



Approval of the Regulations on the General Meeting of Shareholders of Public Joint Stock Company "Inter RAO UES".

According to subclause 10.1.22, clause 10.1, Art. 10 of the Charter of JSC "Inter RAO", the issue of approving internal documents regulating to the activity of the Company's corporate bodies falls within the competence of the General Shareholders' Meeting of JSC "Inter RAO".

According to subclause 13.1.7, clause 13.1 of the Company's Charter, the said issue may be proposed for consideration by the General Shareholders' Meeting of the Company only by proposal of the Board of Directors.

The Board of Directors of JSC "Inter RAO" at its meeting on April 7, 2015 (Minutes as of April 09, 2015 № 138) recommended shareholders to approve Regulations on the General Meeting of Shareholders of Public Joint Stock Company Inter RAO UES.

The necessity to adopt the amended Regulations on the General Meeting of Shareholders of the Company (hereinafter, the Regulations) is due to the following factors:

1. Bringing in line with the Civil Code of the Russian Federation (Federal Law No. 99-FZ of May 5, 2014 "On Amendments to Chapter 4 Part One of the Civil Code of the Russian Federation and on Annulment of Certain Provisions of Legislative Acts of the Russian Federation"), in particular:
 - Using in the name of the Company "Public Joint Stock Company" instead of "Open Joint Stock Company";
 - Indication that the functions of the counting commission are performed by the Company's Registrar and other.
2. Bringing the Regulations in line with the Corporate Governance Code approved by the Board of Directors of the Bank of Russia on March 21, 2014 (Letter of the Bank of Russia No. 06-52/2463 dated April 10, 2014, hereinafter, the Code), including in order to comply with the Listing Rules of the Moscow Exchange, in particular:
 - Information on the date of making the list of persons entitled to attend the General Meeting of Shareholders shall be disclosed at least 7 days prior to that date (paragraph 3 of the Code);
 - Notice of holding the General Meeting of Shareholders shall include information on the exact venue of the general meeting, including details of the room in which it will be held (paragraph 5.1 of the Code);
 - Notice of holding the General Meeting of Shareholders shall include information on the documents to be produced for admission to the room where the General Meeting of Shareholders will be held (paragraph 6 of the Code);
 - The agenda of the General Meeting of Shareholders shall indicate who proposed each of the issues included therein. The agenda of the General Meeting of



Shareholders, at which members of management bodies are elected, shall indicate who nominated the candidates (paragraph 8 of the Code);

- And some other matters.
3. Making amendments and additions to the Regulations in accordance with Decree of the Federal Financial Markets Service of Russia N 12-6/pz-n of February 2, 2012 “On Approval of the Regulations on Additional Requirements for the Procedure for Preparing, Convening, and Holding the General Meeting of Shareholders” (hereinafter, the FFMS Regulations), in particular:
- On the procedure for submitting proposals/requirements (paragraph 2.1, paragraph 2.2 of the FFMS Regulations);
 - On the procedure for determining the proportion of voting shares of the shareholder who makes a proposal/requirement (paragraph 2.3 of the FFMS Regulations);
 - On the documents accompanying a proposal/requirement (paragraphs 2.6-2.8 of the FFMS Regulations);
 - On additional information which shall be specified in the notice of holding the General Meeting of Shareholders (paragraph 3.1 of the FFMS Regulations);
 - On additional information to be provided to persons entitled to attend the General Meeting of Shareholders (paragraphs 3.2-3.5 of the FFMS Regulations);
 - And some other matters.
4. Adding alterations of a legal and technical nature.

A more detailed list of amendments and additions to the Regulations on the General Meeting of Shareholders is provided in the summary table of amendments and additions to the Regulations, annexed to this explanatory note

Annual General Meeting of Shareholders is proposed to adopt the following resolutions:

- 1. Approve the Regulations on the General Meeting of Shareholders of Public Joint Stock Company “Inter RAO UES” in accordance with Appendix 7.**
- 2. Declare invalid the Regulations on the Preparing and Holding the General Meeting of Shareholders of JSC Inter RAO approved by the General Meeting of Shareholders on May 25, 2014 (p. 10 of Minutes of the General Meeting No.14 dated May 25, 2014).**



SUMMARY SHEET

of changes and amendments to the Regulations on the General Meeting of Shareholders of JSC Inter RAO

yellow - changes in accordance with the Civil Code of the Russian Federation, the Federal Law on Joint Stock Companies

green - changes in accordance with the Corporate Governance Code (CGC)

light green - in accordance with the Order of the Federal Financial Markets Service (FFMS) on additional requirements to the GMS

blue - legal and technical changes

# Item	No. of article (paragraph, subparagraph) Regulations	Current version	Proposed revision	Comments
1. GENERAL				
1.	Front sheet	Regulations on the procedure for preparing and holding the General Meeting of Shareholders of Open Joint Stock Company Inter RAO UES.	Regulations on the General Meeting of Shareholders of Open Joint Stock Company Inter RAO UES.	<i>Bringing to conformity with other titles of the Regulations on administrative and supervising bodies of the Company: Regulations on the Board of Directors, Regulations on the Audit Committee, Regulations on the management Board of Directors.</i>
2.	1.1.	This Regulation is designed in accordance with the Civil Code of the Russian Federation, the Federal Law on Joint Stock Companies, other normative and legal acts of the Russian Federation and the Articles of Association of open joint-stock	This Regulation is designed in accordance with the Civil Code of the Russian Federation, the Federal Law on Joint Stock Companies, other normative and legal acts of the Russian Federation and the Articles of Association of public joint-stock company Inter RAO UES (hereinafter, the Company) and determines the procedure for preparing	<i>Bringing to conformity with the Civil Code of the Russian Federation (par. 7 Art. 3 FZ dated 05.05.2014 No. 99-FZ "On amendments to Chapter 4 of Part 1 of the Civil Code of the Russian Federation and on the</i>



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		company Inter RAO UES (hereinafter, the Company) and determines the procedure for preparing and holding of the General Meeting of Shareholders of the Company (the General Meeting of Shareholders).	and holding of the General Meeting of Shareholders of the Company (the General Meeting of Shareholders).	<i>repeal of individual provisions of the legislative acts of the Russian Federation, hereinafter referred to as the Law on Changes).</i>
2. PROPOSAL FOR THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS. REQUEST FOR CONVENING OF THE GENERAL MEETING OF SHAREHOLDERS				
	2.1.1. 2.1.2. 2.1.3. 2.1.4. 2.2.1. 2.2.2. 2.2.3. 2.2.4. 2.2.5. 2.2.6. 2.2.7. 2.2.8.	-	<p>2.1. General provisions.</p> <p>2.1.1. Proposals to include issues into the agenda of the General Meeting of Shareholders and proposals on the nomination of candidates for administrative and other bodies of the Company (hereinafter, the Proposals for the Agenda) shall be made and requests to convene an extraordinary General Meeting of Shareholders shall be submitted in accordance with the legislation of the Russian Federation, the Articles of Association of the Company and the present Regulations.</p> <p>2.1.2. Shareholders (shareholder), who together own at least 2 per cent of the voting shares of the Company, shall be entitled to make suggestions on the agenda of the annual General Meeting of Shareholders and nominate candidates for the Board of Directors, the Audit Committee of the Company, the number of which may not exceed the number of members of the body concerned, not</p>	<p><i>It is proposed to include a new article in the Regulations, which governs the order and special conditions for submitting of proposals of shareholders for their inclusion in the agenda of the GMS, proposals on the nomination of candidates for governing and supervising bodies of the Company, requirements to the GMS, in accordance with the current legislation of the Russian Federation.</i></p> <p><i>For a holistic perception of Article 2, it was supplemented to</i></p>



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			<p>later than within 60 days after the end of the fiscal year.</p> <p>2.1.3. In the event if the proposed agenda of the extraordinary General Meeting of Shareholders contains the issue of electing members of the Board of Directors of the Company, the shareholders (shareholder), who together own at least 2 per cent of the voting shares of the Company, shall have the right to propose their candidates for election to the Board of Directors of the Company, the number of which may not exceed the number of members of the Board of Directors of the Company. Such proposals should be received by the Company no later than within 30 days before the date of the extraordinary General Meeting of Shareholders.</p> <p>2.1.4. The extraordinary General Meeting of Shareholders of the Company shall be carried out by the decision of the Board of Directors of the Company under its own initiative, requirements of the Audit Committee of the Company, the Auditor of the Company and the shareholders (shareholder), who together own at least 10 per cent of the voting shares of the Company as of the date of submission of the request.</p> <p>2.2. Submission of proposals for the agenda of the General Meeting of Shareholders and requests to convene the General Meeting of Shareholders.</p> <p>2.2.1. Proposals to include issues in the agenda and</p>	<p><i>include the items that contain relevant information, similar in content to the items of the Company's Articles of Association.</i></p> <p><i>Par. 2.2.1.-2.2.6. now takes into account additional requirements to the modalities of holding of the GMS, established by the Order of the FFMS of Russia, dated 02.02.2012 No. 12-6/pz-n "On the approval of additional requirements to the preparation, convening and holding of general meetings of shareholders" (hereinafter, the Regulation of the FFMS):</i></p> <ul style="list-style-type: none"> <i>- on the procedure for submission of proposals/requests (par. 2.1., par. 2.2. Regulations of the FFMS);</i> <i>- on the procedure for determining of the percentage of voting shares of a shareholder, submitting the proposal/request (par. 2.3.</i>



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			<p>requests to convene an extraordinary General Meeting of Shareholder shall be submitted by:</p> <p>2.2.1.1.post or via a courier at the location of the executive body of the Company, specified in the Unified State Register of Legal Entities and disclosed on the website of the Company at www.interrao.ru;</p> <p>2.2.1.2.delivery against receipt to the person, authorized to receive written mail, addressed to the Company.</p> <p>2.2.2. Proposals to be included in the agenda and requests to convene an extraordinary General Meeting of Shareholders shall be deemed received from those shareholders, who (representatives of whom) put their signatures on the documents.</p> <p>2.2.3. The percentage of voting shares, owned by the shareholders (stockholder), suggesting to include the proposal in the agenda of the General Meeting of Shareholders, shall be determined as of the date of any such proposal. The percentage of voting shares, owned by the shareholders (stockholder), requesting to convene an extraordinary the General Meeting of Shareholders, shall be determined as of the date of any such request.</p> <p>2.2.4. If the proposal to be included in the agenda or the request to convene an extraordinary General Meeting of Shareholders is signed by a representative of the</p>	<p><i>Regulations of the FFMS);</i> <i>- on documents, enclosed with the proposal/request (par. 2.6-2.8. of the Regulations of the FFMS);</i></p> <p><i>Par. 2.1.2., 2.2.7., 2.2.8. take into account the recommendations of the Corporate Governance Code (p. 13, par. 14, par. 15 of Section I, Part B).</i></p>



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			<p>shareholder, authorized based on a power of attorney, such a proposal (request) shall be accompanied by the power of attorney (a copy of the power of attorney, certified in the prescribed manner) that contains information about the submitting person and his/her representative, which, in accordance with the Federal law on joint-stock companies, must be contained in the power of attorney for voting, set out in accordance with the requirements of the Federal law on joint-stock companies for the execution of a power of attorney for voting.</p> <p>2.2.5. If the proposal to be included in the agenda or the request to convene an extraordinary General Meeting of Shareholders is signed by a shareholder (his/her representative), the rights to the shares of whom are recorded on a custody account in the depository, that takes into account the rights to the shares, such a proposal/request shall be accompanied by the statement on the custody account of the shareholder in the relevant depository.</p> <p>2.2.6. When nominating candidates to the Board of Directors, the Management Board, the Audit Committee, as well as when nominating a candidate to the position of a sole executive body, the proposal on the nomination of a candidate shall contain information about the candidate's consent to his/her nomination, as well as other information</p>	



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			<p>about the candidate (application form), as provided by internal regulations of the Company in relation to the relevant body, which the candidate is being nominated to.</p> <p>2.2.7. The Company shall not refuse to include a proposed issue in the agenda of the GMS, and/or candidate (candidates) in the list of candidates for election to governing bodies of the Company, if such a proposal contains typographical or other minor errors but its contents as a whole allows determining the will of the shareholder and confirms his/her right to submit proposals.</p> <p>If there are significant shortcomings in the proposal of a shareholder, the Company shall notify the shareholder sufficiently in advance to provide him/her an opportunity to correct them prior to the adoption by the Board of Directors of the decision on approving of the agenda of the General Meeting of Shareholders and the list of candidates for election to relevant bodies of the Company.</p> <p>2.2.8. Shareholders have the right to send their requests to the Company to convene the General Meeting of Shareholders, proposals on the nomination of candidates for governing bodies of the Company and proposals to include issues into the agenda of the General Meeting of Shareholders, using modern means of communication in accordance with the current legislation of the Russian</p>	



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			Federation.	
3. CONVENING AND PREPARING FOR THE GENERAL MEETING OF SHAREHOLDERS				
	3.1.	2.1. The decision to convene the General Meeting of Shareholders shall be made by the Board of Directors of the Company.	3.1. Convening of the General Meeting of Shareholders 3.1.1. The decision to convene the General Meeting of Shareholders shall be made by the Board of Directors of the Company. 3.1.2. Decisions on the issues, related to preparation and holding of the General Meeting of Shareholders, may be made when deciding to convene the General Meeting of Shareholders, as well as at other times, when preparing to hold it within the time, required for the provision of information and materials to shareholders.	<i>A legal and technical change for adopting decisions within the terms, stipulated by the legislation of the Russian Federation.</i>
	3.2.	-	3.2. Preparing for the General Meeting of Shareholders.	<i>A legal and technical change, adding the title of the item.</i>
	3.2.1.3.	c) on the determining of the agenda of the General Meeting of Shareholders;	3.2.1.3. on the adoption of the agenda of the General Meeting of Shareholders;	<i>A legal and technical change. Compliance with Par. 13.1.4. of the Articles of Association.</i>
	3.2.1.10.	k) on the election of the Secretary of the General Meeting of Shareholders, and, in	3.2.1.10. on the election of the Secretary of the General Meeting of Shareholders;	<i>Bringing to conformity with the Civil Code of the Russian Federation. In</i>



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		<p>case if the number of shareholders-owners of voting shares of the Company is no more than 100 (one hundred) and the Counting Committee has not been established by the Company, the person, performing the function of the Company's Counting Committee;</p>		<p><i>accordance with par. 5 of Article 3 of the Federal law, dated 02.07.2013 No. 142-FZ, "On amendments to Subsection 3 of Section 1 of Part 1 of the Civil Code of the Russian Federation, from 01.10.2014 the register of shareholders shall be exercised by the Registrar only.</i></p> <p><i>In accordance with subpar. 1, 2 of par. 3 of Art. 67.1 of the Federal law on joint-stock companies, the adoption of decisions and the composition of shareholders, participating in the General Meeting of Shareholders, shall be subject to confirming by the person, maintaining the register of shareholders by means of exercising the powers of the Counting Committee.</i></p> <p><i>In addition, the number of shareholders-owners of voting</i></p>



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				<i>shares is more than 300,000.</i>
	3.	<p>3. Special conditions of the convening of the extraordinary General Meeting of Shareholders</p> <p>3.1. The extraordinary General Meeting of Shareholders of the Company shall be carried out by the decision of the Board of Directors of the Company under its own initiative, requirements of the Audit Committee of the Company, the Auditor of the Company and the shareholders (shareholder), who together own at least 10 per cent of the voting shares of the Company as of the date of submission of the request.</p> <p>3.2. In the event if within 5 (five) days from the date of submission of the request to convene the extraordinary General Meeting of Shareholders the Board of Directors has not made the decision to convene the extraordinary General Meeting of Shareholders or</p>	<i>Remove</i>	<p><i>A legal and technical change.</i></p> <p><i>It is proposed to remove this article from the Regulations in order to avoid duplication par. 11.2. of the Articles of Association of the Company.</i></p>



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		decided to refuse to convene it, a body of the Company or a person, requiring its convocation, may apply to the court with a demand for compulsion of the Company to hold the extraordinary General Meeting of Shareholders.		
4. INFORMATION SUPPORT FOR THE GENERAL MEETING OF SHAREHOLDERS				
	4.1.	<p>4.1. The announcement about holding the General Meeting of Shareholders and information materials on the agenda of the General Meeting of Shareholders shall be posted on the Company's website on the Internet within the period, prescribed by the Articles of Association of the Company.</p> <p>It is recommended to post the indicated notification and materials in English as well.</p>	<p>4.1.General provisions.</p> <p>4.1.1. The announcement about holding the General Meeting of Shareholders and information materials on the agenda of the General Meeting of Shareholders shall be posted on the Company's website on the Internet within the period, prescribed by the Articles of Association of the Company.</p> <p>It is recommended to post the indicated notification and materials in English as well.</p>	<i>A legal and technical change, adding the title of the item.</i>
	4.2.	<p>4.2. Information on the date of making the list of persons, entitled to participate in the General Meeting of</p>	<p>4.2. The list of persons, entitled to participate in the General Meeting of Shareholders.</p> <p>4.2.1. Information on the date of making the list of</p>	<i>It is proposed to single it out as a separate article - 4.2. The list of persons, entitled to participate in the</i>



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		Shareholders, shall be disclosed no later than within 5 days prior to such date.	<p>persons, entitled to participate in the General Meeting of Shareholders, shall be disclosed no later than within 7 days prior to such date.</p> <p>4.2.2. The list of persons, entitled to participate in the General Meeting of Shareholders (or its copy), shall be provided by the Company from the date of receipt for further examination by the persons, included in the list and having at least 1 (One) percent of the voting shares of the Company. These documents and mail addresses of the persons, included in this list, shall be available only with the consent of the persons concerned.</p> <p>4.2.3. Getting familiar with the list of persons, entitled to participate in the General Meeting of Shareholders, shall take place at the location of the executive body of the Company.</p>	<i>General Meeting of Shareholders. Given par. 3, par. 12 of the Section I, Part B of the CGC.</i>
	4.3.	-	<p>4.3. Notification on holding of the General Meeting of Shareholders.</p> <p>4.3.1. The notification on holding of the General Meeting of Shareholders shall include:</p> <p>4.3.1.1. the Company's full name and location;</p> <p>4.3.1.2. the form of holding of the General Meeting of</p>	<i>It is proposed to include a new article into the Regulations - The notification on holding of the General Meeting of Shareholders, defining the list of information, subject to inclusion in the</i>



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			<p>Shareholders.</p> <p>4.3.1.3. the date of the General Meeting of Shareholders (deadline for ballots);</p> <p>4.3.1.4. mail address, which completed ballots may be sent to;</p> <p>4.3.1.5. the date of making the list of persons, entitled to participate in the General Meeting of Shareholders;</p> <p>4.3.1.6. the agenda of the General Meeting of Shareholders (indicating those, who have proposed each of the issues; if the agenda contains a question about election of members of the governing bodies of the Company, indicating those, who have nominated candidates);</p> <p>4.3.1.7. the order of accessing the information (materials), to be provided in preparation to the General Meeting of Shareholders, and the location (addresses), where it is available;</p> <p>4.3.1.8. information about shareholders' right to demand redemption of their shares by the Company, price and procedures of such repurchase (if the agenda of the General Meeting of Shareholders</p>	<p><i>notification on holding of the GMS.</i></p> <p><i>In accordance with Par. 2 of Art. 52 of the Federal law on joint-stock companies, according to par. 3.1. of the Regulations of the FFMS, taking into account par. 5.1, par. 6, par. 8 of the Section I, Part B of the CGC.</i></p>



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			<p>includes the issues, voting on which may give rise to the right to demand redemption of shares by the Company according to the Federal law on joint stock companies).</p> <p>4.3.2. The notification on holding of the General Meeting of Shareholders in the form of a meeting, in addition to the information, specified in par. 4.3.1. of the present Regulations, shall also specify:</p> <p>4.3.2.1. a venue of the General Meeting of Shareholders (address of holding of the General Meeting of Shareholders, information on the room, in which the General Meeting of Shareholders will be held);</p> <p>4.3.2.2. date of holding of the General Meeting of Shareholders.</p> <p>4.3.2.3. time of the registration of persons, participating in the General Meeting of Shareholders;</p> <p>4.3.2.4. venue of the registration of persons, participating in the General Meeting of Shareholders;</p> <p>4.3.2.5. information about documents that are required for admission to the premises, where the General Meeting of Shareholders is to be held;</p>	



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			4.3.2.6. information on travel to the venue, where the General Meeting of Shareholders is to be held.	
	4.4.	-	<p>4.4. The information (materials) to be provided to the persons, entitled to participate in the General Meeting of Shareholders.</p> <p>4.4.1. The information (materials) to be provided to the persons, entitled to participate in the General Meeting of Shareholders, shall include:</p> <p>4.4.1.1. draft decisions of the General Meeting of Shareholders</p> <p>4.4.1.2. explanatory notes on the need for making such decisions and explaining the implications of such decisions for the Company and its shareholders in the event of their adoption;</p> <p>4.4.1.3. information on the position of the Board of Directors regarding the agenda of the General Meeting of Shareholders, and dissenting opinions of members of the Board of Directors for each issue on the agenda, if available;</p> <p>4.4.1.4. When considering approving of transactions, in which there is interest - the list of persons, recognized as parties, interested in the transaction,</p>	<p><i>It is proposed to include a new article to the Regulations - Information (materials) to be provided to the persons, entitled to participate in the General Meeting of Shareholders, setting out a list of information to be provided to the persons, entitled to participate in the General Meeting of Shareholders.</i></p> <p><i>In accordance with Par. 3 of Art. 52 of the Federal law on joint-stock companies, according to par. 3.2.-3.5. Regulations of the FFMS, par. 6, par. 10.1-10.8., 10.10. of the Section I, Part B of the CGC.</i></p>



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			<p>with an indication of grounds, on which such persons are concerned;</p> <p>4.4.1.5. a sample form of a power of attorney, which a shareholder of the Company may grant to his/her representative to participate in the General Meeting of Shareholders of the Company, information on certification of such a power of attorney;</p> <p>4.4.1.6. information about results of the evaluation of the market value of the assets, recorded in as the payment of additional shares, placed by the Company, as well as the property and (or) shares of the Company, if such an evaluation has been carried out by an independent assessor, or other information, sufficient to permit the shareholder to form an opinion about the real value of the property.</p> <p>4.4.2. The information (materials) to be provided to the persons, entitled to participate in the Annual General Meeting of Shareholders, shall include:</p> <p>4.4.2.1. annual financial statements;</p> <p>4.4.2.2. the conclusion of the Auditor;</p> <p>4.4.2.3. the conclusion the Audit Committee of the Company, based on the audit of the Company's</p>	



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			<p>annual financial statements;</p> <p>4.4.2.4. the Company's Annual Report;</p> <p>4.4.2.5. the conclusion of the Audit Committee on reliability of the data, contained in the Annual Report of the Company;</p> <p>4.4.2.6. information on shareholders' agreements, concluded within a year prior to the date of holding of the Annual General Meeting of Shareholders under par. 5 of Article 32.1 of the Federal law on joint-stock companies (if any);</p> <p>4.4.2.7. information about candidates for the position of auditors of the Company, including the name of an SRO of auditors, a member of which such a candidate for the position of auditors of the Company is, the description of procedures, employed in the selection of external auditors to ensure their independence and objectivity, the proposed remuneration for external auditors for rendering of audit and non-audit services (including information on compensatory payments and other costs, related to the involvement of the Auditor), other important terms of the contracts, concluded with auditors of the Company.</p>	



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			<p>4.4.3. Additional information (materials), provided to the persons, entitled to participate in the General Meeting of Shareholders, the agenda of which includes the election of members of the Board of Directors, members of the Audit Committee, members of the Management Board, on the formation of a sole executive body, on the transfer of powers of the sole executive body to a managing organization or a director, shall include:</p> <p>4.4.3.1. information about candidates, including information about their work experience and biographies, as well as on their compliance with the requirements for membership in the Company, if such requirements are established by the legislation of the Russian Federation, information on the managing organization (including its association with persons, who supervise the activities of the Company) or the Director;</p> <p>4.4.3.2. information about the availability or absence of a written consent of the persons, nominated for election to a relevant body of the Company.</p> <p>4.4.4. Additional information (materials), provided</p>	



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			<p>to the persons, entitled to participate in the General Meeting of Shareholders, the agenda of which includes voting on such issues that might give rise to the right to demand redemption of shares of the Company, shall be as follows:</p> <p>4.4.4.1. report of an independent appraiser on the market value of Company’s shares, request for redemption of which may be submitted to the Company;</p> <p>4.4.4.2. calculation of the net value of Company’s assets according to the financial statements for the last completed reporting period;</p> <p>4.4.4.3. minutes (extract from the minutes) of the meeting of the Board of Directors of the Company, which adopted the decision on the determination of the redemption price of Company’s shares, indicating the redemption price.</p> <p>4.4.5. Additional information (materials) provided to the persons entitled to participate in the General Meeting, which agenda includes the issue of the Company reorganization, includes:</p> <p>4.4.5.1. draft decision on division, separation or</p>	



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			<p>reorganization, or agreement (draft agreement) on the merger or acquisition concluded between the companies involved in the merger or acquisition;</p> <p>4.4.5.2. justification of conditions and procedure of the Company reorganization contained in the decision on division, separation or reorganization or in the agreement on merger or acquisition, approved (adopted) by the authorized body of the Company;</p> <p>4.4.5.3. certificate of ownership and merger (separation balance sheet);</p> <p>4.4.5.4. annual reports and annual financial statements of all organizations involved in the reorganization for three completed fiscal years preceding the date of the General Meeting, or for each completed fiscal year since the establishment of the organization, if the organization conducts its business less than three years;</p> <p>4.4.5.5. quarterly financial statements of all companies involved in the reorganization, for the last completed quarter preceding the date of the General Meeting of Shareholders.</p> <p>4.4.6. Additional information (materials) provided</p>	



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			<p>to the persons entitled to participate in the General Meeting, which agenda includes the issue on Amendments to the Articles of Association of the Company and (or) its internal documents, includes:</p> <p>4.4.6.1. draft amendments to the Articles of Association of the Company, or draft Articles of Association in the new revision;</p> <p>4.4.6.2. draft internal documents of the Company;</p> <p>4.4.6.3. table comparing the amendments with the current revision, justification of the adoption of appropriate decisions and clarification of the implications that may occur to the Company and its shareholders in the event of their adoption.</p> <p>4.4.7. Additional information (materials) provided to the persons entitled to participate in the General Meeting, which agenda includes the issue on the distribution of profits (including payment (declaration) of dividends) and losses of the Company, includes:</p> <p>4.4.7.1. recommendation of the Board of Directors on the distribution of profit, including the amount of the dividend on shares of the Company and its payment</p>	



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			<p>procedure, and losses of the Company for the financial year;</p> <p>4.4.7.2. justification of the proposed distribution of net profit and assessment of its conformity with Company's dividend policy, including the payment of dividends and Company's internal needs, with explanations and economic justifications in the direction of a certain part of the net profit for internal needs;</p> <p>4.4.7.3. information on corporate actions that have caused the deterioration of dividend rights of shareholders and (or) dilution of their shares, as well as court decisions that established facts that shareholders used other ways, in addition to dividends and liquidation value, to generate income at the expense of the Company;</p> <p>4.4.7.4. other information required by the Regulations on the Company's dividend policy.</p> <p>4.4.8. Persons entitled to participate in the General Meeting of Shareholders may be also provided with other information (materials) in accordance with the legislation of the Russian Federation or the decision of</p>	



# Item	No. of article (paragraph, subparagraph) Regulations	Current version	Proposed revision	Comments
			the Board of Directors.	
	4.5.	<p>4.3. Minutes of the General Meeting of Shareholders shall be published on the Company's website in Russian and English.</p> <p>Shareholders of the Company, when nominating the candidates for the Board of Directors, shall provide information about the candidates in accordance with the Regulations on the Board of Directors of JSC Inter RAO.</p> <p>4.4. Information about the candidates that is submitted to the Board of Directors of the Company shall be made available to all shareholders of the Company, along with other information materials concerning the agenda of the General Meeting of Shareholders.</p>	<p>4.5. Minutes of the General Meeting of Shareholders shall be published on the Company's website at the earliest opportunity in Russian and English.</p>	
	4.6.	-	<p>During the preparation for the General Meeting of the Shareholders, the Company shall maintain a special telephone channel (hotline) for communication with shareholders and open a special email address.</p>	



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			Information on the telephone channel (hotline) and e-mail address shall be posted on the Company's website as part of the materials for the Meeting. Current telephone channel (hot line) may be used for these purposes and additional telephone line may be provided, if necessary.	
5. THE GENERAL MEETING OF SHAREHOLDERS IN THE FORM OF A MEETING				
	5.1.2.	-	5.1.2. General Meeting of Shareholders, whose agenda includes the issue on the election of the Board of Directors, the Audit Committee of the Company, approval of the Auditor of the Company and approval of annual reports, annual financial statements, including the statements of profit and loss statement (accounts of profit and loss) of the Company, and distribution of profits (including payment (declaration) of dividends, except for profits distributed as dividends for the first quarter, six months, nine months of the fiscal year) and losses of the Company for the financial year, is conducted only in the form of a meeting.	
	5.2.	-	5.2. Persons invited to the General Meeting of Shareholders.	



# Item	No. of article (paragraph, subparagraph) Regulations	Current version	Proposed revision	Comments
			<p>5.2.1. The Company invites shareholders to the General Meeting and provides shareholders with the opportunity to ask questions and get the answers from the following persons:</p> <p>5.2.1.1. The sole executive body of the Company;</p> <p>5.2.1.2. Chief accountant of the Company;</p> <p>5.2.1.3. Members of the Board of Directors;</p> <p>5.2.1.4. Members of the Audit Committee of the Company;</p> <p>5.2.1.5. Members of the Management Board;</p> <p>5.2.1.6. Members of the committees of the Board of Directors of the Company;</p> <p>5.2.1.7. Auditor of the Company;</p> <p>5.2.1.8. Candidates to the Board of Directors and the Audit Committee of the Company.</p>	
	5.3.1.	-	<p>5.3.1. Persons included in the list of persons entitled to participate in the General Meeting, persons who gained the rights of such persons to the shares by inheritance or reorganization, or their representatives, acting in accordance with the powers based on federal laws or regulations of authorized state agencies or local governments, or power of attorney prepared in</p>	<p><i>In accordance with paragraph 4.1. of the Regulations of the Federal Financial Markets Service.</i></p>



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			writing in accordance with the legislation of the Russian Federation, may participate in the General Meeting of Shareholders.	
	5.3.2.	<p>5.1.1. Registration of persons entitled to participate in the General Meeting of Shareholders shall be performed by the Counting Commission or other person acting as the Counting Commission at the place of the General Meeting of Shareholders specified in the Notice of meeting.</p> <p>Registration of persons entitled to participate in the General Meeting begins at the time specified in the Notice of meeting.</p>	<p>5.3.2. Registration of persons entitled to participate in the General Meeting of Shareholders shall be performed by the Registrar of the Company, exercising the functions of the Counting Commission, (hereinafter – Registrar), at the place of the General Meeting of Shareholders specified in the Notice of meeting.</p> <p>Registration of persons entitled to participate in the General Meeting begins at the time specified in the Notice of meeting.</p>	<p><i>Harmonization with the Civil Code of the Russian Federation. In accordance with paragraph 5 of Article 3 of the Federal Law dated July 2, 2013 No. 142-FZ On Amendments to Subsection 3 of Section I of the Civil Code of the Russian Federation, starting from January 10, 2014 the register of shareholders of a joint stock company shall be maintained only by the registrar.</i></p> <p><i>In accordance with paragraphs 1 and 2 of provision 3 of Article 67.1 of the Federal Law “On Joint Stock Companies”, decision-making and the structure of shareholders, who took part in the meeting, shall be confirmed by a person who</i></p>



# Item	No. of article (paragraph, subparagraph) Regulations	Current version	Proposed revision	Comments
				<p><i>maintains the register of shareholders of the joint stock company, by performing the duties of the Counting Commission.</i></p> <p><i>Harmonization with the new wording of paragraph 4 of Article 62 of the Federal Law “On Joint Stock Companies”.</i></p>
	5.3.4.	-	<p>5.3.4. When registering, a shareholder (or his/her representative) who came to General Meeting of Shareholders shall exhibit the following documents:</p> <p>5.3.4.1. shareholder - natural person - the document (s) of identification that allows identifying him/her in the list of persons entitled to participate in the General Meeting of Shareholders;</p> <p>5.3.4.2. representative of the shareholder - natural person - a power of attorney on behalf of a natural person, certified in accordance with the requirements of the legislation, and the document (s) of identification of the representative;</p> <p>5.3.4.3. person representing the shareholder - legal entity without power of attorney by operation of law or</p>	<p><i>In accordance with paragraph 17, Section I, Part “B” of the Corporate Governance Code.</i></p>



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			<p>Articles of Association documents, - a copy of Articles of Association documents of the shareholder - legal entity and the document (s) confirming its powers (in particular, a copy of decision on the election or appointment), and the document (documents) confirming the identity;</p> <p>5.3.4.4. representative of the shareholder - legal entity - a power of attorney on behalf of the legal person, certified in accordance with the requirements of the legislation, and the document (s) confirming the identity of the representative;</p> <p>5.3.4.5. representative of the shareholder - state or municipal formation acting without a power of attorney based on federal laws or regulations of authorized state agencies or local governments, - the document (s) confirming the existence of respective powers (official identification, directives for voting, etc.), and the document (s) confirming the identity.</p>	
	<p>5.3.5.</p>	<p>5.1.3. When registering, a shareholder (or his/her representative, assignee), who comes to General Meeting of Shareholders, exhibits a</p>	<p>5.3.5. Assignees of persons included in the list of persons entitled to participate in the General Meeting of Shareholders, during registration for the General Meeting of Shareholders, shall exhibit documents confirming their</p>	<p><i>It is proposed to delete the first paragraph to avoid the duplication of paragraph 5.3.4. of Regulations (suggested revision) regarding</i></p>



# Item	No. of article (paragraph, subparagraph) Regulations	Current version	Proposed revision	Comments
		<p>passport or other identification document.</p> <p>Assignees and representatives of persons included in the list of persons entitled to participate in the General Meeting of Shareholders, during registration for the General Meeting of Shareholders, shall exhibit documents confirming their powers to the Counting Commission or the person acting as Counting Commission.</p> <p>The list of documents certifying the credentials of representatives and assignees of the persons included in the list of persons entitled to participate in the General Meeting of Shareholders shall be determined in accordance with the legislation.</p> <p>If an assignee or a representative of the shareholder fails to exhibit the specified documents, he/she shall not be entitled to participate in the General Meeting of</p>	<p>powers to the Registrar.</p> <p>The list of documents certifying the credentials of the assignees of the persons included in the list of persons entitled to participate in the General Meeting of Shareholders shall be determined in accordance with the legislation of the Russian Federation.</p> <p>5.3.6. If an assignee or a representative of the shareholder fails to exhibit the documents specified in paragraphs 5.3.4. and 5.3.5. of these Regulations, he/she shall not be entitled to participate in the General Meeting of Shareholders.</p>	<p><i>documents represented by a shareholder (his/her representative) during registration for the GMS (General Meeting of Shareholders). Paragraph 5.3.5. in the proposed wording specifies the list of necessary documents for the registration of assignees of persons included in the list of persons entitled to participate in the GMS. See comments to paragraph 18 of this table.</i></p>



# Item	No. of article (paragraph, subparagraph) Regulations	Current version	Proposed revision	Comments
		Shareholders.		
	5.4.1.	5.2.1. Representative of the Counting Commission or any other person acting as the Counting Commission announces the presence of a quorum on the agenda of the General Meeting of Shareholders at the time, which is the start of the General Meeting of Shareholders in accordance with the Notice of the General Meeting.	5.4.1. Representative of the Registrar announces the presence of a quorum on the agenda of the General Meeting of Shareholders at the time, which is the start of the General Meeting of Shareholders in accordance with the Notice of the General Meeting.	See comments to paragraph 18 of this table.
	5.5.3.	5.3.3. Secretary of the General Meeting of Shareholders passes statements and questions from shareholders to the Chairman of the General Meeting of Shareholders. If at the moment of opening of the General Meeting of Shareholders, there is a quorum only on certain issues on the agenda, at the end of the discussion of the last question, the representative of the Counting Commission or any other person acting as the Counting	5.5.3. Secretary of the General Meeting of Shareholders passes statements and questions from shareholders to the Chairman of the General Meeting of Shareholders. If at the time of opening of the General Meeting of Shareholders, there is a quorum only on certain issues on the agenda, at the end of the discussion of the last question, the representative of the Registrar announces the presence or absence of a quorum for other issues on the agenda.	See comments to paragraph 18 of this table.



# Item	No. of article (paragraph, subparagraph) Regulations	Current version	Proposed revision	Comments
		Commission announces the presence or absence of a quorum for other issues on the agenda.		
	5.6.5.	-	5.6.5. A person completing the voting ballot shall be entitled, up to the end of the General Meeting of Shareholders, to demand the certification a copy of his/her completed voting ballot by the representatives of the Registrar. A copy of completed voting ballot is made at the expense of the person claiming the copy.	<i>In accordance with paragraph 23, Section I, Part "B" of the Corporate Governance Code.</i>
	5.7.1.	5.5.1. Counting of votes and summarization of voting results on the agenda items of the General Meeting of Shareholders shall be performed by the Counting Commission or any other person performing the functions of the Counting Commission in accordance with the requirements of the legislation.	5.7.1. Counting of votes and summarization of voting results on the agenda items of the General Meeting of Shareholders shall be performed by the Registrar.	<i>See comments to paragraph 18 of this table.</i>
	5.7.3.	5.5.3. If voting results and resolutions adopted by the General Meeting of Shareholders are not announced at the General Meeting, then no later than four (4) working days after the end of the	5.7.3. Voting results and resolutions adopted by the General Meeting of Shareholders, no later than four (4) working days after the end of the General Meeting of Shareholders or the deadline for receipt of voting ballots during the General Meeting of Shareholders, in the form	<i>Harmonization with the new wording of paragraph 4 of Article 62 of the Federal Law "On Joint Stock Companies".</i>



# Item	No. of article (paragraph, subparagraph) Regulations	Current version	Proposed revision	Comments
		<p>General Meeting of Shareholders or the deadline for receipt of voting ballots during the General Meeting of Shareholders in the form of absentee voting, decisions adopted by the General Meeting of Shareholders and voting results in the form of a report on the results of voting shall be brought to the attention of the persons included in the list of persons entitled to participate in the General Meeting of Shareholders in the manner prescribed by the Articles of Association for notification of the General Meeting of Shareholders, unless otherwise provided by the Articles of Association.</p>	<p>of absentee voting, in the form of a report on the results of voting shall be brought to the attention of the persons included in the list of persons entitled to participate in the General Meeting of Shareholders in the manner prescribed by the Articles of Association for notification of the General Meeting of Shareholders, unless otherwise provided by the Articles of Association.</p>	
6. GENERAL MEETING BY ABSENTEE VOTING				
	6.3.	<p>6.3. Completed voting ballots can be sent to the Company by registered mail, handed over with signed acknowledgement of the person acting as the sole executive body, a person authorized to receive mail addressed to the</p>	<p>6.3. Completed voting ballots can be sent to the Company by registered mail, handed over with signed acknowledgement of the person acting as the sole executive body, a person authorized to receive mail addressed to the Company, and directed to the Registrar.</p>	<p><i>See comments to paragraph 18 of this table.</i></p>



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		Company, and directed to the Registrar of the Company (if he/she performs the functions of the Counting Commission).		
	6.4.	6.4. The person performing the functions of the sole executive body of the Company organizes the collection, preservation and transfer of completed voting ballots to the Counting Commission or any other person performing the functions of the Counting Commission.	6.4. The person performing the functions of the sole executive body of the Company organizes the collection, preservation and transfer of completed voting ballots to the Registrar.	See comments to paragraph 18 of this table.
7. WORKING BODIES OF THE GENERAL MEETING OF SHAREHOLDERS				
	7.1.1.2.	7.1. b) Counting Commission;	7.1.1.2. Registrar of the Company performing the functions of the Counting Commission;	See comments to paragraph 18 of this table.
		7.4. The functions of the Counting Commission at the General Meeting are performed by the professional securities market participant, who maintains the register of shareholders of the Company (Registrar of the Company). If the number of shareholders-owners of voting shares does not exceed	7.4. The functions of the Counting Commission at the General Meeting are performed by the Registrar of the Company who maintains the register of its shareholders.	See comments to paragraph 18 of this table.



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		one hundred (100), the functions of the Counting Commission of the General Meeting of Shareholders can be performed by a person authorized by the Board Directors of the Company.		
	7.5.	7.5. Counting Commission performs the following functions:	7.5. Registrar performs the following functions:	See comments to paragraph 18 of this table.
	7.5.1.10.	l) other functions provided by the legislation of the Russian Federation and the Articles of Association, and the agreement between the Company and the Registrar (if he/she performs the functions of the Counting Commission).	7.5.1.10. other functions provided by the legislation of the Russian Federation and the Articles of Association, and the agreement between the Company and the Registrar.	See comments to paragraph 18 of this table.



APPROVED

by annual General Meeting of Shareholders of
Open Joint Stock Company Inter RAO of May
____, 2015 (minutes No. 15 of May ____, 2015)

Chairperson of the annual General Meeting of
Shareholders of Open Joint Stock Company
Inter RAO

_____ / _____ /

R E G U L A T I O N S
ON GENERAL MEETING OF SHAREHOLDERS
Public Joint Stock Company
Inter RAO UES



Moscow
2015



1. GENERAL

1.1. These Regulations have been developed in accordance with the Civil Code of the Russian Federation, the Federal Law “On Joint-Stock Companies,” other Russian regulations and the Articles of Association of Public Joint Stock Company Inter RAO UES (hereinafter, the “Company”), and set out the procedure to prepare and hold the General Meeting of Shareholders of the Company (hereinafter, the “General Meeting of Shareholders”).

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

1.3. In its activities, the General Meeting of Shareholders shall follow Russian laws, Company’s Articles of Association and these Regulations.

2. PROPOSING AGENDA OF GENERAL MEETING OF SHAREHOLDERS. CALL TO HOLD GENERAL MEETING OF SHAREHOLDERS

2.1. General

2.1.1. Proposals to include items on the agenda of the General Meeting of Shareholders and proposals to assign candidates to management and other bodies of the Company (hereinafter, the “agenda proposals”), and requests to hold an extraordinary General Meeting of Shareholders may be made in accordance with Russian laws, Company’s Articles of Association and these Regulations.

2.1.2. The shareholder(s) of the Company owing in total at least 2 percent of the voting shares of the Company within 60 days after the fiscal year may put items on the agenda of the annual General Meeting of Shareholders and propose candidates to the Board of Directors, the Revision Commission of the Company, and the number of such candidates shall not increase the strength of the appropriate body of the Company.

2.1.3. If the proposed agenda of the extraordinary General Meeting of Shareholders contains an item of electing the members of the Board of Directors of the Company, the shareholder(s) owing in total at least 2 percent of the voting shares of the Company may propose candidates for the Board of Directors of the Company, and the number of such candidates shall not increase the strength of the Board of Directors of the Company. Proposals specified in this Clause shall be heard by the Company at least 30 days prior to the extraordinary General Meeting of Shareholders.

2.1.4. The Extraordinary General Meeting of Shareholders of the Company is subject to a decision of the Board of Directors of the Company upon its sole discretion, an order of the Revision Commission of the Company, the Auditor of the Company, and the shareholder(s) owing in total at least 10 percent of the voting shares of the Company on the day of presenting the order.

2.2. Making agenda proposals for the General Meeting of Shareholders and requests to hold the General Meeting of Shareholders

2.2.1. The agenda may be proposed, and requests to hold the extraordinary General Meeting of Shareholders may be made by:

2.2.1.1. Mail or courier delivery to the location of the executive body of the Company listed in the single state registry of legal entities and named on the web-site of the Company in the Internet at www.interrao.ru;

2.2.1.2. Delivering by hand against acknowledgement of receipt to the authorized receiver of the Company’s written correspondence.



2.2.2. Agenda proposals and requests to hold the extraordinary General Meeting of Shareholders shall be deemed received from shareholders if signed by such shareholders or representatives thereof.

2.2.3. The portion of voting shares of the shareholder(s) making an agenda proposal for the General Meeting of Shareholders shall be determined on the day of making such agenda proposal. The portion of voting shares of the shareholder(s) requesting the extraordinary General Meeting of Shareholders shall be determined on the day of making such order.

2.2.4. If the agenda proposal for, or request to hold the extraordinary General Meeting of Shareholders is signed by a representative of a shareholder acting in accordance with the powers by a power of attorney, such power of attorney or a duly authorized copy thereof shall be attached to the agenda proposal or request, with details of the grantor and the representative required by the Federal Law “On Joint-Stock Companies” to be included in a power of attorney for voting, and such power of attorney or a duly authorized copy thereof shall be drawn in accordance with the requirements of the Federal Law “On Joint-Stock Companies” to draw a power of attorney for voting.

2.2.5. If the agenda proposal for, or request to hold the extraordinary General Meeting of Shareholders is signed by a shareholder or a representative thereof, the rights to shares of which are registered on the depo account in a depository keeping records of the rights to such shares, such agenda proposal or request shall be accompanied by a depo account statement from the appropriate depository.

2.2.6. When nominating candidates to the Board of Directors, the Management Board, the Revision Commission of the Company, and when nominating a sole executive body of the Company such nomination shall include the details of the candidate’s consent to be nominated, and other details of the candidate (questionnaire details) required by the internal documents of the Company describing the body to which the candidate is nominated.

2.2.7. The Company does not deny the inclusion of a proposed item in the agenda of the General Meeting of Shareholders and/or of a candidate or candidates on the nomination list for the appropriate management body of the Company if such proposal contains printing errors or other minor defects still allowing to see the will of the shareholder in general and to confirm the shareholder’s right to make the proposal.

If major defects are identified in the proposal of a shareholder the Company shall advise such shareholder well before to allow him to make the necessary amendments before the Board of Directors makes its decision to approve the agenda of the General Meeting of Shareholders and the list of candidates to be elected to the appropriate bodies of the Company.

2.2.8. The shareholders may make requests to hold the General Meeting of Shareholders, nominate candidates to the management bodies of the Company and make agenda proposals for the General Meeting of Shareholders using modern means of communication in accordance with the current Russian laws.

3. CALLING AND PREPARING FOR GENERAL MEETING OF SHAREHOLDERS

3.1. Calling the General Meeting of Shareholders

3.1.1. The decision to call the General Meeting of Shareholders is the responsibility of the Board of Directors of the Company.

3.1.2. Decisions as to prepare and hold the General Meeting of Shareholders can be made when deciding to call the General Meeting of Shareholders or when preparing for such



meeting within periods necessary for the presentation of information and materials to the shareholders.

3.2. Preparing for the General Meeting of Shareholders

3.2.1. When preparing for the General Meeting of Shareholders, the Board of Directors shall decide:

3.2.1.1. To call and choose the form of the General Meeting of Shareholders;

3.2.1.2. The date, place, and time of the General Meeting of Shareholders, the starting time of registration of the attendees of the General Meeting of Shareholders (if held in the form of meeting) or the deadline of receiving filled in voting ballots and the postal address to send filled in voting ballots to (if held in the form of absentee ballot, and if held in the form of meeting provided that voting ballots are to be sent (handed) to persons authorized to participate in the General Meeting of Shareholders before holding such meeting, as described in the Federal Law “On Joint-Stock Companies” or Company’s Articles of Association);

3.2.1.3. To approve the agenda of the General Meeting of Shareholders;

3.2.1.4. To choose the date of making the list of persons authorized to participate in the General Meeting of Shareholders;

3.2.1.5. To specify the type(s) of privileged shares, the owners of which have the right to vote on the items of the agenda of the General Meeting of Shareholders (if allocated privileged shares are available);

3.2.1.6. To specify the list of data (materials) supplied to the shareholders when preparing for the General Meeting of Shareholders, and the procedure to familiarize the shareholders with such data;

3.2.1.7. To approve the form and wording of voting ballot(s) at the General Meeting of Shareholders;

3.2.1.8. To specify the date of sending voting ballots to persons authorized to participate in the General Meeting of Shareholders (if held in the form of absentee ballot, and if held in the form of meeting provided that voting ballots are to be sent (handed) to persons authorized to participate in the General Meeting of Shareholders before holding such meeting, as described in the Federal Law “On Joint-Stock Companies” or Company’s Articles of Association);

3.2.1.9. To specify the procedure of letting the shareholders of the Company know about the General Meeting of Shareholders, including the form and wording of such notice;

3.2.1.10. To elect the Secretary of the General Meeting of Shareholders;

3.2.1.11. To approve the estimate of costs incurred during preparation for and holding of the General Meeting of Shareholders.

3.2.2. The sole executive body of the Company undertakes to implement the decisions of the Board of Directors of the Company concerning the preparation for and holding of the General Meeting of Shareholders, including:

3.2.2.1. Ensures timely submission to the Registrar of the Company of the order to make the list of persons authorized to participate in the General Meeting of Shareholders as of the date determined by the Board of Directors of the Company;

3.2.2.2. Manages the development of ballot(s) in accordance with the form and wording approved by the Board of Directors of the Company;



- 3.2.2.3. Sends voting ballots to shareholders and receives filled in voting ballots if the General Meeting of Shareholders is held in the form of absentee ballot or if the voting on the General Meeting of Shareholders held in the form of meeting may be managed by sending filled in voting ballots to the Company;
- 3.2.2.4. Communicates the holding of the General Meeting of Shareholders to shareholders according to the procedure and within the dates determined by the Board of Directors and Company's Articles of Association;
- 3.2.2.5. Prepares the necessary materials (data) on the items of the agenda of the General Meeting of Shareholders and provides the opportunity to familiarize oneself with such data (materials) in accordance with the decisions of the Board of Directors;
- 3.2.2.6. Performs other activities to implement the decisions of the Board of Directors of the Company.

4. INFORMATION SUPPORT FOR GENERAL MEETING OF SHAREHOLDERS

4.1. General

4.1.1. The notice of holding the General Meeting of Shareholders and information materials on the items of the agenda of the General Meeting of Shareholders shall be published on the web-site of the Company in the Internet within the time specified in Company's Articles of Association. It is recommended that such notice and materials be published in English as well.

4.2. List of persons authorized to participate in the General Meeting of Shareholders

4.2.1. The date of making the list of persons authorized to participate in the General Meeting of Shareholders shall be disclosed at least 7 days prior to such date.

4.2.2. The list of persons authorized to participate in the General Meeting of Shareholders or copy thereof shall be given by the Company from the date of receipt for familiarization subject to the demand of the persons on the list having at least one (1) percent of voting shares of the Company. However, the details of the documents and the postal address of the physical persons on the list shall be communicated only subject to the discretion of such persons.

4.2.3. The persons authorized to participate in the General Meeting of Shareholders may familiarize themselves with the list at the address of the executive body of the Company.

4.3. Notice of the General Meeting of Shareholders

4.3.1. The notice of the General Meeting of Shareholders shall include:

- 4.3.1.1. Full trade name and location of the Company;
- 4.3.1.2. Form of holding the General Meeting of Shareholders;
- 4.3.1.3. Date of the General Meeting of Shareholders (deadline of receiving voting ballots);
- 4.3.1.4. Postal address to send filled in ballots to;
- 4.3.1.5. Date of making the list of persons authorized to participate in the General Meeting of Shareholders;
- 4.3.1.6. Agenda of the General Meeting of Shareholders (indicating who proposed each particular item; if the agenda includes the item of electing the members of the management bodies of the Company, the nominators should be mentioned);
- 4.3.1.7. Procedure for familiarization with the data (materials) to be presented during preparation for the General Meeting of Shareholders, and the address(es) of such familiarization;
- 4.3.1.8. Information about the shareholders' right to demand the buyback of their shares by the Company, the price and procedure of such buyback (if the agenda of the General Meeting of Shareholders includes such items, the voting on which shall



entail the right to demand the buyback of shares by the Company in accordance with the Federal Law “On Joint-Stock Companies”).

4.3.2. In addition to the requirements of Clause 4.3.1 herein, the notice of the General Meeting of Shareholders in the form of the meeting shall also include:

- 4.3.2.1. Venue of the General Meeting of Shareholders (the address of the General Meeting of Shareholders, the details of the room to house the General Meeting of Shareholders);
- 4.3.2.2. Time of the General Meeting of Shareholders;
- 4.3.2.3. Starting time of registration of the participants of the General Meeting of Shareholders;
- 4.3.2.4. Place of registration of the participants of the General Meeting of Shareholders;
- 4.3.2.5. Information on documents to be presented to get an access to the room of the General Meeting of Shareholders;
- 4.3.2.6. Information about how to get to the venue of the General Meeting of Shareholders.

4.4. Data (materials) to be presented to persons authorized to participate in the General Meeting of Shareholders

4.4.1. The data (materials) to be presented to persons authorized to participate in the General Meeting of Shareholders include:

- 4.4.1.1. Draft resolutions of the General Meeting of Shareholders;
- 4.4.1.2. Explanatory notes supporting the decisions and describing their consequences for the Company and its shareholders, if made;
- 4.4.1.3. Information about the stance of the Board of Directors towards the agenda of the General Meeting of Shareholders, and minority reports of the members of the Board of Directors on every item of the agenda, if any;
- 4.4.1.4. When considering the approvals of interested party transactions, list of persons equalled to interested parties in a transaction stating the grounds for such equation;
- 4.4.1.5. Template power of attorney, which a shareholder of the Company can grant to his representative to take part in the General Meeting of Shareholders of the Company, and the information about how to authorize such power of attorney;
- 4.4.1.6. Details of the market valuation of the assets contributed to the payment of additional shares allocated by the Company, and the assets and/or shares of the Company, if carried out by a third-party valuator, or other information allowing the shareholder to make an opinion about the actual value of assets.

4.4.2. The data (materials) to be presented to persons authorized to participate in the General Meeting of Shareholders, **as far as the annual General Meeting of Shareholders** is concerned, include:

- 4.4.2.1. Annual accounting records;
- 4.4.2.2. Auditor’s opinion;
- 4.4.2.3. Opinion of the Revision Commission of the Company upon reviewing the annual accounting records and concerning the accuracy of data contained in the annual report of the Company;
- 4.4.2.4. Annual report of the Company;
- 4.4.2.5. Information, as required by the Federal Law “On Joint-Stock Companies,” Clause 32.1, Paragraph 5, about shareholder agreements made during the year before the date of the General Meeting of Shareholders, if any;



- 4.4.2.6. Information about candidates to the auditors of the Company, including the name of the self-regulating organization of auditors, of which the candidate to the auditors of the Company is a member, the description of procedures used to select third-party auditors and ensure the independency and neutrality of such auditors, the information about the proposed fees of third-party auditors for auditing and non-audit services (including auditor fees and related costs), and other important terms of contracts entered into with the auditors of the Company.
- 4.4.3. The additional data (materials) to be presented to persons authorized to participate in the General Meeting of Shareholders, the agenda of which includes **an item of electing the members of the Board of Directors, members of the Revision Commission, members of the Management Board, of creating the sole executive body, of transferring the powers of the sole executive body of the Company to the management company or the manager**, include:
- 4.4.3.1. Details about candidates, i.e. their experience and background, and the compliance of their qualifications to those required from the members of bodies of the Company by Russian laws, the Articles of Association, and internal documents of the Company, information about meeting the independency requirements, information about the management company (including the information about its relation to persons that control the company) or the manager;
- 4.4.3.2. Information about the availability of a written consent of nominated candidates to be selected to the appropriate body of the Company.
- 4.4.4. The additional data (materials) to be presented to persons authorized to participate in the General Meeting of Shareholders, the agenda of which includes **items, voting on which may lead to a claim of buyback of shares by the Company**, include:
- 4.4.4.1. Report of an independent valuator about the market value of the Company shares subject to buyback claims;
- 4.4.4.2. Estimate of the net assets of the Company based on the accounting records of the Company over the last completed accounting period;
- 4.4.4.3. Minutes, or extract therefrom, of the meeting of the Board of Directors of the Company, that decided the buyback price of the shares of the Company, with such price stated.
- 4.4.5. The additional data (materials) to be presented to persons authorized to participate in the General Meeting of Shareholders, the agenda of which includes **an item of reorganizing the Company**, include:
- 4.4.5.1. Draft resolution about split up, spin off or modification or a (draft) contract of merger or acquisition made between the merging companies;
- 4.4.5.2. Justification of the terms and the procedure for reorganizing the Company contained in the resolution to split up, spin off or modify or in the contract of merger or acquisition approved or adopted by the authorized body of the Company;
- 4.4.5.3. Draft deed of transfer (spin-off balance sheet);
- 4.4.5.4. Annual reports and annual accounting records of all companies subject to reorganization over three complete fiscal years ended before the date of the General Meeting of Shareholders, or over each complete fiscal year since the establishment of the company provided that the company has continued for less than three years;
- 4.4.5.5. Quarterly annual reports of all companies subject to reorganization over the last complete quarter ended before the date of the General Meeting of Shareholders.



4.4.6. The additional data (materials) to be presented to persons authorized to participate in the General Meeting of Shareholders, the agenda of which includes **an item of modifying the Articles of Association of the Company and/or its internal documents**, include:

4.4.6.1. Draft amendments and additions introduced to the Articles of Association of the Company, or a draft amended Articles of Association of the Company;

4.4.6.2. Draft internal documents of the Company;

4.4.6.3. Tables comparing the modifications with the current version, a justification of appropriate decisions, and a clarification of consequences, which the Company and its shareholders may find themselves in, provided that such decisions are made.

4.4.7. The additional data (materials) to be presented to persons authorized to participate in the General Meeting of Shareholders, the agenda of which includes **an item of distributing the profits (including payment or declaration of dividends) and losses of the Company**, include:

4.4.7.1. Recommendations of the Board of Directors of the Company to distribute the profits, including the amount of dividend by the shares of the Company the dividend payment procedure, and the amount of losses of the Company as a result of the fiscal year;

4.4.7.2. Justification of the proposed distribution of net profits and its evaluation against the Company-specific dividend policy, including for the payment of dividends and equity of the Company, with the equity portion well explained and financially grounded;

4.4.7.3. Details of the corporate activity that have affected the dividend rights of the shareholders and/or diluted their shares, and court judgments that identified instances of shareholders' using means of getting income on behalf of the Company other than through dividends and liquidation value;

4.4.7.4. Other information specified by the Dividend Policy Provisions of the Company.

4.4.8. The persons having the right to participate in the General Meeting of Shareholders are also eligible for other data (materials) in accordance with Russian laws or subject to a decision of the Board of Directors.

4.5. The minutes of the General Meeting of Shareholders shall be published on the web-site of the Company in the Internet as soon as practically possible in Russian and English.

4.6. While preparing for the General Meeting of Shareholders the Company runs a dedicated telephone line (hotline) to support communications with the shareholders and establishes a dedicated e-mail. The details of the telephone line (hotline) and the e-mail are published on the web-site of the Company in the Internet as part of the meeting materials. For this end, the existing telephone line (hotline) may be used, as well as additional telephone lines may be established if necessary.

5. HOLDING THE GENERAL MEETING OF SHAREHOLDERS IN THE FORM OF MEETING

5.1. General

5.1.1. Holding the General Meeting of Shareholders of the Company in the form of meeting implies direct participation of the shareholders of the Company in the General Meeting of Shareholders to discuss the items on the agenda and make decisions on the issues submitted for voting.

5.1.2. The General Meeting of Shareholders shall be held only in the form of meeting if its agenda includes nominating the Board of Directors of the Company, the Revision Commission of the Company, approving the Auditor of the Company, and approving annual reports of the



Company, annual accounting records, including profit and loss accounts of the Company, and distributing profits (including paying or announcing dividends except for profits distributed as dividends as a result of the first quarter, half of the year, nine months of the fiscal year) and losses of the Company as a result of the fiscal year.

5.2. Persons invited to the General Meeting of Shareholders

5.2.1. The Company invites the following persons to the General Meeting of Shareholders and grants the shareholders an opportunity to ask such persons questions and receive answers:

- 5.2.1.1. Sole executive body of the Company;
- 5.2.1.2. Chief Accountant of the Company;
- 5.2.1.3. Members of the Board of Directors of the Company;
- 5.2.1.4. Members of the Revision Commission of the Company;
- 5.2.1.5. Members of the Management Board of the Company;
- 5.2.1.6. Members of Committees of the Board of Directors of the Company;
- 5.2.1.7. Auditor of the Company;
- 5.2.1.8. Candidates to the members of the Board of Directors and the Revision Commission of the Company.

5.3. Registration of the persons authorized to participate in the General Meeting of Shareholders

5.3.1. The General Meeting of Shareholders can be attended by persons included in the list of persons authorized to participate in the General Meeting of Shareholders, persons, which acquired the rights to shares upon succession or reorganization, or their representatives acting in accordance with the powers based on federal laws or regulations of government agencies or local authorities or based on a power of attorney drawn in writing in accordance with the requirements of the Russian laws.

5.3.2. The persons authorized to participate in the General Meeting of Shareholders shall be registered by the Registrar of the Company performing the functions of the counting board (the "Registrar") subject to the place of holding the General Meeting of Shareholders as indicated in the notice of the meeting.

The registration of the persons authorized to participate in the General Meeting of Shareholders begins on the time specified in the notice of the meeting.

5.3.3. The persons having the right to participate in the General Meeting of Shareholders are subject to registration for the participation in the General Meeting of Shareholders held in the form of meeting.

If voting on the items on the agenda of the General Meeting of Shareholders held in the form of meeting may be managed by sending filled in voting ballots to the Company the persons, the ballots of which are received not later than two days prior to the General Meeting of Shareholders, are not subject to registration in the General Meeting of Shareholders.

The persons having the right to participate in the General Meeting of Shareholders held in the form of meeting, whose ballots are received not later than two days prior to the General Meeting of Shareholders, are entitled to attend the meeting.

5.3.4. Upon registration, the shareholder or its representative who has come to the General Meeting of Shareholders produces the documents as follows:

- 5.3.4.1. Shareholder being a physical person, identification document(s) allowing to identify the person in the list of persons authorized to participate in the General Meeting of Shareholders;



- 5.3.4.2. Representative of a shareholder being a physical person, a power of attorney from such physical person certified in accordance with legal requirements, and identification document(s) allowing to identify the representative;
- 5.3.4.3. Person representing a shareholder being a legal entity without a power of attorney by virtue of law or founding documents, a copy of founding documents of the shareholder being a legal entity and document(s) confirming such person's powers (in particular, a copy of the election or nomination decision), and such person's identification document(s);
- 5.3.4.4. Representative of a shareholder being a legal entity, a power of attorney from such legal entity certified in accordance with legal requirements, identification document(s) allowing to identify the personality of the representative;
- 5.3.4.5. Person representing a shareholder being the government or a municipal community acting without a power of attorney by virtue of federal laws or regulations of government bodies or local authorities, document(s) confirming such special powers (a special permit, voting directives, etc.), and identification document(s).

5.3.5. Successors to persons included in the list of persons authorized to participate in the General Meeting of Shareholders, when registering for the participation in the General Meeting of Shareholders, shall present the Registrar the documents confirming their powers. The list of documents confirming the powers of successors to persons included in the list of persons authorized to participate in the General Meeting of Shareholders is determined in accordance with Russian laws.

5.3.6. Failure to provide the documents mentioned in Clauses 5.3.4. and 5.3.5. herein denies the successor and the representative of a shareholder the right to participate in the General Meeting of Shareholders.

5.3.7. The registration of persons authorized to participate in the General Meeting of Shareholders is subject to the identification of persons that have come to take part in the General Meeting of Shareholders by comparing the data on the list of persons authorized to participate in the General Meeting of Shareholders with the details in the documents provided by such persons.

5.3.8. Upon registration, a person participating in the General Meeting of Shareholders is given voting ballots to vote on the items of the agenda.

If voting at the General Meeting of Shareholders can be made by sending filled in voting ballots to the Company, upon demand of the persons registering for the participation in the General Meeting of Shareholders, the ballots of which are not received by the Company or are received later than two (2) days prior to the date of the meeting, such persons shall be given voting ballots with an indication of a second issue.

5.3.9. The registration of persons authorized to participate in the General Meeting of Shareholders ends when the Chairperson of the General Meeting of Shareholders announces the ending of the discussion of the last item on the agenda of the General Meeting of Shareholders of the Company, for which a quorum is available, and before the beginning of the time, which is given for voting for the persons that had not voted.

5.4. Opening of the General Meeting of Shareholders

5.4.1. At the time, which is the time of beginning the General Meeting of Shareholders according to the notice of the General Meeting of Shareholders, the representative of the Registrar announces the quorum on the items of the agenda of the General Meeting of Shareholders.



5.4.2. The General Meeting of Shareholders is empowered (has a quorum) if it is attended by the shareholders representing in total more than half of the votes of allocated shares of the Company.

If the agenda of the General Meeting of Shareholders includes items to be voted on by different groups of voters the quorum for making appropriate decisions shall be determined separately.

Absence of the quorum to make a decision on items voted on by one group of voters does not rule out making a decision on items subject to voting by the other group of voters, which has the necessary quorum.

To decide on the item of approving an interested party transaction, the quorum is shareholders being the owners of the voting shares of the Company uninterested in making the transaction by the Company with more than half of the votes of shareholders being the owners of the voting shares of the Company uninterested in making the transaction.

5.4.3. If the quorum is available at least on one of the items included in the agenda of the General Meeting of Shareholders of the Company, the Chairperson of the General Meeting of Shareholders announces the General Meeting of Shareholders open.

5.4.4. The General Meeting of Shareholders by the time of opening of which the quorum had been reached for only some items of the agenda cannot be closed if by the end of registration the persons the registration of which ensures the quorum for deciding other items of the agenda of the General Meeting of Shareholders registered.

5.4.5. If by the time of beginning the General Meeting of Shareholders of the Company the quorum had not been reached on neither item on the agenda of the General Meeting of Shareholders of the Company, the Chairperson of the General Meeting of Shareholders announces the postponement of opening of the General Meeting of Shareholders by not more than two (2) hours.

The General Meeting of Shareholders of the Company may not be postponed more than once.

If not more than after two (2) hours after announcing the postponement of opening of the General Meeting of Shareholders the registration lacks the persons ensuring the quorum on at least one item of the agenda of the General Meeting of Shareholders the Chairperson of the General Meeting of Shareholders announces the General Meeting of Shareholders void.

If within two (2) hours after announcing the postponement of opening of the General Meeting of Shareholders the registration has the persons ensuring the quorum on at least one item of the agenda of the General Meeting of Shareholders the Chairperson of the General Meeting of Shareholders announces the General Meeting of Shareholders open.

5.4.6. If the quorum is lacking for the annual General Meeting of Shareholders another General Meeting of Shareholders shall be held with the same agenda.

If the quorum is lacking for the extraordinary General Meeting of Shareholders another General Meeting of Shareholders may be held with the same agenda.

If the quorum is lacking for the annual General Meeting of Shareholders subject to a court decision another General Meeting of Shareholders shall be held with the same agenda, and no new court proceedings are required.

If the quorum is lacking for the extraordinary General Meeting of Shareholders subject to a court decision another General Meeting of Shareholders shall not be held.

5.5. Discussing the items on the agenda of the General Meeting of Shareholders

5.5.1. Speakers at the General Meeting of Shareholders shall abide by the speaking times given below:



Report on items of the agenda, up to 30 minutes,
Co-report, up to 20 minutes,
Debating addresses, 5 minutes,
Addressing with questions, inquiries, 2 minutes.

The Chairperson of the General Meeting of Shareholders is entitled to increase or decrease the timings given in this Clause.

5.5.2. A shareholder seeking to debate on items of the agenda of the General Meeting of Shareholders shall pass the appropriate written notice to the Secretary of the General Meeting of Shareholders.

The notice shall include the last name, the first name, and the patronymic (name) of the shareholder or its representative, the item of the agenda which the shareholder is going to speak on, and shall be signed by the shareholder.

The question shall be passed to the Secretary of the General Meeting of Shareholders in writing. Apart from wording the question, the shareholder or the representative shall specify its last name, first name, and patronymic (name of the shareholder being a legal entity), and the question shall be signed by the shareholder.

5.5.3. The Secretary of the General Meeting of Shareholders shall pass the notices and questions collected from shareholders to the Chairperson of the General Meeting of Shareholders. If by the time of opening the General Meeting of Shareholders the quorum had been reached only for some items of the agenda the representative of the Registrar, at the end of discussing the last question asked, shall announce the availability or absence of quorum for other items of the agenda.

5.5.4. If all items on the agenda of the General Meeting of Shareholders for which the quorum had been reached have been discussed, the Chairperson of the General Meeting of Shareholders announces the end of discussing the items on the agenda and the end of registering the persons taking part in the General Meeting of Shareholders.

5.5.5. After discussing the last item on the agenda of the General Meeting of Shareholders for which quorum is available and before the time allotted for voting to the persons that had not voted earlier, the information about the number of votes belonging to the persons that had registered and/or participated in the General Meeting of Shareholders so far is communicated to the persons attending the General Meeting of Shareholders.

5.6. Voting at the General Meeting of Shareholders

5.6.1. Voting at the General Meeting of Shareholders in the form of joint attendance follows the procedure established by the Federal Law "On Joint-Stock Companies," other regulations, and Company's Articles of Association, and these Regulations.

5.6.2. Voting on the items on the agenda of the General Meeting of Shareholders is made by voting ballots.

5.6.3. The persons registered for participation in the General Meeting of Shareholders held in the form of meeting are entitled to vote on all items on the agenda from opening the General Meeting of Shareholders to the beginning of the vote count.

5.6.4. When the last item on the agenda of the General Meeting of Shareholders (the last item for which the quorum is available) has been discussed, the persons who failed to vote so far are given at least thirty (30) minutes for voting.

5.6.5. The person filling in the voting ballot has the right to claim authorization of a copy of the voting ballot by the representatives of the Registrar before the end of the General Meeting of Shareholders. Making a copy of the filled in voting ballot is charged to the account of the person requiring such copy.



5.7. Summing up and announcing the results of voting on the items on the agenda of the General Meeting of Shareholders. Closing the General Meeting of Shareholders

5.7.1. Summing up and announcing the results of voting on the items on the agenda of the General Meeting of Shareholders is the responsibility of the Registrar.

5.7.2. Voting results and the decisions made by the General Meeting of Shareholders of the Company may be announced at the General Meeting of Shareholders of the Company.

5.7.3. Voting results and the decisions made by the General Meeting of Shareholders of the Company, within four (4) business days from the date of closing the General Meeting of Shareholders or the date of ceasing to receive the ballots when holding the General Meeting of Shareholders in the form of absentee ballot, are circulated in the form of voting results report to the persons included in the list of persons authorized to participate in the General Meeting of Shareholders according to the procedure established by Company's Articles of Association for communicating the General Meeting of Shareholders, unless otherwise is established by Company's Articles of Association.

5.7.4. After announcing the results of voting on the items on the agenda of the General Meeting of Shareholders, if announced at the General Meeting of Shareholders, the Chairperson declares the General Meeting of Shareholders closed.

6. HOLDING THE GENERAL MEETING OF SHAREHOLDERS IN THE FORM OF ABSENTEE BALLOT

6.1. Voting on the items on the agenda of the General Meeting of Shareholders held in the form of absentee ballot is by voting ballots.

6.2. Filled in voting ballots shall be received by the Company not later than on the day being the final day of receiving ballots in accordance with the decision to call and hold the General Meeting of Shareholders made in accordance with the Federal Law "On Joint-Stock Companies" and these Regulations.

If the final day of receiving filled in voting ballots falls on a day off then the final day of receiving filled in voting ballots shall be the business day following such day off.

The period of accepting voting ballots ends on the final day of receiving voting ballots in the hour when the business day of the Company ends in accordance with the established rules.

6.3. Filled in voting ballots may be sent to the Company with registered mail, handed against acknowledgement by signing to the person performing the functions of the sole executive body of the Company, to the person authorized to receive correspondence for the Company, and sent to the Registrar.

6.4. The person performing the functions of the sole executive body of the Company manages the collection, security and handover of filled in voting ballots to the Registrar.

6.5. When filling in the ballot, the shareholder being a physical person specifies his last name and initials, and the shareholder being a legal entity specifies its full trade name.

6.6. When filling in the ballot, the representative of the shareholder being a physical person specifies his last name and initials, and the details of the power of attorney (or other document confirming his powers); the representative of the shareholder being a legal entity specifies his last name and initials, and his title or the details of the power of attorney (or other document confirming his powers).

6.7. The representative of the shareholder attaches to the voting ballot the power of attorney or its notarized copy or other document by virtue of which he acts.

6.8. The General Meeting of Shareholders held in the form of absentee ballot is empowered (has quorum) if, not later than on the final day of receiving voting ballots, the Company receives



the ballots of the shareholders presenting in total more than half of votes of allocated voting shares of the Company.

7. WORKING BODIES OF GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY

7.1. The working bodies of the General Meeting of Shareholders are:

7.1.1. Chairperson of the General Meeting of Shareholders;

7.1.2. Registrar of the Company performing the functions of the counting board;

7.1.3. Secretary of the General Meeting of Shareholders.

7.2. The functions of the Chairperson of the General Meeting of Shareholders are performed by the Chairman of the Board of Directors.

If the Chairman of the Board of Directors does not attend the General Meeting of Shareholders the functions of the Chairperson of the General Meeting of Shareholders are performed by deputy Chairman of the Board of Directors.

If both the Chairman of the Board of Directors and his deputy are absent, the functions of the Chairperson of the General Meeting of Shareholders may be performed by any member of the Board of Directors subject to a decision of those members of the Board of Directors present at the General Meeting of Shareholders.

7.3. The Chairperson of the General Meeting of Shareholders opens and closes the meeting, announces the agenda of the General Meeting of Shareholders and the sequence of reports and addresses on the items on the agenda, the end of discussing the items on the agenda and the beginning of vote counting, ensures the compliance with the meeting procedure established by these Regulations, and signs the minutes of the General Meeting of Shareholders.

7.4. The functions of the counting board of the Company at the General Meeting of Shareholders are placed with the Registrar of the Company responsible for keeping the registry of Company shareholders.

7.5. The Registrar performs the following functions:

7.5.1. Reviews the powers and registers the persons participating in the General Meeting of Shareholders (shareholders and their representatives);

7.5.2. Determines the availability of quorum of the General Meeting of Shareholders;

7.5.3. Clarifies the issues that occur in the process of using the right to vote at the General Meeting of Shareholders by the shareholders of the Company (their representatives);

7.5.4. Clarifies the procedure of voting on the items submitted for voting;

7.5.5. Manages the established voting procedure and guarantees the rights of shareholders of the Company to participate in voting;

7.5.6. Counts votes and sums up voting;

7.5.7. Draws the minutes of voting;

7.5.8. Communicates the voting results to the shareholders of the Company;

7.5.9. Archives voting ballots;

7.5.10. Performs other functions required by Russian laws and the Company's Articles of Association, and the contract made between the Company and the Registrar.

7.6. The Secretary of the General Meeting of Shareholders is elected by the Board of Directors when solving issues about the preparation for the General Meeting of Shareholders, or by persons demanding that the General Meeting of Shareholders be held, in cases specified by Russian laws.



7.7. The Secretary of the General Meeting of Shareholders performs the following functions:

- 7.7.1. Receives the declarations of the persons participating in the General Meeting of Shareholders to participate in debates on items on the agenda of the meeting, and receives questions;
- 7.7.2. Hands over to the chairman of the General Meeting of Shareholders notices and questions received from shareholders;
- 7.7.3. Keeps records of the progress of the General Meeting of Shareholders (key report and address points);
- 7.7.4. Performs other functions required by these Regulations and Company's Articles of Association.

8. FINANCIAL SUPPORT FOR GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY

8.1. Costs incurred in preparing for and holding the General Meeting of Shareholders are charged to the Company in accordance with the cost estimate approved by the Board of Directors and included in the budget of the Company.

8.2. If in accordance with a court decision to make the Company hold an extraordinary General Meeting of Shareholders the General Meeting of Shareholders is held by the persons demanding that it be held the costs of preparing for and holding such meeting are borne by such persons. Subject to a decision of the General Meeting of Shareholders, documented costs of such persons of preparing for and holding the General Meeting of Shareholders can be reimbursed at the expense of the Company.

9. FINAL PROVISIONS

9.1. If subject to any modifications in the laws and regulations of the Russian Federation some Clauses of these Regulations end up in conflict with such laws and regulations, such Clauses become void and before these Regulations have been modified the Company follows the laws and regulations of the Russian Federation.

9.2. If all voting shares of the Company belong to one shareholder these Regulations do not apply, and the matters within the domain of the General Meeting of Shareholders of the Company are decided by such shareholder or the authorized management body of the shareholder, documented in writing and communicated to the Company.