

APPROVED  
by the Annual General  
Meeting of Shareholders of  
IDGC of North-West, PJSC  
14 June 2019 (minutes No. 14)

Chairman of the Meeting

\_\_\_\_\_ / O.A. Sergeeva /

**REGULATIONS**  
for the General Meeting of Shareholders of  
“Interregional Distribution Grid  
Company of the North-West”,  
Public Joint-Stock Company  
(new version)

## **1. General Provisions**

1.1. The given Regulations were developed in accordance with the Civil Code of the Russian Federation, Federal Law "On Joint Stock Companies", other normative-legal acts of the Russian Federation and the Articles of Association of "Interregional Distribution Grid Company of North-West", Public Joint Stock Company (hereinafter referred to as Company) and determines the order of preparation and carrying out of the General Meeting of Shareholders of the Company (hereinafter referred to as the General Meeting of Shareholders).

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

1.3. In the course of its activity, the Company is guided by the Russian Federation legislation, the Articles of Association of the Company and the Present Regulations.

## **2. Convening of and Preparing to the General Meeting of Shareholders**

2.1. The Board of Directors of the Company shall take the decision on the convening of the General Meeting of Shareholders.

2.2. During the process of preparation to the General Meeting of Shareholders the Board of Directors is entitled to take the following decisions:

a) on convening and on determination of form of the General Meeting of Shareholders;

b) on determination of the date, place and time of the General Meeting of Shareholders, the start time of registration of persons participating in the General Meeting of Shareholders (if the General Meeting of Shareholders is in the form of a meeting), or determination of the deadline for accepting completed ballots and mailing address, to which filled-in voting ballots must be sent (if the General Meeting of Shareholders is in the form of absentee voting), and also (if provided for by the Company's Charter and subject to availability of technical possibilities) e-mail addresses for sending filled-in ballots, and (or) the website address in the information and telecommunication network Internet, on which the electronic form of the ballots may be filled. The address of the Registrar's location shall be included in the list of addresses whereto completed ballots can be sent;

c) on the agenda of the General Meeting of Shareholders determination;

d) on determination of the date of determining (documenting) the list of persons entitled to take part in the General Meeting of Shareholders;

e) on determination of the deadline for accepting proposals on nominating candidates for election to the Board of Directors of the Company submitted by shareholders, if the agenda of the extraordinary General Meeting of Shareholders contains the issue of electing members of the Board of Directors of the Company;

f) on determination of type(s) of the preferred shares, whose holders have the right to vote on questions on the agenda of the General Meeting of Shareholders;

g) on determination of the list of information (materials), provided for shareholders in the course of the preparation for the General Meeting of Shareholders and the procedure for providing such information;

h) on determination of the form and text of the voting ballots for the General Meeting of Shareholders, as well as of the wording of the resolutions on the issues on the agenda of the General Meeting of Shareholders, which shall be sent electronically (as e-documents) to nominal shareholders entered into the register of shareholders of the Company;

i) on determination of the date for sending voting ballots to the persons entitled to vote at the General Meeting of Shareholders (in case the General Meeting of Shareholders is held in absentia and also in case the General Meeting of Shareholders is held in person if in accordance with the Federal Law "On Joint-Stock Companies" or the Articles of Association of the Company, the voting ballots should be sent to (given to) the persons entitled to vote at the General Meeting of Shareholders, before the carrying out of the General Meeting of Shareholders);

j) on determination of procedure for notifying shareholders of the General Meeting of Shareholders as well as the form and wording of the notice;

k) on election of the Secretary of the General Meeting of Shareholders;

l) on determination of the expense budget in connection with the preparation and carrying out of the General Meeting of Shareholders.

2.3. The sole executive body of the Company organizes the Board of Directors' decisions implementation in connection with the preparation and carrying out of the General Meeting of Shareholders, including:

- timely sending of the demand to the Registrar of the Company on the compiling the list of persons entitled to participate in the General Meeting of Shareholders as of the date prescribed by the Company's Board of directors;
- guaranteeing the ballots issue in accordance with the form and wording approved by the Company's Board of Directors;
- ensuring sending of ballots to shareholders and that completed voting ballots are received, as well as functioning of the electronic means of receipt of the completed voting ballots specified below, if the Board of Directors of the Company decides on the possibility of sending completed voting ballots to the e-mail address and (or) completing the e-ballots on the Internet website specified by the Board of Directors;
- ensuring that shareholders are notified of the General Meeting of Shareholders in accordance with the order and terms stipulated by the decision of the Board of Directors and the Articles of Association of the Company;
- providing the preparation of necessary materials (information) with respect to the items on the agenda of the General Meeting of Shareholders and the possibility to get familiarized with the abovementioned information (materials) in accordance with the decisions of the Board of Directors;
- ensuring providing by the Company of a list of persons entitled to participate in the General Meeting of Shareholders upon its receipt by the Company for becoming familiar therewith at the request of persons included in this list and possessing not less than one percent of the votes pursuant to the requirements of the current legislation of the Russian Federation;
- carrying out actions to implement other decisions adopted by the Board of Directors.

### **3. Peculiarities of Convening of the Extraordinary General Meeting of Shareholders**

3.1 The extraordinary General Meeting of Shareholders shall be held as resolved by the Board of Directors of the Company based on its own initiative by the Auditing Commission of the Company, the Company's Auditor and shareholder(s) of the Company holding at least 10 (Ten) percent of the Company's voting shares as of the date of the request filed.

3.2 Within five (5) days upon filing of the request on convening an extraordinary General Meeting of Shareholders of the Company to the Company's Auditing Commission, the Company's Auditor or shareholder(s) holding at least 10 (Ten) percent of the Company's voting shares, the Board of Directors of the Company shall resolve to convene an extraordinary General Meeting of Shareholders of the Company or to refuse to convene it.

3.3. The resolution of the Board of Directors of the Company to convene the extraordinary General Meeting of Shareholders of the Company or a reasoned refusal from its convocation shall be sent to the persons requesting the convocation no later than 3 (Three) days upon adoption of such a resolution.

### **4. Information Support of the General Meeting of Shareholders**

4.1. The notice on holding the General Meeting of Shareholders shall be posted on the Internet website of the Company no later than the expiration of the term for notifying the shareholders on holding the General Meeting of Shareholders.

A soft copy of the notice on holding of the General Meeting of Shareholders may be additionally sent to those shareholders of the Company who informed the Company or the registrar on the e-mail addresses to which such notices can be sent.

Information (materials) on the issues of the agenda of the General Meeting of Shareholders shall become available to the persons entitled to participate in the General Meeting of Shareholders for familiarization in the premises of the executive body of the Company and other places, the addresses of which are indicated in the notice on holding the General Meeting of Shareholders, as well as on the Internet website of the Company at [www.mrsksevzap.ru](http://www.mrsksevzap.ru), within 20 (Twenty) days and within 30 (Thirty) days prior to the General Meeting of Shareholders in case of holding the General Meeting of Shareholders, the agenda of which contains the issue of the Company reorganization. Herewith, the Company seeks to ensure the availability of materials to the General Meeting of Shareholders not less than 30 days prior to its holding.

The said information (materials) shall be available to those participating in the General Meeting of Shareholders during its holding.

The said notice and materials are also recommended to be published in English.

4.1.1. The information (materials) to be provided for the persons entitled to participate in the General Meeting of Shareholders of the Company shall include:

- annual report of the Company and opinion of the Company's Auditing Commission based on the results of the audit thereof;
- annual accounting (financial) statements including the Auditor's opinion, a statement of the opinion of the Auditing Commission following the results of the such statements' review;
- conclusion of the Internal Audit carried out in the Company in accordance with article 87.1 of the Federal Law "On Joint-Stock Companies";
- details of candidate(s) to the Board of Directors (if provided) or information on the candidates having failed to provided the specified details of the candidates to the Auditing Commission of the Company, details of the shareholders having proposed the said candidates, as well as information about the presence or absence of a written consent of the nominated candidates for election to the appropriate body of the Company;
- details of the managing organization or the manager, in case of considering the issue of the transfer of powers of the sole executive body to the managing organization of the manager (including information about their connectedness to the persons controlling the Company);
- details of the candidates to the Company's auditors sufficient to form the idea about their professional qualifications and independence, including the name of the self-regulatory auditor organization, a member of which the candidate to the Company's auditor is, a description of the procedures used when selecting external auditors that ensure their independence and objectivity, and well as the information on the proposed remuneration of the external auditors for audit and non-audit services (including the information on compensation and other costs associated with the engagement of the auditor) and other material terms of the contracts concluded with the Company's auditors;
- draft amendments and supplements to be introduced to the Articles of Association of the Company (or draft restated Articles of Association of the Company) in case of their introduction or approval, as well as comparative tables of the amendments introduced and their justification;
- draft restated in-house documents of the Company governing activities of the Company's management and control bodies (amendments and supplements to such in-house documents), if introduced, as well as comparative tables of the amendments introduced and their justification;
- draft decisions of the General Meeting of Shareholders;
- information on shareholder agreements concluded within a year before the date of the General Meeting of Shareholders;
- resolutions of the Board of Directors of the Company on a major transaction;
- report on interested-party transactions entered into by the Company in the reporting year;
- profit distribution recommendations of the Board of Directors of the Company, including the amount of the dividend on the company shares, the procedure for its payment and the losses of the Company based on the results of the financial year.

- information on how to get to the arrangement location of the General Meeting of Shareholders;
- form of power of attorney that a shareholder may issue to its representative and procedure for authentication of such power of attorney;
- information (materials) stipulated by the legislation of the Russian Federation and the Articles of Association of the Company;
- justifications and explanatory notes on the proposed draft decisions.

The list of information (materials) to be provided to persons entitled to participate in the General Meeting of Shareholders shall be determined with account for the items on the agenda of the General Meeting of Shareholders.

4.2 Minutes of the General Meeting of Shareholders shall be posted on the Internet website of the Company no later than within 3 (Three) working days after the date of drafting thereof.

The Minutes of the General Meeting of Shareholders is recommended to present in English.

4.3 Company's shareholders in the course of the process of nominees' nomination to the Company's Board of Directors shall present the following information about the nominees:

- 4.3.1. Last name, Name, Patronymic;
- 4.3.2. Data of the identity document (series and (or) number of the document, date and place of issuance, issuing authority);
- 4.3.3. Citizenship;
- 4.3.4. Place of residence (country, town);
- 4.3.5. Age and education;
- 4.3.6. Occupation;
- 4.3.7. Primary employment;
- 4.3.8. Positions held by the candidate at the moment of nomination, as well as information on the positions held for five years preceding the nomination date;
- 4.3.9. Information on the shareholding of the Company and its subsidiary and dependent companies (SDCs) (the amount of shares owned);
- 4.3.10. Whether the nominee is the member (candidate to be elected) of the Board of Directors, Collegial executive body, other collegial management body or other legal body.
- 4.3.11. Whether the nominee is the officer of the other corporate entity, whose other officer is a nominee to the Company's Board of Directors.
- 4.3.12. Whether the nominee is the spouse, parent, son, daughter, brother, sister of the officers (manager) of the Company (officers of the Company's managing organization);
- 4.3.13. Whether the nominee is the party to any obligations with the Company, whereby such nominee may acquire property (acquire money means) the value of which is ten percent or more of the total annual income of the nominee, except for any remuneration for the participation in the Board of directors' activity;
- 4.3.14. Whether the nominee is (will be as a result of his/her election to the Board of Directors) the representative of the State, that is the person who is (will be as a result of the election to the Company's Board of directors) the Representative of the Russian Federation in the Board of Directors of the joint-stock company in relation to which a special decision was taken concerning the use of the special right (the "golden share"), and, persons who are entitled to (will be entitled to as a result of their election to the Board of Directors) vote on the basis of the written directives (regulations and etc.) of the subject of the Russian Federation or the municipal entity;

4.4. Information presentation indicated in paragraphs 4.3.3. – 4.3.14 of the current Regulation, to the shareholders of the Company, is permissive. If shareholders do not present such information, this can not be the sufficient ground for refusal to include the corresponding nominee to the list of persons for voting upon election to the Company's Board of Directors.

4.5. Information presented in paragraph 4.3. concerning the nominees to the Board of Directors can be available to all Company's shareholders together with other information

materials concerning the items on the agenda of the General Meeting of the shareholders of the Company.

4.6. Company's executive bodies in the period prior to the General Meeting of Shareholders shall implement the Company's information policy in a way that ensures the election to the Board of Directors of the Company of the nominees, who meet the requirements of the regulatory bodies and the trade organizers at the equity market of the Russian Federation.

4.7. As part of the preparations for holding the General Meeting of Shareholders in the form of co-presence, the Company shall provide invitations for participation in the General Meeting of Shareholders to the members of the executive bodies of the Company, members and candidates to the Board of Directors, members and candidates to the Auditing Commission of the Company, as well as the Company's Auditor.

4.8. Shareholders may apply to the Company officials for additional explanations regarding the issues on the agenda of the General Meeting of Shareholders through the Corporate Secretary. Any questions shall be drafted in writing and sent to the Company by e-mail: corpsecr@mrsksevzap.ru

## **5. General Meeting of Shareholders Held in Person**

Holding of the General Meeting of Shareholders in person is carried out by the direct presence of shareholders of the Company at the discussion of the items on the agenda and decision taking concerning the questions brought to the agenda.

When holding a General Meeting of Shareholders in the form of a meeting (joint attendance of shareholders to discuss the agenda issues and make decisions on the issues put to vote), information and communication technology enabling remote participation in the General Meeting of Shareholders, discussion of the agenda issues and making of decisions on the issues put to vote without attendance at the venue of the General Meeting of Shareholders can be used.

### **5.1. Registration of persons entitled to participate in the General Meeting of Shareholders.**

5.1.1. Registration of persons entitled to participate in the General Meeting of Shareholders is carried out by the person carrying out the functions of the Counting Commission (hereinafter referred to as the Counting Commission) at the place the General Meeting of Shareholders is held, indicated in the notice of the General Meeting of Shareholders. If this is stipulated in the notice on holding the meeting, the shareholders also have the right to register for participation in it on the Internet website specified in the notice.

Registration of persons entitled to participate in the General Meeting of Shareholders begins in time indicated in the notice of the General Meeting of Shareholders.

5.1.2. Registered should be the persons (their representatives) entitled to participate in the General Meeting of Shareholders.

If the voting on the items on the agenda of the General Meeting of Shareholders held in person can be carried out by means of sending to the Company the completed voting ballots and (or) completing the e-ballots on the Internet website at the address specified in the notice on holding the General Meeting of Shareholders (if such possibility is provided for by the decision of the Board of Directors), registration for participation in the General Meeting of Shareholders shall be provided for the persons whose ballots were received, or whose e-ballots were completed, not later than two days prior the date of the General Meeting of Shareholders.

The shareholders who, in accordance with the rules of the securities legislation of the Russian Federation, issued orders (instructions) on voting for the persons carrying out the registration of their rights to shares shall be deemed participants in the General Meeting of Shareholders as well, if the notices on their will have been received no later than two days prior to holding the General Meeting of Shareholders.

5.1.3. During the registration, the shareholder (his/her representative, legal successor) arrived at the General Meeting of Shareholders, shall present a passport or any other identification document.

During registration for participation in the General Meeting of Shareholders, shareholders' representatives, in addition to personal identity documents, shall provide to the Counting Commission a power of attorney for voting formally executed in accordance with the requirements of the Civil Code of the Russian Federation and the Federal Law "On Joint-Stock Companies" or a notarized copy of such power of attorney.

If the individual being the Sole Executive Body is registered for participation in the General Meeting of Participants as a representative of an entity shareholder, in addition to personal identity documents, a copy of the minutes (excerpt from minutes) of the session (meeting) of the authorized body containing the decision on appointment of the active Sole Executive Body shall be provided, such copy to be authenticated by the entity shareholder.

During registration for participation in the General Meeting of Shareholders, shareholders' legal successors, in addition to personal identity documents, shall provide to the Counting Commission notarized copies of the documents bearing witness of legal succession.

If the abovementioned documents were not presented the legal successor and also the representative of the shareholder is not entitled to take part in the General Meeting of Shareholders.

5.1.4. Registration of persons entitled to participate in the General Meeting of Shareholders is carried out on condition that the persons who came to take part in the General Meeting of Shareholders were identified by means of data comparing, contained in the list of persons having the right to participate in the General Meeting of Shareholders with information contained in documents presented by the abovementioned persons.

5.1.5. During the registration, the person participating in the General Meeting of Shareholders should be given a ballot for voting on agenda questions.

If the voting at the General Meeting of Shareholders can be carried out by sending completed voting ballots to the Company, on demand of persons included in the list of persons entitled to participate in such General Meeting of Shareholders, such persons shall be provided with ballots marked as reissued.

5.1.6. Registration of persons entitled to participate in the General Meeting of Shareholders is considered ended by the moment when the Chairman of the General Meeting of Shareholders declares the last issue discussion end of the General Meeting of Shareholders' agenda with the quorum.

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

5.2.1. The representative of the Counting Commission in time, that is in accordance with the announcement on carrying out of the General Meeting of Shareholders is the time the General Meeting of Shareholders begins, declares the presence of quorum concerning the agenda questions of the General Meeting of Shareholders.

5.2.2. The General Meeting of Shareholders shall be legally qualified (shall have a quorum), if the shareholders, having in the aggregate more than a half of votes of issued voting shares of the Company took part in it.

In case the agenda of the General Meeting of Shareholders includes any items to be voted on by different sets of voters, the determination of the quorum for the decision taking concerning these questions is implemented separately.

Together with this, the absence of quorum for decision taking concerning the questions, the voting on which is carried out by the certain amount of voters do not impede the decision taking on questions which voting is carried out by different amount of voters, for which adoption this quorum is present.

The General Meeting of Shareholders, when making a decision on consent to or subsequent approval of an interested party transaction, shall be considered valid regardless of the number of shareholders who do not have any interest in such transaction — shareholders holding voting shares and participating in the meeting.

5.2.3. In case there is the quorum concerning at least one of the questions, included into the agenda of the Board of Directors of the Company, the Chairman of the Board of directors of the Company announces the opening of the General Meeting of Shareholders.

5.2.4. The General Meeting of Shareholders, by the opening moment of which there was only the quorum concerning separate agenda questions, cannot be closed if by the moment of the registration end the persons which registration provides the quorum for the decision taking concerning other questions of the General Meeting of Shareholders.

5.2.5. In case, by the beginning of the Company's General Meeting of Shareholders holding, there is no quorum concerning any of the questions included into the agenda of the General Meeting of Shareholders of the Company, the Chairman of the General Meeting of Shareholders declares the carrying forward of the General Meeting of Shareholders for 2 (Two) hours.

The General Meeting of Shareholders' carrying forward more than once is not permitted.

In case in 2 (Two) hours after the announcement on the carrying forward of the General Meeting of Shareholders, the persons ensuring the quorum concerning at least one of the questions included on the agenda of the General Meeting of Shareholders, proved unregistered the Chairman of the General Meeting of Shareholders announces that the General Meeting of Shareholders did not take place.

In case, in 2 (Two) hours after the announcement on the carrying forward of the General Meeting of Shareholders the persons providing the quorum of at least one of the questions included on the agenda on the General Meeting of Shareholders proved registered, the Chairman of the General Meeting of Shareholders announces the opening of the General Meeting of Shareholders.

5.2.6. In case there is no quorum for the General annual meeting of shareholders holding, the repeated General Meeting of Shareholders with the same agenda shall be carried out.

If there is no quorum for the carrying out of the extraordinary General Meeting of Shareholders the repeated General Meeting of Shareholders can be carried out with the same agenda.

### **5.3. The discussion of the agenda questions of the General Meeting of Shareholders**

5.3.1. Persons taking the floor at the General Meeting of Shareholders should adhere to the following time limit:

- report on the agenda questions – up to 30 minutes,
- co-report – up to 20 minutes,
- closing arguments – 5 minutes,
- presentation with questions, announcements – 2 minutes.

The Chairman of the General Meeting of Shareholders has the right to broaden the limits presented in this paragraph.

5.3.2. Shareholder wishing to take agenda questions of the General Meeting of Shareholders should direct the corresponding application in writing to the Secretary of the General Meeting of Shareholders.

The application should contain the last name, name, patronymic of the shareholder (his/her) representative, the agenda question the shareholder would like to take a word on and also signed by the shareholder.

The question should be sent in writing to the Secretary of the General Meeting of Shareholders; besides the wording of the question, the shareholder (representative of the shareholder) should also indicate the last name, name and patronymic (name of the shareholder – legal body) and also can be signed by the shareholder.

5.3.3. The Secretary of the General Meeting of Shareholders shall direct the applications and questions received from the shareholders to the Chairman of the General Meeting of Shareholders.

If by the moment of the General Meeting of Shareholders opening there was the quorum concerning only several questions of the agenda, by the end of the discussion of the last from the mentioned agenda questions the representative of the Counting Commission or any other body carrying out the functions of the Counting Commission announces either the presence or absence of the quorum on other questions of the agenda.



5.3.4. In case, the discussion of questions, which had the quorum, of the General Meeting of Shareholders ends, the Chairman of the General Meeting of Shareholders announces the termination of all the agenda questions discussion and the end of the persons registration, participating in the General Meeting of Shareholders.

5.3.5. Before starting the discussion of the agenda item providing for the election of members of the Board of Directors of the Company, the representative of the person performing the functions of the Counting Commission shall announce the number of cumulative votes given for each of the candidates included in the voting list, by ballots received or electronically filled out on the website on the Internet, no later than two days before the date of the general meeting.

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

5.4.1. Voting at the General Meeting of Shareholders in the form of co-presence is carried out by the order, stipulated by the federal law "On Joint-Stock Companies", other normative-legal acts and the Articles of Association of the Company and present Regulation.

5.4.2. Voting on the agenda issues of the General Meeting of Shareholders is carried out by the voting ballots.

The receipt by the Company registrar of information on the will of persons entitled to participate in the General Meeting of Shareholders and not registered in the register of shareholders of the Company who, in accordance with the requirements of the legislation of the Russian Federation on securities, have provided their orders (instructions) on voting to the persons who register their rights to shares, shall be put equal to voting by ballots.

5.4.3. Persons registered for participation at the General Meeting of Shareholders, held in the form of meeting are entitled to vote on all the questions of the agenda since the moment of the General Meeting of Shareholders opening and till the moment of votes counting start.

5.4.4. After the end of the last question discussion of the agenda of the General Meeting of Shareholders (the last question that possess the quorum) the persons who did not vote on all the questions till the present moment are given 30 (Thirty) minutes for voting.

Until the moment of closure of the General Meeting of Shareholders, the person having filled in the voting ballot shall be entitled to claim that the Counting Commission of the Company (representatives of the registrar discharging the Counting Commission functions) make and authenticate a copy of the ballot filled in by them by way of filing a written claim to the effect. In case it is technically possible to make and authenticate a copy of the filled-in ballot during arrangement of the General Meeting of Shareholders, such copy of the filled-in ballot authenticated by the Tabulation Committee shall be handed over to the person by the moment of closure of the General Meeting of Shareholders, otherwise – within a reasonable term after closure of the General Meeting of Shareholders. Copies of filled-in ballots shall be made at the Company's expense.

5.4.5. By the termination of the above stated time the Chairman announces on the votes counting beginning.

#### **5.5 Summing up of the voting and its announcement concerning the agenda questions of the General Meeting of Shareholders. Closing of the General Meeting of Shareholders.**

5.5.1. Counting and summing up of the voting results concerning the agenda of the General Meeting of Shareholders is performed by the Counting Commission, in accordance with the requirements of the current Legislation.

5.5.2. Decisions taken by the General Meeting of Shareholders of the Company and the results of the voting can be declared at the General Meeting of Shareholders of the Company in the course whereof voting was arranged and shall be communicated to the persons included in the list of persons having the right to participate in the General Meeting of Shareholders in the form of a Report on Voting Results following the procedure stipulated by the Articles of Association of the Company for notice of arrangement of the General Meeting of Shareholders within four business days from the closure date of the General Meeting of Shareholders.

5.5.3. If, as of the date of identification (registration) of the persons entitled to participate in the General Meeting of Shareholders, a nominal holder of shares was the person registered in the register of the Company shareholders, information contained in the Report on

Voting Results shall be provided to the nominal holder of shares in accordance with the rules of the legislation of the Russian Federation on securities for provision of information and materials to the persons exercising their rights to securities. After the announcement of the voting results concerning the agenda questions of the General Meeting of Shareholders in case they are announced at the General Meeting of Shareholders, the Chairperson announces the General Meeting of Shareholders closing.

## **6. Holding of the General Meeting of Shareholders by Means of the Absentee Voting**

6.1. Voting on agenda questions of the General Meeting of Shareholders, carried out in the form of absentee voting is carried out by voting ballots.

The receipt by the Company registrar of information on the will of persons entitled to participate in the General Meeting of Shareholders and not registered in the register of shareholders of the Company who, in accordance with the requirements of the legislation of the Russian Federation on securities, have provided their orders (instructions) on voting to the persons who register their rights to shares, shall be put equal to voting by ballots.

6.2. The shareholders, whose ballots were received and (or) whose e-ballots were completed on the Internet website specified in the notice on holding the General Meeting of Shareholders (if such an opportunity was provided for the decision of the Board of Directors) by the deadline of acceptance of ballots by the Company indicated in the notice, as well as the shareholders who, in accordance with the rules of the legislation of the Russian Federation on securities, provided their orders (instructions) on voting to the persons who register their rights to shares, if the notices on their will were received before the deadline for receipt of ballots, shall be deemed to have participated in the General Meeting of Shareholders held as absentee voting.

In case the deadline for the submission of the voting ballots falls on nonworking day, the deadline of the filled-out ballots submission is the following working day.

The deadline of the filled-out ballots submission expires on the day of voting ballots submission by the hour when in the Company in accordance with the set rules the working day ends.

6.3. Completed ballots can be submitted to the Company by the first class letter, under signed receipt given to the person, who is carrying out the functions of the Company's sole executive body, or the person authorized to receive the correspondence addressed to the Company, sent to the Registrar of the Company or to an email determined by the decision of the Board of Directors of the Company in preparation for the General Meeting of Shareholders. If the Board of Directors of the Company adopts the relevant decision, the e-ballots can also be completed on the Internet website determined by the relevant decision of the Board of Directors of the Company and indicated in the notice on holding the General Meeting of Shareholders.

6.4. The body fulfilling the functions of the sole executive body of the Company organizes the accumulation, preservation, transmission of the completed ballots for voting of the Counting Commission.

6.5. The shareholder - the physical person during the ballot paper filling out indicates his/her last name and initials; shareholder – the legal body indicates the full physical name of the Legal body.

6.6. The representative of the shareholder – of the physical body during the ballot paper filling out indicates his/her last name and initials, and also the essential elements of the warrant (other document approving the authority), the representative of the shareholder – legal person shall indicate the last name and initials, as well as the position and details of the warranty (or any other documents approving the authorities).

6.7. The representative of the shareholder attaches the warrant to the voting ballot (its notarially attested copy) or other document he/she acts on the basis of.

6.8. The General Meeting of Shareholders carried out in the form of the absentee vote is duly authorized (has the quorum) if not later than the deadline of the voting ballots submission

date the Company acquires the shareholders' ballots possessing in aggregate more than a half of the votes of the placed voting shares of the Company.

6.9. Decisions taken by the General Meeting of Shareholders and voting results shall be communicated to the persons included in the list of persons having the right to participate in the General Meeting of Shareholders in the form of a Report on Voting Results following the procedure stipulated for notice of arrangement of the General Meeting of Shareholders within four business days from the ballots collection completion date.

If, as of the date of determining (documenting) the list of persons having the right to participate in the General Meeting of Shareholders, the person registered in the register of shareholders of the Company is a nominal holder of shares, the information contained in the Report on Voting Results shall be provided to the nominal holder of shares in accordance with the rules of the legislation of the Russian Federation on securities for the provision of information and materials to the persons exercising their rights to securities

## **7. Working Bodies of the General Meeting of Shareholders of the Company**

7.1 Working bodies of the General Meeting of Shareholders are:

- a) Chairman of the General Meeting of Shareholders;
- b) Counting Commission;
- c) Secretary of the General Meeting of Shareholders.

7.2. The functions of the Chairman are being fulfilled by the Chairman of the Board of Directors.

If the Chairman of the Board of Directors is absent at the General Meeting of Shareholders the functions of the Chairman at the General Meeting of Shareholders are being carried out by the Deputy Chairman of the Board of Directors.

In case the Chairman of the Board of Directors and his/her deputy are absent, their functions at the General Meeting of Shareholders according to the decision of the people present at the General Meeting of Shareholders can be fulfilled by any member of the Board of directors.

7.3. The Chairman of the General Meeting of Shareholders opens and closes the meeting, announces the agenda of the General Meeting and the order of speeches and reports concerning the agenda questions, on termination of the agenda issues' discussions and the beginning of the votes counting, ensures the fulfillment of the meeting holding order, signs the Minutes of the General Meeting of Shareholders.

7.4. The functions of the Counting Commission at the General Meeting of Shareholders are carried out by the professional equity market participant licensed to keep the register, who is the holder of the shareholder's Register of the Company (Registrar of the Company).

7.5. The Counting Commission fulfills the following functions:

- a) checks up the authority and registers persons, participating in the General Meeting of Shareholders (shareholders and their representatives);
- b) determines of the quorum presence of the General Meeting of Shareholders;
- c) explains the questions arising in connection with the Company's shareholders (their representatives) realization of the right to vote at the General Meeting of Shareholders;
- d) explains the order of voting concerning the questions put to the agenda;
- e) ensures the set-up order of voting and rights of the Company's shareholders for voting;
- f) counts votes and sums up the results of the voting;
- g) compiles the Minutes on the Results of the voting;
- h) brings the results of the voting to the notice of the Company's shareholders;
- i) sends to archive the voting ballots;
- j) other functions stipulated by the Legislation of the Russian Federation and Company's Articles and the agreement, signed by the Company with the Registrar.

7.6. The Functions of the Secretary of the General Meeting of Shareholders are carried out by the Company's Corporate Secretary, unless another decision was taken by the Board of Directors of the Company.

If the Corporate Secretary of the Company cannot fulfill the functions, the Secretary of the General Meeting of Shareholders shall be elected by the Board of directors to decide the questions concerning the preparation to the General Meeting of Shareholders.

7.7. The Secretary of the General Meeting of Shareholders shall fulfill the following functions:

a) receive applications from persons participating in the General Meeting of Shareholders on the right acquisition to take part in the discussion of the general agenda issues of the meeting and also receive questions;

b) transmit the applications and questions to the Chairman of the General Meeting of Shareholders;

c) fix the order of the General Meeting of Shareholders holding (general provisions of speeches and reports);

d) other functions stipulated by the Present Regulation and the Company's Articles.

## **8. Financial Provision of the General Meeting of Shareholders Holding**

8.1. Expenditures connected with preparation and holding of the General Meeting of Shareholders are preceded at the expense of the Company's means in accordance with expenditures' estimate approved by the Board of Directors and included into the Company's budget.

8.2. The General Director presents to the Board of Directors the report on spending of means to preparation and carrying out of the General Meeting of Shareholders not later than two months prior to the General Meeting of Shareholders carrying out.

8.3. During the carrying out of the General Meeting of Shareholders by persons demanding the convening, the costs for its holding shall be held by these persons.

By the decision of the General Meeting of Shareholders, documentarily approved costs of the abovementioned persons on preparation and holding of the General Meeting of Shareholders can be compensated at the expense of the Company's means.

## **9. Final Provisions**

9.1. If the law and normative acts of the Russian Federation change, the separate articles of the given Regulation contradict it, these articles will expire and before the moment of the amendments introduction to the current Regulation, the Company shall be guided by the legislation and normative acts of the Russian Federation.

9.2. If all the voting shares of the Company belong to only one shareholder, the given Regulation shall not be used. The decisions on questions belonging to the competence of the General Meeting of Shareholders shall be taken by this shareholder (authorized shareholder's control body), presented in writing and brought to the notice of the Company.