APPROVED
by Resolution of the annual general shareholders' meeting of Open Joint Stock Company "Surgutneftegas"
Minutes No.29 dated 29 June 2018

Regulations on the general shareholders' meeting of "Surgutneftegas" Public Joint Stock Company (revised)

Surgut
2018

Article 1
GENERAL SHAREHOLDERS' MEETING

1.1. These Regulations shall determine the procedure for convening, preparing, holding and concluding the general shareholders' meeting of the Company in accordance with the current legislation of the Russian Federation and the Charter of "Surgutneftegas" Public Joint Stock Company (hereinafter – the Company).

These Regulations and any amendments and addenda thereto shall be approved by the general shareholders' meeting of the Company.

1.2. The general shareholders' meeting of the Company (hereinafter – the Shareholders' Meeting or the Meeting) is the supreme administrative body of the Company. The Company shall annually hold the annual Shareholders' Meeting.

The annual Shareholders' Meetings shall be held at least two months after and not later than six months after the end of the reporting year. Any Shareholders' Meeting hold in addition to the annual Shareholders' Meeting shall be deemed an extraordinary one.

1.3. The terms of reference of the Shareholders' Meeting shall be determined by the Federal Law "On Joint Stock Companies" and the Company's Charter.

The Shareholders' Meeting shall have no right to consider and adopt resolutions on the issues which are not related to its terms of reference by the Federal Law "On Joint Stock Companies" and the Company's Charter.

The Shareholders' Meeting shall have no right to adopt resolutions which are not included in the agenda of the Meeting as well as to make amendments to the agenda of the Meeting.

The Shareholders' Meeting may adopt resolutions without holding a meeting (joint presence of shareholders to discuss items on the agenda and adopt resolutions on the issues put to vote) by way of absentee voting.

The Shareholders' Meeting, if its agenda includes the issues relating to the election to the Company's Board of Directors, the Company's Auditing Committee, the approval of the Company's auditor as well as approval of the Company's annual report and annual accounting (financial) statements of the Company, distribution of profit (including the payment (declaration) of dividends) and losses of the Company based on the results of the reporting year, shall not be held by way of absentee voting.

1.4. The following shareholders shall have the right to vote on the issues put to vote at the Shareholders' Meeting:

the shareholders who own ordinary shares of the Company;

the shareholders who own preference shares of the Company in cases specified by the current legislation of the Russian Federation.

The shareholders who own preference shares of the Company shall have the right to participate in the Shareholders' Meeting with the vote on all the issues within its terms of reference starting from the meeting following the annual Shareholders' Meeting which, irrespective of the reasons, did not adopt the resolution to pay dividends or adopted the resolution to partially pay dividends on preference shares. The right of the shareholders who own preference shares to participate in the Shareholders' Meeting shall be terminated after the first payment of dividends in full on the mentioned shares is made.

The shares owned by the members of the Company's Board of Directors or Director General of the Company may not participate in voting when electing the members to the Company's Auditing Committee.

The voting share of the Company is the ordinary or preference share conferring the votes to its holder in regard to the issues put to vote.

Any resolution of the Shareholders' Meeting on the issues put to vote shall be adopted by the majority of the shareholders who own the voting shares of the Company and participate in voting unless otherwise established by the Federal Law "On Joint Stock Companies" for these resolutions to be adopted.

The votes at the Shareholders' Meeting on the issue put to vote, which the shareholders who own ordinary and preference shares of the Company have the right to vote on, shall be counted jointly for all voting shares, unless otherwise established by the Federal Law "On Joint Stock Companies".

1.5. Resolutions adopted by the Shareholders' Meeting as well as the results of voting may be announced at the Shareholders' Meeting at which voting is held and shall be brought to notice of the persons, included in the list of persons entitled to participate in the Shareholders' Meeting, in the form of the report on the voting results as required for the notices of the Shareholders' Meeting, not later than four working days after the close of the Meeting or the final date when the ballot papers are accepted by the Company in case the Shareholders' Meeting is held by way of absentee voting.

In case when as of the date of compiling (setting) the list of persons entitled to participate in the Shareholders' Meeting a person registered in the shareholder register of the Company is a nominee shareholder, the report on the voting results shall be sent in electronic form (in the form of an electronic document signed by an electronic signature) to a nominee holder.

Article 2
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

2.1. An extraordinary Shareholders' Meeting of the Company shall be held under the resolution of the Company's Board of Directors based on its own initiative, upon request of the Company's Auditing Committee, the Company's auditor as well as the shareholders (shareholder) owning at least 10 percent of the voting shares of the Company as of the date the request is submitted.

An extraordinary Shareholders' Meeting of the Company shall be convened by the Company's Board of Directors upon request of the Company's Auditing Committee, the Company's auditor or the shareholders (shareholder) owning at least 10 percent of the voting shares of the Company.

An extraordinary Shareholders' Meeting of the Company shall be held in time and manner prescribed by the Federal Law "On Joint Stock Companies".

2.2. The request to hold an extraordinary Shareholders' Meeting shall specify the issues to be included in the agenda of the Meeting. The request to hold an extraordinary Shareholders' Meeting may include formulated resolutions on each of these issues as well as the proposal about the form the Meeting shall be held in. In case the request to convene an extraordinary Shareholders' Meeting contains a proposal to nominate candidates, this proposal falls under the relevant regulations of the Federal Law "On Joint Stock Companies".

2.3. In case the request to convene an extraordinary Shareholders' Meeting is submitted by the shareholders (shareholder) it shall contain the full name (names) of the shareholders (shareholder) requesting to convene the Meeting, as well as the number and category (type) of shares owned by them.

The request to convene an extraordinary Shareholders' Meeting shall be signed by the persons (person) requesting to convene an extraordinary Meeting.

2.4. The Company's Board of Directors shall adopt a resolution to convene an extraordinary Shareholders' Meeting or to reject such a meeting within five days from the date when the request is submitted by the Company's Auditing Committee, the Company's auditor or shareholders (shareholder) owning at least 10 percent of the voting shares of the Company.

2.5. A resolution to reject convening an extraordinary Shareholders' Meeting upon request of the Company's Auditing Committee, the Company's auditor or the shareholders (shareholder) owning at least 10 percent of the voting shares of the Company may be adopted only if:

the procedure for submitting the request to convene an extraordinary Meeting as provided for by the Federal Law "On Joint Stock Companies" is violated; the shareholders (shareholder) requesting to convene an extraordinary Shareholders' Meeting do not own at least 10 percent of the voting shares of the Company as of the date the request is submitted;

none of the issues proposed to be included in the agenda of the extraordinary Shareholders' Meeting is within its terms of reference;

none of the issues proposed to be included in the agenda of the extraordinary Shareholders' Meeting meets the requirements of the Federal Law "On Joint Stock Companies" and other legislative acts of the Russian Federation.

2.6. The resolution of the Company's Board of Directors to convene an extraordinary Shareholders' Meeting or a motivated resolution to reject convening it shall be submitted to the persons requesting to convene it not later than three days from the date when such a resolution is adopted.

2.7. In case when within the term specified in Clause 2.4 hereof, the Company's Board of Directors does not adopt a resolution to convene an extraordinary Shareholders' Meeting or adopts a resolution to reject convening it, the Company's body or persons requesting to convene it, shall have the right to go to court with a demand to compel the Company to hold an extraordinary Shareholders' Meeting.

In case when in accordance with the court decision an extraordinary Shareholders' Meeting is held by the plaintiff, costs of preparing and holding this Meeting may be reimbursed by the resolution of the Shareholders' Meeting from the Company's funds.

Article 3
THE ANNUAL GENERAL SHAREHOLDERS' MEETING, PROPOSALS TO INCLUDE THE ISSUES IN THE AGENDA OF THE ANNUAL OR EXTRAORDINARY GENERAL SHAREHOLDERS' MEETINGS

3.1. The annual Shareholders' Meeting shall be convened by the Company's Board of Directors to adopt resolutions on the election of the Company's Board of Directors, the Company's Auditing Committee, the approval of the Company's auditor as well as approval of the Company's annual report and annual accounting (financial) statements of the Company, distribution of profit (including the payment (declaration) of dividends) and losses of the Company based on the results of the reporting year. The annual Shareholders' Meeting may resolve other issues related to the terms of reference of the Meeting.

3.2. The shareholders (shareholder) of the Company owning in the aggregate at least two percent of the voting shares of the Company shall have the right to introduce issues to the agenda of the annual Shareholders' Meeting and to nominate candidates to the Company's Board of Directors and the Company's Auditing Committee, provided that the number of candidates does not exceed the number of members of the relevant body not later than 30 days after the end of the reporting year.

In case the agenda put forward for an extraordinary Shareholders' Meeting includes the issue to elect the members to the Company's Board of Directors, the shareholders (shareholder) of the Company owning in the aggregate at least two percent of the voting shares of the Company shall have the right to nominate candidates to the Company's Board of Directors provided that the number of candidates does not exceed the number of members of the Company's Board of Directors. The proposals specified in this paragraph shall be submitted to the Company at least 30 days prior to the date of the extraordinary Shareholders' Meeting.

3.3. The proposals to include issues in the agenda of the Shareholders' Meeting and to nominate candidates shall be made in writing and shall include the full name (names) of the shareholders (shareholder), the number and category (type) of shares owned by them, and shall be signed by the shareholders (shareholder) or by their proxies.

The proposal to include the issues in the agenda of the Shareholders' Meeting shall contain every proposed issue being formulated as well as may contain formulated resolutions on each proposed issue.

The proposal to nominate candidates to the Company's Board of Directors and Auditing Committee shall include the name and details of the identification document (series and (or) number, date and place of its issue, the authority that issued the document) of every nominated candidate, the name of the body which he/she is nominated to be elected to, and educational background of the candidate.

3.4. The Company's Board of Directors shall be obliged to consider submitted proposals and adopt a resolution to include them in the agenda of the Shareholders' Meeting or reject including them in the agenda not later than five days after the deadline specified in Clause 3.2 hereof. An issue proposed by the shareholders (shareholder) shall be included in the agenda of the Shareholders' Meeting as well as the nominated persons shall be included in the list of nominees to be elected to the Company's relevant body, except for cases when:

the shareholders (shareholder) do not observe the term stipulated by Clause 3.2 hereof;

the shareholders (shareholder) do not own at least two percent of the voting shares of the Company;

the proposal does not comply with the requirements stipulated by Clause 3.3 hereof;

the issue proposed to be included in the agenda of the Board of Directors which is not within its terms of reference and (or) does not meet the requirements of the Federal Law "On Joint Stock Companies" and other legislative acts of the Russian Federation.

3.5. A motivated resolution of the Company's Board of Directors to reject including an issue in the agenda of the Shareholders' Meeting or a candidate in the candidate list for voting to be elected to the Company's Board of Directors and Auditing Committee shall be submitted to the shareholders (shareholder) who proposed an issue or nominated a candidate not later than three days after it is adopted.

3.6. Besides the issues proposed by the shareholders to be included in the agenda of the Shareholders' Meeting as well as in cases when there are no such proposals, no such candidates or there is an insufficient number of the candidates nominated by the shareholders to form the Company's relevant body, the Company's Board of Directors shall include the issues in the agenda of the Shareholders' Meeting or candidates in the list of candidates at its discretion.

Article 4
RIGHT TO PARTICIPATE IN THE GENERAL SHAREHOLDERS' MEETING

4.1. The list of persons entitled to participate in the Shareholders' Meeting shall be compiled as prescribed by the securities legislation of the Russian Federation for compiling the list of persons exercising the rights on securities.

The date as of which the persons entitled to participate in the Shareholders' Meeting are determined (set) shall be appointed as prescribed by the Federal Law "On Joint Stock Companies".

Article 5
PREPARING FOR THE GENERAL SHAREHOLDERS' MEETING

5.1. While preparing for the Shareholders' Meeting, the Company's Board of Directors determines:

the form of the Meeting (a meeting or absentee voting);

the date, venue and time of the Meeting as well as the mailing address for sending the ballot papers completed by the shareholders and in case the Meeting is held by way of absentee voting – the final date when the ballot papers are accepted and the mailing address for sending the completed ballot papers;

the final date when the proposals of the shareholders to nominate candidates to be elected to the Company's Board of Directors are accepted, if the agenda of the extraordinary Shareholders' Meeting includes an issue relating to the election of the members to the Company's Board of Directors;

the date of compiling (setting) the list of persons entitled to participate in the Meeting;

the agenda of the Shareholders' Meeting;

the procedure for notifying the shareholders of the Shareholders' Meeting;

the list of information (materials) submitted to the shareholders while preparing for the Meeting and the procedure for submitting thereof;

the form and text of the ballot papers as well as formulated resolutions on the issues on the agenda of the Meeting shall be sent in electronic form (in the form of electronic documents) to the nominee shareholders registered in the shareholder register of the Company.

5.2. Director General of the Company shall approve the cost estimate for the Shareholders' Meeting and shall ensure that the Company takes measures aimed at organizational, technical and other kind of support while arranging and holding the Meeting.

Article 6
INFORMATION ON HOLDING THE GENERAL SHAREHOLDERS' MEETING

6.1. Notification of the Shareholders' Meeting shall be given within the period specified by the Federal Law "On Joint Stock Companies", but at least 30 days before such a meeting is held. Notification shall be published on the official website of the Company (www.surgutneftegas.ru) in the information and telecommunication network "Internet".

6.2. Notification of the Shareholders' Meeting shall specify the following:

the full corporate name of the Company and location of the Company;

the form of the Shareholders' Meeting (a meeting or absentee voting);

the date, time and venue of the Shareholders' Meeting as well as the mailing address for sending completed ballot papers; or in case the Shareholders' Meeting is held by way of absentee voting – the final date when the ballot papers are accepted and the mailing address for sending the completed ballot papers;

the date as of which the persons entitled to participate in the Shareholders' Meeting are determined (set);

the agenda of the Shareholders' Meeting;

categories (types) of shares the holders of which have the right to vote on all or some issues on the agenda of the Shareholders' Meeting;

the procedure for reviewing the information (materials) to be submitted while arranging the Shareholders' Meeting, and address(es) where this information is available;

time when registration of persons who participate in the Meeting starts.

In case the agenda of the Shareholders' Meeting includes the issues that may (when voted on them and according to the Federal Law "On Joint Stock Companies" and the Company's Charter) create the right to demand from the Company to buy back shares, the notification about the Meeting shall also include information that the shareholders have the right to demand from the Company to buy back their shares as well as specify the price and procedure of such a buyback, as well as contain information on the address (addresses) used for sending demands to buy back shares of the shareholders registered in the shareholder register of the Company.

The agenda of the Shareholders' Meeting approved by the Board of Directors shall not be changed after the notification of the Shareholders' Meeting is published.

6.3. Information (materials) that shall be submitted to the persons entitled to participate in the Shareholders' Meeting while arranging the Shareholders' Meeting of the Company includes:

the annual report of the Company and the opinion of the Company's Auditing Committee based on the results of inspection thereof;

the annual accounting (financial) statements of the Company, the auditor's report and the opinion of the Company's Auditing Committee based on the results of inspection of such statements and reports;

recommendations of the Company's Board of Directors concerning distribution of profit, including the size of dividends on the Company's shares and the procedure for paying dividends and losses of the Company based on the results of the reporting year;

information about the candidates to be nominated to the Company's Board of Directors, the Company's Auditing Committee, information about the availability of the candidates' written consent to be elected to the relevant body of the Company;

draft amendments and addenda to the Company's Charter or the draft Company's Charter in a new wording;

draft internal documents of the Company;

draft resolutions of the Shareholders' Meeting;

information on the shareholders' agreements concluded during the year prior to the date when the Shareholders' Meeting is held, as provided by the Federal Law "On Joint Stock Companies";

other information (materials) on the issues included in the agenda of the Shareholders' Meeting as provided by the current legislation of the Russian Federation.

Article 7
PROCEDURE FOR PARTICIPATING OF SHAREHOLDERS IN THE GENERAL SHAREHOLDERS' MEETING

7.1. The right to participate in the Shareholders' Meeting shall be exercised by a shareholder either in person or through his/her proxy.

A shareholder's proxy at the Shareholders' Meeting shall act within the powers determined by the federal laws or acts of the duly authorized government bodies or local authorities or a power of attorney in a written form.

The power of attorney for voting shall include information on a shareholder and a proxy (for natural persons – the name and details of the identification document (series and (or) number, date and place of its issue, the authority that issued the document), for legal persons – the name and location).

The power of attorney for voting shall be drawn up as prescribed by the Civil Code of the Russian Federation or certified by a notary.

The head of a legal person, the Company's shareholder, shall represent this legal person at the Shareholders' Meeting without a power of attorney if he/she submits documents proving his/her powers of an official person with a right to act without a power of attorney on behalf of the legal person.

7.2. In case the share is transferred after the date when the list of persons entitled to participate in the Shareholders' Meeting of the Company is compiled and prior to the date of the Meeting, the person included in this list shall issue a power of attorney for voting to the share transferee or shall vote at the Meeting as instructed by the share transferee, if it is provided by the agreement on share transfer.

Article 8
BODIES OF THE GENERAL SHAREHOLDERS' MEETING

8.1. The bodies of the Shareholders' Meeting are the Chairperson of the Meeting (hereinafter – the Chairperson), the Secretary of the Meeting (hereinafter – the Secretary) and the Ballot Committee.

The Chairperson of the Board of Directors shall preside at the Shareholders' Meeting. If he/she is absent or refuses to perform duties of a chairperson, the Deputy Chairperson of the Company's Board of Directors or one of the members of the Board of Directors shall preside at the Shareholders' Meeting under the resolution of the Board of Directors adopted by the majority of the members of the Board of Directors who are present at the Meeting.

The Chairperson shall open, conduct and close the Meeting, ensure compliance with these Regulations, announce the speakers, maintain order in the conference room, put the issues on the agenda to vote and sign the minutes of the Shareholders' Meeting.

8.2. The corporate secretary of the Company shall perform duties of the Secretary. The Secretary shall form the secretariat of the Meeting out of the Company's employees; the composition thereof shall be approved by Director General of the Company. The secretariat shall perform the following functions:

to complete the list of prospective speakers willing to speak on the issues on the agenda;

to register requests and applications of the prospective speakers entered in the list;

to collect written questions addressed to the speakers and hand them over to the presidium of the Meeting;

to take the Minutes of the Shareholders' Meeting;

to give advice to the shareholders and their proxies on the issued related to participation in the Meeting;

to maintain order in the room where the persons participating in the Meeting are registered, and the Shareholders' Meeting is held.

The Secretary shall be the head of the Secretariat of the Meeting.

8.3. The registrar of the Company shall act as the Ballot Committee. The Ballot Committee shall perform the following functions:

to register persons participating the Shareholders' Meeting and to verify their powers;

to determine a quorum of the Shareholders' Meeting;

to clarify the issues arising from the vote exercised by the shareholders and their proxies at the Meeting;

to explain the procedure for voting on the issues on the agenda;

to keep the established procedure for voting and exercising the rights of the shareholders' to participate in voting;

to collect the ballot papers at the Shareholders' Meeting and to count votes;

to receive, register and count the ballot papers returned by the shareholders and their proxies in order to determine the quorum and the results of voting;

to draw up the minutes on the results of voting;

to announce the results of voting at the Meeting;

to submit the ballot papers to the Company.

8.4. Besides the persons who are included in the list of persons entitled to participate in the Shareholders' Meeting and their proxies, the Shareholders' Meeting may be attended by the persons invited at the Meeting by the Company's Board of Directors, Director General of the Company and persons initiating the Meeting.

Article 9
BALLOT PAPERS

9.1. Voting on the issues on the agenda of the Shareholders' Meeting shall be conducted only by ballot papers.

The ballot papers shall be sent to the persons included in the list of persons entitled to participate in the Shareholders' Meeting by registered mail not later than 20 days prior to the date of the Meeting, or in case the Meeting is held by way of absentee voting – prior to the final date when the ballot papers are accepted.

9.2. The ballot paper shall include:

the full corporate name of the Company and location of the Company;

the form of the Shareholders' Meeting (a meeting or absentee voting);

the date, venue and time of the Shareholders' Meeting as well as the mailing address for sending the completed ballot papers to the Company; or in case the Shareholders' Meeting is held by way of absentee voting – the final date when the ballot papers are accepted and the mailing address for sending the completed ballot papers;

formulated resolutions on each of the issues (the name of each candidate) voting on which is conducted by this ballot paper;

voting options for each issue on the agenda worded as “for”, “against” or “abstained”;

a note that the ballot paper shall be signed by a person entitled to participate in the Shareholders' Meeting or his/her proxy.

In case of cumulative voting the ballot paper shall contain reference to this fact and explain the essence of cumulative voting.

9.3. The Ballot Committee shall collect and register all ballot papers received by the Company (by mail or otherwise). In case the Shareholders' Meeting is held in the form of a meeting (joint presence of the shareholders), the ballot papers shall be returned until the end of the working day two days prior to the date of the Shareholders' Meeting.

Article 10
REGISTRATION OF THE PERSONS ENTITLED TO PARTICIPATE IN THE GENERAL SHAREHOLDERS' MEETING

10.1. Registration of the persons entitled to participate in the Shareholders' Meeting held in the form of a meeting shall be conducted by the Ballot Committee on the day of the Meeting and shall start not later than two hours prior to its start. Registration of the persons entitled to participate in the Shareholders' Meeting and not registered for participation in the Shareholders' Meeting prior to its start shall stop after the discussion of the last issue on the agenda of the Shareholders' Meeting (the last issue on the agenda on which the Meeting has a quorum) and prior to the period that is granted for voting to persons who have not voted yet. Registration of the persons entitled to participate in the Shareholders' Meeting shall be conducted provided that persons who arrived for participation in the Shareholders' Meeting undergo identification procedure by comparing the data recorded in the list of persons entitled to participate in the Shareholders' Meeting with the data contained in the documents submitted by these persons. The registered persons shall be given special passes to be admitted to the room where the Shareholders' Meeting is held.

10.2. Documents certifying powers of the legal successors and proxies of the persons who are included in the list of persons entitled to participate in the Meeting (their copies duly certified) shall be attached to the ballot papers returned by these persons or submitted to the Ballot Committee during their registration for participation in the Shareholders' Meeting.

The Ballot Committee shall register the date when the power of attorney is issued, its term, number, certification date and the name of the certifying authority.

10.3. A person entitled to participate in the Shareholders' Meeting shall be granted a right to be admitted to the room where the Meeting is held only after he/she undergoes the registration procedure within the period specified in the notification of the Shareholders' Meeting and these Regulations.

Article 11
QUORUM OF THE GENERAL SHAREHOLDERS' MEETING

11.1. The Shareholders' Meeting shall be deemed valid (constitutes a quorum), if it is attended by the shareholders owning in the aggregate over half of the votes of the placed voting shares of the Company.

The shareholders registered for participation in the Shareholders' Meeting and shareholders whose ballot papers are returned not later than two days prior to the date of the Meeting shall be deemed the shareholders having participated in the Shareholders' Meeting. The shareholders whose ballot papers are returned prior to the final date when the ballot papers are accepted shall be deemed the shareholders having participated in the Shareholders' Meeting held by way of absentee voting.

If the agenda of the Shareholders' Meeting includes the issues which are voted on by sessions of various voter composition, a quorum to adopt resolutions on these issues shall be determined separately. However, the absence of a quorum necessary to adopt resolutions on the issues which are voted on by the same composition of voters shall not prevent from adopting a resolution on the issues which are voted on by another voter composition if there is a quorum for adopting such a resolution.

11.2. The Shareholders' Meeting held in the form of a meeting shall be opened if by the time of its start there is a quorum on at least one issue included in the agenda of the Meeting.

In case by the time of the start of the Meeting, there is no quorum on any issue included in the agenda of the Meeting, the Meeting shall be opened two hours later. The opening of the Meeting shall not be adjourned more than once.

The Shareholders' Meeting by the start of which there is a quorum only on the separate issues shall not be closed, if by the end of registration the persons, whose registration provides a quorum to adopt resolutions on other issues on the agenda of the Meeting, are registered.

After the discussion of the last issue on the agenda of the Meeting on which the Meeting has a quorum, and prior to the period that is granted for voting to the persons who have not voted yet, the persons who are present at the Meeting shall be informed on the number of votes that belong to the persons who have registered and (or) participated in the Meeting by this time.

If there is no quorum required to hold the annual Shareholders' Meeting, an adjourned Meeting with the same agenda shall be held. If there is no quorum required to hold the extraordinary Shareholders' Meeting, an adjourned Meeting with the same agenda may be held.

The adjourned Shareholders' Meeting shall be deemed valid (constitutes a quorum), if it is attended by the shareholders owning in the aggregate not less than 30 percent of the votes of the placed voting shares of the Company.

If, due to the lack of a quorum, the Shareholders' Meeting is adjourned for less than 40 days, the persons entitled to participate in the Shareholders' Meeting are determined (set) as of the date when the persons entitled to participate in the canceled Meeting were determined (set).

Article 12
PROCEDURE FOR CONDUCTING THE GENERAL SHAREHOLDERS' MEETING

12.1. The Chairperson shall open the Shareholders' Meeting by announcing the number of votes in shares owned by the shareholders and their proxies who participated in the Meeting (registered for participation in the Meeting and whose ballot papers are returned to the Company at least two days prior to the date of the Meeting) and their percentage of the total number of the Company's voting shares.

If there is a quorum on at least one issue on the agenda of the Shareholders' Meeting, the Chairperson shall declare the Meeting open.

12.2. The Shareholders' Meeting shall last until all the issues on the agenda have been considered. However, after the discussion of the last issue on the agenda of the Shareholders' Meeting (the last issue on which the Meeting has a quorum), the persons who are present at the Meeting, shall be informed on the number of votes that belong to the persons who have registered and (or) participated in the Meeting, and the persons who have not voted yet by this time shall be given time for voting.

A 15 minute break shall be announced after every two hours of work, and a 45 minute break shall be announced after first four hours of work.

Speaking time:

keynotes reports on the issues on the agenda – up to 20 minutes;

joint reports– up to 10 minutes;

participation in discussion – up to 5 minutes;

answers to questions – up to 10 minutes.

Time limited for discussion of one issue on the agenda shall not exceed 20 minutes (excluding time required for a keynote report).

Upon suggestion of the Chairperson resolutions adopted by the Shareholders' Meeting as well as the results of voting may be announced at the Shareholders' Meeting. In this case, when all the issues on the agenda and voting have been considered, a break not exceeding one hour shall be announced to count votes and to determine the results of voting.

12.3. The issues at the Shareholders' Meeting shall be considered in that order in which the issues are stated on the agenda of the Meeting.

Only draft resolutions stated in the ballot papers shall be discussed and put to vote. Discussion and voting on the draft resolutions which differ from those stated in the ballot papers shall not be permitted.

On each issue on the agenda the Chairperson shall give the floor to the persons who represent and argue for the draft resolutions of the Meeting on this issue.

Requests for participation in discussions and questions shall be submitted in writing to the secretariat, registered on a first-come, first-served basis and forwarded to the Chairperson. Requests on each issue shall be accepted until the time allowed for the discussion of this issue on the agenda elapses. At the end of the report the Chairperson shall give the floor to those who have registered for participation in discussion. Following the speeches of those who have registered for participation in discussion, for the purpose of reference the Chairperson may give the floor to experts and specialists who are present at the Meeting.

Voting shall be conducted after all the issues on the agenda have been considered and discussed.

12.4. After the break taken in case the announcement of the results of voting is planned, the Chairperson shall give the floor to the representative of the Ballot Committee to announce the results of voting.

12.5. In case the announcement of the results of voting is not planned, the Chairperson shall declare the Shareholders' Meeting closed after all the issues on the agenda have been considered and discussed and voting has been conducted.

Article 13
VOTING AT THE GENERAL SHAREHOLDERS' MEETING

13.1. Voting at the Shareholders' Meeting shall be arranged based on the principle "one vote per one voting share of the Company", except for cumulative voting on the members to be elected to the Company's Board of Directors.

13.2. The election of the members to the Board of Directors shall be held by cumulative voting. The Board of Directors shall be elected by cumulative voting where each voting share shall be represented by the number of votes equal to the total number of the members of the Board of Directors. The shareholders shall have the right to cast their votes represented by shares held by them for one and the same candidate or split them among several candidates. The candidates who have won the majority of votes shall be deemed elected to the Board of Directors.

13.3. Before the voting session one of the members of the Ballot Committee shall instruct the shareholders in voting on each issue and filling in the ballot papers. The shareholders and their proxies shall return the completed ballot papers to the members of the Ballot Committee.

If voting is conducted by the ballot papers, the Ballot Committee shall count votes on those issues on which a voter has chosen the only one voting option. The ballot papers filled in with violation of the above mentioned requirement shall be deemed void, and votes on the issues included therein shall not be counted.

In case the ballot paper contains several issues put to vote, non-compliance with the above mentioned requirement in relation to one or several issues shall not make the ballot paper to be deemed invalid on the whole.

When determining a quorum of the Shareholders' Meeting and counting votes, including cases when resolutions to deem the ballot papers invalid shall be adopted, the Ballot Committee shall follow requirements of the current legislation of the Russian Federation.

13.4. The resolution on any issue shall be deemed adopted if the votes cast "for" account for over half of the voters who have voted on this issue on the agenda, or a higher number of votes, in cases specified by the Federal Law "On Joint Stock Companies".

The Ballot Committee shall draw up the minutes in two copies containing the results of voting on each issue on the agenda.

The minutes on the results of voting shall be drawn up not later than three working days after the close of the Shareholders' Meeting or the final date when the ballot papers are accepted in case the Meeting is held by way of absentee voting.

The minutes containing the results of voting shall be attached to the minutes of the Shareholders' Meeting.

Once the minutes containing the results of voting shall be drawn up and the minutes of the Shareholders' Meeting shall be signed, the ballot papers and powers of attorney of the shareholders shall be sealed by the Ballot Committee and submitted to the Company.

Article 14
MINUTES OF THE GENERAL SHAREHOLDERS' MEETING

14.1. The minutes of the Shareholders' Meeting shall be drawn up in two copies at least three working days after the close of the Shareholders' Meeting or the final date when the ballot papers are accepted in case the Meeting is held by way of absentee voting. Each copy shall be signed by the Chairperson and the Secretary.

The minutes of the Shareholder's Meeting shall contain:

the venue and time of the Shareholders' Meeting;

the total number of votes that belong to the shareholders owning the voting shares of the Company;

the number of votes that belong to the shareholders who have voted on each issue on the agenda;

the Chairperson (presidium) and the Secretary, the agenda of the Meeting.

The minutes of the Shareholder's Meeting of the Company shall contain the key points of reports, the issues put to vote as well as the results of voting thereon, and resolutions adopted by the Meeting.

14.2. The Company keeps the minutes of the Shareholders' Meetings during the whole period of its existence. The minutes of the Meeting shall be submitted by the corporate secretary of the Company to the concerned persons upon their request that is executed and submitted as prescribed by the regulations of the Russian Federation, the Company's Charter and internal documents of the Company.