

APPROVED

By the General Shareholders Meeting  
of the Open Joint Stock Company  
Oil Company Rosneft  
on June 19, 2009  
Minutes without No.

**REGULATIONS ON THE GENERAL SHAREHOLDERS MEETING  
OF OPEN JOINT STOCK COMPANY  
OIL COMPANY ROSNEFT**

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## **Article 1. General Provisions**

### **1.1. Regulations on the General Shareholders Meeting**

- 1.1.1. These Regulations (the "Regulations") are developed in accordance with the Civil Code of the Russian Federation, the Federal Law "On Joint Stock Companies", other normative legal acts of the Russian Federation, the Corporate Governance Code and the Charter of OJSC Oil Company Rosneft (the "Company"), set forth the procedures for the convocation, preparation, conduct and determination of the results of the General Shareholders Meeting of the Company.
- 1.1.2. If any matters related to the convocation, preparation and conduct of the General Shareholders Meeting are not regulated by the aforementioned documents, they shall be resolved on the basis of the necessity to observe the rights and interests of the shareholders.
- 1.1.3. The Company shall provide all shareholders with equal opportunities to participate in the General Shareholders Meeting.

### **1.2. Terms and Definitions**

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

## **Article 2. Proposals and Requests**

### **2.1. Submission of Proposals and Requests**

- 2.1.1. The term "Proposals and Requests" used in this Article shall include (i) the proposal on the inclusion of an item (items) to the agenda of the General Shareholders Meeting, (ii) the proposal on the nominees to the bodies of the Company and (iii) the request for convocation of an Extraordinary General Shareholders Meeting.
- 2.1.2. Proposals and Requests of shareholders (shareholder) shall be submitted in writing in accordance with the procedure provided for under the Charter and these Regulations. No oral proposals and requests shall be accepted and considered.
- 2.1.3. Proposals and Requests may be mailed to the Company or delivered by courier at the registered address of the Company. In this case the date of receipt by the Company shall be the date of registration of correspondence by the chancellery of the Company.
- 2.1.4. Proposals and Requests shall contain information about the name (company name) of submitting shareholders (shareholder), the number and the category (type) of shares, held by each shareholder that signed Proposals and Requests.

### **2.2. Consideration of Proposals and Requests**

- 2.2.1. A shareholder that submitted Proposals and Requests, whose shares are placed on the depo account with the depository shall provide the Company with a statement of depo account to confirm that such shareholder owns a relevant number of voting shares of the Company as of the date of submission of Proposals and Requests. The Company shall consider statements of depo account of the shareholder with the depository if such depository holds a valid license for depository activity on the securities market issued by a federal executive body for securities market.
- 2.2.2. A number of voting shares of the Company held by shareholders (a shareholder) that signed Proposals and Requests, the total number of voting shares of the Company and a relative share (percent) of voting shares of the Company, held by the above shareholders (a shareholder) shall be determined as of the date of submission of such Proposals and Requests.

If following the aforementioned date the number of the voting shares held by any shareholder (shareholders) decreases and falls below the number of voting shares of the Company contemplated by the Charter of the Company, required for submission of Proposals and Requests, or if shareholders (a shareholder) lose voting shares,

Proposals and Requests shall be deemed valid. No Proposal and Request may be turned down solely on the grounds described above.

- 2.2.3. Proposals and Requests shall be signed by the submitting shareholders.

Proposals and Requests shall be recognized as received from those shareholders, who (whose representatives) signed them.

If Proposals and Requests indicate that they have been submitted by several shareholders, but are signed by some of those shareholders, they shall be deemed to have been submitted by shareholders (a shareholder), who have (has) signed them. The Board of Directors shall consider Proposals and Requests and may not turn them down solely on the grounds that all shareholders specified in such Proposals and Requests have not signed them.

- 2.2.4. If Proposals and Requests are signed by representative of a shareholder, they shall be accompanied by the power of attorney (notarized copy of the power of attorney) consistent with the applicable regulatory requirements, or by other documents certifying the right of such representative to act for and on behalf of the shareholder.

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

- 2.2.5. The motivated resolution of the Board of Directors of the Company to refuse to satisfy Proposals and Requests due to the fact that shareholders (a shareholder), who have (has) signed proposals and requests, do (does) not hold the requisite number of the voting shares of the Company stipulated in the Charter of the Company shall be accompanied by an extract from the register of holders of registered securities of the Company.

2.3. Special requirements applicable to Proposals and Requests on convocation of the General Shareholders Meeting and inclusion of items to the agenda of the General Shareholders Meeting

- 2.3.1. The request for convocation of an Extraordinary General Shareholders Meeting and the proposal on the inclusion of an item (items) to the agenda of the General Shareholders Meeting shall contain the wording of each proposed item, and may also contain the wording of the resolution on each proposed item.

The request for conduct of the Extraordinary General Shareholders Meeting may contain the proposal on the form of conduct of the Extraordinary General Shareholders Meeting.

- 2.3.2. Each Proposal and Request containing the request for convocation of the Extraordinary General Shareholders Meeting or the proposal on the inclusion of an item (items) to the agenda of the General Shareholders Meeting shall be considered by the Board of Directors separately. Votes of shareholders, who have signed different Proposals and Requests, shall not be summed, except where the proposals contain an express indication that they have been submitted jointly.

The shareholders shall be deemed to have jointly submitted Proposals and Requests, containing the request for convocation of the Extraordinary General Shareholders Meeting or the proposal on the inclusion of an item (items) to the agenda of the General Shareholders Meeting, if they have signed one joint Proposal and Request or if different Proposals and Requests contain an express indication that they have been submitted jointly.

- 2.3.3. The Board of Directors of the Company may not change the wording of the items proposed for inclusion to the agenda of the General Shareholders Meeting, and/or the wording of resolutions on such items, as well as may not change the proposed form of conduct of the Extraordinary General Shareholders Meeting. If the Board of Directors received several Proposals and Requests, containing the written proposal on convocation of the Extraordinary General Shareholders Meeting on one and the same items, and indicating the different form of conduct of the General Shareholders

Meeting, then the General Shareholders Meeting shall be conducted in the form of joint presence.

The Board of Directors of the Company may, acting at its own initiative, propose additional wording of resolutions on the items proposed by shareholders for inclusion to the agenda of the General Shareholders Meeting.

2.4. Special requirements applicable to Proposals and Requests on nominees to the governing bodies of the Company

2.4.1. The proposal on the nominees shall indicate the name of the body to which a nominee is proposed, and shall contain certain information about the nominees as stipulated by the Charter of the Company and these Regulations.

2.4.2. The proposal on the nominees shall not contain the number of nominees that exceed the total number of members in a relevant governing body of the Company.

If (i) a shareholder submits a new Proposal and Request on the nominees to the governing bodies of the Company, and (ii) as of the date of submission of such a Proposal and Request such shareholder has already submitted a similar Proposal and Request, then the new Proposal and Request shall be deemed as substituting that previously submitted.

If the Proposal and Request contains a number of nominees exceeding the total number of members in a relevant governing body of the Company, the Board of Directors shall consider only those nominees, whose number (starting with the top of the list) does not exceed the total number of members in a relevant governing body of the Company.

2.4.3. Each Proposal and Request on the nominees to the governing bodies of the Company shall be considered by the Board of Directors separately. A number of shares held by shareholders, who signed different Proposals and Requests, shall not be summed, except where the proposals contain an express indication that they have been submitted jointly.

2.5. Inclusion of items to the agenda of the General Shareholders Meeting and nomination of candidates to the governing bodies of the Company at the initiative of the Board of Directors

2.5.1. In addition to the items proposed by shareholders for inclusion to the agenda of the General Shareholders Meeting, as well as in the absence of such proposals, the Board of Directors of the Company may, acting in its own discretion, include items to the agenda of the General Meeting of Shareholder.

2.5.2. The Board of Directors may, acting in its own discretion, include candidates in the list of candidates to governing bodies of the Company to be elected at the General Shareholders Meeting if a number of candidates included in the list of persons to governing bodies of the Company by proposal of shareholders is less than the quantitative composition of a relevant governing body provided for under the Charter of the Company.

2.5.3. The Board of Directors of the Company shall at its own initiative include candidates in the list of candidates for voting on election to the governing bodies of the Company and in ballots for voting on election to the governing bodies of the Company not later than the date of provision of information (materials) to be provided to shareholders in the course of preparation of the General Shareholders Meeting.

2.6. Notification of shareholders of availability (lack) of written consents of the candidates included in the list of candidates for election to the bodies of the Company

2.6.1. The proposal on the nominees to the Board of Directors, the Audit Commission of the Company may be accompanied by the written consent of the candidate so nominated.

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

- 2.6.3. In case the Company receives a written notice from a candidate to a body of the Company containing a refusal to be elected in a relevant body, the Company shall provide shareholders with information on such refusal in accordance with the procedure stipulated in Article 4.6.1. Besides such information may be placed on the web site of the Company on the Internet.

### **Article 3. Convocation of the General Shareholders Meeting**

#### **3.1. Convocation of the General Shareholders Meeting by the Board of Directors of the Company**

In case of conduct of the Annual General Shareholders Meeting, as well as in case of receipt of the request to conduct an Extraordinary General Shareholders Meeting from the Audit Commission of the Company, the auditor of the Company or a shareholder (shareholders), who own at least 10 percent of voting shares of the Company, the Board of Directors of the Company in the absence of grounds for refusal shall:

- make a decision on convocation of the General Shareholders Meeting in accordance with terms set by the Federal Law "On Joint Stock Companies" and the Charter of the Company;
- arrange publication of an announcement concerning the conduct of the General Shareholders Meeting in accordance with the procedure provided in the Charter of the Company;
- determine the information set forth in Article 4.1 of these Regulations;
- prepare the list of persons, entitled to participate in the General Shareholders Meeting;
- prepare information (materials) to be provided to persons, entitled to participate in the General Shareholders Meeting, and to ensure provision of such information in accordance with the procedure described in Articles 4.5 and 4.6 of these Regulations.

#### **3.2. Convocation of the General Shareholders Meeting by other persons**

3.2.1. If within the term envisaged by the Federal Law "On Joint Stock Companies" from the date of submission of the relevant request the Board of Directors of the Company failed to resolve to convene the Extraordinary General Shareholders Meeting or resolved to refuse to convene it, the Extraordinary General Shareholders Meeting may be convened by bodies or persons, requesting such convocation.

3.2.2. In this regard the bodies or persons, convening the Extraordinary General Shareholders Meeting, shall have powers provided for under the Federal Law "On Joint Stock Companies", which are required for convocation and conduct of the General Shareholders Meeting, in particular, shall:

- make a decision on convocation of the Extraordinary General Shareholders Meeting;
- arrange publication of an announcement regarding conduct of the General Shareholders Meeting in accordance with the procedure envisaged by the Charter of the Company;
- determine the information set forth in Article 4.1 of these Regulations;
- prepare the list of persons, entitled to participate in the General Shareholders Meeting;
- prepare the information (materials), to be provided to persons, entitled to participate in the General Shareholders Meeting, and to ensure provision of such information in accordance with the procedure described in Articles 4.5 and 4.6 of these Regulations.

3.2.3. The Officers of the Company shall be obliged to render assistance to persons convening the Extraordinary General Shareholders Meeting in accordance with the procedure described in this Article 3.2, to provide information and to perform other

actions, as if such a General Shareholders Meeting has been convened by the Board of Directors of the Company.

**Article 4. Preparation for the General Shareholders Meeting**

4.1. Preparation for the General Shareholders Meeting

4.1.1. During the preparation for the General Shareholders Meeting in the form of joint presence the Board of Directors of the Company shall determine:

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

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

- the date of the General Shareholders Meeting (deadline for submission of completed voting ballots);
- the place of the General Shareholders Meeting (mailing address to which completed voting ballots are to be sent);
- the date of compilation of the list of persons, entitled to participate in the General Shareholders Meeting;
- the agenda of the General Shareholders Meeting;
- the procedures for notification of the shareholders of the General Shareholders Meeting;
- the list of information (materials) to be provided to the shareholders in connection with the preparation for the General Shareholders Meeting, and procedures for the provision of such information (materials);
- the form and text of the voting ballot.

4.1.3. The Board of Directors of the Company may make the requisite determinations on the items listed above in this Article both at the time of making the decision to conduct the General Shareholders Meeting, and at any other time in the course of preparation for such meeting.

4.2. The list of persons entitled to participate in the General Shareholders Meeting

4.2.1. The Corporate Secretary shall arrange compilation by the share registrar of the list of persons, entitled to participate in the General Shareholders Meeting. The list of



persons shall be compiled on the basis of information from the register of the Company's shareholders.

4.2.2. For compilation of the list of persons, entitled to participate in the General Shareholders Meeting, the Corporate Secretary shall submit a relevant request to the Company's share registrar.

4.2.3. A contract concluded with the share registrar shall provide for the obligation of the share registrar and the nominal holders to present information within the terms required for the Company to observe the timelines contemplated by the Federal Law "On Joint Stock Companies" and the Charter of the Company for convocation of the General Shareholders Meeting, announcement concerning conduct of the General Shareholders Meeting, provision of shareholders with voting ballots and other terms set in the interests of shareholders.

4.3. Examination of the list of persons entitled to participate in the General Shareholders Meeting

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

Examination of the list of persons entitled to participate in the General Shareholders Meeting shall be performed at the address of the executive body of the Company, and at the address(es) at which examination of the information (materials) to be provided to the shareholders in the course of preparation for the General Shareholders Meeting is conducted as specified in the announcement of the General Shareholders Meeting.

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

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

4.3.4. The content of the request for provision of the list of persons, entitled to participate in the General Shareholders Meeting, the procedure of submission and calculation of the date of receipt of such request by the Company shall be regulated by rules stipulated in these Regulations for Proposals and Requests.

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

4.4. Announcement of the General Shareholders Meeting

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

- the full name of the Company;
- the location of the Company;
- the form of the General Shareholders Meeting;
- the date of the General Shareholders Meeting;

- the place of the General Shareholders Meeting (address where the General Shareholders Meeting will be conducted);
  - the time of the General Shareholders Meeting;
  - the time of commencement of registration of the persons participating in the General Shareholders Meeting;
  - the place of registration of the persons participating in the General Shareholders Meeting;
  - the person to whom a shareholder may report violations of the registration procedures by the Company;
  - the date of compilation of the list of persons, entitled to participate in the General Shareholders Meeting;
  - the information on the Company's share registrar;
  - the person initiated conduct of the General Shareholders Meeting;
  - the agenda of the General Shareholders Meeting;
  - the procedures for the examination of the information (materials) to be provided to the shareholders in the course of preparation for the General Shareholders Meeting, and address(es) at which such information (materials) will be available;
  - the mailing address to which the shareholders may send completed voting ballots, if, pursuant to the Federal Law "On Joint Stock Companies" and the Charter of the Company, completed voting ballots may be sent to the Company;
  - the reminder of the need for the participants to have identification documents, and for representatives of shareholders to have powers of attorney or other documents authorizing them to participate in the General Shareholders Meeting for and on behalf of the shareholders;
  - the other information.
- 4.4.2. If the General Shareholders Meeting is conducted in the form of absentee voting, the announcement of the General Shareholders Meeting shall contain the following information:
- the full name of the Company;
  - the location of the Company;
  - the form of the General Shareholders Meeting;
  - the date of the General Shareholders Meeting (deadline for receipt by the Company of the voting ballots);
  - the date of compilation of the list of persons, entitled to participate in the General Shareholders Meeting;
  - the information on the Company's share registrar;
  - the person initiated conduct of the General Shareholders Meeting;
  - the agenda of the General Shareholders Meeting;
  - the procedures for the examination of the information (materials) to be provided to the shareholders in the course of preparation for the General Shareholders Meeting, and address(es) at which such information (materials) will be available;
  - the place of the General Shareholders Meeting (mailing address for the submission of completed voting ballots);
  - the other information.

- 4.5. Content of information (materials) to be provided to persons entitled to participate in the General Shareholders Meeting
- 4.5.1. The list of information (materials) to be provided to the persons entitled to participate in the General Shareholders Meeting in the course of preparation for the General Shareholders Meeting shall be stipulated by the Charter of the Company.
- 4.5.2. The Board of Directors may resolve to furnish the persons entitled to participate in the General Shareholders Meeting other information (materials) in addition to the information (materials) stipulated by the legislation and the Charter of the Company. Such additional information (materials) may include analyses and mass media publications.
- 4.6. Provision of information (materials) to be provided to persons entitled to participate in the General Shareholders Meeting
- 4.6.1. The information (materials) listed in this Article shall be made available for the persons entitled to participate in the General Shareholders Meeting for examination at the address of the executive body of the Company, and in other locations specified in the announcement of the General Shareholders Meeting, within 20 days or, if the agenda of the meeting contains the item of reorganization of the Company, within 30 days prior to the date of conduct of the General Shareholders Meeting. Such information (materials) shall also be made available to the persons participating in the General Shareholders Meeting during the conduct of such meeting.
- 4.6.2. Upon the written request of a person entitled to participate in the General Shareholders Meeting the Corporate Secretary of the Company shall provide such person with copies of the above information (materials) within 5 days from the date of receipt of the request.
- 4.6.3. A shareholder may receive copies of information (materials) either at the address of location of the executive body of the Company, or at other places, specified in the announcement of conduct of the General Shareholders Meeting, indicating in the request a preferable place for receipt of copies of information (materials). If the request for provision of copies of information (materials) does not indicate a place for receipt, the copies of information (materials) shall be provided at the address of location of the executive body of the Company.
- 4.6.4. The copies of information (materials) provided to shareholders shall be accompanied by a bill for the fee charged by the Company for provision of copies. The fee charged by the Company for provision of copies of information (materials), to be provided to the persons, entitled to participate in the General Meeting of Shareholders in the course of preparation for the General Shareholders Meeting may not exceed the cost of their production.

#### **Article 5. Conduct of the General Shareholders Meeting in the form of joint presence**

- 5.1. Working bodies of the General Shareholders Meeting
- The working bodies of the General Shareholders Meeting are:
- the Chairman;
  - the presidium;
  - the secretary;
  - the counting commission.
- 5.2. Chairman of the General Shareholders Meeting
- 5.2.1. The General Shareholders Meeting shall be presided over by the Chairman of the Board of Directors of the Company or, if he/she is absent or refuses to preside over the meeting, by one of the members of the Board of Directors present at the General Shareholders Meeting and selected by the Board of Directors.
- 5.2.2. If the persons authorized to preside over an Extraordinary General Shareholders Meeting in accordance with the Federal Law "On Joint Stock Companies" and the

Charter of the Company are absent from the Extraordinary General Shareholders Meeting conducted by resolution of the persons entitled to request the convocation of the General Shareholders Meeting, or refuse to preside over the meeting, the chairman of the General Shareholders Meeting shall be determined by the person (or the body), which resolved to conduct the Extraordinary General Shareholders Meeting.

5.2.3. The Chairman of the General Shareholders Meeting shall:

- announce opening and closing of the General Shareholders Meeting;
- upon completion of discussion on all items on the agenda of the General Shareholders Meeting, put such items to the voting;
- preside at the General Shareholders Meeting;
- supervise compliance with the rules of conduct of the General Shareholders Meeting;
- ensure adherence to the agenda of the General Shareholders Meeting;
- issue requisite orders and directions to the counting commission;
- issue orders to distribute the documents of the General Shareholders Meeting;
- take measures to maintain or restore order at the General Shareholders Meeting;
- give the floor to the participants of the General Shareholders Meeting based on their written requests;
- deprive the speaker of the right to speak, if he violates the procedures of the General Shareholders Meeting;
- announce beginning and closing of breaks in the proceedings at the General Shareholders Meeting;
- sign the minutes of the General Shareholders Meeting.

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

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

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

5.3. Presidium of the General Shareholders Meeting

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

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

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

5.4. Secretary of the General Shareholders Meeting

5.4.1. The Corporate Secretary of the Company shall be the secretary of the General Shareholders Meeting (the "secretary").

- 5.4.2. The Secretary shall supervise the preparation of draft work documents required for the meeting, maintain the minutes of the meeting, sign the minutes of the meeting, prepare and sign the protocol on the voting results.
- 5.4.3. The Secretary shall organize the election of the working bodies of the General Shareholders Meeting in cases provided by the Charter of the Company.
- 5.5. Persons attending the General Shareholders Meeting
- 5.5.1. The following persons may attend the General Shareholders Meeting:
- persons included into the list of persons entitled to participate in the General Shareholders Meeting and/or their representatives;
  - representatives of the registrar of the Company;
  - representatives of the auditor of the Company;
  - members of the governing bodies of the Company;
  - candidates included into the voting ballots for election to the governing bodies of the Company;
  - other persons invited to the meeting by the Board of Directors of the Company, or by the initiators of the meeting.
- The persons entitled to participate in the General Shareholders Meeting conducted in the form of joint presence whose voting ballots were received at least two days prior to the date of the General Shareholders Meeting may participate in the General Shareholders Meeting.
- 5.5.2. The members of the Board of Directors, executive bodies of the Company, and the Audit Commission of the Company shall attend the General Shareholders Meeting. They shall provide qualified answers to the questions posed by the participants of the meeting.
- 5.5.3. The shareholder may participate in the General Shareholders Meeting by:
- participating in person in discussions on the items on the agenda and voting on such items at the meeting conducted in the form of joint presence;
  - sending a representative authorized to participate in discussions on the items on the agenda and to vote on such items at the meeting conducted in the form of joint presence;
  - participating in an absentee voting;
  - authorizing his/her representative to participate in an absentee voting.
- 5.6. Registration of participants of the General Shareholders Meeting conducted in the form of joint presence
- 5.6.1. The counting commission shall verify the powers of, and register, the persons participating in the General Shareholders Meeting.
- 5.6.2. Registration of the persons participating in the General Shareholders Meeting conducted in the form of joint presence shall be performed at the address of the place of conduct of the General Shareholders Meeting.
- 5.6.3. If the voting on the items on the agenda of the General Shareholders Meeting may be conducted by submission to the Company of completed voting ballots, the persons entitled to participate in the General Shareholders Meeting shall be subject to registration, with the exception of the persons whose voting ballots were received by the Company not later than two days prior to the date of the General Shareholders Meeting.

The persons whose voting ballots were received by the Company not later than two days prior to the date of the General Shareholders Meeting may attend the General Shareholders Meeting, participate in the discussion of the items on the agenda of the General Shareholders Meeting, have access to the information (materials) provided to the participants of the General

Shareholders Meeting, and enjoy other rights vesting in the participants of the General Shareholders Meeting. The aforementioned persons shall not be registered by the counting commission, and no voting ballots shall be issued to such persons. If any such persons attend the meeting, the counting commission shall maintain an additional log of persons attending the General Shareholders Meeting without registration.

5.6.4. In the exercise of registration, the counting commission shall maintain the following logs:

- log for the registration of participants of the meeting;
- log of powers of attorney and other documents entitling their holder to participate in the meeting on behalf of the shareholder.

The counting commission may, at its own initiative, maintain other registration forms and logs.

5.6.5. The registration shall commence not later than one day prior to the time of commencement of the General Shareholders Meeting.

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

5.6.7. During the registration, the persons entitled to participate in the General Shareholders Meeting (their representatives) shall provide (submit) the following documents:

- an individual shareholder: document(s) which establish(es) his/her identity and enable(s) to identify him/her in the list of persons entitled to participate in the General Shareholders Meeting;
- representative of an individual shareholder: power of attorney issued by such individual, and document(s) which establish(es) the identity of such representative;
- person representing a shareholder which is legal entity and acting without the power of attorney under the law or constituent documents: copies of constituent documents of such shareholder which is legal entity, document(s) certifying the authority of such person (in particular, copy of resolution of his/her election or appointment to his/her position), and document(s) which establish(es) his/her identity;
- representative of a shareholder which is legal entity: power of attorney issued by such legal entity, and document(s) which establish(es) the identity of such representative;
- person representing a shareholder which is a government or municipality and acting without the power of attorney under the federal laws or deeds of authorized government bodies or local self-government bodies: document(s) certifying the authority of such person (service certificate, voting directions, etc.), and document(s) which establish(es) his/her identity.

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

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

5.6.10. At the time of opening of the General Shareholders Meeting the counting commission shall announce a number of persons registered at the time of opening for participation in the meeting, the number of votes held by them on each item on the agenda of the General Shareholders Meeting and the presence of the quorum on each item of the agenda at the time of opening the General Shareholders Meeting.

5.6.11. Based on results of the registration of participants of the meeting, the counting commission shall draw the minutes containing the following information:

- the full name of the Company;
- the location of the Company;
- the type of the General Shareholders Meeting (annual or extraordinary);
- the form of the General Shareholders Meeting;
- the date of the General Shareholders Meeting;
- the place of the General Shareholders Meeting;
- the number of votes held by the persons included into the list of persons entitled to participate in the General Shareholders Meeting with respect to each item on the agenda of the General Shareholders Meeting;
- the number of persons registered for participation in the General Shareholders Meeting, and number of votes held by such persons with respect to each item on the agenda of the General Shareholders Meeting, with an indication whether there was a quorum for the resolutions on each item on the agenda;
- the number of the voting ballots received by the Company not later than two days prior to the date of conduct of the General Shareholders Meeting, and number of the voting shares of the Company represented by such voting ballots;
- the number of the voting ballots issued to the participants of the General Shareholders Meeting at the time of registration;
- the date on which the minutes are drawn.

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

5.6.13. The minutes shall be signed by authorized representatives of the registrar, performing functions of the counting commission.

5.7. Time and place of conduct of the General Shareholders Meeting

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

5.7.2. The General Shareholders Meeting shall not be conducted later than 22:00 or earlier than 09:00 of the local time.

5.8. Procedures for conduct of the General Shareholders Meeting

5.8.1. The General Shareholders Meeting shall be conducted without interruptions, with the exception of cases listed below.

5.8.2. If the General Shareholders Meeting is conducted during 2 hours without interruptions a break shall be made for not less than 15 and not more than 30 minutes.

If the General Shareholders Meeting is conducted during 4 hours without interruptions a break shall be made for not less than 40 minutes and not more than 2 hours.

The General Shareholders Meeting shall not proceed after 22 :00 of the local time.

As a rule the General Shareholders Meeting shall be conducted within one day.

If the General Shareholders Meeting may not be conducted within one day, a break shall be announced till the next day, however not earlier than 09:00 of the local time.

5.8.3. The time allocated for the presentation of a speaker on each item on the agenda shall be not less than 15 minutes, and not more than 30 minutes.

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

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

5.8.5. Procedures for the conduct of the General Shareholders Meeting include the following stages:

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

5.8.6. To ensure that the shareholders receive as much comprehensive and objective information about the Company as possible, special time shall be allocated during the General Shareholders Meeting for the presentations by the key officers of the Company.

#### **Article 6. Conduct of the General Shareholders Meeting in the form of absentee voting**

##### **6.1. Option to conduct the General Shareholders Meeting in the form of absentee voting**

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

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

6.1.2. The General Shareholders Meeting conducted in the form of absentee voting shall not consider and adopt resolutions on the following items:

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

6.1.3. A new General Shareholders Meeting conducted instead of original General Shareholders Meeting that should have been conducted in the form of joint presence shall not be conducted in the form of absentee voting.

##### **6.2. Conduct of the General Shareholders Meeting in the form of absentee voting**

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

Method of the delivery of the voting ballots is stipulated by the Charter of the Company.



- 6.2.2. Completed voting ballots submitted to the address (location) of the President of the Company specified in the Unified State Register of Legal Entities, or to the address specified in the Charter of the Company, shall be deemed to have been submitted to the proper mailing address regardless of whether such address was specified in the announcement of the General Shareholders Meeting.

### **Article 7. Voting ballots**

#### **7.1. Voting ballots**

- 7.1.1. The voting at the General Shareholders Meeting on the items put to the vote shall be performed by casting the voting ballots.
- 7.1.2. A voting ballot shall be sent or delivered against signature to each of the persons specified in the list of persons entitled to participate in the General Shareholders Meeting no later than 20 days prior to the date of the General Shareholders Meeting.
- 7.1.3. If the voting at the General Shareholders Meeting conducted in the form of joint presence may be performed by submission to the Company of completed voting ballots, at the time of registration for participation in such General Shareholders Meeting the persons whose voting ballots were not received by the Company, or were received later than two days prior to the date of the meeting, may, if they so request, be issued voting ballots only with special mark indicating repeated issuance of such voting ballots.
- 7.1.4. The voting ballots shall be completed on the original form issued to the shareholder by the Company and sent to the Company by registered mail, by courier service or delivered personally to addresses specified in the voting ballots.
- 7.1.5. If the voting ballot is submitted to the Company prior to the General Shareholders Meeting conducted in the form of joint presence, and if the General Shareholders Meeting is conducted in the form of absentee voting, the voting ballot signed by the representative of the person included into the list of persons entitled to participate in the General Shareholders Meeting acting under a power of attorney shall be accompanied by such power of attorney (its notarized copy) or another document (its notarized copy) certifying the right of such representative to act for and on behalf of the shareholder.
- 7.1.6. The Company shall store all voting ballots received by the Company, including the following:
- voting ballots received by the Company after the deadline for submission of completed voting ballots, if the General Shareholders Meeting is conducted in the form of absentee voting;
  - voting ballots received by the Company later than two days prior to the date of the General Shareholders Meeting, if the General Shareholders Meeting is conducted in the form of joint presence, with voting ballots being sent (delivered) to the shareholders prior to the General Shareholders Meeting.

#### **7.2. Requirements to the content of the voting ballots**

- 7.2.1. If the General Shareholders Meeting is conducted in the form of joint presence of the shareholders for the discussion of the items on the agenda and adoption of resolutions on the items put to the vote, with the delivery of the voting ballots prior to the General Shareholders Meeting, the voting ballot shall contain the following information:
- the full name of the Company;
  - the location of the Company;
  - the form of the General Shareholders Meeting;
  - the date of the General Shareholders Meeting;
  - the time of the General Shareholders Meeting;
  - the place of the General Shareholders Meeting;

- the mailing address to which the shareholders may send completed voting ballots, if, pursuant to the Federal Law "On Joint Stock Companies" and the Charter of the Company, completed voting ballots may be sent to the Company;
- the item put to the vote;
- the wording of resolutions on the item (name of each candidate) to be voted by using the voting ballot;
- the voting options for each proposed resolution on the item put to the vote, expressed as "For", "Against" and "Abstained";
- the reminder that the voting ballot shall be signed by the shareholder.

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

- the full name of the Company;
- the location of the Company;
- the form of the General Shareholders Meeting (absentee voting);
- the date of the General Shareholders Meeting (deadline for submission of completed voting ballots);
- the place of the General Shareholders Meeting (mailing address for the submission (delivery) of completed voting ballots);
- the item put to the vote;
- the wording of resolutions on the item to be voted by the voting ballot;
- voting options for each proposed resolution on the item put to the vote, expressed as "For", "Against" and "Abstained";
- the reminder that the voting ballot shall be signed by the shareholder.

7.3. Requirements to voting ballots for cumulative voting

7.3.1. The voting ballot for the cumulative voting at the election of the members of the Board of Directors of the Company shall contain an indication to that effect, and an explanation of the cumulative voting procedure.

7.3.2. The cumulative voting ballot shall contain the following voting options: "For", "Against all candidates", and "Abstained with respect to all candidates".

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

In this case, the total sum of votes so distributed shall not exceed the total number of votes held by such participant of the meeting, otherwise the voting ballot shall be invalidated.

7.4. Voting procedure

7.4.1. Persons registered for participation in the General Shareholders Meeting conducted in the form of joint presence may vote on all items on the agenda from the time of commencement of the General Shareholders Meeting.

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

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

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

In order to accelerate determination of the voting results, the use of separate voting boxes for the options "For", "Against" and "Abstained" for each item on the agenda shall be allowed.

### **Article 8. Determination of voting results**

#### **8.1. Determination of the voting results**

- 8.1.1. The voting results on the items put to the vote shall be determined by the counting commission.
- 8.1.2. If the agenda of the General Shareholders Meeting simultaneously includes the items related to the election of several bodies of the Company, then, regardless of the order in which they were considered, the voting results on such items shall be determined in the following order of priority:
  - elections of the Board of Directors of the Company;
  - elections of the Audit Commission of the Company.
- 8.1.3. When determining the voting results on the election of the Audit Commission of the Company, the votes given by the shares held by the elected members of the Board of Directors and by the members of the executive bodies of the Company shall not be taken into consideration.

#### **8.2. Protocol on voting results at the General Shareholders Meeting**

- 8.2.1. Based on the voting results, the counting commission shall draw the protocol on the voting results at the General Shareholders Meeting showing the voting results for each item on the agenda put to the vote and each procedural item voted at the General Shareholders Meeting.
- 8.2.2. The protocol on the voting results shall contain the following information:
  - the full name of the Company;
  - the location of the Company;
  - the type of the General Shareholders Meeting (annual or extraordinary);
  - the form of the General Shareholders Meeting (joint presence or absentee voting);
  - the date of the General Shareholders Meeting;
  - the place of the General Shareholders Meeting held in the form of joint presence (address at which the meeting was held);
  - the agenda of the General Shareholders Meeting;
  - the time of commencement and completion of registration of persons entitled to participate in the General Shareholders Meeting conducted in the form of joint presence;
  - the time of commencement and closing of the General Shareholders Meeting conducted in the form of joint presence;
  - the time of commencement of vote counting, if the resolutions adopted by the General Shareholders Meeting, and the voting results on such items, were announced at the General Shareholders Meeting;
  - the number of votes held by the persons included into the list of persons entitled to participate in the General Shareholders Meeting with respect to each item on the agenda of the General Shareholders Meeting;
  - the number of votes held by the persons who participated in the General Shareholders Meeting with respect to each item on the agenda of the General Shareholders Meeting, and an indication as to whether there was a quorum with respect to each item;

- the number of votes cast for each voting option (“For”, “Against”, and “Abstained”) on each item on the agenda of the General Shareholders Meeting where there was a quorum with respect to each item;
  - the respective number of votes cast with respect to each item on the agenda put to the vote, where such votes were not counted due to the invalidation of the voting ballots (including voting on the items);
  - the names of the members of the counting commission or, if the functions of the counting commission were performed by the registrar of the Company, full name and location of the registrar of the Company, and names of the persons authorized by the registrar of the Company;
  - the date of drawing of the protocol on the voting results at the General Shareholders Meeting by the counting commission.
- 8.2.3. The protocol on the voting results shall be drawn in at least two counterparts.  
The protocol on the voting results at the General Shareholders Meeting shall be signed by persons authorized by the registrar.
- 8.2.4. The protocol on the voting results shall be drawn within 15 days following the date of closing of the General Shareholders Meeting or the deadline for submission of completed voting ballots, if the General Shareholders Meeting was conducted in the form of absentee voting.
- 8.2.5. The protocol on the voting results shall be attached to the minutes of the General Shareholders Meeting.
- 8.2.6. The protocol on the voting results shall not be approved by resolution of the General Shareholders Meeting.
- 8.2.7. The protocol on the voting results shall be accompanied by written complaints and statements received by the counting commission.
- 8.3. Report on voting results at the General Shareholders Meeting
- 8.3.1. During the General Shareholders Meeting, the report on the voting results shall be prepared in addition to the protocol on the voting results and such report shall be communicated to all persons included into the list of persons entitled to participate in the General Shareholders Meeting within 10 days following the date of drawing of the protocol on the voting results in accordance with the procedure stipulated by the Charter of the Company for notification on the conduct of the General Shareholders Meeting.
- 8.3.2. The report on the voting results shall contain the following information:
- the full name of the Company;
  - the location of the Company;
  - the type of the General Shareholders Meeting (annual or extraordinary);
  - the form of the General Shareholders Meeting (joint presence or absentee voting);
  - the date of the General Shareholders Meeting;
  - the place of the General Shareholders Meeting held in the form of joint presence (address at which the meeting was held);
  - the agenda of the General Shareholders Meeting;
  - the number of votes held by the persons included into the list of persons entitled to participate in the General Shareholders Meeting with respect to each item on the agenda of the General Shareholders Meeting;
  - the number of votes held by the persons who participated in the General Shareholders Meeting with respect to each item on the agenda of the General Shareholders Meeting, and an indication as to whether there was a quorum;

- the number of votes cast for each voting option (“For”, “Against”, and “Abstained”) on each item on the agenda of the General Shareholders Meeting where there was a quorum with respect to each item;
  - the wording of the resolutions adopted by the General Shareholders Meeting on each item on the agenda of the General Shareholders Meeting;
  - the names of the members of the counting commission or, if the functions of the counting commission were performed by the registrar of the Company, full name and location of the registrar of the Company, and names of the persons authorized by the registrar of the Company;
  - the names of the Chairman and secretary of the General Shareholders Meeting.
- 8.3.3. The reports on the voting results at the General Shareholders Meeting shall be signed by the Chairman and secretary of the General Shareholders Meeting.

**Article 9. Minutes and expenses for conduct of the General Shareholders Meeting**

9.1. Drawing of minutes of the General Shareholders Meeting

- 9.1.1. The minutes of the General Shareholders Meeting shall be drawn within 15 days following the date of closing of the General Shareholders Meeting.

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

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

- the full name of the Company;
- the location of the Company;
- the type of the General Shareholders Meeting (annual or extraordinary);
- the form of the General Shareholders Meeting (joint presence or absentee voting);
- the date of the General Shareholders Meeting;
- the place of the General Shareholders Meeting (address where the General Shareholders Meeting was held);
- the agenda of the General Shareholders Meeting;
- the time of commencement and completion of registration of persons entitled to participate in the General Shareholders Meeting of the Company conducted in the form of joint presence;
- the time of commencement and closing of the General Shareholders Meeting conducted in the form of joint presence;
- the time of commencement of vote counting, if the resolutions adopted by the General Shareholders Meeting, and the voting results on such items, were announced at the General Shareholders Meeting;
- the mailing address(es) to which completed voting ballots were sent if the General Shareholders Meeting was conducted in the form of absentee voting, and if the General Shareholders Meeting was conducted in the form of joint presence, but voting on the items on the agenda of the General Shareholders Meeting could have been conducted by mailing completed voting ballots to the Company;
- the number of votes held by the persons included into the list of persons entitled to participate in the General Shareholders Meeting with respect to each item on the agenda of the General Shareholders Meeting;

- the number of votes held by the persons who participated in the General Shareholders Meeting with respect to each item on the agenda of the General Shareholders Meeting, and an indication as to whether there was a quorum;
  - the number of votes cast for each voting option (“For” “Against”, and “Abstained”) on each item on the agenda of the General Shareholders Meeting where there was a quorum with respect to each item;
  - the wording of the resolutions adopted by the General Shareholders Meeting on each item on the agenda of the General Shareholders Meeting;
  - the summaries of presentations and names of persons who spoke on each item on the agenda of the General Shareholders Meeting conducted in the form of joint presence;
  - the names of the Chairman (members of the presidium) and the secretary of the General Shareholders Meeting;
  - the date of drawing of the minutes of the General Shareholders Meeting.
- 9.1.3. The minutes shall indicate the fact of adoption or non-adoption of resolutions on each item put to the vote. If the General Shareholders Meeting was electing the bodies of the Company, the minutes shall indicate whether such election of each body of the Company took place or not.
- 9.1.4. The following documents shall be attached to the minutes of the General Shareholders Meeting:
- protocol on the voting results at the General Shareholders Meeting;
  - documents adopted or approved by the resolutions of the General Shareholders Meeting.
- 9.1.5. If the General Shareholders Meeting approved amendments to the Charter of the Company; a new version of the Charter of the Company; regulations on the bodies of the Company; amendments to the regulations on the bodies of the Company or new versions of the regulations on the bodies of the Company; annual report(s), annual financial statements, merger or acquisition agreements; separation balance sheets, transfer acts, etc., the documents listed above shall be attached to the minutes of the General Shareholders Meeting.
- 9.1.6. The minutes of the General Shareholders Meeting shall be drawn in two counterparts. Both counterparts shall be signed by the Chairman of the General Shareholders Meeting and the secretary of the General Shareholders Meeting. If two or more copies of the minutes of the General Shareholders Meeting shall be drawn, then minutes shall indicate the number of copies thereof.
- 9.2. Expenses for convocation and conduct of the General Shareholders Meeting
- 9.2.1. The budget of expenses associated with the General Shareholders Meeting shall be approved by the President of the Company.
- 9.2.2. If the General Shareholders Meeting is conducted by the decision of persons who have the right to request the convocation of the General Shareholders Meeting, the expenses incurred by such persons in connection with the convocation and conduct of the General Shareholders Meeting may be reimbursed by the Company, subject to the respective resolution of the General Shareholders Meeting.