

APPROVED

by Annual General Shareholders' Meeting
of OJSC Rostelecom held on June 17, 2013

Minutes No. 1 dt. June 20, 2013

**REGULATIONS ON THE GENERAL SHAREHOLDERS' MEETING OF
OPEN JOINT STOCK COMPANY
LONG-DISTANCE AND INTERNATIONAL TELECOMMUNICATIONS ROSTELECOM**

(restated version No.5)

Moscow
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1. GENERAL PROVISIONS.

- 1.1. These Regulations on the General Shareholders' Meeting (hereinafter, these "Regulations") shall, in accordance with the Civil Code of the Russian Federation, the Federal Law "On Joint Stock Companies", other applicable legislation of the Russian Federation and the Charter of Open Joint Stock Company Long-Distance and International Telecommunications Rostelecom (hereinafter, the "Company"), govern the procedure for the conduct of the General Shareholders' Meeting and other matters in connection with the preparation for and holding of, the annual and extraordinary General Shareholders' Meetings of the Company.

2. TYPES AND TERMS OF HOLDING GENERAL SHAREHOLDERS' MEETINGS.

- 2.1. The General Shareholders' Meeting shall be the supreme governing body of the Company.
- 2.2. The Company shall annually hold the annual General Shareholders' Meeting.
- 2.3. The authority of the General Shareholders' Meeting is governed by the Federal Law "On Joint Stock Companies". Items within the authority of the General Shareholders' Meeting shall not be resolved by the executive body of the Company. Items within the authority of the General Shareholders' Meeting shall not be resolved by the Board of Directors, except for cases set out in the Federal Law "On Joint Stock Companies". The General Shareholders' Meeting shall not discuss and resolve items beyond its authority.
- 2.4. The General Shareholders' Meeting's resolutions taken (i) on items not included in the General Shareholders' Meeting's agenda (except in cases when all shareholders participated in the Meeting), (ii) on items beyond the authority of the General Shareholders' Meeting, (iii) in the absence of a quorum for the annual General Shareholders' Meeting, (iv) in the absence of necessary majority of the shareholders' votes shall be void regardless of any court appeals.
- 2.5. At the annual General Shareholders' Meeting, the following matters shall be decided upon:
- election of the Board of Directors of the Company;
 - election of the Auditing Commission of the Company;
 - approval of the external auditor of the Company;
 - approval of annual reports, annual financial statements, including the profit and loss statements (profit and loss accounts) of the Company, and distribution of profits, including payment (declaration) of dividends, and losses of the Company as per the results of the financial year;
 - decision-making on other matters relegated pursuant to the Federal Law "On Joint Stock Companies" to the competence of the General Shareholders' Meeting.
- 2.6. The General Shareholders' Meetings convened aside from the annual meeting shall be extraordinary meetings.
- The extraordinary General Shareholders' Meeting shall be held upon decision of the Board of Directors on its own initiative or at the request of the Auditing Commission of the Company, of the external auditor of the Company or of a shareholder/s holding at least 10 (ten) percent of the Company's voting shares as of the date of the request, in accordance with the procedure established hereunder.
- 2.7. The General Shareholders' Meeting may be held in the form of:
- a meeting, i.e., collective presence of shareholders to discuss items on the agenda and decide on the items put to a vote;
 - absentee voting.

The General Shareholders' Meeting with an agenda including the election of the Board of Directors of the Company, election of the Auditing Commission of the Company, approval of the external auditor of the Company, approval of annual reports and annual financial statements, including profit and loss statements (profit and loss accounts) of the Company, and matters concerning distribution of profits, including payment (declaration) of dividends, and losses of the Company as per the results of the fiscal year may not be held in the form of absentee voting.

3. PROCEDURE FOR THE SUBMISSION OF PROPOSALS ON THE INCLUSION OF ITEMS IN THE AGENDA OF THE ANNUAL GENERAL SHAREHOLDERS' MEETING AND ON THE NOMINATION OF CANDIDATES TO THE COMPANY'S BODIES ELECTED BY THE GENERAL SHAREHOLDERS' MEETING AND FOR THE SUBMISSION OF A REQUEST FOR THE CONVOCAION OF AN EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING.

3.1. Proposals on the inclusion of items in the agenda of the annual General Shareholders' Meeting, proposals on the nomination of candidates to the Company's bodies elected by the General Shareholders' Meeting and requests for the convocation of an extraordinary General Meeting may be submitted:

- by mailing or sending them via a courier service to the legal address of the Company as specified in the Company's Charter; or
- by delivery against signature to the person performing the functions of the sole executive body of the Company, the Chairman of the Board of Directors of the Company or other person authorized under the Company's internal documents to accept correspondence in writing addressed to the Company

3.2. A proposal to the agenda of the annual General Shareholders' Meeting, a proposal on the nomination of candidates to the Company's bodies elected by the General Shareholders' Meeting and a request for the convocation of the extraordinary General Meeting shall be deemed submitted by those shareholders (shareholders' representatives) who signed them.

3.3. The percentage of voting shares held by the shareholder(s) proposing an item of the agenda of the annual General Shareholders' Meeting and/or nominating candidates to the Company's bodies elected by the General Shareholders' Meeting shall be determined as of the date such proposal is submitted.

The percentage of voting shares held by the shareholder(s) requesting the convocation of an extraordinary General Meeting shall be ascertained as of the date such request is submitted.

3.4. The date of submitting a proposal to the agenda of a General Shareholders' Meeting, proposal of nominee(s) to the Company bodies to be elected at the General Shareholders' Meeting, shall be:

- the date on the date stamp, confirming the mailing date of the dispatch, if the proposal is sent by mail;
- the date of posting the dispatch with the courier service, if the proposal is sent via courier service;
- the date of delivery, if delivered by hand with signed receipt.

3.5. The delivery date of a proposal to the Agenda of an Annual General Shareholders' Meeting, proposal nominating candidates to the Company's bodies to be elected at the General Shareholders' Meeting (the date of submitting (presenting) a request to convene an Extraordinary General Shareholders' Meeting) shall be:

- the date of the receipt by the addressee of the relevant mailed item, if a proposal or request was sent by ordinary mail or other ordinary dispatch;
- the delivery date of the relevant dispatch with a signed receipt, if a proposal or request was sent by registered mail or other recorded mail;
- the date of delivery in hand, if a proposal or request was sent via courier service.

3.6. The Board of Directors of the Company shall consider the proposals submitted with respect to the agenda of the annual General Shareholders' Meeting or proposals submitted on the nomination of candidates to the Company's bodies elected by the General Shareholders' Meeting and make relevant decisions within 5 (five) days of the expiry of the period for the submission of proposals as determined under the Company's Charter.

Proposals on the agenda of the annual General Shareholders' Meeting or proposals on the nomination of candidates to the Company's bodies elected by the General Shareholders' Meeting received by the Company after the established deadline for the consideration of proposals shall also be considered by the Board of Directors in accordance with the procedure provided for under applicable law.

3.7. Proposals on the inclusion of items in the agenda of the annual General Shareholders' Meeting, proposals on the nomination of candidates to the Company's bodies elected by the General Shareholders' Meeting and requests for the convocation of the extraordinary General Shareholders'

Meeting received by the Company may be revoked by the persons submitting such proposals or requests. Such revocation shall be sent by any means provided for under Clause 3.1 hereof for the submission of proposals and requests. In such cases, the date the Company receives the mailed item or the date the revocation is delivered shall be deemed to be the date the revocation is received by the Company or the revocation is submitted to the Company.

4. NOTIFICATION OF THE GENERAL SHAREHOLDERS' MEETING.

- 4.1. Notice of the General Shareholders' Meeting shall be given in the manner and by the deadlines determined under the Company's Charter.
- 4.2. Notice of the General Shareholders' Meeting shall specify the following:
- full official name and location of the Company;
 - form in which the General Shareholders' Meeting is to be held (meeting or absentee voting);
 - date, location and time of the General Shareholders' Meeting and the mailing address to which completed voting ballots may be sent or, in the event the General Shareholders' Meeting is to be held in the form of absentee voting, the final date of acceptance of voting ballots and the mailing address to which completed voting ballots are to be sent;
 - time when registration of the persons (or their representatives) participating in the General Shareholders' Meeting is to commence;
 - date for the preparation of the list of persons entitled to participate in the General Shareholders' Meeting;
 - agenda of the General Shareholders' Meeting;
 - procedure to be followed by representatives of persons entitled to participate in the General Shareholders' Meeting to evidence their powers; and
 - procedure for review of the information (materials) to be provided, in preparation for the General Shareholders' Meeting, to those entitled to take part in it and the address/es where such information is made available (address (location) of the Company's sole executive body and other addresses where such information (materials) will be available).
- 4.3. In addition to the information specified in Clause 4.2 hereof, notice of the General Shareholders' Meeting may contain other information on the procedure for shareholders' participation in the General Shareholders' Meeting.

5. QUORUM AT THE GENERAL SHAREHOLDERS' MEETING; RECONVENED GENERAL SHAREHOLDERS' MEETING.

- 5.1. The General Shareholders' Meeting shall have the right to take decisions (have a quorum) if shareholders holding, in aggregate, more than one-half of the votes of the Company's placed voting shares, participate in such General Shareholders' Meeting.

Shareholders registered for participation and shareholders whose voting ballots were received no later than 2 (two) days prior to the date of the General Shareholders' Meeting shall be deemed to have participated in the General Shareholders' Meeting. Shareholders whose voting ballots were received prior to the final ballot acceptance date shall be deemed to have participated in a General Shareholders' Meeting held in the form of absentee voting.

- 5.2. In the absence of a quorum for the annual General Shareholders' Meeting a reconvened General Shareholders' Meeting with the same agenda shall be held. In the absence of a quorum for an extraordinary General Shareholders' Meeting a reconvened General Shareholders' Meeting with the same agenda may be held.

A reconvened General Shareholders' Meeting shall have the right to take decisions (have a quorum), if shareholders holding, in aggregate, at least 30 (thirty) percent of the Company's placed voting shares participate in such reconvened General Shareholders' Meeting.

In the event a reconvened General Shareholders' Meeting is held within less than 40 (forty) days of an adjourned General Shareholders' Meeting, those entitled to participate in the General Shareholders' Meeting shall be determined in accordance with the list of persons entitled to participate in the adjourned General Shareholders' Meeting.

6. BODIES ESTABLISHED TO HOLD THE GENERAL SHAREHOLDERS' MEETING.

- 6.1. The General Shareholders' Meeting shall be presided over by the General Director of the Company unless the Board of Director decides otherwise. The Chairman of the General Shareholders' Meeting shall conduct the meeting and, among other things:
- 6.1.1. declare the meeting open and closed;
 - 6.1.2. introduce those presenting information on agenda items;
 - 6.1.3. control deliberations on agenda items; and
 - 6.1.4. perform other functions provided for hereunder.
- 6.2. For the purposes of participation in the conduct of a General Shareholders' Meeting held in the form of a meeting, the Chairman of the meeting may decide to form a Presidium of the General Shareholders' Meeting.
- The Chairman and members of the Presidium shall jointly conduct the General Shareholders' Meeting and perform the functions provided for under Clauses **6.1.1 – 6.1.3** hereof.
- 6.3. In order to keep minutes of the General Shareholders' Meeting, the Chairman of the General Shareholders' Meeting shall appoint a Secretary of the General Shareholders' Meeting.
- 6.4. The Secretary of the General Shareholders' Meeting shall perform the following functions:
- provide answers to questions asked by participants in the General Shareholders' Meeting with respect to its rules of procedure and related to the application of these Regulations and compliance with the requirements of applicable law, as well as take measures to resolve conflicts connected with the rules of procedure of the General Shareholders' Meeting;
 - arrange for the keeping of the minutes of the General Shareholders' Meeting.
- 6.5. The functions of the Company's tallying commission shall be performed by the Registrar of the Company. Registrar of the Company performing the functions of the tallying commission shall verify the powers of and register persons participating in the General Shareholders' Meeting, determine the quorum of the General Shareholders' Meeting, clarify matters arising in connection with the exercise by shareholders (or their representatives) of voting rights at the meeting, clarify the voting procedure on matters to be voted on, ensure the observation of the established voting procedure and the rights of shareholders to participate in voting, tally the votes, sum up the voting results, draw up the minutes of the voting results, submit voting ballots to the archives and perform other functions provided for hereunder.

7. PROCEDURE FOR HOLDING THE GENERAL SHAREHOLDERS' MEETING AND VOTING ON THE AGENDA ITEMS OF THE GENERAL SHAREHOLDERS' MEETING HELD IN THE FORM OF A MEETING (JOINT PRESENCE OF SHAREHOLDERS TO DISCUSS AGENDA ITEMS AND TAKE DECISIONS ON MATTERS PUT TO A VOTE).

- 7.1. The General Shareholders' Meeting held in the form of a meeting shall be declared open if by the time of its commencement there is a quorum with respect to at least one item on the agenda of the meeting. Registration of those who are entitled to take part in the General Shareholders' Meeting and who did not register for participation in the General Shareholders' Meeting prior to its commencement shall be terminated at the close of discussion of the last agenda item (the last agenda item with respect to which there is a quorum) and before the start of the time allocated for voting to those who failed to cast their ballots before that time.
- 7.2. In the event there is no quorum on any of the agenda items as of the moment of the beginning of the General Shareholders' Meeting, the Registrar performing the functions of tallying commission shall so inform the Chairman of the General Shareholders' Meeting. The Chairman of the General Shareholders' Meeting shall decide on the period of adjournment of the beginning of the General Shareholders' Meeting. The beginning of the General Shareholders' Meeting may not be adjourned for more than 2 (two) hours.
- In the event the beginning of the General Shareholders' Meeting is adjourned, the minutes of the General Shareholders' Meeting shall reflect the actual time of the beginning of the General Shareholders' Meeting.
- 7.3. Items shall be considered and voted on at the General Shareholders' Meeting in the order of priority determined in the approved agenda.

The order in which the items are to be considered may be changed by decision of the Chairman of the meeting.

- 7.4. Discussion of items on the agenda of the General Shareholders' Meeting shall consist of the provision to the persons participating in the meeting of information on the agenda items and of the provision to them (if required) of clarifications on agenda items and on the information furnished to them.

Items of the agenda of the General Shareholders' Meeting shall be discussed in accordance with the procedure established by Clauses **7.5 – 7.8** hereof.

- 7.5. Persons participating in the General Shareholders' Meeting shall receive information on the agenda item under discussion in the form of reports (statements) delivered by:

- the speakers appointed and announced by the Chairman of the meeting;
- persons (or their representatives) who participate in the meeting and have announced their intention to provide additional information on agenda items. Such announcements shall be submitted in writing to the Chairman of the General Shareholders' Meeting prior to the commencement of the consideration of the relevant agenda item. The announcement shall specify the name of the person, the wording of the agenda item to be reported on, the time required for the speech and the number of votes to be cast by such person on the agenda item under discussion.

- 7.6. Each person (or a representative) taking part in the meeting shall have the right to request clarifications on any agenda item and on the information presented from the Chairman of the meeting, members of the Presidium or the person/s presenting such information. Such request shall be submitted in writing to the Chairman of the General Shareholders' Meeting prior to the commencement of consideration of the next agenda item. The request shall specify the name of the person participating in the meeting and the number of votes to be cast by such person on the agenda item under discussion.

Each request in writing duly filled out shall be considered at the meeting.

If, in the opinion of the Chairman of the meeting, a member of the Presidium or a person/s providing information, it is impossible to immediately provide an exhaustive clarification or if a person (representative) taking part in the meeting requests a clarification in writing on the item of interest to him/her, such clarification in writing shall be furnished to the applicant within 10 (ten) days after the General Shareholders' Meeting is closed. Clarification in writing may only be furnished if the request is duly filled out in accordance with the first paragraph of this clause.

- 7.7. The time for the delivery of reports (information) on items of the meeting's agenda and of clarifications in response to requests shall be determined by the Chairman of the meeting, provided that:

- a speaker appointed by the Chairman of the meeting shall have at least 10 minutes but no more than 45 minutes to speak;
- a person (representative) taking part in the meeting and providing additional information on an agenda item shall have at least 5 minutes to speak;
- a person making a clarification in response to a request shall have at least 10 minutes to speak.

A speaker does not need to use up all the time allotted to him/her by the Chairman of the meeting.

The Chairman of the meeting may not comment on a report or interrupt a speaker except where the speaker breaches the rules of procedure provided for hereunder.

- 7.8. The necessity for breaks during the General Shareholders' Meeting and their duration shall be determined by the Chairman of the meeting.

No break in the General Shareholders' Meeting may be announced during the discussion of an agenda item.

- 7.9. The persons (or their representatives) registered to participate in the General Shareholders' Meeting shall be given an opportunity to vote on agenda items at any time from the moment of their registration until the expiry of the voting period determined pursuant to Section **7.10** hereof and the commencement of the tallying of the results of the vote on the items of the General Meeting's agenda.

- 7.10. Following the discussion of the last item of the agenda of the General Shareholders' Meeting with respect to which there is a quorum, the Chairman of the meeting shall additionally allot a period of at least 30 minutes for voting to those who failed to cast ballots by that time. Upon expiry of this period the vote counting shall start.
- 7.11. Those who registered to take part in a General Shareholders' Meeting to be conducted in the form of meeting by attendance shall be entitled to vote on all agenda items as of the moment the meeting is declared open, and until it is closed, and if the voting results and decisions passed by the General Shareholders' Meeting are announced at the meeting, as of the moment of the meeting commencement and until start of vote counting for meeting's agenda items put to vote.
- 7.12. After the minutes on the results of the vote is drawn up and the minutes of the General Shareholders' Meeting are signed, the voting ballots shall be sealed by the Registrar of the Company performing the functions of tallying commission and handed over to the Company's archives for safekeeping.

8. VOTING BALLOT AT THE GENERAL SHAREHOLDERS' MEETING.

- 8.1. The voting ballot shall contain:
- 8.1.1. the full official name and location of the Company;
- 8.1.2. the form in which the meeting is to be held (meeting or absentee voting);
- 8.1.3. date, location and time of the General Shareholders' Meeting and the mailing address to which filled-out voting ballots may be sent or, in the event the General Shareholders' Meeting is to be held in the form of an absentee voting, the final date of acceptance of voting ballots and the mailing address to which filled-out ballots are to be sent;
- 8.1.4. the language of resolutions on each item (name of each candidate) on which such ballot is to vote;
- 8.1.5. voting options with respect to each agenda item – “for ,” “against” or “abstain ” – and margins opposite each voting option to mark the number of votes cast for each voting option and, if the voting ballot is used in a cumulative vote to elect members of the board of directors, also containing:
- an indication that the members of the Board of Directors of the Company are elected by a cumulative vote and an explanation of the nature of a cumulative vote;
 - a margin for marking, opposite the name of each candidate, the number of votes cast for the relevant candidate by the person taking part in the meeting and opting “for”;
 - clarifications stating that the fraction of a vote obtained by multiplying the number of votes held by the shareholder of a fraction of a vote by the number of persons to be elected to the Board of Directors of the Company may only be cast in favor of one candidate;
- 8.1.6. an indication that the voting ballot is to be signed by the shareholder; and
- 8.1.7. clarifications that:
- the voter may only select one voting option except where the voting is in accordance with the instructions of persons who acquired shares after the date of the list of persons entitled to take part in the meeting or in accordance with the instructions of holders of depositary securities;
 - if the ballot contains more than one voting option, the margins for the number of votes cast for each voting option are to indicate the number of votes cast for the relevant voting option and that the voting is in accordance with the instructions of the acquirer of shares transferred after the date of the list of those entitled to take part in the meeting and/or in accordance with the instructions of holders of depositary securities;
 - the one voting under a power of attorney issued with respect to shares transferred after the date of the list of those entitled to take part in the General Shareholders' Meeting shall, in the margin with the number of votes marked opposite the chosen voting option, indicate the number of votes cast for the chosen voting option and indicate that the voting is under a power of attorney issued with respect to shares transferred after the date of the list of those entitled to take part in the meeting;

- if, after the date of the list of those entitled to take part in the meeting, not all of the shares were transferred, the voter shall, in the margin to indicate the number of votes opposite the chosen voting option, indicate the number of votes cast for the chosen voting option and note that part of the shares was transferred after the date of the list of those entitled to take part in the meeting. If, with respect to shares transferred after the date of the list of those entitled to take part in the meeting, the instructions received from the acquirer of such shares coincide with the chosen voting option, such votes shall be summed.

8.2. In addition to the above, the voting ballot may indicate:

- 8.2.1. the language of every item put to a vote and the order of priority of its consideration;
- 8.2.2. the manner in which the chosen voting option is indicated;
- 8.2.3. the full name of the person entitled to take part in the General Shareholders' Meeting;
- 8.2.4. the number of votes the person entitled to take part in the General Shareholders' Meeting may cast with respect to each item on the agenda of the meeting;
- 8.2.5. margins where the persons who have indicated the number of votes cast for the chosen voting option/s may mark, in each case, that:
 - the voting is in accordance with the instructions of the acquirer of shares transferred after the date of the list of persons entitled to take part in the meeting;
 - the voting is in accordance with the instructions of holders of depository securities;
 - the voting is under a power of attorney issued with respect to shares transferred after the date of the list of those entitled to take part in the meeting;
 - part of the shares was transferred after the date of the list of those entitled to take part in the meeting;
- 8.2.6. other information determined by the Board of Directors of the Company or provided for under applicable law.

The voting ballot may not contain two or more items on the agenda of the General Shareholders' Meeting if the voting on such items is to be by different groups of voters.

9. PROCEDURE FOR APPROVING THESE REGULATIONS AND FOR AMENDMENTS AND ADDITIONS HERETO.

- 9.1. These Regulations shall be approved at the General Shareholders' Meeting by a majority of votes of the shareholders holding the Company's voting shares and participating in the meeting.
- 9.2. Additions and amendments to these Regulations may be introduced by the General Shareholders' Meeting by a majority of votes of the shareholders holding the Company's voting shares and participating in the meeting.
- 9.3. If, as a result of a change in the Russian Federation law or the Company's Charter, certain provisions of these Regulations come into conflict with such changes, these Regulations shall apply inasmuch as they do not conflict with applicable law and the Company's Charter.