

APPROVED

by the resolution of the extraordinary  
General Meeting of Shareholders of the  
PJSC ALROSA dated

\_\_\_\_\_, 2017  
(Minutes # 36)

**REGULATIONS**  
**on the General Meetings of Shareholders of**  
**PJSC ALROSA**

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## **1. GENERAL PROVISIONS**

**1.1.** These Regulations are to determine procedures for calling, preparing, holding and summing up the results of the General Meeting of Shareholders of PJSC (Public Joint Stock Company) ALROSA (hereinafter, the "Company") in part not regulated by the Federal Law "On Joint Stock Companies", other regulatory legal acts and the Company's Articles of Association.

**1.2.** In the event any issues related to calling, preparing or holding of the General Meeting of Shareholders are not regulated by the norms of the mentioned acts, they shall be resolved proceeding from the need to ensure rights and interests of all Shareholders of the Company.

The Company secures equal opportunities to participate in the General Meeting of Shareholders for all its Shareholders.

Where a General Meeting is held in the form of joint presence of Shareholders, holders of shares included into the list of parties entitled to participate the General Meeting, their authorized representatives, the Company's Auditor, members of the Supervisory Board, the Director General – Chairman of the Executive Committee and members of the Executive Committee, members of the Counting Commission and the Auditing Committee, as well as candidates entered into the ballots for voting in elections to the relevant managing and controlling bodies of the Company, shall have the right to attend the Meeting.

**1.3.** The General Meeting of Shareholders is the supreme managing body of the Company and acts in compliance with laws of the Russian Federation, the Company's Articles of Association and these Provisions. The competence of the General Meeting of Shareholders and the quorum for passing resolutions of the General Meeting of Shareholders shall be as determined by the Federal Law "On Joint Stock Companies" and the Company's Articles of Association.

The General Meeting of Shareholders is not entitled to resolve any issues that are not on the agenda or to change the agenda.

**1.4.** The Company shall hold the annual General Meeting of Shareholders on the annual basis within the terms established by its Articles of Association but not later than six months after the end of the reporting year.

**1.5.** The annual General Meeting of Shareholders shall resolve the following issues:

- Election of members of the Supervisory Board;
- Election of members of the Auditing Committee of the Company;
- Approval of the Auditor of the Company;
- Approval of annual reports, annual accounting (financial) reports, including profit and loss reports (profit and loss accounts) of the Company, as well as distribution of Company's profits, including payment (declaration) of dividends, and losses as a result of the reporting year.

The annual General Meeting of Shareholders may resolve any other issues falling into the competence of the General Meeting of Shareholders.

**1.6.** Any other General Meeting of Shareholders held besides the annual General Meeting of Shareholders shall be extraordinary.

**1.7.** Any costs related to preparing and holding the General Meeting of Shareholders initiated by the Supervisory Board, the Auditing Committee and the Auditor shall be at the expense of the Company.

**1.8.** The Supervisory Board and executive bodies of the Company organize implementation of resolutions of the General Meeting of Shareholders.

## **2. METHODS OF PARTICIPATION OF SHAREHOLDERS IN THE GENERAL MEETING OF SHAREHOLDERS**

**2.1.** Any Shareholders included into the list of persons entitled to participate in the General Meeting shall be entitled to participate in the General Meeting held in any form provided.

**2.2.** A Shareholder may participate in the Meeting in any of the following methods:

- Personally participate in consideration of any items included into the agenda and vote them;
- Send their representative for taking part in consideration of any items on the agenda and for voting them;
- Vote items on the agenda by forwarding a ballot filled in and signed by the Shareholder or by filling in the electronic ballot form in the site of the "Internet" information-communication network as communicated to such Shareholder in the notice of the General Meeting of Shareholders;
- Entrust to their authorized representative the right to vote by forwarding a ballot filled in and signed by the authorized representative.

**2.3.** The representative of the Shareholder in the General Meeting of Shareholders acts in accordance with their powers based on regulations of federal laws or acts by authorized government bodies or by local self-governance bodies or in accordance with a proxy executed in writing.

**2.4.** The Shareholder may issue an instrument of proxy in respect of either all shares held by such Shareholder or any part thereof.

The instrument of proxy may be issued in respect of both the whole set of rights attached to the share and in respect of any part of such rights.

The proxy must satisfy the requirements of the Civil Code of the Russian Federation to include, among other things: the name and identification document (document series and (or) number, the issue date and place, the issuer) for a natural person; or the name and location data for a legal entity. The proxy for voting must be executed in compliance with points 4 and 5 of Clause 185 of the Civil Code of the Russian Federation or notarized.

The Shareholder may recall their instrument of proxy and personally participate in the General Meeting of Shareholders by submitting a written notice of such recall to the Counting Commission. In such case the Shareholder shall be registered for participation in the General Meeting of Shareholders and get ballots for voting subject to the condition that such notice of the replacement (recall) of the representative is received before the registration of the representative whose powers it terminates.

**2.5.** In case any share in the Company is held jointly by more than one party, any voting powers at the General Meeting shall be exercised by any one of the joint holders as selected by them, or by their common representative.

The powers of each of the said persons shall be formally executed in due form.

### **3. PROPOSALS ON PUTTING ITEMS ON THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS AND PROPOSALS ON NOMINATION OF CANDIDATES**

**3.1.** Any Shareholders (Shareholder) holding in aggregate at least 2 (two) percent of the voting shares of the Company may put items on the agenda of the annual General Meeting of Shareholders and nominate candidates for the Supervisory Board, the Auditing Committee and the Counting Commission (hereinafter, "proposals").

Proposals may be submitted in the following ways:

- By mail or a courier service to the address (location) of the Director General – Chairman of the Executive Committee of the Company as included into the Unified State Register of Legal Entities, to the addresses mentioned in the Company's Articles of Association or to the following address: Supervisory Board of the PJSC ALROSA, 24, Ozerkovskaya Embankment, Moscow, Russian Federation, 115184;

- By delivering to the Director General – Chairman of the Executive Committee, the Chairman of the Supervisory Board or the Corporate Secretary of the Company or any other person authorized to accept written correspondence addressed to the company, against receipt.

The proposals shall be delivered to the Company within 75 (seventy five) days after the end of the reporting year.

Any Shareholders (Shareholder) who are not registered in the Register of Shareholders may also make proposals to the agenda of the General Meeting of Shareholders and nominate candidates by giving relevant instructions to the party that secures their rights in relation to the shares. Such instructions shall be given in compliance with the regulations of securities laws of the Russian Federation.

**3.2.** The number of voting shares held by the Shareholders (Shareholder) who sign the proposal shall be determined as of the proposal submission date to the Company.

**3.3.** A proposal made by several Shareholders but signed by only some out of them, shall be considered to be made by those Shareholders (Shareholder) who have signed it. The Supervisory Board shall consider such proposal and shall not be entitled to refuse to satisfy it on the basis of the lack of signatures of all the Shareholders mentioned in the proposal.

**3.4.** The Supervisory Board shall consider each proposal on putting an item on the agenda of the General Meeting of Shareholders or on nominating candidates to Company's bodies separately. The votes of the Shareholders who signed different proposals on putting items on the agenda of the General Meeting of Shareholders shall not be summed up. Shareholders shall be considered to have made a joint proposal on an item on the agenda of the General Meeting of Shareholders, if they have signed one such proposal.

**3.5.** A Shareholder who makes a proposal on putting items on the agenda of the General Meeting of Shareholders may submit a statement from the Register of Nominal Security Holders confirming that such Shareholder holds the relevant number of shares in the Company as of the proposal delivery date.

If there is a nominal shareholder who secures the Shareholder's rights related to the shares, documents evidencing the Shareholder's rights to the shares shall be attached to the proposal on putting items on the agenda of the annual General Meeting of Shareholders, to be issued by the nominal shareholder.

The Supervisory Board may receive information from the Register of Nominal Security Holders about the number of shares held by the Shareholder who signs the proposal, on its own initiative.

Where a proposal misstates the number of shares held by the Shareholder who signs the proposal and the Supervisory Board ascertains that the Shareholders who sign the proposal held in aggregate at least 2 (two) percent of the shares in the Company as of the proposal submission date, the item shall be put on the agenda of the annual General Meeting of Shareholders.

**3.6.** If a proposal is signed by a representative of the Shareholder, such proposal shall include a proxy (copy of a proxy notarized in the established order) to perform relevant actions or any other documents to confirm the representative's right to act on behalf of the Shareholder, attached to it.

**3.7.** Shareholders' (Shareholder's) proposals on putting items on the agenda of the annual General Meeting of Shareholders and proposals on nominating candidates to the Supervisory Board and the Auditing Committee shall be made in writing and signed by the Shareholder making the relevant proposal.

When the agenda of the General Meeting of Shareholders is formed, it shall mention who proposes each of the included items and, in relation to nominees to the Company's bodies, who nominates such candidates.

**3.8.** A proposal on putting items on the agenda of the annual General Meeting of Shareholders shall include the following information:

- The wording of each of the proposed items;
- The name (personal or company name) of the Shareholders (Shareholder) who submits such items and the number of shares held by them.

Proposals on putting items on the agenda of the General Meeting of Shareholders may include the wording of the resolution on each of the proposed items.

**3.9.** A proposal on nominating a candidate for the Supervisory Board, the Auditing Committee and the Counting Commission shall include the following information:

- The family name, the first name and the patronymic (in full) and the requisites of the identification document (document series and (or) number, issuance date and place, issuer) of each of the nominated candidates;
- The name of the body for which the candidate is nominated;
- The candidate's place of employment and position, any other information about the candidate as provide for by the Articles of Association;
- Name (personal or company name) of the Shareholders (Shareholder) submitting the proposal, the number of shares held by them.

The Supervisory Board shall consider submitted proposals and within 5 (five) days after the proposal submission deadline as determined in the Company's Articles of Association and mentioned in Clause 3.1 of these Regulations take a decision to include them into the agenda of the annual General Meeting of Shareholders or to refuse to include them into the mentioned agenda.

**3.10.** The Supervisory Board shall consider submitted proposals and within 5 (five) days after the proposal submission deadline as determined in the Company's Articles of Association and mentioned in Clause 3.1 of these Regulations take a decision to include them into the agenda of the annual General Meeting of Shareholders or to refuse to include them into the mentioned agenda.

**3.11.** The Supervisory Board may decide to refuse to include an item into the agenda of the annual General Meeting of Shareholders in the following cases:

- The proposal is submitted after the established deadline;
- The proposal presents incomplete information and (or) does not include any of the documents to be attached to it as per these Regulations;
- The Shareholders making the proposal do not hold the required number of shares for making a proposal as of the submission date;
- The initiators of making a proposal do not have representation authorizations from the relevant Shareholders;
- The issue proposed for putting on the agenda is placed outside the competence of the General Meeting of Shareholders by effective laws and the Company's Articles of Association;
- The issue proposed for putting on the agenda does not satisfy the requirements of the Federal Law "On Joint Stock Companies" and other legal acts of the Russian Federation;
- Issues are proposed that may be approved by the General Meeting of Shareholders only if proposed by the Supervisory Board as per the Company's Articles of Association;
- The procedure for submitting proposals to the agenda of the annual General Meeting as established by the Federal Law "On Joint Stock Companies" has not been observed.

**3.12.** The Supervisory Board may decide to refuse to include nominated candidates into the list of candidates for voting in the following cases:

- The proposal is submitted after the established deadline;
- The proposal presents incomplete information and (or) does not include any of the documents to be attached to it as per these Regulations;
- The Shareholders making the proposal did not hold the required number of shares for making a proposal as of the submission date;
- The initiators of making a proposal do not have representation authorizations from the relevant Shareholders;
- The candidates do not satisfy the requirements of the Federal Law "On Joint Stock Companies" and the Company's Articles of Association for candidates to Company's management and control bodies;
- The proposal does not satisfy the requirements of the Federal Law "On Joint Stock Companies", other legal acts of the Russian Federation and the Company's Articles of Association;
- The procedure for submitting proposals to the agenda of the annual General Meeting as established by the Federal Law "On Joint Stock Companies" has not been observed.

**3.13.** The decision of the Supervisory Board of the Company to call the extraordinary General Meeting of Shareholders or a motivated refusal to call such General Meeting of Shareholders shall be sent to the parties who request it to be called, within three days after such decision is taken. If a request to call an extraordinary General Meeting of Shareholders is submitted to the Company by any parties who are not registered in the Register of Shareholders and have given instructions to the party in charge of securing their rights to the shares, such decision of the Supervisory Board of the Company shall be sent to such parties within three days after it is taken in compliance with the regulations of securities laws of the Russian Federation for provision of information and materials to parties exercising rights related to securities.

**3.14.** The Supervisory Board of the Company is not entitled to change the wording of any items proposed to the agenda of the General Meeting of Shareholders of the Company or the wording of any resolutions on such items.

Besides any items proposed for putting on the agenda of the General Meeting of Shareholders by Company's Shareholders and in case there are no such proposals or if Shareholders propose no or not enough candidates for forming a relevant body, the Supervisory



Board may include items into the agenda of the General Meeting of Shareholders or candidates into the list of candidates at its own disposal.

**3.15.** Any decision of the Supervisory Board to refuse to include a candidate into the list of candidates for voting for the relevant body of the Company or avoidance by the Supervisory Board of taking a decision may be appealed in court.

#### **4. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**4.1.** The extraordinary General Meeting is held following a decision of the Supervisory Board on the following bases:

- Its own initiative;
- Request by the Auditing Committee (a decision to make such request shall be passed by a working majority of votes of those members of the Auditing Committee who are present at the meeting of the Auditing Committee, to be signed by those members of the Auditing Committee who have voted for it, and be submitted to the Supervisory Board);
- Request by the Auditor;
- Request by any Shareholder (Shareholders) who holds at least 10 (ten) percent of voting shares in the Company as of the request submission date.

**4.2.** Requests for calling the extraordinary General Meeting of Shareholders (hereinafter, "requests") may be submitted in the following ways:

- By mail or a courier service to the address (location) of the Director General – Chairman of the Executive Committee of the Company as included into the Unified State Register of Legal Entities, to the addresses mentioned in the Company's Articles of Association or to the following address: Supervisory Board of the PJSC ALROSA, 24, Ozerkovskaya Embankment, Moscow, Russian Federation, 115184;

- By delivering to the Director General – Chairman of the Executive Committee, the Chairman of the Supervisory Board or the Corporate Secretary of the Company or any other person authorized to accept written correspondence addressed to the company, against receipt.

**4.3.** The request for calling the extraordinary General Meeting of Shareholders shall include the wordings of the items to be put on the agenda of the Meeting.

The request may include the wordings of the resolutions on each of the proposed items and proposals on the form of the General Meeting.

In the event the request includes a proposal on nominating candidates, such request is covered by the requirements of Clause 3 of these Regulations.

**4.4.** The request shall be signed by the parties (party) who request calling the extraordinary General Meeting of Shareholders.

**4.5.** The request by the Shareholder (Shareholders) shall include the names (personal or corporate names) of the Shareholders (Shareholder) who request calling the Meeting, with the number of shares held by them.

The number of the voting shares in the Company held by the Shareholder who signs the request for calling the extraordinary General Meeting of Shareholders and the total of the voting shares in the Company shall be determined as of the request submission date.



**4.6.** The Supervisory Board shall take a decision to call the extraordinary General Meeting of Shareholders or to refuse to call such Meeting within 5 (five) days after the request submission date.

**4.7.** The Supervisory Board may decide to refuse to call the extraordinary General Meeting of Shareholders in the following cases:

- The procedure for filing a request for calling the extraordinary General Meeting of Shareholders as established in Clause 55 of the Federal Law "On Joint Stock Companies" and these Regulations has not been observed;
- The Shareholders (Shareholder) who request calling the extraordinary General Meeting of Shareholders hold in aggregate less than 10 (ten) percent of the voting shares in the Company;
- None of the items proposed to the agenda of the General Meeting of Shareholders of the Company falls into its competence and (or) satisfies the requirements of the Federal Law "On Joint Stock Companies" or any other legal acts of the Russian Federation.

**4.8.** The Supervisory Board calls the extraordinary General Meeting of Shareholders upon the request of the Auditing Committee, the Auditor or any Shareholders who hold in aggregate at least 10 (ten) percent of the voting shares; in such case, the General Meeting shall be held within 40 (forty) days after the submission date of the request for calling the extraordinary General Meeting of Shareholders. If the agenda of the extraordinary General Meeting of Shareholders includes an item related to election of members of the Supervisory Board, such General Meeting shall be held within 75 (seventy five) days after the request submission date.

**4.9.** The decision of the Supervisory Board of the Company to call the extraordinary General Meeting of Shareholders or a motivated refusal to call such Meeting shall be sent to the parties who request it within three days after the date of such decision.

If a request to call the extraordinary General Meeting of Shareholders is submitted to the Company by any parties who are not registered in the Register of Shareholders and have given instructions to the party in charge of securing their rights to the shares, such decision of the Supervisory Board of the Company shall be sent to such parties within three days after it is taken in compliance with the regulations of securities laws of the Russian Federation for provision of information and materials to parties exercising rights related to securities.

## **5. PREPARATION OF THE GENERAL MEETING OF SHAREHOLDERS**

### **5.1. Decision on Holding the General Meeting**

**5.1.1.** The Supervisory Board shall take a decision to hold the General Meeting of Shareholders by a majority of those present at the meeting or those voting by correspondence.

**5.1.2.** When preparing to hold the General Meeting of Shareholders, the Supervisory Board shall determine the following:

- The form of the General Meeting of Shareholders (joint presence or absentee voting);
- The date, place, time of the General Meeting of Shareholders and the mailing address to which filled in ballots may be sent, as well as the site in the Internet information-telecommunication network in which the electronic ballot form may be filled; or, in case of the General Meeting of Shareholders held as absentee voting, the deadline for submission of ballots and the mailing address to which filled in ballots should be sent, as well as the site in the Internet information-telecommunication network in which the electronic ballot form may be filled in;

- The date for determining (specifying) the parties entitled to participate in the General Meeting of Shareholders;
- The agenda of the General Meeting of Shareholders;
- The notification procedure of Shareholders about the General Meeting of Shareholders;
- The list of information (materials) to be provided to the Shareholders in preparation of the General Meeting of Shareholders and the provision procedures;
- The form and text of the ballot in case of voting by ballots and the wording of the resolutions on the items of the agenda of the General Meeting of Shareholders to be distributed to nominal Shareholders registered in the Register of Shareholders in the electronic form (in the form of electronic documents);

**5.1.3.** In the event any items are on the agenda on which voting may entail a rise of the right of Shareholders to claim redemption by the Company of their shares as per the Federal Law "On Joint Stock Companies", the Supervisory Board shall determine the following by its decision to hold the General Meeting:

- The price of the redeemed shares;
- The procedures and deadlines of the redemption.

## **5.2. Preparatory Activities of the General Meeting**

**5.2.1.** When deciding to hold a General Meeting, the Supervisory Board shall approve a preparation schedule of the General Meeting.

**5.2.2.** The schedule shall include a list of preparatory activities for holding the General Meeting, the bodies of the Company (officials) or the working bodies of the General Meeting to be in charge of their implementation, as well as the procedures and deadlines of such activities.

As a rule, the schedule includes the following activities:

- Preparation of mandatory materials to be provided to the Shareholders;
- Determination of locations (addresses) where the Shareholders may consider the materials of the General Meeting;
- Development of draft resolutions on the items on the agenda to reflect the position of the Supervisory Board, the Director General – Chairman of the Executive Committee, and the Executive Committee;
- Distribution or publication of the text of the notice of the General Meeting, voting ballots and, in the event the Meeting is held in the form of absentee voting, the materials of the Meeting;
- Development of required technical documents, such as: forms, minutes, notices, schemes, etc.;
- Technical support of the work of the General Meeting and the Counting Commission;
- Preparation of the ballots;
- Development of the list of parties entitled to participate in the General Meeting of Shareholders;
- Work with the Shareholders related to proxy execution;
- Premises rent;
- Any additional notifications about the General Meeting (media publications, display materials, etc.);
- Processing of correspondence coming to the address of the General Meeting and summing up the results of the absentee voting stage of the voting in case of the mixed form of the Meeting.

### **5.3. Development of the List of Parties Entitled to Participate in the General Meeting of Shareholders**

**5.3.1.** The list of parties entitled to participate in the General Meeting of Shareholders shall be compiled in compliance with the regulations on compiling a list of parties exercising rights related to securities of securities laws of the Russian Federation.

**5.3.2.** The date for determining (specifying) the parties entitled to participate in the General Meeting of Shareholders shall not be earlier than 10 days after the date of the decision to hold the General Meeting of Shareholders and not later than 25 days before the date of the General Meeting of Shareholders; and in case specified in Clause 53 (point 2) of the Federal Law "On Joint Stock Companies" it shall not be later than 55 days before the date of the General Meeting of Shareholders.

In the event of holding a General Meeting of Shareholders with the agenda including an item related to Company reorganization, the date for determining (specifying) the parties entitled to participate in such Meeting shall not be later than 35 days before the date of the General Meeting of Shareholders.

**5.3.3.** The Company shall provide the list of parties entitled to participate in the General Meeting of Shareholders, except for information of the declarations of will of such parties, for consideration at the request of any of the parties included in such list and holding at least one percent of the votes. In such case, any data enabling identification of natural persons included in such list, except for their family name, first name, patronymic, may be provided only upon consent of such persons.

**5.3.4.** Any changes may be entered to the list of parties entitled to participate in the General Meeting of Shareholders only in case of restoration of infringed rights of any parties not included in the mentioned list as of the list compilation date, or correction of any mistakes made in the compilation.

**5.3.5.** The information about the compilation date of the list of parties entitled to participate in the General Meeting shall be disclosed at least 7 days before such date.

### **5.4. Notification of Shareholders about the General Meeting of Shareholders. General Requirements for Notification Procedures**

**5.4.1.** The Company shall notify the Shareholders included into the list of parties entitled to participate in the General Meeting of Shareholders about the General Meeting of Shareholders.

The notification is performed by publishing a relevant notice of the General Meeting of Shareholders (including the agenda of such Meeting as mandatory information) in the following newspapers: "Мирнинский рабочий" ("Mirninsky Rabochy"), "Ленский вестник" ("Leninsky Vestnik"), "Якутия" ("Yakutia"), "Саха сирэ" ("Sakha Sire"), "Российская газета" ("Rossiiskaya Gazeta") at least 30 (thirty) days before the Meeting date, unless a longer period is stipulated by laws of the Russian Federation, and by placing a notice in the site of the Company ([www.alrosa.ru](http://www.alrosa.ru)) in the Internet information-telecommunication network.

In cases referred to by Clause 53 (point 2) of the Federal Law "On Joint Stock Companies", a notice of the extraordinary General Meeting of Shareholders shall be published at least 50 days before the date of the Meeting.

The notification date of the Shareholders of the General Meeting of Shareholders shall be determined as of the publication date of the notice in the periodicals as mentioned in there Regulations.

In the event a party registered in the Register of Shareholders is a nominal holder, the notice of the General Meeting of Shareholders and any information (materials) to be provided to the parties entitled to participate in the General Meeting of Shareholders during the preparation to the General Meeting of Shareholders, shall be provided in compliance with the regulations of

securities laws of the Russian Federation on provision of information and materials to parties exercising rights related to securities.

The Company shall also provide an opportunity to the Shareholders whose rights are registered in the Register to receive the notice about the General Meeting of Shareholders and to have access to any information (materials) to be provided to the parties entitled to participate in the General Meeting during the preparation to the General Meeting of Shareholders in the electronic form, if requested by the Shareholder.

To ensure equal attitude to in relation to all its Shareholders, including foreign ones, the Company provides notification about the General Meeting not only in Russian, but also in English.

**5.4.2.** Upon a decision of the Supervisory Board, the text of the notice of the General Meeting may include, beside the mandatory information as provided for by these Regulations, any additional information.

**5.4.3.** The materials to be provided to the Shareholders as part of the preparation to the General Meeting shall not be sent to the Shareholders. The Shareholder may consider the materials at the addresses mentioned in the notice of the General Meeting.

**5.4.4.** The materials to be provided to the Shareholders as part of the preparation to the General Meeting shall be available for the parties entitled to participate in the General Meeting of Shareholders for consideration in the premises of the executive body of the Company and any other locations as mentioned in the notice of the General Meeting of Shareholders within 30 (thirty) days before the date of the General Meeting of Shareholders, unless a longer period is stipulated by laws.

**5.4.5.** The mandatory materials to be provided to the Shareholders for consideration as part of preparation to the General Meeting of Shareholders, shall be as follows:

- Company's annual report;
- Opinions of the Auditing Committee and the Auditor on the results of the annual audit of the financial-economic activities of the Company;
- Information about candidates for the Supervisory Board, the Auditing Committee and the Counting Commission;
- Information about the proposed Auditor;
- Draft amendments and addenda proposed for entering into the Articles of Association and internal regulations of the Company and (or) draft new editions of the Articles of Association and internal regulations of the Company;
- Any other materials mentioned in the decision of the Supervisory Board;
- Information about candidates for auditors sufficient to form an idea of their professional qualities and independence, including the name of the self-regulating organization in which the candidate is a member, a description of the procedures used in selection of auditors to ensure their independence and objectivity, and information about the auditor fee for auditing and non-auditing services (including information about compensation payments and any other costs related to engaging the auditor) and any other material terms and conditions of contracts with auditors);
- The position of the Supervisory Board in relation to the agenda of the General Meeting and any special opinions of members of the Supervisory Board on each item on the agenda;
- Information about evaluation results of the market value of the assets contributed as payment for additional shares placed by the Company and of the assets and (or) shares, if such evaluation was carried out by a valuator, or any other information enabling the Shareholder form an opinion about the real value of the mentioned assets and dynamics thereof;
- In the event of resolving issues related to increasing or decreasing the authorized capital or to further approving big deals and deals with an interest, justification of the need to take such

decisions and a clarification of the implications for the Company and Company's Shareholders in case of approval;

- In the event of entering changes to the Articles of Association and internal documents, comparison tables of the proposed changes and the current wording, a justification of the need to take such decisions and a clarification of the implications for the Company and Company's Shareholders in case of approval;

- In the event of resolving issues related to consent to or further approval of big deals with an interest, a list of parties that are considered interested in the deal, with the grounds for considering such parties interested;

- Information sufficient for forming an opinion about personal and professional qualities of the member-candidates to the Supervisory Board and other bodies, including information about their experience and biographies, and about how they satisfy legally established requirements, if any;

- In the event of considering an issue related to delegation of authority of an individual executive body to a managing organization or a manager, information about such managing organization (including information about its relations with the parties controlling the Company) or the manager;

- A justification of the proposed distribution of the net profit and evaluation of its adequacy to the established dividend policy, including distribution to payment of dividends and own needs of the Company, with clarifications and economic justification of the need to distribute a certain part of the net profit to the own needs;

- Information about any corporate actions that have entailed deterioration of the dividend rights of the Shareholders and (or) dilution of their shares, as well as any judicial decisions that have established facts of the use by Shareholders of any methods, other than dividends and liquidating value, of generating income at the expense of the Company;

- Annual accounting (financial) reports; draft resolutions of the General Meeting of Shareholders; information about share contracts concluded within a year before the date of the General Meeting of Shareholders as stipulated by Clause 32.1 of the Federal Law "On Joint Stock Companies"; opinions of the Supervisory Board about any big deal; a report about deals concluded by the Company in the reporting year in which there is an interest; as well as any information (materials) provided for by the Company's Articles of Association.

**5.4.6.** The text of the notice of the General Meeting of Shareholders shall include the following:

- The full corporate name and the location of the Company;
- A reference to the initiators of the calling of the General Meeting, the type (annual or extraordinary one) and form (joint presence or absentee voting) of the General Meeting;

- The compilation date of the list of parties entitled to participate in the General Meeting of Shareholders;

- Addresses where one may consider and receive copies of the materials provided to the Shareholders as part of preparation to the General Meeting;

- The mailing address to which one may send filled in ballots, the address of the site in the Internet information-telecommunication network in which one may fill in the electronic ballot form, and the deadline for submission of ballots;

- The date, place and the starting and ending time of registration of the participants in the Meeting;

- A reminder of the need to have a document identifying the participant in the meeting, and for a representative of a Shareholder, a certified proxy.

In the event any items are on the agenda on which voting may entail a rise of the right of Shareholders to claim redemption by the Company of their shares, the notice shall also include information about: the fact that Shareholders have the right to claim redemption by the Company



of the shares held by them; the price of the redeemed shares; the procedures and deadlines of such redemption

In the event the General Meeting is held in the form of joint presence, the text of the notice shall also include the date, time and exact place of the Meeting (including information about the premises where the Meeting is to be held).

In the event the General Meeting is held in the form of absentee voting, the text of the notice shall also include the following information:

- The deadline for submission of ballots to the Company;
- Addresses for submitting the ballots (mailing addresses and addresses of the locations for receipt of the ballots);
- Notification procedures of the Shareholders about taken decisions and voting results.

**5.5.** In the event any items are on the agenda of the General Meeting on which voting may entail a rise of the right of Shareholders to claim redemption by the Company of the shares held by them as per the Federal Law "On Joint Stock Companies", a special form shall also be provided to the Shareholder for filing a written claim for redemption by the Company of the shares held by such Shareholder.

**5.6.** In the event an item is on the agenda of the General Meeting related to reducing the authorized capital by acquiring part of placed shares with the aim of retiring them, a special form shall also be provided to the Shareholder for filing a written request for sale by the Company of the shares held by such Shareholder.

**5.7.** During the preparation period to the General Meeting of Shareholders, the Company ensures organizational environment and technical facilities for the Shareholders to ask questions to members of its executive bodies and the Supervisory Board and to publicly express their opinions on the items on the agenda of the General Meeting. For this aim, the Company maintains a specialized telephone channel (hot line) for communications with the Shareholders, opens a specialized e-mail address, and supports operation of a forum related to the items on the agenda of the General Meeting in the Company's site in the Internet.

## **6. WORKING BODIES OF THE GENERAL MEETING OF SHAREHOLDERS**

**6.1.** The General Meeting of Shareholders shall have the following working bodies:

- Presidium;
- Chairperson;
- Secretary;
- Counting Commission.

**6.2.** The presidium of the General Meeting of Shareholders is formed at the General Meeting of Shareholders held in the form of joint presence.

The presidium of the Meeting called at the initiative of the Supervisory Board, the Auditing Committee or the Auditor is made of members of the Supervisory Board. In preparation to the General Meeting, the Supervisory Board may propose persons out of the list of candidates for Company's management bodies, for the presidium.

**6.3.** The Chairman of the Supervisory Board or, in case of absence of the Chairman of the Supervisory Board, the first Vice Chairman of the Supervisory Board shall preside at the General Meeting.

In case the Chairman of the Supervisory Board and the first Vice Chairman of the Supervisory Board are unable to attend the Meeting, any other member of the Supervisory Board may take the chair at the General Meeting of Shareholders on the instructions of the Chairman of the Supervisory Board.

The Chairperson shall declare the Meeting opened and closed; moderate the Meeting, control the time-limits and, among other things, deprive the speaker violating the established time-limits of the right to speak; announce the beginning and the end of breaks; announce the beginning of voting upon completion of discussions on an item (items) on the agenda; and sign the minutes of the General Meeting of Shareholders.

The Chairperson shall work for the Shareholders to get answers to all their questions directly at the General Meeting of Shareholders. If a question is too sophisticated to be answered immediately, the Chairperson shall ensure that a written answer is provided after the General Meeting of Shareholders.

**6.4.** The Corporate Secretary or any other person as selected by the Supervisory Board shall be the secretary of the General Meeting of Shareholders.

The secretary of the General Meeting of Shareholders shall keep and sign the minutes of the Meeting. The secretary of the General Meeting of Shareholders shall be responsible for the reliability and integrity of the minutes of the General Meeting of Shareholders.

The secretary shall control preparation of draft working documents for the Meeting; provide the minutes and resolutions of the Meeting to the Shareholders for consideration upon request; consider notes coming from participants in the course of the Meeting and pass them to the presidium.

**6.5.** The Counting Commission, in part of performance of the duties entrusted to it, is an independent permanent working body of the Meeting. The registrar of the Company shall perform the functions of the Counting Commission. The Counting Commission shall act within the powers granted to it by Clause 56 of the Federal Law "On Joint Stock Companies". Any information obtained by a member of the Counting Commission in the course of processing the voting results (counting the votes and filling in the minutes) shall be confidential.

## **7. REGISTRATION OF PARTICIPANTS IN THE GENERAL MEETING OF SHAREHOLDERS**

**7.1.** Those Shareholders who have registered for participation in the General Meeting of Shareholders (including registration in the site in the Internet information-telecommunication network as set out in the notice of the General Meeting of Shareholders) and those Shareholders who have submitted their ballots or have filled in the electronic ballot form in the site in the Internet information-telecommunication network as set out in the notice of the General Meeting of Shareholders before the date of the General Meeting of Shareholders, shall be deemed participating in the General Meeting of Shareholders.

Those Shareholders who have submitted their ballots or have filled in the electronic ballot form in the site in the Internet information-telecommunication network as set out in the notice of the General Meeting of Shareholders at least two days before the deadline for ballot submission, shall be deemed participating in the General Meeting of Shareholders held in the form of absentee voting.

Those Shareholders who have given voting instructions (orders) to the parties who secure their rights related to the shares in compliance with the regulations of securities laws of the Russian Federation, shall be deemed participating in the General Meeting of Shareholders, subject to submission of notifications of their will at least two days before the date of the General



Meeting of Shareholders or the deadline for ballot submission if the General Meeting of Shareholders is held in the form of absentee vote.

**7.2.** The registration of the participants in the General Meeting of Shareholders shall be held in the location as established by the Supervisory Board as part of preparation to the General Meeting of Shareholders and mentioned in the notice of the General Meeting of Shareholders.

**7.3.** The Counting Commission shall verify powers and register parties participating in the General Meeting of Shareholders.

**7.4.** The registration of parties entitled to participate in the General Meeting who have not registered for participation in the General Meeting of Shareholders before the opening of such General Meeting of Shareholders, shall finish after the completion of the discussions on the last item on the agenda of the General Meeting (the last item on the agenda of the General Meeting on which there is a quorum) and before the beginning of the time-period established for voting for those parties who have not voted before that.

**7.5.** Any parties (their authorized representatives) entitled to participate in the General Meeting of Shareholders whose ballots are submitted at least two days before the date of the General Meeting of Shareholders, shall have the right to attend the General Meeting of Shareholders and participate in the discussions on the items on the agenda of the General Meeting of Shareholders of the Company. The mentioned parties are not subject to registration by the Counting Commission and shall not be provided with ballots for voting.

**7.6.** For registration purposes, the participants in the Meeting shall produce the following documents:

- Shareholder (natural person): a document identifying the natural person and enabling identification of the Shareholder on the list;
- Representative of a natural person who is a Shareholder: a proxy from the Shareholder and a document identifying the representative;
- Representative of a legal entity that is a Shareholder: a proxy from the legal entity and a document identifying the representative;
- Head of a legal entity that is a Shareholder of the Company: a document evidencing his/her position in compliance with effective laws and a document identifying him/her.

The proxies and any other documents confirming the right of the participant in the Meeting to act on behalf of the parties included into the list of parties entitled to participate in the General Meeting of Shareholders shall be handed in by the participants in the General Meeting of Shareholders to those representatives of the Counting Commission who register them.

The Counting Commission shall check conformity of the identification data of the person as stated in the list of parties entitled to participate in the General Meeting of Shareholders with the data in the document identifying the person.

The number of people included into the Counting Commission to perform the registration and the time-period for registration shall be sufficient to enable all Shareholders willing to participate in the Meeting to be registered for it.

## **8. ORDER OF THE GENERAL MEETING OF SHAREHOLDERS**

**8.1.** The Meeting may not be opened before the announced time.

**8.2.** The procedures for the General Meeting of Shareholders held in the form of joint presence, shall be as follows:

- Declaring the General Meeting of Shareholders opened;
- Announcing the quorum;
- Pronouncing the minutes of the Counting Commission related to the registration results;
- Pronouncing the agenda and the working regulations of the Meeting;
- Discussing the items on the agenda;
- Voting and passing resolutions on the items of the agenda;
- Announcing the voting results;
- Closing the General Meeting of Shareholders.

**8.3.** In the event no quorum is established on any of the items on the agenda, the opening of the General Meeting shall be postponed for a period not to exceed 2 hours.

It is not allowed to postpone the opening of the General Meeting more than once.

**8.4.** The participants in the Meeting may speak only on the items on the announced agenda. Requests to have the floor may only be made in writing. The request shall include the wording of the issue on which the Shareholder intends to speak.

Any notes with questions or statements shall be handed in to the secretary of the Meeting.

Questions to the reporters may also be asked orally after the end of the report and within the time-limits established for such purpose.

**8.5.** The procedures for consideration of an item on the agenda of the General Meeting held in the form of joint presence shall be as follows:

- Speeches by the reporters on all the items on the agenda;
- Answers by the reporter to questions submitted in writing;
- Discussion of the item on the agenda;
- Voting on the items on the agenda.

Answers to Shareholders' questions shall be given directly at the Meeting. If any questions are too sophisticated to be answered immediately, written answers shall be provided to such questions after the Meeting as soon as possible.

At the General Meeting of Shareholders held in the form of joint presence, the following time-limits shall be established: up to 10 (ten) minutes for reports; up to 5 (five) minutes for supplementary reports and speeches in the debate on an item on the agenda; up to 3 (three) minutes for references/clarifications; up to 5 (five) minutes for answers to written questions of the participants to a report.

The time-limits for speakers may be changed by decision of the Chairperson of the General Meeting of Shareholders.

**8.6.** The Meeting shall be held uninterrupted. After the discussion on the last item on the agenda is completed, 10 (ten) minutes is granted to those who have not voted by that moment to complete the voting; after that, a break of 1 hour is announced for counting the voices.

The Company seeks to complete the Meeting within one day; however, if it is impossible to complete the Meeting within one day for objective reasons, it is required to complete it at least on the following day.

## **9. VOTING AT THE GENERAL MEETING OF SHAREHOLDERS. BALLOTS FOR VOTING**

**9.1.** The voting on the items on the agenda may be held immediately after the debate of each of the items, a number of the items or all the items on the agenda of the General Meeting of Shareholders. If necessary, the Chairperson may change the sequence of consideration of the items on the agenda, provided that such items are mutually independent.

Upon completion of the debate of all the items on the agenda of the General Meeting of Shareholders, the Chairperson of the Meeting shall define the end of the voting and ballot submission to the Counting Commission by the participants in the Meeting, by declaring the voting closed.

The participant in the Meeting may vote at any time point after having been registered, but not after the declaration of the voting closed on all the items on the agenda of the General Meeting of Shareholders.

The participants in the General Meeting of Shareholders shall fill in their ballots without using any voting booths.

After the voting is declared closed on the items on the agenda of the General Meeting of Shareholders, the Counting Commission may not accept any ballots.

The Counting Commission shall issue a certified copy of the ballot accepted from a Shareholder, if requested by such Shareholder.

**9.2.** The voting concept at the General Meeting of Shareholders shall be "one voting share – one vote", except for cumulative voting in the election of the Supervisory Board.

**9.3.** The voting at the General Meeting of Shareholders on all the items on the agenda put to the vote, including voting on the procedure of the Meeting, shall be by ballot; the form and the text of the ballot shall be approved by the Supervisory Board.

**9.4.** One set of ballots shall be sent to any party entitled to participate in the General Meeting of Shareholders.

**9.5.** The ballot shall include the information set out by Clause 60 of the Federal Law "On Joint Stock Companies" and may include any additional information established by the Supervisory Board when approving the text and the form of the ballot.

The ballot may include one or more items on the agenda of the General Meeting of Shareholders put to the vote.

**9.6.** A ballot (including only one item put to the vote) or a separate item in the ballot (if the ballot includes several items put to the vote) shall be deemed invalid in the following cases:

- There are corrections in the ballot;
- In the ballot on the item of electing the Supervisory Board by cumulative vote, the number of votes the Shareholder is entitled to distribute among the candidates is not stated;
- In the ballot on the item of electing the Supervisory Board by cumulative vote, the sum of the distributed votes is in excess of the number of votes stated in the ballot;

A ballot may be deemed invalid on the whole if there is no Shareholder's signature on it.

**9.7.** Voting on the Item of Electing Members of the Supervisory Board

The number of the votes in the ballot of the participant in the General Meeting of Shareholders shall be equal to the number of votes held by such participant multiplied by the number of members of the Supervisory Board as determined by the Articles of Association.

In the course of voting, the participant in the General Meeting of Shareholders may give the votes related to the shares held by such participant in full or in part to one candidate or distribute such votes among two or more candidates for the Supervisory Board. For doing so, the

participant shall put the number of the votes given to each of the candidates the participant intends to elect to the Supervisory Board opposite the family name of each of such candidates.

In such case, the sum of the distributed votes shall not exceed the number of votes stated in the ballot; otherwise, such ballot will be deemed invalid.

Candidates who obtain the largest number of votes shall be deemed elected to the Supervisory Board.

#### **9.8. Voting on the Item of Electing Members of the Auditing Committee**

The ballot for voting on the item of electing members of the Auditing Committee includes the list of the candidates for the Auditing Committee, with their family names, first names and patronymics. For each of the candidates, three voting versions shall be provided expressed as: "FOR", "AGAINST", "ABSTAINED".

The counting shall be separate for each of the candidates for the Auditing Committee.

When counting the votes on electing members of the Auditing Committee, the votes related to the shares held personally by the members of the newly elected Supervisory Board of the Company and any parties holding positions in management bodies of the Company, shall not be counted.

As a result of the voting, candidates who obtain the largest number of votes shall pass to the Auditing Committee, subject to the condition that each of them obtains more than 50% of the votes related to the total of the voting shares registered for participation in the General Meeting of Shareholders.

#### **9.9. Voting on the Item of Electing the Auditor**

The ballot for voting on the item of electing the Auditor includes the names of the auditors included into the ballot. For each of the candidates, three voting versions shall be provided expressed as: "FOR", "AGAINST", "ABSTAINED".

The counting shall be separate for each of the candidates for the Auditor.

As a result of the voting, the Auditor that obtains a majority of the votes shall be deemed elected, subject to the condition that it receives more than 50% of the votes related to the total of the voting shares registered for participation in the General Meeting of Shareholders.

### **10. SUMMING UP THE RESULTS OF THE GENERAL MEETING OF SHAREHOLDERS**

**10.1.** The Counting Commission shall sum up the results of voting on the items put to the vote.

**10.2.** In the event the agenda of the General Meeting of Shareholders includes in parallel items related to election of more than one bodies of the Company, the voting results on such items shall be summed up in the following order, regardless of the order of their consideration:

- 1) Election of the Supervisory Board;
- 2) Election of the Auditing Committee.

**10.3.** The Counting Commissions shall announce the voting results at the General Meeting of Shareholders.

**10.4.** The Counting Commission shall execute the minutes of the voting on the basis of the voting results summarized by the Counting Commission on each of the items of the agenda.

**10.5.** The minutes of the voting shall include the following information:

- The full corporate name of the Company;

- The location of the Company;
- Type of the General Meeting of Shareholders (annual or extraordinary one);
- The form of the General Meeting of Shareholders;
- The date of the General Meeting of Shareholders (the date of the ballot submission deadline, in case the General Meeting of Shareholders is held in the form of absentee voting);
- The time of the General Meeting of Shareholders;
- The place of the General Meeting of Shareholders (the place for summing up the results of the voting, in case the General Meeting of Shareholders is held in the form of the absentee vote);
- The agenda of the General Meeting;
- The wording of each of the items put to the vote;
- The total of the voting shares in the Company with the right to vote on the item put to the vote;
- The total of the voting shares with the right to vote on the item put to the vote held by the parties participating in the General Meeting of Shareholders;
- The total of the voting shares in the Company counted when taking a resolution on the item put to the vote (if any of the voting shares held by the parties participating in the General Meeting of Shareholders are not counted in the voting on the item, reasons for counting not all the voting shares held by the parties participating in the General Meeting of Shareholders);
- The number of the votes deemed invalid in the summarization of the voting results on the item put to the vote;
- The number of the votes counted in the summarization of the voting results on the item put to the vote;
- The number of the votes not counted in the summarization of the voting results on the item put to the vote;
- The number of the votes given to each of the decision versions on the item put to the vote expressed as "FOR", "AGAINST", "ABSTAINED" (the absolute number of the votes and the relative share (percentage) of the total of the voting shares with the right to vote on the mentioned item held by the parties participating in the General Meeting of Shareholders);
- The wording of the adopted resolution on the item put to the vote;
- The mention that the ballots have been sealed;
- The compilation date of the minutes.

**10.6.** The minutes of the voting results shall be executed in duplicate. Each of the instances shall be signed by a representative of the registrar acting on its behalf by the registrar's Articles of Association or by proxy. The proxy or any other document certifying the representative's right to act on behalf of the registrar shall be attached to the minutes.

**10.7.** The minutes of the voting results shall be executed within 3 (three) working days after the closing of the General Meeting of Shareholders or the deadline for the ballot submission in case the General Meeting of Shareholders is held in the form of absentee voting.

After the minutes of the voting results of the General Meeting of Shareholders are executed and signed, the Counting Commission shall seal the ballots and deposit them in the archive for safekeeping.

**10.8.** The minutes of the voting results shall be attached to the minutes of the General Meeting of Shareholders.

**10.9.** The minutes of the General Meeting of Shareholders shall comply with the requirements of Clause 63 of the Federal Law "On Joint Stock Companies".

The minutes of the General Meeting of Shareholders shall be executed within 3 (three) working days after the closing of the General Meeting of Shareholders in duplicate. Both instances shall be signed by the Chairperson and the secretary of the General Meeting of Shareholders.

**10.10.** The Company shall keep the minutes of General Meetings of Shareholders, the ballots, as well as proxies (copies of proxies) and make them available for consideration in the premises of the executive body of the Company within 7 (seven) days after a relevant request is made by any parties entitled to have access to the documents.

In the course of the General Meeting of Shareholders, during the counting of the votes and before the execution of the minutes of the General Meeting of Shareholders, no documents mentioned in this Clause may be provided to any parties entitled to have access to the documents. Any interference into the work of the Counting Commission shall be prohibited.

The parties entitled to have access to the documents shall be the parties mentioned in the Federal Law "On Joint Stock Companies" as well as any parties acting within the competence established by procedural laws.

**10.11.** Where the agenda of the General Meeting of Shareholders includes the following items:

(1) On early termination of the powers of the members of the Supervisory Board and (or) the members of the Auditing Committee; and

(2) On election of the Supervisory Board and (or) members of the Auditing Committee; in the event of a failure to adopt any resolution on early termination of the powers, the results of the voting on the item of the new composition of the body shall not be summed up.

## **11. FINAL PROVISIONS**

**11.1.** Where, in pursuance of duly made amendments to any effective laws of the Russian Federation, any particular clauses of these Regulations come into conflict with any effective imperative norms thereof, such clauses shall be null and void and the norms of the effective laws shall apply. Any norms of these Regulations conflicting with the effective laws shall not affect the validity of any other norms of these Regulations; and the Company shall take every effort to bring these Regulations in compliance with the norms of the effective laws.

**11.2.** In case of any contradiction between these Regulations and the Articles of Association of the Company, the Articles of Association of the Company shall prevail.

**11.3.** After the approval of these Regulations, the Regulations on the General Meeting of Shareholders of the Company approved by the resolution of the annual General Meeting of Shareholders of the Company dated 25.06.2015 (Minutes #33) as amended by the resolutions of the annual General Meeting of Shareholders of the Company dated 30.06.2016 (Minutes #34) and 30.06.2017 (Minutes #35) shall lose force.