

## **Changes and amendments in OJSC "TGC-2" Articles of association**

**1. Paragraph 3 of Clause 5.8 of article 5 of the Articles of association of the Society to state in the following edition:**

"5.8. The shares purchased by the Society according to the present Clause, do not give a vote, they are not considered at calculation of voices, on them dividends are not charged. Such shares should be realised under the decision of Board of directors under the price not lower than their market cost not later than one year from the date of their acquisition. Otherwise General meeting of shareholders should make the decision on reduction of the authorised capital of the Society by repayment of the specified shares".

**2. Clause 6.2 subclause 5. Articles 6 of the Articles of association of the Society to state in the following edition:**

"5) primary acquisition of additional shares placed by means of a subscription and the issue securities converted in the action, in the quantity proportional to quantity of ordinary shares belonging to them, in the cases provided by the legislation of the Russian Federation".

**3. Clause 6.3 subclause 4. Articles 6 of the Articles of association of the Society to state in the following edition:**

"4) primary acquisition of additional shares placed by means of a subscription and the issue securities converted in the action, in the quantity proportional to quantity of shares belonging to them of this category (type), in the cases provided by the legislation of the Russian Federation".

**4. Subclause 18 of Clause 10.2 of article 10 of the Articles of association of the Society to state in the following edition:**

"18) decision-making on participation in financial and industrial groups, associations and other associations of the commercial organisations".

**5. Clause 10.5. Articles 10 of the Articles of association of the Society to add with paragraphs of the following maintenance:**

- "- Reduction of the authorised capital of the Society by reduction of a face-value of shares;
- In other cases provided by the Federal law "On joint-stock companies".

**6. Clause 13.3 of article 13 of the Articles of association of the Society to state in the following edition:**

"13.3. The offer on entering of questions in the agenda of General meeting of shareholders should contain the formulation of each offered question, and the offer on promotion of candidates - a name and data of the document proving the identity (a series and (or) document number, date and a place of its delivery, the body which has given out the document), each offered candidate the body name, for election in which it is offered".

**7. Subclauses 14.9.1., 14.9.3. Clause 14.9. Articles 14 of the Articles of association of the Society to exclude.**

**8. Subclause 14.9.4. Clause 14.9. Articles 14 of the Articles of association of the Society to state in the following edition:**

"14.9.4. The message on carrying out of extraordinary General meeting of shareholders should be made not later than 70 (Seventy) days prior to date of its carrying out"

**9. Subclause 6 of Clause 15.1 of article 15 of the Articles of association of the Society to state in the following edition:**

"6) removal on the decision of General meeting of shareholders of the Society of the questions provided by subclauses 2, 5, 7, 8, 12-21 Clauses 10.2. Articles 10 of the present Articles of association, and also reduction of the authorised capital of the Society by reduction of a face-value of shares".

**10. Subclause 8 of Clause 15.1 of article 15 of the Articles of association of the Society to state in the following edition:**

"8) the statement of the decision on release of securities, the prospectus of securities, the report on results of release of securities, reports on results of acquisition of shares at shareholders of the Society, reports on results of repayment of shares, reports on results of a presentation shareholders of the Society of requirements about the repayment of shares belonging to them and reports on results of the repayment of shares at shareholders of the Society".

**11. Subclause 44 of Clause 15.1 of article 15 of the Articles of association of the Society to state in the following edition:**

"44) Decision-making on appointment of the General director of the Society fulfilling duty, and also its attraction to a disciplinary responsibility".

**12. Clause 15.1 of article 15 of the Articles of association of the Society to add with subclause 63 of the following maintenance:**

"63) definition of a housing policy of the Society regarding granting to workers of a society of corporate support in improvement of living conditions in the form of the grant, indemnification of expenses, interest-free loans and decision-making on granting by the Society of the specified support in cases when the order of its granting is not certain by a housing policy of the Society".