

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 COLLECTIVE EXECUTIVE BODY (THE MANAGEMENT BOARD)  
OF OPEN JOINT STOCK COMPANY  
OIL COMPANY ROSNEFT**

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## **Article 1. General provisions**

### 1.1. The Regulations on the Management Board

- 1.1.1 These Regulations (the "Regulations") have been 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 Oil Company Rosneft (the "Company") and shall regulate the activities of the Management Board of the Company (the "Management Board").
- 1.1.2 These Regulations shall establish the procedure for formation of the Management Board, convocation and conduct of the meetings of the Management Board, the procedures for adopting resolutions by the Management Board, rights and duties of the members of the Management Board and shall regulate other matters related to activities of the Management Board.

### 1.2. Functions of the Management Board

- 1.2.1 The Management Board is a collective executive body of the Company and it manages the activities of the Company within the competence of the Management Board as set forth by the Company Charter.
- 1.2.2 The Management Board shall act in the interests of the Company in accordance with the laws of the Russian Federation, the Company Charter, these Regulations and other internal documents of the Company.
- 1.2.3 The Management Board shall be guided by the resolutions of the General Shareholders Meeting and the Board of Directors of the Company. Resolutions adopted by the General Shareholders Meeting and the Board of Directors of the Company within their competence shall be binding for the Management Board. The Management Board shall report to the Board of Directors and the General Shareholders Meeting.

## **Article 2. Procedure for formation of the Management Board**

### 2.1. Appointment of the members of the Management Board

- 2.1.1 The Company Management Board shall be formed by the Board of Directors. The number of the members of the Management Board shall be determined by resolution of the Board of Directors and shall be an odd number. The members of the Management Board shall be appointed by the Board of Directors for a period of 3 (three) years. After expiration of the term of their office, the previous Management Board shall perform its functions until a new Management Board is appointed.
- 2.1.2 The members of the Management Board shall be nominated from among the top managers of the Company. The composition of the Management Board shall reflect the principle of representation in the Management Board of the heads of key business blocks, production blocks and main supporting blocks in accordance with the organization chart of the Company approved by the Board of Directors.
- 2.1.3 During the appointment of the members of the Management Board at the meeting of the Board of Directors, information shall be presented related to the availability of written consent of the persons nominated to the members of the Management Board. If such consent is not available, such persons should personally attend the meeting of the Board of Directors.
- 2.1.4 The President of the Company shall be the member of the Management Board ex officio and shall act as Chairman of the Management Board. The powers of the Chairman of the Management Board shall terminate upon termination of his/her powers as the President of the Company.
- 2.1.5 Resolutions on execution of an employment contract with a member of the Management Board and on approving the terms of such contract, as well as resolutions on any amendments to such employment contract with the member of the Management Board and resolutions on terminating the employment contract with a member of the Management Board with regard to discharging by him/her of duties of a member of

the Management Board shall be adopted by the Board of Directors of the Company. If a person is nominated to the position of the member of the Management Board, the employment contract with such person shall be amended accordingly to reflect the appointment of such person to the position of a member of the Management Board.

- 2.1.6 The special labor rules established by the Labor Code of the Russian Federation for chief executive officers of organizations shall apply to the members of the Management Board.

2.2. Concurrent holding of other positions by the member of the Management Board

- 2.2.1 Concurrent holding by a member of the Management Board of positions in governing bodies of other entities shall be allowed only with the consent of the Board of Directors of the Company. Positions in the governing bodies of other entities shall include membership in the board of directors (supervisory board) or executive bodies of other entities, positions of chief executive officers or deputy chief executive officers of other entities, which involve carrying out administrative and regulatory functions, whether under contracts or otherwise.

- 2.2.2 The consent of the Board of Directors of the Company to concurrent holding by a member of the Management Board of the positions in the governing bodies of other entities shall be given in the form of a special resolution of the Board of Directors on the matter. The aforementioned matter shall be included into the agenda of the meeting of the Board of Directors separately from the other matters on the agenda. The resolution on such matter shall contain the following:

- full name of the entity for which the consent to concurrent holding of a position is being sought;
- name of the position for which the consent for concurrent holding is being sought;
- other terms for the concurrent holding of positions, if the Board of Directors deems it expedient to specify such terms.

The fact that the Board of Directors has noted the fact of concurrent holding of positions, whether in connection with the adoption by the Board of Directors resolutions on other matters falling within its competence or otherwise, shall not be deemed to constitute consent of the Board of Directors of the Company to concurrent holding by the member of the Management Board of position in a governing body of another entity.

- 2.2.3 If a person appointed as a member of the Management Board, at the time of appointment holds positions in the governing bodies of other entities, such person shall, immediately upon being appointed, present full details of the positions held by such person in the governing bodies of other entities to the Corporate Secretary of the Company. In this case the issue of the consent of the Board of Directors of the Company to the concurrent holding by such member of the Management Board of positions in the governing bodies of other entities shall be included in the agenda of the meeting of the Board of Directors, immediately following the one at which the resolution to appoint the member of the Management Board was adopted. The resolution about the consent of the Board of Directors shall be adopted in accordance with Article 2.2.2 hereof.

- 2.2.4 If a person being a member of the Management Board is appointed to a position in the governing bodies of other entities, such person shall, immediately upon being appointed, present full details about the position such person is appointed in the governing bodies of other entities to the Corporate Secretary of the Company. In this case the issue of the consent of the Board of Directors of the Company to the concurrent holding by such member of the Management board of the positions in the governing bodies of other entities shall be included into the agenda of the nearest meeting of the Board of Directors. The resolution about the consent of the Board of Directors shall be adopted in accordance with Article 2.2.2 hereof. If the Board of Directors adopts a negative resolution in respect to the matter of the concurrent holding by a member of the Management Board of the position in the governing bodies of other

entities, such member of the Management Board shall, before the next meeting of the Board of Directors, resign either from the position of member of the Management Board or from the position in the governing bodies of other entities and shall notify the Corporate Secretary thereof. If such member of the Management Board violates his/her obligation to resign, at its next meeting the Board of Directors shall be entitled to adopt a resolution on early termination of the powers of such member of the Management Board.

2.3. Termination of the powers of the member of the Management Board

2.3.1 The reasons for termination of the powers of a member of the Management Board shall be:

- expiration of the term of office of the member of the Management Board;
- early termination of the powers of the member of the Board of Directors or of all members of the Management Board by resolution of the Board of Directors and a voluntary resignation of the member of the Management Board.

2.3.2 The termination date shall be one of the following dates:

- the date when the term of office of the member of the Management Board expires;
- the date of the early termination of the powers of the member of the Management Board or of all members of the Management Board by resolution of the Board of Directors and the date of a voluntary resignation of the member of the Management Board.

2.3.3 The resolution on termination of the powers of any or all members of the Management Board and on termination of the respective employment contract with the member (members) of the Management Board may be adopted at any time by the Board of Directors of the Company. This provision shall be a mandatory condition of the employment contract between the Company and the member of the Management Board.

2.3.4 Termination of the powers of the member of the Management Board by resolution of the Board of Directors shall not entail an automatic dismissal of such person from his permanent position in the Company

2.3.5 The member of the Management Board may resign from his/her position of the member of the Management Board by serving in accordance with the legislation of a respective application to the Chairman of the Board of Directors of the Company.

2.3.6 If the number of the members of the Management Board becomes less than the number constituting the quorum set by the Company Charter for the conduct of meetings, the Chairman of the Management Board shall notify thereof the Board of Directors, which shall establish a new composition of the Management Board or appoint additional members of the Management Board.

**Article 3. Rights, duties and liability of the members of the Management Board**

3.1. Rights of the member of the Management Board

A member of the Management Board shall have the right:

3.1.1 to participate in managing of the current operations of the Company within the competence of the Management Board as set forth by the Charter of the Company;

3.1.2 within the competence of the Management Board of the Company as set forth by the Company Charter, to request information from any Company officer and receive any information about the operations of the Company as required for the discharge of his/her duties of the member of the Management Board;

3.1.3 to demand convocation of the meeting of the Management Board in accordance with the procedure established by these Regulations;

3.1.4 to introduce matters for inclusion into the agenda of the meeting of the Management Board.

3.2. Duties of the Member of the Management Board

The member of the Management Board shall:

- 3.2.1 act in accordance with the Charter of the Company, resolutions of the General Meeting of Shareholders and the Board of Directors;
- 3.2.2 act in the interests of the Company as a whole, and not in the interests of individual shareholders, officers or other persons;
- 3.2.3 abstain from acts, which may lead to a conflict of interests between himself/herself and the Company, and where any such conflict of interest does arise, promptly notify the Corporate Secretary of such fact;
- 3.2.4 upon demand of any member of the Board of Directors provide information about activities of the Company and the Group Companies including internal documents of the Group Companies to the extent allowed by the laws of the Russian Federation. The contract between the Company and the member of the Management Board shall contain a provision on liability of the member of the Management Board for failing to provide information to the member of the Board of Directors that he/she requests;
- 3.2.5 not disclose and not use in his/her personal interests or in the interests of any third parties confidential or insider information about the Company received in accordance with the procedure set forth in the contract with the Company, and subject to the Regulations on insider information of the Company;
- 3.2.6 initiate the meetings of the Management Board to resolve urgent matters;
- 3.2.7 attend the meetings of the Management Board;
- 3.2.8 participate in adopting resolutions of the Management Board by voting on the matters included into the agenda of its meetings;
- 3.2.9 timely notify the Corporate Secretary of the Company of all his/her affiliated persons, and of all changes in the list thereof;
- 3.2.10 timely notify the Corporate Secretary of the Company of all legal entities in which he/she holds, whether independently or jointly with his/her affiliated person(s), 20 percent or more of voting shares (participatory interests, equity interests);
- 3.2.11 timely notify the Corporate Secretary of all legal entities in whose governing bodies he/she holds positions;
- 3.2.12 timely notify the Corporate Secretary of all proposed transactions wherein he/she may be deemed an interested party;
- 3.2.13 abstain from voting on the matters wherein he/she is personally interested;
- 3.2.14 notify the Corporate Secretary of the Company in writing of his/her intention to execute, in his/her personal capacity, transactions with the securities of the Company or its subsidiary (dependant) companies, and on quarterly basis notify the Corporate Secretary about transactions he may have executed with such securities;
- 3.2.15 develop proposals related to the improvement of financial and business operations of the Company, upon the request of the President and/or the Management Board;
- 3.2.16 ensure that the Company, in its operations, avoids illegal acts, payments or methods of work, and promptly notify the Chairman of the Management Board and the Chairman of the Board of Directors of the Company in writing of all such incidents;
- 3.2.17 prepare for consideration by the Management Board the matters falling within its competence;
- 3.2.18 attend the General Shareholders Meeting and reply to the questions of the participants thereof.

- 3.3. Conflict of interests between the members of the Management Board and the Company
- 3.3.1 No person, who holds and/or controls, whether independently or jointly with his/her affiliated person(s), 20 percent or more of voting shares (participatory interests, equity interests) of a legal entity competing with the Company or an entity having a commercial interest in relations with the Company, may be a member of the Management Board.
- 3.3.2 Members of the Management Board and their affiliates shall not receive any gifts from any entities or individuals interested in certain resolutions that may be made by the Management Board members as part of their official duty and shall not enjoy any other direct or indirect benefits offered by such entities or individuals (with the exception of common tokens of courtesy or souvenirs presented during the official events).
- 3.3.3 The employment contract between the Company and the member of the Management Board shall contain provisions specified in Articles 3.3.1 and 3.3.2 hereof.
- 3.4. Liability of the members of the Management Board
- 3.4.1 The members of the Management Board shall be liable to the Company for damages caused to the Company through their wrongful action (inaction), unless other grounds for liability are established under federal laws.
- 3.4.2 A failure to perform and/or improper performance by the member of the Management Board of his/her duties may constitute sufficient grounds for the Board of Directors to resolve to terminate the powers of such member of the Management Board and to raise claims against such person in accordance with the procedures established by the law.
- 3.4.3 The members of the Management Board of the Company who voted against a resolution that have caused damages to the Company or did not participate in the voting shall be exempt from liability.
- 3.4.4 In the events provided for by the Federal law "On Joint Stock Companies", the Company may take legal action against the member of the Management Board for compensation of damages caused to the Company.
- 3.4.5 Subject to a resolution by the Board of Directors, the Company at its own expense may insure the liability of the members of the Management Board under this Article 3.4.

#### **Article 4. Chairman of the Management Board and Secretary of the Management Board**

- 4.1. The Chairman of the Management Board
- 4.1.1 The President of the Company ex officio shall be the Chairman of the Management Board.
- 4.1.2 The Board of Directors shall appoint a deputy Chairman of the Management Board who shall perform the functions of the Chairman of the Management Board in the absence of the latter.
- 4.1.3 In the absence of the Chairman of the Management Board and deputy Chairman of the Management Board, his/her functions shall be performed by one of the members of the Management Board appointed therefore by the resolution of the Management Board.
- 4.2. Functions of the Chairman of the Management Board:
- The Chairman of the Management Board shall:
- 4.2.1 organize the work of the Management Board, convene and preside over its meetings;
- 4.2.2 form the agenda of the meetings of the Management Board;
- 4.2.3 sign the minutes of the meetings of the Management Board;
- 4.2.4 submit to the Board of Directors reports on the activities of the Management Board.

4.3. The Secretary of the Management Board

- 4.3.1 The Secretary of the Management Board shall provide organizational and informational support to the Management Board and its members.
- 4.3.2 The Secretary of the Management Board shall be appointed at the first meeting of the Management Board upon presentation by the Chairman of the Management Board, from amongst the personnel of the Company.
- 4.3.3 Upon presentation of the Chairman of the Management Board, the Secretary of the Management Board may at any time be re-elected by the Management Board.

4.4. Functions of the Secretary of the Management Board

The Secretary of the Management Board shall:

- 4.4.1 timely notify the members of the Management Board about the meetings of the Management Board;
- 4.4.2 provide technical and organizational support to the members of the Management Board in connection with the preparation of the matters on the agenda of the meetings of the Management Board;
- 4.4.3 prepare and furnish to the members of the Management Board information (materials) for the meetings of the Management Board;
- 4.4.4 maintain and draw the minutes of the meetings of the Management Board;
- 4.4.5 communicate the resolutions adopted by the Management Board, in the form of extracts from the minutes of the meetings of the Management Board, to officers and relevant employees of the Company;
- 4.4.6 maintain records and store incoming documents and copies of outgoing documents of the Management Board;
- 4.4.7 store the minutes of the meetings of the Management Board;
- 4.4.8 circulate to all members of the Management Board voting ballots for the purpose of approval of resolutions of the Management Board by absentee voting;
- 4.4.9 determine the outcome of voting on the resolutions adopted by absentee voting;
- 4.4.10 store the voting ballots sent to the members of the Management Board for the purpose of adopting resolutions of the Management Board by absentee voting.

**Article 5. Adopting resolutions of the Management Board**

5.1. Adopting resolutions of the Management Board

- 5.1.1 The resolutions of the Management Board shall be adopted in the following forms:
  - at the meeting of the Management Board;
  - at the meeting of the Management Board where availability of quorum and the outcome of voting are determined subject to the written opinions on the matters on the agenda furnished by the members of the Management Board who do not attend the meeting;
  - by absentee voting.
- 5.1.2 When adopting resolutions of the Management Board, the members of the Management Board attending the meeting shall express their opinion on the matters on the agenda by voting thereon.
- 5.1.3 When deciding on matters at meetings of the Management Board of the Company each member of the Management Board of the Company shall have one vote. No member of the Management Board shall be allowed to delegate his/her voting right to another person, including another member of the Management Board.
- 5.1.4 The resolution of the Management Board shall be deemed to have been adopted if it has been voted for by more than one half of the members of the Management Board



who attend the meeting of the Management Board and/or have furnished their written opinions, and in the event of absentee voting, by more than one half of the members of the Management Board participating in the absentee voting.

5.2. Entry into effect of resolutions of the Management Board

- 5.2.1 The resolution of the Management Board adopted at the meeting of the Management Board shall enter into effect upon the announcement of the outcome of voting on the relevant matter.
- 5.2.2 The resolution of the Management Board adopted by absentee voting shall enter into effect on the date on which the minutes of the meeting of the Management Board are drawn, but in any event not later than on the 3<sup>rd</sup> day from the final date established for the submission of the voting ballots.

**Article 6. Meetings of the Management Board**

6.1. Convocation of the meeting of the Management Board

- 6.1.1 The meetings of the Management Board shall be conducted in accordance with the quarterly work plan approved by the Management Board, but in any event no less than once a month. The work plan shall be based on the decisions of the General Shareholders Meeting, the Board of Directors, matters put forward by the Chairman of the Board of Directors, proposals of the members of the Management Board and the structural divisions of the Company. The work plan shall be approved at the meeting of the Management Board not later than on the first day of the months following a reporting period. If needed, the Chairman of the Management Board shall convene an extraordinary meeting at his own initiative, or at the request of a member of the Management Board, the Audit Commission or the auditor of the Company.
- 6.1.2 The request on convocation of the meeting of the Management Board shall be sent by the person initiating the meeting of the Management Board to the Chairman of the Management Board or to the person performing the latter's functions and may contain the wording of the matters on the agenda of such meeting.
- 6.1.3 In case a request to convene the meeting of the Management Board is received, the Chairman of the Management Board shall take a decision to convene the meeting of the Management Board within 5 (five) business days from the date of the receipt of such request. Such meeting shall be conducted not later than 10 (ten) business days from the date of the receipt of such request or the issues indicated in such request shall be included in the agenda of the nearest meeting of the Management Board.
- 6.1.4 When taking the decision to convene the meeting of the Management Board, the Chairman of the Management Board shall specify the following:
- time and place of the meeting;
  - agenda of the meeting;
  - wording of the matters put to the vote;
  - list of information (materials) to be furnished to the members of the Management Board for the meeting.
- 6.1.5 At its meetings, the Management Board shall consider the matters included into the agenda thereof. The Management Board at its meetings may consider matters, which are not included into the agenda thereof, provided that the majority of the members of the Management Board attending such meeting agree thereto.
- 6.1.6 The meeting of the Management Board may be attended by any member of the Board of Directors of the Company. The members of the Board of Directors attending the meeting of the Management Board may participate in the discussion on any matter.
- 6.1.7 The following persons who are not members of the Management Board may be invited to the meeting of the Management Board: members of the Audit Commission of the Company, officers and heads of units of the Company, representatives of the

auditor of the Company, experts and consultants, other persons. Invited attendees are entitled to introduce proposals, make comments and present references and other information on the matters being discussed only with the permission of the person presiding over the meeting.

6.2. Information about the Meeting of the Management Board

- 6.2.1 All members of the Management Board shall be notified by the Secretary of the Management Board of the meeting of the Management Board in writing no later less than 5 (five) business days before the meeting of the Management Board by mail, telegraph, teletype, e-mail, telephone and other means of communication at the addresses of their location or their mailing addresses.
- 6.2.2 The notice of the meeting of the Management Board served to the members of the Management Board shall include details about the initiator of the meeting, agenda, place and time of the meeting; together with notice of all the relevant information (materials) shall be furnished to the members of the Management Board.
- 6.2.3 Under circumstances, which make it impossible or difficult to conduct the meeting of the Management Board at the place and/or time, of which the members of the Management Board have been notified, the meeting with the same agenda may be conducted at a different place and/or different time. Such meeting shall be conducted within 3 days following the date of the failed meeting.
- 6.2.4 In the event of a change of place and (or) time of the meeting of the Management Board, all members of the Management Board shall be notified of the change of place and/or time of the meeting of the Management Board by the Chairman of the Management Board within the time reasonably sufficient to ensure their attendance thereat. The notice of the aforementioned changes shall be sent to the members of the Management Board in any form that guarantees receipt thereof at the addresses of the location or the mailing addresses of the members of the Management Board.

6.3. Conduct of the meeting of the Management Board

- 6.3.1 The discussion on the matters on the agenda shall be performed at the meetings of the Management in accordance with the following procedure:
- report of a member of the Management Board (or an invited attendee) on the matter of the agenda;
  - discussion of the matter of the agenda;
  - proposals on the wording of resolutions regarding the matter of the agenda;
  - voting on the matter of the agenda;
  - counting of votes, determination and announcement of the voting results.
- 6.3.2 Written opinions of the members of the Management Board absent from the meeting of the Management Board shall be taken into consideration for the purpose of determination of a quorum and the results of voting.
- 6.3.3 A written opinion shall be submitted by the member of the Management Board to the Chairman of the Management Board prior to the meeting of the Management Board.
- 6.3.4 A written opinion of the member of the Management Board may indicate his/her voting position on all matters on the agenda of the meeting, or on any individual matters.
- 6.3.5 If no copy of the written opinion of the member of the Management Board is made available to the members of the Management Board prior to the meeting, the person presiding over the meeting shall announce the written opinion of the member of the Management Board absent from the meeting of the Management Board prior to the commencement of voting on the matter on the agenda with respect to which such opinion has been submitted.
- 6.3.6 If a member of the Management Board does attend the meeting of the Management Board, his/her written opinion, received prior to the meeting, shall not be announced

at the meeting, nor shall it be taken into consideration for the purpose of determination of quorum and the outcome of voting.

6.4. Minutes of the meeting of the Management Board

6.4.1 Minutes shall be maintained at the meeting of the Management Board by the Secretary of the Management Board or, in his/her absence, by one of the members of the Management Board under the instructions of the person presiding over the meeting.

6.4.2 The minutes of the meeting of the Management Board shall be drawn within 3 days following the date of the meeting. The minutes of the meeting of the Management Board shall contain the following information.

- name of the Company;
- date, time and place of the meeting;
- form of the meeting;
- number of the minutes;
- persons attending the meeting;
- members of the Management Board who have furnished their written opinions on the matters on the agenda;
- agenda of the meeting;
- matters put to the vote and the results of voting thereon, indicating the voting option selected by each member of the Management Board who has voted, with respect to each matter put to the vote;
- adopted resolutions.

The minutes may contain the data on the main speakers and on the opinions expressed by the participants of the meeting.

6.4.3 Materials considered at the meeting of the Management Board when discussing the items on the agenda of the meeting of the Management Board, shall be attached to the minutes of the meeting of the Management Board.

6.4.4 The minutes of the meeting of the Management Board shall be signed by the person presiding over the meeting and the Secretary of the Management Board. A copy of the minutes of the meeting of the Management Board shall be sent by the Secretary of the Management Board to the members of the Management Board or handed to them personally against their signature confirming the receipt thereof no later than 3 (three) days from the date the minutes.

6.4.5 Written opinions on the matters on the agenda received from the members of the Management Board absent from the meeting and delivered as per Article 6.3 hereof shall be attached to the minutes of the meeting.

6.5. Access to the Minutes of the Meetings of the Management Board

6.5.1 The Company shall store the minutes of the meetings of the Management Board at the location of its executive body in accordance with the procedure and within a period of time stipulated by the federal executive authority for the securities market. If no such period of time has been established, the Company shall store the minutes of the meetings of the Management Board permanently.

6.5.2 The Company shall provide access to the minutes of the meetings of the Management Board to all shareholders holding in aggregate at least 25 percent of the voting shares of the Company. The minutes of the meetings of the Management Board shall be made available by the Company for review at the premises of the executive body of the Company within 5 days following the date of the request to review the same as may have been filed by the persons entitled thereto. If so requested by the aforementioned persons, the Company shall provide them with copies of the minutes of the meetings of the Management Board. The fee charged by the Company for providing such copies shall not exceed the costs for preparation of such copies.

- 6.5.3 The responsibility for fulfilling of the Company's obligation as per Article 6.5.2 shall be borne by the Corporate Secretary of the Company.
- 6.5.4 The minutes of the meetings of the Management Board shall be made available to the members of the Board of Directors of the Company, the Audit Commission of the Company, the auditor of the Company and the members of the internal control service of the Company upon their request.

**Article 7. Decisions of the Management Board by absentee voting**

**7.1. Decision on conduct of absentee voting**

- 7.1.1 Resolutions of the Management Board in respect to matters falling within its competence may be adopted by absentee voting. The decision on conduct of absentee voting shall be taken by the Chairman of the Management Board.
- 7.1.2 For the purpose of adoption of a resolution of the Management Board by absentee voting, each member of the Management Board shall, not later than 5 (five) business days before the final date established for the submission of the ballots for absentee voting, receive a notification on the conduct of the absentee voting on the matters on the agenda, materials (information) and draft resolutions on the matters included in the agenda.
- 7.1.3 The notification on the conduct of absentee voting shall contain the following information:
- corporate name of the Company;
  - agenda of the meeting;
  - instructions to conduct the absentee voting by means of completing the ballot;
  - final date and time established for the submission of ballots for absentee voting;
  - list of information (materials) to be furnished to the members of the Management Board preparatory to the meeting.
- 7.1.4 The members of the Management Board shall, no later than 2 (two) business days before the final date established for submission of the voting ballots as indicated on the notification of absentee voting, be entitled to submit their proposals and (or) comments on the proposed draft resolutions of the Management Board in respect to matters put to the absentee voting.
- 7.1.5 The Secretary of the Management Board shall prepare the voting ballots, taking into account incoming proposals and (or) comments on the proposed draft resolutions of the Management Board in respect to the matters on the agenda. If a member (members) of the Management Board amend(s) the wording of the draft resolutions on the matter (matters) on the agenda, the Secretary of the Management Board shall include in the voting ballot all draft resolutions on such matter (matters) as suggested by such member (members) of the Management Board.
- 7.1.6 The voting ballot (original copy or a facsimile copy) shall be sent by the Secretary of the Management Board to the members of the Management Board no later than 1 (one) business day prior to the final date established for submission of the voting ballots as indicated in the notification on the conduct of the absentee voting.
- 7.1.7 The voting ballot shall contain the following:
- corporate name of the Company;
  - wordings of each matter put on the voting;
  - voting options;
  - final date and time established for submission of the ballots;
  - address for the submission of completed ballots.

- 7.1.8 When completing the voting ballot, the member of the Management Board shall leave undeleted only one of the possible voting options for each draft resolution for each of the matters ("FOR", "AGAINST", "ABSTAINED"). The Member of the Management Board should sign the completed ballot and indicate his/her name and initials. A voting ballot completed in violation of the aforesaid rules shall be deemed void (in case of violation of the rules regarding the completing of the voting options, it shall be deemed void only in regard to the respective matter) and shall not participate in the determination of the quorum required for the resolution to be adopted by the absentee voting, nor shall it be taken into consideration in the counting of the votes.
- 7.1.9 The completed and signed voting ballot shall be handed by the member of the Management Board to the Secretary of the Management Board no later than the date and time indicated on the voting ballot or shall be sent by e-mail or fax to the address indicated on the voting ballots (the original copy of the voting ballot shall be forwarded later). Only those members of the Management Board whose voting ballots have been received before the final date and time established for the submission of the completed voting ballots shall be deemed to have participated in absentee voting.
- 7.1.10 The quorum for adopting resolutions by absentee voting shall be determined on the basis of the ballots completed and signed by the members of the Management Board, which have been received by the Company before the date and time established in the absentee voting notification.
- 7.1.11 Based on the received ballots, the secretary of the Management Board shall determine the results of the absentee voting on the matters on the agenda and shall compile the minutes of the meeting of the Management Board as per the procedure stipulated herein. The minutes shall be signed by the Chairman of the Management Board and the Secretary of the Management Board. A copy of the minutes of the meeting of the Management Board shall be sent by the Secretary of the Management Board to the members of the Management Board or handed to them personally against their signatures confirming the receipt thereof no later than 3 (three) business days following the date of the minutes.
- 7.1.12 The minutes of the meeting of the Management Board in the form of absentee voting shall contain the following information.
- name of the Company;
  - form of the meeting;
  - date of the meeting in the form of absentee voting (the last date when voting ballots shall be submitted);
  - number of the minutes;
  - members of the Management Board who have furnished the ballots prior to the last date when voting ballots shall be submitted;
  - matters put to the vote and the results of voting thereon;
  - adopted decisions.

The ballots submitted by the members of the Management Board and other materials that constitute the ground for the decision of the Management Board shall be attached to the minutes.

**Article 8. Reports on the activities of the Management Board and the internal control**

- 8.1. The Chairman of the Management Board shall on an annual basis submit to the Board of Directors a report on activities of the Management Board. Such report shall be submitted within one month from the last date of the reporting period.
- 8.2. The Board of Directors is entitled at any time to request that the Management Board or any member of the Management Board to submit any other reports as established by the Board of Directors.
- 8.3. The regularity and the procedure of reporting by the persons responsible for execution of the resolutions of the Management Board shall be determined by the respective resolution of the Management Board.
- 8.4. The control over the execution of the resolutions of the Management Board shall be exercised in accordance with the system adopted in the Company for control over the execution of resolutions of the executive bodies of the Company.
- 8.5. The employees and officers of the Company shall be liable for non-execution of the resolutions adopted by the Management Board.