

DRAFT

Annex ____

APPROVED

by resolution _____ of the AGM of PJSC TransContainer "____" _____ 2017 (protocol No. ____)
Chairman of _____ Annual General Meeting of Shareholders of PJSC TransContainer
_____/A.K. Starkov

REGULATION
on the procedure of preparation and holding
of the General Meeting of Shareholders
of PJSC TransContainer
(restated)

Moscow
2017

1. GENERAL PROVISIONS

1.1. These Regulations are developed in accordance with the Civil Code of the Russian Federation, the Federal Law "On Joint Stock Companies", other normative legal acts of the Russian Federation, the Charter of Public Joint Stock Company "Centre for Cargo Container Traffic "TransContainer" (hereinafter - the Company), as well as with due regard to the provisions of the Corporate governance code recommended for application by the Bank of Russia and define the procedure for the preparation and holding of the General meeting of shareholders of the Company (hereinafter - the General Meeting of Shareholders).

1.2. The General Meeting of Shareholders is the supreme governing body of the Company.

1.3. The General Meeting of Shareholders may be held as a meeting (joint presence of shareholders to discuss agenda items and adopt resolutions on issues put to vote) and in the form of absent voting.

1.4. The General Meeting of Shareholders is guided in its activities by the legislation of the Russian Federation, the Company's Charter and these Regulations.

2. THE COMPETENCE OF THE GENERAL MEETING OF SHAREHOLDERS

2.1. The competence of the General Meeting of Shareholders is determined by the legislation of the Russian Federation and the Charter of the Company.

2.2. Matters attributed to the competence of the General Meeting of Shareholders may not be delegated to the Board of Directors and executive bodies of the Company. The General Meeting of Shareholders may not consider and adopt resolutions on matters outside its competence.

3. ANNUAL GENERAL MEETING OF SHAREHOLDERS

3.1. The Company shall hold an Annual General Meeting of Shareholders in the form of a meeting not earlier than two months and not later than six months after the end of the accounting year of the Company. The date of the Annual General Meeting of Shareholders shall be determined by the Board of Directors.

3.2. Fiscal year for the Company begins on January 1 and ends on December 31 of a current year, inclusive.

3.3. The Annual General Meeting of Shareholders shall be convened by the Board of Directors.

3.4. The following issues should be addressed annually at the Annual General Meeting of Shareholders:

approval of the annual report, annual accounting (financial) statements of the Company;
distribution of profit (including payment (declaration) of dividends, except for the payment (declaration) of dividends for the first quarter, six months, nine months of the fiscal year) and losses for the fiscal year;

election of members of the Board of Directors of the Company;

election of members of the Auditing Committee of the Company;

approval of the Company's Auditor.

3.5. Upon the proposal of the shareholder(s) holding collectively at least 2 percent of voting shares, the Company's Board of Directors other issues attributed by the legislation of Russian Federation to the competence of the General Shareholders' Meeting may be included on the agenda of the Annual General Meeting of Shareholders in the manner and the terms established by the Charter of the Company and these Regulations.

3.6. The shareholder(s) holding collectively not less than two (2) percent of the voting shares of the Company, no later than sixty (60) days after the end of the accounting year, shall have the right to propose items for the agenda of the Annual General Meeting of Shareholders

and nominate candidates to the Board of Directors and the Audit Commission of the Company, the number of which cannot exceed the number of the members of the relevant body .

3.7. All meetings held in addition to the Annual General Meeting of Shareholders shall be extraordinary.

4. THE PROCEDURE OF CONVENING AND PREPARING THE GENERAL MEETING OF SHAREHOLDERS

4.1. The resolution to convene the General Meeting of Shareholders is adopted by the Board of Directors of the Company, except in cases provided for in paragraph 9 of Article 55 of the Federal Law "On Joint Stock Companies".

4.2. The Extraordinary General Meeting of Shareholders may be convened at the initiative of the Board of Directors, at the request of the Audit Committee, Company's Auditor or shareholders (shareholder) owning not less than ten (10) percent of the voting shares of the Company as of the date of the request.

If within five (5) days from the date of submission of the request to convene an Extraordinary General Meeting of Shareholders, the Board of Directors has not adopted any resolution on convening the Extraordinary General Meeting of Shareholders or has decided to refuse to convene it, a body of the Company or persons requiring its convocation, may apply to the court to force the Company to hold an extraordinary General Meeting of Shareholders.

A Company's body or the person who, in accordance with the judgement of the court holds an extraordinary General Meeting of Shareholders, possesses all the powers provided by the Federal Law "On Joint Stock Companies" and the Articles of Association necessary to convene and hold the General Shareholders Meeting.

4.3. Proposals of shareholders to include items on the agenda and nominations of candidates to the management bodies of the Company (hereinafter - proposals of shareholders) can be made, and the request to hold an extraordinary general meeting of shareholders can be provided by:

- mailing or sending through a courier service to the address (location) of the sole executive body (at the address of the manager (location) of the permanent executive body of the managing organization) of the Company stated in the unified State Register of Legal Entities;
- delivery with signed acknowledgement to the person performing functions of the sole executive body, the Chairman of the Board of Directors, the Corporate Secretary of the Company or another person authorized to receive written correspondence addressed to the Company.

4.4. The proposal to include items on the agenda of the General Meeting of Shareholders and nomination of candidates shall be submitted with the name (names) of shareholder(s), number and category (type) of shares owned by them and shall be signed by the shareholder(s) or their representatives.

4.5. The proposal to add an item on the agenda of the General Meeting of Shareholders should include the wording of each proposed item and the nomination of candidates - the name and details of the identity document (series and (or) number, date and place of issue, issuing authority), each proposed candidate, name of the body for election to which it is suggested, as well as the following information:

- The candidate's consent to his nomination to the Company's body for election to which the candidate is nominated. Information about the presence or absence of written consent of the candidate to run is brought to the attention of persons entitled to participate at the General Meeting of Shareholders.
- Consent to the processing of personal data of the candidate by the Company, signed by the nominated candidate;
- Information on the age and education of the candidate, on his positions for a period of at least the last five years, a position held by the candidate at the time of the nomination, the nature

of his relationship with the Company, the membership in the boards of directors in other legal entities, as well as information on the nomination of a candidate for membership of the board of directors or for election (appointment) to a position in other legal entities, information on the relations of the candidate with affiliates and major counterparties of the Company,

- information about the relationship of the candidate with affiliated persons of the company specified in the Company's list of affiliates, and about the relationship of the candidate with the competitors of the Company specified in the quarterly report of the Company drawn up as at the last accounting date, and published on the Company's website www.trcont.ru;

- information on the candidate according to the requirements for independent directors. .

The proposal to include items on the agenda of the General Meeting of Shareholders may contain the wording of each proposed issue.

4.6. If a proposal for the agenda of the General Meeting of Shareholders or the requirement to hold an Extraordinary General Meeting of Shareholders is signed by a shareholder's representative, acting in accordance with the powers based on a power of attorney, such proposal (request) shall be accompanied by a power of attorney executed in accordance with the requirements of paragraphs 3 and 4 of article 185.1 of the Civil Code of the Russian Federation or notarized.

4.7. If a proposal for the agenda of the General Meeting of Shareholders or the requirement to hold an extraordinary general meeting of shareholders signed by a shareholder (his representative), whose share rights are accounted for under the personal account in the shareholders' register maintained by the registrar of the Company, or a custody account in the depository maintaining the records of the rights to the said shares, such proposal (request) must be accompanied by an extract from the shareholder register on the personal account of the shareholder or a statement of the escrow account of the shareholder in the appropriate depository. The shareholders (shareholder) of the Company not registered in the register of shareholders of the Company shall be entitled to make proposals to the agenda of the General Shareholders Meeting and proposals on nomination of candidates also by giving appropriate instructions to a person who registers their rights to shares in accordance with the rules of the legislation of the Russian Federation on the securities.

4.8. The Board of Directors is obliged to consider the proposal of the shareholders and decide on the inclusion of the proposed items on the agenda of the General Meeting of shareholders and the nominated candidate(s) to the list of candidates for election to the corresponding body of the Company, if, in spite of typographical and other non-critical deficiencies, the content of the suggestion allows to determine in general the will of the person entitled to attend the general meeting of shareholders and to confirm his right to make a proposal.

4.9. In preparation for the General Meeting of Shareholders, the Board of Directors, and in the cases stipulated by third paragraph of clause 4.2 hereof, other persons (bodies), adopt the following resolutions:

a) on the convening and determining the form of the General Meeting of Shareholders (meeting or absentee voting);

b) determination of the date, time and place of the General Meeting of Shareholders, the time of commencement of registration of persons participating in the General Meeting of shareholders (in the case of the General Meeting of Shareholders in a form of a meeting), or the definition of the deadline for reception of completed ballots (in the case of General meeting of shareholders in the form of absent voting);

c) on the determination of the postal address for sending filled in ballots, and (or) address of the website, where the electronic form of ballots can be filled in;

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

e) on determination of the date of determination (fixing) the persons entitled to attend the General Meeting of Shareholders;

f) on definition of the deadline for reception of proposals of shareholders to nominate candidates for election to the Board of Directors if the agenda of the Extraordinary General Meeting of Shareholders includes the election of the Board members;

g) the definition of the list of information (materials) provided to shareholders in preparation for the General Meeting of Shareholders, and the order of its presentation; h) approving the form and text of the voting ballot, as well as the wording of the resolutions on the 5

agenda of the General Meeting of Shareholders, which shall be sent in electronic form (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders;

- i) on determination of the date of sending of the voting ballots to the persons entitled to attend the General Meeting of Shareholders;
- j) on determination of the order of notification of the Company's shareholders on the General Meeting of Shareholders, including the approval of the form and text of the message;
- k) on definition of the type (s) of preferred shares whose owners have the right to vote on the agenda of the General Meeting of Shareholders;
- k) on election of the Secretary of the General Meeting of Shareholders.

4.10. The General Director of the Company organizes the execution of the decisions of the Board of Directors related to the preparation and holding of the General Meeting of Shareholders.

4.11. Those who convene an extraordinary general meeting of shareholders in the manner prescribed by third paragraph of paragraph 4.2 of this Regulation, independently carry out activities on preparation and holding of the Extraordinary General Meeting of Shareholders provided for in paragraph 4.9 of this Regulation. If in accordance with the judgement of the court the extraordinary general meeting of shareholders is held by the plaintiff, the costs of preparation and holding of this meeting may be reimbursed by the decision of the General Meeting of shareholders at the expense of the Company.

5. INFORMATION SUPPORT OF THE GENERAL MEETING OF SHAREHOLDERS

5.1. Notification about the General Meeting of Shareholders shall be made not later than 30 days prior to the meeting if the legislation does not provide for extended term.

The notification of the General Meeting of shareholders is uploaded to the information and telecommunication network "Internet" on the website of the Company www.trcont.ru at the specified time.

The notification of the General Meeting of Shareholders shall contain:

the full corporate name and the location of the Company;

the form of the General Meeting of Shareholders (meeting or absent voting);

date, time, including the time of registration of the persons participating at the General Meeting of Shareholders held in the form of a meeting, the exact location (address) of the General Meeting of Shareholders, including the information about the room in which it will be carried out, information about the documents that need to be submitted for the admission to the premises, and when the voting on issues on the agenda of the General meeting of shareholders may be made by sending the filled in voting ballots to the Company, the postal address for sending the filled in ballots (in the case the General meeting of shareholders is held in the form of a meeting), or the date of acceptance of the filled in ballots and the postal address for sending the filled in ballots (in case the General meeting of shareholders is held in the form of the absent voting);

the date of compiling the list of persons entitled to participate at the General Meeting of Shareholders;

the agenda of the General Meeting of Shareholders;

the address of the site, where the electronic form of ballots can be filled in by persons, entitled to participate in the General meeting of shareholders (in the case of adoption by the Board of Directors decisions on the use of electronic forms of voting ballots);

categories (types) of shares whose owners have voting rights on all or some of the issues on the agenda of the General meeting of shareholders;

order of reviewing the information (materials) to be provided in preparation for the General Meeting of Shareholders and the address(es) at which it is available.

5.2. The information (materials) to be provided to the persons entitled to attend the General Shareholders' Meeting, in preparation for the General Meeting of Shareholders includes:

draft decisions of the General Meeting of Shareholders (ballot papers on the agenda items);
materials on the agenda items;

Information about persons who have offered each item included in the agenda of the General Meeting of Shareholders and, the persons who have nominated the candidates for election to the authorities or other bodies of the Company;

under Article 32.1 of the Federal Law "On Joint Stock Companies", the information about shareholders' agreements entered into during the year prior to the date of the General Meeting of Shareholders.

5.3. The information (materials) to be provided to the persons entitled to participate at the Annual General Shareholders' Meeting, in preparation for the Annual General Meeting of Shareholders includes:

The Company's annual report and the conclusion of the Revision Commission on the accuracy of the data contained in the annual report of the Company;

annual accounting (financial) statements, auditor's report and the report of the Revision Commission of the Company on the audit of such statements;

recommendations of the Board of Directors for the distribution of profit, including the size of the dividend on shares and its payment procedure, and losses of the Company for the fiscal year.

5.4. The additional information that shall be provided to the persons entitled to attend the General Shareholders' Meeting, in the preparation for the General Meeting of Shareholders, which agenda includes the election of the Board of Directors, the Revision Commission:

information about the candidate (s) nominated to the relevant body of the Company, including information about the relationship of the candidate (candidates) with affiliated persons and large counterparties of the company;

information about the presence or absence of written consents of the candidates for election to the relevant body of the Company.

5.5. The information (materials) that shall be provided to the persons entitled to attend the General Shareholders' Meeting in preparation for the General Meeting of Shareholders which agenda includes items on amendments and (or) supplements to the Charter and (or) internal documents of the Company or the approval of the Charter and (or) internal documents of the Company as amended includes:

draft changes and amendments to the Charter or the draft restated Charter;

drafts internal documents of the Company;

justification of the need to make appropriate decisions and provide explanation of the consequences that might ensue for the Company and its shareholders in the event of adoption (the explanatory note).

5.6. The information (materials) provided for in paragraphs 5.2 - 5.5. hereof, shall be available to the persons entitled to attend the General Meeting of Shareholders for inspection at the premises of the executive body of the Company and other locations specified in the notice of the General Meeting of Shareholders within 30 days prior to the General Meeting of Shareholders.

5.7. The information (materials) to be provided in preparation for the General Meeting is also stored in the Internet on the website of the Company www.trcont.ru

5.8. This information (materials) shall be available to the persons participating at the General Meeting of Shareholders during the meeting.

5.9. Upon the request of a person entitled to attend the General Meeting of Shareholders the Company shall provide him with copies of such documents within 7 working days from the date of receipt by the Company of the corresponding request . The fee charged by the Company for such copies may not exceed the cost of their production.

If a person registered in the register of shareholders is a nominee shareholder, the notification of the General Meeting of Shareholders and the information (materials) to be provided to the persons entitled to attend the General Shareholders' Meeting, in preparation for

the General Meeting of shareholders of the company is provided in accordance with the rules of the Russian legislation on securities for the provision of information and materials to persons exercising their rights for securities.

6. HOLDING OF THE GENERAL MEETING OF SHAREHOLDERS IN THE FORM OF A MEETING

Holding of the General Meeting of Shareholders in the form of a meeting is the direct participation of shareholders or their authorized representatives at the General Shareholders' Meeting to discuss the agenda and adopt resolutions on the issues put to the vote.

6.1. Registration of Persons Entitled to Participate at the General Meeting of Shareholders.

6.1.1. Registration of persons entitled to attend the General Meeting of Shareholders is made by the Counting Commission or the person performing the functions of the Counting Commission, at the venue of the General Shareholders' Meeting, referred to in the notification of the meeting.

Registration of persons entitled to attend the General Meeting of Shareholders starts at the time specified in the notification of the meeting.

6.1.2. The persons entitled to attend the General Meeting of Shareholders shall be registered for participation in the General Meeting of Shareholders held in the form of a meeting.

The persons entitled to attend the General Meeting of Shareholders held in the form of a meeting, whose ballots are received not later than 2 (two) days before the date of the General Meeting of Shareholders shall be entitled to attend the General Meeting of Shareholders, but such persons are not entitled to be registered to participate at General Meeting of Shareholders.

6.1.3. The shareholder (or his representative, the successor), who arrived at the general meeting of shareholders shall present a passport or other identity document during the registration.

Representatives as well as successors of the persons included in the list of persons entitled to attend the General Meeting of Shareholders also present documents certifying their powers to the Counting Commission or the person performing the functions of the counting commission during the registration for the General Meeting of Shareholders.

The documents certifying the powers of the successors and representatives of persons included in the list of persons entitled to participate in the General Meeting (their notarized copies), are attached to the voting ballots mailed by such persons or transferred to the Counting Commission or the Company's Registrar performing the functions of the Audit Committee during the registration of these persons for the participation at the General Meeting.

The documents certifying the credentials of the representatives and successors of the persons included in the list of persons entitled to attend the General Meeting of Shareholders shall be determined in accordance with the legislation of the Russian Federation.

In case of failure to present the said documents, the representative, as well as the successor of the shareholder shall not be entitled to participate at the General Meeting of Shareholders.

6.1.4. Registration of persons entitled to attend the General Meeting of Shareholders is subject to the identification of individuals who appeared to participate at the General Meeting, by comparing the data contained in the list of persons entitled to attend the General Meeting of Shareholders with the information contained in the documents presented by the said persons.

6.1.5. A person participating in the General Meeting shall be given ballots for voting on the agenda items during the registration.

At the request of persons registering for participation in the General Meeting of shareholders whose ballots are not received by the Company or received later than 2 (two) days before the date General meeting of shareholders, they are given ballots with a mark of their re-issuance.

6.1.6. Registration of persons entitled to attend the General Meeting of Shareholders ends at the time of the announcement by the chairman of the General Meeting of Shareholders of the discussion of the last item on the agenda of the General Meeting of Shareholders at which a quorum is present.

6.2. Opening of the General Meeting of Shareholders.

6.2.1. The representative of the Counting Commission or the person performing the functions of the Counting Commission, at the starting time of the General Shareholders Meeting in accordance with the notification of the General meeting of shareholders announces the presence or absence of a quorum on the agenda items of the General Meeting of Shareholders.

6.2.2. The general meeting of shareholders is duly constituted (has a quorum) if attended by shareholders holding more than half of the voting shares of the Company in aggregate.

If the agenda of the General Meeting of Shareholders includes the items to be voted on by different groups of voters, the quorum for a decision on these matters shall be determined separately. The absence of a quorum for decision-making on matters to be voted on by a group of voters, does not prevent the adoption of decisions on matters to be voted by different composition of voters for which there is a quorum.

To adopt a decision on the consent/approval of the transaction in which there is an interest, the quorum shall consist of shareholders - owners of voting shares who are not interested in the transaction of the Company, having more than half of the votes of shareholders - owners of voting shares who are not interested in the transaction.

6.2.3. If there is a quorum on at least one of the items included in the agenda of the General Shareholders Meeting, the Chairman of the General Meeting of Shareholders shall announce the opening of the General Meeting of Shareholders.

6.2.4. If at the opening of the General Meeting of Shareholders there was a quorum only on certain issues on the agenda, a representative of the Counting Commission or the person performing the functions of the Counting Commission, announces the presence or absence of a quorum on other issues on the agenda after the discussion of the last of these issues.

6.2.5. If there is no quorum on any matter included in the agenda of the General Shareholders' Meeting, the Chairman of the General Meeting of Shareholders announces the postponement of the opening of the General Meeting of Shareholders for 2 (two) hours.

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

If within two (2) hours after the announcement of the postponement of the opening of the General Meeting of Shareholders the persons ensuring a quorum on at least one of the items included in the agenda of the General Shareholders Meeting have not registered, the Chairman of the General Meeting of Shareholders announces that General Meeting of Shareholders has not been held.

If within two (2) hours after the announcement of the postponement of the opening of the General Meeting of Shareholders the persons ensuring a quorum on at least one of the items included in the agenda of the General Shareholders Meeting have registered, the Chairman of the General Meeting of Shareholders announces the opening of the General Meeting of Shareholders.

6.2.6. In the absence of a quorum for the Annual General Meeting of Shareholders the General Meeting of Shareholders shall be re-convened with the same agenda.

If there is no quorum for an Extraordinary General Meeting of Shareholders the General Meeting of Shareholders can be re-convened with the same agenda.

6.3. Discussion of Items of the Agenda of the General Meeting of Shareholders.

6.3.1. The persons speaking at the General Meeting of Shareholders shall comply with the following order of performances:

report on agenda items - up to 30 minutes,
co-report - up to 20 minutes,
debate - 5 minutes,
speaking with queries, inquiries - 2 minutes each.

Chairman of the General Meeting of Shareholders shall be entitled to increase the time limits stated in this paragraph.

6.3.2. A shareholder who wishes to speak in the debate on the agenda items of the General Meeting of Shareholders, must submit an appropriate application to the Secretary of the General Meeting of Shareholders in writing.

The application must contain the surname, the name and the patronymic (full name) of the shareholder (his representative), the item of the agenda on which the shareholder (his representative) wishes to speak, and it must be signed by the shareholder (his representative)

The issue should be sent to the Secretary of the General Meeting of Shareholders in writing; in addition to the wording of the question, the shareholder (shareholder's representative) shall also specify the surname, first name, middle name (full name of the shareholder - legal entity), and it must be signed by the shareholder.

6.3.3. The statements and questions received from shareholders shall be transmitted by the Secretary of the General Shareholders Meeting to the Chairman of the General Meeting of Shareholders.

6.3.4. By resolution of the Chairman of the General Shareholders' Meeting, a shareholder (or his representative) can ask questions or to take part in the debate on the agenda of the General Meeting of Shareholders by word of mouth. The time limit on speeches stipulated in subparagraph 6.3.1 hereof must be observed.

6.3.5. In the case of the end of the discussion of all items on the agenda of the General Meeting of Shareholders, at which a quorum is present, the Chairman of the General Meeting of Shareholders announces the completion of discussions on the agenda and the end of registration of persons participating in the General Meeting of Shareholders.

6.4. Voting at the General Meeting of Shareholders.

6.1.4. Voting at the General Meeting of Shareholders in the form of a meeting is carried out in accordance with the Federal Law "On Joint Stock Companies", other normative legal acts of the Russian Federation, Charter of the Company and these Regulations.

Voting on the agenda of the General Meeting of Shareholders shall be by ballot.

A person filling in the ballot paper shall be entitled to demand certification of the filled in ballot by registrar representatives, performing the functions of the Counting Commission of the Company until the completion of the General Meeting of Shareholders .

6.4.2. The persons registered for participation at the General Meeting of Shareholders held in the form of a meeting, shall be entitled to vote on all items on the agenda from the opening of the General Meeting of Shareholders and until the beginning of counting of votes.

6.4.3. After the discussion of the last item on the agenda of the General Meeting of Shareholders (the last issue on which there is a quorum) the persons who have not voted before this point will be given time for voting by the Chairman of the General Meeting of Shareholders.

After this time, Chairman of the General Meeting of Shareholders announces the beginning of counting of votes.

6.5. Summarizing and Announcing the Voting Results on the Agenda of the General Meeting of Shareholders. Closing of the General Meeting of Shareholders.

6.1.5. Counting and tally of votes on the agenda items of the General Meeting of Shareholders shall be made by the Counting Commission or the person performing the functions of the Counting Commission in accordance with the requirements of the Russian legislation.

6.5.2. Resolution adopted by the General Meeting of Shareholders and the voting results are announced at the General Meeting of Shareholders at which the voting took place, and communicated to the persons included in the list of persons entitled to attend the General Meeting of Shareholders in the form of voting results report in the manner provided for the notification of the general meeting of shareholders not later than four working days after the closing date of the general meeting of shareholders or the deadline for receipt of ballots if the general meeting of shareholders is held in the form of an absent voting.

If the list of persons entitled to attend the general meeting of the shareholders registered in the register of shareholders of the company is a nominee shareholder at the date of compiling, the report on the results of voting shall be sent in electronic form to the nominal holder of the shares. The nominee shareholder is obliged to inform his depositors' on the report on the voting results received by it him accordance with this paragraph in the manner and within the time limits established by normative legal acts of the Russian Federation or the contract with the depositor.

6.5.3. In case of announcement at the General Meeting of Shareholders of voting results and resolutions, such disclosure is carried out by a representative of the Audit Committee (the person performing the functions of the Counting Commission) or the Chairman of the General Meeting of Shareholders or the Secretary of the General Meeting on the basis of the data on voting results presented by the Audit Commission (the person performing the functions of the Counting Commission).

6.5.4. Upon the announcement of the results on voting on the agenda items of the General Meeting of Shareholders, if they are announced at the General Meeting of Shareholders, the Chairman announces the closing of the General Shareholders' Meeting.

7. HOLDING OF THE GENERAL MEETING OF SHAREHOLDERS IN THE FORM OF ABSENT VOTING

7.1. The General Meeting of Shareholders may be held in the form of absent voting. General Meeting of Shareholders which agenda includes the election of the Board of Directors, the Audit Commission, approval of the Auditor of the Company, as well as the issues stipulated by subparagraph 11 of paragraph 1 of Article 48 of the Federal Law "On Joint Stock Companies", may not be conducted in the form of absent voting.

It is not allowed to hold a new General Meeting of Shareholders by absent voting (by poll) instead of the failed General Meeting of Shareholders, which was to be carried out in the form of a meeting.

7.2. Voting on the agenda of the General Meeting of Shareholders held in the form of absent voting is carried out with voting ballots.

7.3. The filled in ballot must be received by the Company no later than on the date that is the day of the receipt of ballots in accordance with the resolution on convening and holding the General Meeting of Shareholders adopted in accordance with the Federal Law "On Joint Stock Companies" and the present Regulations.

If the deadline for the voting ballots is a non-business day, the date of acceptance of the filled in ballots is the next business day.

The deadline for voting ballots expires on the date of acceptance of voting ballots at a time when workday in the Company ends in accordance with established rules.

7.4. Completed voting ballots may be sent to the Company by registered letter, handed against signature to the Director General of the Company, the person authorized to receive mail addressed to the Company, and also directed the registrar of the Company (if he performs the functions of the Audit Committee).

A person entitled to participate in the General meeting of shareholders can fill in the electronic form of the ballot on the website provided that the notice of the General meeting of shareholders guidance (links) to the address of such site.

The Society must ensure that the date and time when such ballots are being filled in are properly fixed.

7.5. The General Director of the Company will organize the collection, preservation and transfer of ballots for voting to the Counting Commission or the person performing the functions of the Counting Commission.

7.6. A shareholder who is an individual indicates his name and initials when filling in the ballot; a shareholder who is a legal entity states the full name of the legal entity.

The representative of a shareholder who is an individual indicates his name and initials, as well as details of the power of attorney (or other document confirming his powers) when filling in the ballot; representative of the shareholder who is a legal entity indicates its name and initials, as well as the post or proxy details (other document confirming his powers) when filling in the ballot.

A shareholder's representative attaches a power of attorney (its notarized copy) or other document on the basis of which he operates to the ballot.

7.7. The General Meeting of Shareholders held in the form of the absent voting shall be duly constituted (has a quorum) if prior to the deadline for the receipt of voting ballots, the Company has received ballots of shareholders owning more than half of the voting shares of the Company in aggregate.

To adopt a resolution on the consent/approval of the transaction in which there is an interest, the quorum shall consist of shareholders - owners of voting shares who are not interested in the transaction of the Company, having more than half of the votes of shareholders - owners of voting shares who are not interested in the transaction.

8. THE WORKING BODIES OF THE GENERAL MEETING OF SHAREHOLDERS

8.1. The working bodies of the General Meeting of Shareholders are as follows:

- a) Chairman of the General Meeting of Shareholders;
- b) the registrar or any other person performing the functions of the counting commission;
- c) The Secretary of the General Meeting of Shareholders.

8.2. Functions of the Chairman at the General Meeting of Shareholders are performed by the Chairman of the Board of Directors. In case of his absence the functions of the Chairman of the General Meeting of Shareholders shall be performed by the Deputy Chairman of the Board of Directors or by a member of the Board of Directors.

8.3. The Chairman of the General Meeting of Shareholders opens the General Meeting of Shareholders, announces the agenda of the General Meeting of Shareholders and the order of speeches and reports on the agenda, the end of the discussion of agenda items and the beginning of the counting of votes, ensures observance of the order of the General Meeting provided by these Regulations, closes the General Meeting of Shareholders, signs the minutes of General meeting of shareholders.

8.4. The functions of the Counting Commission of the Company at the General Shareholders' Meeting are performed by the registrar or any other person authorized by the Board of Directors.

8.5. The Audit Committee shall perform the following functions:

- a) check of powers and registration of persons participating at the General Meeting of shareholders (shareholders, their representatives);
- b) determining the presence of a quorum of the General Meeting of Shareholders;
- c) clarification of issues arising from the implementation of the Company's shareholders (their representatives) of the right to vote at the General Meeting of Shareholders;
- d) explanation of the order of voting on the issues put to the vote;
- e) provision of the established order of voting rights of the Company and shareholders to participate in the voting;
- f) vote counting and tally of votes;
- g) drawing up the protocol on the voting results;

- h) communicating the voting results to persons included in the list of persons entitled to participate at the General Meeting of Shareholders;
- i) filing the bulletins for voting in archives;
- j) other functions provided for by the legislation of the Russian Federation, the Charter of the Company, and the contract concluded by the Company with the Company's registrar (if he performs the functions of the Audit Committee).

8.6. The Secretary of the General Meeting of Shareholders shall be elected by the Board of Directors for dealing with issues of the preparation for the General Meeting of Shareholders or persons requesting the convening of the General Meeting of shareholders, in cases provided by para. 4.2 of this Regulation.

8.7. Functions of the Secretary of the General Meeting of Shareholders are carried out by the Corporate Secretary, unless otherwise decided by the Board of Directors or the person who holds an extraordinary general meeting of shareholders in accordance with the court decision.

8.8. In case of non-performance of functions of the Secretary of the General Meeting of Shareholders by the Corporate Secretary of the Company or any other person elected by the Board of Directors, or the body of the Company or a person who, in accordance with the judgement of the court holds an extraordinary general meeting of shareholders, due to illness or for other reasons, if it becomes known on the day of the meeting, the Secretary of the General meeting of shareholders shall be appointed by Chairman of the General on the meeting of shareholders.

8.9. The Secretary of the General Meeting of Shareholders shall perform the following functions:

- a) organizes the preparation and holding of the General Meeting of Shareholders;
- b) draws up minutes of the General Shareholders' Meeting;
- c) accepts applications from persons participating in the General Meeting of Shareholders for the right to speak in the debate on agenda items of the meeting, as well as acceptance of questions;
- g) other functions provided by the Charter of the Company and these Regulations.

9. FINANCIAL SUPPORT FOR HOLDING THE GENERAL MEETING OF SHAREHOLDERS

9.1. The costs associated with the preparation and holding of the General Meeting of Shareholders shall be covered by the Company and are provided for in the Company's budget.

9.2. In case of holding of an Extraordinary General Meeting of Shareholders by the persons demanding the convocation in the manner prescribed by para. 4.2 hereof, the costs of its preparation and holding shall be borne by these individuals.

Upon the resolution of the General Meeting of shareholders the documented expenses of the said persons for preparation and holding of the General Meeting of Shareholders may be reimbursed from the funds of the Company.
