prohibited.

5. Rules of conduction of General meeting of shareholders include:

- opening of General meeting of shareholders with announcement of information on quorum on issues of the agenda;
- start of acceptance of voting forms by Counting Commission;
- discussion of agenda issues;
- completion of discussion of the last issue of the agenda of General meeting of shareholders, for which there is quorum;
- completion of registration of members of General meeting of shareholders;
- provision of information on the number of votes, belonging to persons, registered and/or participating in absentee voting up to the moment of completion of discussion of the last issue of the agenda of General meeting of shareholders, for which there is quorum;
- voting on issues of the agenda;
- end of voting – completion of acceptance of voting forms by Counting Commission;
- counting results of voting by Counting Commission and making the minutes on voting results;
- the resolution, made by General meeting of shareholders, and voting results may be announced at General meeting of shareholders, during which voting took place;
- closing General meeting of shareholders.

For provision of the fullest and most reliable information about the Company to shareholders in the course of General meeting of shareholders speaking time is provided to principal officials of the Company, including chairmen of committees of the Board of Directors.

CHAPTER 15. VOTING AT GENERAL MEETING OF SHAREHOLDERS. VOTING FORMS

Article 38. Voting at General meeting of shareholders

1. Voting at General meeting of shareholders is made on the principle «one voting share – one vote» and in case of cumulative voting - «one voting share – equal number of votes, corresponding to the number of members of the body, prescribed by the Articles or the resolution of General meeting of shareholders».

2. Vote count at General meeting of shareholders on the issue, put to vote, when shareholders – holders of ordinary and preferred shares of the Company take part in voting, is made for all voting shares collectively, excluding cases, prescribed by Federal law «Joint stock companies».

Article 39. Voting forms

1. Voting at General meeting of shareholders on the issues, put to vote, including issues on conduction of a meeting, is made by voting forms.

2. A voting form shall be issued against signature to each person, specified in the list of persons, entitled to take part in General meeting of shareholders (its representative), registered

for participation on General meeting of shareholders, excluding cases, prescribed by the second paragraph of the present clause.

In case of conduction of General meeting of shareholders in the form of absentee voting and conduction of General meeting of shareholders of the Company with sending (service) of voting forms before conduction of General meeting of shareholders, voting form shall be sent or handed out against signature to each person, specified in the list of persons, entitled to take part in General meeting of shareholders, within the time limit, prescribed by the legislation of the Russian Federation.

3. If voting at General meeting of shareholders, conducted in the form of joint attendance, can be made by sending to the Company of complete voting forms, on demand of persons, registered for participation in General meeting of shareholders, they can receive voting forms with remark of reissue.

4. In case of voting by voting forms, only votes on those issues, where voter leaves only one voting option, are counted. Voting forms, completed in violation of this requirement, are cancelled.

If voting form is cancelled, votes on issues, contained in it, are not counted.

Article 40. Requirements to contents of voting forms

1. In case of conduction of General meeting of shareholders in the form of joint attendance of shareholders for discussion of issues of the agenda and making resolutions on issues, put to vote with prior sending (service) of voting forms before conduction of General meeting of shareholders, voting form shall contain:

- full business name of the Company;
- business address of the Company;
- form of conduction of General meeting of shareholders;
- date of conduction of General meeting of shareholders;
- time of conduction of General meeting of shareholders;
- postal address for sending completed voting forms, if in accordance with Federal law «Joint stock companies» and the Articles of the Company completed voting forms can be sent to the Company;
- issue, put to vote;
- resolution options on each issue, put to vote (name of each nominee), voted for by that voting form;
- voting options of each issue, put to vote, expressed as «for», «against» and «abstain»;
- a note, that voting form shall be signed by a shareholder;
- other information, prescribed by the applicable legislation.

2. In case of conduction of General meeting of shareholders in the form of absentee voting, voting form shall contain

- full business name of the Company;
- business address of the Company;
- form of conduction of General meeting of shareholders (absentee voting);
- date of conduction of General meeting of shareholders (the last date of acceptance of voting forms);
- postal address for sending completed voting forms;
- issue, put to vote;
- resolution options on each issue, put to vote, voted for by that voting form;
- voting options of each issue, put to vote, expressed as «for», «against» and «abstain»;
- a note, that voting form shall be signed by a shareholder;
- other information, prescribed by the applicable legislation.

3. Voting form can contain additional information, determined by the Board of Directors or initiators of conduction of General meeting of shareholders in the course of approval of form and text of a voting form.

Article 41. Voting forms, signed by representatives

In case of presentation to the Company of voting form before conduction of General meeting of shareholders in the form of joint attendance and in the course of conduction of General meeting of shareholders in the form of absentee voting, voting form, signed by a representative of a person, included into the list of persons, entitled to take part in General meeting of shareholders, acting by proxy, is accompanied by a power of attorney (certified copy) or other document (certified copy), confirming rights of a representative to act on behalf of a shareholder.

Article 42. Procedure of voting

1. Member of a meeting can form and express its opinion on issues, put to vote, whether participating in discussion or not. Participation in discussion of issues of the agenda is a rights of a shareholder, not an obligation.

2. Persons, registered for participation in General meeting of shareholders, conducted in the form of joint attendance, are entitled to vote on all issues of the agenda from the moment of opening of General meeting of shareholders.

3. After completion of discussion of the last issue of the agenda of General meeting of shareholders, for which there is quorum, persons, who did not vote, shall be given some time to voting.

The period from completion of discussion of the last issue of the agenda of General meeting of shareholders, for which there is quorum, to completion of acceptance of voting forms on all issues of the agenda is 20 minutes.

4. Completion of voting forms is made by members of a meeting without voting booths.

For acceleration of voting results it is permitted to use separate voting boxes for voting forms, containing voting options «for», «against» and «abstain» on each issue of the agenda.

5. The person, who completes a voting form, is entitled to demand production and (or) certification of copy of its completed voting form before the end of General meeting of shareholders by Counting Commission (representatives of the registrar, performing function of Counting Commission) of the Company. Copy of completed voting form is made at the expense of the Company.

Article 43. Storage of voting forms

The Company stores all received voting forms, including:

- voting forms, received by the Company after completion of acceptance of voting forms, in case of conduction of General meeting of shareholders in the form of absentee voting;
- voting forms, received by the Company later two days before conduction of General meeting of shareholders in case of conduction of General meeting of shareholders in the form of joint attendance with prior sending (service) of voting forms before conduction of General meeting of shareholders.

Article 44. Vote counting

1. Voting results on the issues, put to vote, are counted by Counting Commission, on the basis of the register of shareholders of the date of conduction of a meeting.

The resolution of General meeting of shareholders on the issues of the agenda is deemed not to be made and cannot be announced before vote counting on all issues of the agenda.

2. If the agenda of General meeting of shareholders simultaneously includes issues of election of several bodies of the Company, regardless of the order of their consideration voting results of these issues are made in the following order:

- 1) election of members of the Board of Directors of the Company;
- 2) election of members of Audit Commission of the Company.

For vote counting on the issue of election of members of Audit Commission of the Company, votes on shares, belonging to elected members of the Board of Directors and members of executive bodies of the Company are not counted.

CHAPTER 16. MINUTES AND REPORT ON VOTING RESULTS AT GENERAL MEETING OF SHAREHOLDERS

Article 45. Minutes on voting results at General meeting of shareholders

1. By the results of voting Counting Commission makes the minutes on voting results at General meeting of shareholders, reflecting results of voting on each issue of the agenda, put to vote, and the procedure of General meeting of shareholders.

2. The minutes on voting results shall contain:

- full business name of the Company;
- business address of the Company;
- type of General meeting of shareholders (annual or extraordinary);
- form of conduction of General meeting of shareholders (meeting or absentee voting);
- date of listing of persons, entitled to take part in General meeting of shareholders;
- date of conduction of General meeting of shareholders;
- place of conduction of General meeting of shareholders, conducted in the form of a meeting (address of a meeting);
- agenda of General meeting of shareholders;
- start and end time of registration of persons, entitled to take part in General meeting of shareholders, conducted in the form of a meeting;
- opening and closing time of General meeting of shareholders, conducted in the form of a meeting;
- start time of vote counting, if the resolutions, made by General meeting of shareholders, and voting results were announced at General meeting of shareholders;
- number of votes, held by persons, included into the list of persons, entitled to take part in General meeting of shareholders, on each issue of the agenda of General meeting of shareholders;
- number of votes, accounting for voting shares of the Company on each issue of the agenda of General meeting of shareholders, counted on the basis of provisions of cl.4.20 of the Regulations, approved by the order of Federal Service for Financial Markets of Russia dated February 02, 2012 No.12-6/ПЗ-Н;
- number of votes, held by persons, who participated in General meeting of shareholders, on each issue of the agenda of General meeting of shareholders, with indication, whether there was quorum on each issue;
- number of votes, given for each voting option («for», «against» and «abstain») on each issue of the agenda of General meeting of shareholders, for which there was quorum;
- number of votes on each issue of the agenda of General meeting of shareholders, put to vote, not counted in view of cancellation of voting forms (as regards voting on the corresponding issues);
- details of persons, who voted against the resolution of General meeting of shareholders and demanded a record in the minutes thereof;
- names of members of Counting Commission, and if functions of Counting Commission were performed by the registrar, full name, business address of the registrar and names of the authorized persons;
- date of the minutes, made by Counting Commission, on voting results of General meeting of shareholders,
- details of persons, who signed the minutes;
- other details, prescribed by the applicable legislation.

3. The minutes on voting results are made in two originals at least.

The minutes on voting results at General meeting of shareholders, made by Counting Commission, shall be signed by members of Counting Commission, and if functions of Counting Commission were performed by the registrar, by persons, authorized by the registrar.

4. The minutes on voting results are made within three working days from closing of General meeting of shareholders or the last date of acceptance of voting forms in case of conduction of General meeting of shareholders in the form of absentee voting.

5. The minutes on voting results shall be attached to the minutes of General meeting of shareholders.

6. The minutes on voting results are not to be approved by the resolution of General meeting of shareholders.

7. The resolutions, made by General meeting of shareholders, and voting results are announced at General meeting of shareholders, where voting took place, and brought to notice of persons, included into the list of persons, entitled to take part in General meeting of shareholders, in the form of the report on voting results, as prescribed by the Articles of the Company in respect of notification on conduction of General meeting of shareholders, within four working days after closure of General meeting of shareholders or the last date of acceptance of voting forms in case of conduction of General meeting of shareholders in the form of absentee voting.

8. The minutes on voting results is accompanied by written complaints and application, received by Counting Commission.

Article 46. Report on voting results of General meeting of shareholders

1. In the course of conduction of General meeting of shareholders along with the minutes on voting results the report on voting results is made, which within four working days after closure of General meeting of shareholders or the last date of acceptance of voting forms in case of conduction of General meeting of shareholders in the form of absentee voting shall be brought to notice of persons, included into the list of persons, entitled to take part in General meeting of shareholders, as prescribed by the Articles of the Company in respect of notification on conduction of General meeting of shareholders.

2. The report on voting results shall contain:

- full business name of the Company;
- business address of the Company;
- type of General meeting of shareholders (annual or extraordinary);
- form of conduction of General meeting of shareholders (meeting or absentee voting);
- date of listing of persons, entitled to take part in General meeting of shareholders;
- date of conduction of General meeting of shareholders;
- place of conduction of General meeting of shareholders, conducted in the form of a meeting (address of General meeting of shareholders);
- agenda of General meeting of shareholders;
- number of votes, held by persons, included into the list of persons, entitled to take part in General meeting of shareholders, on each issue of the agenda of General meeting of shareholders;
- number of votes, accounting for voting shares of the Company on each issue of the agenda of General meeting of shareholders, counted on the basis of provisions of cl.4.20 of the Regulations, approved by the order of Federal Service for Financial Markets of Russia dated February 02, 2012 No.12-6/ПЗ-Н;
- number of votes, held by persons, who participated in General meeting of shareholders, on each issue of the agenda of General meeting of shareholders, with indication, whether there was quorum on each issue;
- number of votes, given for each voting option («for», «against» and «abstain») on each issue of the agenda of General meeting of shareholders, for which there was quorum;

- wordings of resolutions, made by General meeting of shareholders on each issue of the agenda of General meeting of shareholders;
- names of members of Counting Commission, and if functions of Counting Commission were performed by the registrar, full name, business address of the registrar and names of the authorized persons;
- names of the chairman and secretary of General meeting of shareholders;
- other details, prescribed by the applicable legislation.

The report on voting results at General meeting of shareholders shall be signed by the chairman and secretary of General meeting of shareholders.

3. If on the date of listing of persons, entitled to take part in General meeting of shareholders, a nominee shareholder is registered in the register of shareholders of the Company, the report on voting results is sent by e-mail (in the form of electronic document with digital signature) to a nominee shareholder.

CHAPTER 17. MINUTES OF GENERAL MEETING OF SHAREHOLDERS

Article 47. Making the minutes of General meeting of shareholders

1. The minutes of General meeting of shareholders are made within three working days from closure of General meeting of shareholders.

In case of conduction of General meeting of shareholders in the form of absentee voting the minutes of General meeting of shareholders are made within three working days from the last date of acceptance by the Company of voting forms for absentee voting.

If the last date of the period of execution of the minutes of General meeting of shareholders is a day-off, the next working day is the last date for execution of the minutes of General meeting of shareholders.

2. The minutes of General meeting of shareholders shall contain:

- full business name of the Company;
- business address of the Company;
- place of conduction of General meeting of shareholders, conducted in the form of a meeting (address of General meeting of shareholders);
- date of listing of persons, entitled to take part in General meeting of shareholders;
- time of conduction of General meeting of shareholders;
- total number of votes, held by shareholders – holder of voting shares of the Company;
- number of votes, held by shareholders, who take part in a meeting;
- the chairman and secretary of a meeting, agenda of a meeting;
- type of General meeting of shareholders (annual or extraordinary);
- form of conduction of General meeting of shareholders (meeting or absentee voting);
- date of conduction of General meeting of shareholders;
- agenda of General meeting of shareholders;
- start and end time of registration of persons, entitled to take part in General meeting of shareholders, conducted in the form of a meeting;
- opening and closing time of General meeting of shareholders, conducted in the form of a meeting;
- start time of vote counting, if the resolutions, made by General meeting of shareholders, and voting results were announced at General meeting of shareholders;
- postal address (addresses) for sending completed voting forms in case of conduction of General meeting of shareholders in the form of absentee voting and in case of conduction of General meeting of shareholders in the form of a meeting, of voting on issues, included into the agenda of General meeting of shareholders, could be made by sending to the Company of completed voting forms;

- number of votes, held by persons, included into the list of persons, entitled to take part in General meeting of shareholders, on each issue of the agenda of General meeting of shareholders;
- number of votes, accounting for voting shares of the Company on each issue of the agenda of General meeting of shareholders, counted on the basis of provisions of cl.4.20 of the Regulations, approved by the order of Federal Service for Financial Markets of Russia dated February 02, 2012 No.12-6/ПЗ-Н;
- number of votes, held by persons, who participated in General meeting of shareholders, on each issue of the agenda of General meeting of shareholders, with indication, whether there was quorum on each issue;
- number of votes, given for each voting option («for», «against» and «abstain») on each issue of the agenda of General meeting of shareholders, for which there was quorum;
- wordings of resolutions, made by General meeting of shareholders on each issue of the agenda of General meeting of shareholders;
- principal provisions of speeches and names of speakers on each issue of the agenda of General meeting of shareholders, conducted in the form of a meeting;
- the chairman and secretary of General meeting of shareholders;
- date of the minutes of General meeting of shareholders.

The minutes of General meeting of shareholders shall be accompanied with:

- the minutes on voting results at General meeting of shareholders;
- documents, approved by the resolutions of General meeting of shareholders.

3. The minutes of General meeting of shareholders are made in duplicate. All originals are signed by the chairman of General meeting of shareholders and secretary of General meeting of shareholders.