

**APPROVED**  
by the Extraordinary General Shareholders'  
Meeting of JSC CZP on  
August 18, 2006  
Minutes of the Meeting dated August 18, 2006

**REGULATIONS**  
**ON THE GENERAL SHAREHOLDERS' MEETING**  
*of Joint-Stock Company*  
*Chelyabinsk Zinc Plant*

Chelyabinsk 2006

TABLE OF CONTENTS

	Page
1. Regulations on the General Shareholders' Meeting	3
2. Terms and Definitions	3
3. Time of Holding of the Annual General Shareholders' Meeting	3
4. Issues to Be Considered at the Annual General Shareholders' Meeting	4
5. Convening of the Extraordinary General Shareholders' Meeting	4
6. Time of Convening the Extraordinary General Shareholders Meeting	5
7. Preparation for Holding the General Shareholders Meeting	5
8. List of Persons Entitled to Participate in the General Shareholders' Meeting	5
9. Notification of the General Shareholders' Meeting	6
10. Time of Notification of the General Shareholders' Meeting	6
11. Content of Notice of the General Shareholders' Meeting	6
12. Persons Present at the General Shareholders' Meeting	7
13. Entitlement to Participation in the General Shareholders' Meeting	7
14. Assignment of Authority to Participate in the General Shareholders' Meeting	7
15. Working Bodies of the General Shareholders' Meeting	8
16. Presidium of the General Shareholders' Meeting	8
17. Chairman of the General Shareholders' Meeting	8
18. Secretary of the General Shareholders' Meeting	8
19. Counting Commission	9
20. Persons Deemed to Have Taken Part in the General Shareholders' Meeting	10
21. Registration of Participants in the General Shareholders' Meeting	10
22. Registration Procedure for Participation in the General Shareholders' Meeting	10
23. Quorum of the General Shareholders' Meeting	12
24. Procedure for Holding the General Shareholders' Meeting	12
25. Voting at the General Shareholders' Meeting	12
26. Voting Procedure	13
27. Filing of Ballot Papers	13
28. Summarizing the Voting Results	13
29. Protocol of the Results of Voting at the General Shareholders' Meeting	14
30. Report on the Results of Voting at the General Shareholders' Meeting	15
31. Minutes of the General Shareholders' Meeting	15
32. Procedure for Filing and Provision of the Minutes of the General Shareholders' Meeting and Protocol on the Results of Voting	17
33. Procedure for Approval and Amendment of the Regulations	17

## **1. Regulations on the General Shareholders' Meeting**

- 1.1 These Regulations have been made pursuant to the Civil Code of the Russian Federation, Federal Law on Joint-Stock Companies, other statutes of the Russian Federation and the Charter of the Company to set forth procedures for convening, preparing, holding and reporting on the results of general shareholders' meetings of Joint-Stock Company Chelyabinsk Zinc Plant (the "Company").
- Any issues related to convening, preparing, or holding general shareholders' meeting not contemplated by the above statutes shall be resolved with a view to promoting the rights and interests of shareholders.
- 1.2 The Company shall ensure that all shareholders have an equal entitlement to participate in the general shareholders' meeting.

## **2. Terms and Definitions**

- 2.1 Terms and definitions used in these Regulations shall have the meaning attributed thereto by the joint stock companies and securities legislation of the Russian Federation, unless otherwise defined in these Regulations.
- 2.2 The following terms and definitions shall be used for the purposes of these Regulations:
- "General Shareholders' Meeting" means the general shareholders' meeting of the Company (the Company's supreme managing body);*
- "Board of Directors" means the Board of Directors of the Company;*
- "Annual General Shareholders' Meeting" means the annual general shareholders' meeting convened annually to elect the Board of Directors of the Company and the internal audit commission of the Company, approve the Company Auditor and vote on issues contemplated by Article 48.1.11 of the Federal Law on Joint-Stock Companies;*
- "Extraordinary General Shareholders' Meeting" means any general shareholders' meeting other than the Annual General Shareholders' Meeting;*
- "Form of the General Shareholders' Meeting" means:*
- "Meeting" — the collective presence of shareholders to consider items on the agenda and take decisions on matters put to the vote;*
- "Absentee Ballot" — a general shareholders' meeting without the collective presence of shareholders to consider items on the agenda and take decisions on matters put to the vote;*
- "Voting Shares" means shares, the holders of which are entitled to vote on matters falling within the competence of the General Shareholders' Meeting;*
- "Date of Nomination" means the date of mailing or delivery to Company offices of nominations of candidates for election to the Board of Directors and internal audit commission;*
- "Date of Proposal of Items to Be Included in the Agenda of the Annual General Shareholders' Meeting" means the date of mailing or delivery to Company offices of a proposal to include items in the agenda of the Annual General Shareholders' Meeting;*
- "Counting Commission" means a standing working group of the Shareholders' Meeting, the functions of which are undertaken by the Company registrar.*

## **3. Timing of the Annual General Shareholders' Meeting**

- 3.1 The Company must hold an Annual General Shareholders' Meeting annually, but not before two months and not later than six months from the end of the fiscal year.

The fiscal year shall be from January 1 until December 31 of the current calendar year.

- 3.2 The actual date of the Annual General Shareholders' Meeting shall be set by the Board of Directors.

#### **4. Items to Be Considered at the Annual General Shareholders' Meeting**

- 4.1 Resolutions on the following items must be adopted at the Annual General Shareholders Meeting:

- 4.1.1 approval of the Company's annual reports;
- 4.1.2 approval of the Company's annual financial statements, including Company profit and loss statements (profit and loss accounts);
- 4.1.3 approval of the distribution of profits, including payment (declaration) of dividends, and losses of the Company based on the results for the financial year;
- 4.1.4 election of the Company's Board of Directors;
- 4.1.5 election of the internal audit commission (internal auditor) of the Company;
- 4.1.6 approval of the Company's auditor.

- 4.2 The Annual General Shareholders' Meeting may also consider others matters referred to its competence, provided they have been included in the agenda in the manner prescribed by law and the Company Charter.

#### **5. Convening the Extraordinary General Shareholders' Meeting**

- 5.1 An Extraordinary General Shareholders' Meeting shall be held pursuant to a decision of the Board of Directors at its discretion, or at the request of the internal audit commission (internal auditor) of the Company, or the Company Auditor or shareholders (a shareholder) holding not less than 10 (ten) percent of Company voting shares as of the date of the request.

- 5.2 The number of voting shares in the Company held by the shareholder who signed the request to convene the Extraordinary General Shareholders' Meeting and the total number of Company voting shares shall be determined as of the date of the request.

The percentage of voting shares in the Company held by the shareholder who signed the request to convene the Extraordinary General Shareholders' Meeting of total Company voting shares shall be determined as of the date of the request to convene the Extraordinary General Shareholders' Meeting.

If after such date the percentage of voting shares held by the shareholders (shareholder) who signed the request to convene the Extraordinary General Shareholders' Meeting falls to less than 10 percent of Company voting shares or such shareholder no longer holds voting shares, then, irrespective of the reason for such change, the request of such shareholder to convene the Extraordinary General Shareholders' Meeting shall nonetheless be deemed valid and must be considered by the Board of Directors, provided that such request to convene an Extraordinary General Shareholders' Meeting may not be denied solely with reference to such change in shareholding.

The Board of Directors shall at its discretion retrieved information from the register of holders of registered securities on the number of shares held by each shareholder who signed the request to convene the Extraordinary General Shareholders' Meeting.

For the purposes of this Clause the date of the request to convene the Extraordinary General Shareholders' Meeting shall be deemed the date of the mailing or delivery thereof to the office of the Company.

- 5.3 An Extraordinary General Shareholders' Meeting requested by the Company's internal audit commission (auditor), the Company's auditor or shareholders (a shareholder) holding not less than 10 percent of Company voting shares shall be convened by the Board of Directors of the Company.

The Board of Directors may consider proposals and requests to convene an Extraordinary General Shareholders' Meeting submitted by other bodies or persons (including shareholders holding less than the number of Company voting shares prescribed by the law, etc.). If approved, the Extraordinary General Shareholders' Meeting shall be convened at the discretion of the Board of Directors.

## **6. Timing for the Convening of an Extraordinary General Shareholders' Meeting**

- 6.1 The timing for the convening of an Extraordinary General Shareholders' Meeting shall be prescribed by the Company Charter in compliance with the Federal Law on Joint-Stock Companies.

## **7. Preparation for Holding the General Shareholders' Meeting**

- 7.1 In preparation for holding the Annual General Shareholders' Meeting the Board of Directors shall determine:

- the form of the meeting to be held (meeting or meeting by absentee ballot);
- date, venue and time of holding the General Shareholders Meeting, or when completed voting ballots may be forwarded to the Company pursuant to Clause 14.4.9 of the Company Charter, the postal address to which completed ballot papers may be forwarded, or if the General Shareholders' Meeting is to be conducted in the form of an absentee ballot, the deadline for return of ballot papers and the postal address to which completed ballot papers are to be forwarded;
- the date on which the list of persons entitled to take part in the General Shareholders' Meeting is to be compiled;
- agenda for the General Shareholders' Meeting;
- procedure for notification of shareholders that the General Shareholders Meeting will be held;
- list of information (materials) provided to shareholders prior to the General Shareholders' Meeting and the procedure for making them available;
- form and wording of ballot papers in the event that voting is to be by ballot.

- 7.2 The above decisions may be made by the Board of Directors at the time of taking the decision to hold the Annual General Shareholders Meeting or otherwise during preparations therefor.

## **8. List of Persons Entitled to Participate in the General Shareholders' Meeting**

- 8.1 The list of persons entitled to participate in the General Shareholders' Meeting shall be compiled on the basis of records of the Company share register as of the date

determined by the Board of Directors of the Company in compliance with the Company Charter.

**9. Notification of the General Shareholders' Meeting**

- 9.1 The notice of the General Shareholders' Meeting shall be forwarded to each person included in the list of persons entitled to take part in the General Shareholders' Meeting.
- The shareholding of each person shall be determined as of the date when the list of persons entitled to participate in the General Shareholders' Meeting was compiled.
- 9.2 In the event that a person registered in the Company shareholder register is a nominal shareholder, the notice of the General Shareholders' Meeting shall be forwarded to the address of the nominal shareholder unless a different postal address is specified in the list of persons entitled to participate in the General Shareholders' Meeting to which the notice of the General Shareholders' Meeting is to be forwarded. If the notice of the General Shareholders' Meeting is sent to a nominal shareholder it must forward it to its clients in the manner and within the period set forth by statutes of the Russian Federation or by agreement with the client.

**10. Deadline for Notification of the General Shareholders' Meeting**

- 10.1 Notice of a General Shareholders' Meeting shall be circulated not later than 30 days prior to the meeting.
- In the event that the proposed agenda of an Extraordinary Shareholders' Meeting contains an item on the election of the Board of Directors, notice of the Extraordinary General Meeting shall be circulated not later than 50 days prior to the meeting.
- 10.2 Notice of the General Shareholders' Meeting shall be forwarded to each person included in the list of persons entitled to take part in the General Shareholders' Meeting by registered mail or delivered personally to each person against a signature by the deadline indicated above.

**11. Content of Notice of the General Shareholders' Meeting**

- 11.1 The notice of a General Shareholders Meeting shall contain the following information:
- full firm name and place of business of the Company;
  - the form of meeting to be held (meeting or meeting by absentee ballot);
  - date, venue and time of holding the General Shareholders Meeting, or when completed voting ballots may be forwarded to the Company pursuant to Clause 14.4.9 of the Company Charter, the postal address to which completed ballot papers may be forwarded, or if the General Shareholders' Meeting is to be conducted in the form of an absentee ballot, the deadline for return of ballot papers and the postal address to which completed ballot papers are to be forwarded;
  - the date when the list of persons entitled to take part in the general shareholders' meeting was compiled;
  - agenda for the General Shareholders' Meeting;
  - the procedure for making information (materials) presented to shareholders prior to the General Shareholders' Meeting available, and the address (addresses) where shareholders can gain access to them;

- date, place and time of start and end of registration of participants in the general meeting;
- request to bring ID of a participant of the general meeting and duly issued power of attorney for a proxy.

## **12. Persons Present at the General Shareholders' Meeting**

- 12.1 Those entitled to be present at a general meeting shall include shareholders on the list of persons entitled to take part in the General Shareholders' Meeting and their proxies, the Company registrar (or its representative), the Company's auditor (or its representative), members of the Board of Directors and management bodies of the Company, nominees for election (appointment) to management bodies and control bodies of the Company, and other persons invited by the Company's Board of Directors.
- 12.2 The Company shall make every effort to ensure that members of the Board of Directors, the General Director of the Company, members of the Management Board, members of the Audit Commission and other bodies of the Company are present at the general meeting. Such persons must provide an informed response to questions from participants in the general meeting.

## **13. Right to Participate in the General Shareholders' Meeting**

- 13.1 A shareholder shall exercise its right to take part in a General Shareholders' Meeting both in person and by proxy.
- In the event of a transfer of shares after the date of compilation of the list of persons entitled to participate in the General Shareholders' Meeting and before the date of the meeting, the person included in the list must provide the purchaser with a proxy vote or vote at the general meeting pursuant to a power of attorney issued by the purchaser of the shares. This rule shall also apply to each and any subsequent transfer of shares.
- 13.2 A shareholder may take part in a meeting as follows:
- take part personally in consideration of and voting on agenda items at the General Shareholders' Meeting held in the form of a Meeting;
  - send a proxy to take part in consideration of and voting on agenda items at the General Shareholders' Meeting held in the form of a Meeting;
  - take part personally in consideration of and voting on agenda items together with a proxy at the General Shareholders' Meeting held in the form of a Meeting;
  - vote by Absentee Ballot;
  - authorize a proxy to vote by Absentee Ballot.

## **14. Appointing a Proxy for Participation in the General Shareholders' Meeting**

- 14.1 A shareholder may appoint a proxy by issuing its representative with a written power of attorney.
- 14.2 A shareholders may issue a power of attorney in respect of all or any part of its shares.
- 14.3 A power of attorney may be issued in respect of all rights attaching to the shares or any part thereof.

- 14.4 The power of attorney shall contain details of the shareholder and proxy (name, place of residence or business, passport details).
- 14.5 The power of attorney shall be issued in accordance with the requirements set forth in sub-clauses 4 and 5 of Article 185 of the Russian Civil Code or duly notarized.
- 14.6 The power of attorney issued by a legal entity shall be duly signed by its chief executive officer or any other person authorized to do so by its constituent documents, and the company seal shall be affixed thereto or it shall be duly notarized.

### **15. Working Bodies of the General Shareholders' Meeting**

- 15.1 The working bodies of the General Shareholders' Meeting shall be:
- the Presidium;
  - Chairman;
  - Secretary;
  - Counting Commission.

### **16. Presidium of the General Shareholders' Meeting**

- 16.1 The Presidium shall be formed at general meetings held in the form of a Meeting.
- 16.2 The Presidium of a meeting convened by the Board of Directors, internal audit commission or Company auditor shall consist of the members of the Board of Directors.
- 16.3 The Presidium of an extraordinary meeting convened by shareholders may include, in addition to members of the Board of Directors, shareholders elected at the meeting. The number of shareholders elected to the Presidium may not exceed the number of sitting members of the Board of Directors.

### **17. Chairman of the General Shareholders' Meeting**

- 17.1 The Chairman of the Board of Directors or one of the directors as appointed by the Board of Directors shall preside at the General Shareholders' Meeting.
- In the event that such persons are absent or decline to chair the meeting, one of the directors as appointed by the members of the Board of Directors shall preside at the General Shareholders' Meeting. If all directors are absent or decline to chair the meeting, the General Shareholders' Meeting held in the form of a Meeting shall elect a Chairman from among the shareholders registered for participation in the general meeting.

### **18. Secretary of the General Shareholders' Meeting**

- 18.1 The secretary of the meeting ("Secretary") shall be a member of the Counting Commission or a person appointed by the Board of Directors of the Company.
- 18.2 The Secretary shall supervise preparation of the working documents for the meeting, draw up and sign the minutes of the meeting, and make the minutes and resolutions of the meeting available to shareholders upon their request.



**19. Counting Commission**

- 19.1 The Counting Commission shall perform its duties as an independent standing working group of the meeting, the functions of which shall be undertaken by the Company registrar.
- In performing the duties of the Counting Commission the Company registrar shall abide by the by-laws of the Company.
- 19.2 Information received by members of the Counting Commission in the course of processing the results of voting (tallying the votes and drawing up a protocol) shall be confidential.
- 19.3 The Counting Commission shall:
- 19.3.1 make a list of persons entitled to participate in the general meeting;
  - 19.3.2 make a list of shareholders entitled to distribution of dividends;
  - 19.3.3 make a list of shareholders entitled to request that their shares are redeemed by the Company in cases contemplated by the Federal Law on Joint-Stock Companies;
  - 19.3.4 check the authority and register persons taking part in the general meeting, maintain registers;
  - 19.3.5 keep a record of powers of attorney/proxy cards (rights conferred thereby) or other documents pursuant to which a participant in the general meeting acts on behalf of a person appearing on the list of persons entitled to participate in the General Shareholders' Meeting;
  - 19.3.6 deliver and forward ballot papers and other information (materials) in respect of the General Shareholders' Meeting;
  - 19.3.7 hand out ballot papers and other information (materials) in respect of the General Shareholders' Meeting to registered participants in the general meeting;
  - 19.3.8 determine a quorum of the General Shareholders' Meeting on each item put to the vote;
  - 19.3.9 arrange for election of the working bodies of the general meeting in cases contemplated by the Company Charter;
  - 19.3.10 clarify matters arising in connection with the exercise by participants in the meeting of voting rights at the general meeting;
  - 19.3.11 clarify voting procedure for items put to the vote;
  - 19.3.12 ensure compliance with established voting procedure and the right of shareholders to take part in voting;
  - 19.3.13 determine the number of voting shares held by a participant in the general meeting as of the time of voting;
  - 19.3.14 tally the votes and summarize the results of voting;
  - 19.3.15 draw up a protocol on the results of voting;
  - 19.3.16 draw up a report on the results of voting;
  - 19.3.17 draw up minutes of the General Shareholders' Meeting;
  - 19.3.18 submit all documents of the General Shareholders' Meeting, including ballot papers and proxy cards (or copies thereof) and other documents pursuant to which participants in the general meeting act on behalf of persons entitled to

participate in the General Shareholders' Meeting (or copies thereof), to the archive;

19.3.19 issue confirmations and extracts from the list of persons entitled to participate in the General Shareholders' Meeting;

19.3.20 perform other duties specified in the Charter and by-laws of the Company.

## **20. Persons Deemed to Have Taken Part in the General Shareholders' Meeting**

20.1 Shareholders who have registered as participants in the General Shareholders' Meeting held in the form of the collective presence of shareholders to consider items on the agenda and take decisions on matters put to the vote and/or shareholders whose ballot papers were received by the Company by the established deadline as provided for in Article 14.4.9 of the Company Charter shall be deemed to have taken part in the meeting.

20.2 Shareholders whose ballot papers have been received by the deadline for submission of ballots shall be deemed to have taken part in a meeting conducted by Absentee Vote.

## **21. Registration of Participants in the General Shareholders' Meeting**

21.1 The Counting Commission shall check the authority and register persons taking part in the General Shareholders' Meeting.

21.2 The place of registration shall be the same as the venue of the general meeting.

## **22. Registration Procedure for Participation in the General Shareholders' Meeting**

22.1 The Counting Commission shall maintain the following registers for the purposes of registration of participants:

- register of participants in the general meeting;
- register of powers of attorney/proxy cards and other documents confirming a participant's authority to act on behalf of the Company.

22.2 The Counting Commission may at its discretion keep other registration forms and books.

22.3 Registration shall commence at least 2 hours prior to the general meeting.

To be registered, a participant in the General Shareholders' Meeting shall present:

- ID document if an individual shareholder;
- proxy card/power of attorney issued by an individual shareholder and ID document of the proxy/representative if a proxy/representative of an individual shareholder;
- joint proxy card/power of attorney together with the list of persons entitled to participate in the General Shareholders' Meeting attached thereto issued by a group of individual shareholders who have authorized the proxy/representative to vote, and ID document of such proxy/representative in the event of a proxy/representative of a group of individual shareholders;
- proxy card/power of attorney issued by a shareholder that is a legal entity and ID document of the proxy/representative in the event of a proxy/representative of legal entity;

- certificate confirming the position held in a shareholder that is a legal entity in compliance with applicable legislation and his/her ID document in the event of a chief executive officer of such legal entity that is a shareholder in the Company.

Ballot papers and other materials to be distributed to the participants in the general meeting shall be issued by the Counting Commission to each such participant against a signature.

The Counting Commission shall make entries to the register of participants in the general meeting.

The proxy cards/powers of attorney and other documents confirming the authority of a participant in the general meeting to act on behalf of a shareholder shall be surrendered to the Company upon registration. The participant in the general meeting may elect to surrender copies of such documents. Copies shall be made by the Counting Commission at the expense of the Company.

- 22.4 Registration of persons entitled to participate in the General Shareholders' Meeting shall not terminate upon the commencement of the general meeting. Persons entitled to participate in the General Shareholders Meeting may register during the entire period of its conducting.

Following discussion of all items of the agenda of the General Shareholders' Meeting the Chairman shall declare that a vote will be taken on all items of the agenda. This means that those participants in the general meeting who have not yet voted may do so.

Subsequent registration of persons holding Company voting shares shall not affect whether or not a quorum is present.

- 22.5 The Counting Commission shall make a report on the results of registration of participants in the general meeting, which shall include:

- full firm name of the Company;
- place of business of the Company;
- type of general meeting (annual or extraordinary);
- the person who requested that the meeting be convened in the event of an Extraordinary General Shareholders' Meeting;
- form in which the general meeting was held;
- date of the General Shareholders' Meeting (the deadline for return of ballot papers in the case of a General Shareholders' Meeting held in the form of an Absentee Ballot);
- time of the General Shareholders' Meeting;
- time of start of registration of participants in the general meeting;
- venue of the General Shareholders' Meeting (venue of the report on the results of voting if the General Shareholders' Meeting was held in the form of an Absentee Ballot);
- date when the list of persons entitled to take part in the General Shareholders' Meeting was compiled;
- agenda of the General Shareholders' Meeting;
- Company voting shares taken into account to determine whether a quorum is present to vote on an item put to the vote;
- number of persons registered as participants in the General Shareholders' Meeting and number of Company voting shares held thereby;

- number of ballot papers received by the Company no later than 2 days prior to the General Shareholders' Meeting and number of Company voting shares represented by such ballot papers;
- number of ballot papers issued to the participants in the general meeting upon registration thereof;
- quorum on each item put to the vote;
- number of received proxy cards/powers of attorney (copies thereof);
- date of the report.

Written complaints, claims or statements in respect of the registration procedure shall be attached to the report.

The report shall be signed by a representative of the Company registrar.

- 22.6 The Counting Commission shall advise the participants in the general meeting whether a quorum is present for voting on each item of the agenda of the General Shareholders' Meeting.

### **23. Quorum of the General Shareholders' Meeting**

- 23.1 A General Shareholders' Meeting shall be legally competent (a quorum is present) if shareholders holding a total of more than half of the votes of all outstanding voting shares of the Company are present by the time the general meeting commences.
- 23.2 If no quorum was present to vote on certain items of the agenda when the General Shareholders' Meeting commenced, but the quorum was made up in the course of holding the general meeting (appropriate number of holders of shares conferring the right to vote on such items of the agenda were registered as participants in the general meeting), the Counting Commission shall announce this to the General Shareholders' Meeting, which shall then be competent to pass resolutions on such items.

### **24. Procedure for Holding a General Shareholders' Meeting**

- 24.1 The general meeting shall be held without adjournment.
- 24.2 Questions to speakers and requests for the floor may only be made in writing. Questions and requests in writing shall be delivered to the Presidium of the general meeting or, in the absence of same, to the Counting Commission.
- 24.3 If the general meeting continues for 2 consecutive hours, a break of at least 15 minutes, but not longer than 30 minutes, shall be made.
- If the general meeting continues for 4 consecutive hours, a break of at least 40 minutes, but not longer than 2 hours, may be made.

### **25. Voting at the General Shareholders' Meeting**

- 25.1 Voting at the General Shareholders' Meeting on items put to the vote shall be conducted by ballot paper.
- 25.2 Voting at General Shareholders' Meetings shall be conducted according to the principle "one voting share, one vote", with the exception of cumulative voting.

- 25.3 A representative of individual shareholders acting on the basis of a joint proxy card/power of attorney shall vote by a ballot paper generally in the form approved by the Board of Directors which consolidates all votes conferred to such representative.

## **26. Voting Procedure**

- 26.1 Participants in the general meeting may vote at any time after the meeting has commenced.

Participants may form and express an opinion on items put to the vote after taking part in discussions thereof or otherwise. Shareholders may, but shall not be obliged to, take part in discussion of agenda items.

Following discussion of all items of the agenda of the General Shareholders' Meeting the Chairman shall declare that the vote will be taken on all items of the agenda. This means that those participants in the general meeting who have not yet voted may do so.

- 26.2 Polling booths shall not be used by participants in the general meeting when completing ballot papers.
- 26.3 The Company Charter shall set forth the grounds and consequences of invalidating a ballot paper.

## **27. Archiving of Ballot Papers**

- 27.1 The Company shall archive all ballot papers received, including:
- 27.1.1 ballot papers received by the Company after the deadline for return of ballot papers for a general meeting held in the form of an Absentee Ballot;
  - 27.1.2 ballot papers received by the Company less than 2 days prior to the General Shareholders' Meeting for a general meeting held in the form of the collective presence of shareholders to consider items on the agenda and take decisions on matters put to the vote when ballot papers are forwarded or delivered personally to the shareholders prior to the general meeting.

## **28. Tally of Voting Results**

- 28.1 The Counting Commission shall tally the results of voting on issues put to the vote, including procedural matters in respect of conducting the General Shareholders' Meeting.

A resolution on any item of the agenda shall not be deemed to have been adopted by the General Shareholders' Meeting and may not be announced until the results of voting on all items of the agenda have been tallied.

- 28.2 If the agenda of the General Shareholders' Meeting contains an item on the election of several bodies of the Company, the results of voting on such items shall be tallied in the following order, irrespective of the actual order of consideration:
- 28.2.1 election of the Board of Directors of the Company;
  - 28.2.2 election of the audit commission of the Company.

Elections of a Company body shall be deemed valid if the number of elected members of such Company body constitutes a quorum for holding meetings of such body as set forth in the Company Charter.

**29. Protocol of the Results of Voting at the General Shareholders' Meeting**

29.1 After the vote is taken the Counting Commission shall draw up a protocol on the results of voting at the General Shareholders' Meeting indicating the results of voting on each item of the agenda put to the vote and on procedural matters in respect of holding the General Shareholders' Meeting.

29.2 The protocol on the results of voting shall indicate:

- full firm name of the Company;
- place of business of the Company;
- type of general meeting (annual or extraordinary);
- the person who requested that the meeting be convened if an Extraordinary General Shareholders' Meeting;
- form in which the general meeting was held;
- date of the General Shareholders' Meeting (the deadline for return of ballot papers in the event of a General Shareholders' Meeting held in the form of an Absentee Ballot);
- time of the General Shareholders' Meeting;
- venue of the General Shareholders' Meeting (venue of the report on the results of voting if the General Shareholders' Meeting was held in the form of an Absentee Ballot);
- wording of each item put to the vote and possible voting on each agenda item;
- total number of Company voting shares that confer the right to vote on the item put to the vote;
- total number of Company voting shares that confer the right to vote on the item put to the vote held by persons participating in the General Shareholders' Meeting;
- number of Company voting shares taken into account in determining what decision is taken on the item put to the vote (if less than all Company voting shares held by persons participating in the General Shareholders' Meeting are taken into account, and reasons as to why less than all voting shares held by persons participating in the general meeting are taken into account);
- record of the number of ballot papers in the ballot box at the General Shareholders' Meeting held in the form of a Meeting;
- number of ballot papers invalidated upon tallying the results of voting on the item put to the vote and number of voting shares represented by such ballot papers;
- number of ballot papers taken into account for tallying the results of voting on the item put to the vote and number of voting shares represented by such ballot papers;
- number of ballot papers not taken into account in tallying the results of voting on the item put to the vote and number of voting shares represented by such ballot papers;
- number of votes given for each option of the resolution on the item put to the vote with the number of votes "for", "against" or "abstained" (total number of votes and percentage of total number of voting shares conferring the right to vote on such item held by persons participating in the General Shareholders' Meeting);

- statement of whether or not the resolution on the item put to the vote was adopted (if elections to a Company body, whether or not such election was deemed valid);
- wording of the resolution adopted on the item put to the vote;
- date of the protocol.

When the General Shareholders' Meeting is held in the form of the collective presence of shareholders to consider items on the agenda and take decisions on matters put to the vote and ballot papers have been forwarded (delivered) to shareholders as provided for in Article 14.4.9 of the Company Charter, the protocol on the results of voting shall also indicate:

- number of ballot papers received by the Company no later than 2 days prior to the General Shareholders' Meeting;
- record of number of ballot papers in the ballot box at the General Shareholders' Meeting;
- number of ballot papers submitted by shareholders prior to the General Shareholders' Meeting, and received by the Company less than 2 days prior to the general meeting.

When the General Shareholders' Meeting is held in the form of an Absentee Ballot, the protocol on the results of voting shall indicate the number of ballot papers received by the Company by the deadline for submission of ballots and the number of ballot papers received by the Company after the deadline for submission of ballots.

29.3 The protocol on the results of voting shall be drawn up in two copies. Each copy shall be signed by the registrar's representative acting on its behalf pursuant to the Charter or a power of attorney. Such power of attorney (or notarized copy thereof) or any other document authorizing the representative to act on behalf of the registrar shall be attached to the protocol.

29.4 The protocol on the results of voting shall be drawn up no later than 15 days after the close of the General Shareholders' Meeting or the deadline for submission of ballot papers in the case of a General Shareholders' Meeting conducted by Absentee Ballot.

### **30. Report on the Results of Voting at the General Shareholders' Meeting**

30.1 After the General Shareholders' Meeting is held, in addition to the protocol on the results of voting a report on the results of voting shall be drawn up, which shall be made available to the persons included in the list of persons entitled to take part in the General Shareholders' Meeting not later than 10 days after the protocol on the results of voting was drawn up, in the manner prescribed for notice of a General Shareholders' Meeting.

### **31. Minutes of the General Shareholders' Meeting**

31.1 The minutes of the General Shareholders' Meeting shall be drawn up not later than 15 days after the close of the General Shareholders' Meeting.

When the General Shareholders' Meeting is held in the form of an Absentee Ballot, the minutes of the General Shareholders' Meeting together with the results of the Absentee Ballot shall be drawn up not later than 15 days after the deadline for submission of ballots.

31.2 The protocol of the General Shareholders' Meeting shall indicate:

- full firm name of the Company;
- place of business of the Company;
- type of general meeting (annual or extraordinary);
- the person who requested that the meeting be convened in the event of an Extraordinary General Shareholders' Meeting;
- form in which the general meeting is held;
- date of the General Shareholders' Meeting (the deadline for return of ballot papers in the case of a General Shareholders' Meeting held in the form of an Absentee Ballot);
- time of the General Shareholders' Meeting;
- venue of the General Shareholders' Meeting (venue of the report on the results of voting if the General Shareholders' Meeting was held in the form of an Absentee Ballot);
- agenda of the General Shareholders' Meeting;
- items put to the vote;
- Chairman (Presidium) and Secretary of the general meeting;
- total number of Company voting shares that confer the right to vote on the item put to the vote;
- total number of Company voting shares that confer the right to vote on the item put to the vote held by persons participating in the General Shareholders' Meeting;
- quorum for adopting a resolution on the item put to the vote;
- wording of each item put to the vote and possible wordings for resolutions on such item;
- number of votes given for each option of the resolution on the item put to the vote with the number of votes "for", "against" or "abstained" (total number of votes and percentage of total number of voting shares conferring the right to vote on such issue held by persons participating in the General Shareholders' Meeting);
- statement of whether or not the resolution on the item put to the vote was adopted (if elections to a Company body, whether or not such election was deemed valid);
- wording of the resolution adopted on the item put to the vote;
- date of the minutes.

The minutes of the general meeting shall include a summary of speeches.

- 31.3 The protocol on the results of voting at the General Shareholders' Meeting shall be attached to the minutes of the general meeting.
- 31.4 The minutes of the General Shareholders' Meeting shall be drawn up in two copies. Both copies shall be signed by the Chairman of the General Shareholders' Meeting and the Secretary of the General Shareholders' Meeting.



**32. Procedure for Archiving and Access to the Minutes of the General Shareholders' Meeting and Protocol on the Results of Voting**

- 32.1 The minutes of the General Shareholders' Meeting and the protocol on the results of voting must be archived indefinitely. Shareholders shall have free access to the minutes and the protocol.
- 32.2 Copies of the minutes of the General Shareholders' Meeting and the protocol on the results of voting shall be provided to a shareholder within 5 days after receipt by the Company of the respective request by such shareholder, provided that the cost of making such copies available is reimbursed to the Company.

**33. Procedures for Approving and Amending the Regulations**

- 33.1 These Regulations and amendments or additions hereto shall be approved by the General Shareholders' Meeting.  
The resolution shall be adopted by a simple majority of shareholders holding voting shares who are present at the General Shareholders' Meeting.
- 33.2 Any additions and amendments to these Regulations as proposed by the Board of Directors shall be voted into effect by a simple majority of the votes of members thereof who are present at the meeting or have taken part in absentee voting.
- 33.3 In the event that certain sections of these Regulations come into conflict with Russian legislation and/or regulatory acts as a result of changes thereto, such sections shall become inoperative, and until the Regulations are amended shareholders and members of management bodies shall be governed by Russian law and regulatory acts.