

APPROVED by
Joint (extraordinary) general meeting of
OJSC "VolgaTelecom" stockholders

March 26, 2003

Minutes № 2 of March 27, 2003

Chairman of joint (extraordinary) general
Meeting of stockholders

_____ V.F. Lyulin

CHARTER
of
Open Joint Stock Company "VolgaTelecom"
(OJSC "VolgaTelecom")
(New wording)

Nizhny Novgorod city
2003

Article 1

General provisions

1.1. Open Joint Stock Company "Sviyazinform" of Nizhny Novgorod oblast (OJSC "Nizhegorodsviyazinform") (hereinafter "The Company") is founded by the Committee for Management of the State Property of the Nizhny Novgorod oblast according to the Decree of the President of Russian Federation of July 01, 1992 № 721 "On organizational measures for transformation of the state enterprises, voluntary associations of the state enterprises into joint stock companies", and also the governmental order of Russian Federation of December 22, 1992 № 1003 "On privatization of telecommunication enterprises" on the basis of state telecommunication and information enterprise "Rossviyazinform" and is the legal successor of all of its rights and obligations. The Company is registered by Order № 1605-r of December 15, 1993 of the Head of Nizhny Novgorod Administration.

The general meeting of stockholders of OJSC "Nizhegorodsviyazinform" of June 28, 2002 approved the Charter of the Company in a new wording in which the name of the Company is changed to Open Joint Stock Company "VolgaTelecom" (OJSC "VolgaTelecom").

1.2. On the basis of the resolution the general meeting of stockholders of OJSC "Nizhegorodsviyazinform" of November 09, 2001, the Company is reorganized by means of a take-over of Open Joint Stock Company "Kirovelektrosviyaz" (OJSC "Kirovelektrosviyaz"), location: Kirov, Drelevsky str., 43/1, ITN 4348002318; of Open Joint Stock Company "Martelcom" (OJSC "Martelcom"), location: the Republic of Maryi El, Yoshkar-Ola, Sovetskaya street, 138, ITN 1215011205; of Open Joint Stock Company "Sviyazinform" of the Republic of Mordoviya (OJSC "Sviyazinform" of Mordoviya), location: the Republic of Mordoviya, Saransk, Bolshevistskaya street, 13, ITN 1300013059; of Open Joint Stock Company "Elektrosvyaz of Orenburg oblast" (OJSC "Elektrosvyaz of Orenburg oblast"), location: Orenburg, Volodarsky street, 11, ITN 5610005104; Open Joint Stock Company "Sviyazinform" of Penza oblast (OJSC "Sviyazinform"), location: Penza, Kuprin street, 1/3, ITN 5800000136; Open Joint Stock Company "Sviyazinform" of Samara oblast (OJSC "Sviyazinform" of Samara oblast), location: Samara, Leningradskaya street, 24, ITN 6317015857; Open Joint Stock Company "Saratovelektrosviyaz" (OJSC "Saratovelektrosviyaz"), location: Saratov, Kiselev street, 40, ITN 6452016913; Open Joint Stock Company "Telecommunication networks of the Udmurt Republic" (OJSC "Udmurt Telecom"), location: the Udmurt Republic, Izhevsk, Pushkinskaya street, 278, ITN 1831015632; Open Joint Stock Company "Elektrosvyaz" of Ulyanovsk oblast (OJSC "Ulyanovskelektrosvyaz"), location: Ulyanovsk, L. Tolstoy street, 60, ITN 7300000068; Open Joint Stock Company "Sviyazinform" of the Chuvash Republic (OJSC "Sviyazinform" of the Chuvash Republic), location: the Chuvash Republic, Cheboksary, Lenin avenue, 2, ITN 2128000713.

In accordance with:

- The transfer act approved by the general meeting of stockholders of OJSC “Kirovelektrosviyaz” on October 22, 2001,
 - The transfer act approved by the general meeting of stockholders of OJSC “Martelcom” on November 06, 2001,
 - The transfer act approved by the general meeting of stockholders of OJSC “Sviyazinform” of Mordoviya on October 23, 2001,
 - The transfer act approved by the general meeting of stockholders of OJSC “Elektrosvyaz of Orenburg oblast” on October 30, 2001,
 - The transfer act approved by the general meeting of stockholders of OJSC “Sviyazinform” of Penza oblast on November 05, 2001,
 - The transfer act approved by the general meeting of stockholders of OJSC “Sviyazinform” of Samara oblast on October 31, 2001,
 - The transfer act approved by the general meeting of stockholders of OJSC “Saratovelektrosviyaz” on November 02, 2001,
 - The transfer act approved by the general meeting of stockholders of OJSC “Udmurt Telecom” on November 01, 2001,
 - The transfer act approved by the general meeting of stockholders of OJSC “Ulyanovskelektrosvyaz” on October, 24, 2001,
 - The transfer act approved by the extraordinary general meeting of stockholders of OJSC “Sviyazinform” of the Chuvash Republic on November, 02, 2001,
- the Company is the legal successor of all rights and obligations of OJSC “Kirovelektrosviyaz”, OJSC “Martelcom”, OJSC “Sviyazinform” of Mordoviya, OJSC “Elektrosvyaz of Orenburg oblast”, OJSC “Sviyazinform” of Penza oblast, OJSC “Sviyazinform” of Samara oblast, OJSC “Saratovelektrosviyaz”, OJSC “Udmurt Telecom”, OJSC “Ulyanovskelektrosvyaz”, OJSC “Sviyazinform” of the Chuvash Republic under all obligations concerning all their creditors and debtors.

The termination of activity of OJSC “Kirovelektrosviyaz” by reorganization in the form of a take-over by OJSC “VolgaTelecom” is registered by the Inspection of the Ministry of Russian Federation of Taxes and Excises in the city of Kirov of Kirov oblast on November 30 2002, state registration number is 2024341304645.

The termination of activity of OJSC “Martelcom” by reorganization in the form of take-over by OJSC “VolgaTelecom” is registered by Inspection of the Ministry of Taxes and Excises of Russia in Yoshkar-Ola, the Republic of Maryi El on November 30, 2002, state registration number is 2021200765452.

The termination of activity of OJSC “Sviyazinform” of Mordoviya by reorganization in the form of take-over by OJSC “VolgaTelecom” is registered by Inspection of the Ministry of Taxes and Excises of Russia in Lenin District of Saransk town, the Republic of Mordoviya on November 30, 2002, state registration number is 2021300982492.

The termination of activity of OJSC “Elektrosvyaz of Orenburg oblast” by reorganization in the form of take-over by OJSC “VolgaTelecom” is registered by Inspection of the Ministry of Russian Federation of Taxes and Excises in Lenin

District of the city of Orenburg of Orenburg oblast on November 30, 2002, state registration number is 2025601032246.

The termination of activity of OJSC “Sviyazinform” of Penza oblast by reorganization in the form of take-over by OJSC “VolgaTelecom” is registered by Inspection of the Ministry of Taxes and Excises of Russia in Lenin District of Penza city on November 30, 2002, state registration number is 2025801362662.

The termination of activity of OJSC “Sviyazinform” of Samara oblast by reorganization in the form of take-over by OJSC “VolgaTelecom” is registered by Inspection of the Ministry of Russian Federation of Taxes and Excises in Samara District of the city of Samara on November 30, 2002, state registration number is 2026301422080.

The termination of activity of OJSC “Saratovelektrosviyaz” by reorganization in the form of take-over by OJSC “VolgaTelecom” is registered by Inspection of the Ministry of Taxes and Excises of Russia in Kirov District of Saratov city on November 30, 2002, state registration number is 2026402669104.

The termination of activity of OJSC “Udmurt Telecom” by reorganization in the form of take-over by OJSC “VolgaTelecom” is registered by Inspection of the Ministry of Taxes and Excises of Russia in October District of Izhevsk city of the Udmurt Republic on November 30, 2002, state registration number is 2021801161810.

The termination of activity of OJSC “Ulyanovskelektrosvyaz” by reorganization in the form of take-over by OJSC “VolgaTelecom” is registered by Inspection of the Ministry of Taxes and Excises of Russia in Lenin District of Ulyanovsk city on November 30, 2002, state registration number is 2027301173843.

The termination of activity of OJSC “Sviyazinform” of the Chuvash Republic by reorganization in the form of take-over by OJSC “VolgaTelecom” is registered by Inspection of the Ministry of Russian Federation of Taxes and Excises in Lenin District of Cheboksary town of the Chuvash Republic on November 30, 2002, state registration number is 2022101144833.

Article 2

The Company’s name and location

2.1. Full, brand name of the Company in Russian is Открытое акционерное общество “ВолгаТелеком”.

2.2. Abbreviated, brand name of the Company in Russian is ОАО “ВолгаТелеком”.

2.3. Full, brand name of the Company in English is Open Joint Stock Company “VolgaTelecom”.

2.4. Abbreviated, brand name of the Company in English is OJSC “VolgaTelecom”.

2.5. The Company's location: Russian Federation, 603000, Nizhny Novgorod city, M. Gorky sq., Post House.

2.6. The Company's mailing address: 603000, Nizhny Novgorod city, M. Gorky sq., Post House.

Article 3 **The Company's legal status**

3.1. The Company is an open joint stock company. The company is created for an unlimited term of activity.

The legal status of the Company, the procedure of its activity, reorganization and liquidation, and also the rights and obligations of the Company's stockholders are defined by the Civil Code of Russian Federation, the Federal Law "On joint stock companies", other Federal Laws, other legal Acts of Russian Federation adopted by the appropriate state bodies within the limits of their powers, and also by the present Charter.

In case of the subsequent change of norms of the current legislation of Russian Federation the present Charter is valid in the part not contradicting to their imperative norms.

As for the issues which were not defined by the present Charter, the Company is guided by the current legislation of Russian Federation.

3.2. The Company is a legal entity and owns the separated property which is accounted for in its independent balance, it may acquire and carry out on its own behalf property and personal non-property rights, perform obligations, be the claimant and the defendant before the court.

The Company has a round stamp containing its full, brand name in Russian and the indication of its location, and also other seals containing inscriptions, defined by established norms, stamps and firm letterheads with the name of the Company, its own logo, the trade mark registered as per the established procedure and other means of visual identification.

The branches and other structural sub-divisions of the Company are allowed to have a round stamp containing full names: of the Company, relevant branch, structural sub-division in Russian and an indication of the place of registration of the Company, and also other seals containing inscriptions, defined by established norms, proper stamps and forms made in a uniform firm style, and also the information on the existence of round stamps should be contained in the Provision on relevant branches and structural sub-divisions.

The Company has the right to open in due course the bank accounts in Russian Federation and beyond its limits.

3.3. The Company is liable for its obligations within the limits of property belonging to it and this property can be recovered under the legislation of Russian Federation. Stockholders are not liable for obligations the Company and bear the risk of losses connected to its activity, within the limits of cost of shares belonging to

them. The stockholders, who have not paid the shares completely, bear joint liability for the Company's obligations within the limits of the outstanding part of the cost of shares belonging to them.

3.4. The Company is not responsible for obligations of the state, governmental bodies and stockholders, likewise the state, its agencies and stockholders are not responsible for the Company's obligations.

3.5. The Company (with a view of realization of state, social, economic and tax policy bears responsibility for the safety of the documents (administrative, financial and economic, staff, etc.), provides transfer to the state safe keeping of the documents having scientific and historical value, keeps and uses in compliance with established regulations the documents of staff, and also the personal data of the Company's employees.

Article 4

The purpose and types of the Company's activity

4.1. The purpose of the Company is to derive profit.

4.2. The major types of the Company's activity are:

4.2.1. Local and intrazonal communication services provision;

4.2.2. Provision of local, long-distance and international communication services by means of payphones and shared terminals;

4.2.3. Provision of long-distance and international communication services;

4.2.4. Provision of cellular mobile communication services (GSM-900, DCS-1800, CDMA-400, NMT-450, CDMA-800);

4.2.5. Provision of mobile radio telephone communication services;

4.2.6. Provision of mobile radio communication services;

4.2.7. Provision of personal radio call services;

4.2.8. Provision of personal radio call services with multiplexing of VHF FM channel;

4.2.9. Provision of communication channels lease services;

4.2.10. Provision of telematic services (including services of e-mail, service providing access to information resources, directory service, Telefax service, Comfax services, office fax services, services of messages processing, voice message services, voice information transmission services, audio conference service, video conference services);

4.2.11. Provision of data transfer services;

4.2.12. Provision of telegraph communication services (including "telegram" services, AT/TELEX network services);

4.2.13. Provision of cable TV services;

4.2.14. Provision of wire broadcasting services;

4.2.15. Provision of TV broadcasting services by using transmission devices;

4.2.16. Provision of radio broadcasting services by using transmission devices;

4.2.17. Provision of local telephone communication services with application of radio access devices;

4.2.18. Provision of TV broadcasting services with application of transmission devices (MMDS);

4.2.19. Accomplishment of works connected to data constituting a state secret;

4.2.20. Putting into effect the measures and (or) rendering of services in the field of protection of the state secret;

4.2.21. Putting into effect the measures and (or) rendering of services in the field of protection of the state secret, in connection with functioning of a cryptographic agency;

4.2.22. Putting into effect the measures and (or) rendering of services in the field of protection of the state secret as regards the technical information protection;

4.2.23. The organization and putting into effect the measures to ensure the protection of communication confidentiality and other secrets protected by the law;

4.2.24. Examination of preliminary design and project documentation;

4.2.25. Construction, capital repairs, reconstruction, expansion and re-equipment of communication facilities;

4.2.26. Construction, capital repairs, reconstruction, re-equipment of civil installations;

4.2.27. Geodesic and cartography activity;

4.2.28. Training, improvement of professional skills of technical officers, the operational personnel, the administrative personnel;

4.2.29. Maintenance, repair and sale of cash machines;

4.2.30. Maintenance, repair and sale of communication facilities;

4.2.31. Installation, repair and maintenance of security alarm systems;

4.2.32. The organization of restoration of networks and communication facilities during failures and damages;

4.2.33. Priority provision of services and communication facilities in the interests of defense, the state management, security, law and order;

4.2.34. Putting into effect the measures for securing communication services in emergency situations;

4.2.35. Putting into effect the plans of mobilization preparation of communication network and the measures under emergency situations;

4.2.36. Provision of consulting services;

4.2.37. Medical services provision;

4.2.38. Trading and purchasing activity;

4.2.39. Commercial fishery;

4.2.40. Fire prevention and extinguishing activity;

4.2.41. Installation jobs, repair and service of means of maintenance of fire safety of buildings and constructions;

4.2.42. Operation of electric power, thermal and gas networks;

4.2.43. Designing and construction of buildings and constructions of responsibility level I and II;

4.2.44. Engineering research work for construction of buildings and constructions of responsibility level I and II;

4.2.45. Underground survey;

4.2.46. Provision of certificates for keys for digital electronic signatures, registration of electronic digital signature owners, provision of services connected to application of electronic digital signatures, and confirmation of authenticity of electronic digital signatures;

4.2.47. Lumbering activity;

4.2.48. Passenger traffic with motor transport equipped for transportation of more than 8 persons;

4.2.49. Transportation of cargoes by motor transport means with carrying capacity over 3.5 tons;

4.2.50. Material handling (loading and unloading) in railway transportation;

4.2.51. Repair of measurement instrumentation;

4.2.52. Storage and sales of oil, gas and products of their processing.

4.3. Possessing general legal capacity, the Company has its civil rights and performs the duties necessary for realization of any other types of activity, not forbidden by federal laws.

The Company may be engaged in individual types of activity only on the basis of special licenses, the list of these activities is defined by federal laws.

Article 5

The Company's branches and representation offices

5.1. The Company has the right to establish branches and to open representation offices following the due procedure both on territory of Russian Federation and beyond its borders. The branches and representation offices are not legal entities.

5.2. OJSC "VolgaTelecom" has the following branches:

5.2.1. Kirov branch located at the address: 601000, Kirov, Drelevsky str., 43/1;

5.2.2. Nizhny Novgorod branch located at the address: 603000, Nizhny Novgorod, Bolshaya Pokrovskaya str, 56;

5.2.3. Orenburg branch located at the address: 460000, Orenburg, Volodarsky str., 11;

5.2.4. Penza branch located at the address: 440606, Penza, Kuprin str., 1/3;

5.2.5. Samara branch located at the address: 443010, Samara, Krasnoarmeyskaya str., 17;

5.2.6. Saratov branch located at the address: 410600, Saratov, Kiselev str., 40;

5.2.7. Ulyanovsk branch located at the address: 432601, Ulyanovsk, L.Tolstoy str., 60;

5.2.8. The branch in Maryi El Republic, located at the address: 424000, Maryi El Republic, Yoshkar-Ola, Sovietskaya str., 138;

5.2.9. The branch in the Republic of Mordoviya, located at the address: 430000, Republic of Mordoviya, Saransk, Bolshevistskaya str., 13;

5.2.10. The branch in the Udmurt Republic, located at the address: 426008, the Udmurt Republic, Izhevsk, Pushkinskaya str., 278;

5.2.11. The branch in the Chuvash Republic, located at the address: 428000, the Chuvash Republic, Cheboksary, Lenin avenue, 2.

5.3. The company's branches and representation offices operate according to the Provisions on them which are approved by the Board of Directors. The Board of Directors passes a resolution on establishment of branches, opening of representation offices and their liquidation.

The heads of the branches and representation offices are appointed and dismissed by the General Director with a preliminary agreement with the Board of Directors of the Company and act on behalf of the Company on the basis of the power of attorney.

By a decision of the Management board, a joint executive body of a branch which organizes the performance of decisions of the Company's bodies and acts on the basis of the Provision approved by the Management board of the Company may be created.

Article 6

The Company's charter capital. Placed and declared shares

6.1. The Company's charter capital is 1639764970 rubles.

6.2. The Company's charter capital consists of a face value of the shares issued in the paperless form and acquired by shareholders, including:

6.2.1. Ordinary registered shares: 245969590 shares. The face value of each ordinary share is 5 (five) rubles.

6.2.2. Preferred registered type A shares: 81983404 shares. The face value of each preferred type A share is 5 (five) rubles.

6.3. The Company has the right to place in addition to the placed ordinary shares 1 299 093 shares in form of ordinary registered paperless shares (declared shares). The face value of each declared ordinary share is 5 rubles.

The Company has the right to place in addition to the placed type A preferred shares 531 496 preferred registered paperless shares (declared shares). The face value of each declared type A preferred share is 5 rubles.

6.4. The declared shares stipulated by item 6.3 of the present Charter, in case of their placement will possess all the rights established by Articles 7, 8 of the Charter for shares of the Company of corresponding category (type).

6.5. The Company's charter capital may be increased in the due procedure stipulated by the existing legislation of Russian Federation and the present Charter, in the following ways:

6.5.1. By increasing the face value of the Company's shares;

6.5.2. By placing additional shares within the limits of the amount of declared shares defined in item 6.3 of the present Charter.

6.6. The increase of the charter capital of the Company by increase of the face value of shares is carried out on the basis of a resolution of the general meeting of shareholders of the Company approved by the majority of vote of shareholders - holders of voting shares of the Company, participating in the meeting.

6.7. The increase of the charter capital of the Company by placement of additional shares by means of a closed subscription is carried out on the basis of a resolution of the general meeting of shareholders of the Company approved by the majority of three quarters of votes of shareholders, owners of voting shares of the Company participating in the meeting.

6.8. The increase of the charter capital of the Company by placement of additional shares by means of an open subscription in case if the amount of additional shares placed by an open subscription makes more than 25 percent of the shares previously placed by the Company, is carried out on the basis of a resolution of the general meeting of shareholders of the Company approved by the majority of three quarters of votes of shareholders, owners of voting shares of the Company participating in the meeting.

6.9. The increase of the charter capital of the Company by placement of additional shares by means of an open subscription, except for the cases specified in item 6.8 of the present Charter, is carried out on the basis of a resolution of the Board of directors of the Company approved unanimously by all members of the Board of directors of the Company without taking into account votes of retired members of the Board of directors of the Company.

6.10. Payment of the additional shares placed by means of a subscription, may be made by money, securities, other things or property rights or other rights having a monetary value. The form of payment of additional shares is defined by a resolution on their placement.

6.11. The Company's charter capital may be reduced by reduction of the face value of shares or reduction of their total amount, including by purchase of a part of shares, in the cases stipulated by the Federal law "On joint stock companies".

6.12. The resolution on the reduction of the charter capital of the Company by reduction of the face value of shares or by purchase of a part of shares with a view of reduction of their total amount is passed by the general meeting of shareholders by the majority of vote of the shareholders, owners of voting shares of the Company participating in the meeting.

6.13. The Company has no right to reduce the charter capital, if as a result of such reduction its size becomes less than thousand minimum wages as established by the federal law as of the date of submission of documents for the state registration of respective amendments in the Company's Charter and in case if the Company is obliged to reduce the charter capital according to requirements of the current legislation of Russian Federation – as of the date of the state registration of the Company.

6.14. If by the date of termination of the second and each following fiscal year according to the annual accounting balance to be approved by shareholders of the Company, or according to results of an auditor examination, the cost of net assets of

the Company becomes smaller than its charter capital, the Company is obliged to reduce the charter capital up to the size not exceeding the cost of its net assets.

Article 7

Rights and duties of shareholders, owners of ordinary shares of the Company

7.1. Each ordinary share of the Company gives the shareholder - to its owner identical measure of rights.

7.2. Each shareholder - the owner of ordinary shares of the Company has the right:

7.2.1. To participate in the general meeting of shareholders of the Company in the due procedure, stipulated by the existing legislation of Russian Federation;

7.2.2. To receive dividends in the due procedure, stipulated by the existing legislation of Russian Federation and the present Charter, when they are declared by the Company;

7.2.3. To receive a part of property of the Company, remaining after its liquidation which part is proportional to number of shares in his possession;

7.2.4. To get access to the documents stipulated by item 1 of Article 89 of Federal law "On joint stock companies", in the due procedure stipulated by Article 91 of the specified law;

7.2.5. To claim confirmation of the shareholder's rights for the shares from the registrar of the Company by issuing an extract from the registry of shareholders of the Company;

7.2.6. To receive information on all records on his personal account from the Company's registrar, and also other information stipulated by legal acts of Russian Federation, which establish the due procedure of conducting the registry of shareholders;

7.2.7. To alienate shares belonging to him without consent of other shareholders and of the Company;

7.2.8. To protect his violated civil rights in the court in cases, stipulated by the existing legislation of Russian Federation, including claiming indemnification for losses from the Company;

7.2.9. To claim the repayment of all shares belonging to the shareholder (or part of it) from the Company in cases and in the due procedure, stipulated by the existing legislation of Russian Federation;

7.2.10. To sell shares to the Company in case if the Company passed the resolution to acquire the shares;

7.2.11. To claim from the Company an extract from the list of the persons having right to participate in the General meeting of shareholders containing information on the shareholder;

7.2.12. Priority in purchasing additional shares placed by means of an open subscription and issued securities convertible in shares, in an amount proportional to the amount of shares held by them.

7.3. The shareholder owning more than 1 percent of voting shares of the Company, has the right to claim from the registrar of the Company the information on the name (names) of shareholders registered in the registry and the information on the amount, the category and the face value of shares held by them (the specified information is provided without indication of addresses of shareholders).

7.4. The shareholders (shareholder) owning in aggregate at least 1 percent of placed ordinary shares of the Company, have the right to apply to the court with a claim against a member of the Board of directors of the Company, an individual executive of the Company, a member of a joint executive agency of the Company, or against the management or the manager about indemnification of losses, caused to the Company as a result of guilty actions (inactivity) of the specified persons.

7.5. During the general meeting of shareholders, the shareholders possessing at least 1 percent of votes have the right to claim the provision of the list of persons having the right to participate in the meeting from the Company. The information from the documents and the mailing address of the shareholders included in this list, are provided only with their consent.

7.6. The shareholders (shareholder) being in aggregate owners of at least 2 percent of voting shares of the Company, have the right to move a proposal to introduce an issue into the agenda of the annual general meeting of shareholders and to put forward candidates for management and controlling bodies of the Company elected by the general meeting of shareholders. During preparation of an extraordinary general meeting of shareholders with the agenda concerning election of the Board of directors of the Company, the specified shareholders (shareholder) have the right to propose candidates for election for the Board of directors of the Company.

7.7. The shareholders (shareholder) who own in aggregate at least 10 percent of voting shares of the Company, have the right to require convocation of an extraordinary general meeting of shareholders from the Board of directors of the Company. In case if during the term established by the current legislation of Russian Federation and the present Charter, the Board of directors of the Company does not pass the resolution on convocation of an extraordinary general meeting of shareholders or adopts a decision to refuse its convocation, the extraordinary meeting can be convoked by the initiative of the specified shareholders (shareholder).

7.8. The shareholders (shareholder) who own in aggregate at least 10 percent of voting shares of the Company, have the right to claim an audit of financial and economic activity of the Company at any time.

7.9. The shareholders (shareholder) who hold in aggregate at least 25 percent of voting shares of the Company, have the right of access, and also have the right to receive the copies of financial statements and of the minutes of sessions of the joint executive agency of the Company.

7.10. Shareholders, owners of ordinary shares of the Company - have other rights, stipulated by the existing legislation of Russian Federation, and by the present Charter.

7.11. Each shareholder - owner of ordinary shares of the Company - is obliged:

- To inform the holder of the registry of shareholders of the Company about the changes of his personal data;
- Not to disclose the confidential information on the Company's activity.

7.12. In case if a shareholder of the Company has the intention to acquire 30 or more percent of the placed ordinary shares of the Company, independently or together with an affiliated person (persons), the shareholder is obliged to submit a written notice of intention to acquire the specified shares to the Company not earlier than 90 days prior to and not later than 30 days prior to the date of purchase of shares. After settlement of such a transaction (transactions) of purchase of shares, the shareholder is obliged to propose to shareholders of the Company to sell him ordinary shares of the Company held by them and the issued securities convertible into ordinary shares within 30 days from the date of purchase, at the market price, but not below their average price, in six months prior to the date of purchase.

Article 8

Rights and duties of shareholders, owners of type A preferred shares

8.1. Each type A preferred share of the Company gives the shareholder - to its owner - an identical measure of rights.

8.2. Owners of type A preferred shares have the right to receive the annual fixed dividend except for the cases stipulated by the present Charter. The total sum paid as dividend for each type A preferred share is established at the rate of 10 percent of the net profit of the Company according to the results of the last fiscal year, divided by the number of shares which make up 25 percent of the charter capital of the Company. Besides, if the sum of the dividends paid by the Company under each ordinary share in a certain year exceeds the sum to be paid as dividends under each type A preferred share, the size of the dividends paid under the latter, should be increased up to the size of dividends paid under the ordinary shares.

8.3. The owners of type A preferred shares have the right to participate in the general meeting of shareholders with the right of vote when solving the issues of reorganization and liquidation of the Company, and also to vote on amendment of the Company's Charter, in case if the mentioned changes limit the rights of the specified shareholders.

8.4. The owners of type A preferred shares have the right to participate in the general meeting of shareholders with the right of vote on all the issues of the agenda of the meeting in the case if the meeting of shareholders, irrespective of the reasons, does not pass the resolution on the payment of dividends or passes the resolution on

incomplete payment of dividends for type A preferred shares. The specified right of owners of type A preferred shares arises since the meeting following the annual meeting of shareholders in which the resolution on the payment of dividends was not passed, and stops since the date of the first payment of dividends for the specified shares in the full size.

8.5. Owners of type A preferred shares have the rights stipulated by item 7.2.3, item 7.2.4, item 7.2.5, item 7.2.6, item 7.2.7, item 7.2.8, item 7.2.10, item 7.2.11, item 7.2.12 of the present Charter for the owners of ordinary shares of the Company. These rights are granted to shareholders - the owners of type A preferred shares, including in a case when the given shares are not voting.

8.6. Owners of type A preferred shares have the rights stipulated by item 7.3, item 7.6, item 7.7, item 7.8, item 7.9 of the present Charter in the case if type A preferred shares have the right of vote on all the issues of the competence of the general meeting of shareholders of the Company.

8.7. Owners of type A preferred shares have the right to claim from the Company the repayment of all shares held by the shareholder or of a part of them in the cases and in the due procedure, stipulated by the existing legislation of Russian Federation.

8.8. Owners of type A preferred shares, possessing at least 1 per cent of votes in the general meeting of shareholders, have the right to claim from the Company the provision of the list of the persons entitled to participate in the meeting. The documents data and the mail address of the shareholders included in this list are provided only with their consent.

8.9. Shareholders, the owners of type A preferred shares have other rights, stipulated by the existing legislation of Russian Federation and by the present Charter.

8.10. Each shareholder - owner of type A preferred shares - is obliged:

- To inform the holder of the registry of shareholders of the Company on any change of his personal data;
- Not to disclose the confidential information concerning the Company's activity.

Article 9

The Company's funds

9.1. In the Company, a reserve fund is created at a rate of 5 percent of the Company's charter capital.

The Company's reserve fund is formed by obligatory annual deductions in size of not less than 5 percent of the net profit of the Company till the fund achieves the size defined in the present item.

The reserve fund is intended for covering of losses of the Company, and also for the repayment of bonds of the Company and the repayment of shares of the Company in case of absence of other means.

The reserve fund may not be used for other purposes.

9.2. A resolution of the general meeting of shareholders on an issue stipulated in sub-item 13 of item 12.2 of the present Charter, the resolution on creation of other funds, including corporalization fund for workers of the Company, may be passed.

Means of corporalization fund are to be spent exclusively for the purchase of shares of the Company sold by shareholders of the Company, for the subsequent accommodation to its employees.

At required sale of the shares acquired at the expense of corporalization fund for workers of the Company, the obtained means are applied for the formation of the specified fund.

The due procedure of forming, expenditure of means of the fund, its appropriation is defined by the Provision on the corporalization fund for workers of the Company, approved by the Board of directors of the Company.

Article 10

The Company's dividends

10.1. The Company has the right to pass a resolution once a year (to declare) on the payment of dividends under the placed shares.

Dividends are paid from the net profit of the Company specified in the Profit and Loss Report of the Company based on the results of the operation for the year. Dividends under preferred shares may be paid at the account of the funds of the Company specially intended for this purpose.

In case of the Company's reorganization in the form of take-over of other companies by it, the net profit of the Company is defined by summing its net profit and net profit (loss) of the annexed companies calculated according to statutory acts on book keeping in Profits and Losses Reports of the annexed companies as of the last accounting date (date of reorganization).

The resolution on payment of annual dividends, the size of the annual dividend and the form of its payment under the shares of each category (type) is passed by the general meeting of shareholders. The size of annual dividends may not be more than it was recommended by the Company's Board of directors.

For the payment of dividends the Company makes up a list of the persons having the right to receive annual dividends. This list is made up according to the registry as of the date of drawing up of the list of persons having the right to participate in the annual general meeting of shareholders.

10.2. Dividends under type A preferred shares are paid in time, established by the resolution of the general meeting of shareholders on the payment of annual dividends of the Company. The specified term is established not later than the termination of the fiscal year in which the resolution on the payment of annual dividends was passed.

10.3. Dividends under ordinary shares are paid by the Company in time, established by the resolution of the general meeting of shareholders on the payment of annual dividends of the Company. The specified term is established not later than the termination of the fiscal year in which the resolution on the payment of annual dividends was passed.

10.4. The dividends declared by the Company may be paid both in money, and in the form of other property in case if the general meeting of shareholders of the Company passed the resolution on the payment of dividends in non-monetary form.

The resolution of the general meeting of shareholders on the payment of dividends of the Company in non-monetary form is passed only on the basis of a motion by the Board of directors of the Company in which the property of the Company allocated for the payment of dividends should be specified.

10.5. When passing the resolution (announcing) on the payment of dividends, the Company is to be guided by the restrictions established by federal laws.

Article 11

The registry of the Company's shareholders. The Company's registrar

11.1. The Company assures maintenance and safekeeping of the registry of shareholders of the Company according to the requirements established by the current legislation of Russian Federation and other legal acts of Russian Federation.

11.2. The holder of the registry of shareholders of the Company is a specialized registrar who is carrying out the activity of maintenance of the registry of shareholders as its exclusive activity and has a license of the established form for realization of this activity.

The approval of the registrar of the Company and the agreement provisions with it, and also the cancellation of the contract with the registrar of the Company is carried out on the basis of the decision of the Board of directors of the Company.

11.3. The Company is not exempted from the responsibility for maintenance and keeping of the registry of shareholders. In case if some wrongful actions of the registrar break civil rights of a shareholder or of a nominal holder, such shareholder or the nominal holder has the right, following an established procedure, according to the legislation of Russian Federation, to claim in court the restoration of violated civil rights, including the repayment of damages.

11.4. The registrar of the Company carries out the functions of the counting commission of the Company. The registrar of the Company checks the powers and registers the persons participating in the general meeting of shareholders of the Company, defines the quorum of the general meeting of shareholders, explains the

issues arising in connection with voting by shareholders (their proxies) in the general meeting, explains the voting procedure and the issues arising in connection with voting, ensures the established voting procedure and guarantees the rights of shareholders to participate in voting, counts votes and voting results, makes up the minutes of voting results, submits voting ballots to the Company.

Article 12

General meeting of shareholders

12.1. General meeting of shareholders is the supreme management body of the Company.

12.2. The following issues belong to the competence of the general meeting of shareholders which may not be transferred for the decision by the Board of directors, by the General Director or Management board of the Company:

1) Introduction of changes and addenda to the present Charter or the approval of Articles of incorporation (the Charter of the Company) in a new wording (except for the cases stipulated by Federal law “On joint stock companies”), issues on which the resolutions are passed by at least three quarters of votes of shareholders, owners of voting shares of the Company participating in the meeting;

2) Reorganization of the Company, the resolution on which is passed by at least three quarters of votes of shareholders, owners of voting shares of the Company participating in the meeting;

3) Liquidation of the Company, appointment of the liquidating commission and approval of intermediate and final liquidating balances, the resolutions on which are passed by at least three quarters of votes of shareholders, owners of voting shares of the Company participating in the meeting;

4) Election of members of the Board of directors, carried out by cumulative voting;

5) Early termination of powers of the members of the Board of directors, the resolution on which is passed by the majority of votes of shareholders, owners of the voting shares participating in the meeting;

6) Definition of the amount, the face value, category (type) of declared shares of the Company and the rights granted by these shares, the resolutions on which are passed by at least three quarters of votes of shareholders, owners of voting shares of the Company participating in the meeting;

7) Increase of the charter capital of the Company by increasing the face value of shares, the resolution on which is passed by the majority of votes of shareholders, owners of voting shares of the Company participating in the meeting;

8) The increase of the charter capital of the Company by placement of additional shares by an open subscription in case if the quantity of shares placed in addition makes more than 25 percent of previously placed ordinary shares of the Company, the resolution on which is passed by at least three quarters of votes of shareholders, owners of voting shares of the Company participating in the meeting;

9) The increase of the charter capital of the Company by placement of additional shares by a closed subscription, the resolution on which is passed by at

least three quarters of votes of shareholders, owners of voting shares of the Company participating in the meeting;

10) Reduction of the charter capital of the Company by reduction of the face value of shares, by purchase of a part of shares by the Company with a view of reduction of their total amount, and also by repayment of shares acquired or redeemed by the Company, the resolution on which is passed by the majority of votes of shareholders, owners of voting shares of the Company participating in the meeting;

11) Election of members of the Auditing committee of the Company and an early termination of their powers, the resolutions on which are passed by the majority of votes of shareholders, owners of voting shares of the Company participating in the meeting;

12) Approval of the Company's auditor, the resolution on which is passed by the majority of votes of shareholders, owners of voting shares of the Company participating in the meeting;

13) Approval of annual reports, annual accounting statements of the Company, including profit and loss reports (accounts of profits and losses) of the Company, and also distribution of profit, including payment (declaration) of dividends, and losses of the Company by the results of the fiscal year, the resolutions on which are passed by the majority of votes of shareholders, owners of voting shares of the Company participating in the meeting;

14) Definition of the procedure of holding the General meeting of shareholders of the Company, the resolution on which is passed by the majority of votes of shareholders, owners of voting shares of the Company participating in the meeting;

15) Splitting and consolidation of shares, the resolutions on which are passed by the majority of votes of shareholders, owners of voting shares of the Company participating in the meeting;

16) Passing of resolution on the approval of transactions in making of which there is an interest, the resolution on which is passed in cases and in the due procedure, stipulated by chapter XI of Federal law "On joint stock companies";

17) Passing of resolution on the approval of large transactions connected to the purchase, alienation or an opportunity of alienation by the Company, directly or indirectly, of the property the cost of which makes more than 50 percent of balance cost of the assets of the Company, determined according to its accounting reports as of the last accounting date, except for the transactions made during common economic activity of the Company, the transactions connected to the placement by means of a subscription (sale) of ordinary shares of the Company, and also the transactions connected to the placement of issued securities, convertible into ordinary shares of the Company, the resolution on which is passed by the majority of three quarters of votes of shareholders, owners of voting shares of the Company participating in the meeting;

18) Resolution on participation in the holding companies, financial and industrial groups, associations and other unions of commercial organizations, passed by the majority of votes of shareholders, owners of voting shares of the Company participating in the meeting;

19) Approval of the internal documents regulating the activity of executive bodies of the Company, the resolution on which is passed by the majority of votes of shareholders, owners of voting shares of the Company participating in the meeting;

20) Placement of bonds convertible into shares and other issuing securities convertible into share by the Company if the specified bonds (other issuing securities) are placed by means of a closed subscription or by means of an open subscription if convertible bonds (other issuing securities) may be converted into ordinary shares of the Company making more than 25 percent of previously placed ordinary shares at an open subscription, the resolution on which is passed by at least three quarters of votes of shareholders, owners of voting shares of the Company participating in the meeting;

21) Decision on compensation of charges on preparation and holding of an extraordinary general meeting of shareholders of the Company at the expense of the Company in case of an infringement of requirements of the current legislation of Russian Federation by the Board of directors which had not adopted the decision on convocation of an extraordinary meeting and the meeting was convoked by other persons. The resolution is passed by the majority of votes of shareholders, owners of voting shares of the Company participating in the meeting;

22) Exemption of a person who, independently or together with affiliated persons, acquired 30 or more percent of the placed ordinary shares of the Company, from the duty of purchasing shares from other shareholders of the Company, the resolution on which is passed by the majority of votes of shareholders, owners of the voting shares participating in the meeting, except for votes of the shares, belonging to the specified person and to his affiliated persons;

23) Decision on transfer of powers of a single executive agency of the Company to a managing organization or to a manager, the resolution on which is passed by the majority of votes of shareholders, owners of voting shares of the Company participating in the meeting;

24) The decision of other issues stipulated by Federal law “On joint stock companies” and the present Charter.

12.3. General meeting of shareholders has the right to pass resolutions on the issues stipulated by sub-items 2, 7, 8, 9, 15 - 19, 23 items 12.2 of the present Charter exclusively upon the proposal of the Board of directors. Thus other persons having, according to the current legislation of Russian Federation, powers to make proposals for the agenda of an annual or an extraordinary general meeting of shareholders, have no right to demand from the Board of directors the inclusion of the listed issues into the agenda of the meeting.

General meeting of shareholders has no right to consider and pass resolutions on the issues which are beyond its competence according to Federal law “On joint stock companies”.

General meeting has no right to pass resolutions on issues which are not in the agenda of the meeting, or to change the agenda.

12.4. When solving the issues of introduction of changes and addenda to the present Charter at general meeting of shareholders, limiting the rights of

shareholders, owners of preferred shares of the Company of a certain type, the resolution on such changes and addenda is passed, if it gets at least three quarters of votes of shareholders, owners of ordinary shares of the Company participating in the meeting in favor of it and three quarters of votes of all shareholders, owners of the Company's preferred shares of a certain type.

12.5. The Company is obliged to convoke an annual general meeting of shareholders annually.

Annual general meeting of shareholders is held not earlier than in four months and not later than six months after termination of the fiscal year.

The following issues shall be resolved by annual general meeting of shareholders:

- Election of the Board of directors of the Company,
- Election of the Company's Auditing committee,
- Approval of the Company's auditor,
- Approval of annual reports, annual accounting statements, including profit and loss reports (accounts of profits and losses) of the Company, and also distribution of the profit, including payment (declaration) of dividends, and losses of the Company by the results of the fiscal year,

General meeting of shareholders may also resolve other issues within its competence.

12.6. The shareholders (shareholder) holding in aggregate at least 2 percent of voting shares of the Company, have the right to propose issues for the agenda of annual general meeting of shareholders and to put forward candidates for the Board of directors of the Company, the Auditing committee of the Company, the number of which may not exceed the quantitative limits of the corresponding body established by the present Charter. Such proposals should be moved by the Company not later than in 60 days after the termination of the fiscal year.

12.7. All other general meetings of shareholders, except annual general meetings of shareholders, are extraordinary meetings.

Extraordinary general meeting of shareholders is held upon decision of the Board of directors on the basis of its own initiative, on requirement of the Auditing committee of the Company, the auditor of the Company, and also the shareholders (shareholder) holding at least 10 percent of voting shares of the Company by the date of submission of the requirement. Convocation of an extraordinary general meeting of shareholders on demand of the auditing committee of the Company, the auditor of the Company or the shareholders (shareholder) holding at least 10 percent of voting shares of the Company, is carried out by the Board of directors of the Company.

12.8. An Extraordinary general meeting of shareholders convoked on the demand of the Auditing committee of the Company, the auditor of the Company or the shareholders (shareholder) holding at least 10 percent of voting shares of the Company, should be carried out within 40 days from the moment of submission of the requirement about carrying out an extraordinary general meeting of shareholders.

12.9. An Extraordinary general meeting of shareholders, convoked on the demand of the Auditing committee of the Company, the auditor of the Company or the shareholders (shareholder) holding at least 10 percent of voting shares of the Company the agenda of which contains an issue of election of members of the Board of directors of the Company, should be held within 70 days from the moment of submission of the requirement about carrying out an extraordinary general meeting of shareholders.

In case if the number of the members of the Boards of directors of the Company becomes insufficient for making a quorum for carrying out sessions of the Board of directors of the Company, an extraordinary general meeting of shareholders, convoked upon the decision of the Board of directors of the Company on the basis of its own initiative for the decision of an issue of election of the Board of directors of the Company, should be held within 70 days from the moment of adopting a decision of its convocation by the Board of directors of the Company.

12.10. During the preparation of an extraordinary general meeting of shareholders the agenda of which contains an issue of election of the Board of directors of the Company, the shareholders (shareholder) holding in aggregate at least 2 percent of voting shares of the Company, have the right to nominate candidates for the Board of directors of the Company, the number of which may not exceed the quantitative limits of the Board of directors established by the present Charter. Such proposals should be submitted to the Company not later than 30 days prior to the date of holding an extraordinary general meeting of shareholders.

12.11. The list of persons entitled to participate in the general meeting of shareholders, is made up on the basis of the data of the registry of shareholders of the Company.

The date of drawing up the list of persons entitled to participate in the general meeting of shareholders, is set not earlier than the date of adopting the decision to convoke a general meeting of shareholders, but not more than 50 days and not less than 45 days prior to the date of the meeting's holding.

The date of drawing up the list of persons entitled to participate in an extraordinary general meeting of shareholders, the agenda of which contains an issue of election of the Board of directors of the Company, is set not earlier than the date of adopting a decision on holding an extraordinary general meeting of shareholders, but not more than 65 days and not later than the date of the an extraordinary general meeting of shareholders.

12.12. The communication on holding a general meeting of shareholders and forwarding of voting ballots should be submitted not later than 20 days, and the communication on holding a general meeting of shareholders the agenda of which contains an issue of reorganization of the Company and forwarding of voting ballots should be submitted not later than 30 days prior to the date of the meeting's holding.

In case if the proposed agenda of the extraordinary general meeting of shareholders contains an issue concerning the election of the Board of directors of the

Company, the notice about holding an extraordinary general meeting of shareholders should be submitted not later than 50 days prior to the date of the meeting.

The notice about holding an extraordinary general meeting of shareholders should be submitted within the specified deadlines to each person specified in the list of persons, having the right to participate in the general meeting of shareholders, by registered mail or is handed to each of the persons specified in the list, or published in the newspaper "Rossiiskaya gazeta".

12.13. The following information (materials) is provided to the persons having the right to participate in the general meeting of shareholders, in the due procedure and at the address (addresses) specified in the notice about holding an extraordinary general meeting of shareholders:

The annual accounting report, including the conclusion of the auditor, the conclusion of the Auditing committee of the Company according to the results of examination of the annual accounting statement,

Information about candidates to the Board of directors of the Company, the Auditing committee of the Company,

A draft of changes and addenda introduced to the Charter of the Company, or a draft of the Company's Charter in a new wording,

Drafts of the internal documents of the Company,

Drafts of other documents, the adoption of which is stipulated by the drafts of resolutions of the general meeting of shareholders,

Drafts of resolutions the of the general meeting of shareholders,

Other information (materials) necessary for submission according to the current legislation,

Other information (materials) for passing the resolutions on the agenda issues of the general meeting of the shareholders included by the Board of directors in the list of information (materials) distributed among the shareholders during the preparation of the general meeting of shareholders.

12.14. General meeting of shareholders is competent (there is a quorum) if the shareholders possessing in aggregate more than half of votes of placed voting shares of the Company take part in it.

The shareholders registered for participation in the meeting and shareholders whose ballots are received not later than two days prior to the date of the general meeting of shareholders are considered to have taken part in the general meeting of shareholders. The shareholders whose ballots are received before the closing date of ballot reception are considered to have taken part in the general meeting of shareholders held in form of an absentee voting.

12.15. If the agenda of the general meeting of shareholders includes issues, the voting on which is carried out by different number of persons, the definition of a quorum for decision-making on these issues is carried out separately. Thus absence of a quorum for decision-making on issues, the voting on which is carried out by one membership, does not interfere with decision-making on issues, the voting on which is carried out by other membership for which there is a quorum.

12.16. If there is no quorum for holding an annual general meeting of shareholders, a repeated annual general meeting of shareholders with the same agenda should be convoked. If there is no quorum for holding an extraordinary general meeting of shareholders, a repeated extraordinary general meeting of shareholders with the same agenda may be convoked.

A repeated general meeting of shareholders is competent (has a quorum) if the shareholders possessing in aggregate at least 30 percent of votes of placed voting shares of the Company have taken part in it.

The notice on convoking a repeated general meeting of shareholders and submission (delivery) of voting ballots is carried out not later than 20 days prior to the date of holding the repeated general meeting of shareholders.

The notice on convoking a repeated general meeting of shareholders, the agenda of which contains an issue of reorganization of the Company, is published not later than 30 days prior to the date of holding the repeated general meeting of shareholders.

When holding a repeated general meeting of shareholders in less than 40 days after the failed general meeting of shareholders, the persons having the right to participate in the general meeting of shareholders, are defined according to the list of persons having the right to participate in the failed general meeting of shareholders.

12.17. The person who is carrying out the functions of a single executive is the Chairman of the general meeting of shareholders if other decision is not adopted by the Board of directors of the Company.

12.18. Other issues connected to preparation and holding of annual and extraordinary general meetings of shareholders, including the due procedure of conducting the general meeting of shareholders, are defined by the Provision on the due procedure of the general meeting of shareholders of the Company, approved by the general meeting of shareholders.

Article 13

The Company's Board of directors

13.1. The Board of directors is a joint agency of administration of the Company which is carrying out general management of the Company's activity.

13.2. The Board of directors of the Company consisting of 11 persons is annually elected by the annual general meeting of shareholders by cumulative voting.

13.3. General meeting of shareholders has the right to pass the resolution on an early termination of powers of the members of the Board of directors. Such a resolution may be passed only for all members of the Board of directors simultaneously.

In case of an early termination of powers of the Board of directors the authorities of the new Board of directors are valid till the nearest annual general meeting.

13.4. The following issues are related to the competence of the Board of directors of the Company:

1) Definition of priority trends of activity of the Company, including the approval of the annual budget, budgets for intermediate term and long-term prospects, strategy and programs of development of the Company, modification of the specified documents, consideration of results of their performance;

2) Preliminary approval of operations which are beyond the limits established by the annual budget of the Company;

3) Convocation of annual and extraordinary general meetings of shareholders, except for the cases stipulated by item 8 of Article 55 of Federal law “On joint stock companies”;

4) Approval of the agenda of the general meeting of shareholders;

5) Definition of the date of drawing up the list of persons having the right to participate in the general meeting of shareholders, and other issues falling into the competence of the Board of directors of the Company according to statutes of chapter VII of Federal law “On joint stock companies” and connected to preparation and holding of the general meeting of shareholders;

6) Preliminary approval of the annual report of the Company;

7) Increase of the authorized capital of the Company by placement of additional shares by the Company within the limits of quantity of the declared shares defined by the present Charter, except for the cases stipulated in sub-items 8, 9 of item 12.2 of the present Charter;

8) Placement of bonds and other issuing securities by the Company in the case when according to conditions of placement of the specified bonds and other issuing securities they are not convertible into the shares of the Company;

9) Placement of the bonds convertible into the shares and other issuing securities, convertible into the shares by the Company if the specified bonds (other issuing securities) are placed by means of an open subscription and the convertible bonds (other issuing securities) may be converted into the ordinary shares of the Company making 25 or less percent of the previously placed ordinary shares;

10) Definition of the price (monetary valuation) of property, the price of placement and the repayment of issuing securities in the cases stipulated by Federal law “On joint stock companies”;

11) The approval of resolutions on the issue of securities, prospectuses of issue of securities, reports on the results of issue of securities of the Company, quarterly reports of the issuer of issuing securities reports of the results of acquisition of the Company’s shares with the view of redeeming them;

12) Purchase of the shares placed by the Company, bonds and other securities;

13) Approval of the registrar of the Company and terms and conditions of the contract with it, and adoption of decision on cancellation of the contract with it;

14) Recommendations on the size of the dividend under shares, the form and term of payment, the approval of the internal documents on dividends under shares of the Company;

15) Use of reserve fund and other funds of the Company;

16) Control over application of procedures of the internal control;

17) Recommendations on the size of compensations and indemnifications paid to the members of the Auditing committee of the Company, approval of the conditions of the contract concluded with the auditor, including definition of the size of payment for its services;

18) Approval of the Provision on structural sub-divisions of the Company which are carrying out internal control functions, approval of candidates for the post of its head, and also consideration of other issues, on which decisions should be adopted by the Board of directors according to the Provision on the specified sub-division;

19) Approval of the transactions connected to purchase, alienation or an opportunity of alienation by the Company directly or indirectly of the property which cost makes from 0,5 up to 25 percent of the balance cost of the assets of the Company, defined according to its accounting reporting as of the last report date;

20) Approval of the transactions connected to purchase, alienation or opportunity of alienation by the Company, directly or indirectly, of the property the cost of which makes from 25 to 50 percent of the balance cost of the assets of the Company, calculated on the basis of accounting reports as of the last accounting date, except for the transactions made during common economic activity of the Company, the transactions connected to the placement of ordinary shares of the Company by means of a subscription (sale), and the transactions connected to the placement of issuing securities, convertible into ordinary shares of the Company;

21) Approval of the transactions in the making of which there is an interest in the cases stipulated by chapter XI of Federal law "On joint stock companies";

22) Approval of organizational structure of the Company, including the basic functions of structural sub-divisions;

23) Creation of branches, opening of representation offices, their liquidation, approval of the Provisions on them;

24) Preliminary approval of candidates for the post of the Heads of Branches and representation offices and dismissal of the Heads of the specified structural sub-divisions from their posts;

25) Approval of annual budgets, strategy and programs of development of branches, modification to the specified documents, consideration of the results of their performance;

26) Appointment of a single executive agency (General Director), definition of the term of his powers, and also an early termination of his powers;

27) Election (re-election) of the Chairman of the Board of directors of the Company, of his deputy;

28) Formation of a joint executive agency (Management board), definition of the term of its powers, and also an early termination of powers of the members of the Management board;

29) Approval of combining of professions by the person who is carrying out the functions of a single executive agency of the Company, by the members of the Management board of the Company, of the posts in management bodies of other organizations;

30) Permission of combining jobs for the person who is carrying out the functions of a single executive agency, job in a paid post in other organizations;

31) Creation of permanent or temporary committees of the Board of directors (for resolving certain issues), approval of the Provisions on them;

32) Appointment to and release from the post of the Corporate secretary of the Company, approval of the Provision on the apparatus of the Corporate secretary of the Company;

33) Approval of terms and conditions of contracts (additional agreements), concluded with the General director, members of the Management board, the Heads of Branches and representation offices, the Heads of structural sub-division of the Company, carrying out the functions of internal control, the Corporate secretary of the Company, and also consideration of issues, on which decisions should be adopted by the Board of directors according to the specified contracts;

34) Decision-making on participation (initial participation, the termination of participation, change of participation share) of the Company in other organizations by purchase, sale of shares, shares of other organizations, and also by making additional contributions into authorized capitals of these organizations;

35) Decision-making on participation of the Company in non-profit organizations, except for the cases stipulated sub-item 18 of item 12.2 of the present Charter, by becoming a participant, termination of participation, making additional contributions (payments) connected to participation of the Company in non-profit organizations;

36) Decision-making on agenda issues of the general meetings of affiliated companies (the supreme management bodies of other organizations) of which the Company is the sole participant;

37) Definition of interaction procedure of the Company with the organizations in which the Company participates;

38) Approval of the internal document on issues of disclosing the information about the Company;

39) Approval of other documents, besides those stipulated in item 13.4 of the present Charter, the internal documents of the Company regulating various issues, falling into the competence of the Board of directors of the Company, except for internal documents the approval of which is attributed by the Company's Charter to the competence of the general meeting of shareholders and executive agencies of the Company;

40) Other issues stipulated by Federal law "On joint stock companies" and the present Charter.

13.5. The issues attributed to the competence of the Board of directors of the Company may not be transferred for adopting a decision by a joint or single executive agency of the Company.

13.6. Decisions on the issues specified in sub-item 7, 20 of item 13.4. of the present Charter are adopted unanimously by all the members of the Board of directors of the Company except for votes of retired members of the Board of directors of the Company.

In the event if the unanimity of the members of the Board of directors of the Company on the issues stipulated in sub-items 7, 20 of item 13.4. of the present Charter is not achieved, the specified issues may be ruled by a resolution of the general meeting of shareholders upon a decision of the Board of directors of the Company. Thus the resolutions on them are passed by the majority of votes of shareholders, owners of voting shares of the Company participating in the meeting.

13.7. Other issues, besides those listed in item 13.6 of the present Charter, issues falling into the competence of the Board of directors by Federal law “On joint stock companies” and by the present Charter, are adopted by the majority of votes of members of the Board of directors of the Company, participating in the session.

13.8. The procedure of convocation and holding of sessions of the Board of directors, the size and the procedure of payment of compensations and indemnifications to the members of the Board of directors are defined by the Provision on the Board of directors approved by the general meeting of shareholders.

13.9. Sessions of the Board of directors of the Company are convoked by the Chairman of the Board of directors by his own initiative, on demand of a member of the Board of directors, the Auditing committee of the Company, the auditor of the Company, a single or joint executive agency of the Company, and also on demand of the shareholders (shareholder) owning in aggregate at least 5 percent of voting shares of the Company.

13.10. The quorum for carrying out of sessions of the Board of directors of the Company makes more than half of the number of elected members of the Board of directors.

13.11. Sessions of the Board of Directors may be organized in form of joint presence (including conference call) or absentee voting.

13.12. When defining the quorum and the results of voting of the Board of directors organized in form of joint presence, the written opinion of a member of the Board of directors of the Company absent at its session is taken into account.

13.13. When resolving the issues at a session of the Board of directors of the Company, each member of the Board of directors possesses one vote. At adoption of decisions by the Board of directors, the Chairman of the Board of directors possesses the right of a casting vote in case of equality of votes of members of the Board of directors of the Company.

13.14. The Chairman of the Board of directors of the Company organizes its operation, convokes sessions of the Board of directors and presides over them, organizes conducting the minutes at sessions, ensures effective operation of the committees of the Board of directors.

13.15. The Board of directors has the right to appoint a deputy to the Chairman of the Board of directors. In case of absence of the Chairman of the Board of directors of the Company, his functions (including the right to sign documents) are fulfilled by his deputy, and in case of absence of the latter, by one of the members of the Board of directors by a decision of the Board of directors of the Company, adopted by the majority of votes of its members participating in the session.

Article 14

The Company's Management board

14.1. Management board is a joint executive agency organizing implementation of resolutions of the general meeting of shareholders and the Board of directors of the Company.

14.2. The quantitative and personal structure of the Management board is defined by a decision of the Board of directors of the Company following a proposal of the General Director, members of the Board of directors of the Company.

14.3. The Management board is formed for the term, defined by the Board of directors of the Company during the appointment of its members.

By a decision of the Board of directors of the Company any member (all members) of the Management board of the Company may be dismissed from office before the term.

In case of an early termination of powers of separate members of the Management board, the authority of the new appointed members will be valid within the limits of the term for which the Management board of the Company is formed.

14.4. The following issues fall into the competence of the Management board of the Company relating to the management of the current activity of the Company:

1) Development of proposals concerning the basic activities of the Company, including drafts of the annual budget, budgets on intermediate term and long-term prospects, strategy and programs of development of the Company, proposals for amendment of the specified documents;

2) Approval of internal control procedures;

3) Definition of personnel and social policy of the Company;

4) Approval of the internal document regulating general provisions of motivation of work, and also consideration and decision-making on the conclusion of collective agreements and contracts;

5) Preparation of materials and drafts of resolutions on the issues subject to consideration at the general meeting of shareholders, the Board of directors and submission of materials to the committees of the Board of directors;

6) Organizational and technical provision of the activity of the Company's bodies;

7) Definition of technical, financial, economic and tariff policies of the Company and its branches;

8) Definition of accounting policies, control over perfection of methodology of accounting and administrative account, and also over introduction of the international standards of book keeping in the Company and its branches;

9) Definition of methodology for planning, budgeting and controlling in the Company and its branches;

10) Definition of policies ensuring the security of the Company and its branches;

11) Definition of the procedure of investing the branches with property and withdrawal of property registered in the branch;

12) Definition of quantitative structure and appointment of members of joint executive agencies of branches, and also early termination of their powers, approval of the Provision on a joint executive agency of a branch;

13) Preliminary approval of candidates for the post of deputy managers, chief accountants of the branches and representation offices and discharge of the specified persons from a post;

14) approval of terms and conditions of contracts (additional agreements), concluded with members of joint agencies of branches, deputy managers, chief accountants of the branches and representation offices, and also consideration of issues, on which decisions should be adopted by the Management board according to the specified contracts;

15) Approval of quarterly budgets of branches, amendments to the specified documents;

16) Analysis of operation results of structural sub-divisions of the Company, including separate ones, and the development of instructions obligatory for execution for perfection of their operation;

17) Approval of internal documents regulating the issues falling into the competence of the Management board of the Company, except the documents approved by the general meeting of shareholders and by the Board of directors of the Company.

14.5. The Company's Management board has the right to make also decisions on other issues of management of the current activity of the Company on behalf of the Board of directors or following the proposal of the General Director of the Company.

14.6. The procedure of convocation and holding of sessions of the Management board, and also the due procedure of decision-making by the Management board, the size and procedure of payment of compensation to the members of the Management board are established by the Provision on the

Management board of the Company, approved by the general meeting of shareholders of the Company.

14.7. The rights, duties, and responsibility of the members of the Management board are defined by the contract concluded by each of them with the Company. The contract is signed on behalf of the Company by the General Director of the Company.

Article 15

The Company's General Director

15.1. The General Director is a single executive agency carrying out management of the current activity of the Company. The General Director is appointed by the Board of directors of the Company.

15.2. The General Director makes decisions on the issues not assigned to the competence of the general meeting of shareholders, the Board of directors and the Management board of the Company by the present Charter.

15.3. The General Director carries out the functions of the Chairman of the Management board of the Company.

15.4. The General Director operates on behalf of the Company without the power of attorney, he represents its interests, makes transactions on behalf of the Company, approves the staffs, issues orders and instructions obligatory for execution by all workers of the Company.

The rights, duties, size of payment and responsibility of the General Director are defined by the contract concluded by him with the Company. The contract is signed on behalf of the Company by the Chairman of the Board of directors of the Company.

15.5. The Board of directors of the Company has the right to make at any time the decision on early termination of powers of the General Director of the Company and on cancellation of the contract with him.

Article 16

The Corporate secretary of the Company.

The apparatus of the Corporate secretary of the Company

16.1. In compliance with a decision of the Board of directors, a special person may be appointed whose task is monitoring of observance of the procedural requirements guaranteeing realization of the rights and interests of shareholders of the Company by bodies and officials of the Company - the Corporate secretary of the Company.

16.2. The rights, duties, term of appointment, size of payment and responsibilities of the Corporate secretary of the Company are defined by internal documents of the Company, and also by the contract concluded by him with the Company. The contract is signed on behalf of the Company by the Chairman of the Board of directors of the Company.

16.3. With a view of controlling the effective performance of the duties in the Company by the Corporate secretary of the Company, the apparatus of the Corporate secretary of the Company may be created. Its structure, number, and duties of workers are defined by an internal document of the Company approved by the Board of directors.

Article 17

Control over financial and economic activity of the Company

17.1. In order to better control the financial and economic activities in the Company, the Auditing committee, a special structural sub-division carrying out the functions of internal control is created, and also an independent auditor is involved.

17.2. The Auditing committee is an independent controlling body of the Company, elected at the annual general meeting of shareholders till the following annual general meeting of shareholders and consists of 5 persons.

17.2.1. Powers of separate members or of the entire structure of the Auditing committee may be stopped before the term by a resolution of the general meeting of shareholders.

In case of an early termination of powers of the members of the Auditing committee, the authority of the new Auditing committee shall be effective till the next annual general meeting of shareholders.

In a case when the quantity of the members of the Auditing committee decreases to less than half of the elected members of the Auditing committee, the Board of directors is obliged to call an extraordinary general meeting of shareholders for the election of a new Auditing committee. The remaining members of the Auditing committee carry out the functions till the election of a new Auditing committee elected by the extraordinary general meeting of shareholders.

17.2.2. The following issues fall into the competence of the Auditing committee:

- Checking of reliability of the data contained in reports and other financial documents of the Company;

- Revealing the facts of infringement of norms established by legal acts of Russian Federation concerning accounting and book keeping and submission of financial reporting;
- Checking the observance of rules of law at calculation and payment of taxes;
- Revealing the facts of infringement of legal acts of Russian Federation according to which the Company carries out its financial and economic activity;
- Rating of economic feasibility of financial and economic operations of the Company.

17.2.3. Checking (auditing) of financial and economic activity of the Company by the Auditing committee is carried out based on the results of the activity of the Company for a year.

Checking (auditing) of financial and economic activity of the Company is carried out also at any time:

- by the initiative of the Auditing committee of the Company;
- by a resolution passed by the general meeting of shareholders of the Company;
- by a decision of the Board of directors of the Company;
- by the demand of the shareholder (shareholders) of the Company, owning in aggregate at least 10 percent of voting shares of the Company concerning all issues of the competence of the general meeting of shareholders as of the date of presentation of the requirement.

17.2.4. By the demand of the Auditing committee, the persons occupying posts in managing organs of the Company are obliged to present documents on financial and economic activity of the Company.

17.2.5. The due procedure of activity of the Auditing committee, and also the size and procedure of payment of compensation to the members of the Auditing committee are defined by the Provision on the Auditing committee of the Company, approved by the general meeting of shareholders.

17.3. In order to secure permanent internal control of all economic operations in the Company, the special structural sub-division is created in the Company, not dependent on agencies of the Company. Its activity is supervised directly by the Board of directors of the Company.

The functions of the specified structural sub-division, the due procedure of its activity, the procedure of appointment of the workers, requirements to them are defined by an internal document approved by the Board of directors of the Company.

17.4. For checking and confirming the correctness of the annual financial reporting, the Company annually employs a professional auditor who is not connected by property interests with the Company or its shareholders.

17.4.1. An auditor carries out auditing of financial and economic activity of the Company according to legal acts of Russian Federation on the basis of the contract concluded with it.

17.4.2. The General meeting of shareholders approves the auditor of the Company. The terms and conditions of the contract concluded with the auditor,

include the size of payment for its services, and are approved by the Board of directors of the Company.

17.4.3. Auditing of the Company's activity should be carried out at any time on demand of shareholders with cumulative share in the authorized capital of 10 percent or more. Shareholders - initiators of auditing submit a written requirement to the Board of directors which should contain the cause of requirement, the name (names) of shareholders, quantity and category (type) of shares belonging to them, the signature of the shareholder or of his authorized proxy. If the requirement is signed by the authorized proxy, the document confirming his power of attorney should be enclosed too.

Article 18

Reorganization of the Company

18.1. The Company may be voluntarily re-organized following the resolution of the general meeting of shareholders. Other grounds and the due procedure of reorganization of the Company are defined by the current legislation of Russian Federation.

18.2. Reorganization of the Company may be carried out in the form of a merger, take-over, division, splitting and transformation to other organizational and legal form in the due procedure stipulated by Federal law "On joint stock companies".

Article 19

Liquidation of the Company

19.1. The Company may be liquidated voluntarily following the resolution of the general meeting of shareholders or upon the decision of court, in cases and the due procedure, stipulated by existing legislation.

19.2. In cases, stipulated by the existing legislation of Russian Federation, the Company is obliged to pass the resolution on voluntary liquidation.

19.3. In case if at voluntary liquidation of the Company, its property will be insufficient for settlement of all debts to creditors of the Company, the Chairman of the liquidating committee of the Company appointed by the general meeting of shareholders is obliged to submit an application to the arbitration court for realization of the simplified procedure of bankruptcy of the liquidated debtor concerning the Company.