



APPROVED  
by Annual General Shareholders' Meeting  
of PJSC Rostelecom  
on 16 September 2024

Minutes No. 1 dated 16 September 2024

**CHARTER OF**  
**PUBLIC JOINT STOCK COMPANY "ROSTELECOM"**  
(version No. 23)

Moscow  
2024

Public Joint Stock Company "Rostelecom" (hereinafter, the Company) is established in accordance with the Law of the Russian Federation No. 1531-1 "On Privatization of State and Municipal Enterprises in the Russian Federation" dated July 3, 1991, as amended by the Law of the Russian Federation dated June 5, 1992, and pursuant to the State Program for Privatization of State and Municipal Enterprises in the Russian Federation for the year 1992, approved by Resolution No. 2980-1 of the Supreme Council of the Russian Federation, dated June 11, 1992.

The founder of the Company is the State Committee of the Russian Federation for State Property Management.

The Company is the legal successor of the State Communications Enterprise "Rostelecom" and thus acquired the rights and obligations arising from participation in JSC "Intertelecom", as well as the rights and obligations formerly held by the state enterprises incorporated into the State Communications Enterprise "Rostelecom".

Based on the decision adopted by the General Shareholders' Meeting of OJSC Rostelecom on June 26, 1999, the Company was reorganized by means of a merger with the Joint Stock Company "Moscow Long-Distance and International Telephoning" (JSC "MMT"), registered by the Moscow Registration Chamber on September 22, 1993, Registration No. 6316. In accordance with the Transfer Certificate, dated June 17, 1999, and the Merger Agreement No. 465, dated June 17, 1999, between the Company and JSC "MMT" and approved by the General Shareholders' Meeting of OJSC Rostelecom on June 26, 1999, and by the General Shareholders' Meeting of JSC MMT on June 29, 1999, the Company is a legal successor to all rights and obligations of the Joint Stock Company "Moscow International and Long-Distance Telephoning" with respect to all of its debtors and creditors, including obligations in dispute. In August 28, 2000, the Moscow Registration Chamber registered the termination of JSC "MMT" as a result of its merger with OJSC Rostelecom.

Based on the decision adopted by the General Shareholders' Meeting on the year 2009, which was held on June 26, 2010 (Minutes No.1 dated June 30, 2010), the Company was reorganized by means of a merger with the following businesses: Joint Stock Company "Uralsvyazinform" (JSC "Uralsvyazinform", 11 Moskovskaya street, Yekaterinburg, Russian Federation, 620014, OGRN 1025900510349); Joint Stock Company "VolgaTelecom" (JSC "VolgaTelecom", the "Telecommunication Building", M. Gorkogo Square, Nizhniy Novgorod, Russian Federation, 603000, OGRN 1025203014781); Joint Stock Company "Yuzhnaya Telekommunikatsionnaya kompaniya" /"Southern Telecommunication Company"/ (JSC "UTK", 66 Karasunskaya street, Krasnodar, Russian Federation, 350000, OGRN 1022301172112); Joint Stock Company "Dalnevostochnaya kompaniya elektrosvyazi" /"Far East Telecom"/ (JSC "Dalsvyaz", 57 Svetlanskaya street, Vladivostok, Russian Federation, 690091, OGRN 1022501276159); Joint Stock Company "SibirTelecom" (JSC "SibirTelecom", 53 M. Gorkogo street, Novosibirsk, Russian Federation, 630099, OGRN 1025403189778); Joint Stock Company "Severo-zapadnyi telecom" /"North-West Telecom"/ (JSC "SZT", 14/26 Gorokhovaya street, Saint Petersburg, Russian Federation, 119186, OGRN 1027809169849), Joint Stock Company "Centralnaya Telekommunikatsionnaya kompaniya" /"CenterTelecom"/ (JSC "CenterTelecom", 23 Proletarskaya street, Khimki, Moscow region, Russian Federation, 141400, OGRN 1025006174710); Joint Stock Company of "Communication and Information Technology of the Republic of Dagestan" (JSC "Dagsvyazinform", 33 Rasula Gamzatova avenue, Makhachkala, the Republic of Dagestan, the Russian Federation, 367000, OGRN 1020502624493).

The Company is a legal successor to all rights and obligations of JSC "Uralsvyazinform", JSC "VolgaTelecom", JSC "UTK", JSC "Dalsvyaz", JSC "Sibirtelecom", JSC "SZT", JSC "CenterTelecom", JSC "Dagsvyazinform" in respect of all the debtors and creditors, including obligations in dispute and questioned liabilities in accordance with the Transfer Certificate, dated May 17, 2010, and approved by the General Shareholders' Meeting of JSC "Uralsvyazinform" (Minutes dated June 23, 2010); approved by the General Shareholders' Meeting of JSC "VolgaTelecom" (Minutes No.10 dated June 22, 2010), in accordance with the Transfer Certificate dated March 31, 2010; approved by the General Shareholder's Meeting of JSC "UTK" (Minutes No.21 dated June 16, 2010), in accordance with the Transfer Certificate dated May 21, 2010; approved by the General Shareholders' Meeting of JSC "Dalsvyaz" (Minutes No.20 dated June 28, 2010), in accordance with the Transfer Certificate dated May 17, 2010; approved by the General Shareholders' Meeting of JSC "Sibirtelecom" (Minutes No.1 dated June 8, 2010), in accordance with the Transfer Certificate dated March 31, 2010; approved by the General Shareholders' Meeting of JSC "SZT" (Minutes No.01-10 dated June 23, 2010), in accordance with the Transfer Certificate dated May 21, 2010; approved by the General Shareholders' Meeting of JSC "CenterTelecom" (Minutes No.18 dated June 28, 2010), in accordance with the Transfer Certificate dated March 31, 2010; approved by the General Shareholders' Meeting of JSC "Dagsvyazinform" (Minutes No. 20 dated July 28, 2010) .

On April 1, 2011, the Inter-District Office of the Federal Tax Administration No.15 in Saint Petersburg registered the termination of JSC "Uralsvyazinform", JSC "VolgaTelecom", JSC "UTK", JSC "Dalsvyaz", JSC "Sibirtelecom", JSC "SZT", JSC "CenterTelecom", and JSC "Dagsvyazinform" as a result of their merger with the Company.

Based on the decision adopted by the Extraordinary General Shareholders' Meeting on June 26, 2013 (Minutes No. 2 dated June 27, 2013), the Company was reorganized by means of a merger with and into the Company of Open Joint Stock Company "Telecommunications Investment Company" (OJSC "Svyazinvest", 55 Bld. 2, Plyushchikha Street, 119121, Moscow, OGRN 1027739875998), Open Joint Stock Company "NATIONAL TELECOMMUNICATIONS" (OJSC "NTC", 1 Bld. 26 Nagatinskaya St. Moscow, 117105, Russian Federation, OGRN 1067746431081), Open Joint Stock Company "National Cable Networks" (OJSC "NCN", 1 Bld. 26 Nagatinskaya St. Moscow, Russian Federation, 117105, OGRN 1026900515070), Open Joint Stock Company "St. Petersburg Cable Television Company" (OJSC "TCT", 34A Vereyskaya St., Moscow, OGRN 1027809181927), Closed Joint Stock Company "ELKATEL" (CJSC "ELKATEL", 27 16th Parkovaya St., Moscow, 105484, OGRN 1037739783168), Open Joint Stock Company "National Cable Networks-EuroAsia" (OJSC "NCN -EuroAsia", 13, 8th of March St., Yekaterinburg, 620014, Russian Federation, OGRN 1026600666950), Closed Joint Stock Company "Novosibirsk Antenna Cable Television Broadcasting" (CJSC "NovACTV", 15/3 Vystavochnaya St., Novosibirsk, 630078, Russian Federation, (OGRN 1135476000637), Closed Joint Stock Company "Teleset-Service" (CJSC "Teleset-Service", Office 501, 13, 8th of March St., Yekaterinburg, 620014, Russian Federation, OGRN 1126671022323), Closed Joint Stock Company "ELTELEKOR" (CJSC "ELTELEKOR", 47 A Lenina Prospekt, Elektrostal, 144000 Moscow Region, OGRN 1125053003767), Open Joint Stock Company "Mosteleaset" (OJSC "Mosteleaset", 1 Bld. 26 Nagatinskaya St., Moscow, 117105, OGRN 1057749570416), Open Joint Stock Company "Mostelecom" (OJSC "Mostelecom", 22 Bld. 2, 4 Bolshoy Karetny Side Street, Moscow, 127051, Russia, OGRN 1037700050079), Closed Joint Stock Company "TELESET" (CJSC "TELESET", 8 Rakhimova St., Kazan, 420006, Republic of Tatarstan, Russian Federation, OGRN 1121690089399), Closed Joint Stock Company "TELESET INVEST" (CJSC "TELESET INVEST", 8 Rakhimova St., Kazan, 420006, Republic of Tatarstan, Russian Federation, OGRN 1121690089355), Open Joint Stock Company "TNPKO" (OJSC "TNPKO" 8 Rakhimova St., Kazan, 420006, Republic of Tatarstan, Russian Federation, OGRN 1021603618189), Closed Joint Stock Company "Simbirsky Telecommunications Systems" (CJSC "STS", 21 B, Ryabikova St., Ulyanovsk, 432045, Russian Federation, OGRN 1127327004155), Closed Joint Stock Company "Svyazinvest" (CJSC "Svyazinvest", 4 Yamasheva Blvd., Naberezhnye Chelny, 423800, Republic of Tatarstan, Russian Federation, OGRN 1121650022471), Open Joint Stock Company "Russian Telecommunications Network" (OJSC "RTN", 2/15, Maroseyka St., Moscow, 101000, Russia, OGRN 1027700555200), Closed Joint Stock Company "Novgorod Datacom" (CJSC "Novgorod Datacom", 16/5 Nikolskaya St., Velikiy Novgorod, 173000, OGRN 1095321000510), Closed Joint Stock Company "Parma-Inform" (CJSC "Parma-Inform", 86/1 Pervomayskaya St., 167982, Syktyvkar, Komi Republic, Russia, OGRN 1091101000946), Closed Joint Stock Company "ENTER" (CJSC "ENTER", 56 Bld. 2 Mishina St., Moscow, 127083, Russian Federation, OGRN 1137746017860), and Open Joint Stock Company "Ingushelektrosvyaz" (OJSC "Ingushelektrosvyaz", 1a, Seynaroyeva St., Ordzhonikidzevskaya railway station, Sunzhenskiy district, Republic of Ingushetia, 386200, OGRN 1060608012552)

On October 1, 2013 the Inter-District Office of the Federal Tax Administration No.15 in Saint Petersburg registered the termination of OJSC "Svyazinvest", OJSC "NTC", OJSC "NCN", OJSC "TCT", CJSC "ELKATEL", OJSC "NCN -EuroAsia", CJSC "NovACTV", CJSC "Teleset-Service", CJSC "ELTELEKOR", OJSC "Mosteleaset", OJSC "Mostelecom", CJSC "TELESET", CJSC "TELESET INVEST", OJSC "TNPKO", CJSC "STS", CJSC "Svyazinvest", OJSC "RTN", CJSC "Novgorod Datacom", CJSC "Parma-Inform", CJSC ENTER and OJSC "Ingushelektrosvyaz" as a result of their merger with the Company.

Based on the decision adopted by the General Shareholders' Meeting of the Company on June 15, 2015 (Minutes No. 01 of June 17, 2015) the full and abbreviated brand names of the Company were changed to Public Joint Stock Company Long Distance and International Telecommunications "Rostelecom" and PJSC Rostelecom.

Based on the decision adopted by the General Shareholders' Meeting of the Company on June 18, 2018 (Minutes No. 1 of June 20, 2018) the full brand name of the Company was changed to Public Joint Stock Company "Rostelecom".

The legal status of the Company is determined by the Civil Code of the Russian Federation, the Federal law of the Russian Federation No. 208 FZ "On Joint Stock Companies" of 26.12.1995 (hereinafter, the Federal law "On Joint Stock Companies", other laws of the Russian Federation, other legal acts of the Russian Federation adopted by appropriate state bodies within their competence, and by this Charter.

In the event that the applicable Federal laws and other legal acts of the Russian Federation are further amended or supplemented, this Charter will remain effective in all respects not contradicting the binding legislation thereof.

In respect of issues not covered by this Charter, the Company shall be guided by applicable Russian Law, as well as by other legal acts adopted by appropriate state bodies within their authority.

The Company is established for an unlimited term.

## **Article 1. Name and Location of the Company**

1.1. The full brand name of the Company is *Публичное акционерное общество «Ростелеком»*.

The abbreviated brand name of the Company is *ПАО «Ростелеком»*.

1.2. The full brand name of the Company in English is Public Joint Stock Company "Rostelecom".

The abbreviated brand name of the Company in English is PJSC "Rostelecom".

1.3. The Company is located in Saint Petersburg, Russian Federation.

The standing collective executive body of the Company, the Management Board (hereinafter, the Management Board), is located at: 14 Sinopskaya Embankment, Litera A, Smolninskoe Municipality (Internal Federal City Territory), Saint Petersburg, 191167, Russian Federation.

The sole person executive body of the Company, viz., the President (hereinafter, the President), is located at the following address: 30 Bld. 1 Goncharnaya St., Moscow, 115172, Russian Federation.

1.4. The Company has been assigned the following General State Registration Number ("OGRN"): 1027700198767.

## **Article 2. The Legal Status of the Company**

2.1. The Company is a legal entity under the laws of the Russian Federation, it maintains a separate balance sheet, has round corporate seals showing its full brand (official) name in the Russian language and indicating its location, has current bank accounts, various currency bank accounts and other bank accounts, has stamps, letterheads bearing its official name, operates its own emblem, has duly registered trademarks and other means of visual identification.

The Company is entitled to have an unlimited number of round seals intended, in particular, for use by the detached and other subdivisions constituting the Company's structure. Apart from the information required by the applicable laws, the Company's seals may also bear a legend pointing to their specific field of application. The procedures for the manufacturing and exploitation of the Company's seals and stamps are established in the Regulations "On the Procedures for Manufacturing and Exploitation of the Seals and Stamps of the Company".

2.2. The Company acquired the rights of a legal entity as of the moment of its state registration on September 23, 1993.

2.3. To accomplish its business goals, the Company enters into transactions on its own behalf, acquires property and non-property rights, undertakes obligations, may sue and be sued in courts of trial and courts of arbitration.

2.4. The Company owns property reflected on its separate balance sheet, including the property contributed to its charter capital by the founder in the course of the Company's foundation, as well as the property contributed to the Company as payments for its shares.

2.5. The Company is liable for its obligations with all its property. The shareholders shall be liable for the Company's obligations in amount of their contributions to the Company's property as payment for its shares (their holdings of shares), unless applicable Russian Law and this Charter provide for otherwise.

2.6. The Company is not liable for any obligations of the state and of its shareholders, and neither is the state liable for obligations of the Company.

2.7. The Company may have subsidiaries and dependent companies with the rights of a legal entity on the territory of the Russian Federation, established in accordance with the current legislation of the Russian Federation, and outside the territory of the Russian Federation - in accordance with the legislation of a foreign state at the location of the subsidiary or dependent company, unless otherwise provided for by an international treaty of the Russian Federation..

The Company may establish business entities and partnerships jointly with Russian and (or) foreign citizens and (or) legal entities.

The Company is entitled to found or have interest in any legal entities in which Joint Stock companies are entitled to participate in compliance with applicable Russian Law.

2.8. The Company is entitled to establish branches and representative offices both on the territory of the Russian Federation and abroad in accordance with applicable Russian Law.

2.9. Branches are separate subdivisions of the Company located in places other than the Company's location and performing part of the Company's functions, including the functions of a representative office (hereinafter,

the “Branches”). Representative offices are separate subdivisions of the Company located outside the Company’s location and representing and protecting the Company’s interests (hereinafter the “Representative Offices”).

2.10. The Company provides its Branches with fixed and working assets and resources required for performing relevant Company functions. The property supplied by the Company to the Branches, as well as the property acquired by the Branches themselves, is deemed to be in the Company's ownership. Being an integral part of the Company, the Branches use and dispose of the aforementioned property within the scope of their rights and authorities provided for by this Charter, internal regulations of the Company, the Regulations on the Branch, and General Powers of Attorney issued by the Company to the directors of the Branches.

2.11. Branches and Representative Offices are not legal entities and participate in the Company's business on behalf of the Company, on the basis of individual Regulations. Representative offices and branches of the Company are listed in the Unified State Register of Legal Entities.

2.12. The Company is liable for obligations arising in the process of the Branches' participation in business on behalf of the Company.

2.13. Subsidiaries and dependent companies are separate legal entities, which are not liable for the Company's obligations, and the Company is not liable for the obligations of its subsidiaries unless applicable Russian Law provide otherwise.

2.14. The Company independently devises plans of production, business and other activities, as well as programs for the social development of its employees.

2.15. The sale of products, performance of work and provision of services is regulated by prices and rates established by the Company at its own discretion, unless otherwise provided for by the applicable laws.

2.16. The Company is authorized to join, at its own discretion, the existing and/or newly created unions, associations, inter-industry, regional and other affiliations, on the terms complying with the applicable antimonopoly laws of the Russian Federation and through the procedures stipulated by the laws and other legal acts of the Russian Federation.

2.17. The Company is authorized to hire Russian and foreign specialists for its business and independently decide upon the form, system, amount and class of their compensation packages.

The Company is entitled to reimburse the members of the Company Board of Directors (hereinafter the “Board of Directors”) and the Management Board and other officers for the damages incurred by them in the course of performance of their assigned responsibilities and/or the Company's representative functions, arising out of claims, suits and demands raised against the members of the Board of Directors and the Management Board and other officers, and as a result of imposition of sanctions of a pecuniary nature by third persons, including sanctions imposed by the state and the municipal authorities.

The Company is entitled to enter into agreements to insure against liability for damage of the members of the Board of Directors and the Management Board and other officers, which they may cause to third persons during performance of their assigned functions and/or the Company's representative functions.

2.18. The Company is entitled to perform other activities not prohibited by the law.

2.19. To comply with the state, social, economic and tax policies of the state, the Company undertakes to arrange appropriate storage of its documents (managerial, financial, business, personnel-related, and others), to deposit documents of historic and scientific value into storage with the state, and to provide storage and use, through established procedures, of personnel-related documents and personal data of the Company's employees.

### **Article 3. Goals and Business Scope of the Company**

3.1. The primary goal of the Company is to create a profit by provision of telecommunication services within the territories specified in licenses, issued to the Company by an authorized government authority and carrying out other business activities.

3.2 To achieve its goal the Company conducts the following activities:

3.2.1. Provision of telecommunication services, including:

- local, intra-zone, domestic and international long-distance telephone services;
- communication services related to provision of communication circuits;
- data services;
- ICT services;

- **provision of access to communication services with the use of access codes to telecommunication services;**
  - **communication services for cablecasting;**
  - universal communication services.
- 3.2.2. Engineering, deployment, operation and development of communication networks in the territory of the Russian Federation and management of networks in the Russian Federation.
- 3.2.3. Provision of communication networks interconnection and traffic transit services;
- 3.2.4. Carrying out design works, construction, installation and commissioning operations aimed at creation and operation of communication systems and facilities.
- 3.2.5. Installation, operation and maintenance of technology and telecommunication equipment.
- 3.2.6. Engineering surveying and design works.
- 3.2.7 Performance of general contractor's functions.
- 3.2.8. Execution of investment projects.
- 3.2.9. Carrying out research activities in communications and implementation and use of the results of such research.
- 3.2.10. Carrying out real estate transactions as well as construction, reconstruction, restoration and upkeep of buildings and facilities, blocks of flats, community infrastructures and facilities and transportation lines.
- 3.2.11. Transportation of goods and passengers for ensuring operation of existing communication facilities and those under construction.
- 3.2.12 Sales and promotion activities.
- 3.2.13. Protection of data constituting a state secret, a communication secret pursuant to applicable law.
- 3.2.14. Carrying out operations with the use of data constituting a state secret, performance of activities and/or provision of services related to protection of state secrets.
- 23.2.15. Training of employers and employees in labor protection issues.
- 3.3. Possessing general legal competence the Company is entitled to carry out any other activities that are not banned by Russian Federation law.
- 3.4. Activities subject to licensing are carried out under relative licenses obtained according to a statutory procedure.
- 3.5. The Company ensures to users equal access to communication facilities and circuits owned by them, and provides on a priority basis communication circuits and paths for defense, government, state security and law enforcement including emergency situations.
- 3.6 The Company carries out international business activities pursuant to applicable law.

#### **Article 4. Branches and Representative Offices of the Company**

- 4.1. The Company has various Branches and Representative Offices listed in the Unified Public Register of Legal Entities.
- 4.2. Opening other Branches and its other Representative Offices, as well as liquidation of Branches and closing down Representative Offices, shall be effected upon a decision of the Management Board.
- 4.3. Branches and Representative Offices shall operate on the basis of Regulations on the branches (representative offices).
- 4.4. The director of each Branch (hereinafter, the "Branch Director") and the head of a representative office are appointed and dismissed at the Company's discretion by the President.
- The Branch Director acts on the basis of a General Power of Attorney, which is issued to him/her and which defines the limits of his/her authority, as well as on the basis of other powers of attorney issued to the Branch Director for the performance of functions not provided for under the General Power of Attorney.
- 4.5. The Branch/Representative Office Director shall act on behalf of the Company within the scope of authority granted to him/her by a Power of Attorney and the Regulations on the specific Branch (or Representative Office).

4.6. The Branch participates in business on behalf of the Company on the territory constituting the Branch operation area (hereinafter, the Branch Operation Area), as set out by the Company. The Branch Operation Area may cover territories of several constituent entities of the Russian Federation. The Company has subdivisions included in the Branch structure and subject to its administrative and functional control in the Branch Operation Area.

4.7. A Branch is financed solely by the Company's funds. The operations of a Branch are financed on the basis of business plans approved by the Company for the relevant period.

4.8. The Company may open and close, at the location of the Branch, including the subdivisions comprising the structure of, and administratively reporting to, the Branch, bank accounts and arrange cash offices for settlements in cash. The Branch Director is not authorized to dispose of the funds held in such accounts and in such cash offices.

4.9. A Branch is not an independent tax payer, nor does it have the right to sell goods (works, services) independently. A Branch shall perform the Company's obligations to pay taxes and duties in accordance with the applicable tax laws of the Russian Federation, Accounting Policy of the Company and Regulations on the Branch.

#### **Article 5. Charter Capital of the Company. Placed and authorized shares**

5.1. The Charter Capital of the Company comprises 8,731,407.69 (eight million seven hundred and thirty one thousand four hundred and seven point sixty nine) rubles and is defined as a total of the par values of the placed shares.

The Company has placed the following shares:

- 3,282,997,929 (three billion two hundred and eighty two million nine hundred and ninety seven thousand nine hundred and twenty nine) ordinary shares;
- 209 565 147 (two hundred and nine million five hundred and sixty five thousand one hundred and forty seven) Type A preference shares.

5.2. The par value of a share is 0.0025 (twenty-five ten-thousandths) rubles.

All shares of the Company are registered book-entry shares.

The Type A preference shares are issued within the limit of 25 (twenty five) percent of the authorized capital amount specified in clause 5.1 hereof.

In accordance with this Charter, the par value of the placed preference shares of all types may not be defined by an amount exceeding 25 (twenty five) percent of the Charter Capital of the Company.

5.3. The Company has 1,905,852,776 (one billion nine hundred and five million eight hundred and fifty two thousand seven hundred and seventy six) authorized ordinary shares with par value of 0.0025 (twenty-five ten-thousandths) rubles each, which the Company is entitled to place in addition to the placed ordinary shares, through the procedures established in this Charter, and which, upon placement, shall provide to the owners thereof the same rights as those provided by the ordinary shares.

5.4. The Company has 531 (five hundred and thirty one) authorized Type A preference shares with a par value of 0.0025 (twenty five ten-thousandths) rubles each, which the Company is entitled to place in addition to the placed preference shares through the procedure established in this Charter, and which, upon the placement, shall provide to the owners thereof the same rights as those provided by the Type A preference shares.

#### **Article 6. Increasing the Charter Capital**

6.1. The Charter Capital of the Company may be increased following the procedures stipulated by applicable Russian Law and by this Charter, as follows:

6.1.1. by increasing the par value of the shares of the Company;

6.1.2. by placing additional shares.

6.2. An increase of the Charter Capital of the Company by placing additional shares may be accomplished on the basis of the value of the Company's property. An increase of the Charter Capital of the Company by increasing the par value of the shares is implemented only on account of the value of the Company's property. The amount by which the Charter Capital of the Company is increased on account of the Company's property cannot exceed the difference between the value of the Company's net assets and the total value of the Charter Capital and the Company's reserves.

6.3. An increase of the Charter Capital of the Company by increasing the par value of the shares shall be effected on the basis of a resolution of the General Shareholders' Meeting of the Company (hereinafter the "General Shareholders' Meeting"), exclusively following a proposal of the Board of Directors.

6.4. An increase of the Charter Capital of the Company by placing additional shares is effected on the basis of a resolution of the Board of Directors passed by a unanimous vote of the Board members, except for the cases stated in the first paragraph of clause 6.5 of this Charter; the vote(s) of previously discontinued member(s) of the Board of Directors shall be disregarded.

6.5. An increase of the Charter Capital of the Company by placing additional shares under private subscription, as well as the increase of the Charter Capital of the Company by placing extra ordinary shares through public subscription in the event that the amount of shares additionally placed through public subscription is more than 25 (twenty five) percent of ordinary shares placed earlier by the Company, is effected on the basis of a resolution of the General Shareholders' Meeting of the Company, following a three quarters majority vote by the holders of the Company's voting shares participating in the meeting.

An increase of the Charter Capital of the Company by placing additional ordinary shares through public subscription in the event that the amount of extra shares placed through public subscription is 25 (twenty five) percent of the ordinary shares placed earlier by the Company or less, is effected on the basis of a resolution of the Board of Directors passed by a unanimous vote of the Board members; the vote(s) of previously discontinued member(s) of the Board of Directors shall be disregarded.

An increase to the Charter Capital of the Company by placing additional shares on account of the Company's property is effected on the basis of a resolution of the Board of Directors, taken unanimously by all the members of the Board of Directors; the vote(s) of previously discontinued member(s) of the Board of Directors shall be disregarded.

6.6. The amount of shares authorized for placing as a means of increasing the Charter Capital of the Company by placing additional shares shall not exceed the amount stipulated in clauses 5.3 and 5.4 hereof.

#### **Article 7. Decreasing the Charter Capital**

7.1. The Charter Capital of the Company may be decreased through the procedures stipulated by applicable Russian Law and by this Charter, as follows:

7.1.1. by decreasing the par value of the shares of the Company;

7.1.2. by cancelling the shares bought out by the Company following the decision of the Board of Directors and not sold by the Company within 1 (one) year from the date of their buyback by the Company;

7.1.3. by acquiring some of the total shares in order to reduce their total number, following a decision of the General Shareholders' Meeting;

7.1.4. by cancelling the shares bought back by the Company through a procedure stipulated in this Charter.

7.2. A decision to decrease the Charter Capital of the Company by acquiring some of the shares in order to reduce their total number, or by cancelling the shares previously acquired or bought back by the Company and not sold by the Company within 1 (one) year following such acquisition or buyback, shall be adopted in the General Shareholders' Meeting by a simple majority vote by the holders of the Company's voting shares that are present in the General Shareholders' Meeting.

A decision to decrease the Charter Capital of the Company by decreasing the par value of the shares of the Company shall be adopted in the General Shareholders' Meeting by a three quarters majority vote by the holders of the Company's voting shares that are present in the General Shareholders' Meeting.

7.3. In the event that the Company's balance sheet reflects shares that were acquired upon the decision of the Board of Directors or bought out through the procedures provided for herein, the General Shareholders' Meeting is entitled to decide to reduce the Charter Capital by cancellation of all or part of such shares. In the event that the aforementioned shares are maintained on the Company's balance sheet for more than 1 (one) year, the Board of Directors must call an extraordinary General Shareholders' Meeting in order to reach a resolution on decreasing the Charter Capital by cancellation of all such shares.

7.4. Within 3 (three) working days after the decision to decrease the Charter Capital is adopted, the Company shall inform the state registration authorities and publish the notification about the anticipated decrease of its Charter Capital in the mass media that are responsible for publicity related to state registration of legal entities, at least twice on a monthly basis.

The following information must be provided in the aforementioned notification about the adopted decision to decrease the Charter Capital of the Company:



- 1) the full and abbreviated names of the Company and its location;
- 2) the size of the Charter Capital and the amount by which it is to be decreased;
- 3) method, procedure and conditions of decreasing the Charter Capital of the Company;
- 4) description of claiming procedures and conditions for the creditors of the Company stated in the next sentence of this Article, specifying the address (location) of the collective executive body of the Company, additional addresses at which the said claims could be made, as well as the contacts of the Company (phone numbers, fax numbers, emails etc.).

A creditor of the Company shall be entitled to seek premature fulfillment of relevant obligations of the Company in court, and, in case of its incapability to fulfill the obligations, – to discharge the obligations and reimburse the losses incurred, as long as the Creditor's right accrued before the announcement of the decrease of the Charter Capital of the Company was published, but no later than 30 (thirty) days from the date of publication of such announcement. The limitation of action period for appealing to court with such a claim is six months from the date on which the notification of decrease of the Charter Capital of the Company is published.

7.5. The Company has no right to reduce its Charter Capital if, as a result of such a decrease, the value of the Charter Capital of the Company becomes less than the minimum amount of the Charter Capital, as determined by the Federal law "On Joint Stock Companies", as of the date of the documents' being submitted for the state registration of the relevant changes to the Company's Charter; and, in case the Company is obliged to reduce its Charter Capital in accordance with the requirements of the current legislation of the Russian Federation, – as of the date of the Company's state registration.

#### **Article 8. Placement and Paying up of Shares**

8.1. The Company is entitled to place its shares and other securities convertible into shares through both public and closed subscriptions, except for cases when applicable Russian Law permits placement of shares through a public subscription only.

The procedure and term of the shares' placement through public or closed subscription shall be determined by the Board of Directors or the General Shareholders' Meeting, as stipulated in clauses 6.4 and 6.5 hereof.

8.2. While increasing the Charter Capital by placing additional shares, the placed shares should be paid up at a market price, which shall be established or the establishment procedure of which is set by the Board of Directors together with adopting the decision to increase the Charter Capital, through the procedures and by methods stipulated by applicable Russian Law.

The price of the additional shares to be placed to the buyers with preemptive rights to buying shares may be lower than that for the other buyers, but no more than by 10 (ten) percent.

8.3. When additional shares are placed by subscription, the Company and any buyer of such shares execute a civil law agreement. Pursuant to such agreement, the additional shares are to be placed on condition of their full payment.

8.4. Payment for shares placed may be made in cash, things, shares in charter (pooled) capital of other business partnerships and companies, state or municipal bonds, exclusive rights subject to monetary valuation, other intellectual rights and rights under license agreements, unless otherwise provided by law.

The form of payment for additional shares is to be determined by a decision on placement of such shares.

8.5. Where the shares are to be paid up in non-monetary form, the monetary value of the property contributed as payment for the shares shall be determined by the Board of Directors. The market value of the property contributed as payment for the shares shall be determined through the procedures established by the applicable laws.

#### **Article 9. Rights and Obligations of Shareholders Holding Ordinary Shares**

9.1. Each ordinary registered share in the Company shall provide its holder with the rights equal to those of any other holder of an ordinary registered share.

9.2. Each holder of ordinary registered shares shall be entitled to:

9.2.1. sell and otherwise dispose of the shares held at any time without the consent of other shareholders or approval from the bodies of the Company;

9.2.2. take part in the General Shareholders' Meeting with a right to vote on all issues within the terms of reference in person or by proxy. In the event that the shareholder has entered into the ownership of the shares after making by a registrar of the list of shareholders entitled to participate in the General Shareholders'

Meeting, the shareholder may participate in the meeting only on the basis of a power of attorney issued by the former, previously enlisted holder of the shares;

9.2.3. receive dividends, if such are declared and paid out through the procedures stipulated by this Charter;

9.2.4. receive part of the property or the value of part of the Company's property remaining after the Company's liquidation (that is – after all the creditor settlements are accomplished) in proportion to the shares held, through the procedures and in the order of priority stipulated by applicable Russian Law and this Charter;

9.2.5. receive any extracts from the shareholders' register certified with the registrar's seal from the registrar and receive information on his/her personal account, a report on inclusion of a person in the list of persons exercising securities rights or a report saying that the person was not included in the said list, as well as other information provided for by the legal acts of the Russian Federation, in the form, on conditions, through the procedures and within the term established in the Regulations on maintaining the shareholders' register approved by the registrar within its authority;

9.2.6. obtain documents and information about the Company pursuant to the Requirements of the Federal Law "On Joint Stock Companies" and other legal instruments of the Russian Federation;

9.2.7. defend, through legal procedures, his/her infringed civil rights and demand recovery for damages suffered from the Company in cases provided for by applicable Russian Law;

9.2.8. demand from the Company to buy back all or part of the holder's shares, in cases and through the procedures stipulated by applicable Russian Law;

9.2.9. sell shares to the Company in the event that the Company decides to purchase such shares.

A shareholder has to cover the expenses related to provision of the required/requested documents in the amount which shall not exceed the cost of making copies of the documents and sending the documents by mail.

9.3. A shareholder or a group of shareholders holding, in aggregate, no less than 2 (two) percent of the ordinary shares of the total number of the placed voting ordinary shares of the Company, as of the date of proposing issues to the agenda, are entitled to introduce issues for the agenda of the Annual General Shareholders' Meeting, as well as to propose candidates to the Board of Directors, the Audit Commission for the election, at the annual General Shareholders' Meeting, through the procedures, on conditions and within the terms established by this Charter.

9.4. A shareholder or a group of shareholders holding, in aggregate, no less than 10 (ten) percent of the ordinary shares of the total number of the placed ordinary shares of the Company, is entitled to:

- demand to call an extraordinary General Shareholders' Meeting;
- demand a review (an audit) of the financial and business operations of the Company.

9.5. Each holder of ordinary registered shares is obliged to:

- pay for the bought-out Company's placed shares through the procedure, in the amount, form and within the term established by this Charter and the decision on placing such securities;
- not disclose confidential information on the Company's operations;
- fulfill other obligations provided for in this Charter, internal regulations of the Company, as well as comply with the decisions of the General Shareholders' Meeting and of the Board of Directors adopted within their authority.

9.6. The Company shareholders shall have a pre-emptive right to acquire shares to be placed, and issuable securities convertible into shares, in the cases stipulated in the Federal Law "On Joint Stock Companies".

#### **Article 10. Rights and Obligations of Holders of Type A Preference shares**

10.1. Each Type A preference share of the Company shall provide its holder with the rights identical to those of any other holder of a Type A preference share.

10.2. The holders of Type A preference shares of the Company shall not be entitled to vote at the General Shareholders' Meeting, unless applicable Russian Law and this Charter provide for otherwise.

10.3. The holders of Type A preference shares shall be entitled to receive a fixed annual dividend, unless this Charter stipulates otherwise. The total amount payable as a dividend on each Type A preference share is established as 10 (ten) percent of the Company's net profits of the previous reporting year, divided by the number of shares constituting 25 (twenty five) percent of the Charter Capital of the Company. Herewith, if the amount of dividends payable by the Company on each ordinary share in a given year exceeds the amount

payable as dividend on each Type A preference share the amount of the latter dividend must be increased up to the amount of the dividend payable on ordinary shares.

10.4. Each holder of Type A preference shares shall be entitled to:

10.4.1. sell and otherwise dispose of the shares held at any time without the consent of the other shareholders or the bodies of the Company;

10.4.2. participate in the General Shareholders' Meeting with the right to vote on issues relating to reorganization and liquidation of the Company; as well issues stipulated by par. 3 Article 7.2. and Article 92.1 of the Federal Law "On Joint Stock Companies".

10.4.3. vote in the meetings of shareholders in cases when the adoption of amendments or additions to this Charter shall involve restriction of rights of the holders of preference shares, including establishment of or increasing the amount of the dividend and/or establishment of or increasing the liquidation quota payable on preference shares of the previous order of priority, or in case of providing the holders of preference shares of other types any privileges in respect of the order of priority of the dividend payment and/or the payment of the liquidation price of the shares.

The holders of Type A preference shares the amount of dividend on which is established in this Charter, shall be entitled to participate in the General Shareholders' Meeting with the right to vote on all issues on the meeting's agenda, starting from the meeting following a previous annual General Shareholders' Meeting, at which the decision not to pay out the dividends or to pay out only part of the dividends on Type A preference shares was adopted. The right of the holders of Type A preference shares to participate in the General Shareholders' Meeting shall be terminated as of the moment the dividends on such shares are paid in full.

Shareholders owning Type A preference shares shall also acquire voting right upon a decision at a General Shareholders' Meeting to file an application requesting a delisting of Type A preference shares;

10.4.4. receive part of the property or the value of part of the property remaining after the settlements with the Company's creditors are accomplished in the event of the Company's liquidation. The property remaining after the creditors' claims' satisfaction shall be used to effectuate payments through the procedure mentioned in clause 37.11 of this Charter;

10.4.5. receive extracts from the shareholders' register and other information from the registrar through the procedure stipulated for the holders of ordinary shares of the Company in clause 9.2.5 hereof;

10.4.6. receive information contained in the Company's documents listed in clause 9.2.6 hereof, through the procedure stipulated by this Charter for the holders of ordinary shares of the Company;

10.4.7. exercise rights specified in clauses 9.2.1, 9.2.7, 9.2.8, and 9.2.9 hereof, in accordance with applicable Russian Law and this Charter.

10.5. Each holder of Type A preference shares is obliged to:

- not disclose confidential information on the Company's operations;
- perform other obligations stipulated by this Charter and internal documents of the Company and comply with the decisions of the General Shareholders' Meetings and the Board of Directors, adopted within their authority.

#### **Article 11. Profit Distribution. Funds**

11.1. The Company's Profits shall be subject to taxation through the procedures as stipulated by applicable Russian Law. The remaining profits of the Company, after payment of taxes and other compulsory payments accrued to the state, shall be at the sole disposal of the Company and shall be used by the Company at its own discretion.

11.2. The Company shall establish a reserve fund, allocating 5 (five) percent of the Company's net profits every year until the reserve fund constitutes 15 (fifteen) percent of the Charter Capital of the Company.

The reserve fund shall be used to cover the Company's losses, as well as to buy back the Company's shares or redeem its bonds where no other funds are available in such events and through such procedures as stipulated in this Charter.

The reserve fund may not be used for other purposes.

11.3. In order to secure the Company's obligations and assure its production-related and social development at the expense of the Company's profits and other revenues, the General Shareholders' Meeting may, by deciding on the issue specified in clause 14.2.10 of this Charter, decide to establish other funds.

## **Article 12. Dividends of the Company**

12.1. The Company is entitled to make a decision on declaring the payment on the dividends of placed shares based on the results of the reporting year as well as based on the results of the first quarter, six months and nine months of the reporting year. The Company shall not guarantee the payment of dividends on the ordinary shares unless the General Shareholders' Meeting adopts an appropriate decision.

A decision on paying the annual dividends, on the amount and form of the total dividend payable on the shares of each category (type) shall be adopted by the General Shareholders' Meeting.

12.2. Dividends on the preference shares shall be paid out in an amount established in clause 10.3 hereof.

12.3. Dividends shall be paid out of the Company's net profits (profit after taxes), based on accounting (financial) statements of the Company. Dividends on Type A preference shares may be paid out of the funds specially designated for the purpose; the amount of such funds shall be determined, so that the amount of dividends paid out of such funds is not lower than what is specified in clause 10.3 of this Charter.

12.4. Dividends are paid to a nominee shareholder and a trust manager who is a professional securities market player within 10 (ten) business days if both of them are registered in the shareholders' register, and with respect to other persons registered in the shareholders' register - within 25 (twenty five) business days from the date when the list of persons entitled to dividend is prepared.

12.5. When adopting a decision on declaring the payment of dividends, the Company shall be guided by limitations on the payment (or declaration) of dividends, established by applicable Russian Law.

12.6. The Company shall pay out dividends in cash, except for the case when the General Shareholders' Meeting may decide, in respect of the annual dividend on the ordinary shares, to pay out dividends in another form. Dividends on the Type A preference shares shall be paid out in cash only.

## **Article 13. Shareholders Register. Registrar of the Company**

13.1. The Company shall provide the maintenance of the register of the Company's shareholders in accordance with the requirements of the legal acts of the Russian Federation.

13.2. The shareholders register for the Company is held by an agency holding a license prescribed by law.

The shareholders register is maintained according to the regulation on maintenance of the register of the shareholders approved by the registrar.

13.3. In the event that a shareholder fails to notify the registrar of the changes, the Company and the registrar will not be responsible for the damages arising in connection therewith.

13.4. The registrar shall perform functions of the counting commission of the Company.

The registrar ascertains powers of and registers persons intending to participate in the General Shareholders' Meeting of the Company, determines the quorum of the General Shareholders' Meeting, provides for the settlement of issues related to the exercise by shareholders (or their representatives) of the right to vote in the General Shareholders' Meeting, explains the procedure for voting on the meeting agenda items, counts votes and summarizes the balance of votes, draws up the Minutes on voting results, and transfers the voting ballots to the archive, confirms a decision taken by the General Shareholders' Meeting and the Company membership.

While performing functions of the counting commission, the registrar complies with the requirements contained in the internal regulations of the Company.

## **Article 14. Competence of the General Shareholders' Meeting**

14.1. The General Shareholders' Meeting is the supreme governing body of the Company.

14.2. The competence of the General Shareholders' Meeting includes taking decisions with regard to the following issues, which cannot be transferred for consideration to the Board of Directors, the President or the Management Board:

14.2.1. introduction of amendments and additions to this Charter with the exception of cases stipulated in the applicable law, or confirmation of the Charter of the Company in a revised edition adopted by no less than a three quarters majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.2. the Company's reorganization, the decision on which shall be adopted by no less than a three quarters majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.3. the Company's liquidation, appointment of the Liquidation Commission, approval of the interim and final liquidation balance sheets, the decisions on which shall be adopted by no less than a three quarters majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.4 election of members to the Board of Directors, the decision on which is adopted by cumulative voting; premature termination of powers of the members of the Board of Directors, the decision on which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.5. determination of amount, nominal value, category (type) of authorized shares, the decision on which shall be adopted by no less than a three quarters majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.6. a decrease of the Charter Capital of the Company:

14.2.6.1. by acquiring part of the shares to reduce their total number, or by cancelling the shares acquired or bought back by the Company and not sold by the Company within 1 (one) year following such acquisition or buyback, in which case the decision shall be adopted by a simple majority vote by the shareholders holding voting shares and taking part in the meeting;

14.2.6.2. by decreasing the par value of the shares of the Company, in which case the decision shall be adopted by a three quarters majority vote by the shareholders holding voting shares and taking part in the meeting;

14.2.7. election of members to the Audit Commission and early termination of their powers, the decision on which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.8. Appointment of an audit firm of the Company, the decision on which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.9. payment (declaration) of the dividends based on the results of the first quarter, six months and nine months of the reporting year, the decision on which is adopted by majority vote by the shareholders holding voting shares of the Company who are present in the meeting; decision on payment (declaration) of dividends on preference shares of a certain type is taken by majority vote by the shareholders holding voting shares of the Company and taking part in the meeting, in which case the votes of shareholders holding preference shares of this type cast for voting options expressed as "against" or "abstained" shall not be considered in the count of voices or in the quorum for taking decisions on the specified issue;

14.2.10. approval of an annual report of the Company; annual accounting (financial) statements, including payment (declaration) of dividends except for payment (declaration) of dividends upon the results of the first quarter, six months, nine months of a reporting year and the Company's losses upon the results of a reporting year the decisions on which shall be taken by a simple majority vote by shareholders holding voting shares of the Company and taking part in the meeting;

14.2.11. approval of the Regulations on the General Shareholders' Meeting, Regulations on the Board of Directors, Regulations on the President, Regulations on the Management Board, Regulations on the Audit Commission, as well as of the amendments and additions to such Regulations, the decisions on which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.12. determination of the procedures for holding the General Shareholders' Meeting, the decision on which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.13. an increase of the Charter Capital of the Company through increasing the par value of shares, the decision on which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.14. an increase of the Charter Capital of the Company through placement of additional ordinary shares through public subscription in the event that the number of additionally placed ordinary shares exceeds 25 (twenty five) percent of the ordinary shares, previously placed by the Company; such decision shall be adopted by at least a three quarters majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.15. an increase of the Charter Capital of the Company through placement of additional Company shares by way of closed subscription; such decision shall be adopted by at least a three quarters majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.16. placing by the Company of bonds convertible into shares and other securities convertible into shares in the event that such bonds (or other securities) are placed through a private or public subscription, provided that, in the event of a public subscription, bonds convertible into Company shares (other issue securities) may be converted into ordinary shares of the Company totaling more than 25 (twenty five) percent of the previously placed ordinary shares; such decision shall be approved by at least a three quarters majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.17. splitting and consolidation of the Company's shares, the decision on which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.18. consent for making or subsequent approval of related (interested) party transactions in cases stipulated by the Federal Law "on Joint Stock Companies", where a resolution for its approval shall be made by a majority of votes of shareholders, who own voting shares and attend the meeting, but who are not interested party in the transactions or controlled persons interested in their completion;

14.2.19. consent for making transactions or subsequent approval of major transactions in cases and through the procedures stipulated in the Federal Law "On Joint Stock Companies";

14.2.20. participation in financial and industrial groups, associations and other affiliations of commercial organizations, which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.21. reimbursement, at the Company's expense, of expenses associated with the preparation and holding of an extraordinary General Shareholders' Meeting in the event that, according to the court act, the extraordinary General Shareholders' Meeting is held by the claimant, the decision on which is to be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.22. filing an application for delisting of the Company shares and/or of the Company issued securities convertible into its shares, to be adopted as stipulated by Par. 4 Article 32 of the Federal Law "On Joint Stock Companies", the decision to take effect provided that the total number of shares for which the buyback requests are filed according to Article 30 of this Charter shall not exceed the number of shares that can be bought back by the Company given the restrictions stated in Par. 5 Article 76 of the Federal Law "On Joint Stock Companies";

14.2.23. introduction of changes in the Charter, excluding indication that the Company is public, along with a decision to file an application of the Company to the Bank of Russia with a request to release it from the obligation to disclose information pursuant to the Russian Federation legislation on securities and a request regarding delisting of shares and stock converted into shares. The decision shall be taken by a 95 (ninety five) percent majority vote by all shareholders owning the Company shares of all categories (types). The decisions shall come into force provided that the total number of shares in respect of which a call for their buyback was filed does not exceed the number of shares that can be bought back by the Company, subject to the limit established by Par. 5, Article 76 of the Federal law "On Stock-Exchanges".

14.2.24 other matters referred to the competence of the General Shareholders' Meeting by the Federal Law "On Joint Stock Companies".

14.3. The General Shareholders' Meeting shall be entitled to adopt decisions on the matters stipulated in clauses 14.2.2, 14.2.6.2, 14.2.11, 14.2.13, 14.2.14, 14.2.15, 14.2.16, 14.2.17, 14.2.18, 14.2.19, and 14.2.20, 14.2.23 if proposed by the Board of Directors only.

14.4. The General Shareholders' Meeting is not entitled to consider and adopt decisions on matters not referred to its competence by the Federal law "On Joint Stock Companies".

14.5. The General Shareholders' Meeting shall not be entitled to adopt decisions on items not included in the meeting agenda, nor shall it be entitled to amend the agenda.

The decisions of the General Shareholders' Meeting adopted on items not included in the meeting agenda of the General Shareholders' Meeting (except for the case when all the shareholders of the Company participate) or those considered outside the competence of the General Shareholders' Meeting, with absence of quorum for holding the General Shareholder's Meeting or without the necessary number of votes of the shareholders, are not valid irrespective of any taken legal action.

## **Article 15. The Annual General Shareholders' Meeting**

15.1. The Company shall hold an annual General Shareholders' Meeting through the procedure stipulated by this Charter and the Regulations on the General Shareholders' Meeting.

15.2. The annual General Shareholders' Meeting shall be held within a term determined by the Board of Directors and may not be held earlier than 4 (four) months or later than 6 (six) months following the end of the accounting year.

15.3. Decisions on the following issues are to be adopted by the annual General Shareholders' Meeting:

15.3.1. approval of the Company's annual report; approval of the annual accounting (financial) statements, distribution of profit, including the payment (declaration) of dividends, except for payment (declaration) of dividends upon the results of the first quarter, six months and nine months of the reporting year, approval of losses of the Company upon the results of the reporting year;

15.3.2. appointment of members to the Board of Directors;

15.3.3. appointment of members to the Audit Commission;

15.3.4. appointment of the Company's audit firm.

The agenda of the annual General Shareholders' Meeting may include other issues of an annual General Shareholders' Meeting falling within its competence, as pursuant to the Federal law "On Joint Stock Companies".

15.4. The procedure for conducting the annual General Shareholders' Meeting and notifying the shareholders of the convening of such a meeting, as well as the list of materials provided for the shareholders' reference (information on the forthcoming General Shareholders' Meeting), shall be determined by the Board of Directors in accordance with the provisions of this Charter and the Regulations on the General Shareholders' Meeting.

#### **Article 16. The Extraordinary General Shareholders' Meeting**

16.1. All General Shareholders' Meetings of the Company, other than the annual meeting, are deemed extraordinary meetings.

16.2. An extraordinary General Shareholders' Meeting is held upon the decision of the Board of Directors upon its own initiative, upon a request of the Audit Commission, the Company's audit firm of, or upon a request of a shareholder (or a group of shareholders) owning, as of the date of the request, no less than 10 (ten) percent of the voting shares of the Company.

The procedure of making requests for holding a General Shareholders' Meeting shall be settled by Regulations on the General Shareholders' Meeting.

16.3. The Board of Directors initiating the convocation of an extraordinary General Shareholders' Meeting, must approve:

- the wording of the agenda issues of the Meeting;
- the form of holding the meeting.

16.4. Within 5 (five) days of the request submission to the Board of Directors the latter shall decide either to convene the extraordinary General Shareholders' Meeting or to reject the aforementioned request.

16.5. The Board of Directors may adopt a decision rejecting the convening of an extraordinary General Shareholders' Meeting or refusing to include some of the proposed issues into the agenda only in the following cases:

- the shareholder (or a group of shareholders) initiating the request to convene an extraordinary General Shareholders' Meeting does not hold the necessary share of the voting shares of the Company, as specified by par. 1 of Article 55 of the Federal law "On Joint Stock Companies";
- the issue(s) proposed for the agenda of the Company's extraordinary General Shareholders Meeting is/are outside the competence of the meeting and/or do(es) not comply with the requirements, as specified by the Federal law "On Joint Stock Companies" and other legal acts of the Russian Federation;
- the procedure for submitting a request for convening an extraordinary General Shareholders' Meeting specified by Article 55 of the Federal law "On Joint Stock Companies" is not complied with;
- none of the issues proposed for the agenda of an extraordinary General Shareholders Meeting is referred to the competence of the meeting and/or complies with the requirements, as specified by the Federal law "On Joint Stock Companies" and other legal acts of the Russian Federation.

16.6. A reasoned decision rejecting the extraordinary meeting convention or an issue proposed for the agenda shall be sent to the persons initiating the convention of such meeting no later than 3 (three) days following the adoption of the relevant decision. If such proposals came to the Company from persons not registered in the Company's shareholders' register that gave an instruction to the person in charge of supervision of their stock

rights, the said resolution of the Board of Directors shall be sent to such persons at least 3 (three) days from the date of its adoption pursuant to the rules under the Russian Federation law on Joint Stock Companies for provision of information and materials to people exercising stock rights.

#### **Article 17. Forming the Agenda of the General Shareholders' Meeting**

17.1. The agenda of the General Shareholders' Meeting is to be approved by the Board of Directors of the Company.

The procedure for submitting proposals and approving the agenda of an extraordinary General Shareholders' Meeting is established by this Charter and the Regulations on the General Shareholders' Meeting.

17.2. A shareholder (or a group of shareholders) holding, in aggregate, no less than 2 (two) percent of the voting shares of the Company, may propose items to be included in the agenda of the annual General Shareholders' Meeting. Such proposals should be accepted by the Company no later than 60 (sixty) days following the end of the reporting year.

17.3. The procedure of making proposals regarding inclusion of items in the agenda is detailed in the Regulations on the General Shareholders' Meeting.

17.4. A proposal of the items for the agenda of the Annual General Shareholders' Meeting should contain:

- wording of the issues proposed for the agenda;
- full name (corporate name) of the shareholder (shareholders) submitting the issue, and information on the shares owned (number, category, type);
- signature of the shareholder (shareholders) or authorized representatives. In the event that the proposal is signed on behalf of the shareholder by an authorized representative, the proposed agenda items must be enclosed with the power of attorney (or a notarized copy of the power of attorney) or other evidence of the shareholder representative's authority (including the Minutes on the election of the representative as a party authorized to represent the legal entity shareholder without a power of attorney).

17.5. The Board of Directors must consider the duly proposed items and decide either to include the items into the agenda of an Annual General Shareholders' Meeting, or reject the items no later than 5 (five) days following the end of the term for accepting the proposal of issues, as established by this Charter.

17.6. The Board of Directors is entitled to refuse to include an issue into the agenda of the Annual General Shareholders' Meeting only in such cases, as follows:

- the shareholder (shareholders) failed to meet the deadlines specified by par. 1 Article 53 of the Federal law "On Joint Stock Companies";
- the shareholder (shareholders) proposing issues for the agenda is/are not a holder(s) of the necessary share of the voting shares of the Company, as specified by par. 1 and par. 2 Article 53 of the Federal law "On Joint Stock Companies";
- the proposal does not comply with the requirements specified by items 3 and 4 of Article 53 of the Federal law "On Joint Stock Companies";
- the issue proposed for the agenda of the General Shareholders' Meeting is outside the competence of the meeting and/or does not comply with the requirements specified by the Federal law "On Joint Stock Companies" and other legal acts of the Russian Federation.

17.7. A reasoned decision rejecting the issue proposed for the agenda shall be sent to the shareholder (shareholders) initiating the issue proposal no later than 3 (three) days following the adoption of the relevant decision. If such proposals came to the Company from persons not registered in the Company's shareholders' register that gave an instruction to the person in charge of keeping records of their stock rights, the said resolution of the Board of Directors shall be sent to such persons at least 3 (three) days from the date of its adoption pursuant to the rules under the Russian Federation law on securities, regulating provision of information and materials to persons exercising their securities rights.

17.8. The Board of Directors shall not be entitled to amend the agenda of the General Shareholders' Meeting after the shareholders have been notified of the General Shareholders' Meeting to be held through the procedure stipulated herein.

17.9. The shareholder (shareholders) holding, in aggregate, at least 2 (two) percent of the Company's voting shares, shall have the right to nominate candidates to the Board of Directors and the Audit Commission; the number of such candidates may not exceed the number of members of the relevant body, as determined by this Charter. Such proposals should be accepted by the Company no later than 60 (sixty) days following the end of the reporting year.



17.10. Proposals on nominating the candidates may be submitted by way of:

- mailing or sending via a courier service to the address of the Company;
- delivery against signature to the person performing the functions of the Company's sole person executive body, the Chairman of the Board of Directors of the Company, the Corporate Secretary of the Company, or another person authorized by the Company's internal regulations to accept correspondence in writing addressed to the Company.
- other means under the Russian Federation Law.

If a proposal regarding nominating the candidates is mailed, the date of submission of such proposal will be the date indicated by the imprint of the calendar stamp evidencing the mailing date; if a proposal regarding nominating the candidates is delivered against signature – it will be the date of the acceptance signature. If a proposal regarding nominating candidates is dispatched by sending it via a courier service the date of submission of such proposal shall be the date on which it was posted with the courier service for delivery.

17.11. A candidate nomination proposal (including cases of self-nomination) shall state:

- the full name of the candidate, the ID document (its series and/or number, date and place of issue, issuing authority);
- the full name(s) (corporate name) of the shareholder (shareholders) nominating the candidate, number and category (type) of shares held by them;
- the name of the body of the Company for which the candidate is nominated;
- the signature of the shareholder (shareholders) or authorized representatives thereof. In the event that the nominated candidate proposal is signed on behalf of the shareholder by an authorized representative, the issues proposed for the agenda are submitted together with a power of attorney (or a notarized copy of the power of attorney) or other evidence of the powers of the shareholder's representative (including the Minutes on the representative's election as a party authorized to represent the legal entity shareholder's interests without a power of attorney).

17.12. The issues proposed for the agenda of the General Shareholders' Meeting and nomination of candidates to the Board of Directors and the Audit Commission may be revoked by the shareholder (shareholders) that submitted such proposals.

17.13. The Board of Directors considers the submitted proposals and decides whether to include them in the nominated candidates list for the elections to the Board of Directors and the Audit Commission, or to refuse them no later than 5 (five) days following the final term for the acceptance of proposals, as established by this Charter.

17.14. The Board of Directors may refuse to include the nominated candidates into the list of candidates in the following cases:

- the shareholder (shareholders) failed to meet the deadlines specified by par. 1 and par. 2 Article 53 of the Federal law "On Joint Stock Companies";
- the shareholder (shareholders) nominating the candidate(s) are not holders of the necessary share of the voting shares of the Company, as specified by par. 1 and par. 2 Article 53 of the Federal law "On Joint Stock Companies";
- the proposal does not comply with the requirements specified by par. 3 and par. 4 Article 53 of the Federal law "On Joint Stock Companies".

17.15. A reasoned decision refusing to include the nominated candidate into the list of candidates for the election to the Board of Directors or the Audit Commission shall be sent to the shareholder (shareholders) initiating the nomination of the candidate(s) no later than 3 (three) business days following the date of adoption of the relevant decision. If such proposals came to the Company from persons not registered in the Company's shareholders' register that gave an instruction to the person in charge of keeping records of their stock rights, the said resolution of the Board of Directors shall be sent to such persons at least 3 (three) days from the date of its adoption pursuant to the rules under the Russian Federation law on securities, regulating provision of information and materials to persons exercising their securities rights.

#### **Article 18. Calling the General Shareholders' Meeting**

18.1. An extraordinary General Shareholders' Meeting called upon the request of the Audit Commission, the Company's audit firm or the shareholder(s) owning, in aggregate, no less than 10 (ten) percent of the voting shares, is to be called no later than 40 (forty) days following the date of the request for holding the extraordinary

General Shareholders' Meeting. In the event that the agenda of the extraordinary General Shareholders' Meeting, proposed by the Audit Commission, the Company's audit firm or by the shareholder(s) holding, in aggregate, not less than 10 (ten) percent of the voting shares of the Company, includes an issue of electing members to the Board of Directors, such extraordinary General Shareholders' Meeting must be held within 75 (seventy five) days from the date of request for holding the extraordinary General Shareholders' Meeting.

In the event that, in accordance with the Federal law of the Russian Federation On Joint Stock Companies, the Board of Directors must adopt the decision to hold an extraordinary General Shareholders' Meeting for the election of members to the Board of Directors, such extraordinary General Shareholders' Meeting shall be held within seventy (70) days, following the date on which the Board of Directors adopted the decision to hold such a meeting.

18.2. Information on holding the General Shareholders' Meeting to be communicated to persons entitled to participate in the General Shareholders' Meeting shall be posted at the Company website at [www.company.rt.ru](http://www.company.rt.ru) in the information and telecommunications network Internet.

By the decision of the Board of Directors the Company shall be entitled to provide additional information to persons having a right to participate in a General Shareholders' meeting about holding a General Shareholders' meeting by the following means:

- by mail;
- by delivery of an e-mail message to the e-mail address of the relative person listed in the Register of the Company shareholders;
- by sending a text message specifying the procedure of getting familiar with a notice on holding a General Shareholders' meeting that was sent to the contact phone number or e-mail specified in the Register of the Company Shareholders;
- notification by other means of mass media (TV, radio, print media).

18.3. Information on holding the General Shareholders' Meeting in a form of a meeting shall be communicated to the shareholders no later than 30 (thirty) calendar days before the date of its holding, except for the cases when the extraordinary General Shareholders' Meeting shall be held within 40 (forty) days from the moment of providing the claim for holding the meeting (from the moment such a decision has been adopted), and the notification about holding the meeting shall be made no later than 21 (twenty one) days before the date of holding the Meeting.

In cases stipulated in par. 2 and par. 8 Article 53 of the Federal law "On Joint Stock Companies", the notice about an extraordinary General Shareholders' Meeting should be made at least 50 (fifty) days before the meeting.

The date of informing the shareholders of holding the General Shareholders' Meeting shall be determined according to the date of posting of the announcement, in accordance with clause 18.2 hereof.

18.4. Information on holding the General Shareholders' Meeting in the form of absentee voting shall be communicated to the shareholders no later than 30 (thirty) calendar days before the final date of accepting the voting ballots, except for the cases when the extraordinary General Shareholders' Meeting is held within 40 (forty) days from the moment of claiming to hold the meeting (from the moment such a decision has been adopted), and the notification about holding the meeting shall be made no later than 21 (twenty one) days before the date of the Meeting being held.

The date of informing the shareholders of holding the General Shareholders' Meeting shall be determined according to the date of posting of the announcement, in accordance with clause 18.2 hereof.

18.5. The information to be sent to persons entitled to take part in the General Shareholders' meeting in the course of making arrangements for the General Shareholders' Meeting shall include the following:

18.5.1. annual accounting statements of the Company and report of the Audit Commission based on the results of such audit;

18.5.2. opinions of the Audit Commission on the results of the audit of the annual accounting records of the Company and on accuracy of the data contained in the Company's Annual report;

18.5.3. information on the candidates nominated to the Board of Directors;

18.5.4. information on the candidates nominated to the Audit Commission;

18.5.5. information about the proposed audit firm of the Company;

18.5.6. drafted amendments and additions proposed for introduction into the Charter and the internal regulations of the Company, and/or drafts of the revised version of the Charter and the internal regulations of the Company;

18.5.7. conclusions of the Board of Directors regarding a major transaction;

18.5.8. a report on major transactions made by the Company in the reporting year as well as transactions that are of interest.

18.5.9. Draft resolutions of the General Shareholders Meeting;

18.5.10. Information about shareholder agreements made during the year before the date of the General Shareholders' Meeting mentioned in Article 32.1 of the Federal law "On Joint Stock Companies".

18.5.11. Other information (materials) that are required for taking a decision on matters related to the agenda of the General Shareholders' Meeting that are included by the decision of the Board of Directors in the list of information (materials) to be submitted to the shareholders in the course of preparation for the General Shareholders' Meeting.

Information mentioned in clauses 18.5.1–18.5.8 of this Charter is to be provided through the procedures established herein, in the event that the relevant items are included into the agenda of the General Shareholders' Meeting.

18.6. Materials to be provided in preparation for the General Shareholders' Meeting to persons entitled to participate in the General Shareholders' Meeting shall not be sent out to the shareholders. A person entitled to participate in the General Shareholders' Meeting may review such materials at the addresses indicated in the notice.

A person entitled to participate in the General Shareholders' Meeting may receive, at the indicated addresses, copies of all materials of the meeting, and request to send such materials to his/her address by mail, provided the mail costs are covered by the recipient.

18.7. The General Shareholders' Meeting shall be legally qualified (shall have a quorum), provided that the shareholders holding, in aggregate, more than half of the placed voting shares of the Company do participate therein.

18.8. In the event that the agenda of the General Shareholders' Meeting includes items to be voted on by holders of different categories of shares, the quota for voting on such items shall be determined separately. Herewith, the absence of a quota for voting on the items to be voted on by shares of one category shall not prohibit the voting on the issues, which may be voted on by shares of the other categories constituting a quorum required for voting on such issues.

18.9. If the quorum for holding the annual General Shareholders' Meeting is not available, a repeated General Shareholders' Meeting with the same agenda must be held.

If the quorum for holding an extraordinary General Shareholders' Meeting is not available, a repeated General Shareholders' Meeting with the same agenda can be held.

In the event that the General Shareholders' Meeting is called upon the initiative of the Board of Directors, the latter shall be authorized to change, by its decision on the repeated meeting, the form of holding the meeting.

18.10. Information on holding a repeated General Shareholders' Meeting shall be communicated through the procedures stipulated in this Charter. In such cases, the terms for communicating this information may be established as no later than 21 (twenty one) days prior to the date of holding the repeated General Shareholders' Meeting – in the form of meeting, and no later than 21 (twenty one) days prior to the final date of accepting the ballots for voting at the repeated meeting – in the form of absentee voting.

The information on holding the repeated General Shareholders' Meeting, the agenda of which includes the issue of the Company's reorganization, shall be communicated no later than 30 (thirty) days prior to the date of holding the repeated General Shareholders' Meeting to be held in the form of meeting, and no later than 30 (thirty) days prior to the final date of accepting the ballots for voting at the repeated meeting to be held in the form of absentee voting.

18.11. A repeated General Shareholders' Meeting called instead of the originally scheduled meeting shall be deemed legally qualified (shall have a quorum) in the event that it is attended by the shareholders (or shareholders' representatives) holding, in aggregate, no less than 30 (thirty) percent of the voting shares of the Company, adjusted for the procedure of quorum definition in accordance with clauses 18.7 and 18.8 of this Charter.

18.12. In the event that a repeated General Shareholders' Meeting is held earlier than 40 (forty) days following the date of the originally scheduled General Shareholders' Meeting, which was not held, the persons entitled

to participate in the General Shareholders' Meeting shall be qualified as such as of the date on which persons entitled to attend the original shareholders' meeting, which was not held, were qualified.

#### **Article 19. Rights to Participate in the General Shareholders' Meeting**

19.1. A list of persons entitled to participate in the General Shareholders' Meeting shall be prepared pursuant to the Russian Federation securities laws for making a list of persons exercising securities rights as of the date specified by the Board of Directors.

19.2. The date of preparing a list of persons entitled to participate in the General Shareholders' Meeting may not be established earlier than 10 (ten) days from the date of the adopted decision on holding a General Shareholders' Meeting, or later than 25 (twenty five) days prior to the date of the Meeting; and in the cases covered by par. 2 and par. 8 Article 53 of the Federal law "On Joint Stock Companies" (that is, if the agenda of the extraordinary General Shareholders' Meeting includes election of members of the Board of Directors), - later than 55 (fifty five) days prior to the date of holding the General Shareholders' Meeting.

In the event of holding a General Shareholders' meeting if its agenda includes Company restructuring, the date on which persons entitled to participate in that meeting are qualified, shall be established within 35 (thirty five) days prior to the date of the General Shareholders' meeting.

Information about the date of making a list of persons entitled to participate in the General Shareholders' Meeting shall be disclosed by the Company at least 7 (seven) days before the date occurrence.

19.3. The list of persons entitled to participate in the General Shareholders' Meeting shall contain data stipulated by the current legislation.

19.4. The list of persons entitled to participate in the General Shareholders' Meeting shall include:

- shareholders holding ordinary shares of any issue of the Company;
- shareholders holding preference shares of the Company of any type in those cases, when the agenda of the General Shareholders' Meeting includes an issue on which the preference share of that particular type is entitled to vote, or when the holders of preference shares have been conferred the right to vote on all issues within the competence of the General Shareholders' Meeting, in accordance with Article 32 of the Federal law "On Joint Stock Companies";
- other persons in accordance with the current legislation.

19.5. Any change to the list of persons entitled to participate in the General Shareholders' Meeting may be introduced only in the case of restoration of the violated rights of persons not included in the aforementioned list as of the date of its preparation, or in the case of correction of errors incurred in the course of preparing such a list.

19.6. In the event that the shares are transferred after the date of preparation of the list of persons entitled to participate in the General Shareholders' Meeting, and prior to the date of holding the General Shareholders' Meeting, the persons included in such a list must issue to the buyer of the shares, previously held by them, a power of attorney granting the buyer the right to vote or vote themselves in the General Shareholders' Meeting in compliance with the instructions issued by the buyer of the shares, if it is provided for in the relevant share transfer agreement.

19.7. The right to participate in the General Shareholders' Meeting may be exercised by the shareholder, both independently or through a representative.

19.8. Transfer of rights (powers) to the shareholder's representative shall be exercised on the basis of provisions of federal legislation or acts of governmental bodies duly authorized thereto or acts of municipal self-administration, or by issuing a power of attorney.

A power of attorney authorizing participation in the voting shall be executed in accordance with the requirements stipulated by the current legislation.

#### **Article 20. Holding the General Shareholders' Meeting**

20.1. The General Shareholders' Meeting may be held in the following forms:

20.1.1. a meeting – joint presence of shareholders for the purpose of discussing the issues on the agenda and adopting decisions on the issues put to vote, in accordance with which the shareholders or their legally qualified representatives may, at their own discretion, submit their votes on the issues on the agenda, either by attending the General Shareholders' Meeting in person, or by sending their executed ballots to the Company;

20.1.2. absentee voting, in accordance with which the decisions on the issues on the agenda shall be adopted without holding the General Shareholders' Meeting by personal presence, but by a simple poll.

20.2. The Annual General Shareholders' Meeting may only be held in the form of a meeting.

20.2.1. The Board of Directors shall not be authorized to amend the form of holding an extraordinary General Shareholders' Meeting, which is chosen by the persons initiating the convention of such Meeting.

20.3. Apart from the shareholders and their authorized representatives, the General Shareholders' Meeting may be attended by other persons as provided for in the Regulations on the General Shareholders' Meeting, with the rights outlined by the above Regulations.

20.4. A decision of the Board of Directors on holding the General Shareholders' Meeting approves:

- the wording of the agenda of the General Shareholders' Meeting;
- the form and text of the voting ballot (ballots) as well as wording of decisions with regard to the agenda of a General Shareholders' meeting which shall be delivered in an electronic form (in the form of electronic documents) to nominee shareholders listed in the Shareholders Register of the Company;
- a list of information (materials) to be provided to the shareholders in preparation for the General Shareholders' Meeting and the procedures of its reporting;
- the date of specifying persons entitled to participate in the General Shareholders' Meeting;
- the date, place and time for holding the General Shareholders' Meeting;
- the mailing address to which the executed voting ballots are to be dispatched;
- the date, place and time that the participants of the General Shareholders' Meeting begin registration;
- the procedure(s) for informing the shareholders on the General Shareholders' Meeting being held.

20.5. The decision of the Board of Directors on holding the General Shareholders' Meeting by absentee voting approves:

- the wording of the agenda of the General Shareholders' Meeting;
- the form and text of the voting ballot(s) as well as wording of decisions with regard to the agenda of a General Shareholders' meeting which shall be delivered in an electronic form (in the form of electronic documents) to nominee shareholders listed in the Shareholders Register of the Company;
- a list of information (materials) to be provided to the shareholders in preparation for the General Shareholders' Meeting and the procedure(s) of its reporting;
- the date of specifying persons entitled to participate in the General Shareholders' Meeting;
- the final date for accepting the voting ballots by the Company;
- the mailing address to which the executed voting ballots shall be dispatched;
- the procedure(s) for informing the shareholders of the General Shareholders' Meeting being held.

20.6. The Board of Directors shall also establish the final date of accepting shareholders' proposals on nominating candidates to be elected as members of the Board of Directors if the agenda of the Extraordinary General Shareholders' Meeting includes election of the Board of Directors.

In the event of inclusion in the agenda of issues the voting on which may, in accordance with the Federal law of the Russian Federation On Joint Stock Companies, result in conferring to the shareholders the right to request a buyback of the shares they hold from the Company, the Board of Directors shall establish the buyback price of shares.

A possibility of distant attendance of a General Shareholders' Meeting including by way of delivery of completed voting ballots by e-mail and/or by completing the electronic ballot form at the website of the Information and Communication network Internet shall be determined by the Board of Directors while addressing issues related to making arrangements for a General Shareholders' Meeting. The website in the Information and Communication network Internet on which shareholders can be registered for participation in a General Shareholders Meeting, and on which the electronic form of ballots can be completed and/or e-mail address to which completed ballots can be sent shall be determined by the Board of Directors and specified in a notice on holding a General Shareholders' Meeting.

The decision of the Board of Directors to hold the General Shareholders' Meeting in the form absentee voting should also resolve other matters provided for by the applicable laws.

20.7. A General Shareholders' Meeting the agenda of which includes issues specified in clauses 15.3.1-15.3.4 hereof shall not be held in the form of absentee voting.

20.8. Requirements to the form and text of a ballot, text of a message related to holding a General Shareholders' meeting are established by this Charter and the Regulations on the General Shareholders' Meeting.

20.9. The General Shareholders' Meeting may be held in any place within the territory of the Russian Federation, where the Company or its Branches or Representative Offices are located.

**Article 21. Voting in the General Shareholders' Meeting. Voting Ballots. Counting Votes upon Voting. Protocol for and Reporting on Voting Results. Results of the General Shareholders' Meeting**

21.1. Voting in the General Shareholders' Meeting shall be exercised based on the principle "one vote per one voting share of the Company", save for the cases of cumulative voting on the election of members to the Board of Directors and certain other cases, as stipulated by the Federal law of the Russian Federation "On Joint Stock Companies".

21.2. Voting in the General Shareholders' Meeting on the issues of the meeting agenda shall be exercised only with the assistance of the voting ballots.

Ballot voting shall include receipt by the Registrar of reports on declaration of will of persons entitled to take part in the General Shareholders' meeting that are not registered in the Company's shareholder register and that pursuant to the Russian Federation law on securities gave voting instructions to persons keeping records of their stock rights.

The Company must send the voting ballots to the shareholders within the term and through the procedures stipulated by Article 60 of the Federal law "On Joint Stock Companies" and this Charter. Voting ballots are sent in the form of an electronic message containing an electronic file of ballots as an enclosure attachment to the e-mail address of the relevant person specified in the Company's shareholders register.

The Board of Directors, when making decisions related to preparation of a general shareholders' meeting, may determine other ways of sending ballots to shareholders, which will be used in addition to the method specified in the third paragraph of clause 21.2. hereof.

21.3. The form and text contents of the voting ballot(s) shall be approved by the Board of Directors of the Company pursuant to the applicable law of the Russian Federation.

21.4. The grounds for recognizing a ballot invalid in terms of voting on one, several or all issues on the agenda of the general shareholders' meeting included in the ballot, as well as the grounds for which votes on the ballot are not taken into account when determining the quorum of the general shareholders' meeting, are determined by the legislation of the Russian Federation.

21.5 Based on the voting results, the registrar, shall draw up the protocol on voting results in 2 (two) counterparts no later than 3 (three) business days after the end of the meeting or receipt of voting ballots.

Upon completion of the protocol on voting results and the signing of the Minutes of the General Shareholders' Meeting, the voting ballots shall be sealed by the registrar and transferred for safekeeping to the Company's archive.

A protocol on voting results shall be subject to filing, together with the Minutes of the General Shareholders' Meeting.

Decisions adopted by the General Shareholders' Meeting, as well as the voting results, may be announced in the General Shareholders' Meeting at which the voting took place, and shall be communicated to the persons included in the list of persons entitled to participate in the General Shareholders' Meeting in the form of a report on the voting results in the manner provided for a notice of a General Shareholders' meeting no later than 4 (four) business days, following the date of the closure of the General Shareholders meeting or the date of the end of reception of ballots when holding a General Shareholders' Meeting in the form of vote by correspondence.

If on the date of specification of persons entitled to take part in a General Shareholders' meeting the person registered in the Company's shareholder register was a nominee shareholder, the information included in the report on the voting results is submitted to the nominee shareholder pursuant to the Russian Federation securities laws for provision of information and materials to persons exercising stock rights.

21.6. Two copies of the Minutes of the General Shareholders' Meeting are to be drawn up no later than 3 (three) days following the closing of the General Shareholders' Meeting. Both copies shall be signed by the person presiding over the meeting and by the Secretary of the General Shareholders' Meeting.

21.7. The Minutes of the General Shareholders' Meeting shall specify information required by the law.

21.8. To ensure accessibility of decisions taken by the General Shareholders' Meeting the Company shall place as soon as possible on its website in the Internet information and telecommunication network a protocol of the General Shareholders' Meeting.

**Article 22. Regulations on the General Shareholders' Meeting**

22.1. Matters concerning the convening, holding and recording of the results of the General Shareholders' Meeting and other matters related to preparation for, and holding the General Shareholders' Meetings of the Company not covered hereunder shall be governed by Regulations on the General Shareholders' Meeting, approved in the General Shareholders' Meeting by a majority vote by the shareholders holding the Company's voting shares and taking part in the meeting.

**Article 23. The Board of Directors**

23.1. The Board of Directors consists of eleven members.

23.2. The competence of the Board of Directors of the Company shall include decision-making pertaining to the overall management of the Company's operations, except for the issues assigned by the Federal law "On Joint Stock Companies" to the competence of the General Shareholders' Meeting.

23.3 Taking decisions on the following issues shall be within the competence of the Board of Directors:

23.3.1. determining the priority aspects of the Company's operations, including approval of the Company's annual business plan, development strategies and programs, correction of the aforementioned documents and investigation of the results of their implementation, including approval of a report on compliance with key performance indicators of the Company;

23.3.2. calling annual and extraordinary General Shareholders' Meetings of the Company, except for the instances provided for by par. 8 Article 55 of the Federal law of the Russian Federation "On Joint Stock Companies";

23.3.3. approval of the agenda of the General Shareholders' Meeting and formulating a position of the Board of Directors on the issues of the agenda of the General Shareholders Meeting and/or candidates for the Board of Directors or the Audit Commission;

23.3.4. setting the date for identification of persons entitled to take part in the General Shareholders' Meeting (the cut-off date) and other issues within the competence of the Board of Directors of the Company, as pursuant to the Federal law of the Russian Federation and this Charter and related to the preparation and conduct of the General Shareholders' Meeting;

23.3.5. submission of matters covered by clause 14.3 hereof to the General Shareholders' Meeting for taking a decision;

23.3.6. an increase of the Company's Charter Capital by having the Company place additional shares within the limits of the quantity and categories of authorized shares, as determined by the Charter, except for issues under clauses 14.2.14 and 14.2.15 of the Charter;

23.3.7. determining the market value of property under applicable laws of the Russian Federation and this Charter and of the placement price or the rules for its determination and the buyback price of the issued securities according to the Federal Law "On Joint Stock Companies";

23.3.8. acquisition of shares, bonds and other securities placed by the Company in the circumstances as stipulated by the Federal Law "On Joint Stock Companies";

23.3.9. alienation of the Company's shares owned by the Company;

23.3.10. determining the quantity of members of the Management Board and appointment, as well as termination of the powers of its members;

23.3.11. determining the amount of remuneration payable to the Company's audit firm, recommendations pertaining to the amounts of remuneration and compensation payable to the members of the Audit Commission;

23.3.12. recommendations pertaining to the distribution of profits, including the amount of dividends on the Company shares and procedures for their payment, as well as the Company's losses approved by the internal regulations on dividends payable on the shares of the Company, introduction of changes and additions in the said document and invalidation of such document;

23.3.13. application of the reserves and other funds of the Company;

23.3.14. approval of the Company's internal documents, except for the cases outlined in clause 23.3 of this Charter, governing the matters within the competence of the Board of Directors, except for internal documents, approval of which is referred by the Federal Law "On Joint Stock Companies" to the competence of the General Shareholders' Meeting, introduction of amendments and additions to such documents, and invalidation of them;

23.3.15. the Company's participation in not-for-profit organizations, with the exception of entities set forth in par. 14.2.20 herein:

- on creation of an organization by establishing;
- on joining an organization as a member,
- on terminating participation, except for the cases of terminating activities of an organization, of which the Company is a member;
- on making additional contributions (donations) related to the Company's participation in not-for-profit organizations;

23.3.16. the Company's participation in other commercial organizations and termination of such participation (except for the cases where termination of the participation results from liquidation or re-organization of the commercial organization pursuant to a decision of the management of such organization or court decision);

23.3.17. change of the amount of the Company's participatory interest in a commercial organization (except for the cases where such change results from re-organization of the commercial organization pursuant to a decision of the management of such organization or court decision);

23.3.18. determination of a standpoint of the Company (representatives of the Company) pertaining to the review by the management bodies of its subsidiaries or dependent companies (in cases of direct participation of the Company in such business entities) of issues related to purchase by them of shares (stake in the equity capital) of other business entities, in particular, upon their incorporation, in case the value of such transaction makes 15 (fifteen) or more percent of the book value of the assets of a relevant subsidiary or dependent company, calculated on the basis of the accounting (financial) statements as of the latest accounting date, except for any of the cases:

- the value of such transaction does not exceed 0.5 (one half) percent of the book value of the Company assets, determined according to the Company accounting (financial) statements as of the latest reporting date.
- the participation interest of such subsidiary or dependent business entity in another business entity remains the same;

23.3.19. determination of a standpoint of the Company (representatives of the Company) pertaining to consideration by the management bodies of its subsidiary or dependent companies of issues related to purchase and alienation of the Company shares;

23.3.20. filing application for listing of the Company's shares and (or) issuable securities, convertible to the Company's shares;

23.3.21. consent for making or further approval of transactions in the instance provided for under Article 31 of this Charter;

23.3.22. consent for making or further approval of transactions in the instance provided for under Article 32 of this Charter;

23.3.23. appointment of the President, determination of his/her term of office, and early dismissal and termination of the contract with the President;

23.3.24. approval of decisions to issue shares and issuable securities convertible into shares; of bond issue programs; terms and conditions of placement of shares and issuable securities convertible into shares; prospectuses for securities and reports on the results of the acquisition of the Company's shares subject to buyback procedure, reports on the results of share buyback, reports on the results of the call to shareholders to buy back their shares, as well as making changes in the decisions to issue shares and issuable securities convertible into shares; in bond issue programs; terms and conditions of placement of shares and issuable securities convertible into shares; and/or securities issue prospectuses;

23.3.25. approval of the registrar and the terms of the agreement with the registrar; decision-making pertaining to termination of such an agreement;

23.3.26. reimbursement of the members of the Management Board and other officers for losses, incurred by them in connection with the performance of their official duties and/or the exercise of powers of the Company



- as a representative, as a result of claims, complaints, demands or amounts of liability against the members of the Management Board or other officers from any third parties, including the state and municipal agencies;
- 23.3.27. recognition of candidates for the Board of Directors as complying with corresponding independence criteria, carrying out analysis of compliance of the Board of Directors members with independence criteria, recognition of a member of the Board of Directors as an independent director or having lost the status of an independent director;
- 23.3.28. review of the report of the Company's audit firm.
- 23.3.29. approval of the terms of contract (supplementary agreements) with the President;
- payment of bonus to the President in compliance with his/her contract (or supplementary agreements);
- approval of the Company's key performance indicators for the purpose of rewarding the President, if the contract (or supplementary agreements) signed with him/her provides for paying any bonuses to the President on the basis of such indicators;
- incurring extra costs related to medical treatment of the President, his/her spouse and children that are not covered by the medical insurance, if, in accordance with the contract (or supplementary agreements) signed with the President, the Company may effect such payments;
- granting a leave without pay to the President;
- payment of an extra lump-sum grant to the President in case of mutilation, injury, or other damage to health suffered by the President in connection with performance of his duties thereby, or in connection with an occupational disease, if it is preventing the President from performing his duties, as long as, in accordance with the contract (or supplementary agreements) signed with the President, the Company may effect such payments;
- payment of an extra lump-sum grant to the family of the President in case of his/her death in the duration of his/her employment contract, apart from the payments provided by the effective law, if, in accordance with the contract (or supplementary agreements) signed with the President, the Company may effect such payments;
- 23.3.30. approval of the terms of contract (or supplementary agreements) signed with the Director of the structural division discharging the functions of the Company's internal auditor, as well as deciding on the bonus payments to that person in compliance with his/her contract (or supplementary agreements);
- approval of the terms of contract (or supplementary agreements) signed with the Company's Corporate Secretary, as well as making decisions on the bonus payments to the Corporate Secretary in compliance with his/her contract (or supplementary agreements).
- 23.3.31. placement by the Company of additional shares into which to be converted preference shares of a certain type placed by the Company and convertible into ordinary shares or preference shares of other types, unless this placement will result in an increase of the Company's Charter capital, as well as placement by the Company of bonds and other issued securities, except shares and bonds or other issued securities convertible into shares;
- 23.3.32. placement by the Company of bonds convertible into shares and of other issued securities convertible into shares by the Company, where such bonds (or other issued securities) are placed by public subscription and may be converted into Company's ordinary shares, amounting to 25 (twenty five) or less percent of the Company's previously placed ordinary shares;
- 23.3.33. adoption of recommendations with respect to a voluntary or obligatory proposal that was made in compliance with the Federal law "On Joint Stock Companies";
- 23.3.34. election (and re-election) of the Chairman and Vice Chairman of the Board of Directors, a Senior independent director;
- 23.3.35. preliminary approval of a candidate for the Corporate Secretary of the Company and dismissal by the Company of the Corporate Secretary of the Company; pre-approval of a person that will provide facilities for operation of the Board of Directors and will act as a Secretary of the Board of Directors in the absence of the Corporate Secretary; approval of the Regulations on the Corporate Secretary and the Corporate Secretary's Department, revisions of and amendments to this document, and its invalidation;
- 23.3.36. approval for the person performing the functions of the Company's sole person executive body, or members of the collegial executive body of the Company to simultaneously hold positions in the governing bodies of other organizations;
- 23.3.37. permission to the person performing the functions of the sole person executive body of the Company to be simultaneously employed by another employer;

23.3.38. appointment of standing or ad hoc committees (for consideration of certain issues) of the Board of Directors, shaping membership of a committee, appointment of its Chairman and members and termination of their powers, introduction of changes in the membership, and approval of their regulations, revisions of and amendments to the Regulations on committees of the Board of Directors and according invalidation of appropriate documents referring to such Regulations;

23.3.39. approval of the internal regulations on the disclosure of information about the Company, the procedure of accessing and using nonpublic information about transactions with financial instruments of the Company, including its securities, effected by persons having access to such information, revisions of and amendments to such regulating document(s), and according invalidation as well as approval of reports on compliance with the requirements of the said documents;

23.3.40. approval of the Provisions on the structural division discharging the functions of the Company's internal auditor, revisions of and amendments to such document(s), and according invalidation; pre-approval of a candidate for the head of the structural division, discharging the functions of the Company's internal auditor and dismissal of such person from his/her position at the Company's initiative; approval of the working plan of the structural division discharging the functions of the Company's internal auditor, adjustments to this plan and evaluation of its results, approval of an internal document (documents) determining Company policy as regards making arrangements for and performance of internal audit, introduction of changes and additions in the document (documents) to be approved and invalidation of such document (documents);

23.3.41. approval of the internal document(s) on internal control over financial and operational activity of the Company, as well as the risk management systems within the Company, introduction of amendments and additions to such documents, and recognizing them void;

23.3.42. preliminary approval of appointment of the person responsible for organizing and maintaining the risk management in the Company and dismissal of such person at the initiative of the Company, approval of the terms and conditions of the agreement (and any supplementary agreements) on exercising functions pertaining to organizing and maintaining the risk management in the Company and taking decisions regarding payment of bonuses to an employee that organizes and maintains the risk management in the Company pursuant to the agreement (supplementary agreements) that were made with him;

23.3.43. approval of programs (procedures, or other documents) for risk management in the Company, amendment of such documents, and evaluation of the results of the Company's risk management operations;

23.3.44. approval of internal regulating documents related to meeting the requirements of the foreign law standards and essential requirements of stock exchanges, on which the bonds and securities of the Company circulate, introduction of amendments and additions to such documents, and recognizing them void;

23.3.45. preliminary endorsement on employing specialists from outside the Company on a monetary compensation basis, in order to assist in performing of the audit of the Company's operations, carried out by the Audit Commission; establishment of a procedure(s) of remuneration and other essential conditions of participation of specialists employed in this way, engaged on a monetary compensation basis in the auditing activities carried out by the Audit Commission;

23.3.46. approval of the Company's Corporate Governance Code, introduction of amendments and additions to such documents, and recognizing them void;

23.3.47. approval of the working plan of the Board of Directors and, if necessary, introduction of amendments to it;

23.3.48. approval of a Regulation on procurement of goods, works and services, and introduction of amendments and additions in the said document as well as recognizing it invalid.

23.3.49. review of reports about transactions by the Company insiders with the Company's financial instruments, including its securities;

23.3.50. approval of the internal document specifying the procedure of keeping records and administration of non-core assets (property) of the Company, introduction of amendments and additions in the said document, invalidation thereof and consideration of issues specified in that internal document;

approval of a list of non-core assets of the Company, introduction of changes and additions in the list of the Company non-core assets;

approval of a report on a progress in alienation of non-core assets of the Company;

determination of a manner of alienation of the Company's non-core assets included in the list of the Company's non-core assets.

23.3.51. approval of methodology and a candidate of an independent consultant for making assessment of the performance of the Board of Directors, its committees and members, review of the results of self-assessment

or external evaluation of the Board of Directors, its committees and members, considerations of proposals on improvement of the work of the Board of Directors and its committees with consideration for the results of the evaluation.

23.3.52. recommendations to the Company's executive bodies on any matters pertaining to the Company's activities;

23.3.53. cancellation or amendment of decisions previously adopted by the Board of Directors;

23.3.54. approval of the report on major transactions made by the Company in the reporting year and transactions that are of interest, provided to persons entitled to participate in the annual General Shareholders' Meeting, in the course of preparation for its holding.

23.3.55. making a decision on acquisition by the Company of the shares which were placed by the Company at the trading that were held to achieve the goals defined by such decision in accordance with the share acquisition program, approval of the share acquisition program, introduction of changes into such program, and approval of a report on the results of the implementation of such program.

23.3.56. other issues referred by this Charter and the Federal Law "On Joint Stock Companies" to the competence of the Board of Directors

23.4. Resolutions of the Board of Directors shall be taken by a majority vote of the members of all elected members of the Board of Directors (that have not left their position), except for cases when this Charter or applicable law of the Russian Federation requires a different number of votes for approval of a resolution.

In the event of a tie vote the Chairman of the Board of Directors effects the deciding vote.

If unanimity among the members of the Board of Directors is not reached regarding consent for making or further approval of a large transaction, which subject to the Federal law, as well as this Charter, must receive a fully unanimous vote in order to be effectuated, such issue(s) may be submitted to the General Shareholders' Meeting for approval, given the decision of the Board of Directors.

23.5. Issues relegated hereunder to the exclusive competence of the Board of Directors may not be referred to the President or the Management Board for approval.

23.6. In exercising their rights and performing their duties, the members of the Board of Directors shall act in the best interests of the Company, in good faith and reason. Otherwise, the members of the Board of Directors shall be jointly and severally liable to the Company in accordance with applicable Russian Law.

23.7. The Board of Directors ensures regular assessment of the performance of the Board of Directors, its committees and members.

23.8. Matters of the legal status of the Board of Directors not covered hereunder shall be governed by the Regulations on the Board of Directors, as approved by the General Shareholders' Meeting by a majority vote of the shareholders present in the meeting.

#### **Article 24. Election of the Board of Directors**

24.1. Members of the Board of Directors shall be annually elected by the annual General Shareholders' Meeting.

The term of office of the members of the Board of Directors shall be effective as from the moment of their election by the annual General Shareholders' Meeting until the moment of the election of a new Board of Directors by the succeeding annual General Shareholders' Meeting.

24.2. Those elected to the Board of Directors may be re-elected an unlimited number of times.

24.3. Members of the Board of Directors shall be elected by a cumulative vote in accordance with the Federal law "On Joint Stock Companies".

24.4. The General Shareholders' Meeting may decide to prematurely terminate the powers of the members of the Board of Directors. Such decisions may only concern all members of the Board of Directors at once.

In the event of early termination of the powers of the Board of Directors, the powers of the new Board of Directors shall be deemed valid until the next upcoming annual General Shareholders' Meeting.

24.5. In the event that the quantity of the members of the Board of Directors falls below half of the quantity provided for in clause 23.1 hereof, the Board of Directors shall convene an extraordinary General Shareholders' Meeting in order to elect a new Board of Directors. The remaining members of the Board of Directors shall only be entitled to decide on convening such an extraordinary General Shareholders' Meeting.

24.6. Members of the Management Board may not comprise more than one quarter of the membership of the Board of Directors. The President may not serve as Chairman of the Board of Directors.

Rights and responsibilities of the members of the Board of Directors shall be determined under the Regulations on the Board of Directors.

**Article 25. Chairman of the Board of Directors**

25.1. The Chairman of the Board of Directors shall be elected by the members of the Board of Directors from its membership.

25.2. The Board of Directors may re-elect its Chairman, at any time.

25.3. The Chairman of the Board of Directors:

- organizes the work of the Board of Directors;
- calls meetings of the Board of Directors or arranges for absentee voting;
- arranges keeping of Minutes at the Board of Directors meetings.

25.4. The Board of Directors has the right to appoint a Vice-Chairman to the Board of Directors. In the absence of the Chairman of the Board of Directors, his/her functions (including the right to sign documents) shall be performed by the Vice Chairman, and in the absence of the latter, by a member of the Board of Directors.

**Article 26. Meetings (or absentee voting) of the Board of Directors**

26.1 Meetings (or absentee voting) of the Board of Directors shall be held as required, but at least once in three (3) months.

A meeting or absentee voting of the Board of Directors shall be convened by the Chairman of the Board of Directors at his/her own initiative or at the request of any member of the Board of Directors, a committee of the Board of Directors, the Audit Commission, the audit firm of the Company, the sole or collective executive body of the Company, head of the internal audit unit or the shareholder(s) holding, in aggregate, at least 2 (two) percent of the Company's voting shares. The procedure for convening and conducting meetings of the Board of Directors shall be determined pursuant to the Regulations on the Board of Directors.

26.2. The quorum for the meetings (or absentee voting) of the Board of Directors shall be met by the presence in the meeting (or participation in absentee voting) of at least 50 (fifty) percent of the elected members of the Board of Directors (that have not left their position).

In determining the quorum and the results of voting by the members of the Board of Directors, account shall be taken of the written opinion of an absent member of the Board of Directors, in accordance with the Regulations on the Board of Directors.

26.3. For the purposes of decision-making in a meeting, or by absentee voting of the Board of Directors, each member of the Board of Directors shall have one vote.

A member of the Board of Directors may not delegate his/her vote to another member of the Board of Directors, or another person.

26.4. A resolution of the Board of Directors may be approved by absentee voting (by poll) in accordance with the Regulations on the Board of Directors.

26.5. Minutes shall be kept of all meetings of the Board of Directors.

26.6. The remuneration to the members of the Board of Directors is to be paid as resolved by the General Shareholders' Meeting in accordance with the Regulations on the Board of Directors, except for the cases when the General Shareholders' Meeting, regardless of the reasons for doing so, has decided not to pay any remuneration or to amend the amount(s) payable and the procedure of the payment.

The decision to compensate expenses incurred by the members of the Board of Directors while performing their duties, including reimbursement of the losses suffered by the members of the Board of Directors while performing their functions and/or exercising their powers as members of the Board of Directors, resulting from any claims, actions, suits filed or any sanctions imposed by third parties, including state and municipal authorities, shall be taken by the General Shareholders' Meeting.

**Article 27. The President (Sole Person Executive Body) and the Management Board (Collective Executive Body)**

27.1. The Company's current operations shall be managed by the Company's sole person executive body (the President) and the collective executive body (the Management Board).

The Company's executive bodies shall be competent to resolve all management issues pertaining to the Company's current operations, except for those which are designated to the competence of the General Shareholders' Meeting and the Board of Directors.

27.2. The President shall be appointed by the Board of Directors for a term of no more than 5 (five) years, with a possibility of being re-appointed an unlimited number of times. The proposal nominating the candidate for the position of the President shall specify his/her name, the company by which he/she is employed and the position held by him/her in such a company, and contain information on positions held by him/her in governing bodies of other organizations. The rights, duties, liability and remuneration of the President shall be determined pursuant to the agreement between the President and the Company. The agreement with the President shall be signed for the entire term of office as determined by the Board of Directors. The Board of Directors may, at any time, terminate the powers of the President.

27.3. The President shall manage the current operations of the Company and shall be granted, in accordance with the laws of the Russian Federation, all the necessary powers to accomplish his purpose. The President shall be responsible for maintaining the classified status of the conducted works and for the development and implementation of all the measures necessary to protect the Russian Federation's state classified information. The President shall act in strict compliance with all the applicable laws and this Charter.

The President shall perform the functions of the Chairman of the Management Board.

27.4. The President executes all actions on behalf of the Company within his/her competence without the official power of attorney, including:

27.4.1. representing the Company within the Russian Federation as well as abroad;

27.4.2. chairing the General Shareholders' Meeting in accordance with the Provision on the General Shareholders' Meeting unless other person is appointed by the Board of Directors to do this;

27.4.3. organizing the implementation of the decisions of the General Shareholders' Meeting and of the Board of Directors;

27.4.4. performing general management of the operations of the Branches;

27.4.5. approving internal regulatory documents of the Company, except for those which are subject to approval by the General Shareholders' Meeting, the Board of Directors and/or by the Management Board according to the Federal law "On Joint Stock Companies" and this Charter;

27.4.6. determining the structure and quantity of the Company's human resources, salaries, manner and form of payment for work undertaken, based on the internal motivation regulating documents approved by the Management Board;

27.4.7. issuing orders and instructions, which are compulsory for all the employees of the Company;

27.4.8. hiring, reassigning and dismissing employees, including Directors and employees of the Branches, as well as executing other rights and liabilities of the Company in its role as a local and/or national employer under the labor relations as stated by applicable law and the Charter;

27.4.9. approving subject to the provisions of this Charter the positions of the Company's employees, including those of the Branches, unless the decision-making about the employees in question is not delegated by the President to other persons;

27.4.10. negotiating transactions on behalf of the Company within the Federal law "On Joint Stock Companies" and the Charter;

27.4.11. signing financial, payment (settlement) and other documents of the Company;

27.4.12. issuing the power of attorney on behalf of the Company (including that with the right of further substitution);

27.4.13. opening bank accounts for the Company;

27.4.14. approving the contents, volume and procedures for protection of data which constitute commercial classified information, issuing orders and giving instruction on how to comply with claims to commercial classified information requirements;

27.4.15. approving the internal control procedures;

27.4.16. approving documents and taking decisions in the course of securities issue procedure, except for the cases where approval of such documents and decision-making are referred by applicable law or this Charter to the powers of other governing bodies of the Company, including:

- determining the purchase price of the bonds placed by the Company or the procedure of the price determination
- decision-making about the start date of placement of bonds by the Company;
- decision-making about the setting of the procedure of determination of the interest (warrant) rate of the Company bonds excluding the amount of the interest (warrant) rate determined during trading held by a stock exchange at the stage of bonds placement;
- decision-making on early redemption of bonds placed by the Company if the decision on the issue of such bonds provides for possibility of such redemption, with determination of the number(s) of warrant periods where early redemption is foreseen on the expiry date of such periods as well as the dates on which early termination is foreseen;

27.4.17. exercises other powers pursuant to applicable law of the Russian Federation and this Charter.

The President is entitled to turn to the Board of Directors for recommendations regarding taking a decision on any issue related to the Company's activities.

27.5. The Management Board is the Company's collective executive body, to be guided in its operation by this Charter and the Regulations on the Management Board approved by a General Shareholders' Meeting.

27.6. The members of the Management Board of the Company, with the exception of the Chairman of the Management Board of the Company, shall be appointed by the Board of Directors. Pursuant to the Federal law "On Joint Stock Companies", the powers of the Chairman of the Management Board shall be exercised by the person performing the functions of the President.

The Board of Directors shall be entitled at any time to terminate powers of any member (all members) of the Management Board.

If the quantity of members of the Management Board becomes less the number required for quorum as set forth in par. 27.12 hereof, the Board of Directors must adopt a resolution on electing members of the Management Board or creating an entirely new membership of the Management Board.

27.7. The following matters of the management of the Company's current operations fall within the competence of the Management Board:

27.7.1. formulating the Company's technical, financial, economic and tariff policy;

27.7.2. preparation of proposals on the main aspects of the Company's operations, including approval of annual business plans of the Company, development strategies and programs, correction of the aforementioned documents and evaluation of the results of their fulfillment;

27.7.3. arrangement of monitoring of the Company's financial and business operations;

27.7.4 shaping of the Company's personnel and social policy;

27.7.5. preparation of materials and draft resolutions on issues to be considered by the General Shareholders' Meeting and the Board of Directors, including preparation of proposals on conclusion of transactions to be agreed or further approved by the General Shareholders' Meeting and the Board of Directors of the Company, on the Company's participation in other organizations, etc.;

27.7.6. adopting decisions on changing nominal value of interest, number of shares or par value of shares owned by the Company in a commercial organization, where such changes do not result in changing of the Company's owned interest in the commercial organization;

27.7.7. determination of the Company standpoint in voting on issues related to the competence of general meetings of participants in commercial organizations, of which the Company is a member, in decision-making involving termination of participation of the Company in such organizations, a change in the participation interest, face value of participation interest, a change of the number of shares or nominal value of shares owned by the Company; as well as determination of the standpoint of the Company (representatives of the Company) pursuant to paragraph 3 of Clause 23.3.18 of this Charter;

27.7.8. determining the Company position on matters referred to the competencies of general meetings of members of subsidiaries and dependent companies (those of supreme management bodies of organizations having other legal and organizational forms), where the Company is the sole member;

27.7.9. creation and liquidation of Branches, opening and closing Representative Offices, approval (invalidation) of regulations on Branches (Representative Offices), introduction of amendments and additions thereto;

27.7.10. organizational and technical support of operations of the Company's bodies;

27.7.11. approval of internal documents governing matters that fall within the competence of the Management Board of the Company, except for the internal documents delegated to the competence of the General Shareholders' Meeting and the Board of Directors, introduction of amendments and additions to such documents, and recognizing them void;

27.7.12. analysis of performance results of the Company's structural subdivisions, branches and other separate subdivisions and issuance of compulsory instructions on improving their performance;

27.7.13. organizational matters related to the Company's Branches and Representative Offices;

27.7.14. shaping the Company's planning and budgeting methodology;

27.7.15. shaping the Company's security policy;

27.7.16. approval of the internal documents governing the general provisions on employee motivation, as well as evaluation and decision-making pertaining to the execution of collective bargaining agreements and arrangements, introduction of amendments and additions to such documents, and recognizing them void;

27.7.17. establishment of standing or ad hoc committees (for consideration of certain matters related to preparation of the Management Board resolutions) under the Management Board, which are not independent bodies of the Company; approval of related regulations, revisions of and amendments to such regulating document(s), and according invalidation;

27.7.18. other matters referred by this Charter to the Management Board's competence;

27.8. The Management Board of the Company may also resolve other issues pertaining to the management of the Company's current operations, based on instructions from the Board of Directors, or as proposed by the Committees of the Board of Directors or the President, except for decisions on matters related to the competence of the General Shareholders' Meeting or the Board of Directors;

27.9. The Management Board is entitled to turn to the Board of Directors for recommendations with respect to decision-making on any issue related to the Company activities.

27.10. Where a matter submitted for a review by the Management Board, at the same time falls within the powers of the Management Boards on the basis of other reasons, stipulated in this Charter, such a decision shall be deemed adopted for all relevant reasons.

27.11. The Management Board shall hold its meetings (absentee voting) as necessary. Minutes shall be kept in the meetings of the Management Board. The Chairman of the Management Board shall arrange for the meetings (absentee voting) of the Management Board and sign the Minutes thereof.

27.12. A quorum for holding a meeting (absentee voting) of the Management Board shall be at least half of all members of the Management Board. Decisions of the Management Board shall be passed by a majority of votes of the members of the Management Board taking part in a meeting (absentee voting). In the event of tie vote on a resolution, the Chairperson of the Management Board shall have the casting vote.

27.13. The person performing the functions of the President and the members of the Management Board may only hold office in other organizations with the consent of the Board of Directors.

Payment of remuneration for performing functions of members of the Management Board is subject to approval by the Board of Directors.

27.14. Matters concerning the legal status of the President and the members of the Management Board that are not covered hereunder shall be determined pursuant to the Regulations on the President and the Regulations on the Management Board, approved by the General Shareholders' Meeting.

## **Article 28. Control over the Company's Financial and Business Operations**

28.1. With a view to control the Company's financial and business operations, the Company shall establish the Audit Commission (hereinafter, the "Audit Commission"), extraordinary structural subdivisions exercising internal control and the Company risk management functions, and appoint an independent audit firm.

28.2. The Audit Commission shall be the Company's autonomous controlling body elected at an the Annual General Shareholders' Meeting for the period until the next annual General Shareholders' Meeting is held, and consisting of 7 (seven) members.

The Audit Commission shall be deemed to have been formed if at least one half of the total members of the Audit Commission, as stipulated by this Charter, have been elected.

28.3. The powers of any or all of the members of the Audit Commission may be prematurely terminated by a decision of the General Shareholders' Meeting, on the grounds and in the order provided for under the Regulations on the Audit Commission.

If the actual composition of the members of the Audit Commission becomes less than one half of the total number of members of the Audit Commission as stipulated by this Charter, the Chairman of the Audit Commission shall, within 5 (five) days upon the occurrence of such an event, notify the Board of Directors. The Board of Directors shall then convene an extraordinary General Shareholders' Meeting to appoint a new Audit Commission.

The remaining and new members of the Audit Commission shall only perform their functions pending the election of a new Audit Commission at the extraordinary General Shareholders' Meeting.

In the event of early termination of powers of the Audit Commission, the powers of the new Audit Commission shall be valid until the next annual General Shareholders' Meeting is held.

28.4. Membership in the Audit Commission may be held by a shareholder or by any person proposed by a shareholder or the Board of Directors. Members of the Audit Commission may not simultaneously serve as members of the Board of Directors, the President, members of the Management Board or the liquidation commission.

28.5. The Audit Commission shall elect a Chairman and a Secretary from among its members.

28.6. The following falls within the competence of the Audit Commission:

- verification of compliance of documents related to financial and business operations of the Company, including executed agreements and transactions, with the requirements of applicable laws and regulations;
- confirmation of the accuracy of the data contained in reports and other financial documents
- verification of compliance of accounting and financial reporting procedures with the requirements of existing regulatory documents;
- analysis of the financial position of the Company;
- analysis of the timing and accuracy of various budget settlements and the settlements with the shareholders of the Company;
- evaluation of the economic efficiency of financial and business operations of the Company.

28.7. Inspection (audit) of the Company's business operations shall be performed on the basis of the Company's annual performance.

An inspection (audit) of the Company's business operations shall also be performed at the initiative of:

- the Audit Commission
- the General Shareholders' Meeting;
- the Board of Directors;
- or at the request of the shareholder(s) holding, in aggregate, at least 10 (ten) percent of the Company's voting shares – on all matters within the competence of the General Shareholders' Meeting, as of the date of the request.

The shareholders initiating the inspection (audit) shall supply the Company, addressed to the Chairman of the Audit Commission, with a request in written form, which shall contain: the full name of the shareholder(s), information on the number and category (type) of the shares of the Company held by him/her/them and the signature of the shareholder or his authorized representative. If the request is signed by a shareholder's representative, the request shall be accompanied a power of attorney (or a notarized copy of it) or other statutory evidence of the representative's powers in writing.

The Audit Commission may refuse to conduct an inspection (audit) in the following cases:

- people making the request to exercise checks (audits) of the Company's financial and commercial activities, do not possess the right to initiate the said check (audit);
- check (audit) was performed by the Audit Commission, and a conclusion was approved with regard to the facts that served as the basis for the request to perform a check (audit) of the Company's financial and commercial activities;
- the request to hold a check (audit) of the Company's financial and commercial activities does not comply with any applicable law of the Russian Federation.

28.8. At the request of the Audit Commission, officers of the Company's governing bodies shall present documents on the business operations of the Company.



28.9. The Audit Commission shall have the right to request convening of an extraordinary General Shareholders' Meeting in accordance with the procedure provided for hereunder.

28.10. Following the inspection of the business operations of the Company, the Audit Commission shall draw up a concluding report containing:

- confirmation of the authenticity of the data contained in the Company's statements and other financial documents, including the accuracy of data, contained in the Company's annual report;
- information of any actual instances of violations of the statutory Russian Federation procedures for the keeping of accounts and submission of financial (accounting) statements, as well as violations of legal acts of the Russian Federation in the conduct of business.

28.11. With a view to assuring continuous internal audit over the performance of any business operations, the Company shall establish a special structural subdivision independent of the Company's executive bodies and controlled directly by the Board of Directors.

The functions of the said structural subdivision, its regulations, the procedures for appointing and dismissing employees and defining what is required of them shall be determined by an internal document approved by the Board of Directors.

28.12. A The Company's audit firm shall perform an audit of the annual accounts (financial) statements of the Company complying with the applicable law of the Russian Federation on the basis of the contract the Company made with such firm.

28.13. The General Shareholders' Meeting shall appoint the audit firm of the Company which must be independent in accordance with the applicable law of the Russian Federation.

The amount to be paid for the services of the Company's audit firm shall be determined by the Board of Directors.

#### **Article 29. Acquisition of Placed Shares by the Company**

29.1. The Company shall have the right to acquire its placed shares in the manner provided for hereunder in the following instances:

29.1.1. by a decision made in the General Shareholders' Meeting to reduce the Charter Capital of the Company by acquiring part of the placed shares so as to reduce their total number;

29.1.2. by a decision of the Board of Directors.

29.2. Acquisition by the Company of shares shall be effected in the manner and within the time limits provided for by the Federal law "On Joint Stock Companies".

29.3. Each shareholder holding shares of the categories (types) to be acquired shall have the right to sell them and the Company shall acquire such shares.

29.4. In the event that the total number of shares offered to the Company exceeds the number of shares the Company may acquire pursuant to the decision of the General Shareholders' Meeting or the Board of Directors, the shares shall be bought out from the shareholders on a pro rata basis.

#### **Article 30. Buyback of Placed Shares by the Company**

30.1 Shareholders holding voting shares shall have the right to request that the Company buy back all or part of their shares in the event that the General Shareholders' Meeting adopts decisions regarding the following issues, which these shareholders voted against, or if they did not participate in the voting regarding:

- the Company's reorganization;
- consent for making or subsequent approval of a major transaction involving property with a value exceeding 50 (fifty) percent of the book value of the Company's assets, calculated according to the data contained in its accounting (financial) statements as of the latest reporting date (which is at the same time an interested party transaction);
- introduction of amendments and additions to the Company's Charter, or approval of the Company's Charter in a revised version, implying any restrictions to their rights;
- issues specified in par. 3 Article 7.2 and subpar. 19.2 par. 1 Article 48 of the Federal law "On Joint Stock Companies".

30.2. The list of shareholders entitled to request from the Company a buyback of their shares shall be drawn up on the basis of the data contained in the list of persons entitled to take part in a General Shareholders'

Meeting, with an agenda including issues which, if voted on, gave rise to the rights to demand a buyback of shares, as well as according to shareholders' requests made to the Company pertaining to the buyback by the Company of shares held by them.

30.3. The total amount of funds allocated by the Company for buyback of shares shall not exceed 10 (ten) percent of the value of the Company's net assets, as of the date of the decision that enabled shareholders to demand that the Company should buy back their shares.

In the event that the total number of shares requested to be bought back exceeds the number of shares which the Company is allowed to buy back given the above restriction, shares shall be bought back on the pro rata basis according to requests made by shareholders.

30.4. Shares that are bought back by the Company shall be at the sole disposal of the Company. Own shares shall not vote, shall not be counted in the determination of the quorum or voting results, shall not be recognized as being in circulation for the purposes of the Federal Law "On Joint Stock Companies", and shall not earn dividends. Such shares shall be sold at the price not lower than their nominal price within one year from the date of transfer of the bought back shares to the Company's ownership; otherwise, the General Shareholders' Meeting shall promptly pass a resolution to reduce the Charter Capital of the Company by cancelling such shares.

### **Article 31. Major Transactions and Transactions Related to the Company's Direct or Indirect Acquisition, Alienation or Possible Alienation of the Property of 0.5 up to 25 percent of the Book Value of the Company's Assets**

31.1. Major transactions shall be made by the Company pursuant to Article X of the Federal law "On Joint Stock Companies".

31.2. Major transactions or a series of interrelated transactions connected with acquisition, alienation or possible alienation by the Company, directly or indirectly, of property with the cost or book value of 0.5 (one half) to 25 (twenty five) percent of the book value of the Company's assets, as determined by its accounting and financial statements as of the latest reporting date, shall be approved by the Board of Directors, except for:

- 1) transactions related to placement of bonds in the course of trading held by a stock exchange;
- 2) transactions entered into in the course of public trading or as a result of public trading if the terms of such trading or of participation in such trading were approved by the Board of Directors in advance;
- 3) transactions to be concluded in the course of normal business of the Company. By the Company's normal business is meant provision by the Company or to the Company of network interconnection services and traffic routing services, as well as other telecommunications services, including but not limited to local, intra-area, domestic long-distance and international telephony services; mobile radiotelephony services; communications services for circuit provision; data services; ICT services; provision of access to communications service using access codes to access telecommunications services; communications services for the purpose of cablecasting; universal communications services, as well as works (services) for the installation, operation and maintenance of technological and telecommunications equipment, engineering surveys and all types of design work;
- 4) contracts under which the Company is appointed the sole supplier (provider, contractor) according to par. 2 part 1 Article 93 or Article 111 of Federal Law No44-FZ "On the contract-based framework in procurement of goods, works, services to meet governmental and municipal needs" of 05.04.2013; as well as such contracts variations, amendments and termination;
- 5) contracts (agreements) on granting subsidies to the Company as stipulated in Article 78 of the Russian Budget Code No145-FZ of 31.07.1998;
- 6) transactions involving information constituting a state secret and related transactions;
- 7) transactions aimed at the receipt and/or provision by the Company of loans, credits, placement of bank deposits, receipt of bank guarantees, financial lease (leasing) agreements, factoring agreements, claim assignment agreements (cession), if the amount of such transaction (transactions) does not exceed 1 (one) percent of the book value of the Company assets.

To submit an issue specified in the first paragraph of this Clause, the cost of the property to be acquired or alienated shall be compared with the book value of the Company assets:

- in case of property acquisition – the cost of acquisition VAT included and any other indirect taxes or fees;

- in case of alienation or possible alienation of property – the cost of alienation, net of VAT and any other implicit taxes or fees as determined by the Parties of a transaction or a book value of property – depending on which of these values is greater.

31.3. In the event that a transaction specified in Clause 31.2 hereof is also an interested party transaction, provisions of only Article 32 hereof shall apply.

### **Article 32. Interested Party Transactions of the Company**

32.1. Interested party transactions shall be made by the Company in compliance with Chapter XI of the Federal law "On Joint Stock Companies".

32.2. If the Board of Directors gave its consent for making any interested party transaction, such transaction can be made at any time after receipt of such consent.

### **Article 33. The Corporate Secretary of the Company. The Office of the Corporate Secretary**

33.1. Based on the decision of the Board of Directors, a special designated person shall be appointed to assure the compliance by the Company's executive bodies and officials with applicable regulations and procedures aimed to protect the legal rights and interests of shareholders – and such person shall be named the Corporate Secretary of the Company.

33.2. The rights, responsibilities, term of office, amount of remuneration and liability of the Corporate Secretary are all determined by the internal documents, by the Regulations on the Corporate Secretary and on the Office of the Corporate Secretary, approved by the Board of Directors, and by the employment agreement made by and between the Corporate Secretary and the Company. The employment agreement with the Corporate Secretary is to be signed by the Chairman of the Board of Directors on behalf of the Company.

33.3. In order to ensure the efficient performance by the Company's Corporate Secretary of his/her duties, the Company shall create the Office of the Company's Corporate Secretary. Staffing, number of staff members, number, structure and duties of employees of such Office of the Corporate Secretary shall be determined by the internal document of the Company approved by the Board of Directors.

### **Article 34. The Company's Accounting and Reporting**

34.1. The Company shall keep its books and submit accounting (financial) statements in accordance with the procedures determined by the legal acts of the Russian Federation.

34.2. The President shall be responsible under the legal acts of the Russian Federation for the organization, status and true and fair nature of the Company's books, prompt submission to the relevant authorities of annual accounting (financial) statements, and provision to shareholders and creditors of information on the Company's operations, to be disclosed in accordance with the laws of the Russian Federation.

34.3. The accounting policy and arrangements for documents flow within the Company and its Branches and Representative Offices shall be determined by order(s) issued by the President.

34.4. The accuracy of the data contained in the annual statement of the Company and in its annual accounting (financial) statements shall be confirmed by the Audit Commission.

The Company shall engage an audit firm without any property-related connections and/or interests with the Company or its shareholders in order to verify and confirm the Company's annual accounting (financial) statements.

34.5. The Company's annual statements shall be subject to preliminary approval by the Board of Directors at least 30 (thirty) business days prior to the deadline for accepting the voting ballots in the annual General Shareholders' Meeting.

34.6. The Company shall disclose the information provided for under par. 1 Article 92 of the Federal law "On Joint Stock Companies".

### **Article 35. Company's Documents**

35.1. The Company shall keep documents in the amount and order established by the legislation of the Russian Federation.

35.2. The Company shall keep the documents specified in clause 35.1 hereof at the location of its sole person executive body according to procedure and during the time period established by the legislation of the Russian Federation.

35.3. The Company is obliged to provide shareholders with access to documents in accordance with the legislation of the Russian Federation, as well as provide shareholders with copies of these documents. The

fee charged by the Company for provision of these copies may not exceed the cost of their production and, corresponding mailing costs, if the request indicates the need to send them to the address specified by the shareholder.

**Article 36. Reorganization of the Company**

36.1. The Company may be voluntarily reorganized by a decision of the General Shareholders' Meeting.

Other grounds and procedures for the Company's reorganization shall be determined under the current laws of the Russian Federation.

36.2. The Company may be reorganized by way of consolidation, merger, division, spin-off or transformation or by simultaneous application of different forms of reorganization in the manner provided for under the Federal law "On Joint Stock Companies".

36.3. Aside from instances of reorganization in the form of merger, the Company shall be deemed reorganized as of the moment of the state registration of newly established legal entity/entities.

In the event of the Company's reorganization by way of merger with another company, the former shall be deemed reorganized as of the moment the state registration authority makes an entry on the winding-up of the acceded company in the unified state register of legal entities.

36.4. If necessary, this Charter is amended due to reorganization.

In cases determined by the applicable law of the Russian Federation, in case of reorganization of the Company a deed of transfer shall be drawn up containing provisions on succession of all obligations of the Company in relation to all its creditors and debtors, including obligations disputed by the parties, as well as the procedure for determining succession in connection with the change of type, composition, value of the property, occurrence, amendment, termination of the rights and obligations of the Company, which may occur after the date of the deed of transfer.

36.5. The reorganized Company shall issue an announcement of the Company's decision on reorganization in the mass media that are responsible for publicity related to state registration of legal entities, at least twice on a monthly basis following the record in the state register of legal entities on the beginning of the reorganization under par. 6.1 and 6.2 of Article 15 of the Federal law "On Joint Stock Companies". In the event that there are two or more companies participating in the reorganization, the announcement of the reorganization shall be published on behalf of all such companies participating in the reorganization – by the company which was the last to adopt the decision to reorganize – or specified by a particular decision on reorganization. In the event of reorganization of the Company the creditors shall receive their guarantees under Article 60 of the Civil Code of the Russian Federation.

The state registration of the companies founded as a result of reorganization, and an entry of termination of all operations by such reorganized companies is effected as long as there is appropriate evidence/proof of all the relevant creditors being notified of the reorganization, as stipulated in par. 6 Article 15 of the Federal law "On Joint Stock Companies".

In the event that the deed of transfer makes it impossible to determine the Company's legal successor, the legal entities established as a result of such reorganization shall be jointly and severally liable for the obligations of the Company to its creditors.

**Article 37. Liquidation of the Company**

37.1. The Company may be liquidated voluntarily by a decision of the General Shareholders' Meeting, or by decision of a court in instances and in the manner provided for under the current laws of the Russian Federation.

37.2. In the event of the Company's voluntary liquidation, the Board of Directors shall submit the issue of the Company's liquidation and appointment of a liquidation commission to the General Shareholders' Meeting for decision.

The General Shareholders' Meeting shall decide to liquidate the Company and appoint a liquidation commission with as many members as there are on the Board of Directors, as determined hereunder.

In the event of involuntary liquidation, the liquidation commission may be appointed by the court, which shall also determine an appropriate number of members.

37.3. As of the moment of its appointment, the liquidation commission shall assume all of the powers to manage the affairs of the Company. The liquidation commission shall represent the Company in court.

The liquidation commission shall be liable under applicable Russian Law for losses inflicted on the Company, its shareholders and third parties.

37.4. The liquidation commission shall publish an announcement of the Company's liquidation and state the procedure and deadline for the filing of any claims by its creditors. Such announcement shall appear in publications which release information on the registration of legal entities. The term for the filing of creditors' claims cannot comprise less than 2 (two) months from the date of publication of the announcement of the Company's liquidation.

37.5. In the event that the Company has no obligations to creditors as of the moment the decision to liquidate the Company is made, its property shall be distributed among the shareholders in accordance with clause 37.11 hereof.

37.6. The liquidation commission shall take steps to identify the creditors and the outstanding debts to the Company, and shall notify its creditors of the Company's liquidation in writing.

37.7. Upon expiry of the period for the creditors to file their claims, the liquidation commission shall draw up an interim liquidation balance sheet, which shall contain information on the composition of the Company's property, a list of claims filed by creditors and results of their consideration and a list of claims that were satisfied by a legally effective court ruling whether or not such claims were accepted by a liquidation commission.

The interim liquidation balance sheet shall be approved by the General Shareholders' Meeting.

37.8. Should in the course of a voluntary liquidation the Company meet insolvency criteria and/or show other signs of insufficiency of the property, the liquidation commission shall be obliged to apply to an arbitration court with a debtor's petition.

37.9. Cash payments to the Company's creditors shall be processed by the liquidation commission in the order determined under par. 1 Article 64 of the Civil Code of the Russian Federation.

37.10. Having completed settlements with the creditors, the liquidation commission shall draw up a liquidation balance sheet to be approved by the General Shareholders' Meeting.

37.11 The Company's property that is left after completion of settlements with the creditors shall be distributed by the liquidation commission among the shareholders in the following order of priority:

- firstly, payments shall be made on shares to be bought back in accordance herewith;
- secondly, payments shall be made of dividends accrued but not paid of Type A preference shares where the par value of the Type A preference shares (liquidation value of Type A preference shares), shall be paid;
- thirdly, the Company's property shall be distributed among the shareholders holding ordinary shares and Type A preference shares with due regard for the previously paid par value of Type A preference shares.

37.12. Property within each priority category shall be distributed only after the distribution of property within the previous category is completed.

In the event that the Company's property is insufficient for the payment of accrued but not paid dividends, and their liquidation value as determined hereunder to all of the shareholders holding Type A preference shares the property shall be distributed among the shareholders holding Type A preference shares pro rata to the number of their shares.

37.13. Liquidation of the Company shall be deemed completed, and the Company shall be deemed to have ceased to exist as of the moment the state registration authority (registration authority) enters information about its ceasing in the unified state register of legal entities.