

APPROVED:

By Annual General Meeting of Shareholders  
of Open Joint-Stock Company Federal  
Hydrogenerating Company

(by the Board of Directors of JSC RAO UES  
of Russia)

Minutes No. \_\_\_\_ of \_\_\_\_\_ 2007

## **REGULATIONS**

### **On Procedures for the Preparation and Holding of the General Meeting of Shareholders of Open Joint-Stock Company Federal Hydrogenerating Company**

**2007**

## **1. General**

1.1. These Regulations were elaborated in accordance with the Russian Federation Civil Code, the Federal Law on Joint-Stock Companies, other laws and regulations of the Russian Federation, and the Articles of Association of Open Joint-Stock Company Federal Hydrogenerating Company (hereinafter the Company), and regulate the procedures for the preparation and holding of the General Meeting of Company Shareholders (hereinafter General Meeting of Shareholders).

1.2. The General Meeting of Shareholders is the Company supreme management body.

The competence of the General Meeting of Shareholders is determined by the Federal Law on Joint-Stock Companies and the Company Articles of Association.

The General Meeting of Shareholders is not authorised to consider and pass decisions on issues not referred to its competence by the Federal Law on Joint-Stock Companies.

1.3. The General Meeting of Shareholders is guided in its activity by the Russian Federation legislation, the Company Articles of Association, and these Regulations.

## **2. Working Bodies of the General Meeting of Company Shareholders**

2.1. The working bodies of the General Meeting of Shareholders include:

- (a) the Presidium;
- (b) the Chairperson of the General Meeting of Shareholders;
- (c) the Tabulation Commission;
- (d) the Secretary (Secretariat) of the General Meeting of Shareholders.

2.2. The Presidium of the General Meeting of Shareholders shall be formed at General Meeting of Shareholders held in the form of a meeting.

The Presidium of a meeting consists of Chairman of the Company Management Board and members of the Board of Directors. During the preparation of a shareholders meeting, the Board of Directors may propose candidates to the Presidium from the list of candidates to the Company management bodies.

The Presidium on a collegial basis provides general guidance for the meeting, coordinates the activity of other working bodies of the meeting, analyses questions and statements addressed to the meeting, summarises and classifies them, and when necessary formulates the collective opinion of the Presidium on a concrete issue, takes decisions on attaching to the minutes of the meeting the materials (texts of speeches, reports, information, etc.) of the meeting participants who referred these materials to the Presidium.

2.3. The functions of the Chairperson of General Meeting of Shareholders shall be performed by Chairman of the Board of Directors or, in his absence, by Deputy Chairman of the Board of Directors or one of the Company Board of Directors members.

The Chairperson of the General Meeting of Shareholders shall open and close the meeting, announce the General Meeting agenda and the priority of statements and reports on items of the agenda, the completion of discussion of items on the agenda and the start of vote count, ensure the

abidance by the procedure for holding the meeting prescribed by these Regulations, sign the minutes of the General Meeting of Shareholders.

2.4. The functions of the Company Tabulation Commission at the General Meeting may be performed by a professional participant of the securities market, which is the holder of the Register of the Company Shareholders (the Company Registrar), and if the number of shareholders – owners of voting shares of the Company does not exceed 100 (one hundred), the functions of the Tabulation Commission of the General Meeting of Shareholders shall be performed by a person authorised by the Company Board of Directors.

2.5. The Tabulation Commission shall perform the following functions:

- (a) verify the eligibility and registration of persons participating in the General Meeting of Shareholders (shareholders, their representatives);
- (b) determine the presence of a quorum at the General Meeting of Shareholders;
- (c) explain the questions arising in connection with the exercising of the Company shareholders' (their representatives') right to vote at a General Meeting of Shareholders;
- (d) explain the procedures for voting on items put to the vote;
- (e) ensure the established voting procedures and the Company shareholders' rights to participate in the vote;
- (f) count votes and sum up the voting results;
- (g) draw up a report on the voting results;
- (h) bring the voting results to the notice of the Company shareholders;
- (i) transfer the ballot papers to the archives;
- (j) other functions prescribed by the Russian Federation legislation and the Company Articles of Association, as well as the contract concluded by the Company with the Registrar (if the Registrar performs the functions of the Tabulation Commission).

2.6. The Secretary of the General Meeting of Shareholders shall be elected by the Board of Directors in the framework of preparation for the holding of the General Meeting of Shareholders.

The Secretariat of the General Meeting of Shareholders shall include the Secretary of the Board of Directors, the Secretary of the Management Board, the Secretary of the General Meeting of Shareholders, and officers of the Company management bodies appointed by the Company Board of Directors during the preparation of the General Meeting of Shareholders.

2.7. The Secretary (Secretariat) of the General Meeting of Shareholders shall perform the following functions:

- (a) work out the rules (scenario) of the General Meeting of Shareholders;
- (b) receive applications filed by the General Meeting of Shareholders participants for a right to intervene in a debate on items on the agenda, and receive questions;

- (c) refer to the Chairperson of General Meeting of Shareholders applications and questions received from shareholders;
- (d) record the pace of the General Meeting of Shareholders (key points of statements and reports);
- (e) other functions envisaged by these Regulations and the Company Articles of Association.

2.8. The Chairman of the Management Board, members of the Management Board, members of the Audit Commission, Auditor of the Company shall be entitled to attend the General Meeting of Shareholders.

### **3. Procedures for Convening an Extraordinary General Meeting of Shareholders**

3.1. An extraordinary General Meeting of Shareholders may be convened by the Company Audit Commission, the Company Auditor or the Company shareholders (shareholder) holding not less than 10 (ten) percent of voting shares of the Company if within 5 (five) days from the date of filing a request for the convocation of an extraordinary General Meeting of Shareholders the Company Board of Directors has not taken a decision on the convocation of an extraordinary General Meeting of Shareholders or has taken a decision to deny its convocation.

3.2. The number of voting shares of the Company owned by the shareholder who signed the request for the convocation of an extraordinary General Meeting of Shareholders and the overall number of voting shares of the Company shall be determined on the date of filing of the request.

3.3. The persons (bodies) convening an extraordinary General Meeting of Shareholders in cases stipulated by item 3.1 hereof shall take actions for the preparation and holding of the extraordinary General Meeting of Shareholders on their own account.

In this case the persons (bodies) convening the extraordinary General Meeting of Shareholders shall be vested with the authorities necessary for the convocation and holding of a General Meeting of Shareholders envisaged by the Federal Law on Joint-Stock Companies and these Regulations.

### **4. Convocation of and Preparation for a General Meeting of Shareholders**

4.1. The decision on the convocation of a General Meeting of Shareholders shall be taken by the Company Board of Directors on its own initiative, on request of the Audit Commission, the Company Auditor, as well as shareholders (shareholder) owning not less than 10 percent of voting shares of the Company on the date of filing the request.

4.2. During the preparation for holding a General Meeting of Shareholders, the Board of Directors shall take the decisions on:

- (a) the convocation and determining of the form of the General Meeting of Shareholders;
- (b) setting the date, venue and time of holding the General Meeting of Shareholders, opening time of registration of the General Meeting of Shareholders participants (if the General Meeting of Shareholders is held in the form of a meeting),

or

setting the closing date of receiving filled out ballot sheets and the postal address toward which the filled out ballot papers are to be sent (if the General Meeting of Shareholders is held in the form of absentee voting;

- (c) setting the agenda of the General Meeting of Shareholders;
- (d) setting the date of drawing up the list of persons eligible to participate in the General Meeting of Shareholders;
- (e) compiling a list of information (materials) presented to shareholders during the preparation for the General Meeting of Shareholders and procedures for shareholders' familiarisation with these materials;
- (f) approval of the form and text of the ballot sheets for voting at the General Meeting of Shareholders;
- (g) setting the date of sending ballot sheets to persons eligible to participate in the General Meeting of Shareholders;
- (h) determining the procedures for notifying the Company shareholders about the holding of the General Meeting of Shareholders, including the approval of the form and text of the notice;
- (i) formation of working bodies of the General Meeting of Shareholders (election of Secretary of the General Meeting of Shareholders, taking decisions on issues related to performance of the functions of the Tabulation Commission);
- (j) other decisions on issues connected with the preparation and holding of the General Meeting of Shareholders.

4.3. The Chairman of the Company Management Board shall provide for the implementation of decisions taken by the Company Board of Directors in connection with the preparation and holding of the General Meeting of Shareholders, including:

- ensuring timely conclusion of contracts with the Company Registrar for the rendering of services connected with the preparation and holding of a General Meeting of Shareholders (if the Registrar performs the functions of the Tabulation Commission);
- ensuring timely referral to the Company Registrar of the request to draw up a list of persons eligible to participate in the General Meeting of Shareholders as of the date established by the Company Board of Directors;
- ensuring the making of ballot sheets in accordance with the form and text approved by the Company Board of Directors;
- ensuring the referral of ballot sheets to shareholders and receiving filled out ballot sheets;
- ensuring the notification of shareholders about the holding of the General Meeting of Shareholders in the manner and within the time limit established by decision of the Board of Directors and the Company Articles of Association;

- ensuring the preparation of the necessary materials (information) on items on the agenda of the General Meeting of Shareholders and providing the opportunity for familiarisation with the said information (materials) within the time limit and in the manner determined by decisions of the Board of Directors;
- ensuring the preparation of premises for holding the General Meeting of Shareholders;
- performing other actions for implementing the decisions of the Company Board of Directors.

## **5. Information Support for the General Meeting of Shareholders**

5.1. Shareholders shall be notified about the holding of a General Meeting of Shareholders within the period not less than 30 (thirty) days prior to the date of the General Meeting of Shareholders, and if the supposed agenda of the extraordinary General Meeting of Shareholders includes the item concerning the election of members of the Board of Directors, within the period not less than 70 (seventy) days before the date of the General Meeting of Shareholders in the following manner:

- publication by the Company in the newspaper *Vedomosti*;
- placement on the Company official website: [www.gidroogk.ru](http://www.gidroogk.ru).

5.2. The information (materials) on items on the agenda of the General Meeting of Shareholders shall be available to persons eligible to participate in the General Meeting of Shareholders for familiarisation at places the addresses of which are indicated in the notice about the holding of the General Meeting of Shareholders and placed on the Company website during 20 (twenty) days, and if the agenda of the General Meeting of Shareholders includes the item of the Company reorganisation – during 30 (thirty) days prior to the General Meeting of Shareholders.

The information (materials) on items on the agenda of the General Meeting of Shareholders shall be available to persons participating in the General Meeting of Shareholders during its holding.

5.3. The information (materials) to be presented to persons eligible to participate in the General Meeting of Shareholders during the preparation for the General Meeting of Shareholders includes the following documents:

- annual financial statements, including the audit report and opinion of the Audit Commission upon the results of the annual financial statement audit;
- information about the candidate (candidates) to the Company management bodies, the Company Board of Directors, the Company Audit Commission, and information about the managing organisation;
- draft amendments and additions introduced to the Company Articles of Association or the redrafted Company Articles of Association;
- draft in-house documents of the Company;
- draft contracts;
- draft decisions of the General Meeting of Shareholders;

- as well as information (materials) envisaged by the Company Articles of Association.

## **6. Proposals to the Agenda of the General Meeting of Shareholders**

6.1. The shareholders (shareholder) collectively owning not less than 2 percent of voting shares of the Company may introduce items for placing on the agenda of the annual General Meeting of Shareholders and nominate candidates to the Company Board of Directors, the Company Audit Commission, and the number of these candidates may not exceed the numerical composition of a relevant body. Such proposals shall be submitted to the Company not later than 90 days after the completion of a fiscal year.

6.2. The proposal on the placement of items on the General Meeting of Shareholders agenda shall be submitted by the shareholders (shareholder) in writing. Verbal proposals shall not be accepted or taken into consideration.

6.3. The number of voting shares owned by the shareholder who signed a proposal on the placement of items on the agenda of the annual General Meeting of Shareholders and a proposal on the nomination of candidates to the Company bodies shall be determined on the date of submitting the proposal to the Company.

6.4. The date of receipt of a proposal by the Company shall be considered the date of its submission.

6.5. If the percent of voting shares owned by the shareholder changes after the aforementioned date and becomes less than 2 percent of voting shares of the Company or the shareholder loses the voting shares the proposal shall be considered relevant and the Board of Directors shall take it into consideration. Refusal from accepting the proposal exclusively for this reason shall not be permitted.

6.6. The proposal on the placement of items on the agenda of the annual General Meeting of Shareholders and the proposal on the nomination of candidates to the Company bodies shall be signed by the shareholders submitting the relevant proposal.

If the proposal on the placement of an item on the agenda of the General Meeting of Shareholders or on the nomination of candidates to the Company bodies indicates that it is submitted by several shareholders but such proposal is signed only by part of them, it shall be considered submitted by the shareholders (shareholder) who have signed it. The Board of Directors shall take this proposal into consideration and shall not refuse from accepting it for the reason of absence of the signatures of all shareholders indicated in the proposal.

If the proposal on the placement of items on the agenda of the annual General Meeting of Shareholders and the proposal on the nomination of candidates to the Company bodies are signed by a shareholder's representative, a power of attorney to perform relevant actions or other documents certifying the representative's right to act on behalf of the shareholder shall be attached to the proposal.

Powers of attorney shall be executed in accordance with the requirements of items 4 and 5 of article 185 of the Russian Federation Civil Code or notarised.

6.7. The proposal on the placement of items on the agenda of the annual General Meeting of Shareholders and the proposal on the nomination of candidates to the Company bodies shall contain information on the quantity and category (type) of shares owned by each shareholder who signed the proposal.

If the proposal on the placement of items on the agenda of the General Meeting of Shareholders is signed by a shareholder (his/her representative) the title to whose shares is registered in the depositary on a custody account, a statement of the shareholder's custody account at the depositary registering the title to the said shares shall be attached to such proposal.

If the proposal on the placement of items on the agenda of the annual General Meeting of Shareholders and (or) the proposal on the nomination of candidates to the Company bodies contains incorrect information on the quantity, category (type) of shares owned by the shareholders who signed the proposal, and the Board of Directors establishes that the shareholders who signed the proposal on the date of submission of the proposal collectively owned not less than 2 percent of the Company voting shares, the item shall be placed on the agenda of the annual General Meeting of Shareholders.

6.8. The Company Board of Directors may not introduce amendments to the wordings of the items proposed by shareholders for placement on the agenda of the annual General Meeting of Shareholders and the wordings of decisions on such items.

6.9. The proposal on the nomination of candidates shall contain the name of the body for election to which the candidate is nominated, as well as information about the candidates envisaged by the Company Articles of Association.

6.10. The Company shall send a letter to each candidate included in the voting list for election to the Company body, informing him/her about the body he/she is nominated to, who submitted the nomination proposal, what quantity of voting shares of the Company is held by the shareholders who nominated his/her candidacy. The letter shall contain a request to confirm in writing the reliability of the information about the candidate which is envisaged by the Articles of Association.

6.11. A candidate nominated for election to the Company bodies may at any time withdraw his/her candidacy, notifying the Company thereof in writing. If the Company receives the candidate's written refusal to stand for election to the Company body before the approval by the Company Board of Directors of the text and form of the ballot sheet for election of a relevant body of the Company, the Company Board of Directors may not include in the ballot sheet the candidate from the earlier approved list.

If the Company receives a candidate's written refusal from standing for election to a Company body after the approval by the Company Board of Directors of the text and form of the ballot sheet for election of a relevant body of the Company, amendments shall not be introduced to the ballot sheet. The Chairperson of the General Meeting of Shareholders shall announce the fact of receiving a refusal (refusals) from candidates included in the ballot sheet for election of the Company bodies during the discussion of the relevant item on the agenda of the General Meeting of Shareholders.

## **7. Holding the General Meeting of Shareholders in the Form of a Meeting**

The holding of a General Meeting of Shareholders of the Company in the form of a meeting means personal participation of the Company shareholders in the General Meeting of Shareholders for discussing items on the agenda and passing decisions on items put to the vote.

### **7.1. Registration of persons eligible to participate in the General Meeting of Shareholders**

7.1.1. The registration of persons eligible to participate in the General Meeting of Shareholders shall be carried out by the Tabulation Commission at the place of holding of the General Meeting of Shareholders indicated in the meeting notice.

The registration of persons eligible to participate in the General Meeting of Shareholders shall start at the time indicated in the meeting notice.

The list of persons eligible to participate in the General Meeting of Shareholders shall be drawn up on the grounds of data of the Company Shareholders Register as of the date established by the Board of Directors when taking a decision on issues connected with the holding of the General Meeting of Shareholders, in accordance with article 51 of the Federal Law on Joint-Stock Companies.

7.1.2. Persons eligible to participate in the General Meeting of Shareholders shall be registered for the participation in a General Meeting of Shareholders held in the form of a meeting.

The persons whose ballot sheets are received not later than two days prior to the date of the General Meeting of Shareholders shall not be registered for the participation in the General Meeting of Shareholders. The said persons may attend the General Meeting of Shareholders and participate in the discussion of items on the agenda of the General Meeting of Shareholders.

7.1.3. During registration, a shareholder (his/her representative, successor) arriving to a General Meeting of Shareholders shall present a passport or another identification document.

Successors, as well as representatives of persons included in the list of persons eligible to participate in the General Meeting of Shareholders shall also present to the Tabulation Commission the documents certifying their powers during the registration for participation in the General Meeting of Shareholders.

The list of documents certifying the powers of representatives and successors of persons included in the list of persons eligible to participate in the General Meeting of Shareholders shall be determined in accordance with the effective legislation.

In the event of non-presentation of the said documents, the shareholder's successor or representative may not participate in the General Meeting of Shareholders.

7.1.4. The registration of persons eligible to participate in the General Meeting of Shareholders shall be carried out on condition of identification of persons arriving for participation in the General Meeting of Shareholders by comparing the data contained in the list of persons eligible to participate in the General Meeting of Shareholders with the details of the documents presented by the said persons.

7.1.5. A ballot sheet shall be sent by registered mail or served against signature to each person on the list of persons eligible to participate in the General Meeting of Shareholders not later than 20 days prior to the date of holding the General Meeting of Shareholders.

On demand of the persons undergoing registration for the participation in the General Meeting of Shareholders whose ballot sheets were not received by the Company or received later than 2 (two) days before the date of holding the meeting they shall be issued ballot sheets with a mark indicating their reissue.

7.1.6. The registration of persons eligible to participate in the General Meeting of Shareholders shall be terminated at the moment the Chairman of the General Meeting of Shareholders declared the closure of the discussion of the last item on the agenda of the General Meeting of Shareholders for which a quorum is present.

## **7.2. Opening of the General Meeting of Shareholders**

7.2.1. At the moment which, in accordance with the notice about the General Meeting of Shareholders, is the opening time of the General Meeting of Shareholders the Tabulation Commission Chairman shall declare the presence of a quorum on items on the General Meeting of Shareholders agenda.

7.2.2. The General Meeting of Shareholders shall be effective (have a quorum) if it is attended by shareholders collectively holding more than half of the votes represented by the placed voting shares of the Company.

If the agenda of the General Meeting of Shareholders includes items voted by a different composition of voters, the presence of a quorum for passing a decision on these items shall be established separately.

The absence of a quorum for the passing of a decision on items voted by one composition of voters shall not prevent the passing of a decision on items voted by another composition of voters for which a quorum is present.

7.2.3. If a quorum is present for at least one of the items placed on the agenda of the General Meeting of Shareholders of the Company, the Chairman of the General Meeting of Shareholders shall declare the Meeting opened.

If by the moment of opening of the General Meeting of Shareholders a quorum was present only for some items on the agenda, a representative of the Tabulation Commission shall announce, upon the closing of the discussion of the last of the aforementioned items, whether a quorum is available for other items on the agenda.

7.2.4. A General Meeting by the moment of opening of which a quorum was present only for some items on the agenda shall not be closed if by the registration closing time enough persons were registered to ensure a quorum for passing a decision on other items on the agenda of the General Meeting of Shareholders.

7.2.5. If by the time of opening of the General Meeting of Shareholders of the Company there is no quorum for any of the items placed on the agenda of the General Meeting of the Company Shareholders, the Chairperson of the General Meeting of Shareholders shall announce the postponement of the General Meeting of Shareholders for 2 (two) hours.

The opening of a General Meeting of Shareholders shall not be postponed more than once.

If 2 (two) hours after the announcement of postponement of the opening of the General Meeting of Shareholders persons ensuring a quorum for at least one of the items placed on the agenda of the General Meeting of Shareholders have not been registered, the Chairperson of the General Meeting of Shareholders shall call the General Meeting of Shareholders off.

If 2 (two) hours after the announcement of postponement of the opening of the General Meeting of Shareholders enough persons have been registered to ensure a quorum for at least one of the items placed on the agenda of the General Meeting of Shareholders, the Chairperson of the General Meeting of Shareholders shall declare the General Meeting of Shareholders open.

7.2.6. In case of absence of a quorum for holding an annual General Meeting of Shareholders a repeated General Meeting of Shareholders with the same agenda shall be held.

In case of absence of a quorum for holding an extraordinary General Meeting of Shareholders a repeated General Meeting of Shareholders may be held with the same agenda.

### **7.3. Discussion of items on the agenda of the General Meeting of Shareholders**

7.3.1. Persons addressing the General Meeting of Shareholders shall abide by the following rules:

report on items on the agenda – up to 20 minutes;

co-report – up to 10 minutes;

participating in debates – 5 minutes;

appearing with questions, reference information – 2 minutes.

The Chairperson of the General Meeting of Shareholders may prolong the aforementioned time periods.

7.3.2. The Company shareholders may participate in debates on items on the agenda of the General Meeting of Shareholders or pose questions in the course of the meeting in the following manner:

- a written statement of intention to participate in debates shall be submitted to the Secretary of the General Meeting of Shareholders, signed by the shareholder and indicating the surname, first name, patronymic (business name) of the shareholder (his/her/its representative), the item on the agenda in connection with which the shareholder wishes to speak;
- the question shall be formulated in writing, signed by the shareholder and submitted to the Meeting Secretary, and in addition to the wording of the question the shareholder (shareholder's representative) shall also indicate his/her surname, first name, patronymic (business name of the shareholder – legal entity).

The Secretary of the General Meeting of Shareholders shall refer all statements and questions submitted by the shareholders to the Chairperson of the General Meeting of Shareholders.

7.3.3. In the event of uninterrupted session of a meeting during 2 hours, the meeting shall be adjourned for a period not less than 15 minutes and not more than 60 minutes.

In the event of uninterrupted session of a meeting during 4 hours the meeting may be adjourned for a period not less than 40 minutes and not more than 2 hours.

The meeting session shall not last later than 22:00 local time.

In case of impossibility to hold the meeting in one day, the meeting shall be adjourned until the next day, but not earlier than 9:00 local time.

Longer intervals shall not be permitted.

7.3.4. Upon the completion of discussion of all items on the agenda of the General Meeting of Shareholders for which a quorum is present, the Meeting Chairperson shall declare the closure of discussion of items on the agenda and termination of registration of the participants in the General Meeting of Shareholders.

#### **7.4. Voting at a General Meeting of Shareholders**

7.4.1. Voting at a General Meeting of Shareholders in the form of the presence of shareholders shall be conducted in the manner prescribed by the Federal Law on Joint-Stock Companies, other laws and regulations, the Company Articles of Association, and these Regulations.

7.4.2. Voting at the General Meeting of Shareholders shall be based on the principle "one voting share – one vote," except for cumulative voting on the issue of election of the Board of Directors members.

During the cumulative voting, the number of votes at the disposal of each shareholder shall be multiplied by the number of persons to be elected to the Board of Directors, and the shareholder may cast all the votes received in this manner for one candidate or distribute them between two or more candidates.

Candidates who have gathered the biggest number of votes shall be considered elected to the Board of Directors.

7.4.3. Voting on items on the General Meeting agenda shall be conducted with the use of ballot sheets.

7.4.4. The persons registered for participation in a General Meeting of Shareholders held in the form of a meeting may vote on all items on the agenda from the moment of opening of the General Meeting of Shareholders until the moment of commencement of the vote count.

7.4.5. Upon completion of the discussion of the last item on the agenda of the General Meeting of Shareholders (the last item for which a quorum is present), persons who have not voted until that moment shall be granted 30 (thirty) minutes for voting.

7.4.6. Upon the expiration of the aforementioned time, the Chairperson of the General Meeting of Shareholders shall announce the commencement of the vote count.

#### **7.5. Summing up, announcing the results of the vote on items on the agenda of the General Meeting of Shareholders. Closure of the General Meeting of Shareholders**

7.5.1. The vote counting and summation of the voting results on items on the agenda of the General Meeting of Shareholders shall be performed by the Tabulation Commission.

7.5.2. The results of the vote and decisions taken by the Company General Meeting of Shareholders may be announced at the General Meeting of Shareholders of the Company.

7.5.3. After the announcement of the voting results on items on the agenda of the General Meeting of Shareholders, if they are announced at the General Meeting of Shareholders, the Chairperson shall declare the General Meeting of Shareholders closed.

### **8. Holding a General Meeting in the Form of Absentee Voting**

8.1. Voting on items on the agenda of the General Meeting of Shareholders conducted in the form of absentee voting shall be carried out with the use of ballot sheets.

8.2. The ballot sheet filling out procedures are described in the ballot sheets.

8.3. The filled out ballot sheets shall be submitted to the Company not later than the day which is the closing date of receiving ballot sheets in accordance with the decision on the convocation and

holding of the General Meeting of Shareholders passed in accordance with the Federal Law on Joint-Stock Companies and these Regulations.

If the closing date of receiving filled out ballot sheets falls on a non-working day, the next working day shall be considered the closing date of receiving filled out ballot sheets.

The period of receiving ballot sheets shall expire on the closing date of receiving ballot sheets at the hour when the working day expires in the Company in accordance with the established regulations.

8.4. Filled out ballot sheets may be sent to the Company by registered mail to the addresses indicated in the notice of holding the General Meeting of Shareholders, served against signature to Chairman of the Company Management Board, to a person authorised to receive the correspondence addressed to the Company, and also sent to the Company Registrar (if he/she carries out the functions of the Tabulation Commission).

8.5. The Chairman of the Company Management Board shall arrange the collection, safekeeping, and transfer of the filled out ballot sheets to the Tabulation Commission.

8.6. A shareholder – natural person shall indicate his/her name and initials in the ballot sheet; a shareholder – legal entity shall indicate the full business name of the legal entity.

8.7. A representative of a shareholder – natural person shall indicate in the ballot sheet his/her name and initials, as well as the details of the power of attorney (or other document confirming his/her powers); a representative of a shareholder – legal entity shall indicate his/her name and initials, as well as position and details of power of attorney (or other document confirming his/her powers).

8.8. A representative of a shareholder shall attach to the ballot sheet the power of attorney (its notarised copy) or other document under the authority of which he/she is acting.

8.9. The General Meeting of Shareholders held in the form of absentee voting shall be effective (have a quorum) if the Company has received the ballot sheets from shareholders collectively owning more than a half of the placed voting shares of the Company not later than the closing date of receipt of ballot sheets.

## **9. Summing Up the Results of the General Meeting of Shareholders**

9.1. The voting results on items put to the vote shall be summed up by the Tabulation Commission.

9.2. The Tabulation Commission shall refer the voting results to the Presidium for announcement at the General Meeting of Shareholders.

Preliminary voting results on individual items on the agenda may be announced during the work of the meeting.

9.3. The Tabulation Commission shall draw up a report on the voting results on the basis of the voting results summed up by the Tabulation Commission for each item on the agenda.

9.4. The report on the voting results shall indicate:

- the full business name of the Company;
- the Company location;

- the type of the General Meeting of Shareholders (annual, extraordinary);
- the form of holding the General Meeting of Shareholders;
- the date of the General Meeting of Shareholders (the closing date of receiving ballot sheets if the General Meeting of Shareholders is held in the form of absentee voting);
- the time of holding the General Meeting of Shareholders;
- the venue of holding the General Meeting of Shareholders (the place of summing up the voting results if the General Meeting of Shareholders is held in the form of absentee voting);
- the wording of each item put to the vote;
- the total number of the Company voting shares representing a voting right on the item put to the vote;
- the number of voting shares representing a voting right on the item put to the vote owned by persons participating in the General Meeting of Shareholders;
- the number of the Company voting shares taken into account during the passing of a decision on the item put to the vote (if not all voting shares owned by persons participating in the General Meeting of Shareholders are taken into account during the voting on the item, with the indication of the reasons why not all the voting shares owned by persons participating in the General Meeting of Shareholders are taken into account);
- the number of ballot sheets held invalid during the tallying of votes on the item put to the vote with the indication of the quantity of voting shares represented by these ballot sheets;
- the number of ballot sheets taken into account during the tallying of votes on the item put to the vote with the indication of the quantity of voting shares represented by these ballot sheets;
- the number of ballot sheets not taken into account during the tallying of votes on the item put to the vote with the indication of the quantity of voting shares represented by these ballot sheets;
- the number of votes cast for each option on decision of the item put to the vote with the indication of the voting options "for," "against," and "abstained" (the absolute number of votes and the relative share (percent) of the total number of voting shares representing the right to vote on this item owned by persons participating in the General Meeting of Shareholders);
- the wording of the decision taken on the item put to the vote;
- the indication that the ballot sheets have been sealed;
- the date of drawing up the report.

9.5. The report on the voting results shall be drawn up not later than 15 days after the closure of the General Meeting of Shareholders or the closing date of receipt of ballot sheets when the General Meeting of Shareholders is held in the form of absentee voting.

After the drawing up of a report on the voting results and signing of the minutes of the General Meeting of Shareholders ballot sheets shall be sealed by the Tabulation Commission and deposited in the Company archives for storage.

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

9.7. The minutes of the General Meeting of Shareholders shall meet the requirements set by the Russian Federation legislation.

The minutes of the General Meeting of Shareholders shall be drawn up not later than 15 days after the closure of the General Meeting of Shareholders in two copies.

Both copies of the minutes shall be signed by the Chairperson of the General Meeting of Shareholders and the Secretary of the General Meeting of Shareholders.

9.8. The decisions taken by the General Meeting of Shareholders, as well as the voting results in the form of a report on the voting results shall be published by the Company in the newspaper *Vedomosti* and placed on the Company website not later than 10 (ten) days after drawing up of the report on the voting results.

## **10. Final Provisions**

10.1. If as a result of amendments of the Russian Federation laws and regulations some articles of these Regulations come into contradiction with them, these articles shall become inoperative and the Company shall be guided by the Russian Federation laws and regulations until the moment of introduction of amendments hereinto.

10.2. If all voting shares of the Company belong to one shareholder, these Regulations shall not be applied, decisions referred to the competence of the General Meeting of Shareholders of the Company shall be taken by that shareholder (the shareholder's authorised management body), executed in writing and brought to the Company's notice.