

Appendix № 3 to the Minutes of the the Annual General
Shareholders Meeting of PJSC "RusHydro"
from 26.06.2015 №13

Approved by the resolution of the Annual General
Shareholders Meeting of PJSC "RusHydro" (Minutes of
26.06.2015 №13)

S T A T E M E N T

On Procedure for Convening and Running
the General Shareholders 'Meeting
of Public Joint-Stock Company
Federal Hydro-Generating Company –RusHydro
(PJSC RusHydro)

2015

1. General Provisions

1.1. This Statement on procedure for convening and running the General Shareholders 'Meeting of Public Joint-Stock Company Federal Hydro-Generating Company –RusHydro (PJSC RusHydro) (hereinafter referred to as the “Statement”) is developed in accordance with the legislation of the Russian Federation and the Articles of Association of Public Joint-Stock Company Federal Hydro-Generating Company –RusHydro (PJSC RusHydro) (hereinafter referred to as “Company”) and defines the procedure for preparing, convening, and running the General Shareholders 'Meeting of the Company (hereinafter referred to as the “General Shareholders 'Meeting,” “General Meeting,” or “Meeting”).

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

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

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

1.3. In its activity, the General Shareholders 'Meeting 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 Shareholders 'Meeting of the Company

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

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

Presidium of the Meeting shall consist of the Chairman of the Management Board – General Director of the Company 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 labor 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, and 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 Shareholders 'Meeting. In case he is absent, 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 Shareholders 'Meeting shall chair the Presidium of the Meeting, open and close the Meeting, announce the agenda of the General

Shareholders' Meeting and the order of speeches and reports on the issues of the agenda, appoint the Secretary of the General Shareholders' Meeting,¹ announce the completion of a discussion of the agenda issues and beginning of votes counting, ensure observance of the procedure for running the Meeting specified in the Statement, and sign the Minutes of the General Shareholders' Meeting.

2.3. Professional participator 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:

- a) Verification of powers and registration of participants in the General Shareholders' Meeting (shareholders, their representatives)
- b) Establishing a quorum of the General Shareholders' Meeting (quorum for issues on the agenda of the General Shareholders' Meeting)
- c) Explanations to the questions arising out of exercising the voting rights by the Company's shareholders (their representatives) at the General Shareholders' Meetings
- d) Explanation of the voting procedure on the issues to be considered by the General Shareholders' Meeting
- 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 concluded between the Company and the Registrar

When performing the functions of the Tabulating Commission, the Company's Registrar shall be governed by the Company's Articles of Association and this Statement.

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

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

- a) Developing a procedure (scenario) for running the General Shareholders' Meeting in the form of the Meeting
- b) Accepting applications from the General Shareholders' Meeting 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 Shareholders' Meeting
- d) Recording the progress of the General Shareholders' Meeting (main provisions of speeches and reports)
- e) Arrangement of interaction between shareholders, members of Presidium of the Meeting, Tabulating Committee

¹ If the Secretary of the Meeting has not been elected by the Company's Board of Directors or in the absence of the Secretary elected by the Company's Board of Directors.

f) Preparation and drawing-up the Minutes of the General Shareholders' Meeting

2.7. The Company's Chief Accountant, Members of the Audit Commission, members of the Board of Directors' Audit Committee, representative of the Company's Auditor, persons included into the lists of nominees to the management and control bodies of the Company, as well as other persons shall have the right to be present at the General Shareholders' Meeting.

3. Convention and Preparation for Running the General Shareholders' Meeting

3.1. A decision on convening the General Shareholders' Meeting 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 Shareholders' Meeting and proposals to include certain issues to the agenda and proposals for nomination of candidates for the election to Company's management and control bodies may be submitted using one of the following methods:

–By post or by courier service to the Company's location or to the postal address: 7 Malaya Dmitrovka Str., Moscow, 127006 Russia

–By delivering personally to the Chairman of the Management Board – General Director, Chairman of the Board of Directors, or the Company's Corporate Secretary (with the recipient's signature upon delivery)

3.3. Proposals to include certain issues to the agenda of the General Shareholders' Meeting and the request to convene an extraordinary General Shareholders' Meeting 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 Shareholders' Meeting 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 Management Board – General Director, Chairman of the Board of Directors, or the Company's 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

Shareholders 'Meeting shall be deemed to have been made (date of submitting the request to convene an extraordinary General Shareholders 'Meeting):

–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 Management Board – General Director, Chairman of the Board of Directors, or the Company's 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 Shareholders 'Meeting 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 Shareholders 'Meeting 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 running the General Shareholders 'Meeting, the Board of Directors shall make decisions on the following:

a) Convening of the General Shareholders 'Meeting and determination of the type and form of its running

b) Specifying the date, place, and time of holding the General Shareholders ' Meeting, the time of registration beginning for people participating in the General Shareholders 'Meeting, and postal addresses to which the filled-in voting ballots should be sent (in case the General Shareholders 'Meeting 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 Shareholders 'Meeting is held in the form of an absentee vote)

c) Approval of the agenda of the General Shareholders 'Meeting

d) Specifying the date of making a list of persons entitled to participate in the General Shareholders 'Meeting

e) Specifying the list of information (materials) for the General Shareholders ' Meeting 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 Shareholders ' Meeting

g) Specifying the date of sending the voting ballots to persons entitled to participate in the General Shareholders 'Meeting

h) Determination of the procedure of announcing for the shareholders on holding the General Shareholders 'Meeting, approval of the form and text of the announcement

i) Election of the Secretary of the General Shareholders 'Meeting

j) Other decisions related to preparing and running the General Shareholders' Meeting

3.9. The Chairman of the Management Board – General Director shall arrange taking of measures related to convening, preparing, and running the General Shareholders' Meeting, which includes:

- Ensuring timely conclusion of the contracts with the Company's Registrar on rendering services on preparing and running the General Shareholders' Meeting
- Ensuring timely sending of the request to the Company's Registrar about making a list of persons entitled to participate in the General Shareholders' Meeting 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 sending of the voting ballots to the shareholders and acceptance of the filled-in voting ballots
- Ensuring announcement for the shareholders on running the General Shareholders' Meeting 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 Shareholders' Meeting 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, subject to written request to the Chairman of the Management Board – General Director, familiarizing of the shareholders holding at least one (1) percent of votes with the information contained in the list of persons entitled to participate in the Meeting, subject to restrictions established by the legislation beginning from the date of receipt of the said list of persons by the Company
- Ensuring preparation of the office to run the General Shareholders' Meeting as well as of the office for communication of the shareholders and mutual consultations on issues to be voted at the meeting
- Performing other activities on executing resolutions of the Board of Directors related to convening, preparing, and running the General Shareholders' Meeting

4. Information Support to Run General Shareholders' Meeting

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

- Published by the Company in the Rossiyskaya Gazeta newspaper
- Placed at the Company's web-site www.rushydro.ru

4.2. The Company's announcement on running the Meeting shall specify:

- Full corporate name and location of the Company
- Form of the Meeting (meeting or absentee voting)

- date, exact place, time of the Meeting, end date for acceptance of the filled-in voting ballots, and postal address to which the filled-in voting ballots should be sent
- Information on documents to be presented by the shareholder to obtain access to the place of the Meeting and to be registered
- Date of compiling the list of persons entitled to participate in the Meeting
- Agenda of the Meeting
- Procedure for familiarization with information (materials) to be submitted during preparation to hold the Meeting and address(es) where such information and materials are available
- Another information required by the applicable laws of the Russian Federation

4.3. Information (materials) concerning the agenda issues of the General Shareholders 'Meeting shall be made available to the persons entitled to participate in the General Shareholders 'Meeting at the address (location) of the Company and at the addresses stated in the announcement about the General Shareholders 'Meeting or published on the Company's web site at least thirty (30) calendar days prior to the date of the General Shareholders 'Meeting (or twenty (20) calendar days prior to the date of the General Shareholders 'Meeting if the agenda of the extraordinary General Shareholders 'Meeting 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 Shareholders 'Meeting during the Meeting.

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

- The agenda and information on the persons proposed the issues on the agenda
- Annual report of the Company
- Annual accounting statements, including the Auditor's conclusion, a conclusion of the Audit Commission following the audit results of the annual accounting statements
- Information on the candidates for the Board of Directors and Audit Commission of the Company, as well as information on the persons nominated them
- Information on the choice of the Auditor
- Draft of amendments and supplements to the Company's Articles of Association (draft of the Company's Articles of Association as amended)
- Drafts of the internal documents of the Company
- Draft decisions of the General Shareholders 'Meeting
- 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

4.5. The announcement on running the Meeting and materials thereto shall be sent to the shareholders, whose rights are recorded at depositories, through such depositories in electronic form.

4.6. The Company's website shall additionally specify information on access to the place of the meeting and template of Proxy Statement, which may be issued by the shareholder to his/her representative to participate in the Meeting, as well as information on the procedure for certifying of such Proxy Statement

4.7. The Company shall place the information specified in clauses 4.2 and 4.4 in Russian and in the foreign language—which is generally accepted on the financial market—on the Company's website.

4.8. The Company may not prevent the shareholder from familiarization with the materials for the Meeting if—notwithstanding misprints and other insignificant shortcomings—the shareholder's request enables in general to determine his/her its will and confirm his/her right to familiarize with the said materials, including receipt the copies thereof. In case of significant shortcomings, the Company shall immediately inform the shareholder to ensure prompt removal thereof.

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

5.1. The shareholder(s) who in the aggregate own 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 Shareholders 'Meeting and to nominate the candidates to the Company's Board of Directors and Audit Commission, whose number may not exceed the number composition of the corresponding body.

Such proposals shall be delivered 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 Shareholders 'Meeting and the proposal to nominate candidates to the Company's bodies, shall be determined as of the date of receipt of the proposal by the Company under cl. 3.4 of Article 3 hereof.

In case after the specified date percentage of shareholder's voting shares decreases and is less than two (2) percent of the Company's voting shares, 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 Shareholders 'Meeting shall be submitted in writing. Oral proposals shall not be accepted or considered.

The proposal shall be signed by shareholders (shareholder) who submitted a corresponding 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 Shareholders 'Meeting 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 Company may not refuse to include the proposed issue into the agenda of the Meeting and the nominated candidate to the list of the candidates to be elected into the relevant body of the Company if—notwithstanding misprints and other insignificant shortcomings in such proposals—it is possible to determine the shareholder's will and confirm his/her right to submit a proposal. In case of significant shortcomings specified in Article of Federal Law On Joint-Stock Companies, the Company shall inform the shareholder in advance to enable removal thereof prior to adoption by the Board of Directors of resolution to approve the agenda of the Meeting and the list of the candidates to be elected into the relevant bodies of the Company.

5.6. The shareholder (shareholders) of the Company may not introduce to the agenda of the General Shareholders 'Meeting 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, as well as an issue related to the reduction of the Company's authorized capital by decreasing the par value of its shares. The indicated issues may be included into the agenda of the General Shareholders ' Meeting only by a proposal of the Board of Directors.

5.7. 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 Shareholders 'Meeting, as well as the wording of the resolutions on such issues.

5.8. Proposal to nominate a candidate shall contain a name of the body for 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 nominated.

5.9. 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, thus informing the name of the Company's body he or she is nominated for, the name of the person who proposed the 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 that shall be provided in accordance with the Articles of Association.

5.10. The candidate nominated for election to the Company's Board of Directors and Internal Audit Commission is entitled to withdraw himself or herself

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 or her 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 or her 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 Shareholders' Meeting shall announce the fact of refusal receipt from the candidate included into the voting ballot.

6. Running the General Shareholders' Meeting in the Form of a Meeting

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

The General Shareholders' Meeting may be attended by persons who appear on the list of persons entitled to participate in the General Shareholders' Meeting and who have acquired their rights for shares by way of inheritance, 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 for persons having the right to participate in the General Shareholders' Meeting

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

Registration for persons having the right to participate in the General Shareholders' Meeting shall start at the time indicated in the announcement on running the Meeting.

The list of persons entitled to participate in the General Shareholders' Meeting 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 of the General Shareholders' Meeting in accordance with the legislation of the Russian Federation.

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

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

6.2.3. During registration, the shareholder (his or her representative, assignee) who has arrived at the General Shareholders 'Meeting 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 Shareholders 'Meeting shall present documents certifying their powers to the Tabulating Committee (Company's Registrar) during registration for participation in the General Shareholders 'Meeting.

List of documents certifying powers of representatives and assignees of persons included into the list of persons entitled to participate in the General Shareholders 'Meeting 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 are not entitled to participate in the General Shareholders' Meeting.

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

At the request of persons registering for participation in the General Shareholders 'Meeting whose ballots are not received by the Company or received less than two (2) days before running the General Shareholders 'Meeting, 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 Shareholders 'Meeting shall end at the moment when the Chairman of the General Shareholders 'Meeting announces termination of discussion of the last agenda issue of the General Shareholders' Meeting with the quorum present and before the time allocated to persons who have not voted yet.

6.3. Opening the General Shareholders 'Meeting

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

6.3.2. The General Shareholders 'Meeting 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 Shareholders 'Meeting agenda covers issues that 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 that are decided by voting of the one voters 'membership does not interfere with decision making on issues that 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 Shareholders 'Meeting, the Chairman of the General Shareholders 'Meeting shall announce opening of the General Shareholders ' Meeting.

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

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

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

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

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

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

6.4. Discussion of the agenda issues of the General Shareholders 'Meeting

6.4.1. The Chairman of the General Shareholders 'Meeting 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) enabling them to adopt balanced and reasonable resolutions on all issues on the agenda, as well as information on additional time for voting.

6.4.2. 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 Shareholders 'Meeting.

6.4.3. 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.

The Company shall bring the Meeting to a conclusion during one day. In case of impossibility to run 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.

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

6.5. Voting at the General Shareholders 'Meeting

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

6.5.2. Voting at the General Shareholders 'Meeting is performed according to the principle "one voting share is 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 Shareholders 'Meeting shall be carried out only 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 Shareholders 'Meeting held in the form of a meeting are entitled to vote on all issues of the agenda from the moment of opening the General Shareholders 'Meeting 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 Shareholders 'Meeting. Also, upon completion of a discussion of the last issue of the General Shareholders ' Meeting agenda with present quorum and until commencement of the time for voting granted to the persons who have not voted before this moment, the Representative of the Tabulating Committee (Company's Registrar) informs the persons present at the General Meeting about number of votes being held by the persons registered and/or participated in the General Meeting by this moment.

6.5.6. The person filling in the voting ballot may until closing of the Meeting request certification of a copy of his/her filled in voting ballot by the Tabulating Committee (representatives of the Registrar performing functions of the Tabulating Committee) or by other authorized person. Expenses to make a copy of the filled in voting ballot shall be borne by the Company. A certified copy of the voting ballot shall be issued to the shareholder (his/her representative) in case an original filled in voting ballot is submitted by the shareholder (his/her representative) to the Tabulating

Committee (representatives of the Registrar performing functions of the Tabulating Committee) or to other authorized person or is put into a ballot box at their presence.

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

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

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

6.6.2. Voting results and the decisions adopted by the General Shareholders ' Meeting may be announced at the General Shareholders 'Meeting of the Company. The results of voting and the decisions adopted by the General Shareholders 'Meeting shall be announced and/or brought to information of the persons included in the list of persons entitled to participate in the General Shareholders 'Meeting under the procedure and within the time period specified by Federal Law On Joint-Stock Companies.

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

7. Running the General Meeting in the Form of an Absentee Vote

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

7.2. The procedure for completing a voting ballot shall be set forth in a voting ballot.

7.3. The filled-in voting ballots shall be sent to the Company on or prior to the day that is the end date of accepting ballots in accordance with the resolution of the Board of Directors on convening and holding the General Shareholders 'Meeting, made in accordance with 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 location or to the following address: 7 Malaya Dmitrovka Str., Moscow, 127006, or to other addresses indicated in the announcement on running the General Shareholders' Meeting.

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

7.6. Shareholder (an individual person) shall indicate his or her 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 or her 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 or her full name, 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 Shareholders' Meeting held in the form of an absentee vote is deemed 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 Shareholders' Meeting

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
- 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 acknowledged invalid
- Full corporate name, location of the Company's Registrar, and names of persons authorized by it
- 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 three (3) 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 is drawn up and the minutes of the General Shareholders 'Meeting is 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
- 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

- 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 Shareholders ’Meeting, names of members of the Presidium, and name of the Secretary of the General Shareholders ’Meeting
- Date of the Minutes of the General Shareholders ’Meeting

8.8. The minutes of the General Shareholders ’Meeting shall be drawn up within three (3) working days after closing the General Shareholders ’Meeting 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 official website of the Company on the working day following its signing.

8.9. The results of voting and the decisions adopted by the General Shareholders ’Meeting shall be announced and/or brought to information of the persons included in the list of persons entitled to participate in the General Shareholders ’Meeting under the procedure and within the time period specified by 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
- 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 the issues put to vote

- Full corporate name, location of the Company's Registrar, and names of persons authorized by it

- Name of the Chairman of the General Shareholders' Meeting, 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 Shareholders' Meeting 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

- 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 Article of Association.