

MINUTES No. 1
Annual General Meeting of Shareholders
PIK Group

Full firm's name of a company (hereinafter referred to as the "Company"): ***PIK Group***

Registered office of the Company: ***bld.1, 19, Barrikadnaya str., Moscow, 123242, Russian Federation***

General meeting type: ***Annual***

General meeting form (hereinafter referred to as the "Meeting"): ***Meeting***

Place of the Meeting held in the form of a meeting: ***Assembly Hall, Factory Office of OJSC "DSK-2", bld.61, 1 proezd Stroykombinata, Moscow***

Date of the Meeting: ***31 May 2010***

The beginning of the registration of persons entitled to participate at the Meeting: ***11:00***

The opening of the Meeting: ***12:00 noon***

The end of registration of persons entitled to participate at the Meeting: ***12:28***

The beginning of counting of votes: ***12:45***

The closing of the Meeting: ***13:35***

Functions of the Counting Commission of the Company were performed by the Company's Registrar.

Full name of the Company's Registrar: ***Open Joint Stock Company "Registrar R.O.S.T."***

Registered office of the Registrar: ***bld. 13, 18, Stromynka str., Moscow***

Authorized persons of the Registrar: ***Bespalaya Y.V., under POA No.0760 dated 28.05.2010,
Prokhorov A.Y., under POA No.0761 dated 28.05.2010,
Safronova T.M., under POA No.1260 dated 24.12.2009.***

Date of making up the Minutes: ***02 June 2010***

In accordance with the resolution of the Board of Directors of the Company (Minutes No. 22 dated 20 May 2010), the Chairman of the Meeting is the Deputy Chairman of the Board of Directors of PIK Group, Zhukov Yury Vladimirovich; in accordance with the Charter of the Company, the Secretary of the Meeting is the Corporate Secretary of PIK Group, Lapenkov Vladimir Anatolyevich.

Zhukov Y.V., Chairman of the Meeting, gave the floor to Bespalaya Yuliya Valeryevna, Chairman of the Counting Commission, for announcement of the results of the registration.

The date of making up the list of persons entitled to participate at the Annual General Meeting of Shareholders: 23 April 2010. The total number of voices owned by persons included into the list of persons entitled to participate at the Meeting, on each issue of the agenda of the Meeting is 493,260,384 (four hundred and ninety three million two hundred and sixty thousand three hundred and eighty four) voices.

The persons, which participated at the Meeting, collectively owned 418,738,759 (four hundred and eighteen million seven hundred and thirty eight thousand seven hundred and fifty nine) voices which amounts to 84,8920 % of voting shares of the Company.

In accordance with article 58 of the Federal Law “About Joint Stock Companies”, **the quorum for making decisions on all the issues of the Agenda of the Meeting is reached. The Meeting is legally competent.**

At the suggestion of the Chairman of the Meeting of Shareholders, it was resolved to open the Meeting of Shareholders.

PRESIDIUM OF THE MEETING:

Zhukov Yury Vladimirovich – Deputy Chairman of the Board of Directors of PIK Group;
Poselenov Pavel Alexandrovich - President of PIK Group;
Titov Alexander Valentinovich –Chief Accountant of PIK Group;
Lapenkov Vladimir Anatolyevich – Corporate Secretary of PIK Group.

AGENDA OF THE MEETING:

1. On approval of the annual report, the annual financial statements, including the profit and loss statement of PIK Group for 2009.
2. On distribution of profit and loss of PIK Group, including payment (announcement) of dividends based on the results of 2009.
3. On determination of the quantitative membership of the Board of Directors of PIK Group.
4. On election of the Board of Directors of PIK Group.
5. On election of the members of the Audit Commission of PIK Group.
6. On approval of the Auditor of PIK Group.
7. On approval of the interested party transactions.

Secretary of the Meeting announced the Agenda and rules and procedures applicable to the Meeting of Shareholders.

THE FIRST ISSUE OF THE AGENDA: *“On approval of the annual report, the annual financial statements, including the profit and loss statement of PIK Group for 2009”*. The speakers were Poselenov P.A., President of the Company, who reported on the key performance indicators for 2009, and Titov A.V., Chief Accountant of the Company, who reported on basic financial and economic indicators for 2009 specified in the submitted annual report, the annual financial statements and confirmed by the auditor’s conclusion of CJSC “BDO Unicon” and the conclusion of the Audit Commission of the Company.

The following issue was put to vote:

To approve the annual report, the annual financial statements, including the profit and loss statement of PIK Group for 2009.

The number of voices given for each option of voting on issue No. 1 of the Agenda of the Meeting:

FOR		AGAINST		ABSTAINED	
Number of voices	%	Number of voices	%	Number of voices	%
391,386,148	93,4678	0	0,0000	23,617,731	5,6403

When voting on issue No.1 of the Agenda of the Meeting of the Company, the resolution “To approve the annual report, the annual financial statements, including the profit and loss statement of PIK Group for 2009” shall be deemed adopted if the majority of persons who participated at the Meeting with respect to this issue on the Agenda voted for it.

The resolution on issue No.1 of the Agenda of the Meeting:

To approve the annual report, the annual financial statements, including the profit and loss statement of PIK Group for 2009.

THE SECOND ISSUE OF THE AGENDA: *“On distribution of profit and loss of PIK Group, including payment (announcement) of dividends based on the results of 2009”*. The speaker was Lapenkov V.A., Corporate Secretary of PIK Group, who reported that the Board of Directors of the Company (Minutes No. 20 dated 23 April 2010) recommended the Meeting of Shareholders to make a decision to approve distribution of profit and loss based on the results of 2009; to neither accrue, nor pay dividends under 2009 results.

The following issue was put to vote:

To approve distribution of profit and loss based on the results of 2009; to neither accrue, nor pay dividends under 2009 results.

The number of voices given for each option of voting on issue No. 2 of the Agenda of the Meeting:

FOR		AGAINST		ABSTAINED	
Number of voices	%	Number of voices	%	Number of voices	%
390,923,023	93,3572	0	0,0000	24,080,856	5,7509

When voting on issue No. 2 of the Agenda of the Meeting of the Company, the resolution “To approve distribution of profit and loss based on the results of 2009; to neither accrue, nor pay dividends under 2009 results” shall be deemed adopted if the majority of persons who participated at the Meeting with respect to this issue on the Agenda voted for it.

The resolution on issue No. 2 of the Agenda of the Meeting:

To approve distribution of profit and loss based on the results of 2009; to neither accrue, nor pay dividends under 2009 results.

THE THIRD ISSUE ON THE AGENDA: “*On determination of the quantitative membership of the Board of Directors of PIK Group*”. The following wording of the resolution with respect to this issue was proposed.

The following issue was put to vote:

To determine the membership of the Board of Directors of PIK Group as 8 persons.

The number of voices given for each option of voting on issue No. 3 of the Agenda of the Meeting:

FOR		AGAINST		ABSTAINED	
Number of voices	%	Number of voices	%	Number of voices	%
329,946,313	78,7952	72,057,546	17,2083	13,000,020	3,1046

When voting on issue No. 3 of the Agenda of the Meeting of the Company, the resolution “To determine the membership of the Board of Directors of PIK Group as 8 person” shall be deemed adopted if the majority of persons who participated at the Meeting with respect to this issue on the Agenda voted for it.

The resolution on issue No. 3 of the Agenda of the Meeting:

To determine the membership of the Board of Directors of PIK Group as 8 persons.

THE FOURTH ISSUE ON THE AGENDA: “*On election of the Board of Directors of PIK Group*”. The speaker was Lapenkov V.A., Corporate Secretary of the Company, who informed that the shareholders of PIK Group nominated 14 candidates to the Board of Directors of the Company.

The following issue was put to vote:

To elect the following members of the Board of Directors of the Company:

Pisarev Kirill Valeryevich – Chairman of the Board of Directors of PIK Group;

Zhukov Yuri Vladimirovich – Deputy Chairman of the Board of Directors of PIK Group;

Mosionzhik Alexander Ilyich – “NAFTA MOSKVA”, Chairman of the Board of Directors;

Lipatov Oleg Yurievich - NAFTA MOSKVA (CYPRUS) LIMITED, Company Limited by Shares, Head of Moscow Representative Office;

Grachev Pavel Sergeevich – NAFTA MOSKVA (CYPRUS) LIMITED, Company Limited by Shares, Managing Director of Moscow Representative Office;

Rodionov Andrey Mikhailovich – Vice President for Economics and Finance – Financial Director of PIK Group;

Timmins Stuart Lee – Hines International Inc., Head of Moscow Representative Office;

Maryanchik Alec – Klever Group Ltd., Head of Moscow Representative Office;

Gubarev Alexander Valeryevich – Galahad Advisers Limited, Head of Moscow Representative Office;

Averin Anton Borisovich - NAFTA MOSKVA (CYPRUS) LIMITED, Company Limited by Shares, Managing Director of Moscow Representative Office;

Bessonov Sergey Vyacheslavovich – Sberbank of Russia OJSC – Deputy Head of Lending Division of Department for Work with Major Clients;

Kolonchina Anna Alekseevna - NAFTA MOSKVA (CYPRUS) LIMITED, Company Limited by Shares, Managing Director of Moscow Representative Office;

Poselenov Pavel Aleksandrovich – President of PK Group;

Sakharova Taiana Gennadyevna – Sbarbank of Russia OJSC – Head of Lending Division of Department for Work with Major Clients.

Pursuant to the requirements of the current legislation of the Russian Federation, the members of the Board of Directors of the Company shall be elected by a cumulative voting.

The number of cumulative voices of the persons included into the list of persons which have the right to participate at the general meeting with respect to this issue of the Agenda of the is 3,946,083,072.

The number of cumulative voices of the persons which participated at the general meeting with respect to this issue of the Agenda of the Meeting is 3,349,910,072, that amounts to 84,8920 % of the total number of cumulative voices with respect to this issue of the Agenda of the Company.

When voting on issue No. 4 of the Agenda of the Meeting: “On election of the members of the Board of Directors of PIK Group”, cumulative voices distributed as follows:

No.	Surname, name, patronymic of a candidate member of the Board of Directors of the Company	Cumulative voices given for candidates
1.	Pisarev Kirill Valeryevich	5,147,509
2.	Zhukov Yury Vladimirovich	443,600,284
3.	Mosionzhik Alexander Ilyich	364,141,793
4.	Lipatov Oleg Yurievich	5,464,032
5.	Grachev Pavel Sergeevich	364,137,899
6.	Rodionov Andrey Mikhailovich	5,143,349
7.	Timmins Stuart Lee	432,237,884
8.	Maryanchik Alec	76,581,097
9.	Gubarev Alexander Valeryevich	408,490,622
10.	Averin Anton Borisovich	5,140,408
11.	Bessonov Sergey Vyacheslavovich	363,823,391
12.	Kolonchina Anna Alekseevna	363,821,116
13.	Poselenov Pavel Aleksandrovich	363,764,962
14.	Sakharova Taiana Gennadyevna	5,145,258

“**AGAINST ALL CANDIDATES**” was the voting of persons which participated at the General Meeting and had in aggregate 0 cumulative voices.

“**ABSTAINED WITH RESPECT TO ALL CANDIDATES**” was the voting of persons which participated at the General Meeting and had in aggregate 105,704,664 cumulative voices.

Pursuant to the requirements of the current legislation, the candidates which received the biggest number of votes shall be deemed elected to the Board of Directors. 8 members have been elected to the Board of Directors.

The resolution on issue No. 4 of the Agenda of the Meeting:

To elect the following members of the Board of Directors of the Company:

***Zhukov Yury Vladimirovich,
Mosionzhik Alexander Ilyich,
Grachev Pavel Sergeevich,
Timmins Stuart Lee,
Gubarev Alexander Valeryevich,
Bessonov Sergey Vyacheslavovich,
Kolonchina Anna Alekseevna,
Poselenov Pavel Aleksandrovich.***

THE FIFTH ISSUE ON THE AGENDA: “On election of the members of the Audit Commission of PIK Group”. The speaker was Lapenkov V.A., Corporate Secretary of the Company, who informed that the shareholders of PIK Group nominated 3 candidates to the Audit Commission of the Company. All candidates to the Audit Commission of PIK Group agreed in written to be elected to the Audit Commission of PIK Group.

The following issue was put to vote:

To elect the following members of the Audit Commission of the Company:

Monetova Loudmila Petrovna – Head of the Audit Division of PIK Group;

Ivanova Elena Alekseevna – Head of IFRS Division of the Finance and Reporting Department of PIK Group;

Kobizskaya Olga Viktorovna – Deputy Director for Fund Raising of Treasury of PIK Group.

Pursuant to the requirements of the current legislation, the shares owned by the members of the Board of Directors (Advisory Board) of the Company or by persons holding positions in management bodies of the Company can not participate in voting on election of the members of the Audit Commission (internal auditor) of the Company.

When voting on issue No. 5 of the Agenda of the Meeting: “On election of the members of the Audit Commission of PIK Group”, the voices distributed as follows:

No.	Surname, name, patronymic of a candidate	Voting results							
		FOR	FOR, %	AGAINST	AGAINST, %	ABSTAINED	ABSTAINED, %	Invalid for candidate	Invalid for candidate, %
1.	Monetova Loudmila Petrovna	391,390,857	93,4690	0	0,0000	23,613,022	5,6391	0	0,0000
2.	Ivanova Elena Alekseevna	391,390,857	93,4690	0	0,0000	23,613,022	5,6391	0	0,0000
3.	Kobizskaya Olga Viktorovna	391,390,857	93,4690	0	0,0000	23,613,022	5,6391	0	0,0000

The candidates which received the majority of voices of persons who participated at the voting on this issue of the Agenda of the General Meeting of Shareholders shall be deemed elected to the Audit Commission. 3 members have been elected to the Audit Commission.

The resolution on issue No. 5 of the Agenda of the Meeting:

To elect the following members of the Audit Commission of the Company:

Monetova Loudmila Petrovna,

Ivanova Elena Alekseevna,

Kobizskaya Olga Viktorovna.

THE SIXTH ISSUE ON THE AGENDA: “On approval of the Auditor of PIK Group”. The speaker was Lapenkov V.A., Corporate Secretary of the Company, who informed that the Board of Directors of the Company (Minutes No. 20 dated 23 April 2010) recommended the Annual General Meeting of Shareholders of PIK Group to approve the Closed Joint Stock Company “BDO Unicon” the Auditor of the Company for 2010.

The following issue was put to vote:

To approve the Closed Joint Stock Company “BDO Unicon” the Auditor of the Company for 2010.

The number of voices given for each option of voting on issue No.5 of the Agenda of the Meeting:

FOR		AGAINST		ABSTAINED	
Number of voices	%	Number of voices	%	Number of voices	%
391,390,798	93,4689	0	0,0000	23,613,081	5,6392

When voting on issue No. 6 of the Agenda of the Meeting of the Company, the resolution “To approve the Closed Joint Stock Company “BDO Unicon” the Auditor of the Company for 2010” shall be deemed adopted if the majority of persons who participated at the Meeting with respect to this issue on the Agenda voted for it.

The resolution on issue No. 6 of the Agenda of the Meeting:

To approve the Closed Joint Stock Company “BDO Unicon” the Auditor of the Company for 2010.

THE SEVENTH ISSUE ON THE AGENDA: “*On approval of the interested party transactions*”. The speaker was Lapenkov V.A., Corporate Secretary of the Company, who informed that the Board of Directors of the Company recommended the Annual General Meeting of Shareholders of PIK Group to approve one interested party transaction.

Pursuant to the requirements of the current legislation, the decision on approval of the interested party transaction shall be made by the General Meeting of Shareholders by majority of voices of all shareholders – owners of voting shares that are not interested in a transaction.

The number of voices owned by all persons included into the list of persons entitled to participate at the General Meeting, not interested in execution of the transaction by the Company, with respect to issue No. 7 of the Agenda of the Meeting amounts to 493,260,384.

The number of voices owned with respect to this issue by persons, not interested in execution of the transaction by the Company, which participated at the General Meeting amounts to 418,738,759, that is 84,8920 % of the total number of voices of shareholders, not interested in execution of the transaction, with respect to this issue of the Agenda of the Company.

The following issue was put to vote:

To approve the interested party transaction which may be executed in the future, in the period from June 2010 until July 2011, on the following essential conditions:

Parties: PIK Group (Lender), CJSC «PIK-Region» (Borrower);

Subject matter of the Contract: granting the loan;

Loan term: not more than 1 (one) year;

Loan size: not exceeding RUB 3,000,000,000 (three billion);

Interest rate: not more than 15% per annum.

Grounds for the interested party transaction: Kanaev S.V., the member of the Management Board of PIK Group, also holds the position of the General Director of CJSC “PIK-Region”.

The number of voices given for each option of voting on issue No. 7 of the Agenda of the Meeting:

FOR		AGAINST		ABSTAINED	
Number of voices	%	Number of voices	%	Number of voices	%
389,847,768	79,0350	0	0,0000	25,156,111	5,0999

When voting on issue No. 7 of the Agenda of the Meeting of the Company, the resolution “To approve the interested party transaction which may be executed in the future, in the period from June 2010 until July 2011, on the following essential conditions:

Parties: PIK Group (Lender), CJSC «PIK-Region» (Borrower);

Subject matter of the Contract: granting the loan;

Loan term: not more than 1 (one) year;

Loan size: not exceeding RUB 3,000,000,000 (three billion);

Interest rate: not more than 15% per annum” shall be deemed adopted if the majority of all persons, not interested in the transaction, having the right to vote on this issue of the Agenda of the Meeting of the Company, voted for it.

The resolution on issue No. 7 of the Agenda of the Meeting:

To approve the interested party transaction which may be executed in the future, in the period from June 2010 until July 2011, on the following essential conditions:

Parties: PIK Group (Lender), CJSC «PIK-Region» (Borrower);

Subject matter of the Contract: granting the loan;

Loan term: not more than 1 (one) year;

Loan size: not exceeding RUB 3,000,000,000 (three billion);

Interest rate: not more than 15% per annum.

There were no more issues on the Agenda of the Annual General Meeting of Shareholders of PIK Group. Upon announcement of the voting results and resolutions adopted by the Meeting, Zhukov Y.V., Chairman of the Meeting, announced the Annual General Meeting of Shareholders of PIK Group closed.

Chairman of the Meeting

Y.V.Zhukov

Secretary of the Meeting

V.A.Lapenkov