



APPROVED  
by Annual General Shareholders' Meeting  
of OJSC Rostelecom held on June 15, 2015

Minutes No 01 as of June 17, 2015

**CHARTER**  
**OF PUBLIC JOINT-STOCK COMPANY**  
**LONG-DISTANCE AND INTERNATIONAL TELECOMMUNICATIONS "ROSTELECOM"**

(revised version No 15)

Public Joint-Stock Company Long-Distance and International Telecommunications "Rostelecom" (hereinafter, the Company) is established in accordance with the Law of the Russian Federation # 153-1 "On Privatization of State and Municipal Enterprises in the Russian Federation" dated July 3, 1991, as amended by the Law of the Russian Federation dated June 5, 1992, and pursuant to the State Program for Privatization of State and Municipal Enterprises in the Russian Federation for the year 1992, approved by Resolution # 2980-1 of the Supreme Council of the Russian Federation, dated July 11, 1992.

The founder of the Company is the State Committee of the Russian Federation for State Property Management.

The Company is the legal successor of the State Communications Enterprise "Rostelecom" and thus acquired the rights and obligations arising from participation in JSC "Intertelecom", as well as the rights and obligations formerly held by the state enterprises incorporated into the State Communications Enterprise "Rostelecom".

Based on the decision adopted by the General Shareholders' Meeting of OJSC Rostelecom on June 26, 1999, the Company was reorganized by means of a merger with the Joint-Stock Company "Moscow Long-Distance and International Telephoning" (JSC "MMT"), registered by the Moscow Registration Chamber on September 22, 1993, Registration # 6316. In accordance with the Transfer Certificate, dated June 17, 1999, and the Merger Agreement # 465, dated June 17, 1999, between the Company and JSC "MMT" and approved by the General Shareholders' Meeting of OJSC Rostelecom on June 26, 1999, and by the General Shareholders' Meeting of JSC MMT on June 29, 1999, the Company is a legal successor to all rights and obligations of the Joint-Stock Company "Moscow International and Long-Distance Telephoning" with respect to all of its debtors and creditors, including obligations in dispute. In August 28, 2000, the Moscow Registration Chamber registered the termination of JSC "MMT" as a result of its merger with OJSC Rostelecom.

Based on the decision adopted by the General Shareholders' Meeting on the year 2009, which was held on June 26, 2010 (Minutes #1 dated June 30, 2010), the Company was reorganized by means of a merger with the following businesses: Joint-Stock Company "Uralsvyazinform" (JSC "Uralsvyazinform", 11 Moskovskaya street, Yekaterinburg, Russian Federation, 620014, OGRN 1025900510349); Joint-Stock Company "VolgaTelecom" (JSC "VolgaTelecom", the "Telecommunication Building", M. Gorkogo Square, Nizhniy Novgorod, Russian Federation, 603000, OGRN 1025203014781); Joint-Stock Company "Yuzhnaya Telekommunikatsionnaya kompaniya" /"Southern Telecommunication Company"/ (JSC "UTK", 66 Karasunskaya street, Krasnodar, Russian Federation, 350000, OGRN 1022301172112); Joint-Stock Company "Dalnevostochnaya kompaniya elektrosvyazi" /"Far East Telecom" (JSC "Dalsvyaz", 57 Svetlanskaya street, Vladivostok, Russian Federation, 690091, OGRN 1022501276159); Joint-Stock Company "SibirTelecom" (JSC "SibirTelecom", 53 M. Gorkogo street, Novosibirsk, Russian Federation, 630099, OGRN 1025403189778); Joint-Stock Company "Severo-zapadnyi telecom" /"North-West Telecom"/ (JSC "SZT", 14/26 Gorokhovaya street, Saint Petersburg, Russian Federation, 119186, OGRN 1027809169849), Joint-Stock Company "Centralnaya Telekommunikatsionnaya kompaniya" /"CenterTelecom"/ (JSC "CenterTelecom", 23 Proletarskaya street, Khimki, Moscow region, Russian Federation, 141400, OGRN 1025006174710); Joint-Stock Company of "Communication and Information Technology of the Republic of Dagestan" (JSC "Dagsvyazinform", 33 Rasula Gamzatova avenue, Makhachkala, the Republic of Dagestan, the Russian Federation, 367000, OGRN 1020502624493).

The Company is a legal successor to all rights and obligations of JSC "Uralsvyazinform", JSC "VolgaTelecom", JSC "UTK", JSC "Dalsvyaz", JSC "Sibirtelecom", JSC "SZT", JSC "CenterTelecom", JSC "Dagsvyazinform" in respect of all the debtors and creditors, including obligations in dispute and questioned liabilities in accordance with the Transfer Certificate, dated May 17, 2010, and approved by the General Shareholders' Meeting of JSC "Uralsvyazinform" (Minutes dated June 23, 2010); approved by the General Shareholders' Meeting of JSC "VolgaTelecom" (Minutes #10 dated June 22, 2010), in accordance with the Transfer Certificate dated March 31, 2010; approved by the General Shareholder's Meeting of JSC "UTK" (Minutes #21 dated June 16, 2010), in accordance with the Transfer Certificate dated May 21, 2010; approved by the General Shareholders' Meeting of JSC "Dalsvyaz" (Minutes #20 dated June 28, 2010), in accordance with the Transfer Certificate dated May 17, 2010; approved by the General Shareholders' Meeting of JSC "Sibirtelecom" (Minutes #1 dated June 8, 2010), in accordance with the Transfer Certificate dated March 31, 2010; approved by the General Shareholders' Meeting of JSC "SZT" (Minutes #01-10 dated June 23, 2010), in accordance with the Transfer Certificate dated May 21, 2010; approved by the General Shareholders' Meeting of JSC "CenterTelecom" (Minutes #18 dated June 28, 2010), in accordance with the Transfer Certificate dated March 31, 2010; approved by the General Shareholders' Meeting of JSC "Dagsvyazinform" (Minutes # 20 dated July 28, 2010) .

On April 1, 2011, the Inter-District Office of the Federal Tax Administration #15 in Saint Petersburg registered the termination of JSC "Uralsvyazinform", JSC "VolgaTelecom", JSC "UTK", JSC "Dalsvyaz", JSC

“Sibirtelecom”, JSC “SZT”, JSC “CenterTelecom”, and JSC “Dagsvyazinform” as a result of their merger with the Company.

Based on the decision adopted by the Extraordinary General Shareholders’ Meeting on June 26, 2013 (Minutes # 2 dated June 27, 2013), the Company was reorganized by means of a merger with and into the Company of Open Joint-Stock Company "Telecommunications Investment Company" (OJSC "Szyazinvest", 55 Bld. 2, Plyushchikha Street, 119121, Moscow, OGRN 1027739875998), Open Joint-Stock Company "NATIONAL TELECOMMUNICATIONS" (OJSC "NTC", 1 Bld. 26 Nagatinskaya St. Moscow, 117105, Russian Federation, OGRN 1067746431081), Open Joint-Stock Company "National Cable Networks" (OJSC "NCN", 1 Bld. 26 Nagatinskaya St. Moscow, Russian Federation, 117105, OGRN 1026900515070), Open Joint-Stock Company "St. Petersburg Cable Television Company" (OJSC "TCT", 34A Vereyskaya St., OGRN 1027809181927), Closed Joint-Stock Company "ELKATEL" (CJSC "ELKATEL", 27 16th Parkovaya St., Moscow, 105484, OGRN 1037739783168), Open Joint-Stock Company "National Cable Networks-EuroAsia" (OJSC "NCN -EuroAsia", 13, 8th of March St., Yekaterinburg, 620014, Russian Federation, OGRN 1026600666950), Closed Joint-Stock Company "Novosibirsk Antenna Cable Television Broadcasting" (CJSC "NovACTV", 15/3 Vystavochnaya St., Novosibirsk, 630078, Russian Federation, (OGRN 1135476000637), Closed Joint-Stock Company "Teleset-Service" (CJSC "Teleset-Service", Office 501, 13, 8th of March St., Yekaterinburg, 620014, Russian Federation, OGRN 1126671022323), Closed Joint-Stock Company "ELTELEKOR" (CJSC "ELTELEKOR", 47 A Lenina Prospekt, Elektrostal, 144000 Moscow Region, OGRN 1125053003767), Open Joint-Stock Company "Mostelesest" (OJSC "Mostelesest", 1 Bld. 26 Nagatinskaya St., Moscow, 117105, OGRN 1057749570416), Open Joint-Stock Company "Mostelecom" (OJSC "Mostelecom", 22 Bld. 2, 4 Bolshoy Karetny Side Street, Moscow, 127051, Russia, OGRN 1037700050079), Closed Joint-Stock Company "TELESET" (CJSC "TELESET", 8 Rakhimova St., Kazan, 420006, Republic of Tatarstan, Russian Federation, OGRN 1121690089399), Closed Joint-Stock Company "TELESET INVEST" (CJSC "TELESET INVEST", 8 Rakhimova St., Kazan, 420006, Republic of Tatarstan, Russian Federation, OGRN 1121690089355), Open Joint-Stock Company "TNPKO" (OJSC "TNPKO" 8 Rakhimova St., Kazan, 420006, Republic of Tatarstan, Russian Federation, OGRN 1021603618189), Closed Joint-Stock Company "Simbirsky Telecommunications Systems" (CJSC "STS", 21 B, Ryabikova St., Ulyanovsk, 432045, Russian Federation, OGRN 1127327004155), Closed Joint-Stock Company "Svyazinvest" (CJSC "Svyazinvest", 4 Yamasheva Blvd., Naberezhnye Chelny, 423800, Republic of Tatarstan, Russian Federation, OGRN 1121650022471), Open Joint-Stock Company "Russian Telecommunications Network" (OJSC "RTN", 2/15, Maroseyka St., Moscow, 101000, Russia, OGRN 1027700555200), Closed Joint-Stock Company "Novgorod Datacom" (CJSC "Novgorod Datacom", 16/5 Nikolskaya St., Velikiy Novgorod, 173000, OGRN 1095321000510), Closed Joint-Stock Company "Parma-Infom" (CJSC "Parma-Infom", 86/1 Pervomayskaya St., 167982, Syktyvkar, Komi Republic, Russia, OGRN 1091101000946), Closed Joint-Stock Company "ENTER" (CJSC "ENTER", 56 Bld. 2 Mishina St., Moscow, 127083, Russian Federation, OGRN 1137746017860), and Open Joint-Stock Company "Ingushelektrosvyaz" (OJSC "Ingushelektrosvyaz", 1a, Seynaroyeva St., Ordzhonikidzevskaya railway station, Sunzhenskiy district, Republic of Ingushetia, 386200, OGRN 1060608012552)

On October 1, 2013 the Inter-District Office of the Federal Tax Administration #15 in Saint Petersburg registered the termination of OJSC "Szyazinvest", OJSC "NTC", OJSC "NCN", OJSC " TCT", CJSC "ELKATEL", OJSC " NCN -EuroAsia", CJSC " NovACTV", CJSC " Teleset-Service", CJSC "ELTELEKOR", OJSC "Mostelesest", OJSC "Mostelecom", CJSC "TELESET", CJSC "TELESET INVEST", OJSC "TNPKO", CJSC "STS", CJSC "Svyazinvest", OJSC "RTN", CJSC "Novgorod Datacom", CJSC "Parma-Infom", CJSC ENTER and OJSC "Ingushelektrosvyaz" as a result of their merger with the Company.

Based on the decision adopted by the General Shareholders’ Meeting of the Company on June 15, 2015 (Minutes # 01 of June 17, 2015) the full and abbreviated brand names of the Company were changed to Public Joint-Stock Company Long Distance and International Telecommunications "Rostelecom" and PJSC Rostelecom.

The legal status of the Company is determined by the Civil Code of the Russian Federation, the Federal law of the Russian Federation # 208 FZ "On Joint-Stock Companies" of 26.12.1995 (hereinafter, the Federal law "On Joint-Stock Companies", other laws of the Russian Federation, other legal acts of the Russian Federation adopted by appropriate state bodies within their competence, and by this Charter.

In the event that the applicable Federal laws and other legal acts of the Russian Federation are further amended or supplemented, this Charter will remain effective in all respects not contradicting the binding legislation thereof.

In respect of issues not covered by this Charter, the Company shall be guided by applicable Russian Law, as well as by other legal acts adopted by appropriate state bodies within their authority.

The Company is established for an unlimited term.

## **Article 1. Name and Location of the Company**

1.1. The full brand name of the Company is *Публичное акционерное общество междугородной и международной электрической связи «Ростелеком»*.

The abbreviated brand name of the Company is *ПАО «Ростелеком»*.

1.2. The full brand name of the Company in English is Public Joint-Stock Company Long-Distance and International Telecommunications "Rostelecom".

The abbreviated brand name of the Company in English is PJSC Rostelecom.

1.3. The Company is located in Saint-Petersburg, Russian Federation.

The standing collective executive body of the Company, the Management Board (hereinafter, the Management Board), is located at: 15 Dostoevskogo street, Saint-Petersburg, 191002, Russian Federation.

The sole person executive body of the Company, viz., the President (hereinafter, the President), is located at the following address: 14 Pervaya Tverskaya-Yamskaya street, Moscow, 125047, Russian Federation.

1.4. The Company has been assigned the following General State Registration Number ("OGRN"): 1027700198767.

## **Article 2. The Legal Status of the Company**

2.1. The Company is a legal entity under the laws of the Russian Federation, it maintains a separate balance sheet, has round corporate seals showing its full official name in the Russian language and indicating its location, has current bank accounts, various currency bank accounts and other bank accounts, has stamps, letterheads bearing its official name, operates its own emblem, has duly registered trademarks and other means of visual identification.

The Company is entitled to have an unlimited number of round seals intended, in particular, for use by the detached and other subdivisions constituting the Company's structure, for certification of bills (invoices), approving financial documents and other documents. Apart from the information required by the applicable laws, the Company's seals may also bear a legend pointing to their specific field of application. The procedures for the manufacturing and exploitation of the Company's seals and stamps are established in the Regulations "On the Procedures for Manufacturing and Exploitation of the Seals and Stamps of the Company".

2.2. The Company acquired the rights of a legal entity as of the moment of its state registration on September 23, 1993.

2.3. To accomplish its business goals, the Company enters into transactions on its own behalf, acquires property and non-property rights, undertakes obligations, may sue and be sued in trial and intermediate courts.

2.4. The Company owns property reflected on its separate balance sheet, including the property contributed to its charter capital by the founder in the course of the Company's foundation, as well as the property contributed to the Company as payment for its shares.

2.5. The Company is liable for its obligations with all its property and property rights, which may be recovered under applicable Russian Law. The shareholders shall be liable for the Company's obligations in amount of their contributions to the Company's property as payment for its shares (their holdings of shares), unless applicable Russian Law and this Charter provide for otherwise.

2.6. The Company is not liable for any obligations of the state and of its shareholders, and neither is the state liable for obligations of the Company.

2.7. The Company has the right to establish, both on the territory of the Russian Federation and abroad, branches and representative offices, as well as subsidiaries and dependent companies, and is entitled to have up to 100 (hundred) percent interest share in the charter capitals thereof.

2.8. The Company is entitled to organize business companies and partnerships jointly with Russian and/or foreign individuals and/or legal entities.

The Company is entitled to found or have interest in any legal entities in which joint-stock companies are entitled to participate in compliance with applicable Russian Law.

2.9. Branches are separate subdivisions of the Company located in places other than the Company's location and performing part of the Company's functions, including the functions of a representative office. The Company affiliates Macroregional branches and other branches of the Company which are functionally and/or administratively subordinate to the Macroregional branches (hereinafter, the Branches).

Representative offices are separate subdivisions of the Company located outside the Company's location and representing and protecting the Company's interests. Decisions on foundation and liquidation of branches (opening and closing the representative offices) are adopted by the Board of Directors of the Company (hereinafter also, the Board of Directors).

2.10. The Company provides its Branches with fixed and working assets and resources required for performing relevant Company functions. The property supplied by the Company to the Branches, as well as the property acquired by the Branches themselves, is deemed to be in the Company's ownership and is reflected on its balance sheet. Being an integral part of the Company, the Branches use and dispose of the aforementioned property within the scope of their rights and authorities provided for by this Charter, internal regulations of the Company, the Regulations on the Branch, and General Powers of Attorney issued by the Company to the directors of the Branches.

2.11. Branches and representative offices are not legal entities and participate in the Company's business on behalf of the Company, on the basis of individual Regulations on the Branch or representative office as approved by the Board of Directors.

2.12. The Company is liable for obligations arising in the process of the Branches' participation in business on behalf of the Company.

2.13. Subsidiaries and dependent companies are separate legal entities, which are not liable for the Company's obligations, and the Company is not liable for the obligations of its subsidiaries unless applicable Russian Law provide otherwise.

2.14. The Company independently devises plans of production, business and other activities, as well as programs for the social development of its employees. The Company's plans are generally based on contracts with consumers of its products and services and with suppliers of logistical and other resources, as well as on decisions of the Company's Executive Bodies and the Board of Directors adopted within their authority as established by this Charter.

2.15. The sale of products, performance of work and provision of services is regulated by prices and rates established by the Company at its own discretion, unless otherwise provided for by the applicable laws.

2.16. The Company is authorized to join, at its own discretion, the existing and/or newly created unions, associations, inter-industry, regional and other affiliations, on the terms complying with the applicable antimonopoly laws of the Russian Federation and through the procedures stipulated by the laws and other legal acts of the Russian Federation.

2.17. The Company is authorized to hire Russian and foreign specialists for its business and independently decide upon the form, system, amount and class of their payment.

The Company is entitled to reimburse the members of the Company's Board of Directors and the Management Board and other officers for the damages incurred by them in the course of performance of their assigned responsibilities and/or the Company's representative functions, arising out of claims, suits and demands raised against the members of the Company's Board of Directors and the Management Board and other officers, and as a result of imposition of sanctions of a pecuniary nature by third persons, including sanctions imposed by the state and the municipal authorities.

The Company is entitled to enter into agreements to insure against liability for damage of the members of the Company's Board of Directors and the Management Board and other officers, which they may cause to third persons during performance of their assigned functions and/or the Company's representative functions.

2.18. The Company is entitled to perform other activities not prohibited by the law.

2.19. To comply with the state, social, economic and tax policies of the state, the Company undertakes to arrange appropriate storage of its documents (managerial, financial, business, personnel-related, and others), to deposit documents of historic and scientific value into storage with the state, and to provide storage and use, through established procedures, of personnel-related documents and personal information of the Company's employees.

### **Article 3. Goals and Business Scope of the Company**

3.1. The primary goal of the Company is to create a profit by provision of telecommunication services within the territories specified in licenses, issued to the Company by an authorized government authority and carrying out other business activities.

3.2 To achieve its goal the Company conducts the following activities:

3.2.1. Provision of telecommunication services, including:

- local, intra-zone, home and international long-distance telephone services;
- communication services related to provision of communication circuits;
- data services;
- electronic data communications services;
- provision of access to communication services with the use of access codes to telecommunication services;
- communication services for cablecasting;
- universal communication services.

3.2.2. Engineering, deployment, operation and development of communication networks in the territory of the Russian Federation and management of networks in the Russian Federation.

3.2.3. Provision of communication networks interconnection and traffic transit services;

3.2.4. Carrying out design works, construction, installation and commissioning operations aimed at creation and operation of communication systems and facilities.

3.2.5. Installation, operation and maintenance of technology and telecommunication equipment.

3.2.6. Engineering surveying and design works.

3.2.7 Performance of general contractor's functions.

3.2.8. Execution of investment projects.

3.2.9. Carrying out research activities in communications and implementation and use of the results of such research.

3.2.10. Carrying out real estate transactions as well as construction, reconstruction, restoration and upkeep of buildings and facilities, blocks of flats, community infrastructures and facilities and transportation lines.

3.2.11. Transportation of goods and passengers for ensuring operation of existing communication facilities and those under construction.

3.2.12 Sales and promotion activities.

3.2.13. Protection of data constituting a state secret, a communication secret pursuant to applicable law.

3.2.14. Carrying out operations with the use of data constituting a state secret, performance of activities and/or provision of services related to protection of state secrets.

3.3. Possessing general legal competence the Company is entitled to carry out any other activities that are not banned by Russian Federation law.

3.4. Activities subject to licensing are carried out under relative licenses obtained according to a statutory procedure.

3.5. The Company ensures to users equal access to communication facilities and circuits owned by them, and provides on a priority basis communication circuits and paths for defense, government, state security and law enforcement including emergency situations.

3.6 The Company carries out international business activities pursuant to applicable law.

#### **Article 4. Branches and Representative Offices of the Company**

4.1. The Company has various branches and representative offices listed in the Appendix 1, which is an integral part of this Charter.

4.2. Opening other branches and other representative offices of the Company, as well as liquidation of branches and closing down representative offices, shall be effected upon a decision of the Board of Directors of the Company.

4.3. Introduction of amendments and additions to the Company's Charter related to opening and liquidating branches, opening and closing representative offices of the Company, is effected upon the decision of the Board of Directors of the Company.

4.4. After a decision on foundation (or liquidation) of a Branch or opening (or closing) a representative office is adopted, the Board of Directors approves (or declares ineffective) the Regulations on the Company's

branch(es) (or representative office(s)) implied. Amendments to the Regulations on the Company's branches (or representative offices) must be made by the Board of Directors.

4.5. The director of each Branch and the head of a representative office (hereinafter, the Branch Director) are appointed and dismissed at the Company's discretion by President of the Company.

The Branch Director acts on the basis of a General Power of Attorney, which is issued to him/her and which defines the limits of his/her authority, as well as on the basis of other powers of attorney issued to the Branch Director for the performance of functions not provided for under the General Power of Attorney. The Branch Director shall act as a vice-president of the Company as long as it is expressly stated in the Regulations on the particular branch implied.

4.6. The Branch/Representative Office Director shall act on behalf of the Company within the scope of authority granted to him/her by the General Power of Attorney and the Regulations on the branch (or representative office).

4.7. The Branch participates in business on behalf of the Company on the territory constituting the Branch operation area (hereinafter, the Branch Operation Area), as set out by the Company. The Branch Operation Area may cover territories of several constituent entities of the Russian Federation. The Company has subdivisions included in the Branch structure and subject to its administrative and functional control in the Branch Operation Area.

4.8. A Branch is financed solely by the Company's funds.

4.9. The operations of a Branch are financed on the basis of budgets approved by the Company for the relevant period.

4.10. In order to finance a Branch, the Company may open and close bank accounts, if necessary, for different classes of financing at the location of the Branch, including the subdivisions that comprise the structure of, and administratively report to, the Branch, arrange for a cash office and provide the Branch Director with the authority to dispose of the funds available on these accounts and in the cash office.

4.11. To facilitate settlements with the buyers (consumers) of goods (work, services), the Company may open and close, at the location of the Branch, including the subdivisions comprising the structure of, and administratively reporting to, the Branch, bank accounts and arrange cash offices for settlements in cash. The Branch Director is not authorized to dispose of the funds held in such accounts and in such cash offices.

4.12. A Branch is not an independent tax payer, nor does it have the right to sell goods (works, services) independently. A Branch shall perform the Company's obligations to pay taxes and duties in accordance with the applicable tax laws of the Russian Federation, Accounting Policy of the Company and Regulations on the Branch.

#### **Article 5. Charter Capital of the Company. Placed and authorized shares**

5.1. The Charter Capital of the Company comprises 7,280,089.4250 (seven million two hundred and eighty thousand eighty nine point four thousand two hundred and fifty) rubles and is defined as a total of the par values of the placed shares.

The Company has placed the following shares:

- 2,669,204,301 (two billion six hundred and sixty nine million two hundred and four thousand three hundred and one) ordinary shares;
- 242,831,469 (two hundred and forty two million eight hundred and thirty one thousand four hundred and sixty nine) Type A preference shares.

5.2. The par value of a share is 0.0025 (twenty-five ten-thousandths) rubles.

All shares of the Company are registered and are in non-documentary form.

The Type A preference shares are issued within the limit of 25 (twenty five) percent of authorized capital amount specified in clause 5.1 hereof.

In accordance with this Charter, the par value of the placed preference shares of all types may not be defined by an amount exceeding 25 (twenty five) percent of the Charter Capital of the Company.

5.3. The Charter Capital shall determine the minimum amount of the Company's property that shall secure the interests of the creditors of the Company.

5.4. The Company has 2,613,935,751 (two billion six hundred and thirteen million nine hundred and thirty five thousand seven hundred and fifty one) authorized ordinary shares with par value of 0.0025 (twenty-five ten-thousandths) rubles each, which the Company is entitled to place in addition to the placed ordinary

shares, through the procedures established in this Charter, and which, upon placement, shall provide to the owners thereof the same rights as those provided by the ordinary shares.

5.5. The Company has five hundred and thirty one (531) authorized Type A preference shares with a par value of 0.0025 (twenty five ten-thousandths) rubles each, which the Company is entitled to place in addition to the placed preference shares through the procedure established in this Charter, and which, upon the placement, shall provide to the owners thereof the same rights as those provided by the Type A preference shares.

#### **Article 6. Increasing the Charter Capital**

6.1. The Charter Capital of the Company may be increased following the procedures stipulated by applicable Russian Law and by this Charter, as follows:

6.1.1. by increasing the par value of the shares of the Company;

6.1.2. by placing additional shares.

6.2. An increase of the Charter Capital of the Company by placing additional shares may be accomplished on the basis of the value of the Company's property. An increase of the Charter Capital of the Company by increasing the par value of the shares is implemented only on account of the value of the Company's property. The amount by which the Charter Capital of the Company is increased on account of the Company's property cannot exceed the difference between the value of the Company's net assets and the total value of the Charter Capital and the Company's reserves.

6.3. An increase of the Charter Capital of the Company by increasing the par value of the shares shall be exclusively effected on the basis of a resolution of the General Shareholders' Meeting of the Company, following the proposal of the Board of Directors.

6.4. An increase of the Charter Capital of the Company by placing additional shares is effected on the basis of a unanimous resolution of the General Shareholders' Meeting of the Company, except for the cases stated in paragraph 1 of clause 6.5 of this Charter; the vote(s) of previously discontinued member(s) of the Board of Directors shall be disregarded.

6.5. An increase of the Charter Capital of the Company by placing additional shares by closed subscription, as well as the increase of the Charter Capital of the Company by placing extra common shares through public subscription in the event that the amount of shares additionally placed through public subscription is more than 25 (twenty five) percent of ordinary shares placed earlier by the Company, is effected on the basis of a resolution of the General Shareholders' Meeting of the Company, following a three quarters majority vote by the holders of the Company's voting shares present in the meeting.

An increase of the Charter Capital of the Company by placing additional shares through public subscription in the event that the amount of extra shares placed through public subscription is 25 (twenty five) percent of the ordinary shares placed earlier by the Company or less, is effected on the basis of a unanimous resolution of the General Shareholders' Meeting of the Company; the vote(s) of previously discontinued member(s) of the Board of Directors shall be disregarded.

An increase to the Charter Capital of the Company by placing additional shares on the account of the Company's property is effected on the basis of a resolution of the Board of Directors of the Company, taken unanimously by all the members of the Board of Directors; the vote(s) of previously discontinued member(s) of the Board of Directors shall be disregarded.

6.6. The amount of shares authorized for placing as a means of increasing the Charter Capital of the Company by placing additional shares cannot exceed the amount stipulated in clauses 5.4 and 5.5 hereof.

#### **Article 7. Decreasing the Charter Capital**

7.1. The Charter Capital of the Company may be decreased through the procedures stipulated by applicable Russian Law and by this Charter, as follows:

7.1.1. by decreasing the par value of the shares of the Company;

7.1.2. by cancelling the shares bought-out by the Company following the decision of the Board of Directors and not sold by the Company within 1 (one) year from the date of their redemption by the Company;

7.1.3. by acquiring some of the total shares in order to reduce their total number, following a decision of the General Shareholders' Meeting;

7.1.4. by cancelling the shares redeemed by the Company through a procedure stipulated in this Charter.



7.2. A decision to decrease the Charter Capital of the Company by acquiring some of the shares in order to reduce their total number, or by cancelling the shares previously acquired or redeemed by the Company and not sold by the Company within 1 (one) year following such acquisition or redemption, shall be adopted in the General Shareholders' Meeting by a simple majority vote by the holders of the Company's voting shares that are present in the General Shareholders' Meeting.

A decision to decrease the Charter Capital of the Company by decreasing the par value of the shares of the Company shall be adopted in the General Shareholders' Meeting by a three quarters majority vote by the holders of the Company's voting shares that are present in the General Shareholders' Meeting.

7.3. In the event that the Company's balance sheet reflects shares that were acquired upon the decision of the Board of Directors or bought-out through the procedures provided for herein, the General Shareholders' Meeting is entitled to decide to reduce the Charter Capital by redeeming all or part of such shares. In the event that the aforementioned shares are maintained on the Company's balance sheet for more than 1 (one) year, the Board of Directors must call an extraordinary General Shareholders' Meeting in order to reach a resolution on decreasing the Charter Capital by means of redemption of all such shares.

7.4. Within 3 (three) working days after the decision to decrease the Charter Capital is adopted, the Company shall inform the state registration authorities and publish the notification about the anticipated decrease of its Charter Capital in the mass media that are responsible for publicity related to state registration of legal entities, at least twice on a monthly basis.

The following information must be provided in the aforementioned notification about the adopted decision to decrease the Charter Capital of the Company:

- 1) the full and abbreviated names of the Company and its location;
- 2) the size of the Charter Capital and the amount by which it is to decrease;
- 3) method, procedure and conditions of the decrease of the Charter Capital of the Company;
- 4) description of claiming procedures and conditions for the creditors of the Company stated in the next sentence of this Article, specifying the address (location) of the collective executive body of the Company, additional addresses at which the said claims could be made, as well as the contacts of the Company (phone numbers, fax numbers, emails etc.).

The creditor of the Company shall be entitled to seek premature fulfillment of relevant obligations of the Company in court, and, in case of its incapability to fulfill the obligations, – to discharge the obligations and reimburse the losses incurred, as long as the Creditor's right accrued before the announcement of the decrease of the Charter Capital of the Company was published, but no later than 30 (thirty) days from the date of publication of such announcement. The limitation of action period for appealing to court with such a claim is six months from the date that the notification of decrease of the Charter Capital of the Company is published.

7.5. The Company has no right to reduce its Charter Capital if, as a result of such a decrease, the value of the Charter Capital of the Company becomes less than the thousand-fold amount of the minimum wage, as determined by the Federal law, as of the date of the documents' being submitted for the state registration of the relevant changes to the Company's Charter; and, in case the Company is obliged to reduce its Charter Capital in accordance with the requirements of the current legislation of the Russian Federation, – as of the date of the Company's state registration.

## **Article 8. Placement and Paying up of Shares**

8.1. The Company is entitled to place its shares and other securities convertible into shares through both public and closed subscriptions, except for cases when applicable Russian Law permit the placement of shares only through public subscription.

The procedure and term of the shares' placement through public or closed subscription shall be determined by the Board of Directors or the General Shareholders' Meeting of the Company, as stipulated in clauses 6.4 and 6.5 hereof.

8.2. While increasing the Charter Capital by placing additional shares, the placed shares should be paid up at a market price, which shall be established by the Board of Directors together with adopting the decision to increase the Charter Capital, through the procedures and by methods stipulated by applicable Russian Law.

The price of the additional shares to be placed to the buyers with preemptive rights to buying shares may be lower than that for the other buyers, but no more than by 10 (ten) percent.

8.3. When additional shares are placed by subscription, the Company and any buyer of such shares execute a civil law agreement. Pursuant to such agreement, the additional shares are to be placed on condition of their full payment.

8.4. Payment for shares placed may be made in cash, things, shares in charter (pooled) capital of other business partnerships and companies, state or municipal bonds, exclusive rights subject to monetary valuation, other intellectual rights and rights under license agreements, unless otherwise provided by law.

The form of payment for additional shares is to be determined by a decision on placement of such shares.

8.5. Where the shares are to be paid up in non-monetary form, the monetary value of the property contributed as payment for the shares shall be determined by the Board of Directors. The market value of the property contributed as payment for the shares shall be determined through the procedures established by the applicable laws.

## **Article 9. Rights and Obligations of Shareholders Holding Ordinary Shares**

9.1. Each ordinary registered share in the Company shall provide its holder with the rights equal to those of any other holder of an ordinary registered share.

9.2. Each holder of ordinary registered shares shall be entitled to:

9.2.1. sell and otherwise dispose of the shares held at any time without the consent of other shareholders or approval from the bodies of the Company;

9.2.2. take part in the General Shareholders' Meeting with a right to vote on all issues within the terms of reference in person or by proxy. In the event that the shareholder has entered into the ownership of the shares after making by a registrar of the list of shareholders entitled to participate in the General Shareholders' Meeting, the shareholder may participate in the meeting only on the basis of a power of attorney issued by the former, previously enlisted holder of the shares;

9.2.3. receive dividends, if such are declared and paid out through the procedures stipulated by this Charter;

9.2.4. receive part of the property or the value of part of the Company's property remaining after the Company's liquidation (that is – after all the creditor settlements are accomplished) in proportion to the shares held, through the procedures and in the order of priority stipulated by applicable Russian Law and this Charter;

9.2.5. receive any extracts from the shareholders' register certified with the registrar's seal from the registrar and receive information on his/her personal account, as well as other information provided for by the legal acts of the Russian Federation, in the form, on conditions, through the procedures and within the term established in the Regulations on maintaining the shareholders' register approved by the registrar within its authority;

9.2.6. obtain information contained in this Charter, the Certificate of State Registration of the Company and other Company documents, other than documents containing state or commercial classified information;

9.2.7. defend, through legal procedures, his/her infringed civil rights and demand recovery for damages suffered from the Company in cases provided for by applicable Russian Law;

9.2.8. demand of the Company to redeem all or part of the holder's shares, in cases and through the procedures stipulated by applicable Russian Law;

9.2.9. sell shares to the Company in the event that the Company decides to redeem such shares;

9.2.10. demand any extract from the list of persons entitled to participate in the General Shareholders' Meeting that contains information on the shareholder from the Company.

A shareholder has to cover the expenses related to provision of the required/requested documents in the amount which shall not exceed the cost of making copies of the documents and sending the documents by mail.

9.3. A shareholder or a group of shareholders holding, in aggregate, no less than 2 (two) percent of the ordinary shares of the total number of the placed voting ordinary shares of the Company, as of the date of proposing issues to the agenda, are entitled to introduce issues for the agenda of the Annual General Shareholders' Meeting, as well as to propose candidates to the Board of Directors, the Audit Commission for the election, at the annual General Shareholders' Meeting, through the procedures, on conditions and within the terms established by this Charter.

9.4. A shareholder or a group of shareholders holding, in aggregate, no less than 10 (ten) percent of the ordinary shares of the total number of the placed ordinary shares of the Company, is entitled to:

- demand to call an extraordinary General Shareholders' Meeting of the Company;
- demand a review (an audit) of the financial and business operations of the Company.

9.5. Each holder of ordinary registered shares is obliged to:

- pay for the bought-out Company's placed shares through the procedure, in the amount, form and within the term established by this Charter and the decision on placing such securities;
- not disclose confidential information on the Company's operations;
- fulfill other obligations provided for in this Charter, internal regulations of the Company, as well as comply with the decisions of the General Shareholders' Meeting and of the Board of Directors adopted within their authority.

9.6. In the event that the Company were placing additional shares and issuing securities convertible into shares, which are placed through public subscription, the Company's shareholders have the preemptive rights to acquire such shares to the extent proportional to their shareholdings of the respective category (type), which shall be exercised in accordance with the procedures established by the Federal law.

9.7. The Company's shareholders shall have the right of access to the documents provided for under clause 35.1 of this Charter in the manner determined under Article 91 of the Federal law "On Joint-Stock Companies" and Article 35 of this Charter.

#### **Article 10. Rights and Obligations of Holders of Type A Preference shares**

10.1. Each Type A preference share of the Company shall provide its holder with the rights equal to those of any other holder of a Type A preference share.

10.2. The holders of Type A preference shares of the Company shall not be entitled to vote at the General Shareholders' Meeting, unless applicable Russian Law and this Charter provide for otherwise.

10.3. The holders of Type A preference shares shall be entitled to receive a fixed annual dividend, unless this Charter stipulates otherwise. The total amount payable as a dividend on each Type A preference share is established as 10 (ten) percent of the Company's net profits of the previous financial year, divided by the number of shares constituting 25 (twenty five) percent of the Charter Capital of the Company. Herewith, if the amount of dividends payable by the Company on each ordinary share in a given year exceeds the amount payable as dividend on each Type A preference share the amount of the latter dividend must be increased up to the amount of the dividend payable on ordinary shares.

10.4. Each holder of Type A preference shares shall be entitled to:

10.4.1. sell and otherwise dispose of the shares held at any time without the consent of the other shareholders or the bodies of the Company;

10.4.2. participate in the General Shareholders' Meeting with the right to vote on issues relating to reorganization and liquidation of the Company; as well as on the issue regarding filing an application with the Bank of Russia stating that the Company is relieved from information disclosure or information provision obligations, as stipulated by the applicable Russian laws on securities.

10.4.3. vote in the meetings of shareholders in cases when the adoption of amendments or additions to this Charter shall involve restriction of rights of the holders of preference shares, including establishment of or increasing the amount of the dividend and/or establishment of or increasing the liquidation quota payable on preference shares of the previous order of priority, or in case of providing the holders of preference shares of other types any privileges in respect of the order of priority of the dividend payment and/or the payment of the liquidation price of the shares.

The holders of Type A preference shares the amount of dividend on which is established in this Charter, shall be entitled to participate in the General Shareholders' Meeting with the right to vote on all issues on the meeting's agenda, starting from the meeting following a previous annual General Shareholders' Meeting, at which the decision not to pay out the dividends or to pay out only part of the dividends on Type A preference shares was adopted. The right of the holders of Type A preference shares to participate in the General Shareholders' Meeting shall be terminated as of the moment the dividends on such shares are paid in full.

Shareholders owning Type A preference shares shall also acquire voting right upon a decision at a General Shareholders' Meeting to file an application requesting a delisting of Type A preference shares;

10.4.4. receive part of the property or the value of part of the property remaining after the settlements with the Company's creditors are accomplished in the event of the Company's liquidation. The property remaining after the creditors' claims' satisfaction shall be used to effectuate payments through the procedure mentioned in clause 37.11 of this Charter;

10.4.5. receive extracts from the shareholders' register and other information from the registrar through the procedure stipulated for the holders of ordinary shares of the Company in clause 9.2.5 hereof;

10.4.6. receive information contained in the Company's documents listed in clause 9.2.6 hereof, through the procedure stipulated by this Charter for the holders of ordinary shares of the Company;

10.4.7. exercise rights specified in clauses 9.2.1, 9.2.7, 9.2.8, and 9.2.9 hereof, in accordance with applicable Russian Law and this Charter.

10.5. Each holder of Type A preference shares is obliged to:

- not disclose confidential information on the Company's operations;
- perform other obligations stipulated by this Charter and internal documents of the Company and comply with the decisions of the General Shareholders' Meetings and the Board of Directors, adopted within their authority.

#### **Article 11. Profit Distribution. Funds**

11.1. The Company's Profits shall be subject to taxation through the procedures as stipulated by applicable Russian Law. The remaining profits of the Company, after payment of taxes and other compulsory payments accrued to the state, shall be at the sole disposal of the Company and shall be used by the Company at its own discretion.

11.2. The Company shall establish a reserve fund, allocating 5 (five) percent of the Company's net profits every year until the reserve fund constitutes 15 (fifteen) percent of the Charter Capital of the Company.

The reserve fund shall be used to cover the Company's losses, as well as to redeem the Company's shares in case other funds are unavailable in such events and through such procedures as stipulated in this Charter.

The reserve fund may not be used for other purposes.

11.3. In order to secure the Company's obligations and assure its production-related and social development at the expense of the Company's profits and other revenues, the General Shareholders' Meeting may, by deciding on the issue specified in Section 14.2.10 of this Charter, decide to establish other funds.

#### **Article 12. Dividends of the Company**

12.1. The Company is entitled to make a decision on declaring the payment on the dividends of placed shares based on the results of the financial year as well as based on the results of the first quarter, six months and nine months of the financial year. The Company shall not guarantee the payment of dividends on the ordinary shares unless the General Shareholders' Meeting adopts an appropriate decision.

A decision on paying the annual dividends, on the amount and form of the total dividend payable on the shares of each category (type) shall be adopted by the General Shareholders' Meeting.

12.2. Dividends on the preference shares shall be paid out in an amount established in clause 10.3 hereof.

12.3. Dividends shall be paid out of the Company's net profits (profit after taxes), based on the financial year results as specified in the annual profit and loss statement of the Company. Dividends on Type A preference shares may be paid out of the funds specially designated for the purpose; the amount of such funds shall be determined, so that the amount of dividends paid out of such funds is not lower than what is specified in clause 10.3 of this Charter.

12.4. Dividends are paid to a nominee shareholder and a trust manager who is a professional securities market player within 10 (ten) business days if both of them are registered in the shareholders' register, and with respect to other persons registered in the shareholders' register - within 25 (twenty five) business days from the date when the list of persons entitled to dividend is prepared.

12.5. When adopting a decision on declaring the payment of dividends, the Company shall be guided by limitations on the payment (or declaration) of dividends, established by applicable Russian Law.

12.6. The Company shall pay out dividends in cash, except for the case when the General Shareholders' Meeting may decide, in respect of the annual dividend on the ordinary shares, to pay out dividends in another form. Dividends on the Type A preference shares shall be paid out in cash only.

#### **Article 13. Shareholders Register. Registrar of the Company**

13.1. The Company shall provide the maintenance of the register of the Company's shareholders in accordance with the requirements of the legal acts of the Russian Federation.

13.2. The shareholders register for the Company is held by a professional agent of the securities market (registrar), who maintains registers of shareholders as an exclusive activity and holds a specific license to perform such duties (referred to in this Charter as the "registrar")

The shareholders register is maintained according to the regulation on maintenance of the register of the shareholders approved by the registrar.

13.3. A person registered in the shareholders register shall notify the registrar of any changes in a timely manner. In the event that such person fails to notify the registrar of the changes, the Company and the registrar will not be responsible for the damages arising in connection therewith.

13.4. The registrar shall perform functions of the counting commission of the Company.

The registrar ascertains powers of and registers persons intending to participate in the General Shareholders' Meeting of the Company, determines the quorum of the General Shareholders' Meeting, provides for the settlement of issues related to the exercise by shareholders (or their representatives) of the right to vote in the General Shareholders' Meeting, explains the procedure for voting on the meeting agenda items, counts votes and summarizes the balance of votes, draws up the Minutes on voting results, and transfers the voting ballots to the archive, confirms a decision taken by the General Shareholders' Meeting and the Company membership.

While performing functions of the counting commission, the registrar complies with the requirements contained in the internal regulations of the Company.

#### **Article 14. Competence of the General Shareholders' Meeting**

14.1. The General Shareholders' Meeting is the supreme governing body of the Company.

14.2. The competence of the General Shareholders' Meeting includes taking decisions with regard to the following issues, which cannot be transferred for consideration to the Board of Directors, the President or the Management Board:

14.2.1. introduction of amendments and additions to this Charter with the exception of cases stipulated in clause 4.3 hereof, or approval of a restated version of the Charter of the Company, or confirmation of the Charter of the Company in a revised edition adopted by no less than a three quarters majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.2. the Company's reorganization, the decision on which shall be adopted by no less than a three quarters majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.3. the Company's liquidation, appointment of the Liquidation Commission, approval of the interim and final liquidation balance sheets, the decisions on which shall be adopted by no less than a three quarters majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.4. election of members to the Board of Directors, the decision on which is adopted by cumulative voting, as well as premature termination of powers of the members of the Board of Directors, the decision on which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.5. determination of amount, nominal value, category (type) of authorized shares, the decision on which shall be adopted by no less than a three quarters majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.6. a decrease of the Charter Capital of the Company:

14.2.6.1. by acquiring part of the shares to reduce their total number, or by cancelling the shares acquired or redeemed by the Company and not sold by the Company within 1 (one) year following such acquisition or redemption, in which case the decision shall be adopted by a simple majority vote by the shareholders holding voting shares and taking part in the meeting;

14.2.6.2. by decreasing the par value of the shares of the Company, in which case the decision shall be adopted by a three quarters majority vote by the shareholders holding voting shares and taking part in the meeting;

14.2.7. election of members to the Audit Commission and premature termination of their powers, the decision on which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.8. approval of the auditor of the Company, the decision on which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.9. payment (declaration) of the dividends based on the results of the first quarter, six months and nine months of the financial year, the decision on which is adopted by majority vote by the shareholders holding voting shares of the Company who are present in the meeting; decision on payment (declaration) of dividends on preference shares of a certain type is taken by majority vote by the shareholders holding voting shares of the Company and taking part in the meeting, in which case the votes of shareholders holding preference shares of this type cast for voting options expressed as "against" or "abstained" shall not be considered in the count of voices or in the quorum for taking decisions on the specified issue;

14.2.10. approval of the annual reports of the Company; annual accounting statements, including the profit and loss statements of the Company; distribution of profit, including the payment (declaration) of dividends, approval of the amount and form of dividends payable in each category and type of shares, approval of losses upon the results of a financial year, the decisions on which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.11. approval of the Regulations on the Board of Directors, Regulations on the Audit Commission, Regulations on the President, Regulations on the General Shareholders' Meeting, as well as of the amendments and additions to such Regulations, the decisions on which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.12. determination of the procedures for holding the General Shareholders' Meeting, the decision on which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.13. an increase of the Charter Capital of the Company through increasing the par value of shares, the decision on which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.14. an increase of the Charter Capital of the Company through placement of additional ordinary shares through public subscription in the event that the number of additionally placed ordinary shares exceeds 25 (twenty five) percent of the ordinary shares, previously placed by the Company; such decision shall be adopted by at least a three quarters majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.15. an increase of the Charter Capital of the Company through placement of additional Company shares by way of closed subscription; such decision shall be adopted by at least a three quarters majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.16. placing by the Company of bonds convertible into shares and of other securities convertible into shares in the event that such bonds (or other securities) are placed by way of closed subscription or public subscription, provided that, in the event of public subscription, bonds convertible into Company shares (other issue securities) may be converted into ordinary shares of the Company totaling more than 25 (twenty five) percent of the previously placed ordinary shares; such decision shall be approved by at least a three quarters majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.17. splitting and consolidation of the Company's shares, the decision on which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.18. approval of transactions in cases and through the procedures stipulated in Article 32 of this Charter;

14.2.19. approval of major transactions in cases and through the procedures stipulated in Article 31 of this Charter;

14.2.20. participation in financial and industrial groups, associations and other affiliations of commercial organizations, which shall be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.21. reimbursement, at the Company's expense, of expenses associated with the preparation and holding of an extraordinary General Shareholders' Meeting in the event that, according to the court act, the extraordinary General Shareholders' Meeting is held by the claimant, the decision on which is to be adopted by a simple majority vote by the shareholders holding voting shares of the Company and taking part in the meeting;

14.2.22. filing an application for delisting of the Company shares and/or of the Company issued securities convertible into its shares, to be adopted as stipulated by Par. 4 Article 32 of the Federal Law "On Joint-Stock Companies", the decision to take effect provided that the total number of shares for which the buyback requests are filed according to Article 30 of this Charter shall not exceed the number of shares that can be

bought back by the Company given the restrictions stated in Par. 5 Article 76 of the Federal Law "On Joint-Stock Companies";

14.2.23. other matters referenced to the competence of the General Shareholders' Meeting by the Federal Law On Joint-Stock Companies;

14.3. The General Shareholders' Meeting shall be entitled to adopt decisions on the matters stipulated in clauses 14.2.2, 14.2.6.2, 14.2.11, 14.2.13, 14.2.14, 14.2.15, 14.2.16, 14.2.17, 14.2.18, 14.2.19, and 14.2.20, if proposed by the Board of Directors only.

14.4. The General Shareholders' Meeting is not entitled to consider and adopt decisions on matters not referred to its competence by the Federal Law On Joint-Stock Companies.

14.5. The General Shareholders' Meeting shall not be entitled to adopt decisions on items not included in the meeting agenda, nor shall it be entitled to amend the agenda.

The decisions of the General Shareholders' Meeting adopted on items not included in the meeting agenda of the General Shareholders' Meeting (except for the case when all the shareholders of the Company participate) or those considered outside the competence of the General Shareholders' Meeting, with absence of quorum for holding the General Shareholder's Meeting or without the necessary number of votes of the shareholders, are not valid irrespective of any taken legal action.

### **Article 15. The Annual General Shareholders' Meeting**

15.1. The Company shall hold an annual General Shareholders' Meeting through the procedure stipulated by this Charter and the Regulations on the General Shareholders' Meeting.

15.2. The annual General Shareholders' Meeting shall be held within a term determined by the Board of Directors and may not be held earlier than 4 (four) months or later than 6 (six) months following the end of the Company's financial year.

15.3. Decisions on the following issues are to be adopted by the annual General Shareholders' Meeting:

15.3.1. approval of the Company's annual report; approval of the annual accounting statements, profit and loss statements of the Company; distribution of profit, including the payment (declaration) of dividends, except for the profits distributed as dividends payable for the first quarter, six months and nine months of the financial year, approval of losses of the Company upon the results of the financial reporting year;

15.3.2. appointment of members to the Board of Directors;

15.3.3. appointment of members to the Audit Commission;

15.3.4. approval of the Company's external auditor.

The agenda of the annual General Shareholders' Meeting may include other issues of an annual General Shareholders' Meeting falling within its competence, as pursuant to the Federal Law On Joint-Stock Companies.

15.4. The procedure for conducting the annual General Shareholders' Meeting and notifying the shareholders of the convening of such a meeting, as well as the list of materials provided for the shareholders' reference (information on the forthcoming General Shareholders' Meeting), shall be determined by the Board of Directors in accordance with the provisions of this Charter and the Regulations on the General Shareholders' Meeting.

### **Article 16. The Extraordinary General Shareholders' Meeting**

16.1. All General Shareholders' Meetings of the Company, other than the annual meeting, are deemed extraordinary meetings.

16.2. An extraordinary General Shareholders' Meeting is held upon the decision of the Board of Directors, adopted by a majority vote of its members present at the Board of Directors' meeting, upon its own initiative, upon a request of the Audit Commission, external auditor of the Company, or upon a request of a shareholder (or a group of shareholders) owning, in aggregate, as of the date of the request, no less than 10 (ten) percent of the voting shares of the Company.

A request to call an extraordinary shareholders' meeting may be submitted by way of:

- mailing or sending via a courier service to the address of the Company;
- delivery against signature to the person performing the functions of the sole person executive body of the Company, the Chairman of the Board of Directors, the Corporate Secretary of the Company or

another person authorized by the Company's internal regulations to accept correspondence in writing addressed to the Company.

If such notice is given as a letter via regular mail or otherwise by regular mail, the date of submission of such request will be the date indicated by the imprint of the calendar stamp, evidencing the date of receipt of such mail; in the event that the request for the convocation of an extraordinary General Shareholders' Meeting is given by registered mail or other certified mail, – the date on which such mail is delivered to the addressee against the signature of the authorized person. If such notice is delivered against signature, the delivery date will be the date of the acceptance signature. If such notice is given by sending it via a courier service the date of submission of such request shall be the date on which it was delivered.

Other matters related to the submission of the notice are governed under the Regulations on the General Shareholders' Meeting.

16.3. The Board of Directors initiating the convocation of an extraordinary General Shareholders' Meeting, must approve:

- the wording of the agenda issues of the Meeting;
- the form of holding the meeting.

16.4. Within 5 (five) days of the request submission to the Board of Directors the latter shall decide either to convene the extraordinary General Shareholders' Meeting or to reject the aforementioned request.

16.5. The Board of Directors may adopt a decision rejecting the convening of an extraordinary General Shareholders' Meeting or refusing to include some of the proposed issues into the agenda only in the following cases:

- the shareholder (or a group of shareholders) initiating the request to convene an extraordinary General Shareholders' Meeting does not hold the necessary share of the voting shares of the Company, as specified by item 1 of Article 55 of the Federal Law On Joint-Stock Companies;
- the issue(s) proposed for the agenda of the Company's extraordinary General Shareholders Meeting is/are outside the competence of the meeting and/or do(es) not comply with the requirements, as specified by the Federal law "On Joint-Stock Companies" and other legal acts of the Russian Federation;
- the procedure for submitting a request for convening an extraordinary General Shareholders' Meeting specified by Article 55 of the Federal Law On Joint-Stock Companies is not complied with;
- neither issue proposed for the agenda of an extraordinary General Shareholders Meeting is referred to the competence of the meeting and/or does not comply with the requirements, as specified by the Federal law "On Joint-Stock Companies" and other legal acts of the Russian Federation.

16.6. A reasoned decision rejecting the extraordinary meeting convention or an issue proposed for the agenda shall be sent to the persons initiating the convention of such meeting no later than 3 (three) days following the adoption of the relevant decision.

#### **Article 17. Forming the Agenda of the General Shareholders' Meeting**

17.1. The agenda of the General Shareholders' Meeting is to be approved by the Board of Directors of the Company.

The procedure for submitting proposals and approving the agenda of an extraordinary General Shareholders' Meeting is established by this Charter and the Regulations on the General Shareholders' Meeting.

17.2. A shareholder (or a group of shareholders) holding, in aggregate, no less than 2 (two) percent of the voting shares of the Company, may propose items to be included in the agenda of the annual General Shareholders' Meeting. Such proposals should be accepted by the Company no later than 60 (sixty) days following the end of the financial year.

17.3. Proposals on the inclusion of items in the agenda may be submitted by way of:

- mailing or sending via a courier service to the address of the Company;
- delivery against signature to the person performing the functions of the sole person executive body of the Company, the Chairman of the Board of Directors of the Company, the Corporate Secretary of the Company, or another person authorized by the Company's internal regulations to accept correspondence in writing addressed to the Company.



If an item proposed for inclusion in the agenda of the General Shareholders' Meeting is mailed, the date of submission of such proposal will be the date indicated by the imprint of the calendar stamp, evidencing the mailing date; if the proposal for inclusion of an issue in the agenda of the General Shareholders' Meeting is delivered against signature – it will be the date of the acceptance signature. If an item proposed for inclusion in the agenda of the General Shareholders' Meeting is dispatched by sending it via a courier service the date of submission of such proposal shall be the date on which it was posted with the courier service for delivery.

17.4. A proposal of the items for the agenda of the annual General Shareholders' Meeting should contain:

- wording of the issues proposed for the agenda;
- full name (corporate name) of the shareholder (shareholders) submitting the issue, and information on the shares owned (number, category, type);
- signature of the shareholder (shareholders) or authorized representatives. In the event that the proposal is signed on behalf of the shareholder by an authorized representative, the proposed agenda items must be enclosed with the power of attorney (or a notarized copy of the power of attorney) or other evidence of the shareholder representative's authority (including the Minutes on the election of the representative as a party authorized to represent the legal entity shareholder without a power of attorney).

17.5. The Board of Directors must consider the duly proposed items and decide either to include the items into the agenda, or reject the items no later than 5 (five) days following the end of the term for accepting the proposal of issues, as established by this Charter.

17.6. The Board of Directors is entitled to refuse to include an issue into the agenda of the General Shareholders' Meeting only in such cases, as follows:

- the shareholder (shareholders) failed to meet the deadlines specified by item 1 of Article 53 of the Federal Law On Joint-Stock Companies;
- the shareholder (shareholders) proposing issues for the agenda is/are not a holder(s) of the necessary share of the voting shares of the Company, as specified by items 1 and 2 of Article 53 of the Federal Law On Joint-Stock Companies;
- the proposal does not comply with the requirements specified by items 3 and 4 of Article 53 of the Federal law "On Joint-Stock Companies";
- the issue proposed for the agenda of the Company's General Shareholders' Meeting is outside the competence of the meeting and/or does not comply with the requirements specified by the Federal law "On Joint-Stock Companies" and other legal acts of the Russian Federation.

17.7. A reasoned decision rejecting the issue proposed for the agenda shall be sent to the shareholder (shareholders) initiating the issue proposal no later than 3 (three) days following the adoption of the relevant decision.

17.8. The agenda of the General Shareholders' Meeting may not be amended after the shareholders have been notified of the General Shareholders' Meeting being held through the procedure stipulated herein.

17.9. The shareholder (shareholders) holding, in aggregate, at least 2 (two) percent of the Company's voting shares, shall have the right to nominate candidates to the Board of Directors and the Audit Commission; the number of such candidates may not exceed the number of members of the relevant body, as determined by this Charter. Such proposals should be accepted by the Company no later than 60 (sixty) days following the end of the financial reporting year.

17.10 Proposals on nominating the candidates may be submitted by way of:

- mailing or sending via a courier service to the address of the Company;
- delivery against signature to the person performing the functions of the Company's sole person executive body, the Chairman of the Board of Directors of the Company, the Corporate Secretary of the Company, or another person authorized by the Company's internal regulations to accept correspondence in writing addressed to the Company.

If a proposal regarding nominating the candidates is mailed, the date of submission of such proposal will be the date indicated by the imprint of the calendar stamp evidencing the mailing date; if a proposal regarding nominating the candidates is delivered against signature – it will be the date of the acceptance signature. If a proposal regarding nominating candidates is dispatched by sending it via a courier service the date of submission of such proposal shall be the date on which it was posted with the courier service for delivery.

17.11. A candidate nomination proposal (including cases of self-nomination) shall state:

- the full name of the candidate, the ID document (its series and/or number, date and place of issue, issuing authority);
- the full name(s) (corporate name) of the shareholder (shareholders) nominating the candidate, number and category (type) of shares held by them;
- the name of the body of the Company for which the candidate is nominated;
- the signature of the shareholder (shareholders) or authorized representatives thereof. In the event that the nominated candidate proposal is signed on behalf of the shareholder by an authorized representative, the issues proposed for the agenda are submitted together with a power of attorney (or a notarized copy of the power of attorney) or other evidence of the powers of the shareholder's representative (including the Minutes on the representative's election as a party authorized to represent the legal entity shareholder's interests without a power of attorney). If an item proposed for inclusion in the agenda of the General Shareholders' Meeting is dispatched by sending it via a courier service the date of submission of such proposal shall be the date on which it was posted with the courier service for delivery.

17.12. The issues proposed for the agenda of the General Shareholders' Meeting and nomination of candidates to the Board of Directors and the Audit Commission may be revoked by the shareholder (shareholders) that submitted such proposals.

17.13. The Board of Directors considers the submitted proposals and decides whether to include them in the nominated candidates list for the elections to the Board of Directors and the Audit Commission, or to refuse them no later than 5 (five) days following the final term for the acceptance of proposals, as established by this Charter.

17.14. The Board of Directors may refuse to include the nominated candidates into the list of candidates in the following cases:

- the shareholder (shareholders) failed to meet the deadlines specified by items 1 and 2 of Article 53 of the Federal Law On Joint-Stock Companies;
- the shareholder (shareholders) nominating the candidate(s) are not holders of the necessary share of the voting shares of the Company, as specified by items 1 and 2 of Article 53 of the Federal Law On Joint-Stock Companies;
- the proposal does not comply with the requirements specified by items 3 and 4 of Article 53 of the Federal law "On Joint-Stock Companies".

17.15. A reasoned decision refusing to include the nominated candidate into the list of candidates for the election to the Board of Directors or the Audit Commission shall be sent to the shareholder (shareholders) initiating the nomination of the candidate(s) no later than 3 (three) business days following the date of adoption of the relevant decision.

#### **Article 18. Calling the General Shareholders' Meeting**

18.1. An extraordinary General Shareholders' Meeting called upon the request of the Audit Commission, external auditor of the Company, or the shareholder(s) owning, in aggregate, no less than 10 (ten) percent of the voting shares, is to be called no later than 50 (fifty) days following the date of the request for holding the extraordinary General Shareholders' Meeting. In the event that the agenda of the extraordinary General Shareholders' Meeting, proposed by the Audit Commission, external auditor of the Company or by the shareholder(s) holding, in aggregate, not less than 10 (ten) percent of the voting shares of the Company, includes an issue of electing members to the Board of Directors, such extraordinary General Shareholders' Meeting must be held within 95 (ninety five) days from the date of request for holding the extraordinary General Shareholders' Meeting.

In the event that, in accordance with the Federal law of the Russian Federation "On Joint-Stock Companies", the Board of Directors must adopt the decision to hold an extraordinary General Shareholders' Meeting for the election of members to the Board of Directors, such extraordinary General Shareholders' Meeting shall be held within ninety (90) days, following the date on which the Board of Directors adopted the decision to hold such a meeting.

18.2. Information on holding the General Shareholders' Meeting shall be communicated by way of a notice to each person included in the list of persons entitled to participate in the General Shareholders' Meeting or shall be published in the form of a proper announcement in the Rossiskaya Gazeta newspaper and placed at the Company site [www.rostelecom.ru](http://www.rostelecom.ru) in the information and telecommunications network Internet, or placed at the Company site [www.rostelecom.ru](http://www.rostelecom.ru) in the information and telecommunications network Internet.

The Company may also inform the shareholders about holding the General Shareholders' Meeting by other means of the mass media (television, radio).

18.3. Information on holding the General Shareholders' Meeting in a form of a meeting shall be communicated to the shareholders no later than 30 (thirty) calendar days before the date of its holding, except for the cases when the extraordinary General Shareholders' Meeting shall be held within 50 (fifty) days from the moment of providing the claim for holding the meeting (from the moment such a decision has been adopted), and the notification about holding the meeting shall be made no later than 20 (twenty) days before the date of holding the Meeting.

In cases stipulated in items 2 and 8 of Article 53 of the Federal law "On Joint-Stock Companies", the notice about an extraordinary General Shareholders' Meeting should be made at least 70 (seventy) days before the meeting.

The date of informing the shareholders of holding the General Shareholders' Meeting is the date on which the registered mail is dispatched, or the date of the announcement publication, in accordance with clause 18.2 hereof.

18.4. Information on holding the General Shareholders' Meeting in the form of absentee voting shall be communicated to the shareholders no later than 30 (thirty) calendar days before the final date of accepting the voting ballots, except for the cases when the extraordinary General Shareholders' Meeting is held within 50 (fifty) days from the moment of claiming to hold the meeting (from the moment such a decision has been adopted), and the notification about holding the meeting shall be made no later than 20 (twenty) days before the date of the Meeting being held.

The date of informing the shareholders of holding the General Shareholders' Meeting is the date on which the registered mail is dispatched, or the date of the announcement publication in the media, in accordance with clause 18.2 hereof.

18.5. The information to be sent to the shareholders arranging for the General Shareholders' Meeting shall include the following:

18.5.1. annual balance sheets of the Company and the Company's auditor's report;

18.5.2. opinions of the Audit Commission on the results of the audit of the annual accounting records of the Company and on accuracy of the data contained in the Company's Annual report;

18.5.3. information on the candidates nominated to the Board of Directors;

18.5.4. information on the candidates nominated to the Audit Commission;

18.5.5. information about the proposed external auditor of the Company;

18.5.6. drafted amendments proposed for introduction into the Charter and the internal regulations of the Company, and/or drafts of the revised version of the Charter and the internal regulations of the Company;

18.5.7. drafted resolutions of the General Shareholders' Meeting;

18.5.8. other information (materials) necessary to adopt decisions on issues on the agenda of the General Shareholders' Meeting, included into the list of information (materials) to be provided to the General Shareholders' Meeting by the Board of Directors.

Information mentioned in clauses 18.5.1–18.5.6 of this Charter is to be provided through the procedures established herein, in the event that the relevant items are included into the agenda of the General Shareholders' Meeting.

18.6. Materials to be provided in preparation for the General Shareholders' Meeting to persons entitled to participate in the General Shareholders' Meeting shall not be sent out to the shareholders. A person entitled to participate in the General Shareholders' Meeting may review such materials at the addresses indicated in the notice.

A person entitled to participate in the General Shareholders' Meeting may receive, at the indicated addresses, copies of all materials of the meeting, and request to send such materials to his/her address by mail, provided the mail costs are covered by the recipient.

18.7. The General Shareholders' Meeting shall be legally qualified (shall have a quorum), provided that the shareholders holding, in aggregate, more than half of the placed voting shares of the Company do participate therein.

The shareholders registered to attend the meeting and the shareholders whose ballots were received no later than 2 (two) days prior to the date of the General Shareholders' Meeting, are deemed as having

participated in the Meeting. The shareholders, whose ballots were received prior to the final date of accepting the ballots, are deemed to have participated in the meeting in the form of absentee voting.

18.8. In the event that the agenda of the General Shareholders' Meeting includes items to be voted on by holders of different categories of shares, the quota for voting on such items shall be determined separately. Herewith, the absence of a quota for voting on the items to be voted on by shares of one category shall not prohibit the voting on the issues, which may be voted on by shares of the other categories constituting a quorum required for voting on such issues.

18.9. If the quorum for holding the annual General Shareholders' Meeting is not available, a repeated General Shareholders' Meeting with the same agenda must be held.

If the quorum for holding an extraordinary General Shareholders' Meeting is not available, a repeated General Shareholders' Meeting with the same agenda can be held.

In the event that the General Shareholders' Meeting is called upon the initiative of the Board of Directors, the latter shall be authorized to change, by its decision on the repeated meeting, the form of holding the meeting.

18.10. Information on holding a repeated General Shareholders' Meeting shall be communicated through the procedures stipulated in this Charter. In such cases, the terms for communicating this information may be established as no later than 20 (twenty) days prior to the date of holding the repeated General Shareholders' Meeting – in the form of meeting, and no later than 20 (twenty) days prior to the final date of accepting the ballots for voting at the repeated meeting – in the form of absentee voting.

The information on holding the repeated General Shareholders' Meeting, the agenda of which includes the issue of the Company's reorganization, shall be communicated no later than 30 (thirty) days prior to the date of holding the repeated General Shareholders' Meeting to be held in the form of meeting, and no later than 30 (thirty) days prior to the final date of accepting the ballots for voting at the repeated meeting to be held in the form of absentee voting.

18.11. A repeated General Shareholders' Meeting called instead of the originally scheduled meeting shall be deemed legally qualified (shall have a quorum) in the event that it is attended by the shareholders (or shareholders' representatives) holding, in aggregate, no less than 30 (thirty) percent of the voting shares of the Company, adjusted for the procedure of quorum definition in accordance with clauses 18.7 and 18.8 of this Charter.

18.12. In the event that a repeated General Shareholders' Meeting is held earlier than 40 (forty) days following the date of the originally scheduled General Shareholders' Meeting, which was not held, the persons entitled to participate in the General Shareholders' Meeting shall be qualified as such in accordance with the list of persons entitled to attend the original Meeting, which was not held.

#### **Article 19. Rights to Participate in the General Shareholders' Meeting**

19.1. The list of persons entitled to participate in the General Shareholders' Meeting shall be prepared on the basis of the information contained in the Company's Register as of the date specified by the Board of Directors of the Company.

19.2. The date of preparing the list of persons entitled to participate in the General Shareholders' Meeting may not be established earlier than 10 (ten) days from the date of the adopted decision on holding the General Shareholders' Meeting, or later than 50 (fifty) days prior to the date of the Meeting; and in the case covered by item 2 of Article 53 of the Federal law "On Joint-Stock Companies" (that is, if the agenda of the extraordinary General Shareholders' Meeting includes the election of members of the Board of Directors), - later than 80 (eighty) days prior to the date of holding the General Shareholders' Meeting.

Information about the date of making a list of persons entitled to participate in the General Shareholders' Meeting shall be disclosed by the Company at least 7 (seven) days before the date occurrence.

In all cases, the date of preparing the list of persons entitled to participate in the General Shareholders' Meeting must precede the date of informing those persons on holding the General Shareholders' meeting, in accordance with clause 18.4 of this Charter.

19.3. The list of persons entitled to participate in the General Shareholders' Meeting shall contain data stipulated by the current legislation.

19.4. The list of persons entitled to participate in the General Shareholders' Meeting shall include:

- shareholder's holding ordinary shares of any issue of the Company;
- shareholders holding preference shares of the Company of any type in those cases, when the agenda of the General Shareholders' Meeting includes an issue on which the preference share of that particular

type is entitled to vote, or when the holders of preference shares have been conferred the right to vote on all issues within the competence of the General Shareholders' Meeting, in accordance with Article 32 of the Federal law "On Joint-Stock Companies";

- other persons in accordance with the current legislation.

19.5. Any change to the list of persons entitled to participate in the General Shareholders' Meeting may be introduced only in the case of restoration of the violated rights of persons not included in the aforementioned list as of the date of its preparation, or in the case of correction of errors incurred in the course of preparing such a list.

19.6. In the event that the shares are transferred after the date of preparation of the list of persons entitled to participate in the General Shareholders' Meeting, and prior to the date of holding the General Shareholders' Meeting, the persons included in such a list must issue the buyer of the shares, previously held by them, with a power of attorney to vote in the General Shareholders' Meeting in compliance with the instructions written on the buyer of the shares., if it is provided for in the relevant share transfer agreement.

19.7. The right to participate in the General Shareholders' Meeting may be exercised by the shareholder, both independently or through a representative.

A shareholder may participate in a meeting through the following procedures:

- participating personally in the discussion of issues on the agenda and in the voting on such issues;
- directing an authorized representative to participate in the discussion of issues on the agenda and to vote on such issues;
- exercising absentee voting (by sending voting ballots);
- delegating the right of absentee voting to an authorized representative.

19.8. Transfer of rights (powers) to the shareholder's representative shall be exercised on the basis of provisions of federal legislation or acts of governmental bodies duly authorized thereto or acts of municipal self-administration, or by issuing a power of attorney.

A power of attorney authorizing participation in the voting shall be executed in accordance with the requirements stipulated by the current legislation.

## **Article 20. Holding the General Shareholders' Meeting**

20.1. The General Shareholders' Meeting may be held in the following forms:

20.1.1. a meeting – joint presence of shareholders for the purpose of discussing the issues on the agenda and adopting decisions on the issues put to vote, in accordance with which the shareholders or their legally qualified representatives may, at their own discretion, submit their votes on the issues on the agenda, either by attending the General Shareholders' Meeting in person, or by sending their executed ballots to the Company;

20.1.2. absentee voting, in accordance with which the decisions on the issues on the agenda shall be adopted without holding the General Shareholders' Meeting in praesentia, but by a simple poll.

20.2. The Annual General Shareholders' Meeting may only be held in the form of a meeting.

20.2.1. The Board of Directors shall not be authorized to amend the form of holding an extraordinary General Shareholders' Meeting, which is chosen by the persons initiating the convention of such Meeting.

20.3. Apart from the shareholders and their authorized representatives, the General Shareholders' Meeting may be attended by other persons as provided for in the Regulations on the General Shareholders' Meeting, with the rights outlined by the above Regulations.

20.4. A decision of the Board of Directors on holding the General Shareholders' Meeting approves:

- the wording of the agenda of the General Shareholders' Meeting;
- the form and text of the voting ballot (ballots);
- a list of information (materials) to be provided to the shareholders in preparation for the General Shareholders' Meeting and the procedures of its reporting;
- the date of preparation of the list of persons entitled to participate in the General Shareholders' Meeting;
- the date, place and time for holding the General Shareholders' Meeting;
- the mailing address to which the executed voting ballots are to be dispatched;

- the date, place and time that the participants of the General Shareholders' Meeting begin registration;
- the procedure(s) for informing the shareholders on the General Shareholders' Meeting being held.

In the event that the agenda includes issues, the voting on which may, in accordance with the Federal law of the Russian Federation "On Joint-Stock Companies", result in conferring to the shareholders the right to request redemption of the shares they hold from the Company, the Board of Directors shall establish the price of shares for the redemption.

The decision of the Board of Directors to hold the General Shareholders' Meeting in the form of a meeting should also resolve other matters provided for by the applicable laws.

20.5. The decision of the Board of Directors on holding the General Shareholders' Meeting by absentee voting approves:

- the wording of the agenda of the General Shareholders' Meeting;
- the form and text of the voting ballot(s);
- a list of information (materials) to be provided to the shareholders in preparation for the General Shareholders' Meeting and the procedure(s) of its reporting;
- the date of preparation of the list of persons entitled to participate in the General Shareholders' Meeting;
- the final date for accepting the voting ballots by the Company;
- the mailing address to which the executed voting ballots shall be dispatched;
- the procedure(s) for informing the shareholders of the General Shareholders' Meeting being held.

In the event that the agenda includes issues, the voting on which may, in accordance with the Federal law of the Russian Federation "On Joint-Stock Companies", result in conferring to the shareholders the right to request redemption of the shares they hold from the Company, the Board of Directors shall establish the price of the shares for redemption.

The decision of the Board of Directors to hold the General Shareholders' Meeting in the form of absentee voting should also resolve other matters provided for under applicable law.

20.6. The General Shareholders' Meeting, the agenda of which includes issues stipulated in clauses 15.3.1 - 15.3.4 of this Charter, may not be held by absentee voting.

20.7. The requirements for the form and text contents of the voting ballot, as well as the text of the announcement on holding the General Shareholders' Meeting, shall be determined by this Charter and the Regulations on the General Shareholders' Meeting.

20.8. The General Shareholders' Meeting may be held in any place within the territory of the Russian Federation, where the Company or its branches or representative offices are located.

**Article 21. Voting in the General Shareholders' Meeting. Voting Ballots. Counting Votes upon Voting. Protocol for and Reporting on Voting Results. Results of the General Shareholders' Meeting**

21.1. Voting in the General Shareholders' Meeting shall be exercised based on the principle "one vote per one voting share of the Company", save for the cases of cumulative voting on the election of members to the Board of Directors of the Company and certain other cases, as stipulated by the Federal law of the Russian Federation "On Joint-Stock Companies".

21.2. Voting in the General Shareholders' Meeting on the issues of the meeting agenda shall be exercised only with the assistance of the voting ballots.

The Company must send the voting ballots to the shareholders within the term and through the procedures stipulated by Article 60 of the Federal law of the Russian Federation "On Joint-Stock Companies" and this Charter, and must accept the voting ballots in accordance with clause 18.7 hereof. The voting ballots shall be sent out by registered mail.

The form and text contents of the voting ballot(s) shall be approved by the Board of Directors of the Company.

21.3. A voting ballot shall contain:

- the full official name and address of the Company;
- information on the form of holding the General Shareholders' Meeting (a meeting or absentee voting);

- the date, place and time of the General Shareholders' Meeting and the mailing address to which the executed ballots shall be sent or, in case of holding the meeting in the form of absentee voting, the final date for accepting the voting ballots and the mailing address to which the executed ballots must be sent;
- the wording of each issue put to vote and the order of priority of consideration thereof;
- the wording of resolutions on each issue (full name of each candidate for the Board of Directors or the Audit Commission) to be voted on by the given ballot;
- voting options for each issue on the agenda of the meeting put to the vote, expressed as "for", "against" or "abstained";
- indication that the ballot must be signed by a shareholder;
- clearly indicated manner, in which the chosen voting option is to be marked.

The voting ballot must contain margins opposite each voting option so that it is possible to fill in the number of voices cast for each voting option.

In the event of cumulative voting, in accordance with clause 21.1 of this Charter, the voting ballot must clearly indicate that this type of voting is being used, as well as provide all the necessary explanations on the procedures that cumulative voting implies.

The voting ballot may also contain the number of votes by which a person with the right to participate in the General Shareholders' Meeting can vote on each issue on the agenda of the Meeting, and other information as defined by the Board of Directors.

A voting ballot shall contain the information provided for under applicable law.

21.4. When counting the votes, the ballots where only one voting option is marked are exclusively taken into consideration. The voting ballots executed in violation of the above requirements shall be recognized as invalid and their votes on the issues included therein shall not be counted.

In the event that a voting ballot contains several issues put to vote, violation of the above requirements in respect to one or several issues shall not result in recognizing the voting ballot as entirely invalid.

21.5 Based on the voting results, the registrar, shall draw up the protocol on voting results in 2 (two) counterparts no later than 3 (three) business days after the end of the meeting or receipt of voting ballots.

Upon completion of the protocol on voting results and the signing of the Minutes of the General Shareholders' Meeting, the voting ballots shall be sealed by the registrar and transferred for safekeeping to the Company's archive.

A protocol on voting results shall be subject to filing, together with the Minutes of the General Shareholders' Meeting.

Decisions adopted by the General Shareholders' Meeting, as well as the voting results, may be announced in the General Shareholders' Meeting at which the voting took place, and shall be communicated to the persons included in the list of persons entitled to participate in the General Shareholders' Meeting in the form of a report on the voting results in the manner provided for a notice of a General Shareholders' meeting no later than 4 (four) business days, following the date of the closure of the General Shareholders meeting or the date of the end of reception of ballots when holding a General Shareholders' Meeting in the form of vote by correspondence.

21.6. Two copies of the Minutes of the General Shareholders' Meeting are to be drawn up no later than 3 (three) days following the closing of the General Shareholders' Meeting. Both copies shall be signed by the person presiding over the meeting and by the Secretary of the General Shareholders' Meeting.

21.7. The Minutes of the General Shareholders' Meeting shall specify information required by the law.

21.8. To ensure accessibility of decisions taken by the General Shareholders' Meeting the Company shall place as soon as possible on its website in the Internet information and telecommunication network a protocol of the General Shareholders' Meeting.

## **Article 22. Regulations on the General Shareholders' Meeting**

22.1. Matters concerning the convening, holding and recording of the results of the General Shareholders' Meeting and other matters related to preparation for, and holding the General Shareholders' Meetings of the Company not covered hereunder shall be governed by the Company's Regulations on the General Shareholders' Meeting, approved in the General Shareholders' Meeting by a majority vote by the shareholders holding the Company's voting shares and taking part in the meeting.

**Article 23. The Board of Directors**

23.1. The Board of Directors consists of eleven members.

23.2. The competence of the Board of Directors of the Company shall include decision-making pertaining to the overall management of the Company's operations, except for the issues assigned by the Federal Law On Joint-Stock Companies to the competence of the General Shareholders' Meeting.

23.3 Taking decisions on the following issues shall be within the competence of the Board of Directors:

23.3.1. determining the priority aspects of the Company's operations, including approval of the Company's budgeting, medium-term and long-term business and financial plans of the Company, development strategies and programs, correction of the aforementioned documents and investigation of the results of their implementation, including approval of a report on compliance with key performance indicators of the Company;

23.3.2. calling the annual and the extraordinary General Shareholders' Meetings of the Company, except for the instances provided for by item 8 of Article 55 of the Federal law of the Russian Federation "On Joint-Stock Companies";

23.3.3. approval of the agenda of the General Shareholders' Meeting and shaping a position of the Board of Directors on the issues of the agenda of the General Shareholders Meeting and/or candidates for the Board of Directors or the Audit Commission;

23.3.4. determining the date for preparation of a list of persons entitled to take part in the General Shareholders' Meeting and other issues within the competence of the Board of Directors of the Company, as pursuant to the Federal law of the Russian Federation and this Charter and related to the preparation and conduct of the General Shareholders' Meeting;

23.3.5. submission of matters covered by clause 14.3 hereof to the General Shareholders' Meeting for taking a decision;

23.3.6. an increase of the Company's Charter Capital by having the Company place additional shares within the limits of the quantity and categories of authorized shares, as determined by the Charter, except for issues under subclauses 14.2.14 and 14.2.15 of the Charter;

23.3.7. determining the market value of property under applicable laws of the Russian Federation and this Charter and of the placement price or the rules for its determination and the buyback price of the issued securities according to the Federal Law "On Joint-Stock Companies";

23.3.8. acquisition of shares, bonds and other securities placed by the Company in the circumstances as stipulated by the Federal Law "On Joint-Stock Companies";

23.3.9. alienation of the Company's shares owned by the Company;

23.3.10. determining the term of powers and the quantity of members of the Management Board of the Company and appointment, as well as early termination of the powers of its members;

23.3.11. recommendations pertaining to the value of the remuneration and compensation payable to the members of the Audit Commission and ratification of the agreement with the external auditor, including determination of the amount payable for the auditing services;

23.3.12. recommendations pertaining to the distribution of profits, including the amount of dividends on the Company shares and procedures for their payment, as well as the Company's losses approved by the internal regulations on dividends upon the shares of the Company;

23.3.13. application of the reserves and other funds of the Company;

23.3.14. approval of the Company's internal documents, except for the cases outlined in clause 23.3 of this Charter, governing the matters within the competence of the Board of Directors of the Company, except for internal documents, the approval of which is referred by the Federal Law "On Joint-Stock Companies" to the competence of the General Shareholders' Meeting, introduction of amendments and additions to such documents, and recognizing them void ;

23.3.15. establishment and liquidation of branches; opening and closing the Company's representative offices, approval (or declaration ineffective) of the Regulations on the Company's Branch (or a representative office), introduction of amendments thereto;

23.3.16. the Company's participation in other commercial organizations and termination of such participation;

23.3.17 change of the amount of participatory interest, or the nominal value of participatory interest, in the number of shares or the nominal value of shares held by the Company;



23.3.18. determination of the Company standpoint in voting on issues related to the competence of general meetings of participants in commercial organizations, of which the Company is a member, in decision-making involving termination of participation of the Company in such organizations, a change in the participation interest, face value of participation interest, a change of the number of shares or nominal value of shares owned by the Company;

23.3.19. determination of a standpoint of the Company (representatives of the Company) pertaining to the study by the management bodies of its daughter or dependent business companies of issues related to purchase by them of shares (stake in the equity capital) of other business entities, in particular, upon their incorporation, in case the value of such transaction makes 15 (fifteen) or more percent of the balance value of the assets of a daughter or dependent business company, calculated on the basis of the accounting records as of the latest accounting date;

23.3.20. determination of a standpoint of the Company (representatives of the Company) pertaining to consideration by the management bodies of its daughter or dependent business companies of issues related to purchase and alienation of the Company shares;

23.3.21. approval of transactions in the instance provided for under Article 31 of this Charter;

23.3.22. approval of transactions in the instance provided for under Article 32 of this Charter;

23.3.23. appointment of the President of the Company, determination of his/her term of office, and early dismissal and termination of the contract with the President;

23.3.24. approval of decisions to issue securities, prospectuses for securities and reports on the results of the acquisition of the Company's shares subject to redemption, reports on the results of share redemption, reports on the results of the call to shareholders to redeem their shares, as well as making changes in the decisions on securities issues and/or securities issue prospectuses;

23.3.25. approval of the registrar and the terms of the agreement; decision-making pertaining to termination of such an agreement with the registrar;

23.3.26. reimbursement of the members of the Company's Management Board and other officers for losses, incurred by them in connection with the performance of their official duties and/or the exercise of powers of the Company as a representative, as a result of claims, complaints, demands or amounts of liability against the members of the Company's Management Board or other officers from any third parties, including the state and municipal agencies;

23.3.27. recognition of candidates for the Board of Directors as complying with corresponding independence criteria, carrying out analysis of compliance of the Board of Directors members with independence criteria, recognition of a member of the Board of Directors as enjoying the status of an independent director or having lost the status of an independent director;

23.3.28 review of the Company auditor's report;

23.3.29. approval of the terms of contract (supplementary agreements) with the President;

payment of bonus to the President in compliance with his/her contract (or supplementary agreements);

approval of the Company's key performance indicators for the purpose of rewarding the President, if the contract (or supplementary agreements) signed with him/her provides for paying any bonuses to the President on the basis of such indicators;

incurring extra costs related to medical treatment of the President, his/her spouse and children that are not covered by the medical insurance, if, in accordance with the contract (or supplementary agreements) signed with the President, the Company may effect such payments;

granting a leave without pay to the President;

payment of an extra lump-sum grant to the President in case of mutilation, injury, or other damage to health suffered by the President in connection with performance of his duties thereby, or in connection with an occupational disease, if it is preventing the President from performing his duties, as long as, in accordance with the contract (or supplementary agreements) signed with the President, the Company may effect such payments;

payment of an extra lump-sum grant to the family of the President in case of his/her death in the duration of his/her employment contract, apart from the payments provided by the effective law, if, in accordance with the contract (or supplementary agreements) signed with the President, the Company may effect such payments;

23.3.30. approval of the terms of contracts (or supplementary agreements) to be signed with members of the

Management Board of the Company (on performance of the Board members' functions), and approval of internal documentation regulating the procedures of assessment of remuneration to be paid to the members of the Management Board, and making decisions on bonuses to be paid to members of the Management Board under the said documents;

approval of the terms of contract (or supplementary agreements) signed with the Director of the Internal Audit Department, as well as deciding on the bonus payments to the Director of the Internal Audit Department in compliance with his/her contract (or supplementary agreements);

approval of the terms of contract (or supplementary agreements) signed with the Company's Corporate Secretary, as well as making decisions on the bonus payments to the Corporate Secretary in compliance with his/her contract (or supplementary agreements).

23.3.31. placement by the Company of additional shares into which to be converted preference shares of a certain type placed by the Company and convertible into ordinary shares or preference shares of other types, unless this placement will result in an increase of the Company's Charter capital, as well as placement by the Company of bonds and other issued securities, except shares and bonds or other issued securities convertible into shares;

23.3.32. placement by the Company of bonds convertible into shares and of other issued securities convertible into shares by the Company, where such bonds (or other issued securities) are placed by public subscription and may be converted into Company's ordinary shares, amounting to 25 (twenty five) or less percent of the Company's previously placed ordinary shares;

23.3.33. introduction of amendments and additions to this Charter related to establishment and liquidation of branches and to opening and closing representative offices of the Company;

23.3.34. election (and re-election) of the Chairman and Vice-Chairman of the Board of Directors, a Senior independent director;

23.3.35. appointment and dismissal by the Company of the Corporate Secretary of the Company and estimation of the amount of his/her remuneration, approval of the Regulations on the Corporate Secretary and the Corporate Secretary's Department, revisions of and amendments to this document, and its invalidation;

23.3.36. preliminary approval of the simultaneous holding by the person performing the functions of the Company's sole person executive body, or members of the Company's Management Board, of positions in the governing bodies of other organizations;

23.3.37. permission to the person performing the functions of the sole person executive body of the Company to be simultaneously employed by another employer;

23.3.38. establishment of standing or ad hoc committees (for consideration of certain issues) of the Board of Directors, shaping membership of committees and introduction of changes in the membership, and approval of their regulations, revisions of and amendments to the Regulations on committees of the Board of Directors and according invalidation of appropriate documents referring to such Regulations;

23.3.39. approval of the internal regulations on the disclosure of information about the Company that is not public, the procedure of using the information about the Company's operations, the Company's securities and transactions involving them, revisions of and amendments to such regulating document(s), and according invalidation;

23.3.40. approval of the Provisions on the Company's Internal Audit Department, revisions of and amendments to such document(s), and according invalidation; pre-approval of a candidate for the head of the Internal Audit Department, and dismissal of such person from his/her position at the Company's initiative; approval of the working plan of the Company's Internal Audit Department, adjustments to this plan and evaluation of its results, approval of an internal document (documents) determining a system of internal audit of the Company's financial and commercial activities, introduction of changes and additions in the document (documents) to be approved and invalidation of such document (documents);

23.3.41. approval of the internal document(s) on internal control over financial and operational activity of the Company, as well as the risk management systems within the Company, introduction of amendments and additions to such documents, and recognizing them void;

23.3.42. preliminary approval of appointment of the person responsible for organizing and maintaining the risk management in the Company and dismissal of such person at the initiative of the Company, approval of the terms and conditions of the agreement (and any supplementary agreements) on exercising functions pertaining to organizing and maintaining the risk management in the Company and taking decisions regarding payment of bonuses to an employee that organizes and maintains the risk management in the Company pursuant to the agreement (supplementary agreements) that were made with him;

23.3.43. approval of programs (procedures, or other documents) for risk management in the Company, amendment of such documents, and evaluation of the results of the Company's risk management operations;

23.3.44. approval of internal regulating documents related to meeting the requirements of the foreign law standards and essential requirements of stock exchanges, on which the bonds and securities of the Company circulate, introduction of amendments and additions to such documents, and recognizing them void;

23.3.45. preliminary endorsement on employing specialists from outside the Company on a monetary compensation basis, in order to assist in performing of the audit of the Company's operations, carried out by the Audit Commission; establishment of a procedure(s) of remuneration and other essential conditions of participation of specialists employed in this way, engaged on a monetary compensation basis in the auditing activities carried out by the Audit Commission;

23.3.46. approval of the Company's Corporate Governance Code, introduction of amendments and additions to such documents, and recognizing them void;

23.3.47. the Company's participation in non-commercial organizations (except for cases stipulated in clause 14.2.20 of this Charter), with relation to:

- establishment of a legal entity by incorporation;
- joining as a member,
- termination of participation, except for cases when there is full termination of all operations of the organization in which the Company has a participatory interest;
- paying additional fees related to the Company's participation in non-commercial organizations;

23.3.48. approval of the working plan of the Board of Directors and, if necessary, introduction of amendments to it;

23.3.49. approval of a Regulation on procurement of goods, works and services, and introduction of amendments and additions in the said document as well as recognizing it invalid.

23.3.50. review of reports about transactions with the Company's securities by the Company insiders;

23.3.51. filing an application for listing of the Company shares and/or the Company issued securities convertible into the Company shares;

23.3.52. cancellation or amendment of decisions previously adopted by the Board of Directors;

23.3.53. determination of a procedure of cooperation with bodies in which the Company is a participant by approval of the Company's internal document - a policy of management of the Company's daughter and dependent business companies;

23.3.54. shaping the Company's position on issues that are in the competence of general meetings of participants of daughter and dependent business companies (supreme management bodies of entities with a different structure and legal form), in which the Company is the only participant;

23.3.55. approval of requirements to the current terms of labor contracts (supplementary agreements) signed with Directors of Branches and Heads of representatives offices;

23.3.56. approval of methodology and a candidate of an independent consultant for making assessment of the performance of the Board of Directors, its committees and members, review of the results of self-assessment or external evaluation of the Board of Directors, its committees and members, considerations of proposals on improvement of the work of the Board of Directors and its committees with consideration for the results of the evaluation.

23.3.57. provision of recommendations to the Company executive bodies on any issues concerning the Company activities;

23.3.58. other matters relegated to the competence of the Board of Directors by this Charter and by the Federal law "On Joint-Stock Companies".

23.4. Resolutions adopted in the meetings of the Board of Directors shall be approved by a majority vote of the members of the Board of Directors present in the meeting, or by absentee voting (by poll), except for cases when this Charter requires a different number of votes for approval of a resolution.

In the event of a tie vote the Chairman of the Board of Directors effects the deciding vote.

If unanimity among the members of the Board of Directors is not reached regarding a large transaction approval, which by the Federal law, as well as this Charter, must receive a fully unanimous vote in order to be effectuated, such issue(s) may be submitted to the General Shareholders' Meeting for approval, given the decision of the Board of Directors, approved by a majority vote of the members of the Board of Directors present in the meeting, or by absentee voting.

23.5. Issues relegated hereunder to the exclusive competence of the Board of Directors may not be referred to the President or the Management Board of the Company for approval.

23.6. In exercising their rights and performing their duties, the members of the Board of Directors shall act in the best interests of the Company, in good faith and reason. Otherwise, the members of the Board of Directors shall be jointly and severally liable to the Company in accordance with applicable Russian Law.

23.7. The Board of Directors ensures regular assessment of the performance of the Board of Directors, its committees and members.

23.8. Matters of the legal status of the Board of Directors of the Company not covered hereunder shall be governed by the Company's Regulations on the Board of Directors, as approved by the General Shareholders' Meeting by a majority vote of the shareholders present in the meeting.

#### **Article 24. Election of the Board of Directors**

24.1. Members of the Board of Directors of the Company shall be annually elected by the annual General Shareholders' Meeting.

The term of office of the members of the Board of Directors shall be considered as from the moment of their election by the annual General Shareholders' Meeting until the moment of the election of a new Board of Directors by the succeeding annual General Shareholders' Meeting.

24.2. Those elected to the Board of Directors may be re-elected an unlimited number of times.

24.3. Members of the Board of Directors shall be elected by a cumulative vote in accordance with the Federal law "On Joint-Stock Companies".

24.4. The General Shareholders' Meeting may decide to prematurely terminate the powers of the members of the Board of Directors. Such decisions may only concern all members of the Board of Directors at once.

In the event of early termination of the powers of the Board of Directors, the powers of the new Board of Directors shall be deemed valid until the next upcoming annual General Shareholders' Meeting.

24.5. In the event that the quantity of the members of the Board of Directors falls below half of the quantity provided for in clause 23.1 hereof, the Board of Directors shall convene an extraordinary General Shareholders' Meeting in order to elect a new Board of Directors. The remaining members of the Board of Directors shall only be entitled to decide on convening such an extraordinary General Shareholders' Meeting.

24.6. Members of the Company's Management Board may not comprise more than one quarter of the membership of the Board of Directors. The President may not serve as Chairman of the Board of Directors.

Rights and responsibilities of the members of the Board of Directors shall be determined under the Regulations on the Board of Directors.

#### **Article 25. Chairman of the Board of Directors**

25.1. The Chairman of the Board of Directors of the Company shall be elected by the members of the Board of Directors out of their own candidatures by a majority vote among the total number of elected members of the Board of Directors.

25.2. The Board of Directors may re-elect its Chairman, at any time, by a majority vote among the total number of elected members of the Board of Directors present in the meeting, or by means of absentee voting.

25.3. The Chairman of the Board of Directors:

- organizes the work of the Board of Directors;
- calls meetings of the Board of Directors or arranges for absentee voting;
- arranges keeping of Minutes at the Board of Directors meetings.

25.4. The Board of Directors has the right to appoint a Vice-Chairman to the Board of Directors. In the absence of the Chairman of the Board of Directors, his/her functions (including the right to sign documents)

shall be performed by the Vice-Chairman, and in the absence of the latter, by a member of the Board of Directors appointed by a decision of the Board of Directors of the Company, by a majority vote of the members present in the meeting.

**Article 26. Meetings (or absentee voting) of the Board of Directors**

26.1 Meetings (or absentee voting) of the Board of Directors shall be held as required, but at least quarterly.

A meeting or absentee voting of the Board of Directors shall be convened by the Chairman of the Board of Directors at his/her own initiative or at the request of any member of the Board of Directors, a committee of the Board of Directors, the Audit Commission, the external auditor of the Company, the sole or collective executive body of the Company, head of the internal audit unit or the shareholder(s) holding, in aggregate, at least 2 (two) percent of the Company's voting shares. The procedure for convening and conducting meetings of the Board of Directors shall be determined pursuant to the Regulations on the Board of Directors.

26.2. The quorum for the meetings (or absentee voting) of the Board of Directors shall be met by the presence in the meeting (or participation in absentee voting) of at least 50 (fifty) percent of the elected members of the Board of Directors of the Company.

In determining the quorum and the results of voting by the members of the Board of Directors, account shall be taken of the written opinion of an absent member of the Board of Directors, in accordance with the Regulations on the Board of Directors of the Company.

26.3. For the purposes of decision-making in a meeting, or by absentee voting of the Board of Directors, each member of the Board of Directors shall have one vote.

A member of the Board of Directors may not delegate his/her vote to another member of the Board of Directors, or another person under any power of attorney.

26.4. A resolution of the Board of Directors may be approved by absentee voting (by poll) in accordance with the Regulations on the Board of Directors.

26.5. Minutes shall be kept of all meetings of the Board of Directors.

26.6. The remuneration to the members of the Board of Directors is to be paid as resolved by the General Shareholders' Meeting in accordance with the Regulations on the Board of Directors, except for the cases when the General Shareholders' Meeting, regardless of the reasons for doing so, has decided not to pay any remuneration or to amend the amount(s) payable and the procedure of the payment.

The decision to compensate the expenses incurred by the members of the Board of Directors while performing their duties, including reimbursement of the losses suffered by the members of the Board of Directors while performing their functions and/or acting as the representatives of the Company, resulting in any claims or any sanctions from the third parties, including state and municipal authorities, is to be taken by the General Shareholders' Meeting.

**Article 27. The President (Sole Executive Body) and the Management Board (Collective Executive Body)**

27.1. The Company's current operations shall be managed by the Company's sole person executive body (the President) and the collective executive body (the Management Board).

The Company's executive bodies shall be competent to resolve all management issues pertaining to the Company's current operations, except for those which are designated to the competence of the General Shareholders' Meeting and the Board of Directors.

27.2. The President shall be appointed by the Board of Directors of the Company by a majority vote of the members of the Board of Directors present in the meeting or participating in the absentee voting (using ballots) for a term of no more than 5 (five) years, with a possibility of being re-appointed an unlimited number of times. The proposal nominating the candidate for the position of the President of the Company shall specify his/her name, the company by which he/she is employed and the position held by him/her in such a company, and contain information on positions held by him/her in governing bodies of other organizations. The rights, duties, liability and remuneration of the President shall be determined pursuant to the agreement between the President and the Company. The agreement with the President shall be signed for the entire term of office as determined by the Board of Directors. The Board of Directors may, at any time, terminate the powers of the President.

27.3. The President shall manage the current operations of the Company and shall be granted, in accordance with the laws of the Russian Federation, all the necessary powers to accomplish his purpose. The President shall be responsible for maintaining the classified status of the conducted works and for the

development and implementation of all the measures necessary to protect the Russian Federation's state classified information. The President shall act in strict compliance with all the applicable laws and this Charter.

The President shall perform the functions of the Chairman of the Management Board of the Company.

27.4. The President executes all actions on behalf of the Company within his/her competence without the official power of attorney, including:

27.4.1. representing the Company within the Russian Federation as well as abroad;

27.4.2. chairing the General Shareholders' Meeting in accordance with the Provision on the General Shareholders' Meeting except for the cases when another person is appointed by the Board of Directors to do this;

27.4.3. organizing the implementation of the decisions of the General Shareholders' Meeting and of the Board of Directors;

27.4.4. performing general management of the operations of the Company's subsidiaries;

27.4.5. approving internal regulatory documents of the Company, except for those which are regulated by the General Shareholders' Meeting, by the Board of Directors and/or by the Management Board, according to the Federal Law On Joint-Stock Companies and this Charter;

27.4.6. determining the structure and quantity of the Company's human resources, salaries, manner and form of payment for work undertaken, based on the internal motivation regulating documents approved by the Management Board;

27.4.7. issuing orders and instructions, which are compulsory for all the employees of the Company;

27.4.8. hiring, reassigning and dismissing employees, including Directors and employees of the Branches, as well as executing other rights and liabilities of the Company in its role as a local and/or national employer under the labor relations as stated by applicable law and the Charter;

27.4.9. approving subject to the provisions of this Charter the positions of the Company's employees, including the Company's Branches, unless the decision-making about the employees in question is not delegated by the President to other persons;

27.4.10. negotiating transactions on behalf of the Company within the Federal law "On Joint-Stock Companies" and the Charter;

27.4.11. having a right of primary authority to sign financial documents of the Company;

27.4.12. issuing the power of attorney on behalf of the Company (including that with the right of further substitution);

27.4.13. opening bank accounts for the Company;

27.4.14. approving the contents, volume and procedures for protection of data which constitute commercial classified information, issuing orders and giving instruction on how to comply with claims to commercial classified information requirements;

27.4.15. approving the internal control procedures;

27.4.16. determining the purchase price of the bonds placed by the Company or the procedure of the price determination;

27.4.17. decision-making about the start date of placement of bonds by the Company;

27.4.18. decision-making about the setting of the procedure of determination of the interest (warrant) rate of the Company bonds excluding the amount of the interest (warrant) rate determined during trading held by a stock exchange at the stage of bonds placement;

27.4.19. decision-making on early redemption of bonds placed by the Company if the decision on the issue of such bonds provides for possibility of such redemption, with determination of the number(s) of warrant periods where early redemption is foreseen on the expiry date of such periods as well as the dates on which early termination is foreseen;

27.4.20. exercises other powers pursuant to applicable law of the Russian Federation and this Charter.

The President is entitled to turn to the Board of Directors for recommendations regarding taking a decision on any issue related to the Company's activities.

27.5. The Management Board, the Company's collective executive body, is guided in its operation by this Charter and the Regulations on the Management Board approved by a General Shareholders' Meeting.

27.6. The members of the Management Board of the Company, with the exception of the Chairman of the Management Board of the Company, shall be appointed by the Board of Directors. Pursuant to the Federal Law On Joint-Stock Companies, the powers of the Chairman of the Management Board shall be exercised by the person performing the functions of the President.

The proposals of the candidates nominated for the positions of members of the Management Board of the Company shall specify his/her name, the company by which he/she is employed and the position in such a company he/she holds, as well as contain information on any positions held by him/her in governing bodies of other organizations.

By resolution of the Board of Directors of the Company, the powers of any member (all members) of the Management Board of the Company appointed by the Board of Directors may be subject to early termination.

In the event of early termination of duties of the individual members of the Management Board of the Company, newly appointed members shall continue to exercise their powers for the term, for which the Management Board of the Company was originally appointed.

27.7. The following matters of the management of the Company's current operations fall within the competence of the Management Board of the Company:

27.7.1. shaping the Company's technical, financial, economic and tariff policy;

27.7.2. preparation of proposals on the main aspects of the Company's operations, including draft budgets, medium-term and long-term business and financial plans of the Company, development strategies and programs, correction of the aforementioned documents and evaluation of the results of their fulfillment;

27.7.3. arrangement of monitoring of the Company's financial and business operations;

27.7.4 shaping of the Company's personnel and social policy;

27.7.5. preparation of materials and draft resolutions on issues to be considered by the General Shareholders' Meeting and the Board of Directors, including preparation of proposals on conclusion of transactions to be approved by the General Shareholders' Meeting and the Board of Directors of the Company, on the Company's participation in other organizations, etc.;

27.7.6. organizational and technical support of operations of the Company's bodies;

27.7.7. approval of internal documents governing matters that fall within the competence of the Management Board of the Company, except for the internal documents delegated to the competence of the General Shareholders' Meeting and the Board of Directors, introduction of amendments and additions to such documents, and recognizing them void;

27.7.8. analysis of performance results of the Company's structural subdivisions, branches and other separate subdivisions and issuance of compulsory instructions on improving their performance;

27.7.9. discussion of organizational matters related to the Company's branches and representative offices and of other appropriate matters in accordance with the Regulations on the Management Board;

27.7.10. shaping the Company's planning and budgeting methodology;

27.7.11. shaping the Company's security policy;

27.7.12. approval of the internal documents governing the general provisions on employee motivation, as well as evaluation and decision-making pertaining to the execution of collective bargaining agreements and arrangements, introduction of amendments and additions to such documents, and recognizing them void;

27.7.13. establishment of standing or ad hoc committees (for consideration of certain matters related to the preparation of the Management Board resolutions) under the Management Board, which are not independent bodies of the Company; approval of related regulations, revisions of and amendments to such regulating document(s), and according invalidation;

27.7.14. establishment of the terms of contracts (or additional agreements) with Vice-Presidents – Directors of Macroregional branches, Vice-Presidents – Directors of Branches, Directors of Branches and Heads of Representative Offices;

27.7.15. approval of contractual terms (including additional agreements) with Vice-Presidents – Directors of Macroregional branches (Heads of Representative Offices), Senior accountants of Macroregional branches and Representative Offices;

27.7.16. other matters referred to the Management Board's competence by this Charter;

The Management Board of the Company may also resolve other issues pertaining to the management of the Company's current operations, based on instructions from the Board of Directors, or as proposed by the Committees of the Board of Directors and the President of the Company, except for decisions on matters related to the competence of the General Shareholders' Meeting or the Board of Directors of the Company;

The Management Board is entitled to turn to the Board of Directors for recommendations with respect to decision-making on any issue related to the Company activities.

27.8. The Management Board shall hold its meetings as necessary. Minutes shall be kept in the meetings of the Management Board. The Chairman of the Management Board shall arrange for the meetings of the Management Board and sign their Minutes.

27.9. The person performing the functions of the President and the members of the Management Board may only hold office in other organizations with the consent of the Board of Directors of the Company.

The rights, duties, amount of remuneration and liability of the members of the Management Board shall be determined under an agreement between each member of the Management Board and the Company.

27.10. Matters concerning the legal status of the President and the members of the Management Board that are not covered hereunder shall be determined pursuant to the Regulations on the President and the Regulations on the Management Board, approved by the General Shareholders' Meeting .

27.11. The Corporate Secretary of the Company. The Office of the Corporate Secretary

27.11.1. By decision of the Board of Directors, an extraordinary person may be designated to assure the compliance by the Company's executive bodies with applicable regulations and procedures aimed to protect the legal rights and interests of shareholders – and such person shall be named the Corporate Secretary of the Company.

27.11.2. The rights, responsibilities, term of office, amount of remuneration and liability of the Corporate Secretary are all determined by the internal documents, by the Regulations on the Corporate Secretary and on the Office of the Corporate Secretary, approved by the Board of Directors, and by the employment agreement made by and between the Corporate Secretary and the Company. The employment agreement with the Corporate Secretary is to be signed by the Chairman of the Board of Directors on behalf of the Company.

27.11.3. In order to ensure the efficiency of the Corporate Secretary, the Company creates the Office of the Corporate Secretary. Its structure, staffing and responsibilities are determined by the internal regulation(s) approved by the Board of Directors.

## **Article 28. Control over the Company's Financial and Business Operations**

28.1. With a view to control the Company's financial and business operations, the Company shall establish the Audit Commission (hereinafter, the "Audit Commission"), extraordinary structural subdivisions exercising internal control and the Company risk management functions, and admit an independent auditor.

28.2. The Audit Commission shall be the Company's autonomous controlling body elected at an the Annual General Shareholders' Meeting for the period until the next annual General Shareholders' Meeting is held, and consisting of 7 (seven) members.

The Audit Commission shall be deemed to have been formed if at least one half of the total members of the Audit Commission, as stipulated by this Charter, have been elected.

28.3. The powers of any or all of the members of the Audit Commission may be prematurely terminated by a decision of the General Shareholders' Meeting, on the grounds and in the order provided for under the Regulations on the Audit Commission.

If the actual composition of the members of the Audit Commission becomes less than one half of the total number of members of the Audit Commission as stipulated by this Charter, the Chairman of the Audit Commission shall, within 5 (five) days upon the occurrence of such an event, notify the Board of Directors. The Board of Directors shall then convene an extraordinary General Shareholders' Meeting to appoint a new Audit Commission.

The remaining and new members of the Audit Commission shall only perform their functions pending the election of a new Audit Commission at the extraordinary General Shareholders' Meeting.

In the event of early termination of powers of the Audit Commission, the powers of the new Audit Commission shall be valid until the next annual General Shareholders' Meeting is held.



28.4. Membership in the Audit Commission may be held by a shareholder or by any person proposed by a shareholder or the Board of Directors in the event that no candidates, or an insufficient number of candidates, are proposed by the shareholders for the Audit Commission. Members of the Audit Commission may not simultaneously serve as members of the Board of Directors, the President, members of the Management Board or the liquidation commission.

28.5. The Audit Commission shall elect a Chairman and a Secretary from among its members.

28.6. The following falls within the competence of the Audit Commission:

- verification of compliance of documents related to financial and business operations of the Company, including executed agreements and transactions, with the requirements of applicable laws and regulations;
- verification of compliance of accounting and financial reporting procedures with the requirements of existing regulatory documents;
- analysis of the financial position of the Company;
- analysis of the timing and accuracy of various budget settlements and the settlements with the shareholders of the Company;
- evaluation of the economic efficiency of financial and business operations of the Company.

28.7. Inspection (audit) of the Company's business operations shall be performed on the basis of the Company's annual performance.

An inspection (audit) of the Company's business operations shall also be performed at the initiative of:

- the Audit Commission
- the General Shareholders' Meeting;
- the Board of Directors;
- or at the request of the shareholder(s) holding, in aggregate, at least 10 (ten) percent of the Company's voting shares – on all matters within the competence of the General Shareholders' Meeting, as of the date of the request.

The shareholders initiating the inspection (audit) shall supply the Company, addressed to the Chairman of the Audit Commission, with a request in written form, which shall contain: the full name of the shareholder(s), information on the number and category (type) of the shares of the Company held by him/her/them and the signature of the shareholder or his authorized representative. If the request is signed by a shareholder's representative, the request shall be accompanied a power of attorney (or a notarized copy of it) or other statutory evidence of the representative's powers in writing.

The Audit Commission may refuse to conduct an inspection (audit) in the following cases:

- people making the request to exercise checks (audits) of the Company's financial and commercial activities, do not possess the right to initiate the said check (audit);
- check (audit) was performed by the Audit Commission, and a conclusion was approved with regard to the facts that served as the basis for the request to perform a check (audit) of the Company's financial and commercial activities;
- the request to hold a check (audit) of the Company's financial and commercial activities does not comply with any applicable law of the Russian Federation.

28.8. At the request of the Audit Commission, officers of the Company's governing bodies shall present documents on the business operations of the Company.

28.9. The Audit Commission shall have the right to request convening of an extraordinary General Shareholders' Meeting in accordance with the procedure provided for hereunder.

28.10. Following the inspection of the business operations of the Company, the Audit Commission shall draw up a concluding report containing:

- confirmation of the authenticity of the data contained in the Company's statements and other financial documents, including the accuracy of data, contained in the Company's annual report;
- information of any actual instances of violations of the statutory Russian Federation procedures for the keeping of accounts and submission of financial statements, as well as violations of legal acts of the Russian Federation in the conduct of business.

28.11. With a view to assuring continuous internal audit over the performance of any business operations, the Company shall establish a special structural subdivision independent of the Company's executive bodies and controlled directly by the Board of Directors of the Company.

The functions of the said structural subdivision, its regulations, the procedures for appointing and dismissing employees and defining what is required of them shall be determined by an internal document approved by the Board of Directors of the Company.

28.12. A The Company's external auditor may be a properly licensed audit firm, complying with the applicable law of the Russian Federation and exercising on its basis an audit of the Company's financial and commercial activities , under the terms of an appropriate agreement (hereinafter referred to as the "Auditor of the Company").

28.13. The Company shall annually engage an auditor not connected with the Company or its shareholders by property-related interests.

The auditor of the Company shall be approved by the General Shareholders' Meeting. The amount to be paid for the services of the auditor of the Company shall be determined by the Board of Directors.

### **Article 29. Acquisition of Placed Shares by the Company**

29.1. The Company shall have the right to acquire its placed shares in the manner provided for hereunder in the following instances:

29.1.1. by a decision made in the General Shareholders' Meeting to reduce the Charter Capital of the Company by acquiring part of the placed shares so as to reduce their total number;

29.1.2. by a decision of the Board of Directors, approved by a majority vote of the members of the Board of Directors present at the meeting or voting by absentee .

29.2. A decision on reduction of the Charter Capital by acquiring part of the placed shares so as to reduce their total number shall determine:

- categories (types) of shares to be acquired;
- number of shares of each category to be acquired;
- share acquisition price, which shall be determined by the Board of Directors under applicable Russian Law on the basis of the market value of the shares;
- the form of payment for the shares, which may only be in cash;
- time of payment for the shares;
- the period within which the shares are to be acquired.

29.3. All terms of the decision provided for under clause 29.2 of this Charter shall be proposed to the General Shareholders' Meeting, which is to consider the issue of the reduction of the Company's Charter Capital by acquiring part of the placed shares in order to reduce their total number.

29.4. In the event that the decision to acquire shares in accordance with this Charter is made by the Board of Directors, such decision shall specify all of the terms and comply with all of the requirements provided for under clause 29.2 hereof. The amount of shares to be acquired may not exceed the number, the approval of which may result in the par value of the Company's outstanding shares, upon such acquisition, becoming less than 90 (ninety) percent of its Charter Capital.

29.5. At least 30 (thirty) days prior to commencement of the period within which the shares are to be acquired, the Company shall notify the holders of the categories (types) of shares it has decided to acquire.

Such notice shall contain the following information:

- official name and location of the Company;
- categories (types) of shares to be acquired;
- number of shares to be acquired in each category (type);
- acquisition price of the shares;
- the form and term of payment for the shares;
- officially established dates of commencement of share acquisition and its completion ;

- address(es) to which a completed, written shareholder's offer to sell such shareholder's shares to the Company may be delivered.

Such notice may contain a standard form of a shareholder's written offer to sell his/her shares to the Company.

Notification of shareholders holding shares of certain categories (types), a decision on the purchase of which has been taken, is effected in the manner foreseen by this Charter for a notice about holding a General Shareholders' Meeting.

29.6. Each shareholder holding shares of the categories (types) to be acquired shall have the right to sell them and the Company shall acquire such shares.

29.7. A shareholder holding shares of the categories (types) to be acquired may deliver to the Company within the set term a written filled-out offer to sell his/her Company shares.

The offer shall be sent to the Company at the address specified in the notice. The shareholder shall provide the notice specifying the banking details to which the Company shall transfer the payment for the shares acquired from the shareholder, if settlements between the Company and the shareholder with regard to acquisition of shares are made in non-cash form.

The date on which the Company receives the offer shall be deemed the date of request.

29.8. In the event that the total number of shares offered to the Company exceeds the number of shares the Company may acquire pursuant to the decision of the General Shareholders' Meeting or the Board of Directors, the shares shall be bought out from the shareholders on a pro rata basis.

29.9. Shares acquired by the Company pursuant to the decision, as adopted by the General Shareholders' Meeting, to reduce the Charter Capital by acquiring shares in order to reduce their total number, shall be redeemed at acquisition. The Charter Capital of the Company shall be reduced and the relevant amendments to this Charter shall be made in accordance with the procedure provided for under Article 7 hereof for such instances.

29.10. Shares acquired by the Company by a decision of the Board of Directors shall not vote, shall not be counted in the determination of the quorum or tallying of votes in the General Shareholders' Meeting, and shall earn no dividends. Such shares shall be sold by the Company represented by the President at the price that is no lower than their market value, within one year of their acquisition; otherwise, the General Shareholders' Meeting shall decide to reduce the Charter Capital of the Company in the manner provided for under Article 7 of this Charter.

29.11. The Company may not acquire its placed shares for any purpose if and while the following is true:

- the full payment of the entire Charter Capital of the Company is still pending;
- as of the moment of the shares acquisition, the Company shows signs of insolvency (bankruptcy), as defined under the legal acts of the Russian Federation on insolvency (bankruptcy) of enterprises, or such signs appear as a result of acquisition of such shares;
- as of the moment of the shares acquisition, the value of the Company's net assets is, or as a result becomes, less than the net of its Charter Capital, the reserve fund and the amount by which the liquidation value of the placed Type A preference shares exceeds the par value as determined hereunder;
- the redemption of all the shares submitted for redemption in accordance with Article 30 hereof is pending.

29.12. The Company may not decide to acquire part of its placed shares in order to reduce their total number if, as a result, consequences provided for under clause 7.5 hereof may arise.

29.13. The number of shares acquired to reduce their total number may not violate the ratio between the Company's ordinary and Type A preference shares as determined under clause 5.2 hereof.

### **Article 30. Buyback of Placed Shares by the Company**

30.1 Shareholders holding voting shares shall have the right to request that the Company redeem all or part of their shares in the event that the General Shareholders' Meeting adopts decisions regarding the following issues, which these shareholders voted against, or if they did not participate in the voting regarding:

- the Company's reorganization;

- approval of a major transaction involving property with a value exceeding 50 (fifty) percent of the book value of the Company's assets, as of the date the decision on such a transaction is made;
- introduction of amendments and additions to the Company's Charter, or approval of the Company's Charter in a revised version, implying any restrictions to their rights;
- filing an application for delisting of the Company shares and/or issued securities of the Company convertible into the Company shares.

30.2. The list of shareholders entitled to request that the Company redeem their shares shall be drawn up on the basis of the data provided by the shareholders register of the Company – as of the date of preparation of the list of those entitled to take part in the General Shareholders' Meeting with an agenda including issues which, if voted on in accordance herewith, may give rise to the rights claim to request redemption of shares.

30.3. The Company shall redeem shares at their market value, determined by the Board of Directors in the manner provided for under applicable Russian Law, without regard for changes resulting from the Company's actions that give rise to the rights to request evaluation and redemption of shares.

30.4. In the event that the agenda of the General Shareholders' Meeting includes items which, if voted on in accordance herewith, may give rise to the shareholders' right to request that the Company redeem their shares, the announcement of such General Shareholders' Meeting shall also contain the following information:

- the validity of the shareholders' right to request that the Company redeem their shares;
- the price of the shares to be redeemed;
- the procedure for and the effective term for such redemption.

30.5. A shareholder shall have the right to deliver his/her completed form of request, in writing, so that the Company redeems his/her/its shares within 45 (forty five) days from the date that the relevant decision is adopted by the General Shareholders' Meeting.

The date on which the request is made shall be deemed the date when the request was sent by mail or delivered directly.

30.6. The total amount of cash channeled by the Company into the redemption of shares may not exceed 10 (ten) percent of the value of the Company's net assets, as of the date of the decision that enabled shareholders to request that the Company redeem their shares.

In the event that the total number of shares requested to be redeemed exceeds the number of shares which the Company may redeem in view of the above restriction, shares shall be redeemed on the pro rata basis regarding requests made by shareholders.

30.7. Shares redeemed by the Company shall be at the sole disposal of the Company. Such shares shall not vote, shall not be counted in the tallying of the quorum or voting results in the General Shareholders' Meeting, and shall not earn dividends. Such shares shall be sold at the price not lower than their nominal price within one year from the date of transfer of the redeemed shares to the Company's ownership; otherwise, the General Shareholders' Meeting shall decide to reduce the Charter Capital of the Company by redeeming such shares.

**Article 31. Major Transactions and Transactions Related to the Company's Direct or Indirect Acquisition, Alienation or Possible Alienation of the Property up to 25 (twenty five) percent of the Book Value of the Company's Assets**

31.1. Major transactions shall be deemed transactions (including borrowing, lending, pledging and surety transactions) or a series of interrelated transactions connected with acquisition, alienation or possible alienation by the Company, directly or indirectly, of property with a value of 25 (twenty five) or more percent of the book value of the Company's assets, as determined by its accounting and financial statements as of the latest reporting date, except for transactions performed in the usual course of business, transactions related to the placement by subscription (sale) of the Company's ordinary shares, and transactions related to placement of issued securities and those convertible into the Company's ordinary shares, and transactions the performance of which is obligatory for the Company pursuant to federal laws and (or) other legal acts of the Russian Federation, and with regard to which settlements shall be carried out according to the procedure established by the Government of the Russian Federation or at prices and tariffs set by an authorized federal executive authority.

31.2. The price of the property (services) to be alienated or acquired (the market value of such property) in a major transaction, including subsequent alienation or acquisition, shall be determined by the Board of Directors in the manner provided for under applicable Russian Law.

31.3. A decision on approval, including subsequent approval, of a major transaction with respect to property valued at 25 (twenty five) to 50 (fifty) percent of the book value of the Company's assets, shall be made by the Board of Directors by a unanimous vote of all the members of the Board of Directors; in this case the vote(s) of previously discontinued member(s) of the Board of Directors shall be disregarded.

In the event that no unanimity of the Board of Directors on approval of a major transaction can be achieved, the Board of Directors may decide to submit the matter in concern to the General Shareholders' Meeting for decision.

In such instances the decision to approve a major transaction shall be made by a majority vote of the shareholders holding voting shares and present in the General Shareholders' Meeting.

31.4. A decision on approval, including subsequent approval, of a major transaction with respect to property valued at more than 50 (fifty) percent of the book value of the Company's assets shall be adopted in the General Shareholders' Meeting by a three quarters majority vote of shareholders holding voting shares and present at the General Shareholders' Meeting.

31.5. In the event that a major transaction is also a related party transaction, only provisions of Article 32 hereof shall apply.

31.6. A transaction or a series of interrelated transactions connected with acquisition, alienation or possible alienation by the Company, directly or indirectly, of property with a value of 0.5 (one half) to 25 (twenty five) percent of the book value of the Company's assets, as determined by its accounting statements as of the latest reporting date, shall be preliminarily approved by the Company's Board of Directors, except for transactions on placement of bonds in the course of trading performed by a stock-exchange.

The price of the property to be alienated or acquired shall be compared to the value of the Company's assets prior to submitting an issue specified in the first paragraph of this clause for consideration by the Board of Directors:

- in case of property acquisition, the purchasing price including VAT and other indirect taxes and dues;
- in case of alienation or possible alienation of property, the larger of either the alienation price without VAT and other indirect taxes and dues to be determined by the parties entering the transaction, – or the book value of the property; .

31.7. If a transaction to be approved by the Board of Directors pursuant to Clause 31.6 of this Charter is also a related party transaction, the manner of performing such transaction shall only be subject to provisions of Article 32 of this Charter.

### **Article 32. Related Party Transactions**

32.1. Transactions (including borrowing, lending, pledging and surety transactions), in which a member of the Board of Directors, the person performing the functions of the Company's sole person executive body (including a managing company or a manager), a member of the Management Board of the Company, or a shareholder holding, together with his/her affiliates, 20 (twenty) or more percent of the Company's voting shares, or the person entitled to issue binding instructions to the Company, i.e. a predominant participant in the Charter Capital of the Company, or a person who has a relevant agreement with the Company pursuant to which, or pursuant to the Charter of the Company, such a person is entitled to give binding instructions to the Company, shall be performed by the Company in accordance with the provisions of this Article.

Such persons shall be deemed interested in the Company's transaction if such persons, their spouses, parents, children, brothers, sisters, half-brothers, half-sisters, adoptive parents, adoptees and/or any of their affiliates:

- are a party to, beneficiaries of, intermediaries or representatives in such a transaction;
- hold (each separately or in aggregate) 20 (twenty) or more percent of the voting shares (interest or equity participation) in a legal entity, which is a party to, beneficiary of, intermediary or representative in such a transaction;
- hold positions in the governing bodies of a legal entity, which is a party to, beneficiary of, intermediary or representative in such a transaction.

The provisions of this Article of the Charter shall not apply, and no decision-making to approve the transaction by the Board of Directors or the General Shareholders' Meeting of the Company under this Article shall be required:

- with respect to transactions, in which all of the Company's shareholders are interested;

- with respect to exercise of the preemptive right to acquire shares placed and securities convertible into shares issued by the Company;
- with respect to acquisition and redemption of placed shares by the Company;
- with respect to reorganization of the Company by means of a merger with other companies;
- with respect to transactions that are mandatory for the Company pursuant to the Federal laws and/or other legislative acts of the Russian Federation, and are calculated based on the fixed prices determined by the Russian Federation government or on fixed prices and tariffs determined by the federal executive body of the Russian Federation government authorized to do so.

32.2. The persons specified in clause 32.1 hereof shall notify the Board of Directors, the Audit Commission, and the External Auditor of the Company of:

- legal entities in which they hold, separately or jointly with their affiliate(s), 20 (twenty) or more percent of the voting shares (interest, equity participation);
- legal entities, the executive bodies of which employ such persons;
- the transactions they are performing or are planning to perform, in which they may be recognized as interested parties.

32.3. A decision on the approval of a related party transaction shall be made by the Board of Directors or the General Shareholders' Meeting in the manner provided for under the Federal law of the Russian Federation "On Joint-Stock Companies".

In the event that all members of the Board of Directors are recognized parties interested in a transaction and/or are not independent directors, the Board of Directors may submit approval of such transaction and determination of the price (monetary value) of such property to the General Shareholders' Meeting of the Company for consideration.

32.4. An interested party shall be liable to the Company for the amount of losses inflicted by him/her on the Company. In the event that several parties are so liable, their liability to the Company shall be joint and several.

### **Article 33. Affiliates**

33.1. A person shall be recognized an affiliate in accordance with the requirements of applicable Russian Law.

33.2. The affiliates of the Company shall notify the Company, in writing, of the amount of Company shares they hold, specifying the number and categories (types) of such shares, within 10 (ten) days of the date of acquisition of such shares.

33.3. In the event the Company suffers any damage to its property as a result of failure of an affiliate to provide such information, or as a result of a delay in its provision, the affiliate shall be liable to the Company for the full value of the damage so inflicted.

33.4. The Company shall have its affiliates recorded and the information about them disclosed in accordance with the requirements of applicable Russian Law.

### **Article 34. The Company's Accounting and Reporting**

34.1. The Company shall keep its books and submit financial statements in accordance with the procedures determined by the legal acts of the Russian Federation. Branches shall keep their own balance sheets.

34.2. The President shall be responsible under the legal acts of the Russian Federation for the organization, status and authenticity of the Company's books, prompt submission of the annual statement and financial statements to the relevant authorities, and provision of to the shareholders and creditors of information on the Company's operations of , disclosed in accordance with the laws of the Russian Federation.

34.3. The accounting policy and making arrangements for circulation of documents within the Company and its branches and representative offices shall be determined by the order(s) issued by the President.

34.4. The financial year of the Company is defined as from January 1 to December 31.

34.5. The accuracy of the data contained in the annual statement of the Company and in its annual accounting statements shall be confirmed by the Audit Commission.

Prior to publication by the Company of the above documents, the Company shall engage an external auditor without any property-related connections and/or interests with the Company or its shareholders in order to verify and confirm the Company's annual financial statements.

34.6. The Company's annual statements shall be subject to preliminary approval by the Board of Directors at least 30 (thirty) business days prior to the deadline for accepting the voting ballots in the annual General Shareholders' Meeting.

34.7. The Company shall disclose the information provided for under clause 1 of Article 92 of the Federal law of the Russian Federation "On Joint-Stock Companies".

### **Article 35. Company's Documents**

35.1. The Company shall keep the following documents:

- this Charter, duly registered amendments and additions hereto, a resolution on the establishment of the Company and a Certificate of the Company's State Registration;
- documents evidencing the Company's rights to the property on its balance sheet;
- the Company's internal regulations approved by the General Shareholders' Meeting and other governing bodies of the Company;
- regulations on the Company's Branches and/or representative offices;
- annual statements;
- prospectuses of Company shares;
- accounting records;
- accounting statements submitted to relevant authorities;
- Minutes of the General Shareholders' Meeting of the Company and meetings (or absentee voting) of the Board of Directors, the Audit Commission and the Management Board of the Company;
- lists of the Company's affiliates;
- reports by the Audit Commission, the external auditor of the Company and state and municipal financial supervision authorities;
- voting ballots;
- powers of attorney (or copies of powers of attorney) issued to the shareholders' representatives for participation in the General Shareholders' Meeting of the Company;
- reports of independent assessors on matters to be reported on by an independent assessor in accordance with this Charter and the laws of the Russian Federation;
- lists of persons entitled to take part in the General Shareholders' Meeting and entitled to receive dividends, as well as other lists drawn up by the Company for the shareholders to exercise their rights, in accordance with the requirements of the Federal law of the Russian Federation "On Joint-Stock Companies";
- issuer's quarterly reports and other documents containing information to be published or otherwise disclosed in accordance with the applicable legislation;
- notification of shareholders' agreements sent to the Company and the list of persons who made such agreements;
- judicial acts on disputes connected with the Company's foundation, management of the Company or participating in it;
- documents provided for under the Federal Law On Joint-Stock Companies, the Company's Charter, by the Company's internal regulations, resolutions of the General Shareholders' Meetings, the Board of Directors and the Company's governing bodies, as well as other documents provided for under the applicable Russian legal acts.

35.2. The Company shall keep the documents specified in clause 35.1 hereof at the location of its sole person executive body according to procedure and during the time period established by the Bank of Russia.

35.3. Copies of the documents specified in clause 35.1 hereof shall be made available upon submission of a request, pursuant to the procedure and within the timeline established in internal documents of the Company.

Such request shall contain the following information:

- family name, given name and patronymic (if any) of an individual or full trade name and OGRN (other identification number if the request is filed by a foreign legal entity) of the shareholder–legal entity, or identification details of other legally authorized persons;
- postal address for communication with the legally authorized person on behalf of whom the request was submitted;
- itemized list of the Company documents to be provided with breakdown by types and creation periods;
- the form of making the Company documents available;
- specific method for documents delivery (in hand receipt at the location of the Company executive body or by mail), if provision of document copies is selected as the form of making the documents available);
- indication of the necessity to have the documents certified if provision of document copies is selected as the form of making the documents available (if shareholder requires certified copies);
- indication of a possibility of making copies by the person himself (in the event that the authorized person's intention is to make copies), if a review of such documents is selected as the form of making the documents available);
- execution date and the authorized person's signature.

### **Article 36. Reorganization of the Company**

36.1. The Company may be voluntarily reorganized by a decision of the General Shareholders' Meeting.

Other grounds and procedures for the Company's reorganization shall be determined under the current laws of the Russian Federation.

36.2. The Company may be reorganized by way of consolidation, merger, division, spin-off or transformation into a different organizational and legal form in the manner provided for under the Federal law of the Russian Federation "On Joint-Stock Companies".

36.3. Aside from instances of reorganization in the form of merger, the Company shall be deemed reorganized as of the moment of the state registration of newly established legal entity/entities.

In the event of the Company's reorganization by way of merger with another company, the former shall be deemed reorganized as of the moment the state registration authority makes an entry on the winding-up of the acceded company in the unified state register of legal entities.

36.4. In the event of the Company's reorganization, relevant amendments shall be made to this Charter, and a deed of transfer shall be drawn up.

The deed of transfer shall contain provisions on succession with respect to all of the Company's obligations to all its creditors and debtors.

The deed of transfer shall be approved at a General Shareholders' Meeting by a majority vote of the holders of the Company's voting shares taking part in the meeting.

36.5. The reorganized Company shall issue an announcement of the Company's decision on reorganization in the mass media that are responsible for publicity related to state registration of legal entities, at least twice on a monthly basis following the record in the state register of legal entities on the beginning of the reorganization under Par. 6.1 and 6.2 of Article 15 of the Federal Law On Joint-Stock Companies. In the event that there are two or more companies participating in the reorganization, the announcement of the reorganization shall be published on behalf of all such companies participating in the reorganization – by the company which was the last to adopt the decision to reorganize – or specified by a particular decision on reorganization. In the event of reorganization of the Company the creditors shall receive their guarantees under Article 60 of the Civil Code of the Russian Federation.

The state registration of the companies founded as a result of reorganization, and an entry of termination of all operations by such reorganized companies is effected as long as there is appropriate evidence/proof of all the relevant creditors being notified of the reorganization, as Par. 6 of Article 15 of the Federal Law On Joint-Stock Companies stipulates.



In the event that the deed of transfer makes it impossible to determine the Company's legal successor, the legal entities established as a result of such reorganization shall jointly and severally be liable for the obligations of the Company to its creditors.

The deed of transfer shall contain provisions regulating the legal succession in respect of all obligations of the reorganized Company to all of its creditors and debtors, including obligations in dispute and the procedures of this legal succession in the context of changing the form, volume and value of the property of the reorganized Company, as well as in the context of creation of, change of, and termination of rights and obligations of the reorganized Company, which may take place following the date on which the deed of transfer was drawn up.

### **Article 37. Liquidation of the Company**

37.1. The Company may be liquidated voluntarily by a decision of the General Shareholders' Meeting, or by decision of a court in instances and in the manner provided for under the current laws of the Russian Federation.

37.2. In the event of the Company's voluntary liquidation, the Board of Directors shall submit the issue of the Company's liquidation and appointment of a liquidation commission to the General Shareholders' Meeting for decision.

The General Shareholders' Meeting shall decide to liquidate the Company and appoint a liquidation commission with as many members as there are on the Board of Directors, as determined hereunder.

In the event of involuntary liquidation, the liquidation commission may be appointed by the court, which shall also determine an appropriate number of members.

37.3. As of the moment of its appointment, the liquidation commission shall assume all of the powers to manage the affairs of the Company. The liquidation commission shall represent the Company in court.

The liquidation commission shall be liable under applicable Russian Law for losses inflicted on the Company, its shareholders and third parties.

37.4. The liquidation commission shall publish an announcement of the Company's liquidation and state the procedure and deadline for the filing of any claims by its creditors. Such announcement shall appear in publications which release information on the registration of legal entities. The term for the filing of creditors' claims cannot comprise less than two months from the date of publication of the announcement of the Company's liquidation.

37.5. In the event that the Company has no obligations to creditors as of the moment the decision to liquidate the Company is made, its property shall be distributed among the shareholders in accordance with clause 37.11 hereof.

37.6. The liquidation commission shall take steps to identify the creditors and the outstanding debts to the Company, and shall notify its creditors of the Company's liquidation in writing.

37.7. Upon expiry of the period for the creditors to file their claims, the liquidation commission shall draw up an interim liquidation balance sheet, which shall contain information on composition of the Company's property, claims filed by creditors and results of their consideration.

The interim liquidation balance sheet shall be approved by the General Shareholders' Meeting.

37.8. In the event that the value of the Company's property is insufficient for settlements with all of the Company's creditors, and in the event of its voluntary liquidation, the liquidation commission Chairman, appointed by the General Shareholders' Meeting, shall apply to an arbitration court requesting that a simplified procedure for the bankruptcy of a debtor being liquidated be applied to the Company.

37.9. Cash payments to the Company's creditors shall be processed by the liquidation commission in the order determined under item 1 of Article 64 of the Civil Code of the Russian Federation.

37.10. Having completed settlements with the creditors, the liquidation commission shall draw up a liquidation balance sheet to be approved by the General Shareholders' Meeting.

37.11 The Company's property that is left after completion of settlements with the creditors shall be distributed by the liquidation commission among the shareholders in the following order of priority:

- firstly, payments shall be made on shares to be redeemed in accordance herewith;
- secondly, payments shall be made of dividends accrued but not paid of Type A preference shares where the par value of the Type A preference shares (liquidation value of Type A preference shares), shall be paid;

- thirdly, the Company's property shall be distributed among the shareholders holding ordinary shares and Type A preference shares with due regard for the previously paid par value of Type A preference shares.

37.12. Property within each priority category shall be distributed only after the distribution of property within the previous category is completed.

In the event that the Company's property is insufficient for the payment of accrued but not paid dividends, and their liquidation value as determined hereunder to all of the shareholders holding Type A preference shares the property shall be distributed among the shareholders holding Type A preference shares pro rata to the number of their shares.

37.13. Liquidation of the Company shall be deemed completed, and the Company shall be deemed to have ceased to exist as of the moment the state registration authority (registration authority) makes a relevant entry in the unified state register of legal entities.

## LIST

**of Branches and Representative Offices  
of the Public Joint-Stock Company Long-Distance and International Telecommunications  
"Rostelecom"**

**1. Branches:**

- 1.1. Moscow Macroregional Branch of PJSC "Rostelecom" (Moscow);
- 1.2. Centre Macroregional Branch of PJSC "Rostelecom" (Moscow);
- 1.3. North-West Macroregional Branch of PJSC "Rostelecom" (Saint-Petersburg);
- 1.4. Volga Macroregional Branch of PJSC "Rostelecom" (Nizhny Novgorod, Nizhny Novgorod region);
- 1.5. South Macroregional Branch of PJSC "Rostelecom" (Krasnodar, Krasnodar territory);
- 1.6. Ural Macroregional Branch of PJSC "Rostelecom" (Yekaterinburg, Sverdlovsk region);
- 1.7. Siber Macroregional Branch of PJSC "Rostelecom" (Novosibirsk, Novosibirsk region);
- 1.8. Far-East Macroregional Branch of PJSC "Rostelecom" (Vladivostok, Primorie territory);
- 1.9. Altai branch of PJSC "Rostelecom" (Barnaul, Altai territory);
- 1.10. Amur branch of PJSC "Rostelecom" (Blagoveshchensk, Amur region);
- 1.11. Archangelsk branch of PJSC "Rostelecom" (Archangelsk, Archangelsk region);
- 1.12. Astrakhan branch of PJSC "Rostelecom" (Astrakhan, Astrakhan region);
- 1.13. Belgorod branch of PJSC "Rostelecom" (Belgorod, Belgorod region);
- 1.14. Bryansk branch of PJSC "Rostelecom" (Bryansk, Bryansk region);
- 1.15. Buryatia branch of PJSC "Rostelecom" (Ulan-Ude, Republic of Buryatia);
- 1.16. Volgograd branch of PJSC "Rostelecom" (Volgograd, Volgograd region);
- 1.17. Vologda branch of PJSC "Rostelecom" (Vologda, Vologda region);
- 1.18. Voronezh branch of PJSC "Rostelecom" (Voronezh, Voronezh region);
- 1.19. Dagestan branch of PJSC "Rostelecom" (Makhachkala, Republic of Dagestan);
- 1.20. Yekaterinburg branch of PJSC "Rostelecom" (Yekaterinburg, Sverdlovsk region);
- 1.21. Ingush branch of PJSC "Rostelecom" (Nazran, Republic of Ingushetia);
- 1.22. Irkutsk branch of PJSC "Rostelecom" (Irkutsk, Irkutsk region);
- 1.23. Kabardino-Balkaria branch of PJSC "Rostelecom" (Nalchik, Republic of Kabardino-Balkaria);
- 1.24. Kaliningrad branch of PJSC "Rostelecom" (Kaliningrad, Kaliningrad region);
- 1.25. Kalmykia branch of PJSC "Rostelecom" (Elista, Republic of Kalmykia);
- 1.26. Kaluga branch of PJSC "Rostelecom" (Kaluga, Kaluga region);
- 1.27. Kamchatka branch of PJSC "Rostelecom" (Petropavlovsk-Kamchatski, Kamchatka territory);
- 1.28. Karelia branch of PJSC "Rostelecom" (Petrozavodsk, Republic of Karelia);
- 1.29. Kemerovo branch of PJSC "Rostelecom" (Kemerovo, Kemerovo region);
- 1.30. Kirov branch of PJSC "Rostelecom" (Kirov, Kirov region);
- 1.31. Komi branch of PJSC "Rostelecom" (Syktyvkar, Komi Republic);
- 1.32. Krasnodar branch of PJSC "Rostelecom" (Krasnodar, Krasnodar territory);
- 1.33. Krasnoyarsk branch of PJSC "Rostelecom" (Krasnoyarsk, Krasnoyarsk territory);

- 1.34. Kursk branch of PJSC “Rostelecom” (Kursk, Kursk region);
- 1.35. Lipetsk branch of PJSC “Rostelecom” (Lipetsk, Lipetsk region);
- 1.36. Magadan branch of PJSC “Rostelecom” (Magadan, Magadan region);
- 1.37. Moscow branch of PJSC “Rostelecom” (Khimki, Moscow region);
- 1.38. Murmansk branch of PJSC “Rostelecom” (Murmansk, Murmansk region);
- 1.39. Nizhegorodski branch of PJSC “Rostelecom” (Nizhny Novgorod, Nizhny Novgorod region);
- 1.40. Novosibirsk branch of PJSC “Rostelecom” (Novosibirsk, Novosibirsk region);
- 1.41. Omsk branch of PJSC “Rostelecom” (Omsk, Omsk region);
- 1.42. Orenburg branch of PJSC “Rostelecom” (Orenburg, Orenburg region);
- 1.43. Orel branch of PJSC “Rostelecom” (Orel, Orel region);
- 1.44. Penza branch of PJSC “Rostelecom” (Penza, Penza region);
- 1.45. Perm branch of PJSC “Rostelecom” (Perm, Perm territory);
- 1.46. Petersburg branch of PJSC “Rostelecom” (Saint-Petersburg);
- 1.47. Primorie branch of PJSC “Rostelecom” (Vladivostok, Primorie territory);
- 1.48. Rostov branch of PJSC “Rostelecom” (Rostov-on-Don, Rostov region);
- 1.49. Ryazan branch of PJSC “Rostelecom” (Ryazan, Ryazan region);
- 1.50. Samara branch of PJSC “Rostelecom” (Samara, Samara region);
- 1.51. Saratov branch of PJSC “Rostelecom” (Saratov, Saratov region);
- 1.52. Sakhalin branch of PJSC “Rostelecom” (Yuzhno-Sakhalinsk, Sakhalin region);
- 1.53. North Ossetia branch of PJSC “Rostelecom” (Vladikavkaz, Republic of North Ossetia/Alania);
- 1.54. Smolensk branch of PJSC “Rostelecom” (Smolensk, Smolensk region);
- 1.55. Stavropol branch of PJSC “Rostelecom” (Stavropol, Stavropol territory);
- 1.56. Capital city branch of PJSC “Rostelecom” (Moscow);
- 1.57. Tambov branch of PJSC “Rostelecom” (Tambov, Tambov region);
- 1.58. Tver branch of PJSC “Rostelecom” (Tver, Tver region);
- 1.59. Tomsk branch of PJSC “Rostelecom” (Tomsk, Tomsk region);
- 1.60. Tula branch of PJSC “Rostelecom” (Tula, Tula region);
- 1.61. Ulyanovsk branch of PJSC “Rostelecom” (Ulyanovsk , Ulyanovsk region);
- 1.62. The branch of PJSC “Rostelecom” in Novgorod and Pskov regions (Velikiy Novgorod, Novgorod region);
- 1.63. The branch of PJSC “Rostelecom” in Republic of Mari El (Yoshkar-Ola, Republic of Mari El);
- 1.64. The branch of PJSC “Rostelecom” in Republic of Mordovia (Saransk, Republic of Mordovia);
- 1.65. The branch of PJSC “Rostelecom” in the Republic of Tatarstan (Kazan, Republic of Tatarstan)
- 1.66. The branch of PJSC “Rostelecom” in Tyumen and Kurgan regions (Tyumen, Tyumen region);
- 1.67. The branch of PJSC “Rostelecom” in Republic of Udmurtia (Izhevsk, Republic of Udmurtia);
- 1.68. The branch of PJSC “Rostelecom” in Chuvash Republic (Cheboksary, Chuvash Republic/Chuvashia);
- 1.69. The branch of PJSC “Rostelecom” in Yaroslavl region and Kostroma region (Yaroslavl, Yaroslavl region);
- 1.70. The branch of PJSC “Rostelecom” in Vladimir region and Ivanovo region (Vladimir, Vladimir region);
- 1.71. Multifunctional General Service Center (MF OCO) branch of PJSC “Rostelecom” (Moscow);
- 1.72. The branch of PJSC “Rostelecom”– (UPTs RT) (Town of Bekasovo, Naro-Fominsk District, Moscow region);
- 1.73. Sakhatelecom branch of PJSC “Rostelecom” (Yakutsk, Republic of Sakha (Yakutia));

- 1.74. Khabarovsk branch of PJSC "Rostelecom" (Khabarovsk, Khabarovsk territory);
- 1.75. Khanty-Mansiysk branch of PJSC "Rostelecom" (Khanty-Mansiysk, Khanty-Mansi Autonomous area – Yugra);
- 1.76. Chelyabinsk branch of PJSC "Rostelecom" (Chelyabinsk, Chelyabinsk region);
- 1.77. Yamalo-Nenets branch of PJSC "Rostelecom" (Salekhard, Yamalo-Nenets Autonomous area);

**2. Representative Offices:**

- 2.1. Representative Office of PJSC "Rostelecom" in Geneva (Swiss Confederation, Geneva,).