

STATEMENT OF A MATERIAL FACT
 “On holding general meeting of participants (shareholders) of the issuer and its decisions”

1. General information	
1.1. Full name of the issuer	Open Joint Stock Company LSR Group
1.2. Abbreviated name of the issuer	OJSC LSR Group
1.3. Place of business of the issuer	36 Kazanskaya Street, St. Petersburg, 190031, Russian Federation
1.4. Primary state registration number of the issuer	5067847227300
1.5. Taxpayer identification number of the issuer	7838360491
1.6. Issuer’s unique code assigned by registration body	55234-E
1.7. Website used by the issuer to disclose information	http://www.lsrgroup.ru/investors http://www.e-disclosure.ru/portal/company.aspx?id=4834

2. Content of the statement	
<p>2.1. Type of general meeting of participants (shareholders) of the issuer (annual (regular), extraordinary): annual.</p> <p>2.2. Form of general meeting of participants (shareholders) of the issuer (meeting (collective attendance) or absent voting): meeting.</p> <p>2.3. Date, place, time of general meeting: 05 April 2013, 1 Nevsky Prospekt, Conference Hall, St. Petersburg, 11:00 a.m.</p> <p>2.4. Quorum at general meeting of participants (shareholders) of the issuer: 84,38 %.</p> <p>2.5. Agenda of general meeting of participants (shareholders) of the issuer:</p> <ol style="list-style-type: none"> 1. Approval of the Company’s annual report on the results of 2012. 2. Approval of the annual financial statements including income statements (profit and loss accounts) of the Company for 2012. 3. Distribution of the company’s profits and losses based on the results of financial year 2012. 4. Determination of the number of members of the Board of Directors. 5. Election of members to the Board of Directors of the Company. 6. Election of members to the Audit Committee of the Company. 7. Approval of the auditors of the Company for 2013. 8. Approval of the revised Regulations on the Board of Directors of the Company. 9. Passings of resolutions to approve transactions in the cases stipulated in Article 83 of the Federal Law on Joint Stock Companies. <p>2.6. Voting results on the items of the agenda of general meeting of participants (shareholders) of the issuer which had the quorum and formulations of the decisions, adopted by the general meeting of participants (shareholders) of the issuer on the stated items:</p> <p>Voting results on the items of the agenda of general meeting of participants (shareholders) of the issuer which has the quorum:</p> <p>Results of voting on the agenda item 1: Number of votes cast “IN FAVOUR”: 86 788 246 – 99,83 percentage of meeting attendees, on this point in question. Number of votes cast “OPPOSED”: any voice. Number of votes cast “ABSTAINED”: 150 271 – 0,17 percentage of meeting attendees, on this point in question.</p> <p>Results of voting on the agenda item 2: Number of votes cast “IN FAVOUR”: 86 788 246 – 99,83 percentage of meeting attendees, on this point in question. Number of votes cast “OPPOSED”: any voice. Number of votes cast “ABSTAINED”: 150 271 – 0,17 percentage of meeting attendees, on this point in question.</p> <p>Results of voting on the agenda item 3: Number of votes cast “IN FAVOUR”: 86 788 246 – 99,83 percentage of meeting attendees, on this point in question. Number of votes cast “OPPOSED”: any voice. Number of votes cast “ABSTAINED”: 150 271 – 0,17 percentage of meeting attendees, on this point in question.</p> <p>Results of voting on the agenda item 4: Number of votes cast “IN FAVOUR”: 86 782 669 – 99,82 percentage of meeting attendees, on this point in question. Number of votes cast “OPPOSED”: any voice. Number of votes cast “ABSTAINED”: 155 848 – 0,18 percentage of meeting attendees, on this point in question.</p> <p>Results of voting on the agenda item 5: Number of votes cast “IN FAVOUR” of the candidate:</p> <ol style="list-style-type: none"> 1. Androsov, Kirill Gennadievich - 188 791 912. 2. Valitov Ilgiz Nailevich - 73 076 229. 3. Goncharov, Dmitry Valerievich - 71 076 229. 4. Molchanov, Andrey Yurievich - 71 574 583. 5. Romanov, Mikhail Borisovich - 71 572 246. 	

6. Skaterschikov, Sergey Sergeevich - 87 964 711.
 7. Temkin, Mark Anatolyevich - 73 894 022.
 8. Tumanova, Elena Viktorovna - 71 482 351.
 9. Sheikina, Olga Mikhailovna - 71 572 396.
- Number of votes cast "OPPOSED": any voice.
Number of votes cast "ABSTAINED": 1 441 971.

Results of voting on the agenda item 6:

1. Klevtsova, Natalia Sergeevna

Number of votes cast "IN FAVOUR": 79 572 536 – 97,27 percentage of meeting attendees, on this point in question, without voices of shares belonging to members of the Board of Directors or person, occupying a posts to control.
Number of votes cast "OPPOSED": 194 783 – 0,24 percentage of meeting attendees, on this point in question, without voices of shares belonging to members of the Board of Directors or person, occupying a posts to control.
Number of votes cast "ABSTAINED": 2 036 717 – 2,49 percentage of meeting attendees, on this point in question, without voices of shares belonging to members of the Board of Directors or person, occupying a posts to control.

2. Terentiev, Yury Ivanovich

Number of votes cast "IN FAVOUR": 79 572 536 – 97,27 percentage of meeting attendees, on this point in question, without voices of shares belonging to members of the Board of Directors or person, occupying a posts to control.
Number of votes cast "OPPOSED": 194 783 – 0,24 percentage of meeting attendees, on this point in question, without voices of shares belonging to members of the Board of Directors or person, occupying a posts to control.
Number of votes cast "ABSTAINED": 2 036 717 – 2,49 percentage of meeting attendees, on this point in question, without voices of shares belonging to members of the Board of Directors or person, occupying a posts to control.

- 3 Fradina, Ludmila Valerievna

Number of votes cast "IN FAVOUR": 79 572 536 – 97,27 percentage of meeting attendees, on this point in question, without voices of shares belonging to members of the Board of Directors or person, occupying a posts to control.
Number of votes cast "OPPOSED": 194 783 – 0,24 percentage of meeting attendees, on this point in question, without voices of shares belonging to members of the Board of Directors or person, occupying a posts to control.
Number of votes cast "ABSTAINED": 2 036 717 – 2,49 percentage of meeting attendees, on this point in question, without voices of shares belonging to members of the Board of Directors or person, occupying a posts to control.

Results of voting on the agenda item 7:

1. To approve as auditor of the statements of the Company for 2013 based on the Russian Accounting Standards, CJSC Audit-Servis.

Number of votes cast "IN FAVOUR": 82 314 858 – 94,68 percentage of meeting attendees, on this point in question.
Number of votes cast "OPPOSED": 34 918 – 0,04 percentage of meeting attendees, on this point in question.
Number of votes cast "ABSTAINED": 4 588 740 – 5,28 percentage of meeting attendees, on this point in question.

2. To approve as auditor of the consolidated statements of the Company for 2013 based on the IFRS, CJSC KPMG.

Number of votes cast "IN FAVOUR": 82 324 796 – 94,69 percentage of meeting attendees, on this point in question.
Number of votes cast "OPPOSED": 34 918 – 0,04 percentage of meeting attendees, on this point in question.
Number of votes cast "ABSTAINED": 4 578 802 – 5,27 percentage of meeting attendees, on this point in question.

Results of voting on the agenda item 8:

Number of votes cast "IN FAVOUR": 84 304 963 – 96,97 percentage of meeting attendees, on this point in question.
Number of votes cast "OPPOSED": 50 500 – 0,06 percentage of meeting attendees, on this point in question.
Number of votes cast "ABSTAINED": 2 583 053 – 2,97 percentage of meeting attendees, on this point in question.

Results of voting on the agenda item 9:

Results of voting Transaction I on the agenda item 9:

Number of votes cast "IN FAVOUR": 22 456 690 – 51,35 percentage of votes cast by all holders of voting shares not deemed interested parties.
Number of votes cast "OPPOSED": 50 500 – 0,12 percentage of votes cast by all holders of voting shares not deemed interested parties.
Number of votes cast "ABSTAINED": 5 130 703 – 11,73 percentage of votes cast by all holders of voting shares not deemed interested parties.

Results of voting Transaction II on the agenda item 9:

Number of votes cast "IN FAVOUR": 22 788 055 – 52,27 percentage of votes cast by all holders of voting shares not deemed interested parties.
Number of votes cast "OPPOSED": 57 879 – 0,13 percentage of votes cast by all holders of voting shares not deemed interested parties.
Number of votes cast "ABSTAINED": 4 637 529 – 10,64 percentage of votes cast by all holders of voting shares not deemed interested parties.

Formulations of the decisions, adopted by the general meeting of participants (shareholders) of the issuer on the stated items:

Decision adopted on agenda Item 1:

To approve the annual report of the Company for 2012.

Decision adopted on agenda Item 2:

To approve the annual financial statements including income statements (profit and loss accounts) of the Company for 2012.

Decision adopted on agenda Item 3:

To distribute the profit of the Company based on the results of financial year 2012 as follows:

- **to pay dividends on Company's ordinary registered shares based on the results of financial year 2012 at the rate of Twenty (20) roubles per ordinary registered share. Form of dividend payment: cash. Dividend payment method: by postal transfer or settlement account transfer;**
- **not to pay fees and compensations to the members of the Audit Committee while they fulfil their responsibilities until the next Annual General Meeting of Shareholders of the Company;**
- **to establish the payment of fees and compensable expenses to the Board's members while they fulfil their responsibilities of Board Directors in the amount set forth by contracts. The fees and compensations shall be paid in the manner set forth in the Regulations on the Board of Directors;**
- **not to distribute the remaining net income for financial year 2012.**

Decision adopted on agenda Item 4:

To determine the number of members in the Board of Directors of the Company as nine (9) persons.

Decision adopted on agenda Item 5:

To elect the Board of Directors of the Company as follows:

1. **Androsov, Kirill Gennadievich**
2. **Valitov Ilgiz Nailevich**
3. **Goncharov, Dmitry Valerievich**
4. **Molchanov, Andrey Yurievich**
5. **Romanov, Mikhail Borisovich**
6. **Skaterschikov, Sergey Sergeevich**
7. **Temkin, Mark Anatolyevich**
8. **Tumanova, Elena Viktorovna**
9. **Sheikina, Olga Mikhailovna**

Decision adopted on agenda Item 6:

To elect the Audit Committee of the Company as follows:

1. **Klevtsova, Natalia Sergeevna**
2. **Terentiev, Yury Ivanovich**
3. **Fradina, Ludmila Valerievna**

Decision adopted on agenda Item 7:

1. **To approve as auditor of the statements of the Company for 2013 based on the Russian Accounting Standards, CJSC Audit-Servis.**
2. **To approve as auditor of the consolidated statements of the Company for 2013 based on the IFRS, CJSC KPMG.**

Decision adopted on agenda Item 8:

To approve the revised Regulations on the Board of Directors of the Company.

Decision adopted on agenda Item 9:

Decision adopted Transaction I on agenda Item 9:

I. Approve a series of related transactions which collectively constitute a major interested party transaction [the price (monetary value) of the property that may be directly or indirectly foreclosed due to entering into the Supplements to the Surety Contracts, Supplement to the Interest Pledge Contract, and Supplement to the Contract for Further Pledge of Interest between Joint Stock Company LSR Group (hereinafter the "Guarantor/Pledger") and State Corporation Bank for Development and Foreign Economic Activities (Vnesheconombank) (hereinafter the "Lender/Pledgee), on the conditions stated below, represents more than 25% and less than 50% of the book value of the assets of the Company, according to its financial statements as of the latest reporting date]:

a) The Guarantor and the Lender entering into Supplement No.1 to Surety Contract No.110100/1031-DP/LSR Group dated 21.04.2011 between (hereinafter the "Contract"), made between the Lender and the Guarantor to secure the liabilities of OOO Cement (hereinafter the "Debtor") under Loan Agreement No.110100/1031 dated 29.06.2009 made with the Lender as amended by Supplement No.1 dated 15 June 2010, Supplement No.2 dated 29 December 2010, Supplement No.3 being made, and letters of exchange from the Lender dated 29 November 2011, No.4264/110100-AB, and 29 December 2012, No.4900/110100-AB, and from the Debtor dated 29 November 2011, No.1958, and 29 December 2012, No.2713 thereto.

b) The Guarantor and the Lender entering into Supplement No.1 to Surety Contract No.110100/1032-DP/LSR Group dated 21.04.2011 (hereinafter the "Contract) made between the Lender and the Guarantor to secure the Debtor's liabilities under the Loan Agreement made with the Lender and dated 29.06.2009, No.110100/1032 as revised in Supplement No.1 dated 15 June 2010, Supplement No.2 dated 29 December 2010, Supplement No.3 being made, letters of exchange from the Lender, dated 29 November 2011, No.4263/110100-AB and from 29 December 2012, No.4899/110100-AB, and from the Debtor dated 29 November 2011, No.1959 and 29 December 2012, No.2714 thereto.

c) The Pledger and the Pledgee entering into Supplement No.1 to Participation Interest Pledge Contract

No.110100/1031-DZD dated 29.03.2010 (hereinafter the "Contract") made between the Pledgee and the Pledger to secure the liabilities of OOO Cement (hereinafter the "Borrower") under the Loan Agreement made with the Pledgee and dated 29.06.2009, No.110100/1031 as revised in Supplement No.1 dated 15 June 2010, Supplement No.2 dated 29 December 2010, Supplement No.3 being made, letters of exchange from the Pledgee dated 29 November 2011, No.4264/110100-AB and 29 December 2012, No.4900/110100-AB, and from the Borrower dated 29 November 2011, No.1958 and 29 December 2012, No.2713 thereto.

d) Entering into Supplement No.3 between the Pledger and the Pledgee to Contract for Further Pledge of Participation Interest No.110100/1031-DZD dated 29.03.2010 (hereinafter the "Contract") made between the Pledgee and the Pledger to secure the liabilities of OOO Cement (hereinafter the "Borrower") under the Loan Agreement made with the Pledgee and dated 29.06.2009, No.110100/1032 as revised in Supplement No.1 dated 15 June 2010, Supplement No.2 dated 29 December 2010, Supplement No.3 being made, letters of exchange from the Pledgee dated 29 November 2011, No.4263/110100-AB and 29 December 2012, No.4899/110100-AB, and from the Borrower dated 29 November 2011, No.1959, and 29 December 2012, No.2714 thereto.

Decision adopted Transaction II on agenda Item 9:

II. To approve related party transactions that may be carried out by the Company in the future in the normal course of business between the Company and persons deemed as interested parties under Article 81 of the Federal Law on Joint Stock Companies. The total limit amount of such transactions as well as of the transactions that may be carried out in the future in respect of obtaining and granting loans, sureties and/or pledges to subsidiaries and related companies of OJSC LSR Group to secure the liabilities of subsidiaries and related companies of OJSC LSR Group to lenders is RUB 50,000,000,000 (fifty billion roubles) including possible interests and commissions.

2.7. Record date and number of general meeting of participants (shareholders) of the issuer: **05.04.2013, Minutes No.1/2013.**

3. Signatures

3.1. CEO

A.I. Vakhmistrov

Signature

3.2. Date: 05.04.2013.

Affix stamp here