

APPROVED BY:  
Annual General Shareholders' Meeting  
Of JSC RusHydro (minutes No. 8 dd. 29.06.2012)

**S T A T E M E N T**  
**On Procedure for Convening and Running**  
**the General Shareholders' Meeting**  
**of JSC RusHydro**

2012

## **1. General Provisions**

1.1. This Statement on procedure for convening and running the General Shareholders' Meeting of Open Joint-Stock Company Federal Hydro-Generating Company - RusHydro (hereinafter referred to as Statement) is developed in accordance with the Civil Code of the Russian Federation, Federal Law On Joint-Stock Companies, Order of the Federal Commission for the Securities Market of the Russian Federation No. 17/ps dated 31.05.2002 On Approval of the Regulation for Additional Requirements to the Procedure for Preparing, Convening and Running the General Shareholders' Meeting, other regulatory and legal acts of the Russian Federation and the Articles of Association of the Open Joint-Stock Company Federal Hydro-Generating Company – RusHydro (hereinafter referred to as company), and defines the procedure for preparing and running the General Shareholders' Meeting of the company (hereinafter referred to as General Shareholders' 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 the 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 the 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. Labour Bodies of the General Shareholders' Meeting of the Company**

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

- a) Presidium;
- b) Chairman of the General Shareholders' Meeting;
- c) Tabulation Committee;
- d) Secretary (front-office) of the General Shareholders' Meeting.

2.2. Presidium of the General Shareholders' Meeting is established at the General Shareholders' Meetings held in the form of a meeting.

Presidium of the meeting is made up by the Chairman of the company's Management Board and members of the company's Board of Directors.

On a collegial basis, Presidium shall carry out general management of the Meeting, coordinate the activities of other labour bodies of the meeting, analyze issues and applications submitted to the address of the Meeting, summarize and classify them, form collective opinion of Presidium 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, to the minutes of the meeting.

2.3. 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 shall take his place.

The Chairman of the General Shareholders' Meeting shall 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, on completing a discussion of the agenda issues and beginning of votes counting, ensure observance of the procedure for running a meeting specified in the Statement, sign the minutes of the General Shareholders' Meeting.

2.4. 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.

2.5. The Tabulation Committee (the company's Registrar) shall perform the following functions:

- a) check of powers and registration of participants in the General Shareholders' Meeting (shareholders, their representatives);
- b) establishing a quorum 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 put to vote;

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 archive;

i) other functions stipulated by the legislation of the Russian Federation and the company's Articles of Association and the contract concluded between the company and Registrar.

2.6. Secretary (front-office) of the General Shareholders' Meeting is elected by the Board of Directors when addressing the issues of preparing and running the General Shareholders' Meeting.

The front-office (in case it is elected) shall comprise members of the Management Board, Secretary of the General Shareholders' Meeting and responsible employees of the executive office of the company.

2.7. The Secretary (front-office) of the General Shareholders' Meeting shall perform the following functions:

- a) developing a procedure (scenario) for running the General Shareholders' Meeting;
- b) accepting applications of 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 questions;
- 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) organization of interaction with shareholders, members of Presidium, Tabulating Committee;
- f) preparation and drawing-up the minutes of the General Shareholders' Meeting;
- g) other functions stipulated by the Statement and the company's Articles of Association.

2.8. Members of the Audit Commission, representative of the company's Auditor, persons included into the lists of nominees to the management and control bodies of the company 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 10 (ten) per cent of the company's voting shares as of the date such request is presented.

3.2. 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 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 address 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 a postal address 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) establishment of labour bodies of the General Shareholders' Meeting (election of the Secretary (front-office) of the General Shareholders' Meeting);
- j) other decisions related to preparing and running the General Shareholders' Meeting.

3.3. Chairman of the Management Board shall arrange execution of the Board of Directors decision, 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 direction 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;
- ensuring preparation of the room to run the General Shareholders' Meeting;
- performing other activities on executing resolutions of the Board of Directors.

#### **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 30 (thirty) 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 70 (seventy) days before holding the General Shareholders' Meeting, in the following order:

- published by the company in Rossiiskaya Gazeta newspaper;
- placed at the company's web-site.

4.2 Information (materials) concerning the agenda issues of the General Shareholders' Meeting within the 30 (thirty) calendar days before the General Shareholders' Meeting shall be made available to the persons having their rights to participate in the General Shareholders' Meeting whose addresses are to be stated in the announcement about the General Shareholders' Meeting of being called, this information is also placed on the company's web site.

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

4.3 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:

- 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 about the candidates for 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 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) stipulated by the company's Articles of Association and resolution of the Board of Directors.

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

5.1. The shareholders (shareholder), who in the aggregate own not less than 2 (two) per cent 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 propositions shall be delivered to the company within 90 days after the end of the financial year.

5.2. A number of voting shares owned by a shareholder who signed the proposition to include certain issues into the agenda of the annual General Shareholders' Meeting and the proposition to nominate candidates to the company's bodies, shall be determined as of the date of proposition introduction to the company.

The date of a proposition introduction is the date of a provision receipt in the company.

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

5.3. Propositions from shareholders (shareholder) to nominate a candidate for the company's bodies and to include certain issues to the agenda of the annual General Shareholders' Meeting shall be made in a written form. Oral propositions shall not be accepted or considered.

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

If the proposition is signed by the shareholder's representative, there shall be attached the power of attorney for corresponding activities or other documents certifying the right of the representative to act on behalf of the shareholder.

Power of attorney is to be executed in accordance with the requirements of clauses 4 and 5 of article 185 of the Civil Code of the Russian Federation or notarized.

5.4. A proposition to include certain issues into the agenda of the annual General Shareholders' Meeting and a proposition to nominate a candidate for the company's bodies shall contain information on the number and category (type) of shares owned by each shareholder who signed a proposition.

In case the proposition is signed by a shareholder (his representative), whose rights for the shares are taken into account by depot accounts, an extract from the shareholder's depot account maintaining the register of rights for the indicated shares shall be attached to the provision.

In case the provision contains wrong information on the number, category (type) of shares owned by the shareholder who signed the provision, and the Board of Directors has specified that shareholders who signed the proposition owned in aggregate at least 2 (two) per cent of the company's voting shares as of the date of proposition introduction, such a proposition of the shareholder shall be satisfied.

5.5. The shareholder (shareholders) of the company may not introduce the proposition to include issues stipulated by subclauses 2, 5, 7, 8, 11–19 clause 10.2. article 10 of the company's Articles of Association to the agenda of the General Shareholders' Meeting. The indicated issues may be included into the agenda of the General Shareholders' Meeting only by a proposition of the Board of Directors.

5.6. The Board of Directors shall not be entitled to introduce amendments into 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 decisions on such issues.

5.7. Provisions to nominate a candidate shall contain a name of the body for which the candidate is nominated, as well as information on the candidates stipulated by the company's Articles of Association.

A written consent of the candidate to be elected for a corresponding body of the company shall be attached to the proposition.

5.8. The company shall send a letter to each candidate included into the list of nominees for voting at the elections to the appropriate body of the company, informing the name of the company's body he is nominated for, the name of the person who proposed his nomination, 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 bodies 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 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**

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 in order to discuss agenda issues and to make a decision on the issues put to vote.

### **6.1. Registration for persons having the right to participate in the General Shareholders' Meeting.**

6.1.1. Registration for persons having the right to participate in the General Shareholders' Meeting shall be performed by the Tabulating Committee at the location of the General Shareholders' Meeting indicated in the announcement on running a 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 a meeting.

The list of persons having a right for participation 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 running the General Shareholders' Meeting in accordance with article 51 of the Federal Law On Joint-Stock Companies.

6.1.2. 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 not later than two days before running the General Shareholders' Meeting are not subject to registration for participation in the General Shareholders' Meeting. The indicated persons have the right to be present at the General Shareholders' Meeting and to take part in the discussion of the agenda issues of the General Shareholders' Meeting.

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

Assignees as well as representatives of persons included into the list of persons who have the right for participation in the General Shareholders' Meeting, shall present documents certifying their powers to the Tabulating Committee 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 who have the right for participation in the General Shareholders' Meeting shall be determined in accordance with the effective legislation.

In case the indicated documents are not provided, the assignee as well as a representative of the shareholder is not entitled to participate in the General Shareholders' Meeting.

6.1.4. The persons who have the right for participation in the General Shareholders' Meeting shall be registered, providing 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 who have the right for participation in the General Shareholders' Meeting with the documents presented by these persons.

6.1.5. 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 handed over personally against signature not later than 20 (twenty) days before the date of holding 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 2 (two) days before running the General Shareholders' Meeting, they may receive voting ballots with a marking on their reissue.

6.1.6. 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.

## **6.2. Opening the General Shareholders' Meeting.**

6.2.1. Representative of the Tabulating Committee 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.

6.2.2. 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 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).

6.2.3. 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 shall announce presence or absence of quorum for other issues of the agenda.

6.2.4. 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.

6.2.5. 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 2 (two) hour-delay of the General Shareholders' Meeting opening.

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

In case 2 (two) 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 2 (two) 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.

### **6.3. Discussion of the agenda issues of the General Shareholders' Meeting.**

6.3.1. Persons speaking at the General Shareholders' Meeting shall meet the following speeches regulation:

- report on the issues of the agenda – up to 20 minutes,
- co-report – up to 10 minutes,
- speeches on the issues of the agenda – up to 5 minutes,
- speeches with questions, references – 2 minutes.

The Chairman of the General Shareholders' Meeting is entitled to increase the indicated time.

6.3.2. The company's shareholder is entitled to speak on the issues of the meeting agenda or to ask a question during the meeting in the following order:

- a written letter of intention to speak on the issues of the agenda shall be transferred to the Secretary of the General Shareholders' Meeting, it shall be signed by a shareholder and have a surname, name and patronymic name (name) of the shareholder (his representative), issue of the agenda on which the shareholder wishes to speak;
- a question on the issues of the agenda shall be transferred to the Secretary of the General Shareholders' Meeting in a written form, it shall be signed by the shareholder and contain a surname, name and patronymic name (name) of the shareholder (his representative) besides the wording of the question.

Letters and questions received from the shareholders shall be transferred by the Secretary of the General Shareholders' Meeting to the Chairman of the General Shareholders' Meeting.

6.3.3. In case the meeting is continuously held during 2 hours, there shall be a break during this meeting for at least 15 minutes but not more than 60 minutes.

In case the meeting is continuously held during 4 hours, there shall be a break during this meeting for at least 40 minutes but not more than 2 hours.

The meeting shall not be held after 22:00 local time.

In case of impossibility to run the meeting within one day, there shall be announced a break until the next day but not earlier than 9:00 local time.

Longer breaks are forbidden.

6.3.4. 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.

### **6.4. Voting at the General Shareholders' Meeting.**

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

6.4.2. Voting at the General Shareholders' Meeting is performed according to the principle "one voting share – one voice", 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 candidate or to distribute them between two or more candidates.

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

6.4.3. Voting on the agenda items for the General Shareholders' Meeting is carried out only with the use of voting ballots.



6.4.4. Persons who gave 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.

6.4.5. Upon completion of a discussion of the last issue of the General Shareholders' Meeting agenda (the last issue that has a quorum), persons who gave not voted before this moment shall have 30 (thirty) minutes to vote.

6.4.6. Upon expiration of this time the Chairman shall announce beginning of votes counting.

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

6.5.1 Votes counting and results summary on the issues of the General Shareholders' Meeting agenda shall be performed by the Tabulating Committee.

6.5.2. Voting results and the decisions adopted by the General Shareholders' Meeting may be announced at the General Shareholders' Meeting of the company.

6.5.3 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 shall announce 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 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 on convening the General Shareholders' meeting, 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 hour when the working day is over in the company.

7.4 The filled-in voting ballots can be sent to the company by registered mail at the addresses indicated in the announcement on running the General Shareholders' Meeting, handed over personally against signature to the person authorised to accept correspondence sent to the company, as well sent to the company's Registrar.

7.5 The Chairman of the Management Board 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 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 surname and initials, as well as his position and details of the power of attorney (another document confirming his powers).

7.8 The representative of the shareholder shall attach the power of attorney (it notarized copy) or another document on which basis he acts, to the voting ballot.

7.9 The General Shareholders' Meeting held in the form of an absentee vote is legally competent (has the quorum), in case 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 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 General Shareholders' Meeting (meeting or absentee voting);
- date of General Meeting;
- location of the General Meeting held in the form of a 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 who have the right to participate in the General Meeting held in the form of a meeting;
- time of opening and closing 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 who have the right for participation in the General Meeting on each agenda issue 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 variant ("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 authorised 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 at the General Meeting.

8.4. The minutes of voting results shall be drawn up in two copies. Each copy shall be signed by a representative of the company's Registrar acting on its behalf on the basis of the Articles of Association or the power of attorney. The power of attorney of 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 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 meet the requirements of the legislation of the Russian Federation.

The minutes of the General Shareholders' Meeting shall be drawn up not later than three (3) working days after closing the General Shareholders' Meeting in two copies which shall be signed by the Chairman and the Secretary of the General Shareholders' Meeting.

8.8. In case the decisions made by the General Shareholders' Meeting as well as the voting results have not been announced at the General Shareholders' Meeting during which a voting took place, the company not later than 10 (ten) days after compiling the voting act shall publish this information in Rossiiskaya Gazeta newspaper in form of a report on the voting results as well as post this information on the company's web site.

## **9. Final Provisions**

9.1. If resulting from the change of the legislation and regulatory documents of the Russian Federation, as well as the company's Articles of Association, some articles of this Statement come into contradiction with them, these articles become void and, until the date of introducing amendments to the present Statement, the company shall be governed by legislation and regulatory documents of the Russian Federation, as well as by the company's Article of Association.