



APPROVED BY
Decision of the Annual General Meeting of Shareholders of PJSC
LSR Group
of _____, 2017 (Minutes No. 1/2017)

REGULATION ON THE GENERAL MEETING OF SHAREHOLDERS OF PJSC LSR GROUP

(NEW REVISION)

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1. GENERAL PROVISIONS

1.1. This Regulation on the General Meeting of Shareholders of PJSC LSR Group (hereinafter referred to as the “Regulation”) was developed in accordance with the requirements of the legislation of the Russian Federation (RF), regulations of the Charter of PJSC LSR Group (hereinafter referred to as the “Company”), listing rules of stock exchanges where Company bonds are quoted and Corporate Governance Code recommended by the Bank of Russia.

1.2. This Regulation shall specify the procedure for calling, holding and summarizing the results of General Meeting of Shareholders (hereinafter – General Meeting) of the Company.

Any issues related to calling, preparation and holding of the General Meeting of Shareholders that were not specified in the above mentioned regulations shall be resolved taking into account the need to ensure rights and interests of Company shareholders (hereinafter referred to as the “shareholders”).

The Company shall ensure equal opportunities to attend the General Meeting for all shareholders.

2. ANNUAL GENERAL MEETING

2.1. Dates of Annual General Meeting

2.1.1. The Company shall hold the Annual General Meeting every year.

2.1.2. The Annual General Meeting shall be held in the form of a meeting (joint presence of shareholders in order to discuss items of the agenda and make decisions on items put to vote with preliminary submission (handing in) of voting papers prior to the General Meeting).

2.1.3. The Annual General Meeting shall be held within minimum two (2) months and maximum six (6) months upon the end of the reporting year.

The reporting year shall be the period from January 1 to December 31 of the calendar year.

2.2. Items to be Resolved at the Annual General Meeting

2.2.1. The Annual General Meeting shall, in obligatory manner, resolve the following items:

- approval of the Company annual statements;
- approval of annual accounting (financial) statements;
- distribution of Company profit and losses, including payment/declaration of dividends according to the results of the reporting year;
- election of the Company Board of Directors (hereinafter referred to as the “Board of Directors”);



- election of the Company Audit Committee (hereinafter referred to as the “Audit Committee”);
- approval of the Company Auditor.

2.2.2. The Annual General Meeting may resolve other items related to the competence of the General Meeting provided that they were included in the agenda of the Meeting in accordance with the procedure stipulated by Federal Law “*On Joint Stock Companies*” and the Company Charter (hereinafter referred to as the “Charter”).

3. MOTIONS TO INCLUDE ITEMS IN THE AGENDA OF THE ANNUAL GENERAL MEETING. MOTIONS ON NOMINATING CANDIDATES FOR COMPANY BODIES TO BE ELECTED AT ANNUAL GENERAL MEETING

3.1. Proposing items to the agenda of the Annual General Meeting and nominating candidates to Company bodies to be elected at the Annual General Meeting

3.1.1. Shareholder (-s) holding at least two (2) percent of Company voting shares that provide right to vote on items related to competence of the General Meeting of Shareholders (hereinafter referred to as the “voting shares”) shall be entitled to propose issues to be included in the agenda of the Annual General Meeting.

3.1.2. Shareholder (-s) holding at least two (2) percent of the voting shares shall be entitled to nominate candidates to the Company Board of Directors and Audit Committee; number of candidates shall not exceed the number of members of the respective body.

3.1.3. The Company shall receive motions to include items in the agenda of the Annual General Meeting as well as proposals to nominate candidates for Company management and other bodies (hereinafter referred to as the “motions”) within sixty (60) days upon the end of the reporting year.

3.1.4. The number of voting shares owned by the shareholder who signed the motion shall be specified as of the date of receipt of the motion by the Company.

The Board of Directors, at its own initiative, shall obtain information from the share register regarding the number of shares of respective category/type owned by each shareholder who signed the motion.

The shareholder submitting a motion shall specify the number of shares owned by him/her and submit to Company a securities account statement in the respective depository (in case the nominal holder holds the shares) confirming that the shareholder owns respective number of shares of the Company as of the date of the motion.

3.1.5. The total number of the voting shares shall be specified as of the date of each motion.

Relative portion (percentage) of voting shares owned by the shareholders who signed the motions as part of the total number of voting shares shall be specified as of the date of each motion.

3.1.6. Motions of the shareholder (-s) are made in writing. Oral motions shall not be accepted or considered.



3.1.7. The motion shall be signed by the shareholders who submitted the respective motion or by their proxies.

If the motion specifies that it is submitted by several persons but is signed by only some of them, it is deemed as made by the shareholder (-s) who signed it.

In case the motion is signed by the proxy of the shareholder, it shall be accompanied by a power of attorney to perform the corresponding actions or other documents confirming right of the proxy to act on behalf of the shareholder. In case the power of attorney was issued by way of substitution, in addition to the same or its copy, the power of attorney being the basis of the issued power of attorney, or its notary-certified copy shall be submitted.

Other documents certifying right of the proxy to act on behalf of the shareholder include documents confirming the powers of the proxy based on legal instructions or a statement of a duly authorized government or local self-government body.

The powers of attorney shall be issued in accordance with the requirements of the Civil Code of the Russian Federation. In the event that a copy of power of attorney is submitted, it shall be certified by notary.

The shareholders (shareholder) not included in the register of Company shareholders shall be entitled to submit motions also by giving appropriate orders (instructions) to a person who registers their rights to shares. Such orders (instructions) are given according to the regulations of the legislation of the Russian Federation on securities.

3.1.8. The motion shall include information on the number and category/type of shares owned by each shareholder who signed the motion.

In case the motion includes incorrect information on the number and category/type of shares owned by the shareholder who signed the motion, and the Board of Directors found that the shareholders who signed the motion owned collectively at least two (2) percent of Company voting shares as of the date of the motion, the items specified in the motion shall be included in the agenda of the Annual General Meeting and nominated candidates shall be included in the list of candidates for corresponding Company body.

3.2. Special requirements for motions to include items in the agenda of the Annual General Meeting

3.2.1. The motion to include items in the agenda of the Annual General Meeting shall contain the wording of each proposed issue and may contain the wording of decision on each proposed issue.

3.2.2. Each motion to include items in the agenda of the Annual General Meeting shall be reviewed by the Board of Directors separately. Votes of shareholders who signed different motions to include items in the agenda of the Annual General Meeting shall not be summed up.

Shareholders shall be deemed as making a joint motion to include an item in the agenda of the Annual General Meeting, if they sign one such motion.

In order to include an item in the agenda of the Annual General Meeting, at least one motion to include an item in the agenda of the Annual General Meeting shall be



signed by shareholders holding the number of voting shares required by the Federal Law “*On Joint Stock Companies*”.

3.2.3. The Board of Directors shall not be entitled to amend the wordings of items proposed by shareholders to be included in the agenda of the Annual General Meeting, or the wordings of decisions on such items.

The Board of Directors shall be entitled, at its own initiative, to propose additional wordings of decisions on items proposed by shareholders to be included in the agenda of the Annual General Meeting.

3.3. Special requirements for motions on nominating candidates for Company bodies to be elected at the Annual General Meeting

3.3.1. The number of candidates for Company bodies in one motion shall not exceed the number of members of the respective Company body.

If a motion specifies a number of candidates exceeding the number of members of the respective Company body, the number of candidates to be considered shall correspond to the number of members of such body. In such case candidates for Company bodies specified first in the motion shall enjoy priority consideration.

3.3.2. The motion to nominate candidates for Company bodies shall include the name of the body to which the candidates are proposed, information of identification document of the candidate (series and/or number of a document, date and place of issue, name of the issuing agency), year of birth, educational background (specifying the education institution that the candidate graduated from), information concerning positions held, including positions in the management bodies of other legal entities for the last five (5) years. Written consents of the candidates shall be attached to the motion to nominate candidates for Company bodies.

3.3.3. Each motion to nominate candidates for Company bodies shall be considered by the Board of Directors separately. Votes of shareholders who signed different motions to include candidates for Company bodies shall not be summed up.

Shareholders shall be deemed as making a joint motion to include an item in the agenda of the Annual General Meeting, if they sign one such motion.

In order to include a candidate in the list of candidates for Company bodies, at least one motion to nominate the respective candidate shall be signed by shareholders holding the number of voting shares required by the Federal Law “*On Joint Stock Companies*”.

If the name of a candidate is specified in one or more motions to nominate candidates for one Company body, he/she shall be deemed nominated to one position in the body concerned and shall be included in the list of candidates for the respective body only once.

3.4. Approval of lists of candidates for Company bodies and the items included in the agenda of the Annual General Meeting

3.4.1. The Board of Directors shall consider the motions submitted and make a decision to include them in the agenda of the Annual General Meeting or to refuse to



include them in the aforesaid agenda within five (5) days upon deadline for introducing motions related to including items in the agenda of the Annual General Meeting of Shareholders and nominating candidates for Company bodies as stipulated by the Charter. The item proposed by shareholder (-s) shall be included in the agenda of the Annual General Meeting as well the candidates nominated shall be included in the list of candidates for the corresponding Company body unless:

- shareholder (-s) failed to comply with the deadline for submitting to the Company motions related to introducing items to the agenda of the Annual General Meeting of Shareholders and nominating candidates for Company bodies as stipulated by the Charter;
- shareholder (-s) who signed the motion to include items in the agenda of the Annual General Meeting or to nominate candidates for Company bodies fail to hold the number of Company voting shares specified in Clause 1, Article 53 of the Federal Law “*On Joint Stock Companies*”;
- the motion fails to meet the requirements stipulated in Article 53, Clauses 3 and 4 of the Federal Law “*On Joint Stock Companies*” and the Charter based on these clauses;
- the item proposed to be included in the agenda of the Company Annual General Meeting shall not refer to its competence by the Federal Law “*On Joint Stock Companies*” and the Charter and/or fails to meet the requirements of the Federal Law “*On Joint Stock Companies*” and other regulatory documents of the Russian Federation. In particular, in accordance with the Federal Law “*On Joint Stock Companies*” and the Charter the item shall be considered by the General Meeting only upon the request of the Board of Directors and/or it may be considered by the General Meeting only in case the Board of Directors failed to make an unanimous decision on the above item.

3.4.2. A motivated decision of the Board of Directors to refuse to include the proposed item in the agenda of the Annual General Meeting or the candidate in the list of candidates for the corresponding Company body shall be submitted to the shareholder (-s) that made the motion within three (3) days from the moment when such decision was made.

If the above motions were submitted to the Company by the persons not included in the register of Company shareholders and gave an order (instruction) to a person who registers their rights to shares, the respective decision of the Board of Directors shall be sent to such persons within three (3) days after it was made according to the regulations of the legislation of the Russian Federation on securities in order to provide information and materials to the persons exercising rights to securities.

A motivated decision of the Board of Directors to refuse to include the proposed item in the agenda of the Annual General Meeting or a candidate in the list of candidates for the corresponding Company body due to the fact that the shareholder (-s) who signed the motion fail to hold the number of voting shares stipulated by Clause 1, Article 53 of the Federal Law “*On Joint Stock Companies*” shall be confirmed in writing.



3.4.3. In case the Board of Directors makes a decision to refuse to include the proposed item in the agenda of the Annual General Meeting or a candidate in the list of candidates for the corresponding Company body or avoids making such a decision, the shareholder shall be entitled to challenge it in court and claim that the Company includes the proposed item in the agenda of the Annual General Meeting or the candidate in the list of candidates for the corresponding Company body.

Avoidance of the Board of Directors of making a decision to include the proposed item in the agenda of the Annual General Meeting a candidate in the list of candidates for the corresponding Company body shall mean:

- Failure to hold a meeting of the Board of Directors on including the motion to the agenda of the Annual General Meeting or a candidate in the list of candidates for the corresponding Company body within five (5) days after the expiry date for proposing items in the agenda of the Annual General Meeting and the list of candidates for Company bodies;
- Holding a meeting of the Board of Directors without making a decision on including the proposed item in the agenda of the Annual General Meeting or a candidate in the list of candidates for the corresponding Company body;
- Other inaction of the Board of Directors resulting in failure to pass the above mentioned decision;
- Failure to submit the shareholder copies of the above mentioned decision (minutes, extracts from the minutes) of the Board of Directors;
- Making the above mentioned decision with a wording that allows ambiguous interpretation.

3.5. Inclusion of items in the agenda of the Annual General Meeting upon the initiative of the Board of Directors

3.5.1. In addition to the items proposed by shareholders to be included in the agenda of the Annual General Meeting and also in case of absence of such motions, the Board of Directors shall be entitled to include in the agenda of the Annual General Meeting items and options of decisions thereon, at its discretion.

3.5.2. The agenda of the Annual General Meeting shall not be amended after serving notice of the Annual General Meeting to the shareholders in the manner prescribed by the Charter.

4. EXTRAORDINARY GENERAL MEETING

4.1. Calling an Extraordinary General Meeting

4.1.1. Extraordinary General Meeting held in addition to Annual General Meeting of Shareholders shall be held by decision of the Board of Directors upon its own initiative, request of the Audit Committee, Company Auditor, and also the shareholder (-s) holding at least ten (10) percent of voting shares as of the date when the request is submitted.



4.1.2. The number of voting shares owned by the shareholder who signed the request to call an Extraordinary General Meeting, and the total number of voting shares shall be specified as of the date when the request is submitted.

Relative portion (percentage) of voting shares owned by the shareholders who signed the request to call an Extraordinary General Meeting as part of the total number of voting shares shall be specified as of the date when such request is submitted.

The Board of Directors, at its own initiative, shall obtain information from the share register regarding the number of shares of respective category/type owned by each shareholder who signed the request to call an Extraordinary General Meeting.

If any shares of the shareholder (-s) who signed the request to call an Extraordinary General Meeting were transferred to a nominal holder the shareholder (-s) shall submit to the Company a securities account statement in the respective depository confirming that the shareholder owns respective number of shares of the Company as of the date when the request is submitted.

4.1.3. The Board of Directors shall call an Extraordinary General Meeting upon the request of the Audit Committee, Company Auditor or its shareholder (-s) holding at least ten (10) percent of Company voting shares.

4.2. Deadline for calling an Extraordinary General Meeting

4.2.1. The deadline for calling an Extraordinary General Meeting shall be set according to the Charter and the Federal Law “*On Joint Stock Companies*”.

4.3. Contents and form of the request to call an Extraordinary General Meeting

4.3.1. The request to call an Extraordinary General Meeting shall specify the items to be included in the Extraordinary General Meeting agenda.

The request to hold an Extraordinary General Meeting shall include wordings of decisions on each of such issues as well as the proposal on the form of the Extraordinary General Meeting. In the event that the request to call an Extraordinary General Meeting of Shareholders contains a motion to nominate candidates for elections to Company bodies, the respective clauses of Article 53 of the Federal Law “*On Joint Stock Companies*”, the Company Charter and internal documents shall apply.

The Board of Directors shall not be entitled to amend the wordings of items the agenda as well as wordings of decisions on such items or change the proposed form of Extraordinary General Meeting held upon the request of the Audit Committee, Company Auditor or its shareholder (-s) holding at least ten (10) percent of voting shares.

4.3.2. In the event that the request to call an Extraordinary General Meeting is made by shareholder (-s), it shall include the names/descriptions of shareholder (-s) requesting such meeting, and the details regarding the number and category/type of the shares owned by the shareholder (-s).

4.3.3. The request to call an Extraordinary General Meeting shall be signed by the person (-s) requesting an Extraordinary General Meeting.



If the request to call an Extraordinary General Meeting specifies that it is made by several persons but the request is signed by only some of them, it is deemed as made by the persons who signed it.

4.3.4. If the request to call an Extraordinary General Meeting is signed by the proxy of the shareholder, it shall be accompanied by a power of attorney or other documents confirming right of the proxy to act on behalf of the shareholder specified in Clause 3.1.7 of the Regulation.

4.4. Consideration of request to call an Extraordinary General Meeting

4.4.1. Within five (5) days from the date when the request of the Audit Committee, Company Auditor or its shareholder (-s) holding at least ten (10) percent of voting shares to call for an Extraordinary General Meeting is submitted, the Board of Directors shall make a decision to call an Extraordinary General Meeting or refuse to hold it.

4.4.2. Decision to refuse to call an Extraordinary General Meeting upon the request of the Audit Committee, Company Auditor or its shareholder (-s) holding at least ten (10) percent of voting shares shall be made in case:

- the procedure for submitting a request to call an Extraordinary General Meeting as stipulated in the Federal Law “On Joint Stock Companies” is not observed;
- shareholder (-s) who signed the request to call an Extraordinary General Meeting fail to own ten (10) percent of voting shares as of the date of when the request is submitted;
- none of the items proposed to be included in the agenda of an Extraordinary General Meeting shall refer to its competence and/or fail to comply with the requirements of the Federal Law “On Joint Stock Companies” and other regulatory documents of the Russian Federation.

4.4.3. Decision of the Board of Directors to call an Extraordinary General Meeting or a motivated decision to refuse to call for it shall be submitted to the persons requesting it within three (3) days from the moment when such decisions are made.

If the request to call an Extraordinary General Meeting was submitted to the Company by the persons not included in the register of Company shareholders and gave an order (instruction) to a person who registers their rights to shares, the respective decision of the Board of Directors shall be sent to such persons within three (3) days after it was made according to the regulations of the legislation of the Russian Federation on securities in order to provide information and materials to the persons exercising rights to securities.

4.4.4. In case the Board of Directors fails to make a decision to call an Extraordinary General Meeting within the time limits stipulated by the Federal Law “On Joint Stock Companies” or makes a decision to refuse to call it, a Company body or persons requesting it shall be entitled to challenge the decision in court and claim that the Company holds the Extraordinary General Meeting. Upon that, the Company body and the person that conduct the Extraordinary General Meeting in accordance with the decision of



the court shall have all the powers prescribed by laws and necessary to call and conduct such General Meeting.

In the event that in accordance with the court decision the Extraordinary General Meeting is conducted by the plaintiff, the expenses incurred in preparing for and holding such General Meeting may be reimbursed by decision of the General Meeting from the Company funds.

4.5. Motions to nominate candidates for the Company bodies to be elected at the Extraordinary General Meeting

4.5.1. In the event that the proposed agenda of an Extraordinary General Meeting contains an item regarding election of the Company bodies, then regardless of who initiated an Extraordinary General Meeting with such agenda, shareholder (-s) holding at least two (2) percent of voting shares, shall be entitled nominate candidates for Company bodies; number of candidates shall not exceed the number of members of the Company bodies.

Such motions shall be submitted to the Company at least thirty (30) days before the date of the Extraordinary General Meeting.

4.5.2. Motions to nominate candidates for Company bodies to be elected at an Extraordinary General Meeting (hereinafter referred to as the “motions to nominate candidates”) shall be submitted in writing. Oral motions to nominate candidates shall not be accepted or considered.

4.5.3. The motion to nominate candidates shall be signed by the shareholder (-s) who made it or its proxy.

If the motion to nominate candidates specifies that it is made by several persons but is signed by only some of them, it is deemed as made by the shareholder (-s) who signed it.

4.5.4. If the motion to nominate candidates is signed by the proxy of the shareholder, the motion shall be accompanied by a power of attorney to perform the corresponding actions or other documents specified in Clause 3.1.7 of the Regulation.

Shareholder (-s) not included in the register of Company shareholders shall be entitled to introduce motions related to including items to the agenda of the Extraordinary General Meeting of Shareholders and nominating candidates also by giving appropriate orders (instructions) to a person who registers their rights to shares. Such orders (instructions) are given according to the regulations of the legislation of the Russian Federation on securities.

4.5.5. The motion to nominate candidates shall contain data on the number and category/type of shares owned by each shareholder who signed the motion.

The number of voting shares held by the shareholder signing the motion to nominate candidates and the total number of voting shares shall be determined as of the date of lodging the motion to the Company.

The relative portion (percentage) of voting shares held by the shareholder (-s) signing the motion to nominate candidates, out of the total number of voting shares shall be determined as of the date of lodging the motion to the Company.



The Board of Directors, at its own initiative, shall obtain information from the share register regarding the number of shares of respective category/type owned by each shareholder who signed the motion to nominate candidates.

If any shares of the shareholder (-s) who signed the motion to nominate candidates were transferred to a nominal holder the shareholder (-s) shall submit to the Company a securities account statement in the respective depository confirming the shareholder owns respective number of shares of the Company as of the date when the motion is submitted to the Company.

4.5.6. If a motion to nominate candidates specifies a number of candidates exceeding the number of members of the respective Company body, the number of candidates to be considered shall correspond to the number of members of such Company body. In such case candidates for Company bodies specified first in the motion shall enjoy priority consideration.

4.5.7. The motion to nominate candidates for Company bodies shall include the name of the body to which the candidates are proposed, information of identification document of the candidate (series and/or number of a document, date and place of issue, name of the issuing agency), year of birth, educational background (specifying the education institution that the candidate graduated from), information concerning positions held, including positions in the management bodies of other legal entities for the last five (5) years. Written consents of the candidates shall be attached to the motion to nominate candidates for Company bodies.

4.5.8. Each motion to nominate candidates shall be considered by the Board of Directors separately. Votes of shareholders who signed different motions to include candidates shall not be summed up.

Shareholders shall be deemed as making a joint motion to nominate candidates, if they sign one such motion.

To include a candidate in the list of candidates for the corresponding Company body, at least one motion to nominate such candidate shall be signed by shareholders holding the number of voting shares of the Company required by the Federal Law “*On Joint Stock Companies*”.

If the name of a candidate is specified in one or more motions to nominate candidates for one Company body, he/she shall be deemed nominated to one position in the body concerned and shall be included in the list of candidates for the respective Company body only once.

4.6. Inclusion of candidates in the list of candidates for election to the Company bodies by an Extraordinary General Meeting

4.6.1. The Board of Directors shall consider the received motions to nominate candidates and adopt the decision to include candidates in the list of candidates for election to the Company bodies or to deny such inclusion no later than within five (5) days after the expiry of the date stipulated in the Charter for receiving motions on nominations by Company.



The nominated candidates shall be included in the list of candidates for election to the Company bodies unless:

- shareholder (-s) failed to comply with the deadline for nomination of candidates for Company bodies to be elected at an Extraordinary Annual General Meeting of Shareholders as stipulated in the Charter;
- shareholder (-s) signing the motion to nominate candidates do not hold the number of voting shares as provided for in Clause 1, Article 53 of the Federal Law “*On Joint Stock Companies*”;
- the motion fails to meet the requirements provided for in Clauses 3 and 4, Article 53 of the Federal Law “*On Joint Stock Companies*” and the Charter.

4.6.2. A motivated decision of the Board of Directors to refuse to include a candidate in the list of candidates for the Company bodies shall be submitted to the shareholder (-s) nominating the candidate within three (3) days from the moment when such decision was made.

If the above motions were submitted to the Company by the persons not included in the register of Company shareholders and gave an order (instruction) to a person who registers their rights to shares, the respective decision of the Board of Directors shall be sent to such persons within three (3) days after it was made according to the regulations of the legislation of the Russian Federation on securities in order to provide information and materials to the persons exercising rights to securities.

4.6.3. In case the Board of Directors makes a decision to refuse to include a candidate in the list of candidates for the corresponding Company body or avoids making such a decision, the shareholder shall be entitled to challenge it in court and claim that the Company includes the candidate in the list of candidates for the corresponding Company body.

5. PREPARATION FOR GENERAL MEETING

5.1. Preparation for the Annual General Meeting

5.1.1. To prepare for the Annual General Meeting, the Board of Directors shall set out:

- form of the Annual General Meeting (meeting or absentee voting);
- date, place and time of the Annual General Meeting;
- date of preparation of the list of persons entitled to attend the Annual General Meeting;
- agenda of the Annual General Meeting;
- procedure for issuing notice to shareholders regarding the Annual General Meeting;
- list of information (materials) to be provided to the shareholders in preparation for the Annual General Meeting, and the procedure for such provision;



- form and text of the voting paper, as well as the wording of decisions on the agenda of the Annual General Meeting, which shall be submitted in electronic way (in the form of electronic documents) to nominal shareholders included in the register of Company shareholders;
- postal address for sending filled voting papers, as well as the website to fill in electronic voting papers.

5.1.2. The Board of Directors may set out the aforesaid data both at the time of taking decision to hold the Annual General Meeting and at any other time when preparing for the meeting.

5.2. Preparation for an Extraordinary General Meeting

5.2.1. To prepare for an Extraordinary General Meeting, the Board of Directors shall set out:

- form of Extraordinary General Meeting (if the form was not specified by the initiators of calling an Extraordinary General Meeting);
- date, place and time of the Extraordinary General Meeting;
- date of preparation of the list of persons entitled to attend the Extraordinary General Meeting;
- deadline for accepting motions of shareholders on the nomination of candidates for election to the Board of Directors, if the agenda of the Extraordinary General Meeting contains the issue of electing members of the Board of Directors;
- agenda of the Extraordinary General Meeting;
- procedure for issuing notice to shareholders regarding the Extraordinary General Meeting;
- list of information (materials) to be provided to the shareholders in preparation for the Extraordinary General Meeting, and the procedure of such provision;
- form and text of voting papers, as well as the wording of decisions on the agenda of the Extraordinary General Meeting that shall be sent in electronic way (in the form of electronic documents) to nominal shareholders included in the register of Company shareholders;
- postal address for sending filled voting papers, as well as the website to fill in electronic voting papers.

5.2.2. In the event that the Extraordinary General Meeting is held in the form of absentee voting (form of General Meeting when shareholders vote on items of the agenda of the General Meeting separately, the form excludes joint presence of shareholders for discussion of voting items and decision making), the Board of Directors shall additionally approve the due date for submission of voting papers.

The Board of Directors may not amend the wordings of agenda items and resolutions on such items proposed by the initiators of the Extraordinary General Meeting.



The Board of Directors may include items in the agenda and propose wordings of agenda items at its own initiative.

The Board of Directors may set out the aforesaid data both at the time of taking decision to hold the Extraordinary General Meeting and at any other time when preparing for the meeting.

5.3. Motions to nominate candidates for election to the Company bodies by the Annual and Extraordinary General Meetings on the initiative of the Board of Directors

5.3.1. In case of absence or lack of candidates nominated by shareholders to set up the corresponding body of the Company, the Board of Directors may nominate candidates whose number may not exceed the number of members of the body concerned, to the list of candidates for election to the Company bodies at its own discretion.

5.3.2. The number of candidates for forming a Company body shall be considered insufficient in case:

- No motions to nominate candidates for election to a Company body were received by the Company within the established time limit.
- Motions to nominate candidates for election to a Company body were received within the set period of time but the number of candidates included in the list of candidates for the Company body based on such motions was less than the number of members of the body.
- Candidates included in the list of candidates for the Company body withdrew their names and notified the Company in writing, and the number of candidates to be included in the list of candidates for the Company body is less than the number of members of the Company body.

5.3.3. The Board of Directors shall obtain a written consent of the candidates proposed by it for the Company body and verify the accuracy of information about candidates to be provided in accordance with the Charter and this Regulation.

5.3.4. The Board of Directors shall, at its initiative, include candidates in the list of candidates for Company bodies and the voting papers for election to Company bodies on or before the date of notification sent to the shareholders regarding the General Meeting and providing information (materials) to be submitted to the shareholders in preparation for the General Meeting.

6. PREPARATION OF THE LIST OF PERSONS ENTITLED TO ATTEND THE GENERAL MEETING

6.1. List of persons entitled to attend the General Meeting



6.1.1. The list of persons entitled to attend the General Meeting is drawn up in accordance with the legislation of the Russian Federation on securities to compile the list of persons exercising the rights to securities.

6.1.2. The date when the persons entitled to attend the General Meeting are specified (registered) shall be minimum within ten (10) days from the date of making the decision to hold the General Meeting, and maximum within twenty-five (25) days, and in the case stipulated in Clause 2, Article 53 of the Federal Law “*On Joint Stock Companies*” – within fifty-five (55) days before the date of conducting the General Meeting.

If the General Meeting is held, which agenda contains the issue of reorganization of the Company, the date on which the persons entitled to participate in such meeting are specified (registered) shall be maximum thirty-five (35) days before the date of the General Meeting.

Information concerning the date of compiling the list of persons entitled to attend the General Meeting is disclosed by the Company no less than seven (7) days before this date.

6.1.3. The list of persons entitled to attend the General Meeting shall be prepared by order of the Company sole executive body or persons entitled to call the General Meeting, as of the date specified in the order by the person keeping the Company share register. The person, who issued the order, is responsible for the conformity of the date on which persons who have the right to participate in the General Meeting specified in the order are determined (registered), with the requirements of the legislation of the Russian Federation.

6.2. Familiarization with the list of persons entitled to attend the General Meeting

6.2.1. The list of persons entitled to attend the General Meeting except the information on the will of such persons, shall be made available by the Company for familiarization upon request of persons included in the said list and holding at least one (1) percent of votes. At the same time, the information allowing to identify the persons included in this list, with the exception of the surname, name, patronymic, is provided only with the consent of these persons.

7. NOTICE OF GENERAL MEETING OF SHAREHOLDERS

7.1. Notice of General Meeting

7.1.1. Notice of General Meeting shall be given to all persons included in the list of persons entitled to attend the General Meeting, including:

- all holders of ordinary registered shares of the Company;
- all holders of preferred registered shares of the Company if such shares are voting shares at the General Meeting concerned.



The fact of share holding shall be determined as of the date of preparation of the list of persons entitled to attend the General Meeting.

7.1.2. In the event that a person registered in the share register of the Company is a nominal shareholder, the notice of the General Meeting, and information (materials) subject to presentation to persons entitled to attend the General Meeting, in preparing for conducting the General Meeting, shall be provided in accordance with the legislation of the Russian Federation on securities to give information and materials to the persons, who exercise their rights to securities.

7.2. Time-limits for giving notice of General Meeting

7.2.1. A notice on holding the General Meeting, including a notice on holding the General Meeting, which agenda contains the issue of reorganizing the Company, shall be made no later than 30 (thirty) days before the date of the meeting, in accordance with the procedure established by the Charter.

7.2.2. In the cases stipulated in Clauses 2 and 8, Article 53 of the Federal Law “*On Joint Stock Companies*”, notice of the Extraordinary General Meeting shall be given no later than fifty (50) days before the Meeting, in accordance with the procedure established by the Charter.

7.3. Contents of the notice of General Meeting

7.3.1. The notice of General Meeting shall specify:

- full Company name;
- registered office of the Company;
- form of General Meeting;
- date, place, time of the general meeting, and the postal address to send filled voting papers;
- date, on which the persons who have the right to participate in general meetings are determined (registered);
- agenda of the General Meeting;
- procedure of familiarization with the information (materials) to be provided in preparation for the General Meeting, and the address (-es) at which it is available for familiarization.
- website to fill in electronic voting papers;
- categories (types) of shares, which owners have the right to vote on all or some items on the agenda of the general meeting.

8. INFORMATION (MATERIALS) TO BE PROVIDED TO SHAREHOLDERS IN PREPARATION FOR THE GENERAL MEETING

8.1. Contents of information (materials) to be provided to the persons entitled to attend the General Meeting



8.1.1. The information (materials) to be provided to the persons entitled to attend the General Meeting in preparation for the General Meeting shall include:

- annual report and conclusion report of the Check-up Committee based on results of its inspection;
- annual accounting (financial) statements,
- Audit Report and the report of the Audit Committee based on results of the audit of the annual accounting (financial) statements;
- assessment of the Audit Report prepared by the Audit Committee of the Board of Directors,
- details of the candidate (-s) to the Board of Directors, the Audit Committee and the Company Auditors,
- draft amendments and supplements introduced to the Charter or the revised draft Charter,
- draft internal documents of the Company to be approved by the General Meeting,
- draft resolutions of the General Meeting,
- information on shareholder agreements concluded during the year before the date of the general meeting;
- draft profit distribution based on the reporting year results including payment (declaration) of dividends, remuneration and/or reimbursement of expenses to members of the Check-up Committee incurred in performing their duties, remuneration and/or reimbursement of expenses to members of the Board of Directors incurred in performing their duties,
- conclusion reports of the Board of Directors on a major transaction of the Company;
- report on related party transactions of the Company;
- and any other information (materials) in accordance with the regulatory documents of the Russian Federation.

8.2. Information on candidates to Company bodies

8.2.1. The information about candidate (-s) to Company bodies to be provided to the persons entitled to attend the General Meeting, shall include:

- full name;
- year of birth;
- educational background including skill development (specifying the name of the education institution that the candidate graduated from);
- places of work and positions for the last five (5) years;
- positions held with management bodies of other legal entities for the last five (5) years;
- contact details.

8.3. Procedure for providing the information (materials) to the persons entitled to attend the General Meeting



8.3.1. Information (materials) stipulated in Clause 8 hereof shall be available within thirty (30) days prior to the General Meeting for the persons entitled to attend the General Meeting, for acknowledgment in the office of the Company executive body and other places which addresses are specified in the notice of the General Meeting and on the Company website. The aforesaid information (materials) shall be available to the persons attending the General Meeting during its holding.

8.3.2. The Company shall, upon request of any person entitled to attend the General Meeting, provide to such person copies of the documents specified in Clause 8 hereof. Fee charged by the Company for providing such copies shall not exceed their production costs.

9. METHODS OF PARTICIPATION OF SHAREHOLDERS AND THEIR PROXIES IN GENERAL MEETING. PROCEDURE FOR EXECUTION OF POWER OF ATTORNEY

9.1. Persons attending the General Meeting

9.1.1. The General Meeting may be attended by the persons included in the list of persons entitled to attend the General Meeting, their proxies, Company Registrar/its agent, Company Auditor/its agent, members of Company bodies, and also any other persons admitted to the General Meeting by the Board of Directors.

9.2. Right to attend the General Meeting

9.2.1. The right to attend a General Meeting shall be exercised by the shareholder in person or via his/her proxy.

In the event that shares were transferred after the date of preparation of the list of persons entitled to attend the General Meeting, and before the General Meeting Date, the person included in the aforesaid list shall issue to the transferee a power of attorney to attend the General Meeting or attend the General Meeting under the power of attorney issued by the share transferee, if this is provided for by the share transfer agreement.

9.2.2. The shareholder may attend the General Meeting in the following manner:

- personally participate in the discussion of agenda items and vote on them at the General Meeting held in the form of meeting;
- send a proxy for participating in the discussion of agenda items and vote on them at the General Meeting held in the form of meeting;
- absentee voting, including by filling in electronic voting papers on the website;
- delegate the right to absentee voting to his/her proxy.



9.3. Transfer of the right to attend the General Meeting

9.3.1. The proxy of the shareholder at the General Meeting shall act in accordance with the authorities based on the regulations of federal laws or acts of authorized state bodies or local government bodies or a power of attorney drawn up in writing.

9.3.2. The power of attorney shall include information on the principal and the proxy (full name or company name, place of residence or registered office, details of the document certifying the person, i.e. series and/or number of the document, date and place of issue, name of the issuing agency).

9.3.3. The power of attorney must be formulated in accordance with the requirements of the civil legislation of the Russian Federation.

9.3.4. The power of attorney from a legal entity shall contain its name and location and be issued under the hand of its CEO or any other person duly authorized by the founding documents, affixed with the seal of the said legal entity or notarized.

9.3.5. The shareholder may, without terminating the power of attorney, replace his/her proxy and personally exercise the rights granted by the share.

The shareholder entitled to attend the General Meeting may at any time replace his/her proxy or personally attend the General Meeting and terminate the power of attorney in the manner established by laws provided the consequences of terminating the power of attorney set forth in Clause 2, Article 189 of the Civil Code of the Russian Federation are met. In that case the shareholder shall notify the Company of his/her decision to withdraw the power of attorney.

If the power of attorney of the proxy was withdrawn in the above stated manner, he/she may not be registered for attending the General Meeting.

9.3.6. In the event that a share is co-owned by several persons the voting rights granted by its virtue at the General Meeting shall be exercised at their discretion by one of the co-owners or their joint proxy. The authority of each of the above stated persons shall be duly legalized.

10. GENERAL MEETING HELD BY ABSENTEE VOTE

10.1. General Meeting held by absentee vote

10.1.1. Any decision of the General Meeting may be adopted by absentee vote without holding a General Meeting in the form of meeting.

The date of General Meeting held by absentee voting is deemed as of the deadline for submitting voting papers.

10.1.2. The General Meeting held in the form of absentee voting shall not consider and pass resolutions on:

- election of the Board of Directors;
- election of the Check-up Committee;
- approval of the Auditor of the Company;



- approval of annual reports, annual financial statements, and distribution of the profits and losses of the Company based on the reporting year results.

10.1.3. a new General Meeting shall not be held in the form of absentee voting in lieu of a General Meeting in the form of meeting that did not take place.

10.1.4. voting on items of the agenda of the General Meeting held by absentee voting shall take place only if voting papers are used.

10.2. List of persons entitled to attend a General Meeting held by absentee vote

10.2.1. The list of persons entitled to attend the General Meeting held by absentee vote shall be drawn up in accordance with the legislation of the Russian Federation on securities to make the list of persons exercising the rights to securities, as of the date specified by the Board of Directors in accordance with the legislation of the Russian Federation.

10.3. Notice of General Meeting held by absentee vote

10.3.1. A notice on holding the General Meeting, including a notice on holding the General Meeting, which agenda contains the issue of reorganizing the Company by absentee vote, shall be made no later than thirty (30) days before the date of the General Meeting, in accordance with the procedure established by the Charter.

10.3.2. The notice of General Meeting held in the form of absentee voting shall specify:

- full Company name;
- registered office of the Company;
- form of General Meeting (absentee voting);
- date of the General Meeting (deadline for submitting voting papers);
- postal address that is used to send filled voting papers;
- date, on which the persons who have the right to participate in general meetings are determined (registered);
- agenda of the General Meeting;
- procedure of familiarization with the information (materials) to be provided in preparation for the General Meeting, and the address (-es) at which it is available for familiarization.
- website to fill in electronic voting papers;
- categories (types) of shares, which owners have the right to vote on all or some items on the agenda of the general meeting.

The notice of General Meeting held in the form of absentee voting shall include additional information specified in it by the Board of Directors and the initiators of calling an Extraordinary General Meeting.

10.3.3. For holding a General Meeting in the form of absentee voting, voting papers shall be submitted or handed in with signed acknowledgment to each person included in



the register of Company shareholders and entitled to attend the General Meeting within twenty (20) days prior to the General Meeting.

Voting papers shall be sent in the manner stipulated by the Charter.

Each person included in the list of persons entitled to attend the General Meeting shall be provided with one (1) copy of the voting paper on all items or with one (1) copy of each voting paper on different items of the agenda of the General Meeting.

All shareholders holding one share (or shares) as joint ownership and included in the list of persons entitled to attend the General Meeting shall be provided with one (1) copy of the voting paper for all items or with one (1) copy of two or more voting papers for different items.

10.3.4. The shareholders in possession of voting shares granting voting rights only on certain items of the agenda of the General Meeting, and also any other persons included in the list of persons entitled to attend the General Meeting and acting on behalf of shareholders in possession of such shares shall be provided with voting papers containing voting options only for such items of the agenda of the General Meeting.

11. WORKING BODIES OF THE GENERAL MEETING

11.1. Main provisions on the working bodies of the General Meeting

11.1.1. The working bodies of the General Meeting are as follows:

- Chairperson of the General Meeting (hereinafter referred to as the “Chairperson of the Meeting”);
- Secretary of the General Meeting (hereinafter referred to as the “Secretary of the Meeting”);
- Counting Committee of the General Meeting means independent permanent acting body of the General Meeting. Duties of the body are performed by independent organization with legally provided license keeping the register of Company shareholders (hereinafter referred to as the “Counting Committee”).

11.2. Chairperson of the General Meeting

11.2.1. General Meeting shall be chaired by a natural person approved by the Board of Directors.

11.2.2. The Chairperson of the Meeting performs the following duties:

- formally declares the General Meeting open and concluded;
- conducts the General Meeting;
- controls adherence to the time-limits and rules of the General Meeting;
- properly instructs and tasks the Counting Commission;
- gives instructions regarding distribution of documents of the General Meeting;
- takes measures to maintain or re-establish order at the General Meeting;



- in the event that a speaker violates the General Meeting regulations the Chairperson takes the floor away from him/her;
- announces the start and end of breaks in the General Meeting proceedings;
- signs the Minutes of the General Meeting.

11.2.3. The Chairperson of the Meeting may instruct another person to conduct the General Meeting, while remaining Chairperson of the Meeting.

11.3. Secretary of the Meeting

11.3.1. The Secretary of the Meeting shall be a natural person approved by the Board of Directors.

11.3.2. The Secretary of the Meeting shall keep, prepare and sign the Minutes of the General Meeting.

11.4. Counting Commission

11.4.1. The Counting Commission with regard to the performance of its duties shall be an independent standing working body of the General Meeting.

11.4.2. The information received by the persons performing the functions of counting commission in the course of processing the voting results (counting of the votes and completion of a summary) shall be confidential.

11.4.3. Counting Committee shall perform the following functions:

- check the authority and register the persons attending the General Meeting, and keep registration records;
- keep record of powers of attorney (their entitlement) and any other documents pursuant to which a General Meeting participant acts on behalf of a person included in the list of persons entitled to attend the General Meeting;
- hand in and submit voting papers for voting at the General Meeting;
- distribute voting papers for voting at the General Meeting to the registered participants of the meeting;
- determine the quorum of the General Meeting on each item put to vote;
- clarify any matters relating to the exercise by General Meeting participants of their voting right at the General Meeting;
- articulate the procedure for voting on the items put to vote;
- ensure the established voting procedure and right of the shareholders to vote;
- determine the number of voting shares held by the shareholder as of the time of vote;
- count votes and summarize the results of voting, announce the results of voting and decisions taken by the General Meeting;
- prepare voting results summary;
- prepare a voting results report;



- file the documents of the General Meeting to the Company, including voting papers and powers of attorney (their copies) and any other documents pursuant to which General Meeting participants act on behalf of persons entitled to attend the General Meeting (their copies);
- draw up a list of shareholders entitled to demand the repurchase of their shares of the Company in cases stipulated by the Federal Law “*On Joint Stock Companies*”, as well as other lists drawn up for shareholders to exercise their rights in accordance with the requirements of the Federal Law “*On Joint Stock Companies*”;
- perform such other functions as stipulated in the Charter and Company internal documents.

12. REGISTRATION OF PARTICIPANTS OF THE GENERAL MEETING

12.1. Participants of the General Meeting

12.1.1. The shareholders registered for participation in the General Meeting are considered attending the General Meeting held in the form of a meeting, including registration on the website specified in the notification of the General Meeting, as well as shareholders whose voting papers are received or who filled in electronic voting papers on the website specified in the notification within two (2) days before the date of the General Meeting of Shareholders.

12.1.2. The shareholders are considered attending the General Meeting, who gave the persons registering their rights to shares the orders (instructions) on voting according to the legislation of the Russian Federation on securities, if notices of their will are received no later than two days before the General Meeting.

12.2. Registration of participants of the General Meeting

12.2.1. The Counting Commission shall verify the authority and register the persons attending the General Meeting.

12.2.2. The venue for registration of persons participating in the General Meeting shall be the same as for the General Meeting.

12.3. Procedure for registration of participants of the General Meeting

12.3.1. For registration the Counting Commission shall keep a register of participants of the General Meeting.

The Counting Commission at its own initiative may keep other registration forms and logs.

12.3.2. Registration shall start no later than one (1) hour prior to the General Meeting.

12.3.3. The following documents shall be presented by General Meeting participants for registration:



- shareholder (natural person) — ID card;
- proxy of shareholder (natural person) — power of attorney issued by the shareholder and identification document of the proxy;
- proxy of shareholder (legal entity) — power of attorney issued by the legal entity and identification document of the proxy;
- CEO of legal entity that is a shareholder in the Company — document confirming his/her position in conformity with the existing legislation and an ID card;
- proxies of shareholders with authorities based on instructions of Federal Laws or regulations of state and local authorities shall submit to the Counting Commission a document certifying appointment to the corresponding position;
- assignees of persons with the right to attend General Meeting submit to the Counting Commission all documents certifying their authorities.

12.3.4. The Counting Commission shall certify the identity of the meeting participant pursuant to the list of persons entitled to attend the General Meeting.

Counting Committee shall hand in voting papers to participants of the General Meeting with written acknowledgment.

The Counting Commission shall complete registers of participants of the General Meeting.

Powers of attorney and any other documents confirming the right of the participant of the General Meeting to act on behalf of the shareholder shall be handed in to the Counting Committee in the process of registration.

Documents are handed in to the Counting Commission in the form of original copies or certified copies.

Copy of resolution of the legal entity authorized body in respect of election of a person acting on behalf of the legal entity without the power of attorney (or extract from it) may be certified by the legal entity itself.

Copies of documents of state body or local authority may be certified by a body itself.

Copies that were completely or partially drawn up in foreign language (excluding documents, certifying identities of physical persons, issued by competent authorities of foreign states, that were drawn up in several languages, including Russian) shall be handed in or presented to the Counting Commission with certified translation to Russian.

Documents issued by competent authorities of foreign states confirming status of legal entities drawn up in accordance with a legislation of a foreign state, shall be received by the Counting Commission upon condition of proper legalization in the established order or without legalization in cases provided by international contracts of the Russian Federation.

12.3.5. Registration for participation in the General Meeting is obligatory for the persons entitled to participate in the General Meeting, with the exception of persons whose voting papers are received or who filled in electronic voting papers on the website



specified in the notice on the General Meeting within two (2) days before the date of the General Meeting.

12.3.6. The persons entitled to participate in the General Meeting held in the form of a meeting, whose voting papers are received or who filled in electronic voting papers on the website specified in the notice on holding the General Meeting no later than two (2) days before the date of the General Meeting, shall be entitled to attend the General Meeting.

12.3.7. Upon registration for the General Meeting, all persons performing voting on shares quoted outside the territory of the Russian Federation in the form of depository securities, shall inform the Counting Committee in writing on the number of shares to which instructions were received from owners of depository securities.

12.3.8. If, due to any matters included into the General Meeting agenda, the number of shares in relation to which the instructions were received from the owners differs (does not coincide), then the person shall inform the Counting Commission on the corresponding number of shares in relation to which the instructions were obtained from the owners of depository bonds. This shall be applied to every matter included in the General Meeting agenda.

12.3.9. Registration of persons entitled to attend the General Meeting shall not end once the General Meeting starts. The persons entitled to attend the General Meeting may get registered while the General Meeting lasts.

Upon completion of discussion on the last item on the agenda of the General Meeting where a quorum is present, the registration shall end.

12.3.10. The Counting Commission shall report to Meeting participants regarding the quorum present on each agenda item of the General Meeting.

13. QUORUM AT THE GENERAL MEETING. REPEATED CALLING OF THE GENERAL MEETING

13.1. Determination of a quorum at the General Meeting

13.1.1. The General Meeting shall be valid (shall have a quorum) if attended by the shareholders holding an aggregate of half the votes of the placed voting shares.

13.1.2. If the agenda of a General Meeting includes items to be voted by a different composition of voters, the quorum for taking a decision on such items shall be determined separately. However, the absence of a quorum for making a decision on items voted by one composition of participants shall not prevent the taking of decisions on the items voted by a different composition of participants where a quorum is present.

If at the time the General Meeting started there was no quorum on certain agenda items of the General Meeting but it was reached in the course of General Meeting proceedings (the holders of the necessary number of shares entitling them to the right to vote on such agenda items, got registered), the Counting Commission shall inform the General Meeting to the effect, and the latter shall have the right to pass resolutions on such items.



13.2. Quorum at a General Meeting held by absentee vote

13.2.1. The shareholders whose voting papers were received or who filled in electronic voting papers on the website specified in the notice on holding the General Meeting before the deadline for submitting voting papers, shall be deemed as attending the General Meeting held in the form of absentee voting.

13.2.2. The shareholders are considered attending the General Meeting held in the form of absentee voting provided that they gave the persons registering their rights to shares the orders (instructions) on voting according to the regulations of the legislation of the Russian Federation on securities, if notices of their will are received no later than two days before the deadline for submitting voting papers for the General Meeting held in the form of absentee voting.

13.3. Repeated calling of the General Meeting

13.3.1. If a quorum to hold an Annual General Meeting is not present, a repeated General Meeting shall be held with the same agenda.

13.3.2. A repeated General Meeting shall be valid (shall have a quorum) if attended by the shareholders holding an aggregate of at least thirty (30) percent of the votes provided by placed voting shares.

Notice of a repeated General Meeting shall be given in conformity with the provisions of Article 52 of the Federal Law “On Joint Stock Companies”. However the provisions of Clause 1, Article 52 of the Federal Law “On Joint Stock Companies” shall not apply. Voting papers for holding a repeated General Meeting shall be handed in or submitted in accordance with the provisions of Article 60 of the Federal Law “On Joint Stock Companies”.

For holding a repeated General Meeting less than forty (40) days after the General Meeting not held, the persons entitled to attend the General Meeting shall be determined (registered) on the date, when the persons entitled to attend the General Meeting not held were determined (registered).

14. WORKING PROCEDURE OF GENERAL MEETING HELD IN THE FORM OF MEETING

14.1. Time and place of General Meeting held in the form of meeting

14.1.1. No General Meeting in the form of meeting may be held in a place and at a time creating significant obstacles for a majority of shareholders to attend the General Meeting, or making such attendance impossible.

No General Meeting may be held at night time (from 10 p.m. to 6 a.m. local time).

No General Meeting may be held outside of population centers.

14.1.2. In the event that the Charter specify a particular address (list of addresses) at which the General Meeting is to be held, the General Meeting may be held only at such address(es) unless it entails a breach in the rule stipulated in item 14.1.1 hereof.



14.1.3. The General Meeting shall be held in a room with adequate capacity to accommodate the number of shareholders registered to attend previous General Meetings.

No General Meeting may be held at manufacturing sites or any other premises rendering its normal work impossible.

14.2. Working procedure of General Meeting

14.2.1. The General Meeting shall be conducted without interruptions.

14.2.2. Speaker shall make a report on the item of the agenda of the General Meeting for maximum 20 minutes.

14.2.3. Speaker shall answer question related to the report for maximum 15 minutes.

14.2.4. Questions for speakers and requests for word shall only be made in writing. Notes with questions and statements shall be passed over to the Meeting Secretary or, in his/her absence, to the Counting Commission.

14.2.5. In the event that a General Meeting is held continuously for two (2) hours, a break shall be announced for minimum fifteen (15) minutes and maximum thirty (30) minutes.

In the event that a General Meeting is held continuously for four (4) hours, a break shall be announced for minimum forty (40) minutes and maximum two (2) hours.

No General Meeting may continue after 10 p.m. local time.

In the event it is impossible to complete a General Meeting within one (1) day, it may adjourn until next day but not earlier than 9 a.m. local time.

Longer adjournments shall not be allowed.

14.2.6. General Meeting shall be considered open or concluded from the moment of the corresponding declaration of the Chairperson of the Meeting.

15. VOTING AT A GENERAL MEETING. VOTING PAPERS

15.1. Voting at a General Meeting

15.1.1. Voting at the General Meeting shall be based on the principle of “one voting share – one vote,” except for the cumulative voting in the cases stipulated by the Federal Law “*On Joint Stock Companies*”.

15.1.2. No splitting of votes owned by the participants of the General Meeting shall be allowed i.e. if he/she has more than one voting share he/she may not use a part of share to vote in favor and the other part to vote opposed or abstained on the item concerned.

15.1.3. The vote count at a General Meeting on an item put to vote where the voting right is held by shareholders holding ordinary and preferred shares of the Company, shall be carried out for all voting shares jointly save for the cases provided for in the Federal Law “*On Joint Stock Companies*”.

15.2. Voting papers



15.2.1. For voting at the General Meeting on items put to vote including items relating to the conduct of General Meeting voting papers shall be used.

The Charter provide for filling in electronic voting papers by a person entitled to participate in the General Meeting on the website specified in the notice on the General Meeting. Shareholders are allowed to fill in electronic voting papers on the website during the General Meeting in case they failed to exercise their right to participate in the Meeting in another way. Date and time when electronic voting papers are filled in on the website are registered.

When the Company Registrar receives notices of will of the persons, who are entitled to participate in the General Meeting of Shareholders, who are not registered in the Register of Shareholders of the Company and in accordance with the regulations of the legislation of the Russian Federation on securities gave orders (instructions) on voting to the persons, who register their rights to shares, such receipt shall be equal to vote by poll.

15.2.2. For holding a General Meeting the voting paper shall be handed in or submitted with written acknowledgment to each person included in the register of Company shareholders and entitled to attend the General Meeting within twenty (20) days before the date of the General Meeting.

15.2.3. Form and text of the voting paper shall be approved by the Board of Directors.

Multiple voting papers can be used.

A voting paper can include one or several items put to vote.

15.2.4. A person who fills in a voting paper is entitled to demand certification of a copy of the paper by the Counting Committee before the end of the General Meeting.

15.3. Requirements to the contents of voting papers

15.3.1. For holding a General Meeting in the form of meeting the voting paper shall specify:

- full Company name;
- registered office of the Company;
- form of General Meeting;
- date, place and time of General Meeting;
- postal address to which filled voting papers shall be sent/personally handed in at the Company offices;
- item put to vote;
- wordings of decisions on the items put to vote by voting papers;
- voting options for each item of the agenda using wordings such as “for” “against” or “abstained;”
- a reference to the fact that the voting paper shall be signed by a person entitled to participate in the General Meeting of Shareholders or his/her proxy.

15.3.2. For holding a General Meeting in the form of absentee voting the voting paper shall specify:



- full Company name;
- registered office of the Company;
- form of General Meeting (absentee vote);
- date of the General Meeting (deadline for submitting voting papers at a General Meeting held in the form of absentee voting);
- place and time of General Meeting;
- postal address to which filled voting papers shall be sent (handed in);
- item put to vote;
- wordings of decisions on the items put to vote by voting papers;
- voting options for each item of the agenda using wordings such as “for” “against” or “abstained;”
- a reference to the fact that the voting paper shall be signed by a person entitled to participate in the General Meeting of Shareholders or his/her proxy.

15.3.3. The voting paper shall specify additional information specified by the Board of Directors for approving form and text of voting papers.

15.4. Requirements to cumulative voting papers

15.4.1. For cumulative voting in electing the Board of Directors the voting paper shall include a reference to the above mentioned fact and details of the cumulative vote procedure.

15.4.2. The cumulative voting paper shall include voting options as follows: “for,” “against” or “abstained” which are specified one (1) time in relation to all candidates included in the list of candidates for election to the Board of Directors of the Company, and opposite against each candidate there must be a box for checking the number of votes cast for this candidate.

When voting “for” participant of the General Meeting shall cast all votes that he/she holds for one candidate or distribute them between two or more candidates.

15.4.3. For cumulative voting a voting paper shall be deemed invalid wherein the General Meeting participant distributed between candidates more votes than he/she holds at the time of voting.

15.5. Voting papers signed by proxies

15.5.1. In the event that a voting paper is submitted to the Company prior to holding a General Meeting in the form of meeting and for holding a General Meeting in the form of absentee voting the voting paper signed by the proxy of a person included in the list of persons entitled to attend the General Meeting and acting pursuant to a power of attorney shall be accompanied with a power of attorney (notarized copy) or any other document (notarized copy), certifying the right of the proxy to act on behalf of the shareholder.



If the power of attorney was delegated, then along with it (its notarized copy) the power of attorney (or its notarized copy) pursuant to which it was issued shall be submitted.

The power of attorney shall be issued in accordance with the provisions of the civil legislation of the Russian Federation.

15.5.2. If the requirements stipulated in this Subclause are not observed, the voting paper signed by the proxy acting pursuant to a power of attorney shall be not taken into account (deemed invalid).

15.6. Voting procedure

15.6.1. A General Meeting participant may vote at any time after General Meeting registration commences.

A General Meeting participant may formulate and express his/her opinion regarding items put to vote both taking part in the discussion or without it. To take part in discussion of agenda items is the right of the shareholder.

15.6.2. Participants of the General Meeting shall fill in voting papers without using voting booths.

To expedite the summarization of voting results it is allowed to use separate boxes for voting papers with voting options “for”, “against” or “abstained”

15.6.3. Only one possible voting option shall be left in the voting papers for each item. The voting papers filled in breach of this requirement shall be deemed invalid and the votes they contain shall be disregarded.

15.7. Storage of voting papers

15.7.1. The Company shall permanently keep all the voting papers that took part in the vote.

16. VOTING RESULTS SUMMARY AND REPORT OF THE GENERAL MEETING

16.1. Summarization of voting results

16.1.1. The results of voting on items put to vote shall be summarized by the Counting Commission.

The resolution of the General Meeting shall not be deemed approved and may not be disclosed before summarizing the results of voting on all agenda items.

16.1.2. If the agenda of a General Meeting includes items relating to the election of several Company bodies at a time, the results of voting on such items, regardless of the order of their consideration, shall be summarized in the following order:

- 1) election of the Board of Directors;
- 2) election of the Check-up Committee.



16.1.3. The election to a body of the Company shall be deemed to have taken place if the number of members elected to the Company body concerned is not less than the number of members of the body stipulated by the Charter as a quorum for holding a meeting of such Company body.

16.1.4. To exercise right of the shareholder to demand the Company buy out shares held by him/her, the voting paper where the voting option “opposed” is left shall be deemed cast against the item put to vote. An “abstained” voting paper and a voting paper that is deemed invalid shall not entitle the shareholder to demand the Company buy out shares held by him/her.

16.1.5. Voting results and resolutions made during the General Meeting are declared at the General Meeting, or brought (shall be brought in case if it is provided by the Federal Law “On Joint Stock Companies”) to notice of persons included into the list of persons entitled to attend the General Meeting in the form of voting results summary in the order and within the time limits established by the Federal Law “On Joint Stock Companies”.

16.2. Voting results summary of the General Meeting

16.2.1. Based on the voting results, the Counting Commission shall prepare a voting results summary of the General Meeting to reflect the results of voting on each agenda item set to vote.

16.2.2. The voting results summary shall specify:

- full Company name;
- registered office of the Company;
- type of General Meeting (Annual or Extraordinary);
- form of General Meeting (meeting or absentee voting);
- date, on which the persons who have the right to participate in general meetings are determined (registered);
- date of the General Meeting (deadline for submitting voting papers at a General Meeting held in the form of absentee voting);
- starting and ending time for registering the persons entitled to attend the General Meeting held in the form of meeting;
- opening and closing time of the General Meeting held in the form of meeting, and if the decisions passed by the General Meeting and the voting results thereof were announced at the General Meeting, also the starting time for counting votes;
- venue of the General Meeting held in the form off meeting (address at which the General Meeting was held);
- agenda of the General Meeting;
- number of votes held by the persons included in the list of persons entitled to attend the General Meeting, for each agenda item of the General Meeting.
- number of votes that fell to voting shares for each item of the agenda of the General Meeting specified in accordance with the effective legislation;



- number of votes held by the persons included attending the General Meeting, for each agenda item of the General Meeting specifying the availability of a quorum for each item;
- number of votes cast on each voting option “for”, “against” or “abstained” (the absolute number of votes and the percentage of the total number of voting shares granting the right to vote on the item concerned and held by the persons attending the General Meeting) for each agenda item of the General Meeting wherever there was a quorum;
- number of votes on each agenda item of the General Meeting put to vote, which were not counted since the voting papers (including voting on respective items) were deemed void;
- date of the minutes on voting results;
- full company name, location of the registrar and names of authorized persons.

16.2.3. The voting results summary shall be prepared in two (2) copies, and if necessary in more copies. Each copy shall be signed by members of the Counting Commission.

16.2.4. The voting results summary shall be prepared within three (3) business days after the General Meeting is closed, or the deadline for submitting voting papers for General Meeting held in the form of absentee voting.

Upon preparing the voting results summary and signing the Minutes of the General Meeting the voting papers shall be placed under seals by the Counting Commission and deposited for permanent custody in the Company records.

16.2.5. The voting results summary shall be annexed to the Minutes of the General Meeting.

16.2.6. Voting results summaries shall not be approved by a special resolution of the General Meeting. The resolution of the General Meeting on the item put to vote shall be deemed passed (not passed) once the voting results summary is prepared.

16.2.7. The resolution passed by the General Meeting and the voting results shall be brought to the attention of the persons included in the list of persons entitled to attend the General Meeting in the manner stipulated by the Federal Law “On Joint Stock Companies”.

16.2.8. The voting results summary shall be accompanied with written complaints and applications received by the Counting Commission during the General Meeting.

16.3. Voting results report of the General Meeting

16.3.1. Decisions made by the General Meeting are brought to the attention of the persons included in the list of person entitled to attend the General Meeting, in the form of a report of the results of the voting in the manner prescribed by the Federal Law “On Joint Stock Companies”.

16.3.2. The voting results report shall specify:

- full Company name;



- registered office of the Company;
- type of General Meeting (Annual or Extraordinary);
- form of General Meeting (meeting or absentee voting);
- date, on which the persons who have the right to participate in general meetings are determined (registered);
- date of the General Meeting (deadline for submitting voting papers at a General Meeting held in the form of absentee voting);
- venue of the General Meeting held in the form off meeting (address at which the General Meeting was held);
- agenda of the General Meeting;
- number of votes held by the persons included in the list of persons entitled to attend the General Meeting, for each agenda item of the General Meeting.
- number of votes that fell to voting shares for each item of the agenda of the General Meeting specified in accordance with the effective legislation;
- number of votes held by the persons included attending the General Meeting, for each agenda item of the General Meeting specifying the availability of a quorum for each item;
- number of votes cast on each voting option “for”, “against” or “abstained” (the absolute number of votes and the percentage of the total number of voting shares granting the right to vote on the item concerned and held by the persons attending the General Meeting) for each agenda item of the General Meeting wherever there was a quorum;
- wording of the resolution passed for each item on the agenda put to vote;
- full company name, location of the registrar and names of authorized persons.
- names of the Chairperson and the Secretary of the General Meeting.

17. MINUTES OF THE GENERAL MEETING

17.1. Preparation of the Minutes of the General Meeting

17.1.1. The Minutes of the General Meeting shall be prepared within three (3) business days after the General Meeting is closed.

For the General Meeting held in absentia the Minutes of the General Meeting based on the results of absentee voting shall be prepared no later than three (3) business days after the deadline for submitting voting papers for absentee voting.

17.1.2. The Minutes of the General Meeting shall specify:

- full Company name;
- registered office of the Company;
- type of General Meeting (Annual or Extraordinary);
- form of General Meeting (meeting or absentee voting);
- date, on which the persons who have the right to participate in general meetings are determined (registered);



- date of the General Meeting (deadline for submitting voting papers at a General Meeting held in the form of absentee voting);
- starting and ending time for registering the persons entitled to attend the General Meeting held in the form of meeting;
- opening and closing time of the General Meeting held in the form of meeting, and is the decisions passed by the General Meeting and the voting results thereof were announced at the General Meeting, also the starting time for counting votes;
- venue of the General Meeting held in the form off meeting (address at which the General Meeting was held);
- postal address to which filled voting papers were sent for the General Meeting held in the form of absentee voting, and also for holding General Meeting in the form of meeting if voting on items included in the agenda of the General Meeting could be taken by means of sending filled voting papers to the Company;
- agenda of the General Meeting;
- number of votes held by the persons included in the list of persons entitled to attend the General Meeting, for each agenda item of the General Meeting.
- number of votes that fell to voting shares for each item of the agenda of the General Meeting specified in accordance with the effective legislation;
- number of votes held by the persons included attending the General Meeting, for each agenda item of the General Meeting specifying the availability of a quorum for each item;
- number of votes cast on each voting option “for”, “against” or “abstained” (the absolute number of votes and the percentage of the total number of voting shares granting the right to vote on the item concerned and held by the persons attending the General Meeting) for each agenda item of the General Meeting wherever there was a quorum;
- wording of the resolution passed on the item put to vote and wording of the decision made on each item of the agenda;
- Chairperson and Secretary of the General Meeting;
- date of the Minutes.

The Minutes of the General Meeting shall contain the main provisions of speeches and the names of the speakers on each item on the agenda of the General Meeting held in the form of a meeting.

17.1.3. The Minutes of the General Meeting shall be accompanied with the voting results summary of the General Meeting.

17.1.4. The Minutes of the General Meeting shall be prepared in two (2) copies. Two copies shall be signed by the Chairperson and the Secretary of the meeting, as well as by the authorized representative of the Counting Commission.

17.1.5. The Minutes of the General Meeting shall be available on the Company website (www.lsrgroup.ru) within three (3) days from the moment when the document is issued.



17.2. Storage and availability of the Minutes of the General Meeting and the voting results summary

17.2.1. The Minutes of the General Meeting and the voting results summary are permanent storage documents.

17.2.2. Copies of the Minutes of the General Meeting shall be provided by the Company to any shareholder within seven (7) days from receiving the request of the shareholder. The aforesaid copies shall be provided subject to the compensation of their production costs.

18. FINANCIAL PROVISIONS FOR CALLING AND HOLDING THE GENERAL MEETING

18.1. Compensation of expenses incurred due to calling and holding of Extraordinary General Meeting

18.1.1. If, according to judgment, the Extraordinary General Meeting is held by the claimant, expenses on preparation and carrying out of this General Meeting can be compensated by the Company under the decision of the General Meeting and at the expense of the Company means.