

## STATEMENT

On Procedure for Convening and Holding  
the General Meeting of Shareholders  
of Open Joint-Stock Company  
Federal Hydrogenerating Company – RusHydro  
(JSC RusHydro)

## **1. General Provisions**

1.1. This Statement on procedure for convening and holding the General Meeting of Shareholders of Open Joint-Stock Company Federal Hydrogenerating Company – RusHydro (hereinafter referred to as the "Statement") is developed in accordance with the Civil Code of the Russian Federation, Federal Law No. 208-FZ On Joint-Stock Companies dated December 26, 1995, Order of the Federal Service for Financial Markets of the Russian Federation No. 12-6/pz-n dated February 2, 2012 On Approval of the Regulations on Additional Requirements for the Procedure for Preparing, Convening, and Holding the General Meeting of Shareholders, other regulatory and legal acts of the Russian Federation and the Articles of Association of Open Joint-Stock Company Federal Hydrogenerating Company – [RusHydro](#) (hereinafter referred to as "Company"), and defines the procedure for preparing, convening and holding the General Meeting of Shareholders of the company (hereinafter referred to as the "General Meeting of Shareholders", "General Meeting" or "Meeting").

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

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

The General Meeting of Shareholders may not consider and pass resolutions on issues that do not come within its competence under the Federal Law On Joint-Stock Companies.

1.3. In its activity, the General Meeting of Shareholders is guided by the legislation of the Russian Federation, the Articles of Association of the Company, and this Statement.

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

2.1. The working bodies of the General Meeting of Shareholders of the Company are:

- a) Presidium of the Meeting
- b) Chairman of the General Meeting of Shareholders
- c) Tabulation Committee
- d) Secretary of the General Meeting of Shareholders.

Presidium of the Meeting shall consist of the Chairman of the Company's Management Board and members of the Company's Board of Directors.

On a collegial basis, Presidium of the Meeting shall carry out general management of the Meeting, coordinate the activities of other working bodies of the meeting, analyze issues and applications submitted to the address of the Meeting, summarize and classify them, form collective opinion of Presidium of the Meeting on a certain issue, make decisions on enclosing materials (speeches, reports, information, etc.) of the participants of the Meeting who sent the above mentioned materials to the address of Presidium of the Meeting, to the Minutes of the Meeting.

2.2. The Chairman of the Board of Directors shall preside at the General Meeting of Shareholders; in case of his absence, the Deputy Chairman of the Board of Directors or one of the members of the Company's Board of Directors, present at the Meeting, shall take his place.

The Chairman of the General Meeting of Shareholders shall chair the Presidium of the Meeting, open and close the Meeting, announce the agenda of the General Meeting of Shareholders and the order of speeches and reports on the issues of the agenda, appoint the Secretary of the General Meeting of Shareholders<sup>1</sup>, announce the completion of a discussion of the agenda issues and beginning of votes counting, ensure observance of the procedure for holding the Meeting specified in the Statement, and sign the Minutes of the General Meeting of Shareholders.

2.3. Professional participant of the securities market who is also a holder of the register of the Company's shareholders (the Company's Registrar) shall perform functions of the Tabulation Committee.

2.4. The Tabulation Committee (the Company's Registrar) shall perform the following functions:

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<sup>1</sup> If the Secretary of the Meeting has not been elected by the Company's Board of Directors or in the absence of the Secretary appointed by the Company's Board of Directors

- a) Verification of powers and registration of participants in the General Meeting of Shareholders (shareholders, their representatives);
- b) Establishing a quorum of the General Meeting of Shareholders (quorum for issues on the agenda of the General Meeting of Shareholders);
- c) Explanations to the questions arising out of exercising the voting rights by the Company's shareholders (their representatives) at the General Meeting of Shareholders;
- d) Explanation of the voting procedure on the issues to be considered by the General Meeting of Shareholders;
- e) Ensuring the established procedure of voting and rights of the Company's shareholders for participation in voting;
- f) Votes counting and summary (disclosure) on the voting results;
- g) Drawing up the minutes on voting results;
- h) Transfer of voting ballots to the Company's archive;
- i) Other functions stipulated by the legislation of the Russian Federation, the Company's Articles of Association and the contract between the Company and the Registrar.

2.5. Secretary of the General Meeting of Shareholders is elected by the Board of Directors when addressing the issues on preparing and holding the General Meeting of Shareholders.

2.6. The Secretary of the General Meeting of Shareholders shall perform the following functions:

- a) Developing a procedure (scenario) for holding the General Meeting of Shareholders in the form of the Meeting;
- b) Accepting applications from the General Meeting of Shareholders participants to grant a right to speak at a debate on the issues of the meeting agenda as well as acceptance of applications and issues submitted by shareholders;
- c) Transfer of applications and questions submitted by the shareholders to the Chairman of the General Meeting of Shareholders;
- d) Recording the progress of the General Meeting of Shareholders (main provisions of speeches and reports);
- e) Arrangement of interaction between shareholders, members of Presidium of the Meeting, and Tabulating Committee;
- f) Preparing and drawing-up the Minutes of the General Meeting of Shareholders.

2.7. Members of the Audit Commission, representative of the Company's Auditor, persons included in the lists of nominees to the governing and control bodies of the Company shall have the right to attend the General Meeting of Shareholders.

### **3. Convention and Preparation for Holding the General Meeting of Shareholders**

3.1. A decision on convening the General Meeting of Shareholders is made by the Company's Board of Directors based on its own initiative, at the request of the Audit Commission, the Company's Auditor as well as the shareholders (shareholder) of the Company who own at least ten (10) percent of the Company's voting shares as of the date such request is presented.

3.2. Request to convene an extraordinary General Meeting of Shareholders and proposals to include certain issues to the agenda as well as proposals for nomination the candidates for the election to Company's governing and control bodies may be submitted using one of the following methods:

- By post or by courier service to the Company's registered office: 43 Dubrovinskogo Street, bldg. 1, Krasnoyarsk, Krasnoyarskij Krai, 660017, or to the following address: 7, Malaya Dmitrovka Street, Moscow, 127006, the Russian Federation;
- By delivering personally to the Chairman of the Board, Chairman of the Board of Directors, or the Corporate Secretary (with the recipient's signature upon delivery).

3.3. Proposals to include certain issues to the agenda of the General Meeting of Shareholders and the request to convene an extraordinary General Meeting of Shareholders shall be deemed submitted by shareholders (shareholders' representatives) whose signatures are affixed thereto.

Percentage of voting shares owned by the shareholder(s) proposing to supplement the agenda of the Meeting shall be determined as of the date of submitting such proposal.

Percentage of voting shares owned by the shareholder(s) requesting to convene an extraordinary General Meeting of Shareholders shall be determined as of the date of submitting (making) such request.

3.4. The proposal to include certain issues to the agenda of the Meeting shall be deemed to have been submitted:

- On the date of the postmark indicating the date of mailing by the shareholder(s);
- On the day a proposal is provided to the courier by the shareholder(s) for dispatch;
- On the day a proposal is delivered personally by the shareholder(s) to the Chairman of the Board, Chairman of the Board of Directors, or the Corporate Secretary (with the recipient's signature upon delivery).

3.5. The proposal to include certain issues to the agenda of the Meeting shall be deemed to have been received or the request to convene an extraordinary General Meeting of Shareholders shall be deemed to have been made (Date of submitting the request to convene an extraordinary General Meeting of Shareholders):

- On the day the post is received by the Company or on the day the same is delivered personally with the recipient's signature upon delivery (in case of registered mail), if sent to the addresses specified in Cl. 3.2 hereof;
- On the day the same is delivered by courier;
- On the day the same is delivered personally to the Chairman of the Board, Chairman of the Board of Directors, or the Corporate Secretary (with the recipient's signature upon delivery).

3.6. If the proposal to include certain issues to the agenda of the Meeting or the request to convene an extraordinary General Meeting of Shareholders is signed by the shareholder's authorized representative acting pursuant to the Power of Attorney, such proposal/request shall be accompanied by the Power of Attorney (or the copy of PoA certified by a Notary), executed in accordance with the applicable laws of the Russian Federation.

3.7. If the proposal to include certain issues to the agenda of the Meeting or the request to convene an extraordinary General Meeting of Shareholders is signed by the shareholder (shareholder's representative) whose rights for shares are recorded in the custody account at a depository managing the account rights for the referred shares, such proposal/request shall be accompanied by the custody account statement issued by the relevant depository.

3.8. During preparations for holding the General Meeting of Shareholders, the Board of Directors shall make decisions on the following:

- a) Convening of the General Meeting of Shareholders and determination of the type and form of its holding;
- b) Specifying the date, place and time of holding the General Meeting of Shareholders, the time of registration beginning for people participating in the General Meeting of Shareholders, and postal addresses to which the filled-in voting ballots should be sent (in case the General Meeting of Shareholders is held in the form of a meeting),

Or

specifying the end date for acceptance of the filled-in voting ballots, and postal addresses to which the filled-in voting ballots should be sent (in case the General Meeting of Shareholders is held in the form of an absentee vote);

- c) Approval of the agenda of the General Meeting of Shareholders;
- d) Specifying the date of making a list of persons entitled to participate in the General Meeting of Shareholders;
- e) Specifying the list of information (materials) for the General Meeting of Shareholders provided to the shareholders and a procedure of familiarization with the indicated information;
- f) Approval of the form and text of voting ballots for the General Meeting of Shareholders;
- g) Specifying the date of sending the voting ballots to persons entitled to participate in the General Meeting of Shareholders;
- h) Determination of the procedure of announcing for the shareholders on holding the General Meeting of Shareholders, approval of the form and text of the announcement;
- i) Election of the Secretary of the General Meeting of Shareholders;
- j) Other decisions related to preparing and holding the General Meeting of Shareholders.

3.9. Chairman of the Management Board shall arrange execution of the Board of Directors decision related to convening, preparing and holding the General Meeting of Shareholders, which includes:

- Ensuring timely conclusion of the contracts with the Company's Registrar on rendering services on preparing and holding the General Meeting of Shareholders;
- Ensuring timely sending of the request to the Company's Registrar about making a list of persons entitled to participate in the General Meeting of Shareholders as of the date defined by the Board of Directors;
- Ensuring ballots making in accordance with the form and text approved by the Board of Directors;
- Ensuring direction of the voting ballots to the shareholders and acceptance of the filled-in voting ballots;
- Ensuring announcement for the shareholders on holding the General Meeting of Shareholders in accordance with the procedure and during the terms specified by the resolution of the Board of Directors and the Company's Articles of Association;
- Ensuring preparation of materials (information) on the agenda issues of the General Meeting of Shareholders and providing an opportunity to familiarize with the indicated information (materials) in accordance with the terms and procedure specified by resolutions of the Board of Directors;
- Ensuring preparation of the office to hold the General Meeting of Shareholders;
- Performing other activities on executing resolutions of the Board of Directors.

#### **4. Information Support to Hold General Meeting of Shareholders**

4.1 A message on holding the General Meeting of Shareholders shall be disclosed to shareholders not later than thirty (30) days before holding the General Meeting of Shareholders; in case the proposed agenda of the extraordinary General Meeting of Shareholders contains an issue on the election of the members of the Board of Directors – not later than seventy (70) days before holding the General Meeting of Shareholders, in the following order:

- Published by the Company in *Rossiiskaya Gazeta* newspaper
- Placed at the Company's web-site <http://www.eng.rushydro.ru/>.

4.2 Information (materials) concerning the agenda issues of the General Meeting of Shareholders shall be made available to the persons entitled to participate in the General Meeting of Shareholders at the address (location) of the Company or Company's sole executive at the addresses stated in the announcement about the General Meeting of Shareholders, or published on the Company's web site at least thirty (30) calendar days prior to the date of the General Meeting of Shareholders (or twenty (20) calendar days prior to the date of the General Meeting of Shareholders, if the agenda of the extraordinary General Meeting of Shareholders contains an issue on the election of the members of Company's Board of Directors).

The information (materials) on the issues on the agenda of the Meeting shall be available for the participants of General Meeting of Shareholders during the Meeting.

4.3 The information (materials) which is to be provided to the persons having the right to participate in the General Meeting of Shareholders comprises the following documents:

- Annual report of the Company;
- Annual accounting (financial) statements, including the Auditor's conclusion, a conclusion of the Audit Commission following the audit results of the annual accounting (financial) statements;
- Information about the candidates to the Board of Directors and Audit Commission of the Company;
- Information on the choice of the Auditor;
- Draft of amendments and supplements to the Company's Articles of Association (draft of amended Articles of Association of the Company);
- Drafts of the internal documents of the Company;
- Draft decisions of the General Meeting of Shareholders;
- Another information (materials) required by the applicable laws of the Russian Federation, Company's Articles of Association and resolution of the Company's Board of Directors.

## **5. Proposals to Include Certain Issues into the Agenda of the General Meeting of Shareholders and Nominate Candidates to the Company's Bodies to Be Elected at the General Meeting of Shareholders**

5.1. The shareholder(s) who in the aggregate owns at least two (2) percent of the Company's voting shares are entitled to propose the issues to be included to the agenda of the annual General Meeting of Shareholders and to nominate the candidates to the Company's Board of Directors and Audit Commission whose number may not exceed the number of members of the corresponding body.

Such proposals shall be submitted to the Company within ninety (90) days after the end of the financial year.

5.2. Percentage of voting shares owned by a shareholder who signed the proposal to include certain issues into the agenda of the annual General Meeting of Shareholders shall be determined as of the date of submitting the proposal to the Company under Clause 3.4., Article 3 hereof.

In case percentage of shareholder's voting shares decreases and is less than two (2) percent of the Company's voting shares after the specified date, the proposal shall be declared eligible, and the Board of Directors is obliged to review it. Dismissal of the proposal based exclusively on this reason is not allowed.

5.3. Proposals from shareholder(s) to nominate a candidate for the Company's Board of Directors and Internal Audit Commission and proposals to include certain issues to the agenda of the General Meeting of Shareholders shall be submitted in writing. Oral proposals shall not be accepted or considered.

The proposal shall be signed by shareholders (shareholder) who submitted this proposal. If the provision provides its submission by several shareholders but such proposal is not signed by all of them, it is considered to be submitted by the shareholder(s) who signed it. The Board of Directors shall consider such proposal and may not dismiss it based on the absence of signatures of all shareholders indicated in the proposal.

If the proposal is signed by the shareholder's representative, such proposal shall be accompanied by the Power of Attorney executed in accordance with applicable laws of the Russian Federation.

5.4. The proposal to include certain issues into the agenda of the annual General Meeting of Shareholders and the proposal to nominate candidates for Company's Board of Directors and Internal Audit Commission shall contain information on the number and category (type) of shares owned by each shareholder who signed a proposal.

In case the proposal is signed by a shareholder (shareholder's representative) whose rights for shares are recorded in the custody account at a depository managing the account rights for the referred shares, such proposal/request shall be accompanied by the custody account statement issued by the relevant depository.

In case the proposal contains invalid information on the number, category (type) of shares owned by the shareholder who signed the proposal, and the Board of Directors has determined that shareholder(s) who signed the proposal owned in aggregate at least two (2) percent of the Company's voting shares as of the date of proposal submission, such proposal shall be accepted.

5.5. The shareholder (shareholders) of the Company may not introduce the proposition to include issues stipulated by Subclauses 2, 5, 7, 8, 11–20 of Clause 10.2. of Article 10 of the Company's Articles of Association to the agenda of the General Meeting of Shareholders. The indicated issues may be included into the agenda of the General Meeting of Shareholders only by a proposal of the Board of Directors.

5.6. The Board of Directors shall not be entitled to amend the wording of the issues proposed by shareholders for the inclusion to the agenda of the General Meeting of Shareholders, as well as the wording of the resolutions on such issues.

5.7. Proposal to nominate a candidate shall contain a name of the body to which the candidate is nominated, information on the candidate required by the Company's Articles of Association, and information that such candidate consents to his nomination. Proposal to nominate a candidate shall be accompanied by a written consent of the candidate to be elected for a corresponding body of the Company.

5.8. The company shall send a letter to each candidate included into the list of nominees for voting at the elections to the Company's Board of Directors and Internal Audit Commission,

informing him about the name of the Company's body he is nominated for, the name of the person who proposed his nomination, and the number of voting shares of the Company owned by shareholders who nominated him. The letter shall contain a request for a written confirmation of the data on the candidate which shall be provided in accordance with the Articles of Association.

5.9. The candidate nominated for election to the Company's Board of Directors and Internal Audit Commission is entitled to withdraw himself at any time upon prior notification of the Company in a written form. In case the Company receives a written notification from the candidate on his refusal to stand for election to the Company's body before the Board of Directors receives a text and a form of the voting ballot, the Board of Directors is entitled not to include the candidate into the voting ballot from the previously approved list.

In case the Company receives a written notification from the candidate on his refusal to stand for election to the Company's body after the Board of Directors receives a text and a form of the voting ballot, no amendments may be introduced into the voting ballots. During his report on an appropriate issue of the agenda, the Chairman of the General Meeting of Shareholders shall announce the fact of refusal receipt from the candidate included into the voting ballot.

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

6.1. Holding the General Meeting of Shareholders in the form of a meeting consists in a direct participation of the Company's shareholders in the General Meeting of Shareholders in order to discuss agenda issues and to make a decision on the issues put to vote.

The General Meeting of Shareholders may be attended by persons entitled to participate in the General Shareholders' Meeting and who have acquired their rights for shares by way of inheritance or reorganization, or by their representatives acting in accordance with powers provided under the Federal legislation or regulations of Federal or local authorities empowered to issue such regulations or Power of Attorney executed in accordance with applicable laws and regulations of the Russian Federation.

### **6.2. Registration of persons entitled to participate in the General Meeting of Shareholders**

6.2.1. Registration of persons entitled to participate in the General Meeting of Shareholders shall be performed by the Tabulating Committee (Company's Registrar) at the location of the General Meeting of Shareholders indicated in the announcement on holding the Meeting.

Registration of persons entitled to participate in the General Meeting of Shareholders shall start at the time indicated in the announcement on holding the Meeting.

The list of persons entitled to participate in the General Meeting of Shareholders is drawn up based on the register of the Company's shareholders as of the date defined by the Board of Directors when making decisions on the issues related to holding the General Meeting of Shareholders in accordance with Article 51 of the Federal Law On Joint-Stock Companies and Cl. 2.11 of Article 2 of the Regulations on Additional Requirements for the Procedure for Preparing, Convening, and Holding the General Meeting of Shareholders approved by Decree No. 12-6/pz-n of the Federal Service for Financial Markets of the Russian Federation dated February 2, 2012.

6.2.2. Registration of participation in the General Meeting of Shareholders held in the form of a meeting is obligatory for the persons who have the right to participate in the General Meeting of Shareholders.

Persons whose ballots have been received at least two (2) days prior to the date of the General Meeting of Shareholders are not subject to registration for participation in the General Meeting of Shareholders. The indicated persons have the right to attend the General Meeting of Shareholders and to take part in the discussion of the agenda issues of the G General Meeting of Shareholders.

6.2.3. During the registration, the shareholder (his representative, assignee) who has arrived at the General Meeting of Shareholders shall present a passport or another identity document.

Assignees as well as representatives of persons included into the list of persons entitled to participate in the General Meeting of Shareholders shall present documents certifying their powers to the Tabulating Committee (Company's Registrar) during registration for participation in the General Meeting of Shareholders.

List of documents certifying powers of representatives and assignees of persons included into the list of persons entitled to participate in the General Meeting of Shareholders shall be determined in accordance with the applicable laws of the Russian Federation.

In case the indicated documents are not provided, the assignee as well as a representative of the shareholder does not have the right to participate in the General Meeting of Shareholders.

6.2.4. The persons entitled to participate in the General Meeting of Shareholders shall be registered, provided the persons who have come to participate in the General Meeting of Shareholders are identified through comparison of the data contained in the list of persons entitled to participate in the General Meeting of Shareholders with the documents presented by these persons.

6.2.5. A voting ballot shall be either forwarded to each person from the list of persons entitled to participate in the General Meeting of Shareholders by registered mail or delivered personally (with the recipient's signature upon delivery) at least twenty (20) days prior to the date of the General Meeting of Shareholders.

At the request of persons registering for participation in the General Meeting of Shareholders whose ballots are not received by the Company or received less than two (2) days before holding the General Meeting of Shareholders, they may receive voting ballots with a marking on their reissue.

6.2.6. Registration of persons who have the right to participate in the General Meeting of Shareholders shall end at the moment when the Chairman of the General Meeting of Shareholders announces termination of discussion of the last agenda issue of the General Meeting of Shareholders with the quorum present and before the time allocated to persons who have not voted yet.

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

6.3.1. Representative of the Tabulating Committee (Company's Registrar) shall announce the presence of the quorum on the issues of the General Meeting of Shareholders agenda at the moment which is the time of starting the General Meeting of Shareholders in accordance with the announcement on holding the General Shareholders' Meeting.

6.3.2. The General Meeting of Shareholders is legally competent (has the quorum) if the shareholders having in the aggregate more than a half of voices under voting shares placed by the Company took part in it.

If the General Meeting of Shareholders agenda covers issues which are decided by voting of different voters' membership, the quorum for decision-making on these issues is determined separately.

At that, the absence of quorum for decision-making on issues which are decided by voting of the one voters' membership doesn't interfere with decision making on issues which are decided by voting of the other voters' membership (when the quorum is present).

6.3.3. In case there is a quorum for at least one of the issues included into the agenda of the General Meeting of Shareholders, the Chairman of the General Shareholders' Meeting shall announce opening of the General Meeting of Shareholders.

In case by the moment of opening the General Meeting of Shareholders there was a quorum only for separate issues of the agenda, at the end of discussion of the last issue from the indicated ones the representative of the Tabulating Committee (Company's Registrar) shall announce the presence or absence of quorum for other issues of the agenda.

6.3.4. General Meeting that by the moment of its opening had a quorum only for a few issues of the agenda cannot be closed if by the end time of registration persons whose registration ensures a quorum for decision-making on the other issues of the General Meeting agenda have registered.

6.3.5. In case by the time of the General Meeting of Shareholders there is no quorum for any issue included into the agenda of the Company's General Meeting of Shareholders, the Chairman of the General Meeting of Shareholders announces a two (2) hour-delay of the General Meeting of Shareholders opening.

A delay of opening the General Meeting of Shareholders is allowed only once.

In case two (2) hours after announcement on the delay of opening the General Meeting of Shareholders, the persons who ensure a quorum at least for one issue of the General Meeting of Shareholders agenda do not register, the Chairman of the General Meeting of Shareholders announces the General Meeting of Shareholders as failed.



In case two (2) hours after announcement on the delay of opening the General Meeting of Shareholders, the persons who ensure a quorum for at least one issue of the General Meeting of Shareholders agenda register, the Chairman of the General Shareholders' Meeting announces opening of the General Meeting of Shareholders.

In the absence of a quorum to hold the annual General Meeting of Shareholders, the second General Meeting of Shareholders with the same agenda shall be held.

In the absence of a quorum to hold the extraordinary General Meeting of Shareholders, the second General Meeting of Shareholders with the same agenda can be held.

#### **6.4. Discussion of the agenda issues of the General Meeting of Shareholders**

The Chairman of the General Meeting of Shareholders shall announce the Meeting Schedule specifying the time allocated for reports on the issues on the agenda, time for answering the questions of shareholders (if any), and additional time for voting.

6.4.1. The Company's shareholder is entitled to speak on the issues on the Meeting agenda or to ask a question during the Meeting in accordance with the procedure announced by Chairman of the General Meeting of Shareholders.

6.4.2. In case the Meeting is continuously held during two (2) hours, there shall be a break during this Meeting for at least fifteen (15) minutes but not more than sixty (60) minutes.

In case the Meeting is continuously held during four (4) hours, there shall be a break during this Meeting for at least forty (40) minutes but not more than two (2) hours.

The Meeting shall not be held after 10:00 p.m. local time.

In case of impossibility to hold the Meeting within one (1) day, there shall be announced a break until the next day but not earlier than 9:00 a.m. local time.

Longer breaks are forbidden.

6.4.3. Upon discussion completion of the agenda issues of the General Shareholders' Meeting which had a quorum, the Chairman of the General Meeting of Shareholders announces termination of the discussion of the agenda issues and on termination of registration for persons participating in the General Meeting of Shareholders.

#### **6.5. Voting at the General Meeting of Shareholders**

6.5.1. Voting at the General Meeting of Shareholders in the form of joint presence shall be performed in compliance with the procedure determined by the Federal Law On Joint-Stock Companies, other regulatory and legal acts and the Company's Articles of Association, and this Statement.

6.5.2. Voting at the General Meeting of Shareholders is performed according to the principle "one voting share – one vote," except for the case of cumulative voting for election of members of the Company's Board of Directors.

At cumulative voting, the number of votes belonging to each shareholder is multiplied by a number of persons which should be elected to the Board of Directors; the shareholder has the right to cast such votes fully for one (1) candidate or to distribute them between two (2) or more candidates.

Nominees who won the largest number of votes are considered to be elected to the Board of Directors.

6.5.3. Voting on the agenda items at the General Meeting of Shareholders shall be carried out by voting ballots. The procedure for completing a voting ballot shall be set forth in a voting ballot.

6.5.4. Persons who have registered for participation in the General Meeting of Shareholders held in the form of a meeting are entitled to vote on all issues of the agenda from the moment of opening the General Meeting of Shareholders and by the moment of votes counting.

6.5.5. Upon completion of a discussion of the last issue of the General Shareholders' Meeting agenda (the last issue with present quorum), persons who have not voted before this moment shall have additional time for voting, duration of which is determined by the Chairman of the General Meeting of Shareholders.

6.5.6. Upon expiration of the time for voting, the Chairman of the General Meeting of Shareholders shall announce the beginning of votes counting.

#### **6.6. Holding the voting, announcing voting results on the issues of the General Meeting of Shareholders agenda. Closing the General Meeting of Shareholders.**

6.6.1 Votes counting and results summary on the issues of the General Meeting of Shareholders agenda shall be performed by the Tabulating Committee (Company's Registrar).

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

6.6.3 After the voting results on the agenda issues of the General Meeting of Shareholders are disclosed, in case they are disclosed at the General Meeting of Shareholders, the Chairman of the General Meeting of Shareholders shall announce the closing of the General Meeting of Shareholders.

## **7. Holding the General Meeting in the Form of an Absentee Vote**

7.1 Voting on the agenda issues of the General Meeting of Shareholders held in the form of an absentee vote shall be carried out with voting ballots.

7.2 Ballots filling-in procedure is specified in the voting ballots.

7.3 The filled-in voting ballots shall be sent to the Company on or prior to the day which is the end date of accepting ballots in accordance with the resolution of the Board of Directors on convening and holding the General Meeting of Shareholders, made in accordance with the Federal Law on Joint-Stock Companies and this Statement.

In case the end date of accepting the filled-in voting ballots is due on a legal public holiday, the end date of accepting the voting ballots shall be the following working day.

The deadline for accepting the voting ballots is the end date of accepting the voting ballots at the time when the working day is over in the Company.

7.4 The filled-in voting ballots can be sent by registered mail to the Company's registered office: 43 Dubrovinskogo Street, bldg. 1, Krasnoyarsk, Krasnoyarskij Krai, 660017, or to the following address: 7, Malaya Dmitrovka Street, Moscow, 127006, the Russian Federation, or to other addresses indicated in the announcement on holding the General Meeting of Shareholders, handed over personally against signature to the person authorized to accept correspondence sent to the Company, as well as sent to the Company's Registrar.

7.5 The Chairman of the Management Board shall arrange collection, safeguarding and transfer of the filled-in ballots to the Tabulating Commission (the Company's Registrar).

7.6 Shareholder (an individual person) shall indicate his surname and initials when filling-in the ballot; shareholder (legal entity) shall indicate a full corporate name of the legal entity.

7.7 Representative of the shareholder (individual person) shall indicate his surname and initials as well as details of the Power of Attorney (another document confirming his powers) when filling-in the ballot; representative of the shareholder (legal entity) shall indicate his full name, his current position and details of the Power of Attorney (another document confirming his powers).

7.8 The representative of the shareholder shall attach to the voting ballot the Power of Attorney (its notarized copy) or another document on which basis he acts.

7.9 The General Meeting of Shareholders held in the form of an absentee vote is legally valid (has the quorum if, prior or on the end date of voting ballots acceptance, the Company has received ballots of the shareholders who own in the aggregate more than a half of votes of the Company's placed voting shares).

## **8. Summary of the General Meeting of Shareholders**

8.1. Voting results on the issues put to voting shall be resumed by the Tabulating Committee (Company's Registrar).

8.2. Based on the voting results resumed by the Tabulating Committee (Company's Registrar) on each issue of the agenda, the Tabulating Committee shall draw up the Minutes on voting results.

8.3. The Minutes of the Tabulating Committee on voting results shall contain:

- Full corporate name and location of the Company;
- Type of the General Meeting (annual or extraordinary);
- Form of the General Meeting (meeting or absentee voting);
- Date of compiling the list of persons entitled to participate in the General Shareholders' Meeting;
- Date of the General Meeting;

- Place of the General Meeting held in the form of the Meeting (address at which the Meeting was held);
- Agenda of the General Meeting;
- Wording of the decisions made on the issues put to vote;
- Time of beginning and end time of registration for the persons entitled to participate in the General Meeting held in the form of a meeting;
- Time of opening and closing of the General Meeting held in the form of a meeting; and, in case the decisions made by the General Meeting and voting results on them were announced at the General Meeting, time of votes counting beginning;
- Number of votes owned by persons included into the list of persons entitled to participate in the General Meeting on each agenda issue of the General Meeting;
- Number of votes obtained by the Company's voting shares on each issue of the agenda of the General Meeting determined in accordance with Cl. 4.20 of Article 4 of the Regulations on Additional Requirements for the Procedure for Preparing, Convening, and Holding the General Shareholders' Meeting approved by Decree No. 12-6/pz-n of the Federal Service for Financial Markets of the Russian Federation dated February 2, 2012;
- Number of votes owned by persons who took part in the General Meeting on each issue of the agenda of the General Meeting with references to quorum presence on each issue;
- Number of votes given for each voting option ("for", "against" and "abstained") for each issue of the General Meeting agenda with the quorum present;
- Number of votes for each agenda issue of the General Meeting put to vote, which were not counted due to the fact that ballots (including voting for an appropriate issue) were deemed invalid;
- Full corporate name, location of the Company's Registrar and names of persons authorized by him;
- Reference to the fact that ballots are sealed and stamped;
- Date of drawing up the minutes of the Tabulating Committee on the voting results of the General Meeting.

8.4. The minutes of voting results shall be drawn up in two (2) original copies. Each copy shall be signed by representatives of the Company's Registrar acting on its behalf on the basis of the Registrar's Articles of Association or the Power of Attorney. The Power of Attorney or another document certifying the right of the representative to act on behalf of the Company's Registrar shall be attached to the minutes.

8.5. The minutes of voting results shall be drawn up not later than 3 (three) working days after closing the General Shareholders' Meeting or the end date of voting ballots acceptance in case the General Shareholders' Meeting is conducted in the form of absentee vote.

As soon as the minutes of voting results are drawn up and the minutes of the General Shareholders' Meeting are signed, the voting ballots are sealed by the Tabulating Committee and transferred to the company's archive for storage.

8.6. The minutes of voting results shall be enclosed to the minutes of the General Shareholders' Meeting.

8.7. The minutes of the General Shareholders' Meeting shall contain:

- Full corporate name and location of the Company;
- Type of the General Meeting (annual or extraordinary);
- Form of the General Meeting (meeting or absentee voting);
- Date of compiling the list of persons entitled to participate in the General Shareholders' Meeting;
- Date of the General Meeting;
- Place of the General Meeting held in the form of the Meeting (address at which the Meeting was held);
- Agenda of the General Meeting;
- Time of beginning and end time of registration for the persons entitled to participate in the General Meeting held in the form of a meeting;
- Time of opening and closing of the General Meeting held in the form of a meeting; and, in case the decisions made by the General Meeting and voting results on them were announced at the General Meeting, time of votes counting beginning;

- Mailing address(es) used for mailing completed ballots in case of holding the General Meeting by way of absentee voting, and in case of holding the General Meeting in the form of a meeting provided that voting on issues on the agenda of the General Meeting could be conducted by mailing completed ballots to the Company;

- Number of votes owned by persons included into the list of persons entitled to participate in the General Meeting on each agenda issue of the General Meeting;

- Number of votes obtained by the Company's voting shares on each issue of the agenda of the General Meeting determined in accordance with Cl. 4.20 of Article 4 of the Regulations on Additional Requirements for the Procedure for Preparing, Convening, and Holding the General Shareholders' Meeting approved by Decree No. 12-6/pz-n of the Federal Service for Financial Markets of the Russian Federation dated February 2, 2012;

- Number of votes owned by persons who took part in the General Meeting on each issue of the agenda of the General Meeting with references to quorum presence on each issue;

- Number of votes given for each voting option ("for", "against" and "abstained") for each issue of the General Meeting agenda with the quorum present;

- Wording of the decisions made by the General Meeting on each issue on the agenda of the General Meeting;

- Main points of the speakers and names of persons who spoke on each item on the agenda of the General Meeting held in the form of a meeting;

- Name of the Chairman of the General Meeting of Shareholders, names of members of the Presidium, and name of the Secretary of the General Shareholders' Meeting;

- Date of the Minutes of the General Meeting of Shareholders.

8.8. The minutes of the General Meeting of Shareholders shall be drawn up within three (3) working days after closing the General Meeting of Shareholders in two (2) original copies signed by the Chairman and the Secretary of the General Shareholders' Meeting. The Minutes of the General Shareholders' Meeting shall be posted on the company's the corporate web site of on the following working day after signing of the document.

8.9. The voting results and the resolutions of the General Meeting of Shareholders shall be announced and/or communicated to the persons entitled to participate in the General Meeting of Shareholders in compliance with the procedure and within the terms determined by the Federal Law On Joint-Stock Companies.

8.10. The report on the voting results of the General Shareholders' Meeting shall contain:

- Full corporate name and location of the Company;

- Type of the General Meeting (annual or extraordinary);

- Form of the General Meeting (meeting or absentee voting);

- Date of compiling the list of persons entitled to participate in the General Shareholders' Meeting;

- Date of the General Meeting;

- Place of the General Meeting held in the form of the Meeting (address at which the Meeting was held);

- Agenda of the General Meeting;

- Number of votes owned by persons included into the list of persons entitled to participate in the General Meeting on each agenda issue of the General Meeting;

- Number of votes obtained by the Company's voting shares on each issue of the agenda of the General Meeting determined in accordance with Cl. 4.20 of Article 4 of the Regulations on Additional Requirements for the Procedure for Preparing, Convening, and Holding the General Shareholders' Meeting approved by Decree No. 12-6/pz-n of the Federal Service for Financial Markets of the Russian Federation dated February 2, 2012;

- Number of votes owned by persons who took part in the General Meeting on each issue of the agenda of the General Meeting with references to quorum presence on each issue;

- Number of votes given for each voting option ("for", "against" and "abstained") for each issue of the General Meeting agenda with the quorum present;

- Wording of the decisions made on issues put to vote;

- Full corporate name and location of the Company's Registrar and names of its authorized representatives;

– Name of the Chairman of the General Meeting of Shareholders, names of members of the Presidium, and name of the Secretary of the General Shareholders' Meeting.

8.11. The report on voting results of the General Meeting of Shareholders shall be signed by the Chairman and the Secretary of the General Shareholders' Meeting.

8.12. In case the agenda of the General Meeting contains an issue on the Company's approval of a transaction that involves specific interests, the Minutes of the General Meeting, Minutes of the Tabulating Committee on voting results of the General Meeting and the Report on voting results of the General Meeting shall contain the following:

– Number of votes owned by all persons included into the list of persons entitled to participate in the General Meeting who have no interest in the transaction to be made by the Company in relation to such issue;

– Number of votes obtained by the Company's voting shares holders of which are not interested in the transaction to be made by the Company determined in accordance with Cl. 4.20 of Article 4 of the Regulations on Additional Requirements for the Procedure for Preparing, Convening, and Holding the General Meeting of Shareholders approved by Decree No. 12-6/pz-n of the Federal Service for Financial Markets of the Russian Federation dated February 2, 2012;

– Number of votes owned by persons having no interest in the transaction to be made by the Company who participated in the General Meeting;

– Number of votes on such issue for each voting option ("for", "against" and "abstained").

## **9. Final Provisions**

9.1. If, resulting from the change of the applicable laws of the Russian Federation, as well as the Company's Articles of Association, certain articles of this Statement come into contradiction with them, these articles shall become invalid and, until the date of introducing amendments to this Statement, the Company shall be governed by the applicable laws of the Russian Federation as well as by the Company's Articles of Association.