

(Translation from Russian)

APPROVED BY  
The Resolution of the annual General  
Meeting of Shareholders  
of Public Joint-Stock Company  
Federal Hydro - Generating Company – RusHydro  
(Minutes No. 18 dated July 02, 2019)

**R E G U L A T I O N**  
**on the procedure for the convening and holding of**  
**the General Meeting of Shareholders**  
**of Public Joint-Stock Company**  
**Federal Hydro- Generating Company – RusHydro**  
**(PJSC RusHydro)**

## **1. GENERAL PROVISIONS**

1.1. This Regulation on the procedure for the convening and holding of the General Meeting of Shareholders of the Federal Hydro-Generating Company – RusHydro (PJSC RusHydro) (the "Regulation") is drafted according to the applicable laws of the Russian Federation, the Articles of Association of the Federal Hydro - Generating Company – RusHydro (the "Company") and shall describe the process of preparing, convening, and holding the General Meeting of Shareholders of the Company (the "General Meeting of Shareholders," the "General Meeting," the "Meeting").

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

1.3. The competence of the General Meeting of Shareholders is determined by the Civil Code of the Russian Federation, the Federal Law "On Joint-Stock Companies," and the Articles of Association of the Company.

The General Meeting of Shareholders may not discuss or decide on any issues outside its competence under the Federal Law "On Joint-Stock Companies."

1.4. In its activities, the General Meeting of Shareholders shall be governed by Russian Federation laws, Articles of Association of the Company, and this Regulation.

1.5. Shareholders (a shareholder) of the Company whose rights to the Company's shares are asserted by a nominal holder shall (may) exercise their rights subject to the peculiarities stipulated by the Federal Law "On Joint-Stock Companies," the Federal Law "On the Securities Market", and Bank of Russia regulations.

## **2. WORKING BODIES OF THE GENERAL MEETING OF SHAREHOLDERS**

2.1. The working bodies of the General Meeting of Shareholders shall be:

- a) Presidium of the Meeting
- b) Person presiding over the General Meeting of Shareholders
- c) Ballot Committee
- d) Secretary of the General Meeting of Shareholders

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

The Presidium of the Meeting shall have general oversight of the meeting, coordinate the activities of other working bodies of the meeting, analyze questions and statements made at the meeting, summarize and categorize them, form a joint opinion of the Presidium on a certain matter, decide whether to attach to the minutes of the meeting the materials (texts of speeches, messages, information, etc.) of the meeting participants who submitted the same to the Presidium of the Meeting.

2.2. The Chairman of the Board of Directors or, in the event of their absence, Deputy Chairman of the Board of Directors, or a member of the Company's Board of Directors present at the meeting shall fulfill the duties of the person presiding over the General Meeting of Shareholders.

The person presiding over the General Meeting of Shareholders shall chair the Presidium of the Meeting, open and close the meeting, announce the agenda of the General Meeting and the order of speeches and reports on the agenda items, appoint the Secretary of the General Meeting of Shareholders<sup>1</sup>, close the discussion of the agenda items and start vote counting, ensure that the procedure for holding the meeting established by this Regulation is complied with, draw up the minutes of the General Meeting and a report on the voting results at the General Meeting of Shareholders (together with the Secretary of the General Meeting), and sign the minutes of the General Meeting of Shareholders and the report on the voting results at the General Meeting of Shareholders.

2.3. The securities market professional that is the keeper of the register of the Company's shareholders (the Registrar of the Company) shall fulfill the functions of the Ballot Committee at the General Meeting.

2.4. The Ballot Committee shall:

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<sup>1</sup> If the Corporate Secretary or another person elected as the Secretary of the Meeting is not present at the meeting.

- a) Verify the powers and registration of persons attending the General Meeting of Shareholders (shareholders and their representatives)
  - b) Determine the quorum of the General Meeting of Shareholders (quorum on the agenda items of the General Meeting of Shareholders)
  - c) Answer any questions regarding the voting rights of shareholders (and their representatives) at the General Meeting of Shareholders
  - d) Explain the procedure of voting on items submitted for consideration of the General Meeting of Shareholders
  - e) Ensure compliance with the voting procedure and observance of voting rights of the shareholders
  - f) Count the votes and summarize (announce) the voting results
  - g) Draft the minutes based on the voting results
  - h) File the voting ballots in the Company's archive
  - i) Perform other functions stipulated by the applicable laws of the Russian Federation, the Articles of Association of the Company, and the contract between the Company and the Registrar
- The Company's Registrar, while serving as the Ballot Committee, shall be guided by the Company's Articles of Association and this Regulation.

2.5. The Corporate Secretary of the Company shall serve as the Secretary of the General Meeting of Shareholders, unless another person is appointed by resolution of the Board of Directors.

2.6. The Secretary of the General Meeting of Shareholders shall:

- a) Prepare the procedure (plan) of the General Meeting of Shareholders in the form of a meeting
- b) Accept the applications of persons attending the General Meeting of Shareholders for participation in discussion of the agenda items and accept questions from shareholders
- c) Hand out to the person presiding over General Meeting of Shareholders all applications and questions
- d) Record the process of the General Meeting of Shareholders (key points of speeches and reports)
- e) Liaise with shareholders, members of the Presidium of the Meeting, and the Ballot Committee
- f) Prepare, draft, and sign the minutes of the General Meeting of Shareholders and the report on the voting results at the General Meeting of Shareholders

2.7. The Chief Accountant of the Company, members of the Internal Audit Commission, of the Audit Committee of the Board of Directors, a representative of the Auditor of the Company, candidates to the management and supervision bodies of the Company, and other persons shall be entitled to attend the General Meeting of Shareholders.

### **3. CONVOCAATION OF AND PREPARATION FOR THE GENERAL MEETING OF SHAREHOLDERS**

3.1. The General Meeting of Shareholders shall be held by a resolution of the Board of Directors passed on its own initiative, upon the request of the Internal Audit Commission, the Company's Auditor, or shareholder(s) holding at least 10% of the voting shares of the Company as of the date when the request is submitted.

3.2. A proposal to include items in the meeting agenda or to nominate a candidate to the management and supervisory bodies of the Company (collectively, "proposals for the meeting's agenda") and requests for an Extraordinary General Meeting of Shareholders may be forwarded:

- By post or via an express delivery service to the Company's address available in the Unified State Register of Legal Entities or to the postal address: 7 Malaya Dmitrovka St., Moscow 127006

- By delivery against signature to the Chairman of the Management Board – General Director, the Chairman of the Board of Directors, or the Corporate Secretary of the Company

- By email to: [akcioner@rushydro.ru](mailto:akcioner@rushydro.ru) using an electronic digital signature as stipulated by the legislation of the Russian Federation

3.3. The proposals for the agenda of the General Meeting of Shareholders and requests for an extraordinary General Meeting of Shareholders shall be deemed forwarded from the shareholders who have (whose representatives have) signed them.

The number of voting shares held by shareholder(s) making a proposal for the meeting's agenda shall be determined as of the date of such a proposal.

The number of voting shares held by a shareholder(s) requesting the extraordinary General Meeting of Shareholders shall be determined as of the date of such a request.

3.4. The date of the proposal for the meeting's agenda shall be:

- The date on the post office stamp confirming the date when the proposal was mailed by the shareholder(s)

- The date when the proposal was given by shareholder(s) to the courier service

- The date when the proposal was delivered by the shareholder(s) to the Chairman of the Management Board – the General Director, the Chairman of the Board of Directors, or the Corporate Secretary of the Company against acknowledgment of receipt

The date when the shareholder(s) sent the proposal by email to: [akcioner@rushydro.ru](mailto:akcioner@rushydro.ru) using an electronic digital signature as stipulated by the legislation of the Russian Federation

3.5. The date of receipt of the proposal for the meeting's agenda or request for the extraordinary General Meeting of Shareholders shall be:

- The date when the Company received the proposal/request or when the proposal/request was delivered against acknowledgment of receipt (if sent by registered mail) at addresses set forth in clause 3.2 hereof

- The date when the proposal/request was delivered by courier service

- The date when the proposal/request was delivered against signature to the Chairman of the Management Board – General Director, the Chairman of the Board of Directors, or the Corporate Secretary of the Company

- The date when the proposal/request was received by the Company at [akcioner@rushydro.ru](mailto:akcioner@rushydro.ru) using an electronic digital signature as stipulated by the legislation of the Russian Federation

3.6. A proposal for the agenda of the Meeting may be put forward, and a request to hold an extraordinary General Meeting may be filed (submitted) by several shareholders acting together in the manner and within the period of time established by the Federal Law "On Joint-Stock Companies," the Federal Law "On the Securities Market," and Bank of Russia regulations.

3.7. If a proposal for the meeting's agenda or a request to hold an extraordinary General Meeting of Shareholders is signed by a shareholder's representative acting under a proxy, such a proxy (a copy of the proxy duly attested (certified) in accordance with the applicable laws of the Russian Federation) must be attached to the proposal/request.

The proxy shall contain information on the principal and the representative and shall be issued in accordance with the requirements of the Federal Law "On Joint-Stock Companies" for a proxy for voting.

A proxy (a copy of a proxy duly attested (certified) in accordance with the procedure established by the legislation of the Russian Federation) issued by a foreign person/entity in the territory of a foreign state and in a foreign language shall include its translation into Russian certified in accordance with the procedure established by the legislation of the Russian Federation. Such a proxy shall be duly legalized or have an apostille, unless otherwise provided for by an international treaty of the Russian Federation.

3.8. If the proposal for the meeting's agenda or request for the extraordinary General Meeting of Shareholders was signed by a shareholder (or its representative) whose rights attached to shares are registered in the securities account of the depository, such a proposal/request should be accompanied by the securities account statement from the depository.

3.9. While preparing for the General Meeting of Shareholders, the Board of Directors shall:

a) Decide whether to convene the General Meeting of Shareholders and choose its mode and form

b) Determine the date, time, and venue of the General Meeting of Shareholders, opening date for the registration of persons attending the General Meeting of Shareholders, postal addresses where the filled-in voting ballots should be sent (in the case of holding the General Meeting of Shareholders in the form of a meeting)

or

Determine the closing date for the submission of filled-in voting ballots and postal addresses where such voting ballots should be sent (in the case of holding the General Meeting of Shareholders in the form of absentee voting)

- c) Approve the agenda of the General Meeting of Shareholders
- d) Set the date for identifying (recording) the persons entitled to take part in the General Meeting of Shareholders
- e) Determine the information (materials) of the General Meeting of Shareholders to be distributed among shareholders and the procedure of shareholders' familiarization with the same
- f) Approve the form and text of voting ballots for the General Meeting of Shareholders and the wording of resolutions on the agenda items of the General Meeting of Shareholders that shall be sent in electronic form (as electronic documents) to the nominee shareholders entered in the register of Company shareholders
- g) Set the date when the voting ballots should be sent out to the persons entered in the register of Company shareholders and entitled to participate in the General Meeting of Shareholders
- h) Establish the procedure for making shareholders aware of the upcoming General Meeting of Shareholders, approve the form and content of the notice
- i) Elect the Secretary of the General Meeting of Shareholders (if a person is elected who is not the Corporate Secretary)
- j) Determine the website address where electronic ballots may be filled out, if the General Meeting of Shareholders is held with the option of filling out electronic ballots
- k) Make other decisions related to the preparation and holding of the General Meeting of Shareholders

3.10. The Chairman of the Management Board – the General Director shall organize the convocation, preparation, and holding of the General Meeting of Shareholders; in particular, they shall:

- Ensure timely execution of contracts with the Registrar of the Company for the preparation and holding of the General Meeting of Shareholders
- Ensure timely delivery to the Registrar of the Company of the request to compile a list of persons entitled to participate in the General Meeting of Shareholders as of the date selected by the Board of Directors
- Ensure the drafting of voting ballots as per the form and content approved by the Board of Directors
- Ensure the distribution of the voting ballots among shareholders and acceptance of the filled-in voting ballots
- Ensure the notification of shareholders of the upcoming General Meeting of Shareholders within the period and in manner as stipulated by resolution of the Board of Directors and the Articles of Association of the Company
- Ensure the preparation of materials (information) on the agenda items of the General Meeting of Shareholders and provide the opportunity to review such information (materials) within the period of time and in the manner determined by decisions of the Board of Directors
- Subject to a written request to the Company, enable the shareholders holding not less than 1% of votes to review the information contained in the list of persons entitled to participate in the meeting, with due regard to the restrictions established by law, from the date following the date of receipt of the said request by the Company (from the date of drafting of the said list, if the request was received by the Company before such date)
- Ensure the preparation of the premises for the General Meeting of Shareholders and the premises for communication and mutual consultation of shareholders on the issues to be voted on
- Do other acts to implement resolutions of the Board of Directors associated with convocation, preparation, and holding of the General Meeting of Shareholders

#### **4. INFORMATIONAL SUPPORT OF THE GENERAL MEETING OF SHAREHOLDERS**

4.1. The notice of the General Meeting of Shareholders shall be posted on the Company's website ([www.rushydro.ru](http://www.rushydro.ru)) not later than 30 days before the date of the General Meeting of Shareholders or, if the proposed agenda of the extraordinary General Meeting of Shareholders includes reelection of members of the Board of Directors, not later than 50 days before the date of the General Meeting of Shareholders.

- 4.2. The notice of the Company's meeting shall include:
- Full business name and address of the Company

- Form of meeting (in-person meeting or absentee voting)
- Date, time, and venue of meeting, closing date for submission of voting ballots, and address to which such filled-in ballots should be sent
- Documents that shareholders are required to present to be admitted to the premises where the meeting is organized and to be registered at the meeting
- Date on which the persons entitled to participate in the meeting are determined (fixed)
- Agenda of the meeting
- Procedure for familiarization with information (materials) to be presented during the preparation for the meeting and location where such information and materials are available for familiarization
  - Website address where electronic ballots may be filled out, if the General Meeting of Shareholders is held with the option of filling out electronic ballots
  - Other information as stipulated by the applicable laws of the Russian Federation

4.3. Information (materials) concerning the agenda items of the General Meeting of Shareholders shall be made available to persons entitled to participate in the General Meeting of Shareholders for review at the Company's address and at the addresses stated in the notice of the General Meeting of Shareholders and shall be posted on the Company's website 30 days prior to the General Meeting of Shareholders (or 20 days prior to the General Meeting of Shareholders in the case of an extraordinary General Meeting of Shareholders).

The information (materials) on the agenda of the meeting shall be available throughout the meeting for persons participating in the General Meeting of Shareholders.

4.4. The information (materials) to be presented to persons entitled to participate in the General Meeting of Shareholders shall include:

- Agenda and who proposed the agenda items
- Annual report of the Company and opinion of the Internal Audit Commission based on its review findings
- Annual (financial) statements, including the Auditor's Opinion, and the Opinion of the Internal Audit Commission based on review findings of the annual (financial) statements
- Details of all candidates to the Board of Directors, in particular, age and education, positions they have held over the last five years or more, the position(s) they held when they were nominated to the Board of Directors, their relations with the Company, membership in boards of directors of other entities, information about their nomination to boards of directors or other positions in other entities, their relations with affiliates and major contractors of the Company, whether or not they meet the requirements for an independent director, and whether or not they have given written consent to election to the Board of Directors
- Details of all candidates to the Internal Audit Commission of the Company and details of their nominator, information on whether or not they have given written consent to election to the Internal Audit Commission of the Company
- Details of candidates for Auditor
- Draft amendments and supplements to the Articles of Association of the Company (draft Articles of Association as amended)
- Draft internal documents of the Company
- Draft resolutions of the General Meeting of Shareholders
- Information on shareholder agreements concluded within a year before the date of the General Meeting of Shareholders
- Opinion of the Board of Directors on major transactions
- Report about interested-party transactions made by the Company in the reporting year
- Other information (materials) stipulated by the laws of the Russian Federation, the Articles of Association of the Company, internal documents of the Company, and resolutions of the Board of Directors of the Company

4.5. The notice of a meeting and the respective materials shall be distributed among shareholders whose rights are recorded by depositories via such depositories in electronic form.

4.6. The Company's website additionally displays the route to the meeting location and a template of a proxy that a shareholder may give to its representative to participate in the meeting and instructions how to certify such a proxy.

4.7. The Company shall post the information as per clauses 4.2 and 4.4 hereof in Russian and English on its website.

4.8. The Company may not deny a shareholder the right to review the meeting materials if, notwithstanding minor defects, the shareholder's request makes their will clear and evident and confirms their right to review and copy the said materials. In the event of material defects, the Company shall promptly inform the shareholder thereof so that they can be eliminated promptly.

## **5. PROPOSALS TO INCLUDE AGENDA ITEMS AND TO NOMINATE CANDIDATES TO THE COMPANY'S BODIES TO BE ELECTED AT THE GENERAL MEETING OF SHAREHOLDERS**

5.1 Shareholder(s) holding, individually or together, at least 2% of the voting shares in the Company may place items on the agenda of the annual General Meeting of Shareholders and propose candidates for election to the Board of Directors and Internal Audit Committee of the Company as long as the number of such candidates does not exceed the number of members of the given body.

Such proposals shall be submitted to the Company not later than 90 days after the end of the reporting year.

5.2. The number of voting shares held by a shareholder who signed the proposal to include agenda items of the General Meeting of Shareholders shall be determined as of the date of such a proposal submission to the Company as per clause 3.4 of article 3 hereof.

If following this date the voting shares of a shareholder fall below 2% of the Company's voting shares, the proposal is still eligible, and the Company is obliged to consider it. The refusal to satisfy this proposal, based solely on this ground, shall not be allowed.

5.3. Proposals from shareholder(s) to nominate candidates to the Board of Directors and the Internal Audit Commission of the Company and to include agenda items of the General Meeting of Shareholders shall be made in writing. Oral proposals shall not be accepted or considered.

The proposal shall be signed by the shareholder(s) who made it. If the proposal is declared to be made by several shareholders, but it is signed not by all of them, it shall be deemed made by those shareholders who signed it. The Board of Directors shall consider such a proposal and may not refuse to satisfy it merely because some signatures are missing.

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

5.4. Proposals to include agenda items of the annual General Meeting of Shareholders and to nominate candidates to the Board of Directors and the Internal Audit Commission of the Company shall specify the number and category (type) of shares held by each shareholder who signed it.

If the proposal is signed by a shareholder (or its representative) whose rights attached to shares are asserted by the nominal holder, such a proposal must be accompanied by the shareholder's securities account statement attesting the number of the Company's shares belonging to the shareholder as of a date not earlier than seven business days before the sending date of the proposal.

If the proposal indicates incorrect details about the number, category (type) of shares held by a shareholder who signed it, and the Board of Directors discovered that the shareholders who signed this proposal held jointly not less than 2% of the Company's voting shares as of the date of such a proposal, this proposal shall be satisfied.

5.5. The Company may not refuse to include the item in the agenda or to add a candidate to the candidate list of the respective body of the Company if, notwithstanding spelling mistakes and minor defects, the shareholder's proposal makes their will clear and evident and confirms their right to submit a proposal.

In the event of material defects indicated in article 53 of the Federal Law "On Joint-Stock Companies," the Company shall inform the shareholder thereof early enough that they can be eliminated before the Board of Directors approves the agenda of the meeting and the list of candidates to the respective bodies of the Company.

5.6. Shareholder(s) may not request that the matters described in subclauses 2, 5, 7, 8, 11–20 of clause 10.2 of article 10 of the Company's Articles of Association or a proposal to decrease the authorized capital of the Company by decreasing the par value of the Company's shares be included in the agenda of the General Meeting of Shareholders. These matters may be

included in the agenda of the General Meeting of Shareholders on the suggestion of the Board of Directors only.

5.7. The Board of Directors may not change the wording of items proposed by shareholders for inclusion on the agenda of the General Meeting of Shareholders or wordings of resolutions on such issues.

5.8. A proposal to nominate candidates shall include the name of the body, details of candidates as per the Articles of Association of the Company, and whether a candidate's nomination is approved.

Such a proposal shall be accompanied by such a candidate's written consent to their nomination.

5.9. The Company shall forward a letter to each candidate included in the list of election to the Board of Directors and the Internal Audit Commission informing about the body to which the candidate is nominated, the name of the nominator, and the number of the Company's voting shares held by the shareholders who nominated the candidate. The letter shall request to certify in writing the authenticity of details of the candidate prescribed by the Articles of Association.

5.10. A candidate nominated to the Board of Directors and the Internal Audit Commission may at any time withdraw their candidacy subject to a written notice to the Company. If the Company receives such a written notice before the Board of Directors approves the content and form of voting ballots, the Board of Directors is entitled not to include this candidacy from the previously approved list into the voting ballot.

If the Company receives such a written notice after the Board of Directors approves the content and form of voting ballots, no changes are made to the voting ballots. The person presiding over the General Meeting of Shareholders shall, during the report on the respective agenda item, announce the withdrawal of the candidate included in the voting ballot.

## **6. GENERAL MEETING OF SHAREHOLDERS IN THE FORM OF A JOINT (IN-PERSON) MEETING**

6.1. The General Meeting of Shareholders in the form of a joint meeting implies the physical presence of the Company's shareholders to discuss the agenda and adopt resolutions on items put to a vote.

The Company shall, where possible, use telecommunication to arrange remote attendance of shareholders (including the broadcasting of the meeting on the Company's website or videoconferencing).

Persons entitled to participate in the meeting, persons to whom the rights attached to shares were transferred from the said persons by way of inheritance or reorganization or their representatives acting by virtue of the authority vested in them by the federal laws or decrees of competent government agencies or local authorities or by virtue of a proxy executed as per the applicable laws of the Russian Federation, may participate in the General Meeting of Shareholders.

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

6.2.1. Registration of persons entitled to take part in the General Meeting of Shareholders shall be made by the Ballot Committee (Registrar of the Company) at the location of the General Meeting of Shareholders as set forth in the notice of the meeting.

If the General Meeting of Shareholders is held with the option of filling out an electronic voting ballot on the website, the registration of the persons participating in the General Meeting of Shareholders in the said way shall take place on the website where the electronic voting ballot is filled out.

Registration of persons entitled to take part in the General Meeting of Shareholders shall start on the date and time specified in the notice of the meeting.

The list of persons entitled to participate in the General Meeting of Shareholders shall be drawn up in accordance with article 51 of the Federal Law "On Joint-Stock Companies."

6.2.2. Only those persons entitled to participate in the General Meeting of Shareholders may register for the General Meeting of Shareholders in the form of a joint (in-person) meeting.

Persons whose voting ballots were received, or whose electronic voting ballots were filled out on the website not later than two days before the General Meeting of Shareholders do not need to register for the General Meeting of Shareholders. Such persons may attend the General Meeting of Shareholders and participate in the discussion of the agenda items.



6.2.3. To be registered, a shareholder (or their representative, successor) who arrived at the General Meeting of Shareholders shall present a passport or other ID documents.

Delegates and successors of persons entitled to participate in the General Meeting of Shareholders shall, during their registration for the General Meeting of Shareholders, present documents certifying their powers to the Ballot Committee (Registrar of the Company).

The list of documents certifying the powers of representatives and successors of persons entitled to participate in the General Meeting of Shareholders shall be determined pursuant to the applicable laws of the Russian Federation.

If representatives or successors of shareholders fail to present the said documents, they are not allowed to participate in the General Meeting of Shareholders.

6.2.4. Registration of persons entitled to take part in the General Meeting of Shareholders shall be made by the identification of persons who arrived at the General Meeting of Shareholders, in particular, by checking the details in the list of persons entitled to participate in the General Meeting of Shareholders against the documents presented by the said persons.

6.2.5. Voting ballots shall be sent by registered mail or delivered against signature to each person recorded in the register of shareholders and entitled to participate in the General Meeting of Shareholders not later than 20 days prior to the date of the General Meeting of Shareholders.

Persons entitled to participate in the General Meeting of Shareholders and not registered in the register of shareholders shall exercise the right to participate in the General Meeting of Shareholders of the Company subject to the peculiarities stipulated by the Federal Law "On Joint-Stock Companies" and the Federal Law "On the Securities Market."

Upon the request of persons who register for the General Meeting of Shareholders, and whose voting ballots were not received by the Company or were received less than two days before the meeting, such persons shall receive the voting ballots marked as reissued.

6.2.6. The registration of persons entitled to participate in the General Meeting of Shareholders shall close when the person presiding over General Meeting of Shareholders announces the end of discussion of the last agenda item of the General Meeting of Shareholders with a quorum and before the voting of those persons who did not vote before.

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

6.3.1. A representative of the Ballot Committee (Registrar of the Company) shall announce that a quorum is present for agenda items at the opening time of the General Meeting of Shareholders as per the notice of the meeting.

6.3.2. The General Meeting of Shareholders shall be legitimate (have a quorum) if it is attended by shareholders holding together more than one half of the votes of the placed voting shares in the Company.

If the agenda of the General Meeting of Shareholders includes items that are put to a vote by various groups of voters, the quorum is determined for each such group separately.

The absence of a quorum for items to be voted on by one group of voters shall not hamper the resolutions on items that are to be voted on by other groups of voters where the quorum is present.

6.3.3. If a quorum is present for at least one agenda item of the General Meeting of Shareholders, the person presiding over the General Meeting of Shareholders shall announce the General Meeting of Shareholders open.

If by the opening time of the General Meeting of Shareholders a quorum is present for several but not all agenda items, then after the end of discussion of the last agenda item (for which a quorum is present) a representative of the Ballot Committee (Registrar of the Company) shall announce whether a quorum is present for other agenda items.

6.3.4. The General meeting, having by its opening time a quorum for several but not for all agenda items, may not be closed, provided that by the end time of registration those persons that constitute a quorum for other agenda items were registered.

6.3.5. If by the opening time of the General Meeting of Shareholders a quorum is absent for all agenda items, the person presiding over General Meeting of Shareholders shall announce the adjournment of the opening time for two hours.

The opening of the General Meeting of Shareholders may not be transferred more than once.

If within two hours after the adjournment was announced there are no persons registered who constitute a quorum for at least one agenda item of the General Meeting of Shareholders, the

person presiding over General Meeting of Shareholders shall announce the General Meeting of Shareholders did not take place.

If within two hours after the adjournment was announced there are persons registered who constitute a quorum for at least one agenda item of the General Meeting of Shareholders, the person presiding over General Meeting of Shareholders shall announce the opening of the General Meeting of Shareholders.

If a quorum is not present at the annual General Meeting of Shareholders, another General Meeting of Shareholders with the same agenda may be held.

If a quorum is not present at an extraordinary General Meeting of Shareholders, another General Meeting of Shareholders with the same agenda may be held.

#### **6.4. Discussing agenda items of the General Meeting of Shareholders**

6.4.1. The person presiding over General Meeting of Shareholders shall announce the procedure of the meeting, including the time allocated to reports and speeches on the agenda items and to answers to the questions of shareholders (if any) enabling weighted and balanced resolutions on the agenda items and the information about additional voting time.

6.4.2. The following procedure (regulation) for holding the Meeting shall be complied with when holding the Meeting:

- The total time for speeches on all agenda items: up to 1 hour
- Answers to shareholders' questions: up to 30 minutes (if any)
- A break to give additional time for voting and vote counting by the Ballot Committee: up to 1 hour and 15 minutes
- Announcement of the voting results: up to 10 minutes

The chairperson at the Meeting may extend the time specified in this clause.

A shareholder of the Company may speak on the agenda items or raise questions during the meeting as prescribed by the person presiding over the meeting. Questions concerning the agenda of the Meeting shall be sent to the Secretary of the Meeting in writing and shall include the wording of the question as well as the full name, contact details, and signature of the shareholder. The applications with the shareholders' questions shall be submitted by the Secretary of the Meeting to the Chairperson at the Meeting.

6.4.3. Before discussing the election (formation) of the Company's Board of Directors, information on the number of votes cast for each of the candidates elected to the Board of Directors of the Company under the ballots received or filled out electronically on the website not later than two days before the date of the General Meeting shall be communicated to the persons present at the General Meeting.

6.4.4. A shareholder of the Company may speak on the agenda items or raise questions during the meeting as prescribed by the person presiding over the meeting.

6.4.5. If the meeting lasts two consecutive hours, there should be a break provided from 15 to 90 minutes.

The meeting cannot last beyond 10.00 p.m. (local time).

The Company shall endeavor to hold the meeting within one day. If the meeting cannot be held within one day, there should be a break until the next day but not earlier than until 9.00 a.m. (local time).

Longer breaks are not allowed.

6.4.6. Once all agenda items of the General Meeting of Shareholders for which a quorum is present are discussed, the person presiding over General Meeting of Shareholders shall announce the end of agenda items discussion and the end of registration of persons participating in the General Meeting of Shareholders.

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

6.5.1. The voting at the General Meeting of Shareholders in the form of a joint (in-person) meeting shall be performed as per the Federal Law "On Joint-Stock Companies," other regulations, the Company's Articles of Association, and this Regulation.

6.5.2. The voting at the General Meeting of Shareholders shall be performed according to "one voting share – one vote" rule, except for cumulative voting on the election of members of the Board of Directors.

During the cumulative voting, the number of votes held by each shareholder shall be multiplied by the number of persons to be elected to the Board of Directors, and a shareholder may cast all their votes for one candidate or divide them between two or more candidates.

The candidates who received the greatest number of votes shall be elected to the Board of Directors.

6.5.3. Voting on agenda issues of the General Meeting of Shareholders shall be effected via voting ballots. The instructions for filling in the voting ballots are given in the ballots.

6.5.4. Persons who registered to participate in the General Meeting of Shareholders in the form of a joint meeting are entitled to vote on all agenda items from the opening time of the General Meeting of Shareholders until the start of vote counting.

6.5.5. Once the last agenda item (for which a quorum is present) of the General Meeting of Shareholders is discussed, those persons who did not vote before may vote for as long as the person presiding over General Meeting of Shareholders allows the voting to continue. After the end of discussion of the last agenda item (for which a quorum is present) of the General Meeting of Shareholders and before the start of voting procedure by those persons who did not vote before, a representative of the Ballot Committee (Registrar of the Company) shall inform all persons present at the General Meeting about the number of votes held by persons who registered and/or participated in the General Meeting.

6.5.6. A person that fills in a voting ballot may, before the end of the meeting, request to have their copy of the voting ballot certified by the Ballot Committee (representatives of the Registrar serving the function of the Ballot Committee) or by another authorized person.

The costs of making a copy of the filled-in voting ballot shall be borne by the Company.

The certified copy of the voting ballot shall be given to a shareholder (their representative), provided that the original voting ballot is handed over by the shareholder (their representative) to the Ballot Committee (representatives of the Registrar serving the function of the Ballot Committee) or to another authorized person and, in their presence, is put into the ballot box.

6.5.7. After the end of the voting procedure, the person presiding over the General Meeting of Shareholders shall announce the start of the counting of votes.

## **6.6. Summarizing and announcing the voting results on the agenda items of the General Meeting of Shareholders. Closing of the General Meeting of Shareholders**

6.6.1. The Ballot Committee (Registrar of the Company) shall count votes and summarize the voting results on the agenda items of the General Meeting of Shareholders.

6.6.2. Voting results and decisions made by the General Meeting of Shareholders may be announced at the General Meeting of Shareholders at which the voting was held and shall also be communicated to the persons included in the list of persons entitled to participate in the General Meeting of Shareholders in the form of a report on the voting results, in the manner, and within the time stipulated by the Federal Law "On Joint-Stock Companies."

6.6.3. As the voting results on the agenda items of the General Meeting of Shareholders are announced (if they are announced at the General Meeting of Shareholders), the person presiding over the General Meeting of Shareholders shall announce the General Meeting of Shareholders closed.

## **7. GENERAL MEETING IN THE FORM OF ABSENTEE VOTING**

7.1. Voting on agenda issues of the General Meeting of Shareholders in the form of an absentee voting shall be conducted via voting ballots.

7.2. The instructions for filling in the voting ballots are given in the ballots.

7.3. The filled-in voting ballots shall be received by the Company not later than the deadline for submission of voting ballots as per resolution of the Board of Directors on the convocation and holding of the General Meeting of Shareholders adopted according to the Federal Law "On Joint-Stock Companies" and this Regulation.

If the deadline for submission of filled-in voting ballots falls on a nonbusiness day, the deadline shall be the next business day.

The deadline for submission of filled-in voting ballots shall expire by close of the business day at the Company.

7.4. Voting ballots that have been filled in may be sent to the Company by registered mail to the Company's address contained in the Unified State Register of Legal Entities or to the address: 7 Malaya Dmitrovka St., Moscow 127006, and to any other addresses specified in the notice of the General Meeting of Shareholders.

7.5. The Chairman of the Management Board – the General Director shall organize the collection, safe keeping, and delivery of the filled-in voting ballots to the Ballot Committee (Registrar of the Company).

7.6. When filling in a voting ballot, a shareholder shall provide their full name (in the case of a natural person) or its full corporate name (in the case of a legal entity).

7.7. When filling in a voting ballot, a representative of the shareholder shall provide their full name and details of a proxy (or another document that confirms their powers) (in the case of a shareholder being a natural person) or their full name, position, and details of the proxy (or another document that confirms their powers) (in case of a shareholder being a legal entity).

7.8. A shareholder's delegate shall attach a proxy (a copy of the proxy duly attested (certified) in accordance with the procedure established by the legislation of the Russian Federation) or another document on the basis of which they act to the voting ballot.

7.9. The General Meeting of Shareholders in the form of an absentee voting shall have a quorum, provided that the voting ballots of persons jointly holding more than one half of the outstanding voting shares of the Company were received by the Company before the deadline for submission of the voting ballots.

## **8. SUMMARIZING THE VOTING RESULTS OF THE GENERAL MEETING OF SHAREHOLDERS**

8.1. The voting results shall be summarized by the Ballot Committee (Registrar of the Company).

8.2. Based on the voting results summarized by the Ballot Committee (Registrar of the Company) on each agenda item, the Ballot Committee shall draw up the minutes of the voting results.

8.3. The minutes of the voting results drafted by the Ballot Committee shall include:

- Full business name, location, and address of the Company
- Type of the General Meeting (annual, extraordinary, repeated annual, repeated extraordinary)
- Form of the General Meeting (in-person meeting or absentee voting)
- Date of determination (recording) of the persons entitled to participate in the General Meeting
- Date of the General Meeting
- Venue of the General Meeting held in the form of an in-person meeting (address where the Meeting took place)
- Agenda of the General Meeting
- Wording of resolutions adopted by the General Meeting on each agenda item
- Start time and end time for the registration of persons entitled to participate in the General Meeting in the form of an in-person meeting
- Opening time and closing time of the General Meeting in the form of an in-person meeting and, if resolutions adopted by the General Meeting and voting results were announced at the General Meeting, the start time of counting of votes as well
- The number of votes held by persons included in the list of persons entitled to participate in the General Meeting, per each agenda item
- The number of votes corresponding to voting shares of the Company per each agenda item
- The number of votes held by persons who participated in the General Meeting, per each agenda item, with an indication of whether a quorum was present for each agenda item
- The number of votes cast for each voting option (for, against, abstained) per each agenda item of the General Meeting where a quorum was present
- The number of votes per each agenda item of the General Meeting put to a vote that were not counted because the voting ballots were recognized as invalid (including the recognition of the corresponding voting as null and void)
- Full business name, location, and address of the Registrar of the Company and the names of its authorized persons
- Statement that the voting ballots were sealed and have a stamp affixed
- Date of the minutes of the Ballot Committee on the voting results at the General Meeting

- Other information as stipulated by the applicable laws of the Russian Federation

8.4. The minutes of the voting results shall be made in two copies. Each copy shall be signed by representatives of the Registrar of the Company acting on its behalf in virtue of the Registrar's Articles of Association or a power of attorney. The minutes shall be accompanied by a power of attorney or another document that certifies the representative's right to act on behalf of the Registrar of the Company.

8.5. The minutes of the voting results shall be executed within three business days after the General Meeting of Shareholders when the General Meeting of Shareholders was held in the form of joint attendance or after the deadline for acceptance of ballots by the Company when the General Meeting of Shareholders was held in the form of absentee voting.

After the minutes of voting results are drafted, and the minutes of the General Meeting of Shareholders are signed, the voting ballots shall be sealed by the Ballot Committee and filed in the Company's archive.

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

8.7. The minutes of the General Meeting of Shareholders shall include:

- Full business name, location, and address of the Company
- Type of the General Meeting (annual, extraordinary, repeated annual, repeated extraordinary)
- Form of the General Meeting (in-person meeting or absentee voting)
- Date of determination (recording) of the persons entitled to participate in the General Meeting
- Date of the General Meeting
- Venue of the General Meeting held in the form of an in-person meeting (address where the Meeting took place)
- Agenda of the General Meeting
- Start time and end time for the registration of persons entitled to participate in the General Meeting in the form of an in-person meeting
- Opening time and closing time of the General Meeting in the form of an in-person meeting and, if resolutions adopted by the General Meeting and voting results were announced at the General Meeting, the start time of counting of votes as well
- Mailing address where the filled-in voting ballots were sent
- Website address, if the General Meeting of Shareholders was held with the option of filling in an electronic voting ballot
- The number of votes held by persons included in the list of persons entitled to participate in the General Meeting, per each agenda item
- The number of votes corresponding to voting shares of the Company per each agenda item
- The number of votes held by persons who participated in the General Meeting, per each agenda item, with an indication of whether a quorum was present for each agenda item
- The number of votes cast for each voting option (for, against, abstained) per each agenda item of the General Meeting where a quorum was present
- Wording of resolutions adopted by the General Meeting on each agenda item
- Key points of speeches and the name of speakers on each agenda item of the General Meeting in the form of an in-person meeting
- Name of the person presiding over General Meeting of Shareholders, of members of the Presidium, and the Secretary of the General Meeting
- The person who confirmed the making of a decision by the General Meeting and the persons present during such decision making
- Date of the minutes of the General Meeting
- Other information as stipulated by the applicable laws of the Russian Federation

8.8. The minutes of the General Meeting of Shareholders shall be drafted within three business days after closing of the General Meeting of Shareholders in two copies that are signed by the person presiding over the General Meeting of Shareholders and the Secretary of the General Meeting of Shareholders. Minutes of the General Meeting of Shareholders shall be posted on the Company's website on the next business day after its signing.

An extract from the minutes of the General Meeting or from the minutes of the Ballot Committee on the voting results as well as the copies of such minutes may be signed or attested,

respectively, by the Chairperson of the General Meeting and/or by the Secretary of the General Meeting of Shareholders, the Chairman of the Management Board – General Director of the Company, or by any other person(s) duly authorized by the Company.

8.9. The voting results and resolutions adopted by the General Meeting of Shareholders shall be announced and/or brought to the attention of persons entitled to participate in the General Meeting of Shareholders under the procedure and within the period stipulated by Federal Law "On Joint-Stock Companies."

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

- Full business name, location, and address of the Company
- Type of the General Meeting (annual, extraordinary, repeated annual, repeated extraordinary)
- Form of the General Meeting (in-person meeting or absentee voting)
- Date of determination (recording) of the persons entitled to participate in the General Meeting
- Date of the General Meeting
- Venue of the General Meeting held in the form of an in-person meeting (address where the Meeting took place)
- Agenda of the General Meeting
- The number of votes held by persons included in the list of persons entitled to participate in the General Meeting, per each agenda item
- The number of votes corresponding to voting shares of the Company per each agenda item
- The number of votes held by persons who participated in the General Meeting, per each agenda item, with an indication of whether a quorum was present for each agenda item
- The number of votes cast for each voting option (for, against, abstained) per each agenda item of the General Meeting where a quorum was present
- Wording of resolutions adopted by the General Meeting on each agenda item
- Full business name, location, and address of the Registrar of the Company and the names of its authorized persons
- Names of the Chairperson at the General Meeting of Shareholders, the members of the Presidium, and the Secretary of the General Meeting of the Company's Shareholders
- Other information as stipulated by the applicable laws of the Russian Federation

8.11. The report on the voting results of the General Meeting of Shareholders shall be signed by the person presiding over General Meeting of Shareholders and the Secretary of the Company's General Meeting of Shareholders.

8.12. If the agenda of the General Meeting includes a proposal for the latter to give its consent to the execution of an interested-party transaction by the Company, the minutes of the General Meeting, the minutes of the Ballot Committee on the voting results of the General Meeting, and the report on the voting results shall include:

- The number of votes for each agenda item held by persons not interested in the Company's transaction who participated in the General Meeting
- The number of votes cast for each agenda item divided into voting options (for, against, abstained)

## **9. MISCELLANEA**

9.1. If any changes to applicable laws of the Russian Federation or the Articles of Association of the Company lead to their contradiction with provisions of this Regulation, such provisions shall become invalid, and the Management Board shall be guided by the applicable laws of the Russian Federation and the Articles of Association of the Company until this Regulation is accordingly amended.